(a) The Agreement is a conditional sales agreement which qualifies as an obligation for purposes of Section 103(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and Treasury Regulations and rulings hereunder.

(b) The interest portion of the rental payments under the terms of the Agreement is exempt from federal income taxation pursuant to Section 103(a) of the Code and the Treasury Regulations and rulings thereunder.

5. There are no pending or threatened actions or proceedings before any court, administrative agency or other tribunal or body against Lessee or the Governing Body which may materially affect Lessee's or the Governing Body's financial condition or operations, or which could have any effect whatsoever upon the validity, performance or enforceability of the terms of the Agreement.

This opinion is being furnished to you in connection with the above-referenced transaction and the opinions expressed herein are for the sole benefit of, and may be relied upon by the Lessor and its assigns and are not to be delivered to or relied upon by any other party without our prior written consent.

Sincerely,

Form **8038-G**
(Rev. September 2011)
Department of the Treasury
Internal Revenue Service

Information Return for Tax-Exempt Governmental Obligations

▶ Under Internal Revenue Code section 149(e)
▶ See separate instructions.
Caution: *If the issue price is under $100,000, use Form 8038-GC.*

OMB No. 1545-0720

Part I **Reporting Authority** — If **Amended Return**, check here ▶ ☐

1 Issuer's name City of Gautier, MS	2 Issuer's employer identification number (EIN) 64-0732369
3a Name of person (other than issuer) with whom the IRS may communicate about this return (see instructions)	3b Telephone number of other person shown on 3a
4 Number and street (or P.O. box if mail is not delivered to street address) / Room/suite 3330 Highway 90	5 Report number *(For IRS Use Only)* 3
6 City, town, or post office, state, and ZIP code Gautier, MS 39553-0090	7 Date of issue
8 Name of issue	9 CUSIP number
10a Name and title of officer or other employee of the issuer whom the IRS may call for more information (see instructions)	10b Telephone number of officer or other employee shown on 10a 228-497-8000

Part II **Type of Issue (enter the issue price).** See the instructions and attach schedule.

11	Education	11		
12	Health and hospital	12		
13	Transportation	13		
14	Public safety	14		
15	Environment (including sewage bonds)	15		
16	Housing	16		
17	Utilities	17		
18	Other. Describe ▶ Energy Services Contract	18	3,235,000	00
19	If obligations are TANs or RANs, check only box 19a ▶ ☐ If obligations are BANs, check only box 19b ▶ ☐			
20	If obligations are in the form of a lease or installment sale, check box ▶ ☐			

Part III **Description of Obligations.** Complete for the entire issue for which this form is being filed.

	(a) Final maturity date	(b) Issue price	(c) Stated redemption price at maturity	(d) Weighted average maturity	(e) Yield
21		$ 3,235,000.00	$	8.77 years	3.29 %

Part IV **Uses of Proceeds of Bond Issue (including underwriters' discount)**

22	Proceeds used for accrued interest				22	
23	Issue price of entire issue (enter amount from line 21, column (b))				23	
24	Proceeds used for bond issuance costs (including underwriters' discount)	24				
25	Proceeds used for credit enhancement	25				
26	Proceeds allocated to reasonably required reserve or replacement fund	26				
27	Proceeds used to currently refund prior issues	27				
28	Proceeds used to advance refund prior issues	28				
29	Total (add lines 24 through 28)				29	
30	Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)				30	

Part V **Description of Refunded Bonds.** Complete this part only for refunding bonds.

31	Enter the remaining weighted average maturity of the bonds to be currently refunded ▶	years
32	Enter the remaining weighted average maturity of the bonds to be advance refunded ▶	years
33	Enter the last date on which the refunded bonds will be called (MM/DD/YYYY) ▶	
34	Enter the date(s) the refunded bonds were issued ▶ (MM/DD/YYYY)	

For Paperwork Reduction Act Notice, see separate instructions.

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35		
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC) (see instructions)	36a		
b	Enter the final maturity date of the GIC ▶			
c	Enter the name of the GIC provider ▶			
37	Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units	37		

38a If this issue is a loan made from the proceeds of another tax-exempt issue, check box ▶ ☐ and enter the following information:

b Enter the date of the master pool obligation ▶

c Enter the EIN of the issuer of the master pool obligation ▶

d Enter the name of the issuer of the master pool obligation ▶

39 If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box ▶ ☐

40 If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box ▶ ☐

41a If the issuer has identified a hedge, check here ▶ ☐ and enter the following information:

b Name of hedge provider ▶

c Type of hedge ▶

d Term of hedge ▶

42 If the issuer has superintegrated the hedge, check box ▶ ☐

43 If the issuer has established written procedures to ensure that all nonqualified bonds of this issue are remediated according to the requirements under the Code and Regulations (see instructions), check box ▶ ☐

44 If the issuer has established written procedures to monitor the requirements of section 148, check box ▶ ☐

45a If some portion of the proceeds was used to reimburse expenditures, check here ▶ ☐ and enter the amount of reimbursement ▶

b Enter the date the official intent was adopted ▶

Signature and Consent

Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that I consent to the IRS's disclosure of the issuer's return information, as necessary to process this return, to the person that I have authorized above.

▶ Signature of issuer's authorized representative Date ▶ Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

SPECIAL STIPULATIONS

LESSOR: BancorpSouth Equipment Finance,
a division of BancorpSouth Bank
P.O. Box 15097
12 Thompson Park
Hattiesburg, MS 39404-5097

By: _____

Title: _____

Date: _____

LESSEE: City of Gautier, Mississippi
3330 Highway 90
Gautier, MS 39553-0090

By: _____

Title: _____

Date: _____

--NONE--

EXHIBIT A

EQUIPMENT LEASE SCHEDULE

Lease Schedule Number 002

This Lease Schedule No. 002 to the Equipment Lease-Purchase Agreement dated as of _____ (the "Agreement") between BancorpSouth Equipment Finance, a division of BancorpSouth Bank, a Mississippi Corporation (the "Lessor") and City of Gautier, Mississippi (the "Lessee"), acting by and through the Mayor and City Council, the Governing Body of the Lessee, is made as of this date.

1. Description of the Equipment. The quantity, item, manufacturer, and model and serial number of the Equipment subject to the Agreement are as appear on Exhibit "B-1" attached hereto and made a part hereof.

2. Location of the Equipment. The Equipment is to be located and delivered to Lessee's premises at _____.

3. Original Rental Term. The term of the Agreement shall be NaN months.

4. Rental Payments. The Lessee agrees to pay the Lessor the original cost of $3,235,000.00 for the Equipment hereof described in Exhibit "B-1" attached hereto, upon the terms, and at the times as provided in the Payment Amortization Schedule, attached hereto as Exhibit "B-2" and made a part hereof, with an interest rate of percent per annum as provided thereby.

5. This Schedule and its terms and conditions are hereby incorporated by reference in the Agreement.

DATED, this the _____ day of _____, _____.

LESSOR:	LESSEE:
BancorpSouth Equipment Finance, a division of BancorpSouth Bank	City of Gautier, Mississippi
By: _____	By: _____
Title: _____	Title: _____

EXHIBIT B

EXHIBIT B-1

City of Gautier, Mississippi

Master Lease Number: 7335B Schedule Number: 02

Energy Services Contract / Water Meters

Prepared by: International Decision Systems, Inc.

InfoAnalysis
Payment Amortization Report

3/26/2014 2:19:49 PM
File Name: INFOA.IADX

Interest Rate: **3.2900% (Monthly)**

Per	Date	Payment	Principal	Interest	Principal Balance	Accrued Interest	Accrued Int Bal	Net Balance
0	4/ 4/14	0.00	0.00	0.00	3,235,000.00	0.00	0.00	3,235,000.00
1	5/ 4/14	0.00	0.00	0.00	3,235,000.00	8,869.29	8,869.29	3,243,869.29
2	6/ 4/14	0.00	0.00	0.00	3,235,000.00	8,893.61	17,762.90	3,252,762.90
3	7/ 4/14	0.00	0.00	0.00	3,235,000.00	8,917.99	26,680.89	3,261,680.89
4	8/ 4/14	0.00	0.00	0.00	3,235,000.00	8,942.44	35,623.33	3,270,623.33
5	9/ 4/14	0.00	0.00	0.00	3,235,000.00	8,966.96	44,590.29	3,279,590.29
	2014	0.00	0.00	0.00		44,590.29		
6	10/ 4/14	0.00	0.00	0.00	3,235,000.00	8,991.54	53,581.84	3,288,581.84
7	11/ 4/14	0.00	0.00	0.00	3,235,000.00	9,016.20	62,598.03	3,297,598.03
8	12/ 4/14	0.00	0.00	0.00	3,235,000.00	9,040.91	71,638.95	3,306,638.95
9	1/ 4/15	0.00	0.00	0.00	3,235,000.00	9,065.70	80,704.65	3,315,704.65
10	2/ 4/15	0.00	0.00	0.00	3,235,000.00	9,090.56	89,795.20	3,324,795.20
11	3/ 4/15	0.00	0.00	0.00	3,235,000.00	9,115.48	98,910.68	3,333,910.68
12	4/ 4/15	143,724.87	35,673.72	108,051.16	3,199,326.28	9,140.47	0.00	3,199,326.28
13	5/ 4/15	0.00	0.00	0.00	3,199,326.28	8,771.49	8,771.49	3,208,097.77
14	6/ 4/15	0.00	0.00	0.00	3,199,326.28	8,795.53	17,567.02	3,216,893.30
15	7/ 4/15	0.00	0.00	0.00	3,199,326.28	8,819.65	26,386.67	3,225,712.95
16	8/ 4/15	0.00	0.00	0.00	3,199,326.28	8,843.83	35,230.50	3,234,556.78
17	9/ 4/15	0.00	0.00	0.00	3,199,326.28	8,868.08	44,098.58	3,243,424.86
	2015	143,724.87	35,673.72	108,051.16		107,559.44		
18	10/ 4/15	143,724.87	90,733.91	52,990.97	3,108,592.38	8,892.39	0.00	3,108,592.38
19	11/ 4/15	0.00	0.00	0.00	3,108,592.38	8,522.72	8,522.72	3,117,115.10
20	12/ 4/15	0.00	0.00	0.00	3,108,592.38	8,546.09	17,068.81	3,125,661.19
21	1/ 4/16	0.00	0.00	0.00	3,108,592.38	8,569.52	25,638.34	3,134,230.71
22	2/ 4/16	0.00	0.00	0.00	3,108,592.38	8,593.02	34,231.35	3,142,823.73
23	3/ 4/16	0.00	0.00	0.00	3,108,592.38	8,616.58	42,847.93	3,151,440.30
24	4/ 4/16	143,724.87	92,236.75	51,488.13	3,016,355.63	8,640.20	0.00	3,016,355.63
25	5/ 4/16	0.00	0.00	0.00	3,016,355.63	8,269.84	8,269.84	3,024,625.47
26	6/ 4/16	0.00	0.00	0.00	3,016,355.63	8,292.51	16,562.36	3,032,917.99
27	7/ 4/16	0.00	0.00	0.00	3,016,355.63	8,315.25	24,877.61	3,041,233.24
28	8/ 4/16	0.00	0.00	0.00	3,016,355.63	8,338.05	33,215.65	3,049,571.28
29	9/ 4/16	0.00	0.00	0.00	3,016,355.63	8,360.91	41,576.56	3,057,932.19
	2016	287,449.75	182,970.65	104,479.09		101,957.08		
30	10/ 4/16	143,724.87	93,764.48	49,960.39	2,922,591.15	8,383.83	0.00	2,922,591.15
31	11/ 4/16	0.00	0.00	0.00	2,922,591.15	8,012.77	8,012.77	2,930,603.92
32	12/ 4/16	0.00	0.00	0.00	2,922,591.15	8,034.74	16,047.51	2,938,638.66
33	1/ 4/17	0.00	0.00	0.00	2,922,591.15	8,056.77	24,104.28	2,946,695.43

Exhibit B-2

Interest Rate: **3.2900% (Monthly)**

Per	Date	Payment	Principal	Interest	Principal Balance	Accrued Interest	Accrued Int Bal	Net Balance
34	2/ 4/17	0.00	0.00	0.00	2,922,591.15	8,078.86	32,183.13	2,954,774.28
35	3/ 4/17	0.00	0.00	0.00	2,922,591.15	8,101.01	40,284.14	2,962,875.29
36	4/ 4/17	143,724.87	95,317.52	48,407.36	2,827,273.63	8,123.22	0.00	2,827,273.63
37	5/ 4/17	0.00	0.00	0.00	2,827,273.63	7,751.44	7,751.44	2,835,025.08
38	6/ 4/17	0.00	0.00	0.00	2,827,273.63	7,772.69	15,524.14	2,842,797.77
39	7/ 4/17	0.00	0.00	0.00	2,827,273.63	7,794.00	23,318.14	2,850,591.77
40	8/ 4/17	0.00	0.00	0.00	2,827,273.63	7,815.37	31,133.51	2,858,407.15
41	9/ 4/17	0.00	0.00	0.00	2,827,273.63	7,836.80	38,970.31	2,866,243.95
	2017	287,449.75	189,082.00	98,367.75		95,761.50		
42	10/ 4/17	143,724.87	96,896.28	46,828.60	2,730,377.36	7,858.29	0.00	2,730,377.36
43	11/ 4/17	0.00	0.00	0.00	2,730,377.36	7,485.78	7,485.78	2,737,863.14
44	12/ 4/17	0.00	0.00	0.00	2,730,377.36	7,506.31	14,992.09	2,745,369.45
45	1/ 4/18	0.00	0.00	0.00	2,730,377.36	7,526.89	22,518.98	2,752,896.34
46	2/ 4/18	0.00	0.00	0.00	2,730,377.36	7,547.52	30,066.50	2,760,443.86
47	3/ 4/18	0.00	0.00	0.00	2,730,377.36	7,568.22	37,634.72	2,768,012.08
48	4/ 4/18	143,724.87	98,501.18	45,223.69	2,631,876.17	7,588.97	0.00	2,631,876.17
49	5/ 4/18	0.00	0.00	0.00	2,631,876.17	7,215.73	7,215.73	2,639,091.90
50	6/ 4/18	0.00	0.00	0.00	2,631,876.17	7,235.51	14,451.24	2,646,327.41
51	7/ 4/18	0.00	0.00	0.00	2,631,876.17	7,255.35	21,706.59	2,653,582.76
52	8/ 4/18	0.00	0.00	0.00	2,631,876.17	7,275.24	28,981.82	2,660,858.00
53	9/ 4/18	0.00	0.00	0.00	2,631,876.17	7,295.19	36,277.01	2,668,153.18
	2018	287,449.75	195,397.46	92,052.29		89,358.98		
54	10/ 4/18	143,724.87	100,132.68	43,592.20	2,531,743.50	7,315.19	0.00	2,531,743.50
55	11/ 4/18	0.00	0.00	0.00	2,531,743.50	6,941.20	6,941.20	2,538,684.69
56	12/ 4/18	0.00	0.00	0.00	2,531,743.50	6,960.23	13,901.42	2,545,644.92
57	1/ 4/19	0.00	0.00	0.00	2,531,743.50	6,979.31	20,880.73	2,552,624.23
58	2/ 4/19	0.00	0.00	0.00	2,531,743.50	6,998.44	27,879.18	2,559,622.68
59	3/ 4/19	0.00	0.00	0.00	2,531,743.50	7,017.63	34,896.81	2,566,640.31
60	4/ 4/19	143,724.87	101,791.19	41,933.68	2,429,952.31	7,036.87	0.00	2,429,952.31
61	5/ 4/19	0.00	0.00	0.00	2,429,952.31	6,662.12	6,662.12	2,436,614.43
62	6/ 4/19	0.00	0.00	0.00	2,429,952.31	6,680.38	13,342.50	2,443,294.81
63	7/ 4/19	0.00	0.00	0.00	2,429,952.31	6,698.70	20,041.20	2,449,993.51
64	8/ 4/19	0.00	0.00	0.00	2,429,952.31	6,717.07	26,758.27	2,456,710.58
65	9/ 4/19	0.00	0.00	0.00	2,429,952.31	6,735.48	33,493.75	2,463,446.06
	2019	287,449.75	201,923.87	85,525.88		82,742.62		
66	10/ 4/19	143,724.87	103,477.17	40,247.70	2,326,475.13	6,753.95	0.00	2,326,475.13
67	11/ 4/19	0.00	0.00	0.00	2,326,475.13	6,378.42	6,378.42	2,332,853.55

Interest Rate: **3.2900% (Monthly)**

Per	Date	Payment	Principal	Interest	Principal Balance	Accrued Interest	Accrued Int Bal	Net Balance
68	12/ 4/19	0.00	0.00	0.00	2,326,475.13	6,395.91	12,774.33	2,339,249.46
69	1/ 4/20	0.00	0.00	0.00	2,326,475.13	6,413.44	19,187.77	2,345,662.90
70	2/ 4/20	0.00	0.00	0.00	2,326,475.13	6,431.03	25,618.79	2,352,093.93
71	3/ 4/20	0.00	0.00	0.00	2,326,475.13	6,448.66	32,067.45	2,358,542.59
72	4/ 4/20	143,724.87	105,191.08	38,533.79	2,221,284.05	6,466.34	0.00	2,221,284.05
73	5/ 4/20	0.00	0.00	0.00	2,221,284.05	6,090.02	6,090.02	2,227,374.07
74	6/ 4/20	0.00	0.00	0.00	2,221,284.05	6,106.72	12,196.74	2,233,480.79
75	7/ 4/20	0.00	0.00	0.00	2,221,284.05	6,123.46	18,320.20	2,239,604.25
76	8/ 4/20	0.00	0.00	0.00	2,221,284.05	6,140.25	24,460.45	2,245,744.50
77	9/ 4/20	0.00	0.00	0.00	2,221,284.05	6,157.08	30,617.53	2,251,901.58
	2020	287,449.75	208,668.26	78,781.49		75,905.27		
78	10/ 4/20	143,724.87	106,933.38	36,791.49	2,114,350.67	6,173.96	0.00	2,114,350.67
79	11/ 4/20	0.00	0.00	0.00	2,114,350.67	5,796.84	5,796.84	2,120,147.51
80	12/ 4/20	0.00	0.00	0.00	2,114,350.67	5,812.74	11,609.58	2,125,960.25
81	1/ 4/21	0.00	0.00	0.00	2,114,350.67	5,828.67	17,438.26	2,131,788.93
82	2/ 4/21	0.00	0.00	0.00	2,114,350.67	5,844.65	23,282.91	2,137,633.58
83	3/ 4/21	0.00	0.00	0.00	2,114,350.67	5,860.68	29,143.59	2,143,494.26
84	4/ 4/21	143,724.87	108,704.54	35,020.34	2,005,646.13	5,876.75	0.00	2,005,646.13
85	5/ 4/21	0.00	0.00	0.00	2,005,646.13	5,498.81	5,498.81	2,011,144.95
86	6/ 4/21	0.00	0.00	0.00	2,005,646.13	5,513.89	11,012.70	2,016,658.84
87	7/ 4/21	0.00	0.00	0.00	2,005,646.13	5,529.01	16,541.71	2,022,187.84
88	8/ 4/21	0.00	0.00	0.00	2,005,646.13	5,544.17	22,085.87	2,027,732.01
89	9/ 4/21	0.00	0.00	0.00	2,005,646.13	5,559.37	27,645.24	2,033,291.37
	2021	287,449.75	215,637.92	71,811.83		68,839.54		
90	10/ 4/21	143,724.87	110,505.03	33,219.85	1,895,141.11	5,574.61	0.00	1,895,141.11
91	11/ 4/21	0.00	0.00	0.00	1,895,141.11	5,195.85	5,195.85	1,900,336.95
92	12/ 4/21	0.00	0.00	0.00	1,895,141.11	5,210.09	10,405.94	1,905,547.04
93	1/ 4/22	0.00	0.00	0.00	1,895,141.11	5,224.37	15,630.31	1,910,771.42
94	2/ 4/22	0.00	0.00	0.00	1,895,141.11	5,238.70	20,869.01	1,916,010.12
95	3/ 4/22	0.00	0.00	0.00	1,895,141.11	5,253.06	26,122.07	1,921,263.18
96	4/ 4/22	143,724.87	112,335.34	31,389.53	1,782,805.77	5,267.46	0.00	1,782,805.77
97	5/ 4/22	0.00	0.00	0.00	1,782,805.77	4,887.86	4,887.86	1,787,693.63
98	6/ 4/22	0.00	0.00	0.00	1,782,805.77	4,901.26	9,789.12	1,792,594.89
99	7/ 4/22	0.00	0.00	0.00	1,782,805.77	4,914.70	14,703.82	1,797,509.58
100	8/ 4/22	0.00	0.00	0.00	1,782,805.77	4,928.17	19,631.99	1,802,437.76
101	9/ 4/22	0.00	0.00	0.00	1,782,805.77	4,941.68	24,573.67	1,807,379.44
	2022	287,449.75	222,840.37	64,609.38		61,537.81		

Interest Rate: **3.2900% (Monthly)**

Per	Date	Payment	Principal	Interest	Principal Balance	Accrued Interest	Accrued Int Bal	Net Balance
102	10/ 4/22	143,724.87	114,195.97	29,528.90	1,668,609.80	4,955.23	0.00	1,668,609.80
103	11/ 4/22	0.00	0.00	0.00	1,668,609.80	4,574.77	4,574.77	1,673,184.57
104	12/ 4/22	0.00	0.00	0.00	1,668,609.80	4,587.31	9,162.09	1,677,771.88
105	1/ 4/23	0.00	0.00	0.00	1,668,609.80	4,599.89	13,761.98	1,682,371.78
106	2/ 4/23	0.00	0.00	0.00	1,668,609.80	4,612.50	18,374.48	1,686,984.28
107	3/ 4/23	0.00	0.00	0.00	1,668,609.80	4,625.15	22,999.63	1,691,609.43
108	4/ 4/23	143,724.87	116,087.41	27,637.46	1,552,522.38	4,637.83	0.00	1,552,522.38
109	5/ 4/23	0.00	0.00	0.00	1,552,522.38	4,256.50	4,256.50	1,556,778.88
110	6/ 4/23	0.00	0.00	0.00	1,552,522.38	4,268.17	8,524.67	1,561,047.05
111	7/ 4/23	0.00	0.00	0.00	1,552,522.38	4,279.87	12,804.54	1,565,326.92
112	8/ 4/23	0.00	0.00	0.00	1,552,522.38	4,291.60	17,096.14	1,569,618.53
113	9/ 4/23	0.00	0.00	0.00	1,552,522.38	4,303.37	21,399.51	1,573,921.90
	2023	287,449.75	230,283.38	57,166.36		53,992.20		
114	10/ 4/23	143,724.87	118,010.19	25,714.68	1,434,512.19	4,315.17	0.00	1,434,512.19
115	11/ 4/23	0.00	0.00	0.00	1,434,512.19	3,932.95	3,932.95	1,438,445.15
116	12/ 4/23	0.00	0.00	0.00	1,434,512.19	3,943.74	7,876.69	1,442,388.89
117	1/ 4/24	0.00	0.00	0.00	1,434,512.19	3,954.55	11,831.24	1,446,343.43
118	2/ 4/24	0.00	0.00	0.00	1,434,512.19	3,965.39	15,796.63	1,450,308.83
119	3/ 4/24	0.00	0.00	0.00	1,434,512.19	3,976.26	19,772.90	1,454,285.09
120	4/ 4/24	143,724.87	119,964.81	23,760.06	1,314,547.38	3,987.16	0.00	1,314,547.38
121	5/ 4/24	0.00	0.00	0.00	1,314,547.38	3,604.05	3,604.05	1,318,151.43
122	6/ 4/24	0.00	0.00	0.00	1,314,547.38	3,613.93	7,217.98	1,321,765.36
123	7/ 4/24	0.00	0.00	0.00	1,314,547.38	3,623.84	10,841.82	1,325,389.20
124	8/ 4/24	0.00	0.00	0.00	1,314,547.38	3,633.78	14,475.60	1,329,022.98
125	9/ 4/24	0.00	0.00	0.00	1,314,547.38	3,643.74	18,119.34	1,332,666.72
	2024	287,449.75	237,975.00	49,474.74		46,194.57		
126	10/ 4/24	143,724.87	121,951.81	21,773.06	1,192,595.57	3,653.73	0.00	1,192,595.57
127	11/ 4/24	0.00	0.00	0.00	1,192,595.57	3,269.70	3,269.70	1,195,865.27
128	12/ 4/24	0.00	0.00	0.00	1,192,595.57	3,278.66	6,548.36	1,199,143.94
129	1/ 4/25	0.00	0.00	0.00	1,192,595.57	3,287.65	9,836.02	1,202,431.59
130	2/ 4/25	0.00	0.00	0.00	1,192,595.57	3,296.67	13,132.68	1,205,728.26
131	3/ 4/25	0.00	0.00	0.00	1,192,595.57	3,305.70	16,438.39	1,209,033.96
132	4/ 4/25	143,724.87	123,971.72	19,753.16	1,068,623.86	3,314.77	0.00	1,068,623.86
133	5/ 4/25	0.00	0.00	0.00	1,068,623.86	2,929.81	2,929.81	1,071,553.67
134	6/ 4/25	0.00	0.00	0.00	1,068,623.86	2,937.84	5,867.65	1,074,491.51
135	7/ 4/25	0.00	0.00	0.00	1,068,623.86	2,945.90	8,813.55	1,077,437.41
136	8/ 4/25	0.00	0.00	0.00	1,068,623.86	2,953.97	11,767.53	1,080,391.38
137	9/ 4/25	0.00	0.00	0.00	1,068,623.86	2,962.07	14,729.60	1,083,353.45

Interest Rate: **3.2900% (Monthly)**

Per	Date	Payment	Principal	Interest	Principal Balance	Accrued Interest	Accrued Int Bal	Net Balance
	2025	287,449.75	245,923.53	41,526.22		38,136.48		
138	10/ 4/25	143,724.87	126,025.08	17,699.79	942,598.78	2,970.19	0.00	942,598.78
139	11/ 4/25	0.00	0.00	0.00	942,598.78	2,584.29	2,584.29	945,183.07
140	12/ 4/25	0.00	0.00	0.00	942,598.78	2,591.38	5,175.67	947,774.44
141	1/ 4/26	0.00	0.00	0.00	942,598.78	2,598.48	7,774.15	950,372.93
142	2/ 4/26	0.00	0.00	0.00	942,598.78	2,605.61	10,379.76	952,978.53
143	3/ 4/26	0.00	0.00	0.00	942,598.78	2,612.75	12,992.51	955,591.28
144	4/ 4/26	143,724.87	128,112.45	15,612.42	814,486.32	2,619.91	0.00	814,486.32
145	5/ 4/26	0.00	0.00	0.00	814,486.32	2,233.05	2,233.05	816,719.37
146	6/ 4/26	0.00	0.00	0.00	814,486.32	2,239.17	4,472.22	818,958.54
147	7/ 4/26	0.00	0.00	0.00	814,486.32	2,245.31	6,717.53	821,203.85
148	8/ 4/26	0.00	0.00	0.00	814,486.32	2,251.47	8,969.00	823,455.32
149	9/ 4/26	0.00	0.00	0.00	814,486.32	2,257.64	11,226.64	825,712.96
	2026	287,449.75	254,137.54	33,312.21		29,809.25		
150	10/ 4/26	143,724.87	130,234.40	13,490.47	684,251.92	2,263.83	0.00	684,251.92
151	11/ 4/26	0.00	0.00	0.00	684,251.92	1,875.99	1,875.99	686,127.91
152	12/ 4/26	0.00	0.00	0.00	684,251.92	1,881.13	3,757.12	688,009.04
153	1/ 4/27	0.00	0.00	0.00	684,251.92	1,886.29	5,643.42	689,895.34
154	2/ 4/27	0.00	0.00	0.00	684,251.92	1,891.46	7,534.88	691,786.80
155	3/ 4/27	0.00	0.00	0.00	684,251.92	1,896.65	9,431.53	693,683.45
156	4/ 4/27	143,724.87	132,391.50	11,333.38	551,860.42	1,901.85	0.00	551,860.42
157	5/ 4/27	0.00	0.00	0.00	551,860.42	1,513.02	1,513.02	553,373.44
158	6/ 4/27	0.00	0.00	0.00	551,860.42	1,517.17	3,030.18	554,890.61
159	7/ 4/27	0.00	0.00	0.00	551,860.42	1,521.33	4,551.51	556,411.93
160	8/ 4/27	0.00	0.00	0.00	551,860.42	1,525.50	6,077.00	557,937.43
161	9/ 4/27	0.00	0.00	0.00	551,860.42	1,529.68	7,606.68	559,467.11
	2027	287,449.75	262,625.90	24,823.85		21,203.89		
162	10/ 4/27	143,724.87	134,584.32	9,140.55	417,276.11	1,533.87	0.00	417,276.11
163	11/ 4/27	0.00	0.00	0.00	417,276.11	1,144.03	1,144.03	418,420.14
164	12/ 4/27	0.00	0.00	0.00	417,276.11	1,147.17	2,291.20	419,567.31
165	1/ 4/28	0.00	0.00	0.00	417,276.11	1,150.31	3,441.51	420,717.62
166	2/ 4/28	0.00	0.00	0.00	417,276.11	1,153.47	4,594.98	421,871.09
167	3/ 4/28	0.00	0.00	0.00	417,276.11	1,156.63	5,751.61	423,027.72
168	4/ 4/28	143,724.87	136,813.46	6,911.41	280,462.64	1,159.80	0.00	280,462.64
169	5/ 4/28	0.00	0.00	0.00	280,462.64	768.94	768.94	281,231.58
170	6/ 4/28	0.00	0.00	0.00	280,462.64	771.04	1,539.98	282,002.62
171	7/ 4/28	0.00	0.00	0.00	280,462.64	773.16	2,313.14	282,775.78

Interest Rate: **3.2900% (Monthly)**

Per	Date	Payment	Principal	Interest	Principal Balance	Accrued Interest	Accrued Int Bal	Net Balance
172	8/ 4/28	0.00	0.00	0.00	280,462.64	775.28	3,088.41	283,551.06
173	9/ 4/28	0.00	0.00	0.00	280,462.64	777.40	3,865.81	284,328.46
	2028	287,449.75	271,397.78	16,051.97		12,311.10		
174	10/ 4/28	143,724.87	139,079.52	4,645.35	141,383.12	779.53	0.00	141,383.12
175	11/ 4/28	0.00	0.00	0.00	141,383.12	387.63	387.63	141,770.75
176	12/ 4/28	0.00	0.00	0.00	141,383.12	388.69	776.31	142,159.43
177	1/ 4/29	0.00	0.00	0.00	141,383.12	389.75	1,166.07	142,549.19
178	2/ 4/29	0.00	0.00	0.00	141,383.12	390.82	1,556.89	142,940.01
179	3/ 4/29	0.00	0.00	0.00	141,383.12	391.89	1,948.78	143,331.90
180	4/ 4/29	143,724.87	141,383.12	2,341.75	0.00	392.97	0.00	0.00
	2029	287,449.75	280,462.64	6,987.10		3,121.29		
	Totals:	4,168,021.31	3,235,000.00	933,021.31		933,021.31		

7335B 70322-002

EQUIPMENT ACCEPTANCE NOTICE

TO: BancorpSouth Equipment Finance, a division of BancorpSouth Bank

RE: Equipment Lease-Purchase Agreement dated as of _____ .

City of Gautier, Mississippi (the "Lessee"), acting by and through the Mayor and City Council, the Governing Body of the Lessee, hereby acknowledge receipt in good condition and working order of the equipment (the "Equipment") as listed on Exhibit "C-1" attached hereto and made a part hereof and further described in the invoices attached hereto and made a part hereof. The Equipment is subject to the Equipment Lease-Purchase Agreement dated as of _____ between Lessor and Lessee. Lessee certifies to Lessor that the Lessee has inspected the Equipment and that the Equipment is acceptable and approves supplier's(s') invoices for the Equipment and requests that Lessor make payment of such invoices.

Lessee further acknowledges that it selected the Equipment so received. LESSEE AGREES THAT LESSOR MADE NO REPRESENTATIONS AND WARRANTIES WHATEVER, DIRECTLY OR INDIRECTLY, EXPRESS OR IMPLIED, AS TO THE SUITABILITY, DURABILITY, FITNESS FOR USE, MERCHANTABILITY, CONDITION, QUALITY, OR OTHERWISE OF SUCH EQUIPMENT. LESSEE SPECIFICALLY WAIVES ALL RIGHT TO MAKE ANY CLAIM AGAINST LESSOR ITS ASSIGNS FOR BREACH OF ANY WARRANTY, OR TO INTERPOSE OR ASSERT ANY SUCH DEFENSE, COUNTERCLAIM OR SETOFF.

LESSEE:

City of Gautier, Mississippi

By: _____

Title: _____

Date: _____

EXHIBIT C-1

City of Gautier, Mississippi

Master Lease Number: 7335B Schedule Number: 02

Energy Services Contract / Water Meters