



St. Bernard Parish Council

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

Fred Everhardt, Jr.
*Councilmember
at Large*

Gillis McCloskey
*Councilmember
at Large*

Patrice Cusimano
*Councilmember
District A*

Joshua "Josh" Moran
*Councilmember
District B*

Cindi Meyer
*Councilmember
District C*

Ryan Randall
*Councilmember
District D*

Amanda Mones
*Councilmember
District E*

Roxanne Adams
Clerk of Council

#9

Removed

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, AUGUST 5, 2025 AT SEVEN O'CLOCK P.M.

On motion of the Council Chair, without objection and by unanimous consent, it was moved to **remove** the following resolution:

RESOLUTION SBPC #2475-08-25

A RESOLUTION DECLARING THE INTENTION OF THE PARISH OF ST. BERNARD, STATE OF LOUISIANA, TO ISSUE TAXABLE UTILITIES REVENUE BONDS (DEQ) IN AN AMOUNT NOT TO EXCEED TEN MILLION DOLLARS (\$10,000,000); AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH.

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

WHEREAS, this Parish Council of the Parish of St. Bernard, State of Louisiana (the "Governing Authority"), proposes that bonds be issued by the Parish for the purpose of paying the costs of designing, constructing, and acquiring improvements, extensions, and replacements to sewer component of the System, including equipment and fixtures therefor (the "Project"), all 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, and other constitutional and statutory authority (the "Act"), payable solely from the income and revenues of the System, after the payment of all reasonable and necessary expenses of operating and maintaining the System (the "Net Revenues"), as may be more fully described in the ordinance issuing the proposed bonds; and

WHEREAS, the Governing Authority now wishes to give notice of its intention pursuant to the Act to issue not exceeding \$10,000,000 of Taxable Utilities Revenue Bonds (DEQ) of the Parish (the "Bonds") to finance the Project; and

WHEREAS, the Parish has no outstanding indebtedness payable from the Net Revenues of the System, except its (i) Taxable Utilities Revenue Bonds,



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Series 2015A, (ii) Taxable Utilities Revenue Bonds, Series 2017, (iii) Taxable Utilities Revenue Bonds, Series 2019, and (iv) Utilities Revenue Refunding Bonds, Series 2021 (collectively, the "Outstanding Parity Bonds");

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

SECTION 1. Intent to Issue Revenue Bonds. Pursuant to and in compliance with the provisions of the Act, the Governing Authority does hereby declare its intention to issue not exceeding Ten Million Dollars (\$10,000,000) of Taxable Utilities Revenue Bonds (DEQ) (the "Bonds") of the Parish, in one or more series, the proceeds of which will be used to (i) pay the costs of the Project and (ii) pay the costs of issuance of the Bonds.

The Bonds shall be limited and special revenue bonds of the Parish, secured by and payable in principal and interest, equally with the Outstanding Parity Bonds, solely from the Net Revenues. The Bonds shall not be a charge on the other income and revenues of the Parish, nor shall they constitute an indebtedness or pledge of the general credit of the Parish; however, the Parish, in its discretion, may supplement the revenues of the System from other revenues of the Parish available for such purpose. The Bonds will be issued and authorized by an ordinance adopted by the Governing Authority. The Bonds shall be of such series, bear such date, 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 to exceed 0.95% per annum, be in such denomination or denominations, 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 prepayment and be entitled to such priorities on the income and revenues of the System as such ordinance may provide.

SECTION 2. Sale of Bonds. The Governing Authority intends that the Bonds will be sold at private sale to the Clean Water State Revolving Fund, in the custody of the Louisiana Department of Environmental Quality (the "Department"), and the principal of the Bonds may be advanced in installments as needed and



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subject in part to principal forgiveness, all as provided for in the Act and other agreements to be entered into between the Parish and the Department.

SECTION 3. Public Hearing. The Governing Authority will meet in open and public session on **Tuesday, September 16, 2025, at three o'clock (3:00) p.m.**, at the St. Bernard Parish Government Complex, 8201 W. Judge Perez Drive, Chalmette, Louisiana 70043, or at an earlier or later regular or special meeting of the Governing Authority to be determined by the Governing Authority, 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 Parish in an aggregate number not less than five percent (5%) of the number of the electors of the Parish voting in the last election held in the Parish 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 Parish who vote at a special election held for that purpose in the manner provided by law. 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 Parish 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 Parish, all as provided by the Act.

SECTION 4. Notice of Intention. The Clerk of the Council is hereby authorized, empowered and directed to publish an appropriate notice of the intention of the Parish 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 Parish and shall be substantially in the form attached as **Exhibit A** hereto, with any such changes as may be necessary upon the advice of bond counsel.

SECTION 5. State Bond Commission. Application is hereby made to the State Bond Commission, Baton Rouge, Louisiana, for approval of the issuance of the Bonds in accordance with the provisions set forth in Section 1 hereof. 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.



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By virtue of the Parish'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 it 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 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 6. Employment of Bond Counsel. The 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 to the Governing Authority for adoption all of the proceedings incidental to the authorization, issuance, sale and delivery of such Bonds, shall counsel and advise the Governing Authority 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 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 Parish President is hereby authorized and directed to execute, and the Governing Authority hereby agrees to and accepts the terms of the engagement letter of Bond Counsel appended hereto as **Exhibit B**. A certified copy of this resolution shall be submitted to the Attorney General of the State of Louisiana for 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



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under the conditions herein enumerated without further approval of the Governing Authority.

SECTION 7. Effective Date. This resolution shall be effective immediately upon its adoption.

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

YEAS: Cusimano, Moran, Meyer, Randall, Mones, Everhardt

NAYS: None

ABSENT: None

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

And the motion was declared **adopted** on the 5th day of August, 2025.

C E R T I F I C A T E

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, August 5, 2025.

Witness my hand and the seal
of the Parish of St. Bernard on
this 5th day of August, 2025.


ROXANNE BURAS
CLERK OF COUNCIL

EXHIBIT A

**NOTICE OF INTENTION TO ISSUE
NOT EXCEEDING \$10,000,000 OF
TAXABLE UTILITIES REVENUE BONDS (DEQ) OF THE
PARISH OF ST. BERNARD, STATE OF LOUISIANA**

PUBLIC NOTICE IS HEREBY GIVEN, pursuant to and in compliance with the provisions of Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and/or other applicable laws (the "Act"), that 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 "Parish"), does hereby declare its intention to issue not exceeding Ten Million Dollars (\$10,000,000) of Taxable Utilities Revenue Bonds (DEQ) of the Parish, the proceeds of which will be used to finance the costs of designing, constructing, and acquiring improvements, extensions, and replacements to the sewer component system of the Parish's combined utility system comprised of the water and sewer systems (the "System"), including equipment and fixtures therefor, and paying costs of issuance incurred in connection therewith.

The Bonds shall be limited and special revenue bonds of the Parish, secured by and payable in principal and interest solely from the income and revenues derived or to be derived by the Parish from the operation of the System, after the payment of all reasonable and necessary expenses of operating and maintaining the System, as may be more fully described in the ordinance issuing the Bonds. The Bonds shall not be a charge on the other income and revenues of the Parish, nor shall they constitute an indebtedness or pledge of the general credit of the Parish; however, the Parish, in its discretion, may supplement the revenues of the System from other revenues of the Parish available for such purpose.

The Bonds will be issued pursuant to the Act in one or more series, will mature not later than 22 years from their date or dates of issuance, and will bear interest at rates not more than 0.95% per annum.

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 rates and charges from the System's customers, the expenditure of such rates 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.

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

NOTICE IS HEREBY FURTHER GIVEN that the Parish Council of the Parish of St. Bernard, State of Louisiana, acting as the governing authority of the Parish, will meet in open and public session on *Tuesday, September 16, 2025, at three o'clock (3:00) p.m.*, at the St. Bernard

Parish Government Complex, 8201 W. Judge Perez Drive, Chalmette, Louisiana 70043, to hear any objections to the proposed issuance of the Bonds; provided, however, if at such hearing a petition duly signed by electors of the Parish in a number not less than five percent (5%) of the number of the electors of the Parish voting in the last election held in the Parish 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 Parish 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, as amended. 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 Parish 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 Parish, all as provided by the Act.

PARISH OF ST. BERNARD, STATE OF LOUISIANA

EXHIBIT B

ENGAGEMENT LETTER

August 5, 2025

Hon. Louis Pomes, Parish President
St. Bernard Parish
8210 W. Judge Perez Dr.
Chalmette, Louisiana 70043

**Re: Taxable Utilities Revenue Bond (DEQ) of
the Parish of St. Bernard, State of Louisiana**

Dear President Pomes:

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 "Parish") in connection with the issuance of the captioned bond (the "Bond"). We understand that the Bond 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 Parish, on August 5, 2025.

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 Bond and provide advice of a traditional legal nature as to the issuance and sale of the Bond. Our job is principally to render certain opinions to the Parish regarding (i) the validity of the Bond 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 Parish with applicable laws and other resolutions relating to the Bond. During the course of this engagement, we will rely upon the staff of the Parish and the members of the Governing Authority to provide us with complete and timely information on all developments pertaining to any aspect of the Bond.

In our engagement as bond counsel, we will:

- Confer with members of the working group, including you and other officials of the Parish, 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");
- As requested, attend meetings of the Governing Authority at which the Bond

Documents are adopted;

- Prepare the application for approval of the issuance of the Bond 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 Bond and supervise its execution and authentication;
- Prepare complete transcripts of record covering the issuance of the Bond 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 Bond 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 Bond; however, the Parish 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 Parish, papers and property furnished by the Parish 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 Parish; however, in the course of providing traditional legal services, we may provide factual information to the Parish that is not specifically tailored to the Bond or that does not rise to the level of a recommendation concerning a course of action. We will, however, analyze and advise the Parish regarding the legal ramifications of the structure, timing, terms and other provisions of the Bond, 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 Parish or if there is a significant risk that other considerations will materially limit our representation of the Parish. We understand that the Bond is to be sold to the Revolving Loan Fund (the "Fund") operated by the Louisiana Department of Environment Quality (the "Department"). Our firm is currently engaged by the Department as its counsel in connection with loans made by the Fund; therefore, we are obligated by Louisiana Rules of Professional Conduct to consult with you and obtain your written consent and waiver of any conflict of interest to provide the requested services as bond counsel to the Parish.

The nature of our assignments is such that we do not believe our engagement will adversely impact

any existing professional relationship with the Parish or the Department. Loans made by the Fund have defined terms and conditions that are either set by the Department or required by applicable federal or state law, rule or regulation. Our role as Department counsel will be limited to ensuring compliance with the Fund's programmatic requirements, and our role as bond counsel to the Parish, as set forth above, will be limited to ensuring the Bond is a valid and binding obligation, issued in accordance with those federal, state, and local laws, rules, and regulations applicable to the Parish. We believe the interests of the Department and the Parish are currently aligned, which minimizes the risk we will be asked to favor either party; nonetheless, to ensure we do not violate our ethical obligations, we affirm that we will not advocate on behalf of either party. Be advised that if a legal dispute arises between the Parish and the Department, our firm cannot and will not represent either party in any litigation. We understand you will be represented by your general counsel during this process as well.

As you are further 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 Parish 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 Parish 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 Parish 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 Parish 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 Parish, please so indicate by executing below and returning a copy to us, retaining an original for your files. By signing this letter, you acknowledge that you have read and understand the foregoing, and on behalf of the Parish, expressly waive any conflict of interest that may exist and consent to Foley & Judell, L.L.P.'s provision of the services described herein. Your execution of this letter is a representation that such execution has been duly authorized and that this waiver is knowingly made, valid and enforceable.

We appreciate the opportunity to serve the Parish and look forward to working with you.

FOLEY & JUDELL, L.L.P.

BY: _____
BRENNAN K. BLACK, PARTNER

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

BY: _____
NAME: LOUIS POMES
TITLE: PARISH PRESIDENT

DATED: AUGUST 5, 2025

STATE OF LOUISIANA

PARISH OF ST. BERNARD

I, the undersigned Clerk of the St. Bernard Parish Council, do hereby certify that the foregoing pages constitute a true and correct copy of a resolution adopted by the Parish Council on August 5, 2025, declaring the intention of the Parish of St. Bernard, State of Louisiana, to issue Taxable Utilities Revenue Bonds (DEQ) in an amount not to exceed Ten Million Dollars (\$10,000,000); and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature on this, the 5th day of August, 2025.

Clerk of Council