



St. Bernard Parish Council

8201 West Judge Perez Drive Chalmette, Louisiana, 70043
(504) 278-4228 Fax (504) 278-4209
www.sbpq.net

#15

Kerri Callais
*Councilmember
at Large*

Richard "Richie" Lewis
*Councilmember
at Large*

Gillis McCloskey
*Councilmember
District A*

Nathan Gorbaty
*Councilmember
District B*

Howard Luna
*Councilmember
District C*

Wanda Alcon
*Councilmember
District D*

**Manuel "Monty"
Montelongo III**
*Councilmember
District E*

Roxanne Adams
Clerk of Council

EXTRACT OF THE OFFICIAL PROCEEDINGS OF THE COUNCIL OF THE PARISH OF ST. BERNARD, STATE OF LOUISIANA, TAKEN AT A REGULAR MEETING HELD IN THE COUNCIL CHAMBERS OF THE ST. BERNARD PARISH GOVERNMENT COMPLEX, 8201 WEST JUDGE PEREZ DRIVE, CHALMETTE, LOUISIANA ON TUESDAY, APRIL 16, 2019 AT THREE O'CLOCK P.M.

On motion of Mr. Gorbaty, seconded by Ms. Callais, it was moved to adopt the following resolution:

RESOLUTION SBPC #1935-04-19

A RESOLUTION GIVING PRELIMINARY APPROVAL TO THE ISSUANCE OF NOT EXCEEDING FOUR MILLION FOUR HUNDRED THOUSAND DOLLARS (\$4,400,000) OF TAXABLE LIMITED TAX CERTIFICATES OF INDEBTEDNESS OF THE PARISH OF ST. BERNARD, STATE OF LOUISIANA; PROVIDING CERTAIN TERMS OF SAID CERTIFICATES; MAKING APPLICATION TO THE STATE BOND COMMISSION FOR APPROVAL OF SAID CERTIFICATES; AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, the Parish of St. Bernard, State of Louisiana (the "Parish" or the "Issuer") desires to incur debt and issue not exceeding Four Million Four Hundred Thousand Dollars (\$4,400,000) of its Taxable Limited Tax Certificates of Indebtedness (the "Certificates"), pursuant to Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "Act"), and other constitutional and statutory authority, for the purpose of maintaining and operating fire protection facilities and paying the costs incurred in connection with the issuance thereof, as set out in the Proposition approved by the voters on December 8, 2012, said Certificates to be payable from the irrevocable pledge and dedication of the funds to be derived from the levy and collection of a special 20 mills tax (such rate being subject to adjustment from time to time due to reassessment) authorized to be levied each year through the year 2022 (the "Tax") within the corporate boundaries of the Issuer, to mature no later than March 1, 2020; and,

WHEREAS, the Issuer is not now a party to any contract pledging or dedicating the revenues of the Tax, except its outstanding Limited Tax Certificates of Indebtedness, Series 2014; and,

WHEREAS, the Issuer desires to make formal application to the State Bond Commission for approval of the Certificates;



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NOW, THEREFORE, BE IT RESOLVED by the Parish Council of the Parish of St. Bernard, State of Louisiana (the "Governing Authority"), acting as the governing authority of the Parish of St. Bernard, State of Louisiana (the "Issuer"), that:

SECTION 1. Preliminary approval is given to the issuance of not exceeding \$4,400,000 aggregate principal amount of Taxable Limited Tax Certificates of Indebtedness of the Issuer (the "Certificates"), pursuant to Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, to be issued for the purpose of maintaining and operating fire protection facilities and paying the costs incurred in connection with the issuance thereof, as set out in the Proposition approved by the voters on December 8, 2012, said Certificates to be payable, equally with the Issuer=s outstanding Limited Tax Certificates of Indebtedness, Series 2014, from the irrevocable pledge and dedication of the funds to be derived from the levy and collection of a special 20 mills tax (such rate being subject to adjustment from time to time due to reassessment) authorized to be levied each year through the year 2022 (the "Tax") within the corporate boundaries of the Issuer. The Certificates shall bear interest at a rate or rates not to exceed 3.50% per annum, to be determined by subsequent proceedings of this Governing Authority at the time of the sale of the Certificates, and shall mature no later than March 1, 2020. The Certificates shall be issued in fully registered form, shall be sold to the purchasers thereof at a price of not less than par, plus accrued interest, and shall have such additional terms and provisions as may be determined by this Governing Authority.

SECTION 2. The Parish President and the Clerk of Council of the Parish are each hereby further authorized and directed, for and on behalf of the Parish, to accept, receive, execute, seal, attest and deliver all such documents, certificates and other instruments as are required in connection with the borrowing authorized herein, and to take such further action as may be appropriate or required by law in connection therewith.

SECTION 3. Application be and the same is hereby formally made to the State Bond Commission, Baton Rouge, Louisiana, for its consent and authority to issue and sell the aforesaid issue of Certificates, and a certified copy of this resolution shall be forwarded to the State Bond Commission on behalf of the Issuer, together with a letter requesting the prompt consideration and approval of this application. By virtue of applicant/issuer=s application for, acceptance and utilization of the benefits of the Louisiana State Bond Commissions approval(s) resolved and set forth herein, it resolves that it understands and agrees that such approval(s) are expressly conditioned upon, and it further resolves that it



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understands, agrees and binds itself, its successors and assigns to, full and continuing compliance with the "State Bond Commission Policy on Approval of Proposed Use of Swaps, or other forms of Derivative Products Hedges, Etc.", adopted by the Commission on July 20, 2006, as to the borrowing(s) and other matter(s) subject to the approval(s), including subsequent application and approval under said Policy of the implementation or use of any swap(s) or other product(s) or enhancement(s) covered thereby.

SECTION 4. This Governing Authority finds and determines that a real necessity exists for the employment of special counsel in connection with the issuance of the Bonds, and accordingly, Foley & Judell, L.L.P., of New Orleans, Louisiana, as Bond Counsel, is hereby employed to do and perform work of a traditional legal nature as bond counsel with respect to the issuance and sale of said Bonds. Said Bond Counsel shall prepare and submit for adoption all of the proceedings incidental to the authorization, issuance, sale and delivery of such Bonds, shall counsel and advise the Issuer as to the issuance and sale thereof and shall furnish its opinions covering the legality of the issuance of the Bonds. The fee of Bond Counsel for each series of bonds shall be fixed at a sum not exceeding the fee allowed by the Attorney General's fee guidelines for such bond counsel work in connection with the issuance of revenue bonds and based on the amount of said Bonds actually issued, sold, delivered and paid for, plus "out-of-pocket" expenses, said fees to be contingent upon the issuance, sale and delivery of said Bonds. The Director of Finance hereby agrees to and accepts the terms of the engagement letter of Bond Counsel appended hereto. A certified copy of this resolution shall be submitted to the Attorney General of the State of Louisiana for his written approval of said employment and of the fees herein designated, and the Director of Finance shall provide for payment of the work herein specified upon completion thereof and under the conditions herein enumerated.

The above and foregoing having been submitted to a vote, the vote thereupon resulted as follows:

YEAS: Gorbaty, Luna, Montelongo, Callais

NAYS: None

ABSENT: McCloskey, Alcon

The Council Chair, Mr. Lewis, cast his vote as **YEA**.

And the motion was declared **adopted** on the 16th day of April, 2019.



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CERTIFICATE

I HEREBY CERTIFY that the above and foregoing is a true and correct copy of a motion adopted at a Regular Meeting of the Council of the Parish of St. Bernard, held at Chalmette, Louisiana, on Tuesday, April 16, 2019.

Witness my hand and the seal of the Parish of St. Bernard on this 16th day of April, 2019.

ROXANNE ADAMS
CLERK OF COUNCIL

EXHIBIT A

April 16, 2019

Blair Ellinwood, Director of Finance
St. Bernard Parish
8201 W. Judge Perez Drive
Chalmette, Louisiana 70043

Re: Proposed Taxable Limited Tax Certificates of
Indebtedness, Series 2019, of the Parish of St.
Bernard, State of Louisiana

Dear Blair:

The purpose of this engagement letter is to set forth certain matters concerning the role we will serve and the legal services we will provide as bond counsel to the Parish of St. Bernard, State of Louisiana (the "Issuer") in connection with the issuance of the captioned certificate (the "Certificate"). We understand that the Certificate will be issued for the purpose (the "Project") described in the resolution adopted by the Parish Council of the Parish of St. Bernard, State of Louisiana (the "Governing Authority"), acting as the governing authority of the Issuer, on April 16, 2019.

As bond counsel, we will prepare and submit to the Governing Authority for adoption all of the legal proceedings required for the authorization, issuance, sale and delivery of the Certificate and provide advice of a traditional legal nature as to the issuance and sale of the Certificate. Our job is principally to render certain opinions to the Issuer regarding (i) the validity of the Certificate under applicable Louisiana law and (ii) other matters as may be applicable. The opinion will be based on facts and law existing as of its date. In rendering such opinion, we will rely upon the certified proceedings and other certifications of public officials and other persons furnished to our firm without undertaking to verify the same by independent investigation, and we will assume continuing compliance by the Issuer with applicable laws and other resolutions relating to the Certificate. During the course of this engagement, we will rely upon the staff of the Issuer and the Governing Authority to provide us with complete and timely information on all developments pertaining to any aspect of the Certificate.

In our engagement as bond counsel, we will:

Confer with members of the working group, including you and other officials of the Issuer, relating to the Project and review legal issues relating to the structure of the Certificate issue;

Prepare the Preliminary Approval Resolution and Certificate Resolution and all related financing documents (collectively, the "Certificate Documents");

Attend meetings of the Governing Authority at which the Certificate Documents are adopted;

Prepare the application for approval of the issuance of the Certificate by the State Bond Commission and attend the State Bond Commission meeting at which such approval will be considered;

Prepare the closing index and various closing certificates and supervise the execution of certain closing documents by the various parties thereto;

Prepare the Certificate and supervise their execution and authentication,

Prepare complete transcripts of record covering the issuance of the Certificate and furnishing the transcripts to various parties in connection therewith; and

Submit post-closing reports to the State Bond Commission, if required.

Our fee as bond counsel is based upon the terms, structure, size and schedule of the financing, the services provided, and the responsibilities assumed; however, our fee will not exceed that permitted by guidelines set forth by the Attorney General of the State of Louisiana and is subject to his approval. Our fee as bond counsel is a "contingent fee," meaning you are required to pay for our legal services only in the event the Certificate is actually sold and delivered. Other vendors or members of the working group may charge additional fees or costs for their services

We will continue to serve as bond counsel until the delivery of the Certificate; however, the Issuer and our firm each have the right to terminate this engagement at any time after providing reasonable advanced written notice, subject to the applicable rules of professional responsibility. Upon conclusion or termination of our representation of the Issuer, papers and property furnished by the Issuer will be returned promptly upon request.

Please note that we are not municipal advisors, and we do not render financial advice or other financial services to the Issuer; however, in the course of providing traditional legal services, we may provide factual information that is not specifically tailored to the Certificate or that does not rise to the level of a recommendation concerning a course of action. We will, however, analyze, discuss and advise the Issuer regarding the legal ramifications of the structure, timing, terms and other provisions of the Certificate, as these functions are essential to developing a plan of finance.

Applicable ethical rules in Louisiana prohibit us from undertaking this representation if we represent another party that is directly adverse to the Issuer or if there is a significant risk that other considerations will materially limit our representation of the Issuer. As you are aware, our firm represents many political subdivisions, including others in St. Bernard Parish. At this time, we do not believe any other current or past engagement of our firm adversely affects our ability to represent the Issuer as provided in this letter; however, we invite you to discuss any concerns you have with us. If this letter is acceptable to the Issuer, please so indicate by executing where indicated below and returning a copy to us, retaining the original for your files. We appreciate the opportunity to serve the Issuer and look forward to working with you.

In the interest of facilitating our services to you, we may (i) send documents, information or data electronically or via the Internet or (ii) store electronic documents or data via computer software applications hosted remotely or utilize cloud-based storage. Confidential electronic documents or data of the Issuer may be transmitted or stored using these methods. We may use third party service providers to store or transmit these documents or data. In using these electronic communication and storage methods, we employ reasonable efforts to keep such communications, documents and data secure in accordance with our obligations under applicable laws, regulations, and professional standards; however, the Issuer recognizes and accepts that we have no control over the unauthorized interception or breach of any communications, documents or data once it has been transmitted or if it has been subject to unauthorized

access while stored, notwithstanding all reasonable security measures employed by us or by our third party service providers. By acceptance of this letter, the Issuer consents to our use of these electronic devices and applications and submission of confidential client information to or through third party service providers during this engagement.

FOLEY & JUDELL, L.L.P.

BY: _____
C. GRANT SCHLUETER, PARTNER

ACCEPTED AND APPROVED:

**PARISH OF ST. BERNARD,
STATE OF LOUISIANA**

BY: _____
NAME: BLAIR ELLINWOOD
TITLE: DIRECTOR OF FINANCE

DATED: APRIL 16, 2019



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I, the undersigned Clerk of Council of the Parish of St. Bernard, State of Louisiana, do hereby certify that the foregoing pages constitute a true and correct copy of a resolution adopted by the Parish Council of the Issuer on April 16, 2019, giving preliminary approval to the issuance of not exceeding \$4,400,000 of Taxable Limited Tax Certificates of Indebtedness of the Parish of St. Bernard, State of Louisiana; providing certain terms of said certificates; making application to the State Bond Commission for approval of said Certificates; and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature on this, the 16th day of April, 2019.



Clerk of Council