

MINUTES OF THE  
BLANCHARD MAYOR AND TOWN COUNCIL  
SPECIAL MEETING – JANUARY 27, 2015  
6:30 O’CLOCK

**Present:** Mayor Digilormo, Alderpersons Fuller, Guin, Lee, Umling, Chief Presswood, Deputy Atty. Katherine Douthitt, Lonnie Smith, Perry Fuller, David Yeates, Debra Smith-Town Clerk, and various guests.

**Absent:** Alderperson Whittington and Atty. Tom Arceneaux.

Motion by Lee to dispense with formalities, second by Fuller. All voted yea.

**Questions and Statements of Citizens:** None.

**OLD BUSINESS**

None

**NEW BUSINESS**

**Resolution 4 of 2015- Refinance 2005 and 2011 Bonds. A resolution giving preliminary approval to the issuance of not to exceed Three Million Five Hundred Thousand Dollars (\$3,500,000) aggregate principal amount of Water Revenue Refunding Bonds of the Town of Blanchard, State of Louisiana (the “Issuer”), for the purpose of refinancing outstanding debt of the Issuer; providing certain terms of said bonds; making application to the State Bond Commission for approval of said bonds; hiring professionals in connection therewith; and providing for other matters in connection therewith.**

Resolution 4 of 2015

A resolution giving preliminary approval to the issuance of not to exceed Three Million Five Hundred Thousand Dollars (\$3,500,000) aggregate principal amount of Water Revenue Refunding Bonds of the Town of Blanchard, State of Louisiana (the “Issuer”), for the purpose of refinancing outstanding debt of the Issuer; providing certain terms of said bonds; making application to the State Bond Commission for approval of said bonds; hiring professionals in connection therewith; and providing for other matters in connection therewith.

Whereas, the Town of Blanchard, State of Louisiana (the “Issuer”), has heretofore issued Water Revenue Refunding Bonds, Series 2005 (the “Series 2005 Bonds”), of which \$2,010,000 will be outstanding after March 1, 2015, and Water Revenue Refunding Bonds, Series 2011 (the “Series 2011 Bonds”), of which \$1,155,000 will be outstanding after March 1, 2015; and

Whereas, in order to provide debt service savings, the Issuer desires to refund the outstanding Series 2005 Bonds and the Series 2011 Bonds (collectively, the “Refunded Bonds”), pursuant to the provisions of Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority (the “Act”), through the issuance of its refunding bonds; and

Whereas, pursuant to the Act, and subject to the approval of the State Bond Commission, the Issuer desires to accomplish the refunding through the issuance of not exceeding Three Million Five Hundred Thousand Dollars (\$3,500,000) of its Water Revenue Refunding Bonds (the “Refunding Bonds”), to be payable, equally with the Issuer’s outstanding Water Revenue Bonds, Series 2010A, Water Revenue Bonds, Series 2010B, and Water Revenue Bonds, Series 2012A (collectively, the “Outstanding Parity Bonds”), by an irrevocable pledge and dedication from the

income and revenues derived or to be derived from the operation of the waterworks system of the Issuer (the "System"), subject to the payment therefrom of the reasonable and necessary expenses of operating and maintaining the System; and

Whereas, upon the issuance of the Refunding Bonds, the Issuer will have no outstanding bonds or other obligations of any kind or nature payable from or enjoying a lien on the revenues of the Water System pledged, EXCEPT the Outstanding Parity Bonds; and

Whereas, the Issuer desires to make formal application to the State Bond Commission for approval of the Refunding Bonds and further to employ professionals in connection therewith;

Now, Therefore, Be It Resolved by the Mayor and Board of Aldermen of the Town of Blanchard, State of Louisiana (the "Governing Authority"), acting as the governing authority of the Town of Blanchard, State of Louisiana (the "Issuer"), that:

Section 1. Preliminary Approval of Refunding Bonds. Preliminary approval is given to the issuance, in one or more series, of not exceeding \$3,500,000 of Water Revenue Refunding Bonds of the Town of Blanchard, State of Louisiana (the "Refunding Bonds"), to be issued for the purpose of refunding the Refunded Bonds, paying the costs of issuance thereof and providing a reserve therefore, if required, said Refunding Bonds to be payable by an irrevocable pledge and dedication from the income and revenues derived or to be derived from the operation of the waterworks system of the Issuer (the "System"), subject to the payment therefrom of the reasonable and necessary expenses of operating and maintaining the System. The Refunding Bonds shall bear interest at a rate or rates not to exceed five percent (5%) per annum, to be determined by subsequent ordinance of this Governing Authority at the time of the sale of the Refunding Bonds, and shall mature no later than March 1, 2027. The Refunding Bonds shall be issued in fully registered form and shall be sold and have such additional terms and provisions as may be determined by this Governing Authority in a subsequent ordinance.

Section 2. Employment of Bond Counsel. This Governing Authority finds and determines that a real necessity exists for the employment of special counsel in connection with the issuance of the Refunding 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 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 such Refunding Bonds, shall counsel and advise this Governing Authority as to the issuance and sale thereof and shall furnish its opinions covering the legality of the issuance of the Refunding 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 in connection with the issuance of such series of revenue bonds and based on the amount of said 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 bonds. The Mayor is hereby authorized and directed to execute, and this Governing Authority hereby agrees to and accepts the terms of, the engagement letter in the form presented at this meeting. 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 Clerk is hereby empowered and directed to provide for payment of the work herein specified upon completion thereof and under the conditions herein enumerated.

Section 3. Appointment of Issuer Counsel. The Issuer hereby retains Blanchard, Walker, O'Quin & Roberts, A Professional Law Corporation, of Shreveport, Louisiana, as counsel to the Issuer in connection with the Refunding Bonds.

Section 4. Municipal Advisor. The Issuer hereby retains Government Consultants, Inc., of Baton Rouge, Louisiana, to act as its Municipal Advisor ("MA") pursuant to the provisions of the Act and the rules promulgated thereunder by the Securities and Exchange Commission. The Issuer hereby acknowledges that it is represented by the MA and will rely upon the advice of the MA

with respect to the Refunding Bonds. The fee to be paid the MA shall be payable solely from the proceeds of the Refunding Bonds when and if issued, and the amount thereof shall be subject to the approval of the State Bond Commission. The Mayor is hereby authorized and directed to execute the contract with the MA in the form presented at this meeting.

Section 5. State Bond Commission. Application is hereby made to the State Bond Commission, Baton Rouge, Louisiana, for approval of the issuance and sale of the Refunding Bonds and for consent and authority to proceed with the issuance and sale of the 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.

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.

Motion by Lee to accept Resolution 4 of 2015, second by Fuller. The foregoing having been submitted to a vote, the vote thereon was as follows:

YEAS: Lee, Fuller, Guin, Umling

NAYS: None

ABSENT: Whittington

And the resolution was declared adopted on this, the 27<sup>th</sup> day of January, 2015.

Motion by Fuller to adjourn, second by Lee. All voted yea. Meeting adjourned 6:40 p.m.

---

Johnny Digilormo, Mayor

---

Debra Smith, Town Clerk