

COMMITMENT LETTER

February 27, 2012

Honorable Parish Council
 Parish of St. Charles, State of Louisiana
 Hahnville, Louisiana

Re: \$12,500,000 of General Obligation Refunding Bonds,
 Series 2012, of the Parish of St. Charles, State of
 Louisiana

Please accept this letter as a commitment of the undersigned to purchase the above-captioned refunding bonds upon the terms and conditions outlined below:

1. Issuer and Amount: \$12,500,000 aggregate principal amount of General Obligation Refunding Bonds, Series 2012, of the Parish of St. Charles, State of Louisiana (the "Issuer").
2. Purpose of Issue: To refund all of the Issuer's outstanding (i) General Obligation Bonds, Series 1997 and (ii) General Obligation Bonds, Series 1998, and paying the costs of issuance of the bonds.
3. Authority for Issue: Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended.
4. Dated Date of Bonds - Date of Delivery.
5. Form of Bonds: The Refunding Bonds will be issued in the form of a single typewritten certificate for each maturity, in fully registered form.
6. Interest Rates & Maturities: The Refunding Bonds will mature and bear interest at rates (not to exceed 6% FOR ANY MATURITY) as follows:

Year (March 1)	Principal Due	Interest Rate	Year (March 1)	Principal Due	Interest Rate
2015	\$2,595,000	1.84 %	2018	\$2,825,000	1.84 %
2016	2,670,000	1.84 %	2019	1,665,000	1.84 %
2017	2,745,000	1.84 %			

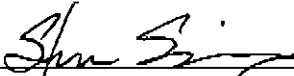
7. Interest Payments: Semi-annually on March 1 and September 1, commencing September 1, 2012, based on a 30/360-day year.
8. Prepayment Provisions: The Refunding Bonds are not callable for redemption prior to their stated dates of maturity.
9. Security: Unlimited *ad valorem* taxes.

10. Paying Agent: Whitney Bank, Baton Rouge, Louisiana.
Fees X will/_____ will not be due the Paying Agent for serving in this capacity. (If fees are to be due Paying Agent, schedule of fees is to be attached hereto and form a part of the proposal.)
11. Legal Opinion: Legal opinion of Foley & Judell, L.L.P., as to the due authorization, validity and federal tax-exemption of interest on the Refunding Bonds will be required.
12. Bank Eligibility: The Refunding Bonds will not be designated as "qualified tax-exempt obligations" under Section 265(b) of the Internal Revenue Code of 1986, as amended.
13. Investment Letter: The undersigned will sign an investment letter indicating that it has made a full investigation of the security for the issue and has not relied upon or requested that any disclosure document be prepared by or on behalf of the Parish Council and further that it is purchasing the Refunding Bonds without any intention to sell any portion thereof to any person other than another financial institution.
14. Continuing Disclosure: It is understood that, with respect to the Refunding Bonds, the Issuer will not be required to comply with the continuing disclosure requirements of SEC Rule 15c2-12(b).
15. Delivery: On or about April 10, 2012.

If the foregoing meets with your approval, please sign two copies of this letter in the space provided below and return one copy to the undersigned.

Yours very truly,

Whitney Bank
New Orleans, Louisiana

By:  Steven Singletary
Title: Assistant Vice President

Accepted by the Parish Council
of the Parish of St. Charles, State of Louisiana,
on February 27, 2012.

Secretary

ST. CHARLES PARISH, LOUISIANA
\$12,500,000 GENERAL OBLIGATION REFUNDING BONDS, SERIES 2012
SCHEDULE OF PAYING AGENT FEES

Fee Schedule for Paying Agent and Registrar Services

Acceptance Fee

Account Acceptance and Set-Up Fee	\$ 0.00
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Annual Administration Fee

Administration Fee	\$ 225.00
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