

2022-0078

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

ORDINANCE NO. 22-4-1

An ordinance authorizing the issuance by the Parish of St. Charles, State of Louisiana of its Taxable Limited Tax Bond in an amount not to exceed Ten Million Dollars (\$10,000,000) and providing for other matters in connection therewith.

WHEREAS, the St. Charles Parish Council (the "Governing Authority"), acting as the governing authority of the Parish of St. Charles, State of Louisiana (the "Issuer") currently levies and collects on a 2.16 mills tax authorized at an election held on May 2, 2015 (such rate being subject to adjustment from time to time due to reassessment), which the Issuer is authorized to impose and collect through 2044 (the "Tax"), pursuant to the following proposition:

MILLAGE PROPOSITION

Shall the Parish of St. Charles, State of Louisiana (the "Parish") levy a special tax of two and two-tenths (2.20) mills (the "Tax") on all property subject to taxation in the Parish (an estimated \$2,640,000 reasonably expected at this time to be collected from the levy of the tax for an entire year), for a period of 30 years, beginning with the year 2015 and ending with the year 2044, for the purpose of paying any costs associated with acquiring, constructing, improving, maintaining and operating wastewater facilities and systems in the Parish, including those owned and operated by Consolidated Waterworks and Wastewater District No. 1 of the Parish of St. Charles, Louisiana, provided that said Tax shall not be levied in any year to the extent such levy would cause the combined millage levied to pay debt service on the Issuer's General Obligation Refunding Bonds, Series 2012, and the millage from the Tax to total more than 2.20 mills in such year, adjusted as provided in the Louisiana Constitution?

WHEREAS, this Governing Authority desires to issue a not to exceed \$10,000,000 Taxable Limited Tax Bond of the Issuer (the "Bond"), payable from and secured by an irrevocable pledge and dedication of the revenues of the Tax, under the authority conferred by Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority (the "Act"), for the purpose of acquiring, constructing and improving wastewater facilities and systems in the Parish, including those owned and operated by Consolidated Waterworks and Wastewater District No. 1 of the Parish of St. Charles, Louisiana, and paying the cost of issuance; and,

WHEREAS, the United States of America, pursuant to the Clean Water Act of 1972, as amended by the Water Quality Act of 1987, specifically Subchapter VI, Chapter 26 of Title 33 of the United States Code (the "Federal Act"), is authorized to make capitalization grants to states to be used for the purpose of establishing a water pollution control revolving fund for providing assistance (i) for construction of treatment works (as defined in Section 1292 of the Federal Act) which are publicly owned, (ii) for implementing a management program under Section 1329 of the Federal Act, and (iii) for developing and implementing a conservation and management plan under Section 1330 of the Federal Act; and,

WHEREAS, the State of Louisiana (the "State"), pursuant to Subtitle II, Chapter 14 of Title 30 of the Louisiana Revised Statutes of 1950, as amended, specifically La. R.S. 30:2301, et seq. (the "State Act"), has established a Clean Water State Revolving Fund (the "State Revolving Fund") in the custody of the Louisiana Department of Environmental Quality (the "Department") to be used for the purpose of providing financial assistance for the improvement of wastewater treatment facilities in the State, as more fully described in Section 2302 of the State Act, and has authorized the Department to administer the State Revolving Fund in accordance with applicable federal and state law; and,

WHEREAS, the Issuer has made application to the Department for a loan from the State Revolving Fund to finance a portion of the costs of the Project and the Department has approved the Issuer's application for such loan; and,

WHEREAS, the Bond will be issued to represent the Issuer's obligation to repay the loan from the State Revolving Fund; and,

WHEREAS, the Issuer desires to fix the details necessary with respect to the issuance, sale and delivery of the Bond, and to provide for the authorization and issuance thereof, as hereinafter provided.

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

SECTION 1. Definitions. As used herein, the following terms shall have the following meanings, unless the context otherwise requires:

"Act" means Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority.

"Additional Parity Bonds" shall mean any pari passu additional bonds that may hereafter be issued pursuant to Section 17 hereof on a parity with the Bonds.

"Administrative Fee" means the annual fee equal to one-half of one percent (0.50%) per annum of the outstanding principal amount of the Bond, or such lesser amount as the Department may approve from time to time, which shall be payable each year in two equal semi-annual installments on each Interest Payment Date.

"Authorized Officers" means, collectively, the Parish President and Council Secretary, or such other person or persons authorized pursuant to a resolution or ordinance of the Governing Authority to act as an authorized officer of the Issuer to perform any act or execute any document relating to the Loan, the Bond or the Loan Agreement.

"Bond" or "Bonds" means the Issuer's Taxable Limited Tax Bond authorized by this Bond Ordinance in the total aggregate principal amount of not exceeding Ten Million Dollars (\$10,000,000), and any bond of said issue, whether initially delivered or issued in exchange for, upon transfer of, or in lieu of any previously issued.

"Bond Ordinance" means this ordinance authorizing the issuance of the Bonds.

"Bond Register" means the registration books of the Paying Agent, in which registration of the Bonds and transfers of the Bonds shall be made as provided herein.

"Bond Year" means the one-year period ending on each Principal Payment Date.

"Business Day" means a day of the year on which banks located in the City of New Orleans are not required or authorized to remain closed and on which the New York Stock Exchange is not closed.

"Commitment Agreement" means an agreement between the Department and the Issuer setting forth the Department's obligation to make the Loan and conditions of the Department's obligation regarding the Loan and the delivery of the Bonds, a copy of which is on file in the Council Secretary's office.

"Completion Date" means the earlier of (i) the date of the final disbursement of the purchase price of the Bonds to the Issuer, or (ii) the date the operation of the Project is initiated or capable of being initiated, as certified by an Authorized Officer in accordance with the Loan Agreement.

"Department" means the Louisiana Department of Environmental Quality, an executive department and agency of the State of Louisiana, and any successor to the duties and functions thereof.

"Fiscal Year" means the Issuer's one-year accounting period determined from time to time by the Governing Authority as the fiscal year of the Issuer, currently being the year ending each December 31st.

"Governing Authority" means the St. Charles Parish Council.

"Government Securities" means direct obligations of, or obligations the timely payment of the principal of and interest on which are fully and unconditionally guaranteed by the United States of America, which are non-callable prior to their maturity and may be United States Treasury Obligations such as the State and Local Government Series and may be in book entry form.

"Interest Payment Date" means each March 1 and September 1, commencing September 1, 2022] or such other semi-annual payment dates as may be approved by the Authorized Officers in the manner set forth in Section 2.

"Issuer" means the Parish of St. Charles, State of Louisiana, a political subdivision of the State of Louisiana, and its successors or assigns.

"Loan" means the loan made by the Department from the Clean Water State Revolving Fund to the Issuer pursuant to the Loan Agreement, the obligation to repay which Loan is evidenced by the Bonds.

"Loan Agreement" means the Loan and Pledge Agreement to be entered into by and between the Department and the Issuer in connection with the delivery of the Bonds, in substantially the form presented at this meeting, which will contain certain additional

terms and agreements relating to the Bonds and the Project, as it may be supplemented or amended from time to time in accordance with the provisions thereof.

"Outstanding" when used with respect to Bonds means, as of the date of determination, all Bonds or portions thereof theretofore issued and delivered under this Bond Ordinance, except:

- (a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent for cancellation;
- (b) Bonds for whose payment or redemption sufficient funds have been theretofore paid to or deposited in trust for the Owners of such Bonds as provided in Section 22 herein;
- (c) Bonds in exchange for or in lieu of which other Bonds have been registered and delivered pursuant to this Bond Ordinance; and
- (d) Bonds alleged to have been mutilated, destroyed, lost or stolen which have been paid as provided in this Bond Ordinance.

"Outstanding Parity Bonds" means the Issuer's outstanding Taxable Limited Tax Bond, Series 2017.

"Outstanding Parity Bond Ordinance" means the ordinance adopted by the Governing Authority authorizing the issuance of the Outstanding Parity Bonds.

"Owner" or **"Owners"** when used with respect to any Bond means the Person in whose name such Bond is registered with the Council Secretary of the Issuer.

"Paying Agent" means the Chief Financial Officer of the Issuer, until a successor Paying Agent shall have assumed such responsibilities pursuant to this Bond Ordinance.

"Person" means any individual, corporation, partnership, joint venture, association, joint stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof.

"Principal Payment Date" means each March 1 (or such other annual payment date as may be approved by the Authorized Officers in the manner set forth in Section 2), commencing not later than one year after the completion of the Project and the final payment date to fall not later than March 1, 2045.

"Purchaser" means the Department, being the original purchaser of the Bonds.

"Project" means the acquisition, construction and improvement of wastewater facilities and systems in the Parish, including those owned and operated by Consolidated Waterworks and Wastewater District No. 1 of the Parish of St. Charles, Louisiana.

"Record Date" for the interest payable on any Interest Payment Date means the 15th calendar day of the month next preceding such Interest Payment Date, whether or not such day is a Business Day.

"Tax" means the 2.16 mills tax authorized at an election held on May 2, 2015 (such rate being subject to adjustment from time to time due to reassessment), which the Issuer is authorized to impose and collect through 2044.

SECTION 2. Authorization of Bonds. In compliance with and under the authority of the Act, and other constitutional and statutory authority, there is hereby authorized the incurring of an indebtedness of not exceeding Ten Million Dollars (\$10,000,000) for, on behalf of and in the name of the Issuer, for the purpose of financing the Project and for paying costs of issuance of the Bonds. To represent the said indebtedness, the Issuer does hereby authorize the issuance of its Taxable Limited Tax Bond in an amount not to exceed Ten Million Dollars (\$10,000,000). The Bonds shall be initially issued in the form of a single fully registered Bond numbered R-1, shall be dated the date of delivery thereof and shall be in substantially the form attached hereto as Exhibit A.

The Authorized Officers may approve a series designation for the Bonds in their sole discretion.

The Bonds shall mature in twenty (20) installments of principal, payable annually on each March 1, and each annual installment shall be the applicable percentage shown in the following table, rounded to the nearest One Thousand Dollars (\$1,000), of the outstanding principal amount of the Bonds on the day before the applicable Principal Payment Date:

<u>Date (March 1)</u>	<u>Percentage of Principal</u>	<u>Date (March 1)</u>	<u>Percentage of Principal</u>
2024	4.564%	2034	9.580%
2025	4.827	2035	10.696
2026	5.120	2036	12.090
2027	5.448	2037	13.884
2028	5.817	2038	16.275
2029	6.235	2039	19.624
2030	6.712	2040	24.647
2031	7.264	2041	33.019
2032	7.907	2042	49.764
2033	8.667	2043	100.000

In the event that the Completion Date of the Project is on or after March 1, 2024, the principal payment schedule set forth above may be adjusted so that each payment shall be due on the March 1 that is one year later than shown above, provided that in no event shall the final principal payment be more than twenty-two (22) years from the Date of Delivery. To exercise the option to defer the principal repayment schedule, the Issuer shall so notify the Department in writing prior to September 1, 2023, and certify that the Completion Date will not have occurred prior to March 1, 2024. It is expressly provided that the final maturity of the Bonds shall not be later than March 1, 2045.

The unpaid principal of the Bonds shall bear interest from the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, at the rate of forty-five hundredths of one percent (0.45%) per annum, said interest to be calculated on the basis of a 360-day year consisting of twelve 30-day months and payable on each Interest Payment Date. Interest on the Bonds on any Interest Payment Date shall be payable only on the aggregate amount of the purchase price which shall have been paid theretofore to the Issuer and is outstanding and shall accrue with respect to each purchase price installment only from the date of payment of such installment.

In addition to interest at the rate set forth above, at any time that the Department owns the Bonds the Issuer will pay the Administrative Fee to the Department on each Interest Payment Date. In the event (i) the Department owns any Bonds or the Department has pledged or assigned any Bonds in connection with its Clean Water State Revolving Fund and (ii) the Administrative Fee payable by the Issuer to the Department under the terms of the Loan Agreement is declared illegal or unenforceable by a court or an administrative body of competent jurisdiction, the interest rate borne by the Bonds shall be increased by one-half of one percent (0.50%) per annum, effective as of the date declared to be the date from which the Administrative Fee is no longer owed because of such illegality or unenforceability. The Administrative Fee shall be calculated in the same manner as interest on the Bonds.

SECTION 3. Prepayment. The principal installments of the Bonds are subject to prepayment at the option of the Issuer at any time, in whole or in part, at a prepayment price of par plus accrued interest and accrued Administrative Fee, if any, to the prepayment date and in such case the remaining principal of the Bonds shall continue to mature in installments calculated using the percentages shown in Section 2 above. Official notice of such call for prepayment shall be given by means of first class mail, postage prepaid by notice deposited in the United States Mail not less than thirty (30) days prior to the prepayment date addressed to the Owner of each Bond to be prepaid at his address as shown on the registration records of the Paying Agent, which notice may be waived by any owner. In the event a portion of the Bonds is to be prepaid, such Bonds shall be surrendered to the Paying Agent, who shall note the date and amount of such prepayment in the space provided therefor on the Bonds.

SECTION 4. Security for Payment of Bonds. The Bonds shall be secured by and payable from a pledge and dedication of the avails or proceeds of the Tax. This Governing Authority does hereby obligate itself and its successors in office to continue to impose and collect the Tax annually in each year through 2044 and does hereby irrevocably and irrevocably dedicate, appropriate and pledge the revenues derived and to be derived from the assessment, levy and collection of the Tax to the payment of the Bonds.

SECTION 5. Bond Ordinance a Contract. The provisions of this Bond Ordinance shall constitute a contract between the Issuer and the Owner or Owners from time to time of the Bonds, and any Owner may either at law or in equity, by suit, action, mandamus or

other proceedings, enforce and compel the performance of all duties required to be performed by the Issuer as a result of issuing the Bonds.

SECTION 6. Sale and Delivery of Bonds. The Bonds are hereby awarded to and sold to the Department at a price of par plus accrued interest, if any, under the terms and conditions set forth in the Loan Agreement, and after their execution the Bonds shall be delivered to the Department or its agents or assigns, upon receipt by the Issuer of the agreed first advance of the purchase price of the Bonds. Pursuant to the Act, the Issuer has determined to sell the Bonds at a private sale without necessity of publication of a notice of sale. It is understood that the purchase price of the Bonds will be paid by the Department to the Issuer in installments, in the manner and under the terms and conditions set forth in the Loan Agreement.

SECTION 7. Manner of Payment. The principal and interest on the Bonds will be payable by check mailed to the Owner (determined as of the Interest Payment Date) at the address shown on the registration books kept by the Paying Agent for such purpose, provided that payment of the final installment of principal on the Bonds shall be made only upon presentation and surrender of the Bonds to the Paying Agent.

SECTION 8. Execution of Bonds and Documents. The Authorized Officers are each hereby empowered, authorized and directed to do any and all things necessary and incidental to carry out all of the provisions of this Bond Ordinance, to execute and deliver the Loan Agreement, and to cause the Bonds to be prepared and/or printed, to issue, execute and seal the Bonds and to effect delivery thereof as hereinafter provided.

In connection with the issuance and sale of the Bonds, the Authorized Officers are each authorized, empowered and directed to execute on behalf of the Issuer such additional documents, certificates and instruments as they may deem necessary, upon the advice of counsel, to effect the transactions contemplated by this Bond Ordinance, including a Commitment Agreement with the Department. The signatures of said officers on such documents, certificates and instruments shall be conclusive evidence of the due exercise of the authority granted hereunder.

SECTION 9. Registration. The Issuer shall cause the Bond Register to be kept at the principal office of the Paying Agent in which registration of the Bonds and transfers of the Bonds shall be made as provided herein. The Bonds may be transferred, registered and assigned only on the Bond Register, and such registration shall be at the expense of the Issuer. The Bonds may be assigned by the execution of an assignment form on the Bonds or by other instruments of transfer and assignment acceptable to the Paying Agent. A new Bond will be delivered by the Paying Agent to the last assignee (the new Owner) in exchange for such transferred and assigned Bond after receipt of the Bond to be transferred in proper form.

SECTION 10. Effect of Registration. The Issuer, the Paying Agent, and any agent of either of them may treat the Owner in whose name any Bond is registered as the Owner of such Bond for the purpose of receiving payment of the principal (and redemption price) of and interest on such Bond and for all other purposes whatsoever, and to the extent permitted by law, neither the Issuer, the Paying Agent, nor any agent of either of them shall be affected by notice to the contrary.

SECTION 11. Recital of Regularity. This Governing Authority, having investigated the regularity of the proceedings had in connection with this issue of Bonds, and having determined the same to be regular, the Bonds shall contain the following recital, authorized by and having the effect set forth in R.S. 39:507, to wit:

"It is certified that this indebtedness is authorized by and is issued in conformity with the requirements of the Constitution and statutes of Louisiana."

SECTION 12. Deposit of Bond Proceeds. The proceeds derived from the sale of the Bonds shall constitute a trust fund to be used exclusively for the purposes for which the Bonds are herein authorized to be issued, but the purchaser of the Bonds shall not be obliged to see to the application thereof. All of the proceeds derived from the sale of the Bonds, which shall be paid in installments by the Department in the manner set forth in the Loan Agreement, shall be deposited by the Issuer in a Construction Fund (the "Construction Fund"), hereby created. The funds in the Construction Fund and any investment earnings thereon shall be used solely for the purpose of paying costs of the Project, in the manner set forth in the Loan Agreement, and costs of issuance.

SECTION 13. Davis-Bacon Wage Rate Requirements. The Issuer agrees that all laborers and mechanics employed by contractors and subcontractors on the portion of the project that is funded in whole or in part with the Bonds purchased by the Department

shall be paid wages at rates not less than those prevailing on projects of a character similar in the locality of the Issuer as determined by the Clerk of the United States Department of Labor ("DOL") in accordance with Subchapter IV of Chapter 31 of Title 40, United States Code. DOL provides all pertinent information related to compliance with the foregoing requirements, including prevailing wage rates and instructions for reporting. The Issuer will ensure that all construction contracts relating to the portion of the Project that is funded in whole or in part with Bonds purchased by the Department will require that the contractor comply with the aforesaid wage and reporting requirements. This section shall not apply to situations where the Issuer may perform construction work using its own employees rather than any contractor or subcontractor.

SECTION 14. Sinking Fund. (a) For the payment of the principal of and the interest on the Bonds, the Outstanding Parity Bonds, and any Additional Parity Bonds, there has been created a special fund known as "Limited Tax Bonds (2017) Sinking Fund" (the "Sinking Fund"), said Sinking Fund having been established and maintained with the regularly designated fiscal agent bank of the Issuer. The Issuer shall deposit in the Sinking Fund the first revenues received each year from the levy of the Tax and shall continue to deposit all revenues of the Tax into the Sinking Fund until such time as the Sinking Fund contains sufficient funds to pay all principal and interest payments due on the Bonds, the Outstanding Parity Bonds, and any Additional Parity Bonds in the calendar year immediately following the applicable tax roll year (for example, 2022 taxes will be accumulated and used to pay debt service due in calendar year 2023). Said fiscal agent bank or banks shall make available from the Sinking Fund to the Paying Agent at least one (1) day in advance of each Interest Payment Date funds fully sufficient to pay promptly the principal and/or interest falling due on such date.

(b) It shall be specifically understood and agreed, however, and this provision shall be a part of this contract, that after funds have actually been set aside out of the revenues of the Tax for each tax roll year sufficient to pay the principal and interest on the Bonds, the Outstanding Parity Bonds and any Additional Parity Bonds for the ensuing calendar year, and all required amounts have been deposited in the aforesaid Sinking Fund, then any excess of annual revenues of the Tax remaining for that tax roll year shall be free for expenditure by the Issuer for the purposes for which the Tax was authorized by the voters.

(c) All moneys deposited with the regularly designated fiscal agent bank or banks of the Issuer or the Paying Agent under the terms of this Bond Ordinance shall constitute sacred funds for the benefit of the Owner of the Bonds, and shall be secured by said fiduciaries at all times to the full extent thereof in the manner required by law for the securing of deposits of public funds.

(d) All or any part of the moneys in the Sinking Fund shall, at the written request of the Issuer, be invested in accordance with the provisions of the laws of the State of Louisiana, and any interest earnings on the Sinking Fund shall be credited to the Sinking Fund.

SECTION 15. Notification of Deficiencies. As required by La. R.S. 39:510 the Issuer will notify the State Bond Commission in writing, whenever (i) any required deposit to the Debt Service Fund has not been made within five business days of when due or (ii) the principal, interest, premium, or any other payment due on the Bonds (including the Administrative Fee) has not been made within five business days of when due.

SECTION 16. Reserved.

SECTION 17. Issuance of Refunding and Additional Parity Bonds. All of the Outstanding Parity Bonds and the Bonds shall enjoy complete parity of lien on the Tax revenues and moneys in the Sinking Fund. The Issuer, acting through its governing authority, hereby covenants that it will issue no other bonds or obligations of any kind or nature payable from or enjoying a lien on the Tax revenues or moneys in the Sinking Fund having priority over or parity with the Bonds and the Outstanding Parity Bonds, except that Additional Parity Bonds may hereafter be issued on a parity with the Bonds and the Outstanding Parity Bonds under the following conditions:

(a) The Bonds, the Outstanding Parity Bonds, or any part thereof, including interest, may be refunded, and the refunding bonds so issued shall enjoy complete equality of lien with the portion of the Bonds or the Outstanding Parity Bonds which is not refunded, if there be any, and the refunding bonds shall continue to enjoy whatever priority of lien over subsequent issues may have been enjoyed by the Bonds or the Outstanding Parity Bonds refunded; provided, however, that if only a portion of the Bonds or the Outstanding

Parity Bonds outstanding is so refunded and the refunding bonds require total principal and interest payments during any Bond Year in excess of the principal and interest which would have been required in such year to pay the Bonds or the Outstanding Parity Bonds refunded thereby, then such Bonds or the Outstanding Parity Bonds may not be refunded without the consent of the owners of the unrefunded portion of the Bonds or the Outstanding Parity Bonds.

- (b) Additional Parity Bonds may also be issued on parity with the Bonds, the Outstanding Parity Bonds, and any outstanding Additional Parity Bonds if all of the following conditions are met:
- (i) The anticipated avails or proceeds of the Tax in the calendar year in which the additional bonds are to be issued, as reflected in the budget adopted by the Issuer in effect as of January 1 of such calendar year, must be at least 1.35 times the combined principal and interest requirements for any future calendar year on the Bonds, the Outstanding Parity Bonds, any outstanding Additional Parity Bonds and the Additional Parity Bonds to be issued.
 - (ii) There must be no delinquencies in the payments required to be made into the Sinking Fund established in Section 14 hereof.
 - (iii) The existence of the facts required by paragraphs (i) and (ii) above must be determined and certified to by the chief financial officer of the Issuer, or by an independent firm of certified public accountants.
 - (iv) The proceeds of the Additional Parity Bonds must be used solely for the making of one or more of the capital improvements permitted by the proposition(s) authorizing the levy and collection of the Tax, or for refunding prior bonds issued for such purposes.
 - (vi) No Additional Parity Bonds may be issued if any event of default under this Bond Ordinance shall have occurred and be continuing.
 - (vii) The Additional Parity Bonds shall be payable annually as to principal on the same Principal Payment Date as the Bonds and payable as to interest semi-annually on the same Interest Payment Dates as the Bonds, or shall be payable in monthly installments of principal and interest.

SECTION 18. Rights of Bondholders; Appointment of Receiver in Event of Default. The Owners from time to time shall be entitled to exercise all rights and powers for which provision is made in the laws of the State of Louisiana. Any Owners or any trustee acting for such Owners in the manner hereinafter provided, may, either at law or in equity, by suit, action, mandamus or other proceeding in any court of competent jurisdiction, protect and enforce any and all rights under the laws of the State of Louisiana, or granted and contained in this Bond Ordinance, and may enforce and compel the performance of all duties required by this Bond Ordinance, or by any applicable statutes to be performed by the Issuer or by any agency, board or officer thereof, and in general to take any action necessary to most effectively protect the right of the Owners.

SECTION 19. Audit Requirements. The Issuer will establish and maintain adequate financial records as required by the laws of the State governing financial record-keeping by political subdivisions and in accordance with generally accepted accounting principles ("GAAP") and will make these and the following records and reports available to the Owners or their authorized representatives upon request.

The Issuer will cause an audit of its financial statements to be made by an independent firm of certified public accountants in accordance with the requirements of Chapter 8 of Title 24 of the Louisiana Revised Statutes of 1950, as amended, and for so long as the Department owns the Bonds, or any part thereof, in accordance with the requirements of the Single Audit Act Amendments of 1996 and OMB's Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards (2 CFR 200, Subpart F),, and Section 66.458 of the Catalog of Federal Domestic Assistance (CFDA #66.458 - Capitalization Grants for State Revolving Funds), if applicable. Upon completion, but in no event later than six (6) months after the close of the applicable fiscal year, the Issuer shall file a copy of such audited financial statements with any Owner requesting same.

SECTION 20. Fidelity Bonds for Officers and Employees. So long as any of the Bonds are outstanding and unpaid, the Issuer shall require all of its officers and employees who may be in a position of authority or in possession of money derived from

the collection of the Tax, to obtain or be covered by a blanket fidelity or faithful performance bond, or independent fidelity bonds written by a responsible indemnity company in amounts adequate to protect the Issuer from loss.

SECTION 21. Discharge of Bond Ordinance. If the Issuer shall pay or cause to be paid, or there shall be paid to the Owners, the principal of and interest on the Bonds, at the times and in the manner stipulated in this Bond Ordinance in full for all amounts due and owing, then the pledge of the Tax revenues or any other money, securities, and funds pledged under this Bond Ordinance and all covenants, agreements, and other obligations of the Issuer to the Owners shall thereupon cease, terminate, and become void and be discharged and satisfied.

SECTION 22. Defeasance. Bonds or interest installments for the payment or redemption of which money shall have been set aside and shall be held in trust (through deposit by the Issuer of funds for such payment or redemption or otherwise) at the maturity or redemption date thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section, if they have been defeased pursuant to Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended, or any successor provisions thereto.

SECTION 23. Cancellation of Bonds. All Bonds paid or prepaid either at or before maturity, together with all bonds purchased by the Issuer, shall thereupon be promptly cancelled by the Paying Agent. The Paying Agent shall thereupon promptly furnish to the Chief Financial Officer of the Issuer an appropriate certificate of cancellation.

SECTION 24. Lost, Destroyed or Improperly Cancelled Bonds. Lost, destroyed or improperly cancelled Bonds may be replaced in the manner set forth in La. R.S. 39:515. In case any such lost, destroyed or improperly cancelled Bond has become or is about to become due and payable, the Issuer in its discretion may, instead of issuing a new Bond, pay such Bond.

SECTION 25. Successor Paying Agent; Paying Agent Agreement. The Issuer will at all times maintain a Paying Agent for the performance of the duties hereunder for the Bonds. The designation of the initial Paying Agent in this Bond Ordinance is hereby confirmed and approved. The Issuer reserves the right to appoint a successor Paying Agent by (a) filing with the Person then performing such function a certified copy of a resolution or ordinance giving notice of the termination and appointing a successor and (b) causing notice to be given to each Owner. Every successor Paying Agent appointed hereunder shall at all times be an officer of the Issuer or a bank or trust company organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise trust powers, and subject to supervision or examination by Federal or State authority. The Authorized Officer are hereby authorized and directed to execute an appropriate agreement with any subsequent Paying Agent for and on behalf of the Issuer in such form as may be satisfactory to said officers, the signatures of said officers on such Agreement to be conclusive evidence of the due exercise of the authority granted hereunder. No resignation or removal of the Paying Agent shall become effective until a successor has been appointed and has accepted the duties of Paying Agent.

SECTION 26. Notices to Owners. Wherever this Bond Ordinance provides for notice to Owners of any event, such notice shall be sufficiently given (unless otherwise herein expressly provided) if in writing and mailed, first class postage prepaid, to each Owner of such Bonds, at the address of such Owner as it appears in the Bond Register. In any case where notice to Owners is given by mail, neither the failure to mail such notice to any particular Owner, nor any defect in any notice so mailed, shall affect the sufficiency of such notice with respect to all other Bonds. Where this Bond Ordinance provides for notice in any manner, such notice may be waived in writing by the Owner entitled to receive such notice, either before or after the event, and such waiver shall be the equivalent of such notice. Waivers of notice by Owners shall be filed with the Paying Agent, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

SECTION 27. Publication; Peremption. This Bond Ordinance shall be published one time in the official journal of the Issuer, or if there is none, in a newspaper having general circulation in the Issuer. It shall not be necessary to publish the exhibits to this Bond Ordinance but such exhibits shall be made available for public inspection at the offices of the Governing Authority at reasonable times and such fact must be stated in the publication within the official journal. For a period of thirty days after the date of such

publication any persons in interest may contest the legality of this Bond Ordinance and any provisions herein made for the security and payment of the Bonds. After such thirty day period no one shall have any cause or right of action to contest the regularity, formality, legality, or effectiveness of this Bond Ordinance and the provisions hereof or of the Bonds authorized hereby for any cause whatsoever. If no suit, action, or proceeding is begun contesting the validity of the Bonds authorized pursuant to this Bond Ordinance within the thirty days herein prescribed, the authority to issue the Bonds or to provide for the payment thereof, and the legality thereof, and all of the provisions of this Bond Ordinance and such Bonds shall be conclusively presumed, and no court shall have authority or jurisdiction to inquire into any such matter.

SECTION 28. Disclosure Under SEC Rule 15c2-12. The Issuer is not required at this time to comply with the continuing disclosure requirements described in the Rule 15c2-12(b) of the Securities and Exchange Commission [17 CFR '240.15c2-12(b)].

SECTION 29. Severability. In case any one or more of the provisions of this Bond Ordinance or of the Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Bond Ordinance or of the Bonds, but this Bond Ordinance and the Bonds shall be construed and enforced as if such illegal or invalid provisions had not been contained therein. Any constitutional or statutory provision enacted after the date of this Bond Ordinance which validates or makes legal any provision of this Bond Ordinance or the Bonds which would not otherwise be valid or legal shall be deemed to apply to this Bond Ordinance and to the Bonds.

SECTION 30. Section Headings. The headings of the various sections hereof are inserted for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions hereof.

SECTION 31. Effective Date. This Bond 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: BILLINGS, FONSECA, DARENSBOURG GORDON, CLULEE, GIBBS,
DUFRENE, FISHER, FISHER-CORMIER
NAYS: NONE
ABSENT: BELLOCK

And the ordinance was declared adopted on this, the 4th day of [April], 2022, to become effective five (5) days after publication in the Office Journal.

CHAIRMAN: Bob Fisher
SECRETARY: Michelle Dugastato
DLVD/PARISH PRESIDENT: April 15, 2022
APPROVED: _____ DISAPPROVED: _____

PARISH PRESIDENT: Math Lewee
RETD/SECRETARY: April 6, 2022
AT: 10:10am RECD BY: [Signature]

[FORM OF BOND]

INTEREST ON THIS BOND IS NOT EXCLUDED FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES AND IS NOT EXEMPT FROM FEDERAL INCOME TAXATION.

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ST. CHARLES

TAXABLE LIMITED TAX BOND, SERIES _____
OF THE
PARISH OF ST. CHARLES, STATE OF LOUISIANA

<u>Bond Number</u>	<u>Bond Date</u>	<u>Interest Rate</u>	<u>Maximum Principal Amount</u>
R-1	_____, 2022	0.45%	[\$10,000,000]

FOR VALUE RECEIVED, the Parish of St. Charles, State of Louisiana (the "Issuer"), hereby promises to pay (but only from the sources hereinafter described) to:

REGISTERED OWNER: Department of Environmental Quality
Attn: Financial Services Division, Accounts Receivable
P. O. Box 4311
Baton Rouge, Louisiana 70821-4311

or registered assigns noted on the registration record attached hereto, the Principal Amount set forth above (unless a lower Principal Amount applies, as set forth below), together with interest thereon from the Bond Date set forth above or the most recent interest payment date to which interest has been paid or duly provided for, unless this Bond shall have been previously called for prepayment and payment shall have been duly made or provided for.

This Bond shall bear interest, payable semi-annually on March 1 and September 1 of each year, commencing [September 1, 2022] (each, an "Interest Payment Date"), at the Interest Rate shown above, said interest to be calculated on the basis of a 360-day year consisting of twelve 30-day months. Interest on this Bond on any Interest Payment Date shall be payable only on the aggregate outstanding amount of the purchase price which shall have been paid theretofore, as noted on Schedule A hereto, and shall accrue with respect to each purchase price installment only from the date of payment of such installment.

If the Department is the registered owner of this Bond, the Issuer will additionally pay an Administrative Fee to the Department at the annual rate of one-half of one percent (0.50%) on the outstanding principal amount of the Bond, payable on each Interest Payment Date. In the event (i) the Department owns this Bond or the Department has pledged or assigned this Bond in connection with its Clean Water State Revolving Fund Program and (ii) the Administrative Fee payable to the Department is declared illegal or unenforceable by a court or an administrative body of competent jurisdiction, then the "Interest Rate" shown above and borne by this Bond shall be increased by one-half of one percent (0.5%) per annum, effective as of the date declared to be the date from which the Administrative Fee is no longer owed because of such illegality or unenforceability.

The Bonds shall mature in twenty (20) installments of principal, payable annually on each March 1, and each annual installment shall be the applicable percentage shown in the following table, rounded to the nearest One Thousand Dollars (\$1,000), of the outstanding principal amount of the Bonds on the day before the applicable Principal Payment Date:

<u>Date</u> <u>(March 1)</u>	<u>Percentage</u> <u>of Principal</u>	<u>Date</u> <u>(March 1)</u>	<u>Percentage</u> <u>of Principal</u>
2024	4.564%	2034	9.580%
2025	4.827	2035	10.696
2026	5.120	2036	12.090
2027	5.448	2037	13.884
2028	5.817	2038	16.275
2029	6.235	2039	19.624
2030	6.712	2040	24.647
2031	7.264	2041	33.019
2032	7.907	2042	49.764
2033	8.667	2043	100.000

In the event that the Completion Date of the Project is on or after March 1, 2024, the principal payment schedule set forth above may be adjusted so that each payment shall be due on the March 1 that is one year later than shown above, provided that in no event shall the final principal payment be more than twenty-two (22) years from the Date of Delivery. To exercise the option to defer the principal repayment schedule, the Issuer shall so notify the Department in writing prior to September 1, 2023, and certify that the Completion Date will not have occurred prior to March 1, 2024[; however, the final payment may not be later than March 1, 2045].

The principal and interest on this Bond shall be payable by check mailed to the registered owner of this Bond (determined as of the Interest Payment Date) at the address shown on the registration books kept by the Paying Agent (hereinafter defined) for such purpose, provided that payment of the final installment of principal on this Bond shall be made only upon presentation and surrender of this Bond to the Paying Agent.

The principal installments of this Bond are subject to prepayment at the option of the Issuer at any time, in whole or in part, at a prepayment price of par plus accrued

interest and accrued Administrative Fee, if any, to the prepayment date. In such case, the remaining principal shall continue to mature in annual installments calculated using the percentages shown above.

In the event a portion of this Bond is to be prepaid, this Bond shall be surrendered to the Chief Financial Officer of the Issuer, as initial Paying Agent for the Bonds (the "Paying Agent"), who shall note the amount of such prepayment in the space provided therefor on the schedule attached to this Bond. Official notice of such call of this Bond for prepayment shall be given by means of first class mail, postage prepaid by notice deposited in the United States Mail not less than thirty (30) days prior to the prepayment date addressed to the registered owner of this Bond to be prepaid at his address as shown on the registration books of the Paying Agent, which notice may be waived by any registered owner. The Issuer shall cause to be kept at the office of the Paying Agent a register in which registration of this Bond and of transfer of this Bond shall be made as provided herein and in the Bond Ordinance (hereinafter defined). This Bond may be transferred, registered and assigned only on such registration records of the Paying Agent, and such registration shall be at the expense of the Issuer.

This Bond represents the entire issue of bonds of the Issuer designated "Taxable Limited Tax Bond, [Series 2022]" in the maximum principal amount of Ten Million Dollars (\$10,000,000) (the "Bonds"), having been issued by the Issuer pursuant to an ordinance adopted by its governing authority on [April 4, 2022] (the "Bond Ordinance"), for the purpose of acquiring, constructing and improving wastewater facilities and systems in the Parish, including those owned and operated by Consolidated Waterworks and Wastewater District No. 1 of the Parish of St. Charles, Louisiana, and paying the cost of issuance, under the authority conferred by Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, pursuant to all requirements therein specified.

This Bond is issued on a complete parity with the Issuer's outstanding Taxable Limited Tax Bond, Series 2017 (the "Outstanding Parity Bond"). It is certified that the Issuer, in issuing this Bond, has complied with all the terms and conditions set forth in the ordinance authorizing the issuance of the Outstanding Parity Bond.

This Bond, equally with the Outstanding Parity Bond, is secured by and payable from a pledge and dedication of the avails or proceeds of the Issuer's special 2.16 mills tax authorized at an election held on May 2, 2015 (such rate being subject to adjustment from time to time due to reassessment) which the Issuer is authorized to impose and collect through 2044 (the "Tax). In the Bond Ordinance the Governing Authority has obligated and does hereby obligate itself and its successors in office to continue to impose and collect the Tax annually in each year through 2044, inclusive, and does hereby irrevocably and irrepealably dedicate, appropriate and pledge the revenues derived and to be derived from the levy and collection of the Tax to the payment of this Bond.

For a complete statement of the provisions for payment of this Bond and the general covenants and provisions governing the issuance of this Bond, reference is hereby made to the Bond Ordinance.

It is certified that this indebtedness is authorized by and is issued in conformity with the requirements of the Constitution and statutes of Louisiana. It is further certified, recited and declared that all acts, conditions and things required to exist, to happen and to be performed precedent to and in the issuance of this Bond necessary to constitute the same a legal, binding and valid obligation of the Issuer have existed, have happened and have been performed in due time, form and manner as required by law, and that the indebtedness of the Issuer, including this Bond, does not exceed any limitation prescribed by the Constitution and statutes of the State of Louisiana, and that this Bond shall not be invalid for any irregularity or defect in the proceedings for the issuance and sale thereof.

IN WITNESS WHEREOF, the Governing Authority of the Issuer has caused this Bond to be signed by the Parish President and attested by its Council Secretary, the corporate seal of the Issuer to be hereon impressed, and this Bond to be dated as of the Dated Date set forth above.

PARISH OF ST. CHARLES, STATE OF LOUISIANA

ATTEST: By: _____
Parish President

By: _____ (SEAL)
Council Secretary

* * * *

REGISTRATION RECORD TAXABLE LIMITED TAX BOND, SERIES 2022 OF THE PARISH OF ST. CHARLES, STATE OF LOUISIANA		
Name and Address Of Registered Owner	Date of Registration	Signature of Chief Financial Officer As Paying Agent
Department of Environmental Quality Clean Water State Revolving Fund P.O. Box 4311 Baton Rouge, La. 70821-4311		

SCHEDULE OF PREPAYMENTS TAXABLE LIMITED TAX BOND, SERIES 2022 OF THE PARISH OF ST. CHARLES, STATE OF LOUISIANA		
Prepayment Date	Prepayment Amount	Remaining Balance Due

**SCHEDULE A
 SCHEDULE OF PURCHASE PRICE PAYMENTS
 TAXABLE LIMITED TAX BOND, SERIES 2022
 OF THE
 PARISH OF ST. CHARLES, STATE OF LOUISIANA**

No.	Date of Payment	Amount of Payment	Pursuant to Requisition No.	Cumulative Outstanding Principal Amount
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				

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 proceedings adopted by the Parish Council on April 4, 2022, authorizing the issuance by the Parish of St. Charles, State of Louisiana of its Taxable Limited Tax Bond in an amount not to exceed Ten Million Dollars (\$10,000,000), authorizing the issuance by the Parish of St. Charles, State of Louisiana of its Taxable Limited Tax Bond in an amount not to exceed Ten Million Dollars (\$10,000,000); and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of said Issuer, on this, the 4th day of April, 2022.



Council Secretary