

**2021-0049**

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

**RESOLUTION NO. 6543**

A RESOLUTION AUTHORIZING THE CONSOLIDATED WATERWORKS AND WASTEWATER DISTRICT NO. 1 OF THE PARISH OF ST. CHARLES, LOUISIANA TO MAKE APPLICATION TO THE STATE BOND COMMISSION FOR CONSENT AND AUTHORITY TO ISSUE NOT TO EXCEED \$16,000,000 TAXABLE WATER REVENUE REFUNDING BONDS, SERIES 2021, OF THE CONSOLIDATED WATERWORKS AND WASTEWATER DISTRICT NO. 1 OF THE PARISH OF ST. CHARLES, LOUISIANA (THE "ISSUER"), FOR THE PURPOSE OF PROVIDING SUFFICIENT FUNDS TO (I) ADVANCE REFUND A PORTION OF THE OUTSTANDING PRINCIPAL AMOUNT OF THE \$22,170,000 WATER REVENUE REFUNDING BONDS, SERIES 2015, OF THE ISSUER, (II) PROVIDE FOR A DEBT SERVICE RESERVE FUND, IF NECESSARY, AND (III) PAY THE COST OF ISSUANCE OF THE SERIES 2021 REFUNDING BONDS; AND PROVIDING FOR OTHER MATTERS RELATED THERETO.

**BE IT RESOLVED** by the Parish Council of the Parish of St. Charles, Louisiana acting as governing authority of the Consolidated Waterworks and Wastewater District No. 1 of the Parish of St. Charles, Louisiana (the "Governing Authority"), as follows:

Section 1. Application be and the same is hereby made to the State Bond Commission, Baton Rouge, Louisiana, for consent and authority to issue, sell and deliver not to exceed \$16,000,000 of Taxable Water Revenue Refunding Bonds, Series 2021 (the "Series 2021 Refunding Bonds") of the Consolidated Waterworks and Wastewater District No. 1 of the Parish of St. Charles, Louisiana (the "Issuer") under the authority of Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, for the purpose of providing sufficient funds to (i) advance refund all or a portion of the outstanding principal amount of the \$22,170,000 Water Revenue Refunding Bonds, Series 2015, of the Issuer, maturing July 1, 2030, July 1, 2035 and July 1, 2036 in the aggregate principal amount of \$12,490,000 (the "Refunded Series 2015 Bonds"), (ii) provide for a debt service reserve fund for the Series 2021 Refunding Bonds, if necessary, and (iii) pay the cost of issuance of the Series 2021 Refunding Bonds, including paying the premiums for a municipal bond insurance policy and a debt service reserve fund surety; said bonds to be issued at a fixed rate or rates not exceeding three per centum (3.00%) per annum, to mature not later than July 1, 2035, and to be sold at a price of not less than one hundred percent (100%) of the par value thereof.

Section 2. The Parish President, Chief Financial Officer or the Council Secretary, on behalf of the Issuer, are hereby authorized and directed to execute the Bond Purchase Agreement by and between the Issuer and D.A. Davidson & Co. (the "Underwriter" or "Placement Agent"), as Underwriter, or such other agreement or term sheet by and between Issuer and the initial purchaser of the Series 2021 Refunding Bonds (in each case, the "Bond Purchase Agreement"). The Bond Purchase Agreement shall provide for the purchase price of the Series 2021 Refunding Bonds to be paid by the Underwriter or the initial purchaser of the Series 2021 Refunding Bonds, as the case may be, to the Issuer, which purchase price will be equal to one hundred percent (100%) of the par value of the Series 2021 Refunding Bonds, less the underwriter's discount or the fee payable to Placement Agent, as applicable. In addition, Parish President, Chief Financial Officer or the Council Secretary, on behalf of the Issuer, are hereby authorized and directed to execute one or more credit enhancement devices required in connection with the financing described herein and expressly authorized pursuant to the provisions of La. R.S. 39:1421 and La. R.S. 39:1429.

Section 3. The preparation and distribution of the Preliminary Official Statement and Official Statement of the Issuer relating to the Series 2021 Refunding Bonds containing security features, other pertinent information as may be deemed necessary, advisable or desirable and detailed and comprehensive financial and statistical data, are hereby authorized and approved. Said Preliminary Official Statement may be submitted to such nationally recognized bond rating service or services as may be recommended by Bond Counsel and the Underwriter, together with a request that an appropriate rating be assigned.

Section 4. It is recognized and agreed that a real necessity is hereby found for the employment of special counsel in connection with the issuance of the Series 2021 Refunding Bonds, and accordingly Butler Snow LLP, Baton Rouge, Louisiana, is hereby appointed as bond counsel in connection with the issuance of the Series 2021 Refunding Bonds. The terms of its employment shall provide for the performance of legal and coordinate professional work with respect to the issuance and sale of the Series 2021 Refunding 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 the Series 2021 Refunding Bonds, shall counsel and advise this Issuer as to the issuance and sale of the Series 2021 Refunding Bonds, and shall furnish its opinion covering the legality of the issuance thereof. The fee of Bond Counsel 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 the Series 2021 Refunding Bonds and based on the amount of said Series 2021 Refunding 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 Series 2021 Refunding Bonds. 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 Parish President, Chief Financial Officer or Council Secretary are each hereby empowered and directed to provide for payment of the work herein specified upon completion thereof and under the conditions herein enumerated.

Section 5. Government Consultants, Inc., Baton Rouge, Louisiana, is hereby appointed as Municipal Advisor to the Issuer in connection with the issuance, sale and delivery of the Series 2021A Refunding Bonds.

Section 6. D.A. Davidson & Co is hereby selected as Underwriter/Placement Agent in connection with the issuance, sale and delivery of the Series 2021 Refunding Bonds.

Section 7. Hancock Whitney Bank in the City of Baton Rouge, Louisiana, is hereby selected as Paying Agent/Registrar in connection with the issuance, sale and delivery of the Series 2021 Refunding Bonds.

Hancock Whitney Bank in the City of Baton Rouge, Louisiana, (the "Escrow Agent"), is hereby appointed as Escrow Agent in connection with the refunding and redemption of the Refunded Bonds. The fees of the Escrow Agent are hereby authorized to be paid by the Issuer on the dates and in the amounts as set forth in the Escrow Deposit Agreement to be executed by and between the Issuer and the Escrow Agent, from available funds of the Issuer.

Section 8. Payment for costs of issuance, including, but not limited to, services rendered by Bond Counsel and expenses incurred by Bond Counsel, the underwriting or placement fee, services rendered by Underwriters' Counsel, rating agency fees, publication fees, printing fees, out-of-state travel expenses for representatives of the Issuer, and other miscellaneous fees or expenses relating to the sale and delivery of the Series 2021 Refunding Bonds, are hereby authorized to be paid from the proceeds of Series 2021 Refunding Bonds.

Section 9. Application is hereby made to the State Bond Commission, Baton Rouge, Louisiana, for approval of the issuance and sale of the Series 2021 Refunding Bonds and for consent and authority to proceed with the issuance and sale of the Series 2021 Refunding 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.

Section 10. The Parish President, Chief Financial Officer or Council Secretary are hereby further authorized and directed, for and on behalf of the Issuer, to accept, receive, execute, seal, attest and deliver all such documents, certificates and other instruments as are required in connection with the authorization, issuance, sale and delivery of the Series 2021 Refunding Bonds, and to take such further action as may be required by Bond Counsel or appropriate or required by law in connection with the authorization, issuance, sale and delivery of the Series 2021 Refunding Bonds.

Section 11. By virtue of the Issuer's application for, acceptance and utilization of the benefits of the State Bond Commission's approval resolved and set forth therein, the Issuer resolves that it understands and agrees that such approval is 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 and other matters subject to the approval, including subsequent application and approval under said Policy of the implementation or use of any swaps or other products or enhancements covered thereby.

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

YEAS: DONALDSON, FONSECA, DARENSBOURG GORDON, CLULEE, GIBBS,  
DUFRENE, BELLOCK, FISHER, FISHER-PERRIER  
NAYS: NONE  
ABSENT: NONE

And the resolution was declared adopted on this, the 22<sup>nd</sup> day of February, 2021, to become effective five (5) days after publication in the Official Journal.

CHAIRMAN: Marlene Bellefleur  
SECRETARY: Michelle Dupontato  
DLVD/PARISH PRESIDENT: February 23, 2021  
APPROVED: \_\_\_\_\_ DISAPPROVED: \_\_\_\_\_

PARISH PRESIDENT: Math Jewell  
RETD/SECRETARY: February 24, 2021  
AT: 2:45 pm RECD BY: [Signature]