

2024-0283

INTRODUCED BY: MATTHEW JEWELL, PARISH PRESIDENT
(DEPARTMENT OF ECONOMIC DEVELOPMENT AND TOURISM)

RESOLUTION NO. 6790

A resolution authorizing the publication of a notice of intention to create Highway 90 Economic Development District No. 1 of the Parish of St. Charles, State of Louisiana, under the authority of Part II, Chapter 27, Title 33 of the Louisiana Revised Statutes of 1950, as amended; providing for the employment of special counsel; and providing for other matters in connection therewith.

WHEREAS, Part II, Chapter 27, Title 33 of the Louisiana Revised Statutes of 1950, as amended (La. R.S. 33:9038.31, *et seq.*) (the "EDD Act") authorizes municipalities, parishes and certain other local governmental subdivisions to create economic development districts to carry out the purposes of the EDD Act, which economic development districts are political subdivisions of the State of Louisiana and possess such power and authority and have such duties as provided by the EDD Act and other law; and,

WHEREAS, the Parish of St. Charles, State of Louisiana (the "Parish"), acting through this Parish Council as its governing authority, desires to avail itself of the EDD Act to create an economic development district to be called "Highway 90 Economic Development District No. 1 of the Parish of St. Charles, State of Louisiana" (the "District"); and,

WHEREAS, in accordance with the EDD Act, particularly La. R.S. 33:9038.32(C), the Parish now desires to give notice of its intention and to hold a public hearing relative to the proposed creation of the District, and to authorize the publication of a Notice of Intent including a description of the boundaries of the District and containing a map showing the boundaries of the District.

NOW THEREFORE, BE IT RESOLVED THAT THE ST. CHARLES PARISH COUNCIL, hereby provides:

SECTION ONE: Intention to Create Economic Development District. In accordance with the EDD Act, and particularly La. R.S. 33:9038.32, the Parish does hereby give notice of its intention to create an economic development district to be called "Highway 90 Economic Development District No. 1 of the Parish of St. Charles, State of Louisiana." It is intended that the District shall initially have the same boundaries as the Highway 90 Corridor Overlay Zone, which is added to the St. Charles Parish Zoning Ordinance of 1981 by Ordinance No. 24-8-2, and is comprised of all lots either directly abutting or accessed from U.S. Highway 90 between the I-310 North on-ramp in Boutte and Willowdale Boulevard in Luling, and additional properties identified and further described herein. The proposed economic development district shall have the boundaries described in Exhibit A to this resolution.

SECTION TWO: Notice of Intention. The Secretary of the Council is authorized and directed to publish a notice of intention, in substantially the following form, which notice shall be published two (2) times in the Parish's official journal prior to the public hearing described therein:

* * * * *

**NOTICE OF INTENTION TO CREATE AN
ECONOMIC DEVELOPMENT DISTRICT
IN THE PARISH OF ST. CHARLES, STATE OF LOUISIANA**

NOTICE IS HEREBY GIVEN that the St. Charles Parish Council (the "Council"), acting as the governing authority of the Parish of St. Charles, Louisiana (the "Parish"), proposes to consider the adoption of an ordinance, pursuant to La. R.S. 33:9038.32, creating an economic development district within the Parish to be called "Highway 90 Economic Development District No. 1 of the Parish of St. Charles, State of Louisiana" (the "District").

NOTICE IS HEREBY FURTHER GIVEN that the Council will meet in open and public session on Monday, September 9, 2024, at six o'clock (6:00) p.m., at the Council Chambers, 15045 River Road, in Hahnville, Louisiana, to hear any objections to the creation of the District as described above.

A description of the boundaries of the proposed District, and a map of the proposed District, are as follows:

[LEGAL DESCRIPTION & MAP, AS SHOWN IN
EXHIBIT A TO THIS RESOLUTION, TO BE
ATTACHED TO NOTICE IN PUBLICATIONS]

It is intended that the said District shall initially have the same boundaries as the Highway 90 Corridor Overlay Zone, which is added to the St. Charles Parish Zoning Ordinance of 1981 by Ordinance No. 24-8-2, and is comprised of all lots either directly abutting or accessed from U.S. Highway 90 between the I-310 North on-ramp in Boutte and Willowdale Boulevard in Luling, and additional properties identified and further described in Exhibit A.

* * * * *

SECTION THREE: Public Hearing. At the date, time and place mentioned in the aforesaid Notice of Intention, or at such other time and place as may be determined by the Council Chairman

and properly advertised, this Governing Authority will meet in open and public session, to hear any objections to the proposed creation of the District, and may consider the adoption of an ordinance creating the District.

SECTION FOUR: Authorization of Officers. The Chairman and the Secretary of the Council are hereby authorized and empowered to do all acts, sign any and all instruments or documents, and do all things necessary and proper in order to carry out the purpose and provisions of this resolution.

SECTION FIVE: Employment of Special Counsel. This governing authority finds and determines that a real necessity exists for the employment of special counsel in connection with the creation of the District and in connection with the creation and administration of any future economic development districts pursuant to La. R.S. 33:9038.31, *et seq.*, including the levy by such districts, when applicable, of any taxes, and the negotiation, approval and execution of any necessary cooperative endeavor agreement(s). Accordingly, Adams and Reese LLP, of New Orleans, Louisiana, are hereby employed as special counsel to the Parish in connection with the foregoing. Said special counsel shall prepare and submit to this governing authority for adoption all of the proceedings incidental to the foregoing, and shall counsel and advise the Parish and the said economic development districts. The Parish President is authorized to negotiate and enter into written contract(s) and an Engagement Letter(s) with special counsel in connection with the foregoing matters in substantially the form attached hereto as Exhibit B. Unless further adjusted by this Parish Council and approved by the Louisiana Attorney General, special counsel services rendered under this section shall be calculated using the 2024 Maximum Hourly Fee Schedule for profession legal services approved by the Louisiana Attorney General.

SECTION SIX: Effective Date. As provided by Article IV, Section C, Subsection 2 of the Parish's Home Rule Charter this resolution shall be presented to the Parish President for his approval and shall become effective immediately upon such approval.

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

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

And the resolution was declared adopted this 19th day of August, 2024, to become effective five (5) days after publication in the Official Journal.

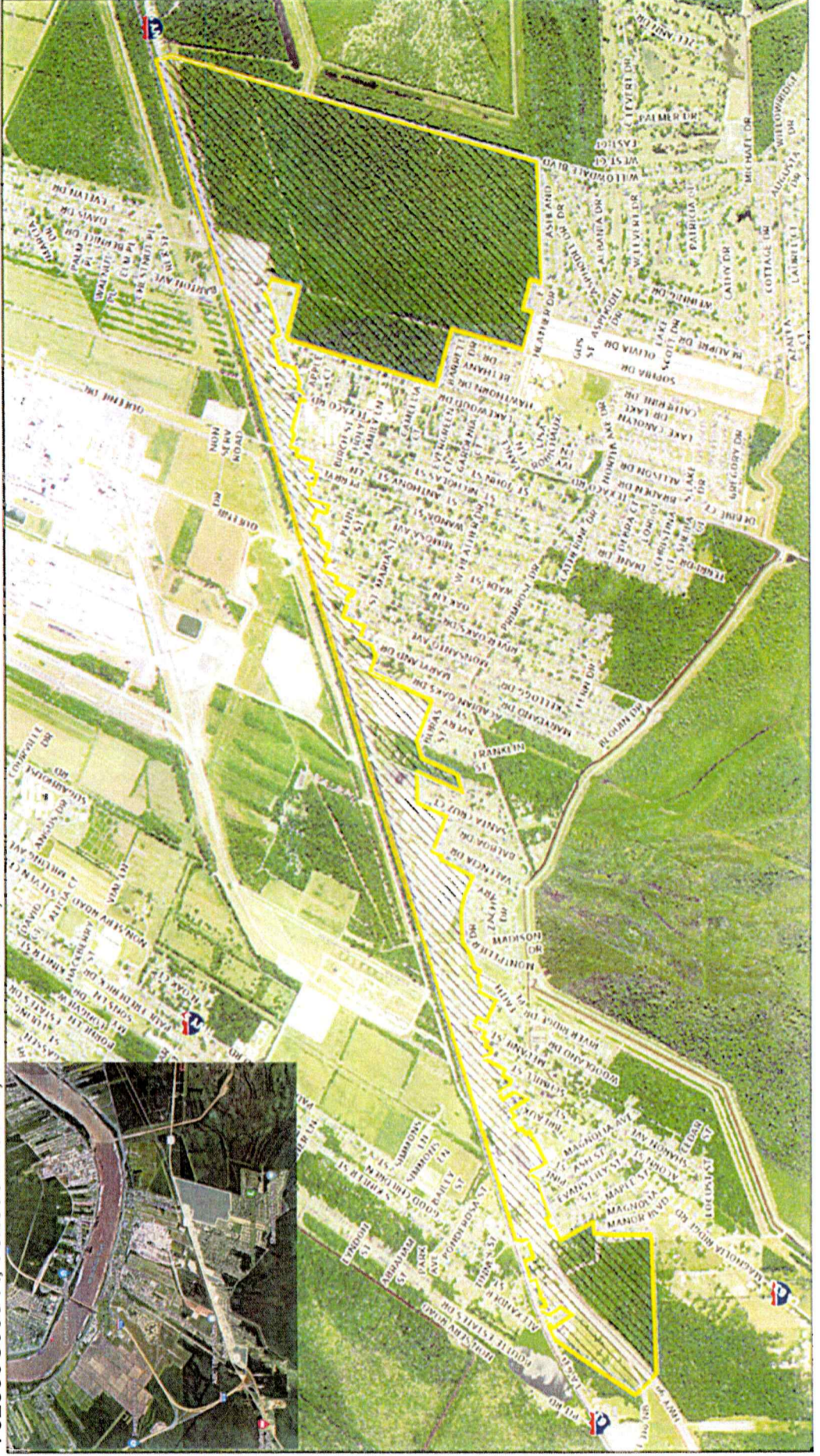
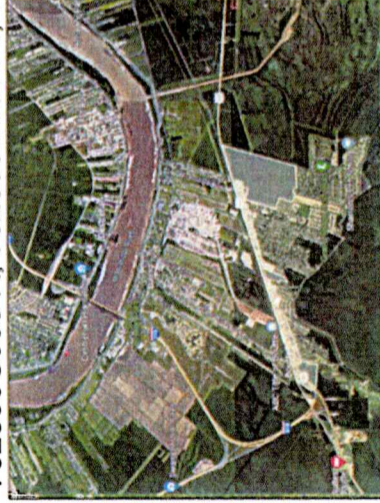
CHAIRMAN: Bob Fiesler
SECRETARY: Michelle Dupontato
DLVD/PARISH PRESIDENT: August 20, 2024
APPROVED: DISAPPROVED:

PARISH PRESIDENT: Math Jewel
RETD/SECRETARY: August 21, 2024
AT: 3:05 pm RECD BY: [Signature]

EXHIBIT A to Notice of Intent Resolution

**BOUNDARY DESCRIPTION AND MAP OF PROPOSED
HIGHWAY 90 ECONOMIC DEVELOPMENT DISTRICT NO. 1
OF THE PARISH OF ST. CHARLES, STATE OF LOUISIANA**

The Highway 90 Economic Development District Number 1 includes all areas within the Highway 90 Corridor Overlay Zone as presently constituted, approved by Ordinance 24-8-2, and is comprised of all lots either directly abutting or accessed from U.S. Highway 90 between the I-310 North on-ramp in Boutte and Willowdale Boulevard in Luling, and the following additional properties: St. Charles Parish Assessor Parcel Numbers 7509000A-1-A, 753900A0006A, 752800C003-E, 752800C003-D, 752800C003-C, 752800C003-B, 752800C003-A, 752800C000C1, 752800A003-A, 752800A003-B.





August 8, 2024

Attorneys at Law

Alabama
Colorado
District of Columbia
Florida
Georgia
Louisiana
Mississippi
North Carolina
Tennessee
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Cate Creed

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Hon. Matthew Jewell
St. Charles Parish President
P.O. Box 302
Hahnville, Louisiana 70057

Re: Engagement by the St. Charles Parish Council with respect
to the creation of Economic Development Districts

Dear Mr. Jewell:

We appreciate the opportunity to work with St. Charles Parish (the "Parish") as Special Counsel with respect to the proposed creation of one or more Economic Development Districts (exact names to be determined; referred to herein as "Districts"), the subsequent levy by the Districts of additional sales taxes and/or hotel occupancy taxes, and the negotiation and consummation of one or more Cooperative Endeavor Agreements by and among the Parish, the Districts and developers of one or more economic development projects that will benefit from the creation of the Districts.

This engagement letter will confirm certain matters regarding the engagement of Adams and Reese LLP, and will describe the basis on which our firm will provide legal services to the Parish and the Districts. If you have any questions about these provisions, or if you or any member of the Council or Administration would like to discuss any of the matters addressed in this letter, please do not hesitate to call.

Also, please be aware that under La. R.S. 42:263 the terms of this employment, including the fee arrangements set forth in Paragraph 4 below, will have to be approved by the Louisiana Attorney General.

If the contents of this engagement letter are satisfactory, please sign one copy on the last page and return same to us by mail or email.

(1) Client; Scope of Representation. In this matter, the Parish and (upon their creation) each Economic Development District (hereinafter an "EDD"), whose interests coincide, will be out sole clients. In this matter, we are not representing any other entity besides the Parish and each such EDD. We anticipate that Corey Fauchaux, Economic Development & Tourism Director will be our primary contact, but we will also coordinate with you and any other necessary officials and/or staff as needed. We will report to and take instructions from the Mr. Fauchaux primarily on this matter. Our engagement will include representing the Parish as special counsel in connection with creation of the EDDs, and upon their creation as special counsel to each such EDD. Our legal services are limited to those addressed in this letter, consisting of the following:

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www.adamsandree.com

- (a) Preparation and review of all resolutions, notices and ordinances necessary in connection with the creation of the EDDs, the authorization and levy of sales taxes and/or hotel occupancy taxes therein, and coordinating and supervising the adoption and/or approval of the foregoing;
- (b) Coordinating with the Parish all necessary legal notices and publications;
- (c) Coordinating the necessary certifications of St. Charles Parish's chief financial officer and the St. Charles Parish Registrar of Voters in connection with the levy of the taxes, as necessary;
- (d) Coordinating with the St. Charles Parish School Board (which is the parishwide sales tax collector for St. Charles Parish) and the Louisiana Dept. of Public Safety as necessary; and
- (e) Drafting and assisting the Parish and the Districts in the negotiation and completion of Cooperative Endeavor Agreement(s) relating to the use and allocation of the proposed taxes.

(2) Limits of Representation. Our duties in this engagement are limited to those described above. Specifically, if litigation or validation proceedings result from any aspect to the transaction, then any legal services rendered to the Parish or the EDDs in that regard would be the subject of a separate engagement.

(3) Lawyers Providing Services. I will be your primary contact on this matter at Adams and Reese, with assistance from David Wolf, Counsel and Phillip Sherman, Special Counsel. In our absence please consider that any member of our Public Finance Team is available to assist you.

(4) Fees and Expenses. Special Counsel services rendered under Paragraph 1 above in connection with the creation of the Districts, the levy of the taxes and negotiation on behalf of the Parish and Districts of Cooperative Endeavor Agreement(s) shall be calculated using the Attorney General Rates as published on February 22, 2024. Based on years of practice our hourly rate would be as follows, and this would be adjusted periodically as our years of practice change:

David M. Wolf, Counsel	\$ 350.00 (42 years of experience)
Philip B. Sherman, Counsel	\$ 350.00 (18 years of experience)
Cate Creed, Associate	\$ 175.00 (2-1/2 years of experience)

(5) If this is acceptable, we would propose to bill for these services on approximately a quarterly basis while this part of the work is completed, with a cap of \$22,500 on legal fees for the creation of the EDDs and the levy of taxes therein. Should it appear that legal fees could exceed the \$22,500 cap for that portion of the work, we will consult with you before exceeding the cap.

With respect to the drafting, negotiation, authorization and approval of any cooperative endeavor agreement(s), we would propose to bill at the same hourly rates specified above, but that

work would not be included in the \$22,500 cap. We cannot at this time provide an estimate of the time needed for the cooperative endeavor agreement(s) because each of these is unique and each one involves a different degree of complexity. Also, it is often the case that the legal fees associated with such CEAs are covered by the private beneficiaries of any such EDD/CEA arrangement rather than by the Parish or the EDDs.

Our fees may vary: (a) if the scope of the representation differs significantly from the matter(s) described above; (b) if there is any litigation; (c) if unusual or unforeseen circumstances arise which require a significant increase in our time or responsibility or (d) if the Parish or the EDDs request that we perform services beyond those generally described in Paragraph 1 above. If, at any time, we believe that circumstances require an adjustment of our original fee estimates, we will advise you.

Out-of-pocket expenses will include services such as photocopying, messenger and delivery service, computerized research, travel (including mileage at the IRS-approved rate), long distance telephone, fax, and filing fees. Our charge for photocopies will be 25¢ per page and our charge for faxes will be \$1.25 per page. Driving time to and from meetings in the Parish will be billed at rates up to the above-quoted hourly rates.

(6) Communications Regarding Matter. As noted above, we will report directly to you on this matter. If you ever want us to coordinate with other staff, or other counsel currently handling legal matters for you, we will be happy to do so. Of course, we will be pleased to answer any questions you may ever have of us. We understand the importance of being accessible, accordingly we commit to returning all phone calls within one business day of when they are received.

(7) Preserving Confidences. We appreciate that we may be privy to confidential information and we will take steps to maintain this confidentiality, all in compliance with the applicable rules of professional conduct. In order to promote efficiency and save costs, we may employ electronic mail, where appropriate, to communicate with you on this matter.

(8) Term of Engagement. We may terminate the engagement at any time for any reason by written notice, subject on our part to the applicable rules of professional conduct. Additionally, we reserve the right to terminate our representation if payment is not received within 45 days of the date of a statement, and you agree not to contest our withdrawal if payment has not been received within this period. In the event that we terminate the engagement, we will take reasonable steps to protect your interests in the above matter.

(9) Conclusion of Representation; Retention and Disposition of Documents. Unless previously terminated, our representation of the Parish and the Districts in connection with the specific matters captioned above will terminate upon the execution and delivery of the initial cooperative endeavor agreement(s) relating to the use of incremental revenues of each such District. Following such termination, any nonpublic information you have supplied to us will be kept confidential in accordance with applicable rules of professional conduct. For various reasons, including minimization of unnecessary storage expenses, we reserve the right to dispose of file materials according to our document retention procedures.

(10) Conflicts. You are aware that our firm represents many other governmental entities, private companies and individuals. It is possible that during the time that we are representing the Parish or the EDDs, one or more of our present or future clients will have transactions with the Parish or the EDDs, or will otherwise have interests adverse to the Parish or the EDDs. We confirm that you do not believe that the representation of such other parties would pose a conflict of interest. Should you disagree with this conclusion or have any further questions about this paragraph, please contact us as soon as possible.

Once again, we are pleased to have this opportunity to work with you. Please do not hesitate to call me if you have any questions or comments regarding this letter, or at any time during the course of our representation.

With kindest regards, I am

Yours very truly,



Cate Creed

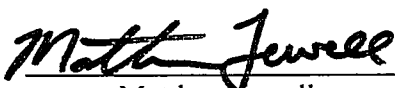
CC

cc (via email):

Mr. Corey Faucheux
Mr. Corey Oubre

PARISH ACCEPTANCE: St. Charles Parish acknowledges and agrees to the terms of the foregoing letter, particularly the fee arrangements set forth in Paragraph 4

By:



Matthew Jewell,
Parish President

Date: 8-20-24, 2024

STATE OF LOUISIANA

PARISH OF ST. CHARLES

I, the undersigned 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 Parish Council on August 19, 2024, authorizing the publication of a Notice of Intention to create Highway 90 Economic Development District No. 1 of the Parish of St. Charles, State of Louisiana, under the authority of Part II, Chapter 27 of Title 33 of the Louisiana Revised Statutes of 1950, as amended; providing for the employment of special counsel; and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Parish on this 19th day of August, 2024.

(SEAL)

Michelle Lyndale
SECRETARY OF THE COUNCIL