

**PRELIMINARY OFFICIAL STATEMENT
DATED _____, 2023**

NEW ISSUE-BOOK-ENTRY ONLY

**UNDERLYING RATING – Moody's: "___"
(See "RATING" herein)**

In the opinion of Butler Snow LLP, Ridgeland, Mississippi, 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 2023 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 applicable corporations (as defined in Section 59(k) of the Code) for purposes of computing the alternate minimum tax imposed on corporations. Such exclusion is conditioned on continuing compliance with certain tax covenants of the Issuer (as defined below) and the City (as defined below). In the opinion of Bond Counsel under existing laws, regulations, rulings and judicial decisions, interest on the Series 2023 Bonds is exempt from all income taxation in the State of Mississippi. See "TAX MATTERS" herein and APPENDIX D - FORM OF OPINION OF BOND COUNSEL hereto.

\$____,000*

**MISSISSIPPI DEVELOPMENT BANK
SPECIAL OBLIGATION BONDS, SERIES 2023
(TUPELO, MISSISSIPPI PUBLIC IMPROVEMENT GENERAL OBLIGATION BOND PROJECT)**

Dated: Date of Delivery

DUE March 1, as shown on inside front cover

The Mississippi Development Bank Special Obligation Bonds, Series 2023 (Tupelo, Mississippi Public Improvement General Obligation Bond Project) (the "**Series 2023 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 cover. The Series 2023 Bonds will be dated the date of delivery and will bear interest from that date to their respective maturities in the amounts and at the rates set forth below. The Series 2023 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 2023 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 2023 Bonds will not receive physical delivery of certificates representing their interests in the Series 2023 Bonds. Interest on the Series 2023 Bonds is payable on March 1 and September 1 of each year, commencing September 1, 2024*. So long as DTC or its nominee is the Registered Owner of the Series 2023 Bonds, interest, together with the principal of and redemption premium, if any, on the Series 2023 Bonds will be paid directly to DTC by The Peoples Bank, Biloxi, Mississippi, as Trustee under the Indenture, all as defined and more fully described herein under the caption, "DESCRIPTION OF THE SERIES 2023 BONDS -- Book-Entry-Only System."

The Series 2023 Bonds are issued by the Issuer for the principal purpose of providing funds for the purchase of the City Bond (as defined herein) being issued by the City of Tupelo, Mississippi (the "**City**"), as more fully described in this Official Statement.

The Series 2023 Bonds are subject to redemption prior to maturity as more fully described herein. See "DESCRIPTION OF THE SERIES 2023 BONDS -- Redemption."

THE SERIES 2023 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 CITY BOND AND PAYMENTS DERIVED THEREFROM, AS MORE FULLY DESCRIBED HEREIN. THE SERIES 2023 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; PROVIDED, HOWEVER, THAT THE CITY BOND IS SECURED BY THE FULL FAITH AND CREDIT AND TAXING POWER OF THE CITY. THE SOURCES OF PAYMENT OF, AND SECURITY FOR, THE SERIES 2023 BONDS ARE MORE FULLY DESCRIBED HEREIN. THE ISSUER HAS NO TAXING POWER.

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

The Series 2023 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, its counsel, and for the City by Ben Logan, Esquire, Tupelo, Mississippi. Government Consultants, Inc., Madison, Mississippi, serves as the Municipal Advisor to the Issuer in connection with the sale and issuance of the Series 2023 Bonds. The Series 2023 Bonds are expected to be available in definitive form for delivery on or about _____, 2023*

Raymond James

The date of this Official Statement is _____, 2023.

*Preliminary, subject to change.

This Preliminary Official Statement and certain of the information contained herein is in a form deemed final for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (except for the omission of certain information permitted to be omitted under Rule 15c2-12(b)(1)). This Preliminary Official Statement and the information contained herein are subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

SERIES 2023 BONDS

MATURITY SCHEDULE¹

Year of Maturity	Principal Amount¹	Interest Rate	Yield	CUSIP*
2025				
2026				
2027				
2028				
2029				
2030				
2031				
2032				
2033				
2034				
2035				
2036				
2037				
2038				
2039				
2040				

* The CUSIP numbers listed above are being provided solely for the convenience of the holders of the Series 2023 Bonds only, and the Issuer, the City and the Underwriter does 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 2023 Bonds as a result of various subsequent actions, including but not limited to a refunding in whole or in part of the Series 2023 Bonds.

¹ Preliminary, subject to change.

THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFERING OF ANY SECURITY OTHER THAN THE ORIGINAL OFFERING OF THE SERIES 2023 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 2023 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 2023 BONDS SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THE INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE HEREOF.

THE UNDERWRITER HAS PROVIDED THE FOLLOWING SENTENCE FOR INCLUSION IN THIS OFFICIAL STATEMENT. THE UNDERWRITER HAVE 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 CITY, 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 2023 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 2023 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 2023 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 2023 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 PRICES AT WHICH THE SERIES 2023 BONDS ARE OFFERED TO THE PUBLIC BY THE UNDERWRITER (AND THE YIELDS RESULTING THEREFROM) MAY VARY FROM THE INITIAL PUBLIC OFFERING PRICES OR YIELDS APPEARING ON THE INSIDE COVER PAGE HEREOF. IN ADDITION, THE UNDERWRITER MAY ALLOW CONCESSIONS OR DISCOUNTS FROM SUCH INITIAL PUBLIC OFFERING PRICES TO DEALERS AND OTHERS.

THIS OFFICIAL STATEMENT CONTAINS FORECASTS, PROJECTIONS AND ESTIMATES THAT ARE BASED ON EXPECTATIONS AND ASSUMPTIONS WHICH EXISTED AT THE TIME SUCH FORECASTS, PROJECTIONS AND ESTIMATES WERE PREPARED. IN LIGHT OF THE IMPORTANT FACTORS THAT MAY MATERIALLY AFFECT ECONOMIC CONDITIONS OF THE STATE, THE UNITED STATES OF AMERICA, AND THE CITY THE INCLUSION IN THIS OFFICIAL

STATEMENT OF SUCH FORECASTS, PROJECTIONS AND ESTIMATES SHOULD NOT BE REGARDED AS A REPRESENTATION BY THE ISSUER, THE CITY OR THE UNDERWRITER THAT SUCH FORECASTS, PROJECTIONS AND ESTIMATES WILL OCCUR. SUCH FORECASTS, PROJECTIONS AND ESTIMATES ARE NOT INTENDED AS REPRESENTATIONS OF FACT OR GUARANTEES OF RESULTS.

IF AND WHEN INCLUDED IN THIS OFFICIAL STATEMENT, THE WORDS "EXPECTS," "FORECASTS," "PROJECTS," "INTENDS," "ANTICIPATES," "ESTIMATES" AND ANALOGOUS EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS AND ANY SUCH STATEMENTS INHERENTLY ARE SUBJECT TO A VARIETY OF RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE PROJECTED. SUCH RISKS AND UNCERTAINTIES INCLUDE, AMONG OTHERS, GENERAL ECONOMIC AND BUSINESS CONDITIONS, CHANGES IN POLITICAL, SOCIAL AND ECONOMIC CONDITIONS, REGULATORY INITIATIVES AND COMPLIANCE WITH GOVERNMENTAL REGULATIONS, LITIGATION AND VARIOUS OTHER EVENTS, CONDITIONS AND CIRCUMSTANCES, MANY OF WHICH ARE BEYOND THE CONTROL OF THE ISSUER AND THE CITY. THESE FORWARD-LOOKING STATEMENTS SPEAK ONLY AS OF THE DATE OF THIS OFFICIAL STATEMENT. THE ISSUER DISCLAIMS ANY OBLIGATION OR UNDERTAKING TO RELEASE PUBLICLY ANY UPDATES OR REVISIONS TO ANY FORWARD-LOOKING STATEMENT CONTAINED HEREIN TO REFLECT ANY CHANGE IN THE ISSUER'S EXPECTATIONS WITH REGARD THERETO OR ANY CHANGE IN EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH ANY SUCH STATEMENT IS BASED.

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 2023 BONDS IS MADE ONLY BY MEANS OF THIS OFFICIAL STATEMENT.

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TABLE OF CONTENTS

	<u>Page</u>
INTRODUCTION	1
The Issuer.....	1
Sources of Payment and Security for the Series 2023 Bonds	1
Purpose of the Series 2023 Bonds	2
Authority for Issuance	2
Description of the Series 2023 Bonds	3
Tax Matters	3
Professionals Involved in the Offering	3
Offering and Delivery of the Series 2023 Bonds	3
Risks to the Owners of the Series 2023 Bonds	4
Other Information	4
Format of Official Statement.....	5
SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 Bonds	5
General	5
The City and the City Bond.....	5
Provisions for Payment of the City Bond.....	5
RISKS TO THE OWNERS OF THE SERIES 2023 Bonds	7
General	7
City Bond.....	7
Tax Covenants	7
Remedies.....	7
Failure to Compel the Levy of Taxes on the City Bond	9
DESCRIPTION OF THE SERIES 2023 Bonds.....	10
General Description	10
Book-Entry-Only System	11
Redemption.....	13
APPLICATION OF THE PROCEEDS OF THE SERIES 2023 Bonds.....	14
THE MISSISSIPPI DEVELOPMENT BANK	14
General	14
Organization and Membership of the Issuer	15
Prior Bonds of Issuer	15
REVENUES, FUNDS AND ACCOUNTS.....	15

Creation of Funds and Accounts	16
Deposit of Net Proceeds of the Series 2023 Bonds, Revenues and Other Receipts	16
OPERATION OF FUNDS AND ACCOUNTS.....	16
General Fund	16
Rebate Fund	17
Amounts Remaining in Funds	18
Investment of Funds	18
THE SERIES 2023 Bonds AS LEGAL INVESTMENTS	18
LITIGATION	19
TAX MATTERS.....	19
LEGAL MATTERS.....	22
RATING.....	22
Pension Plan	22
POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS.....	23
INDEPENDENT AUDITORS	23
CONTINUING DISCLOSURE.....	23
MUNICIPAL ADVISOR.....	24
UNDERWRITING.....	24
VALIDATION.....	24
MISCELLANEOUS	25
APPENDIX A -	1
ECONOMIC AND DEMOGRAPHIC INFORMATION	1
APPENDIX A - INFORMATION CONCERNING THE CITY	
APPENDIX B - FINANCIAL INFORMATION OF THE CITY	
APPENDIX C - FORM OF THE CITY BOND RESOLUTION AND THE CITY BOND	
APPENDIX D - FORM OF BOND COUNSEL OPINION	
APPENDIX E - CERTAIN DEFINITIONS	
APPENDIX F - FORM OF CONTINUING DISCLOSURE CERTIFICATE	

OFFICIAL STATEMENT

\$____,000*

MISSISSIPPI DEVELOPMENT BANK SPECIAL OBLIGATION BONDS, SERIES 2023 (TUPELO, MISSISSIPPI PUBLIC IMPROVEMENT GENERAL OBLIGATION 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 Mississippi Development Bank Special Obligation Bonds, Series 2023 (Tupelo, Mississippi Public Improvement General Obligation Bond Project) (the "**Series 2023 Bonds**"), issued in the aggregate principal amount of \$____,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 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 2023 Bonds to potential investors is made only by means of the entire Official Statement.

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 (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 (9) members.

Pursuant to the Issuer Act, the purpose of the Issuer is to assist "local governmental units," as defined in the Issuer Act to be (i) any county, municipality, utility district, regional solid waste authority, county cooperative service district or political subdivision of the State of Mississippi, (ii) the State of Mississippi or any agency thereof, (iii) the institutions of higher learning of the State of Mississippi, (iv) any education building corporation established for institutions of higher learning, or (v) any other governmental unit created under state law, such as the City, 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. The entity described in APPENDIX A (the "**City**") is such a local governmental unit.

Sources of Payment and Security for the Series 2023 Bonds

The Series 2023 Bonds will be issued by and under and secured by an Indenture of Trust, dated the date of delivery (the "**Indenture**"), by and between the Issuer and The Peoples Bank, in Biloxi, Mississippi, as Trustee (the "**Trustee**"). The principal of, redemption premium, if any, and interest on any and all of the Series 2023 Bonds, together with any additional bonds or refunding bonds (the "**Refunding Bonds**") that may be authorized and issued by the Issuer under the Indenture on a parity with

* Preliminary, subject to change.

the Series 2023 Bonds (collectively, the "**Bonds**"), are payable from those revenues and funds of the Issuer which, together with the general obligation bond issued by the City (the "**City Bond**"), as defined and described herein, pursuant to Sections 21-33-301 et seq., Mississippi Code of 1972, as amended (the "**City Bond Act**" and together with the Issuer Act, the "**Act**"), are pledged pursuant to the Indenture for the benefit of the owners of the Series 2023 Bonds without priority. 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 2023 Bonds. The Series 2023 Bonds are not a debt, liability, loan of the credit or pledge of the full faith and credit, moral obligation of the State or of any political subdivision; provided, however, that the City Bond is secured by the full faith and credit and taxing power of the City. The Issuer has no taxing power and has only those powers and sources of revenue set forth in the Issuer Act. The Series 2023 Bonds are issued and secured separately from any other obligations issued by the Issuer.

The Series 2023 Bonds are secured by the pledge of the Trust Estate established under the Indenture (the "**Trust Estate**"), defined to be (i) cash and securities in the funds and accounts established by the Indenture (except the Rebate Fund, as described herein) (the "**Funds**" and "**Accounts**") and the investment earnings thereon and all proceeds thereof, (ii) the City Bond and the earnings thereon and the proceeds thereof, and (iii) all funds, accounts and moneys hereinafter pledged to the Trustee as security by the Issuer. All Series 2023 Bonds will be secured equally and ratably by all of the foregoing. The sources of payment for the Series 2023 Bonds are further described under the caption "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS," and "APPENDIX C."

The principal of and interest on the City Bond are payable out of certain revenues as hereinafter defined. The following City Bond is scheduled to be purchased with proceeds of the Series 2023 Bonds: \$____,000 City of Tupelo, Mississippi Public Improvement General Obligation Bond, Series 2023 (the "**City Bond**"). The sources of payment on the City Bond are further described under the caption "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS" and "APPENDIX C."

Purpose of the Series 2023 Bonds

The Series 2023 Bonds are being issued pursuant to the Act to purchase the City Bond to provide funds for (i) constructing, improving or paving streets, sidewalks, driveways, parkways, walkways or public parking facilities, and purchasing land therefor; (ii) erecting, repairing, improving, adorning and equipping municipal buildings and purchasing buildings and land therefor; (iii) purchasing land for parks, cemeteries and public playgrounds, and improving, equipping and adorning the same, including the constructing, repairing and equipping of swimming pools and other recreational facilities; (iv) purchasing fire-fighting equipment and apparatus, and providing housing for same, and purchasing land therefor; (v) erecting or purchasing waterworks, gas, electric and other public utility plants or distribution systems or franchises, and repairing, improving and extending the same; (vi) establishing sanitary, storm, drainage or sewerage systems, and repairing, improving and extending the same; (vii) protecting a municipality, its streets and sidewalks from overflow, caving banks and other like dangers; (viii) constructing bridges and culverts; (ix) purchasing machinery and equipment, including motor vehicles weighing not less than twelve thousand (12,000) pounds, which have an expected useful life in excess of ten (10) years which expected useful life shall exceed the life of the bonds financing such purchase; and (x) for other authorized purposes under the City Bond Act (the "**Construction Project**"), and paying the costs of issuance of the Series 2023 Bonds and the City Bond (together, the "**Project**").

Authority for Issuance

The Series 2023 Bonds are issued pursuant to the provisions of the Act and the Indenture.

Description of the Series 2023 Bonds

Redemption. The Series 2023 Bonds are subject to redemption as set forth hereinafter under the caption "DESCRIPTION OF THE SERIES 2023 BONDS -- Redemption."

Denominations. The Series 2023 Bonds will be issued in denominations of \$5,000 or any integral multiple thereof.

Registration, Transfers, and Exchanges. The Series 2023 Bonds will be issued only as fully registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee for DTC. Purchases of beneficial interests in the Series 2023 Bonds will be made in book entry only form. Purchasers of beneficial interests in the Series 2023 Bonds will not receive physical delivery of certificates representing their respective interests in the Series 2023 Bonds.

Payments. Interest on the Series 2023 Bonds is payable on March 1 and September 1 of each year, and, so long as DTC or its nominee is the Registered Owner of the Series 2023 Bonds, such interest, together with the principal of and redemption premium, if any, on the Series 2023 Bonds will be paid directly to DTC by the Trustee under the Indenture. The final disbursement of such payments to the Beneficial Owners of the Series 2023 Bonds will be the responsibility of the DTC Participants and the Indirect Participants, all as more fully defined and described herein under the caption "DESCRIPTION OF THE SERIES 2023 BONDS -- Book-Entry-Only System."

For a more complete description of the Series 2023 Bonds and the basic documentation pursuant to which the Series 2023 Bonds are being issued, see the captions "DESCRIPTION OF THE SERIES 2023 BONDS," "REVENUES, FUNDS AND ACCOUNTS," and "OPERATION OF FUNDS AND ACCOUNTS," in this Official Statement.

Tax Matters

In the opinion of Butler Snow LLP, Ridgeland, Mississippi ("**Bond Counsel**"), under existing laws, regulations, rulings, and judicial decisions, interest on the Series 2023 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 City, and under existing laws, regulations, rulings, and judicial decisions, interest on the Series 2023 Bonds is exempt from all income taxation in the State. Interest on the Series 2023 Bonds is not a specific preference item for purposes of federal alternative minimum taxes. For a more complete description of such opinion and certain other tax consequences incident to the ownership of the Series 2023 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

The Peoples Bank, Biloxi, Mississippi will act as Trustee under the Indenture for the Series 2023 Bonds. Government Consultants, Inc., Madison, Mississippi, is employed as Municipal Advisor to the Issuer (the "**Municipal Advisor**") with respect to the Series 2023 Bonds. Certain proceedings in connection with the issuance of the Series 2023 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 and for the City by Ben Logan, Esquire, Tupelo, Mississippi. See the caption "LEGAL MATTERS" and "MISCELLANEOUS" in this Official Statement.

Offering and Delivery of the Series 2023 Bonds

Subject to the final approval of the legality thereof by Bond Counsel, the Series 2023 Bonds are expected to be available in definitive form for delivery on or about _____, 2023*.

Risks to the Owners of the Series 2023 Bonds

There are certain risks involved in the ownership of the Series 2023 Bonds which should be considered by prospective purchasers. The ability of the Issuer to pay principal of, redemption premium, if any, and interest on the Series 2023 Bonds depends primarily upon the receipt by the Issuer of City Bond payments (the "**City Bond Payments**") from the City participating in the program (the "**Program**") which is obligated to make such payments to the Issuer, together with investment earnings on certain amounts in the Funds and Accounts defined in and established under the Indenture. There can be no representation or assurance that the City will realize sufficient Revenues to make the required City Bond Payments. See the caption, "SECURITY AND SOURCES OF PAYMENT." Failure of the Issuer and/or the City to comply with certain tax covenants may also adversely affect the exempt status of the interest on all of the Series 2023 Bonds. See the caption "RISKS TO THE OWNERS OF THE SERIES 2023 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 REPRESENTATIVE OF THE UNDERWRITER 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 2023 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 CITY, 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 SINCE THE DATE HEREOF.

THE SERIES 2023 BONDS HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

* Preliminary, subject to change.

Format of Official Statement

There follows in this Official Statement a description of the security and sources of payment for the Series 2023 Bonds, the purposes and operation of the Issuer's program to be financed out of the proceeds of the Series 2023 Bonds, the Issuer, and summaries of certain provisions of the Series 2023 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, copies of which are available from the Issuer, and all discussions of the Series 2023 Bonds are qualified in their entirety by reference to the definitive form and the information with respect to the Series 2023 Bonds contained in the Indenture. Certain information relating to the City is set forth in "APPENDIX A - INFORMATION CONCERNING THE CITY," certain financial information on the City is included in "APPENDIX B - FINANCIAL INFORMATION OF THE CITY," the proposed form of opinion of Bond Counsel with respect to the Series 2023 Bonds is set forth in "APPENDIX D - FORM OF BOND COUNSEL OPINION", and the form of the continuing disclosure certificate of the City is set forth in "APPENDIX F - FORM OF CONTINUING DISCLOSURE CERTIFICATE," and certain definitions used herein are set forth in APPENDIX E". Each of the APPENDICES to this Official Statement is an integral part of this Official Statement and should be read in its entirety by any and all owners or prospective owners of the Series 2023 Bonds.

Capitalized terms not defined herein shall have the definitions set forth in "APPENDIX E - CERTAIN DEFINITIONS."

SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS

General

The Series 2023 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 2023 Bonds. The Series 2023 Bonds do not constitute a debt, liability or loan of the credit of the State or any political subdivision thereof under the constitution of the State or a pledge of the full faith and credit and taxing power or moral obligation of the State or any political subdivision thereof; provided, however, that the City Bond is a general obligation of the City. The Issuer has no taxing power. The sources of payment of, and security for, the Series 2023 Bonds are more fully described below.

Under the Indenture, the Series 2023 Bonds are secured by a pledge to the Trustee of the City Bond and all City Bond Payments, as described herein. In addition, the Indenture pledges to the payment of the Series 2023 Bonds all proceeds of the Trust Estate, including without limitation all cash and securities held in the Funds and Accounts created by the Indenture, except for the Rebate Fund, together with investment earnings thereon and proceeds thereof (except to the extent transferred to the Rebate Fund or from such Funds and Accounts under the Indenture), and all other funds, accounts and moneys to be pledged by the Issuer to the Trustee as security under the Indenture, to the extent of any such pledge.

The City and the City Bond

From the proceeds of the Series 2023 Bonds, the Issuer intends to purchase and, upon purchase, will pledge to the Trustee the City Bond of the City, as described in "APPENDIX C."

Provisions for Payment of the City Bond

The City Bond will be a general obligation of the City. The City Bond Resolution provides that the City is unconditionally obligated to make payments secured by the full faith and credit of the City in an aggregate amount sufficient, with any other funds available therefor, for the payment in full of the principal of, premium, if any, and interest on all Series 2023 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.

In the City Bond Resolution, the City covenants to levy a direct, continuing special tax upon all of the taxable property within the geographical limits of the City, 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 City Bond and any additional obligations of the City under the City Bond Resolution; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the 2023 Bond Fund of the City Bond, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the City Bond due during the ensuing fiscal year of the City, in accordance with the provisions of the City 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 City 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. The avails of said tax are irrevocably pledged in the City Bond Resolution for the payment of the principal of, premium, if any, and interest on the City Bond and any additional obligations of the City as aforesaid as the same shall respectively mature and accrue.

The City Bond will never, within the meaning of any constitutional or statutory limitation, be a debt, liability, or obligation of the State or any political subdivision of the State other than the City, and neither the full faith and credit nor taxing power or moral obligation of the State or any political subdivision thereof is pledged to the payment of the principal, premium, if any, and interest on the City Bond; provided, however, that the City Bond is a general obligation of the City. The City Bond initially issued under the City Bond Resolution shall be issued for the purposes of providing funds to finance costs of the (i) Construction Project; and (ii) payment of costs of issuance of the Series 2023 Bonds and the City Bond.

The issuance of the City Bond shall be authorized by resolution of the Mayor and City Council of the City (the "**Governing Body**") adopted pursuant to the Act. See "APPENDIX C" for further description of the City Bond.

RISKS TO THE OWNERS OF THE SERIES 2023 BONDS

General

The Series 2023 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 City Bond Payments payable by the City on the City Bond pursuant to the City Bond Resolution. No reserve fund has been established for the payment of debt service on the Series 2023 Bonds or the City Bond. Purchasers of the Series 2023 Bonds are advised of certain risk factors with respect to the City Bond.

In addition, purchasers of the Series 2023 Bonds are advised of certain additional information in connection with the City as set forth in "APPENDIX A" and "APPENDIX B."

City Bond

The ability of the Issuer to pay principal of, redemption premium, if any, and interest on the Series 2023 Bonds depends primarily upon the receipt by the Issuer of City Bond Payments from the City which is obligated under the City Bond Resolution to make such payments to the Issuer, together with earnings on the amounts in the Funds and Accounts created under the Indenture sufficient to make such payments. There is no Indenture Fund or Account which is required to contain amounts to make up for any deficiencies in the event of one or more defaults by the City in making such City Bond Payments, and there is no source from which the General Fund will be replenished except the City Bond Payments and investment income on moneys in the Funds and Accounts; and further, no reserve fund is created in the Indenture or the City Bond Resolution to pay debt service on the Series 2023 Bonds or the City Bond.

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 2023 Bonds. Failure by the Issuer to comply with such covenants could cause the interest on the Series 2023 Bonds to be taxable retroactive to the date of issuance of the Series 2023 Bonds. Further, the City has covenanted in the City 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 2023 Bonds. Failure by the City to comply with such requirements could cause the interest on the Series 2023 Bonds to be taxable retroactive to the date of issuance of the Series 2023 Bonds. See also "TAX MATTERS" herein.

Remedies

The remedies available to the Trustee, to the Issuer or to the owners of the Series 2023 Bonds upon an "event of default" under the Indenture or under the terms of the City Bond 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 City for payment of the City Bond granted by the Governing Body in the City 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 City 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 City received within 90 days preceding and after any effectual institution of bankruptcy, liquidation or reorganization proceedings by or against the City; (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 City. 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 City 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 City, 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 City were to become a debtor under the United States Bankruptcy Code, payments under the City Bond 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 City 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 2023 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 City, 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 City Bond Resolution, the City Bond or related documents that make bankruptcy and related proceedings by the City an "event of default" thereunder. All of these events would adversely affect the payment of debt service on the Series 2023 Bonds.

Failure to Compel the Levy of Taxes on the City Bond

The City Bond will be a general obligation of the City payable as to principal 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 City; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the 2023 Bond Fund of the City Bond, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the City Bond due during the ensuing fiscal year of the City, in accordance with the provisions of the City Bond Resolution. The City, when necessary, will levy annually a special tax upon all taxable property within the geographical limits of the City adequate and sufficient to provide for the payment of the principal of and the interest of the City Bond as the same falls due.

The qualified electors of the State of Mississippi 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 underlying obligation to pay the principal of and interest on the City Bond as it matures and becomes due, nor does it affect the 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 City Bond 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 City Bond in a Court of the State of Mississippi. 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 City Bond in the event of a payment default with respect to the City Bond. For example, such holder can seek a writ of mandamus to compel the City to use any legally available moneys to pay the debt service on the City Bond, 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 Mississippi Constitution §175, all public officials who are guilty of willful neglect of duty may be removed from office.

Certain information relating to the City is set forth in "APPENDIX A - INFORMATION ON THE CITY" and certain financial information on the City is included in "APPENDIX B – BUDGET" and in "APPENDIX C - AUDIT."

Cyber Security Management

The City, 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 City may be the target of cyber security incidents that could result in adverse consequences to the City and its Systems Technology, requiring a response action to mitigate the consequences. The City has in place daily backup processes to help mitigate the eventuality of these risks. The City 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 City's Systems Technology for the purposes of misappropriating assets or information or causing operational disruption and damage. The City 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 City has personnel policies in place for the City'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 2023 BONDS

General Description

The Series 2023 Bonds are issuable under the Indenture as fully registered bonds. When issued, the Series 2023 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 2023 Bonds will be made in book-entry-only form (without certificates) in the denomination of \$5,000 or any integral multiple thereof (see the heading, "**Book-Entry-Only System**" under this caption).

The Series 2023 Bonds will mature in the amounts and on the dates, and bear interest at the rates per annum, set forth on the cover page of this Official Statement. Interest on the Series 2023 Bonds will be payable semiannually on March 1 and September 1 of each year, commencing September 1, 2024. Interest will be calculated on the basis of a 360-day year consisting of twelve thirty-day months.

Each Series 2023 Bond will be dated the day of delivery. If any Series 2023 Bond is authenticated on or prior to the day of delivery, it will bear interest from such date. Each Series 2023 Bond authenticated after the day of delivery, will bear interest from the most recent date on which interest was payable (the "**Interest Payment Date**") and has been paid on or prior to the date of authentication of such Series 2023 Bond, unless such Series 2023 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 2023 Bond will bear interest from such following Interest Payment Date.

So long as DTC or its nominee is the Registered Owner of the Series 2023 Bonds, payments of the principal of, redemption premium, if any, and interest on the Series 2023 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 the participants of DTC (the "**DTC Participants**") will be the sole responsibility of DTC, and the ultimate disbursement of such payments to the Beneficial Owners, as defined herein, of the Series 2023 Bonds will be the responsibility of the DTC Participants and the Indirect Participants, as defined herein. See the heading, "**Book-Entry-Only System**" under this caption.

If the Series 2023 Bonds are no longer in a book-entry-only system, the principal of the Series 2023 Bonds will be payable upon maturity or redemption at the principal corporate trust office of the Trustee in Biloxi, Mississippi, and interest on the Series 2023 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 2023 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 the Registered Owner or by deposit into the account of the Registered Owner if such account is maintained by the Trustee.

Book-Entry-Only System

Unless and until the book-entry-only system has been discontinued, the Series 2023 Bonds will be available only in book-entry form in principal amounts of \$5,000 or any integral multiple thereof. DTC will initially act as securities depository for the Series 2023 Bonds. The Series 2023 Bonds will be initially issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One fully-registered Series 2023 Bond will be issued for each maturity of the Series 2023 Bonds and will be deposited with DTC or pursuant to DTC's FAST registration procedures.

The information provided under this caption has been provided by DTC. No representation has been made by the Issuer, the City or the Original Purchasers 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, 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, the National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTC 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+. 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.

Purchases of Series 2023 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for such Series 2023 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2023 Bond ("**Beneficial Owner**") is in turn to be recorded on the Direct and Indirect 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 2023 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 2023 Bonds, except in the event that use of the book-entry system for the Series 2023 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2023 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 2023 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2023 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts the Series 2023 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. Beneficial Owners of the Series 2023 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2023 Bonds, such as redemptions, tenders, defaults and proposed amendments to the Bond Documents. For example, Beneficial Owners of the Series 2023 Bonds may wish to ascertain that the nominee holding the Series 2023 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Bond Registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2023 Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such Series 2023 Bonds to be redeemed.

Neither DTC nor Cede & Co., (nor any other DTC nominee) will consent or vote with respect to the Series 2023 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI 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 2023 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 2023 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 detailed 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, 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 2023 Bonds at any time by giving reasonable notice to the Issuer or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, Series 2023 Bond certificates are required to be printed and delivered.

The Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Series 2023 Bond certificates in definitive form 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, the City and the Original Purchaser believe to be reliable, but neither the Issuer, the City nor the Original Purchaser take any responsibility for the accuracy thereof.

So long as Cede & Co. is the registered holder of the Series 2023 Bonds as nominee of DTC, references herein to the Holders, holders, owners or Registered Owners of the Series 2023 Bonds mean Cede & Co. and not the Beneficial Owners of the Series 2023 Bonds.

THE ISSUER, THE TRUSTEE, THE CITY 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 2023 BONDS (A) PAYMENTS OF PRINCIPAL OF, REDEMPTION PRICE OF OR INTEREST ON THE SERIES 2023 BONDS; (B) CERTIFICATES REPRESENTING AN OWNERSHIP INTEREST OR OTHER CONFIRMATION OF BENEFICIAL OWNERSHIP INTERESTS IN SERIES 2023 BONDS; OR (C) REDEMPTION OR OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS NOMINEE, AS THE REGISTERED OWNERS OF THE SERIES 2023 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 CITY, 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, REDEMPTION PRICE OF, OR INTEREST ON THE SERIES 2023 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 2023 BONDS; OR (E) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS BONDHOLDER.

Redemption

Optional Redemption. The Series 2023 Bonds (or any portions thereof in integral multiples of \$5,000 each) maturing on or after March 1, 20___, are subject to redemption in whole or in part, in principal amounts and maturities selected by the Issuer on any date on or after March 1, 20___, at par, plus accrued interest to the date of redemption. Under the Indenture, selection of Series 2023 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 2023 Bonds are in book-entry form.

Notice of Redemption. Notice of the call for any redemption, identifying the Series 2023 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 registered or certified mail to the Registered Owner of each Series 2023 Bond to be redeemed at the address shown on the registration records. Failure to mail such notice to any particular owner of Series 2023 Bonds, or any defect in the notice mailed to any such owner of Series 2023 Bonds, will not affect the validity of the call for the redemption of any other Series 2023 Bonds. So long as DTC or its nominee is the Registered Owner of the Series 2023 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 2023 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 2023 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 2023 Bonds that have been called.

**APPLICATION OF THE PROCEEDS
OF THE SERIES 2023 BONDS**

The proceeds of sale of the Series 2023 Bonds which is equal to \$____,000 will be applied as follows:

Sources of Funds

Series 2023 Bond Proceeds	\$
Original Issue Premium	\$
Total Sources of Funds	\$

Uses of Funds

Deposit to General Fund, Purchase Account for Purchase of the City Bond	\$
Deposit to the General Fund, Bond Issuance Expense Account	
Total Uses of Funds	\$

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 Issuer is granted under the Issuer Act 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 purchasing bonds, notes or evidences of indebtedness, such as the City Bond, from local governmental units, such as the City.

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:

NAME	OCCUPATION	TERM*
Michael Boerner	Architect	08/01/23 – 07/31/24
Carolyn Boteler	Owner, TempStaff	08/01/23 – 07/31/24
Noel Daniels	Owner, Noel Daniels Motor Company	08/01/23 – 07/31/24
Merle Flowers	Real Estate	08/01/23 – 07/31/24
William L. Freeman, Jr.	Retired Bank President	08/01/23 – 07/31/24
Bobby James	Operations Manager, Atmos Energy	08/01/23 – 07/31/24
Colby Jordan	Director of Public Relations, The Cirlot Agency	08/01/23 – 07/31/24
William D. Sones	Bank Chairman	08/01/23 – 07/31/24
Mark Wiggins	Retired Business Owner	08/01/23 – 07/31/24

* 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 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 by any Local Governmental Units. As of August 1, 2023, the Issuer has previously issued bonds for various purposes totaling in principal approximately \$9,854,524,402.00. Of such amount, approximately \$2,927,064,822.60 was outstanding as of August 1, 2023.

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.

REVENUES, FUNDS AND ACCOUNTS

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) General Account
 - (b) Purchase Account
 - (c) Redemption Account
 - (d) Bond Issuance Expense Account
2. Rebate Fund

Deposit of Net Proceeds of the Series 2023 Bonds, Revenues and Other Receipts

The Trustee will deposit the net proceeds from the sale of the Series 2023 Bonds as follows:

- (a) To the Bond Issuance Expense Account of the General Fund, the amount of \$_____ to pay a portion of the costs of issuance of the Series 2023 Bonds and the City Bond;
- (b) To the Purchase Account of the General Fund, the sum of \$____,000 to be used to purchase the City Bond, and

The Trustee will deposit Revenues and other receipts (except the proceeds of the Series 2023 Bonds, interest earnings on any amounts in the Rebate Fund and moneys received by the Issuer from the sale or redemption prior to maturity of the City Bond) into the General Account of the General Fund based on the amount due under the City Bond Resolution for the City Bond, and will deposit any moneys received from the sale or redemption prior to maturity of City Bond in to the Redemption Account of the General Fund.

OPERATION OF FUNDS AND ACCOUNTS

General Fund

The Trustee will disburse the amounts held in the General Account 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 four (4) Business Days prior to any Interest Payment Date, to the Trustee such amounts as may be necessary to pay the principal and interest coming due on the Series 2023 Bonds on such Interest Payment Date.
- (b) As necessary and in accordance with the Indenture, such amounts as may be necessary to pay any Program Expenses of the Issuer for the Series 2023 Bonds.
- (c) The amounts to be transferred to the Rebate Fund as provided in the Arbitrage Rebate Agreement and Section 6.11 of the Indenture.
- (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 City Bond Payments in the succeeding twelve (12) months and shall transfer all monies in the General Account, 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 Series 2023 Bonds within the immediately succeeding twelve month period, to the City at the request of the City with the prior written approval of the Issuer.

Bond Issuance Expense Account. Upon receipt of invoices or requisitions acceptable to the Trustee, the Trustee will disburse the amounts held in the Bond Issuance Expense Account for the payment or reimbursement of the costs related to the authorization, sale, validation and issuance of the Series 2023 Bonds and the purchase and validation of the City Bond, 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, municipal advisory fees and expenses, costs of credit ratings, fees and charges for execution, transportation and safekeeping of the Series 2023 Bonds, credit enhancements or liquidity facility fees, and other costs, charges and fees in connection with the foregoing. On the date which is thirty (30) days after the date of issuance of the Series 2023 Bonds, any amounts remaining in the Bond Issuance Expense Account will be transferred to the General Account.

Purchase Account. Upon submission of duly authorized written requisitions of an authorized officer of the Issuer stating that all requirements for purchases under the Act and the Indenture have been or will be met, the Trustee will disburse the amounts held in the Purchase Account for the purchase of the City Bond with said moneys to be applied to the issuance of the Series 2023 Bonds as more fully described under the heading "Deposit of Net Proceeds of the Series 2023 Bonds, Revenues and Other Receipts".

Redemption Account. The Trustee will deposit in the Redemption Account all moneys received upon the sale or redemption prior to maturity of the City Bond and will disburse the funds in the Redemption Account to redeem Series 2023 Bonds of such maturity or maturities as directed by an Authorized Officer if such Series 2023 Bonds are then subject to redemption.

Rebate Fund

Upon the direction of the Issuer and in accordance with the arbitrage rebate agreement or similar document regarding the expenditures and investments of the proceeds of the Series 2023 Bonds provided by the Issuer under the Indenture (the "**Arbitrage Rebate Agreement**"), the Trustee will deposit amounts for the benefit of the Issuer from the General Account in 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 General Account in the General Fund upon the direction of the Issuer in accordance with the Arbitrage Rebate Agreement.

Not later than 60 days after five years following the date of delivery of the Series 2023 Bonds, and at intervals of every five years thereafter, the Trustee shall, upon the written request of the Issuer in accordance with the Arbitrage Rebate 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 2023 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 2023 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 Arbitrage Rebate 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 2023 Bonds.

Amounts Remaining in Funds

Any amounts remaining in any Fund or Account after full payment of all of the Series 2023 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 City, except as required by the Indenture regarding payment to holders of non-presented Series 2023 Bonds.

Investment of Funds

Any moneys held as part of any Fund or Account created under or pursuant to the Indenture and the Rebate Fund 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 City. All such investments shall at all times be a part of the Fund or Account in which the moneys used to acquire such investments had been deposited and, except as provided in the Indenture, all income and profits on such investments, other than from moneys on deposit in the Rebate Fund or any Account created thereunder, shall be deposited as received in the General Account. The Trustee may make any and all such investments through its bond department or through the bond department of any financial institution which is an affiliate of the Trustee and may trade with itself or any of its affiliates in doing so. Moneys in separate Funds and Accounts may not be commingled for the purpose of investment or deposit. The Trustee and the Issuer agree that all investments, and all instructions of the Issuer to the Trustee with respect thereto shall be made in accordance with prudent investment standards reasonably expected to produce the greatest investment yields while seeking to preserve principal without causing any of the Series 2023 Bonds to be arbitrage bonds as defined in Section 148 of the Code. Any investment losses shall be charged to the Fund or Account in which moneys used to purchase such investment had been deposited. For so long as the Trustee is in compliance with the provisions of Section 8.1 of the Indenture, the Trustee shall not be liable for any investment losses. Moneys in any Fund or Account shall be invested in Investment Securities with a maturity date, or a redemption date which shall coincide as nearly as practicable with times at which moneys 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. All investment income from the assets held in any Fund or Account, except for the Rebate Fund and any Accounts created thereunder, will be added to the General Account.

The Issuer has certified in the Indenture to the owners of the Series 2023 Bonds from time to time Outstanding that moneys on deposit in any Fund or Account in connection with the Series 2023 Bonds, whether or not such moneys were derived from the proceeds of the sale of the Series 2023 Bonds or from any other sources, are not intended to be used in a manner which will cause the interest on the Series 2023 Bonds to lose the exclusion from gross income for federal income tax purposes.

THE SERIES 2023 BONDS AS LEGAL INVESTMENTS

The Series 2023 Bonds shall be legal investments in which all public officers and public bodies of this 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 whatsoever who are now or may hereafter be authorized to invest funds, including capital, in their control or belonging to them. The Series 2023 Bonds are also hereby made securities which 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.

LITIGATION

There is not now pending or, to the Issuer's knowledge, threatened any litigation restraining or enjoining the issuance, sale, execution or delivery of the Series 2023 Bonds or prohibiting the Issuer from purchasing the City Bond with the proceeds of such Series 2023 Bonds or in any way contesting or affecting the validity of the Series 2023 Bonds, any proceedings of the Issuer taken with respect to the sale or issuance thereof or the pledge or application of any moneys or security provided for the payment of the Series 2023 Bonds. Neither the creation, organization nor existence of the Issuer nor the title of any of the present Directors nor other officers of the Issuer to their respective offices is being contested.

There is not now pending or, to the knowledge of the City, threatened any litigation restraining or enjoining the sale, issuance, execution or delivery of the City Bond or prohibiting the City from selling the City Bond to the Issuer or in any way contesting or affecting the validity of the City Bond, any proceedings of the City taken with respect to the sale or issuance thereof or the pledge or application of any moneys or security provided for the payment of the City Bond.

TAX MATTERS

General

In the opinion of Butler Snow LLP, Ridgeland, Mississippi, interest on the Series 2023 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 corporations. The opinion of Bond Counsel is based on certain certifications, covenants and representations of the Issuer and the City and is conditioned on continuing compliance therewith.

In the opinion of Bond Counsel, interest on the Series 2023 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 2023 Bonds under the income tax laws of the State of Mississippi and does not address the tax treatment of the Series 2023 Bonds in any other state or jurisdiction.

The Code imposes certain requirements which must be met subsequent to the issuance of the Series 2023 Bonds as a condition to the excludability from gross income of interest on the Series 2023 Bonds for federal tax purposes. Non-compliance with such requirements by the Issuer or the City may cause interest on the Series 2023 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 2023 Bonds bear interest that is not excludable from gross income for federal income tax purposes, the market value of the Series 2023 Bonds would be materially and adversely affected.

The Indenture and the City Bond Resolution include covenants that (a) the Issuer and the City will not take or fail to take any action with respect to the Series 2023 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 2023 Bonds, under Section 103 of the Code, and neither the Issuer nor the City will act in any manner which would adversely affect such excludability; (b) the Issuer and the City will not make any investment or do any other act or thing during the period that the Series 2023 Bonds are Outstanding which would cause the Series 2023 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 City 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 2023 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 2023 Bonds is excludable from federal gross income and that the Series 2023 Bonds are exempt from all State of Mississippi income tax, the accrual or receipt of interest on the Series 2023 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 2023 Bonds. Bond Counsel expresses no opinion regarding any other such federal or state tax consequences. Prospective purchasers of the Series 2023 Bonds should consult their own tax advisors with regard to the other tax consequences of owning the Series 2023 Bonds.

Original Issue Premium Bonds

The Series 2023 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 2023 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 2023 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 2023 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 2023 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 2023 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 2023 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 2023 Bonds or the market value thereof would be impacted thereby. Purchasers of the Series 2023 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 2023 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 2023 BONDS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS PRIOR TO ANY PURCHASE OF THE SERIES 2023 BONDS AS TO THE IMPACT OF THE CODE UPON THEIR ACQUISITION, HOLDING OR DISPOSITION OF THE SERIES 2023 BONDS.

LEGAL MATTERS

Certain legal matters incident to the authorization and issuance of the Series 2023 Bonds by the Issuer are subject to the approval of Bond Counsel whose approving opinion will be delivered concurrently with the delivery of Series 2023 Bonds. Certain legal matters will be passed upon for the Issuer by its counsel, Balch & Bingham LLP, Jackson, Mississippi and for the City by its counsel, Ben Logan, Esquire, Tupelo, Mississippi.

Butler Snow LLP, Ridgeland, Mississippi, is also serving as bond counsel for the City in connection with the issuance and sale of the City Bond.

The remedies available to the Trustee, to the Issuer or to the owners of the Series 2023 Bonds upon an Event of Default under the Indenture or under the terms of the City Bond 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 City Bond may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Series 2023 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.

RATING

Moody's Investors Services, Inc. ("**Moody's**") has assigned an underlying rating of "_____" to the Series 2023 Bonds. Information on the rating may be obtained from the Executive Director of the Issuer or the City Clerk of the City. Such rating reflects only the view of such organization, and an explanation of the significance of the rating may be obtained only from said rating agency. The rating may be changed, suspended or withdrawn as a result of changes in, or unavailability of, information. Any downward revision, suspension or withdrawal of such rating may have an adverse effect on the market price of the Series 2023 Bonds.

PENSION PLAN

The City has no pension plan or retirement plan for employees. City 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 City).

PERS members are required to contribute 9.00% of their annual covered salary, and the City 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. The City contributions (employer share only) to PERS for the years ending September 30, 2022, 2021 and 2020 were \$4,097,240, \$3,841,862 and \$3,902,673, respectively, which equaled the required contributions for each year.

At September 30, 2022, the City reported a liability of \$53,329,121 for its proportionate share of the net pension liability. See Note 12 in the City's 2022 Audited Financial Statements included in "APPENDIX B - Financial Information Concerning the City.

POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS

Effective with the fiscal year ended September 30, 2018 audit, the City 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 City for the year ended September 30, 2022 included in this Official Statement as APPENDIX B, have been audited by Jarrell Group, PLLC Certified Public Accountants, Tupelo, Mississippi ("**JG**"), as stated in the report appearing therein (the "**audit report**").

The City has not requested and will not obtain a consent letter from its auditor for the inclusion of the audit report in this Official Statement. JG, the City's independent auditor, has not been engaged to perform, and has not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. JG, also has not performed any procedures relating to this Official Statement.

CONTINUING DISCLOSURE

The City will execute a continuing disclosure agreement (the "**Disclosure Certificate**") at the time of the closing for the Bonds. The Disclosure Certificate will be executed for the benefit of the beneficial owners of the Bonds and the City has covenanted in the Bond Resolution to comply with its terms. The Disclosure Certificate will provide that so long as the Bonds remain outstanding, the City 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, as described in the Disclosure Certificate; 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 City 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**"). The City has reviewed the last five years of filings and continuing disclosure undertakings with respect to any outstanding bonds within the meaning of the Rule

Without a determination as to materiality, the City's audited financial statements for fiscal year September 30, 2019 were filed three days late on March 31, 2019 due to unavailability at the time of filing, however, notice of failure to file the audited financial statements for fiscal year September 30, 2019 was timely filed. In addition, there may have been instances in which some tables included in the City's prior continuing disclosure undertakings were not included in every filing on EMMA. In addition, some of the past filings required of the City may not have been filed under all outstanding CUSIPs and may have been misfiled under the wrong CUSIP or under the wrong heading within the CUSIP.

The City adopted policies and procedures on November 4, 2014 (the "**Policy**") to ensure timely filing of its Annual Report, together with any required Accompanying Information. The City has hired a dissemination agent to file the City's required Annual Report, together with any required Accompanying Information.

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

MUNICIPAL ADVISOR

The Issuer has retained the firm of Government Consultants, Inc. as Municipal Advisor to the Issuer in connection with the issuance of the Series 2023 Bonds. In such capacity the Municipal Advisor has provided recommendations and other financial guidance to the Issuer and the City with respect to the preparation of documents, the preparation for the sale of the Series 2023 Bonds and the time of the sale, market conditions and other factors related to the sale of the Series 2023 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 Issuer and the City's records and from other sources which are believed to be reliable, including financial records of the City 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 Issuer and the City. 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.

UNDERWRITING

The Series 2023 Bonds are being purchased by Raymond James & Associates, Inc. (the "**Underwriter**"). The Underwriter has agreed, subject to certain conditions, to purchase all of the Series 2023 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 \$_____. The Underwriter is obligated to purchase all the Series 2023 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 2023 Bonds, the approval of certain legal matters by counsel and certain other conditions.

VALIDATION

Prior to issuance, the Series 2023 Bonds will be validated before the Chancery Court of the First Judicial District of Hinds County, Mississippi, as provided by Sections 31-13-1 to 31-13-11, Mississippi Code of 1972, as amended. Prior to issuance, the City Bond will be validated before the Chancery Court of Lee 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, the Indenture and the City Bond Resolution 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 its provisions. 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, the City Bond Resolution and the supplemental materials furnished to the Issuer by the City may be obtained upon written request to the Issuer.

Neither any advertisement of the Series 2023 Bonds nor this Official Statement is to be construed as constituting an agreement with the purchasers of the Series 2023 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 2023 Bonds.

MISSISSIPPI DEVELOPMENT BANK

By: _____
Executive Director

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APPENDIX A
INFORMATION ON THE CITY

**APPENDIX A -
ECONOMIC AND DEMOGRAPHIC INFORMATION
CITY OF TUPELO, MISSISSIPPI**

General Description

The City of Tupelo (the "**City**"), the county seat of Lee County, Mississippi (the "**County**"), was incorporated on July 20, 1870, and occupies an area of approximately 23 square miles in the central section of the County in the prairie soil area of the northeastern portion of the State of Mississippi (the "**State**"). The City lies 104 miles southeast of Memphis, Tennessee, 142 miles northwest of Birmingham, Alabama, 170 miles northeast of Jackson, the capital city of the State, 274 miles northwest of Mobile, Alabama, and 340 miles northeast of New Orleans, Louisiana.

Population

The population of the City has been recorded as follows:

1990	2000	2010	2020	2022 Estimate
30,985	34,211	34,546	37,923	37,748

SOURCE: Census data at website: www.census.gov; August 2023.

Government

The City, which operates under the Mayor-City Council form of government, is divided into seven wards or voting precincts, with one City Council member elected from each ward, and the Mayor and two additional City Council members elected from the City at large. The Mayor and City Council members are elected for concurrent four-year terms, set to expire next in July 2025. The current Mayor and members of the City Council are as follows:

Name	Position	Position Held Since
Todd Jordan	Mayor	July 2021
Chad Mims	Ward 1 Council Member	July 2021
Lynn Bryan	Ward 2 Council Member	July 2013
Travis Beard	Ward 3 Council Member	July 2014
Nettie Y. Davis	Ward 4 Council Member	July 2001
Buddy Palmer	Ward 5 Council Member	July 2013
Janet Gaston	Ward 6 Council Member	July 2021
Rosie Jones	Ward 7 Council Member	July 2021

Transportation

The City is served by U.S. Highway 45, running north and south through the eastern portion of the City, which connects the City to Columbus, Mississippi, Meridian, Mississippi, and Mobile, Alabama to the south and Corinth, Mississippi and western Tennessee to the north. U.S. Highway 78, running northwest and southeast through the northern portion of the City, connects the City with Memphis, Tennessee and Birmingham, Alabama. State Highway 6 connects the City with Oxford, Mississippi, the site of the University of Mississippi, and Interstate Highway 55 to the West.

The Burlington Northern Santa Fe Railroad Company, running northwest and southeast through the center of the City, connects the City with Memphis, Tennessee and Birmingham, Alabama. The Kansas City Southern Railroad Company runs north and south through the center of the City and connects the City to Meridian, Mississippi to the south and Corinth, Mississippi to the north.

Tupelo Regional Airport (C.D. Lemons Field) is a federally certified, fully instrumental; all-weather commercial service airport located three miles west of the center of the City. The municipal airport provides a full range of general aviation flight and aircraft services. The airport also serves as a base for a major Army National Guard Aviation Company, which employs several hundred personnel.

The City is located 18 miles from the Port of Fulton on the Tennessee-Tombigbee Waterway (the "**Waterway**"). The Waterway was constructed at a cost of \$1.4 billion to connect the Tombigbee River with the Tennessee River, reducing the water distance from the Gulf of Mexico to many inland ports by as much as 819 miles. The Waterway provides low cost water transportation to much of northeast Mississippi.

Approximately twenty motor freight carriers have terminal facilities in the City. Convenient parcel delivery service is provided to residents of the area by six commercial carriers. Parcels may also be shipped on the bus lines serving the City, and local taxi companies provide additional local delivery services.

Per Capita Income

The following represents per capita income annually for the County, for State of Mississippi, and for the United States of America:

Year	County	Mississippi	United States	County as % Of U.S.
2021	51,703	45,881	64,143	81%
2020	48,080	42,716	59,765	80%
2019	44,363	39,445	56,250	79%
2018	41,276	37,822	54,098	76%
2017	40,579	36,817	51,811	78%

SOURCE: Bureau of Economic Analysis, *Regional Economic Accounts – Per Capita Personal Income*, (data last updated November 2022). August 2023.

Retail Sales for the City

State Fiscal Year Ended June 30	Amount
2022	2,119,559,837
2021	2,076,409,480
2020	1,811,415,732
2019	1,802,579,796
2018	1,853,472,455

SOURCE: Annual Reports for years indicated, Mississippi Department of Revenue's website: www.dor.ms.gov; information available as of August 2023.

Major Employers

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

Employer	Employees	Product/Service
North Mississippi Health Services	7,100	Healthcare
Cooper Tire & Rubber Company	1,720	Manufacturing
Tupelo Public School District	1,200	Education
MTD Products	1,050	Manufacturing
JESCO, Inc.	1,000	Construction
Lee County School District	1,000	Education
BancorpSouth, Inc.	800	Financial Services

SOURCE: Community Development Corporation website www.cdfms.org, information available as of August 2023.

Banking Institutions

Institutions	Total Assets
Regions Bank ⁴	154,203,000,000
Cadence Bank ⁵	48,668,073,000
Trustmark National Bank ⁶	18,013,146,000
Renasant Bank ⁷	16,995,485,000
Community Bank of Mississippi ⁸	4,608,467,000
Bank Plus ⁹	7,028,113,000
FNB Oxford Bank ¹⁰	607,298,000
First American National Bank ¹¹	373,893,000

SOURCE: Federal Deposit Insurance Corporation BankFind database at www.fdic.gov. All assets are stated as of December 31, 2022; August 2023.

⁴ Headquarters located in Birmingham, Alabama.

⁵ Headquartered in Tupelo, Mississippi. Formerly known as BancorpSouth Bank.

⁶ Headquarters located in Jackson, Mississippi.

⁷ Headquarters located in Tupelo, Mississippi.

⁸ Headquarters located in Forrest, Mississippi.

⁹ Headquarters located in Belzoni, Mississippi.

¹⁰ Headquarters located in Oxford, Mississippi.

¹¹ Headquarters located in Iuka, Mississippi.

Unemployment Statistics of the County

Year	Jan.	Feb.	Mar.	Apr.	May	Jun.	Jul.	Aug.	Sep.	Oct.	Nov.	Dec.	Annual Averages
2018	3.8	4.0	3.5	3.6	3.9	4.8	4.6	4.2	3.8	3.7	3.7	4.1	4.0
2019	4.4	4.2	4.1	4.0	4.0	5.2	5.5	4.9	4.5	4.2	4.2	3.9	4.4
2020	4.3	4.3	6.0	21.6	12.8	10.7	9.4	6.4	6.5	5.4	5.3	5.2	8.0
2021	5.6	5.4	5.6	4.7	4.9	5.6	5.1	4.6	3.9	3.3	2.9	2.8	4.5
2022	3.8	3.4	2.9	2.9	3.1	3.9	4.0	3.5	3.4	3.1	3.0	3.0	3.3
2023	3.1	2.8	2.6	2.4	2.6	3.4	--	--	--	--	--	--	--

SOURCE: Mississippi Department of Employment Security: Labor Market Data at website: www.mdes.ms.gov; information available as of August 2023.

Employment Statistics of the County

	2017	2018	2019	2020	2021	2022
RESIDENCE BASED EMPLOYMENT						
I. Civilian Labor Force	41,080	40,740	41,540	40,930	41,390	40,770
II. Unemployed	1,690	1,630	1,850	3,290	1,880	1,360
Rate	4.1	4.0	4.5	8.0	4.5	3.3
III. Employed	39,390	39,110	39,690	37,640	39,510	39,410
ESTABLISHMENT BASED EMPLOYMENT						
I. Manufacturing	10,730	10,570	10,770			
II. Non-manufacturing	45,130	45,090	45,830			
A. Agriculture, Forestry, Fishing & Hunting	0	0	0			
B. Mining	0	0	0			
C. Utilities	170	180	180			
D. Construction	1,410	1,490	1,490			
E. Wholesale Trade	1,900	2,040	2,140			
F. Retail Trade	7,020	6,970	6,860			
G. Transportation & Warehousing	1,540	1,680	1,830			
H. Information	1,160	1,150	1,100			
I. Finance & Insurance	1,470	1,560	1,660			
J. Real Estate, Rental & Leasing	530	510	540			
K. Prof., Scientific & Technical Service	1,700	1,760	1,890			
L. Management of Companies & Entertainment	900	900	900			
M. Administrative Support & Waste Management	5,850	6,030	6,450			
N. Educational Services	130	140	130			
O. Health Care & Social Assistance	9,660	9,210	9,220			
P. Arts, Entertainment & Recreation	400	370	400			
Q. Accommodation & Food Service	4,830	4,680	4,590			
R. Other Services (except Public Administration)	1,050	1,060	1,050			
S. Government	5,410	5,360	5,400			
Education	2,680	2,650	2,650			
III. Total Nonagricultural Employment	55,860	55,660	56,600			

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; Last revision date of information May 2022. Annual Averages 2020 Forward, released April 2023, are limited to “Residence Based Employment” and MDES no longer provides “Establishment Based Employment” data. Information available as of August 2023.

Educational Facilities

The Tupelo Public School District (the "**District**") serves the entire City and a large rural area west of the City. The District currently operates one early childhood center, nine elementary schools, one middle school, one career center, one discipline center, and one high school, and employs approximately 584 certified teachers and/or certified personnel and approximately 531 support personnel.

Enrollment figures for the District for the current scholastic year and for the four preceding years are as follows:

Scholastic Year	Enrollment
2022-23	7,132
2021-22	7,151
2020-21	7,005
2019-20	7,002
2018-19	6,994

SOURCE: Office of Research and Statistics, Mississippi Department of Education; August 2023.

TAX INFORMATION

Assessed Valuation¹²

Assessment Year	Real Property	Personal Property	Automobiles	Public Utility Property	Total
2022	414,644,736	107,936,199	62,270,198	7,372,664	591,219,853
2021	409,140,242	96,334,235	63,739,836	5,665,764	574,880,077
2020	407,562,279	94,400,740	58,199,758	5,665,764	565,828,541
2019	377,171,673	93,132,978	57,958,426	6,665,605	534,928,682
2018	372,258,284	85,673,763	55,680,013	6,665,605	520,277,665

SOURCE: Office of the City Clerk; August 2023.

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), fifteen percent (15%) of true value;
- (b) Single-family owner-occupied residential real property, ten percent (10%) of true value;
- (c) Motor vehicles and public utility property, thirty percent (30%) of true value.

The 1986 Session of the Mississippi Legislature adopted House Concurrent Resolution No. 41 (the "Resolution"), pursuant to which there was proposed an amendment to the Mississippi Constitution of 1890 (the "Amendment"). The 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 Amendment set forth five classes of property and the assessment ratios which would be applicable thereto upon the adoption of the Amendment. The assessment ratios set forth in the Amendment are identical to those established by Section 27-35-4, Mississippi Code of 1972, as it existed prior to the Amendment, except that the assessment ratio for single-family owner-occupied residential real property under the Amendment is set at ten percent (10%) of true value as opposed to fifteen percent (15%) of true value under previously existing law.

The assessed valuation figures above do include property exempt from all municipal ad valorem tax for periods of up to ten years, primarily for new or expanded manufacturing facilities.

Procedure for Property Assessments

The Tax Assessor of Lee County assesses all real and personal property subject to taxation in the County, including property in the City, except motor vehicles and property owned by public service corporations, both of which are required by law to be assessed by the Mississippi Department of Revenue.

¹² The total assessed valuation is approved in the September preceding the beginning of the fiscal year of the City 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 2022 are collected starting in January 2023 for the 2022-23 fiscal year budget of the City.

Section 21-33-9, Mississippi Code of 1972, as amended, provides that the governing authorities of a municipality which is located within a county having completed a county-wide reappraisal approved by the Mississippi Department of Revenue and which has been furnished a true copy of that part of the County assessment roll containing the property located within a municipality as provided in Section 27-35-167, Mississippi Code of 1972, as amended, shall adopt such assessment rolls for its assessment purposes. The City is utilizing the assessment rolls of the County.

The City may not correct or revise such assessment rolls except for the purpose of conforming the municipal assessment roll to corrections or revisions made to the County assessment roll. All objections to the municipal assessment roll may be heard by the Board of Supervisors of the County at the time and in the manner that objections to the County assessment roll are heard. The Board of Supervisors shall notify, in writing, the Governing Body and the Tax Assessor of the City of any corrections or revisions made by it to the part of the County assessment roll adopted as the municipal assessment roll.

Tax Levy per \$1,000 Valuation¹³

	2022-23	2021-22	2020-21	2019-20	2018-19
GENERAL PURPOSES					
Special Levy for Street Improvements	10.00	10.00	10.00	10.00	10.00
General Fund	11.79	11.73	12.97	12.94	12.94
Firemen & Policemen Retirement Fund	1.61	1.61	1.61	1.61	1.61
Municipal Bond & Interest Fund	8.20	8.20	6.95	6.95	6.95
Library Fund	.87	.93	0.94	0.97	0.97
SUBTOTAL	32.47	32.47	32.47	32.47	32.47
SCHOOL PURPOSES					
School Maintenance Fund	55.00	55.00	55.00	55.00	55.00
School Bond & Interest Fund	6.10	6.10	6.10	6.10	6.10
School Notes Payable Fund	0.00	0.00	0.00	0.00	0.00
Tupelo/Lee County Vo-Tech Fund	0.00	0.00	0.00	0.00	0.00
Shortfall Note 2008	0.00	0.00	0.00	0.00	0.00
Short Term Debt	3.00	3.00	3.00	3.00	3.00
SUBTOTAL	64.10	64.10	64.10	64.10	64.10
TOTAL TAX LEVY	98.57	96.57	96.57	96.57	96.57

SOURCE: Office of the City Clerk; August 2023.

¹³ Tax levy is given in mills.

Ad Valorem Tax Collection

Fiscal Year Ended September 30	Amount Budgeted	Amount Collected	Difference Over (Under)
2022	\$17,114,091	\$17,390,783	\$276,692
2021	16,828,529	17,212,489	383,960
2020	15,995,659	16,435,136	439,477
2019	15,551,126	15,956,167.84	405,038.84
2018	15,346,505	15,618,946	272,441

SOURCE: Office of the City Clerk; August 2023.

Procedure for Tax Collections

The Governing Body is required to levy a special tax upon all of the taxable property within the geographical limits of the City each year sufficient to provide for the payment of the principal of and interest on the City's general obligation bonds. If any taxpayer neglects or refuses to pay his taxes on the due date thereof, the unpaid taxes bear interest at the rate of one percent (1%) 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 property and personal property are subject to public tax sale.

Section 21-33-63, Mississippi Code of 1972, as may be amended from time to time, and related statutes provide that after the 15th day of December and after the 15th day of August in each year, the tax collector for each municipality shall advertise all lands in such municipality on which all the taxes due and in arrears have not been paid, as well as all land liable for sale on the first Monday of April or the third Monday of September following, as the case may be.

Reappraisal of Property and Limitation 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 (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 ensure that property taxes do not increase dramatically as the counties complete reappraisals, the Reappraisal Act provides for the limit on increase in tax revenues discussed below.

The statute limits ad valorem tax levies by the City subsequent to October 1, 1980, to a rate which will result in an increase in total receipts of not greater than ten percent (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 City 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 State Tax Commission v. Fondren, 387 So.2d 712, affirming the decree of the Chancery Court of the First Judicial District of Hinds County, Mississippi, wherein the Mississippi Department of Revenue (formerly the State Tax Commission) was enjoined from accepting and approving assessment rolls from any county in the State for the tax year 1983 unless the Mississippi 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 Chancellor's decree, on November 15, 1980, the Mississippi Department of Revenue filed a master plan to assist counties in determining true value. On December 7, 1983, the Chancery Court granted an extension until July 1, 1984, of its previous deadline past which the Mississippi Department of Revenue could not accept and approve tax rolls from counties which had not yet reappraised. The City has completed 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. The exemption is not applicable to taxes levied for the payment of the Bonds, except as hereinafter noted.

Those homeowners who qualify for the homestead exemption and who have reached the age of sixty-five (65) years on or before January 1 of the year for which the exemption is claimed, service-connected, totally disabled American veterans who were honorably discharged from military service and those qualified as disabled under the federal Social Security Act are exempt from any and all ad valorem taxes on qualifying homesteads not in excess of \$7,500 of assessed value thereof.

The tax loss resulting to local taxing units from properly qualified homestead exemptions is reimbursed by the Mississippi Department of Revenue. Beginning with the 1984 supplemental ad valorem tax roll and for each roll thereafter, no taxing unit shall be reimbursed an amount in excess of one hundred six percent (106%) of the total net reimbursement made to such taxing unit in the next proceeding year.

Ten Largest Taxpayers

The ten largest taxpayers in the City for assessment year 2022 are as follows:

Taxpayer	Assessed Valuation	Taxes Collected¹⁴
COOPER TIRE & RUBBER COMPANY	22,102,191.00	2,958,157.24
TUP 130 LLC	6,865,049.00	968,593.63
RENASANT BANK	3,901,972.00	523,608.96
NS RETAIL HOLDINGS LLC	3,727,474.00	509,621.00
COOPER TIRE & RUBBER CO	5,174,688.00	506,674.32
SUNSHINE MILLS INC	3,629,399.00	485,758.77
FUTURE FOAM INC	3,784,147.00	484,565.49
CLEVELAND PROPERTIES LLC	3,494,280.00	474,934.19
SUPER SAGLESS #4201	3,242,784.00	330,933.12
BANCORPSOUTH BANK	2,245,668.00	300,560.20
Totals	58,167,652.00	7,543,406.92

SOURCE: Office of the City Clerk; August 2023.

¹⁴ City taxes only, does not include school taxes.

DEBT INFORMATION

Legal Debt Limit Statement

(As of September 1, 2023)

	15% Limit	20% Limit
Authorized Debt Limit (Last Completed Assessment for Taxation - \$591,219,853)	\$88,682,978	\$118,243,971
Present Debt Subject to Debt Limits¹⁵	39,380,000	44,970,000
Margin for Further Debt Under Debt Limits	\$49,302,978	\$73,273,971
Less the Series 2023 Bonds		
Margin for Further Debt Under Debt Limits		

Statutory Debt Limits

The City is subject to a general statutory debt limitation under which no municipality in the State may incur general obligation bonded indebtedness in an amount which will exceed 15 percent of the assessed value of the taxable property within such municipality according to the last completed assessment for taxation.

In computing general obligation bonded indebtedness for purposes of such 15 percent limitation, there may be deducted all bonds or other evidences of indebtedness issued for school, water and sewerage systems, gas and light and power purposes and for the construction of special improvements primarily chargeable to the property benefited, or for the purpose of paying a municipality's proportion of any betterment program, a portion of which is primarily chargeable to the property benefited. However, in no case may a municipality contract any indebtedness payable in whole or in part from proceeds of ad valorem taxes which, when added to all of its outstanding general obligation indebtedness, both bonded and floating, exceeds 20 percent of the assessed value of the taxable property within such municipality.

In arriving at the limitations set forth above, bonds issued for school purposes, bonds payable exclusively from the revenues of any municipally-owned utility, the Series 2008 Bonds, general obligation industrial bonds issued under the provisions of Sections 57-1-1 to 57-1-51, Mississippi Code of 1972, as amended, and special assessment improvement bonds issued under the provisions of Sections 21-41-1 to 21-41-53, Mississippi Code of 1972, as amended, are not included. Also excluded from both limitations are contract obligations subject to annual appropriations.

¹⁵ The City's General Obligation Water Bonds, dated 12/17/2008 and the City's General Obligation Water Refunding Bonds, dated May 31, 2019, are not subject to the 15% debt limitation as such debt is paid by a Special Sales Tax and revenues of System and shall not be considered when computing any limitation of indebtedness of the City subject to the 15% debt limitation.

Outstanding General Obligation Bonded Debt Subject to Debt Limits

(As of September 1, 2023)¹⁶

Issue	Date of Issue	Outstanding Principal
General Obligation Water Bonds	12/17/08	675,000 ¹⁷
General Obligation Bonds	12/01/11	2,425,000
General Obligation Bonds	11/01/12	4,140,000
General Obligation Bonds	04/01/13	4,140,000
General Obligation Bonds	09/01/13	1,160,000
General Obligation Bonds (MDB)	07/28/15	1,900,000
General Obligation Bond (MDB)	05/12/16	5,100,000
General Obligation Refunding Bonds	08/04/16	915,000
General Obligation Bonds (MDB)	11/14/17	9,600,000
General Obligation Water Refunding Bonds ¹⁸	5/31/19	4,915,000
General Obligation Bonds (MDB)	5/07/20	10,000,000
Total		\$44,970,000

¹⁶ Any September 1 maturities have been subtracted from the applicable principal balances.

¹⁷ Reflects the principal amount of the December 1, 2033 maturity. The 2019 through 2032 maturities were refunded on June 1, 2019 with the proceeds of the Series 2019 Bonds. Not subject to the 15% debt limitation as such debt is paid by a Special Sales Tax and revenues of the System and shall not be considered when computing any limitation of indebtedness of the City subject to the 15% debt limitation.

¹⁸ Not subject to the 15% debt limitation as such debt is paid by a Special Sales Tax and revenues of the System and shall not be considered when computing any limitation of indebtedness of the City subject to the 15% debt limitation.

Tax Increment Bonds¹⁹

(As of September 1, 2023)

Issue	Date of Issue	Outstanding Principal
Tax Increment Limited Obligation Bonds	05/13/09	60,000
Tax Increment Limited Obligation Bonds	6/15/21	544,000
Total		\$604,000

Other Outstanding Long-Term Debt

(As of September 1, 2023)

Issue	Date of Issue	Outstanding Principal
Promissory Note (Tupelo, Mississippi Revenue Project)	4/12/18	10,780,000
Promissory Note (Tupelo, Mississippi Revenue Project)	7/18/19	15,000,000
Total		\$25,780,000

SOURCE: Office of the City Clerk; August 2023.

¹⁹ These bonds are payable as to principal and interest solely from the avails of a tax increment resulting from the taxation by the City of the "captured assessed value" of the project, and the property on which it is located, for which the improvements financed with the proceeds from these bonds benefited.

Annual Debt Service Requirements

FY Ending September 30	General Obligation Debt		
	Principal	Interest	Total
2023	2,605,000.00	1,523,125.02	4,128,125.02
2024	3,005,000.00	1,439,125.02	4,444,125.02
2025	3,420,000.00	1,345,303.77	4,765,303.77
2026	3,535,000.00	1,237,012.52	4,772,012.52
2027	3,300,000.00	1,124,507.52	4,424,507.52
2028	3,435,000.00	1,018,120.02	4,453,120.02
2029	3,435,000.00	898,856.27	4,333,856.27
2030	3,280,000.00	780,988.77	4,060,988.77
2031	3,435,000.00	665,528.77	4,100,528.77
2032	3,250,000.00	562,841.26	3,812,841.26
2033	3,400,000.00	462,563.13	3,862,563.13
2034	2,575,000.00	387,766.25	2,962,766.25
2035	2,000,000.00	309,360.00	2,309,360.00
2036	2,100,000.00	237,310.00	2,337,310.00
2037	1,500,000.00	170,525.00	1,670,525.00
2038	1,500,000.00	130,175.00	1,630,175.00
2039	900,000.00	90,000.00	990,000.00
2040	900,000.00	45,000.00	945,000.00
Totals	\$47,105,000.00	\$12,428,108.32	\$59,533,108.32

General Obligation Bonded Debt

	Fiscal Year Ended September 30				
	2022	2021	2020	2019	2018
G.O. Water Bonds (12/17/08)	675,000 ²⁰	675,000	675,000	675,000	7,690,000
G.O. Fairgrounds Project Refunding Bonds, Series A (6/21/11)	-0-	-0-	-0-	-0-	820,000
G.O. Taxable Fairgrounds Project Refunding Bonds, Series B (6/21/11)	-0-	-0-	-0- ²¹	2,225,000	2,725,000
G.O. Bonds, Series 2011 (12/01/11)	2,685,000	2,850,000	3,015,000	3,175,000	3,335,000
G.O. Bonds, Series 2012 (12/04/12)	4,140,000	4,670,000	4,920,000	5,160,000	5,400,000
G.O. Bonds, Series 2013 (4/01/13)	4,410,000	4,670,000	4,920,000	5,160,000	5,400,000
G.O. Bonds, Series 2013 (9/01/13)	1,370,000	1,575,000	1,775,000	1,965,000	2,150,000
G. O. Bonds (MDB), Series 2015 (7/28/15)	2,300,000	2,700,000	3,100,000	3,500,000	3,700,000
G. O. Refunding Bonds, Series 2016 (1/28/16)	-0-	715,000	1,525,000	2,315,000	3,030,000
G. O. Bonds (MDB), Series 2016 (5/12/16)	5,400,000	5,500,000	5,600,000	5,700,000	5,800,000
G. O. Refunding Bonds, Series 2016 (8/04/16)	1,215,000	2,685,000	4,085,000	5,430,000	6,725,000
G. O. Bonds (MDB), Series 2017 (11/14/17)	9,600,000	10,000,000	10,000,000	10,000,000	10,000,000
G.O. Water Refunding Bonds, Series 2019 (5/31/19)	5,310,000	5,685,000	6,045,000	6,385,000	-0-
G. O. Bonds (MDB) Series 2020 (5/07/20)	10,000,000	10,000,000	10,000,000	-0-	-0-
Totals	\$47,105,000	\$51,725,000	\$55,560,000	\$51,690,000	\$56,775,000

²⁰ Reflects the principal amount of the December 1, 2033 maturity. The 2019 through 2032 maturities were refunded on June 1, 2019 with the proceeds of the Series 2019 Bonds.

²¹ The 2021 through 2023 Maturities were called for redemption on January 1, 2020.

Debt Ratios

FY Ended September 30	General Obligation Debt	General Obligation Debt to Assessed Value
2022	\$47,105,000	7.97%
2021	51,725,000	8.99
2020	55,560,000	9.82
2019	51,690,000	9.66
2018	56,775,000	10.91

Overlapping/Underlying General Obligation Indebtedness

	2022 Population Estimate	General Obligation Bonded Debt	General Obligation Bonded Debt Per Capita
Lee County	82,959	\$9,955,000 ²²	\$119.99

	Total General Obligation Bonded Debt
Tupelo Public School District	\$22,565,000 ²³

²² Source: Office of the Lee County, MS Chancery Clerk, March 2023.

²³ Source: 2022 Audited Financial Statement of the District. Balance at fiscal year ending June 30, 2022.

APPENDIX B
FINANCIAL INFORMATION FOR THE CITY

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**FINANCIAL STATEMENT FOR FISCAL YEAR
ENDED SEPTEMBER 30, 2022**

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ADOPTED BUDGET FOR FISCAL YEAR 2023

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APPENDIX C

FORM OF THE CITY BOND RESOLUTION AND THE CITY BOND

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INSERT CITY RESOLUTION ADOPTED.

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APPENDIX D
FORM OF BOND COUNSEL OPINION

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**UPON THE DELIVERY OF THE SERIES 2023 BONDS, BUTLER SNOW LLP PROPOSES TO DELIVER
AN OPINION IN SUBSTANTIALLY THE FOLLOWING FORM:**

Mississippi Development Bank
Jackson, Mississippi

Re: \$____,000* Mississippi Development Bank Special Obligation Bonds, Series 2023 (Tupelo, Mississippi Public Improvement General Obligation Bond Project), dated the date of delivery thereof (the "**Series 2023 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 2023 Bonds, pursuant to an Indenture of Trust (the "**Indenture**"), dated ____, 2023, by and between the Issuer and The Peoples 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 2023 Bonds and such other papers as we deem 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 City of Tupelo, Mississippi (the "**City**") in tax certificates and in a resolution (the "**City Bond Resolution**") adopted by the Mayor and the City Council of the City on September 5, 2023 (collectively, the "**Tax Representations and Covenants**").

The Series 2023 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 Act**"), and Sections 21-33-301 *et seq.*, Mississippi Code of 1972, as amended and supplemented from time to time (the "**City's Bond Act**") and together with the Issuer Act, the "**Act**"), a resolution of the Board of Directors of the Issuer adopted on September 13, 2023, and the City Bond Resolution (together, the "**Resolution**").

The Resolutions provide that the Series 2023 Bonds are being issued for the purpose of providing funds to finance the costs of purchasing the \$____,000* City of Tupelo, Mississippi Public Improvement General Obligation Bond, Series 2023 (the "**City Bond**"), and paying the costs incident to the sale, issuance, and delivery of the Series 2023 Bonds and the City Bond. The City will use the proceeds of the City Bond to finance various capital improvements within the City, as more particularly described in the City Bond Resolution.

As to questions of fact material to our opinions, we have relied upon representations of the City and the Issuer, certified proceedings and other certifications of the City and the Issuer and other public officials furnished to us, including the Tax Representations and Covenants, and 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 2023 Bonds are legal, valid and binding limited obligations of the Issuer enforceable in accordance with the terms thereof. The Series 2023 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 2023 Bonds under the Indenture.

* Preliminary, subject to change.

2. The Indenture is a valid and binding agreement of the Issuer enforceable in accordance with its terms. The Indenture creates a valid pledge in the Funds and Accounts and the City Bond, 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 2023 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 2023 Bonds. In rendering the opinion contained in this paragraph (3), we have assumed continuing compliance with the requirements of Code that must be met by the Issuer and the City after the issuance of the Series 2023 Bonds, including the Tax Representations and Covenants, in order that interest on the Series 2023 Bonds not be included in gross income for federal income tax purposes. The failure to meet such requirements may cause interest on the Series 2023 Bonds to be includable in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2023 Bonds. The City 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 2023 Bonds from gross income for federal income tax purposes.

Owners of the Series 2023 Bonds should consult their own tax advisors as to the applicability and effect on their federal income taxes or any other collateral federal income tax consequences.

4. Under and pursuant to the Act, the Series 2023 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 2023 Bonds and the enforceability of the Series 2023 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 2023 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 set forth herein, and we are not passing upon the accuracy, adequacy or completeness of the Issuer's Official Statement or other statements made in connection with any offer or sale of the Series 2023 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 2023 Bonds, except those specifically addressed herein, or upon any federal or state law with respect to the sale or distribution of the Series 2023 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 2023 Bonds and the Indenture.

This opinion letter is issued as of the date hereof and we assume no obligation to revise or supplement this opinion letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Very truly yours,

BUTLER SNOW LLP

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APPENDIX E
DEFINITIONS

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1. 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 City Bond Resolution, as the case may be.

Accounts

"Accounts" means the accounts created pursuant to Article VI of the Indenture.

Act

"Act" means together the Issuer Act and the City Bond Act.

Authorized Officer

"Authorized Officer" 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 City and the Issuer nationally recognized in the area of municipal law and matters relating to the exclusion 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 2023 Bonds.

Bond Issuance Expense Account

"Bond Issuance Expense Account" means the account by that name created pursuant to the Indenture.

Bond Register

"Bond Register" means the registration records of the Issuer kept by the Trustee to evidence the registration and transfer of the 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 2023 Bonds and any Refunding Bonds issued pursuant to 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 Biloxi, Mississippi, are authorized or required not to be open for the transaction of regular banking business, (e) any day the City Courthouse in Tupelo, Mississippi is closed, or (f) a day on which the New York Stock Exchange is closed.

City

"City" means the City of Tupelo, Mississippi, a "local governmental unit" under the Issuer Act.

City Bond

"City Bond" means the \$____,000* Public Improvement General Obligation Bond, Series 2023, issued by the City pursuant to the City Bond Resolution and registered to the Trustee as assignee of the Issuer pursuant to the Indenture.

City Bond Act

"City Bond Act" means the provisions of Mississippi Code of 1972, Sections 21-33-301 *et seq.*, Mississippi Code of 1972, as amended or supplemented from time to time.

City Bond Payment

"City Bond Payment" means the amounts paid or required to be paid, from time to time, for principal, premium, if any, and interest on the City Bond held by the Trustee pursuant to the Indenture.

City Bond Purchase Agreement

"City Bond Purchase Agreement" means that certain City Bond Purchase Agreement, dated ____, 2023, by and between the City and the Issuer in connection with the issuance and sale of the City Bond.

City Bond Resolution

"City Bond Resolution" means that certain resolution adopted by the Mayor and the City Council of the City on September 5, 2023, in connection with the issuance of the City Bond.

Code

"Code" or "Internal Revenue Code" means the Internal Revenue Code of 1986, as amended, and all applicable Treasury Regulations promulgated thereunder.

* Preliminary, subject to change.

City Project

"City Project" means (i) constructing, improving or paving streets, sidewalks, driveways, parkways, walkways or public parking facilities, and purchasing land therefor; (ii) erecting, repairing, improving, adorning and equipping municipal buildings and purchasing buildings and land therefor; (iii) purchasing land for parks, cemeteries and public playgrounds, and improving, equipping and adorning the same, including the constructing, repairing and equipping of swimming pools and other recreational facilities; (iv) purchasing fire-fighting equipment and apparatus, and providing housing for same, and purchasing land therefor; (v) erecting or purchasing waterworks, gas, electric and other public utility plants or distribution systems or franchises, and repairing, improving and extending the same; (vi) establishing sanitary, storm, drainage or sewerage systems, and repairing, improving and extending the same; (vii) protecting a municipality, its streets and sidewalks from overflow, caving banks and other like dangers; (viii) constructing bridges and culverts; (ix) purchasing machinery and equipment, including motor vehicles weighing not less than twelve thousand (12,000) pounds, which have an expected useful life in excess of ten (10) years which expected useful life shall exceed the life of the bonds financing such purchase; and (x) for other authorized purposes under the City Bond Act, including funding capitalized interest, if applicable, and paying the costs of borrowing.

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 2023 Bonds and the City Bond, 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 (including Bond Counsel fees), financial/municipal advisory and professional consultants' fees, costs of credit ratings, fees and charges for execution, transportation and safekeeping of the Series 2023 Bonds, credit enhancements or liquidity facility fees, and other costs, charges and fees in connection with the foregoing.

Counsel

"Counsel" means an attorney or firm of attorneys duly admitted to practice law before the highest court of any state and approved by the Issuer, the City and the Trustee, as applicable.

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.

Funds

"Funds" means the funds created pursuant to Article VI of the Indenture (other than the Rebate Fund).

General Account

"General Account" means the account by that name created by the Indenture.

General Fund

"General Fund" means the fund by that name created by the Indenture.

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: Department of Housing and Urban Development, Export-Import Bank, Farmers Home Administration (or successor thereto), Federal Financing Bank, Federal Housing Administration, Maritime Administration, Small Business Administration, which obligations include but are not limited to certificates or receipts representing direct ownership of future interest or principal payments on obligations described in clause (a) or in this clause (b) and which are held by a custodian in safekeeping on behalf of the holders of such receipts; 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, and all supplements and amendments hereto 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 2023 Bonds, means each March 1 and September 1, commencing September 1, 2024.

Investment Securities

"Investment Securities" means any and all securities, instruments and the like in which the Issuer is authorized from time to time to invest its funds under State law, including but not limited to Governmental Obligations.

Issuer

"Issuer" means the Mississippi Development Bank, a body corporate and politic exercising essential public functions, or any successor to its functions organized under the Issuer Act.

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 City. The City is a Local Governmental Unit under the Issuer Act.

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 City (with the approval of the Issuer), with written notice to the Trustee.

Opinion of Bond Counsel

"Opinion of Bond Counsel" means an opinion by a nationally recognized firm experienced in matters relating to the tax exemption for interest payable on obligations of states and their instrumentalities and political subdivisions under federal law, and which is acceptable to the Issuer and the Trustee.

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:

Bonds canceled after purchase in the open market or because of payment at or redemption prior to maturity;

Bonds deemed paid under Article IX of the Indenture; and

Bonds in lieu of which other Bonds have been authenticated under Section 3.5, 3.6 or 3.10 of the Indenture.

Paying Agent

"Paying Agent" means the Trustee or any successor thereto, acting as the Paying Agent under the City Bond Resolution.

Principal Office

"Principal Office" means, as it relates to the Trustee, the address for the Trustee set forth under the definition of Notice Address in 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 Bonds or the City Bond and costs of determining the amount rebatable, if any, to the United States of America under the Indenture, all to the extent properly allocable to the Program and approved in writing by the Issuer.

Project

"Project" means using the proceeds of the Series 2023 Bonds to provide financing (a) to the City for the City Project, and (b) to pay the Costs of Issuance for the City Bond and the Series 2023 Bonds.

Purchase Account

"Purchase Account" means the account by that name created by the Indenture.

Rebate Fund

"Rebate Fund" means the fund by that name created by 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 Account

"Redemption Account" means the account by that name created by the Indenture.

Redemption Price

"Redemption Price" means, with respect to any Bond, the principal amount thereof, plus premium, if any, and accrued interest payable upon redemption prior to maturity.

Refunding Bonds

"Refunding Bonds" means bonds issued pursuant to the Indenture and any Supplemental Indenture.

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 (except for the Rebate Fund) and all income, revenues and profits of the Funds and Accounts (except for the Rebate Fund) referred to in the granting clauses of the Indenture including, without limitation, all City Bond Payments and any additional amounts paid to the Trustee under the City Bond Resolution or from any other source whatsoever.

S&P

"S&P" means Standard & Poor's Ratings Group, a division of The McGraw Hill Companies, 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 City (with the approval of the Issuer), by written notice to the Trustee.

Securities

"Securities" means bonds, notes or other evidences of indebtedness issued by a Local Governmental Unit pursuant to the Issuer Act including the City Bond.

Series 2023 Bonds

"Series 2023 Bonds" means the \$____,000[†] Mississippi Development Bank Special Obligation Bonds, Series 2023 (Tupelo, Mississippi Public Improvement General Obligation Bond Project) issued pursuant to the Indenture.

State

"State" means the State of Mississippi.

Supplemental Indenture

"Supplemental Indenture" means an indenture supplemental to or amendatory of the Indenture, executed by the Issuer and the Trustee in accordance with the Indenture.

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 this Indenture, and which shall initially be The Peoples Bank, Biloxi, Mississippi.

Underwriter

"Underwriter" means Raymond James & Associates, Inc., Memphis, Tennessee.

[†]Preliminary, subject to change.

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APPENDIX F

FORM OF CONTINUING DISCLOSURE CERTIFICATE

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CONTINUING DISCLOSURE CERTIFICATE

THIS CONTINUING DISCLOSURE CERTIFICATE (this "**Disclosure Certificate**") is executed and delivered by the City of Tupelo, Mississippi (the "**City**") in connection with the issuance of \$____,000 Mississippi Development Bank Special Obligation Bonds, Series 2023 (Tupelo, Mississippi Public Improvement General Obligation Bond Project), dated the date of delivery thereof (the "**Series 2023 Bonds**"). The Series 2023 Bonds are being issued pursuant to an Indenture of Trust (the "**Indenture**"), dated ____, 2023, between the Mississippi Development Bank (the "**Issuer**") and The Peoples Bank, Biloxi, Mississippi, as trustee (the "**Trustee**").

SECTION 1. Purpose of this Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the City for the benefit of the holders and beneficial owners of the Series 2023 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 Issuer 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 City and which has filed with the City a written acceptance of such designation.

"**Fiscal Year**" shall mean the period beginning on October 1 of and ending on September 30, or such other 12-month period as may be adopted by the City 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 2023 Bonds.

"**Participating Underwriter**" shall mean Raymond James & Associates, Inc., the original underwriter of the Series 2023 Bonds required to comply with the Rule in connection with an offering of the Series 2023 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.

SECTION 3. Provision of Annual Reports.

(a) The City 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 City's Fiscal Year ending September 30, 2023, 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 City shall provide the Annual Report to the Dissemination Agent (if the City 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 City may be submitted separately from the balance of the Annual Report.

(b) If the City is unable to provide to the MSRB an Annual Report by the date required in subsection (a), the City 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 City’s Annual Report shall contain or incorporate by reference the following:

(a) A copy of its annual financial statements, if any, prepared in accordance with generally accepted accounting principles 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 City shall provide reasonably available and accessible unaudited financial information (if any) or budgets describing the City's financial situation for the prior Fiscal Year and audited financial statements will be provided when and if available (as specified in Section 3(a)).

(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 2023 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 City shall clearly identify each such document incorporated by reference.

SECTION 5. Reporting of Listed Events. The City 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 2023 Bonds. All of the events currently mandated by the Rule are listed below; however, some may not apply to the Series 2023 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 2023 Bonds, or other material events affecting the tax status of the Series 2023 Bonds;
- (7) Modifications to rights of bondholders, *if material*;

- (8) Series 2023 Bond calls, *if material*, and tender offers;
- (9) Defeasances;
- (10) Release, substitution or sale of property securing repayment of the Series 2023 Bonds, *if material*;
- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership or similar event of the obligated person;¹
- (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 obligation² 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 obligation² 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.

¹ 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.

² 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.

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 City'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 2023 Bonds; (ii) the date that the City 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 2023 Bonds.

SECTION 8. Dissemination Agent.

(a) The City may, from time to time, appoint or engage a Dissemination Agent to assist the City 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 City 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 City and the Dissemination Agent.

(b) In addition to the filing duties on behalf of the City 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 City 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 City 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 City 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 2023 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 City 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 City 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 City 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 City 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 City to comply with any provision of this Disclosure Certificate, any holder or beneficial owner of the Series 2023 Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the City 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 City 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 City, any Dissemination Agent, the Participating Underwriter and the holders and beneficial owners from time to time of the Series 2023 Bonds, and shall create no rights in any other person or entity.

DATE: _____

(SEAL)

CITY OF TUPELO, MISSISSIPPI

By _____
Mayor

ATTEST:

By _____
City Clerk

EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: Mississippi Development Bank
Name of Conduit Borrower: City of Tupelo, Mississippi (the "City")
Name of Bond Issue: \$____,000 Mississippi Development Bank Special Obligation Bonds, Series 2023 (Tupelo, Mississippi Public Improvement General Obligation Bond Project) (the "Series 2023 Bonds")
Date of Issuance: _____, 2023
CUSIP Numbers:

NOTICE IS HEREBY GIVEN that the City has not provided an Annual Report with respect to the Bonds as required by the Continuing Disclosure Certificate executed on ____, 2023 by the City. The City anticipates that the Annual Report will be filed by _____ ____, 20____.

Dated: _____, _____

EXHIBIT B

Name of Issuer: Mississippi Development Bank
Name of Conduit Borrower: City of Tupelo, Mississippi (the "**City**")
Name of Bond Issue: \$____,000 Mississippi Development Bank Special Obligation Bonds, Series 2023 (Tupelo, Mississippi Public Improvement General Obligation Bond Project) (the "**Series 2023 Bonds**")
Date of Issuance: _____, 2023
CUSIP Numbers:

Government

Name	Occupation	Position Held Since

TAX INFORMATION

Assessed Valuation of the City¹

Assessment Year	Real Property	Personal Property	Public Utility Property	Mobile Homes	Auto-Mobiles	Total

Tax Levy Per \$1,000 Valuation²

City - General Purpose:					
Operating Millage					
Debt Millage					
Total for City:					

¹ The total assessed valuation is approved in September preceding the fiscal year of the City 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 City.

² 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.

Ad Valorem Tax Collections

Fiscal Year Ended September 30	Amount Budgeted	Amount Collected	Difference Over/(Under)

Outstanding General Obligation Bonded Debt

(as of _____)

Issue	Date of Issue	Outstanding Principal

Other Outstanding Debt

(as of _____)

Issue	Date of Issue	Outstanding Principal