



ST. CHARLES PARISH

OFFICE OF THE COUNCIL SECRETARY

P.O. BOX 302 • HAHNVILLE, LOUISIANA 70057
(985) 783-5125 • www.stcharlesparish.gov

April 9, 2025

Mr. Jason Akers
Foley & Judell, L.L.P.
365 Canal Street, Suite 2600
New Orleans, LA 70130

Re: Preliminary approval to the issuance of not to exceed Ten Million Dollars
(\$10,000,000) of Taxable Limited Tax Bonds (DEQ)

Dear Mr. Akers:

On Monday, April 7, 2025, the St. Charles Parish Council adopted Resolution No. 6824 giving preliminary approval to the issuance of not to exceed Ten Million Dollars (\$10,000,000) of Taxable Limited Tax Bonds (DEQ), of the Parish of St. Charles, State of Louisiana, and providing for other matters in connection therewith.

A copy of the resolution is enclosed for your records.

Sincerely,

MICHELLE IMPASTATO
COUNCIL SECRETARY

MI/ag

Enclosures

cc: Parish Council
Ms. Samantha de Castro w/enclosure
Mr. Corey Oubre w/enclosure
Mr. Grant Dussom w/enclosure
Ms. Angela Canizaro w/enclosure

2025-0099

**INTRODUCED BY: MATTHEW JEWELL, PARISH PRESIDENT
(BOND COUNSEL)**

RESOLUTION NO. 6824

A resolution giving preliminary approval to the issuance of not to exceed Ten Million Dollars (\$10,000,000) of Taxable Limited Tax Bonds (DEQ), of the Parish of St. Charles, State of Louisiana, and providing for other matters in connection therewith.

BE IT RESOLVED by the St. Charles Parish Council (the "**Governing Authority**"), acting as the governing authority for the Parish of St. Charles, State of Louisiana, that:

SECTION 1. Preliminary Approval of the Bonds. Preliminary approval is given to the issuance of not exceeding Ten Million Dollars (\$10,000,000) of Taxable Limited Tax Bonds (DEQ) (the "**Bonds**") of the Parish of St. Charles, State of Louisiana (the "**Parish**"), pursuant to Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority (the "**Act**"), for the purpose of acquiring, constructing and improving wastewater facilities and systems in the Parish, including those owned and operated by Consolidated Waterworks and Wastewater District No. 1 of the Parish of St. Charles, Louisiana, and paying the costs of issuance thereof, said Bonds to be payable from and secured by an irrevocable pledge and dedication of the funds to be derived by the Parish from the levy and collection of a 2.07 mills tax authorized at an election held on May 2, 2015 (such rate being subject to adjustment from time to time due to reassessment), which the Parish is authorized to impose and collect through 2044 (the "**Tax**"). The Bonds will bear interest at a rate or rates not to exceed ninety-five hundredths of one percent (.95%) per annum, inclusive of any administrative fee charged by the holder(s) of such bonds in connection therewith, and will mature no later than March 1, 2045.

SECTION 2. State Bond Commission. Application is hereby made to the State Bond Commission, Baton Rouge, Louisiana, for approval of the issuance and sale of the Bonds and for consent and authority to proceed with the issuance and sale of the Bonds as provided above, and Bond Counsel is directed to make application to the State Bond Commission in accordance with the foregoing on behalf of the Parish. By virtue of applicant/Parish'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. 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 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 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 and sale thereof and shall furnish its opinions covering the legality of the issuance of the 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 Generals fee guidelines for such bond counsel work 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 Parish President 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 appended hereto. A certified copy of this resolution shall be submitted to the Attorney General of the State of Louisiana for approval of said employment and of the fees herein designated, and payment for the work herein specified upon completion thereof and under the conditions herein enumerated is hereby approved without further action of this Governing Authority.

This forgoing resolution having been submitted to a vote, the vote thereon was as follows:

YEAS: MOBLEY, FONSECA, WILSON, SKIBA, PILIE, COMARDELLE,
O'DANIELS, FISHER, DEBRULER
NAYS: NONE
ABSENT: NONE

And the resolution was declared adopted on this, the 7th day of April, 2025, to become effective immediately upon adoption.

CHAIRMAN: Holly Fonseca
SECRETARY: Michelle Spadato
DLVD/PARISH PRESIDENT: April 8, 2025
APPROVED: ✓ DISAPPROVED:

PARISH PRESIDENT: Matt Lowell
RETD/SECRETARY: April 8, 2025
AT: 2:57 pm RECD BY: (Signature)

EXHIBIT A

ENGAGEMENT LETTER

April 7, 2025

Hon. Matthew Jewell, Parish President
Parish of St. Charles
Hahnville, Louisiana

Re: Taxable Limited Tax Bonds (DEQ) of the
Parish of St. Charles, State of Louisiana

Dear President Jewell:

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 to the Parish of St. Charles, State of Louisiana (the "**Parish**") in connection with the issuance of the captioned bonds (the "**Bonds**"). We understand that the Bonds will be issued for the purposes (the "**Project**") described in the resolution adopted by the St. Charles Parish Council (the "**Governing Authority**"), acting as the governing authority of the Parish, on April 7, 2025. As bond counsel, we will prepare and submit to the Governing Authority for adoption all of the legal proceedings required for the authorization, issuance, sale and delivery of the Bonds and provide advice of a traditional legal nature as to the issuance and sale of the Bonds. Our job is principally to render certain opinions to the Parish regarding (i) the validity of the Bonds under applicable Louisiana law, and (ii) other matters as may be applicable. The bond 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 Parish with applicable laws and other resolutions relating to the Bonds. During the course of this engagement, we will rely upon the staff of the Parish and the members of the Governing Authority to provide us with complete and timely information on all developments pertaining to any aspect of the Bonds.

In our engagement as bond counsel, we will:

- Confer with members of the working group, including you and other officials of the Parish, relating to the Project and review legal issues relating to the structure of the Bond issue;
- Prepare the Bond Ordinance and all related financing documents (collectively, the "**Bond Documents**");
- Attend meetings of the Governing Authority at which the Bond Documents are adopted;
- Prepare the application for approval of the issuance of the Bonds 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 Bonds and supervise their execution and authentication;

- Prepare complete transcripts of record covering the issuance of the Bonds and furnishing the transcripts to various parties in connection therewith; and
- Submit applicable post-closing reports to the State Bond Commission.

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 approval of the Attorney General. Our fee as bond counsel is a "*contingent fee*," meaning you are required to pay for our legal services only in the event the Bonds are actually sold and delivered. Other vendors or members of the working group may charge additional fees or costs for their services, which may not be contingent upon a successful delivery.

We will continue to serve as bond counsel until the delivery of the Bonds; however, the Parish 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 Parish, papers and property furnished by the Parish 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 Parish; however, in the course of providing traditional legal services, we may provide factual information to the Parish that is not specifically tailored to the Bonds or that does not rise to the level of a recommendation concerning a course of action. We will, however, analyze and advise the Parish regarding the legal ramifications of the structure, timing, terms and other provisions of the Bonds, 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 Parish or if there is a significant risk that other considerations will materially limit our representation of the Parish. We understand that the Bonds are to be sold to the Revolving Loan Fund (the "**Fund**") operated by the Louisiana Department of Environmental Quality (the "**Department**"). Our firm is currently engaged by the Department as its counsel in connection with loans made by the Fund; therefore, we are obligated by Louisiana Rules of Professional Conduct to consult with you and obtain your written consent and waiver of any conflict of interest to provide the requested services as bond counsel to the Parish.

The nature of our assignments is such that we do not believe our engagement will adversely impact any existing professional relationship with the Parish or the Department. Loans made by the Fund have defined terms and conditions that are either set by the Department or required by applicable federal or state law, rule or regulation. Our role as Department counsel will be limited to ensuring compliance with the Fund's programmatic requirements, and our role as bond counsel to the Parish, as set forth above, will be limited to ensuring the Bonds are valid and binding obligations, issued in accordance with those federal, state, and local laws, rules, and regulations applicable to the Parish. We believe the interests of the Department and the Parish are currently aligned, which minimizes the risk we will be asked to favor either party; nonetheless, to ensure we do not violate our ethical obligations, we affirm that we will not advocate on behalf of either party. Be advised that if a legal dispute arises between the Parish and the Department,

our firm cannot and will not represent either party in any litigation. We understand you will be represented by your general counsel during this process as well.

As you are further aware, our firm represents the State of Louisiana and many other political subdivisions, including others in St. Charles Parish. At this time, we do not believe any other current or past engagement of our firm adversely affects our ability to represent the Parish as provided in this letter; however, we invite you to discuss any concerns you have with us.

If this letter is acceptable to the Parish, please so indicate by executing below and returning a copy to us, retaining an original for your files. By signing this letter, you acknowledge that you have read and understand the foregoing, and on behalf of the Parish, expressly waive any conflict of interest that may exist and consent to Foley & Judell, L.L.P.'s provision of the services described herein. Your execution of this letter is a representation that such execution has been duly authorized and that this waiver is knowingly made, valid and enforceable.

We appreciate the opportunity to serve the Parish and look forward to working with you.

FOLEY & JUDELL, LLP

BY: _____
M. JASON AKERS, PARTNER

ACCEPTED AND APPROVED:
PARISH OF ST. CHARLES, STATE OF LOUISIANA

BY: _____
NAME: MATTHEW JEWELL
TITLE: PARISH PRESIDENT
DATED: APRIL 7, 2025

STATE OF LOUISIANA

PARISH OF ST. CHARLES

I, the undersigned Council Secretary of the St. Charles Parish Council, do hereby certify that the foregoing pages constitute a true and correct copy of a resolution adopted by said St. Charles Parish Council on April 7, 2025, giving preliminary approval to the issuance of not to exceed Ten Million Dollars (\$10,000,000) of Taxable Limited Tax Bonds, of the Parish of St. Charles, State of Louisiana, and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature on this, the 7th day of April, 2025.



Council Secretary

TIMELINE

**N/E \$10,000,000
TAXABLE LIMITED TAX BONDS (DEQ), SERIES 2025
OF THE PARISH OF ST. CHARLES, STATE OF LOUISIANA**

Council meets on the 1st and 3rd Monday of the month @ 6:00 p.m.

M., 04/07/25	Parish Council adopts resolution applying to State Bond Commission (Agenda D/L Fri., 03/28)
T., 04/15/25	Application deadline for State Bond Commission approval
Th., 05/15/25	State Bond Commission approves Bond issuance
M., 06/16/25	Parish Council introduces Bond Ordinance providing for sale and issuance of Bonds (Agenda D/L Fri., 06/06)
M., 07/07/25	Parish Council adopts Bond Ordinance issuing Bonds; and Parish Council adopts Resolution, on behalf of Consolidated Waterworks and Wastewater District No. 1, approving the terms of a Loan and Pledge Agreement (Agenda D/L Fri., 06/27)
Th., 07/17/25	Publication of Bond Ordinance in <i>The St. Charles Herald-Guide</i> (Deadline to submit publication to the official journal is Fri. 07/11 @ 4 p.m.)
T., 08/05/25	Deliver Bond to DEQ