



The Arbitrage Group, Inc.

99 Detering Street
Suite 120
Houston, Texas 77007

Telephone 713 522 8527

www.thearbitragegroup.com

July 30, 2025

Ms. Na'Son S. White
Comptroller
Madison County
146 West Center Street
P.O. Box 608
Canton, Mississippi 39046

\$5,300,000
Promissory Note
(Madison County, Mississippi Lease Purchase -
County Courthouse Project)
Series 2023
Spending Exception Analysis For the Period
August 15, 2023 to August 15, 2025

Dear Ms. White:

Attached please find an electronic copy of our rebate report for the above noted issue along with our agreed-upon invoice. The report indicates there is no rebate liability as of the August 15, 2025 Interim Rebate Computation Date. Based upon the report and underlying assumptions, no IRS payment or filing is otherwise currently required.

Unless you prefer otherwise, we have scheduled the Bonds for a subsequent cumulative update to August 15, 2028, which aligns with the IRS Installment Date. If there are any actual (or anticipated) changes to the Bonds beforehand, please let us know as it may impact the timing and substance of future analyses.

If you have any questions, please do not hesitate to contact me at (713) 522-8527 or tmerrill@thearbitragegroup.com. It has been our pleasure working with your team and we look forward to being of service again in the very near future regarding any other arbitrage rebate compliance or verification service needs.

Very truly yours,
The Arbitrage Group, Inc.

H. Troy Merrill
Partner



The Arbitrage Group, Inc.

\$5,300,000
Promissory Note
(Madison County, Mississippi Lease Purchase -
County Courthouse Project)
Series 2023

Speding Exception Analysis for the Period
August 15, 2023 to August 15, 2025



The Arbitrage Group, Inc.

99 Detering Street
Suite 120
Houston, Texas 77007

Telephone 713 522 8527

www.thearbitragegroup.com

July 30, 2025

Madison County, Mississippi

\$5,300,000
Promissory Note
(Madison County, Mississippi Lease Purchase -
County Courthouse Project)
Series 2023

Madison County, Mississippi ("Borrower") issued the above referenced promissory note ("Bonds") dated and delivered on August 15, 2023. At the request of the Borrower, we have performed the procedures enumerated below for the period August 15, 2023 to August 15, 2025 ("Computation Period"). These procedures, which were agreed to by the Borrower were performed solely to assist the Borrower in evaluating compliance with the requirements of Section 148(f)(2) of the Internal Revenue Code of 1986, as amended ("Code"). This engagement was performed in accordance with standards established by the American Institute of Certified Public Accountants for consulting services. The sufficiency of these procedures is solely the responsibility of the specified users of the report. This report is intended solely for your information and should not be used by those who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes. This report is not to be quoted or referred to without our prior written consent.

Our procedures and findings are as follows:

- (1) We read the IRS Form 8038-G ("8038-G"), Tax Compliance and No Arbitrage Certificate ("Certificate"), excerpts from the Promissory Note ("Note"), and investment schedules, each provided to us by or on behalf of the Borrower.
- (2) A schedule of the sources and uses of funds (Exhibit A) was assembled based upon the 8038-G and Certificate.
- (3) A schedule of the debt service requirements of the Bonds (Exhibit B) was assembled based on the Note.
- (4) The yield on the Bonds was computed to be the discount rate that causes the present value of all principal and interest payments on the Bonds to equal the Issue Price to the Public. The yield on the Bonds was computed to be 4.160217% (Exhibit B).



Madison County, Mississippi

July 30, 2025

Page 2

- (5) A schedule of actual earnings on the nonpurpose investments in the Project Fund purchased with gross proceeds of the Bonds was assembled based on the investment schedules (Exhibit E).
- (6) The available construction proceeds amount was computed to be the issue price of the Bonds plus the actual earnings on the nonpurpose investments less issuance costs.
- (7) The spending requirement as of each six-month period ("Spending Requirement") was computed as shown in Exhibits C-1 through C-4.
- (8) Schedules of the actual expenditures as of each six-month period were assembled based on the investment schedules and shown in Exhibits D-1 through D-4.
- (9) The deficiency or (excess) amount of unspent available construction proceeds was computed to be the difference between the Spending Requirement and the actual expenditures as of each six-month period. Exhibits C-1 through C-4 indicate satisfaction of each applicable six-month spending requirement.
- (10) The assumptions and computational information employed in the above calculations are explained in Exhibit F.
- (11) Based on the information provided to us by the Borrower and the assumptions employed, this report shows there is a rebate liability for the Bonds as of the August 15, 2025 Interim Rebate Computation Date. This amount is subject to change due to future investment activity, if any, subsequent to the end of the Computation Period.

Because the above procedures do not constitute an audit conducted in accordance with generally accepted auditing standards, we do not express an opinion on any of the information referred to above. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you. The terms of our engagement are such that we have no obligation to update this report because of events and transactions occurring subsequent to the date of this report.

Very truly yours,

The Arbitrage Group, Inc.

Exhibits

- A. Sources and Uses of Funds
- B. Debt Service Requirements and Proof of Yield on the Bonds
- C. Computation of the Spending Requirements on the Bonds
 - C-1. Spending Requirements as of February 15, 2024
 - C-2. Spending Requirements as of August 15, 2024
 - C-3. Spending Requirements as of February 15, 2025
 - C-4. Spending Requirements as of August 15, 2025
- D. Computation of Construction Expenditures
 - D-1. Construction Expenditures as of February 15, 2024
 - D-2. Construction Expenditures as of August 15, 2024
 - D-3. Construction Expenditures as of February 15, 2025
 - D-4. Construction Expenditures as of August 15, 2025
- E. Computation of Actual Earnings on the Project Fund
- F. Assumptions and Computational Information

Sources and Uses of Funds

Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023

SOURCES	The Bonds
Principal Amount of the Bonds	\$5,300,000.00
USES	
Project Fund	\$5,114,250.00
Costs of Issuance	185,750.00
	\$5,300,000.00

Debt Service Requirements and Proof of Yield on the Bonds

*Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023*

Date	\$5,300,000 Promissory Note @ 4.160% due 08-15-2038		Debt Service Requirements of the Bonds	Present Value of Future Payments at 08/15/23 Using a Rate of 4.160217%
	Principal	Interest		
02/01/24		\$101,665.78	\$101,665.78	\$99,753.72
08/01/24	\$269,000.00	110,240.00	379,240.00	364,525.00
02/01/25		104,644.80	104,644.80	98,534.82
08/01/25	272,000.00	104,644.80	376,644.80	347,426.47
02/01/26		98,987.20	98,987.20	89,447.63
08/01/26	283,000.00	98,987.20	381,987.20	338,140.74
02/01/27		93,100.80	93,100.80	80,734.84
08/01/27	295,000.00	93,100.80	388,100.80	329,693.95
02/01/28		86,964.80	86,964.80	72,371.71
08/01/28	307,000.00	86,964.80	393,964.80	321,174.91
02/01/29		80,579.20	80,579.20	64,352.59
08/01/29	320,000.00	80,579.20	400,579.20	313,393.76
02/01/30		73,923.20	73,923.20	56,655.44
08/01/30	334,000.00	73,923.20	407,923.20	306,265.53
02/01/31		66,976.00	66,976.00	49,260.38
08/01/31	347,000.00	66,976.00	413,976.00	298,272.10
02/01/32		59,758.40	59,758.40	42,178.91
08/01/32	362,000.00	59,758.40	421,758.40	291,621.11
02/01/33		52,228.80	52,228.80	35,377.26
08/01/33	377,000.00	52,228.80	429,228.80	284,814.32
02/01/34		44,387.20	44,387.20	28,852.91
08/01/34	393,000.00	44,387.20	437,387.20	278,520.26
02/01/35		36,212.80	36,212.80	22,589.77
08/01/35	409,000.00	36,212.80	445,212.80	272,067.16
02/01/36		27,705.60	27,705.60	16,585.74
08/01/36	426,000.00	27,705.60	453,705.60	266,072.74
02/01/37		18,844.80	18,844.80	10,826.22
08/01/37	444,000.00	18,844.80	462,844.80	260,483.00
02/01/38		9,609.60	9,609.60	5,297.95
08/01/38	462,000.00	9,609.60	471,609.60	254,709.06
\$5,300,000.00		\$1,919,752.18	\$7,219,752.18	\$5,300,000.00

Principal Amount of the Bonds \$5,300,000.00

Computation of Spending Requirements on the Bonds as of February 15, 2024

Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023

Issue Price of the Bonds	\$5,300,000.00
Plus Actual Earnings (Exhibit E)	115,646.79 *
Less Issuance Costs	(185,750.00)
Available Construction Proceeds	<u>\$5,229,896.79</u>
Spending Requirement at February 15, 2024 (10% of Available Construction Proceeds Amount)	\$522,989.68
Less Disbursements as of February 15, 2024 from:	
Project Fund (Exhibit D-1)	(2,679,675.61)
Deficiency (Excess) of Actual over Required Expenditures	<u>(\$2,156,685.93)</u>

* Actual earnings used as estimated earnings were not provided.

Computation of Spending Requirements on the Bonds as of August 15, 2024

Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023

Issue Price of the Bonds	\$5,300,000.00
Plus Actual Earnings (Exhibit E)	115,646.79 *
Less Issuance Costs	(185,750.00)
Available Construction Proceeds	<u>\$5,229,896.79</u>
Spending Requirement at August 15, 2024 (45% of Available Construction Proceeds Amount)	\$2,353,453.56
Less Disbursements as of August 15, 2024 from:	
Project Fund (Exhibit D-2)	(5,220,215.55)
Deficiency (Excess) of Actual over Required Expenditures	<u><u>(\$2,866,761.99)</u></u>

* Actual earnings used as estimated earnings were not provided.

Computation of Spending Requirements on the Bonds as of February 15, 2025

Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023

Issue Price of the Bonds	\$5,300,000.00
Plus Actual Earnings (Exhibit E)	115,646.79 *
Less Issuance Costs	(185,750.00)
Available Construction Proceeds	<u>\$5,229,896.79</u>
Spending Requirement at February 15, 2025 (75% of Available Construction Proceeds Amount)	<u>\$3,922,422.59</u>
Less Disbursements as of February 15, 2025 from:	
Project Fund (Exhibit D-3)	(5,220,215.55)
Deficiency (Excess) of Actual over Required Expenditures	<u><u>(\$1,297,792.96)</u></u>

* Actual earnings used as estimated earnings were not provided.

Computation of Spending Requirements on the Bonds as of August 15, 2025

Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023

Issue Price of the Bonds	\$5,300,000.00
Plus Actual Earnings (Exhibit E)	115,646.79 *
Less Issuance Costs	(185,750.00)
Available Construction Proceeds	<u>\$5,229,896.79</u>
Spending Requirement at August 15, 2025 (100% of Available Construction Proceeds Amount)	<u>\$5,229,896.79</u>
Less Disbursements as of August 15, 2025 from:	
Project Fund (Exhibit D-4)	(5,229,896.79)
Deficiency (Excess) of Actual over Required Expenditures	<u>\$0.00</u>

* Actual earnings used as estimated earnings were not provided.

Computation of Construction Expenditures as of August 15, 2024

*Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023*

<u>Date</u>	<u>Total Expenditures</u>
08/15/23	\$852,820.00
08/16/23	7,795.00
11/07/23	216,676.00
12/07/23	378,500.00
01/19/24	647,484.00
01/23/24	6,676.05
01/31/24	820.56
02/08/24	568,904.00
03/06/24	677,389.00
04/04/24	458,834.00
04/15/24	12,958.00
05/07/24	580,960.00
06/05/24	597,736.00
06/17/24	3,576.77
07/15/24	12,000.00
08/09/24	197,086.17
	<u>\$5,220,215.55</u>

Computation of Construction Expenditures as of February 15, 2025

*Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023*

<u>Date</u>	<u>Total Expenditures</u>
08/15/23	\$852,820.00
08/16/23	7,795.00
11/07/23	216,676.00
12/07/23	378,500.00
01/19/24	647,484.00
01/23/24	6,676.05
01/31/24	820.56
02/08/24	568,904.00
03/06/24	677,389.00
04/04/24	458,834.00
04/15/24	12,958.00
05/07/24	580,960.00
06/05/24	597,736.00
06/17/24	3,576.77
07/15/24	12,000.00
08/09/24	197,086.17
	<u>\$5,220,215.55</u>

Computation of Construction Expenditures as of August 15, 2025

Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023

<u>Date</u>	<u>Total Expenditures</u>
08/15/23	\$852,820.00
08/16/23	7,795.00
11/07/23	216,676.00
12/07/23	378,500.00
01/19/24	647,484.00
01/23/24	6,676.05
01/31/24	820.56
02/08/24	568,904.00
03/06/24	677,389.00
04/04/24	458,834.00
04/15/24	12,958.00
05/07/24	580,960.00
06/05/24	597,736.00
06/17/24	3,576.77
07/15/24	12,000.00
08/09/24	197,086.17
03/03/25	895.00
07/11/25	8,786.24
	<u>\$5,229,896.79</u>
	<u><u> </u></u>

Computation of Actual Earnings on the Project Fund

Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023

Date	Principal Amounts	Actual Earnings
08/15/23	(\$4,261,430.00)	\$0.00
08/16/23	7,795.00	0.00
09/29/23	(44,540.01)	44,540.01
11/07/23	216,676.00	0.00
12/07/23	378,500.00	0.00
01/19/24	647,484.00	0.00
01/22/24	(39,194.10)	39,194.10
01/23/24	6,676.05	0.00
01/31/24	820.56	0.00
02/08/24	568,904.00	0.00
03/06/24	677,389.00	0.00
04/04/24	458,834.00	0.00
04/15/24	12,958.00	0.00
04/16/24	(22,231.44)	22,231.44
05/07/24	580,960.00	0.00
06/05/24	597,736.00	0.00
06/17/24	3,576.77	0.00
07/15/24	12,000.00	0.00
07/30/24	(8,685.37)	8,685.37
08/09/24	197,086.17	0.00
09/30/24	(757.28)	757.28
12/31/24	(93.57)	93.57
03/03/25	895.00	0.00
03/31/25	(78.53)	78.53
06/30/25	(66.49)	66.49
07/11/25	8,786.24	0.00
	\$0.00	\$115,646.79

Assumptions and Computational Information

*Madison County, Mississippi
(Madison County, Mississippi Lease Purchase -
County Courthouse Project) Series 2023*

Unless otherwise noted, the following computational assumptions are based upon Borrower-provided representations, Certificate, bank statement, or investment activity details.

- (1) Present value and future value computations were made on the basis of a 30/360 day year and semiannual compounding. The Bonds constitute one issue for arbitrage purposes and remain outstanding through the end of the Computation Period ("Computation Date").
- (2) A bond year ending on August 15th has been assumed for arbitrage computation purposes. August 15, 2028 is the first expected IRS Installment Computation Date.
- (3) In calculating the bond yield (Exhibit B), we have assumed: (i) there are no includable qualified guarantee or hedge amounts; and, (ii) all bonds were issued at par.
- (4) It was assumed that the only funds which were funded and contained gross proceeds of the Bonds were the Project Fund and Bond Fund.
- (5) The Project Fund was afforded an initial three-year temporary period with respect to yield. Other than the Bond Fund (as detailed below), there are no other amounts or accounts (including reserve or similar funds) pledged with respect to debt service on the Bonds to otherwise constitute replacement proceeds.
- (6) The transaction amounts in the Principal Amounts and Actual Earnings columns shown in Exhibit E for each date represent the net transaction activity for that date. Net investment and interest purchases are denoted by parentheses.
- (7) The purchase price of each non-purpose investment was at fair market value and represented an arm's length transaction, which did not reduce any arbitrage amounts otherwise deemed payable to the United States Treasury. Brokerage, acquisition, or other similar fees (if applicable) were assumed to constitute qualified administrative costs paid on the Borrower's behalf. Such fees (if any) are deemed reasonable and within applicable safe harbor limitations, which do not otherwise increase or decrease the investment yield on any includable nonpurpose investments for arbitrage purposes. The scope of our engagement specifically does not analyze or reflect any arbitrage analyses related to purpose investments nor does it address any analyses related to private use or related regulations.
- (8) All amounts withdrawn from the bond accounts were assumed to be allocated for the purpose of the bond issue on the day they were withdrawn.
- (9) Investments outstanding on the Computation Date were assumed to be sold at the purchase price of the investment plus accrued interest to this date.
- (10) The Income Tax Regulations are silent as to the treatment of imputed earnings for uninvested bond proceeds. No interest earnings were imputed on uninvested amounts, if any.
- (11) The collective Bond Fund was assumed not subject to arbitrage because it operated as a bona fide debt service fund, which also satisfied the applicable yearly \$100,000 limitation.