

PRELIMINARY OFFICIAL STATEMENT DATED APRIL 30, 2025

TWO NEW ISSUES/BOOK- ENTRY ONLY

RATINGS: Moody's – Series 2025A Bonds: "Aa2/Stable"

Series 2025B Bonds: "Aa2/Stable"

(See "RATINGS" herein)

*In the opinion of Butler Snow LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuous compliance with certain covenants described herein, interest on the Series 2025A Bonds (as defined herein) is excludable from gross income for federal tax purposes pursuant to Section 103 of the Code (as defined herein), and such interest is not a specific preference item for purposes of the federal alternative minimum tax; however such interest is taken into account in determining the annual adjusted financial statement income of certain corporations. Such exclusion is conditioned on continuing compliance with certain tax covenants of the Issuer (as defined below) and the County (as defined below). Interest on the Series 2025B Bonds is includable in gross income for federal income tax purposes. In the opinion of Bond Counsel under existing laws, regulations, rulings and judicial decisions, interest on the Series 2025 Bonds (as defined herein) is exempt from all income taxation in the State of Mississippi. See "TAX MATTERS" herein and "APPENDIX D - FORM OF OPINION OF BOND COUNSEL" attached hereto.*

\$35,000,000\*

MISSISSIPPI DEVELOPMENT BANK

Special Obligation Bonds, Series 2025A

(Madison County, Mississippi

Public Improvement General Obligation Bond Project)



\$10,000,000\*

MISSISSIPPI DEVELOPMENT BANK

Special Obligation Bonds, Taxable Series 2025B

(Madison County, Mississippi

Economic Development Limited Tax Bond Project)

Dated: Date of Delivery

Due: May 1, as shown on inside front cover

The \$35,000,000\* Mississippi Development Bank Special Obligation Bonds, Series 2025A (Madison County, Mississippi Public Improvement General Obligation Bond Project) (the "**Series 2025A Bonds**"), and the \$10,000,000\* Mississippi Development Bank Special Obligation Bonds, Taxable Series 2025B (Madison County, Mississippi Economic Development Limited Tax Bond Project) (the "**Series 2025B Bonds**"), and, together with the Series 2025A Bonds, the "**Series 2025 Bonds**") are being issued by the Mississippi Development Bank (the "Issuer"), will be dated the date of delivery thereof and will bear interest from that date to their respective maturities in the amounts and at the rates set forth on the inside front cover. The Series 2025 Bonds are issuable only as fully registered bonds and, when issued, will be registered in the name of CEDE & CO., as nominee for The Depository Trust Company, New York, New York ("**DTC**"). Purchases of beneficial interests in the Series 2025 Bonds will be made in book-entry-only form, in the denomination of \$5,000 or any integral multiple thereof. Purchasers of beneficial interests in the Series 2025 Bonds will not receive physical delivery of certificates representing their interests in the Series 2025 Bonds. Interest on the Series 2025 Bonds is payable on May 1 and November 1 of each year, commencing May 1, 2026. So long as DTC or its nominee is the Registered Owner of the Series 2025 Bonds, interest, together with the principal of and premium, if any, on the Series 2025 Bonds, will be paid directly to DTC by Hancock Whitney Bank, Gulfport, Mississippi (the "**Trustee**") under the Indenture (as defined herein), as more fully described herein under the caption "DESCRIPTION OF THE SERIES 2025 BONDS – Book-Entry-Only System."

The Series 2025 Bonds are issued by the Issuer for the principal purpose of providing funds for the purchase of the County Bonds (as defined herein) being issued by Madison County, Mississippi (the "**County**"), which will provide funds to the County to finance certain capital projects within the County, as more fully described in this Official Statement.

The Series 2025 Bonds are subject to redemption prior to maturity as more fully described herein. See "DESCRIPTION OF THE SERIES 2025 BONDS – Redemption."

**THE SERIES 2025 BONDS ARE LIMITED AND SPECIAL OBLIGATIONS OF THE ISSUER AND ARE PAYABLE SOLELY OUT OF THE TRUST ESTATE OF THE ISSUER PLEDGED THEREFOR UNDER THE INDENTURE, INCLUDING THE COUNTY BONDS AND PAYMENTS DERIVED THEREFROM, AS MORE FULLY DESCRIBED HEREIN. THE SERIES 2025 BONDS DO NOT CONSTITUTE A DEBT, LIABILITY OR LOAN OF THE CREDIT OF THE ISSUER, THE STATE OF MISSISSIPPI OR ANY POLITICAL SUBDIVISION THEREOF UNDER THE CONSTITUTION AND LAWS OF THE STATE OF MISSISSIPPI, OR A PLEDGE OF THE FULL FAITH AND CREDIT, TAXING POWER OR MORAL OBLIGATION OF THE ISSUER, THE STATE OF MISSISSIPPI OR ANY POLITICAL SUBDIVISION THEREOF. THE ISSUER HAS NO TAXING POWER. THE SERIES 2025A COUNTY BOND SECURING THE SERIES 2025A BONDS IS A GENERAL OBLIGATION OF THE COUNTY, SECURED BY THE FULL FAITH, CREDIT AND TAXING POWER OF THE COUNTY, AND THE SERIES 2025B COUNTY BOND SECURING THE SERIES 2025B BONDS IS A LIMITED TAX OBLIGATION OF THE COUNTY, SECURED BY THE LEVY OF A SPECIAL TAX, NOT TO EXCEED FIVE (5) MILLS, UPON ALL OF THE TAXABLE PROPERTY WITHIN THE COUNTY, AS MORE FULLY DESCRIBED HEREIN.**

Purchase of the Series 2025 Bonds involves a certain degree of risk, and reference is made to the section "RISKS TO THE OWNERS OF THE SERIES 2025 BONDS" for a discussion of such risks.

**THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THIS OFFICIAL STATEMENT. PROSPECTIVE INVESTORS MUST READ THIS ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.**

The Series 2025 Bonds are offered subject to the final approval of the legality thereof by Butler Snow LLP, Ridgeland, Mississippi, Bond Counsel. Certain legal matters will be passed upon for the Issuer by Balch & Bingham, LLP, Jackson, Mississippi, and for the County by its counsel, Mike Espy PLLC, Jackson, Mississippi. Government Consultants, Inc., Madison, Mississippi, Mississippi, serves as the independent registered municipal advisor to the County in connection with the sale and issuance of the Series 2025 Bonds and the purchase of the County Bonds. The Series 2025 Bonds are expected to be available in definitive form for delivery on or about May 21, 2025.\*

**RAYMOND JAMES®**

The date of this Official Statement is \_\_\_\_\_, 2025.

\* Preliminary, subject to change.

**SERIES 2025A BONDS  
MATURITY SCHEDULE\***

<b>Maturity (May 1)*</b>	<b>Principal Amount*</b>	<b>Interest Rate</b>	<b>Yield</b>	<b>CUSIP<sup>1</sup></b>
2026	\$1,150,000			
2027	1,110,000			
2028	1,165,000			
2029	1,225,000			
2030	1,285,000			
2031	1,350,000			
2032	1,415,000			
2033	1,485,000			
2034	1,560,000			
2035	1,640,000			
2036	1,720,000			
2037	1,810,000			
2038	1,900,000			
2039	1,995,000			
2040	2,095,000			
2041	2,195,000			
2042	2,305,000			
2043	2,415,000			
2044	2,530,000			
2045	2,650,000			

**SERIES 2025B BONDS  
MATURITY SCHEDULE\***

<b>Maturity (May 1)*</b>	<b>Principal Amount*</b>	<b>Interest Rate</b>	<b>Yield</b>	<b>CUSIP<sup>1</sup></b>
2026	\$325,000			
2027	310,000			
2028	325,000			
2029	340,000			
2030	355,000			
2031	370,000			
2032	390,000			
2033	410,000			
2034	435,000			
2035	455,000			
2036	480,000			
2037	510,000			
2038	535,000			
2039	570,000			
2040	600,000			
2041	635,000			
2042	675,000			
2043	715,000			
2044	760,000			
2045	805,000			

\* Preliminary, subject to change.

<sup>1</sup> The CUSIP numbers listed above are being provided solely for the convenience of the holders of the Series 2025 Bonds only, and the Issuer, the County and the Underwriter do not make any representation with respect to such CUSIP numbers or undertake any responsibility for their accuracy. The CUSIP numbers are subject to being changed after the issuance of the Series 2025 Bonds as a result of various subsequent actions, including but not limited to a refunding in whole or in part of the Series 2025 Bonds.

**THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFERING OF ANY SECURITY OTHER THAN THE ORIGINAL OFFERING OF THE SERIES 2025 BONDS IDENTIFIED ON THE COVER HEREOF. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THAT CONTAINED IN THIS OFFICIAL STATEMENT; AND IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED. THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY, AND THERE SHALL NOT BE ANY SALE OF THE SERIES 2025 BONDS BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL TO MAKE SUCH OFFER, SOLICITATION OR SALE. THE INFORMATION AND EXPRESSION OF OPINIONS HEREIN ARE SUBJECT TO CHANGE WITHOUT NOTICE, AND NEITHER THE DELIVERY OF THIS OFFICIAL STATEMENT NOR THE SALE OF ANY OF THE SERIES 2025 BONDS SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THE INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE HEREOF. ALL OPINIONS, ESTIMATES OR ASSUMPTIONS, WHETHER OR NOT EXPRESSLY IDENTIFIED, ARE INTENDED AS SUCH AND NOT AS REPRESENTATIONS OF FACT.**

**THE UNDERWRITER (AS DEFINED HEREIN) HAS PROVIDED THE FOLLOWING SENTENCE FOR INCLUSION IN THIS OFFICIAL STATEMENT. THE UNDERWRITER HAS REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH, AND AS A PART OF, ITS RESPONSIBILITIES UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE UNDERWRITER DOES NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION. INFORMATION HEREIN HAS BEEN OBTAINED FROM THE ISSUER, THE COUNTY, DTC AND OTHER SOURCES BELIEVED TO BE RELIABLE, BUT THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION IS NOT GUARANTEED BY THE UNDERWRITER.**

**UPON ISSUANCE, THE SERIES 2025 BONDS WILL NOT BE REGISTERED BY THE ISSUER UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAW, AND WILL NOT BE LISTED ON ANY STOCK OR OTHER SECURITIES EXCHANGE. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER FEDERAL, STATE OR OTHER GOVERNMENTAL ENTITY OR AGENCY, OTHER THAN THE ISSUER (TO THE EXTENT DESCRIBED HEREIN), WILL HAVE PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT OR APPROVED THE SERIES 2025 BONDS FOR SALE.**

**THIS OFFICIAL STATEMENT IS NOT TO BE CONSTRUED AS A CONTRACT OR AGREEMENT BETWEEN THE ISSUER AND THE PURCHASERS OR HOLDERS OF THE SERIES 2025 BONDS. ALL ESTIMATES AND ASSUMPTIONS CONTAINED HEREIN ARE BELIEVED TO BE REASONABLE, BUT NO REPRESENTATION IS MADE THAT SUCH ESTIMATES OR ASSUMPTIONS ARE CORRECT OR WILL BE REALIZED.**

**IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2025 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.**

**THE ORDER AND PLACEMENT OF MATERIALS IN THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, ARE NOT TO BE DEEMED A DETERMINATION OF RELEVANCE, MATERIALITY OR IMPORTANCE, AND THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, MUST BE CONSIDERED IN ITS ENTIRETY. THE CAPTIONS AND HEADINGS IN THIS OFFICIAL STATEMENT ARE FOR CONVENIENCE OF REFERENCE ONLY, AND IN NO WAY DEFINE, LIMIT OR DESCRIBE THE SCOPE OR INTENT, OR AFFECT THE MEANING OR CONSTRUCTION, OF ANY PROVISION OR SECTIONS OF THIS OFFICIAL STATEMENT. THE OFFERING OF THE SERIES 2025 BONDS IS MADE ONLY BY MEANS OF THIS OFFICIAL STATEMENT.**

**THIS OFFICIAL STATEMENT IS BEING PROVIDED TO PROSPECTIVE PURCHASERS EITHER IN BOUND PRINTED FORM ("ORIGINAL BOUND FORMAT") OR IN ELECTRONIC FORMAT ON THE FOLLOWING WEBSITE: [WWW.MUNIOS.COM](http://WWW.MUNIOS.COM). THIS OFFICIAL STATEMENT MAY BE RELIED UPON ONLY IF IT IS IN ITS ORIGINAL BOUND FORMAT OR IS PRINTED IN ITS ENTIRETY FROM SUCH WEBSITE.**

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## OFFICIAL STATEMENT

**\$35,000,000\***

**MISSISSIPPI DEVELOPMENT BANK  
SPECIAL OBLIGATION BONDS, SERIES 2025A  
(Madison County, Mississippi Public Improvement  
General Obligation Bond Project)**

**\$10,000,000\***

**MISSISSIPPI DEVELOPMENT BANK  
SPECIAL OBLIGATION BONDS, TAXABLE SERIES 2025B  
(Madison County, Mississippi Economic Development  
Limited Tax Bond Project)**

## INTRODUCTION

The purpose of this Official Statement, including its Appendices, is to set forth certain information concerning the sale and issuance by the Mississippi Development Bank (the “**Issuer**”) of its (a) Special Obligation Bonds, Series 2025A (Madison County, Mississippi Public Improvement General Obligation Bond Project) (the “**Series 2025A Bonds**”) issued in the aggregate principal amount of \$35,000,000,\* and (b) Special Obligation Bonds, Taxable Series 2025B (Madison County, Mississippi Economic Development Limited Tax Bond Project) (the “**Series 2025B Bonds**,” and, together with the Series 2025A Bonds, the “**Series 2025 Bonds**”) issued in the aggregate principal amount of \$10,000,000.\*

This introduction is not a summary of this Official Statement. It is only a brief description of and guide to, and is qualified by, more complete and detailed information contained in the entire Official Statement, including the cover page, the inside front cover and all appendices hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement. The offering of the Series 2025 Bonds to potential investors is made only by means of the entire Official Statement.

### Definitions

Capitalized terms used and not defined in this Official Statement are defined in APPENDIX E – DEFINITIONS hereto and in the Indenture.

### The Issuer

The Issuer was established in 1986 as a separate body corporate and politic of the State of Mississippi (the “**State**”) for the public purposes set forth under the provisions of Sections 31-25-1 *et seq.*, Mississippi Code of 1972, as amended and supplemented from time to time (the “**Issuer Act**”). The Issuer is not an agency of the State, is separate from the State in its corporate and sovereign capacity and has no taxing power. The Issuer is governed by a Board of Directors composed of nine members.

Pursuant to the Issuer Act, the purpose of the Issuer is to assist “local governmental units,” defined in the Issuer Act to be (a) any county, municipality, utility district, regional solid waste authority, county cooperative service district or political subdivision of the State, (b) the State or any agency thereof, (c) the institutions of higher learning of the State, (d) any education building corporation established for institutions of higher learning, or (e) any other governmental unit created under state law, through programs of purchasing the bonds, notes or evidences of indebtedness of such local governmental units under agreements between such local governmental units and the Issuer. Madison County, Mississippi (the “**County**”), as further described in APPENDIX A hereto, is such a local governmental unit.

### Sources of Payment and Security for the Series 2025 Bonds

The Series 2025 Bonds will be issued by and under and secured by an Indenture of Trust, dated as of May 1, 2025\* (the “**Indenture**”), by and between the Issuer and Hancock Whitney Bank, as trustee (the “**Trustee**”). The

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\* Preliminary, subject to change.

principal of, premium, if any, and interest on any and all of the Series 2025 Bonds, are payable from those Funds and Accounts (as defined herein) of the Issuer, which, together with the general obligation bond issued by the County and designated as the \$35,000,000\* Madison County, Mississippi Public Improvement General Obligation Bond, Series 2025A (the “**Series 2025A County Bond**”), and the limited obligation bond issued by the County and designated as the \$10,000,000\* Madison County, Mississippi Economic Development Limited Tax Bond, Taxable Series 2025B (the “**Series 2025B County Bond**,” and, together with the Series 2025A County Bond, the “**County Bonds**”) are pledged pursuant to the Indenture for the benefit of the owners of the Series 2025 Bonds equally and ratably without priority. The full faith, credit and taxing power of the State is not pledged to the payment of the principal of, premium, if any, and interest on any of the Series 2025 Bonds. The Series 2025 Bonds are not a debt, liability, loan of the credit or pledge of the full faith and credit, or moral obligation of the Issuer, the State or of any political subdivision thereof other than the County. The Issuer has no taxing power and has only those powers and sources of revenue set forth in the Issuer Act. The Series 2025 Bonds are issued and secured separately from any other obligations issued by the Issuer.

The Series 2025A County Bond securing the Series 2025A Bonds is a general obligation of the County, secured by the full faith, credit and taxing power of the County, and the Series 2025B County Bond securing the Series 2025B Bonds is a limited tax obligation of the County, secured by the levy of a special tax, not to exceed five (5) mills, upon all of the taxable property within the County, as provided herein; provided, however, that such tax levy for any year shall be abated *pro tanto* to the extent the County on or prior to September 1 of that year has transferred money to the bond fund of the Series 2025B County Bond, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Series 2025B County Bond due during the ensuing fiscal year of the County, in accordance with the County Bond Resolution.

The Series 2025 Bonds are secured by the pledge of the Trust Estate established under the Indenture (the “**Trust Estate**”), defined to be (a) cash and securities in the Funds and Accounts established by the Indenture and the investment earnings thereon and all proceeds thereof, (b) the County Bonds, the payments thereunder, the earnings thereon and the proceeds thereof, and (c) all Funds and Accounts hereinafter pledged to the Trustee as security for the Series 2025 Bonds by the Issuer. All Series 2025 Bonds will be secured equally and ratably by all of the foregoing. The sources of payment for the Series 2025 Bonds are further described under the caption “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2025 BONDS” herein and APPENDIX C hereto.

The principal of and interest on the County Bonds are payable out of County revenues as explained more fully below. The County Bonds are being issued pursuant to the Issuer Act, the County Bond Act and the MCEDA Act. The County Bonds are scheduled to be purchased by the Issuer with the proceeds of the Series 2025 Bonds. The sources of payment for the County Bonds are further described under the caption “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2025 BONDS” herein and APPENDIX C hereto.

### **Purpose of the Series 2025 Bonds**

The Series 2025 Bonds are being issued to provide funds (a) to purchase the County Bonds to finance the County Project, and (b) to pay the Costs of Issuance of the Series 2025 Bonds and the County Bonds (collectively, the “**Project**”). See “PURCHASE OF THE COUNTY BONDS – County Project” for a more detailed description of the use of the proceeds of the County Bonds.

### **Authority for Issuance**

The Series 2025 Bonds are issued pursuant to the provisions of the Act and the Indenture.

### **Description of the Series 2025 Bonds**

**Redemption.** The Series 2025 Bonds are subject to redemption prior to maturity as more fully described under the caption “DESCRIPTION OF THE SERIES 2025 BONDS – Redemption” herein.

**Denominations.** The Series 2025 Bonds will be issued in denominations of \$5,000 or any integral multiple thereof.

**Registration, Transfers and Exchanges.** The Series 2025 Bonds will be issued only as fully registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“**DTC**”). Purchases of beneficial interests in the Series 2025 Bonds will be made in book-entry-only form. Purchasers of beneficial interests in the Series 2025 Bonds will not receive physical delivery of certificates representing their respective interests in the Series 2025 Bonds.

**Payments.** Interest on the Series 2025 Bonds is payable on May 1 and November 1 of each year, commencing May 1, 2026. So long as DTC or its nominee is the Registered Owner of the Series 2025 Bonds, interest, together with the principal of and premium, if any, on the Series 2025 Bonds will be paid directly to DTC by the Trustee. The final disbursement of such payments to a Beneficial Owner of the Series 2025 Bonds will be the responsibility of the DTC Participants and the Indirect Participants, as described herein under the caption “DESCRIPTION OF THE SERIES 2025 BONDS -- Book-Entry-Only System.”

**For a more complete description of the Series 2025 Bonds and the basic documentation pursuant to which the Series 2025 Bonds are being issued, see the captions “DESCRIPTION OF THE SERIES 2025 BONDS,” “FUNDS AND ACCOUNTS” and “OPERATION OF FUNDS AND ACCOUNTS” in this Official Statement.**

### **Tax Matters**

In the opinion of Butler Snow LLP (“**Bond Counsel**”), under existing laws, regulations, rulings, and judicial decisions, interest on the Series 2025A Bonds is excludable from gross income for federal tax purposes, with such exclusion conditioned upon continuing compliance with certain tax covenants of the Issuer and the County, and under existing laws, regulations, rulings, and judicial decisions, interest on the Series 2025A Bonds is exempt from all income taxation in the State. Interest on the Series 2025A Bonds is not a specific preference item for purposes of federal alternative minimum taxes on individuals. For a more complete description of such opinion and certain other tax consequences incident to the ownership of the Series 2025 Bonds, see the captions “TAX MATTERS” herein. Also, see “APPENDIX D” for the proposed form of opinion of Bond Counsel.

### **Professionals Involved in the Offering**

Hancock Whitney Bank will act as Trustee under the Indenture for the Series 2025 Bonds. Government Consultants, Inc., Madison, Mississippi, Mississippi, is employed as the independent registered municipal advisor to the County with respect to the Series 2025 Bonds and the County Bonds. Certain proceedings in connection with the issuance of the Series 2025 Bonds are subject to the approval of Bond Counsel. Certain legal matters will be passed upon for the Issuer by Balch & Bingham, LLP, Jackson, Mississippi. Certain legal matters will be passed upon for the County by its counsel, Mike Espy PLLC, Jackson, Mississippi. See the captions “LEGAL MATTERS” and “MUNICIPAL ADVISOR” in this Official Statement.

### **Offering and Delivery of the Series 2025 Bonds**

Raymond James & Associates, Inc., Memphis, Tennessee (the “**Underwriter**”) has agreed to purchase all of the Series 2025 Bonds subject to certain conditions set forth in a bond purchase agreement by and among the Underwriter, the Issuer and the County (the “**Bond Purchase Agreement**”). The Series 2025 Bonds are expected to be available in definitive form for delivery in New York, New York on or about May 21, 2025.\*

### **Risks to the Owners of the Series 2025 Bonds**

There are certain risks involved in the ownership of the Series 2025 Bonds which should be considered by prospective purchasers. The ability of the Issuer to pay principal of, premium, if any, and interest on the Series 2025 Bonds depends upon the receipt by the Issuer of payments of principal (and premium, if any) and interest on the County Bonds (the “**County Bond Payments**”) from the County. There can be no representation or assurance that the County will levy a tax sufficient to make the required County Bond Payments. See the caption “SECURITY AND

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\* Preliminary, subject to change.

SOURCES OF PAYMENT FOR THE SERIES 2025 BONDS” herein. See the caption “RISKS TO THE OWNERS OF THE SERIES 2025 BONDS” in this Official Statement.

### **Other Information**

This Official Statement speaks only as of its date, and certain information contained herein is subject to change.

Copies of other documents and information are available, upon request, and upon payment to the Issuer of a charge for copying, mailing and handling, from Larry W. Mobley, Executive Director, Mississippi Development Bank, 735 Riverside Drive, Suite 300, Jackson, Mississippi 39202, telephone (601) 355-6232.

**NO DEALER, BROKER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS OFFICIAL STATEMENT; AND IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON. THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY, AND THERE SHALL NOT BE ANY SALE OF THE SERIES 2025 BONDS BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH OFFER, SOLICITATION OR SALE. THE INFORMATION SET FORTH HEREIN HAS BEEN OBTAINED FROM THE ISSUER, THE COUNTY, DTC AND OTHER SOURCES WHICH ARE BELIEVED TO BE RELIABLE, BUT IT IS NOT GUARANTEED AS TO ACCURACY OR COMPLETENESS. THE INFORMATION AND EXPRESSIONS OF OPINION HEREIN ARE SUBJECT TO CHANGE WITHOUT NOTICE, AND NEITHER THE DELIVERY OF THIS OFFICIAL STATEMENT NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE ISSUER OR THE COUNTY SINCE THE DATE HEREOF.**

**THE SERIES 2025 BONDS HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

### **Format of Official Statement**

There follows in this Official Statement a description of the security and sources of payment for the Series 2025 Bonds, the Project, the Issuer, and summaries of certain provisions of the Series 2025 Bonds, the Indenture, and certain provisions of the Act. All discussions of the Act and the Indenture are qualified in their entirety by reference to the Act and the Indenture, copies of which are available from the Issuer, and all discussions of the Series 2025 Bonds are qualified in their entirety by reference to the definitive form and the information with respect to the Series 2025 Bonds contained in the Indenture.

## **SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2025 BONDS**

### **General**

The Series 2025 Bonds are payable only out of the Trust Estate. The Indenture creates a continuing pledge of and lien upon the Trust Estate to secure the full and final payment of the principal of, premium, if any, and interest on all of the Series 2025 Bonds. The Series 2025 Bonds do not constitute a debt, liability or loan of the credit of the Issuer, the State or any political subdivision thereof under the constitution of the State or a pledge of the full faith, credit and taxing power or moral obligation of the Issuer, the State or any political subdivision thereof other than the County. The Issuer has no taxing power. The Series 2025A County Bond securing the Series 2025A Bonds is a general obligation of the County, secured by the full faith, credit and taxing power of the County, and the Series 2025B County Bond securing the Series 2025B Bonds is a limited tax obligation of the County, secured by the levy of a special tax, not to exceed five (5) mills, upon all of the taxable property within the County. The sources of payment of, and security for, the Series 2025 Bonds are more fully described below.

Under the Indenture, the Series 2025 Bonds are secured by a pledge to the Trustee of the County Bonds and all County Bond Payments, as described herein. In addition, the Indenture pledges to the payment of the Series 2025 Bonds all proceeds of the Trust Estate, including without limitation all cash and securities held in the Funds and

Accounts created by the Indenture, together with investment earnings thereon and proceeds thereof, and all other funds, accounts and moneys pledged by the Issuer to the Trustee as security under the Indenture, to the extent of any such pledge.

### **The County and the County Bonds**

From the proceeds of the Series 2025 Bonds, the Issuer intends to purchase from the County and, upon purchase, will pledge to the Trustee the County Bonds as described in APPENDIX C. See “PURCHASE OF THE COUNTY BOND” herein.

### **Provisions for Payment of the County Bonds**

The Series 2025A County Bond securing the Series 2025A Bonds is a general obligation of the County, secured by the full faith, credit and taxing power of the County, and the Series 2025B County Bond securing the Series 2025B Bonds is a limited tax obligation of the County, secured by the levy of a special tax, not to exceed five (5) mills, upon all of the taxable property within the County. The issuance of the County Bonds has been authorized by a resolution (the “**County Bond Resolution**”) adopted by the Board of Supervisors of the County (the “**Governing Body**”) pursuant to the Act on April 7, 2025. Under the County Bond Resolution, the County is unconditionally obligated to make payments on the Series 2025A County Bond secured by the full faith, credit and taxing power of the County, and the Series 2025B County Bond secured by a levy of a special tax not to exceed five (5) mills on all taxable property in the County, in an aggregate amount sufficient, with any other funds legally available therefor, to the Trustee for the payment in full of the principal of, premium, if any, and interest on all Series 2025 Bonds issued and Outstanding under the Indenture to the date of payment thereof and certain costs, expenses and charges of the Issuer and the Trustee.

***Series 2025A County Bond.*** In the County Bond Resolution, the County covenants to levy a direct, continuing special tax upon all of the taxable property within the geographical limits of the County, adequate and sufficient, after allowance shall have been made for the expenses of collection and delinquencies in the payment of taxes, to produce sums required for the payment of the principal of, premium, if any, and the interest on the Series 2025A County Bond. Said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the County are collected, and the rate of tax which shall be so extended shall be sufficient in each year fully to produce the sums required as aforesaid, without limitation as to time, rate or amount, in accordance with the provisions of the County Bond Resolution. The avails of said tax are irrevocably pledged in the County Bond Resolution for the payment of the principal of, premium, if any, and interest on the Series 2025A County Bond as the same shall mature and accrue.

***Series 2025B County Bond.*** In the County Bond Resolution, the County covenants to levy and collect a special tax, not to exceed five (5) mills, upon all of the taxable property within the geographical limits of the County, adequate and sufficient, to produce sums required for the payment of the principal of, premium, if any, and the interest on the Series 2025B County Bond; provided, however, that such special tax levy for any year shall be abated *pro tanto* to the extent the County on or prior to September 1 of that year has transferred money to the 2025B Bond Fund, or has made other provisions for funds to be applied toward the payment of the principal of and interest on the Series 2025B County Bond due during the ensuing fiscal year of the County, in accordance with the provisions of the County Bond Resolution. Said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the County are collected, and the rate of tax which shall be so extended shall be sufficient in each year fully to produce the sums required as aforesaid, but not to exceed five (5) mills, in accordance with the provisions of the County Bond Resolution. The avails of said tax are irrevocably pledged in the County Bond Resolution for the payment of the principal of, premium, if any, and interest on the Series 2025B County Bond as the same shall mature and accrue.

Under the County Bond Resolution, the Issuer is entitled to be paid County Bond Payments by the County and certain other amounts. The Issuer has assigned its right to receive County Bond Payments to the Trustee under the Indenture for the payment of the Series 2025 Bonds. In the County Bond Resolution, the County pledges to pay (i) the principal of, premium, if any, and interest coming due on the Series 2025 Bonds, and (ii) any additional payments necessary and required as obligations of the County thereunder or under the Indenture, including, but not limited to Program Expenses (as such term is defined in the Indenture), and to transfer same to the account of the Trustee (the registered owner of the County Bonds, as assignee of the Issuer) in time to reach the Trustee at least five



(5) days prior to the date on which said interest, principal or premium, if any, on the Series 2025 Bonds shall become due, or in such time as may be required for any other payments regarding the Series 2025 Bonds shall become due. The Trustee shall deposit all County Bond Payments received in the designated Series 2025A General Account and the Series 2025B General Account, as applicable, of the General Fund of the Indenture, or such other fund or account as the Trustee is so directed in the Indenture.

The County Bonds will never, within the meaning of any constitutional or statutory limitation, be a debt, liability or obligation of the Issuer, the State or any political subdivision of the State, other than the County, and neither the full faith and credit nor taxing power or moral obligation of the State or any political subdivision thereof, other than the County, is pledged to the payment of the principal, premium, if any, and interest on the County Bonds. The Series 2025A County Bond securing the Series 2025A Bonds is a general obligation of the County, secured by the full faith, credit and taxing power of the County, and the Series 2025B County Bond securing the Series 2025B Bonds is a limited tax obligation of the County, secured by the levy of a special tax, not to exceed five (5) mills, upon all of the taxable property within the County.

The County Bonds issued under the County Bond Resolution shall be issued for the purposes of providing funds to finance the costs of any of, (a) purchasing or erecting, equipping, repairing, reconstructing, remodeling and enlarging the Circuit Courthouse of the County and related facilities, and the purchase of land therefor; (b) constructing, reconstructing, and repairing Stribling Road, Wiesenberger Road, North Old Canton Road, Yandell Road, Catlett Road, Reunion Parkway, Bozeman Road, Calhoun Station Parkway, North Wheatley Street, South Wheatley Street, and West County Line Road, all located within the County, and acquiring the necessary land, including land for road-building materials, acquiring rights-of-way for roads, highways and bridges in the County, and for purposes related to such roads, highways and bridges; (c) providing certain water control structures and related improvements; (d) paying the expense of acquiring real estate situated within the county for development, use and operation as industrial park complexes, industrial sites or for other economic development purposes, engaging in works of internal improvement therefor, including, but not limited to, construction or contracting for the construction of streets, roads, railroads, site improvements, and water, sewerage, drainage, pollution and other related facilities necessary or required for the development of such complexes, sites and purposes, and acquiring, purchasing, installing, leasing, financing, constructing, owning, holding, equipping, controlling, maintaining, using, operating and repairing structures and facilities necessary and convenient for the planning, development, use, operation and maintenance of the foregoing, including, but not limited to, utility installations, buildings, and the expense of improving the same, or pollution control facilities, and/or any other purposes related to the Project as authorized by the MCEDA Act; and (e) paying related Costs of Issuance of the Series 2025 Bonds and the County Bonds. See APPENDIX C – FORM OF THE COUNTY BOND RESOLUTION AND THE COUNTY BONDS for further description of the County Bonds.

## **RISKS TO THE OWNERS OF THE SERIES 2025 BONDS**

### **General**

The Series 2025 Bonds will be payable solely from the payments to be made by the Issuer under the Indenture. Pursuant to the Indenture, such payments are limited to County Bond Payments payable by the County on the County Bonds pursuant to the County Bond Resolution. No reserve fund is created in the Indenture or the County Bond Resolution to pay debt service on the Series 2025 Bonds or the County Bonds. Purchasers of the Series 2025 Bonds are advised of certain risk factors with respect to the County Bonds.

In addition, purchasers of the Series 2025 Bonds are advised of certain additional information in connection with the County as set forth in APPENDIX A and APPENDIX B.

### **County Bond Payments**

The ability of the Issuer to pay the principal of, premium, if any, and interest on the Series 2025 Bonds depends upon the receipt by the Issuer of County Bond Payments from the County which is obligated under the County Bond Resolution to make such payments to the Issuer. There is no Fund or Account established by the Indenture which is required to contain amounts to make up for any deficiencies in the event of one or more “defaults” by the County in making the County Bond Payments, and there is no source from which the General Fund will be replenished except the County Bond Payments and investment income on moneys in the Funds and Accounts.

## **Tax Covenants**

The Issuer has covenanted under the Indenture that it will comply with certain requirements under the Internal Revenue Code of 1986, as amended (the “**Code**”), to ensure the continuing excludability from gross income for federal income tax purposes of interest on the Series 2025A Bonds. Failure by the Issuer to comply with such covenants could cause the interest on the Series 2025A Bonds to be taxable retroactive to the date of issuance of the Series 2025A Bonds. Further, the County has covenanted in the County Bond Resolution that it will comply with certain requirements under the Code to ensure the continuing excludability from gross income for federal income tax purposes of interest on the Series 2025A Bonds. Failure by the County to comply with such requirements could cause the interest on the Series 2025A Bonds to be taxable retroactive to the date of issuance of the Series 2025A Bonds. See also “TAX MATTERS” herein.

## **Remedies; Litigation; Bankruptcy**

The remedies available to the Trustee, to the Issuer or to the owners of the Series 2025 Bonds upon an “event of default” under the Indenture or under the terms of the County Bonds purchased by the Issuer are in many respects dependent upon judicial actions which are often subject to discretion and delay.

The pledge of the full faith and credit and taxing power of the County for payment of the Series 2025A County Bond, and the pledge of not to exceed five (5) mills on all taxable property in the County for payment of the Series 2025B Bonds granted by the Governing Body in the County Bond Resolution may be limited by a number of factors, including the ability to collect levied taxes. Under current law, such a pledge and assignment as attempted to be effected by the County Bond Resolution may be further limited by the following: (a) statutory liens; (b) rights arising in favor of the United States of America or any agency thereof; (c) prohibitions against assignment set forth in federal statutes; (d) constructive trusts, equitable liens or other rights which might be impressed or conferred by any state or federal court in the exercise of equitable jurisdiction; (e) the Bankruptcy Code (as hereinafter defined) affecting taxes and other revenues of the County received within 90 days preceding and after any effectual institution of bankruptcy, liquidation or reorganization proceedings by or against the County; (f) rights of third parties in revenues converted to cash and not in the possession of the Trustee; and (g) sales, liens and/or pledges made by the County. If an “event of default” does occur, it is uncertain that the Trustee could successfully obtain an adequate remedy at law or in equity.

The County is a “Municipality” as that term is defined in Title 11 of the United States Code (the “**Bankruptcy Code**”). Section 109(c) of the Bankruptcy Code prescribes the conditions and circumstances under which a Municipality may file a petition for relief under the Bankruptcy Code. As a debtor, a Municipality may only file for relief pursuant to Chapter 9 of the Bankruptcy Code (“**Chapter 9**”). Pursuant to Section 303(a) of the Bankruptcy Code, no creditor or judgment holder of a Municipality may file a Chapter 9 petition on behalf of a Municipality.

Pursuant to Section 109(c)(2) of the Bankruptcy Code, before a Municipality may file a petition under Chapter 9 of the Bankruptcy Code, a Municipality must be specifically authorized by (a) state law or (b) a governmental officer or organization empowered to authorize such a filing. Accordingly, before a Municipality in the State may file for Chapter 9 protection, it must have specific authority granted to it. Currently, there is no State statute that prescribes, authorizes or otherwise contains authorization for any Municipality to file for Chapter 9 protection, or delegates such authority to a governmental officer or organization. As such, in order for a Municipality of the State, including the County, to file for Chapter 9 relief, the Municipality must obtain specific authority from the State Legislature.

The State Legislature is comprised of the Senate and the House of Representatives. The Senate is composed of 52 members, and the House of Representatives consists of 122 members. Each member of each chamber is elected to a four-year term. In the State, the Legislature convenes annually on the first Tuesday after the first Monday each January. Regular sessions of the State Legislature last 90 days in all years of an administration except for the first session after a new governor has been elected, when a 125-day session is held.

In order to obtain specific authority from the State Legislature to file for relief pursuant to Chapter 9, a Municipality would have to request both houses of the State Legislature during the annual session of the State Legislature or a special session of the State Legislature called for such purpose to approve a bill authorizing the Municipality to file for relief pursuant to Chapter 9 and such bill would have to be signed into law by the Governor of

the State. There is no appeal process or any other proceeding under current State law that the Municipality may pursue if such requested specific authority is not granted by the State Legislature.

In the event the County were to become a debtor under the United States Bankruptcy Code, payments under the County Bonds may be stayed or under certain circumstances may be subject to avoidance or disgorgement and the interest of the Trustee in such payments may not extend to payments required after the commencement of such bankruptcy case or within 90 days prior thereto. Under existing constitutional and statutory law and judicial decisions, including the United States Bankruptcy Code, the remedies provided in the Indenture and the County Bond Resolution may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Series 2025 Bonds will be qualified as to the enforceability of the various legal instruments by limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally (regardless of whether such enforceability is considered in a proceeding in equity or in law), by general principles of equity (regardless of whether such proceeding is considered in a proceeding in equity or at law) and by the valid exercise of the constitutional powers of the State and the United States of America.

Furthermore, if a bankruptcy court concludes that the Trustee has “adequate protection,” it may enter orders affecting the security of the Trustee, including orders providing for the substitution, subordination and sale of the security of the Trustee. In addition, a reorganization plan may be adopted even though it has not been accepted by the Trustee if the Trustee is provided with the benefit of its original lien or the “indubitable equivalent.” Thus, in the event of the bankruptcy of the County, the amount realized by the Trustee may depend on the bankruptcy court's interpretation of “indubitable equivalent” and “adequate protection” under the then existing circumstances. The bankruptcy court may also have the power to invalidate certain provisions of the County Bond Resolution, the County Bonds or related documents that make bankruptcy and related proceedings by the County an “event of default” thereunder. All of these events would adversely affect the payment of debt service on the Series 2025 Bonds.

#### **Failure to Compel the Levy of Taxes on the County Bonds**

The Series 2025A County Bond will be a general obligation of the County payable as to principal, premium, if any, and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to rate or amount upon the taxable property within the geographical limits of the County. The County has agreed to levy annually a special tax upon all taxable property within the geographical limits of the County adequate and sufficient to provide for the payment of the principal of, premium, if any, and the interest on the Series 2025A County Bond as the same falls due, in accordance with the provisions of the County Bond Resolution.

The Series 2025B County Bond will be a limited tax obligation of the County, secured by the levy of a special tax, not to exceed five (5) mills, upon all of the taxable property within the County which shall be sufficient to provide for the payment of the principal of and interest on the Series 2025B County Bond; provided, however, that such tax levy for any year shall be abated *pro tanto* to the extent the County on or prior to September 1 of that year has transferred money to the bond fund of the Series 2025B County Bond, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Series 2025B County Bond due during the ensuing fiscal year of the County, in accordance with the County Bond Resolution.

The qualified electors of the State voted in a general election held on November 7, 1995, to amend the Mississippi Constitution of 1890 (the “**Constitution**”) to add the following new Section 172A (the “**Amendment**”):

SECTION 172A. Neither the Supreme Court nor any inferior court of this state shall have the power to instruct or order the state or any political subdivision thereof, or an official of the state or any political subdivision, to levy or increase taxes.

The Amendment does not affect the County's underlying obligation to pay the principal of and interest on the County Bonds as the same matures and becomes due, nor does it affect the County's obligation to levy a tax sufficient to accomplish that purpose. However, even though it appears that the Amendment was not intended to affect remedies of a holder of the County Bonds in the event of a payment default, it potentially prevents such holder from obtaining a writ of mandamus to compel the levying of taxes to pay the principal of and interest on the County Bonds in a State court. It is not certain whether the Amendment would affect the right of a federal court to direct the levy of a tax to satisfy a contractual obligation. Other effective remedies are available to the holder of the County Bonds in the event of a payment default with respect to the County Bonds. For example, such holder can seek a writ

of mandamus to compel the County to use any legally available moneys to pay the debt service on the County Bonds; and if such writ of mandamus is issued and public officials fail to comply with such writ, then such public officials may be held in contempt of court. In addition, pursuant to Section 175 of the Constitution, all public officials who are guilty of willful neglect of duty may be removed from office.

### **Cyber Security Management**

The County, like many other public and private entities, relies on a large and complex technology environment to conduct its operations and faces multiple cyber security threats including, but not limited to, hacking, phishing, viruses, malware and other attacks on its computing and other digital networks and systems (collectively, “**Systems Technology**”). As a recipient and provider of sensitive information, the County may be the target of cyber security incidents that could result in adverse consequences to the County and its Systems Technology, requiring a response action to mitigate the consequences. The County has in place daily backup processes to help mitigate the eventuality of these risks. The County has structured their “technology” environment based upon best practice Zero Trust standards to mitigate these risks.

Cyber security incidents could result from unintentional events or from deliberate attacks by unauthorized entities or individuals attempting to gain access to the County's Systems Technology for the purposes of misappropriating assets or information or causing operational disruption and damage. The County has implemented certain controls, including data and network security measures, malware protection, security configuration, website filtering and protection, and user training, to mitigate the risk of cyber security breaches from internal sources or activities. The County has personnel policies in place for the County's computer systems and networks detailing the security of the systems by only designated personnel and password securities in place by user.

## **DESCRIPTION OF THE SERIES 2025 BONDS**

### **General Description**

The Series 2025 Bonds are issuable under the Indenture as fully registered bonds. When issued, the Series 2025 Bonds will be registered in the name of and held by Cede & Co., as nominee for DTC. Purchases of beneficial interests from DTC in the Series 2025 Bonds will be made in book-entry-only form (without certificates) in the denomination of \$5,000 or any integral multiple thereof. See “DESCRIPTION OF THE SERIES 2025 BONDS - Book-Entry-Only System” herein.

The Series 2025 Bonds will mature in the amounts and on the dates, and bear interest at the rates per annum, set forth on the inside cover page of this Official Statement. Interest on the Series 2025 Bonds will be payable semiannually on May 1 and November 1 of each year, commencing May 1, 2026 (each, an “**Interest Payment Date**”). Interest will be calculated on the basis of a 360-day year consisting of 12 thirty-day months.

Each Series 2025 Bond will be dated the date of delivery thereof. If any Series 2025 Bond is authenticated on or prior to May 1, 2026, it will bear interest from the initial date of delivery thereof. Each Series 2025 Bond authenticated after May 1, 2026, will bear interest from the most recent Interest Payment Date on or prior to the date of authentication of such Series 2025 Bond, unless such Series 2025 Bond is authenticated after the fifteenth day of the calendar month preceding an Interest Payment Date (the “**Record Date**”) and on or prior to the next following Interest Payment Date, in which case such Series 2025 Bond will bear interest from such following Interest Payment Date.

The principal of the Series 2025 Bonds will be payable upon maturity at the corporate trust office of the Trustee in Gulfport, Mississippi, and interest on the Series 2025 Bonds will be paid by check of the Trustee dated the due date and mailed or delivered on or before the Business Day prior to each Interest Payment Date to the Registered Owners of record as of the close of business on the most recent Record Date or, at the written election of the Registered Owner of \$1,000,000 or more in aggregate principal amount of Series 2025 Bonds delivered to the Trustee at least one Business Day prior to the Record Date for which such election will be effective, by wire transfer to such Registered Owner or by deposit into the account of such Registered Owner if such account is maintained by the Trustee.

So long as DTC or its nominee is the Registered Owner of the Series 2025 Bonds, payments of the principal of, premium, if any, and interest on the Series 2025 Bonds will be made directly by the Trustee by wire transfer of

funds to Cede & Co., as nominee for DTC. Disbursement of such payments to Direct Participants will be the sole responsibility of DTC, and the ultimate disbursement of such payments to the Beneficial Owners of the Series 2025 Bonds will be the responsibility of the Direct Participants and the Indirect Participants.

### **Book-Entry-Only System**

The Issuer has determined that it will be beneficial to have the Series 2025 Bonds held by a central depository system and to have transfers of the Series 2025 Bonds affected by book-entry on the books of DTC as such central depository system. Accordingly, Beneficial Ownership interests in the Series 2025 Bonds will be available in book-entry-only form, in the principal amount of \$5,000 or integral multiples thereof. Purchasers of Beneficial Ownership interests in the Series 2025 Bonds (the “**Beneficial Owners**”) will not receive certificates representing their interests in the Series 2025 Bonds purchased.

The information provided under this caption has been provided by DTC. No representation is made by the Issuer, the Underwriter or the Trustee as to the accuracy or adequacy of such information, or as to the absence of material adverse changes in such information subsequent to the date hereof.

DTC will act as securities depository for the Series 2025 Bonds. The Series 2025 Bonds will be initially issued as fully registered bonds registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by the authorized representative of DTC. One fully-registered certificate for each maturity of the Series 2025 Bonds will be issued for the Series 2025 Bonds in the aggregate principal amount of each such maturity and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York banking law, a “banking organization” within the meaning of the New York banking law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants (“**Direct Participants**”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions, in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“**DTCC**”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“**Indirect Participants**”). DTC has a Standard & Poor's rating of AA/Stable. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

Purchases of Series 2025 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for such Series 2025 Bonds on DTC's records. The ownership interest of each Beneficial Owner is in turn to be recorded on the Direct and Indirect Participants' (together, the “**DTC Participants**”) records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2025 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series 2025 Bonds, except in the event that use of the book-entry system for the Series 2025 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2025 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2025 Bonds with DTC and their registration in the name of Cede & Co. or such other nominee do not affect any change in Beneficial Ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2025 Bonds. DTC's records reflect only the identity of the Direct Participants

to whose accounts such Series 2025 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices are to be sent to DTC. If less than all of the Series 2025 Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such Series 2025 Bonds to be redeemed.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to the Series 2025 Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an "Omnibus Proxy" to the Trustee as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2025 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, principal payments and interest payments on the Series 2025 Bonds will be made to Cede & Co. or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Issuer or the Trustee, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of DTC nor its nominee, the Trustee, or the Issuer subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, principal payments and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Issuer or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2025 Bonds at any time by giving reasonable notice to the Issuer or the Trustee. Under such circumstances, and in the event that a successor depository is not obtained, Series 2025 Bond certificates are required to be printed and delivered.

In addition, the Issuer may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Series 2025 Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Issuer and the Underwriter believe to be reliable, but the Issuer and the Underwriter take no responsibility for the accuracy thereof.

So long as Cede & Co. is the registered holder of the Series 2025 Bonds as nominee of DTC, references herein to the Holders, holders, or registered owners of the Series 2025 Bonds mean Cede & Co. and not the Beneficial Owners of the Series 2025 Bonds.

THE ISSUER, THE COUNTY, THE TRUSTEE AND THE UNDERWRITER CANNOT AND DO NOT GIVE ANY ASSURANCES THAT THE DIRECT PARTICIPANTS OR THE INDIRECT PARTICIPANTS WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE SERIES 2025 BONDS (A) PAYMENTS OF PRINCIPAL OF OR INTEREST OR REDEMPTION PREMIUM, IF ANY, ON THE SERIES 2025 BONDS; (B) CERTIFICATES REPRESENTING AN OWNERSHIP INTEREST OR OTHER CONFIRMATION OF BENEFICIAL OWNERSHIP INTERESTS IN THE SERIES 2025 BONDS; OR (C) REDEMPTION OR OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS NOMINEE, AS THE REGISTERED OWNERS OF THE SERIES 2025 BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS OR THAT DTC OR DIRECT OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT. THE CURRENT "RULES" APPLICABLE TO DTC ARE ON FILE WITH THE SECURITIES AND EXCHANGE COMMISSION AND THE CURRENT "PROCEDURES" OF DTC TO BE FOLLOWED IN DEALING WITH DTC PARTICIPANTS ARE ON FILE WITH DTC.

NEITHER THE ISSUER, THE COUNTY, THE TRUSTEE NOR THE UNDERWRITER WILL HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO SUCH DTC PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO (A) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (B) THE PAYMENT BY ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL AMOUNT OF OR INTEREST OR REDEMPTION PREMIUM, IF ANY, ON THE SERIES 2025 BONDS; (C) THE DELIVERY BY ANY DTC PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE INDENTURE TO BE GIVEN TO BONDHOLDERS; (D) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE SERIES 2025 BONDS; OR (E) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS BONDHOLDER.

## Redemption

***Optional Redemption of the Series 2025A Bonds\****. The Series 2025A Bonds (or any portions thereof in integral multiples of \$5,000 each) maturing on or after May 1, \_\_\_\_\_, are subject to optional redemption, prior to their stated dates of maturity, in whole or in part, in principal amounts and maturities selected by the Issuer on any date on or after May 1, \_\_\_\_\_, at par, plus accrued interest to the date of redemption. Under the Indenture, selection of Series 2025A Bonds to be redeemed within a maturity will be made by lot by the Trustee. In accordance with DTC's standard practices and its agreement with the Issuer, DTC and the DTC Participants will make this selection so long as the Series 2025A Bonds are in book-entry form.

***Optional Redemption of the Series 2025B Bonds\****. The Series 2025B Bonds (or any portions thereof in integral multiples of \$5,000 each) maturing on or after May 1, \_\_\_\_\_, are subject to optional redemption, prior to their stated dates of maturity, in whole or in part, in principal amounts and maturities selected by the Issuer on any date on or after May 1, \_\_\_\_\_, at par, plus accrued interest to the date of redemption. Under the Indenture, selection of Series 2025B Bonds to be redeemed within a maturity will be made by lot by the Trustee. In accordance with DTC's standard practices and its agreement with the Issuer, DTC and the DTC Participants will make this selection so long as the Series 2025B Bonds are in book-entry form.

***Mandatory Sinking Fund Redemption.*** The Series 2025 Bonds are subject to mandatory sinking fund redemption as follows:

The Series 2025A Bonds maturing May 1, 20\_\_\_\_ in the principal amount of \$\_\_\_\_\_ are subject to mandatory sinking fund redemption, prior to their scheduled maturity on May 1 of the years listed below at a redemption price of 100% of the principal amount redeemed plus accrued interest to the redemption date from amounts on deposit in the Series 2025A General Account of the General Fund in accordance with the following schedule:

**\$\_\_\_\_,000 Series 2025A Term Bonds**  
**Maturing May 1, 20\_\_\_\_**  
**\_\_\_\_.00%**

<b>Year</b>	<b>Principal Amount</b>
20	\$,000
20**	,000

\*\*Final Maturity

The Series 2025A Bonds maturing May 1, 20\_\_\_\_ in the principal amount of \$\_\_\_\_\_ are subject to mandatory sinking fund redemption, prior to their scheduled maturity on May 1 of the years listed below at a redemption price of 100% of the principal amount redeemed plus accrued interest to the redemption date from amounts on deposit in the Series 2025A General Account of the General Fund in accordance with the following schedule:

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\* Preliminary, subject to change.



**\$\_\_\_\_,000 Series 2025A Term Bonds**  
**Maturing May 1, 20\_\_**  
**\_\_\_.00%**

<b>Year</b>	<b>Principal Amount</b>
20	\$,000
20**	,000

\*\* Final Maturity

In the event less than all of the Series 2025 Bonds are to be redeemed, the principal amount and maturity to be redeemed shall be selected by the Issuer, and the Trustee, in its sole discretion, shall select the Series 2025 Bonds to be redeemed by lot within a selected maturity, provided that Series 2025 Bonds shall be redeemed only in whole multiples of \$5,000.

***Notice of Redemption.*** Notice of the call for any redemption, identifying the Series 2025 Bonds (or any portions thereof in integral multiples of \$5,000 each) to be redeemed (which may be a conditional notice of redemption), will be given by the Trustee at least 30 days but not more than 45 days prior to the date fixed for redemption by mailing a copy of the redemption notice by first class mail, postage prepaid, to the Registered Owner of each Series 2025 Bond to be redeemed at the address shown on the registration records. Failure to mail such notice to any particular owner of Series 2025 Bonds, or any defect in the notice mailed to any such owner of Series 2025 Bonds, will not affect the validity of the call for the redemption of any other Series 2025 Bonds. No call notices will be delivered in connection with any scheduled mandatory sinking fund redemption. So long as DTC or its nominee is the Registered Owner of the Series 2025 Bonds, notice of the call for any redemption will be given to DTC, and not directly to Beneficial Owners. See the caption, "DESCRIPTION OF THE SERIES 2025 BOND -- Book-Entry-Only System."

***Redemption Payments.*** The Trustee will apply funds deposited with the Trustee by the Issuer in an amount sufficient to pay the Redemption Price of the Series 2025 Bonds, or portions thereof called, together with accrued interest thereon to the redemption date. After the redemption date, if proper notice of redemption by mailing has been given and sufficient funds have been deposited with the Trustee, interest will cease to accrue on the Series 2025 Bonds that have been called.

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**APPLICATION OF THE PROCEEDS  
OF THE SERIES 2025 BONDS**

**Estimated Sources of Funds**

	<b>Series 2025A Bonds</b>	<b>Series 2025B Bonds</b>
Par Amount of Series 2025A Bonds		
Plus Series 2025A Bonds [Net] Original Issue Premium		
Par Amount of Series 2025B Bonds		
Total Sources of Funds		

**Estimated Uses of Funds**

Deposit to the General Fund, Series 2025A Purchase Account for purchase of the Series 2025A County Bond to finance the Series 2025A County Project
Deposit to the General Fund, Series 2025B Purchase Account for purchase of the Series 2025B County Bond to finance the Series 2025B County Project
Deposit to the General Fund, Bond Issuance Expense Accounts for payment of Costs of Issuance <sup>1</sup>
Total Uses of Funds

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<sup>1</sup> Includes payments for Costs of Issuance, which include but are not limited to, legal fees and expenses, municipal advisory fees and expenses and the Underwriter's Discount paid directly to the Underwriter.

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## DEBT SERVICE REQUIREMENTS FOR THE SERIES 2025 BONDS

The following table sets forth the annual principal and interest requirements on the Series 2025 Bonds:

Fiscal Year	Series 2025A Principal*	Series 2025A Interest <sup>1</sup>	Series 2025B Principal*	Series 2025B Interest <sup>1</sup>	Total Debt Service on the Series 2025 Bonds
2026	\$1,150,000		\$325,000		
2027	1,110,000		310,000		
2028	1,165,000		325,000		
2029	1,225,000		340,000		
2030	1,285,000		355,000		
2031	1,350,000		370,000		
2032	1,415,000		390,000		
2033	1,485,000		410,000		
2034	1,560,000		435,000		
2035	1,640,000		455,000		
2036	1,720,000		480,000		
2037	1,810,000		510,000		
2038	1,900,000		535,000		
2039	1,995,000		570,000		
2040	2,095,000		600,000		
2041	2,195,000		635,000		
2042	2,305,000		675,000		
2043	2,415,000		715,000		
2044	2,530,000		760,000		
2045	<u>2,650,000</u>		<u>805,000</u>		
<b>TOTAL</b>	<b><u>\$35,000,000</u></b>		<b><u>\$10,000,000</u></b>		

<sup>1</sup> Calculated based on interest rates set forth on the inside cover page hereof.

### THE MISSISSIPPI DEVELOPMENT BANK

#### General

The Issuer was created in 1986 and is organized and existing under and by virtue of the Issuer Act as a separate body corporate and politic for the public purposes set forth in the Issuer Act. The Issuer is not an agency of the State is separate from the State in its corporate and sovereign capacity and has no taxing power.

The purpose of the Issuer is to foster and promote, in accordance with the Issuer Act, the provision of adequate markets and facilities for the borrowing of funds for public purposes and purposes of (a) any county, municipality, utility district, regional solid waste authority, county cooperative service district or political subdivision of the State, (b) the State, or any agency thereof, (c) the institutions of higher learning of the State, (d) any education building corporation established for institutions of higher learning, or (e) any other governmental unit created under State law, including the County.

**THE FULL FAITH AND CREDIT AND TAXING POWER OF THE STATE ARE NOT PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON ANY OF THE SERIES 2025 BONDS, AND THE SERIES 2025 BONDS ARE NOT A DEBT, LIABILITY, LOAN OF THE CREDIT, MORAL OBLIGATION OR PLEDGE OF THE FULL FAITH, CREDIT AND TAXING POWER OF THE STATE.**

\* Preliminary, subject to change.

Under the Issuer Act, the Issuer is granted the power to borrow money and issue its bonds in such principal amounts as it shall deem necessary to provide funds to accomplish a public purpose or purposes of the State provided for under the Issuer Act, including the purchasing of securities of local governmental units (as defined in the Issuer Act) and the making of loans to such local governmental units (the “**Program**”).

### **Organization and Membership of the Issuer**

The Issuer is governed by a nine-member Board of Directors. The members of the Board of Directors are elected by the members of the Mississippi Business Finance Corporation (“**MBFC**”) at the time and place fixed by MBFC's bylaws. Appointments are for terms of one year. The members of the Board of Directors are as follows:

<b>NAME</b>	<b>OCCUPATION</b>	<b>TERM*</b>
Michael Boerner	Architect	08/01/24 – 07/31/25
Carolyn Boteler	Owner, TempStaff	08/01/24 – 07/31/25
Noel Daniels	Owner, Noel Daniels Motor Company	08/01/24 – 07/31/25
Merle Flowers	Real Estate	08/01/24 – 07/31/25
William L. Freeman, Jr.	Retired Bank President	08/01/24 – 07/31/25
Bobby James	Operations Manager, Atmos Energy	08/01/24 – 07/31/25
Colby Rogers	Director of Public Relations, The Cirlot Agency	08/01/24 – 07/31/25
William D. Sones	Bank Chairman	08/01/24 – 07/31/25
Mark Wiggins	Retired Business Owner	08/01/24 – 07/31/25

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\* Members of the Board of Directors of the Issuer serve until reappointed or new directors are appointed and approved.

The operations of the Issuer are administered by Larry W. Mobley, EDFP, Executive Director and Treasurer. Mr. Mobley is a graduate of California State University, Chico, California with a Bachelor of Science in Industrial Engineering Technology and the University of Southern Mississippi, Hattiesburg, Mississippi with a Master of Science in Business and Economic Development.

### **Prior Bonds of Issuer**

The purpose of the Bank is to foster and promote, in accordance with the Bank Act, the provision of adequate markets and facilities for the borrowing of funds for public purposes by any Local Governmental Units. As of March 1, 2025, the Bank has previously issued bonds for various purposes totaling in principal approximately \$10,420,584,402.00. Of such amount, approximately \$2,861,041,258.68 was outstanding as of March 1, 2025.

The full faith and credit and taxing power of the State and the Issuer are not pledged to the payment of the principal of, premium, if any, and interest on any of the bonds issued or planned for issuance by the Issuer; and all such bonds are not a debt, liability, loan of the credit or pledge of the full faith and credit and taxing power of the State or the Issuer.

The Issuer is presently considering the issuance under the Issuer Act of additional special obligation bonds for other purposes authorized under the Issuer Act.

## **PURCHASE OF THE COUNTY BONDS**

### **General**

The Issuer has determined to purchase the County Bonds from the proceeds received upon the issuance of the Series 2025 Bonds. Upon the execution by the County of the County Bond Purchase Agreement with the Issuer

prior to or as of the date of the approval of the sale of the Series 2025 Bonds, the County will be obligated to sell the County Bonds to the Issuer in accordance with the requirements of the Act and in accordance with the County Bond Purchase Agreement.

The Issuer Act provides that the County Bonds purchased by the Issuer, upon delivery to the Issuer, must be accompanied by all documentation required by the Board of Directors of the Issuer, including the approving opinion of Bond Counsel. The Issuer will be prepared to cause the purchase price of the County Bonds to be paid to the County promptly after the receipt of such proceeds by the Issuer. Under the Indenture, any purchase of the County Bonds is subject to the receipt by the Trustee of certain documents and opinions as described in the Indenture.

### **County Project**

The County will use the proceeds from the sale of the Series 2025A County Bonds to the Issuer for the purpose of providing funds to pay the costs of any of, (a) purchasing or erecting, equipping, repairing, reconstructing, remodeling and enlarging the Circuit Courthouse of the County and related facilities, and the purchase of land therefor; (b) constructing, reconstructing, and repairing Stribling Road, Wiesenberger Road, North Old Canton Road, Yandell Road, Catlett Road, Reunion Parkway, Bozeman Road, Calhoun Station Parkway, North Wheatley Street, South Wheatley Street, and West County Line Road, all located within the County, and acquiring the necessary land, including land for road-building materials, acquiring rights-of-way for roads, highways and bridges in the County, and for purposes related to such roads, highways and bridges; (c) providing certain water control structures and related improvements; and (d) providing for a portion of the costs of issuance of the County Bonds and the Series 2025 Bonds (collectively, the “**Series 2025A County Project**”).

The County will use the proceeds from the sale of the Series 2025B County Bonds to the Issuer for the purpose of providing funds for (a) paying the expense of acquiring real estate situated within the county for development, use and operation as industrial park complexes, industrial sites or for other economic development purposes, engaging in works of internal improvement therefor, including, but not limited to, construction or contracting for the construction of streets, roads, railroads, site improvements, and water, sewerage, drainage, pollution and other related facilities necessary or required for the development of such complexes, sites and purposes, and acquiring, purchasing, installing, leasing, financing, constructing, owning, holding, equipping, controlling, maintaining, using, operating and repairing structures and facilities necessary and convenient for the planning, development, use, operation and maintenance of the foregoing, including, but not limited to, utility installations, buildings, and the expense of improving the same, or pollution control facilities, and/or any other purposes related to such project as authorized by the MCEDA Act; and (b) providing for a portion of the costs of issuance of the County Bonds and the Series 2025 Bonds (collectively, the “**Series 2025B County Project**,” and together with the Series 2024A County Project, the “**County Project**”).

## **FUNDS AND ACCOUNTS UNDER THE INDENTURE**

### **Creation of Funds and Accounts**

The Indenture establishes the following special Funds and Accounts to be held by the Trustee:

1. General Fund - comprised of the following:
  - (a) Series 2025A General Account and Series 2025B General Account,
  - (b) Series 2025A Purchase Account and Series 2025B Purchase Account,
  - (c) Series 2025A Redemption Account and Series 2025B Redemption Account, and
  - (d) Series 2025A Bond Issuance Expense Account and Series 2025B Bond Issuance Expense Account.
2. Rebate Fund

## **Deposit of Net Proceeds of the Series 2025 Bonds and Other Receipts**

The Trustee will deposit the net proceeds from the sale of the Series 2025A Bonds as follows:

(a) To the Series 2025A Bond Issuance Expense Account of the General Fund, the amount of \$\_\_\_\_\_ (which does not include the Underwriter's discount of \$\_\_\_\_\_) to pay a portion of the Costs of Issuance of the Series 2025A Bonds and the Series 2025A County Bond; and

(b) To the Series 2025A Purchase Account of the General Fund, the sum of \$\_\_\_\_\_ to be used to purchase the Series 2025A County Bond.

The Trustee will deposit the net proceeds from the sale of the Series 2025B Bonds as follows:

(a) To the Series 2025B Bond Issuance Expense Account of the General Fund, the amount of \$\_\_\_\_\_ (which does not include the Underwriter's discount of \$\_\_\_\_\_) to pay a portion of the Costs of Issuance of the Series 2025B Bonds and the Series 2025B County Bond; and

(b) To the Series 2025B Purchase Account of the General Fund, the sum of \$\_\_\_\_\_ to be used to purchase the Series 2025B County Bond.

The Trustee will deposit County Bond Payments and other receipts (except the proceeds of the Series 2025 Bonds) into the applicable General Account of the General Fund based on the amount due under the County Bonds.

## **General Fund**

**General Accounts.** The Trustee will disburse the amounts held in the General Accounts for the following purposes and, in the event of insufficient funds to make all of such required disbursements, in the following order of priority:

(a) On or before each Interest Payment Date, to the Registered Owners such amount (including Investment Securities held by the Trustee maturing or callable on or before the applicable Interest Payment Date) as may be necessary to pay the principal and interest coming due on the Series 2025A Bonds and the Series 2025B Bonds, as applicable, on such Interest Payment Date.

(b) At such times as shall be necessary, to pay Program Expenses.

(c) The amounts to be transferred to the Rebate Fund as provided in the Indenture and the Tax Agreement (defined below).

(d) After making all required payments under subparagraphs (a) through (c) above, the Trustee shall make a determination of the amounts reasonably expected to be received in the form of County Bond Payments in the succeeding twelve (12) months and shall transfer all monies in the General Accounts, which, together with such expected receipts for the succeeding 12 months are in excess of the amounts needed to pay principal and interest on the applicable Series of the Series 2025 Bonds within the immediately succeeding twelve month period, to the County at the request of the County with the prior written approval of the Issuer.

**Bond Issuance Expense Accounts.** Upon the Trustee's receipt of invoices or requisitions acceptable to the County and the Issuer, the Trustee will disburse the amounts held in the Bond Issuance Expense Accounts for the payment of the Costs of Issuance of the Series 2025 Bonds and the County Bonds or to reimburse the Issuer or the County for amounts previously advanced for such costs. On the date which is 60 days after the date of issuance of the Series 2025 Bonds, any amounts remaining in the Bond Issuance Expense Accounts will be transferred to the applicable General Account.

**Purchase Accounts.** Upon submission of duly authorized written requisitions of an Authorized Officer of the Issuer stating that all requirements for purchases under the Act, the Indenture and the established policies of the Issuer have been or will be met, the Trustee will disburse the amounts held in the Purchase Accounts for the purchase of the Series 2025A County Bond and the Series 2025B County Bond, respectively. Upon purchase of the County

Bonds, the County will provide for the deposit of such funds in the 2025A Construction Fund and the 2025B Construction Fund, respectively, of the County established under the County Bond Resolution, which funds will be used by the County to finance the cost of the Series 2025A County Project and the Series 2025B County Project, respectively. Any amounts remaining in the Purchase Accounts after the purchase of the County Bonds shall be transferred to the applicable General Account.

**Redemption Accounts.** The Trustee will deposit in the Redemption Accounts all moneys received upon the sale or redemption prior to maturity of the Series 2025A County Bond and the Series 2025B County Bond, as applicable, or otherwise received under the Indenture and will disburse the funds in the Redemption Accounts to redeem, as applicable, the Series 2025A Bonds or the Series 2025B Bonds of such maturity or maturities as directed by an Authorized Officer if such Bonds are then subject to redemption.

### **Rebate Fund**

Upon the direction of the Issuer and in accordance with the Tax Regulatory Agreement and Arbitrage Certificate between the Issuer and the City (the “**Tax Agreement**”) regarding the expenditures and investments of the proceeds of the Series 2025A Bonds provided by the Issuer under the Indenture, the Trustee will deposit amounts for the benefit of the Issuer from the General Fund into the Rebate Fund and will deposit into the Rebate Fund all income from investments in the Rebate Fund. In the event and to the extent that amounts in the Rebate Fund exceed the amounts required to be rebated to the United States of America, the Trustee will transfer such excess amounts to the applicable General Account in the General Fund upon the direction of the Issuer in accordance with the Tax Agreement.

Not later than 60 days after five years following the date of delivery of the Series 2025A Bonds, and at intervals of every five years thereafter, the Trustee shall, upon the written request of the Issuer in accordance with the Tax Agreement, pay to the United States of America one hundred percent (100%) of the amount required to be paid to the United States of America as of such payment date. Not later than 60 days following the retirement of all of the Series 2025A Bonds, upon the written request of the Issuer the Trustee will pay to the United States of America one hundred percent (100%) the amount to be paid to the United States of America. Each payment to the United States of America will be accompanied by a statement of the Issuer summarizing the determination of the amount of such payment, together with copies of any reports originally filed with the Internal Revenue Service with respect to the Series 2025A Bonds.

With respect to the Rebate Fund, the Issuer may direct the Trustee to proceed other than as set forth in the Indenture and described above by delivering to the Trustee a new Tax Agreement accompanied by an Opinion of Bond Counsel to the effect that compliance with such memorandum will not adversely affect the excludability from gross income for federal income tax purposes of the interest on the Series 2025A Bonds.

### **Amounts Remaining in Funds**

Any amounts remaining in any Fund or Account after full payment of all of the Series 2025 Bonds outstanding under the Indenture, all required rebates to the United States of America and the fees, charges and expenses of the Trustee, will be distributed to the County, except for any moneys owing to the Issuer which shall be paid to such party and except as provided in Section 3.08 of the Indenture.

### **Investment of Funds**

Any monies held as part of any Fund or Account created under or pursuant to Article VI of the Indenture shall be invested or reinvested by the Trustee as continuously as reasonably possible in such Investment Securities as may be directed in writing by the County or its Investment Advisor. If the County purchases open market securities to be held in the Project Fund, Raymond James & Associates, Inc. (in such capacity, “**Raymond James**”) will act as a registered Investment Advisor by and through its Public Finance Investment Strategies Group to the County in its capacity as bidding agent in conducting a competitive bid procurement process for such securities. Raymond James will receive compensation for bidding agent services contingent on the sale and delivery of the Series 2025 Bonds. All such investments shall at all times be a part of the Fund or Account in which the monies used to acquire such investments had been deposited. Monies in separate Funds and Accounts for the Series 2025 Bonds may not be commingled for the purpose of investment or deposit. Any investment losses shall be charged to the Fund or Account



in which monies used to purchase such investment had been deposited. For so long as the Trustee is in compliance with the provisions of the Indenture, the Trustee shall not be liable for any investment losses. Monies in any Fund or Account shall be invested in Investment Securities with a maturity date, which shall coincide as nearly as practicable with times at which monies in such Funds or Accounts will be required for the purposes thereof. The Trustee shall sell and reduce to cash a sufficient amount of such investments in the respective Fund or Account whenever the cash balance therein is insufficient to pay the amounts contemplated to be paid therefrom at the time those amounts are to be paid.

### **THE SERIES 2025 BONDS AS LEGAL INVESTMENTS**

The Series 2025 Bonds are legal investments in which all public officers and public bodies of the State, its political subdivisions, all municipalities and municipal subdivisions, all insurance companies and associations, trust companies, savings banks and savings associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors, trustees and other fiduciaries, and all other persons may invest. The Series 2025 Bonds may properly and legally be deposited with and received by all public officers and bodies of the State or any agency or political subdivisions of the State and all municipalities and public corporations for any purpose for which the deposit of bonds or other obligations of the State is now or may hereafter be authorized by law.

### **RATINGS**

Moody's Investors Service, Inc. ("**Moody's**"), has assigned a rating of "Aa2/Stable" to the Series 2025A Bonds, and a rating of "Aa2/Stable" to the Series 2025B Bonds. Such ratings, when available, reflects only the view of such organization, and an explanation of the significance of the rating may be obtained only from said rating agency.

Information on the ratings may be obtained from the Clerk. Such ratings reflect only the view of such organization, and an explanation of the significance of the rating may be obtained only from said rating agency. The ratings may be changed, suspended or withdrawn as a result of changes in, or unavailability of, information. Any downward revision, suspension or withdrawal of either rating may have an adverse effect on the market price of the Series 2025A Bonds or the Series 2025B Bonds, as applicable. Such ratings are not a recommendation to buy, sell or hold any Series of the Series 2025 Bonds.

### **LITIGATION**

There is not now pending nor, to the Issuer's knowledge, threatened any litigation restraining or enjoining the issuance, sale, execution or delivery of the Series 2025 Bonds or prohibiting the Issuer from purchasing the County Bonds with the proceeds of such Series 2025 Bonds or in any way contesting or affecting the validity of the Series 2025 Bonds, any proceedings of the Issuer taken with respect to the issuance or sale thereof or the pledge or application of any moneys or security provided for the payment of the Series 2025 Bonds. The creation, organization or existence of the Issuer or the title of any of the present directors or other officers of the Issuer to their respective offices is not being contested.

There is not now pending nor, to the knowledge of the County, threatened any litigation restraining or enjoining the issuance, sale, execution or delivery of the County Bonds or prohibiting the County from selling the County Bonds to the Issuer or in any way contesting or affecting the validity of the Series 2025 Bonds, the County Bonds, or any proceedings of the County taken with respect to the issuance or sale of the County Bonds or the pledge or application of any moneys or security provided for the payment of the County Bonds. Neither the creation, organization or existence, nor the title of the members of the Governing Body to their offices, is being challenged or questioned. While the County is involved in numerous legal proceedings, there is no action, suit, proceeding or investigation, at law or in equity before or by any court, public body or other body pending or, to its knowledge, threatened against or affecting the County wherein an unfavorable decision, ruling or finding would materially and adversely affect the transactions contemplated under the Series 2025 Bonds or the County Bonds or the performance of the obligations of the County under the County Bonds.

## **TAX MATTERS**

### **General**

In the opinion of Butler Snow LLP, Bond Counsel, interest on the Series 2025A Bonds is excludable from gross income for federal income tax purposes, pursuant to Section 103 of the Code and is not a specific preference item for purposes of the federal alternative minimum tax; however such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in Section 59(k) of the Code) for purposes of computing the alternate minimum tax imposed on such corporations. The opinion of Bond Counsel is based on certain certifications, covenants and representations of the Issuer and the County and is conditioned on continuing compliance therewith.

In the opinion of Bond Counsel, interest on the Series 2025B Bonds is NOT excludable from gross income for federal income tax purposes.

In the opinion of Bond Counsel, interest on the Series 2025 Bonds is exempt from all income taxation in the State of Mississippi under existing laws, regulations, rulings and judicial decisions. The opinion addresses only the exemption of interest on the Series 2025 Bonds under the income tax laws of the State of Mississippi and does not address the tax treatment of the Series 2025 Bonds in any other state or jurisdiction.

The Code imposes certain requirements which must be met subsequent to the issuance of the Series 2025A Bonds as a condition to the excludability from gross income of interest on the Series 2025A Bonds for federal tax purposes. Non-compliance with such requirements by the Issuer or the County may cause interest on the Series 2025A Bonds to be includable in gross income for federal income tax purposes retroactive to their date of issue irrespective of the date on which such noncompliance occurs. Should the Series 2025A Bonds bear interest that is not excludable from gross income for federal income tax purposes, the market value of the Series 2025A Bonds would be materially and adversely affected.

The Indenture and the County Bond Resolution include covenants that (a) the Issuer and the County will not take or fail to take any action with respect to the Series 2025A Bonds if such action or omission would result in the loss of the excludability from gross income for federal income tax purposes of interest on the Series 2025A Bonds, under Section 103 of the Code, and neither the Issuer nor the County will act in any manner which would adversely affect such excludability; (b) the Issuer and the County will not make any investment or do any other act or thing during the period that the Series 2025A Bonds are Outstanding which would cause the Series 2025A Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Code; and (c) if required by the Code, the Issuer and the County will rebate any necessary amounts to the United States of America. It is not an “event of default” under the Indenture if interest on the Series 2025A Bonds is not excludable from gross income for federal tax purposes or otherwise pursuant to any provision of the Code.

Although Bond Counsel has rendered an opinion that interest on the Series 2025A Bonds is excludable from federal gross income and that the Series 2025A Bonds are exempt from all State of Mississippi income tax, the accrual or receipt of interest on the Series 2025A Bonds may otherwise affect a bondholder's federal income tax, Mississippi or other state tax liability. The nature and extent of these other tax consequences will depend upon the bondholder's particular tax status and a bondholder's other items of income or deduction. Taxpayers who may be affected by such other tax consequences include, without limitation, financial institutions, certain insurance companies, S corporations, certain foreign corporations, individual recipients of Social Security or railroad retirement benefits and taxpayers who may be deemed to have incurred (or continued) indebtedness to purchase or carry the Series 2025A Bonds. Bond Counsel expresses no opinion regarding any other such federal or state tax consequences. Prospective purchasers of the Series 2025A Bonds should consult their own tax advisors with regard to the other tax consequences of owning the Series 2025A Bonds.

### **Original Issue Premium Bonds**

The Series 2025 Bonds that have an original yield below their respective interest rates, as shown on the inside cover of this Official Statement (collectively, the “**Premium Bonds**”), are being sold at a premium. An amount equal to the excess of the issue price of a Premium Bond over its stated redemption price at maturity constitutes premium

on such Premium Bond. A purchaser of a Premium Bond must amortize any premium over such Premium Bond's term using constant yield principles, based on the purchaser's yield to maturity (or, in the case of Premium Bonds callable prior to their maturity, generally by amortizing the premium to the call date, based on the purchaser's yield to the call date and giving effect to any call premium). As premium is amortized, the amount of the amortization offsets a corresponding amount of interest for the period, and the purchaser's basis in such Premium Bond is reduced by a corresponding amount resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Bond prior to its maturity. Even though the purchaser's basis may be reduced, no federal income tax deduction is allowed. Purchasers of the Premium Bonds should consult their tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to the state and local tax consequences of owning a Premium Bond.

### **Original Issue Discount Bonds**

The Series 2025 Bonds that have an original yield above their respective interest rates, as shown on the inside cover of this Official Statement (collectively, the **"Discount Bonds"**), are being sold at an original issue discount. The difference between the initial public offering prices of such Discount Bonds and their stated amounts to be paid at maturity constitutes original issue discount treated in the same manner for federal income tax purposes as interest, as described above.

The amount of original issue discount that is treated as having accrued with respect to a Discount Bond or is otherwise required to be recognized in gross income is added to the cost basis of the owner of the bond in determining, for federal income tax purposes, gain or loss upon disposition of such Discount Bond (including its sale, redemption or payment at maturity). Amounts received on disposition of such Discount Bond that are attributable to accrued or otherwise recognized original issue discount will be treated as federally tax-exempt interest, rather than as taxable gain, for federal income tax purposes.

Original issue discount is treated as compounding semiannually, at a rate determined by reference to the yield to maturity of each individual Discount Bond, on days that are determined by reference to the maturity date of such Discount Bond. The amount treated as original issue discount on such Discount Bond for a particular semiannual accrual period is equal to (a) the product of (i) the yield to maturity for such Discount Bond (determined by compounding at the close of each accrual period) and (ii) the amount that would have been the tax basis of such Discount Bond at the beginning of the particular accrual period if held by the original purchaser, less (b) the amount of any interest payable for such Discount Bond during the accrual period. The tax basis for purposes of the preceding sentence is determined by adding to the initial public offering price on such Discount Bond the sum of the amounts that have been treated as original issue discount for such purposes during all prior periods. If such Discount Bond is sold between semiannual compounding dates, original issue discount that would have been accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

Owners of Discount Bonds should consult their tax advisors with respect to the determination and treatment of original issue discount accrued as of any date, with respect to when such original issue discount must be recognized as an item of gross income and with respect to the state and local tax consequences of owning a Discount Bond. Subsequent purchasers of Discount Bonds that purchase such Discount Bonds for a price that is higher or lower than the "adjusted issue price" of the Discount Bonds at the time of purchase should consult their tax advisors as to the effect on the accrual of original issue discount.

### **Backup Withholding**

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on federally tax-exempt obligations such as the Series 2025 Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments to any owner of the Series 2025 Bonds that fail to provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Code. The reporting requirement does not in and of itself affect or alter the excludability of interest on the Series 2025 Bonds from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling federally tax-exempt obligations.

## **Changes in Federal and State Tax Law**

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to under this heading "TAX MATTERS" or adversely affect the market value of the Series 2025 Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Series 2025 Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Series 2025 Bonds or the market value thereof would be impacted thereby. Purchasers of the Series 2025 Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based on existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Series 2025 Bonds, and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

**PROSPECTIVE PURCHASERS OF THE SERIES 2025 BONDS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS PRIOR TO ANY PURCHASE OF THE SERIES 2025 BONDS AS TO THE IMPACT OF THE CODE UPON THEIR ACQUISITION, HOLDING OR DISPOSITION OF THE SERIES 2025 BONDS.**

## **LEGAL MATTERS**

Certain legal matters incident to the authorization and issuance of the Series 2025 Bonds by the Issuer are subject to the approval of Bond Counsel, whose approving opinion will be delivered concurrently with the delivery of the Series 2025 Bonds. Bond Counsel has not been requested to review any information contained in this Official Statement or the Appendices hereto, other than the information pertaining to the Series 2025 Bonds under the captions "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2025 BONDS," "DESCRIPTION OF THE SERIES 2025 BONDS," "FUNDS AND ACCOUNTS," "OPERATION OF FUNDS AND ACCOUNTS," "TAX MATTERS," "LEGAL MATTERS," "CONTINUING DISCLOSURE," and in APPENDIX D - FORM OF OPINION OF BOND COUNSEL, and expresses no opinion thereon and assumes no responsibility in connection therewith. Certain legal matters will be passed upon for the Issuer by its counsel, Balch & Bingham, LLP, Jackson, Mississippi, and for the County by its counsel, Mike Espy PLLC, Jackson, Mississippi.

Bond Counsel is also serving as Bond Counsel for the County in connection with the issuance and sale of the County Bonds.

The remedies available to the Trustee, to the Issuer or to the owners of the Series 2025 Bonds upon an "event of default" under the Indenture or under the terms of the County Bonds purchased by the Issuer are in many respects dependent upon judicial actions which are often subject to discretion and delay. Under existing constitutional and statutory law and judicial decisions, including specifically the Bankruptcy Code, the remedies provided in the Indenture and under the County Bonds may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Series 2025 Bonds will be qualified as to the enforceability of the various legal instruments by limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally (regardless of whether such enforceability is considered in a proceeding in equity or in law), by general principles of equity (regardless of whether such proceeding is considered in a proceeding in equity or at law) and by the valid exercise of the constitutional powers of the State and the United States of America.

## **PENSION PLAN**

The County has no pension plan or retirement plan for employees. County employees are members of and contribute to the Mississippi Public Employees' Retirement System (PERS), a cost-sharing, multiple employer retirement system administered by the State for the benefit of its local governments and State personnel. Benefit provisions are established by State statute and may be amended from time to time only by the State Legislature.

In June 2012, the Government Accounting Standards Board issued Statement No. 68, Accounting and Financial Reporting for Pensions ("**GASB-68**"). The objective of GASB-68 is to improve accounting and financial

reporting of government pensions. Also, GASB-68 improves information provided by government employers about financial support for pensions that is provided by other entities. Requirements of GASB-68 are effective for financial statements whose fiscal year begins after June 15, 2014 (Fiscal Year 2015 for the County).

PERS members are required to contribute 9.00% of their annual covered salary, and the County is required to contribute at an actuarially determined rate. The rate at September 30, 2018 was 15.75% of annual covered payroll. On June 26, 2018, the PERS Board of Trustees voted to increase the employer contribution rate from 15.75 to 17.40 percent, effective July 1, 2019. On August 22, 2023, the PERS Board of Trustees voted to phase in an employer contribution rate increase by 2% each State fiscal year beginning July 1, 2024, and thereafter until the rate reaches the amount recommended by the PERS actuary and approved by the Board of Trustees, which is currently estimated to be 27.40%. During the 2024 legislative session, the State Legislature passed Senate Bill 3231 which rescinded this increase and gives the State Legislature sole authority to approve any future rate increases, stripping away that power from the Board of Trustees. Senate Bill 3231 provides for a 0.5% increase in the employer's contribution rate annually on July 1 of each year from 2024 through 2028. It also states that the State Legislature is committed to maintaining current benefits for retirees and current PERS members and expresses an intent to create a new PERS tier for future members with a different payment and benefits structure. The County contributions (employer share only) to PERS for the years ending September 30, 2023, 2022 and 2021 were \$3,501,461, \$3,443,841, and \$3,136,178, respectively, which equaled the required contributions for each year.

As of September 30, 2023, the County reported a liability of \$73,699,404 for its proportionate share of the net pension liability. See Page 36 in the County's 2023 Audited Financial Statements included in "APPENDIX B - Financial Information Concerning the County."

#### **POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS**

Effective with the fiscal year ended September 30, 2018 audit, the County will be required to apply GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other than Pension* ("**GASB 75**"), to its audited financial statements. GASB 75 changes accounting and financial reporting for OPEB. Fund level statements, including the General Fund statements, will not be impacted by the GASB 75 reporting.

#### **INDEPENDENT AUDITORS**

The audited financial statements of the County for the year ended September 30, 2023 included in this Official Statement as a part of "APPENDIX B - Financial Information Concerning the County," have been audited by Bridgers, Goodman, Baird & Clarke, PLLC, Certified Public Accountants, Vicksburg, Mississippi (the "**Auditor**"), as stated in the report appearing therein (the "**Audit Report**"). The County has not requested and will not obtain a consent letter from the Auditor for the inclusion of the Audit Report in this Official Statement. The Auditor has not been engaged to perform, and has not performed, since the date of the Audit Report, any procedures on the financial statements addressed in the Audit Report. The Auditor also has not performed any procedures relating to this Official Statement.

See "INDEPENDENT AUDITOR'S REPORT," "SPECIAL REPORTS," and "SCHEDULE OF FINDINGS AND QUESTIONED COSTS" in the Audit Report for certain statements therein made by the Auditor regarding certain adverse, qualified, and unmodified opinions of the Auditor.

#### **CONTINUING DISCLOSURE**

The County will execute a continuing disclosure agreement (the "**Disclosure Certificate**") at the time of the closing for the Series 2025 Bonds. The Disclosure Certificate will be executed for the benefit of the beneficial owners of the Series 2025 Bonds and the County has covenanted in the County Bond Resolution to comply with its terms. The Disclosure Certificate will provide that so long as any Series 2025 Bonds remain outstanding, the County will provide the following information to the Municipal Securities Rulemaking Board, acting through its Electronic Municipal Market Access ("**EMMA**") system: (i) annually, certain financial information and operating data; and (ii) timely notice of the occurrence of certain listed events; all as specified in the Disclosure Certificate. The form of the Disclosure Certificate is attached hereto as APPENDIX F.

The County has previously entered into continuing disclosure undertakings with respect to bonds it has issued or for which it is the “obligated person” within the meaning of Securities and Exchange Commission Rule 15c2-12(b)(5) (the “**Rule**”). In each of the last five years there have been instances in which the County has failed to file certain annual financial information as required by its prior continuing disclosure undertakings. Due to certain statutory requirements, the County's audited financial statements are subject to review by the State Auditor's Office before the County's audited financial statements may be released to the public. There have been times when the State Auditor's Office has not timely completed its review of the County's financials thereby delaying the County's ability to timely file its audited financial statements with EMMA. The County has filed notices of such failure to timely file its audited financial statements and/or its unaudited financial statements on EMMA for fiscal years 2019 through and including 2024 in a timely manner. The audits for fiscal years 2018 through and including 2023, the County's most recent available audit, have subsequently been posted to EMMA. The County filed a draft version of the final audited financial statements for fiscal year ended September 30, 2021, as those were the available audited financial statements available to the County at the time of its filing. There have been instances under the County's General Obligation Refunding Bonds, Series 2011 (the “**Series 2011 Undertaking**”) in which the County filed its annual Economic and Demographic information, audited financial statements, budgets and audit notices after the annual filing date required by the County's Series 2011 Undertaking. A remedial notice of past filing failures was posted on July 10, 2024, under the County's Series 2011 Undertaking CUSIPS. The Series 2011 Undertaking fully matured on June 1, 2024, and no further action is required. Without a determination of materiality, there have been instances in which some tables included in its prior continuing disclosure undertakings were not included in every filing on EMMA and notices of failure to file were not posted on EMMA, including but not limited to “Brief Narrative Summary of Results of Operations”, “Exempt Property”, “General Obligation Bonded Debt – 5 years” and Limited Ad Valorem Debt. In addition, there have been insured rating changes by Moody's for Assured Guaranty that occurred on March 18, 2022 and April 30, 2024. The County has failed to file a notice of the insured rating changes by Moody's for Assured Guaranty.

The County adopted policies and procedures on November 3, 2014 (the “**Policy**”) to ensure timely filing of its annual financial information. Pursuant to the Policy, a staff designee of the County will appoint or engage a dissemination agent to assist in carrying out its obligations under the Policy and/or the staff designee will be responsible for submitting the information required under the Policy. The County has hired a third party to file the County's required annual report.

For a summary of the County's undertaking, see **APPENDIX F - FORM OF CONTINUING DISCLOSURE CERTIFICATE** attached hereto.

## **UNDERWRITING**

The Series 2025 Bonds are being purchased by Raymond James & Associates, Inc. (the “**Underwriter**”). The Underwriter has agreed, subject to certain conditions, to purchase (a) all of the Series 2025A Bonds from the Issuer at a purchase price of \$\_\_\_\_\_, which is equal to the principal amount thereof plus an original issue premium of \$\_\_\_\_\_ and minus the Underwriter's discount of \$\_\_\_\_\_, and (b) all of the Series 2025B Bonds from the Issuer at a purchase price of \$\_\_\_\_\_, which is equal to the principal amount thereof and minus the Underwriter's discount of \$\_\_\_\_\_. The Underwriter is obligated to purchase all the Series 2025 Bonds, if any are purchased, the obligation to make such purchases being subject to certain terms and conditions set forth in the Bond Purchase Agreement with respect to the Series 2025 Bonds, the approval of certain legal matters by counsel and certain other conditions.

## **MUNICIPAL ADVISOR**

The County has retained Government Consultants, Inc., Madison, Mississippi, Mississippi, as independent registered municipal advisor (the “**Municipal Advisor**”) to the County in connection with the issuance of the Series 2025 Bonds and the County Bonds. In such capacity the Municipal Advisor has provided recommendations and other financial guidance to the County with respect to the preparation of documents, the preparation for the sale of the Series 2025 Bonds and the time of the sale, market conditions and other factors related to the sale of the Series 2025 Bonds.

Although the Municipal Advisor performed an active role in the drafting of this Official Statement, it has not independently verified any of the information set forth herein. The information contained in this Official Statement

has been obtained primarily from the County's records and from other sources which are believed to be reliable, including financial records of the County and other entities, which records may be subject to interpretation. No guarantee is made as to the accuracy or completeness of any information obtained from sources other than the County. Any summaries or excerpts of statutes, ordinances, resolutions or other documents do not purport to be complete statements of the same and reference is made to such original sources in all respects.

#### **VALIDATION**

Prior to issuance, the Series 2025 Bonds will be validated before the Chancery Court of the First Judicial District of Hinds County, Mississippi, and the County Bonds will be validated by the Chancery Court of Madison County, Mississippi, as provided by Sections 31-13-1 to 31-13-11, Mississippi Code of 1972, as amended.

#### **MISCELLANEOUS**

The Issuer's offices are located at 735 Riverside Drive, Suite 300, Jackson, Mississippi 39202, telephone (601) 355-6232.

All quotations from, and summaries and explanations of, the Act and the Indenture contained in this Official Statement do not purport to be complete, and reference is made to each such document or instrument for full and complete statements of their provisions. In the event a reference is made to the Act of Indenture, which does not relate directly to the purpose for which the reference is made, then the section citation should be disregarded and the most sensible and related reference shall be considered and applied. The attached Appendices are an integral part of this Official Statement and must be read together with all of the foregoing statements. Copies in reasonable quantity of the Act, the Indenture and the supplemental materials furnished to the Issuer by the County may be obtained upon request directed to the Issuer.

Neither any advertisement of the Series 2025 Bonds nor this Official Statement is to be construed as constituting an agreement with the purchasers of the Series 2025 Bonds. So far as any statements are made in this Official Statement involving matters of opinion, whether or not expressly so stated, they are intended merely as such and not as representations of fact.

This Official Statement has been duly approved, executed and delivered by the Issuer. The Issuer will provide copies of this Official Statement to be distributed to the purchasers of the Series 2025 Bonds.

#### **MISSISSIPPI DEVELOPMENT BANK**

By: \_\_\_\_\_  
Executive Director



**APPENDIX A**  
**INFORMATION CONCERNING THE COUNTY**

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**MADISON COUNTY, MISSISSIPPI  
ECONOMIC AND DEMOGRAPHIC INFORMATION**

**General Description**

The County, named for President James Madison at its founding in 1828, is situated in the west central portion of the State of Mississippi (the “State”) immediately to the north of the City of Jackson, the capital of the State, and has a land area of 751 square miles. The County seat, the City of Canton, is located 187 miles south of Memphis, Tennessee, 210 miles north of New Orleans, Louisiana and 242 miles southwest of Birmingham, Alabama.

**Population**

County and State population figures have been recorded as follows:

	<b>1990</b>	<b>2000</b>	<b>2010</b>	<b>2020</b>	<b>2023 (estimate)</b>
<b>County</b>	53,794	74,674	95,203	109,145	112,511
<b>State</b>	2,573,216	2,844,658	2,967,297	2,961,279	2,939,690

SOURCE: Census Data at website: [www.census.gov](http://www.census.gov); February 2025.

**Government**

The County is governed by a five-member Board of Supervisors, each of whom is elected from a separate district or “beat,” to concurrent four-year terms. Current members of the Board of Supervisors are:

<b>Name and Title</b>	<b>District</b>	<b>Beginning of Current Term</b>	<b>End of Current Term</b>
Casey Brannon	District 1 Supervisor	2024	2027
Trey Baxter	District 2 Supervisor	2024	2027
Gerald Steen	District 3 Supervisor	2024	2027
Karl M. Banks	District 4 Supervisor	2024	2027
Paul Griffin	District 5 Supervisor	2024	2027

The Board of Supervisors prepares the budget, levies such taxes on County property as may be needed to meet the budget, authorizes bond issues and regulates construction and maintenance of County roads, bridges and buildings.

**Transportation**

Interstate Highway 55, U.S. Highway 51 and State Highways 16, 17, 22 and 43 provide access to most communities within the County. A number of County highways provide access to many outlying areas in the County.

Other major forms of transportation are available in the County. The Illinois Central Railroad provides rail service to the County. Amtrak provides intercity rail passenger transportation to the area. Intercity bus service is provided by Greyhound Trailways Bus Lines. At least 18 motor freight carriers are authorized to serve the County. Commercial air transportation is available at Jackson International Airport in Rankin County, Mississippi, served by four airlines with 25 non-commuter flights daily, and which is designated as a foreign trade zone. Non-commercial air transportation is available within the County at Bruce Campbell Airport in the City of Madison. The County is served by the Port of Vicksburg, which has a channel depth of nine feet and is located fifty miles to the west on the Mississippi River in Warren County.

**Educational Facilities**

The Madison County School District (the “County District”) serves the entire area of the County, with the exception of the area encompassed by the City of Canton, Mississippi. The Canton Public School District (the “Canton District”) serves the City of Canton.

The County District operates 18 schools, including one Career and Technical Center and one Alternative School, and employs approximately 1,800 people. The Canton District operates seven schools, including one career center and one educational services center, and employs approximately 476 people. Enrollment for the two districts for the current year and the four prior years are as follows:

<b>Scholastic Year</b>	<b>Madison County District Enrollment</b>	<b>Canton District Enrollment</b>
2023-24	12,971	3,232
2022-23	13,162	3,166
2021-22	13,032	3,071
2020-21	12,988	3,207
2019-20	13,310	3,350

SOURCE: Office of Research and Statistics, Mississippi Department of Education's website: <http://orsap.mde.k12.ms.us/MARS/Index.jsp>, information available as of February 2025.

### **Industry**

In November 2000, Nissan North America, Inc. ("Nissan") announced the location of a \$930 million automobile manufacturing facility in the County. In June 2002, while the original facility was still under construction, Nissan announced that it would expand the facility to 2.5 million square feet with an additional investment of \$500 million. When the plant began production in 2003, 2,040 people were initially employed and the plant has grown to present employment of approximately 6,400. The 3.5 million-square-foot plant has a capacity to produce 400,000 vehicles per year.

In January 2024, Madison County Economic Development Authority announced the location of multiple Amazon Web Services, Inc. data center campuses in two Madison County industrial parks. The project is the largest economic development project in the State's history and entails a capital investment of over \$10 billion dollars, while initially creating 1,000 new jobs in the County.

### **Per Capita Income**

The following represents per capita income annually from 2019 through 2023 for the County and for non-metropolitan portions of the State and the United States of America:

<b>Year</b>	<b>County</b>	<b>Mississippi</b>	<b>United States</b>	<b>County as % of U.S.</b>
2023	\$86,331	\$49,652	\$69,810	124%
2022	80,692	47,134	66,244	122%
2021	77,637	46,869	64,460	120%
2020	68,742	42,448	59,123	116%
2019	64,595	39,143	55,566	116%

SOURCE: Bureau of Economic Analysis: Regional Economic Accounts at website: [www.bea.gov](http://www.bea.gov), (BEA data last updated November 14, 2024). Information available as of February 2025.

### **Retail Sales**

<b>State Fiscal Year Ended June 30</b>	<b>Amount of Sales</b>
2024	\$3,636,215,187
2023	3,350,186,398
2022	3,152,022,643
2021	2,948,604,576
2020	2,538,640,414

SOURCE: Annual Reports for each fiscal year, Mississippi Department of Revenue at [www.dor.ms.gov](http://www.dor.ms.gov); information available as of February 2025.

## Major Employers

The following is a partial listing of the County's major employers, their products or services and their approximate number of employees:

Employer	Employees	Product/Service
Nissan North America Inc.	5,000	Automobile – Manufacturers
Madison County School District	1,800	Public Education
Peco Foods of MS, Inc.	1,010	Food Manufacturing
Amazon	1,000	Fulfillment Center
Yates Services	750	Transportation Equipment Manufacturing
C Spire	700	Wireless Communications Provider
MS Department of Rehabilitation Services	600	State Agency
Comcast	500	Cable and Digital Services Provider
Capstone Logistics	485	Automotive Parts Distribution
Canton Public School District	476	Public Education
Marelli	400	Automotive Component Manufacturing
Faurecia	450	Automotive Seat Manufacturing and Assembly

SOURCE: Madison County Economic Development Authority website: [www.madisoncountypedata.com](http://www.madisoncountypedata.com); February 2025.

## County Unemployment Statistics

Year	Jan.	Feb	Mar.	Apr.	May	Jun	Jul.	Aug.	Sep.	Oct.	Nov.	Dec.	Annual Average
<b>2020</b>	4.3	4.2	6.0	13.4	10.9	8.5	7.0	5.2	4.9	4.4	4.5	4.6	6.4
<b>2021</b>	4.8	4.8	4.7	4.4	4.4	5.5	5.1	4.4	3.6	3.2	2.8	2.8	4.2
<b>2022</b>	3.6	3.3	2.8	2.8	2.9	3.8	3.7	3.2	2.9	2.6	2.7	2.4	3.1
<b>2023</b>	2.7	2.6	2.5	2.1	2.5	3.3	3.2	3.0	2.4	2.2	2.0	2.0	2.5
<b>2024</b>	2.7	2.2	2.1	1.4	2.2	3.0	2.7	2.5	2.4	2.4	2.6	--	2.4

SOURCE: *Annual Labor Force Report*, Labor Market Information Department, Mississippi Employment Security Commission at [www.mdes.ms.gov](http://www.mdes.ms.gov), February 2025.

## County Employment Statistics

<i>Residence Based Employment</i>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
Civilian Labor Force	54,000	52,360	52,800	53,160	53,000	56,220	58,550
Unemployed	2,420	3,370	2,230	1,630	1,350	1,140	1,860
Unemployment Rate	4.5	6.4	4.2	3.1	2.5	2.0	3.2
Employed	51,580	48,990	50,570	51,530	51,650	55,080	56,690

SOURCE: Mississippi Department of Employment Security (“MDES”): Annual Averages: Labor Force and Establishment Based Employment 2011-2019, Labor Market Information Department at website: [www.mdes.ms.gov](http://www.mdes.ms.gov); Last revision date of information May 2022. Annual Averages 2020 Forward, released April 2024, are limited to “Residence Based Amounts” and MDES no longer provides “Establishment Based Employment” data. Information available as of April 2025.

## TAX INFORMATION

### Description of County Taxes

**Procedure for Property Assessments.** Real and personal property valuations other than motor vehicles and property owned by public utilities are determined by the County Tax Assessor. All taxable real property situated in the County is assessed each year and taxes thereon paid for the ensuing year. Assessment rolls of such property subject to taxation are prepared by the County Tax Assessor and are delivered to the Board of Supervisors on the first Monday in July. Thereafter, the assessments are equalized by the Board of Supervisors and notice is given to the taxpayers that the Board of Supervisors will meet to hear objections to the assessments. After objections are heard, the Board of Supervisors adjusts the rolls and submits them to the Department of Revenue of the State (the "Department of Revenue"). The Department of Revenue may then accept the rolls, or, if it finds the rolls incorrect in any valuation, it may return the rolls to the Board of Supervisors for correction. The Board of Supervisors then revises the tax rolls in accordance with the recommendations of the Department of Revenue. If the Board of Supervisors has any objections to the direction of the Department of Revenue to revise the rolls, it may arrange a hearing before the Department of Revenue. Otherwise, the assessment rolls are finalized and are submitted to the County Tax Collector for collection. The assessed value of motor vehicles is determined by an assessment schedule prepared each year by the Department of Revenue. With minor exceptions, the property of public utilities is assessed each year by the Department of Revenue.

**Procedure for Tax Collections.** The Board of Supervisors is required each year to levy taxes upon all of the taxable property within the County to provide sufficient revenue to cover the operating expenses of the County, including the payment of the principal of and interest on its outstanding bonds. If any taxpayer neglects or refuses to pay his taxes on the due date thereof, the unpaid taxes will bear interest at the rate of one percent per month or fractional part thereof from the delinquent date to the date of payment of such taxes. When enforcement officers take action to collect delinquent taxes, other fees, penalties and costs may accrue. Both real and personal property is subject to being sold at public sale for nonpayment of taxes.

Ad valorem taxes on personal property are payable at the same time and in the same manner as on real property. Section 27-41-15, Mississippi Code of 1972, as amended, provides that upon failure of a taxpayer to make timely payment, the tax collector of each county is authorized to sell any personal property liable for unpaid taxes at the courthouse door of such county unless the property is too cumbersome to be removed. Five days' notice of the sale in an advertisement posted in three public places in such county, one of which must be the courthouse, is required. Interest, fees, costs and expenses of sale are recoverable in addition to the delinquent taxes. If sufficient personal property cannot be found, the tax collector may make a list of debts due such taxpayer by other persons and sell such debts and is further directed to distrain and sell sufficient other properties of such taxpayer to pay the delinquent taxes. Debts sold may be redeemed within six months from the sale in the same manner as redemption of land from tax sales.

Section 27-41-55, Mississippi Code of 1972, as amended, provides that after the fifth day of August in each year, the tax collector for each county shall advertise and sell all land in such county on which all taxes due and in arrears have not been paid, as well as all land liable for other matured taxes. The sale is held at the door of the courthouse of such county on the last Monday of August. The owner, or any person interested in the land sold for taxes, may redeem the land at any time within two years after the date of sale by paying all taxes, costs, interest and damages due to the county's chancery clerk. A valid tax sale will mature two years after the date of sale unless the land is redeemed and title will vest in the purchaser on such date.

At the option of the tax collector, advertisement for the sale of such county lands may be made after the fifteenth day of February in each year with the sale of such lands to be held on the first Monday of April following. All provisions which relate to the tax sale held in August of each year shall apply to the tax sale if held in April.

County and municipal taxes, assessed upon land or personal property, are entitled to preference over all judgments, executions, encumbrances or liens however created.

## Assessed Valuation<sup>1</sup>

Assessment Year	Real Property	Personal Property	Public Utility Property	Automobiles/ Mobile Homes	Total
2024	\$1,465,265,763	\$321,069,640	\$83,369,596	\$333,792,964	\$2,203,497,963
2023	1,422,863,301	318,974,110	74,272,152	314,629,825	2,130,739,388
2022	1,385,476,905	271,643,960	56,808,703	279,964,729	1,993,893,297
2021	1,288,477,730	242,710,550	53,053,286	302,617,410	1,886,848,976
2020	1,251,302,402	230,249,600	50,537,467	279,574,868	1,811,664,337

SOURCE: Office of the County Tax Assessor; February 2025.

<sup>1</sup> The total assessed valuation is approved in September preceding the fiscal year of the County and represents the value of real property, personal property and public utility property for the year indicated on which taxes are assessed for the following fiscal year's budget. For example, the taxes for the assessed valuation figures for 2024 are collected starting in January 2025 for the 2024-25 fiscal year budget of the County.

The above assessed valuations are based upon the following assessment ratios:

- (a) real and personal property (excluding single-family, owner-occupied residential real property and motor vehicles, respectively), 15% of true value;
- (b) single-family, owner-occupied residential real property, 10% of true value; and
- (c) motor vehicles and public utility property, 30% of true value.

The 1986 Session of the Mississippi Legislature adopted House Concurrent Resolution No. 41 pursuant to which there was proposed an amendment to Section 112 of the Mississippi Constitution of 1890 (the "1986 Amendment"). The 1986 Amendment provided, inter alia, that the assessment ratio of any one class of property shall not be more than three times the assessment ratio on any other class of property.

The 1986 Amendment set forth five classes of property and the assessment ratios which would be applicable thereto upon the adoption of the 1986 Amendment. The assessment ratios set forth in the 1986 Amendment are identical to those established by Section 27-35-4, Mississippi Code of 1972, as amended, as it existed prior to the 1986 Amendment, except that the assessment ratio for single-family, owner-occupied, residential real property under the 1986 Amendment is set at 10% of true value as opposed to 15% of true value under previously existing law. The 1986 Amendment was ratified by the electorate on June 3, 1986.

The assessed valuation figures above do not include property exempt from all County ad valorem taxes for a period of up to 10 years, primarily for new or expanded manufacturing facilities. This real and personal property will become subject to County ad valorem taxation at different points in time during the next 10 years. In addition, certain other industrial and manufacturing facilities are exempt from ad valorem taxation pursuant to Section 57-3-33, Mississippi Code of 1972, as amended, and other applicable laws.

## Reappraisal of Property and Limitations on Ad Valorem Levies

Senate Bill No. 2672, General Laws of Mississippi, Regular Session 1980, codified in part as Sections 27-35-49 and 27-35-50, Mississippi Code of 1972, as amended and supplemented from time to time (the "Reappraisal Act"), provides that all real and personal property in the State shall be appraised at true value and assessed in proportion to true value. To insure that property taxes did not increase dramatically as counties completed reappraisal, the Reappraisal Act provided for the limit on increase in tax revenues discussed below.

The Reappraisal Act limits ad valorem tax levies by the County to a rate which will result in an increase in total receipts of not greater than 10% over the previous year's receipts, excluding revenue from ad valorem taxes on any newly constructed properties, any existing properties added to the tax rolls or any properties previously exempt which were not assessed in the next preceding year. This limitation does not apply to levies for the payment of the principal of and the interest on general obligation bonds issued by the County or to certain other specified levies. The

limitation may be increased only if the proposed increase is approved by a majority of those voting in an election held on such question.

On August 20, 1980, the Mississippi Supreme Court rendered its decision in *Department of Revenue v. Fondren*, 387 So.2d 712, affirming the decree of the Chancery Court of the First Judicial District of Hinds County, Mississippi, wherein the Department of Revenue was enjoined from accepting and approving assessment rolls from any county in the State for the tax year 1983 unless the Department of Revenue equalized the assessment rolls of all of the counties. Due to the intervening passage of the Reappraisal Act, the Supreme Court reversed that part of the lower court's decree ordering the assessment of property at true value (although it must still be appraised at true value), holding instead that assessed value may be expressed as a percentage of true value. Pursuant to the Supreme Court modification of the lower court's decree, on November 15, 1980, the Department of Revenue filed a master plan to assist counties in determining true value. The County has completed its reappraisal.

### **Homestead Exemption**

The Mississippi Homestead Exemption Law of 1946 reduces the local tax burden on homes qualifying by law and substitutes revenues from other sources of taxation on the State level as a reimbursement to the local taxing units for such tax loss. Provisions of the homestead exemption law determine qualification, define ownership and limit the amount of property that may come within the exemption.

Those homeowners who qualify for homestead exemption and (a) have reached the age of 65 years on or before January 1 of the year for which the exemption is claimed, or (b) are service-connected and totally disabled veterans who (i) were honorably discharged from military service, (ii) are classified as disabled under the Federal Social Security Act, Railroad Retirement Act, or any other federal act approved the by State Department of Revenue, (iii) are totally disabled under the provisions of a retirement plan that is considered to be qualified under the United States Internal Revenue Code, which qualification is determined by the State Department of Revenue, or (iv) are totally disabled as determined by the State Department of Revenue pursuant to its rules and regulations, are exempt from any and all ad valorem taxes on qualifying homesteads not in excess of \$7,500 of assessed value thereof.

Subject to the limitations hereinafter described, the tax loss resulting to local taxing units from properly qualified homestead exemptions is reimbursed by the State Department of Revenue. Reimbursements are limited to, in the case of exempted county taxes, to \$50.00 for county taxes exempted and \$100.00 for school taxes exempted per qualified homestead exemption applicant. In the case of tax losses suffered by a municipality as a result of those qualified applicants who have reached 65 years of age or meet the disability requirements found in subsection (2) of Section 27-33-67, Mississippi Code of 1972, as amended, the reimbursement shall equal the full amount of the actual exemption allowed, not to exceed \$200.00 per qualified homestead applicant. Provided, however, no taxing unit may be reimbursed an amount in excess of 106% of the total net reimbursement made to such taxing unit in the next preceding year, nor may any taxing unit be reimbursed less than the total net reimbursement made to such taxing unit in the next preceding year.

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**Tax Levy Per \$1,000 Valuation<sup>1</sup>**

	<u>2024-25</u>	<u>2023-24</u>	<u>2022-23</u>	<u>2021-22</u>	<u>2020-21</u>
<b>General Purposes:</b>					
Economic Development	0.45	0.45	0.45	0.45	0.45
Reappraisal Trust Fund	1.00	1.00	1.00	1.00	1.00
General Fund	14.64	14.64	14.64	14.64	14.64
Road & Bridge Maintenance Fund	3.56	3.56	3.56	3.56	3.56
County Wide Int. & Skg. Fund	8.37	8.37	8.55	8.55	8.55
Library Fund	1.00	1.00	1.07	1.07	1.07
Holmes Jr. College Maintenance Fund	1.00	1.00			
			1.00	1.00	1.00
Holmes Jr. College Special Fund	1.50	1.50	1.25	1.25	1.25
Mapping and Reappraisal	0.06	0.06	0.06	0.06	0.06
Fire Protection Fund	1.10	1.10	1.10	1.10	1.10
Bridge & Culvert Fund	1.60	1.60	1.60	1.60	1.60
Solid Waste	<u>3.85</u>	<u>3.85</u>	<u>3.85</u>	<u>3.85</u>	<u>3.85</u>
Total	38.13	38.13	38.13	38.13	38.13
<b>County School District:</b>					
Maintenance Fund	50.55	49.55	47.55	47.55	47.55
Bond Int. & Skg. Fund	4.00	5.00	7.00	7.00	7.00
Emer. Lease Purchase Acct.	0.00	0.00	0.00	0.00	0.00
Short Fall Note	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
Total:	54.55	54.55	54.55	54.55	54.55
<b>Canton School District:</b>					
District Maintenance Fund	41.03	41.03	45.15	43.28	45.81
District Debt Service	<u>11.25</u>	<u>11.25</u>	<u>11.87</u>	<u>7.11</u>	<u>12.44</u>
Total:	52.28	52.28	57.02	50.39	58.25
<b>Fire Districts:</b>					
Valley View Fire District	9.00	9.00			
			9.00	9.00	9.00
South Madison County Fire District	10.00	10.00			
			10.00	8.00	8.00
Southwest Madison Fire District	7.62	7.62	5.62	5.62	5.62
Farmhaven Fire District	12.00	10.00	10.00	10.00	10.00
Camden Fire District	4.00	4.00	4.00	2.00	2.00
Kearney Park Fire District	6.00	6.00	6.00	6.00	0.00
Central Madison Fire District	8.00	8.00	8.00	8.00	0.00
MegaSite Fire District	<u>8.00</u>	<u>8.00</u>	<u>8.00</u>	<u>0.00</u>	<u>0.00</u>
Total:	64.62	62.62	60.62	48.62	34.62
<b>Total County Tax Levy:</b>	<b><u>209.58</u></b>	<b><u>207.58</u></b>	<b><u>210.32</u></b>	<b><u>191.69</u></b>	<b><u>185.55</u></b>

<sup>1</sup> Tax levy figures are given in mills.

SOURCE: Office of the Chancery Clerk, February 2025.

### Ad Valorem Tax Collections

Fiscal Year September 30	Amount Budgeted	Amount Collected	Difference Over/Under
2024	\$66,747,104.39	\$67,204,020.86	\$456,916.47
2023	63,495,062.50	65,623,810.43	2,128,747.93
2022	57,888,583.84	58,380,935.86	495,352.02
2021	56,085,291.99	56,429,499.79	344,207.80
2020	55,068,453.27	55,607,197.33	538,744.06

SOURCE: Office of the County Administrator, February 2025.

### Ten Largest Taxpayers

The ten largest taxpayers in the County for fiscal year 2024 are as follows:

Taxpayer	Assessed Value	Taxes Collected
Entergy Mississippi LLC	\$62,244,570	\$2,205,453
Nissan—Non PILOT Taxable (Nissan North America)	55,811,170	2,128,080
Mississippi Major Economic Impact Authority -PILOT (Nissan North America)	34,825,165	1,615,370
Amazon.Com Services LLC	29,921,170	1,140,894
USRE Pine LLC	19,770,144	911,997
Renaissance at Colony Park LLC	13,045,143	432,838
200 Renaissance LLC	7,522,151	249,585
Northpark Realty LP	6,983,150	231,701
Trails at Madison The	6,389,736	212,011
Texas Eastern Transmission, LP	5,546,735	208,868
<b>TOTALS:</b>	<b>\$242,059,134</b>	<b>\$9,336,797</b>

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SOURCE: Office of the County Tax Collector, February 2025.

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## DEBT INFORMATION

### County Debt Limitations

**Statutory Debt Limitations.** The County is subject to a general statutory debt limitation under which no county in the State may incur general obligation bonded indebtedness in an amount which will exceed 15% of the assessed value of all taxable property within such county according to the last completed assessment for taxation.

In computing general obligation bonded indebtedness for purposes of this 15% limitation, there may be deducted all bonds or other evidences of indebtedness heretofore or hereafter issued for the construction of hospitals, ports or other capital improvements payable primarily from the net revenues to be generated from such hospitals, ports or other capital improvements in cases where such revenue is pledged to the retirement of the indebtedness, together with the full faith and credit of such county. However, in no case may a county incur indebtedness which, when added to all of its outstanding indebtedness, both bonded and floating, exceeds 20% of the assessed value of the taxable property within such county.

The total general obligation indebtedness of a county, both bonded and floating (including bonds excepted from the 15% debt limit above), may not exceed 20% of the assessed value of all taxable property within such county. However, bonds issued for school purposes and industrial development bonds issued under the State's Balance Agriculture with Industry Program are specifically excluded from both the 15% debt limitation and the 20% debt limitation (but are subject to statutory limits applicable to bonds of each type, respectively). Bonds issued for washed-out or collapsed bridges apply only against the 20% debt limitation.

### Legal Debt Limit Statement<sup>1</sup>

(As of March 1, 2025)

	15% Limit	20% Limit
Authorized Debt Limit (Last Completed Assessment for Taxation - \$2,203,497,963)	\$330,524,694	\$440,699,593
<b>Present Debt Subject to Debt Limits<sup>1</sup></b>	<b>70,565,000</b>	<b>70,565,000</b>
Margin for Further Debt Under Debt Limits	\$259,959,694	\$370,104,593

### Less the Series 2025 Bonds

Margin for Further Debt Under Debt Limits

SOURCE: Office of the County Comptroller, March 2025.

<sup>1</sup>The County's Taxable General Obligation Industrial Development Bonds, Series 2020C are excluded from all statutory debt limitations.

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## Outstanding General Obligation Bonded Debt

(As of March 1, 2025)		
Issue	Date of Issue	Outstanding Principal
General Obligation Refunding Bonds, Series 2012 (Road & Bridge)	06/07/12	\$2,100,000.00
General Obligation Refunding Bonds, Series 2014	09/25/14	4,680,000.00
General Obligation Road and Bridge Bonds, Series 2014 <sup>1</sup>	11/18/14	1,095,000.00
Taxable General Obligation Refunding Bonds, Series 2014	02/03/15	3,410,000.00
General Obligation Refunding Bonds, Series 2016 (Road & Bridge)	04/19/16	6,895,000.00
General Obligation Road and Bridge Bonds, Series 2017	09/28/17	5,720,000.00
General Obligation Public Improvement Bonds, Series 2020	01/02/20	6,740,000.00
Taxable General Obligation Short Term Note, Series 2020B	10/19/20	1,000,000.00
Taxable General Obligation Industrial Development Bonds, Series 2020C <sup>2</sup>	11/03/20	7,960,000.00
Taxable General Obligation Refunding Bonds, Series 2021A	01/21/21	5,195,000.00
General Obligation Note, Series 2021	10/26/21	2,400,000.00
General Obligation Note, Series 2022	12/06/22	3,150,000.00
General Obligation Note, Series 2023	12/21/23	4,080,000.00
General Obligation Public Improvement Bonds, Series 2024	09/04/24	19,000,000.00
General Obligation Note, Series 2024	12/18/24	5,100,000.00
<b>TOTAL</b>		<b>\$78,525,000.00</b>

SOURCE: Office of the County Comptroller; March 2025.

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<sup>1</sup> The 2026 through 2029 maturities were refunded with the proceeds of the Series 2021A Bonds.

<sup>2</sup> Excluded from the statutory debt limitations.

## Other Outstanding Long-Term Debt

(As of March 1, 2025)

Issue	Date of Issue	Outstanding Principal
Capital Improvement Loan	02/18/14	\$357,157
Promissory Note, Series 2013C (Madison County, Mississippi Highway Refunding Project) <sup>1</sup>	05/08/13	31,455,000
Tax Increment Limited Obligation Bonds	2/25/15	824,700
Capital Improvement Loan	8/20/18	532,471
Trustmark Equipment Lease (Road Equipment)	7/24/20	236,585
Trustmark Equipment Lease (Excavator)	2/25/22	202,141
Lease Purchase (Courthouse Project)	8/15/23	5,031,000
<b>Total</b>		<b>\$38,639,054</b>

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<sup>1</sup> Loan from the Bank secured by a Promissory Note under a Loan Agreement between the Bank and the County. The Promissory Note and Loan Agreement secure the Bank's \$88,865,000 original principal amount Special Obligation Refunding Bonds, Series 2013C (Madison County, MS Highway Refunding Project), dated as of May 8, 2013. The debt service on these bonds is paid by the Mississippi Department of Transportation ("MDOT") pursuant to an interlocal cooperative agreement between the County and MDOT. The County does **not** have any legal repayment obligation for these bonds other than such contracted amounts paid by MDOT.

SOURCE: Office of the County Comptroller; March 2025.

**Annual Debt Service Requirements for General Obligation Indebtedness of the County**

<b>Fiscal Year Ending 9/30</b>	<b>Principal</b>	<b>Interest</b>	<b>Total</b>
2025	\$14,046,000	\$3,307,618	\$17,353,618
2026	13,192,000	3,004,557	16,196,557
2027	9,380,000	2,635,565	12,015,565
2028	8,688,000	2,368,106	11,056,106
2029	5,293,000	1,109,030	6,402,030
2030	4,352,000	971,702	5,323,702
2031	2,130,000	885,707	3,015,707
2032	2,200,000	826,554	3,026,554
2033	2,275,000	765,421	3,040,421
2034	2,350,000	700,414	3,050,414
2035	2,425,000	632,341	3,057,341
2036	2,495,000	560,078	3,055,078
2037	2,580,000	484,688	3,064,688
2038	2,130,000	406,044	2,536,044
2039	2,200,000	340,688	2,540,688
2040	2,280,000	272,888	2,552,888
2041	1,790,000	208,960	1,998,960
2042	1,245,000	155,200	1,400,200
2043	1,290,000	105,400	1,395,400
2044	1,345,000	53,800	1,398,800
<b>Totals</b>	<b>\$83,686,000</b>	<b>\$19,794,760</b>	<b>\$103,480,760</b>

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SOURCE: Office of the County Comptroller; February 2025.

**Debt Ratios**

<b>FY Ended September 30</b>	<b>General Obligation Debt</b>	<b>General Obligation Debt to Assessed Value</b>
2024	\$83,686,000	3.80%
2023	72,550,000	3.41
2022	80,048,000	4.01
2021	86,774,000	4.60
2020	79,027,500	4.36

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SOURCE: Office of the County Comptroller; February 2025.

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**APPENDIX B**  
**FINANCIAL INFORMATION CONCERNING THE COUNTY**

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**FISCAL YEAR 2023**  
**AUDITED FINANCIAL STATEMENT**

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**MADISON COUNTY, MISSISSIPPI**  
**Audited Financial Statements and Special Reports**  
**For the Year Ended September 30, 2023**



**MADISON COUNTY  
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**MADISON COUNTY**

**FINANCIAL SECTION**



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PRIVATE COMPANIES PRACTICE SECTION

## INDEPENDENT AUDITOR'S REPORT

Members of the Board of Supervisors  
Madison County, Mississippi

### Report on the Audit of the Financial Statements

#### *Adverse, Qualified, and Unmodified Opinions*

We have audited the financial statements of the governmental activities, each major fund, and the aggregate remaining fund information of Madison County, Mississippi, (the County) as of and for the year ended September 30, 2023, and the related notes to the financial statements, which collectively comprise the County's basic financial statements as listed in the table of contents.

#### *Adverse Opinion on Aggregate Discretely Presented Component Units*

In our opinion, because of the significance of the matter discussed in the Basis for Adverse, Qualified, and Unmodified Opinions section of our report, the accompanying financial statements referred to above do not present fairly the financial position of the aggregate discretely presented component units of Madison County, Mississippi, as of September 30, 2023, or the changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

#### *Qualified Opinion on Governmental Activities and General Fund*

In our opinion, except for the matter described in the Basis for Adverse, Qualified, and Unmodified Opinions section of our report, the accompanying financial statements referred to above present fairly, in all material respects, the financial position of the Governmental Activities and General Fund of Madison County, Mississippi, as of September 30, 2023, and the changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

#### *Unmodified Opinion on General County I & S Fund, the American Rescue Fund, the \$12M Reunion/Bozeman HB603 Fund and Aggregate Remaining Fund Information*

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of the General County I & S Fund, the American Rescue Fund, the \$12M Reunion/Bozeman HB603 Fund and the aggregate remaining fund information of Madison County, Mississippi, as of September 30, 2023, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### ***Basis for Adverse, Qualified, and Unmodified Opinions***

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States (*Government Auditing Standards*). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the County, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse, qualified, and unmodified opinions.

### ***Matters Giving Rise to Adverse Opinion on the Aggregate Discretely Presented Component Units and Qualified Opinion on the Governmental Activities and General Fund***

The financial statements do not include financial data for the County's legally separate component units. Accounting principles generally accepted in the United States of America require the financial data for those component units to be reported with the financial data of the County's primary government unless the County also issues financial statements for the financial reporting entity that include the financial data for its component units. The County has not issued such reporting entity financial statements. The effects of not including the County's legally separate component units on the aggregate discretely presented component units has not been determined.

The Tax Collector did not timely and accurately reconcile her bank statements. Further, the Tax Collector's records did not match the source documents provided leading to limited confidence in the values provided. The amount by which this departure would affect the assets, net position/fund balance and revenues of the Governmental Activities and the General Fund has not been determined.

### ***Responsibilities of Management for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the County's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood, that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the County's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the County's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

#### ***Required Supplementary Information***

Accounting principles generally accepted in the United States of America require that the Budgetary Comparison Schedules and corresponding notes, the Schedule of the County's Proportionate Share of the Net Pension Liability, the Schedule of County Contributions and the Schedule of Changes in the Total OPEB Liability and Related Ratios be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

#### ***Omission of Required Supplementary Information***

Management has omitted the Management's Discussion and Analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

### ***Supplementary Information***

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise Madison County, Mississippi's basic financial statements. The accompanying Schedule of Expenditures of Federal Awards, as required by Title 2 *U.S. Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* is presented for purposes of additional analysis and is not a required part of the basic financial statements.

Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Schedule of Expenditures of Federal Awards is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

### ***Other Information***

Management is responsible for the other information included in the annual report. The other information comprises the Schedule of Surety Bonds for County Officials but does not include the basic financial statements and our auditor's report thereon. Our opinions on the basic financial statements do not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

### ***Other Reporting Required by Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated February 19, 2025, on our consideration of Madison County, Mississippi's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Madison County, Mississippi's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Madison County, Mississippi's internal control over financial reporting and compliance.

*Bridgers, Goodman, Baird & Clarke, PLLC*

Bridgers, Goodman, Baird & Clarke, PLLC  
Certified Public Accountants  
Vicksburg, Mississippi  
February 19, 2025

**MADISON COUNTY**

**FINANCIAL STATEMENTS**

MADISON COUNTY  
Statement of Net Position  
September 30, 2023

Exhibit 1

	Primary Government
	Governmental
	Activities
ASSETS	
Cash	\$ 112,335,276
Investments	213,647
Property Tax Receivable	61,801,340
Fines Receivable (net of allowance for uncollectible of \$1,794,878)	472,444
Intergovernmental Receivables	3,692,780
Other Receivables	318,693
Capital Assets:	
Land and construction in progress	20,780,755
Other capital assets, net	124,792,676
Total Assets	<u>324,407,611</u>
DEFERRED OUTFLOWS OF RESOURCES	
Deferred outflows related to pensions	15,306,992
Deferred amount on refunding	1,428,735
Deferred amount on other postemployment benefits	140,219
Total Deferred Outflows of Resources	<u>16,875,946</u>
LIABILITIES	
Claims Payable	982,166
Intergovernmental Payables	3,630,052
Accrued Interest Payable	3,462,797
Amount held in custody for others	1,212,213
Claims and judgments payable	44,032
Unearned revenue	18,249,198
Long-Term Liabilities	
Due within one year:	
Leases payable	181,493
Capital debt	13,505,630
Non-capital debt	645,816
Due in more than one year:	
Leases payable	233,534
Capital debt	54,323,916
Non-capital debt	15,216,737
Net Pension Liability	73,699,404
Other postemployment benefit obligation	144,095
Total Liabilities	<u>185,531,083</u>
DEFERRED INFLOWS OF RESOURCES	
Deferred revenues property taxes	61,801,340
Deferred inflows related to pension	456,342
Deferred inflows related to other postemployment benefits	30,015
Total deferred inflows of resources	<u>62,287,697</u>
NET POSITION	
Net Investment in Capital Assets	78,757,593
Restricted:	
Expendable:	
General Government	1,718,196
Public Safety	5,330,972
Public Works	38,005,219
Culture and recreation	20,615
Economic development and assistance	4,367,585
Debt Service	6,910,394
Unrestricted	(41,645,797)
Total Net Position	<u>\$ 93,464,777</u>

The notes to the financial statements are an integral part of this statement.

MADISON COUNTY  
Statement of Activities  
For the Year Ended September 30, 2023

Exhibit 2

Functions/Programs	Expenses	Program Revenues			Net (Expense) Revenue and
		Charges for	Operating	Capital	Changes in Net Position
		Services	Grants and	Grants and	<u>Primary Government</u>
			Contributions	Contributions	Governmental
					Activities
Primary Government:					
Governmental Activities:					
General Government	\$ 28,245,052	9,136,204	8,102,098	-	(11,006,750)
Public Safety	23,714,534	5,366,030	479,618	-	(17,868,886)
Public Works	24,597,399	462,570	12,000,000	2,047,588	(10,087,241)
Health and Welfare	1,437,885	-	119,776	-	(1,318,109)
Culture and Recreation	2,428,239	-	-	-	(2,428,239)
Conservation of Natural Resources	259,932	-	-	-	(259,932)
Economic Development and Assistance	3,696,605	-	1,196,083	-	(2,500,522)
Interest on Long-term Debt	2,082,033	-	-	-	(2,082,033)
Pension Expense	10,853,736	-	-	-	(10,853,736)
Other postemployment benefit expense	37,891	-	-	-	(37,891)
Total Governmental Activities	\$ 97,353,306	14,964,804	21,897,575	2,047,588	(58,443,339)
General Revenues:					
Property Taxes				\$	61,039,776
Road & Bridge Privilege Taxes					1,687,183
In Lieu Tax					861,454
Grants and Contributions not restricted to specific programs					3,874,497
Unrestricted Interest Income					3,058,765
Miscellaneous					3,717,996
Total General Revenues					74,239,671
Changes in Net Position					15,796,332
Net Position - Beginning, as previously reported					77,722,310
Prior period adjustments					(53,865)
Net Position - Beginning, as restated					77,668,445
Net Position - End of year				\$	93,464,777

The notes to the financial statements are an integral part of this statement.



	Major Funds					Total Governmental Funds
	General Fund	General County I & S Fund	American Rescue Fund	\$12M Reunion/ Bozeman HB603 Fund	Other Governmental Funds	
<b>ASSETS</b>						
Cash	\$ 34,845,098	8,430,636	18,709,360	9,708,674	40,641,508	112,335,276
Investments	213,647	-	-	-	-	213,647
Property tax receivable	27,771,614	16,008,765	-	-	18,020,961	61,801,340
Fines receivable (net of allowance for uncollectible, \$1,794,878)	472,444	-	-	-	-	472,444
Intergovernmental receivables	2,331,041	-	-	-	1,361,739	3,692,780
Other receivables	178,410	-	-	-	140,283	318,693
Due from other funds	629,554	202,644	-	-	372,691	1,204,889
Advances to other funds	292,378	-	-	-	84,538	376,916
<b>Total Assets</b>	<b>66,734,186</b>	<b>24,642,045</b>	<b>18,709,360</b>	<b>9,708,674</b>	<b>60,621,720</b>	<b>180,415,985</b>
<b>LIABILITIES</b>						
Liabilities:						
Claims payable	502,516	-	-	-	479,650	982,166
Intergovernmental payables	3,613,613	-	-	-	16,439	3,630,052
Due to other funds	575,335	-	-	-	629,554	1,204,889
Advances from other funds	-	-	-	-	376,916	376,916
Amounts held in custody for others	1,212,213	-	-	-	-	1,212,213
Claims and judgments payable	44,032	-	-	-	-	44,032
Unearned revenue	-	-	18,149,198	-	100,000	18,249,198
<b>Total Liabilities</b>	<b>5,947,709</b>	<b>-</b>	<b>18,149,198</b>	<b>-</b>	<b>1,602,559</b>	<b>25,699,466</b>
<b>DEFERRED INFLOWS OF RESOURCES</b>						
Unavailable revenue - property taxes	27,771,614	16,008,765	-	-	18,020,961	61,801,340
Unavailable revenue - fines	472,444	-	-	-	-	472,444
<b>Total deferred inflows of resources</b>	<b>28,244,058</b>	<b>16,008,765</b>	<b>-</b>	<b>-</b>	<b>18,020,961</b>	<b>62,273,784</b>
<b>Fund Balances:</b>						
Nonspendable:						
Advances	292,378	-	-	-	-	292,378
Restricted for:						
General government	-	-	560,162	-	1,242,572	1,802,734
Public safety	-	-	-	-	5,330,972	5,330,972
Public works	-	-	-	9,708,674	28,296,545	38,005,219
Culture and recreation	-	-	-	-	20,615	20,615
Economic development and assistance	-	-	-	-	4,367,585	4,367,585
Debt service	-	8,633,280	-	-	1,739,911	10,373,191
Unassigned	32,250,041	-	-	-	-	32,250,041
<b>Total Fund Balances</b>	<b>32,542,419</b>	<b>8,633,280</b>	<b>560,162</b>	<b>9,708,674</b>	<b>40,998,200</b>	<b>92,442,735</b>
<b>Total Liabilities, Deferred Inflows and Fund Balances</b>	<b>\$ 66,734,186</b>	<b>24,642,045</b>	<b>18,709,360</b>	<b>9,708,674</b>	<b>60,621,720</b>	<b>180,415,985</b>

The notes to the financial statements are an integral part of this statement.

## MADISON COUNTY

Exhibit 3-1

Reconciliation of Governmental Funds Balance Sheet to the Statement of Net Position  
September 30, 2023

	<u>Amount</u>
Total Fund Balance - Governmental Funds	\$ 92,442,735
Amounts reported for governmental activities in the Statement of Net Position (Exhibit 1) are different because:	
Capital assets are used in governmental activities and are not financial resources and, therefore, are not reported in the funds, net of accumulated depreciation of \$138,290,243.	145,573,431
Other long-term assets are not available to pay for current period expenditures and, therefore, are deferred in the funds.	472,444
Long-term liabilities are not due and payable in the current period and, therefore, are not reported in the funds.	(84,107,126)
Accrued interest payable is not due and payable in the current period and, therefore, is not reported in the funds.	(3,462,797)
Deferred amount on refunding	1,428,735
Pension Obligations:	
Pension obligations are not due and payable in the current period and, therefore, are not reported in the funds	
Net pension liability	(73,699,404)
Deferred inflows and outflows of resources related to pension obligations are applicable to future periods and, therefore, are not reported in the funds.	
Deferred outflows of resources related to pension obligations	15,306,992
Deferred inflows of resources related to pension obligations	(456,342)
Other postemployment benefits:	
Deferred inflows and outflows related to other post employment benefits are applicable to future periods and, therefore, are not reported in the funds.	
Deferred outflows of resources related to other postemployment benefits	140,219
Deferred inflows of resources related to other postemployment benefits	(30,015)
Net OPEB liability	<u>(144,095)</u>
Total Net Position - Governmental Activities	\$ <u><u>93,464,777</u></u>

The notes to the financial statements are an integral part of this statement.

## MADISON COUNTY

Exhibit 4

Statement of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds  
For the Year Ended September 30, 2023

	Major Funds				Other Governmental Funds	Total Governmental Funds
	General Fund	General County I & S Fund	American Rescue Fund	\$12M Reunion/ Bozeman HB603 Fund		
REVENUES						
Property Taxes	\$ 27,552,920	15,883,805	-	-	17,603,051	61,039,776
Road and bridge privilege taxes	-	-	-	-	1,687,183	1,687,183
Licenses, commissions and other revenue	3,006,984	1,376	-	-	164,276	3,172,636
Fines and forfeitures	719,665	-	-	-	40,762	760,427
Intergovernmental revenues	2,991,160	-	2,200,246	12,000,000	10,628,254	27,819,660
Charges for services	9,763,508	-	-	-	1,262,330	11,025,838
Interest income	1,267,737	232,975	534,653	-	1,023,400	3,058,765
Miscellaneous revenues	3,145,111	-	-	-	322,032	3,467,143
In Lieu Tax	-	-	-	-	861,454	861,454
Total Revenues	48,447,085	16,118,156	2,734,899	12,000,000	33,592,742	112,892,882
EXPENDITURES						
Current:						
General government	25,821,573	-	2,200,244	-	1,442,397	29,464,214
Public safety	18,652,088	-	-	-	5,786,097	24,438,185
Public works	710,100	-	-	2,291,326	28,673,221	31,674,647
Health and welfare	1,429,519	-	-	-	-	1,429,519
Culture and recreation	-	-	-	-	2,419,422	2,419,422
Conservation of natural resources	259,932	-	-	-	-	259,932
Economic development and assistance	487,199	283,924	-	-	3,076,962	3,848,085
Debt Service:						
Principal	335,271	12,463,287	-	-	794,629	13,593,187
Interest	25,045	1,909,169	-	-	101,709	2,035,923
Total Expenditures	47,720,727	14,656,380	2,200,244	2,291,326	42,294,437	109,163,114
Excess of Revenues over (under) Expenditures	726,358	1,461,776	534,655	9,708,674	(8,701,695)	3,729,768
OTHER FINANCING SOURCES (USES)						
Proceeds from sale of capital assets	275,800	-	-	-	226,860	502,660
Long-term capital debt issued	-	-	-	-	10,550,000	10,550,000
Leases issued	446,318	-	-	-	-	446,318
Transfers in	341,043	42,845	-	-	3,328,965	3,712,853
Transfers out	(88,059)	(28,825)	-	-	(3,595,969)	(3,712,853)
Total Other Financing Sources and Uses	975,102	14,020	-	-	10,509,856	11,498,978
Net Changes in Fund Balances	1,701,460	1,475,796	534,655	9,708,674	1,808,161	15,228,746
Fund Balances - Beginning of year	30,840,959	7,157,484	25,507	-	39,190,039	77,213,989
Fund Balances - End of year	\$ 32,542,419	8,633,280	560,162	9,708,674	40,998,200	92,442,735

The notes to the financial statements are an integral part of this statement.

## MADISON COUNTY

Exhibit 4-1

Reconciliation of the Statement of Revenues, Expenditures and Changes in  
Fund Balances of Governmental Funds to the Statement of Activities  
For the Year Ended September 30, 2023

	<u>Amount</u>
Net Changes in Fund Balances - Governmental Funds	\$ 15,228,746
Amounts reported for governmental activities in the Statement of Activities are different because:	
Governmental Funds report capital outlays as expenditures. However, in the Statement of Activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. Thus, the change in net position differs from the change in fund balances by the amount that capital outlays of \$11,619,379 exceeded depreciation of \$5,811,707 in the current period.	5,807,672
In the Statement of Activities, only gains and losses from the sale of capital assets are reported, whereas in the Governmental Funds, proceeds from the sale of capital assets increase financial resources and loss from the sale of capital assets decreases financial resources. Thus, the change in net position differs from the change in the fund balances by the amount of the gain of \$250,853, the loss of \$47,674 and the proceeds from the sale of \$502,660 in the current period.	(299,481)
Fine revenue recognized on the modified accrual basis in the funds during the current year is reduced because prior year recognition would have been required on the Statement of Activities using the full-accrual basis of accounting.	5,903
Debt proceeds provide current financial resources to Governmental Funds, but issuing debt increases long-term liabilities in the Statement of Net Position. Repayment of debt principal is an expenditure in the Governmental Funds, but the repayment reduces long-term liabilities in the Statement of Net Position. Thus, the change in net position differs from the change in fund balances by the amount that debt repayments of \$13,593,187 exceeded debt proceeds of \$10,996,318.	2,596,869
Under the modified accrual basis of accounting used in the Governmental Funds, expenditures are not recognized for transactions that are not normally paid with expendable financial resources. However, in the Statement of Activities, which is presented on the accrual basis, expenses and liabilities are reported regardless of when financial resources are available. In addition, interest on long-term debt is recognized under the modified accrual basis of accounting when due, rather than as it accrues. Thus, the change in net position differs from the change in fund balances by a combination of the following items:	
The amount of current year pension expense	(10,853,736)
The amount of current year pension contributions	3,501,461
The amount of decrease in compensated absences	(91,863)
The amount of increase in accrued interest payable	22,387
The amount of increase in other post employment benefits payable	(9,139)
The increase in deferred outflows on other post employment benefits	(33,763)
The increase in deferred inflows on other post employment benefits	(10,227)
The amortization of:	
Premiums on bonds	431,154
Discount on bonds	(4,028)
Deferred amount on refunding bonds	(495,623)
Change in Net Position of Governmental Activities	<u>\$ 15,796,332</u>

The notes to the financial statements are an integral part of this statement.

MADISON COUNTY  
Statement of Fiduciary Net Position  
September 30, 2023

Exhibit 5

	Custodial Funds
ASSETS	
Cash	\$ 439,408
Total Assets	<u>439,408</u>
LIABILITIES	
Amounts held in custody for others	338,045
Intergovernmental payables	<u>101,363</u>
Total Liabilities	<u>439,408</u>
Net Position	\$ <u><u>-</u></u>

The notes to the financial statements are an integral part of this statement.

MADISON COUNTY  
Statement of Changes in Fiduciary Net Position  
For the Year Ended September 30, 2023

Exhibit 6

	Custodial Funds
	<u>                    </u>
ADDITIONS	
Collections on behalf of individuals	\$ 1,693,155
Assessments of fines for other governments	1,093,946
Tax collections for other governments	<u>4,407,061</u>
Total Additions	<u>7,194,162</u>
DEDUCTIONS	
Payments of collections on behalf of individuals	1,693,155
Payments of assessments of fines to other governments	1,093,946
Payments of tax collections to other governments	<u>4,407,061</u>
Total Deductions	<u>7,194,162</u>
	<u>                    </u>
Net increase(decrease) in fiduciary net position	-
	<u>                    </u>
Net position - beginning	-
	<u>                    </u>
Net position - ending	\$ <u><u>                    </u></u>

The notes to the financial statements are an integral part of this statement.

**MADISON COUNTY**  
**Notes to Financial Statements**  
**For the Year Ended September 30, 2023**

(1) Summary of Significant Accounting Policies.

A. Financial Reporting Entity.

Madison County, Mississippi (the County) is a political subdivision of the State of Mississippi. The County is governed by an elected five-member Board of Supervisors. Accounting principles generally accepted in the United States of America require Madison County to present these financial statements on the primary government and its component units which have significant operational or financial relationships with the County.

Management has chosen to omit from these financial statements the following component units which have significant operational or financial relationships with the County. Accordingly, the financial statements do not include the data of all of the County's component units necessary for reporting in conformity with accounting principles generally accepted in the United States of America.

- |  |   |
|--|---|
| • Lake Lorman Utility District           | • West Madison Utility District                 |
| • Madison County Nursing Home            | • Madison County Library System                 |
| • Farmhaven Fire District                | • South West Madison Fire District              |
| • Kearney Park Fire District             | • Camden Fire District                          |
| • South Madison Fire District            | • Madison County Economic Development Authority |
| • Madison County Citizens Service Agency | • Valley View Fire District                     |

State law pertaining to county government provides for the independent election of county officials. The following elected and appointed officials are all part of the County legal entity and therefore are reported as part of the primary government financial statements.

- Board of Supervisors
- Chancery Clerk
- Circuit Clerk
- Justice Court Clerk
- Purchase Clerk
- Tax Assessor
- Tax Collector
- Sheriff

B. Individual Component Unit Disclosures.

Blended Component Units

Certain component units, although legally separate from the primary government, are nevertheless so intertwined with the primary government that they are, in substance, the same as the primary government. Therefore, these component units are reported as if they are part of the primary government. The following component unit's balances and transactions are blended with the balances and transactions of the primary government.

The Lost Rabbit Urban Renewal District is a legally separate entity, authorized under Mississippi Urban Renewal Law, Sections 43-35-1 of the Mississippi Code of 1972. Its purpose is to provide financing for infrastructure in the Lost Rabbit Subdivision.

**MADISON COUNTY**  
**Notes to Financial Statements**  
**For the Year Ended September 30, 2023**

C. Basis of Presentation.

The County's basic financial statements consist of government-wide statements, including a Statement of Net Position and a Statement of Activities, fund financial statements and accompanying note disclosures which provide a detailed level of financial information.

Government-wide Financial Statements:

The Statement of Net Position and Statement of Activities display information concerning the County as a whole. The statements include all nonfiduciary activities of the primary government. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities are generally financed through taxes, intergovernmental revenues and other nonexchange revenues.

The Statement of Net Position presents the financial condition of the governmental activities of the County at year-end. The Government-wide Statement of Activities presents a comparison between direct expenses and program revenues for each function or program of the County's governmental activities. Direct expenses are those that are specifically associated with a service, program or department and therefore, are clearly identifiable to a particular function. Program revenues include charges paid by the recipient of the goods or services offered by the program and grants and contributions that are restricted to meeting the operational or capital requirements of a particular program. Taxes and other revenues not classified as program revenues are presented as general revenues of the County, with certain limited exceptions. The comparison of direct expenses with program revenues identifies the extent to which each governmental function is self-financing or draws from the general revenues of the County.

Fund Financial Statements:

Fund financial statements of the County are organized into funds, each of which is considered to be separate accounting entities. Each fund is accounted for by providing a separate set of self-balancing accounts that constitute its assets, deferred outflows, liabilities, deferred inflows, fund balances, revenues and expenditures. Funds are organized into governmental and fiduciary, even though the latter are excluded from the government-wide financial statements. Major individual Governmental Funds are reported as separate columns in the fund financial statements. Nonmajor funds are aggregated and presented in a single column as Other Governmental Funds.

D. Measurement Focus and Basis of Accounting.

The Government-wide and Fiduciary Funds financial statements are presented using the economic resources measurement focus and the accrual basis of accounting. Revenues are recognized when earned and expenses are recorded when the liability is incurred or economic asset used, regardless of when the related cash flows take place. Property taxes are recognized as revenue in the year for which they are levied. Shared revenues are recognized when the provider government recognizes the liability to the County. Grants are recognized as revenues as soon as all eligibility requirements have been satisfied.

Governmental financial statements are presented using a current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized in the accounting period when they are both measurable and available to finance operations during



**MADISON COUNTY**  
**Notes to Financial Statements**  
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the year or to liquidate liabilities existing at the end of the year. Available means collected in the current period or within 60 days after year end to liquidate liabilities existing at the end of the year. Measurable means knowing or being able to reasonably estimate the amount. Expenditures are recognized in the accounting period when the related fund liabilities are incurred. Debt service expenditures and expenditures related to compensated absences and claims and judgments, are recognized only when payment is due. Property taxes, state appropriations and federal awards are all considered to be susceptible to accrual and have been recognized as revenues of the current fiscal period.

The County reports the following major Governmental Funds:

General Fund - This fund is used to account for and report all financial resources not accounted for and reported in another fund.

General County I & S Fund – This fund is used to account for monies from specific revenue sources that are restricted for repayment of general obligation debt.

American Rescue Fund – This fund is used to account for federal monies received from the American Rescue Plan to address issues resulting from COVID 19.

\$12M Reunion/Bozeman HB603 Fund – This fund is used to account for monies from specific revenue sources that are restricted for infrastructure expansion and improvement of roadways.

Additionally, the County reports the following fund types:

**GOVERNMENTAL FUND TYPES**

Special Revenue Funds - These funds are used to account for and report the proceeds of specific revenue sources that are restricted or committed to expenditure for specified purposes other than debt service or capital projects.

Debt Service Funds - These funds are used to account for and report financial resources that are restricted, committed, or assigned to expenditure for principal and interest.

Capital Projects Funds - These funds are used to account for and report financial resources that are restricted, committed, or assigned to expenditure for capital outlays, including the acquisition or construction of capital facilities and other capital assets.

**FIDUCIARY FUND TYPE**

Custodial Funds - Custodial Funds are used to report fiduciary activities that are not held in a trust or equivalent arrangement that meets specific criteria.

**E. Account Classifications.**

The account classifications used in the financial statements conform to the broad classifications recommended in *Governmental Accounting, Auditing and Financial Reporting* as issued in 2012 by the Government Finance Officers Association.

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F. Deposits and Investments.

State law authorizes the County to invest in interest bearing time certificates of deposit for periods of fourteen days to one year with depositories and in obligations of the U.S. Treasury, State of Mississippi, or any county, municipality or school district of this state. Further, the County may invest in certain repurchase agreements.

Cash includes cash on hand, demand deposits, and all certificates of deposit and cash equivalents, which are short-term highly liquid investments that are readily convertible to cash (generally three months or less). Investments in governmental securities are stated at fair value.

G. Receivables.

Receivables are reported net of allowances for uncollectible accounts, where applicable.

H. Interfund Transactions and Balances.

Transactions between funds that are representative of short-term lending/borrowing arrangements and transactions that have not resulted in the actual transfer of cash at the end of the fiscal year are referred to as "due to/from other funds." Noncurrent portions of inter-fund receivables and payables are reported as "advances to/from other funds." Advances between funds, as reported in the fund financial statements, are offset by a nonspendable fund balance account in the General Fund, if applicable, to indicate that they are not available for appropriation and are not expendable available financial resources. However, this is not applicable to advances reported in other governmental funds, which are reported, by definition, as restricted, committed, or assigned. Inter-fund receivables and payables between funds within governmental activities are eliminated in the Statement of Net Position.

I. Capital Assets.

Capital acquisition and construction are reflected as expenditures in Governmental Fund statements and the related assets are reported as capital assets in the (applicable) governmental activities column in the government-wide financial statements. All purchased capital assets are stated at historical cost where records are available and at an estimated historical cost where no records exist. Capital assets include significant amounts of infrastructure, which have been valued at estimated historical cost. The estimated historical cost was based on replacement cost multiplied by the consumer price index implicit price deflator for the year of acquisition. The extent to which capital assets, other than infrastructure, costs have been estimated and the methods of estimation are not readily available. Donated capital assets are recorded at estimated fair market value at the time of donation. The costs of normal maintenance and repairs that do not add to the value of assets or materially extend their respective lives are not capitalized; however, improvements are capitalized. Interest expenditures are not capitalized on capital assets.

Capitalization thresholds (dollar value above which asset acquisitions are added to the capital asset accounts) and estimated useful lives are used to report capital assets in the government-wide statements. Depreciation is calculated on the straight-line basis for all assets, except land. A full year's depreciation expense is taken for all purchases and sales of capital assets during the year. The following schedule details those thresholds and estimated useful lives:

**MADISON COUNTY**  
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	Capitalization Thresholds	Estimated Useful Life
Land	\$ 0	N/A
Infrastructure	0	20-50 years
Buildings	50,000	40 years
Improvements other than buildings	25,000	20 years
Mobile equipment	5,000	5-10 years
Furniture and equipment	5,000	3-7 years
Intangible assets	*	*

\* Intangible assets for the County represent right-to-use leased assets and are capitalized as a group for reporting purposes. The estimated useful life is the term of the lease agreement. There is no mandated maximum amortization period. Intangible assets with indefinite useful lives should not be amortized.

The term “depreciation” includes the amortization of intangible assets.

J. Deferred Outflows/Inflows of Resources.

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then.

Deferred outflows related to pensions – This amount represents the County’s proportionate share of the deferred outflows of resources reported by the pension plan in which the County participates. See Note 11 for additional details.

Deferred outflows related to OPEB – This amount represents the County’s proportionate share of the deferred outflows of resources reported by the OPEB plan in which the County participates. See Note 10 for additional details.

Deferred amount on refunding – For current refundings and advance refundings resulting in defeasance of debt reported by governmental activities, the difference between the reacquisition price and the net carrying amount of the old debt is reported as a deferred outflow of resources or deferred inflow of resources and recognized as a component of interest expense in a systematic and rational manner over the remaining life of the old debt or the life of the new debt, whichever is shorter.

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time.

Deferred revenues – property taxes/unavailable revenue – property taxes – Deferred inflows of resources should be reported when resources associated with imposed nonexchange revenue transactions are received or reported as a receivable before the period for which property taxes are levied.

**MADISON COUNTY**  
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Deferred inflows related to pensions – This amount represents the County’s proportionate share of the deferred inflows of resources reported by the pension plan in which the County participates. See Note 11 for additional details.

Deferred inflows related to OPEB - This amount represents the County’s deferred inflows of resources reported by the OPEB plan in which the County participates. See Note 10 for additional details.

Unavailable revenue – fines – When an asset is recorded in the governmental fund financial statements but the revenue is not available, the government should report a deferred inflow of resources until such time as the revenue becomes available.

K. Leases.

The Governmental Accounting Standards Board (GASB) issued Statement No. 87, *Leases* (GASB 87), to establish a single leasing model for accounting and reporting purposes. This guidance is intended to enhance the accountability, consistency and comparability of lease activities reported by governments. GASB 87 was implemented during the fiscal year 2022.

The County uses the Federal Prime Borrowing Rate in effect at the date of the lease inception to calculate the present value of lease payments when the rate implicit in the lease is not known.. See Note 7 for details.

L. Subscription-Based Information Technology Arrangements.

The Governmental Accounts Standards Board (GASB) issued Statement No.96, Subscription-Based Information Technology Arrangements (SBITAs) (GASB 96) to establish uniform accounting and financial reporting requirements for SBITAs, to improve comparability of financial statements among governments that have entered into SBITAs, and to enhance understandability, relatability, relevance and consistency of information about SBITAs. The County did not have any reportable SBITAs for 2023.

M. Long-term Liabilities.

Long-term liabilities are the unmatured principal of bonds, loans, notes or other forms of noncurrent or long-term general obligation indebtedness. Long-term liabilities are not limited to liabilities from debt issuances, but may also include liabilities on financed purchases and other commitments.

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the governmental activities Statement of Net Position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the straight-line method. Bonds payable are reported net of the applicable bond premium or discount.

In the fund financial statements, Governmental Fund Types recognize bond premiums and discounts during the current period. The face amount of the debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

**MADISON COUNTY**  
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**N. Pensions.**

For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Public Employees' Retirement System of Mississippi (PERS) and additions to/deductions from PERS' fiduciary net position have been determined on the same basis as they are reported by PERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

**O. Other Postemployment Benefits.**

**Plan Description**

The Madison County Board of Supervisors administers the County's health insurance plan, which is authorized by Sections 25-15-101, Miss. Code Ann. (1972). The County's health insurance plan may be amended by the Madison County Board of Supervisors. The County self-funds the health benefit coverage provided through the County's health insurance plan, with stop-loss coverage purchased from a commercial insurance company. Since retirees may obtain health insurance by participating in a group with active employees and consequently receive a health insurance premium rate differential, the County has a postemployment healthcare benefit reportable under GASB Statement 75 as a single employer defined benefit health care plan. The County does not issue a publicly available financial report for the Plan.

**P. Compensated Absences.**

The County has adopted a policy of compensation for accumulated unpaid employee personal leave. No payment is authorized for accrued major medical leave. Accounting principles generally accepted in the United States of America require accrual of accumulated unpaid employee benefits as long-term liabilities in the government-wide financial statements. In fund financial statements, Governmental Funds report the compensated absence liability payable only if the payable has matured, for example, an employee resigns or retires.

**Q. Equity Classifications.**

**Government-wide Financial Statements:**

Equity is classified as Net Position and displayed in three components:

Net investment in capital assets - Consists of capital assets including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, notes or other borrowings attributable to the acquisition, construction or improvement of those assets.

Restricted net position - Consists of net position with constraints placed on the use either by external groups such as creditors, grantors, contributors, or laws and regulations of other governments; or law through constitutional provisions or enabling legislation.

Unrestricted net position - All other net position not meeting the definition of "restricted" or "net investment in capital assets."

**MADISON COUNTY**  
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**Net Position Flow Assumption:**

When an expense is incurred for purposes for which both restricted and unrestricted (committed, assigned or unassigned) resources are available, it is the County's general policy to use restricted resources first. When expenses are incurred for purposes for which unrestricted (committed, assigned, and unassigned) resources are available, and amounts in any of these unrestricted classifications could be used, it is the County's general policy to spend committed resources first, followed by assigned amounts, and then unassigned amounts.

**Fund Financial Statements:**

Fund balances for governmental funds are reported in classifications that comprise a hierarchy based primarily on the extent to which the government is bound to honor constraints on the specific purposes for which amounts in those funds can be spent.

Governmental fund balance is classified as nonspendable, restricted, committed, assigned or unassigned. The following are descriptions of fund classifications used by the County:

*Nonspendable fund balance* includes amounts that cannot be spent. This includes amounts that are either not in a spendable form (inventories, prepaid amounts, long-term portion of loans/notes receivable, or property held for resale unless the proceeds from the collection of those receivables or from the sale of those properties are restricted, committed or assigned) or amounts that are legally or contractually required to be maintained intact, such as a principal balance of a permanent fund.

*Restricted fund balance* includes amounts that have constraints placed upon the use of the resources by an external party or imposed by law through either a constitutional provision or enabling legislation.

*Unassigned fund balance* is the residual classification for the General Fund. This classification represents fund balance that has not been assigned to other funds and that has not been restricted, committed or assigned to specific purposes within the General Fund. The General Fund should be the only fund that reports a positive unassigned fund balance amount. In other governmental funds if expenditures incurred for specific purposes exceeded the amounts restricted, committed or assigned to those purposes, it may be necessary to report a negative unassigned fund balance.

**Fund Balance Flow Assumption:**

When an expenditure is incurred for purposes for which both restricted and unrestricted (committed, assigned or unassigned) resources are available, it is the County's general policy to use restricted resources first. When expenditures are incurred for purposes for which unrestricted (committed, assigned and unassigned) resources are available, and amounts in any of these unrestricted classifications could be used, it is the County's general policy to spend committed resources first, followed by assigned amounts, and then unassigned amounts.

**R. Property Tax Revenues.**

Numerous statutes exist under which the Board of Supervisors may levy property taxes. The selection of authorities is made based on the objectives and responsibilities of the County.

**MADISON COUNTY**  
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Restrictions associated with property tax levies vary with the statutory authority. The amount of increase in certain property taxes is limited by state law. Generally, this restriction provides that these tax levies shall produce no more than 110% of the amount, which resulted from the assessments of the previous year.

The Board of Supervisors, each year at a meeting in September, levies property taxes for the ensuing fiscal year which begins on October 1. Real property taxes become a lien on January 1 of the current year, and personal property taxes become a lien on March 1 of the current year. Taxes on both real and personal property, however, are due on or before February 1 of the next succeeding year. Taxes on motor vehicles and mobile homes become a lien and are due in the month that coincides with the month of original purchase.

Accounting principles generally accepted in the United States of America require property taxes to be recognized at the levy date if measurable and available. All property taxes are recognized as revenue in the year for which they are levied. Motor vehicle and mobile home taxes do not meet the measurability and collectability criteria for property tax recognition because the lien and due date cannot be established until the date of original purchase occurs.

S. Intergovernmental Revenues in Governmental Funds.

Intergovernmental revenues, consisting of grants, entitlements and shared revenues, are usually recorded in Governmental Funds when measurable and available. However, the "available" criterion applies for certain federal grants and shared revenues when the expenditure is made because expenditure is the prime factor for determining eligibility. Similarly, if cost sharing or matching requirements exist, revenue recognition depends on compliance with these requirements.

T. Changes in Accounting Standards.

GASB 96, *Subscription-Based Information Technology Arrangements*, was implemented during the 2023 fiscal year. Prior to the issuance of this statement there was no accounting or financial reporting guidance specifically for SBITAs. The purposes of the standard is to establish uniform accounting and financial reporting requirements for SBITAs, to improve comparability of financial statements among governments that have entered into SBITAs, and to enhance understandability, relatability, relevance, and consistency of information about SBITAs.

(2) Prior Period Adjustments

A summary of significant net position/fund balance adjustments is as follows:

Exhibit 2 Statement of Activities - Governmental Activities

<u>Explanation</u>	<u>Amount</u>
Capital asset error correction	<u>(53,865)</u>
Total prior period adjustment	<u>\$ (53,865)</u>

**MADISON COUNTY**  
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(3) Deposits and Investments.

Deposits:

The carrying amount of the County's total deposits with financial institutions at September 30, 2023, was \$112,774,684, and the bank balance was \$131,187,199. The collateral for public entities' deposits in financial institutions is held in the name of the State Treasurer under a program established by the Mississippi State Legislature and is governed by *Section 27-105-5, Mississippi Code of 1972 Annotated*. Under this program, the entity's funds are protected through a collateral pool administered by the State Treasurer. Financial institutions holding deposits of public funds must pledge securities as collateral against those deposits. In the event of failure of a financial institution, securities pledged by that institution would be liquidated by the State Treasurer to replace the public deposits not covered by the Federal Deposit Insurance Corporation (FDIC).

**Custodial Credit Risk - Deposits.** Custodial credit risk is the risk that in the event of the failure of a financial institution, the County will not be able to recover deposits or collateral securities that are in the possession of an outside party. The County's policy to manage custodial credit risk utilizes a multiple financial institution pool. Deposits are limited to FDIC coverage and placed in multiple financial institutions by the financial institution of the County. The financial institution of the County monitors these accounts to insure that deposits and subsequent interest do not exceed FDIC coverage. In the event any funds exceed the FDIC coverage limitations, the Mississippi State Treasurer manages that risk on behalf of the County.

Investments:

Investments balances at September 30, 2023, are as follows:

Investment Type	Maturity	Fair Value		Rating
		Level	Fair Value	
Full Faith & Credit Bonds	10+ years	1	\$ 27,398	AA+/Aaa
U S Treasury Note	1-5 years	1	48,399	AA+/Aaa
Taxable Municipal Bonds	1-5 years	1	47,072	AA insured (A underlying)
Full Faith & Credit Bonds	6-10 years	1	32,541	AA+/Aaa
Mortgage Backed Securities	6-10 years	1	17,058	AA+/Aaa
Full Faith & Credit Bonds	6-10 years	2	41,179	AA+/Aaa
Total			<u>\$ 213,647</u>	

**Interest Rate Risk.** The County does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates. However, Section 19-9-29, Miss. Code Ann.(1972), limits the maturity period of any investment to no more than one year.

**Credit Risk.** State law limits investments to those authorized by Sections 19-9-29 and 91-13-8, Miss. Code Ann.(1972). The county does not have a formal investment policy that would further limit its investments choices or one that addresses credit risk.

**Custodial Credit Risk - Investments.** Custodial credit risk is the risk that in the event of the failure of the counterparty, the County will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The county does not have a formal policy for custodial credit risk.



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The County categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

(4) Interfund Transactions and Balances.

The following is a summary of interfund balances at September 30, 2023:

A. Due From/To Other Funds:

Receivable Fund	Payable Fund	Amount
General Fund	Other Governmental Funds	\$ 629,554
General County I&S Fund	General Fund	202,644
Other Governmental Funds	General Fund	372,691
Total		<u>\$ 1,204,889</u>

The receivables represent the tax revenue collected but not settled until October, 2023, borrowings to alleviate funding shortage until grant monies are received and to cover negative cash balances. All interfund balances are expected to be repaid within one year from the date of the financial statements.

B. Advances from/to Other Funds:

Receivable Fund	Payable Fund	Amount
General Fund	Other Governmental Funds	\$ 292,378
Other Governmental Funds	Other Governmental Funds	84,538
Total		<u>\$ 376,916</u>

The balances represent monies advance to various funds to alleviate funding shortages and error corrections. Interfund balances are not expected to be repaid within one year from the date of the financial statements.

C. Transfers In/Out:

Transfer In	Transfer Out	Amount
General Fund	Other Governmental Funds	\$ 341,043
General County I&S Fund	Other Governmental Funds	42,845
Other Governmental Funds	General Fund	88,059
Other Governmental Funds	General County I&S Fund	28,825
Other Governmental Funds	Other Governmental Funds	3,212,081
Total		<u>\$ 3,712,853</u>

The principal purpose of interfund transfers was to provide funds to cover operating expenses, to fund construction projects and to cover debt service payments, and error corrections. All interfund transfers were routine and consistent with the activities of the fund making the transfer.

**MADISON COUNTY**  
**Notes to Financial Statements**  
**For the Year Ended September 30, 2023**

(5) Intergovernmental Receivables.

Intergovernmental receivables at September 30, 2023, consisted of the following:

Description	Amount
<b>Governmental Activities:</b>	
Legislative tax credit	\$ 1,851,521
Highway Planning and Construction	1,144,882
Housing prisoners	342,596
Motor vehicle license	95,923
Adult Drug Court	50,676
Juvenile Drug Court	46,058
Motor vehicle fuel tax	38,429
Substance Abuse and Mental Health Services	24,077
Family Drug Court	21,732
Reimbursement welfare	20,636
Edward Byrne memorial justice assistance grant	20,374
Youth Court	17,000
Comprehensive Opioid, Stimulant, and Other Substances	6,537
Treatment Court Discretionary Grant Program	6,223
Liquor privilege license	2,475
Oil severance tax	1,488
Timber severance tax	1,263
National Priority Safety Programs	890
Total Governmental Activities	\$ 3,692,780

(6) Capital Assets.

The following is a summary of capital assets activity for the year ended September 30, 2023:

	Balance Oct. 1, 2022	Additions	Deletions	Adjustments*	Balance Sept. 30, 2023
<b>Non Depreciable Capital Assets</b>					
Land	\$ 3,107,918	-	-	-	3,107,918
Construction in progress	18,215,061	9,860,441	-	(10,402,665)	17,672,837
<b>Total Non Depreciable Capital Assets</b>	<b>21,322,979</b>	<b>9,860,441</b>	<b>-</b>	<b>(10,402,665)</b>	<b>20,780,755</b>
<b>Depreciable Capital Assets</b>					
Infrastructure	177,039,836	-	-	7,645,361	184,685,197
Buildings	45,435,473	-	-	-	45,435,473
Improvements other than buildings	5,321,062	-	-	2,703,439	8,024,501
Mobile equipment	19,396,521	1,112,686	1,695,882	-	18,813,325
Furniture and equipment	5,466,334	199,934	193,883	-	5,472,385
Intangible right to use assets					
Buildings	131,447	399,150	-	-	530,597
Equipment	107,505	47,168	33,232	-	121,441
<b>Total depreciable capital assets</b>	<b>252,898,178</b>	<b>1,758,938</b>	<b>1,922,997</b>	<b>10,348,800</b>	<b>263,082,919</b>
<b>Less accumulated depreciation for:</b>					
Infrastructure	95,949,158	2,641,832	-	-	98,590,990
Buildings	20,877,814	954,675	-	-	21,832,489
Improvements other than buildings	2,038,059	293,086	-	-	2,331,145
Mobile equipment	11,408,785	1,544,528	1,407,200	-	11,546,113
Furniture and equipment	3,698,483	316,532	183,084	-	3,831,931
Intangible right to use assets					
Buildings	37,103	43,141	-	-	80,244
Equipment	92,650	17,913	33,232	-	77,331
<b>Total Accumulated Depreciation</b>	<b>134,102,052</b>	<b>5,811,707</b>	<b>1,623,516</b>	<b>-</b>	<b>138,290,243</b>
<b>Total Depreciable Capital Assets - Net</b>	<b>118,796,126</b>	<b>(4,052,769)</b>	<b>299,481</b>	<b>10,348,800</b>	<b>124,792,676</b>
<b>Gov. Activities Cap. Assets-Net</b>	<b>\$ 140,119,105</b>	<b>5,807,672</b>	<b>299,481</b>	<b>(53,865)</b>	<b>145,573,431</b>
Total capital assets, net, excluding intangible right to use assets					\$ 145,078,968
Intangible right to use assets, net					494,463
Total capital assets, net, as reported in the statement of net position					\$ 145,573,431

**MADISON COUNTY**  
**Notes to Financial Statements**  
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\*Adjustments are to move completed construction in progress projects to infrastructure and correct prior year errors.

Depreciation expense was charged to the following functions:

Governmental activities:	Amount
General government	\$ 570,255
Public safety	1,665,241
Public works	3,252,078
Health and welfare	25,862
Culture and recreation	8,817
Economic development	289,454
Total governmental activities depreciation expense	<u>\$ 5,811,707</u>

Commitments with respect to unfinished capital projects at September 30, 2023, consisted of the following:

Description of Commitment	Remaining Financial Commitment	Expected Date of Completion
Various Road and Bridge Construction Projects	To be determined	Various Dates

(7) Intangible Right-to-Use Leases.

The County is a lessee for various non-cancellable leases of buildings and equipment. For lease that have a maximum possible term of 12 months or less at commencement, the County recognizes expense based on the provisions of the lease contract. For all other leases, other than short term, the County recognized a lease and an intangible right-to-use lease asset.

At lease commencement, the County initially measures the lease liability at the present value of payments expected to be made during the lease term. Subsequently, the lease liability is reduced by the principal portion of lease payments made. The lease asset is initially measured as the initial amount of the lease liability, plus lease payments made at or before the lease commencement date, plus any initial direct costs ancillary to placing the underlying asset into service, less any lease incentives received at or before the lease commencement date. Subsequently, the lease asset is amortized (depreciation and amortization expense, lease expense, etc.) on a straight-line basis over the shorter of the lease term or the useful life of the underlying asset.

The County generally uses the Federal Prime Borrowing Rate as lease inception as the discount rate for leases unless the rate that the lessor charges is known.

The lease term includes the non-cancellable period of the lease plus any additional periods covered by either a county or lessor option to extend for which it is reasonably certain to be exercised or terminate for which is a reasonably certain to not be exercised. Periods in which both the county and the lessor have a unilateral option to terminate (or if both parties have agreed to extend) are excluded from the lease term.

The County, acting as lessee, has entered into various leases of equipment of which the details, including the lease terms, are described in the schedule below. For these leases, the County has recognized an intangible right to use asset. These leases are initially measured at the present value of payments

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expected to be made. The discount rates used for these leases were the Federal Prime Borrowing Rate at lease inception.

As Lessee:

Lease Assets	Balance			Balance
	Oct. 1, 2022	Additions	Amortization	Sept. 30, 2023
Buildings	94,344	399,150	43,141	450,353
Equipment	14,855	47,168	17,913	44,110
Total	109,199	446,318	61,054	494,463

Lease Liabilities	Balance			Balance
	Oct. 1, 2022	Additions	Principal Payments	Sept. 30, 2023
Buildings	105,741	399,150	150,907	353,984
Equipment	40,216	47,168	26,341	61,043
Total	145,957	446,318	177,248	415,027

See Note 6 for further details regarding intangible right-to-use assets, which represents leased assets.

Madison County has entered into several lease agreements with lessors for the lease of the following listed items. The leases stipulate that the lessee would pay various amounts, as shown in the following schedule per monthly lease payments commencing on various date terms.

Description	Discount		Issue Date	Maturity Date	Monthly Payment	Amount	
	Rate	Term				Outstanding	
Buildings	4.00%	Various	Various	Various	12,971	\$	353,984
Copiers	4.00%	Various	Various	Various	2,154		61,043

The following is a schedule by years of the total payments due as of September 30, 2023:

Year ending September 30:	Governmental Activities	
	Principal	Interest
2024	\$ 181,493	15,142
2025	171,931	6,429
2026	32,509	38,378
2027	22,583	838
2028	6,511	179
Total	\$ 415,027	60,966

(8) Claims and Judgments.

Risk Financing.

The County finances its exposure to risk of loss related to workers' compensation for injuries to its employees through the Mississippi Public Entity Workers' Compensation Trust, a public entity risk pool. The County pays premiums to the pool for its workers' compensation insurance coverage, and the participation agreement provides that the pool will be self-sustaining through member premiums. The

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retention for the pool is \$1,000,000 for each accident and completely covers statutory limits set by the Workers' Compensation Commission. Risk of loss is remote for claims exceeding the pool's retention liability. However, the pool also has catastrophic reinsurance coverage for statutory limits above the pool's retention, provided by Safety National Casualty Corporation, effective from January 1, 2023, to January 1, 2024. The pool may make an overall supplemental assessment or declare a refund depending on the loss experience of all the entities it insures.

The County finances its exposure to risk of loss relating to employee health and accident coverage. Beginning in 1997 and pursuant to Section 25-15-101, Miss. Code Ann.(1972), the County established a risk management fund to account for and finance its uninsured risk of loss. The Madison County Board of

Supervisors has extended coverage to the employees of Madison County Economic Development Authority (MCEDA), Madison County Soil and Water Conservation District (MCSWD) and the Madison County Citizens Services Agency (MCCSA).

Under the plan, premiums payable to the risk management fund are based on historical cost estimates. Each participating entity pays a premium on a single coverage policy for respective employees. Employees pay an additional individual premium, and if electing dependent coverage, pay any additional premium through payroll deduction.

The County has uninsured risk retention for all participating, to the extent that actual claims submitted exceed the predetermined premium. To minimize this potential risk, the County has purchased reinsurance which functions as stop-loss coverage. This coverage is purchased from an outside commercial carrier. For the current fiscal year, there is an aggregate specific deductible of \$90,000, as well as an individual specific deductible of \$100,000. The County must meet an overall deductible of \$90,000 as well as meeting the individual deductible of \$100,000 in claims paid.

Claims expenditures and liabilities are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. Liabilities include an amount for claims that have been incurred but not reported (IBNRs). At September 30, 2023 the amount of these liabilities was \$44,032. An analysis of claims activities is presented below.

	Beginning of Fiscal Year Liability	Current year Claims and Changes in Estimates	Claim Payments	Balance at Fiscal Year End
2021-2022	\$ 253,776	5,423,405	5,627,169	50,012
2022-2023	\$ 50,012	5,493,313	5,499,293	44,032

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(9) Long-term Debt.

Debt outstanding as of September 30, 2023, consisted of the following:

Description and Purpose	Amount Outstanding	Interest Rate	Final Maturity Date
<b>Governmental Activities:</b>			
A. General Obligation Bonds:			
MS Development Bank Special Obligation Refunding Bonds, Series 2009	\$ 205,000	1.50/4.00%	05/2024
G.O. Refunding, Series 2011 (Jail)	840,000	2.00/3.25%	06/2024
Road and Bridge Refunding, Series 2012	3,105,000	2.00/3.00%	05/2026
G.O. Road & Bridge Refunding Bond Series 2014	7,550,000	2.00/4.00%	05/2027
Road and Bridge Refunding, Series 2014	3,180,000	3.50/4.50%	11/2029
G.O. Refunding Bonds, Series 2014	5,020,000	.78-3.34%	06/2026
G.O. Nissan Refunding Bonds, Series 2006	6,895,000	3.00/4.00%	03/2028
G. O. Road and Bridge Refunding, Series 2017	6,075,000	2.12/3.00%	10/2037
G.O. Public Improvement Bond Series 2020	7,430,000	2.00/2.25%	01/2040
Taxable GO Refunding Bonds, Series 2021A	5,475,000	1.15%	11/2029
Taxable GO Bonds, Series 2020C	8,750,000	1.50/2.125%	09/2041
Total General Obligation Bonds:	\$ <u>54,525,000</u>		
B. Limited Obligation Bonds:			
Taxable Tax Increment Limited Obligation Bonds Series 2015(Galleria Parkway Project)	\$ 867,900	5.37%	04/2035
Urban Renewal Revenue Bond (Lost Rabbit)	4,290,000	7.88%	09/2039
Total Limited Obligation Bonds	\$ <u>5,157,900</u>		
C. Financed Purchases:			
Caterpillar Motor Grader	\$ 57,255	2.86%	04/2024
Tractors, bushogs and mowers	470,389	1.19%	07/2025
2022 Excavator	396,510	1.98%	02/2027
Total Equipment Notes	\$ <u>924,154</u>		
D. Other Loans:			
G. O. Note, Series 2019	\$ 2,280,000	1.99%	06/2025
G. O. Note, Series 2020	2,000,000	1.10%	10/2025
G. O. Note, Series 2021	3,596,925	1.05%	10/2025
G. O. Note, Series 2022	5,250,000	3.82%	11/2027
Industrial development capital improvement (CAP)	346,856	3.00%	12/2028
Valley View Fire Station	400,811	2.00%	02/2034
South Madison Fire Station	583,878	2.00%	08/2038
Promissory Note, Series 2023	5,300,000	4.16%	08/2038
Total Other Loans	\$ <u>19,758,470</u>		

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Pledge of Future Revenues – The County has pledged future general county tax revenues to repay \$5,235,000 in limited obligation infrastructure acquisition revenue bonds issued on August 22, 2014. Proceeds from the bonds provided financing for the acquisition of land improvements within the Lost Rabbit Urban Renewal District. The bonds are not a general obligation of the County and therefore, are not secured by the full faith and credit of the County. The bonds are payable solely from income derived from general fund tax revenues collected from parcels of land located within the boundaries of the Lost Rabbit Urban Renewal District and income received from property fees assessed to land owners within the district and payable through 2039. Annual principal and interest payments on the bonds are expected to require 100% of net revenues. The total principal and interest remaining to be paid on the bonds is \$10,845,936. Principal and interest paid for the current year was \$235,000.

The County has pledged future general county tax revenues to repay \$1,500,000 in limited obligation recreational facility construction revenue bonds issued on March 21, 2013. Proceeds from the bonds provided financing for the construction of a recreational facility within the Sulphur Springs Lake Project Urban Renewal Plan. The bonds are not a general obligation of the County and therefore, are not secured by the full faith and credit of the county. The bonds are payable solely from income derived from general county tax revenues. The total principal and interest remaining to be paid on the bonds is \$0. Principal and interest paid for the current year was \$167,063.

The County has pledged 50% of the future incremental tax revenues from various funds to repay \$1,135,000 in taxable tax increment limited obligation refunding bonds issued on February 25, 2015. Proceeds from the bond provided financing for the refunding of the 2011 Taxable Increment Financing Bonds. The bonds are payable solely from income derived from general county tax revenues collected from parcels of land located within the boundaries of the Galleria Project Tax Increment Financing District. The bonds are not a general obligation of the County and therefore, are not secured by the full faith and credit of the County. The total principal and interest remaining to be paid on the bonds is \$1,332,985. The principal and interest paid for the current year was \$87,808.

Annual debt service requirements to maturity for the following debt reported in the Statement of Net Position are as follows:

**Governmental Activities:**

Year Ended September 30	General Obligation Bonds		Limited Obligation Bonds	
	Principal	Interest	Principal	Interest
2024	\$ 8,779,000	1,423,778	193,200	3,363,260
2025	7,996,000	1,146,910	210,500	389,605
2026	12,932,000	757,159	222,900	374,168
2027	3,305,000	471,468	240,500	357,815
2028	2,478,000	406,136	258,200	340,140
2029-2033	9,150,000	1,496,222	1,602,100	1,386,007
2034-2038	7,065,000	683,438	2,205,500	683,206
2039-2042	2,820,000	77,324	225,000	37,012
Total	\$ 54,525,000	6,462,435	5,157,900	6,931,213

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Year Ended September 30	Financed Purchases		Other Loans	
	Principal	Interest	Principal	Interest
2024	\$ 387,290	15,086	4,791,956	509,727
2025	334,723	8,761	4,798,281	417,391
2026	100,080	4,002	2,669,616	333,111
2027	102,061	2,021	1,488,191	265,129
2028	-	-	1,503,783	209,156
2029-2033	-	-	2,158,810	710,418
2034-2038	-	-	2,347,833	284,078
Total	\$ 924,154	29,870	19,758,470	2,729,010

Legal Debt Margin - The amount of debt, excluding specific exempted debt that can be incurred by the County is limited by state statute. Total outstanding debt during a year can be no greater than 15% of assessed value of the taxable property within the County, according to the then last completed assessment for taxation. However, the limitation is increased to 20% whenever a county issues bonds to repair or replace washed out or collapsed bridges on the public roads of the County. As of September 30, 2023, the amount of outstanding debt was equal to 3.65% of the latest property assessments.

Prior Year Defeasance of Debt – In prior years, the County defeased certain general obligation bonds by placing the proceeds of new bonds in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the County's financial statements. On September 30, 2023, \$4,785,000 of the bonds were considered defeased.

The following is a summary of changes in long-term liabilities and obligations for the year ended September 30, 2023:

	Balance Oct. 1, 2022	Additions	Reductions	Adjustments	Balance Sept.30, 2023	Amount due within one year
<b>Governmental Activities:</b>						
General obligation bonds	\$ 62,988,000	-	8,463,000	-	54,525,000	8,779,000
Less:						
Discounts	(6,634)	-	(4,028)	-	(2,606)	
Add:						
Premiums	2,152,538	-	431,154	-	1,721,384	
Limited obligation bonds	5,598,900	-	441,000	-	5,157,900	193,200
Financed purchases	1,305,232	-	381,078	-	924,154	387,290
Other loans	13,339,331	10,550,000	4,130,861	-	19,758,470	4,791,956
Obligations under leases	145,957	446,318	177,248	-	415,027	181,493
Compensated absences	1,515,934	91,863	-	-	1,607,797	
Total	\$ 87,039,258	11,088,181	14,020,313	-	84,107,126	14,332,939

Compensated absences will be paid from the fund from which the employees' salaries were paid, which are generally the General Fund, Planning and Zoning Fund, E911 Communications Fund, Solid Waste Fund, ¼ Mill Fire District Fund, Road Maintenance Fund and the Bridge and Culvert Fund.



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(10) Other Postemployment Benefits.

Plan Description

The Madison County Board of Supervisors administers the County's health insurance plan, which is authorized by Sections 25-15-101 et seq., Miss. Code Ann.(1972). The County's health insurance plan may be amended by the Madison County Board of Supervisors. The County self-funds the health benefit coverage provided through the County's health insurance plan, with stop-loss coverage purchased from a commercial insurance company. Since retirees may obtain health insurance by participating in a group with active employees and consequently receive a health insurance premium rate differential, the County has a postemployment healthcare benefit reportable under GASB Statement 75 as a single employer defined benefit health care plan. The County does not issue a publicly available financial report for the Plan.

Funding Policy

Employees' premiums are funded by the County with additional funding provided by retired employees and by active employees for spouse and dependent medical coverage. The Plan is financed on a pay-as-you-go basis. The Board of Supervisors, acting in conjunction with the commercial insurance company, has the sole authority for setting health insurance premiums for the County's health insurance plan.

Per Section 25-15-103, Miss. Code Ann.(1972), any retired employee electing to purchase retiree health insurance must pay the full cost of the insurance premium monthly to the County. For the year ended September 30, 2023, retiree premiums range from \$724 to \$1,092 depending on dependent coverage and Medicare eligibility.

Employees covered by benefit terms

At September 30, 2023, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefit payments	3
Inactive employees entitled to but not yet receiving benefit payments	-
Active employees	374
Total	<u>377</u>

Total OPEB Liability

The County's total OPEB liability of \$144,095 was measured as of September 30, 2023, and was determined by an actuarial valuation as of that date.

Actuarial Assumptions and Other Inputs

The total OPEB liability in the September 30, 2023 actuarial valuation was determined using the following actuarial assumptions and other inputs, applied to all periods included in the measurement, unless otherwise specified:

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Inflation	2.40%
Salary increases	2.65% - 17.90% average, including inflation
Discount rate	4.09%
Healthcare cost trend rates	Known increases until calendary year 2024, then general trend of 6.75% decreasing to an ultimate rate of 4.50% by 2032
Retirees' share of benefit-related costs	100% of projected health insurance premiums for retirees

The discount rate used to measure the TOL is a Municipal Bond Index Rate equal to the Bond Buyer 20-year General Obligation Bond index published at the last Thursday of September by the Bond Buyer.

Mortality rates were based on the PubS.H-2010(B) Retiree Table with the following adjustments:  
For males, 95% of male rates from ages 18 to 60 scaled up to 110% from ages 61 to 75 scaled down to 101% from ages 77 to 119.

For females, 84% of the female rates from ages 18 to 72 scaled up to 100% for ages 76 to 119. Mortality rates will be projected generationally using the MP-2020 projection scale to account for future improvements in life expectancy.

The demographic actuarial assumptions used in this report were based on the results of the last actuarial experience study for the Mississippi Public Employees' Retirement System (PERS), dated April 20, 2023.

The remaining actuarial assumptions (e.g., initial per capita costs, health care cost trends, rate of plan participation, rates of plan participation, rates of plan election, etc.) used in this report were based on a review of recent plan experience done concurrently with the September 30, 2022 valuation.

Changes in the Total OPEB Liability

	Total OPEB Liability
Balance at 9/30/22	\$ 134,956
Changes for the year:	
Service cost	3,751
Interest	5,728
Changes of benefit terms	-
Differences between expected and actuarial experience	(17,008)
Changes in assumptions or other inputs	1,430
Benefit payments	15,238
Net changes	9,139
Balance at 9/30/23	\$ 144,095

For the measurement period ended September 30, 2023, there were no benefit changes to be recognized.

Changes of assumptions and other inputs reflect a change in the discount rate from 4.02% in 2022 to 4.09% in 2023.

*Sensitivity of the total OPEB liability to changes in the discount rate.* The following presents the total OPEB liability of the County, as well as what the County's total OPEB liability would be if it were calculated using

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a discount rate that is 1-percentage-point lower or 1-percentage-point higher than the current discount rate:

	1% Decrease (3.09%)	Current Trend Rate (4.09%)	1% Increase (5.09%)
Total OPEB Liability	\$ 158,703	\$ 144,095	\$ 131,129

*Sensitivity of the total OPEB liability to changes in the healthcare cost trend rates.* The following presents the total OPEB liability of the County, as well as what the County's total OPEB liability would be if it were calculated using healthcare cost trend rates that are 1-percentage-point lower or 1-percentage-point higher than the current healthcare cost trend rates:

	1% Decrease	Current Trend Rate	1% Increase
Total OPEB Liability	\$ 130,094	\$ 144,095	\$ 160,148

**OPEB Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB**

For the year ended September 30, 2023, the County recognized OPEB expense of \$37,891. At September 30, 2023, the County reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 137,517	14,169
Changes of assumptions or other inputs	2,702	15,846
Total	\$ 140,219	30,015

Amounts reported as deferred outflows of resources and deferred inflows of resources related to OPEB will be recognized in OPEB expense as follows:

Year ended September 30:	Amount
2024	\$ 28,412
2025	28,412
2026	28,255
2027	27,112
2028	(1,987)
Thereafter	-
	\$ 110,204

(11) Defined Benefit Pension Plan.

*General Information about the Pension Plan*

**Plan Description.** Madison County, Mississippi contributes to the Public Employees' Retirement System of Mississippi (PERS), a cost sharing, multiple-employer, defined benefit pension plan. PERS provides retirement and disability benefits, annual cost-of-living adjustments and death benefits to plan members and beneficiaries. Plan provisions and the Board of Trustees' authority to determine contribution rates

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are established by Mississippi Code of 1972 Annotated Section 25-11-1 et seq. and may be amended only by the State of Mississippi Legislature. PERS issues a publicly available financial report that includes financial statements and required supplementary information. That information may be obtained by writing to Public Employees' Retirement System, PERS Building, 429 Mississippi Street, Jackson, MS 39201-1005 or by calling 1-800-444-PERS.

Benefits Provided. Membership in PERS is a condition of employment granted upon hiring for qualifying employees and officials of the State of Mississippi, state universities, community and junior colleges, and teachers and employees of the public school districts. For those persons employed by political subdivisions and instrumentalities of the State of Mississippi, membership is contingent upon approval of the entity's participation in PERS by the PERS' Board of Trustees. If approved, membership for the entity's employees is a condition of employment and eligibility is granted to those who qualify upon hiring. Participating members who are vested and retire at or after age 60 or those who retire regardless of age with at least 30 years of creditable service (25 years of creditable service for employees who became members of PERS before July 1, 2011) are entitled, upon application, to an annual retirement allowance payable monthly for life in an amount equal to 2.0 percent of their average compensation for each year of creditable service up to and including 30 years (25 years for those who became members of PERS before July 1, 2011), plus 2.5 percent for each additional year of creditable service with an actuarial reduction in the benefit for each year of creditable service below 30 years or the number of years in age that the member is below 65, whichever is less. Average compensation is the average of the employee's earnings during the four highest compensated years of creditable service. Benefits vest upon completion of eight years of membership service (four years of membership service for those who became members of PERS before July 1, 2007). PERS also provides certain death and disability benefits. A Cost-of-Living Adjustment (COLA) payment is made to eligible retirees and beneficiaries. The COLA is equal to 3.0 percent of the annual retirement allowance for each full fiscal year of retirement up to the year in which the retired member reaches age 60 (55 for those who became members of PERS before July 1, 2011), with 3.0 percent compounded for each fiscal year thereafter. Plan provisions are established and may be amended only by the State of Mississippi Legislature.

Contributions. At September 30, 2023, PERS members were required to contribute 9% of their annual covered salary, and the County is required to contribute at an actuarially determined rate. The employer's rate at September 30, 2023 was 17.40% of annual covered payroll. The contribution requirements of PERS members and employers are established and may be amended only by the State of Mississippi Legislature. The County's contributions (employer share only) to PERS for the years ending September 30, 2023, 2022, and 2021, were \$3,501,461, \$3,443,841, and \$3,136,178, respectively, equal to the required contributions for each year.

*Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions*

At September 30, 2023, the County reported a liability of \$73,699,404 for its proportionate share of the net pension liability. The net pension liability was measured as of June 30, 2023, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of that date. The County's proportion of the net pension liability was based on a projection of the County's long-term share of contribution to the pension plan relative to projected contributions of all participating entities, actuarially determined. The County's proportionate share used to calculate the September 30, 2023 net pension liability was .293024 percent, which was based on a measurement date of June 30, 2023. This was a decrease of .001269 percent from its proportionate share used to calculate the September 30, 2022 net pension liability, which was based on a measurement date of June 30, 2022.

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For the year ended September 30, 2023, the County recognized pension expense of \$10,853,736. At September 30, 2023, the County reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 1,844,989	-
Net difference between projected and actual earnings on pension plan investments	2,989,689	-
Changes of assumptions	8,640,380	-
Changes in the proportion and differences between actual contributions and proportionate share of contributions	802,755	456,342
Contributions subsequent to the measurement date	1,029,179	-
	<u>\$ 15,306,992</u>	<u>456,342</u>

\$1,029,179 reported as deferred outflows of resources related to pensions resulting from County contributions subsequent to the measurement date will be recognized as a reduction to the net pension liability in the year ended September 30, 2024. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Year ending September 30:	Amount
2024	\$ 5,489,561
2025	3,032,229
2026	5,277,769
2027	21,912
Total	<u>\$ 13,821,471</u>

Actuarial Assumptions. The total pension liability as of June 30, 2023, was determined by an actuarial valuation prepared as of June 30, 2022, by the new actuarial assumptions adopted by the Board subsequent to the June 30, 2022 valuation based on the experience investigation for the four-year period ending June 30, 2022, and by the investment experience for the fiscal year ending June 30, 2023. The following actuarial assumptions are applied to all periods in the measurement:

Inflation percentage	2.40%
Salary increases, including inflation	2.65 - 17.90%
Investment rate of return	
net of pension plan investment expense, including inflation	7.00%

Mortality rates were for service retirees were based on the PubS.H-2010(B) Retiree Table with the following adjustments: For males, 95% of male rates up to age 60, 110% for ages 61 to 75 and 101% for ages above 77. For females, 84% of female rates up to age 72 and 100% for ages above 76. Mortality rates for disability retirees were based on the PubG.H-2010 Disabled Table adjusted 134% for males and 121% for females. Mortality rates for Contingent Annuitants were based on the PubS.H-2010(B) Contingent Annuitant Table, adjusted 97% for males and 110% for females. Mortality rates will be projected generationally using the MP-2020 projection scale to account for future improvements in life expectancy.

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The actuarial assumptions used for the purposes of determining the total pension liability were based on the results of an actuarial experience study for the four-year period from July 1, 2018, to June 30, 2022. The experience report is dated April 21, 2023.

The long-term expected rate of return on pension plan investments was determined using a lognormal distribution analysis in which best-estimate ranges of expected future real rates of return (expected nominal returns, net of pension plan investment expense and the assumed rate of inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. The most recent target asset allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
Domestic Equity	27.00 %	4.75 %
International Equity	22.00	4.75
Global Equity	12.00	4.95
Fixed Income	20.00	1.75
Real Estate	10.00	3.25
Private Equity	8.00	6.00
Cash Equivalents	1.00	0.25
	<u>100.00 %</u>	

Discount Rate. The discount rate used to measure the total pension liability was 7.00 percent. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rate (9.00 percent) and that employer contributions will be phased in to 22.40 percent over three fiscal years (17.40 percent for FYE 2024, 19.40 percent for FYE 2025, 21.40 percent for FYE 2026, and 22.40 percent for FYE 2027). Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity to the County's Proportionate Share of the Net Pension Liability to Changes in the Discount Rate. The following presents the County's proportionate share of the net pension liability calculated using the discount rate of 7.00 percent, as well as what the County's proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.00 percent) or 1- percentage-point higher (8.00 percent) than the current rate:

	1% Decrease (6.00%)	Discount Rate (7.00%)	1% Increase (8.00%)
Proportionate share of the net pension liability	\$ 95,037,250	73,699,404	56,189,330

Pension Plan Fiduciary Net Position. Detailed information about the pension plan's fiduciary net position is available in the separately issued PERS financial report.

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(12) Deficit Fund Balances of Individual Funds.

The following funds reported deficits in fund balances at September 30, 2023:

Fund	Deficit Amount
MS Election Support Funds	\$ 122,828
South Madison Fire Dist Fund	752
Farmhaven Fire Dist Fund	137
FYE210JJPD-Jur Drug Trmt Crt. Fund	4,603
OJJDP Family Treatment Court Fund	35,948
Juvenile Drug Court Fund	265
SAMHSA Grant Fund	2,942
\$6M MDOT Project Fund	72,452
Mannsdale Turn Lane Fund	119,959
Sulpher Springs NH Grant Fund	8,735
MDA DIP Fastnal Grant Fund	83,291

(13) Contingencies.

Federal Grants - The County has received federal grants for specific purposes that are subject to audit by the grantor agencies. Entitlements to these resources are generally conditional upon compliance with the terms and conditions of grant agreements and applicable federal regulations, including the expenditure of resources for allowable purposes. Any disallowance resulting from a grantor audit may become a liability of the County. No provision for any liability that may result has been recognized in the County's financial statements.

Litigation - The County is party to legal proceedings, many of which occur in the normal course of governmental operations. It is not possible at the present time to estimate ultimate outcome or liability, if any, of the County with respect to the various proceedings. However, the County's legal counsel believes that ultimate liability resulting from these lawsuits will not have a material adverse effect on the financial condition of the County.

Parkway South Public Improvement District – The County entered into a limited agreement with the Parkway South Public Improvement District, pursuant to the "Public Improvement District Act", codified as Section 19-31-1, Miss. Code Ann(1972), as amended. The purpose of the agreement was to construct a parkway financed by a bond issue to be repaid by special assessments to landowners along the parkway.

The agreement provides that, in the event Parkway South fails, for any reason, to levy and/or collect a sufficient amount of special assessments from the owners of land within Parkway South to satisfy debt service payments, the County shall pay the outstanding amount required to satisfy the deficient debt service payment. In the event of a sale of a parcel of land for taxes upon which a special assessment was levied but not collected, the County's reimbursement, plus interest, would come from the tax redemption. Parkway South contractually agreed to reimburse the County no later than two years after the deficiency payment was made. The agreement indicates that the breach of the agreement by Parkway South relieves the County of additional liability for payment of the bonds.

As of September 30, 2023, the County had advanced \$7,612,329 to Parkway South, under the Contribution Agreement. Parkway South has repaid \$6,177,829 to the County, leaving a balance due of \$1,434,500

**MADISON COUNTY**  
**Notes to Financial Statements**  
**For the Year Ended September 30, 2023**

with payments of \$724,400 and \$710,100, due May 1, 2024 and May 1, 2025, respectively.

(14) No Commitment Debt (Not Included in Financial Statements).

No commitment debt is repaid only by the entities for whom the debt was issued and includes debt that either bears the County's name or for which a moral responsibility may exist that is not an enforceable promise to pay. No commitment debt explicitly states the absence of obligation by the County other than possibly an agreement to assist creditors in exercising their rights in the event of default.

Madison County and the Mississippi Transportation Commission (Mississippi Department of Transportation) entered into an Interlocal Cooperative Agreement, dated October 11, 2006 and amended May 8, 2013 which among other things allowed the County to provide funds necessary to the Commission (MDOT) for the construction of a Highway Project. The funds come from the \$88,865,000 Mississippi Development Bank Special Obligation Refunding Bonds, Series 2013C (Madison County, Mississippi Highway Construction Project) dated May 8, 2013. Under the Cooperative Agreement, the Commission (MDOT) agrees to pay to the Trustee amounts sufficient to pay the principal and interest on the Series 2013 Bonds. Nothing in the bonds or any other document executed by the County will obligate the County financially in any way or be a charge against its general credit or taxing powers. The total amount outstanding as of September 30, 2023 is as follows:

Issue	Balance at September 30, 2023
Mississippi Development Bank Bonds, Series 2013C	\$ 40,935,000

(15) Effect of Deferred Amounts on Net Position.

The governmental activities' unrestricted net position amount of (\$41,645,797) includes the effect of deferred inflows/outflows of resources related to pensions. A portion of the deferred outflows of resources related to pensions in the amount of \$1,029,179 resulting from County contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended September 30, 2024. The \$14,277,813 balance of the deferred outflows of resources related to pensions at September 30, 2023, will be recognized in pension expense over the next four years. The \$456,342 balance of the deferred inflows of resources related to pensions at September 30, 2023, will be recognized in pension expense over the next three years.

The governmental activities' unrestricted net position amount of (\$41,645,797) includes the effect of deferring the recognition of expenses resulting from deferred inflows/outflows from other postemployment benefits (OPEB). The \$110,204 net of deferred inflows and outflows of resources related to OPEB, at September 30, 2023, will be recognized as an expense and will decrease the unrestricted net position over the next 5 years.

The governmental activities' net investment in capital assets net position of \$78,757,593 includes the effect of deferring the recognition of expenses resulting from the advance refunding of County debt in the amount of \$1,428,735. The expense will be recognized over future years and will decrease the net investment in capital assets net position.



**MADISON COUNTY**  
**Notes to Financial Statements**  
**For the Year Ended September 30, 2023**

(16) Jointly Governed Organizations.

The County participates in the following jointly governed organizations:

Holmes Community College operates in a district composed of the counties of Attala, Carroll, Choctaw, Grenada, Holmes, Madison, Montgomery, Webster and Yazoo. The Madison County Board of Supervisors appoints two of the 22 members of the college board of trustees. The County appropriated \$4,310,892 for maintenance and support of the college in fiscal year 2023.

Region 8 Mental Health – Mental Retardation Commission operates in a district composed of the counties of Copiah, Madison, Rankin and Simpson. The Madison County Board of Supervisors appoints one of the four members of the board of commissioners. The County appropriated \$110,000 for maintenance and support of the center in fiscal year 2023.

Central Mississippi Planning and Development District operates in a district composed of the counties of Copiah, Hinds, Madison, Rankin, Simpson, Warren and Yazoo. The Madison County Board of Supervisors appoints three of the 33 members of the board of directors. The County appropriated \$15,443 for maintenance and support of the district in fiscal year 2023.

The Madison County Wastewater Authority was organized under House Bill Number 1640 Local and Private Laws of the State of Mississippi, 2001, for the acquisition, construction and operation of user-funded wastewater systems, in order to prevent and control the pollution of the waters of the county. The Madison County Board of Supervisors appoints one of the nine members of the Board of Directors. The County made no appropriation to the Authority in fiscal year 2023.

(17) Tax Abatements.

For the year beginning October 1, 2016, the Governmental Accounting Standards Board (GASB) implemented Statement 77, Tax Abatement Disclosures. This statement requires governmental entities to disclose the reduction in tax revenues resulting from an agreement between one or more governments and an individual or entity in which (a) one or more governments promise to forgo tax revenues to which they are otherwise entitled and (b) the individual or entity promises to take a specific action after the agreement has been entered into that contributes to economic development or otherwise benefits the government or the citizens of those governments.

The Madison County Board of Supervisors negotiates property tax abatements on an individual basis. All abatements are for 10 years and are for economic development purposes. The County had tax abatement agreements with thirty-four entities as of September 30, 2023.

The county had three types of abatements. The payments in lieu of taxes is the only type of abatement that provides for the abatement of school tax levies. None of the types of tax abatements provide for the abatement of state taxes.

Section 27-31-101 through 27-31-117, Miss. Code (Ann.)1972

All allowable property tax levies.

Payments in lieu of taxes

There are 34 companies that have abatements under these statutes.

**MADISON COUNTY**  
**Notes to Financial Statements**  
**For the Year Ended September 30, 2023**

<u>Category</u>	<u>Amount of Taxes Abated During the Fiscal Year</u>
Industrial new enterprise exemption	\$ 196,611
Equipment used in connection with enhanced oil recovery projects	39,702
Industrial fee-in-lieu of taxes	1,717,123
Industrial expansion or addition to existing entity exemption	501,995
 <u>Section 27-31-53</u>	
Freeport Warehouse Exemption	\$ 3,534,891

(18) Subsequent Events.

Events that occur after the Statement of Net Position date but before the financial statements are available to be issued must be evaluated for recognition or disclosure. The effects of subsequent events that provide evidence about conditions that existed at the Statement of Net Position date are recognized in the accompanying financial statements. Subsequent events, which provide evidence about conditions that existed after the Statement of Net Position date, require disclosure in the accompanying notes. Management of Madison County evaluated the activity of the County through February 19, 2025 and determined that the following subsequent events have occurred requiring disclosure in the notes to the financial statements.

Debt Issuance:

<u>Issue Date</u>	<u>Interest rate</u>	<u>Issue Amount</u>	<u>Type of Financing</u>	<u>Source of Financing</u>
			General Obligation	
12/21/2023	5.00%	\$ 5,100,000	Note, Series 2023	Ad valorem Tax

Matters requiring disclosure and recognition in the financial Statements:

On February 20, 2024 and March 4, 2024, Madison County experienced a cyber event resulting in fraudulent payments of \$2,741,244 to a fraudulent vendor. As of February 12, 2025, \$2,102,242 has been recovered. This matter has been referred to the Madison County Sheriff's Office for investigation.

**MADISON COUNTY**

**REQUIRED SUPPLEMENTARY INFORMATION**

MADISON COUNTY  
 Budgetary Comparison Schedule -  
 Budget and Actual (Non-GAAP Basis)  
 General Fund  
 For the Year Ended September 30, 2023  
 UNAUDITED

	Original Budget	Final Budget	Actual (Budgetary Basis)	Variance with Final Budget Positive (Negative)
REVENUES				
Property taxes	\$ 26,039,226	27,697,393	27,697,393	-
Licenses, commissions and other revenue	3,265,854	4,550,431	4,550,431	-
Fines and forfeitures	700,000	666,880	666,880	-
Intergovernmental revenues	2,352,952	3,148,621	3,148,621	-
Charges for services	7,600,000	9,812,963	9,812,963	-
Interest income	10,408	1,363,778	1,363,778	-
Miscellaneous revenues	1,511,086	2,740,927	2,740,927	-
Total Revenues	<u>41,479,526</u>	<u>49,980,993</u>	<u>49,980,993</u>	<u>-</u>
EXPENDITURES				
Current:				
General government	32,782,564	25,462,646	25,462,646	-
Public Safety	17,518,984	18,211,519	18,211,519	-
Public Works	3,790,438	-	-	-
Health and welfare	-	1,338,297	1,338,297	-
Conservation of natural resources	246,577	248,669	248,669	-
Economic development and assistance	15,443	15,443	15,443	-
Debt service expenditures	9,030,390	1,398,079	1,398,079	-
Total Expenditures	<u>63,384,396</u>	<u>46,674,653</u>	<u>46,674,653</u>	<u>-</u>
Excess of Revenues over (under) Expenditures	<u>(21,904,870)</u>	<u>3,306,340</u>	<u>3,306,340</u>	<u>-</u>
OTHER FINANCING SOURCES (USES)				
Other financing sources	16,259,543	1,339,031	1,339,031	-
Other financing uses	-	(1,086,809)	(1,086,809)	-
Total Other Financing Sources and Uses	<u>16,259,543</u>	<u>252,222</u>	<u>252,222</u>	<u>-</u>
Net Change in Fund Balance	(5,645,327)	3,558,562	3,558,562	-
Fund Balances - Beginning	<u>-</u>	<u>31,410,404</u>	<u>31,410,404</u>	<u>-</u>
Fund Balances - Ending	<u>\$ (5,645,327)</u>	<u>34,968,966</u>	<u>34,968,966</u>	<u>-</u>

The accompanying notes to the required supplementary information are an integral part of the schedule.

MADISON COUNTY  
 Budgetary Comparison Schedule -  
 Budget and Actual (Non-GAAP Basis)  
 American Rescue Fund  
 For the Year Ended September 30, 2023  
 UNAUDITED

	Original Budget	Final Budget	Actual (Budgetary Basis)	Variance with Final Budget Positive (Negative)
REVENUES				
Intergovernmental revenues	\$ -	50,000	50,000	-
Interest income		534,653	534,653	-
Total Revenues	-	584,653	584,653	-
EXPENDITURES				
Current:				
General government	20,415,807	2,215,327	2,215,327	-
Total Expenditures	20,415,807	2,215,327	2,215,327	-
Excess of Revenues over (under) Expenditures	(20,415,807)	(1,630,674)	(1,630,674)	-
OTHER FINANCING SOURCES (USES)				
Other financing sources	20,415,807	-	-	-
Other financing uses	-	(50,000)	(50,000)	-
Total Other Financing Sources and Uses	20,415,807	(50,000)	(50,000)	-
Net Change in Fund Balance	-	(1,680,674)	(1,680,674)	-
Fund Balances - Beginning	-	20,390,034	20,390,034	-
Fund Balances - Ending	\$ -	18,709,360	18,709,360	-

The accompanying notes to the required supplementary information are an integral part of the schedule.

MADISON COUNTY  
 Budgetary Comparison Schedule -  
 Budget and Actual (Non-GAAP Basis)  
 \$12M Reunion/Bozeman HB603 Fund  
 For the Year Ended September 30, 2023  
 UNAUDITED

	Original Budget	Final Budget	Actual (Budgetary Basis)	Variance with Final Budget Positive (Negative)
REVENUES				
Intergovernmental revenues	\$ -	12,000,000	12,000,000	-
Total Revenues	-	12,000,000	12,000,000	-
EXPENDITURES				
Current:				
Public Works	-	2,291,326	2,291,326	-
Total Expenditures	-	2,291,326	2,291,326	-
Excess of Revenues over (under) Expenditures	-	9,708,674	9,708,674	-
Net Change in Fund Balance	-	9,708,674	9,708,674	-
Fund Balances - Beginning	-	-	-	-
Fund Balances - Ending	\$ -	9,708,674	9,708,674	-

The accompanying notes to the required supplementary information are an integral part of the schedule.

Madison County  
Schedule of the County's Proportionate Share of the Net Pension Liability  
Last 10 Fiscal Years\*  
For the Year Ended September 30, 2023  
UNAUDITED

	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014
County's proportion of the net pension liability (asset)	\$ 73,699,404	60,576,208	42,719,896	53,534,543	46,578,090	43,248,885	42,844,471	45,831,595	40,110,027	30,143,808
County's proportionate share of the new pension liability (asset)	0.293040 %	0.294293 %	0.289030 %	0.276538 %	0.264769 %	0.260019 %	0.257736 %	0.256580 %	0.259477 %	0.248339 %
County's covered payroll	\$ 22,025,960	21,346,856	19,201,805	18,589,667	17,526,341	16,604,692	16,533,930	16,414,032	16,083,898	15,168,006
County's proportionate share of the net pension liability (asset) as a percentage of its covered payroll	334.60 %	283.77 %	222.48 %	287.98 %	265.76 %	260.46 %	259.13 %	279.22 %	249.38 %	198.73 %
Plan fiduciary net position as a percentage of the total pension liability	55.7 %	59.93 %	70.44 %	58.97 %	61.59 %	62.54 %	61.49 %	57.47 %	61.70% %	67.21 %

The amounts presented for each fiscal year were determined as of the twelve months ended at the measurement date of June 30 of fiscal year presented.

\*This schedule is presented to illustrate the requirement to show information for 10 years. GASB 68 was implemented in FYE 9-30-15, the county has compiled a full 10-year trend.

The accompanying notes to the required supplementary information are an integral part of the schedule.

Madison County  
Schedule of the County's Contributions  
Last 10 Fiscal Years\*  
For the Year Ended September 30, 2023  
UNAUDITED

	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014
Contractually required contribution	\$ 3,501,461	3,443,841	3,136,178	3,030,503	2,597,219	2,633,456	2,568,712	2,576,920	2,533,214	2,388,961
Contributions in relation to the contractually required contribution	\$ <u>3,501,461</u>	<u>3,443,841</u>	<u>3,136,178</u>	<u>3,030,503</u>	<u>2,597,219</u>	<u>2,633,456</u>	<u>2,568,712</u>	<u>2,576,920</u>	<u>2,533,214</u>	<u>2,388,961</u>
Contribution deficiency (excess)	\$ <u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
County covered payroll	20,123,339	19,792,190	18,024,011	17,416,684	16,042,119	16,720,356	16,309,283	16,361,397	16,083,898	15,168,006
Contributions as a percentage of covered payroll	17.40%	17.40%	17.40%	17.40%	16.19%	15.75%	15.75%	15.75%	15.75%	15.75%

\*This schedule is presented to illustrate the requirement to show information for 10 years. GASB 68 was implemented in FYE 9-30-15, the county has compiled a full 10-year trend.

The accompanying notes to the required supplementary information are an integral part of the schedule.



MADISON COUNTY  
Schedule of Changes in the County's Total OPEB Liability and Related Ratios  
Last 10 Fiscal Years\*  
For the Year Ended September 30, 2023

	2023	2022	2021	2020
Total other post employment liability (OPEB)				
Service Cost	\$ 3,751	1,027	919	826
Interest	5,728	(239)	347	455
Changes of benefit terms	-	-	-	-
Differences between expected and actual experience	(17,008)	201,843	5,375	-
Changes of assumptions or other inputs	1,430	(23,730)	2,238	1,082
Benefit payments	15,238	(65,481)	(5,887)	-
Net Change in Total Other Post Employment Liability	9,139	113,420	2,992	2,363
Total OPEB liability - beginning	134,956	21,536	18,544	16,181
Total OPEB liability - ending	\$ 144,095	134,956	21,536	18,544
Covered-employee payroll	17,965,090	17,965,090	18,677,085	17,778,122
Total OPEB liability as a percentage of covered-employee payroll	\$ 0.80%	0.75%	0.12%	0.10%

\* This schedule is implemented to illustrate the requirement to show information for 10 years. However, GASB Statement No. 75 was implemented for the fiscal year September 30, 2018 and until, a full 10 year trend is compiled, the County has only presented information for the years in which information is available.

The accompanying notes to the required supplementary information are an integral part of the schedule.

MADISON COUNTY  
Notes to the Required Supplementary Information  
For the Year Ended September 30, 2023  
UNAUDITED

A. Budgetary Information.

Statutory requirements dictate how and when the County's budget is to be prepared. Generally, in the month of August, prior to the ensuing fiscal year beginning each October 1, the Board of Supervisors of the County, using historical and anticipated fiscal data and proposed budgets submitted by the Sheriff and the Tax Assessor and Tax Collector for his or her respective department, prepares an original budget for each of the Governmental Funds for said fiscal year. The completed budget for the fiscal year includes for each fund every source of revenue, each general item of expenditure, and the unencumbered cash and investment balances. When during the fiscal year it appears to the Board of Supervisors that budgetary estimates will not be met, it may make revisions to the budget.

The County's budget is prepared principally on the cash basis of accounting. All appropriations lapse at year end, and there are no encumbrances to budget because state law does not require that funds be available when goods or services are ordered, only when payment is made

B. Basis of Presentation.

The Budgetary Comparison Schedule - Budget and Actual (Non-GAAP Basis) presents the original legally adopted budget, the final legally adopted budget, actual amounts on a budgetary (Non-GAAP Basis) and variances between the final budget and the actual amounts. The schedule is presented for the General Fund and each major Special Revenue Fund. The Budgetary Comparison Schedule - Budget and Actual (Non-GAAP Basis) is a part of required supplementary information.

C. Budget/GAAP Reconciliation.

The major differences between the budgetary basis and the GAAP basis are:

1. Revenues are recorded when received in cash (budgetary) as opposed to when susceptible to accrual (GAAP).
2. Expenditures are recorded when paid in cash (budgetary) as opposed to when susceptible to accrual (GAAP).

The following schedule reconciles the budgetary basis schedules to the GAAP basis financial statements for the General Fund and each major Special Revenue Fund:

	Governmental Fund Types		
	General Fund	Major Fund American Rescue Funds	\$12M Reunion/ Bozeman HB 603 Funds
Budget (Cash Basis)	\$ 3,558,562	\$ (1,680,674)	\$ 9,708,674
Increase (Decrease)			
Net adjustments for revenue accruals	(1,809,778)	2,150,246	-
Net adjustments for expenditure accruals	(47,324)	65,083	-
GAAP Basis	<u>\$ 1,701,460</u>	<u>\$ 534,655</u>	<u>\$ 9,708,674</u>

MADISON COUNTY  
Notes to the Required Supplementary Information  
For the Year Ended September 30, 2023  
UNAUDITED

Pension Schedules

A. Changes of assumptions.

2015

The expectation of retired life mortality was changed to the RP-2014 Healthy Annuitant Blue Collar Table projected to 2016 using Scale BB rather than the RP-2000 Mortality Table, which was used prior to 2015.

The expectation of disabled mortality was changed to the RP-2014 Disabled Retiree Table, rather than the RP-2000 Disabled Mortality Table, which was used prior to 2015.

Withdrawal rates, pre-retirement mortality rates, disability rates and service retirement rates were also adjusted to more closely reflect actual experience.

Assumed rates of salary increase were adjusted to more closely reflect actual and anticipated experience.

The price inflation and investment rate of return assumptions were changed from 3.50% to 3.00% and 8.00% to 7.75%, respectively.

2016

The assumed rate of interest credited to employee contributions was changed from 3.50% to 2.00%.

2017

The expectation of retired life mortality was changed to the RP-2014 Healthy Annuitant Blue Collar Mortality Table projected with Scale BB to 2022. Small adjustments were also made to the Mortality Table for disabled lives.

The wage inflation assumptions was reduced from 3.75% to 3.25%.

Withdrawal rates, pre-retirement mortality rates, disability rates and service retirement rates were also adjusted to more closely reflect actual experience.

The percentage of active member disabilities assumed to be in the line of duty was increased from 6.00% to 7.00%.

2019

The expectation of retired life mortality was changed to the PubS.H-2010(B) Retiree Table with the following adjustments:

For males, 112% of male rates from ages 18 to 75 scaled down to 105% for ages 80 to 119.

For females, 85% of the female rates from ages 18 to 65 scaled up to 102% for ages 75 to 119.

Projection scale MP-2018 will be used to project future improvements in life expectancy generationally.

MADISON COUNTY  
Notes to the Required Supplementary Information  
For the Year Ended September 30, 2023  
UNAUDITED

The expectation of disabled mortality was changed to PubT.H-2010 Disabled Retiree Table for disabled retirees with the following adjustments:

For males, 137% of male rates at all ages.

For females, 115% of female rates at all ages.

Projection scale MP-2018 will be used to project future improvements in life expectancy generationally.

The price inflation assumption was reduced from 3.00% to 2.75%.

The wage inflation assumption was reduced from 3.25% to 3.00%.

Withdrawal rates, pre-retirement mortality rates, and service retirement rates were also adjusted to more closely reflect actual experience.

The percentage of active member disabilities assumed to be in the line of duty was increased from 7% to 9%.

2021

The expectation of retired life mortality was changed to the PubS.H-2010(B) Retiree Table with the following adjustments:

For males, 95% of male rates up to age 60, 110% for ages 61 to 75, and 101% for ages above 77.

For females, 84% of female rates up to age 72, 100% for ages above 76.

Projection scale MP-2020 will be used to project future improvements in life expectancy generationally.

The expectation of disabled mortality was changed to PubG.H-2010 Disabled Table for disabled retirees with the following adjustments:

For males, 134% of male rates at all ages.

For females, 121% of female rates at all ages.

Projection scale MP-2020 will be used to project future improvements in life expectancy generationally.

The expectation of contingent annuitant mortality was based on the PubS.H-2010(B) Contingent Annuitant Table with the following adjustments:

For males, 97% of male rates at all ages.

For females, 110% of female rates at all ages.

Projection scale MP-2020 will be used to project future improvements in life expectancy generationally.

The price inflation assumption was reduced from 2.75% to 2.40%.

The wage inflation assumption was reduced from 3.00% to 2.65%.

The investment rate of return assumption was changed from 7.75% to 7.55%.

The assumed load for administrative expenses was increased from 0.25% to 0.28% of payroll.

MADISON COUNTY  
Notes to the Required Supplementary Information  
For the Year Ended September 30, 2023  
UNAUDITED

Withdrawal rates, pre-retirement mortality rates, disability rates and service retirement rates were also adjusted to reflect actual experience more closely. The percentage of active member disabilities assumed to be in the line of duty was increased from 9% to 12%.

The percentage of active member deaths assumed to be in the line of duty was decreased from 6% to 4%.

2023

The investment rate of return assumption was changed from 7.55% to 7.00%.

The assumed load for administrative expenses was decreased from 0.28% to 0.26% of payroll. Withdrawal rates, disability rates and service retirement rates were adjusted to reflect actual experience more closely.

The percentage of participants assumed to receive a deferred benefit upon attaining the eligibility requirements for retirement was increased from 60% to 65%.

For married members, the number of years that a male is assumed to be older than his spouse was changed from 3 years to 2 years.

The assumed amount of unused sick leave at retirement was increased from 0.50 years to 0.55 years.

The assumed average number of years of military service that participants will have at retirement was decreased from 0.25 years to 0.20 years.

B. Changes in benefit provisions.

2016

Effective July 1, 2016, the interest rate on employee contributions shall be calculated based on the money market rate as published by the Wall Street Journal on December 31 of each preceding year with a minimum rate of one percent and a maximum rate of five percent.

C. Method and assumptions used in calculations of actuarially determined contributions.

The actuarially determined contribution rates in the schedule of employer contributions are calculated as of June 30, two years prior to the end of the fiscal year in which contributions are reported (June 30, 2021 valuation for the June 30, 2023 fiscal year end). The following actuarial methods and assumptions were used to determine the most recent contribution rate reported in that schedule:

Actuarial cost method	Entry age
Amortization method	Level percentage of payroll, open
Remaining amortization period	26.7 years
Asset valuation method	5-year smoothed market
Price Inflation	2.40 percent
Salary increase	2.65 percent to 17.90 percent, including inflation
Investment rate of return	7.55 percent, net of pension plan investment expense, including inflation

MADISON COUNTY  
Notes to the Required Supplementary Information  
For the Year Ended September 30, 2023  
UNAUDITED

OPEB Schedules

A. Changes of Assumptions.

2020

The discount rate was changed from 2.81% for the prior measurement date to 2.22% for the current measurement date.

2021

The discount rate was changed from 2.22% for the prior measurement date to 2.17% for the current measurement date.

2022

The discount rate was changed from 2.17% for the prior Measurement Date to 4.02% for the current Measurement date.

2023

The discount rate was changed from 4.02% for the prior Measurement Date to 4.09% for the current Measurement date.

B. Changes in benefit provisions.

2020

None.

2021

None.

2022

None.

2023

None.

C. No assets are accumulated in trust that meet the criteria in paragraph 4 of GASB 75.

**MADISON COUNTY**

**SUPPLEMENTARY INFORMATION**

MADISON COUNTY  
Schedule of Expenditures of Federal Awards  
For the Year Ended September 30, 2023

Federal Grantor/ Pass-through Grantor/ Program Title or Cluster	Federal Assistance Listing Number	Federal/Agency Pass-through Entity Identifying Number	Passed through to Subrecipient	Federal Expenditures
U.S. Department of Justice				
Direct Programs:				
Treatment Court Discretionary Grant Program	16.585	15PJDP22GG02826DGCT		100,335
Comprehensive Opioid, Stimulant, and Other Substances Use Program	16.838	15PJDP22GG03829COAP		41,084
Total Direct Programs				141,419
Passed through the Mississippi Department of Public Safety				
Edward Byrne Memorial Justice Assistance Grant Program	16.738	20DC1451		87,844
Edward Byrne Memorial Justice Assistance Grant Program	16.738	21DC1452		20,374
Total Passed through the Mississippi Department of Public Safety				108,218
Total U. S. Department of Justice				249,637
U.S. Department of Transportation				
Passed-through the Mississippi Department of Transportation				
Highway Planning and Construction	* 20.205	LSTP-6988-00(003)		2,151,588
Total Passed-through the Mississippi Department of Transportation				2,151,588
Passed-through the Mississippi Department of Public Safety				
National Priority Safety Programs	20.616	MSX-2021-MD-14-51		13,282
Total Passed-through the Mississippi Department of Public Safety				13,282
Total Highway Safety Cluster				13,282
Total U. S. Department of Transportation				2,164,870
U.S. Department of Treasury				
Direct Programs:				
Coronavirus State and Local Fiscal Recovery Funds	* 21.027	N/A	2,000,000	2,287,858
Total U.S. Department of Treasury				2,287,858
U.S. Department of Health and Human Service				
Direct Programs:				
Substance abuse and Mental Health Services	93.243	N/A		459,696
Total U.S. Department of Health and Human Service				459,696
Total Expenditures of Federal Awards			2,000,000	\$ 5,162,061
* Denotes Major Program				

The Notes to the Schedule of Expenditures of Federal Awards are an Integral Part of this Schedule



## MADISON COUNTY

### Notes to the Schedule of Expenditures of Federal Awards For the Year Ended September 30, 2023

#### A. Basis of Presentation

The accompanying schedule of expenditures of federal awards (the "Schedule") includes the federal award activity of Madison County under programs of the federal government for the year ended September 30, 2023. The information in this Schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of the County, it is not intended to and does not present the financial position, changes in net position, or cash flows of the County.

#### B. Summary of Significant Accounting Policies

Expenditures reported on the Schedule are reported on the modified accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. Negative amounts (if any) shown on the Schedule represent adjustments or credits made in the normal course of business to amounts reported as expenditures in prior years.

#### C. American Rescue Plan Act

Of the federal expenditures presented in the schedule, the County provided federal awards totaling \$2,000,000 to subrecipients during the year ended September 30, 2023.

#### D. Indirect Cost Rate

Madison County has not elected to use the 10% de minimis indirect cost rate allowed under the Uniform Guidance.

**MADISON COUNTY**

**OTHER INFORMATION**

# MADISON COUNTY

## Schedule of Surety Bonds for County Officials

For the Year Ended September 30, 2023

### UNAUDITED

Name	Position	Bond Amount	Company	Name	Position	Bond Amount	Company
Sheila Jones	Supervisor District 1	\$ 100,000	Liberty Mutual Surety	Abigail Gaughf	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety
Trey Herron Baxter	Supervisor District 2	\$ 100,000	Liberty Mutual Surety	Montana McNair	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety
Gerald D. Steen	Supervisor District 3	\$ 100,000	Liberty Mutual Surety	Patricia Randle	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety
Karl Banks	Supervisor District 4	\$ 100,000	Liberty Mutual Surety	Allison Thomas	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety
Paul Griffin	Supervisor District 5	\$ 100,000	Liberty Mutual Surety	Anita Wray	Circuit Clerk	\$ 100,000	RLI Insurance Company
Ronald W. Lott	Chancery Clerk	\$ 100,000	Liberty Mutual Surety	Wanda Jefferson	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
Greg Higginbotham	County Administrator	\$ 100,000	Liberty Mutual Surety	Priscilla Blankenship	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
Norman A. Cannady, Jr.	Tax Assessor	\$ 100,000	Liberty Mutual Surety	Tina Ann Blount	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
Christina Marie Hewitt	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Monica Henderson	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
Jeff Hodgins	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Lisa Switzer	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
Margaret Emily Anderson	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Teresa Speaks	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
Kathleen Ketchum	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Kimberly Arnold	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
John Fox	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Latisha Ivey	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
Mitchell Martin Doom	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Chloe Louisville	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
Christopher John Garavelli	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Laurie Logan Prince	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
John Brenton Smith	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Owen Parker	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
Angelina Brown	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Maggie Sims	Deputy Circuit Clerk	\$ 50,000	Liberty Mutual Surety
Adriane Diane Barber	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Randall C. Tucker	Sheriff	\$ 100,000	Liberty Mutual Surety
Joanna Triplett	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Kesha Jackson-Buckner	Purchase Clerk	\$ 100,000	Liberty Mutual Surety
Randi Young-Jerome	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Cynthia Parker	Assistant Purchase Clerk	\$ 50,000	Liberty Mutual Surety
David Wayne Smith	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Myrtis Sims	Receiving Clerk	\$ 75,000	Liberty Mutual Surety
Carolyn Bryant	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Clara Griffin	Assistant Receiving Clerk	\$ 50,000	Liberty Mutual Surety
Lesly Ann Bishop	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	LeeAnn Sanders	Assistant Receiving Clerk	\$ 50,000	Liberty Mutual Surety
Amy Root	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Yahatta Johnson	Assistant Receiving Clerk	\$ 50,000	Liberty Mutual Surety
Donald L. Jorgenson	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Abonie Robicheaux	Assistant Receiving Clerk	\$ 50,000	Liberty Mutual Surety
Tara Nicole Mann	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Jay Hilliard	Inventory Control Clerk	\$ 75,000	Liberty Mutual Surety
Sommer Jackson	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Cornelius Bacon	Road Manager	\$ 75,000	Liberty Mutual Surety
Kimberly Pugh Kennedy	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	William L. Weisenberger, Jr.	Constable	\$ 50,000	Liberty Mutual Surety
Lisa Coursey	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Johnny Melvin Sims	Constable	\$ 50,000	Liberty Mutual Surety
Joshua Jordan	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Brad D. Harbour	Constable	\$ 50,000	Liberty Mutual Surety
Mary McDaniel	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Michael Brown	Constable	\$ 50,000	Liberty Mutual Surety
Faith Johnson Taylor	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Kenneth Michael Bailey	Constable	\$ 50,000	Liberty Mutual Surety
Shane Pickett	Deputy Tax Assessor	\$ 25,000	Liberty Mutual Surety	Martina Bridges Griffin	Justice Court Judge	\$ 50,000	Liberty Mutual Surety
Kay Pace	Tax Collector	\$ 100,000	Liberty Mutual Surety	Marsha Weems Stacey	Justice Court Judge	\$ 50,000	Liberty Mutual Surety
Lisa K. Duvall	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Lloyd Spivey, III	Justice Court Judge	\$ 50,000	Liberty Mutual Surety
Lori R. Duvall	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	William Bruce McKinley	Justice Court Judge	\$ 50,000	Liberty Mutual Surety
Anna C. Evans	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Cheryl Johnson Horn	Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Katherine Grantham	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Lisa Lee	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Jennifer Harris	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Noel Collier	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Lillie Jobe	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Mary Hart	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Kathryn Irving	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Mary Luckett	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Ashleigh Owens	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Shelia Taylor	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Myrtle Rayburn	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	James Ransburg	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Kelsey Rodriguez	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Sarah Steele	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Katherine Squires	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Barbra Hurrod	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Laura Sullivan	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	April Mixon	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Sheila Woodard	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Brittany Hollins	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Felita Dyess	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Kim Arnold	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety
Carley Eldridge	Deputy Tax Collector	\$ 50,000	Liberty Mutual Surety	Wendy Woods	Deputy Justice Court Clerk	\$ 50,000	Liberty Mutual Surety

## **MADISON COUNTY**

### **SPECIAL REPORTS**

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PRIVATE COMPANIES PRACTICE SECTION

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE  
AND OTHER MATTERS BASED ON AN AUDIT OF THE FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE  
WITH *GOVERNMENT AUDITING STANDARDS*

Members of the Board of Supervisors  
Madison County, Mississippi

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities, each major fund, and the aggregate remaining fund information of Madison County, Mississippi (the County), as of and for the year ended September 30, 2023, and the related notes to the financial statements, which collectively comprise the County's basic financial statements, and have issued our report thereon dated February 19, 2025. Our report includes a qualified opinion on the governmental activities and the General Fund due to inadequate record keeping in the Tax Collector's office. Our report also includes an adverse opinion on the aggregate discretely presented component units due to the omission of the discretely presented component units which are required by accounting principles generally accepted in the United States of America to be reported with the financial data of the County's primary government unless the County also issues financial statements for the financial reporting entity that includes the financial data for its component units.

**Report on Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Madison County, Mississippi's internal control over financial reporting (internal control) as a basis for designing the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Madison County, Mississippi's internal control. Accordingly, we do not express an opinion on the effectiveness of the County's internal control.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that have not been identified. However, as described in the accompanying Schedule of Findings and Questioned Costs, we identified certain deficiencies in internal control that we consider to be material weaknesses and significant deficiencies.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. We consider the deficiencies described in the accompanying Schedule of Findings and Questioned Costs as 2023-001 and 2023-002 to be material weaknesses.

A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We consider the deficiency described in the accompanying Schedule of Findings and Questioned Costs as 2023-003 to be a significant deficiency.

### **Report on Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Madison County, Mississippi's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

We noted certain matters that we reported to the management of Madison County, Mississippi, in the Limited Internal Control and Compliance Review Management Report dated February 19, 2025, included within this document.

### **Madison County's Responses to Findings**

*Government Auditing Standards* requires the auditor to perform limited procedures on Madison County, Mississippi's responses to the findings identified in our audit and described in the accompanying Schedule of Findings and Questioned Costs. Madison County's responses were not subjected to the other auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on them.

### **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose. However, this report is a matter of public record and its distribution is not limited.

*Bridgers, Goodman, Baird & Clarke, PLLC*

Bridgers, Goodman, Baird & Clarke, PLLC  
Certified Public Accountants  
Vicksburg, Mississippi  
February 19, 2025

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INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM AND  
ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY UNIFORM GUIDANCE

Members of the Board of Supervisors  
Madison County, Mississippi

**Report on Compliance for Each Major Federal Program**

***Opinion on Each Major Federal Program***

We have audited Madison County, Mississippi's compliance with the types of compliance requirements identified as subject to audit in the *OMB Compliance Supplement* that could have a direct and material effect on each of Madison County, Mississippi's major federal programs for the year ended September 30, 2023. Madison County, Mississippi's major federal programs are identified in the summary of auditor's results section of the accompanying Schedule of Findings and Questioned Costs.

In our opinion, Madison County, Mississippi complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on each major federal program for the year ended September 30, 2023.

***Basis for Opinion on Each Major Federal Program***

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America (GAAS); the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*); and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of Madison County, Mississippi and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of Madison County, Mississippi's compliance with the compliance requirements referred to above.

### ***Responsibilities of Management for Compliance***

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules and provisions of contracts or grant agreements applicable to Madison County, Mississippi's federal programs.

### ***Auditor's Responsibilities for the Audit of Compliance***

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on Madison County, Mississippi's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material, if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about Madison County, Mississippi's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, and the Uniform Guidance, we

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding Madison County, Mississippi's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of Madison County, Mississippi's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of Madison County, Mississippi's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

### **Report on Internal Control over Compliance**

*A deficiency in internal control over compliance* exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.



Our consideration of the internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose. However, this report is a matter of public record, and its distribution is not limited.

*Bridgers, Goodman, Baird & Clarke, PLLC*

Bridgers, Goodman, Baird & Clarke, PLLC  
Certified Public Accountants  
Vicksburg, Mississippi  
February 19, 2025



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INDEPENDENT ACCOUNTANT'S REPORT ON CENTRAL PURCHASING SYSTEM,  
INVENTORY CONTROL SYSTEM AND PURCHASE CLERK SCHEDULES  
(REQUIRED BY SECTION 31-7-115, *MISSISSIPPI CODE OF 1972 ANNOTATED*)

Members of the Board of Supervisors  
Madison County, Mississippi

We have examined Madison County, Mississippi's (the County) compliance with establishing and maintaining a central purchasing system and inventory control system in accordance with Sections 31-7-101 through 31-7-127, *Mississippi Code of 1972 Annotated* and compliance with the purchasing requirements in accordance with bid requirements of Section 31-7-13, *Mississippi Code of 1972 Annotated* during the year ended September 30, 2023. The Board of Supervisors of Madison County, Mississippi is responsible for the County's compliance with those requirements. Our responsibility is to express an opinion on the County's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the County's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the County's compliance with specified requirements. The Board of Supervisors of Madison County, Mississippi, has established centralized purchasing for all funds of the County and has established an inventory control system. The objective of the central purchasing system is to provide reasonable, but not absolute, assurance that purchases are executed in accordance with state law.

Because of inherent limitations in any central purchasing system and inventory control system, errors or irregularities may occur and not be detected. Also, projection of any current evaluation of the system to future periods is subject to the risk that procedures may become inadequate because of changes in conditions or that the degree of compliance with the procedures may deteriorate.

In our opinion, Madison County, Mississippi, complied, in all material respects, with state laws governing central purchasing, inventory and bid requirements for the year ended September 30, 2023.

The accompanying schedules of (1) Purchases Not Made from the Lowest Bidder, (2) Emergency Purchases and (3) Purchases Made Noncompetitively from a Sole Source are presented in accordance with Section 31-7-115, *Mississippi Code of 1972 Annotated*. The information contained on these schedules has been subjected to procedures performed in connection with our aforementioned examination and, in our opinion, is fairly presented in relation to that examination.

This report is intended for use in evaluating Madison County, Mississippi's compliance with the aforementioned requirements, and is not intended to be and should not be relied upon for any other purpose. However, this report is a matter of public record and its distribution is not limited.

*Bridgers, Goodman, Baird & Clarke, PLLC*

Bridgers, Goodman, Baird & Clarke, PLLC  
Certified Public Accountants  
Vicksburg, Mississippi  
February 19, 2025

MADISON COUNTY

Schedule of Purchases Not Made From the Lowest Bidder  
For the Year Ended September 30, 2023

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Schedule 1

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Our examination did not identify any purchases from other than lowest bidder.

MADISON COUNTY  
Schedule of Emergency Purchases  
For the Year Ended September 30, 2023

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Schedule 2

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Our examination did not identify any emergency purchases.

MADISON COUNTY

Schedule 3

Schedule of Purchases Made Noncompetitively From a Sole Source

For the Year Ended September 30, 2023

<u>Date</u>	<u>Item Purchased</u>	<u>Amount Paid</u>	<u>Vendor</u>
3/8/2023	Emergency Equipment Repairs	\$ 10,858	Emergency Equipment Professionals, Inc.

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## LIMITED INTERNAL CONTROL AND COMPLIANCE REVIEW MANAGEMENT REPORT

Members of the Board of Supervisors  
Madison County, Mississippi

In planning and performing our audit of the financial statements of Madison County, Mississippi for the year ended September 30, 2023, we considered Madison County, Mississippi's internal control to determine our auditing procedures for the purpose of expressing our opinions on the financial statements and not to provide assurance on internal control.

In addition, for areas not considered material to Madison County, Mississippi's financial reporting, we have performed some additional limited internal control and state legal compliance review procedures as identified in the state legal compliance audit program issued by the Office of the State Auditor. Our procedures were substantially less in scope than an audit, the objective of which is the expression of an opinion on the County's compliance with these requirements. Accordingly, we do not express such an opinion. This report does not affect our report dated February 19, 2025, on the financial statements of Madison County, Mississippi.

Due to the reduced scope, these review procedures and compliance tests cannot and do not provide absolute assurance that all state legal requirements have been complied with. Also, our consideration of internal control would not necessarily disclose all matters within the internal control that might be weaknesses. In accordance with Section 7-7-211, *Mississippi Code of 1972 Annotated*, the Office of the State Auditor, when deemed necessary, may conduct additional procedures and tests of transactions for this or other fiscal years to ensure compliance with legal requirements.

The results of our review procedures and compliance tests identified certain immaterial instances of noncompliance with state laws and regulations that are opportunities for strengthening internal controls and operating efficiency. Our findings, recommendations, and your responses are disclosed below:

### Board of Supervisors

1. All Supervisors must Inspect the Roads and Bridges and Attest to the Clerk of the Board for having done so.

#### Repeat Finding

Yes

#### Criteria

*Section 65-7-117, Mississippi Code Annotated (1972)*, states that, "Each member of the board of supervisors shall inspect every road, bridge and ferry in each district at least annually, at times to be fixed by the board, and shall file with the clerk of the board a report, under oath, of the condition of the several roads, bridges and ferries inspected by him, with such recommendations as are needful, which reports shall be presented to the board of supervisors and kept on file for three (3) years."

<b>Condition</b>	During the course of our testing we noted that the Board of Supervisors had inspected the roads and bridges but no certifications on the minutes or affidavits from the supervisors were filed to document that they had examined the roads and bridges annually.
<b>Cause</b>	Annual inspections of the roads and bridges in the County have not been completed and/or attested to having been done.
<b>Effect</b>	Failure to complete annual inspections of roads and bridges and to file an affidavit of said inspection can lead to failure to identify and to complete necessary improvements in a timely manner.
<b>Recommendation</b>	The Board of Supervisors should ensure that they complete the requisite inspections of the roads and bridges in their jurisdiction and file an affidavit with the Clerk of the Board for inclusion in the minutes or certify having done so on the minutes.
<b>Response</b>	Madison County concurs with the finding, and the certifications were made in FY 2024.

**Board of Supervisors, Tax Assessor, Tax Collector, Circuit Clerk, Justice Court Clerk, and Receiving Clerk**

<b>2.</b>	<u>Public Officials and Employees should ensure compliance with state law over surety bonding requirements.</u>
<b>Repeat Finding</b>	Yes
<b>Criteria</b>	<i>Section 25-1-15, Mississippi Code Annotated (1972), states, "A new bond in an amount not less than that required by law shall be secured upon employment and coverage shall continue by the securing of a new bond every four (4) years concurrent with the normal election cycle of the Governor or with the normal election cycle of the local government applicable to the employee."</i>
<b>Condition</b>	<p>During the course of the audit, we noted the following instances of noncompliance:</p> <ul style="list-style-type: none"> <li>• Three (3) deputy tax assessors were not bonded for the entire period;</li> <li>• Two (2) deputy tax collectors were not bonded;</li> <li>• Five (5) deputy tax collectors were not bonded for the entire period;</li> <li>• Two (2) deputy circuit clerks were not bonded;</li> <li>• Two (2) deputy circuit clerks were not bonded for the entire period;</li> <li>• Three (3) deputy justice court clerks were not bonded for the entire period;</li> <li>• One (1) assistant receiving clerk was not bonded for the entire period.</li> </ul>
<b>Cause</b>	Public Officials and the Board of Supervisors have insufficient control over the requirements for bonding officials and employees.
<b>Effect</b>	Failure to have a bond in place for a specific term could limit the amount available for recovery if a loss occurred over multiple terms, as well as the current terms.
<b>Recommendation</b>	We recommend that the Board of Supervisors implement procedures to ensure that County officials' and employees' bonds meet the requirements of State Law.
<b>Response</b>	Madison County concurs with the finding and has implemented bond applications as part of the employee onboarding process to ensure compliance.

**Board of Supervisors, Chancery Clerk, Sheriff, and Tax Collector**

**3.** Public Officials Should Ensure Compliance with State Law over Depositories

**Repeat Finding** Yes

**Criteria** *Section 27-105-371, Mississippi Code Annotated (1972), states, "All county officials who receive funds under the authority of their office shall deposit such funds into a county depository...."*

**Condition** During the course of our audit, we noted that the Board of Supervisors approved Renasant Bank, Origin Bank, and Trustmark National Bank as the depositories on January 17, 2023, but we also noted that the following accounts were held at banks other than the approved county depository as of September 30, 2023:

- BankPlus
  - Madison County Ronny Lott Tax Redemption
  - Madison County Board of Supervisors Persimmon Burnt-Corn WMD Account
  - Madison County Ronny Lott Mineral Stamps Account
  - Madison County Ronny Lott Court Clearing Account
  - Madison County Ronny Lott Land Records Clearing Account
  - Madison County Ronny Lott Fee Clearing Account
  - Madison County Ronny Lott Chancery Clerk 2<sup>nd</sup> Term Tax Redemption Account
  - Madison County Tax Collector NSF Account
  - Madison County Tax Collector Internet Account
  - Madison County Tax Collector Account
  - Madison County Detention Center Trust Account

**Cause** Public officials are maintaining public depositor accounts at institutions other than the one approved by the Board as the county depository.

**Effect** Maintaining bank accounts at financial institutions other than the depository approved by the Board of Supervisors could result in the loss of public funds.

**Recommendation** We recommend that either the Board of Supervisors approves multiple institutions as the county's depositories or that public officials maintain all accounts at the depository approved by the Board.

**Response** Madison County concurs with the finding.

**Board of Supervisors and County Administrator**

**4.** No bank reconciliation of the Planning & Zoning account is being performed.

**Repeat Finding** Yes

**Criteria** An effective system of internal control requires bank reconciliations be prepared accurately and timely and any identified unreconciled differences be resolved in a timely manner.

**Condition** During the course of our test work we noted that a separate bank reconciliation had not been prepared for the Planning & Zoning Account.



<b>Cause</b>	The system of internal control did not include a separate bank reconciliation of the account.
<b>Effect</b>	Failure to complete an accurate and timely bank reconciliation of each individual bank account results in a weakness in the system of internal control over cash.
<b>Recommendation</b>	The County should establish and maintain an effective internal control system over cash and ensure that all bank reconciliations are prepared timely and accurately for all bank accounts.
<b>Response</b>	Madison County concurs with the finding.
<b>Chancery Clerk</b>	
<b>5.</b>	<u>Public Officials should Strengthen Controls over Bank Reconciliations of the Land Redemption account.</u>
<b>Repeat Finding</b>	Yes
<b>Criteria</b>	An effective system of internal control requires bank reconciliations be prepared accurately and timely and any identified unreconciled differences be resolved in a timely manner.
<b>Condition</b>	During the course of our cash count, we noted an unidentified overage of \$455,392.27.
<b>Cause</b>	The system of internal control failed to ensure that the unidentified overage was properly addressed.
<b>Effect</b>	Failure to address unidentified overages or shortages in a timely manner results in a weakness in the system of internal control over cash.
<b>Recommendation</b>	The Clerk should establish and maintain an effective internal control system over cash and ensure that all bank reconciliations are prepared timely and accurately for all bank accounts and that any identified overage or shortage is properly addressed.
<b>Response</b>	The overage has since been identified as a settlement owed to a PID, and additional internal controls have been put in place to identify overages in the future.
<b>Tax Collector</b>	
<b>6.</b>	<u>The Tax Collector Should Strengthen Internal Control over Settlements.</u>
<b>Repeat Finding</b>	Yes
<b>Criteria</b>	<i>Section 27-29-11, Mississippi Code Annotated (1972),</i> requires that the tax collector make report of and turn over any and all taxes collected during the preceding month on or before the twentieth (20 <sup>th</sup> ) day of the month.
<b>Condition</b>	During the course of the audit, we noted four (4) instances out of twelve (12) tested where the Tax Collector settled the prior month's collected taxes after the 20 <sup>th</sup> of the month.
<b>Cause</b>	The Tax Collector has not established a system of internal control to ensure settlements are made timely.
<b>Effect</b>	Inadequate controls surrounding the settlement of revenue collections could result in improper revenue recognition.
<b>Recommendation</b>	The Tax Collector should implement an effective internal control system to ensure the timeliness of settlements.

<b>Response</b>	This finding relates to fiscal year 2023. The Tax Collector's office is currently executing timely settlement distributions no later than the 20 <sup>th</sup> of the month.
<b>7.</b>	<u>Public Officials should strengthen controls over the maintenance of a cash journal and bank reconciliations.</u>
<b>Repeat Finding</b>	No
<b>Criteria</b>	An effective system of internal control over the collection, recording, and disbursement of cash in the Tax Collector's office should include proper maintenance of a cash journal and reconciliation of the bank accounts on a monthly basis.
<b>Condition</b>	<p>During the course of our cash count dated October 31, 2024, we noted the following areas of concern:</p> <ul style="list-style-type: none"> <li>a. The Collector was not utilizing a general ledger or cash journal to record cash receipts and disbursements.</li> <li>b. The bank reconciliations provided for the three bank accounts were improperly performed. The Collector was only clearing checks and deposits in a process of reconciling "bank to bank" and not "bank to book."</li> <li>c. The reconciliations provided did not reconcile back to any sort of general ledger or cash journal, and as such, we were not able to determine the true reconciled cash balance.</li> <li>d. Per our review of the records provided to us, we noted that there was insufficient cash to settle all outstanding liabilities.</li> </ul>
<b>Cause</b>	The Tax Collector lacked the necessary internal controls over cash.
<b>Effect</b>	The failure to properly maintain the cash journal and reconcile bank statements on a monthly basis could result in undetected errors or the misappropriation of public funds.
<b>Recommendation</b>	The Tax Collector should implement a system that ensures the general ledger and cash journal are properly maintained and that bank statements are properly reconciled each month.
<b>Response</b>	This finding relates to fiscal year 2023. The Tax Collector's office is currently utilizing an approved and accepted cash journal to record cash receipts and disbursements. All three bank accounts are currently being reconciled to the appropriate "book" cash journal.
<b>8.</b>	<u>The Tax Collector should present the insolvent and delinquent taxpayer list to the Board of Supervisors.</u>
<b>Repeat Finding</b>	No
<b>Criteria</b>	<i>Section 27-49-1, Mississippi Code Annotated (1972), states that, "The tax collector shall present to the board of supervisors, at its meeting on the first Monday of October in each year, a report of all insolvent and delinquent taxpayers in his county, with the amount due from each. Such report shall be verified by the affidavit of the collector, that he has made, in person or by deputy, a legal demand for taxes of all delinquent taxpayers found in his county by going to their place of abode or business and searching for something to seize and sell for taxes; that the taxpayers mentioned in the report have failed to pay their</i>

taxes; that such taxpayers have no effects known to him which can be seized and sold for such taxes; that he has made diligent inquiry after such of said delinquents as have not been found and cannot find them in his county; and that they have no effects known to him which can be seized and sold to pay their taxes. The tax collector shall also include in his report any checks, drafts or orders for the payment of money which he has received in payment of ad valorem taxes and which have been returned to him because of insufficient funds in the account on which such checks, drafts or orders were drawn. Such checks, drafts or orders shall be accompanied by the affidavit of the collector that he has exhausted all legal means of collecting such instruments, including the filing of a civil suit.

Separate lists of delinquents shall be made for each election district and for each city, town and village.”

**Condition** During the course of our audit, we noted that the Tax Collector had not prepared and presented the Insolvent and Delinquent Taxpayer Listing to the Board of Supervisors.

**Cause** The Tax Collector did not prepare and present the listing as required by statute.

**Effect** Failure to prepare and present the Insolvent and Delinquent Taxpayer Listing results in noncompliance with state law. Failure to do so could result in a loss of tax revenues.

**Recommendation** The Tax Collector should prepare and present the Insolvent and Delinquent Taxpayer Listing to the Board of Supervisors in the manner prescribed by statute.

**Response** This finding relates to fiscal year 2023. The Tax Collector will prepare and present the Delinquent Taxpayer Listing the first Monday in October as prescribed by statute.

**Circuit Clerk**  
**9.** The Circuit Clerk Should Ensure Compliance with State Law Regarding the Timely Deposit of Funds.

**Repeat Finding** Yes

**Criteria** *Section 25-1-72, Mississippi Code Annotated (1972), states that, “All county officers who receive funds payable into the county treasury shall deposit such funds into the county depository on the day when they are collected or on the next business day thereafter.”*

**Condition** During the course of our test work, we noted that ten (10) of the twenty (20) receipts tested were not deposited in a timely manner.

**Cause** These delays are due to inadequate internal controls surrounding the statutory requirements for depositing of revenue collected in the Circuit Clerk’s Office.

**Effect** Inadequate controls surrounding the deposits of revenue collections could result in improper revenue recognition and noncompliance with statutory requirements. Failure to implement controls over cash could result in a delay in the timely reconciliation of bank accounts and settlement of funds to the County.

**Recommendation** The Circuit Clerk should ensure that the deposits are being made in a timely manner as prescribed by statute.

**Response** Madison County concurs with the finding.

Madison County's responses to the findings included in this report were not audited, and accordingly, we express no opinion on them.

This report is intended solely for the information and use of management, the Board of Supervisors, and others within the entity, is not intended to be, and should not be used by anyone other than these parties. However, this report is a matter of public record and its distribution is not limited.

*Bridgers, Goodman, Baird & Clarke, PLLC*

Bridgers, Goodman, Baird & Clarke, PLLC  
Certified Public Accountants  
Vicksburg, Mississippi  
February 19, 2025

**MADISON COUNTY**

**SCHEDULE OF FINDINGS AND QUESTIONED COSTS**

MADISON COUNTY  
Schedule of Findings and Questioned Costs  
For the Year Ended September 30, 2023

**Section 1: Summary of Auditor's Results**

**Financial Statements:**

- |   |            |
|---|------------|
| 1. Type of auditor's report issued on the financial statements: |            |
| Governmental activities   | Qualified  |
| Aggregate discretely presented component units                  | Adverse    |
| General Fund  | Qualified  |
| General I & S Fund  | Unmodified |
| American Rescue Fund  | Unmodified |
| \$12M Reunion/Bozeman HB603 Fund                                | Unmodified |
| Aggregate remaining fund information                            | Unmodified |
| 2. Internal control over financial reporting:                   |            |
| a. Material weakness identified?                                | Yes        |
| b. Significant deficiency identified?                           | Yes        |
| 3. Noncompliance material to the financial statements noted?    | No         |

**Federal Awards:**

- |   |               |
|---|---------------|
| 4. Internal control over major federal programs:  |               |
| a. Material weaknesses identified?  | No            |
| b. Significant deficiency identified?   | None Reported |
| 5. Type of auditor's report issued on compliance for major federal programs:  | Unmodified    |
| 6. Any audit finding disclosed that is required to be reported in accordance with 2 CFR 200.516(a)?   | No            |
| 7. Identification of major federal programs   |               |
| Assistance Listing Number 20.205, Highway Planning and Construction   |               |
| Assistance Listing Number 21.027, Coronavirus State and Local Fiscal Recovery Funds   |               |
| 8. Dollar threshold used to distinguish between type A and type B programs:   | \$750,000     |
| 9. Auditee qualified as low-risk auditee?   | No            |
| 10. Prior fiscal year audit findings and questioned costs relative to federal awards which would require the auditee to prepare a summary schedule of prior audit findings in accordance with 2 CFR 200.511(b)? | Yes           |

**Tax Collector**

**Material Weakness**

**2023-001.**                    The Tax Collector's Office is Not Performing Bank Reconciliations Accurately.

**Repeat Finding**        Yes, Finding 2022-001

**Criteria**                    An effective system of internal control in the Tax Collector's Office consists of timely and accurate reconciliations of bank statements and ensuring reconciled cash is sufficient for settlement of outstanding collections to the proper entities for which collections were made.

**Condition**                During the course of our test work, we noted the following:

- The Tax Collector did not properly reconcile the Main Operating Account bank statements. The amounts do not tie back to the cash journal.
- The Tax Collector did not reconcile the Internet Account or the NSF Account.
- The Tax Collector's office uses a largely manual spreadsheet for the tracking of collections and disbursements in place of accounting software. As such, the operation of the manual spreadsheet increases the likelihood of errors in opening balances, journal entries, and reconciliations. There are also less safeguards over the accounting process.
- We were unable to tie the reported numbers from the tax collector to the source documents provided, which draws into question the accuracy of the amounts settled by the Tax Collector to the County and other external entities.

**Cause**                        The Tax Collector has failed to properly implement an accounting system and internal control to track and reconcile all receipts, expenditures, and bank statements.

**Effect**                        The failure to properly implement a system of accounting for all receipts and disbursements as well as the failure to accurately and timely reconcile bank statements could result in the loss or misappropriation of public funds and issues concerning settlements to the entities for which the Tax Collector collects. The Independent Auditor's report includes a qualified opinion on the governmental activities and the General Fund due to the inadequate record keeping in the Tax Collector's office.

**Recommendation**        The Tax Collector should implement the usage of an accounting system for the office to track and record all collections and expenditures so that an accurate reconciliation can be performed as a control over cash and settlements.

**View of Responsible Official(s)**                The Tax Collector has since incorporated accounting procedures to track and record all collections and expenditures so that accurate reconciliations can be performed. The Tax Collector has since incorporated accounting procedures to reconcile all bank statements, cash and settlements accurately.

**Board of Supervisors**

**Material Weakness**

<b>2023-002.</b>	<u>Component units Should Be Included in the financial statements.</u>
<b>Repeat Finding</b>	Yes, Finding 2022-002
<b>Criteria</b>	Generally accepted accounting principles require the financial data for the County's component units to be reported with the financial data of the County's primary government unless the county also issues financial statements for the financial reporting entity that include the financial data for its component units.
<b>Condition</b>	The financial statements do not include the financial data for the county's legally separate component units.
<b>Cause</b>	The County did not include the audited financial statements of the component units.
<b>Effect</b>	The failure to properly follow generally accepted accounting principles resulted in an adverse opinion on the discretely presented component units.
<b>Recommendation</b>	The Board of Supervisors should provide audited financial data for its discretely presented component units for inclusion in the County's financial statements.
<b>View of Responsible Official(s)</b>	Madison County concurs with the finding; however, it is management's position the increase in cost and time necessary to include the County's component units will far outweigh any benefits from including the component units in the County's financial statements.

**Tax Collector**

**Significant Deficiency**

<b>2023-003.</b>	<u>The Tax Collector is Not Making Accurate Deposits.</u>
<b>Repeat Finding</b>	Yes, Finding 2022-003
<b>Criteria</b>	An effective system of internal controls requires that bank deposits be made accurately and that any identified unexplained differences be resolved in a timely manner.
<b>Condition</b>	<p>During the course of the audit, we noted that the collections per the computer system did not match the deposits made at the bank with twenty-eight (28) exceptions noted out of fifty-seven (57) deposits tested.</p> <p>Auditors were unable to locate documentation for three (3) days of the month chosen for testing.</p>
<b>Cause</b>	The Tax Collector has not established a system of internal control to ensure deposits are made accurately and that any identified unexplained differences are resolved in a timely manner.



MADISON COUNTY

Auditee's Corrective Action Plan

September 30, 2023

**Effect** Inadequate controls surrounding the deposits of revenue collections could result in improper revenue recognition and the loss or misappropriation of public funds.

**Recommendation** The Tax Collector should implement an effective internal control system to ensure the accuracy of deposits.

**View of Responsible Official(s)** This finding relates to FY 2023. The Tax Collector's office is currently making timely bank deposits. The Tax Collector's office is resolving in a timely manner any identified unexplained differences between the bank and book deposits.

Section 3: Federal Award Findings and Questioned Costs

The results of our tests did not disclose any findings and questioned costs related to federal awards.



## MADISON COUNTY BOARD OF SUPERVISORS

125 West North Street • Post Office Box 608  
Canton, Mississippi 39046  
601-855-5500 • Facsimile 601-855-5759  
[www.madison-co.com](http://www.madison-co.com)

January 15, 2025

Bridgers, Goodman, Baird & Clarke, PLLC  
Certified Public Accountants  
3528 Manor Drive  
Vicksburg, Mississippi 39180

To Whom It May Concern:

**Madison County** respectfully submits the following corrective action plan for the year ended **September 30, 2023**.

The findings from the Schedule of Findings and Questioned Costs are discussed below. The findings are numbered consistently with the number assigned in the schedule.

Section 1: Summary of Auditor's Results does not include findings and is not addressed.

**Section 2: Financial Statement Findings**

**2023-001. Corrective Action Planned:**

The Madison County Tax Collector has hired new accounting personnel and is currently exploring software upgrades which will make the reconciliation process easier and more efficient.

**Anticipated Completion Date:**

TBD

**Contact Person Responsible for Corrective Action:**

CJ Garavelli, Tax Collector

**2023-002. Corrective Action Planned:**

MADISON COUNTY  
Auditee's Corrective Action Plan  
September 30, 2023

No corrective action is planned because of the increase in cost and time necessary to include component units.

**Anticipated Completion Date:**

N/A

**Contact Person Responsible for Corrective Action:**

Greg Higginbotham, County Administrator

2023-003.

**Corrective Action Planned:**

The Madison County Tax Collector has hired new accounting personnel and is currently exploring software upgrades which will ensure the accuracy of deposits.

**Anticipated Completion Date:**

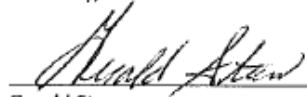
TBD

**Contact Person Responsible for Corrective Action:**

CJ Garavelli, Tax Collector

Section 3: Federal Award Findings does not include findings and is not addressed.

Sincerely,



Gerald Steen  
Board President  
601-855-5502

MADISON COUNTY  
Summary Schedule of Prior Audit Findings  
For the Year Ended September 30, 2023



**MADISON COUNTY BOARD OF SUPERVISORS**

125 West North Street • Post Office Box 608  
Canton, Mississippi 39046  
601-855-5500 • Facsimile 601-855-5759  
[www.madison-co.com](http://www.madison-co.com)

Bridgers, Goodman, Baird & Clarke, PLLC  
Certified Public Accountants  
3528 Manor Drive  
Vicksburg, Mississippi 39180

To Whom It May Concern:

**Madison County** respectfully submits the following summary schedule of prior audit findings for the year ended **September 30, 2023**.

The findings from the prior year's Schedule of Findings and Questioned Costs are discussed below. The findings are numbered consistently with the number assigned in the prior year schedule. Section 1: Summary of Auditor's Results does not include findings and is not addressed.

**Section 2: Financial Statement Findings**

**2022-001.** The Tax Collector's Office is not Performing Bank Reconciliations Accurately.

NOT CORRECTED. Repeated.

**2022-002.** Component units should be included in the financial statements.

NOT CORRECTED. Repeated.

**2022-003.** The Tax Collector is not Making Accurate Deposits.

NOT CORRECTED. Repeated.

Section 3: Federal Award Findings does not include findings and is not addressed

Sincerely,

MADISON COUNTY  
Summary Schedule of Prior Audit Findings  
For the Year Ended September 30, 2023

  
\_\_\_\_\_  
Gerald Steen  
Board President  
601-855-5502

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## **FISCAL YEAR 2024 BUDGET**

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Madison County  
Combined Budget for Publication  
For the Fiscal Year Ending September 30, 2024  
FY 2024 BUDGET

	Governmental Fund Types				Proprietary Funds				
	General	Special Revenue	Debt Service	Capital Projects	Permanent	Enterprise	Internal Service	Priv. Purpose/ Agency	Total
REVENUES									
Amount Necessary to be Raised by Tax Levy	27771613	18055962	16008765					4835712	66672054
Taxes and Ad Valorem other than Tax Levy	410000								410000
Road and Bridge Privilege Taxes		1650389							1650389
Licenses, Commissions and Other Revenue	3265853	17473							3283327
Fines and Forfeitures	700000	25552							725552
Special Assessments									
Intergovernmental Revenue:									
Federal Sources	147000	1018635							1165635
State Sources	2997609	2564450	900000	371786					6833847
Local Sources:									
Charges for Services	8709000	1612387							10321387
Interest Income	505786	20409							526196
Miscellaneous Revenue	1207633	560000							1767633
Contributions to Permanent Funds	4070								4070
Other Financing Sources	45546745	10832936	7500000	41008289					104887970
Special Items	300000								300000
Extraordinary Items									
TOTAL REVENUES	91565311	36358198	24408765	41380076				4835712	198548064
BEGINNING CASH BALANCE	1005000			88926					1093926
Total Revenue & Beginning Cash Balance	92570311	36358198	24408765	41469002				4835712	199641990
EXPENDITURES									
General Government	42814403	1446416		20611075					64871895
Public Safety	19749728	7238981							26988710
Public Works	2968762	14941126		20397214					38307103
Health and Welfare	1461609								1461609
Culture and Recreation		1896169							1896169
Education								4835712	4835712
Conservation of Natural Resources	254020								254020
Economic Development and Assistance	15443	882585		371729					1269758
Undesignated	808000								808000
Debt Service	2242916		16767219						19010136
Interfund Transactions/Other									
Other Financing Uses									
Special Items									
Extraordinary Items									
Total Expenditures	70314883	26405279	16767219	41380019				4835712	159703114
Ending Cash Balance	22255428	9952919	7641545	88983					39938876
Total Expenditures & Ending Cash Balance	92570311	36358198	24408765	41469002				4835712	199641990

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**FISCAL YEAR 2025 BUDGET**

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Madison County  
Combined Budget for Publication  
For the Fiscal Year Ending September 30, 2025  
Madison County, Mississippi  
Publication Budget  
Fiscal Year Ended 09/30/2025

	Governmental Fund Types				Proprietary Funds				
	General	Special Revenue	Debt Service	Capital Projects	Permanent	Enterprise	Internal Service	Priv.Purpose/ Agency	Total
REVENUES									
Amount Necessary to be Raised by Tax Levy	28961346	18777738	16632098						64371182
Taxes and Ad Valorem other than Tax Levy	275000								275000
Road and Bridge Privilege Taxes		1650389							1650389
Licenses, Commissions and Other Revenue	7325886	17643							7343530
Fines and Forfeitures	675000	27552							702552
Special Assessments									
Intergovernmental Revenue:									
Federal Sources	235000			1283441					1518441
State Sources	3340116	2450000		56740					5846857
Local Sources:									
Charges for Services	8763576	1326080							10089657
Interest Income	1169248	49958							1219206
Miscellaneous Revenue	1517620								1517620
Contributions to Permanent Funds									
Other Financing Sources	17200000	2300000		30252039					49752039
Special Items	300000								300000
Extraordinary Items									
TOTAL REVENUES	69762795	26599361	16632098	31592221					144586477
BEGINNING CASH BALANCE	1005000			108485					1113485
Total Revenue & Beginning Cash Balance	70767795	26599361	16632098	31700707					145699963
EXPENDITURES									
General Government	33926978	271249		8636742					42834969
Public Safety	20628318	6540292							27168611
Public Works		15882703		15931050					31813754
Health and Welfare	1733067								1733067
Culture and Recreation		1987108							1987108
Education									
Conservation of Natural Resources	254020								254020
Economic Development and Assistance	15443	882585							898028
Undesignated									
Debt Service	1883689		15471557						17355247
Interfund Transactions/Other									
Other Financing Uses									
Special Items									
Extraordinary Items									
Total Expenditures	58441517	25563938	15471557	24567792					124044806
Ending Cash Balance	12326278	1035423	1160541	7132914					21655156
Total Expenditures & Ending Cash Balance	70767795	26599361	16632098	31700707					145699963

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## **APPENDIX C**

### **FORMS OF THE COUNTY BOND RESOLUTION AND THE COUNTY BONDS**

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There came on for consideration the matter of issuing certain General and Limited Obligation Bonds of Madison County, Mississippi to provide funding for certain capital and economic development projects in the County and, after a discussion of the subject matter, Supervisor Karl Banks offered and moved the adoption of the following resolution:

**RESOLUTION OF THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI AUTHORIZING THE ISSUANCE OF (1) A PUBLIC IMPROVEMENT GENERAL OBLIGATION BOND OF THE COUNTY IN A TOTAL AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$35,000,000, AND (2) AN ECONOMIC DEVELOPMENT LIMITED TAX BOND OF THE COUNTY IN A TOTAL AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$20,000,000, AS DESCRIBED IN THIS RESOLUTION; DIRECTING THE PREPARATION, EXECUTION AND DELIVERY THEREOF; AUTHORIZING THE SALE OF SAID BONDS, IN ONE OR MORE SERIES, TO THE MISSISSIPPI DEVELOPMENT BANK AND THE SALE OF THE (1) NOT TO EXCEED \$35,000,000 MISSISSIPPI DEVELOPMENT BANK SPECIAL OBLIGATION BONDS, SERIES 2025A (MADISON COUNTY, MISSISSIPPI PUBLIC IMPROVEMENT GENERAL OBLIGATION BOND PROJECT), AND (2) NOT TO EXCEED \$20,000,000 MISSISSIPPI DEVELOPMENT BANK SPECIAL OBLIGATION BONDS, TAXABLE SERIES 2025B (MADISON COUNTY, MISSISSIPPI ECONOMIC DEVELOPMENT LIMITED TAX BOND PROJECT); AND FOR RELATED PURPOSES.**

**WHEREAS**, the Board of Supervisors (the **"Governing Body"**) of Madison County, Mississippi (the **"County"**), acting for and on behalf of the County, is authorized by Sections 19-9-1 *et seq.*, and Sections 19-5-92 and 19-5-92.1 Mississippi Code of 1972, as amended and supplemented from time to time (the **"County Bond Act"**), to issue general obligation bonds for the purposes set forth in the County Bond Act, including, but not limited to any of, (a) purchasing or erecting, equipping, repairing, reconstructing, remodeling and enlarging the Circuit Courthouse of the County and related facilities, and the purchase of land therefor; (b) constructing, reconstructing, and repairing Stribling Road, Wiesenberger Road, North Old Canton Road, Yandell Road, Catlett Road, Reunion Parkway, Bozeman Road, Calhoun Station Parkway, North Wheatley Street, South Wheatley Street, and West County Line Road, all located within the County, and acquiring the necessary land, including land for road-building materials, acquiring rights-of-way for roads, highways and bridges in the County, and for purposes related to such roads, highways and bridges; (c) providing certain water control structures and related improvements; and (d) providing the costs of issuance thereof (collectively, the **"Public Improvement Project"**); and

**WHEREAS**, the Governing Body, acting for and on behalf of the County, is authorized by the County Bond Act and Chapter 947, Local and Private Laws of 1979, as amended by Chapter 877, Local and Private Laws of 1983, as amended by Chapter 809, Local and Private Laws of 1989, as amended by Chapter 968, Local and Private Laws of 1993, as amended by Chapter 1000, Local and Private Laws of 1996, as amended by Chapter 961, Local and Private Laws of 1998, as amended by Chapter 929, Local and Private Laws of 2013, as amended by Senate Bill Number 3275 of the 2025 Regular Session of the Mississippi Legislature (collectively, the **"MCEDA Act"**), to issue limited obligation bonds for the purposes set forth in the County Bond Act and the MCEDA Act, including, but not limited to raise money for the purpose of providing funds for the development of an industrial park located in the County, together with any economic development project to be located in such industrial park, as has been recommended by the Madison County Economic Development Authority, including but not limited to the following, as authorized by the MCEDA Act, to pay the expense of acquiring real estate situated within the county for development, use and operation as industrial park complexes, industrial sites or for other economic development purposes, engaging in works of internal improvement therefor, including, but not limited to, construction or contracting for the construction of streets, roads, railroads, site improvements, and water, sewerage, drainage, pollution and other related facilities necessary or required for the development of such complexes, sites and purposes, and acquiring, purchasing, installing, leasing, financing, constructing, owning, holding, equipping, controlling, maintaining, using, operating and repairing structures and facilities necessary and convenient for the planning, development, use, operation and maintenance of the foregoing, including, but not

limited to, utility installations, buildings, and the expense of improving the same, or pollution control facilities, and/or any other purposes related thereto as authorized by the MCEDA Act (collectively, the “**Economic Development Project**,” and, together with the Public Improvement Project, the “**Project**”); and

**WHEREAS**, the Governing Body, acting for and on behalf of the County, is also authorized under the Act and Sections 31-25-1 *et seq.*, Mississippi Code of 1972, as amended and supplemented from time to time (the “**Issuer Act**” and together with the County Bond Act and the MCEDA Act, the “**Act**”), and other applicable laws of the State of Mississippi (the “**State**”), to issue bonds of the County to be sold to the Mississippi Development Bank (the “**Issuer**”) to finance the costs of the Project and to secure such bonds as general obligations with the full faith, credit and taxing power of the County, or as limited tax obligations, as provided in the County Bond Act and MCEDA Act, respectively; and

**WHEREAS**, the Project is in accordance with and in furtherance of the provisions of the Act; and

**WHEREAS**, the County is a “local governmental unit” under the Issuer Act; and

**WHEREAS**, on May 20, 2024, the Governing Body adopted a resolution (the “**Public Improvement Intent Resolution**”) wherein the Governing Body found, determined and adjudicated that (a) it is necessary that the County issue (i) general obligation bonds of the County and/or (ii) a general obligation bond of the County to be sold to the Issuer and/or (iii) enter into a loan with the Issuer, all in a total aggregate principal amount not to exceed Ninety-Two Million Dollars (\$92,000,000), in one or more taxable or tax-exempt series, for the purposes as described in the Public Improvement Intent Resolution, (b) declared its intention to issue said general obligation bonds and/or a general obligation bond of the County and/or enter into a loan with the Issuer, and (c) fixed 9:00 o'clock a.m. on June 17, 2024, as the date and hour on which it proposed to direct the issuance of said general obligation bonds and/or a general obligation bond of the County and/or enter into a loan with the Issuer, on or prior to which date and hour any protests to be made against the issuance of such general obligation bonds and/or a general obligation bond of the County and/or loan were required to be filed; and

**WHEREAS**, as required by the Public Improvement Intent Resolution and the County Bond Act, a copy of the Public Improvement Intent Resolution was published once a week for at least three (3) consecutive weeks in the *Madison County Journal*, a newspaper having a general circulation in the County, and qualified under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended, the first publication having been made not less than twenty-one (21) days prior to the date fixed herein for the issuance of the bonds, and the last publication having been made not more than seven (7) days prior to such date, said Public Improvement Intent Resolution having been published in said newspaper on May 23 and 30, and June 6 and 13, 2024; and

**WHEREAS**, as of the hour of 9:00 o'clock a.m. on June 17, 2024, (a) no qualifying written protest against the issuance of such general obligation bonds and/or a general obligation bond of the County and/or the loan as described in the Public Improvement Intent Resolution had been filed or presented by qualified electors of the County with the Chancery Clerk (the “**Clerk**”) or any member of the Governing Body, and (b) all persons present or represented by counsel or otherwise were given the opportunity to be heard concerning the issuance of such general obligation bond or bonds or loan as described in the Public Improvement Intent Resolution pursuant to the Act and the purposes for which such borrowing is to be obtained and no protest or objection of any kind or character against such borrowing or the purposes for which it is to be obtained was presented; and

**WHEREAS**, on June 17, 2024, the Governing Body of the County adopted a resolution (the “**Public Improvement No Protest Resolution**”), finding and determining that (a) no qualifying written protest against the issuance of such general obligation bonds and/or a general obligation bond of the County and/or the loan as described in the Public Improvement Intent Resolution had been filed with the Clerk or presented by qualified electors of the County to the Governing Body and (b) the Governing Body may proceed with the issuance of such general obligation bonds and/or a general obligation bond of the County and/or the loan as described in the Public Improvement Intent Resolution and the Public Improvement No Protest Resolution, in one or more series; and



**WHEREAS**, on September 4, 2024, the County issued its \$19,000,000 Madison County General Obligation Public Improvement Bonds, Series 2024, under and pursuant to the Public Improvement Intent Resolution, and the Public Improvement No Protest Resolution, and resolutions adopted by the Governing Body on June 17, 2024 and August 5, 2024; and

**WHEREAS**, it would be in the best interest of the County for the Governing Body to provide funding for the costs of the Public Improvement Project through the issuance of a public improvement general obligation bond of the County to be sold to the Issuer in accordance with the Act; and

**WHEREAS**, after careful study and investigation by the Governing Body, it appears to be in the best interest of the citizens of the County for the County to issue its Public Improvement General Obligation Bond, Series 2025A in the principal amount of not to exceed Thirty-Five Million Dollars (\$35,000,000), in one or more series (together, the "**Series 2025A County Bond**") and to authorize the sale of the Series 2025A County Bond to the Issuer; and

**WHEREAS**, the Issuer will issue its Special Obligation Bonds, Series 2025A (Madison County, Mississippi Public Improvement General Obligation Bond Project), in the aggregate principal amount of not to exceed Thirty-Five Million Dollars (\$35,000,000), in one or more series (together, the "**Series 2025A Bonds**") and will use a portion of the proceeds thereof to purchase the Series 2025A County Bond and a portion of the proceeds thereof to pay costs of issuance in connection with the issuance of the Series 2025A County Bond and the Series 2025A Bonds; and

**WHEREAS**, on March 3, 2025, the Governing Body adopted a resolution (the "**Economic Development Intent Resolution**") wherein the Governing Body found, determined and adjudicated that (a) it is necessary that the County issue (i) limited obligation bonds of the County and/or (ii) a limited obligation bond of the County to be sold to the Issuer and/or (iii) enter into a loan with the Issuer, all in a total aggregate principal amount not to exceed Twenty Million Dollars (\$20,000,000), in one or more taxable or tax-exempt series, for the purposes as described in the Economic Development Intent Resolution, (b) declared its intention to issue said limited obligation bonds and/or a limited obligation bond of the County and/or enter into a loan with the Issuer, and (c) fixed 9:00 o'clock a.m. on April 7, 2025, as the date and hour on which it proposed to direct the issuance of said limited obligation bonds and/or a limited obligation bond of the County and/or enter into a loan with the Issuer, on or prior to which date and hour any protests to be made against the issuance of such limited obligation bonds and/or a limited obligation bond of the County and/or loan were required to be filed; and

**WHEREAS**, as required by the Economic Development Intent Resolution and the County Bond Act, a copy of the Economic Development Intent Resolution was published once a week for at least three (3) consecutive weeks in the *Madison County Journal*, a newspaper having a general circulation in the County, and qualified under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended, the first publication having been made not less than twenty-one (21) days prior to the date fixed herein for the issuance of the bonds, and the last publication having been made not more than seven (7) days prior to such date, said Economic Development Intent Resolution having been published in said newspaper on March 13, 20 and 27, and April 3, 2025; and

**WHEREAS**, as of the hour of 9:00 o'clock a.m. on April 7, 2025, (a) no qualifying written protest against the issuance of such limited obligation bonds and/or a limited obligation bond of the County and/or the loan as described in the Economic Development Intent Resolution had been filed or presented by qualified electors of the County with the Clerk or any member of the Governing Body, and (b) all persons present or represented by counsel or otherwise were given the opportunity to be heard concerning the issuance of such limited obligation bond or bonds or loan as described in the Economic Development Intent Resolution pursuant to the Act and the purposes for which such borrowing is to be obtained and no protest or objection of any kind or character against such borrowing or the purposes for which it is to be obtained was presented; and

**WHEREAS**, on April 7, 2025, the Governing Body of the County adopted a resolution (the "**Economic Development No Protest Resolution**"), finding and determining that (a) no qualifying written protest against the

issuance of such limited obligation bonds and/or a limited obligation bond of the County and/or the loan as described in the Economic Development Intent Resolution had been filed with the Clerk or presented by qualified electors of the County to the Governing Body and (b) the Governing Body may proceed with the issuance of such general limited bonds and/or a limited obligation bond of the County and/or the loan as described in the Economic Development Intent Resolution and the Economic Development No Protest Resolution, in one or more series; and

**WHEREAS**, it would be in the best interest of the County for the Governing Body to provide funding for the costs of the Economic Development Project through the issuance of an Economic Development Limited Tax Bond of the County to be sold to the Issuer in accordance with the Act; and

**WHEREAS**, after careful study and investigation by the Governing Body, it appears to be in the best interest of the citizens of the County for the County to issue its Economic Development Limited Tax Bond, Taxable Series 2025B in the principal amount of not to exceed Twenty Million Dollars (\$20,000,000), in one or more series (together, the "**Series 2025B County Bond**," and, together with the Series 2025A County Bond, the "**County Bonds**") and to authorize the sale of the Series 2025B County Bond to the Issuer; and

**WHEREAS**, the Issuer will issue its Special Obligation Bonds, Taxable Series 2025B (Madison County, Mississippi Economic Development Limited Tax Bond Project), in the aggregate principal amount of not to exceed Twenty Million Dollars (\$20,000,000), in one or more series (together, the "**Series 2025B Bonds**," and, together with the Series 2025A Bonds, the "**Series 2025 Bonds**") and will use a portion of the proceeds thereof to purchase the Series 2025B County Bond and a portion of the proceeds thereof to pay costs of issuance in connection with the issuance of the Series 2025B County Bond and the Series 2025B Bonds; and

**WHEREAS**, the issuance of the County Bonds and the Series 2025 Bonds for the purpose of providing funding for the Project will result in a substantial public benefit to the citizens of the County; and

**WHEREAS**, the Governing Body is now desirous of proceeding with the issuance of the County Bonds and the purchase thereof by the Issuer with the proceeds of the Series 2025 Bonds; and

**WHEREAS**, the Series 2025 Bonds will be issued pursuant to and secured by an Indenture of Trust (the "**Indenture**"), by and between the Issuer and Hancock Whitney Bank, as Trustee (the "**Trustee**"); and

**WHEREAS**, the County Bonds will be sold to the Issuer pursuant to the terms and provisions of this Bond Resolution (as defined herein), the Act and a County Bond Purchase Agreement, by and between the Issuer and the County, to be dated as of the date of the sale of the Series 2025 Bonds (the "**County Bond Purchase Agreement**"); and

**WHEREAS**, the County will make payments on the County Bonds in amounts sufficient to pay the principal of, premium, if any, and interest on the Series 2025 Bonds, as and when the same shall become due and payable; and

**WHEREAS**, the Governing Body is now desirous of proceeding with the issuance of the County Bonds pursuant to this Bond Resolution and the purchase thereof by the Issuer with the proceeds of the Series 2025 Bonds and authorizing the negotiation of the sale of the Series 2025 Bonds thereof to Raymond James & Associates, Inc., Memphis, Tennessee, as underwriter (the "**Underwriter**") pursuant to the terms and provisions of a Bond Purchase Agreement, to be dated as of the date of the sale of the Series 2025 Bonds (the "**Bond Purchase Agreement**"), by and among the Issuer, the Underwriter and the County; and

**WHEREAS**, there have been prepared and submitted to the Governing Body the forms of:

(a) the Indenture under which the Series 2025 Bonds will be issued and by which they will be secured,  
and

and (b) the County Bond Purchase Agreement providing for the sale of the County Bonds to the Issuer,

and (c) the Bond Purchase Agreement providing for the sale of the Series 2025 Bonds to the Underwriter,

(d) the Preliminary Official Statement, to be dated the date of distribution thereof (the "**Preliminary Official Statement**") describing the Series 2025 Bonds, the County Bonds, the terms of the Indenture and other matters in connection with the sale and issuance of the Series 2025 Bonds and the County Bonds; and

(e) the Continuing Disclosure Certificate, to be dated the date of delivery thereof (the "**Continuing Disclosure Certificate**"), to be executed by the County in connection with the issuance of the Series 2025 Bonds, such Continuing Disclosure Certificate is provided as an appendix section in the Preliminary Official Statement; and

**WHEREAS**, it appears that each of the documents referred to above, which documents are now before the Governing Body, is in appropriate form and is an appropriate document for the purposes identified; and

**WHEREAS**, all conditions, acts and things required by the Act and the Constitution and laws of the State to have existed, to have happened and to have been performed precedent to and in connection with the adoption of this Bond Resolution, the sale and issuance of the County Bonds to the Issuer, the sale and issuance of the Series 2025 Bonds, the execution by the County of the Bond Purchase Agreement, the County Bond Purchase Agreement and the distribution of the Preliminary Official Statement have happened and have been performed in regular and due time, form and manner as required by law; and

**WHEREAS**, it is proposed that the Governing Body should take all such additional actions, authorize the execution of such certificates, applications, reports and notices, and authorize such other actions and proceedings as shall be necessary in connection with the sale and issuance of the County Bonds and the Series 2025 Bonds.

**NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE BOARD OF SUPERVISORS OF THE COUNTY, ACTING FOR AND ON BEHALF OF THE COUNTY, AS FOLLOWS:**

**SECTION 1.** All of the matters and things recited in the premises sections of this Bond Resolution are found and determined to be true and accurate.

**SECTION 2.** This Bond Resolution is adopted pursuant to the Act and the Constitution and laws of the State.

**SECTION 3.** In addition to any words and terms elsewhere defined herein, the following words and terms shall have the following meanings, unless some other meaning is plainly intended:

"**Act**" means, collectively, together, the County Bond Act, the MCEDA Act, and the Issuer Act.

"**Agent**" means any Paying Agent or Transfer Agent, whether serving in either or both capacities. The Agent shall initially be the Trustee.

"**Authorized Officer**" means the President of the Governing Body, the Vice President of the Governing Body, the Clerk, and any other officer designated from time to time as an Authorized Officer by resolution of the Governing Body, and when used with reference to any act or document also means any other Person authorized by resolution of the Governing Body to perform such act or sign such document.

"**Bond Counsel**" means Butler Snow LLP, Ridgeland, Mississippi.

**“Bond Resolution”** means this resolution, as may be amended, and supplemented from time to time.

**“Business Day”** means any day other than (a) a Saturday, (b) a Sunday, (c) any other day on which banking institutions in New York, New York, or the offices of the Trustee, are authorized or required not to be open for the transaction of regular banking business, (d) any day the County Courthouse is closed, or (e) a day on which the New York Stock Exchange is closed.

**“Clerk”** means the Chancery Clerk of the County.

**“County”** means Madison County, Mississippi.

**“County Bonds”** means together the Series 2025A County Bond and the Series 2025B County Bond.

**“County Bond Act”** means Sections 19-9-1 *et seq.*, and Sections 19-5-92 and 19-5-92.1 of the Mississippi Code of 1972, as amended and supplemented from time to time.

**“County Bond Payments”** means the payments required of the County hereunder as provided in Sections 9 and 18 hereof.

**“County Counsel”** means Mike Espy PLLC, Jackson, Mississippi.

**“Economic Development Project”** means to raise money for the purpose of providing funds for the development of an industrial park located in the County, together with any economic development project to be located in such industrial park, as has been recommended by the Madison County Economic Development Authority, including but not limited to the following, as authorized by the MCEDA Act, to pay the expense of acquiring real estate situated within the county for development, use and operation as industrial park complexes, industrial sites or for other economic development purposes, engaging in works of internal improvement therefor, including, but not limited to, construction or contracting for the construction of streets, roads, railroads, site improvements, and water, sewerage, drainage, pollution and other related facilities necessary or required for the development of such complexes, sites and purposes, and acquiring, purchasing, installing, leasing, financing, constructing, owning, holding, equipping, controlling, maintaining, using, operating and repairing structures and facilities necessary and convenient for the planning, development, use, operation and maintenance of the foregoing, including, but not limited to, utility installations, buildings, and the expense of improving the same, or pollution control facilities, and/or any other purposes related thereto as authorized by the MCEDA Act.

**“Governing Body”** means the Board of Supervisors of the County.

**“Interest Payment Date”** means the interest payment dates for the Series 2025A Bonds and the Series 2025B Bonds as described in the Indenture.

**“Issuer”** means the Mississippi Development Bank.

**“Issuer Act”** means Sections 31-25-1 *et seq.*, Mississippi Code of 1972, as amended and supplemented from time to time.

**“MCEDA Act”** means, collectively, Chapter 947, Local and Private Laws of 1979, as amended by Chapter 877, Local and Private Laws of 1983, as amended by Chapter 809, Local and Private Laws of 1989, as amended by Chapter 968, Local and Private Laws of 1993, as amended by Chapter 1000, Local and Private Laws of 1996, as amended by Chapter 961, Local and Private Laws of 1998, as amended by Chapter 929, Local and Private Laws of 2013, as amended by Senate Bill Number 3275 of the 2025 Regular Session of the Mississippi Legislature.



**“Municipal Advisor”** means Government Consultants, Inc., Madison, Mississippi, as Independent Registered Municipal Advisor to the County.

**“Paying Agent”** means any bank, trust company or other institution hereafter designated by the Governing Body for the payment of the principal of and interest on the County Bonds. The Paying Agent shall initially be the Trustee.

**“Person”** means an individual, partnership, corporation, limited liability company, trust or unincorporated organization and a government or agency or political subdivision thereof.

**“President”** means the President of the Governing Body, or such other member of the Governing Body authorized by law to act in the capacity as president of the Governing Body in the event the President is unavailable or otherwise unable to act.

**“Project”** means, together, the Public Improvement Project and the Economic Development Project.

**“Public Improvement Project”** means, collectively, providing funds to finance the costs of any of, (a) purchasing or erecting, equipping, repairing, reconstructing, remodeling and enlarging the Circuit Courthouse of the County and related facilities, and the purchase of land therefor; (b) constructing, reconstructing, and repairing Stribling Road, Wiesenberger Road, North Old Canton Road, Yandell Road, Catlett Road, Reunion Parkway, Bozeman Road, Calhoun Station Parkway, North Wheatley Street, South Wheatley Street, and West County Line Road, all located within the County, and acquiring the necessary land, including land for road-building materials, acquiring rights-of-way for roads, highways and bridges in the County, and for purposes related to such roads, highways and bridges; (c) providing certain water control structures and related improvements; and (d) providing the costs of issuance thereof.

**“Record Date Registered Owner”** means the Registered Owner of the County Bond as of the Record Date.

**“Record Date”** has the meaning given to it in the Indenture.

**“Registered Owner”** or **“Bondholder”** means the Person whose name shall appear in the registration records of the County maintained by the Transfer Agent and shall initially be the Trustee as assignee of the Issuer as provided for in the Indenture.

**“Series 2025 Bonds”** means, together, the Series 2025A Bonds and the Series 2025B Bonds.

**“Series 2025A Bonds”** means the not to exceed \$35,000,000 Mississippi Development Bank Special Obligation Bonds, Series 2025A (Madison County, Mississippi Public Improvement General Obligation Bond Project), authorized to be issued in one or more series by the Issuer pursuant to the Issuer Act and the terms and conditions of the Indenture.

**“Series 2025B Bonds”** means the not to exceed \$20,000,000 Mississippi Development Bank Special Obligation Bonds, Taxable Series 2025B (Madison County, Mississippi Economic Development Limited Tax Bond Project), authorized to be issued in one or more series by the Issuer pursuant to the Issuer Act and the terms and conditions of the Indenture.

**“Series 2025A County Bond”** means the not to exceed \$35,000,000 Madison County, Mississippi Public Improvement General Obligation Bond, Series 2025A authorized and directed to be issued in one or more series by this Bond Resolution.

**“Series 2025B County Bond”** means the not to exceed \$20,000,000 Madison County, Mississippi Economic Development Limited Tax Bond, Taxable Series 2025B authorized and directed to be issued in one or more series by this Bond Resolution.

**“State”** means the State of Mississippi.

**“Transfer Agent”** means any bank, trust company or other institution hereafter designated by the Governing Body for the registration of the owner of the County Bond and for the performance of such other duties as may be herein or hereafter specified by the Governing Body. The Transfer Agent shall initially be the Trustee.

**“Trustee”** means Hancock Whitney Bank, which financial institution will have corporate trust powers and be qualified to act as Trustee under the Indenture.

**“Underwriter”** means Raymond James & Associates, Inc., Memphis, Tennessee.

**“2025A Bond Fund”** means Madison County, Mississippi Public Improvement General Obligation Bond, Series 2025A Bond Fund provided for in Section 18 hereof.

**“2025B Bond Fund”** means Madison County, Mississippi Public Economic Development Limited Tax Bond, Series 2025B Bond Fund provided for in Section 18 hereof.

**“2025A Construction Fund”** means Madison County, Mississippi Public Improvement General Obligation Bond, Series 2025A Construction Fund provided for in Section 19 hereof.

**“2025B Construction Fund”** means Madison County, Mississippi Economic Development Limited Tax Bond, Series 2025B Construction Fund provided for in Section 19 hereof.

Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words and terms herein defined shall be equally applicable to the plural as well as the singular form of any such word or term.

**SECTION 4.** The Governing Body, acting for and on behalf of the County, does hereby find and declare that the sale and issuance of (a) the Series 2025A County Bond pursuant to the Act in a total aggregate principal amount not to exceed Thirty-Five Million Dollars (\$35,000,000), in one or more series, is necessary and advisable and conforms to the Act, and (b) the Series 2025B County Bond pursuant to the Act in a total aggregate principal amount not to exceed Twenty Million Dollars (\$20,000,000), in one or more series, is necessary and advisable and conforms to the Act.

**SECTION 5.** The Series 2025A County Bond is hereby authorized and ordered to be prepared and issued in one or more series in a total aggregate principal amount not to exceed Fifty-Five Million Dollars (\$55,000,000) to provide financing for the Public Improvement Project as authorized by the Act. The Series 2025B County Bond is hereby authorized and ordered to be prepared and issued in one or more series in a total aggregate principal amount not to exceed Twenty Million Dollars (\$20,000,000) to provide financing for the Economic Development Project as authorized by the Act. The Governing Body is authorized and empowered by the provisions of the County Bond Act to issue the County Bonds without an election on the question of the issuance thereof and is authorized to issue the County Bonds pursuant to the Act or as may otherwise be provided by law.

**SECTION 6.** The Governing Body hereby further authorizes and approves the sale of the County Bonds to the Issuer or its assignee pursuant to the terms and provisions of the County Bond Purchase Agreement and based upon the terms and conditions of the sale of the Series 2025 Bonds to the Underwriter.



**SECTION 7.** The Governing Body does hereby find and determine that the County Bonds and the Series 2025 Bonds are being issued to provide financing for the costs of the Project.

**SECTION 8.** In consideration of the purchase and acceptance of the County Bonds by those who shall hold the same from time to time, this Bond Resolution shall constitute a contract between the County and the Registered Owner from time to time of the County Bonds. The pledge made herein, and the covenants and agreements herein set forth to be performed on behalf of the County for the benefit of the Registered Owner shall be for the equal benefit, protection and security of the Registered Owner, all of which, regardless of the time or times of its authentication and delivery or maturity, shall be of equal rank without preference, priority or distinction.

**SECTION 9.** (a) Payments of interest on the County Bonds shall be made to the Record Date Registered Owner, and payments of principal shall be made to the Record Date Registered Owner in lawful money of the United States of America upon presentation of the County Bonds at the corporate trust office of the Paying Agent.

(b) The County Bonds shall be dated the date of delivery; shall each be issued as a fully registered bond in a single denomination equal to the principal amount thereof; shall be numbered A-1 and B-1, respectively; shall bear interest from the date thereof at the rate or rates borne by the Series 2025A Bonds and the Series 2025B Bonds, respectively (as provided in the Indenture), which rate or rates shall be reviewed by the Municipal Advisor and determined to be reasonable under then current market conditions, payable on each Interest Payment Date, subject to the limitation that neither of the County Bonds shall bear a greater overall interest rate to maturity than eleven percent (11%) per annum; and shall mature and become due and payable in the same manner and at the same dates and times as provided for the Series 2025A Bonds and the Series 2025B Bonds, respectively, in the Indenture; provided, however, that the final maturity for the County Bonds shall be no later than thirty (30) years from their respective dates of issuance unless earlier redeemed as provided for in this Bond Resolution and the Indenture.

(c) The County Bonds are subject to redemption prior to maturity only at the times, to the extent, in the manner and as otherwise provided for the respective Series of the Series 2025 Bonds in the Indenture. If applicable, the County shall provide proper notices to the Issuer and the Trustee as provided in the Indenture in the event the County elects to redeem the County Bonds or any portion or series thereof, and redemption of the County Bonds or any portion or series thereof shall be as provided in this Section 9 and Article IV of the Indenture. It is intended that redemption of the County Bonds may only occur through the processes provided in the Indenture, and the County hereby accepts such redemption provisions by this reference.

(d) A default in the due and punctual payment of any interest or principal on either of the County Bonds or a default by the County under this Bond Resolution is an Event of Default (as defined in the Indenture) under the Indenture entitling the Trustee to exercise certain remedies under the Indenture, including, but not limited to, the acceleration of all principal and interest due and owing on the Series 2025 Bonds outstanding. In the event the Trustee exercises such remedies under the Indenture, the principal and interest due and owing on the County Bonds may be accelerated in accordance with the Indenture and the County shall cause the County Bonds or the applicable Series thereof to be redeemed and paid in full.

**SECTION 10.** (a) When the County Bonds shall have been validated and executed as herein provided, they shall be registered as an obligation of the County in the office of the Clerk in a record maintained for that purpose, and the Clerk shall cause to be imprinted upon the County Bonds, over such official's manual or facsimile signature and manual or facsimile seal, its certificate in substantially the form set out in Section 12 hereof.

(b) The County Bonds shall be executed by the manual or facsimile signature of the President and countersigned by the manual or facsimile signature of the Clerk, with the seal of the County imprinted or affixed thereto; provided, however all signatures and seals appearing on the County Bonds, other than the signature of an

authorized officer of the Transfer Agent hereafter provided for, may be facsimile and shall have the same force and effect as if manually signed or impressed. In case any official of the County whose signature or a facsimile of whose signature shall appear on the County Bonds shall cease to be such official before the delivery or reissuance thereof, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such official had remained in office until delivery or reissuance.

(c) The County Bonds shall be delivered to the Issuer or its assignee upon payment of the purchase price therefor in accordance with the terms and conditions of the Indenture and the County Bond Purchase Agreement, together with a complete certified transcript of the proceedings had and done in the matter of the authorization, issuance, sale and validation of the County Bonds, and the final, unqualified approving opinion of Bond Counsel.

(d) Prior to or simultaneously with the delivery of the County Bonds by the Transfer Agent, the County shall file with the Transfer Agent:

(i) a copy, certified by the Clerk, of the transcript of proceedings of the Governing Body in connection with the authorization, issuance, sale and validation of the County Bonds; and

(ii) an authorization to the Transfer Agent, signed by the President, to authenticate and deliver the County Bonds to the Issuer or its assignee; and

(iii) such other documentation, if any, as may be required by this Bond Resolution, the Bond Purchase Agreement, Bond Counsel, and the Indenture.

(e) At delivery, the Transfer Agent shall authenticate the County Bonds and deliver the authenticated County Bonds to the Issuer or its assignee upon payment of the purchase price of the County Bonds to the County in accordance with the County Bond Purchase Agreement.

**SECTION 11.** (a) The County hereby designates the Trustee as the Paying Agent and Transfer Agent for the County Bonds. The County specifically reserves the right to hereafter designate a separate Paying Agent and Transfer Agent in its discretion, subject, however to the terms and conditions of the Indenture, and as hereinafter provided.

(b) So long as the County Bonds shall remain outstanding, the County shall maintain with the Agent records for the registration and transfer of the County Bonds. The Agent is hereby appointed registrar for the County Bonds, in which capacity the Agent shall register in such records and permit to be transferred thereon, under such reasonable regulations as may be prescribed, the County Bonds if entitled to registration or transfer.

(c) The County shall pay or reimburse the Agent for reasonable fees and expenses for services normally rendered and expenses normally incurred and customarily paid to paying agents, transfer agents and bond registrars, unless otherwise agreed to by the County and the Agent. Fees and reimbursements for extraordinary services and expenses, so long as not occasioned by the negligence, misconduct or willful default of the Agent, shall be made by the County on a case-by-case basis, subject, where not prevented by emergency or other exigent circumstances, to the prior written approval of the Governing Body.

(d) An Agent may at any time resign and be discharged of the duties and obligations of the function of Trustee, Paying Agent and Transfer Agent pursuant to the terms and conditions stated in Sections 11.05 and 11.06 of the Indenture.

(e) In the event of the resignation or removal of the Agent, a successor Agent shall be selected as provided in Section 11.07 of the Indenture.

(f) In the event of a change of Agent, the predecessor Agent shall cease to be custodian of any funds held pursuant to this Bond Resolution in connection with its role as such Agent, and the successor Agent shall become such custodian; provided, however, that before any such delivery is required to be made, all fees, advances and expenses of the retiring or removed Agent shall be fully paid. Every predecessor Agent shall deliver to its successor Agent all records of account, registration records, list of Registered Owner and all other records, documents and instruments relating to its duties as such Agent.

(g) The provisions of Sections 11.07 and 11.08 of the Indenture shall govern the acceptance of any appointment of a successor Agent.

(h) Should any transfer, assignment or instrument in writing be required by any successor Agent from the County to more fully and certainly vest in such successor Agent the estates, rights, powers and duties hereby vested or intended to be vested in the predecessor Agent, any such transfer, assignment and written instruments shall, on request, be executed, acknowledged and delivered by the County.

(i) The County will provide any successor Agent with certified copies of all resolutions, orders and other proceedings adopted by the Governing Body relating to the County Bonds.

(j) All duties and obligations imposed hereby on an Agent or successor Agent shall terminate upon the accomplishment of all duties, obligations and responsibilities imposed by law or required to be performed by this Bond Resolution.

**SECTION 12.** The County Bonds shall be in substantially the following forms and the President, and the Clerk be and are hereby authorized and directed to make such changes, insertions and omissions therein as may in their opinions be required:

**[FORM OF SERIES 2025A COUNTY BOND]**

**THIS SERIES 2025A COUNTY BOND HAS BEEN ASSIGNED TO HANCOCK WHITNEY BANK, AS TRUSTEE (THE "TRUSTEE") UNDER AN INDENTURE OF TRUST (THE "INDENTURE") DATED AS OF MAY 1, 2025, BY AND BETWEEN THE MISSISSIPPI DEVELOPMENT BANK AND THE TRUSTEE. THIS SERIES 2025A COUNTY BOND IS REGISTERED IN THE NAME OF THE TRUSTEE AND IS NON-TRANSFERRABLE EXCEPT AS PERMITTED IN THE INDENTURE.**

**UNITED STATES OF AMERICA  
STATE OF MISSISSIPPI**

**MADISON COUNTY, MISSISSIPPI  
PUBLIC IMPROVEMENT GENERAL OBLIGATION BOND,  
SERIES 2025A**

**NO. 1**

**\$35,000,000**

<i>Rate of Interest</i>	<i>Maturity</i>	<i>Date of Original Issue</i>
<i>Payable as set forth herein</i>	_____ 1, 20__	____, 2025

**REGISTERED OWNER:**     **HANCOCK WHITNEY BANK,**  
                                  **As Assignee of the Mississippi Development Bank**

**PRINCIPAL AMOUNT:**     **THIRTY-FIVE MILLION AND NO/100THS DOLLARS**

Madison County, Mississippi (the “**County**”), a body politic existing under the Constitution and laws of the State of Mississippi, acknowledges itself to owe and for value received, promises to pay in lawful money of the United States of America to the Registered Owner identified above, upon the presentation and surrender hereof, at the corporate trust office of Hancock Whitney Bank, in Gulfport, Mississippi, or its successor, as paying agent (the “**Paying Agent**”) for the Public Improvement General Obligation Bond, Series 2025A of the County (this “**Series 2025A County Bond**”), on the maturity date identified above, the principal amount identified above. Payment of the principal amount of this Series 2025A County Bond shall be made to the Registered Owner hereof who shall appear in the registration records of the County maintained by Hancock Whitney Bank, or its successor, as transfer agent for the Series 2025A County Bond (the “**Transfer Agent**”) at the times and periods as provided in the Indenture (as defined herein).

The County further promises to pay interest on such principal amount from the date of this Series 2025A County Bond as hereinafter provided until said principal sum is paid to the Registered Owner hereof who shall appear in the registration records of the County maintained by the Transfer Agent as of the Record Date (as defined in the Indenture).

Payments of principal of and interest on this Series 2025A County Bond shall be made by check or draft mailed to such Registered Owner at its address as such address appears on such registration records in time to reach the Registered Owner at least five (5) days prior to an Interest Payment Date (as defined in the Bond Resolution, as hereinafter defined).

This Series 2025A County Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including Sections 19-9-1 *et seq.*, and Sections 19-5-92 and 19-5-92.1 Mississippi Code of 1972, as amended and supplemented from time to time (the “**County Bond Act**”), and Sections 31-25-1 *et seq.*, Mississippi Code of 1972, as amended (the “**Issuer Act**” and together with the County Bond Act, the “**Act**”), and by the further authority of proceedings duly had by the Board of Supervisors of the County, including a resolution adopted on April 7, 2025 (the “**Bond Resolution**”).

This Series 2025A County Bond is issued in the aggregate authorized principal amount of Thirty-Five Million Dollars (\$35,000,000) to provide funds to the County for the purposes set forth in the Bond Resolution, including, but not limited to, any of, (a) purchasing or erecting, equipping, repairing, reconstructing, remodeling and enlarging the Circuit Courthouse of the County and related facilities, and the purchase of land therefor; (b) constructing, reconstructing, and repairing Stribling Road, Wiesenberger Road, North Old Canton Road, Yandell Road, Catlett Road, Reunion Parkway, Bozeman Road, Calhoun Station Parkway, North Wheatley Street, South Wheatley Street, and West County Line Road, all located within the County, and acquiring the necessary land, including land for road-building materials, acquiring rights-of-way for roads, highways and bridges in the County, and for purposes related to such roads, highways and bridges; (c) providing certain water control structures and related improvements; and (d) providing the costs of issuance thereof.

The County will duly and punctually pay the principal of, premium, if any, and interest on this Series 2025A County Bond at the dates and the places and in the manner mentioned in the Bond Resolution, according to the true intent and meaning thereof. Notwithstanding any schedule of payments upon the Series 2025A County Bond, the County agrees to make payments upon this Series 2025A County Bond and be liable therefor at such times and in such amounts (including principal, premium, if any, and interest) so as to provide for payment of the principal of, premium, if any, and interest on the \$35,000,000 Mississippi Development Bank Special Obligation Bonds, Series 2025A (Madison County, Mississippi Public Improvement General Obligation Bond Project) (the “**Series 2025A Bonds**”), outstanding under the Indenture of Trust, by and between the Mississippi Development



Bank and Hancock Whitney Bank, as trustee (the "**Trustee**"), dated as of May 1, 2025 (the "**Indenture**"), when due whether upon a scheduled interest payment date, redemption or at maturity.

Reference is hereby made to the Bond Resolution and to all amendments and supplements thereto for the provisions, among others, with respect to the nature and extent of the security for the bondholder, the rights, duties and obligations of the County and the bondholder and the terms upon which this Series 2025A County Bond is or may be issued and secured.

The County and the Paying Agent may deem and treat the Registered Owner hereof as the absolute owner for the purpose of receiving payment of principal hereof and interest due hereon and for all other purposes and neither the County nor the Paying Agent shall be affected by any notice to the contrary.

This Series 2025A County Bond shall be a general obligation of the County payable as to principal of, premium, if any, and interest out of and secured by a special tax to be levied annually by the County, without limitation as to time, rate or amount, upon all of the taxable property within the geographical boundaries of the County adequate and sufficient to provide for the payment of the principal of, premium, if any, and interest on this Series 2025A County Bond as the same becomes due. Said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the County are collected, and the rate of the tax which shall be so extended shall be sufficient in each year fully to produce the sums required as aforesaid, without limitation as to time, rate or amount, in accordance with the provisions of the Bond Resolution. The avails of said tax are irrevocably pledged by the County under the Bond Resolution for the payment of the principal of, premium, if any, and interest on this Series 2025A County Bond as the same shall mature and accrue. Should there be a failure in any year to comply with the requirements, such failure shall not impair the right of the holder of this Series 2025A County Bond in any subsequent year to have adequate taxes levied and collected to meet the obligations of this Series 2025A County Bond, as to principal of, premium, if any, and interest.

This Series 2025A County Bond and the Series 2025B County Bond, as defined in the Bond Resolution, are the only evidences of indebtedness issued and outstanding under the Bond Resolution. This Series 2025A County Bond has been purchased by the Mississippi Development Bank and has been assigned to the Trustee under the Indenture. This Series 2025A County Bond is registered in the name of the Trustee and is non-transferrable except as provided in the Indenture.

The County and the Transfer Agent may deem and treat the Person in whose name this Series 2025A County Bond is registered as the absolute owner hereof, whether this Series 2025A County Bond shall be overdue or not, for the purpose of receiving payment of the principal of, premium, if any, and interest on this Series 2025A County Bond and for all other purposes. All such payments so made to the Registered Owner shall be valid and effectual to satisfy and discharge the liability upon this Series 2025A County Bond to the extent of the sum or sums paid, and neither the County nor the Transfer Agent shall be affected by any notice to the contrary.

Upon a default in payment under this Series 2025A County Bond, the Trustee may, as provided in the Indenture and the Bond Resolution, declare the principal of and accrued interest on this Series 2025A County Bond to be due and payable immediately.

This Series 2025A County Bond shall only be redeemed under the Bond Resolution to the extent and in the manner required to redeem the Series 2025A Bonds pursuant to the provisions of the Indenture.

Modifications or alterations of the Bond Resolution may be made only to the extent and under the circumstances permitted by the Indenture.

This Series 2025A County Bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Bond Resolution until the certificate of registration and authentication hereon shall have been signed by the Transfer Agent.

Capitalized terms used herein, but not defined herein, shall have the meanings given to such terms in the Bond Resolution and the Indenture.

**IT IS HEREBY CERTIFIED, RECITED AND REPRESENTED** that all conditions, acts and things required by law to exist, to have happened and to have been performed precedent to and in the issuance of this Series 2025A County Bond, in order to make the same a legal and binding general obligation of the County, according to the terms thereof, do exist, have happened and have been performed in regular and due time, form and manner as required by law. For the performance in apt time and manner of every official act herein required, and for the prompt payment of this Series 2025A County Bond, including principal, premium, if any, and interest, the full faith, credit and taxing power of the County are hereby irrevocably pledged.

**IN WITNESS WHEREOF**, the County has caused this Series 2025A County Bond to be executed in its name by the manual or facsimile signature of the President of the Board of Supervisors of the County, countersigned by the manual or facsimile signature of the County Clerk of the County, under the manual or facsimile seal of the County, which said manual or facsimile signatures and seal said officials adopt as and for their own proper signatures and seal, on this the \_\_\_\_\_ day of \_\_\_\_\_ 2025.

(SEAL)

**MADISON COUNTY, MISSISSIPPI**

By \_\_\_\_\_  
President

**ATTEST:**

\_\_\_\_\_  
Chancery Clerk

**CERTIFICATE OF REGISTRATION AND AUTHENTICATION**

This Series 2025A County Bond is the Series 2025A County Bond described in the within mentioned Bond Resolution and is the Public Improvement General Obligation Bond, Series 2025A, of Madison County, Mississippi.

**HANCOCK WHITNEY BANK**, as Transfer Agent

By \_\_\_\_\_  
Authorized Signatory

Date of Registration and Authentication: \_\_\_, 2025

**REGISTRATION AND VALIDATION CERTIFICATE**

**STATE OF MISSISSIPPI  
COUNTY OF MADISON**

I, the undersigned Chancery Clerk of Madison County, Mississippi, do hereby certify that the within Series 2025A County Bond has been duly registered by me as an obligation of said County pursuant to law in a record kept in my office for that purpose, and has been validated and confirmed by Decree of the Chancery Court of Madison County, Mississippi, rendered on the \_\_\_\_\_ day of \_\_\_\_\_, 2025.

(SEAL)

\_\_\_\_\_  
Chancery Clerk

**[END OF FORM OF SERIES 2025A COUNTY BOND]**

[FORM OF SERIES 2025B COUNTY BOND]

THIS SERIES 2025B COUNTY BOND HAS BEEN ASSIGNED TO HANCOCK WHITNEY BANK, AS TRUSTEE (THE "TRUSTEE") UNDER AN INDENTURE OF TRUST (THE "INDENTURE") DATED AS OF MAY 1, 2025, BY AND BETWEEN THE MISSISSIPPI DEVELOPMENT BANK AND THE TRUSTEE. THIS SERIES 2025B COUNTY BOND IS REGISTERED IN THE NAME OF THE TRUSTEE AND IS NON-TRANSFERRABLE EXCEPT AS PERMITTED IN THE INDENTURE.

UNITED STATES OF AMERICA  
STATE OF MISSISSIPPI

MADISON COUNTY, MISSISSIPPI  
ECONOMIC DEVELOPMENT LIMITED TAX BOND,  
TAXABLE SERIES 2025B

NO. 1

\$20,000,000

<i>Rate of Interest</i>	<i>Maturity</i>	<i>Date of Original Issue</i>
<i>Payable as set forth herein</i>	_____ 1, 20__	____, 2025

REGISTERED OWNER: HANCOCK WHITNEY BANK,  
As Assignee of the Mississippi Development Bank

PRINCIPAL AMOUNT: TWENTY MILLION AND NO/100THS DOLLARS

Madison County, Mississippi (the "County"), a body politic existing under the Constitution and laws of the State of Mississippi, acknowledges itself to owe and for value received, promises to pay in lawful money of the United States of America to the Registered Owner identified above, upon the presentation and surrender hereof, at the corporate trust office of Hancock Whitney Bank, in Gulfport, Mississippi, or its successor, as paying agent (the "Paying Agent") for the Economic Development Limited Tax Bond, Taxable Series 2025B of the County (this "Series 2025B County Bond"), on the maturity date identified above, the principal amount identified above. Payment of the principal amount of this Series 2025B County Bond shall be made to the Registered Owner hereof who shall appear in the registration records of the County maintained by Hancock Whitney Bank, or its successor, as transfer agent for the Series 2025B County Bond (the "Transfer Agent") at the times and periods as provided in the Indenture (as defined herein).

The County further promises to pay interest on such principal amount from the date of this Series 2025B County Bond as hereinafter provided until said principal sum is paid to the Registered Owner hereof who shall appear in the registration records of the County maintained by the Transfer Agent as of the Record Date (as defined in the Indenture).

Payments of principal of and interest on this Series 2025B County Bond shall be made by check or draft mailed to such Registered Owner at its address as such address appears on such registration records in time to reach the Registered Owner at least five (5) days prior to an Interest Payment Date (as defined in the Bond Resolution, as hereinafter defined).

This Series 2025B County Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including Sections 19-9-1 *et seq.*, and Sections 19-5-92 and 19-5-92.1 Mississippi Code of 1972, as amended and supplemented from time to time (the “**County Bond Act**”), Chapter 947, Local and Private Laws of 1979, as amended by Chapter 877, Local and Private Laws of 1983, as amended by Chapter 809, Local and Private Laws of 1989, as amended by Chapter 968, Local and Private Laws of 1993, as amended by Chapter 1000, Local and Private Laws of 1996, as amended by Chapter 961, Local and Private Laws of 1998, as amended by Chapter 929, Local and Private Laws of 2013, as amended by Senate Bill Number 3275 of the 2025 Regular Session of the Mississippi Legislature (the “**MCEDA Act**”), and Sections 31-25-1 *et seq.*, Mississippi Code of 1972, as amended (the “**Issuer Act**” and together with the County Bond Act and the MCEDA Act, the “**Act**”), and by the further authority of proceedings duly had by the Board of Supervisors of the County, including a resolution adopted on April 7, 2025 (the “**Bond Resolution**”).

This Series 2025B County Bond is issued in the aggregate authorized principal amount of Twenty Million Dollars (\$20,000,000) to provide funds to the County for the purposes set forth in the Bond Resolution, including, but not limited to, any of, (a) to raise money for the purpose of providing funds for the development of an industrial park located in the County, together with any economic development project to be located in such industrial park, as has been recommended by the Madison County Economic Development Authority, including but not limited to the following, as authorized by the MCEDA Act, to pay the expense of acquiring real estate situated within the county for development, use and operation as industrial park complexes, industrial sites or for other economic development purposes, engaging in works of internal improvement therefor, including, but not limited to, construction or contracting for the construction of streets, roads, railroads, site improvements, and water, sewerage, drainage, pollution and other related facilities necessary or required for the development of such complexes, sites and purposes, and acquiring, purchasing, installing, leasing, financing, constructing, owning, holding, equipping, controlling, maintaining, using, operating and repairing structures and facilities necessary and convenient for the planning, development, use, operation and maintenance of the foregoing, including, but not limited to, utility installations, buildings, and the expense of improving the same, or pollution control facilities, and/or any other purposes related thereto as authorized by the MCEDA Act; and (b) providing the costs of issuance thereof.

The County will duly and punctually pay the principal of, premium, if any, and interest on this Series 2025B County Bond at the dates and the places and in the manner mentioned in the Bond Resolution, according to the true intent and meaning thereof. Notwithstanding any schedule of payments upon the Series 2025B County Bond, the County agrees to make payments upon this Series 2025B County Bond and be liable therefor at such times and in such amounts (including principal, premium, if any, and interest) so as to provide for payment of the principal of, premium, if any, and interest on the \$20,000,000 Mississippi Development Bank Special Obligation Bonds, Taxable Series 2025B (Madison County, Mississippi Economic Development Limited Tax Bond Project) (the “**Series 2025B Bonds**”), outstanding under the Indenture of Trust, by and between the Mississippi Development Bank and Hancock Whitney Bank, as trustee (the “**Trustee**”), dated as of May 1, 2025 (the “**Indenture**”), when due whether upon a scheduled interest payment date, redemption or at maturity.

Reference is hereby made to the Bond Resolution and to all amendments and supplements thereto for the provisions, among others, with respect to the nature and extent of the security for the bondholder, the rights, duties and obligations of the County and the bondholder and the terms upon which this Series 2025B County Bond is or may be issued and secured.

The County and the Paying Agent may deem and treat the Registered Owner hereof as the absolute owner for the purpose of receiving payment of principal hereof and interest due hereon and for all other purposes and neither the County nor the Paying Agent shall be affected by any notice to the contrary.

This Series 2025B County Bond shall be a limited obligation of the County payable as to principal of, premium, if any, and interest out of and secured by a special tax, not to exceed five (5) mills, to be levied annually by the County, upon all of the taxable property within the geographical boundaries of the County adequate and sufficient to provide for the payment of the principal of, premium, if any, and interest on this Series 2025B County



Bond as the same becomes due. Said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the County are collected, and the rate of the tax which shall be so extended shall be sufficient in each year fully to produce the sums required as aforesaid, not to exceed five (5) mills; provided, however, that such tax levy for any year shall be abated *pro tanto* to the extent the County on or prior to September 1 of that year has transferred money to the 2025B Bond Fund (as defined in the Bond Resolution), or has made other provisions for funds, in accordance with the provisions of the Bond Resolution. The avails of said tax are irrevocably pledged by the County under the Bond Resolution for the payment of the principal of, premium, if any, and interest on this Series 2025B County Bond as the same shall mature and accrue. Should there be a failure in any year to comply with the requirements, such failure shall not impair the right of the holder of this Series 2025B County Bond in any subsequent year to have adequate taxes levied and collected to meet the obligations of this Series 2025B County Bond, as to principal of, premium, if any, and interest.

This Series 2025B County Bond and the Series 2025A County Bond, as defined in the Bond Resolution, are the only evidences of indebtedness issued and outstanding under the Bond Resolution. This Series 2025B County Bond has been purchased by the Mississippi Development Bank and has been assigned to the Trustee under the Indenture. This Series 2025B County Bond is registered in the name of the Trustee and is non-transferrable except as provided in the Indenture.

The County and the Transfer Agent may deem and treat the Person in whose name this Series 2025B County Bond is registered as the absolute owner hereof, whether this Series 2025B County Bond shall be overdue or not, for the purpose of receiving payment of the principal of, premium, if any, and interest on this Series 2025B County Bond and for all other purposes. All such payments so made to the Registered Owner shall be valid and effectual to satisfy and discharge the liability upon this Series 2025B County Bond to the extent of the sum or sums paid, and neither the County nor the Transfer Agent shall be affected by any notice to the contrary.

Upon a default in payment under this Series 2025B County Bond, the Trustee may, as provided in the Indenture and the Bond Resolution, declare the principal of and accrued interest on this Series 2025B County Bond to be due and payable immediately.

This Series 2025B County Bond shall only be redeemed under the Bond Resolution to the extent and in the manner required to redeem the Series 2025B Bonds pursuant to the provisions of the Indenture.

Modifications or alterations of the Bond Resolution may be made only to the extent and under the circumstances permitted by the Indenture.

This Series 2025B County Bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Bond Resolution until the certificate of registration and authentication hereon shall have been signed by the Transfer Agent.

Capitalized terms used herein, but not defined herein, shall have the meanings given to such terms in the Bond Resolution and the Indenture.

**IT IS HEREBY CERTIFIED, RECITED AND REPRESENTED** that all conditions, acts and things required by law to exist, to have happened and to have been performed precedent to and in the issuance of this Series 2025B County Bond, in order to make the same a legal and binding limited obligation of the County, according to the terms thereof, do exist, have happened and have been performed in regular and due time, form and manner as required by law. For the performance in apt time and manner of every official act herein required, and for the prompt payment of this Series 2025B County Bond, including principal, premium, if any, and interest, the limited pledge of a special levy of not to exceed five (5) mills is hereby irrevocably pledged.

**IN WITNESS WHEREOF**, the County has caused this Series 2025B County Bond to be executed in its name by the manual or facsimile signature of the President of the Board of Supervisors of the County, countersigned by the manual or facsimile signature of the County Clerk of the County, under the manual or

facsimile seal of the County, which said manual or facsimile signatures and seal said officials adopt as and for their own proper signatures and seal, on this the \_\_\_\_\_ day of \_\_\_\_\_ 2025.

(SEAL)

**MADISON COUNTY, MISSISSIPPI**

By \_\_\_\_\_  
President

**ATTEST:**

\_\_\_\_\_  
Chancery Clerk

**CERTIFICATE OF REGISTRATION AND AUTHENTICATION**

This Series 2025B County Bond is the Series 2025B County Bond described in the within mentioned Bond Resolution and is the Economic Development Limited Tax Bond, Taxable Series 2025B, of Madison County, Mississippi.

**HANCOCK WHITNEY BANK**, as Transfer Agent

By \_\_\_\_\_  
Authorized Signatory

Date of Registration and Authentication: \_\_\_, 2025

**REGISTRATION AND VALIDATION CERTIFICATE**

**STATE OF MISSISSIPPI  
COUNTY OF MADISON**

I, the undersigned Chancery Clerk of Madison County, Mississippi, do hereby certify that the within Series 2025B County Bond has been duly registered by me as an obligation of said County pursuant to law in a record kept in my office for that purpose, and has been validated and confirmed by Decree of the Chancery Court of Madison County, Mississippi, rendered on the \_\_\_\_\_ day of \_\_\_\_\_, 2025.

(SEAL)

\_\_\_\_\_  
Chancery Clerk

**[END OF FORM OF SERIES 2025B COUNTY BOND]**

**SECTION 13.** In case any of the County Bonds shall become mutilated or be stolen, destroyed or lost, the County shall, if not then prohibited by law, cause to be authenticated and delivered a new County Bond of like series, date, number, maturity and tenor in exchange and substitution for and upon cancellation of such mutilated County Bond, or in lieu of and in substitution for such County Bond stolen, destroyed or lost, upon the Registered Owner's paying the reasonable expenses and charges of the County in connection therewith, and in case of a County Bond stolen, destroyed or lost, such Registered Owner's filing with the County or Transfer Agent evidence satisfactory to them that the County Bond was stolen, destroyed or lost, and of its ownership thereof, and furnishing the County or the Transfer Agent with such security and/or indemnity as may be required by law or by them to save each of them harmless from all risks, however remote.

**SECTION 14.** (a) The Series 2025A County Bond shall be a general obligation of the County and the County hereby irrevocably pledges its full faith, credit, and taxing power for the purpose of effectuating and providing for the payment of the principal of, premium, if any, and interest on the Series 2025A County Bond as the same shall respectively mature and accrue. There shall be levied annually by the County, without limitation as to time, rate or amount, upon all of the taxable property within the geographical boundaries of the County adequate and sufficient to provide for the payment of the principal of, premium, if any, and interest on the Series 2025A County Bond as the same becomes due. Said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the County are collected, and the rate of the tax which shall be so extended shall be sufficient in each year fully to produce the sums required as aforesaid, without limitation as to time, rate or amount, in accordance with the provisions of this Bond Resolution. The avails of said tax are hereby irrevocably pledged for the payment of the principal of, premium, if any, and interest on the Series 2025A County Bond as the same shall mature and accrue. Should there be a failure in any year to comply with the requirements, such failure shall not impair the right of the holder of the Series 2025A County Bond in any subsequent year to have adequate taxes levied and collected to meet the obligations the Series 2025A County Bond, as to principal of, premium, if any, and interest.

(b) The Series 2025B County Bond shall be a limited obligation of the County and the County hereby irrevocably pledges to levy and collect a special tax, not to exceed five (5) mills, for the purpose of effectuating and providing for the payment of the principal of, premium, if any, and interest on the Series 2025B County Bond as the same shall respectively mature and accrue. There shall be levied annually by the County, not to exceed five (5) mills, upon all of the taxable property within the geographical boundaries of the County to provide for the payment of the principal of, premium, if any, and interest on the Series 2025B County Bond as the same becomes due. Said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the County are collected, and the rate of the tax which shall be so extended shall be sufficient in each year fully to produce the sums required as aforesaid, not to exceed five (5) mills, however, that such tax levy for any year shall be abated *pro tanto* to the extent the County on or prior to September 1 of that year has transferred money to the 2025B Bond Fund, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Series 2025B County Bond due during the ensuing fiscal year of the County, in accordance with the provisions of this Bond Resolution. The avails of said tax are hereby irrevocably pledged for the payment of the principal of, premium, if any, and interest on the Series 2025B County Bond as the same shall mature and accrue. Should there be a failure in any year to comply with the requirements, such failure shall not impair the right of the holder of the Series 2025B County Bond in any subsequent year to have adequate taxes levied and collected to meet the obligations the Series 2025B County Bond, as to principal of, premium, if any, and interest.

**SECTION 15.** Only if the County Bonds shall have endorsed thereon a certificate of registration and authentication in substantially the form hereinabove set forth, duly executed by the Transfer Agent, shall the County Bonds be entitled to the rights, benefits and security of this Bond Resolution. No County Bond shall be valid or obligatory for any purpose unless and until such certificate of registration and authentication shall have been duly executed by the Transfer Agent, which executed certificate shall be conclusive evidence of registration, authentication and delivery under this Bond Resolution. The Transfer Agent's certificate of registration and authentication on the County Bonds shall be deemed to have been duly executed if signed by an authorized officer

of the Transfer Agent; provided, however, it shall not be necessary that the same officer sign said certificate on every County Bond that may be issued hereunder.

**SECTION 16.** Ownership of the County Bonds shall be in the Issuer or its assignee. The Person in whose name a County Bond shall be registered in the records of the County maintained by the Transfer Agent may be deemed the absolute owner thereof for all purposes, and payment of or on account of the principal of, premium, if any, or interest on the County Bonds shall be made only to or upon the order of the Registered Owner thereof, or its legal representative, but such registration may be changed as hereinafter provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon the County Bonds to the extent of the sum or sums so paid.

**SECTION 17.** The County Bonds shall be transferable only as provided in the Indenture. Upon the transfer of a County Bond, the County, acting through the Transfer Agent, shall issue in the name of the transferee a new County Bond of the same aggregate principal amount and maturity and rate of interest as the surrendered County Bond.

**SECTION 18.** (a) The County hereby establishes the "Madison County, Mississippi Public Improvement General Obligation Bond, Series 2025A Bond Fund" (the "**2025A Bond Fund**") which shall be maintained with a qualified depository in its name for the payment of the principal of, premium, if any, and interest on the Series 2025A County Bond, and the payment of the Agent's fees in connection therewith. There shall be deposited into the 2025A Bond Fund as and when received:

- (i) The avails of any of the taxes levied and collected pursuant to Section 14(a) hereof with regard to the Series 2025A County Bond; and
- (ii) Any income received from the investment of monies in the 2025A Bond Fund; and
- (iii) Any other funds available to the County which may be lawfully used for payment of the principal of, premium, if any, and interest on the Series 2025A County Bond or for other obligations of the County which may be due under the Indenture, and which the Governing Body, in its discretion, may direct to be deposited into the 2025A Bond Fund.

(b) The County hereby establishes the "Madison County, Mississippi Economic Development Limited Tax Bond, Taxable Series 2025B Bond Fund" (the "**2025B Bond Fund**") which shall be maintained with a qualified depository in its name for the payment of the principal of, premium, if any, and interest on the Series 2025B County Bond, and the payment of the Agent's fees in connection therewith. There shall be deposited into the 2025B Bond Fund as and when received:

- (i) The avails of any of the taxes levied and collected pursuant to Section 14(b) hereof with regard to the Series 2025B County Bond; and
- (ii) Any income received from the investment of monies in the 2025B Bond Fund; and
- (iii) Any other funds available to the County which may be lawfully used for payment of the principal of, premium, if any, and interest on the Series 2025B County Bond or for other obligations of the County which may be due under the Indenture, and which the Governing Body, in its discretion, may direct to be deposited into the 2025B Bond Fund.

(c) As long as any principal of, premium, if any, and interest on the County Bonds or the Series 2025 Bonds remain outstanding and/or other obligations of the County remain outstanding hereunder or under the Indenture, the Clerk is hereby irrevocably authorized and directed to withdraw from the 2025A Bond Fund and from the 2025B Bond Fund, as applicable, sufficient monies to make the payments necessary (the "**County Bond**



**Payments**”) to pay (i) the principal of, premium, if any, and interest coming due on the Series 2025 Bonds, and (ii) any additional payments necessary and required as obligations of the County hereunder or under the Indenture, including, but not limited to Program Expenses (as such term is defined in the Indenture), and to transfer same to the account of the Trustee in time to reach the Trustee at least five (5) days prior to the date on which said interest, principal or premium, if any, on the Series 2025 Bonds shall become due, or in such time as may be required for any other payments regarding the Series 2025 Bonds shall become due. The Trustee shall deposit all County Bond Payments received in the designated Series 2025A General Account and the Series 2025B General Account, as applicable, of the General Fund of the Indenture (as such terms are defined in the Indenture), or such other fund or account as the Trustee is so directed in the Indenture. Funds on deposit in the 2025A Bond Fund and the 2025B Bond Fund may be invested in Investment Securities as defined in the Indenture, to the extent they are authorized by the Act and applicable provisions of State law which Investment Securities shall mature not later than the respective dates when the money held for the credit of the 2025A Bond Fund and the 2025B Bond Fund will be required for the purposes intended. The President or Vice President of the Governing Body or the Clerk are authorized for and on behalf of the County to execute an engagement letter with Raymond James & Associates, Inc., for the pricing and acquisition of direct United States obligations or other permitted investments of amounts in the 2025A Bond Fund and/or the 2025B Bond Fund and to execute all other related documents and to take other actions necessary or desirable to accomplish the investment of amounts in the 2025A Bond Fund and/or the 2025B Bond Fund, as advised by the Municipal Advisor and without further proceedings of the Governing Body.

**SECTION 19.** (a) The County hereby establishes the “Madison County, Mississippi Public Improvement General Obligation Bond, Series 2025A Construction Fund” (the “**2025A Construction Fund**”) which shall be maintained with a qualified depository in its name. A portion of the proceeds to be received by the County upon the sale of the Series 2025A County Bond as provided in Section 6.07 of the Indenture shall be transferred by the Trustee to the County and deposited in the 2025A Construction Fund. Monies deposited in the 2025A Construction Fund shall be used, to the extent permitted by law, (i) to pay all costs related to implementation and completion of all necessary expenditures for and in connection with the Public Improvement Project; (ii) to pay architectural, engineering, fiscal, paying agent, printing, accounting, construction manager, feasibility consultant, legal expenses and development expenses incurred in connection with the Public Improvement Project; and (iii) to pay costs related to any suits and proceedings in connection with the Public Improvement Project, including any costs of settlement thereof.

Any income received from investment of monies in the 2025A Construction Fund shall be deposited in the 2025A Construction Fund and shall be used for the costs of the Public Improvement Project. Funds on deposit in the 2025A Construction Fund may be invested in Investment Securities as defined in the Indenture, to the extent they are authorized by the Act and applicable provisions of State law which Investment Securities shall mature not later than the respective dates when the money held for the credit of the 2025A Construction Fund will be required for the purposes intended. The President or Vice President of the Governing Body or the Clerk are authorized for and on behalf of the County to execute an engagement letter with Raymond James & Associates, Inc., for the pricing and acquisition of direct United States obligations or other permitted investments of amounts in the 2025A Construction Fund and to execute all other related documents and to take other actions necessary or desirable to accomplish the investment of amounts in the 2025A Construction Fund, as advised by the Municipal Advisor and without further proceedings of the Governing Body.

(b) Any amounts which remain in the 2025A Construction Fund after the completion of the Public Improvement Project shall be transferred to the 2025A Bond Fund and used as permitted under State law.

(c) The County hereby establishes the “Madison County, Mississippi Economic Development Limited Tax Bond, Series 2025B Construction Fund” (the “**2025B Construction Fund**”) which shall be maintained with a qualified depository in its name. A portion of the proceeds to be received by the County upon the sale of the Series 2025B County Bond as provided in Section 6.07 of the Indenture shall be transferred by the Trustee to the County and deposited in the 2025B Construction Fund. Monies deposited in the 2025B Construction Fund shall be used, to the extent permitted by law, (i) to pay all costs related to implementation and completion of all necessary expenditures for and in connection with the Economic Development Project; (ii) to

pay architectural, engineering, fiscal, paying agent, printing, accounting, construction manager, feasibility consultant, legal expenses and development expenses incurred in connection with the Economic Development Project; and (iii) to pay costs related to any suits and proceedings in connection with the Economic Development Project, including any costs of settlement thereof.

Any income received from investment of monies in the 2025B Construction Fund shall be deposited in the 2025B Construction Fund and shall be used for the costs of the Economic Development Project. Funds on deposit in the 2025B Construction Fund may be invested in Investment Securities as defined in the Indenture, to the extent they are authorized by the Act and applicable provisions of State law which Investment Securities shall mature not later than the respective dates when the money held for the credit of the 2025B Construction Fund will be required for the purposes intended. The President or Vice President of the Governing Body or the Clerk are authorized for and on behalf of the County to execute an engagement letter with Raymond James & Associates, Inc., for the pricing and acquisition of direct United States obligations or other permitted investments of amounts in the 2025B Construction Fund and to execute all other related documents and to take other actions necessary or desirable to accomplish the investment of amounts in the 2025B Construction Fund, as advised by the Municipal Advisor and without further proceedings of the Governing Body.

(d) Any amounts which remain in the 2025B Construction Fund after the completion of the Economic Development Project shall be transferred to the 2025B Bond Fund and used as permitted under State law.

(e) The balance of the proceeds derived from the sale of the County Bonds following the deposit to be made pursuant to this Section 19 shall be retained by the Issuer and deposited with the Trustee under the Indenture to be used for the payment of the costs of issuance and sale of the County Bonds and the costs of issuance and sale of the Series 2025 Bonds, all as provided in the Indenture.

**SECTION 20.** (a) Payment of principal on the County Bonds shall be made, upon presentation of the County Bonds at the corporate trust office of the Paying Agent, to the Record Date Registered Owner thereof who shall appear in the registration records of the County maintained by the Transfer Agent as of the Record Date.

(b) Payment of each installment of interest on the County Bonds shall be made to the Record Date Registered Owner thereof whose name shall appear in the registration records of the County maintained by the Transfer Agent as of the Record Date. Interest shall be payable in the aforesaid manner irrespective of any transfer or exchange of such County Bond subsequent to the Record Date and prior to the due date of the interest.

(c) Principal of and interest on the County Bonds shall be paid by the Paying Agent by check or draft mailed to the Registered Owner at the address appearing in the registration records of the Transfer Agent in time to reach the Registered Owner at least five (5) days prior to an Interest Payment Date. Any such address may be changed by written notice from the Registered Owner to the Transfer Agent by certified mail, return receipt requested, or such other method and at the times as may be subsequently prescribed by the Transfer Agent.

**SECTION 21.** The County may issue refunding bonds, in one or more series, with the consent of the Issuer pursuant to a supplement to this Bond Resolution or a separate resolution to provide funds for the refunding of all or a portion of the Series 2025A County Bond or the Series 2025B County Bond so long as no default has occurred and is continuing under this Bond Resolution or the Indenture.

Such refunding bonds shall be appropriately designated, shall be dated, shall bear interest at a rate or rates not exceeding the maximum rate then permitted by law, shall be numbered, shall have such paying agents and shall have such maturities and redemption provisions, all as may be provided in the supplement to this Bond Resolution or separate resolution of the Governing Body authorizing the issuance of such refunding bonds.

It is intended that this Section 21 allow for the provision of refunding bonds commensurate with the ability of the Issuer to issue its refunding bonds as provided in Section 2.05 of the Indenture.

**SECTION 22.** The County Bonds may be submitted to validation in the Chancery Court of Madison County, Mississippi, in the manner and with the force and effect provided by Sections 31-13-1 *et seq.*, Mississippi Code of 1972, as amended. The Clerk is hereby directed to prepare a transcript of all legal papers and proceedings relating to the County Bonds and to certify and forward the same to the State's Bond Attorney for the institution of validation proceedings.

**SECTION 23.** The County covenants to comply, if applicable, with each requirement of the Code and the regulations promulgated thereunder necessary to maintain the exclusion of interest on the Series 2025A Bonds from gross income for federal income tax purposes, and in furtherance thereof, to comply, if applicable, with a certificate of the County to be executed and delivered concurrently with the issuance of the Series 2025A County Bond and the Series 2025A Bonds, or such other covenants as may, from time to time, be required to be complied with in order to maintain the exclusion of interest on the Series 2025A Bonds from gross income for federal income tax purposes, if applicable. The County shall not use or permit the use of any of the proceeds of the Series 2025A County Bond or the Series 2025A Bonds, or any other funds of the County, directly or indirectly, to acquire any securities, obligations or other investment property, and shall not take or permit to be taken any other action or actions, which would cause any Series 2025A Bond to be an "arbitrage bond" as defined in Section 148 of the Code, if and as applicable. Notwithstanding any other provisions to the contrary, so long as necessary in order to maintain the exclusion of interest on the Series 2025A Bonds from gross income for federal income tax purposes under the Code, if applicable, the covenants contained in this Section 23 shall survive the payment of the Series 2025A County Bond and the Series 2025A Bonds and the interest thereon, including any payment or defeasance thereof.

**SECTION 24.** The County represents as follows, if and as applicable to the Series 2025A Bonds and the Series 2025A County Bond:

(a) The County shall take no action that would cause the Series 2025A Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code; and

(b) The County shall take all necessary action to have the Series 2025A Bonds registered within the meaning of Section 149(a) of the Code; and

(c) The County will not employ any device or abusive transaction with respect to the investment of the proceeds of the Series 2025A Bonds and, to the extent necessary, the Series 2025A County Bond.

**SECTION 25.** The County hereby covenants that, if applicable, in connection with the Series 2025A Bonds it shall make, or cause to be timely made to the United States of America, any rebate payment required by Section 148(f) of the Code and the regulations promulgated thereunder and to that end, will enter into the Tax Agreement (as defined in the Indenture) (or similar agreement respecting such federal income tax matters) with the Issuer and the Trustee.

**SECTION 26.** The President and Clerk are each hereby authorized to sign and file or cause to be filed a completed I.R.S. Form 8038-G "Information Return for Governmental Obligations" if required by Section 149(e) of the Code.

**SECTION 27.** The President and Clerk are each hereby authorized to execute a non-arbitrage certification in order to comply with Section 148 of the Code and the applicable regulations thereunder.

**SECTION 28.** Reserved.

**SECTION 29.** (a) The Issuer and the County, without the consent of the owners of any of the Series 2025 Bonds outstanding under the Indenture, may enter into supplements to this Bond Resolution which shall not



be inconsistent with the terms and provisions hereof for any of the purposes heretofore specifically authorized in this Bond Resolution or the Indenture, and in addition thereto for the following purposes:

- (i) To cure any ambiguity or formal defect or omission in the Indenture; and
  - (ii) To grant to or confer upon the Trustee for the benefit of the Bondholders (as such term is defined in the Indenture) any additional benefits, rights, remedies, powers or authorities that may lawfully be granted to or conferred upon the Bondholders or the Trustee, or to make any change which, in the opinion of Bond Counsel, does not materially and adversely affect the interest of the owners of the County Bonds and does not require unanimous consent of the Bondholders pursuant to Section 12.01 of the Indenture; and
  - (iii) To subject to the Indenture additional Revenues (as such term is defined in the Indenture), properties or collateral; and
  - (iv) To modify, amend or supplement this Bond Resolution in such manner as required to permit the qualification hereof under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect, to permit qualification of the County Bonds or the Series 2025 Bonds for sale as exempt securities or in exempt transactions under the Securities Act, the Exchange Act or the securities laws of any state or to avoid registration under the Investment Company Act of 1940, as amended, or any similar federal statute hereafter in effect; and
  - (v) To conform the text herein to any description or summary of this Bond Resolution in any official statement or other offering document with respect to the County Bonds or the Series 2025 Bonds to the extent that such description or summary was intended to be a verbatim recitation of a provision herein; and
  - (vi) To evidence the appointment of a separate or co-trustee or the succession of a new Trustee under the Indenture or the succession of a new registrar and/or paying agent.
- (b) The provisions of this Bond Resolution may be amended in any particular with the written consent of the Issuer to the extent authorized by the Indenture; provided, however, that no such amendment may be adopted which decreases the percentage of owners of Series 2025 Bonds required to approve any amendment, or which permits a change in the date of payment of the principal of or interest on any Series 2025 Bonds or of any redemption price thereof or the rate of interest thereon.
- (c) If at any time the Issuer and the County shall request the Trustee to consent to a proposed amendment of this Bond Resolution for any of the purposes of this Section 29, the Trustee shall, upon being satisfactorily indemnified and/or secured with respect to expenses, cause notice of the proposed execution of such proposed amendment to be given in the manner required by the Indenture to redeem Series 2025 Bonds. Such notice shall briefly set forth the nature of the proposed amendment and shall state that copies thereof are on file at the principal corporate trust office of the Trustee for inspection by all holders of Series 2025 Bonds. If, within sixty (60) days or such longer period as shall be prescribed by the Issuer following such notice, the owners of not less than a majority in aggregate principal amount of the Series 2025 Bonds outstanding at the time of the execution of any such proposed amendment shall have consented to and approved the execution thereof as herein provided, no owner of any Series 2025 Bond shall have any right to object to any of the terms and provisions contained therein, or the operation thereof, or in any manner to question the propriety of the execution thereof, or to enjoin or restrain the Trustee, the County or the Issuer from executing or approving the same or from taking any action pursuant to the provisions thereof. Upon the execution of any such proposed amendment permitted and provided in this Section, this Bond Resolution shall be modified and amended in accordance therewith.



(d) Copies of any such supplement or amendment shall be filed with the Trustee and delivered to the Issuer and the County before such supplement or amendment may become effective.

**SECTION 30.** The Indenture, in the form submitted as **Exhibit A** hereto to this meeting, is hereby made part of this Bond Resolution as though set forth in full herein and shall be, and the same hereby is, approved in substantially said form. The President or other member of the Governing Body be, and hereby is, authorized to approve such additional changes as may be requested by the Issuer. The County hereby approves and acknowledges the Indenture and the terms and provisions thereof and recognizes that many items governing the terms and conditions of the County Bond are based upon terms, limitations and conditions provided in the Indenture.

**SECTION 31.** The County Bond Purchase Agreement, in the form submitted as **Exhibit B** hereto to this meeting, is hereby made part of this Bond Resolution as though set forth in full herein and shall be, and the same hereby is, approved in substantially said form. The President and the Clerk, or any other member of the Governing Body, are hereby authorized and directed to execute and deliver the County Bond Purchase Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

**SECTION 32.** The Governing Body of the County hereby authorizes, due to the character of the Series 2025 Bonds, the complexity of structuring the Series 2025 Bonds and prevailing market conditions, to negotiate for the sale of the Series 2025 Bonds with the Underwriter and to approve the submission of the form of the Bond Purchase Agreement for the sale of the Series 2025 Bonds to the Issuer and the County, for approval at a subsequent date to be determined by the Municipal Advisor and the County to be the most financially advantageous to the County and the Issuer, and hereby gives authority to an Authorized Officer to approve the sale of the Series 2025 Bonds and to make the final decisions regarding (i) the aggregate principal amounts of the Series 2025 Bonds, (ii) the redemption provisions of the Series 2025 Bonds, (iii) the interest rates to be borne by the Series 2025 Bonds, (iv) the maturity dates of the Series 2025 Bonds, (v) the principal and interest payment dates for the Series 2025 Bonds, and (vi) to make all final determinations necessary to structure the Series 2025 Bonds; provided that the terms of the Series 2025A County Bond and the Series 2025B County Bond, as and if applicable, mirror said terms of the Series 2025 Bonds. The Bond Purchase Agreement, in the form attached hereto as **Exhibit C** and when presented for execution, is hereby approved in all respects, subject to the following conditions: (1) the par amount of the Series 2025A Bonds will not exceed \$35,000,000 and the par amount of the Series 2025B Bonds will not exceed \$20,000,000; (2) the net interest cost of the Series 2025 Bonds will not exceed 11.00%; (3) the Series 2025 Bonds will mature no later than thirty (30) years from the date of issuance thereof; (4) the net proceeds of the County Bonds shall be applied to the costs of the Project and to pay for the costs of issuance of the Series 2025 Bonds and the County Bonds; and (5) the terms and provisions of the Series 2025 Bonds and the County Bonds are in compliance with the Act. The form of the Bond Purchase Agreement in substantial form is hereby approved in all respects and an Authorized Officer is hereby authorized and directed to execute and deliver the Bond Purchase Agreement for and on behalf of and in the name of the County for the sale of the Series 2025 Bonds, with such changes, omissions, insertions and revisions, as may be approved by either such officer, said execution being conclusive evidence of such approval.

**SECTION 33.** (a) The form of the Preliminary Official Statement is submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. An Authorized Officer is hereby authorized and directed to execute and deliver, as applicable, the Preliminary Official Statement with such changes, insertions and omissions as may be approved by such officer, said execution being conclusive evidence of such approval. The Preliminary Official Statement is hereby "deemed final" by the County as described in the Rule. An Authorized Officer is hereby authorized and directed to execute and deliver the Official Statement in connection with the Series 2025 Bonds with such changes, insertions and omissions as may be approved by such officer from the Preliminary Official Statement, said execution being conclusive evidence of such approval. Said Preliminary Official Statement is attached hereto as **Exhibit D**.

(b) If in the opinion of the Bond Counsel, the Underwriter and the Municipal Advisor, a supplement or amendment to the Preliminary Official Statement and/or Official Statement is necessary to provide proper disclosure for the Series 2025 Bonds, the Governing Body of the County hereby authorizes (a) Bond Counsel to prepare and distribute such supplement or amendment to the Preliminary Official Statement and/or the Official Statement in a form and in a manner approved by the Underwriter, and (b) the Underwriter to provide distribution of such supplement or amendment to the Preliminary Official Statement and/or Official Statement, as the case may be, in connection with the sale of the Series 2025 Bonds, with the distribution of such supplement or amendment being conclusive evidence of the approval of the Governing Body.

(c) The Continuing Disclosure Certificate, in the form attached to the Preliminary Official Statement as submitted to this meeting, is hereby made part of this Bond Resolution as though set forth in full herein and shall be, and the same hereby is, approved in substantially said form. An Authorized Officer is hereby authorized and directed to execute and deliver the Continuing Disclosure Certificate with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

**SECTION 34.** Copies of the documents provided for in Sections 30 through 33 of this Bond Resolution in the forms submitted to this meeting and approved in substantially said forms by this Bond Resolution are on file in the office of the Clerk.

**SECTION 35.** An Authorized Officer is authorized and directed to execute and deliver any additional documents, agreements, instruments, requisitions, and certificates, which are required in connection with the sale and issuance of the Series 2025 Bonds and the County Bonds. If the date of the issuance and delivery of the Series 2025 Bonds or the County Bonds, or the execution and delivery of any of the documents adopted hereby occurs after May 2025, then an Authorized Officer is hereby fully authorized to approve all applicable and necessary changes to the documents approved hereby or otherwise and related to such change to provide for the dating of documents for the appropriate year and month (including the Series 2025 Bonds and the County Bonds) and the series designation of the bonds for the appropriate month and year of issuance, the execution of said documents being conclusive evidence of such approval, and no further action shall be required of the Governing Body to approve such date changes. Notwithstanding any other provision herein or in any attachments hereto, the Governing Body further authorizes any necessary changes to the name or title or series and year designation of the Series 2025 Bonds or the County Bonds and corresponding changes to any of the related documents approved hereby if it is determined, after consultation with the Municipal Advisor, that it is in the best interest of the County for the Series 2025 Bonds to be issued at a later date in 2025, pursuant to a different structure or a different name/title designation, or in one or more tax-exempt or taxable series, as municipal bond market conditions may dictate.

**SECTION 36.** If either Project or any improvements located thereon shall be damaged or destroyed (in whole or in part) at any time while any of the respective series of the County Bonds remain outstanding, there shall be no abatement or reduction in the amount payable by the County hereunder and under such respective series of the County Bonds. Also, if at any time while any Series 2025 Bonds remain outstanding, and the whole or any part of title to, or the use of, any of the Project shall be taken by condemnation, there shall be no abatement or reduction in the amount payable by the County hereunder.

**SECTION 37.** Except as otherwise expressly provided herein, nothing in this Bond Resolution, express or implied, is intended or shall be construed to confer upon any Person or firm or corporation other than the County, the Issuer and the Trustee, any right, remedy or claim, legal or equitable, under and by reason of this Bond Resolution or any of the provisions hereof or the Indenture or any provision thereof. This Bond Resolution, the Indenture and all of their provisions are intended to be and shall be for the sole and exclusive benefit of the County, the Trustee and the Issuer.

**SECTION 38.** The President and Clerk are each hereby authorized and directed to sign requisitions and perform such other acts as may be necessary to authorize the payment by the Trustee under the Indenture on

the date of issuance and delivery of the Series 2025 Bonds, the costs of issuance for the Series 2025 Bonds and costs of issuance for the County Bonds.

**SECTION 39.** The Governing Body hereby approves the designation of Hancock Whitney Bank as the Paying Agent, Transfer Agent and Trustee for the Series 2025 Bonds under this Bond Resolution and the Indenture.

**SECTION 40.** The Governing Body hereby approves Raymond James & Associates Inc. as the Underwriter and ratifies the prior execution and delivery by an Authorized Officer of an engagement letter between the County and the Underwriter.

**SECTION 41.** The Authorized Officers are authorized to execute and deliver such resolutions, agreements, certificates and other documents as are required for the sale, issuance and delivery of the County Bonds. The Governing Body further authorizes Bond Counsel, County Counsel, the Underwriter and the Municipal Advisor, to prepare and distribute all necessary documents and to do all things required in order to effectuate the sale and issuance of the County Bonds and the Series 2025 Bonds.

**SECTION 42.** If the Municipal Advisor deems it in the best interest of the County and the Issuer to apply for municipal bond insurance for the Series 2025 Bonds, the Governing Body hereby approves the execution of a commitment for the provision of municipal bond insurance for the Series 2025 Bonds and any additional documents and certificates which are required by any provider of such municipal bond insurance selected to provide credit enhancement in connection with the issuance of the Series 2025 Bonds. The President or the Clerk are hereby authorized to approve any changes, insertions and omissions as may be required by the provider of the municipal bond insurance to the County Bond Purchase Agreement, the Preliminary Official Statement and Official Statement (as defined herein), if applicable, the Bond Purchase Agreement, as are approved by an Authorized Officer, evidenced by his/her execution of the commitment for said municipal bond insurance and other additional documents and certificates. In addition, the executive director of the Issuer and/or an authorized officer of the Issuer are hereby authorized to apply for municipal bond insurance and execute a commitment for the provision of municipal bond insurance and any additional documents and certificates which are required by any provider of such municipal bond insurance selected to provide credit enhancement in connection with the issuance of the Series 2025 Bonds.

**SECTION 43.** If the Municipal Advisor deems it in the best interest of the County and the Issuer to sell the Series 2025 Bonds as a privately placed transaction (the "**Private Placement Transaction**") due to municipal bond market conditions, the Governing Body authorizes and approves: (a) the Private Placement Transaction in order to conform to such determination by the Municipal Advisor; (b) the Private Placement Agreement in the form submitted to this meeting and attached hereto as **Exhibit E**; (c) Raymond James & Associates, Inc., as placement agent for the Private Placement Transaction (the "**Placement Agent**"); and (d) any term sheet (the "**Term Sheet**"), if applicable, of a bank or consortium of banks or a qualified institutional buyer, as purchaser or lender (the "**Lender**") in connection with the Private Placement Transaction.

**SECTION 44.** If the Series 2025 Bonds are sold as a Private Placement Transaction the following shall apply: (a) the Series 2025 Bonds shall be initially issued as fully registered bonds in the principal denomination of \$100,000 and increments of \$1,000 each thereafter, or integral multiples thereof up to the amount of a single maturity, (b) shall be subject to redemption in the manner, to the extent and with such notice as stated in the Private Placement Agreement and the Term Sheet, (c) shall be delivered to the Lender upon payment of the purchase price therefor in accordance with the terms and conditions of the Private Placement Agreement and the Term Sheet, (d) shall be authenticated and delivered to, upon the order of or as directed by the Lender thereof upon payment of the purchase price of the Series 2025 Bonds to the Trustee in accordance with the Private Placement Agreement and the Term Sheet, (e) may or may not have CUSIP numbers assigned thereto as specified in the Private Placement Agreement and the Term Sheet, and (f) the execution of the Private Placement Agreement

by an Authorized Officer, is subject to the same conditions provided herein as are applicable to the execution of the Bond Purchase Agreement.

**SECTION 45.** The County is as an “obligated person” under SEC Rule 15c2-12(b)(5) (the “**Rule**”). The Governing Body hereby covenants and agrees to enter into the Continuing Disclosure Certificate, setting forth the County's agreement with regard to continuing disclosure and to comply with the covenants set forth therein and carry out all of the provisions of the Continuing Disclosure Certificate. In the event the County fails to comply with the provisions of the Continuing Disclosure Certificate, the beneficial owners of the Series 2025 Bonds may take such actions as may be necessary and appropriate, including mandamus or specific performance by court order, to cause the County to comply with its obligations set forth in the Continuing Disclosure Certificate.

**SECTION 46.** If any one or more of the provisions of this Bond 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 Bond Resolution, but this Bond Resolution shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained herein.

**SECTION 47.** All resolutions and orders or parts thereof in conflict herewith are, to the extent of such conflicts, hereby repealed, and this Bond Resolution shall become effective immediately.

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Supervisor C. Brannon seconded the motion to adopt the foregoing resolution, and the question being put to a roll call vote, the result was as follows:

Supervisor Casey Brannon voted:  
Supervisor Trey Baxter voted:  
Supervisor Gerald Steen voted:  
Supervisor Karl Banks voted:  
Supervisor Paul Griffin voted:

Aye  
Aye  
Aye  
Aye  
Aye

The motion having received the affirmative vote of a majority of the members of the Governing Body present, being a quorum of said Governing Body, the President declared the motion carried and the resolution adopted this 7<sup>th</sup> day of April 2025.



President of the Board of Supervisors of Madison  
County, Mississippi

ATTEST:



Clerk of the Board of Supervisors of  
Madison County, Mississippi



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**APPENDIX D**

**FORM OF OPINION OF BOND COUNSEL**

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**UPON THE DELIVERY OF THE SERIES 2025 BONDS, BUTLER SNOW LLP PROPOSES TO DELIVER AN  
OPINION IN SUBSTANTIALLY THE FOLLOWING FORM:**

Mississippi Development Bank  
Jackson, Mississippi

Re: \$35,000,000\* Mississippi Development Bank Special Obligation Bonds, Series 2025A (Madison County, Mississippi Public Improvement General Obligation Bond Project), dated the date of delivery thereof (the “**Series 2025A Bonds**”); and

\$10,000,000\* Mississippi Development Bank Special Obligation Bonds, Taxable Series 2025B (Madison County, Mississippi Economic Development Limited Tax Bond Project), dated the date of delivery thereof (the “**Series 2025B Bonds**,” and, together with the Series 2025A Bonds, the “**Series 2025 Bonds**”)

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance by the Mississippi Development Bank (the “**Issuer**”) of the above-described Series 2025 Bonds, pursuant to an Indenture of Trust (the “**Indenture**”), dated as of May 1, 2025, by and between the Issuer and Hancock Whitney Bank, as Trustee (the “**Trustee**”). We have examined the law and a certified transcript of proceedings of the Issuer relative to the authorization, issuance and sale of the Series 2025 Bonds and such other papers as we have deemed necessary to render the opinions in this letter, including the Issuer's tax covenants and representations made in the Indenture and tax certificates and the tax covenants and representations made by Madison County, Mississippi (the “**County**”) in tax certificates and in a resolution (the “**County Bond Resolution**”) adopted by the Board of Supervisors of the County on April 7, 2025 (collectively, the “**Tax Representations and Covenants**”).

The Series 2025 Bonds are being issued under the authority of Sections 31-25-1 *et seq.*, Mississippi Code of 1972, as amended and supplemented from time to time (the “**Issuer's Act**”), Sections 19-9-1 *et seq.*, and Sections 19-5-92 and 19-5-92.1 of the Mississippi Code of 1972, as amended and supplemented from time to time (together, the “**County Bond Act**”), Chapter 947, Local and Private Laws of 1979, as amended by Chapter 877, Local and Private Laws of 1983, as amended by Chapter 809, Local and Private Laws of 1989, as amended by Chapter 968, Local and Private Laws of 1993, as amended by Chapter 1000, Local and Private Laws of 1996, as amended by Chapter 961, Local and Private Laws of 1998, as amended by Chapter 929, Local and Private Laws of 2013, as amended by Senate Bill Number 3275 of the 2025 Regular Session of the Mississippi Legislature (the “**MCEDA Act**,” and together with the Issuer Act and the County Bond Act, the “**Act**”), a resolution of the Board of Directors of the Issuer adopted on April 9, 2025, and the County Bond Resolution (together, the “**Resolution**”).

The Resolution provides that the Series 2025 Bonds are being issued for the purpose of providing funds to finance the costs of purchasing the \$35,000,000\* Madison County, Mississippi Public Improvement General Obligation Bond, Series 2025A (the “**Series 2025A County Bond**”), and the \$10,000,000\* Madison County, Mississippi Economic Development Limited Tax Bond, Taxable Series 2025B (the “**Series 2025B County Bond**,” and, together with the Series 2025A County Bond, the “**County Bonds**”), and paying the costs incident to the sale, issuance, and delivery of the Series 2025 Bonds and the County Bonds. The County will use the proceeds of the County Bonds to finance various capital improvements projects within the County, as more particularly described in the County Bond Resolution.

As to questions of fact material to our opinions, we have relied upon representations of the County and the Issuer, certified proceedings and other certifications of the County and the Issuer and other public officials furnished to us, including the Tax Representations and Covenants, without undertaking to verify the same by independent investigation. In all such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents presented to us as originals, and the conformity to original documents of all copies submitted to us as certified, conformed, or photographic copies. As to certificates, we have assumed the same to be properly given and to be accurate.

Based on the foregoing and subject to the qualifications, statements of reliance and assumptions herein, we are of the opinion on the date hereof that:

1. Assuming the due authentication thereof by the Trustee, the Series 2025 Bonds are legal, valid and binding limited obligations of the Issuer enforceable in accordance with the terms thereof. The Series 2025 Bonds are payable from and secured only by the certain payments and funds to be received by the Issuer and the Trustee and pledged to the Series 2025 Bonds under the Indenture.

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\*Preliminary, subject to change.

2. The Indenture is a valid and binding agreement of the Issuer enforceable against the Issuer. The Indenture creates a valid pledge in the Funds and Accounts and the County Bonds, including the investments thereof (excepting therefrom the Rebate Fund), subject to the application thereof to the purposes and on the conditions permitted by the Indenture.

3. Under existing statutes, regulations, rulings and court decisions, subject to the assumptions stated below, interest on the Series 2025A Bonds is excludable from gross income for federal income tax purposes and is not a specific item of tax preference in the calculation of federal alternative minimum taxable income as defined in Section 55(b)(2) of the Internal Revenue Code of 1986, as amended (the "Code"); however, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in Section 59(k) of the Code) for the purpose of computing the alternative minimum tax imposed on such corporations. We express no opinion regarding other federal tax consequences resulting from the ownership of, receipt or accrual of interest on, or disposition of the Series 2025A Bonds. In rendering the opinion contained in this paragraph numbered 3, we have assumed continuing compliance with the requirements of Code that must be met by the Issuer and the County after the issuance of the Series 2025A Bonds, including the Tax Representations and Covenants, in order that interest on the Series 2025A Bonds not be included in gross income for federal income tax purposes. The failure to meet such requirements may cause interest on the Series 2025A Bonds to be includable in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2025A Bonds. The County and the Issuer have covenanted in the Tax Representations and Covenants to comply with or to require compliance with the requirements of the Code in order to maintain the excludability of interest on the Series 2025A Bonds from gross income for federal income tax purposes.

4. Interest on the Series 2025B Bonds is NOT excludable from gross income for federal income tax purposes.

5. Under and pursuant to the Act, the Series 2025 Bonds and interest thereon are exempt from all income taxes imposed by the State of Mississippi (the "State").

It is to be understood that the rights of the holders of the Series 2025 Bonds and the enforceability of the Series 2025 Bonds and the Indenture may be subject to bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting creditors' rights heretofore or hereinafter enacted and that their enforcement may be subject to the exercise of judicial discretion in accordance with general principles of equity.

Owners of the Series 2025 Bonds should consult their own tax advisors as to the applicability and effect on their federal income taxes of any other collateral federal income tax consequences.

In this opinion letter, issued in our capacity as Bond Counsel, we are opining only upon those matters specifically set forth herein, and we are not passing upon the accuracy, adequacy or completeness of the Issuer's Official Statement or other representations, warranties or statements made in connection with any offer or sale of the Series 2025 Bonds or upon any federal or state tax consequences arising from the receipt or accrual of interest on or the ownership or disposition of the Series 2025 Bonds, except those specifically addressed herein, or upon any federal or state securities law with respect to the sale or distribution of the Series 2025 Bonds.

This opinion letter is an expression of professional judgment regarding the matters expressly addressed herein. It is neither a guarantee of result nor an insurance policy with respect to the transaction or the future actions or performance of any party or entity. Our services have not included any financial or other non-legal advice. We express no opinion other than as herein expressly stated in this letter, and no expansion of our opinion may be made by implication or otherwise. The opinions herein are given as of the date hereof and are based upon statutes, regulations, rulings and court decisions in effect on the date hereof and not as of any future date. It should be noted that material changes regarding matters of fact and applicable law may hereafter occur. We expressly disclaim any undertaking or responsibility to review, revise, update or supplement this opinion letter subsequent to its date for any reason or to advise you of any change in the law, whether by reason of legislative or regulatory action, by judicial decision or otherwise, or of any change of facts or circumstances or of any facts or circumstances that may hereafter come to our attention or for any other reason.

In rendering the foregoing opinions, we have assumed the accuracy and truthfulness of all public records and of all certificates, resolutions, documents and other proceedings examined by us that have been executed or certified by public officials acting within the scope of their official capacities and have not verified the accuracy or truthfulness thereof. We also have assumed the genuineness of the signatures appearing upon such public records, certifications, resolutions, documents and proceedings. In rendering this opinion, we have relied upon the opinion of Balch & Bingham, LLP, Jackson, Mississippi, counsel for the Issuer, dated the date hereof, as to the due authorization and execution by and enforceability against the Issuer as to the Series 2025 Bonds and the Indenture.

Very truly yours,

BUTLER SNOW LLP

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**APPENDIX E**  
**DEFINITIONS**

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## **DEFINITIONS**

In addition to any words and terms elsewhere defined herein, the following words and terms shall have the following meanings, unless the context or use in this Official Statement otherwise requires. Words of the masculine gender should be deemed and constructed to include correlative words of the female and neuter gender. Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Indenture and the County Bond Resolution, as the case may be.

### **Accounts**

“Accounts” means the accounts created pursuant to the Indenture.

### **Act**

“Act” means together the Issuer Act and the County Bond Act.

### **Authorized Officer(s)**

“Authorized Officer(s)” means the President, Vice President, Executive Director, Secretary or Assistant Secretary of the Issuer or such other person or persons who are duly authorized to act on behalf of the Issuer.

### **Bankruptcy Code**

“Bankruptcy Code” means 11 U.S.C. Section 101 *et seq.*, as amended or supplemented from time to time.

### **Beneficial Owner**

“Beneficial Owner” means, whenever used with respect to a Bond, the person in whose name such Bond is recorded as the beneficial owner of such Bond by a DTC Participant on the records of such DTC Participant, or such person's subrogee.

### **Bond Counsel**

“Bond Counsel” means an attorney or firm of attorneys approved by the County and the Issuer nationally recognized in the area of municipal law and matters relating to the excludability of interest on state and local government bonds from gross income under federal tax law, including particularly compliance with Section 148(f) of the Code. Butler Snow LLP, Ridgeland, Mississippi, is serving as Bond Counsel in connection with the sale and issuance of the Series 2025 Bonds.

### **Bond Issuance Expense Accounts**

“Bond Issuance Expense Accounts” means the Series 2025A Bond Issuance Expense Account and the Series 2025B Bond Issuance Expense Account, each created in of the Indenture.

### **Bond Purchase Agreement**

“Bond Purchase Agreement” means that certain Bond Purchase Agreement, dated the date of the sale of the Series 2025 Bonds, among the Underwriter, the Issuer and the County in connection with the issuance and sale of the Series 2025 Bonds.

### **Bond Register**

“Bond Register” shall mean the registration records of the Issuer kept by the Trustee to evidence the registration and transfer of the Series 2025 Bonds.

### **Bondholder**

“Bondholder” or “holder of Bonds” or “owner of Bonds” or any similar term means the Registered Owner of any Bond.

**Bonds**

“Bonds” means the Series 2025 Bonds and any Refunding Bonds issued pursuant to the terms and provisions of the Indenture.

**Business Day**

“Business Day” means any day other than (a) a Saturday, (b) a Sunday, (c) any other day on which banking institutions in New York, New York or the principal corporate trust office of the Trustee, are authorized or required not to be open for the transaction of regular banking business, (d) any day the Madison County Chancery Courthouse is closed, or (e) a day on which the New York Stock Exchange is closed.

**Code**

“Code” or “Internal Revenue Code” means the Internal Revenue Code of 1986, as amended, and all applicable Treasury Regulations promulgated thereunder.

**Costs of Issuance**

“Costs of Issuance” means items of expense payable or reimbursable, directly or indirectly, by the Issuer and related to the authorization, sale, validation, issuance and/or delivery of the Series 2025 Bonds and the sale and purchase of the County Bonds, which items of expense shall include, but not be limited to, printing costs, costs of reproducing documents, filing and recording fees, initial fees and charges of the Trustee, legal fees and charges, professional consultants' fees, financial advisory fees and expenses, Bond Counsel fees and expenses, costs of credit ratings, fees and charges for execution, transportation and safekeeping of Series 2025 Bonds, credit enhancements or liquidity facility fees, fees and expenses of the Underwriter and other costs, charges and fees in connection with the foregoing.

**County**

“County” means Madison County, Mississippi, a “local governmental unit” under the Issuer Act.

**County Bonds**

“County Bonds” means together the Series 2025A County Bond and the Series 2025B County Bond.

**County Bond Act**

“County Bond Act” means Sections 19-9-1 *et seq.*, and Sections 19-5-92 and 19-5-92.1 of the Mississippi Code of 1972, as amended and supplemented from time to time.

**County Bond Payment**

“County Bond Payment” means the amounts paid or required to be paid, from time to time, for principal, premium, if any, and interest on the County Bonds.

**County Bond Purchase Agreement**

“County Bond Purchase Agreement” means that certain County Bond Purchase Agreement, dated the date of the sale of the Series 2025 Bonds, by and between the County and the Issuer in connection with the sale and issuance of the County Bonds.

**County Bond Resolution**

“County Bond Resolution” means that certain Bond Resolution adopted by the Governing Body of the County on April 7, 2025, in connection with the issuance of the County Bonds as may be amended and supplemented from time to time.



**County Project**

“County Project” shall mean, together, the Series 2025A County Project and the Series 2025B County Project.

**Default**

“Default” means an event or condition the occurrence of which, with the lapse of time or the giving of notice or both, would become an Event of Default under the Indenture.

**DTC**

“DTC” means The Depository Trust Company, New York, New York.

**DTC Participants**

“DTC Participants” shall have the meaning ascribed thereto in the Indenture.

**Event of Default**

“Event of Default” means any occurrence or event specified in the Indenture.

**Fiscal Year**

“Fiscal Year” means, when used with respect to the Issuer, the Issuer's fiscal year being the twelve (12) month period from July 1 through the following June 30 or such other fiscal year as may be established by the Issuer and when used with respect to the County, the County's fiscal year being the twelve (12) month period from October 1 through the following September 30 or such other fiscal year as may be established by the County.

**Funds**

“Funds” means the funds created pursuant the Indenture.

**General Accounts**

“General Accounts” means the Series 2025A General Account and the Series 2025B General Account, each created in of the Indenture.

**General Fund**

“General Fund” means the fund by that name created in the Indenture.

**Governing Body**

“Governing Body” means the Board of Supervisors of the County.

**Governmental Obligations**

“Governmental Obligations” means to the extent permitted by State law (a) direct obligations of the United States of America; (b) obligations guaranteed as to principal and interest by the United States of America or any federal agency whose obligations are backed by the full faith and credit of the United States of America, including but not limited to: U. S. Treasury obligations, Farmers Home Administration (or the successor thereto), General Services Administration, Guaranteed Title XI financing, Government National Mortgage Association (GNMA); and (c) obligations of any state of the United States of America or any political subdivision thereof, the full payment of principal of, premium, if any, and interest on which (i) is fully and unconditionally guaranteed or insured by the United States of America, or (ii) is provided for by an irrevocable deposit of the securities described in clause (i) to the extent such investments are permitted by State law.

**Indenture**

“Indenture” means the Indenture of Trust, dated as of May 1, 2025, in connection with the Series 2025 Bonds, and all supplements and amendments entered into pursuant to Article XII of the Indenture.

**Interest Payment Date**

“Interest Payment Date” means any date on which interest is payable on the Bonds, and for the Series 2025 Bonds, means each May 1 and November 1, commencing May 1, 2026.

**Investment Securities**

“Investment Securities” means any of the following to the extent such investments are permitted by State law: (a) obligations of the State, any municipality of the State or the United States of America rated at least “A” by S&P or Moody's; (b) obligations the principal and interest of which are fully guaranteed by the State or the United States of America; (c) obligations of any corporation wholly owned by the United States of America; (d) obligations of any corporation sponsored by the United States of America which are or may become eligible as collateral for advances to member banks as determined by the Board of Governors of the Federal Reserve System; (e) obligations of insurance firms or other corporations whose investments are rated “AA” or better by recognized rating companies; (f) certificates of deposit or time deposits of qualified depositories of the State as approved by the State Depository Commission, secured in such manner, if any, as the Issuer shall determine; (g) contracts for the purchase and sale of obligations of the type specified in items (a) through (e) above; (h) repurchase agreements secured by obligations specified in items (a) through (e) above; or (i) money market funds, rated “AAm” or “AAm-G” or better by S&P, the assets of which are required to be invested in obligations specified in items (a) through (f) above.

**Issuer**

“Issuer” means the Mississippi Development Bank, a body corporate and politic exercising essential public functions, or any successor to its functions.

**Issuer Act**

“Issuer Act” means the provisions of Sections 31-25-1 *et seq.*, Mississippi Code of 1972, as amended or supplemented from time to time.

**Local Governmental Unit**

“Local Governmental Unit” means (a) any county, municipality, utility district, regional solid waste authority, county cooperative service district or political subdivision of the State, (b) the State or any agency thereof, (c) the institutions of higher learning of the State, (d) any education building corporation established for institutions of higher learning, or (e) any other governmental unit created under state law, such as the County. The County is a Local Governmental Unit under the Issuer Act.

**MCEDA Act**

“MCEDA Act” means Chapter 947, Local and Private Laws of 1979, as amended by Chapter 877, Local and Private Laws of 1983, as amended by Chapter 809, Local and Private Laws of 1989, as amended by Chapter 968, Local and Private Laws of 1993, as amended by Chapter 1000, Local and Private Laws of 1996, as amended by Chapter 961, Local and Private Laws of 1998, as amended by Chapter 929, Local and Private Laws of 2013, as amended by Senate Bill Number 3275 of the 2025 Regular Session of the Mississippi Legislature.

**Moody's**

“Moody's” means Moody's Investors Service, Inc., a Delaware corporation, its successors and assigns, and, if such corporation shall for any reason no longer perform the functions of a securities rating agency, “Moody's” shall be deemed to refer to any other nationally recognized securities rating agency designated by the County (with the approval of the Issuer), with written notice to the Trustee.

**Opinion of Bond Counsel**

“Opinion of Bond Counsel” shall mean an opinion by a nationally recognized firm experienced in matters relating to taxable and tax-exempt bonds under federal and state laws, and which is acceptable to the Issuer and the Trustee, and which opinion, including the scope and substance thereof is described in the applicable article or section requiring the delivery of such opinion.

**Outstanding**

“Outstanding” or “Bonds Outstanding” means all Bonds which have been authenticated and delivered by the Trustee under this Indenture, including Bonds held by the Issuer, except:

- (a) Bonds canceled after purchase in the open market or because of payment at maturity;
- (b) Bonds deemed paid under the provisions of the Indenture; and
- (c) Bonds in lieu of which other Bonds have been authenticated under provisions of the Indenture.

**Paying Agent**

“Paying Agent” means Hancock Whitney Bank, Gulfport, Mississippi, a Mississippi banking corporation, or any successor thereto, acting as the Paying Agent for the County Bonds under the County Bond Resolution.

**Principal Office**

“Principal Office” means, as it relates to the Trustee, the address for the Trustee set forth under the Indenture.

**Program**

“Program” means the program for purchasing Securities of Local Governmental Units by the Issuer pursuant to the Issuer Act.

**Program Expenses**

“Program Expenses” means all of the fees and expenses of the Trustee relating to the Series 2025 Bonds or County Bonds and costs of determining the amount rebatable, if any, to the United States of America, all to the extent properly allocable to the Program and approved in writing by the Issuer.

**Project**

“Project” shall mean providing funds to finance (a) the costs of the County Project and (b) the costs of issuance for the sale and issuance of the County Bonds and the Series 2025 Bonds.

**Purchase Accounts**

“Purchase Accounts” means the Series 2025A Purchase Account and the Series 2025B Purchase Account, each created in of the Indenture.

**Record Date**

“Record Date” means, with respect to any Interest Payment Date, the fifteenth day of the calendar month next preceding such Interest Payment Date.

**Redemption Accounts**

“Redemption Accounts” means the Series 2025A Redemption Account and the Series 2025B Redemption Account, each created in of the Indenture.

**Redemption Price**

“Redemption Price” means, with respect to any Bond, the principal amount thereof, plus the applicable premium, if any, payable upon redemption prior to maturity.

**Refunding Bonds**

“Refunding Bonds” means bonds issued pursuant to the Indenture and any Supplemental Indenture to provide funds to refund any Outstanding Bonds.

**Registered Owner**

“Registered Owner” means the person or persons in whose name any Bond shall be registered on the Bond Register.

**Revenues**

“Revenues” means the Funds and Accounts and all income, revenues and profits of the Funds and Accounts referred to in the granting clauses of the Indenture including, without limitation, all County Bond Payments and any additional amounts paid to the Trustee under the County Bond Resolution or from any other source whatsoever.

**S&P**

“S&P” means S&P Global Ratings, a Standard & Poor's Financial Services LLC business, its successors and assigns, and, if dissolved or liquidated or if it no longer performs the functions of a securities rating agency, “S&P” shall be deemed to refer to any other nationally recognized securities rating agency designated by the County (with the approval of the Issuer), with written notice to the Trustee.

**Securities**

“Securities” means bonds, notes or other evidences of indebtedness issued by a Local Governmental Unit issued pursuant to the Issuer Act including the County Bonds.

**Series 2025 Bonds**

“Series 2025 Bonds” means, together, the Series 2025A Bonds and the Series 2025B Bonds.

**Series 2025A Bonds**

“Series 2025A Bonds” means the \$35,000,000\* Mississippi Development Bank Special Obligation Bonds, Series 2025A (Madison County, Mississippi Public Improvement General Obligation Bond Project) issued pursuant to the terms of the Indenture.

**Series 2025B Bonds**

“Series 2025B Bonds” means the \$10,000,000\* Mississippi Development Bank Special Obligation Bonds, Taxable Series 2025B (Madison County, Mississippi Economic Development Limited Tax Bond Project) issued pursuant to the terms of the Indenture.

**Series 2025A County Bond**

“Series 2025A County Bond” means the \$35,000,000\* Public Improvement General Obligation Bond, Series 2025A, issued by the County pursuant to the County Bond Resolution and registered to the Trustee as assignee of the Issuer pursuant to the Indenture.

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\*Preliminary, subject to change.

### **Series 2025A County Project**

“Series 2025A County Project” means, collectively, using the proceeds from the sale of the Series 2025A County Bonds to the Issuer for the purpose of providing funds to pay the costs of any of, (a) purchasing or erecting, equipping, repairing, reconstructing, remodeling and enlarging the Circuit Courthouse of the County and related facilities, and the purchase of land therefor; (b) constructing, reconstructing, and repairing Stribling Road, Wiesenberger Road, North Old Canton Road, Yandell Road, Catlett Road, Reunion Parkway, Bozeman Road, Calhoun Station Parkway, North Wheatley Street, South Wheatley Street, and West County Line Road, all located within the County, and acquiring the necessary land, including land for road-building materials, acquiring rights-of-way for roads, highways and bridges in the County, and for purposes related to such roads, highways and bridges; (c) providing certain water control structures and related improvements; and (d) providing for a portion of the costs of issuance of the County Bonds and the Series 2025 Bonds.

### **Series 2025B County Bond**

“Series 2025B County Bond” means the \$10,000,000\* Economic Development Limited Tax Bond, Taxable Series 2025B, issued by the County pursuant to the County Bond Resolution and registered to the Trustee as assignee of the Issuer pursuant to the Indenture.

### **Series 2025B County Project**

“Series 2025B County Project” means, collectively, using the proceeds from the sale of the Series 2025B County Bonds to the Issuer for the purpose of providing funds for (a) paying the expense of acquiring real estate situated within the county for development, use and operation as industrial park complexes, industrial sites or for other economic development purposes, engaging in works of internal improvement therefor, including, but not limited to, construction or contracting for the construction of streets, roads, railroads, site improvements, and water, sewerage, drainage, pollution and other related facilities necessary or required for the development of such complexes, sites and purposes, and acquiring, purchasing, installing, leasing, financing, constructing, owning, holding, equipping, controlling, maintaining, using, operating and repairing structures and facilities necessary and convenient for the planning, development, use, operation and maintenance of the foregoing, including, but not limited to, utility installations, buildings, and the expense of improving the same, or pollution control facilities, and/or any other purposes related to such project as authorized by the MCEDA Act; and (b) providing for a portion of the costs of issuance of the County Bonds and the Series 2025 Bonds.

### **State**

“State” means the State of Mississippi.

### **Trust Estate**

“Trust Estate” means the property, rights, and amounts pledged and assigned to the Trustee as security for the Bonds, pursuant to the granting clauses of the Indenture.

### **Trustee**

“Trustee” means the state banking corporation or national banking association with corporate trust powers qualified to act as Trustee under this Indenture which may be designated (originally or as a successor) as Trustee for the owners of the Bonds issued and secured under the terms of the Indenture, and which shall initially be Hancock Whitney Bank.

### **Underwriter**

“Underwriter” means Raymond James & Associates, Inc., Memphis, Tennessee.

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\*Preliminary, subject to change.

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**APPENDIX F**

**FORM OF CONTINUING DISCLOSURE CERTIFICATE**

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## CONTINUING DISCLOSURE CERTIFICATE

**\$35,000,000\***

**MISSISSIPPI DEVELOPMENT BANK  
SPECIAL OBLIGATION BONDS, SERIES 2025A  
(Madison County, Mississippi Public Improvement  
General Obligation Bond Project)**

**\$10,000,000\***

**MISSISSIPPI DEVELOPMENT BANK  
SPECIAL OBLIGATION BONDS, TAXABLE SERIES 2025B  
(Madison County, Mississippi Economic Development Limited  
Tax Bond Project)**

**THIS CONTINUING DISCLOSURE CERTIFICATE** (this “**Disclosure Agreement**”) is executed and delivered by Madison County, Mississippi (the “**County**”) in connection with the issuance of the \$35,000,000\* Mississippi Development Bank Special Obligation Bonds, Series 2025A (Madison County, Mississippi Public Improvement General Obligation Bond Project), dated the date of delivery thereof (the “**Series 2025A Bonds**”), and the \$10,000,000\* Mississippi Development Bank Special Obligation Bonds, Taxable Series 2025B (Madison County, Mississippi Economic Development Limited Tax Bond Project), dated the date of delivery thereof (the “**Series 2025B Bonds**,” and, together with the Series 2025A Bonds, the “**Series 2025 Bonds**”). The Series 2025 Bonds are being issued pursuant to an Indenture of Trust (the “**Indenture**”), dated as of May 1, 2025, between the Mississippi Development Bank (the “**Issuer**”) and Hancock Whitney Bank, as trustee (the “**Trustee**”).

**SECTION 1. Purpose of this Disclosure Certificate.** This Disclosure Certificate is being executed and delivered by the County for the benefit of the holders and beneficial owners of the Series 2025 Bonds and in order to assist the Participating Underwriter in complying with Rule 15c2-12(b)(5) of the Securities and Exchange Commission (the “**SEC**”).

**SECTION 2. Definitions.** In addition to the definitions set forth in the Indenture or parenthetically defined herein, which apply to any capitalized terms used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“**Annual Report**” shall mean any Annual Report provided by the County pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“**Dissemination Agent**” shall mean any Dissemination Agent designated in writing by the County and which has filed with the County a written acceptance of such designation.

“**Fiscal Year**” shall mean the period beginning on October 1 and ending on September 30, or such other 12-month period as may be adopted by the County in accordance with law.

“**Listed Events**” shall mean any of the events listed in Section 5 of this Disclosure Certificate.

“**MSRB**” shall mean the Municipal Securities Rulemaking Board. As of the date hereof, the MSRB’s required method of filing is electronically via its Electronic Municipal Market Access (EMMA) system, which is currently available at <http://emma.msrb.org>.

“**Official Statement**” means the final Official Statement prepared in connection with the Series 2025 Bonds.

“**Participating Underwriter**” shall mean Raymond James & Associates, Inc., the original underwriter of the Series 2025 Bonds required to comply with the Rule in connection with an offering of the Series 2025 Bonds.

“**Rule**” shall mean Rule 15c2-12(b)(5) adopted by the SEC under the Securities Exchange Act of 1934, as in effect on the date of this Disclosure Certificate.

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\*Preliminary, subject to change.

SECTION 3. Provision of Annual Reports.

(a) The County shall, or shall cause the Dissemination Agent to, not later than twelve months after the end of each Fiscal Year (but no later than September 30 of each year), commencing twelve (12) months following the end of the County's Fiscal Year ending September 30, 2025, provide to the MSRB (in an electronic format as prescribed by the MSRB), an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. Not later than five (5) business days prior to said date, the County shall provide the Annual Report to the Dissemination Agent (if the County has selected one). The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided that the audited financial statements of the County may be submitted separately from the balance of the Annual Report.

(b) If the County is unable to provide to the MSRB an Annual Report by the date required in subsection (a), the County shall, in a timely manner, file or cause to be filed with the MSRB a notice in substantially the form attached to this Disclosure Certificate as Exhibit "A."

SECTION 4. Content of Annual Reports. The County's Annual Report shall contain or incorporate by reference the following:

(a) A copy of its annual financial statements, if any, audited by a firm of certified public accountants. If audited annual financial statements are not available by the time specified in Section 3(a) above, the County shall provide reasonably available and accessible unaudited financial information (if any) describing the County's financial situation for the prior Fiscal Year and audited financial statements within 30 days from the receipt thereof from the Office of the State Auditor and when such statements are made publicly available.

(b) An update of the type of information identified in Exhibit "B" hereto, which is contained in the tables in the Official Statement with respect to the Series 2025 Bonds.

Any or all of the items listed above may be incorporated by reference from other documents (including official statements), which are available to the public at the MSRB or filed with the SEC. The County shall clearly identify each such document incorporated by reference.

SECTION 5. Reporting of Listed Events. The County shall file or cause to be filed with the MSRB, in a timely manner not in excess of ten (10) business days after the occurrence of the event, notice of any of the events listed below with respect to the Series 2025 Bonds. All of the events currently mandated by the Rule are listed below; however, some may not apply to the Series 2025 Bonds.

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, *if material*;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers or their failure to perform;

(6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Series 2025 Bonds, or other material events affecting the tax status of the Series 2025 Bonds;

- (7) Modifications to rights of bondholders, *if material*;
- (8) Series 2025 Bond calls, *if material*, and tender offers;
- (9) Defeasances;

- (10) Release, substitution or sale of property securing repayment of the Series 2025 Bonds, *if material*;
- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership or similar event of the obligated person;<sup>3</sup>
- (13) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, *if material*;
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, *if material*;
- (15) Incurrence of a financial obligation<sup>4</sup> of the obligated person, *if material*, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, *if material*; and
- (16) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation<sup>2</sup> of the obligated person, any of which reflect financial difficulties.

SECTION 6. Format; Identifying Information. All documents provided to the MSRB pursuant to this Disclosure Certificate shall be in the format prescribed by the MSRB and accompanied by identifying information as prescribed by the MSRB.

As of the date of this Disclosure Certificate, all documents submitted to the MSRB must be in portable document format (PDF) files configured to permit documents to be saved, viewed, printed and retransmitted by electronic means. In addition, such PDF files must be word-searchable, provided that diagrams, images and other non-textual elements are not required to be word-searchable.

SECTION 7. Termination of Reporting Obligation. The County's obligations under this Disclosure Certificate shall terminate upon the earliest of: (i) the date of legal defeasance, prior redemption or payment in full of all of the Series 2025 Bonds; (ii) the date that the County shall no longer constitute an "obligated person" within the meaning of the Rule; or (iii) the date on which those portions of the Rule which require this written undertaking are held to be invalid by a court of competent jurisdiction in a non-appealable action, have been repealed retroactively or otherwise do not apply to the Series 2025 Bonds.

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<sup>3</sup> For the purposes of the event identified in subparagraph (b)(5)(i)(C)(12) of the Rule, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and official or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

<sup>4</sup> For purposes of the events identified in subparagraphs (b)(5)(i)(C)(15) and (16) of the Rule, the term "financial obligation" is defined to mean a (A) debt obligation; (B) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (C) a guarantee of (A) or (B). The term "financial obligation" shall not include municipal securities as to which a final official statement has been otherwise provided to the MSRB consistent with the Rule. In complying with Listed Events (15) and (16), the County intends to apply the guidance provided by the Rule or other applicable federal securities law, SEC Release No. 34-83885 (August 20, 2018) and any future guidance provided by the SEC or its staff.

SECTION 8. Dissemination Agent.

(a) The County may, from time to time, appoint or engage a Dissemination Agent to assist the County in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. If the County elects not to appoint a successor Dissemination Agent, it shall perform the duties thereof under this Disclosure Certificate. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate and any other agreement between the County and the Dissemination Agent.

(b) In addition to the filing duties on behalf of the County described in this Disclosure Certificate, the Dissemination Agent shall:

(1) each year, prior to the date for providing the Annual Report, determine the appropriate electronic format prescribed by the MSRB;

(2) send written notice to the County at least 45 days prior to the date the Annual Report is due stating that the Annual Report is due as provided in Section 3(a) hereof; and

(3) certify in writing to the County that the Annual Report has been provided pursuant to this Disclosure Certificate and the date it was provided.

(4) If the Annual Report (or any portion thereof) is not provided to the MSRB by the date required in Section (3)(a), the Dissemination Agent shall file with the MSRB a notice in substantially the form attached to this Disclosure Certificate as Exhibit A.

SECTION 9. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the County may amend this Disclosure Certificate and may waive any provision of this Disclosure Certificate, without the consent of the holders and beneficial owners of the Series 2025 Bonds, if such amendment or waiver does not, in and of itself, cause the undertakings herein (or action of any Participating Underwriter in reliance on the undertakings herein) to violate the Rule, but taking into account any subsequent change in or official interpretation of the Rule. The County will provide notice of such amendment or waiver to the MSRB.

SECTION 10. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the County from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the County chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the County shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 11. Default. In the event of a failure of the County to comply with any provision of this Disclosure Certificate, any holder or beneficial owner of the Series 2025 Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the County to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an event of default under the Indenture, and the sole remedy under this Disclosure Certificate in the event of any failure of the County to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the County, any Dissemination Agent, the Participating Underwriter and the holders and beneficial owners from time to time of the Series 2025 Bonds and shall create no rights in any other person or entity.

DATE: \_\_\_\_\_

**MADISON COUNTY, MISSISSIPPI**

By \_\_\_\_\_  
President of the Board of Supervisors

**EXHIBIT “A”**

**NOTICE OF FAILURE TO FILE ANNUAL REPORT**

Name of Obligor: Madison County, Mississippi

Name of Bond Issue:

\$35,000,000 Mississippi Development Bank Special Obligation Bonds, Series 2025A (Madison County, Mississippi Public Improvement General Obligation Bond Project), dated the date of delivery thereof (the “**Series 2025A Bonds**”); and

\$10,000,000 Mississippi Development Bank Special Obligation Bonds, Taxable Series 2025B (Madison County, Mississippi Economic Development Limited Tax Bond Project), dated the date of delivery thereof (the “**Series 2025B Bonds**,” and, together with the Series 2025A Bonds, the “**Bonds**”)

Date of Issuance: May 21, 2025

CUSIP Number: \_\_\_\_\_

NOTICE IS HEREBY GIVEN that the Obligor has not provided an Annual Report with respect to the above-named Bonds as required by the Continuing Disclosure Certificate dated May 21, 2025. The Obligor anticipates that the Annual Report will be filed by \_\_\_\_\_.

## EXHIBIT B

Name of Issuer: Mississippi Development Bank

Name of Bond Issue: \$35,000,000 Mississippi Development Bank Special Obligation Bonds, Series 2025A (Madison County, Mississippi Public Improvement General Obligation Bond Project), dated the date of delivery thereof (the “**Series 2025A Bonds**”); and  
\$10,000,000 Mississippi Development Bank Special Obligation Bonds, Taxable Series 2025B (Madison County, Mississippi Economic Development Limited Tax Bond Project), dated the date of delivery thereof (the “**Series 2025B Bonds**,” and, together with the Series 2025A Bonds, the “**Bonds**”)

Date of Issuance: May 21, 2025

CUSIP Number: \_\_\_\_\_ (Final Maturity)

## TAX INFORMATION

### Assessed Valuation of the County<sup>5</sup>

Assessment Year	Real Property	Personal Property	Public Utility Property	Mobile Homes	Auto-Mobiles	Total

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<sup>5</sup> The total assessed valuation is approved in September preceding the fiscal year of the County and represents the value of real property, personal property and public utility property for the year indicated on which taxes are assessed for the following fiscal year’s budget. For example, the taxes for the assessed valuation figures for 20\_\_ are collected starting in January, 20\_\_ for the 20\_\_-20\_\_ fiscal year budget of the County.

**Tax Levy Per \$1,000 Valuation<sup>6</sup>**

County - General Purpose:					
Operating Millage					
Debt Millage					
Total for County:					

**Ad Valorem Tax Collections**

Fiscal Year Ended September 30	Amount Budgeted	Amount Collected	Difference Over/(Under)

**DEBT INFORMATION****Legal Debt Limit Statement**

(as of \_\_\_\_\_)

	15% Limit	20% Limit
Authorized Debt Limit (Last Completed Assessment for Taxation - \$ 0_____)		
Present Debt Subject to Debt Limits		
Margin for Further Debt Under Debt Limits		

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<sup>6</sup> Tax levy figures given is mills. The County levies a tax of nine cents per acre on all timbered and/or uncultivated land located in the County.

**Outstanding General Obligation Bonded Debt**

(as of \_\_\_\_\_)

Issue	Date of Issue	Outstanding Principal

**Other Outstanding Debt**

(as of \_\_\_\_\_)

Issue	Date of Issue	Outstanding Principal





