

Exhibit C

Comparative exhibits demonstrating discrepancies between:

- the executed August 2022 “GCRF-20-09 Grant Agreement” approved by the Board of Aldermen,
- the later July 2023 “GCRF-20-09 Amended and Restated Grant Agreement,”
- and the internally inconsistent “Exhibit 11-c” attached to the official May 17, 2022 Recess Meeting minutes packet.

The exhibits show that the version attached to the official minutes combines a 2022 “Grant Agreement” cover page with substantive pages originating from the later 2023 “Amended and Restated Grant Agreement.”

GCRF-20-09 August 2022 Cover Page and 1st Page

**MISSISSIPPI DEVELOPMENT AUTHORITY
GULF COAST RESTORATION FUND PROGRAM**

GRANT AGREEMENT

**City of Ocean Spring & OHOS Development, LLC
Jackson County, Mississippi
GCRF-20-09**

This Grant Agreement ("Agreement"), dated as of January 27, 2022, by and between the Mississippi Development Authority (acting for and on behalf of the State of Mississippi ("MDA") and the City of Ocean Springs and OHOS Development, LLC as set forth in Item 1 of Annex A (the "Entity")

WITNESSETH:

WHEREAS, the Gulf Coast Restoration Fund, Section 57-119-1, Mississippi Code of 1972, as amended, was created for the purpose of funding programs or projects that are located in the Gulf Coast region as defined in the federal RESTORE Act, or twenty-five (25) miles from the northern boundaries of the three (3) coastal counties of Harrison, Hancock and Jackson, but not limited to expand beyond the boundaries of Hancock, Harrison, Jackson, Pearl River, Stone and George Counties; and

WHEREAS, these funds are provided for assistance to local units of government, nongovernmental organizations, institutions of higher learning, community colleges, ports, airports, public-private partnerships, private for-profit entities, private nonprofit entities and local economic development entities; and

WHEREAS, MDA is authorized to administer the Gulf Coast Restoration Fund monies upon appropriation by the Legislature; and

WHEREAS, pursuant to Section 18 of Senate Bill 2977 2020 Regular Session of the Mississippi Legislature, the Legislature appropriated Two Million Dollars (\$2,000,000) to assist the City of Ocean Springs and OHOS Development, LLC with its Public/Private Development Project; and

WHEREAS, pursuant to Section 21 of Senate Bill 2951 2021 Regular Session of the Mississippi Legislature, the Legislature reappropriated Two Million Dollars (\$2,000,000) to assist the City of Ocean Springs and OHOS Development, LLC with its Public/Private Development Project; and

WHEREAS, pursuant to Section 3 of Senate Bill 3049 2022 Regular Session of the Mississippi Legislature, the Legislature reappropriated Two Million Dollars (\$2,000,000) to assist the City of Ocean Springs and OHOS Development, LLC with its Public/Private Development Project; and

WHEREAS, pursuant to the Gulf Coast Restoration Fund Act, Section 57-119, Mississippi Code of 1972, as amended, and the Gulf Coast Restoration Fund Regulations (the "Regulations") adopted by MDA, the Entity has filed an application (the "Application") with MDA for a grant to be used for the development of the Project, more particularly described in Item 2A of Annex A (the "Project"); and

WHEREAS, based upon the Application and other relevant factors, MDA has agreed to provide the Entity with a grant under the Gulf Coast Restoration Fund in the amount set forth in Item 3 of Annex A (the "Grant") under the terms and conditions set forth in Item 4 of Annex A, in order to fund, in part, and develop the Project; and

GCRF-20-09 July 2023 Cover Page and 1st Page

**MISSISSIPPI DEVELOPMENT AUTHORITY
GULF COAST RESTORATION FUND PROGRAM
AMENDED AND RESTATED GRANT AGREEMENT**

**City of Ocean Springs & OHOS Development, LLC
Jackson County, Mississippi
GCRF-20-09**

This Amended and Restated Grant Agreement ("Agreement"), dated as of July 1, 2023 by and between the Mississippi Development Authority (acting for and on behalf of the State of Mississippi ("MDA"), the City of Ocean Springs and OHOS Development, LLC as set forth in Item 1 of Annex A (the "Entity")

WITNESSETH:

WHEREAS, the Gulf Coast Restoration Fund, Section 57-119-1, Mississippi Code of 1972, as amended, was created for the purpose of funding programs or projects that are located in the Gulf Coast region as defined in the federal RESTORE Act, or twenty-five (25) miles from the northern boundaries of the three (3) coastal counties of Harrison, Hancock and Jackson, but not limited to expand beyond the boundaries of Hancock, Harrison, Jackson, Pearl River, Stone and George Counties; and

WHEREAS, these funds are provided for assistance to local units of government, nongovernmental organizations, institutions of higher learning, community colleges, ports, airports, public-private partnerships, private for-profit entities, private nonprofit entities and local economic development entities; and

WHEREAS, MDA is authorized to administer the Gulf Coast Restoration Fund monies upon appropriation by the Legislature; and

WHEREAS, pursuant to Section 18 of Senate Bill 2977 2020 Regular Session of the Mississippi Legislature, the Legislature appropriated Two Million Dollars (\$2,000,000) to assist the City of Ocean Springs and OHOS Development, LLC with its Public/Private Development Project (Phase I); and

WHEREAS, pursuant to Section 21 of Senate Bill 2951 2021 Regular Session of the Mississippi Legislature, the Legislature reappropriated Two Million Dollars (\$2,000,000) to assist the City of Ocean Springs and OHOS Development, LLC with its Public/Private Development Project (Phase I); and

WHEREAS, pursuant to Section 3 of Senate Bill 3049 2022 Regular Session of the Mississippi Legislature, the Legislature reappropriated Two Million Dollars (\$2,000,000) to assist the City of Ocean Springs and OHOS Development, LLC with its Public/Private Development Project (Phase I); and

WHEREAS, pursuant to Section 4 of Senate Bill 3047 2023 Regular Session of the Mississippi Legislature, the Legislature reappropriated One Million One Hundred Forty-Nine Thousand Nine Hundred Ninety-Nine Dollars (\$1,149,999) to assist the City of Ocean Springs and OHOS Development, LLC with its Public/Private Development Project (Phase I); and

WHEREAS, pursuant to the Gulf Coast Restoration Fund Act, Section 57-119, Mississippi Code of 1972, as amended, and the Gulf Coast Restoration Fund Regulations (the "Regulations") adopted by MDA, the Entity has filed an application (the "Application") with MDA for a grant to be used for the development of the Project, more particularly described in Item 2A of Annex A (the "Project"); and

GCRF-20-09 Cover and 1st Page

Appearing on May 17, 2022 Minutes as Exhibit 11-c

MISSISSIPPI DEVELOPMENT AUTHORITY
GULF COAST RESTORATION FUND PROGRAM

GRANT AGREEMENT

City of Ocean Spring & OHOS Development, LLC
Jackson County, Mississippi
GCRF-20-09

EXHIBIT # 11-c

This Amended and Restated Grant Agreement ("Agreement"), dated as of July 1, 2023 by and between the Mississippi Development Authority (acting for and on behalf of the State of Mississippi ("MDA"), the City of Ocean Springs and OHOS Development, LLC as set forth in Item 1 of Annex A (the "Entity")

WITNESSETH:

WHEREAS, the Gulf Coast Restoration Fund, Section 57-119-1, Mississippi Code of 1972, as amended, was created for the purpose of funding programs or projects that are located in the Gulf Coast region as defined in the federal RESTORE Act, or twenty-five (25) miles from the northern boundaries of the three (3) coastal counties of Harrison, Hancock and Jackson, but not limited to expand beyond the boundaries of Hancock, Harrison, Jackson, Pearl River, Stone and George Counties; and

WHEREAS, these funds are provided for assistance to local units of government, nongovernmental organizations, institutions of higher learning, community colleges, ports, airports, public-private partnerships, private for-profit entities, private nonprofit entities and local economic development entities; and

WHEREAS, MDA is authorized to administer the Gulf Coast Restoration Fund monies upon appropriation by the Legislature; and

WHEREAS, pursuant to Section 18 of Senate Bill 2977 2020 Regular Session of the Mississippi Legislature, the Legislature appropriated Two Million Dollars (\$2,000,000) to assist the City of Ocean Springs and OHOS Development, LLC with its Public/Private Development Project (Phase I); and

WHEREAS, pursuant to Section 21 of Senate Bill 2951 2021 Regular Session of the Mississippi Legislature, the Legislature reappropriated Two Million Dollars (\$2,000,000) to assist the City of Ocean Springs and OHOS Development, LLC with its Public/Private Development Project (Phase I); and

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WHEREAS, pursuant to the Gulf Coast Restoration Fund Act, Section 57-119, Mississippi Code of 1972, as amended, and the Gulf Coast Restoration Fund Regulations (the "Regulations") adopted by MDA, the Entity has filed an application (the "Application") with MDA for a grant to be used for the development of the Project, more particularly described in Item 2A of Annex A (the "Project"); and