

ST. TAMMANY PARISH COUNCIL

RESOLUTION

RESOLUTION COUNCIL SERIES NO. C-1664

COUNCIL SPONSOR: STEFANCIK/DAVIS PROVIDED BY: BOND COUNSEL

A resolution declaring the intention of Sales Tax District No. Three of the Parish of St. Tammany, State of Louisiana, that certain expenditures made in connection with constructing, acquiring, extending and/or improving (i) roads, streets and bridges and/or (ii) drains and drainage facilities, including acquiring all necessary land, equipment and furnishings for any of said public works, improvements and facilities be reimbursed with the proceeds of tax-exempt borrowings, and providing for other matters in connection therewith.

WHEREAS, Sales Tax District No. Three of the Parish of St. Tammany, State of Louisiana (the "District") is undertaking projects including constructing, acquiring, extending and/or improving (i) roads, streets and bridges and/or (ii) drains and drainage facilities, including acquiring all necessary land, equipment and furnishings for any of said public works, improvements and facilities (the "Projects") which are funded and to be funded by the Issuer's two percent (2%) sales and use tax approved at elections held on November 4, 1986 and July 16, 2005 (the "Tax"); and

WHEREAS, it is anticipated that the District may make certain expenditures in connection with the Projects prior to the proceeds being available from tax-exempt obligations; and

WHEREAS, long-term financing for the Projects is anticipated to be accomplished through the issuance of approximately \$50,000,000 of the District's Sales Tax Bonds (the "Bonds");

THE PARISH OF ST. TAMMANY HEREBY RESOLVES THAT:

SECTION 1. In accordance with the provisions of Section 1.150-1(b) of the United States Treasury Regulations, this Council hereby declares its intention that expenditures to be made from the Tax or other available revenues in connection with the Projects prior to the availability of the proceeds of a tax-exempt borrowing in the approximate amount set forth in the preamble hereto be reimbursed with the proceeds of such borrowing. Any such allocation of proceeds of a tax-exempt borrowing 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 tax-exempt obligations and not later than one year after the later of (i) the date such expenditure was paid or (ii) the date on which the Project was placed in service. This resolution is intended to be a declaration of official intent within the meaning of Reg. 1.150-2.

SECTION 2. A real necessity is hereby found for the employment of special counsel in connection with the issuance of the Bonds described in the preamble hereto, and accordingly Foley & Judell, L.L.P., Bond Counsel, is hereby employed and requested to do and perform comprehensive legal and coordinate professional work with respect to the Bonds for the purposes stated hereinabove. 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 the Bonds, shall counsel and advise this

Governing Authority as to the issuance and sale of the Bonds, and shall furnish their opinion covering the legality of the issuance thereof. The fee of special bond counsel in connection with the issuance of any bonds issued in connection with the Projects shall be less than the maximum fee allowed by the Attorney General's fee guidelines for comprehensive legal and coordinate professional services in the issuance of revenue bonds, based on the amount of bonds actually issued, sold, delivered and paid for, plus "out-of-pocket" expenses. Bond Counsel fees may be paid from the proceeds of said bonds and shall be contingent upon the issuance, sale and delivery of said bonds. Foley & Judell, L.L.P. shall also assist in the preparation of an official statement containing detailed and comprehensive financial and statistical data required with respect to the sale of the aforesaid bonds; and the costs of the preparation and printing of such official statement may be paid from the proceeds of the issue for which it has been prepared.

SECTION 3. This resolution shall be effective 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 2ND DAY OF MARCH, 2006, AT A REGULAR MEETING OF THE PARISH COUNCIL, A QUORUM OF THE MEMBERS BEING PRESENT.

STEVE STEFANCIK, COUNCIL CHAIRMAN

ATTEST:

DIANE HUESCHEN, COUNCIL CLERK