

EXHIBIT A

ENGAGEMENT LETTER

February 7, 2022

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 February 7, 2022.

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 the validity of the Bonds under applicable Louisiana law, and 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 and ordinances 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 and the Governing Authority, relating to the Project and review legal issues relating to the structure of the Bond issue;
- Prepare the Issuing 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 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.

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. As you are 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.

In the interest of facilitating our services to you, we may (i) send documents, information or data electronically or via the Internet or (ii) store electronic documents or data via computer software applications hosted remotely or utilize cloud-based storage. Confidential electronic documents or data of the Parish may be transmitted or stored using these methods. We may use third party service providers to store or transmit these documents or data. In using these electronic communication and storage methods, we employ reasonable efforts to keep such communications, documents and data secure in accordance with our obligations under applicable laws, regulations, and professional standards; however, the Parish recognizes and accepts that we have no control over the unauthorized interception or breach of any communications, documents or data once it has been transmitted or if it has been subject to unauthorized access while stored, notwithstanding all reasonable security measures employed by us or by our third party service providers. By acceptance of this letter, the Parish consents to our use of these electronic devices and applications and submission of confidential client information to or through third party service providers during this engagement.

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. 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: FEBRUARY 7, 2022

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 February 7, 2022, 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 February, 2022.

Council Secretary