

2025-0282

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

RESOLUTION NO. 6857

A resolution giving preliminary approval to the issuance of not exceeding Four Million Dollars (\$4,000,000) of Limited Tax Bonds (ARC) of the Parish of St. Charles, State of Louisiana, and providing for other matters in connection therewith.

BE IT RESOLVED by the St. Charles Parish Council (the "**Parish Council**"), acting as the governing authority for the Parish of St. Charles, State of Louisiana (the "**Parish**"), that:

SECTION 1. Preliminary approval is given to the issuance of not exceeding Four Million Dollars (\$4,000,000) of Limited Tax Bonds (ARC) (the "**Bonds**") of the Parish, pursuant to 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 constructing facilities associated with The ARC of St. Charles ("**The ARC**") for all people with intellectual and developmental disabilities in the Parish and paying the costs of issuance thereof, said Bonds to be payable from and secured by an irrevocable pledge and dedication of the funds to be derived by the Parish from the levy and collection of a 0.66 mills tax authorized at an election held on October 14, 2023 (such rate being subject to adjustment from time to time due to reassessment), which the Parish is authorized to impose and collect through 2035 (the "**Tax**"). The Bonds will bear interest at a rate or rates not to exceed 6.00% per annum, and will mature no later than March 1, 2035.

SECTION 2. Application is hereby made to the State Bond Commission, Baton Rouge, Louisiana, for authority to issue, sell and deliver the Bonds.

By virtue of applicant/issuer's application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission's approval(s) resolved and set forth herein, it resolves that it understands and agrees that such approval(s) are 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(s) and other matter(s) subject to the approval(s), including subsequent application and approval under said Policy of the implementation or use of any swap(s) or other product(s) or enhancement(s) covered thereby.

SECTION 3. This Parish Council finds and determines that a real necessity exists for the employment of special counsel in connection with the issuance of the Bonds, and accordingly, Foley & Judell, L.L.P., of New Orleans, Louisiana, as Bond Counsel, is hereby employed to do and perform work of a traditional legal nature as bond counsel with respect to the issuance and sale of said Bonds. Said Bond Counsel shall prepare and submit to this Parish Council for adoption all of the proceeding's incidental to the authorization, issuance, sale and delivery of such Bonds, shall counsel and advise this Parish Council as to the issuance and sale thereof and shall furnish its opinions covering the legality of the issuance of the Bonds. The fee of Bond Counsel for each series of bonds shall be fixed at a sum not exceeding the fee allowed by the Attorney General's fee guidelines for such bond counsel work and based on the amount of said 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 Bonds. The Parish President is hereby authorized and directed to execute, and this Parish Council hereby agrees to and accepts the terms of, the engagement letter of Bond Counsel appended hereto. A certified copy of this resolution shall be submitted to the Attorney General of the State of Louisiana for approval of said employment and of the fees herein designated, and payment for the work herein specified upon completion thereof and under the conditions herein enumerated is hereby approved without further action of this Parish Council.

SECTION 4. The Parish hereby retains Government Consultants, Inc., of Baton Rouge, Louisiana, to act as its Municipal Advisor ("**MA**") pursuant to the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules promulgated thereunder by the Securities and Exchange Commission. The Parish hereby acknowledges that it is represented by the MA and will rely upon the advice of the MA with respect to the Bonds. The fee to be paid the MA shall be payable solely from the proceeds of the Bonds when and if issued, and the amount thereof shall be subject to the approval of the State Bond Commission. The Chairman is hereby authorized and directed, in his discretion, to execute any contract the MA may require with respect to the engagement.

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

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

And the resolution was declared adopted on this, the 22nd day of September, 2025, to become effective immediately upon adoption.

CHAIRMAN: *Nelly Fonseca*
SECRETARY: *Michelle Dupont*
DLVD/PARISH PRESIDENT: September 23, 2025
APPROVED : ☒ DISAPPROVED: ☐

PARISH PRESIDENT: *Mathew Jewell*
RETD/SECRETARY: September 24, 2025
AT: 10:12am RECD BY: *[Signature]*



FOLEY & JUDELL, L.L.P.
ATTORNEYS AND COUNSELLORS AT LAW

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September 22, 2025

Hon. Matthew Jewell, Parish President
Parish of St. Charles
Hahnville, Louisiana

Re: Limited Tax Bonds (ARC) 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 "**Parish Council**"), acting as the governing authority of the Parish, on September 22, 2025.

As bond counsel, we will prepare and submit to the Parish Council 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 (i) the validity of the Bonds under applicable Louisiana law, (ii) the exemption of interest paid on the bonds from federal and/or state taxes, and (iii) 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 relating to the Bonds. During the course of this engagement, we will rely upon the staff of the Parish and the members of the Parish Council 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, 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 Parish Council 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, including the Tax Compliance Certificate, and supervise the execution of certain closing documents by the various parties thereto;

Prepare and file Internal Revenue Service Form 8038-G, as required by Federal law;

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 her 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, which may not be contingent upon a successful delivery.

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.

On behalf of the Parish, you have represented to us that in connection with the issuance of the Bonds the Parish is represented by, and with respect to financial matters will rely on the advice of, Government Consultants, Inc., of Baton Rouge, Louisiana, a registered municipal advisor under the rules promulgated by the Securities and Exchange Commission. By obtaining such representation from you, our firm is not a municipal advisor and is not subject to the fiduciary duty established in Section 15B(c)(1) of the Securities Exchange Act of 1934, as amended.

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. By signing this letter, you acknowledge that you have read and understand the foregoing, and on behalf of the Parish, expressly waive any conflict of interest that may exist and consent to Foley & Judell, L.L.P.'s provision of the services described herein. Your execution of this letter is a representation that such execution has been duly authorized and that this waiver is knowingly made, valid and enforceable.

We appreciate the opportunity to serve the Parish and look forward to working with you.

FOLEY & JUDELL, L.L.P.

By: 
M. Jason Akers, Partner

**Accepted and Approved:
PARISH OF ST. CHARLES, STATE OF LOUISIANA**

By: 
Name: Matthew Jewell
Title: Parish President

Dated: September 22, 2025

cc: Government Consultants, Inc

CERTIFICATE

I, Michelle Impastato, Secretary of the Council of the Parish of St. Charles, State of Louisiana, hereby certify that the foregoing is a true and correct copy of a resolution adopted by the St. Charles Parish Council in regular meeting held on the 22nd day of September, 2025.

Signed this, the 22nd day of September, 2025.



Michelle Impastato,
Secretary

TIMELINE
N/E \$4,000,000
LIMITED TAX BONDS (ARC), SERIES 2025
OF THE
PARISH OF ST. CHARLES, STATE OF LOUISIANA

Council meets on the 1st and 3rd Monday of the month @ 6:00 p.m.

M., 09/22/25	Parish Council adopts resolution applying to State Bond Commission (<i>Agenda D/L Fri., 09/12</i>)
T., 10/21/25	Application deadline for State Bond Commission approval
M., 11/03/25	Parish Council introduces Bond Ordinance providing for sale and issuance of Bonds (<i>Agenda D/L Fri., 10/10</i>)
M., 11/17/25	Parish Council adopts Bond Ordinance issuing Bonds, <i>subject to State Bond Commission approval</i> (<i>Agenda D/L Fri., 11/07</i>)
Th., 11/20/25	State Bond Commission approves Bond issuance
Th., 11/27/25	Publication of Bond Ordinance in <i>The St. Charles Herald-Guide</i> (<i>Deadline to submit publication to the official journal is Fri. 11/21 @ 4 p.m.</i>)
W., 12/17/25	Deliver Bond to Purchaser