

2022-0016

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

ORDINANCE NO. 22-2-1

An ordinance authorizing the Parish of St. Charles, State of Louisiana to proceed with a not to exceed \$15,000,000 financing through the Louisiana Local Government Environmental Facilities and Community Development Authority; authorizing and ratifying the Parish's request of the Louisiana Local Government Environmental Facilities and Community Development Authority to issue its revenue bonds and providing for other matters in connection therewith.

WHEREAS, the Louisiana Local Government Environmental Facilities and Community Development Authority (the "Authority") was established pursuant to Chapter 10-D of Title 33 of the Louisiana Revised Statutes of 1950, as amended (La. R.S. 33:4548.1 through 33:4548.16, inclusive) (the "Act"), to encourage public infrastructure and public works of all types, and to assist political subdivisions in constructing public works and in financing and refinancing the construction of public infrastructure and public works; and,

WHEREAS, the Parish of St. Charles, State of Louisiana (the "Parish") is a participating political subdivision of the Authority in accordance with the Act; and,

WHEREAS, the Gulf of Mexico Energy Security Act of 2006, Public Law 109-432, as amended and supplemented from time to time ("GOMESA"), provides for the sharing of certain revenues received by the United States government from oil and gas leasing and production in the Gulf of Mexico (the "GOMESA Revenues") with the states of Alabama, Mississippi, Louisiana and Texas and their designated political subdivisions; and,

WHEREAS, GOMESA authorizes GOMESA Revenues to be spent on (a) projects and activities for the purposes of coastal protection, including conservation, coastal restoration, hurricane protection, and infrastructure directly affected by coastal wetland losses; (b) mitigation of damage to fish, wildlife or natural resources; (c) implementation of a federally-approved marine, coastal or comprehensive conservation management plan; (d) mitigation of the impact of outer Continental Shelf activities through the funding of onshore infrastructure projects; and (e) associated planning and administrative costs (collectively, the "GOMESA Projects"); and,

WHEREAS, the Parish is a designated political subdivision that receives GOMESA Revenues pursuant to GOMESA; and,

WHEREAS, the St. Charles Parish Council (the "Governing Authority"), acting as governing authority of the Parish, has determined that it is in the Parish's best interest to request the Authority to authorize, sell and issue the Authority's not to exceed \$15,000,000 Revenue Bonds (St. Charles Parish GOMESA Project) (the "Bonds"), in one or more series, the proceeds of which will be loaned by the Authority to the Parish (the "Loan") pursuant to the provisions of a Loan and Assignment Agreement by and between the Authority and the Parish (the "Loan Agreement"), which Loan proceeds will be used by the Parish to: (i) fund qualified GOMESA Projects within the Parish, (ii) finance capitalized interest on the Bonds, and (iii) pay the costs of issuance of the Bonds (collectively, the "Project").

NOW, THEREFORE, BE IT ORDAINED by the St. Charles Parish Council, acting as the governing authority of the Parish, that:

SECTION 1. Authorization. The Parish hereby requests that the Authority authorize and issue the Authority's Revenue Bonds (St. Charles Parish GOMESA Project) (the "Bonds"), in one or more series in an aggregate principal amount not to exceed \$15,000,000, the proceeds of which shall be loaned to the Parish pursuant to the Loan Agreement and will be used by the Parish to finance the Project.

SECTION 2. Terms of Bonds. The Bonds shall be issued and sold by the Authority only as fully registered bonds in the denominations of \$100,000 and integral multiples of \$5,000 in excess thereof. The Bonds shall mature not later than November 1, 2047 and shall bear interest at a rate not to exceed six percent (6%) per annum.

SECTION 3. Sale of Bonds. The selection by the Authority of Wells Fargo Securities, LLC (the "Purchaser") as purchaser of the Bonds is hereby acknowledged and approved by the Governing Authority, provided that the Purchaser's proposal does not exceed the parameters set forth in Section 2 above, and the Parish President and the Council Secretary and/or the Chairman of the Governing Authority are hereby authorized to execute the Purchase Agreement and other Parish Documents, as described in Section 4 hereof, in order to evidence such approval.

SECTION 4. Approval of Parish Documents. The form and terms of the Loan Agreement, the Purchase Agreement, the Control Agreement for Deposit Account (if required), the Continuing Disclosure Certificate and all other ancillary documents (the "Parish Documents") are hereby authorized and approved in the forms approved by bond counsel. The Loan Agreement shall obligate the Parish to pay to the Authority amounts necessary from

GOMESA Revenues distributed to the Parish (the "Pledged Revenues") to allow the Authority to make principal and interest payments on the Bonds and to secure the payment thereof. The Parish does hereby irrevocably and irrevocably pledge and dedicate such Pledged Revenues in an amount sufficient for the payment of its obligations pursuant to the Loan Agreement. It is the intention of the Parish that, to the fullest extent permitted by law, this pledge shall be valid and binding from the time when it is made, that the Pledged Revenues so pledged and then or thereafter received by the Parish shall immediately be subject to the lien of such pledge without any physical delivery or further act, and that the lien of such pledge and the obligation to perform the contractual agreements contained herein and in the Loan Agreement shall have priority over any or all other obligations and liabilities of the Parish, and that this pledge shall be valid and binding against all parties having claims of any kind in tort, contract or otherwise against the Parish, irrespective of whether such parties have notice thereof. The Pledged Revenues shall be and remain pledged for the security and payment of the Bonds in principal and interest until the Bonds shall have been fully paid and discharged.

SECTION 5. Preliminary Limited Offering Memorandum. The execution and delivery of a Preliminary Limited Offering Memorandum and a Limited Offering Memorandum, in the forms approved by bond counsel and the municipal advisor, are hereby ratified and approved.

SECTION 6. Execution of Documents; Further Authority. The Parish President and the Secretary and/or the Chairman of the Governing Authority are hereby authorized and directed to execute any and all documents and take all further action necessary or reasonably required to effect the Loan from the Authority evidenced by the Loan Agreement; to approve any changes to the Loan Agreement and all other ancillary documents approved by counsel to the Parish and bond counsel, such approval to be conclusively evidenced by their execution hereof; to carry out the provisions of this Ordinance and effect the completion of the Project; and to assist the Authority in carrying out its functions in connection with the financing

SECTION 7. Tax-Exemption of Bonds. The Parish 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 amendments thereto (the "Code") to establish, maintain and preserve the exclusion from "gross income" of interest on the tax-exempt Bonds under the Code. The Parish 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 Parish 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 inclusion of interest on any 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 State of America; or (iii) use of Bond proceeds in a manner that would cause the Bonds to be "private activity bonds."

SECTION 8. Request to the Authority. The Authority is hereby requested to take all actions necessary to issue and sell the Bonds.

SECTION 9. Effective Date. This Ordinance shall become effective on the earliest date allowed by the Issuer's Home Rule Charter.

The foregoing ordinance having been submitted to a vote, the vote thereon was as follows:

YEAS: FONSECA, DARENSBOURG GORDON, CLULEE, GIBBS, DUFRENE, BELLOCK, FISHER
NAYS: NONE
ABSENT: BILLINGS, FISHER-PERRIER

And the ordinance was declared adopted on this, the 7th day of February, 2022, to become effective five (5) days after publication in the Office Journal.

CHAIRMAN: Bob Fisher
SECRETARY: Michelle Spastato
DLVD/PARISH PRESIDENT: February 8, 2022
APPROVED: _____ DISAPPROVED: _____

PARISH PRESIDENT: Math Jewell
RETD/SECRETARY: February 10, 2022
AT: 9:10 am RECD BY: [Signature]