

There came on for consideration the matter of entering into a lease with the Southern Mississippi Investment Company, Inc. for the construction of a community center and related facilities and improvements in the City of Diamondhead, Mississippi, and after a discussion of the subject matter, Council Member _____ offered and moved the adoption of the following resolution:

RESOLUTION STATING THE INTENT OF THE MAYOR AND CITY COUNCIL (THE "GOVERNING BODY") OF THE CITY OF DIAMONDHEAD, MISSISSIPPI (THE "CITY"), TO ACQUIRE, CONSTRUCT, FINANCE, AND EQUIP A COMMUNITY CENTER AND RELATED FACILITIES AND IMPROVEMENTS IN THE CITY (THE "PROJECT") IN AN AMOUNT NOT TO EXCEED \$2,200,000 PURSUANT TO SECTIONS 31-8-1 ET SEQ., MISSISSIPPI CODE OF 1972, AS AMENDED FROM TIME TO TIME (THE "ACT"), PURSUANT TO A LEASE BETWEEN THE CITY AND THE SOUTHERN MISSISSIPPI INVESTMENT COMPANY, INC. (THE "CORPORATION"), A NON-PROFIT CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF MISSISSIPPI, CREATED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, FINANCING, EQUIPPING AND LEASING FACILITIES TO CERTAIN GOVERNMENTAL UNITS UNDER THE ACT; EMPLOYING CITY ATTORNEY AND CONSENTING TO A SPECIAL COUNSEL AND A MUNICIPAL ADVISOR TO THE CORPORATION IN CONNECTION WITH THE LEASE AND THE ISSUANCE OF EITHER CERTIFICATES OF PARTICIPATION OR NEGOTIATING A LOAN AGREEMENT SECURED BY A NOTE TO FUND THE COST OF THE PROJECT; AND FOR RELATED PURPOSES.

WHEREAS, the Mayor and City Council (the "Governing Body") of the City of Diamondhead, Mississippi (the "City"), acting for and on behalf of the City, hereby finds and determines as follows:

1. The City is in need of acquiring, constructing, financing, equipping and leasing a community center and related facilities and improvements in the City (the "Project").
2. The City is authorized by Sections 31-8-1 et seq., Mississippi Code of 1972, as amended from time to time (the "Act"), to enter into a lease and option to purchase agreement (the "Lease") for the acquisition, construction, financing, and equipping of the Project.
3. The City desires to enter into the Lease with the Southern Mississippi Investment Company, Inc. (the "Corporation"), a non-profit corporation organized under the laws of the State of Mississippi, created under the procedure authorized by the Act, for the expressed

purpose of acquiring, constructing, financing, equipping, and leasing facilities to certain governmental units.

4. The City desires to employ Cusick & Williams, PLLC, Gulfport, Mississippi, as City Attorney ("City Attorney"); consent to the employment by the Corporation of Butler Snow LLP, Ridgeland, Mississippi, as special counsel to the Corporation ("Special Counsel"), Dukes, Keating, Hatten, McRaney, Blum, P.A., Gulfport, Mississippi, as corporate counsel ("Corporate Counsel"), and Municipal Advisors of Mississippi, Inc., Gulfport, Mississippi, as municipal advisor to the Corporation ("Municipal Advisor"), all in connection with the Lease and the issuance of either certificates of participation (the "Certificates") or negotiating a loan agreement secured by a note (the "Note," and the together with the Certificates the "Loan") to provide funds for the Project; and authorize and consent to the Corporation, Corporate Counsel, City Attorney, Special Counsel, and the Municipal Advisor preparing and distributing documents and resolutions in connection with the Loan and providing other services as are typically provided in similar transactions.

5. The City reasonably expects that it will incur expenditures prior to the entering into the Loan, which it intends to reimburse with the proceeds of the Loan. This declaration of official intent to reimburse expenditures made prior to the issuance of the Loan in anticipation of the issuance of the Certificates or entering into the Loan is made pursuant to Department of Treasury Regulations Section 1.150-2 (the reimbursement regulations). The Project for which such expenditures are made is the same as described hereinabove.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY, ACTING FOR AND ON BEHALF OF THE CITY, AS FOLLOWS:

SECTION 1. That the Governing Body of the City does hereby declares its intent to acquire, finance, equip, and lease a community center and related facilities and improvements in the City from the Corporation through the Lease in an amount not to exceed \$2,200,000, upon such terms and conditions as may be subsequently approved by the Governing Body and under authority granted by the Act.

SECTION 2. The City hereby employs Cusick & Williams, PLLC, Gulfport, Mississippi, as City Attorney, and consents to the employment by the Corporation of Butler Snow LLP, Ridgeland, Mississippi, as Special Counsel, Dukes, Keating, Hatten, McRaney, Blum, P.A., as Corporate Counsel, and Municipal Advisors of Mississippi, Inc., Gulfport, Mississippi, as Municipal Advisor, all in connection with the Lease and the Loan; authorizes and consents to the Corporation, City Attorney, Special Counsel, Corporate Counsel, and the Municipal Advisor preparing and distributing documents and resolutions, including, as applicable, a lease agreement, a ground lease, a loan agreement, a trust agreement, a preliminary official statement, and an official statement in connection with the Loan, and to provide other

services as are typically provided in similar transactions. City Attorney, Special Counsel, Corporate Counsel, and the Municipal Advisor shall be paid a reasonable and customary fees and expenses for their services, such fees and expenses to be consented to by the Governing Body.

SECTION 3. The City reasonably expects that it will incur expenditures prior to entering into the Loan, which it intends to reimburse with the proceeds of the Loan in an amount not to exceed \$2,200,000. This declaration of official intent to reimburse expenditures made prior to entering into the Loan is made pursuant to Department of Treasury Regulations Section 1.150-2 (the reimbursement regulations). The Project for which such expenditures have or will be made is the same as described hereinabove.

SECTION 4. The City Clerk of the City is hereby directed to deliver this resolution to the Corporation as evidence the City's intent to enter into the Lease, and the Mayor, City Manager, and City Clerk of the City are authorized to execute any engagement letters, agreements, or other documents necessary to effectuate the purposes of this resolution.

SECTION 5. If any one or more of the provisions of this 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 resolution, but this resolution shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained herein.

SECTION 6. All orders, resolutions or proceedings of the Governing Body in conflict with any provision hereof shall be, and the same are hereby repealed, rescinded and set aside, but only to the extent of such conflict. For cause, this resolution shall become effective upon the adoption hereof.

Council Member _____ seconded the motion to adopt the foregoing resolution, and the question being put to a roll call vote, the result was as follows:

Mayor Anna Liese	Voted: ____
Councilman Gerard Maher	Voted: ____
Councilman Shane Finley	Voted: ____
Councilman Ricky Sheppard	Voted: ____
Councilwoman Jessie Harwood	Voted: ____
Councilman Austin Clark	Voted: ____

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 Mayor declared the motion carried and the resolution adopted this ____ day of _____, 2026.

Anna Liese, Mayor

ATTEST:

Jeannie Klein, City Clerk

(SEAL)