

**CITY COUNCIL OF THE CITY OF HAMMOND, STATE OF LOUISIANA**

The following resolution was offered by \_\_\_\_\_ and seconded by \_\_\_\_\_:

**RESOLUTION**

A resolution authorizing the City of Hammond, State of Louisiana to proceed with the issuance of its not to exceed Fifteen Million Dollars (\$15,000,000) Revenue 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, Independent Registered Municipal Advisor and Underwriter/Placement Agent; and providing for other matters in connection therewith.

WHEREAS, the City of Hammond, State of Louisiana (the “City” or the “Issuer”), acting through its governing authority, the City Council of the City of Hammond, State of Louisiana (the “Governing Authority”), pursuant to the provisions of Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended and other constitutional and statutory authority (the “Act”), desires to incur debt and issue not to exceed Fifteen Million Dollars (\$15,000,000) of its Revenue Bonds, in one or more series (collectively, the “Bonds”) for the purposes of (i) funding the costs of constructing, acquiring, improving and maintaining works of public improvement, including, but not limited to, streets, bridges, sidewalks, parking lots, public parks, drainage facilities, recreational facilities, public buildings and sewers and sewerage disposal works (the “Project”) within the City; (ii) funding a debt service reserve fund, if necessary; and (iii) paying the costs of issuing the Bonds; and

WHEREAS, pursuant to the Act, and subject to the approval of the State Bond Commission, the Issuer desires to finance the Project through the issuance of the Bonds, to be secured by and payable from the avails or proceeds of the two percent (2%) sales and use tax currently being levied and collected by the Issuer, pursuant to an election held on July 16, 2005 that rededicated two (2) previously authorized one percent (1%) sales and use taxes for the purposes set forth therein (the “Tax”), subject only to the payment of the reasonable and necessary costs and expenses of collection and administration of the Tax (the “Pledged Revenues”); and

WHEREAS, the Bonds will be secured by and payable from Pledged Revenues on a parity with the Issuer’s outstanding \$11,000,000 Sales Tax Refunding Bonds, Series 2015, currently outstanding in approximately the amount of \$10,220,000 (the “Outstanding Parity 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 Act; and

WHEREAS, the Issuer recognizes, finds and determines that a real necessity exists for the employment of Bond Counsel and Independent Registered Municipal Advisor and for the designation of an Underwriter/Placement Agent for the purchase of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Hammond, State of Louisiana, acting as the governing authority of the City of Hammond, State of Louisiana, that:

SECTION 1. Authorization. Pursuant to the provisions of the Act, the Issuer does hereby authorize the issuance of not exceeding \$15,000,000 of its Revenue Bonds, in one or more series (the “*Bonds*”). The proceeds of the Bonds shall be used for the purposes of (i) funding the costs of the Project; (ii) funding a debt service reserve fund, if necessary; and (iii) paying the costs of issuing the Bonds. The form and details of the Bonds, the exact principal amounts and interest rates thereof shall be established pursuant to a subsequent ordinance of the Issuer, provided that the interest rate on the Bonds will not exceed six percent (6.00%) per annum. The Bonds shall mature no later than thirty (30) years from the date of their issuance. The Bonds will be issued only as fully registered bonds, in minimum denominations of no less than \$5,000. The Bonds will be secured by and payable from Pledged Revenues, on a parity with the Outstanding Parity Bonds, and will be sold at private sale in accordance with the provisions of the Act.

SECTION 2. Reimbursement; Declaration of Intent. Prior to the delivery of the Bonds, the Issuer intends to expend moneys from other available funds for the purpose for which the Bonds are being issued and reasonably expects to reimburse said expenditures from the proceeds of the Bonds in an amount not exceeding \$3,500,000. Any such allocation of proceeds of the Bonds for reimbursement will be with respect to capital expenditures (as defined in Reg. 1.150.1(b)) and will be made upon the delivery of the Bonds and not later than eighteen (18) months after the later of (i) the date such expenditure was paid, or (ii) the date on which the Project was placed in service, but in no event more than three (3) years after the date of the expenditure. This is intended to be a declaration of official intent within the meaning of Reg. 1.150.2.

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 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 this 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 Bonds 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 the Bonds, based on the amount of 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 Government Consultants, Inc. (the "*Municipal Advisor*") 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. Designation of Underwriter/Placement Agent. Crews & Associates, Inc. is hereby designated as Underwriter/Placement Agent in connection with the issuance, sale and delivery of the Bonds.

SECTION 6. State Bond Commission. Application is hereby made to the Louisiana State Bond Commission, Baton Rouge, Louisiana (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 7. 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 compiled with. No court shall have the authority to inquire into any of these matters after the said thirty (30) days.

SECTION 8. Authorized Officers. The Mayor of the City of Hammond, State of Louisiana, the President and/or the Clerk of the Governing Authority 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 9. Effective Date. This Resolution shall become effective immediately.

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THE FOREGOING RESOLUTION having been submitted to a vote, the vote thereon was as follows:

YEAS:

NAYS:

ABSENT:

WHEREUPON, this Resolution was declared to be adopted by the City Council of the City of Hammond, State of Louisiana, on this 26th day of September, 2017.

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Tonia Banks, Clerk  
Hammond City Council

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Lemar Marshall, President  
Hammond City Council

STATE OF LOUISIANA  
CITY OF HAMMOND

I, the undersigned Clerk of the City Council of the City of Hammond, State of Louisiana (the "*Governing Authority*") do hereby certify that the foregoing constitutes a true and correct copy of a Resolution adopted by the Governing Authority on September 26, 2017 authorizing the City of Hammond, State of Louisiana to proceed with the issuance of its not to exceed Fifteen Million Dollars (\$15,000,000) Revenue 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, Independent Registered Municipal Advisor and Underwriter/Placement Agent; and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of said City Council of the City of Hammond, State of Louisiana, on this 26th day of September, 2017.

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Tonia Banks, Clerk  
Hammond City Council

[SEAL]