1	CITY OF ST. GEORGE
2 3	BY COUNCIL MEMBER HECK:
4 5	PROPOSED RESOLUTION NO. 2025
6 7 8 9 10 11	PRELIMINARY APPROVAL TO ISSUE [NOT TO EXCEED \$20,000,000] OF REVENUE NOTES OF THE CITY OF ST. GEORGE, STATE OF LOUISIANA, AND TO PROVIDE FOR RELATED MATTERS
12 13 14 15 16 17 18 19	WHEREAS, the St. George City Council, acting as the governing authority of the City of St. George, State of Louisiana (the "City"), desires to incur debt and issue [not to exceed \$20,000,000] of Revenue Notes (the "Notes") in the manner authorized and provided by Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority (the "Act"), for the purpose of: (i) paying start-up and ongoing costs of providing essential City services and other operating expenses of the City, and (ii) paying the costs of issuance of the Notes;
20 21 22 23 24 25	WHEREAS, the Notes shall be secured by and payable from a pledge of all funds or revenues received or to be received by the City to the extent legally available for the payment of debt service on the Notes, provided that no such funds or revenues shall be so included which have been or are in the future legally dedicated and required for purposes inconsistent therewith by the electorate, by the terms of specific grants, by the terms of particular obligations issued or to be issued or by operation of law (such amount being the "Available Funds of the City");
26 27 28 29 30 31	WHEREAS, it is expressly provided that the full faith and credit of the City shall not be pledged, and there shall be no obligation on the City to levy or increase taxes or other sources of revenue in order to pay debt service on the Notes or to transfer any funds for the payment of debt service that may result in a violation of any law, ruling, regulation, contract or agreement applicable to the City; and
32 33 34	WHEREAS, the City has no outstanding notes or other obligations of any kind or nature payable from or enjoying a lien on the Available Funds of the City herein pledged.
35 36 37 38	NOW, THEREFORE, BE IT RESOLVED by the St. George City Council (the "Governing Authority"), acting as the governing authority of the City, that;
39 40 41 42 43 44 45 46 47 48	<b>Section 1. Preliminary Approval of Revenue Notes</b> . Preliminary approval is given to the issuance of [not exceeding \$20,000,000] of Revenue Notes of the City, pursuant to the Act, for the purpose of: (i) paying start-up and ongoing costs of providing essential City services and other operating expenses of the City, and (ii) paying the costs of issuance of the Notes, said Notes to be secured by and payable from the Available Funds of the City. The Notes will be issued in one or more series, each of which may be taxable or tax-exempt, shall bear interest at an interest rate not exceeding 8% per annum, and shall mature over a period not exceeding ten years from the date of issuance. The Notes shall have such additional terms and provisions as may be determined in a subsequent resolution of the City.

Section 2. State Bond Commission. Application is hereby made to the State Bond 1 2 Commission, Baton Rouge, Louisiana, for approval of the issuance and sale of the Notes and for consent and authority to proceed with the issuance and sale of the Notes as provided above, and 3 4 Bond Counsel is directed to make application to the State Bond Commission in accordance with the foregoing on behalf of the City. By virtue of applicant/City's application for, acceptance and 5 6 utilization of the benefits of the Louisiana State Bond Commission's approval(s) resolved and set 7 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 8 and assigns to, full and continuing compliance with the "State Bond Commission Policy on 9 Approval of Proposed Use of Swaps, or other forms of Derivative Products Hedges, etc.," adopted 10 by the Commission on July 20, 2006, as to the borrowing(s) and other matter(s) subject to the 11 approval(s), including subsequent application and approval under said Policy of the 12 implementation or use of any swap(s) or other product(s) or enhancement(s) covered thereby. 13

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15 Section 3. Employment of Bond Counsel. The City finds and determines that a real necessity exists for the employment of special counsel in connection with the issuance of the Notes, 16 17 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 18 issuance and sale of said Notes. Said Bond Counsel shall prepare and submit to this Governing 19 20 Authority for adoption all of the proceeding's incidental to the authorization, issuance, sale and delivery of such Notes, shall counsel and advise this Governing Authority as to the issuance and 21 22 sale thereof, and shall furnish its opinions covering the legality of the issuance of the Notes. The fee of Bond Counsel for each series of bonds shall be fixed at a sum not exceeding the fee allowed 23 by the Attorney General's fee guidelines for such bond counsel work and based on the amount of 24 said Notes actually issued, sold, delivered and paid for, plus "out-of-pocket" expenses, said fees 25 26 to be contingent upon the issuance, sale and delivery of said Notes. The Mayor of the City is hereby authorized and directed to execute, and this Governing Authority hereby agrees to and accepts the 27 terms of, the engagement letter of Bond Counsel appended hereto. A certified copy of this 28 29 resolution shall be submitted to the Attorney General of the State of Louisiana for approval of said 30 employment and of the fees herein designated, and the City shall provide for payment of the work herein specified upon completion thereof and under the conditions herein enumerated without 31 32 further approval of this Governing Authority. 33

34 This Resolution having been submitted to a vote the vote thereon was as follows: 35 36 For: 37 Against: Absent/Abstained/Recused: 38 39 40 CERTIFICATION 41 42 The above and foregoing Resolution was duly adopted at the Regular Meeting of the Council for the City of St. George held on December 10, 2024. 43 44 45 46 Lorraine Beaman, Clerk 47

## **ENGAGEMENT LETTER**

## December 10, 2024

Hon. Dustin Yates, Mayor City of St. George, State of Louisiana

# Re: [\$20,000,000] Revenue Notes of the City of St. George, State of Louisiana

Dear Mayor Yates:

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 City of St. George, State of Louisiana (the "City") in connection with the issuance of the captioned notes (the "Notes"). We understand that the Notes will be issued for the purposes described in the resolution adopted by the St. George Council (the "Governing Authority"), acting as the governing authority of the City, on December 10, 2024.

As bond counsel, we will prepare and submit to the Governing Authority for adoption all of the legal proceedings required for the authorization, issuance, sale and delivery of the Notes and provide advice of a traditional legal nature as to the issuance and sale of the Notes. Our job is principally to render certain opinions to the City regarding the validity of the Notes under applicable Louisiana law and 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 City with applicable laws and other resolutions relating to the Notes. During the course of this engagement, we will rely upon the staff of the City and the members of the Governing Authority to provide us with complete and timely information on all developments pertaining to any aspect of the Notes.

In our engagement as bond counsel, we will:

- Confer with members of the working group, including you and other officials of the City, relating to the use of proceeds of the Notes and review legal issues relating to the structure of the Notes;
- Prepare all instruments to be approved by the Governing Authority and any related financing documents (collectively, the "Note Documents");
- Attend meetings of the Governing Authority at which the Note Documents are to be adopted;

- Prepare the application for approval of the issuance of the Notes 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, if applicable, and supervise the execution of closing documents by the various parties thereto;
- Prepare and file Internal Revenue Service Form 8038-G, if required by Federal law;
- Prepare the Notes and supervise their execution and authentication;
- Prepare complete transcripts of record covering the issuance of the Notes 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 Notes 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 Notes; however, the City 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 City, papers and property furnished by the City 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 City; however, in the course of providing traditional legal services, we may provide factual information to the City that is not specifically tailored to the Notes or that does not rise to the level of a recommendation concerning a course of action. We will, however, analyze and advise the City regarding the legal ramifications of the structure, timing, terms and other provisions of the Notes, as these functions are essential to developing a plan of finance.

Applicable ethical rules in Louisiana prohibit us from undertaking this representation if we represent another party that is directly adverse to the City or if there is a significant risk that other considerations will materially limit our representation of the City. As you are aware, our firm represents the State of Louisiana and many other political subdivisions, including others in East Baton Rouge Parish. At this time, we do not believe any other current or past engagement of our firm adversely affects our ability to represent the City 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 City 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 City 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 City 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 City, please so indicate by executing below and returning a copy to us, retaining an original for your files. We appreciate the opportunity to serve the City and look forward to working with you.

FOLEY & JUDELL, L.L.P.

By: \_

Meredith L. Hathorn, Partner

ACCEPTED AND APPROVED: CITY OF ST. GEORGE, STATE OF LOUISIANA

By:

**Dustin Yates, Mayor** 

DATED: DECEMBER 10, 2024

### STATE OF LOUISIANA

#### PARISH OF EAST BATON ROUGE

I, the undersigned City Clerk of the City Council of the City of St. George, State of Louisiana (the "Governing Authority"), do hereby certify that the foregoing pages constitute a true and correct copy of a resolution adopted by the Governing Authority on December 10, 2024, giving preliminary approval to the issuance of not to exceed Twenty Million Dollars (\$20,000,000) of Revenue Notes of the City of St. George, State of Louisiana, and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature on this the 10<sup>th</sup> day of December, 2024.

City Clerk