

ST. TAMMANY PARISH COUNCIL

RESOLUTION

RESOLUTION COUNCIL SERIES NO: C-3627

COUNCIL SPONSOR: BELLISARIO/BINDER PROVIDED BY: FA/COUNCIL OFFICE

RESOLUTION AUTHORIZING SALES TAX DISTRICT NO. 3 OF THE PARISH OF ST. TAMMANY, STATE OF LOUISIANA TO PROCEED WITH THE ISSUANCE OF NOT TO EXCEED FORTY-FOUR MILLION THREE HUNDRED FIFTY THOUSAND DOLLARS (\$ 44,350,000) OF SALES TAX REFUNDING BONDS; PROVIDING CERTAIN TERMS OF SAID BONDS; MAKING APPLICATION TO THE STATE BOND COMMISSION FOR APPROVAL OF SAID BONDS; EMPLOYING PROFESSIONALS IN CONNECTION THEREWITH; AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, pursuant to the provisions of Sub-Part F, Part III, Chapter 4, Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "Act") and other constitutional and statutory authority, Sales Tax District No. 3 of the Parish of St. Tammany, State of Louisiana (the "Issuer"), has heretofore issued its \$ 50,000,000 Sales Tax Bonds, Series 2006, of which approximately \$ 43,105,000 is currently outstanding (the "Series 2006 Bonds"); and

WHEREAS, in order to provide debt service savings, the Issuer, acting through its governing authority, the Parish Council of the Parish of St. Tammany, State of Louisiana (the "Governing Authority"), is authorized to and believes it to be in its best interest to refund all or a portion of the outstanding Series 2006 Bonds, pursuant to the provisions of Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "Refunding Act") and other constitutional and statutory authority, through the issuance of its refunding bonds; and

WHEREAS, pursuant to the Refunding Act, and subject to the approval of the State Bond Commission, the Issuer desires to accomplish the refunding through the issuance of not to exceed \$ 44,350,000 of its Sales Tax Refunding Bonds (the "Refunding Bonds"), to be payable solely from a pledge and dedication of the net avails or proceeds of the Issuer's two percent (2%) sales and use tax (the "Tax") approved at elections held in the Issuer on November 4, 1986 and July 16, 2005, subject only to the prior payment of the reasonable and necessary costs and expenses of collecting and administering the Tax (the "Net Revenues of the Tax"); and

WHEREAS, pursuant to the Refunding Act, it is now the desire of the Issuer to adopt this Resolution giving preliminary approval for the issuance of the Refunding Bonds for the purpose of refunding all or a portion of the Series 2006 Bonds and paying costs of issuance of the Refunding Bonds, including the costs of a municipal bond insurance policy and a debt service reserve fund surety bond, if required; and

WHEREAS, the Issuer desires to authorize the filing of an application with the Louisiana State Bond Commission (the "Commission") requesting that the Commission grant approval to the issuance of the Refunding Bonds in accordance with the Refunding Act; and

WHEREAS, the Issuer recognizes, finds and determines that a real necessity exists for the employment of professionals in connection with the issuance, sale and delivery of the Refunding Bonds.

THE PARISH OF ST. TAMMANY HEREBY RESOLVES, by the Parish Council acting as the governing authority of Sales Tax District No. 3 of the Parish of St. Tammany, State of Louisiana, that:

SECTION 1. Authorization. Pursuant to the provisions of the Refunding Act, the Issuer does hereby authorize the issuance of not exceeding \$ 44,350,000 of Sales Tax Refunding Bonds, of Sales Tax District No. Three of the Parish of St. Tammany, State of Louisiana (the "Refunding Bonds"). The form and details of the Refunding Bonds, including the exact principal amounts and interest rates thereof, shall be established pursuant to subsequent action of the Issuer, provided that the interest rate on the Refunding Bonds will not exceed five percent (5.0%) per annum and the Refunding Bonds will mature no later

than June 1, 2031. The Refunding Bonds will be issued only as fully registered bonds, in minimum denominations of no less than \$ 5,000. The Refunding Bonds will be sold at private sale in accordance with the provisions of the Refunding Act.

SECTION 2. Employment of Bond Counsel. This Governing Authority finds and determines that a real necessity exists for the employment of special counsel in connection with the issuance of the Refunding 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 Refunding 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 Refunding Bonds, shall counsel and advise this Governing Authority as to the issuance and sale thereof and shall furnish its opinions covering the legality of the issuance of the Refunding 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 such series of revenue bonds and based on the amount of said Refunding 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. 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 Chief Financial Officer is hereby empowered and directed to provide for payment of the work herein specified upon completion thereof and under the conditions herein enumerated.

SECTION 3. Employment of Financial Advisor. Government Consultants, Inc., of Baton Rouge, Louisiana, is hereby appointed as financial advisor in connection with issuing all or any portion of the Refunding Bonds, any compensation to be subsequently approved by the Issuer and to be paid from the proceeds of the Refunding Bonds and contingent upon the issuance of the Refunding Bonds; provided that no compensation shall be due to said financial advisor unless the Refunding Bonds are sold and delivered.

SECTION 4. Appointment of Investment Banker/Underwriter. Crews & Associates, Inc., of Little Rock, Arkansas, is hereby appointed as investment banker/underwriter in connection with the Refunding Bonds, any compensation to be subsequently approved by the Issuer and to be paid from the proceeds of the Refunding Bonds and contingent upon the issuance of the Refunding Bonds; provided that no compensation shall be due to said investment banker/underwriter unless the Refunding Bonds are sold and delivered.

SECTION 5. State Bond Commission. Application is hereby made to the State Bond Commission, Baton Rouge, Louisiana (the "Commission"), for approval of the issuance and sale of the Refunding Bonds and for consent and authority to proceed with the issuance and sale of the Refunding Bonds as provided above, and bond counsel is directed to make application to the Commission in accordance with the foregoing on behalf of the Issuer. By virtue of the Issuer's application for, acceptance and utilization of the benefits of the Commission's approval resolved and set forth herein, it resolves that it understands and agrees that such approval is 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 (the "Policy"), as to the borrowing and other matters subject to the approval, including subsequent application and approval under said Policy of the implementation or use of any swap or other products or enhancements covered thereby.

SECTION 6. Declaration of Intent. Prior to the delivery of the Refunding Bonds, the Issuer anticipates that it may pay a portion of the costs of the project from available funds. Upon the issuance of the Refunding Bonds, the Issuer reasonably expects to reimburse any such expenditures of other available funds from a portion of the proceeds of the Refunding Bonds. Any such allocation of proceeds of the Refunding Bonds for reimbursement will be with respect to capital expenditures (as defined in Reg. 1.150-1(b)) and will be made upon the delivery of the Refunding Bonds and not later than eighteen months after the later of (i) the date such expenditure was paid or (ii) the date on which the project was placed in service, but in no event more than three years after the original expenditure was paid. This Section is intended to be a declaration of official intent within the meaning of Reg. 1.150-2.

SECTION 7. Authorized Officers. The Parish President and/or the Chairman and Council Clerk of

the Governing Authority are hereby authorized, empowered and directed to execute such documents, certificates and instruments as they may deem necessary to effect the transactions contemplated by this resolution.

SECTION 8. Effective Date. This Resolution shall become effective immediately upon adoption.

THIS RESOLUTION HAVING BEEN SUBMITTED TO A VOTE, THE VOTE THEREON WAS AS FOLLOWS:

MOVED FOR ADOPTION BY: \_\_\_\_\_ SECONDED BY: \_\_\_\_\_

YEAS: \_\_\_\_\_

NAYS: \_\_\_\_\_

ABSTAIN: \_\_\_\_\_

ABSENT: \_\_\_\_\_

THIS RESOLUTION WAS DECLARED ADOPTED ON THE 3 DAY OF JANUARY , 2013, AT A REGULAR MEETING OF THE PARISH COUNCIL, A QUORUM OF THE MEMBERS BEING PRESENT AND VOTING.

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MARTIN W. GOULD, JR., COUNCIL CHAIRMAN

ATTEST:

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THERESA L. FORD, COUNCIL CLERK