



St. Bernard Parish Council

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

#13

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

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

RESOLUTION SBPC #1922-03-19

A RESOLUTION MAKING APPLICATION TO THE STATE BOND COMMISSION FOR CONSENT AND AUTHORITY TO ISSUE NOT EXCEEDING TEN MILLION DOLLARS (\$10,000,000) OF TAXABLE SALES TAX BONDS, IN ONE OR MORE SERIES, OF THE PARISH OF ST. BERNARD, STATE OF LOUISIANA; 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") and desires to construct and acquire improvements and replacements to the drinking water portion of the System; 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"); and

WHEREAS, pursuant to the Act, and subject to the approval of the State Bond Commission, the Issuer desires to issue not exceeding Ten Million Dollars (\$10,000,000) of its Taxable Sales Tax Bonds, in one or more series (the "Bonds"), to be payable from and secured by an irrevocable pledge and dedication of the net avails or proceeds of the Issuer's special one-half of one percent ($\frac{1}{2}\%$) sales and use tax now being levied and collected by the Issuer (the "Tax"), pursuant to Article VI, Section 29 of the Louisiana Constitution of 1974 and pursuant to an election held in the Issuer on November 3, 1998, subject only to the prior payment of the reasonable and necessary costs and expenses of collecting and administering the sales tax (the "Net Revenues of the Tax"); and

WHEREAS, the Issuer has no outstanding bonds or other obligations of any kind or nature payable from or enjoying a lien on the Net Revenues of the Tax herein pledged, except the Issuer's outstanding Sales Tax Refunding Bonds, Series 2008 (the "Outstanding Bonds"); and



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WHEREAS, the Issuer desires to prepay the Outstanding Bonds prior to the issuance of the Bonds; and

WHEREAS, the Issuer wishes to make application to the State Bond Commission for consent and authority to issue the Bonds;

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. Preliminary Approval of the Bonds. Preliminary approval is given to the issuance of not exceeding Ten Million Dollars (\$10,000,000) of Taxable Sales Tax Bonds, in one or more series, of the Parish of St. Bernard, State of Louisiana, for the purpose of paying the cost of constructing, acquiring, extending and improving the drinking water portion of the combined water and sewer system of the Issuer (the "System") and paying the costs of issuance of the Bonds, all in accordance with the provisions of the Act. The Bonds, together with the Outstanding Bonds (unless said Outstanding Bonds are prepaid prior to the delivery of the Bonds), shall be payable from and secured by an irrevocable pledge and dedication of the net avails or proceeds of the Issuer's special one-half of one percent ($\frac{1}{2}\%$) sales and use tax now being levied and collected by the Issuer, pursuant to Article VI, Section 29 of the Louisiana Constitution of 1974 and pursuant to an election held in the Issuer on November 3, 1998, subject only to the prior payment of the reasonable and necessary costs and expenses of collecting and administering the sales tax. The Bonds shall bear interest at a rate or rates not to exceed 2.45% per annum (which figure includes an administrative fee of not exceeding $\frac{1}{2}\%$ per annum on the outstanding principal balance of the Bonds), shall mature over a period not to exceed twenty-two (22) years from the date thereof and shall be sold at a price of par.

SECTION 2. Sale of Bonds. The Bonds will be sold at a private sale to the Drinking Water 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. State Bond Commission. Application is hereby made to the State Bond Commission, Baton Rouge, Louisiana, for approval of not to exceed \$10,000,000 of Taxable Sales Tax 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 2.45% per annum, as described above. A certified copy of this resolution shall be submitted to



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

SECTION 4. 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.

SECTION 5. Prepayment of Outstanding Bonds. The Director of Finance is hereby authorized to take any and all actions necessary to prepay the Outstanding Bonds with monies currently available for the payment of the



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Outstanding Bonds, provided that Capital One, N.A., the owner of the Outstanding Bonds, consents to said prepayment.

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.

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 \$10,000,000 of Taxable Sales
Tax 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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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, making application to the State Bond Commission for consent and authority to issue not exceeding Ten Million Dollars (\$10,000,000) of Taxable Sales Tax Bonds, in one or more series, of the Parish of St. Bernard, State of Louisiana; and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature on this, the 19th day of March, 2019.


Clerk of the Council