



St. Bernard Parish Council

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

#19

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, MAY 1, 2018 AT SEVEN O'CLOCK P.M.

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

RESOLUTION SBPC #1833-05-18

A RESOLUTION GIVING PRELIMINARY APPROVAL TO THE ISSUANCE OF NOT EXCEEDING ONE MILLION FOUR HUNDRED THOUSAND DOLLARS (\$1,400,000) OF TAXABLE 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, Sections 745 through 748, inclusive, of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority (the "Act"), authorize Parishes to pay their current expenses by anticipating their revenues for the year and to borrow money to pay these current expenses in anticipation of such revenues; and

WHEREAS, the Parish of St. Bernard, State of Louisiana (the "Parish" or the "Issuer"), desires to incur debt and issue not exceeding One Million Four Hundred Thousand Dollars (\$1,400,000) of its Taxable Certificates of Indebtedness (the "Certificates"), for the purpose of paying current expenses of the Parish in anticipation of revenues of the Parish, said Certificates to mature no later than March 1, 2019, and to bear interest at a rate not to exceed 2.87% per annum; and

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

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 (the "Parish"), that:

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



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SECTION 1. The Parish is hereby authorized to incur debt and borrow an amount not to exceed in the aggregate \$1,400,000 at a rate or rates not exceeding 2.87% per annum, to mature on or before March 1, 2019, for the purpose of paying the costs of current operations, such borrowing to be secured by and payable from revenues accruing to the Issuer for the fiscal year ending December 31, 2018, and paying the costs incurred in connection with the issuance thereof.

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/issuers 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 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, LLP, 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 Governing Authority for adoption all of the proceedings incidental to the authorization, issuance, sale and delivery of such Bonds, shall counsel and advise this Governing Authority as to the issuance thereof and shall furnish their opinions covering the legality of the issuance of the Bonds. The fee of Bond Counsel for each series of said bonds shall be fixed at a sum not exceeding the fee allowed by the Attorney General's fee guidelines for



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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 Governing Authority hereby agrees to and accepts the terms of, the engagement letter of Bond Counsel attached as Exhibit "A" 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 issue vouchers in payment for the work herein provided for upon completion of the work herein specified and under the conditions herein enumerated.

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

YEAS: McCloskey, Gorbaty, Luna, Alcon, Montelongo, Lewis

NAYS: None

ABSENT: None

The Council Chair, Ms. Callais, cast her vote as **YEA**.

And the motion was declared **adopted** on the 1st day of May, 2018.

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, May 1, 2018.

Witness my hand and the seal
of the Parish of St. Bernard on
this 1st day of May, 2018.

ROXANNE ADAMS
CLERK OF COUNCIL

EXHIBIT A

May 1, 2018

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

Re: Proposed Taxable Certificates of Indebtedness,
Series 2018, 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 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 of paying the costs of current operations, such borrowing to be secured by and payable from revenues accruing to the Issuer and paying the costs incurred in connection with the issuance thereof.

As bond counsel, we will prepare and submit to the Parish Council of the Parish of St. Bernard, State of Louisiana (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 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 review legal issues relating to the structure of the Certificate issue;

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

As requested, attend meetings of the Governing Authority at which the Certificate Documents are adopted, including (as applicable) preparation of notices;

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.

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.

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: MAY 1, 2018



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STATE OF LOUISIANA

PARISH OF ST. BERNARD

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 May 1, 2018, giving preliminary approval to the issuance of not exceeding \$1,400,000 of Taxable 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 1st day of May, 2018.


Clerk of Council