

ST. TAMMANY PARISH COUNCIL

ORDINANCE

ORDINANCE CALENDAR NO: 4590

ORDINANCE COUNCIL SERIES NO: \_\_\_\_\_

COUNCIL SPONSOR: \_\_\_\_\_

PROVIDED BY: \_\_\_\_\_

INTRODUCED BY: \_\_\_\_\_

SECONDED BY: \_\_\_\_\_

ON THE 2 DAY OF JUNE, 2011

\*\*\*PLEASE SEE ATTACHMENT FOR COMPLETE DOCUMENT\*\*\* AN ORDINANCE TO CONSIDER AND TAKE ACTION WITH RESPECT TO INTRODUCING AN ORDINANCE PROVIDING FOR THE INCURRING OF DEBT AND ISSUANCE OF \* DOLLARS (\$ \* ) OF SALES TAX BONDS, SERIES 2011 (JAIL), OF THE PARISH OF ST. TAMMANY, STATE OF LOUISIANA; PRESCRIBING THE FORM, TERMS AND CONDITIONS OF SAID BONDS; DESIGNATING THE DATE, DENOMINATION AND PLACE OF PAYMENT OF SAID BONDS; PROVIDING FOR THE PAYMENT THEREOF IN PRINCIPAL AND INTEREST; AUTHORIZING THE AGREEMENT WITH THE PAYING AGENT; AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH. \_\_\_\_\_ \* NOT EXCEEDING \$ 2,000,000

WHEREAS,

THE PARISH OF ST. TAMMANY HEREBY ORDAINS:

REPEAL: All ordinances or parts of Ordinances in conflict herewith are hereby repealed.

SEVERABILITY: If any provision of this Ordinance 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 Ordinance are hereby declared to be severable.

EFFECTIVE DATE: This Ordinance shall become effective fifteen (15) days after adoption.

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

SECONDED BY: \_\_\_\_\_

WHEREUPON THIS ORDINANCE WAS SUBMITTED TO A VOTE AND RESULTED IN THE FOLLOWING:

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

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

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

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

THIS ORDINANCE WAS DECLARED DULY ADOPTED AT A REGULAR MEETING OF THE PARISH COUNCIL ON THE 7 DAY OF July, 2011; AND BECOMES ORDINANCE COUNCIL SERIES NO \_\_\_\_\_.

\_\_\_\_\_  
MARTIN W. GOULD, JR., COUNCIL CHAIRMAN

ATTEST:

\_\_\_\_\_  
THERESA L. FORD, COUNCIL CLERK

\_\_\_\_\_  
KEVIN DAVIS, PARISH PRESIDENT

Published Introduction: \_\_\_\_\_, 2011

Published Adoption: \_\_\_\_\_, 2011

Delivered to Parish President: \_\_\_\_\_, 2011 at \_\_\_\_\_

Returned to Council Clerk: \_\_\_\_\_, 2011 at \_\_\_\_\_

ST. TAMMANY PARISH COUNCIL

ORDINANCE

ORDINANCE CALENDAR NO. 4590      ORDINANCE COUNCIL SERIES NO. \_\_\_\_\_

COUNCIL SPONSOR: GOULD/DAVIS      PROVIDED BY: BOND COUNSEL

INTRODUCED BY: \_\_\_\_\_      SECONDED BY: \_\_\_\_\_

ON THE 2 DAY OF JUNE, 2011.

AN ORDINANCE PROVIDING FOR THE INCURRING OF DEBT AND ISSUANCE OF   \*   DOLLARS (\$   \*  ) OF SALES TAX BONDS, SERIES 2011 (JAIL), OF THE PARISH OF ST. TAMMANY, STATE OF LOUISIANA; PRESCRIBING THE FORM, TERMS AND CONDITIONS OF SAID BONDS; DESIGNATING THE DATE, DENOMINATION AND PLACE OF PAYMENT OF SAID BONDS; PROVIDING FOR THE PAYMENT THEREOF IN PRINCIPAL AND INTEREST; AUTHORIZING THE AGREEMENT WITH THE PAYING AGENT; AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, the Parish of St. Tammany, State of Louisiana (the "Issuer"), is now levying and collecting a one-fourth of one percent (¼%) sales and use tax (the "Tax") by virtue of an ordinance adopted by the Issuer on February 18, 1998 (the "Tax Ordinance"), under the authority of an election held by the Issuer on January 17, 1998, at which election the following proposition was approved by a majority of the qualified electors voting in such election, viz:

JAIL PROPOSITION

SUMMARY: ¼%, 20 YEARS SALES AND USE TAX DEDICATED SOLELY FOR PROVIDING AND MAINTAINING JAIL FACILITIES FOR THE SHERIFF TO INCARCERATE PRISONERS, INCLUDING ACQUISITION OF LAND, EQUIPMENT AND FURNISHINGS THEREFOR, WITH THE PROCEEDS OF THE TAX BEING SUBJECT TO FUNDING INTO BONDS FOR ACQUIRING, CONSTRUCTING AND IMPROVING SAID JAIL FACILITIES.

Shall the Parish of St. Tammany, State of Louisiana (the "Parish") under the provisions of Article VI, Section 29 of the Constitution of the State of Louisiana of 1974, and other constitutional and statutory authority, be authorized to levy and collect a tax of one-fourth of one percent (¼%) (the "Tax") upon the sale at retail, the use, the lease or rental, the consumption and storage for use or consumption of tangible personal property and on sales of services in the Parish, all as defined in La. R.S. 47:301 through 47:317, inclusive, for a period of twenty (20) years from the date of the first levy of the Tax, with the avails or proceeds of the Tax (after paying the reasonable and necessary expenses of collecting and administering the Tax) to be dedicated and used solely for the purpose of acquiring, constructing, improving, operating and maintaining jail facilities for the St. Tammany Parish Sheriff to incarcerate prisoners, including the acquisition of land, equipment and furnishings therefor, title to which shall be in the public, and shall the Parish be further authorized to fund the proceeds of the Tax into bonds for the purpose of acquiring, constructing and improving said jail facilities, including the acquisition of land, equipment and furnishings therefor, to the extent and in the manner permitted by the laws of Louisiana, including particularly Sub-Part F, Part III, Chapter 4, Title 39 of the Louisiana Revised Statutes of 1950.

\* Not Exceeding \$2,000,000

WHEREAS, pursuant to the authority of the aforesaid election and ordinance adopted by the Issuer, the Issuer is now levying and collecting the Tax; and

WHEREAS, in accordance with the provisions of the Tax Ordinance, the net avails or proceeds of the Tax, after the reasonable and necessary expenses of collection and administration thereof have been paid therefrom, shall be available for appropriation and expenditure by the Issuer solely for the purposes designated in the proposition authorizing the levy of the Tax, which includes the payment of bonds authorized to be issued in accordance with Louisiana law; and

WHEREAS, other than the Bonds herein authorized, the Issuer has no outstanding bonds or other obligations of any kind or nature payable from or enjoying a lien on the Tax herein pledged, EXCEPT the outstanding Sales Tax Refunding Bonds, Series 2006 (Jail) (the "Outstanding Prior Lien Bonds"); and

WHEREAS, this Governing Authority gave preliminary approval on July 1, 2010 to the issuance of the Bonds (hereinafter described) and made application to the Louisiana State Bond Commission for approval (which approval was given on August 19, 2010); and

WHEREAS, the Issuer now desires to incur debt and issue its Sales Tax Bonds, Series 2011 (Jail), in the principal amount of \_\_\_\_\_ Million Dollars (\$\_\_\_\_\_) (the "Bonds"), 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 acquiring, constructing and/or improving jail facilities, including the acquisition of land, equipment and furnishings therefor, title to which shall be in the public, and paying the costs of issuance thereof; and

WHEREAS, the maturities of the hereinafter described Bonds have been arranged so that the total amount of principal and interest falling due in any year on the Bonds and the Outstanding Prior Lien Bonds will never exceed 75% of the Tax estimated to be received by the Issuer in the year in which the Bonds are issued; and

WHEREAS, it is the desire of the Issuer to fix the details necessary with respect to the issuance of the Bonds and to provide for the authorization and issuance thereof.

THE PARISH OF ST. TAMMANY HEREBY ORDAINS THAT:

SECTION 1. Definitions. As used herein, the following terms shall have the following meanings, unless the context otherwise requires:

"**Act**" means Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended and other constitutional and statutory authority.

"**Agreement**" means the agreement to be entered into between the Issuer and the Paying Agent pursuant to this Ordinance.

"**Bond**" or "**Bonds**" means the Issuer's Sales Tax Bonds, Series 2011 (Jail), authorized by this Bond Ordinance, in the total aggregate principal amount of \_\_\_\_\_ Dollars (\$\_\_\_\_\_), and any bond of said issue, whether initially delivered or issued in exchange for, upon transfer of, or in lieu of any previously issued.

"**Bond Register**" means the records kept by the Paying Agent at its principal corporate trust office in which registration of the Bonds and transfers of the Bonds shall be made as provided herein.

**"Code"** means the Internal Revenue Code of 1986, as amended.

**"Executive Officers"** means collectively the Parish President and the Finance Director and the Council Clerk of the Parish Council of the Parish of St. Tammany, State of Louisiana.

**"Fiscal Year"** means the one-year accounting period ending December 31st of each year, or such other period as may be designated by the Governing Authority as the fiscal year of the Issuer.

**"Governing Authority"** means the Parish Council of the Parish of St. Tammany, State of Louisiana.

**"Government Securities"** means direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, which are non-callable prior to their maturity, may be United States Treasury obligations such as the State and Local Government Series and may be in book-entry form.

**"Interest Payment Date"** means April 1 and October 1 of each year in which the Bonds are outstanding, commencing October 1, 2011.

**"Issuer"** means the Parish of St. Tammany, State of Louisiana.

**"Ordinance"** means this ordinance authorizing the issuance of the Bonds, as it may be supplemented and amended.

**"Outstanding"** when used with respect to Bonds means, as of the date of determination, all Bonds theretofore issued and delivered under this Ordinance, except:

1. Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent for cancellation;
2. Bonds for which payment sufficient funds have been theretofore deposited in trust for the owners of such Bonds.
3. Bonds in exchange for or in lieu of which other Bonds have been registered and delivered pursuant to this Ordinance;
4. Bonds alleged to have been mutilated, destroyed, lost or stolen which have been paid as provided in this Ordinance or by law; and
5. Bonds for the payment of the principal of and interest on which money or Government Securities or both are held in trust with the effect specified in this Ordinance.

**"Outstanding Prior Lien Bonds"** shall mean the Issuer's \$9,145,000 of outstanding Sales Tax Refunding Bonds, Series 2006 (Jail), maturing serially April 1, 2012 through 2018, inclusive, as described in the preamble hereto.

**"Outstanding Prior Lien Bond Ordinance"** shall mean Ordinance Council Series No. 06-1444 adopted by the Issuer on November 2, 2006, authorizing the issuance of the Outstanding Prior Lien Bonds.

**"Owner"** or **"Owners"** when used with respect to any Bond means the Person in whose name such Bond is registered in the Bond Register.

**"Paying Agent"** means \_\_\_\_\_, in the City of \_\_\_\_\_, \_\_\_\_\_, until a successor Paying Agent shall have been appointed pursuant to the applicable provisions of this Ordinance and thereafter "Paying Agent" shall mean such successor Paying Agent.

**"Person"** means any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof.

**"Purchaser"** means \_\_\_\_\_, of \_\_\_\_\_, \_\_\_\_\_, the original purchaser of the Bonds.

**"Record Date"** for the interest payable on any Interest Payment Date means the 15th calendar day of the month next preceding such Interest Payment Date.

**"Revenues of the Tax"** means the avails or proceeds of the Tax.

**"Tax"** means the ¼% sales and use tax for jail purposes now being levied and collected by the Issuer pursuant to an election held on January 17, 1998 and the Tax Ordinance.

**"Tax Ordinance"** means an ordinance adopted by the Governing Authority on February 18, 1998, providing for the levy and collection of the Tax.

SECTION 2. Authorization of Bonds; Maturities. In compliance with the terms and provisions of the Act, there is hereby authorized the incurring of an indebtedness of \_\_\_\_\_ Dollars (\$\_\_\_\_\_) for, on behalf of, and in the name of the Issuer, for the purpose of acquiring, constructing and/or improving jail facilities, including the acquisition of land, equipment and furnishings therefor, title to which shall be in the public, and to represent said indebtedness, this Governing Authority does hereby authorize the issuance of \_\_\_\_\_ Dollars (\$\_\_\_\_\_) of Sales Tax Bonds, Series 2011 (Jail), of the Issuer. The Bonds shall be in fully registered form, shall be dated the date of delivery thereof, shall be issued in denominations corresponding to the principal amount of each maturity (one Bond per maturity), and shall be numbered from R-1 upward. The Bonds shall bear interest from the date thereof or from the most recent Interest Payment Date to which interest has been paid or duly provided for, payable on each Interest Payment Date, commencing October 1, 2011, at the following rate or rates of interest per annum and shall become due and payable and mature serially on April 1 of the years and in the amounts, as follows:

<u>Year (April 1)</u>	<u>Principal Amount</u>	<u>Interest Rate Per Annum</u>
2012		
2013		
2014		
2015		
2016		
2017		
2018		

The principal of the Bonds upon maturity shall be payable at the principal office of the Paying Agent, upon presentation and surrender thereof, and interest on the Bonds shall be payable by check of the Paying Agent mailed by the Paying Agent to the Owner (determined as of the close of business on the Record Date) at the address shown on the Bond Register. Each Bond delivered under this Ordinance upon transfer of, in exchange for or in lieu of any other Bond shall carry all the rights to interest accrued and unpaid, and to accrue, which were carried by such other Bond, and each such Bond shall bear interest (as herein set forth) so neither gain nor loss in interest shall result from such transfer, exchange or substitution.

No Bond shall be entitled to any right or benefit under this Ordinance or be valid or obligatory for any purpose, unless there appears on such Bond a certificate of registration, substantially in the form provided in this Ordinance, executed by the Paying Agent by manual signature.

SECTION 3. Redemption Provisions. The Bonds will not be callable for redemption prior to their stated maturity dates.

SECTION 4. Registration and Transfer. The Issuer shall cause the Bond Register to be kept by the Paying Agent. The Bonds may be transferred, registered and assigned only on the Bond Register, and such registration shall be at the expense of the Issuer. A Bond may be assigned by the execution of an assignment form on the Bond or by other instruments of transfer and assignment acceptable to the Paying Agent. A new Bond or Bonds will be delivered by the Paying Agent to the last assignee (the new Owner) in exchange for such transferred and assigned Bonds after receipt of the Bonds to be transferred in proper form. Such new Bond or Bonds shall be in an authorized denomination of the same maturity and like principal.

SECTION 5. Form of Bonds. The Bonds and the endorsements to appear thereon shall be in substantially the following forms, respectively, to-wit:

NO. R- \_\_\_\_\_ PRINCIPAL AMOUNT \$ \_\_\_\_\_

**UNITED STATES OF AMERICA  
STATE OF LOUISIANA  
PARISH OF ST. TAMMANY**

**SALES TAX BOND, SERIES 2011 (JAIL)  
OF THE  
PARISH OF ST. TAMMANY, STATE OF LOUISIANA**

<u>Bond Date</u>	<u>Maturity Date</u>	<u>Interest Rate</u>
_____, 2011	April 1, ____	

The Parish of St. Tammany, State of Louisiana (the "Issuer"), promises to pay, but solely from the source and as hereinafter provided, to:

\_\_\_\_\_

or registered assigns, on the Maturity Date set forth above, the Principal Amount set forth above, together with interest thereon from the Bond Date set forth above or the most recent interest payment date to which interest has been paid or duly provided for, payable on April 1 and October 1 of each year, commencing October 1, 2011 (each an "Interest Payment Date"), at the Interest Rate per annum set forth above until said Principal Amount is paid. The principal of this Bond, upon maturity, is payable in lawful money of the United States of America at the principal office of \_\_\_\_\_, in the City of \_\_\_\_\_, \_\_\_\_\_, or successor thereto (the "Paying Agent"), upon presentation and surrender hereof. Interest on this Bond is payable by check mailed by the Paying Agent to the registered owner (determined as of the close of business on the 15th calendar day of the month next preceding each Interest Payment Date) at the address as shown on the registration books of the Paying Agent.

This Bond is one of an authorized issue aggregating in principal the sum of \_\_\_\_\_ Dollars (\$ \_\_\_\_\_) of Sales Tax Bonds, Series 2011 (Jail), of the Issuer (the "Bonds") all of like tenor and effect except as to number, denomination, interest rate and maturity, said Bonds having been issued by the Issuer pursuant to an ordinance adopted by its governing authority on \_\_\_\_\_, 2011 (the "Ordinance"), for the purpose of acquiring, constructing and/or improving jail facilities, including the acquisition of land, equipment and furnishings therefor, title to which shall be in the public, under the authority conferred by Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended (R.S. 39:1430), and other constitutional and statutory authority, pursuant to all requirements therein specified, including the authorization of a majority of the qualified electors voting at an election held on January 17, 1995, the result of which election has been duly promulgated in accordance with law.

The Bonds will not be callable for redemption prior to their stated maturity dates.

The Issuer shall cause to be kept at the principal office of the Paying Agent a register (the "Bond Register") in which registration of the Bonds and of transfers of the Bonds shall be made

as provided in the Ordinance. This Bond may be transferred, registered and assigned only on the Bond Register, and such registration shall be at the expense of the Issuer. This Bond may be assigned by the execution of the assignment form hereon or by other instrument of transfer and assignment acceptable to the Paying Agent. A new Bond or Bonds will be delivered by the Paying Agent to the last assignee (the new registered owner) in exchange for this transferred and assigned Bond after receipt of this Bond to be transferred in proper form. Such new Bond or Bonds shall be in the denomination of \$5,000 or any integral multiple thereof within a single maturity. Neither the Issuer nor the Paying Agent shall be required to issue, register the transfer of, or exchange any Bond during a period beginning at the opening of business on the 15th calendar day of the month next preceding an Interest Payment Date and ending at the close of business on the Interest Payment Date.

This Bond and the issue of which it forms a part are payable solely from and secured by an irrevocable pledge and dedication of the avails or proceeds of the special one-fourth of one percent ( $\frac{1}{4}\%$ ) sales and use tax now being levied and collected by the Issuer pursuant to Article VI, Section 29 of the Constitution of the State of Louisiana of 1974, and other constitutional and statutory authority, and in compliance with an election held in the Issuer on January 17, 1998 (the "Tax"), subject only to the prior payment of the reasonable and necessary costs and expenses of collecting and administering the Tax and after provision has been made for the payments required by the outstanding Sales Tax Refunding Bonds, Series 2006 (Jail). This Bond constitutes a borrowing solely upon the credit of the revenues of the Tax received by the Issuer and does not constitute an indebtedness or pledge of the general credit of the Issuer within the meaning of any constitutional or statutory provisions relating to the incurring of indebtedness. The Issuer has covenanted and agreed and does hereby covenant and agree to continue to levy the Tax for the full period of its authorization and not discontinue or decrease or permit to be discontinued or decreased the Tax in anticipation of the collection of which this Bond and the issue of which it forms a part have been issued, nor in any way make any change which would diminish the amount of said revenues of the Tax pledged to the payment of the Bonds, until all of the Bonds have been paid in principal and interest. For a complete statement of the revenues from which and conditions under which this Bond is issued, reference is hereby made to the Ordinance.

This Bond and the issue of which it forms a part have been duly registered with the Secretary of State of the State of Louisiana as provided by law.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Ordinance until the certificate of registration hereon shall have been signed by the Paying Agent.

It is certified that this Bond is authorized by and is issued in conformity with the requirements of the Constitution and statutes of this State. It is further certified, recited and declared that all acts, conditions and things required to exist, to happen and to be performed precedent to and in the issuance of this Bond and the issue of which it forms a part to constitute the same legal, binding and valid obligations of the Issuer have existed, have happened and have been performed in due time, form and manner as required by law, and that the indebtedness of the Issuer, including this Bond and the issue of which it forms a part, does not exceed the limitations prescribed by the Constitution and statutes of the State of Louisiana.

ORDINANCE CALENDAR NUMBER: 4590

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IN WITNESS WHEREOF, the Parish Council of the Parish, acting as the governing authority of the Issuer, has caused this Bond to be executed in its name by the facsimile signatures of its Parish President and the Finance Director of said Parish, and the Clerk of Council of said governing authority, and a facsimile of its corporate seal to be imprinted hereon.

PARISH OF ST. TAMMANY,  
STATE OF LOUISIANA

\_\_\_\_\_  
(facsimile)  
Clerk of Council

\_\_\_\_\_  
(facsimile)  
Parish President

\_\_\_\_\_  
(facsimile)  
Finance Director

(SEAL)

\* \* \* \* \*

(FORM OF SECRETARY OF STATE ENDORSEMENT -  
TO BE PRINTED ON ALL BONDS)

OFFICE OF SECRETARY OF STATE  
STATE OF LOUISIANA  
BATON ROUGE

Incontestable. Secured by a pledge and dedication of proceeds of a sales and use tax in the Parish of St. Tammany, State of Louisiana. Registered this \_\_\_\_\_ day of \_\_\_\_\_, 2011.

\_\_\_\_\_  
Secretary of State

\* \* \* \* \*

(FORM OF PAYING AGENT'S CERTIFICATE OF REGISTRATION -  
TO BE PRINTED ON ALL BONDS)

This Bond is one of the Bonds referred to in the within mentioned Bond Ordinance.

\_\_\_\_\_  
\_\_\_\_\_  
as Paying Agent

Date of Registration: \_\_\_\_\_, 2011

By: \_\_\_\_\_  
Authorized Officer

\* \* \* \* \*

(FORM OF ASSIGNMENT)

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto \_\_\_\_\_

Please Insert Social Security  
or other Identifying Number of Assignee

[Empty box for Social Security or other Identifying Number of Assignee]

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints \_\_\_\_\_

attorney or agent to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

\* \* \* \* \*

(FORM OF LEGAL OPINION CERTIFICATE-  
TO BE PRINTED ON ALL BONDS)

I, the undersigned Clerk of Council of the Parish Council of the Parish of St. Tammany, State of Louisiana, do hereby certify that the following is a true copy of the complete legal opinion of Foley & Judell, L.L.P., the original of which was manually executed, dated and issued as of the date of payment for and delivery of the original bonds of the issue described therein and was delivered to \_\_\_\_\_, of \_\_\_\_\_, \_\_\_\_\_, the original purchaser thereof:

(LEGAL OPINION TO BE INSERTED)

I further certify that an executed copy of the above legal opinion is on file in my office, and that an executed copy thereof has been furnished to the Paying Agent for this Bond.

(facsimile)

\_\_\_\_\_  
Clerk of Council

\* \* \* \* \*

SECTION 6. Execution of Bonds. The Bonds shall be signed by the Executive Officers for, on behalf of, in the name of and under the corporate seal of the Issuer, and the Legal Opinion Certificate shall be signed by the Clerk of Council of the Governing Authority, which signatures and corporate seal may be either manual or facsimile.

SECTION 7. Registration of Bonds by Secretary of State. The Bonds shall be registered with the Secretary of State of the State of Louisiana as provided by law and shall bear the endorsement of the Secretary of State of the State of Louisiana in substantially the form set forth herein, provided such endorsement shall be manually signed only on the Bonds initially delivered to

the Purchaser; any bonds subsequently exchanged therefor as permitted in this Ordinance may bear the facsimile signature of said Secretary of State.

SECTION 8. Fidelity Bonds for Officers and Employees. So long as any of the Bonds are outstanding and unpaid, the Issuer shall require all of its officers and employees who may be in a position of authority or in possession of money derived from the collection of the Tax, to obtain or be covered by a blanket fidelity or faithful performance bond, or independent fidelity bonds written by a responsible indemnity company in amounts adequate to protect the Issuer from loss.

SECTION 9. Pledge of Sales Tax Revenues. The Bonds shall be secured by and payable in principal and interest solely from an irrevocable pledge and dedication of the Revenues of the Tax, subject only to the prior payment of the reasonable and necessary costs and expenses of collecting and administering the Tax, and after provision has been made for the payments required by the Outstanding Prior Lien Bonds. The Revenues of the Tax are hereby irrevocably and irrepealably pledged and dedicated in an amount sufficient for the payment of the Bonds and the Outstanding Prior Lien Bonds, in principal and interest, as they shall respectively become due and payable, and for the other purposes hereinafter set forth in this Ordinance. In compliance with the Tax Ordinance, all of the Revenues of the Tax shall be set aside, as provided in the Outstanding Prior Lien Bond Ordinance and as herein provided and shall be and remain pledged for the security and payment of the Bonds and the Outstanding Prior Lien Bonds in principal and interest and for all other payments provided for in this Ordinance until the Bonds and the Outstanding Prior Lien Bonds shall have been fully paid and discharged.

SECTION 10. Outstanding Prior Lien Bonds. The Issuer recognizes the Owners of the Outstanding Prior Lien Bonds have certain contractual rights with respect to the Revenues of the Tax by virtue of the provisions of the Outstanding Prior Lien Bond Ordinance, authorizing the issuance of the Outstanding Prior Lien Bonds. Nothing in this Ordinance shall be construed in such a manner as to impair any rights vested in the Owners of the Outstanding Prior Lien Bonds, and if at any time it shall be established that any of the provisions of this Ordinance are in conflict with the provision of the Outstanding Prior Lien Bond Ordinance authorizing the Outstanding Prior Lien Bonds in such manner as to impair any contractual rights vested in the Owners thereof, the provisions

of the Outstanding Prior Lien Bond Ordinance shall be controlling as to such conflicts as long as the Outstanding Prior Lien Bonds are outstanding.

SECTION 11. Additional Parity Bonds. All of the Bonds shall enjoy complete parity of lien on the avails or proceeds of the Tax despite the fact that any of the Bonds may be delivered at an earlier date than any other of the Bonds. The Issuer, acting through its governing authority, hereby covenants that it will issue no other bonds or obligations of any kind or nature payable from or enjoying a lien on the Revenues of the Tax having priority over or parity with the Outstanding Prior Lien Bonds. The Issuer further covenants that it will issue no other bonds or obligations of any kind or nature payable from or enjoying a lien on the Revenues of the Tax having priority over or parity with the Bonds, except that bonds may hereafter be issued on a parity with the Bonds under the following conditions:

(A) The Bonds herein authorized or any part thereof, including the interest thereon, may be refunded, and the refunding bonds so issued shall enjoy complete equality of lien with the portion of the Bonds which is not refunded, if there be any, and the refunding bonds shall continue to enjoy whatever priority of lien over subsequent issues may have been enjoyed by the Bonds refunded; provided, however, that if only a portion of the Bonds outstanding is so refunded and the refunding bonds require total principal and interest payments during any year in excess of the principal and interest which would have been required in such year to pay the Bonds refunded thereby, then such Bonds may not be refunded without the consent of the Owner of the unrefunded portion of the Bonds issued hereunder (provided such consent shall not be required if such refunding bonds meet the requirements set forth in clause 2 of this Section).

(B) Additional Parity Bonds may also be issued, and such Additional Parity Bonds shall be on a parity with the Bonds if all of the following conditions are met:

- (i) The average annual Revenues of the Tax when computed for the last two (2) completed calendar years immediately preceding the issuance of the Additional Parity Bonds must have been not less than 1.35 times the highest combined principal and interest requirements for any succeeding calendar year on all Bonds and the Outstanding Prior Lien Bonds then outstanding, including any *pari passu* Additional Parity Bonds theretofore issued and then outstanding, and any other bonds or other obligations whatsoever then outstanding which are payable from the Revenues of the Tax (but not including bonds which have been refunded or provision otherwise made for their full and complete payment and redemption) and the bonds so proposed to be issued;
- (ii) The payments to be made into the various funds provided for in Section 12 hereof must be current;
- (iii) The existence of the facts required by paragraphs (i) and (ii) above must be confirmed by the Finance Director of the Issuer, or by an

independent firm of certified public accountants who have previously audited the books of the Issuer or by such successors thereof as may have been employed for that purpose;

- (iv) The Additional Parity Bonds must be payable as to principal on April 1 of each year in which principal falls due, beginning not later than three (3) years after the date of such bonds, and payable as to interest on April 1 and October 1 of each year;
- (v) No Additional Parity Bonds may be issued should any event of default under the Bond Ordinance have occurred and be continuing.

SECTION 12. Flow of Funds. In order that the principal of and the interest on the Bonds will be paid in accordance with their terms and for the other objects and purposes hereinafter provided, the Issuer further covenants as follows:

In compliance with the Tax Ordinance, all of the Revenues of the Tax shall continue to be deposited daily as the same may be collected in the separate and special bank account maintained with the regularly designated fiscal agent of the Issuer and designated as the "Sales Tax Fund -1998 (Jail)" (hereinafter called the "Sales Tax Fund"). The Sales Tax Fund constitutes a dedicated fund of the Issuer, from which appropriations and expenditures by the Issuer shall be made solely for the purposes designated in the proposition authorizing the levy of the Tax, including the payment of the Bonds.

Out of the funds on deposit in the Sales Tax Fund, the Issuer shall first pay all reasonable and necessary expenses of collection and administration of the Tax. After payment of such expenses, and after making all payments with respect to the Outstanding Prior Lien Bonds as required by the Outstanding Prior Lien Bond Ordinance, and more specifically into the Sales Tax Bond Sinking Fund (Jail) and the Sales Tax Bond Reserve Fund (Jail), the remaining balance of the proceeds of the Tax shall be used in the following order of priority and for the following express purposes:

- (a) The establishment and maintenance of the "Sales Tax Bond Sinking Fund (Jail)-2011" (hereinafter called the "Sinking Fund"), sufficient in amount to pay promptly and fully the principal of, premium, if any, and the interest on the Bonds herein authorized, including any pari passu bonds issued hereafter in the manner provided by this Bond Ordinance, as they severally become due and payable, by transferring from the Sales Tax Fund to the regularly designated fiscal agent of the Issuer, monthly in advance on or before the 20th day of each month of each year, a sum equal to one-sixth (1/6) of the interest

falling due on the next Interest Payment Date and one-twelfth (1/12) of the principal falling due on the next principal payment date, together with such additional proportionate sum as may be required to pay said principal and interest as the same respectively become due. Said fiscal agent shall transfer from the Sinking Fund to the paying agent bank or banks for all bonds payable from the Sinking Fund, at least one (1) day in advance of the date on which payment of principal or interest falls due, funds fully sufficient to pay promptly the principal and interest so falling due on such date.

All or any part of the moneys in the Sales Tax Fund and the Sinking Fund shall, at the written request of the Issuer, be invested in Qualified Investments, herein defined. All income derived from such Qualified Investments shall be added to the Sales Tax Fund, and such investments shall, to the extent at any time necessary, be liquidated and the proceeds thereof applied to the purposes for which the Sales Tax Fund was created.

All moneys remaining in the Sales Tax Fund on the 20th day of each month in excess of (i) all reasonable and necessary expenses of collection and administration of the Tax, (ii) all payments required with respect to the Outstanding Prior Lien Bonds and (iii) after making the required payments into the Sinking Fund for the current month and for prior months during which the required payments may not have been made, shall be considered as surplus. Such surplus may be used by the Issuer for any of the purposes for which the Tax is authorized or for the purpose of retiring Bonds in advance of their maturities, either by purchase of Bonds then outstanding at prices not greater than the then redemption prices of said Bonds, or by redeeming such Bonds at the prices and in the manner set forth in this Bond Ordinance.

The Sales Tax Fund and the Sinking Fund provided for in this Section shall all be and constitute trust funds for the purposes provided in this Bond Ordinance, and the Owners of Bonds issued pursuant to this Bond Ordinance are granted a lien on all such funds until applied in the manner provided herein. The moneys in such funds shall at all times be secured to the full extent thereof by the bank or trust company holding such funds in the manner required by the laws of the State of Louisiana.

SECTION 13. Issuer Obligated to Continue to Collect Tax. The Issuer recognizes that the governing authority of the Issuer is bound under the terms and provisions of law, to levy, impose,

enforce and collect the Tax and to provide for all reasonable and necessary rules, regulations, procedures and penalties in connection therewith, including the proper application of the proceeds of the Tax, until all of the Bonds have been retired as to both principal and interest. Nothing herein contained shall be construed to prevent the Issuer from altering, amending or repealing from time to time as may be necessary the ordinances adopted providing for the levying, imposition, enforcement and collection of the Tax or any subsequent ordinance providing therefor, said alterations, amendments or repeals to be conditioned upon the continued preservation of the rights of the Owners with respect to the revenues from the Tax. The ordinances imposing the Tax and pursuant to which the Tax is being levied, collected and allocated, and the obligation to continue to levy, collect and allocate the Tax and to apply the revenues therefrom in accordance with the provisions of this Bond Ordinance, shall be irrevocable until the Bonds have been paid in full as to both principal and interest, and shall not be subject to amendment in any manner which would impair the rights of the Owners from time to time of the Bonds or which would in any way jeopardize the prompt payment of principal thereof and interest thereon. More specifically, neither the Legislature of Louisiana nor the Issuer may discontinue or decrease the Tax or permit to be discontinued or decreased the Tax in anticipation of the collection of which the Bonds have been issued, or in any way make any change in such Tax which would diminish the amount of the sales tax revenues to be received by the Issuer, until all of such Bonds shall have been retired as to both principal and interest.

SECTION 14. Covenants of the Issuer. In providing for the issuance of the Bonds, the Issuer does hereby covenant that it has a legal right to levy and collect the Tax, to issue the Bonds and to pledge the Revenues of the Tax as herein provided, and that the Bonds will have a lien and privilege on the Revenues of the Tax as herein provided.

SECTION 15. Issuer to Maintain Books and Records. So long as any of the Bonds are outstanding and unpaid in principal or interest, the Issuer shall maintain and keep proper books of records and accounts separate and apart from all other records and accounts in which shall be made full and correct entries of all transactions relating to the collection and expenditure of the Revenues of the Tax, including specifically but without limitation, all reasonable and necessary costs and expenses of collection. Not later than six (6) months after the close of each Fiscal Year, the Issuer

shall cause an audit of such books and accounts to be made by the Legislative Auditor of the State of Louisiana (or his successor) or by a recognized independent firm of certified public accountants showing the receipts of and disbursements made for the account of the aforesaid Sales Tax Fund. Such audit shall be available for inspection upon request by the Owners of any of the Bonds. The Issuer further agrees that the Paying Agent and the Owners of any of the Bonds shall have at all reasonable times the right to inspect the records, accounts and data of the Issuer relating to the Tax.

SECTION 16. Application of Proceeds. The Executive Officers are hereby empowered, authorized and directed to do any and all things necessary and incidental to carry out all of the provisions of this Ordinance, to cause the necessary Bonds to be printed, to issue, execute and seal the Bonds, and to effect delivery thereof as hereinafter provided. The proceeds derived from the sale of the Bonds, except accrued interest, shall be used only for the purpose for which the Bonds are issued. Accrued interest, if any, derived from the sale of the Bonds shall be deposited in the Sinking Fund to be applied to the first interest payment.

SECTION 17. Bonds Legal Obligations. The Bonds shall constitute legal, binding and valid obligations of the Issuer and shall be the only representations of the indebtedness as herein authorized and created.

SECTION 18. Ordinance a Contract. The provisions of this Ordinance shall constitute a contract between the Issuer, or its successor, and the Owner or Owners from time to time of the Bonds, and any such Owner or Owners may at law or in equity, by suit, action, mandamus or other proceedings, enforce and compel the performance of all duties required to be performed by this Governing Authority or the Issuer as a result of issuing the Bonds.

No material modification or amendment of this Ordinance, or of any Ordinance amendatory hereof or supplemental hereto, may be made without the consent in writing of the Owners of two-thirds (2/3) of the aggregate principal amount of the Bonds then outstanding; provided, however, that no modification or amendment shall permit a change in the maturity provisions of the Bonds, or a reduction in the rate of interest thereon, or in the amount of the principal obligation thereof, or affecting the obligation of the Issuer to pay the principal of and the interest on the Bonds as the same shall come due from the revenues appropriated, pledged and dedicated to the payment thereof by this

Ordinance, or reduce the percentage of the Owners required to consent to any material modification or amendment of this Ordinance, without the consent of the Owners of the Bonds.

SECTION 19. Severability; Application of Subsequently Enacted Laws. In case any one or more of the provisions of this Ordinance or of the Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Ordinance or of the Bonds, but this Ordinance and the Bonds shall be construed and enforced as if such illegal or invalid provisions had not been contained therein. Any constitutional or statutory provisions enacted after the date of this Ordinance which validate or make legal any provision of this Ordinance and/or the Bonds which would not otherwise be valid or legal, shall be deemed to apply to this Ordinance and to the Bonds.

SECTION 20. Recital of Regularity. This Governing Authority having investigated the regularity of the proceedings had in connection with the Bonds and having determined the same to be regular, the Bonds shall contain the following recital, to-wit:

"It is certified that this Bond is authorized by and is issued in conformity with the requirements of the Constitution and statutes of this State."

SECTION 21. Effect of Registration. The Issuer, the Paying Agent, and any agent of either of them may treat the Owner in whose name any Bond is registered as the Owner of such Bond for the purpose of receiving payment of the principal of and interest on such Bond and for all other purposes whatsoever, and to the extent permitted by law, neither the Issuer, the Paying Agent, nor any agent of either of them shall be affected by notice to the contrary.

SECTION 22. Notices to Owners. Wherever this Ordinance provides for notice to Owners of Bonds of any event, such notice shall be sufficiently given (unless otherwise herein expressly provided) if in writing and mailed, first-class postage prepaid, to each Owner of such Bonds, at the address of such Owner as it appears in the Bond Register. In any case where notice to Owners of Bonds is given by mail, neither the failure to mail such notice to any particular Owner of Bonds, nor any defect in any notice so mailed, shall affect the sufficiency of such notice with respect to all other Bonds. Where this Ordinance provides for notice in any manner, such notice may be waived in writing by the Owner or Owners entitled to receive such notice, either before or after the event, and

such waiver shall be the equivalent of such notice. Waivers of notice by Owners shall be filed with the Paying Agent, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

SECTION 23. Cancellation of Bonds. All Bonds surrendered for payment, transfer, exchange or replacement, if surrendered to the Paying Agent, shall be promptly canceled by it and, if surrendered to the Issuer, shall be delivered to the Paying Agent and, if not already canceled, shall be promptly canceled by the Paying Agent. The Issuer may at any time deliver to the Paying Agent for cancellation any Bonds previously registered and delivered which the Issuer may have acquired in any manner whatsoever, and all Bonds so delivered shall be promptly canceled by the Paying Agent. All canceled Bonds held by the Paying Agent shall be disposed of as directed in writing by the Issuer.

SECTION 24. Mutilated, Destroyed, Lost or Stolen Bonds. If (1) any mutilated Bond is surrendered to the Paying Agent, or the Issuer and the Paying Agent receive evidence to their satisfaction of the destruction, loss or theft of any Bond, and (2) there is delivered to the Issuer and the Paying Agent such security or indemnity as may be required by them to save each of them harmless, then, in the absence of notice to the Issuer or the Paying Agent that such Bond has been acquired by a bona fide purchaser, the Issuer shall execute, and upon its request the Paying Agent shall register and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost, or stolen Bond, a new Bond of the same maturity and of like tenor, interest rate and principal amount, bearing a number not contemporaneously outstanding. In case any such mutilated, destroyed, lost or stolen Bond has become or is about to become due and payable, the Issuer in its discretion may, instead of issuing a new Bond, pay such Bond. Upon the issuance of any new Bond under this Section, the Issuer may require the payment by the Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Paying Agent) connected therewith. Every new Bond issued pursuant to this Section in lieu of any mutilated, destroyed, lost or stolen bond shall constitute a replacement of the prior obligation of the Issuer, whether or not the mutilated, destroyed, lost or stolen Bond shall be at any time enforceable by anyone and shall be entitled to all the benefits of this Ordinance equally and ratably with all other Outstanding Bonds. Any additional procedures set forth in the Agreement, authorized

in this Ordinance, shall also be available with respect to mutilated, destroyed, lost or stolen Bonds. The provisions of this Section are exclusive and shall preclude (to the extent lawful) all other rights and remedies with respect to the replacement and payment of mutilated, destroyed, lost or stolen Bonds.

SECTION 25. Discharge of Ordinance; Defeasance. If the Issuer shall pay or cause to be paid, or there shall otherwise be paid to the Owner, the principal of and interest on the Bonds, at the times and in the manner stipulated in this Ordinance, then the pledge of the money, securities, and funds pledged under this Ordinance and all covenants, agreements, and other obligations of the Issuer to the Owner shall thereupon cease, terminate, and become void and be discharged and satisfied, and the Paying Agent shall pay over or deliver all money held by it under this Ordinance to the Issuer.

Bonds or interest installments for the payment of which money shall have been set aside and shall be held in trust (through deposit by the Issuer of funds for such payment or otherwise) at the maturity date thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section if they are defeased in the manner provided by Chapter 14 of Title 39 of the Louisiana Revised Statutes of 1950, as amended.

SECTION 26. Successor Paying Agent; Paying Agent Agreement. The Issuer will at all times maintain a Paying Agent meeting the qualifications hereinafter described for the performance of the duties hereunder for the Bonds. The designation of the initial Paying Agent in this Ordinance is hereby confirmed and approved. The Issuer reserves the right to appoint a successor Paying Agent by (a) filing with the Person then performing such function a certified copy of a ordinance or Ordinance giving notice of the termination of the Agreement and appointing a successor and (b) causing notice to be given to each Owner. Every Paying Agent appointed hereunder shall at all times be a bank or trust company organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise trust powers, and subject to supervision or examination by Federal or State authority. The Executive Officers are hereby authorized and directed to execute an appropriate Agreement with the Paying Agent for and on behalf of the Issuer in such form as may be satisfactory to said officers, the signatures of said officers on such Agreement to be conclusive evidence of the due exercise of the authority granted hereunder.

SECTION 27. Arbitrage. The Issuer covenants and agrees that, to the extent permitted by the laws of the State of Louisiana, it will comply with the requirements of the Internal Revenue Code of 1986 and any amendment thereto (the "Code") in order to establish, maintain and preserve the exclusion from "gross income" of interest on the Bonds under the Code. The Issuer further covenants and agrees that it will not take any action, fail to take any action, or permit any action within its control to be taken, or permit at any time or times any of the proceeds of the Bonds or any other funds of the Issuer to be used directly or indirectly in any manner, the effect of which would be to cause the Bonds to be "arbitrage bonds" or would result in the inclusion of the interest on any of the Bonds in gross income under the Code, including, without limitation, (i) the failure to comply with the limitation on investment of Bond proceeds or (ii) the failure to pay any required rebate of arbitrage earnings to the United States of America or (iii) the use of the proceeds of the Bonds in a manner which would cause the Bonds to be "private activity bonds".

The Executive Officers are hereby empowered, authorized and directed to take any and all action and to execute and deliver any instrument, document or bond necessary to effectuate the purposes of this Section.

SECTION 28. Disclosure Under SEC Rule 15c2-12. It is recognized that the Issuer will not be required to comply with the continuing disclosure requirements described in the Rule 15c-2-12(b) of the Securities and Exchange Commission [17 CFR §240.15c2-12(b)], because:

- (a) the Bonds are not being purchased by a broker, dealer or municipal securities dealer acting as an underwriter in a primary offering of municipal securities; and
- (b) the Bonds are being sold to only one financial institution (i.e., no more than thirty-five persons), which (i) has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the prospective investment in the Bonds and (ii) is not purchasing the Bonds for more than one account or with a view to distributing the Bonds.

SECTION 29. Designation Concerning "Qualified Tax-Exempt Obligations". The Bonds are NOT designated as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code.

SECTION 30. Award of Bonds. The Issuer hereby accepts the offer of the Purchaser to purchase the Bonds, attached as Exhibit "A" hereto. The Bonds shall be delivered to the Purchaser upon the payment of the principal amount thereof.

SECTION 31. Publication. A copy of this Ordinance shall be published immediately after its adoption in one issue of the official journal of the Issuer.

SECTION 32. Headings. The headings of the various sections hereof are inserted for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions hereof.

SECTION 33. Effective Date. This Bond Ordinance shall become effective immediately.

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

WHEREUPON THIS ORDINANCE WAS SUBMITTED TO A VOTE AND RESULTED IN THE FOLLOWING:

YEAS:  
NAYS:  
ABSTAIN:  
ABSENT:

THIS ORDINANCE WAS DECLARED ADOPTED AT A REGULAR MEETING OF THE PARISH COUNCIL ON THE 7<sup>TH</sup> DAY OF JULY, 2011; AND BECOMES ORDINANCE COUNCIL SERIES NO. \_\_\_\_\_.

\_\_\_\_\_  
MARTIN W. GOULD, JR., COUNCIL CHAIRMAN

ATTEST:

\_\_\_\_\_  
THERESA L. FORD, COUNCIL CLERK

\_\_\_\_\_  
KEVIN DAVIS, PARISH PRESIDENT

Published Introduction: MAY 26, 2011

Published Adoption: \_\_\_\_\_, 2011

Delivered to Parish President: \_\_\_\_\_, 2011 at \_\_\_\_\_

Returned to Council Clerk: \_\_\_\_\_, 2011 at \_\_\_\_\_

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

I, the undersigned Clerk of Council of the Parish Council of the Parish of St. Tammany, State of Louisiana, do hereby certify that the foregoing \_\_\_\_\_ (\_\_\_\_\_) pages constitute a true and correct copy of an ordinance adopted by the Parish Council on September 1, 2011, providing for the incurring of debt and issuance of Two Million Dollars (\$2,000,000) of Sales Tax Bonds, Series 2011 (Jail), of the Parish of St. Tammany, State of Louisiana; prescribing the form, terms and conditions of said Bonds; designating the date, denomination and place of payment of said Bonds; providing for the payment thereof in principal and interest; authorizing the agreement with the Paying Agent; and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Issuer at Mandeville, Louisiana, on this, the 7<sup>TH</sup> day of JULY, 2011.

(SEAL)

\_\_\_\_\_  
Council Clerk