

Reso.

2013-0461

**INTRODUCED BY: V.J. ST. PIERRE, JR., PARISH PRESIDENT
(BOND COUNSEL)**

RESOLUTION NO. 6053

A resolution approving the structure and participants in a New Markets Tax Credit transaction and a commercial loan transaction (collectively, the "Transactions"); approving loans made to and guaranteed by Hospital Service District No. 1 of the Parish of St. Charles, State of Louisiana, and its Public Benefit Corporation in connection with the Transactions; and providing for other matters in connection therewith.

WHEREAS, the Board of Commissioners of the Hospital Service District No. 1 of the Parish of St. Charles, State of Louisiana (the "District"), by resolution adopted on October 30, 2013, has authorized the execution of a proposed term sheet (the "Term Sheet") in connection with the participation by the District in a New Markets Tax Credit transaction and a commercial loan transaction (collectively, the "Transactions"), relating to construction of a medical office building and related facilities in the District, under the Federal New Markets Tax Credit Program established under the Community Renewal Tax Relief Act of 2000; and,

WHEREAS, the Parish Council has created Hospital Service District No. 1 of the Parish of St. Charles, State of Louisiana (the "District"); and,

WHEREAS, the District has created Plantation View Medical Offices, Inc. (the "Corporation"), a public benefit corporation of the State of Louisiana, for the purpose of entering into the Transactions with respect to the Project; and,

WHEREAS, the District and the Corporation will enter into a Master Lease Agreement (the "Agreement") for the Project whereby the District will lease the Project from the Corporation and will be authorized to lease space in the Project to third parties in exchange for periodic rental payments to be made to the Corporation; and,

WHEREAS, the Council now desires to approve the Transactions for the benefit of the District and the Parish; and,

WHEREAS, pursuant to the Term Sheet provided to the Corporation by First NBC Bank, New Orleans, Louisiana and certain affiliates thereof (collectively, the "Bank"), the Bank will make a loan and an equity contribution to an investment fund (the "Fund Borrower") and the Fund Borrower will combine such funds to make equity contributions to First NBC Community Development Fund, LLC (or its subsidiary) (collectively, the "CDE"); the CDE will use such equity contributions to make loans (the "NMTC Loans") to the Corporation and the tax credits associated therewith will be guaranteed by the District; and,

WHEREAS, in addition to the NMTC Loans, the Bank will also make a loan to the Corporation (the "Commercial Loan"), which Commercial Loan will be guaranteed by the District; and,

WHEREAS, the NMTC Loans shall be in the amount of not exceeding Six Million Dollars (\$6,000,000) and the Commercial Loan shall be in a principal amount not to exceed Fourteen Million (\$14,000,000), and each of the Transactions shall bear interest at a rate or rates not to exceed 7.00%, and shall be for a term or terms not to exceed 30 years; and,

WHEREAS, the District's obligations pursuant to the Transactions will be secured by a pledge of all available revenues of the District; including but not limited to rental receipts from the Project; and,

WHEREAS, the Corporation's obligations pursuant to the Transactions will be secured by a pledge of all available revenues of the Corporation, including but not limited to rental receipts from the Project, and shall be further secured by, among others, a Mortgage and Assignment of Leases and Rents; and,

WHEREAS, the Council desires to authorize and approve the Transactions and the participation of the District and the Corporation therein.

NOW, THEREFORE, BE IT RESOLVED by the St. Charles Parish Council, State of Louisiana (the "Council"), acting as the governing authority of the Parish of St. Charles, State of Louisiana (the "Parish"), that:

SECTION 1. The foregoing whereas clauses are hereby adopted as fully set forth therein.

SECTION 2. In compliance with the provisions of Article VI, Section 15 of the Constitution of the State of Louisiana of 1974, and in accordance with the request of the Board of Commissioners of the Hospital Service District No. 1 of Parish of St. Charles, State of Louisiana, this Parish Council hereby approves the participation by the District and the Corporation in the Transactions relating to construction of a medical office building and related facilities in the District.

SECTION 3. This resolution shall be effective immediately. All other actions of the Council in conflict with the provisions of this resolution shall be considered null and void to the extent of such conflict.

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

YEAS: SCHEXNAYDRE, TASTET, WILSON, WOODRUFF, BENEDETTO, HOGAN,
COCHRAN, FLETCHER, FISHER-PERRIER
NAYS: NONE
ABSENT: NONE

And the resolution was declared adopted on this, the 2nd day of December, 2013.

CHAIRMAN: Wendy Benedetto

ACTING SECRETARY: Calli Madere

DLVD/PARISH PRESIDENT: 12/4/13

APPROVED: ☒ DISAPPROVED: ☐

PARISH PRESIDENT: V. J. J.

RETD/SECRETARY: 12/4/13

AT: 1:05 pm RECD BY: cm