

**MINUTES
SPECIAL MEETING OF THE
BLANCHARD MAYOR AND TOWN COUNCIL**

Wednesday, April 22, 2020

10:30 o'clock a.m.

Present: Mayor Galambos, Alderpersons Fuller, Presley, Whittington, Candy Foshee, Town Clerk
(Atty. Bradford on telephone)

Absent: Alderpersons Lee, Guin,

Mayor called meeting to order at 10:30

Whittington made motion to dispense with formalities. Second by Presley. All voted yea.

Questions and Statements of Citizens - None

NEW BUSINESS

Resolution No. 5 of 2020 - A resolution authorizing the Town of Blanchard, State of Louisiana to proceed with the issuance of its not to exceed Two Million Dollars (\$2,000,000) of Taxable Water Refunding Bonds, in one or more series; providing certain terms of said Bonds; making application to the State Bond Commission for approval of said Bonds; appointing Bond Counsel and Independent Registered Municipal Advisor; and providing for other matters in connection therewith.

Whittington made motion to adopt Resolution 5 of 2020. Second by Fuller. All voted yea.

RESOLUTION NO. 5 OF 2020

A RESOLUTION AUTHORIZING THE TOWN OF BLANCHARD, STATE OF LOUISIANA TO PROCEED WITH THE ISSUANCE OF ITS NOT TO EXCEED TWO MILLION DOLLARS (\$2,000,000) OF REVENUE REFUNDING BONDS, IN ONE OR MORE SERIES; PROVIDING CERTAIN TERMS OF SAID BONDS; MAKING APPLICATION TO THE STATE BOND COMMISSION FOR APPROVAL OF SAID BONDS; APPOINTING ISSUER'S COUNSEL, BOND COUNSEL, INDEPENDENT REGISTERED MUNICIPAL ADVISOR; AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, the Town of Blanchard, State of Louisiana (the "*Issuer*") owns and operates its drinking water system (the "*System*") as a revenue-producing work of public improvement; and

WHEREAS, it is the intention of the Issuer that the Bonds authorized herein be secured, in part, by the income and revenues derived from the operation of the System, after provision has been made for payment therefrom of the reasonable and necessary expenses of administering, operating and maintaining the System (the "*System Net Revenues*");

WHEREAS, the Town of Blanchard, State of Louisiana (the "*Issuer*"), has heretofore issued its \$2,262,000 Water Revenue Bonds, Series 2015, of which approximately \$1,818,000 is currently outstanding (the "*Series 2015 Bonds*"); and

WHEREAS, in order to provide debt service savings, the Issuer, acting through its governing authority, the Board of Alderpersons of the Town of Blanchard, State of Louisiana (the "*Governing Authority*"), is authorized to and believes it to be in its best interest to refund all or a portion of the outstanding Series 2015 Bonds pursuant to the provisions of Chapters 14 and 14-A of Title 39 of the

Louisiana Revised Statutes of 1950, as amended (the “*Refunding Act*”) and other constitutional and statutory authority, through the issuance of its refunding bonds; and

WHEREAS, pursuant to the Refunding Act, and subject to the approval of the Louisiana State Bond Commission, the Issuer desires to accomplish the refunding through the issuance of not to exceed \$2,000,000 of its Revenue Refunding Bonds, in one or more series (the “*Bonds*”), to be secured by and payable from the System Net Revenues; and

WHEREAS, the Bonds will be secured the System Net Revenues on a parity with: (a) the Issuer’s outstanding Water Revenue Bonds, Series 2010B; (b) the Issuer’s outstanding Water Revenue Bonds, Series 2012A (c) the Issuer’s outstanding Sewer Revenue Bonds, Series 2013; (d) the Issuer’s outstanding Water Revenue Bonds, Series 2014; and (e) the Issuer’s outstanding Utility System Revenue Bonds, Series 2020 (collectively, the “*Parity Bonds*”); and

WHEREAS, pursuant to the Refunding Act, it is now the desire of the Issuer to adopt this Resolution giving preliminary approval for the issuance of the Bonds for the purpose of (i) refunding all or a portion of the Series 2015 Bonds; (ii) funding a Reserve Fund, if necessary; and (iii) paying costs of issuance of the Bonds; and

WHEREAS, the Issuer desires to authorize the filing of an application with the Louisiana State Bond Commission (the “*Commission*”) requesting that the Commission grant approval to the issuance of the Bonds in accordance with the Refunding Act; and

WHEREAS, the Issuer recognizes, finds, and determines that a real necessity exists for the employment of Issuer’s Counsel, Bond Counsel, and Independent Registered Municipal Advisor for the Bonds; and

NOW, THEREFORE, BE IT RESOLVED by the Governing Authority of the Issuer that:

SECTION 1. Authorization. Pursuant to the provisions of the Refunding Act, the Issuer does hereby authorize the issuance of not to exceed \$2,000,000 of its Revenue Refunding Bonds, in one or more series. The form and details of the Bonds, the exact principal amounts and interest rates thereof shall be established pursuant to a subsequent resolution of the Issuer and a purchase agreement executed with the purchaser of the Bonds, provided that the interest rate on the Bonds will not exceed three percent (3.00%) *per annum* with the final maturity date no later than March 1, 2032. The Bonds will be issued only as fully registered bonds, in minimum denominations of no less than \$5,000. The Bonds will be sold at private sale in accordance with the provisions of the Refunding Act.

SECTION 2. Employment of Issuer’s Counsel. It is recognized, found and determined that a real necessity exists for the employment of Issuer’s Counsel in connection with the proposed financing as described herein, and, accordingly, the firm of Blanchard, Walker, O’Quin & Roberts, PLC, is hereby employed as Issuer’s Counsel.

SECTION 3. Employment of Bond Counsel. A real necessity is hereby found for the employment of special counsel in connection with the issuance of the Bonds, and accordingly the firm of Butler Snow LLP, Bond Counsel, is hereby employed and requested to do and perform comprehensive legal and coordinate professional work with respect to the issuance of the aforesaid bonds of the Issuer for the purposes stated hereinabove. Said Bond Counsel shall prepare and submit to the Governing Authority for adoption all of the proceedings incidental to the authorization, issuance, sale and delivery of the Bonds, shall counsel and advise this Governing Authority as to the issuance and sale of the Bonds, and shall furnish their opinion covering the legality of the issuance thereof. The fee of special bond counsel in connection with the issuance of the aforesaid Bonds of the Issuer is hereby fixed at a sum not to exceed the maximum fee allowed by the Attorney General’s fee guidelines for comprehensive legal and

coordinate professional services in the issuance of bonds, based on the amount of said Bonds actually issued, sold, delivered and paid for, plus “*out-of-pocket*” expenses. Bond Counsel fees may be paid from the proceeds of the Bonds and shall be contingent upon the issuance, sale and delivery of said 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 fee herein designated. No compensation will be due unless and until the Bonds are delivered.

SECTION 4. Employment of Independent Registered Municipal Advisor. A real necessity is hereby found for the employment of an Independent Registered Municipal Advisor to the Governing Authority in connection with the issuance of the aforesaid bonds and therefore the firm of RSI Group, LLC is hereby engaged. The fee to be paid for such services may be paid from the proceeds of the Bonds and shall be in an amount agreed to by the Governing Authority. No compensation will be due unless and until the Bonds are delivered.

SECTION 5. State Bond Commission. Application is hereby made to the Commission, for approval of the issuance and sale of the Bonds and for consent and authority to proceed with the issuance and sale of the Bonds as provided above, and Bond Counsel is directed to make application to the Commission in accordance with the foregoing on behalf of the Issuer. By virtue of the Issuer’s application for, acceptance and utilization of the benefits of the Commission’s approval resolved and set forth herein, it 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 (the “*Policy*”), 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 swap or other products or enhancements covered thereby.

SECTION 6. Prescriptive Period. A copy of this Resolution shall be published immediately after its adoption in one (1) issue of the official journal of the Issuer. For thirty (30) days after the date of publication, any person in interest may contest the legality of this Resolution, any provision of the Bonds, the provisions herein made for the security and payment of the Bonds and the validity of all other provisions and proceedings relating to the authorization and issuance of the Bonds. After the said thirty (30) days, no person shall have any cause of action to test the regularity, formality, legality, or effectiveness of this Resolution, and the provisions hereof, for any cause whatever. Thereafter, it shall be conclusively presumed that every legal requirement for the issuance of the Bonds has been complied with. No court shall have the authority to inquire into any of these matters after the said thirty (30) days.

SECTION 6. Authorized Officers. The Mayor and the Town Clerk of the Issuer are hereby authorized, empowered and directed to execute such documents, certificates and instruments as they may deem necessary to effect the transactions contemplated by this Resolution.

SECTION 7. Effective Date. This Resolution shall become effective immediately.

The foregoing resolution having been submitted to a vote, motion made by Whittington, second by Fuller, and the vote thereon was as follows:

YEAS: Fuller, Presley, Whittington

NAYS: None

ABSENT: Lee, Guin

ABSTAIN: None

And Resolution 5 of 2020 was declared adopted on this the 22nd day of April, 2020.

Motion made by Whittington to adjourn, second by Fuller. All voted yea. Meeting was adjourned at 10:35.

Jim Galambos, Mayor

Candy Foshee, Town Clerk