

ST. TAMMANY PARISH COUNCIL

RESOLUTION

RESOLUTION COUNCIL SERIES NO. C-2728

COUNCIL SPONSOR BINDER/DAVIS PROVIDED BY COUNCIL OFFICE

A RESOLUTION GIVING PRELIMINARY APPROVAL TO THE ISSUANCE OF NOT TO EXCEED FORTY FIVE MILLION DOLLARS (\$45,000,000) OF UTILITIES REVENUE BONDS OF THE PARISH OF ST. TAMMANY, STATE OF LOUISIANA; PROVIDING CERTAIN TERMS OF SAID REVENUE BONDS, MAKING APPLICATION TO THE STATE BOND COMMISSION FOR THE APPROVAL OF SAID REVENUE BONDS, AND PROVIDING FOR OTHER MATTERS.

THE PARISH OF ST. TAMMANY HEREBY RESOLVES THAT:

SECTION 1. Preliminary Approval of Utilities Revenue Bonds. Preliminary approval is given to the issuance of not exceeding **\$45,000,000** of Utilities Revenue Bonds (the "Revenue Bonds") of the Parish of St. Tammany, State of Louisiana (the "Issuer"), pursuant to Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, for the purpose of constructing, acquiring, extending and/or improving the Issuer's combined revenue-producing sewage collection, treatment and disposal systems and waterworks treatment and distribution systems (the "System"), primarily the acquisition of the existing utilities system owned by Southeastern Louisiana Water & Sewer Co., L.L.C. ("SELA") (collectively, "the Project"), and paying the costs incurred in connection with the issuance thereof, said Revenue Bonds to be payable, together with \$1,000,000 of Utilities Revenue Bonds being purchased by DEQ, by a pledge of the revenues of the System, after there have been deducted therefrom the reasonable and necessary expenses of operating and maintaining the System. The Revenue Bonds will be issued at an interest rate not exceeding **8%** per annum, and shall mature over a period not exceeding **40** years. The Revenue Bonds shall be issued in fully registered form, shall be sold to the purchasers thereof at a price of not less than 97% of par, plus accrued interest, if any, and shall have such additional terms and provisions as may be determined by this Governing Authority.

SECTION 2. State Bond Commission Approval. 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 Revenue Bonds, 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/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 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 3. Repeal, Severability and Effective Date. Any and all previous Resolutions or parts of Resolutions in conflict herewith are hereby repealed. If any provision of this Resolution shall be held to be invalid, such invalidity shall not affect other provisions herein which can be given effect without the invalid provision and to this end the provisions of this Resolution are hereby declared to be severable.

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 5TH DAY OF NOVEMBER, 2009, AT A REGULAR MEETING OF THE PARISH COUNCIL, A QUORUM OF THE MEMBERS BEING PRESENT.

JERRY BINDER, COUNCIL CHAIRMAN

ATTEST:

THERESA L. FORD, COUNCIL CLERK

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

I, the undersigned Council Clerk of the Parish Council of the Parish of St. Tammany, State of Louisiana, do hereby certify that the foregoing two (2) pages constitute a true and correct copy of a resolution adopted by said Parish Council on November 5, 2009, giving preliminary approval to the issuance of not to exceed Forty Five Million Dollars (\$45,000,000) of Utilities Revenue Bonds of the Parish of St. Tammany, State of Louisiana; providing certain terms of said Revenue Bonds, making application to the State Bond Commission for the approval of said Revenue Bonds, and providing for other matters.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of said Parish Council on this, the 5th day of November, 2009.

(SEAL)

Council Clerk