

ST. CHARLES PARISH HOSPITAL SERVICE DISTRICT NO. 1

The Board of Commissioners of St. Charles Parish Hospital Service District, Parish of St. Charles, State of Louisiana met for a regular Board of Commissioners' meeting at the St. Charles Parish Courthouse, Parish Council Chambers, 2nd Floor, 15045 Hwy 18 (River Road), Hahnville, LA 70057 on March 25, 2015, at 9:19 AM. Following the Pledge of Allegiance, it was noted the following Board Members were present: Mr. John Landry, Mrs. Betty Portera, Mr. Thomas Lorio, and Mr. Ricky Lorio

Absent: Smith

Also present were Mr. Peter Torsch, VP Finances & CFO, Mrs. Jean Hill, CNO/VP Patient Care Services (Interim Administrator), Mr. Alden Bishop, Director of Business Development, Mrs. Carolyn Slaton and Mrs. Rebecca Dupuy, Recording Secretaries.

Mr. Landry welcomed Mr. Jerry Osborne, Bond Attorney, Foley & Judell, Mr. Ritchie Dupre, System VP Partnerships & Integration for OHS, Mr. Pete November, EVP & CAO, OHS, Mr. Jack Stolier, Legal Counsel, Sullivan Stolier Knight, LLC.

Mr. Landry opened the Public Hearing and requested anyone wishing to address the Board on any of the agenda items for today's meeting to please come forward. There being none, the Public Hearing was closed.

Mr. Landry entertained a motion to enter into Executive Session at 9:21 AM. It was motioned by Portera seconded by Bosco to enter into Executive Session to discuss strategic planning, personnel issues, and/or legal issues.

For: Landry, Portera, Lorio, Bosco

Against: None

Absent: Smith

Abstained: None

It was motioned by Portera seconded by Bosco to return to the Regular Session at 10:21 AM.

For: Landry, Portera, Lorio, Bosco

Against: None

Absent: Smith

Abstained: None

Under Special Business, Mr. Osborne introduced a resolution (Resolution # 1503-2501) giving preliminary approval to the issuance of not to exceed Five Million Five Hundred Thousand Dollars (\$5,500,000) of Limited Tax Bonds, of Hospital Service District No. 1 of the Parish of St. Charles, State of Louisiana; making application to the State Bond Commission and the St. Charles Parish Council for approval of said Bonds; and providing for other matters in connection therewith.

SEE NEXT PAGE FOR RESOLUTION

RESOLUTION PREVIOUSLY PUBLISHED IN THE OFFICIAL JOURNAL

The following resolution was offered by Portera and seconded by Bosco:

RESOLUTION

A resolution giving preliminary approval to the issuance of not to exceed Five Million Five Hundred Thousand Dollars (\$5,500,000) of Limited Tax Bonds, of Hospital Service District No. 1 of the Parish of St. Charles, State of Louisiana; making application to the State Bond Commission and the St. Charles Parish Council for approval of said Bonds; and providing for other matters in connection therewith.

WHEREAS, Pursuant to La. R.S. 39:1430 of the Louisiana Revised Statutes of 1950, as amended, Hospital Service District No. 1 of the Parish of St. Charles, State of Louisiana (the "Issuer") is authorized to borrow money in anticipation of revenues to be realized from a special tax of (a) two and forty-eight hundredths (2.48) mills tax authorized at an election held on July 15, 2006 (such rate being subject to adjustment from time to time due to reassessment), which the Issuer is authorized to impose and collect in the year 2015; and (b) two and forty-eight hundredths (2.48) mills authorized at an election held on May 3, 2014 (such rate being subject to adjustment from time to time due to reassessment), which the Issuer is authorized to impose and collect in each of the years 2016 through 2025 (collectively, the "Tax") to be used only for the purpose for which the Tax is authorized; and

WHEREAS, the Issuer has the following indebtedness payable from the Tax:

\$9,600,000 of Taxable Limited Tax Bonds, Series 2014, dated August 22, 2014; and

WHEREAS, it is anticipated that the net revenues from the levy of the Tax in the current year will amount to the sum of \$2,869,204 and the annual debt service on the outstanding Bonds and the proposed Bonds at the maximum rate of six percent (6%) per annum will not exceed seventy-five percent (75%) of the estimated revenues to be realized from the levy and collection of said special Tax during any annual period said Bonds are outstanding; and

WHEREAS, in order to obtain that best terms for the sale of Bonds, it may be necessary to enter into an agreement with Ochsner Clinic Foundation, or a related party, pursuant to which the Ochsner Clinic Foundation or a related party will guarantee the payment of the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Hospital Service District No. 1 of the Parish of St. Charles, State of Louisiana (the "Board"), acting as the governing authority of the Issuer, that:

SECTION 1. **Preliminary Approval of the Bonds.** Application be and the same is hereby formally made to the State Bond Commission and to the St. Charles Parish Council for consent and authority for the Issuer, to issue, sell and deliver an amount not exceeding \$5,500,000 of Limited Tax Bonds, (the "Bonds"), to bear interest at a rate or rates not exceeding six percent (6%) per annum, to mature over a period not exceeding eleven (11) years, and to be sold at not less than 95% of the par value thereof, all in the manner pursuant to La. R.S. 39:1430 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, and shall be used for the purpose of constructing, operating and maintaining hospital facilities within said District, including ambulance service for both the east and west banks of St. Charles Parish and paying the costs of issuance. Said Bonds shall be secured by and payable solely from the irrevocable pledge and dedication of the funds to be derived by the Issuer from the levy and collection of a special tax of (a) two and forty-eight hundredths (2.48) mills tax authorized at an election held on July 15, 2006 (such rate being subject to adjustment from time to time due to reassessment), which the Issuer is authorized to impose and collect in the year 2015; and (b) two and forty-eight hundredths (2.48) mills authorized at an election held on May 3, 2014 (such rate being subject to adjustment from time to time due to reassessment), which the Issuer is authorized to impose and collect in each of the years 2016 through 2025, which the Issuer is authorized under Article VI, Section 26 of the Louisiana Constitution of 1974 to impose and collect each year. The Bonds may be further secured by the provisions of a guaranty agreement with Ochsner Clinic Foundation or a related party. The Bonds shall be in the form of bonds, certificates or one or more promissory notes.

SECTION 2. **St. Charles Parish Council.** In accordance with the provisions of law, the St. Charles Parish Council is hereby requested to approve the issuance of said Bonds by

the Issuer, and a copy of this resolution shall be forwarded to the St. Charles Parish Council together with a letter requesting the prompt consideration and approval of this request.

SECTION 3. **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 Issuer. 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 4. **Employment.** 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 General's fee guidelines for such bond counsel work in connection with the issuance of such series of revenue bonds 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 Chairman 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 his written approval of said employment and of the fees herein designated, and the Secretary is hereby empowered and directed to provide for payment of the work herein specified upon completion thereof and under the conditions herein enumerated.

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

YEAS: Landry, Bosco, Portera, Lorio

NAYS: None

ABSENT: Smith

And the resolution was declared adopted on this, the 25th day of March, 2015.

/s/ Jean Hill
Acting Secretary

/s/ John J. Landry, III
Chairman

EXHIBIT A

March 25, 2015

Hon. John J. Landry, III
Hospital Service District No. 1 of the
Parish of St. Charles, State of Louisiana
Luling, Louisiana

Re: Proposed Taxable Limited Tax Bonds of
Hospital Service District No. 1 of the Parish of
St. Charles, State of Louisiana

Dear John:

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 Hospital Service District No. 1 of the Parish of St. Charles, State of Louisiana (the "Issuer") in connection with the issuance of the captioned bonds (the "Bonds"). We understand that the Bonds will be issued for the purpose of constructing, operating and maintaining hospital facilities within said District, including ambulance service for both the east and west banks of St. Charles Parish and paying the costs of issuance (the "Project").

As bond counsel, we will prepare and submit to the Board of Commissioners of Hospital Service District No. 1 of the Parish of St. Charles, State of Louisiana (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 Issuer regarding (i) the validity of the Bonds under applicable Louisiana law, (ii) the exemption of interest paid on the bonds from state taxes, and (iii) 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 Issuer with applicable laws and other resolutions relating to the Bonds. During the course of this engagement, we will rely upon the staff of the Issuer 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 Issuer, relating to the Project and review legal issues relating to the structure of the Bond issue;

Prepare the Issuing Bond Resolution and all related financing documents (collectively, the "Bond Documents");

As requested, attend meetings of the Governing Authority at which the Bond Documents are adopted, including (as applicable) preparation of notices;

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, including the Tax Compliance Certificate, and supervise the execution of certain closing documents by the various parties thereto;

Prepare and file Internal Revenue Service Form 8038-G, as required by Federal law;

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 post-closing reports to the State Bond Commission, if required.

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 his approval. 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. For your information, we are attaching an estimate of the maximum costs of issuance to be incurred by the Issuer in connection with the Bonds as Schedule 1 hereto.

We will continue to serve as bond counsel until the delivery of the Bonds; however, the Issuer 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 Issuer, papers and property furnished by the Issuer will be returned promptly upon request.

Hon. John J. Landry, III
Hospital Service District No. 1 of the
Parish of St. Charles, State of Louisiana
Luling, Louisiana

March 25, 2015

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Please note that we are not municipal advisors, and we do not render financial advice or other financial services to the Issuer; however, in the course of providing traditional legal services, we may provide factual information 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, discuss and advise the Issuer 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 Issuer or if there is a significant risk that other considerations will materially limit our representation of the Issuer. As you are aware, our firm represents many 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 Issuer as provided in this letter; however, we invite you to discuss any concerns you have with us.

If this letter is acceptable to the Issuer, please so indicate by executing where indicated below and returning a copy to us, retaining the original for your files. We appreciate the opportunity to serve the Issuer and look forward to working with you.

FOLEY & JUDELL, L.L.P.

BY: _____
JERRY R. OSBORNE, PARTNER

ACCEPTED AND APPROVED:
Hospital Service District No. 1 of the
Parish of St. Charles, State of Louisiana

BY: 
NAME: **JOHN J. LANDRY, III**
TITLE: **CHAIRMAN**

DATED: MARCH 25, 2015

Hon. John J. Landry, III
Hospital Service District No. 1 of the
Parish of St. Charles, State of Louisiana
Luling, Louisiana

March 25, 2015

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Schedule 1

Estimated Maximum Costs of Issuance
Based on a not exceeding amount of \$5,500,000

Bond Counsel (Foley & Judell)	\$ 38,775
Bond Counsel Expenses (Foley & Judell)	\$ 2,000
Bank Counsel (TBD)	\$ 10,000
Guarantor Counsel (TBD)	\$ 10,000
Publication	\$ 1,500
State Bond Commission	\$ 3,300
Municipal Advisor (TBD)	\$ 20,000
Paying Agent (TBD)	\$ 2,000