



St. Bernard Parish Council

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

#12

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, MARCH 19, 2019 AT THREE O'CLOCK P.M.

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

RESOLUTION SBPC #1921-03-19

A RESOLUTION DECLARING THE INTENTION OF THE PARISH OF ST. BERNARD, STATE OF LOUISIANA, TO ISSUE TAXABLE UTILITIES REVENUE BONDS, IN ONE OR MORE SERIES, IN AN AMOUNT NOT TO EXCEED SIX MILLION DOLLARS (\$6,000,000) FOR THE PURPOSE OF PAYING THE COST OF CONSTRUCTING, ACQUIRING, EXTENDING AND IMPROVING THE SEWER PORTION OF THE COMBINED WATER AND SEWER SYSTEM OF SAID PARISH; AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, the Parish of St. Bernard, State of Louisiana (the "Issuer") now owns and operates a combined waterworks plant system and sewer system (the "System") as a revenue-producing work of public improvement; and

WHEREAS, the Parish Council of the Parish of St. Bernard, State of Louisiana, as governing authority of the Issuer, proposes that bonds, or other evidence of indebtedness, will be issued by the Issuer in the manner prescribed by and under the authority of Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended (La. R.S. 39:501, et seq.), and other constitutional and statutory authority (collectively, the "Act"), payable solely from the income and revenues to be derived from the operation of the System, subject to the prior payment of the reasonable and necessary expenses of operating and maintaining the System; and

WHEREAS, the Issuer has heretofore issued not exceeding \$11,000,000 of Taxable Utilities Revenue Bonds, Series 2015, not exceeding \$10,000,000 of Taxable Utilities Revenue Bonds, Series 2015A and not exceeding \$13,000,000 of Taxable Utilities Revenue Bonds, Series 2017 (collectively, the "Outstanding Bonds"); and

WHEREAS, this governing authority now desires to give notice of intention pursuant to the Act to issue not exceeding \$6,000,000 of bonds or other indebtedness to finance improvements to the sewer portion of the System; and

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at Large

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Councilmember
at Large

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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



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

SECTION 1. Intent to Issue Revenue Bonds. Pursuant to and in compliance with the provisions of the Act, this Parish Council does hereby declare its intention to issue not exceeding Six Million Dollars (\$6,000,000) of Taxable Utilities Revenue Bonds, or other evidences of indebtedness (collectively, the "Bonds"), in the name of the Issuer, in one or more series, the proceeds of which, will be used to pay the cost of constructing, acquiring, extending and improving the sewer portion of the System and paying costs of issuance of the Bonds.

The Bonds shall be limited and special revenue bonds of the Issuer, which, together with the Outstanding Bonds, shall be secured by and payable in principal and interest solely from the income and revenues derived or to be derived by the Issuer from the operation of the System, after paying the reasonable and necessary expenses of operating and maintaining the System. The Bonds shall not be a charge on the other income and revenues of the Issuer, nor shall they constitute an indebtedness or pledge of the general credit of the Issuer. The Bonds shall be of such series, bear such dates, mature at such time or times, not to exceed twenty-two (22) years from their date of issuance, bear interest at such rate or rates not exceeding ninety-five hundredths percent (0.95%) per annum, be sold at such price or prices, be in such denomination or denominations, be in fully registered form, carry such registration privileges, be payable in such medium of payment and at such place or places, be subject to such terms of redemption and be entitled to such priorities on the income and revenues of the System as the Issuer may provide by ordinance(s) adopted at the time or times of issuance of the Bonds.

The Issuer will, in such ordinance(s), enter into such covenants with the future owner or owners of the Bonds as to the management and operation of the System, the imposition and collection of fees and charges for the products, commodities or services furnished thereby, the disposition of such fees and revenues, the issuance of future bonds and the creation of future liens and encumbrances against the System and the revenues thereof, the carrying of insurance on the properties constituting the System, the disposition of the proceeds of insurance and other pertinent matters as may be deemed necessary by this Parish Council to assure the marketability of the Bonds, consistent with the provisions of the Act and other applicable laws and regulations. Such ordinance(s) will also include remedies in case of default, provision for the issuance of parity bonds, and such additional covenants, agreements and provisions as are judged advisable or necessary by the Issuer for the security of the registered owners of the

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Bonds, including sinking funds and reserves for the payment of principal and interest on the Bonds and an adequate depreciation fund for those repairs, extensions and improvements to the System as may be necessary to assure adequate and efficient service to the public, all as provided by the Act.

SECTION 2. Sale of Bonds. The Bonds will be sold at a private sale to the Clean Water State Revolving Loan Fund, and may be issued and sold in installments as needed, all as provided for in the Act and other statutory authority.

SECTION 3. Public Hearing. This Parish Council will meet in open and public session, on TUESDAY, APRIL 16, 2019 at THREE O'CLOCK (3:00) P.M., at the Council Chambers of the St. Bernard Parish Government Complex, 8201 West Judge Perez Drive, Chalmette, Louisiana, or at an earlier or later regular or special meeting of the Parish Council to be determined by the Parish Council, in consultation with bond counsel and duly advertised in the manner provided by law, to hear any objections to the proposed issuance of the Bonds; provided, however, if at such hearing a petition or petitions duly signed by the electors of the Issuer in an aggregate number not less than five percent (5%) of the number of the electors of the Issuer voting in the last election held in the Issuer object to the issuance of the Bonds, then the Bonds shall not be issued until approved by a vote of a majority of the qualified electors of the Issuer who vote at a special election held for that purpose in the manner provided by Chapter 6-A, Title 18 of the Louisiana Revised Statutes of 1950. Any such petition shall be accompanied by a certificate of the St. Bernard Parish Registrar of Voters certifying that the signers of the petition are registered electors of the Issuer and the number of signers amounts to not less than five percent (5%) of the registered voters that voted in the last election held in the Issuer, all as provided by the Act.

SECTION 4. Notice of Intention. The Issuer is hereby authorized, empowered and directed to publish an appropriate notice of the intention of the Issuer to issue the Bonds in accordance with the provisions of this resolution and the Act. Such notice of intention shall be published in four (4) consecutive weekly issues of the official journal of the Issuer or of a newspaper of general circulation in St. Bernard Parish, and shall be in substantially the following form, with any such changes as may be necessary upon the advice of bond counsel:



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* * * * *

NOTICE OF INTENTION TO ISSUE NOT EXCEEDING \$6,000,000 OF TAXABLE UTILITIES REVENUE BONDS OF THE PARISH OF ST. BERNARD, STATE OF LOUISIANA

As provided by a resolution adopted by the Parish Council of the Parish of St. Bernard, State of Louisiana, acting as the governing authority of the Parish of St. Bernard, State of Louisiana (the "Issuer"), on March 19, 2019, the Issuer HEREBY DECLARES ITS INTENTION to issue up to Six Million Dollars (\$6,000,000) of Taxable Utilities Revenue Bonds (the "Bonds"), for the purpose of paying the cost of constructing, acquiring, extending and improving the sewer portion of the combined water and sewer system of the Issuer (the "System") and paying the costs of issuance of the Bonds.

The Bonds shall be limited and special revenue bonds of the Issuer, which, together with the Issuer's (i) Taxable Utilities Revenue Bonds, Series 2015, (ii) Taxable Utilities Revenue Bonds, Series 2015A and (iii) Taxable Utilities Revenue Bonds, Series 2017, shall be secured by and payable solely from the income and revenues to be derived from the operation of the System, subject to the prior payment of the reasonable and necessary expenses of operating and maintaining the System. The Bonds will not be a charge on the other income and revenues of the Issuer, nor shall they constitute an indebtedness or pledge of the general credit of the Issuer. The Bonds will be issued pursuant to Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended (La. R.S. 39:501, et seq.), and other constitutional and statutory authority (collectively, the "Act").

The Bonds will be issued and authorized by ordinance(s) adopted by the governing authority of the Issuer, in one or more series, will mature up to twenty-two (22) years from their date of issuance, will bear interest at rates up to ninety-five hundredths percent (0.95%), and will be subject to prepayment anytime without penalty.

As provided by the Act, all of the other details of the Bonds will be set forth in the ordinance(s) authorizing their issuance, including the following: covenants relating to the management and operation of the System, the imposition and collection of fees and charges from the System's customers, the expenditure of such fees and charges, the issuance of future bonds and the creation of future liens and encumbrances against the System and all other pertinent matters as may be necessary to the authorization and issuance of the Bonds.



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The Bonds are expected to be sold at a private sale, as provided for in the Act, to the Clean Water State Revolving Loan Fund, and the Bonds will also be approved by the State Bond Commission prior to their delivery.

THE PUBLIC IS HEREBY NOTIFIED that the governing authority of the Issuer will meet in open and public session on TUESDAY, APRIL 16, 2019 at THREE O'CLOCK (3:00) P.M., at the Council Chambers of the St. Bernard Parish Government Complex, 8201 West Judge Perez Drive, Chalmette, Louisiana, or at another regular or special meeting of the governing authority as may be determined by the Parish Council of the Issuer in consultation with bond counsel and duly advertised in the manner provided by law, to hear any objections to the proposed issuance of the Bonds. If at such hearing a petition duly signed by electors of the Issuer in a number not less than five percent (5%) of the number of such electors voting in the last election object to the issuance of the Bonds, then the Bonds shall not be issued until approved at an election held for that purpose. Any such petition must be accompanied by a certificate of the St. Bernard Parish Registrar of Voters certifying that the signers of the petition(s) are registered electors of the Issuer and the number of signers amounts to not less than five percent (5%) of the registered voters that voted in the last election held in the Issuer, all as provided by the Act.

PARISH OF ST. BERNARD, STATE OF LOUISIANA

* * * * *

SECTION 5. State Bond Commission. Application is hereby made to the State Bond Commission, Baton Rouge, Louisiana, for approval of not to exceed \$6,000,000 of Taxable Utilities Revenue Bonds of the Issuer (or such lesser amount as may be determined by the Parish Council), to mature on or before twenty-two (22) years from the date thereof and to bear interest at a rate not to exceed ninety-five hundredths percent (0.95%) per annum, as described above. A certified copy of this resolution shall be submitted to the State Bond Commission, together with a request for prompt consideration and approval of this application.

By virtue of the Issuer's application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission's approval(s) resolved and set forth herein, it resolves that the Issuer understands and agrees that such approval(s) are expressly conditioned upon, and it further resolves that it 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 State Bond Commission on July 20, 2006, as to the borrowing(s) and other matter(s) subject to the approval(s), including subsequent application and



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approval under said Policy of the implementation or use of any swap(s) or other product(s) or enhancement(s) covered thereby.

SECTION 6. Employment of Bond Counsel. This Parish Council 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 to this Parish Council for adoption all of the proceedings incidental to the authorization, issuance, sale and delivery of such Bonds, shall counsel and advise this Parish Council 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 is hereby authorized and directed to execute, and this Parish Council 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 is hereby empowered and directed to provide for payment of the work herein specified upon completion thereof and under the conditions herein enumerated without further approval of this Parish Council.

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

YEAS: McCloskey, Gorbaty, Luna, Montelongo

NAYS: None

ABSENT: Alcon, Callais

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

And the motion was declared adopted on the 19th day of March, 2019.

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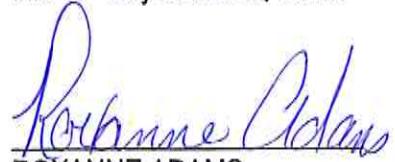
Manuel "Monty" Montelongo III
*Councilmember
District E*

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Clerk of Council

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, March 19, 2019.

Witness my hand and the seal
of the Parish of St. Bernard on
this 19th day of March, 2019.


ROXANNE ADAMS
CLERK OF COUNCIL

March 19, 2019

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

Re: Not exceeding \$6,000,000 of Taxable Utilities
Revenue Bonds 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 bonds (the "Bonds"). We understand that the Bonds 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 March 19, 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 Bonds and provide advice of a traditional legal nature as to the issuance and sale of the Bonds. Our job is principally to render certain opinions to the Issuer regarding (i) the validity of the Bonds under applicable Louisiana law and (ii) other matters as may be applicable. The bond 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 Bonds. During the course of this engagement, we will rely upon the staff of the Issuer and the members of the Governing Authority to provide us with complete and timely information on all developments pertaining to any aspect of the Bonds.

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 Bond issue;
- Prepare the Issuing Bond Ordinance and all related financing documents (collectively, the "Bond Documents");
- Attend meetings of the Governing Authority at which the Bond Documents are adopted;
- Prepare the application for approval of the issuance of the Bonds 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 Bonds and supervise their execution and authentication;
- Prepare complete transcripts of record covering the issuance of the Bonds and furnishing the transcripts to various parties in connection therewith; and
- Submit applicable post-closing reports to the State Bond Commission.

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 Bonds are 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 Bonds; 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 to the Issuer that is not specifically tailored to the Bonds or that does not rise to the level of a recommendation concerning a course of action. We will, however, analyze and advise the Issuer regarding the legal ramifications of the structure, timing, terms and other provisions of the Bonds, 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 the State of Louisiana and many other 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.

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.

If this letter is acceptable to the Issuer, please so indicate by executing below and returning a copy to us, retaining an original for your files. We appreciate the opportunity to serve the Issuer and look forward to working with you.

FOLEY & JUDELL, L.L.P.

BY: _____
C. GRANT SCHLUETER, PARTNER

ACCEPTED AND APPROVED:
PARISH OF ST. BERNARD, ST. OF LOUISIANA

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

DATED: MARCH 19, 2019



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STATE OF LOUISIANA
PARISH OF ST. BERNARD

Richard "Richie" Lewis
*Councilmember
at Large*

I, the undersigned Clerk of the Council of the Parish of St. Bernard, State of Louisiana (the "Issuer"), 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 March 19, 2019, declaring the intention of the Parish of St. Bernard, State of Louisiana, to issue Taxable Utilities Revenue Bonds, in one or more series, in an amount not to exceed Six Million Dollars (\$6,000,000) for the purpose of paying the cost of constructing and acquiring additions, extensions and improvements to the sewer portion of the combined water and sewer system of said Parish; and providing for other matters in connection therewith.

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