

ORDINANCE NO. 4342

AN ORDINANCE AUTHORIZING THE ISSUANCE OF FIVE MILLION DOLLARS (\$5,000,000) OF SALES TAX BONDS, SERIES 2010, OF THE PARISH OF BOSSIER, STATE OF LOUISIANA; PRESCRIBING THE FORM, TERMS AND CONDITIONS OF SUCH BONDS AND PROVIDING FOR THE PAYMENT THEREOF; AUTHORIZING AN AGREEMENT WITH THE PAYING AGENT; AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, the Parish of Bossier, State of Louisiana (the "Issuer"), is now levying and collecting a special one-half of one percent (1/2%) sales and use tax, pursuant to an election held in the Issuer on July 15, 2000, at which election the following proposition was approved by a majority of the qualified electors voting at such election, the proceeds of which tax may be funded into bonds for the purposes contained in said proposition, viz:

SALES TAX PROPOSITION

SUMMARY: AUTHORITY FOR THE PARISH OF BOSSIER TO LEVY AN ADDITIONAL 1/2% SALES AND USE TAX TO BE USED BY THE PARISH FOR CAPITAL IMPROVEMENT PURPOSES INCLUDING A MAXIMUM SECURITY JAIL AND COURTHOUSE FACILITIES AND BY THE SHERIFF FOR OPERATING AND MAINTAINING A MAXIMUM SECURITY JAIL AND OTHER LAW ENFORCEMENT PURPOSES AND PROVIDING FOR FUNDING SAID TAX INTO BONDS.

Shall the Parish of Bossier, State of Louisiana (the "Parish"), be authorized to levy and collect an additional tax of one-half of one percent (1/2%) (the "Tax"), upon the sale at retail, the use, the lease or rental, the consumption, and the storage for use or consumption of tangible personal property and on sales of services in the Parish, all as defined in La. R.S. 47:301 to 47:317, inclusive, with the avails or proceeds of said Tax, (after paying the reasonable and necessary expenses of collecting and administering the Tax) (the "Avails") being dedicated and allocated as follows: seven-tenths (7/10) of the Avails to the Parish for acquisition, construction, operation and maintenance of capital improvements, including the acquisition, construction, improvement, maintenance and operation of a maximum security jail and acquiring the necessary equipment and furnishings therefor, title to which shall be in the public and the acquisition, construction, improvement, operation and maintenance of courthouse facilities, and acquiring the necessary equipment and furnishings therefor, title to which shall be in the public; and three-tenths (3/10) of the Avails to the Sheriff of the Parish as governing authority of the Law Enforcement District of the Parish of Bossier, State of Louisiana, in accordance with the provisions of an Intergovernmental Agreement dated April 5, 2000, for the purpose of operating and improving a maximum security jail and meeting other costs of law enforcement; and shall the Avails be subject to funding into bonds of the Parish to be sold at par, premium or discount, to mature, bear interest and be otherwise issued in the manner provided by Sub-Part F, Part III, Chapter 4, Title 39 of the Louisiana Revised Statutes of 1950, as amended, for any capital purpose, for providing a reserve for such bonds and for paying the issuance costs thereof, provided that all payments made in connection with said bonds shall be paid first from the portion of the Avails allocated as described above to the Bossier Parish Police Jury for capital improvement purposes?

WHEREAS, pursuant to the authority of the aforesaid election of July 15, 2000, the governing authority of the Issuer adopted an ordinance on August 2, 2000, providing for the levy and collection of said 1/2% sales and use tax beginning October 1, 2000 (the "Tax"); and

WHEREAS, in accordance with the provisions of said ordinance, the Revenues of the Tax (hereinafter defined), after the reasonable and necessary expenses of the collection and administration thereof have been paid therefrom, shall be available for appropriation and expenditure by the Issuer for the purposes designated in the proposition authorizing the levy of the Tax, which includes the payment of bonds authorized to be issued in accordance with Louisiana law; and

WHEREAS, this Police Jury desires to issue \$5,000,000 of Sales Tax Bonds, Series 2010, of the Issuer (the "Bonds"), payable from and secured by an irrevocable pledge and dedication of the Revenues of the Tax, under the authority conferred by Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, for the purpose of acquiring and constructing sewerage and water system facilities and paying the costs of issuance; and

WHEREAS, based upon historical revenues the Issuer has received from the levy and collection of the one-half of one percent (1/2%) sales and use tax in the Issuer authorized at an election held therein on July 15, 2000, it is reasonably anticipated that the Revenues of the Tax will approximate \$12,800,000 annually in calendar year 2010 and in each of the future calendar years; and

WHEREAS, other than the Bonds herein authorized, the Issuer has outstanding no bonds or other obligations of any kind or nature payable from or enjoying a lien on the Revenues of the Tax herein pledged; EXCEPT: \$29,050,000 of Sales Tax Bonds, Series 2002, dated July 1, 2002, maturing July 1, 2011, through July 1, 2022, inclusive (the "Outstanding Parity Bonds"); and

WHEREAS, under the terms and conditions of the ordinance adopted by the Issuer on May 29, 2002, authorizing the issuance of the Outstanding Parity Bonds (the "Outstanding Parity Bond Ordinance"), the Issuer has authority to issue additional bonds on a complete parity with the Outstanding Parity Bonds under the terms and conditions provided therein; and

WHEREAS, the Issuer has determined that all the terms and conditions specified in the Outstanding Parity Bond Ordinance have been or will be complied with prior to the delivery of the Bonds, and it is the express desire and intention of the Issuer that the Bonds be issued on a complete parity with the Outstanding Parity Bonds; and

WHEREAS, the maturities on the hereinafter described Bonds have been arranged so that the total amount of principal and interest falling due in any year on the Bonds will never exceed 75% of the Revenues of the Tax estimated to be received by the Issuer in the calendar year (2010) in which the Bonds are to be issued, and will provide a coverage of at least 1.5 times the highest annual debt service in any future calendar year on the Bonds being issued; and

WHEREAS, it is now desired to fix the details necessary with respect to the issuance of the Bonds, and to provide for the authorization and issuance thereof, as hereinafter provided, said Bonds having been purchased through a request for proposal process; and

NOW, THEREFORE, BE IT ORDAINED by the Police Jury of the Parish of Bossier, State of Louisiana, acting as the governing authority of the Parish of Bossier, State of Louisiana, that:

SECTION 1) Definitions. As used herein, the following terms shall have the following meanings, unless the context otherwise requires:

"Act" means Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority.

"Agreement" means the agreement to be entered into between the Issuer and the Paying Agent pursuant to this Bond Ordinance.

"Bond" or **"Bonds"** means the Sales Tax Bonds, Series 2010, of the Issuer issued by this Bond Ordinance in the total aggregate principal amount of Five Million Dollars (\$5,000,000), and any bond of said issue, whether initially delivered or issued in exchange for, upon transfer of, or in lieu of any previously issued.

"Bond Register" means the registration books of the Paying Agent in which registration of the Bonds and transfers of the Bonds shall be made as provided herein.

"Bond Ordinance" means this Ordinance authorizing the issuance of the Bonds.

"Bond Year" means the one year period ending on July 1 of each year, the principal payment date for the Bonds.

"Business Day" means a day of the year on which banks located in the cities in which the principal corporate trust offices of the Paying Agent are located are not required or authorized to remain closed and on which the New York Stock Exchange is not closed.

"Code" means the Internal Revenue Code of 1986, as amended.

"Executive Officers" means collectively the President and Secretary of the governing authority of the Issuer.

"Fiscal Year" means the one-year period commencing on January 1 of each year, or such other one-year period as may be designated by the Governing Authority as the fiscal year of the Issuer.

"Governing Authority" means the Police Jury of the Parish of Bossier, State of Louisiana, or its successor in function.

"Government Securities" means direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, which are non-callable prior to the respective maturities of the Bonds and may be United States Treasury Obligations such as the State and Local Government Series and may be in book-entry form.

"Interest Payment Date" means January 1 and July 1 of each year, commencing January 1, 2011.

"Issuer" means the Parish of Bossier, State of Louisiana.

"Outstanding" when used with respect to Bonds means, as of the date of determination, all Bonds theretofore issued and delivered under this Bond Ordinance, except:

- i) Bonds theretofore cancelled by the Paying Agent or delivered to the Paying Agent for cancellation;
- ii) Bonds for whose payment or redemption sufficient funds have been theretofore deposited with the Paying Agent in trust for the Owners of such Bonds as provided in Section 22 provided that, if such Bonds are to be redeemed,

irrevocable notice of such redemption has been duly given or provided for pursuant to this Bond Ordinance, to the satisfaction of the Paying Agent, or waived;

iii) Bonds in exchange for or in lieu of which other Bonds have been registered and delivered pursuant to this Bond Ordinance; and

iv) Bonds alleged to have been mutilated, destroyed, lost or stolen which have been paid as provided in this Bond Ordinance.

“Outstanding Parity Bonds” means the Issuer’s Sales Tax Bonds, Series 2002, maturing July 1, 2011, through July 1, 2022, inclusive, as described in the preamble hereto.

“Outstanding Parity Bond Ordinance” means the ordinance adopted by the Issuer on May 29, 2002, authorizing the issuance of the Outstanding Parity Bonds.

"Owner" or **"Owners"** when used with respect to any Bond means the Person in whose name such Bond is registered in the Bond Register.

"Paying Agent" means Jonesboro State Bank, in the City of Jonesboro, Louisiana, until a successor Paying Agent shall have become such pursuant to the applicable provisions of this Bond Ordinance, and thereafter Paying Agent shall mean such successor Paying Agent.

"Person" means any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof.

"Purchaser" means Jonesboro State Bank, in the City of Jonesboro, Louisiana, the original purchaser of the Bonds.

"Record Date" for the interest payable on any Interest Payment Date means the 15th calendar day of the month next preceding such interest payment date, whether or not such day is a Business Day.

"Reserve Fund Requirement" means, as of any date of calculation, a sum equal to the lesser of (i) 10% of the proceeds of the Bonds and any issue of additional *pari passu* bonds payable from the Revenues of the Tax or (ii) the highest combined principal and interest requirements for any succeeding Bond Year on the Bonds and any issue of *pari passu* bonds payable from the Revenues of the Tax. After the Outstanding Parity Bonds have been discharged by payment or defeasance, **“Reserve Fund Requirement”** shall mean a sum equal to the lesser of (i) 10% of the original principal proceeds of the Bonds, any outstanding Parity Bonds, and any issue of Additional Parity Bonds payable from the Revenues of the Tax, (ii) the highest combined principal and interest requirements for any succeeding Fiscal Year on the Bonds, any Outstanding Parity Bonds, and any Additional Parity Bonds payable from the Revenues of the Tax, or (iii) 125% of the average aggregate amount of principal installments and interest becoming due in any Fiscal Year on the Bonds, any Outstanding Parity Bonds and Additional Parity Bonds payable from the Revenues of the Tax.

"Revenues of the Tax" means the avails or proceeds of the one-half of one percent (1/2%) sales and use tax authorized at the election held within the corporate boundaries of the Issuer on July 15, 2000, which revenues are authorized to be funded into bonds under the Act and are pledged to the payment of the Bonds as herein provided.

"Sales Tax Collector" means the person or officer designated by the Governing Authority as the Collector of the Tax.

"Sales Tax Ordinance" or **"Tax Ordinance"** means and includes the ordinance adopted by the Police Jury of the Parish of Bossier, State of Louisiana, on August 2, 2000, providing for the levy and collection of the Tax.

"Tax" means the one-half of one percent (1/2%) sales and use tax authorized at the election held within the corporate boundaries of the Issuer on July 15, 2000.

SECTION 2) Authorization of Bonds. Subject to the approval of the State Bond Commission, and in compliance with and under the authority of the Act, and other constitutional and statutory authority, and having been authorized at an election held within the corporate boundaries of the Issuer on July 15, 2000, there is hereby authorized the incurring of an indebtedness of Five Million Dollars (\$5,000,000) for, on behalf of and in the name of the Issuer, for the purpose of acquiring and constructing sewerage and water system facilities and for paying the costs of issuance, and to represent the said indebtedness, this Governing Authority does hereby authorize the issuance of Five Million Dollars (\$5,000,000) of Sales Tax Bonds, Series 2010, of the Issuer. The Bonds shall be in the form of fully registered bonds, shall be dated the day of delivery, shall be issued in denominations corresponding to the principal amount of each maturity (one Bond per maturity), and shall be numbered No. R-1 upward. The Bonds shall bear interest from the date thereof or from the most recent Interest Payment Date to which interest has been paid or duly provided for, payable on each Interest Payment Date, commencing January 1, 2011, at the following rates of interest per annum and shall become due and payable and mature serially on July 1 of the years and the amounts, as follows:

<u>DATE</u>	<u>PRINCIPAL</u>	<u>INTEREST</u>	<u>DATE</u>	<u>PRINCIPAL</u>	<u>INTEREST</u>
<u>(JULY 1)</u>	<u>PAYMENT</u>	<u>RATE</u>	<u>(JULY 1)</u>	<u>PAYMENT</u>	<u>RATE</u>
2012	\$2,455,000	1.1875%	2013	\$2,545,000	1.1875%

The principal of the Bonds, upon maturity or redemption, shall be payable at the principal corporate trust office of the Paying Agent, upon presentation and surrender thereof, and interest on the Bonds will be payable by check mailed by the Paying Agent to the Owner (determined as of the Record Date) at the address shown on the Bond Register. Each Bond delivered under this Bond Ordinance upon transfer or in exchange for or in lieu of any other Bond shall carry all the rights to interest accrued and unpaid, and to accrue, which were carried by such other Bond, and each such Bond shall bear interest (as herein set forth) so that neither gain nor loss in interest shall result from such transfer, exchange or substitution. No Bond shall be entitled to any right or benefit under this Bond Ordinance, or be valid or obligatory for any

purpose, unless there appears on such Bond a certificate of registration, substantially in the form provided in this Bond Ordinance, executed by the Paying Agent by manual signature.

SECTION 3) Redemption of Bonds. The Bonds are callable for redemption at the option of the Issuer in full or in part at any time at the principal amount thereof, plus accrued interest to the date of redemption.

SECTION 4) Registration, Transfer and Exchange of Bonds. The Issuer shall cause the Bond Register to be kept at the principal office of the Paying Agent. The Bonds may be transferred, registered and assigned only on the Bond Register, and such registration shall be at the expense of the Issuer. A Bond may be assigned by the execution of an assignment form on the Bonds or by other instruments of transfer and assignment acceptable to the Paying Agent. A new Bond or Bonds will be delivered by the Paying Agent to the last assignee (the new Owner) in exchange for such transferred and assigned Bond after receipt of the Bond to be transferred in proper form

SECTION 5) Form of Bonds. The Bonds and the endorsements to appear thereon shall be in substantially the following forms, respectively, to-wit:

(FORM OF BOND)

R- _____ Principal Amount \$ _____

**UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF BOSSIER**

**SALES TAX BOND, SERIES 2010
OF THE
PARISH OF BOSSIER, STATE OF LOUISIANA**

<u>Bond Date</u>	<u>Maturity Date</u>	<u>Interest Rate</u>
_____, 2010	July 1, _____	_____ %

The PARISH OF BOSSIER, STATE OF LOUISIANA (the "Issuer"), for value received, promises to pay to:

JONESBORO STATE BANK

or registered assigns, on the Maturity Date set forth above, but solely from the revenues hereinafter described, the Principal Amount set forth above, together with interest thereon from the Bond Date set forth above or the most recent Interest Payment Date to which interest has been paid or duly provided for, payable on January 1 and July 1 of each year, commencing January 1, 2011 (each an "Interest Payment Date"), at the Interest Rate per annum set forth above until said Principal Amount is paid unless this Bond shall have been previously called for redemption and payment shall have been duly made or provided for. The principal of this Bond, upon maturity or redemption, is payable in lawful money of the United States of America at the

principal corporate trust office of Jonesboro State Bank, in the City of Jonesboro, Louisiana, or successor thereto (the "Paying Agent"), upon presentation and surrender hereof. Interest on this Bond is payable by check mailed by the Paying Agent to the registered owner (determined as of the 15th calendar day of the month next preceding each Interest Payment Date) at the address as shown on the registration books of the Paying Agent.

This Bond is one of an authorized issue aggregating in principal the sum of Five Million Dollars (\$5,000,000) (the "Bonds"), all of like tenor and effect except as to number, denomination, interest rate and maturity, said Bonds having been issued by the Issuer pursuant to an ordinance adopted by its governing authority on July 7, 2010 (the "Bond Ordinance"), for the purpose of acquiring and constructing sewerage and water system facilities and for paying the issuance costs thereof, under the authority conferred by Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, pursuant to all requirements therein specified, including the authorization of a majority of the qualified electors voting at an election held on July 15, 2000, the result of which election has been duly promulgated in accordance with law.

The Bonds are callable for redemption at the option of the issuer in full or in part at any time at the principal amount thereof, plus accrued interest to the date of redemption.

The Bond may be transferred, registered and assigned only on the registration books of the Paying Agent, and such registration shall be at the expense of the Issuer. A Bond may be assigned by the execution of an assignment form on the Bonds or by other instruments of transfer and assignment acceptable to the Paying Agent. A new Bond or Bonds will be delivered by the Paying Agent to the last assignee (the new registered owner) in exchange for such transferred and assigned Bonds after receipt of the Bonds to be transferred in proper form.

This Bond and the issue of which it forms a part are issued on a complete parity with the Issuer's outstanding Sales Tax Bonds, Series 2002 (the "Outstanding Parity Bonds"). It is certified that the Issuer, in issuing this Bond and the issue of which it forms a part, has complied with all the terms and conditions set forth in the ordinance authorizing the issuance of the Outstanding Parity Bonds

This Bond and the issue of which it forms a part, equally with the Outstanding Parity Bonds, are payable solely from and secured by an irrevocable pledge and dedication of the avails or proceeds of the special one-half of one percent (1/2%) sales and use tax (the "Tax") now being levied and collected in the Issuer under the authority of Article VI, Section 29 of the Louisiana Constitution of 1974, and pursuant to an election held on July 15, 2000, subject only to the prior payment of the reasonable and necessary costs and expenses of collecting the Tax. This Bond constitutes a borrowing solely upon the credit of the avails, proceeds and revenues of the Tax accruing to the Issuer and its governing authority and does not constitute an indebtedness or pledge of the general credit of the Issuer within the meaning of any constitutional or statutory provisions relating to the incurring of indebtedness. The governing authority of the Issuer has covenanted and agreed and does hereby covenant and agree to continue to levy said Tax and not to discontinue or decrease or permit to be discontinued or decreased the Tax in anticipation of the collection of which this Bond and the issue of which it forms a part have been issued, nor in any way make any change which would diminish the amount of said Tax revenues pledged to the payment of the Bonds, until all of such Bonds have been paid in principal and interest. For a complete statement of the revenues from which and conditions under which this Bond is issued, reference is hereby made to the Bond Ordinance.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Ordinance until the Certificate of Registration hereon shall have been signed by the Paying Agent.

It is certified that this Bond is authorized by and is issued in conformity with the requirements of the Constitution and statutes of this State. It is further certified, recited and declared that all acts, conditions and things required to exist, to happen and to be performed precedent to and in the issuance of this Bond and the issue of which it forms a part necessary to

constitute the same legal, binding and valid obligations of the Issuer have existed, have happened and have been performed in due time, form and manner as required by law, and that the indebtedness of the Issuer, including this Bond and the issue of which it forms a part, does not exceed any limitation prescribed by the Constitution and statutes of the State of Louisiana, and that the Bonds shall not be invalid for any irregularity or defect in the proceedings providing for the issuance and sale thereof and shall be incontestable in the hands of bona fide purchasers or owners for value thereof.

IN WITNESS WHEREOF, the Issuer, acting through its governing authority, the Police Jury of the Parish of Bossier, State of Louisiana, has caused this Bond to be executed in the name of the Issuer by the facsimile signatures of its President and Secretary and the corporate seal of the Issuer to be imprinted hereon.

PARISH OF BOSSIER,
STATE OF LOUISIANA

(facsimile)

(facsimile)

Secretary

President

(SEAL)

This Bond and the issue of which it forms a part have been duly registered with the Secretary of State of Louisiana as provided by law.

* * * * *

(FORM OF SECRETARY OF STATE ENDORSEMENT -
TO BE PRINTED ON ALL BONDS)

OFFICE OF SECRETARY OF STATE
STATE OF LOUISIANA
BATON ROUGE

Incontestable. Secured by a pledge and dedication of proceeds of a sales and use tax in the Parish of Bossier, State of Louisiana. Registered this ___ day of _____, 2010.

Secretary of State

* * * * *

(FORM OF PAYING AGENT'S CERTIFICATE OF REGISTRATION -
TO BE PRINTED ON ALL BONDS)

This Bond is one of the Bonds referred to in the within mentioned Bond Ordinance.

JONESBORO STATE BANK,
Jonesboro, Louisiana,
as Paying Agent

Date of
Registration: _____

By:

Authorized Officer

(FORM OF ASSIGNMENT)

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

Please Insert Social Security
or other Identifying Number
of Assignee

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

_____ attorney or agent to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

* * * * *

(FORM OF LEGAL OPINION CERTIFICATE -
TO BE PRINTED ON ALL BONDS)

I, the undersigned Secretary of the Police Jury of the Parish of Bossier, State of Louisiana, do hereby certify that the following is a true copy of the complete legal opinion of Foley & Judell, L.L.P., the original of which was manually executed, dated and issued as of the date of payment for and delivery of the original bonds of the issue described therein and was delivered to the original purchaser thereof:

(Insert Legal Opinion)

I further certify that an executed copy of the above legal opinion is on file in my office, and that an executed copy thereof has been furnished to the Paying Agent for this Bond.

(facsimile)

Secretary

* * * * *

SECTION 6) Execution of Bonds. The Bonds shall be signed by the Executive Officers for, on behalf of, in the name of and under the corporate seal of the Issuer, and the Legal Opinion Certificate shall be signed by the Secretary of the Issuer, which signatures and seal may be either manual or facsimile.

SECTION 7) Registration of Bonds by Secretary of State. The Bonds shall be registered with the Secretary of State of Louisiana as provided by law and shall bear the endorsement of the Secretary of State of Louisiana in substantially the form set forth herein, provided such endorsement shall be manually signed only on the Bonds initially delivered to the Purchaser; any Bonds subsequently exchanged therefor as permitted in this Bond Ordinance may bear the facsimile signature of said Secretary of State.

SECTION 8) Recital of Regularity. This Governing Authority, having investigated the regularity of the proceedings had in connection with this issue of Bonds, and having determined the same to be regular, the Bonds shall contain the following recital, to-wit:

"It is certified that this Bond is authorized by and is issued in conformity with the requirements of the Constitution and statutes of this State."

SECTION 9) Pledge of Tax Revenues. The Bonds, equally with the Outstanding Parity Bonds, shall be secured by and payable in principal and interest and redemption premium, if any, solely from an irrevocable pledge and dedication of the avails or proceeds of the Revenues of the Tax, after there have first been paid from the gross avails or proceeds of the Tax the reasonable and necessary costs and expenses of collecting the Tax, all as more fully provided in the Sales Tax Ordinance. The Revenues of the Tax are hereby irrevocably and irrepealably

pledged and dedicated in an amount sufficient for the payment of the Bonds and Outstanding Parity Bonds, in principal, interest and redemption premium, if any, as they shall respectively become due and payable, and for the other purposes hereinafter set forth in this Bond Ordinance. All of the Revenues of the Tax shall be set aside in a separate fund, as providing in the Outstanding Parity Bond Ordinance and as herein provided, and shall be and remain pledged for the security and payment of the Bonds and the Outstanding Parity Bonds in principal and interest and for all other payments provided for in this Bond Ordinance until the Bonds and the Outstanding Parity Bonds shall have been fully paid and discharged.

SECTION 10) Flow of Funds. The Issuer, through the Governing Authority, by proper ordinance and/or resolution, hereby obligates itself to continue to levy and collect the Tax until all of the Bonds have been retired as to principal, interest and redemption premium, if any, and further obligates itself not to discontinue or decrease or permit to be discontinued or decreased the Tax in anticipation of the collection of which the Bonds and the Outstanding Parity Bonds, have been issued, nor in any way make any change which would diminish the amount of the Revenues of the Tax to be received by the Issuer until all of the Bonds and Outstanding Parity Bonds, have been paid as to both principal and interest and redemption premium, if any. In order that the principal of and the interest on the Bonds and Outstanding Parity Bonds, will be paid in accordance with their terms and for the other objects and purposes hereinafter provided, the Issuer further covenants as follows:

That all of the avails or proceeds of the Revenues of the Tax shall be deposited daily as the same may be collected in a separate and special bank account maintained with the regularly designated fiscal agent of the Issuer and designated as the "Sales Tax Account" (hereafter called the "Sales Tax Fund"). The Sales Tax Fund shall constitute a dedicated fund of the Issuer, from which appropriations and expenditures by the Issuer shall be made solely for the purposes designated in the proposition authorizing the levy of the Tax, including the payment of the Bonds and Outstanding Parity Bonds.

That out of the funds on deposit in the Sales Tax Fund, the Issuer shall first pay (if not previously withheld by the Sales Tax Collector) the reasonable and necessary expenses of collection of the Tax. After payment of such expenses, the remaining balance of the Revenues of the Tax shall constitute a dedicated fund of the Issuer, from which appropriations and expenditures by the Issuer shall be made solely for the purposes designated in the proposition authorizing the levy of the Tax, including the payment of the Bonds, which fund shall be administered and used in the following order of priority and for the following express purposes:

- i) The maintenance of a Sales Tax Bond Sinking Fund - 2002 (the "Sinking Fund"), sufficient in amount to pay promptly and fully the principal of and interest on the Bonds and Outstanding Parity Bonds, including any *pari passu* bonds issued hereafter in the manner provided by this Bond Ordinance, as they severally become due and payable, by transferring from the Sales Tax Fund to the regularly designated fiscal agent of the Issuer, in advance or before the 20th day of each month of each year, a sum equal to the pro-rata amount of interest falling due on the Bonds and

the Outstanding Parity Bonds on the next Interest Payment Date and the pro-rata amount of the principal on the Bonds and the Outstanding Parity Bonds falling due on the next principal payment date, together with such additional proportionate sum as may be required to pay said principal and interest as the same respectively become due. Said fiscal agent shall transfer from the Sinking Fund to the paying agent bank or banks for all bonds payable from the Sinking Fund, at least one (1) day in advance of the date on which payment of principal or interest falls due, funds fully sufficient to pay promptly the principal and interest so falling due on such date.

- ii) The maintenance of a Sales Tax Bond Reserve Fund - 2002 (the "Reserve Fund"), to be held by the regularly designated fiscal agent of the Issuer, by depositing into the Reserve Fund, within a period of five years from delivery of the Bonds, annual payments sufficient to increase the balance in said fund to the Reserve Fund Requirement, the money in the Reserve Fund to be retained solely for the purpose of paying the principal of and the interest on the bonds payable from the Sinking Fund as to which there would otherwise be default. In the event that additional *pari passu* bonds are issued hereafter in the manner provided by this Bond Ordinance, there shall be transferred from the proceeds of such additional bonds and/or from the said Sales Tax Fund into the Reserve Fund monthly or annually, such amounts (as may be designated in the Ordinance authorizing the issuance of such *pari passu* bonds) as will increase the total amount on deposit in the Reserve Fund within a period not exceeding five (5) years to a sum equal to the Reserve Fund Requirement for all outstanding bonds payable from the Sinking Fund and any such additional *pari passu* bonds.

If at any time it shall be necessary to use moneys in the Reserve Fund for the purpose of paying principal or interest on bonds payable from the Sinking Fund as to which there would otherwise be default, then the moneys so used shall be replaced from the revenues first thereafter received from the Revenues of the Tax not hereinabove required to pay the expenses of collecting the Tax or to pay current principal and interest requirements, it being the intention hereof that there shall as nearly as possible be at all times in the Reserve Fund an amount equal to the Reserve Fund Requirement.

All or any part of the moneys in the Sales Tax Fund, the Sinking Fund or the Reserve Fund shall at the written request of the Governing Authority be invested in the manner provided by Louisiana law in obligations maturing in five (5) years or less, in which event all income derived from such investments shall be added to the Sales Tax Fund, with the exception that any interest earnings from invested funds of the Reserve Fund shall be retained therein until an amount equal to the Reserve Fund Requirement is on deposit therein, and such investments shall, to the extent at any time necessary, be liquidated and the proceeds thereof applied to the purposes for which the Sales Tax Fund has been created.

All moneys remaining in the Sales Tax Fund on the 20th day of each month in excess of all reasonable and necessary expenses of collection and administration of the Tax and after making the required payments into the Sinking Fund and the Reserve Fund for the current month and for prior months during which the required payments may not have been made, shall be considered as surplus. Such surplus may be used by the Issuer for any of the purposes for which the Tax is authorized or for the purpose of retiring Bonds herein authorized in advance of their maturities, either by purchase of Bonds then outstanding at prices not greater than the then redemption prices of said Bonds, or by redeeming such Bonds at the prices and in the manner hereinbefore set forth in this Bond Ordinance.

SECTION 11) Issuer Obligated to Continue to Collect Tax. The Issuer does hereby obligate itself and is bound under the terms and provisions of law to cause to be levied, imposed, enforced and collected the Tax and to provide for all reasonable and necessary rules, regulations, procedures and penalties in connection therewith, including the proper application of the Revenues of the Tax, until all of the Bonds and Outstanding Parity Bonds, have been retired as to both principal and interest. Nothing herein contained shall be construed to prevent the Issuer from altering, amending or repealing from time to time as may be necessary the Sales Tax Ordinance or any subsequent resolution or ordinance providing with respect to the Tax, said alterations, amendments or repeals to be conditioned upon the continued preservation of the rights of the Owners with respect to the Revenues of the Tax. The Sales Tax Ordinance and the obligation to continue to levy, collect and allocate the Tax and to apply the Revenues of the Tax in accordance with the provisions of this Bond Ordinance, shall be irrevocable until the Bonds and Outstanding Parity Bonds, have been paid in full as to both principal and interest, and shall not be subject to amendment, alteration or repeal in any manner which would impair the rights of the Owners from time to time of the Bonds and Outstanding Parity Bonds, or which would in any way jeopardize the prompt payment of principal thereof and interest thereon. More specifically, neither the Legislature of Louisiana nor the Issuer may discontinue or decrease the Tax or permit to be discontinued or decreased the Tax in anticipation of the collection of which the Bonds and Outstanding Parity Bonds, have been issued, or in any way make any change which would diminish the amount of the Revenues of the Tax pledged to the payment of the Bonds and Outstanding Parity Bonds, and received by the Issuer, until all of such Bonds and Outstanding Parity Bonds, shall have been retired as to both principal and interest.

The Owners of any of the Bonds may, either at law or in equity, by suit, action, mandamus or other proceeding, enforce and compel performance of all duties required to be performed by the Issuer or the Governing Authority as a result of issuing the Bonds and may similarly enforce the provisions of the Sales Tax Ordinance imposing the Tax and this Bond Ordinance and proceedings authorizing the issuance of the Bonds and Outstanding Parity Bonds.

SECTION 12) Covenants of the Issuer. In providing for the issuance of the Bonds, the Issuer does hereby covenant that it has a legal right to levy and collect the Tax, to issue the Bonds and to pledge the Revenues of the Tax as herein provided, and that the Bonds

will have a lien and privilege on the Revenues of the Tax, subject only to the prior payment of the reasonable and necessary costs and expenses of administering and collecting the Tax.

SECTION 13) Bond Ordinance a Contract. The provisions of this Bond Ordinance shall constitute a contract between the Issuer and the Owner or Owners from time to time of the Bonds, and any Owner of any of the Bonds may either at law or in equity, by suit, action, mandamus or other proceedings, enforce and compel the performance of all duties required to be performed by the Governing Authority as a result of issuing the Bonds, and may similarly enforce the provisions of the Sales Tax Ordinance and this Bond Ordinance.

SECTION 14) Records and Accounts Relating to Tax. So long as any of the Bonds are outstanding and unpaid in principal or interest, the Issuer shall maintain and keep proper books of records and accounts separate and apart from all other records and accounts in which shall be made full and correct entries of all transactions relating to the collection and expenditure of the Revenues of the Tax, including specifically but without limitation, all reasonable and necessary costs and expenses of collection.

Not later than six (6) months after the close of each Fiscal Year, the Issuer shall cause an audit of such books and accounts to be made by the Legislative Auditor of the State of Louisiana (or his successor) or by a recognized independent firm of certified public accountants showing the receipts of and disbursements made for the account of the Sales Tax Fund. Such audit shall be available for inspection upon request by the Owners of any of the Bonds. The Issuer further agrees that the Paying Agent and the Owners of any of the Bonds shall have at all reasonable times the right to inspect the records, accounts and data of the Issuer relating to the Tax.

SECTION 15) Issuance of Refunding and Additional Parity Bonds. The Bonds shall enjoy complete parity of lien on the Revenues of the Tax despite the fact that any of the Bonds may be delivered at an earlier date than any other of the Bonds. The Issuer shall issue no other bonds or obligations of any kind or nature payable from or enjoying a lien on the Revenues of the Tax having priority over or parity with the Bonds and Outstanding Parity Bonds, except that bonds may hereafter be issued on a parity with the Bonds and Outstanding Parity Bonds under the following conditions:

a) The Bonds, or any part thereof, including interest thereon and redemption premiums thereon, may be refunded and the refunding bonds so issued shall enjoy complete equality of lien with the portion of the Bonds which is not refunded, if there be any, and the refunding bonds shall continue to enjoy whatever priority of lien over subsequent issues which

may have been enjoyed by the Bonds refunded; provided, however, that if only a portion of the Bonds outstanding is so refunded and the refunding bonds require total principal and interest payments during any Bond Year in excess of the principal and interest which would have been required in such Bond Year to pay the Bonds refunded thereby, then such Bonds may not be refunded without consent of the Owners of the unrefunded portion of the Bonds issued hereunder (provided such consent shall not be required if such refunding bonds meet the requirements set forth in clause (b) below of this Section 15).

b) Additional bonds may also be issued on a parity with the Bonds if all of the following conditions are met:

i) The annual Revenues of the Tax when computed for the fiscal year immediately preceding the issuance of the additional bonds must have been not less than one and one-half (1-1/2) times the highest combined principal and interest requirements for any succeeding Bond Year period on all bonds then outstanding, and payable from the Sinking Fund, including any *pari passu* additional bonds theretofore issued and then outstanding and any other bonds or other obligations whatsoever then outstanding which are payable from the Revenues of the Tax (but not including bonds which have been refunded or provision otherwise made for their full and complete payment and redemption) and the bonds so proposed to be issued.

ii) The payments to be made into the various funds provided for in Section 10 hereof must be current.

iii) The existence of the facts required by paragraphs (1) and (2) above must be determined and certified to by the Parish Treasurer or its successor in function.

iv) The additional bonds must be payable as to principal on July 1st of each year in which principal falls due beginning not later than three (3) years from the date of issuance of said additional bonds and payable as to interest on January 1st and July 1st of each year.

SECTION 16) Events of Default. The occurrence and continuance of one or more of the following events shall be an Event of Default under the Bond Ordinance:

a. if default shall be made in the due and punctual payment of the principal of any Bond when and as the same shall become due and payable, whether at maturity or otherwise; or

b. if default shall be made in the due and punctual payment of any installment of interest on any Bond, when and as such interest installment shall become due and payable; or

c. if default shall be made by the Issuer in the performance or observance of any other of the covenants, agreements or conditions on its part in the Bond Ordinance, any supplemental ordinance or in the Bonds contained and such default shall continue for a period of forty-five (45) days after written notice thereof to the Issuer by the Insurer, if any, or the Owners of not less than 25% of the Bond Obligation; or

d. if the Issuer shall file a petition or otherwise seek relief under any Federal or Louisiana bankruptcy law or similar law.

Upon the happening and continuance of any Event of Default, the Owners of the Bonds shall be entitled to exercise all rights and powers for which provision is made in the Act or in any provision of applicable law; provided however, the Insurer, if any, shall have the exclusive right to direct any action or remedy to be undertaken. The Issuer shall notify the Insurer immediately upon the occurrence of any Event of Default. No Event of Default shall be waived without the consent of the Insurer, if any.

SECTION 17) Supplemental Ordinances.

Effective Without Bondowners' Consent. For any one or more of the following purposes and at any time from time to time, a supplemental ordinance may be adopted, which, upon the filing with the Paying Agent and the Insurer, if any, of a certified copy thereof, but without any consent of Bondowners, shall be fully effective in accordance with its terms:

a. to add to the covenants and agreements of the Issuer in the Bond Ordinance other covenants and agreements to be observed by the Issuer which are not contrary to or inconsistent with the Bond Ordinance as theretofore in effect;

b. to add to the limitations and restrictions in the Bond Ordinance other limitations and restrictions to be observed by the Issuer which are not contrary to or inconsistent with the Bond Ordinance as theretofore in effect;

c. to surrender any right, power or privilege reserved to or conferred upon the Issuer by the terms of the Bond Ordinance but only if the surrender of such right, power or privilege is not contrary to or inconsistent with the covenants and agreements of the Issuer contained in the Bond Ordinance;

d. to cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision of the Bond Ordinance; or

e. to insert such provisions clarifying matters or questions arising under the Bond Ordinance as are necessary or desirable and are not contrary to or inconsistent with the Bond Ordinance as theretofore in effect.

Notwithstanding the foregoing, no provision of the Bond Ordinance expressly recognizing or granting rights in or to the Insurer, if any, may be amended in any manner which affects the rights of the Insurer, if any, under the Bond Ordinance without the prior written consent of the Insurer, if any.

Effective With Consent of Bondowners. Except as provided above, any modification or amendment of the Bond Ordinance or of the rights and obligations of the Issuer and of the Owners of the Bonds under the Bond Ordinance, in any particular, may be made by a supplemental ordinance, with the written consent of the Owners of a majority of the Bond Obligation (as defined in the Bond Ordinance) at the time such consent is given. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any outstanding Bond or of any installment of interest thereon or a reduction in the principal amount or the redemption price thereof or in the rate of interest thereon without the consent of the Owner of such Bond, or shall reduce the percentage of Bonds the consent of the Owner of which is required to effect any such modification or amendment, or change the obligation of the Issuer to levy and collect the Tax for the payment of the Bonds as provided in the Bond Ordinance, without consent of the Owners of all of the Bonds then outstanding, or shall change or modify any of the rights or obligations of either the Paying Agent or the Escrow Agent without its written assent thereto. Bonds shall be deemed to be affected by a modification or amendment of the Bond Ordinance if the same adversely affects or diminishes the rights of the Owners of the Bonds. The consent of the Insurer, if any, shall be required in addition to the consent of the Owners, when required, for the adoption of any supplemental ordinance.

SECTION 18) Protection of the Revenues of the Tax. So long as any of the Bonds are outstanding and unpaid, the Issuer shall require all of its officers and employees who may be in a position of authority or in possession of money derived from the collection of the Tax, including Revenues of the Tax, to obtain or be covered by a blanket fidelity or faithful performance bond, or independent fidelity bonds written by a responsible indemnity company in amounts adequate to protect the Issuer from loss.

The Sales Tax Fund, the Sinking Fund and the Reserve Fund provided for in Section 10 hereof shall all be and constitute trust funds for the purposes provided in this Bond Ordinance and the Owners be and the same are hereby granted a lien on all such funds until applied in the manner provided herein. The moneys in such funds shall at all times be secured to the full extent thereof by the bank or trust company holding such funds by direct obligations of the United States of America, the State of Louisiana, the Issuer, or any other political subdivision of the State located in the Issuer, having a market value of not less than the amount of money then on deposit in said funds.

SECTION 19) Mutilated, Destroyed, Lost or Stolen Bonds. If any mutilated Bond is surrendered to the Paying Agent, or the Issuer and the Paying Agent receive evidence to their satisfaction of the destruction, loss, or theft of any Bond, and there is delivered to the Issuer and the Paying Agent such security or indemnity as may be required by them to save each of them harmless, then, in the absence of notice to the Issuer or the Paying Agent that such Bond has been acquired by a bona fide purchaser, the Issuer shall execute and upon its request the Paying Agent shall register and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost, or stolen Bond, a new Bond of the same maturity and of like tenor and principal amount, bearing a number not contemporaneously outstanding. In case any such mutilated, destroyed, lost, or stolen Bond has become or is about to become due and payable, the issuer in its discretion may, instead of issuing a new Bond, pay such Bond. Upon the issuance of any new Bond under this Section, the Issuer may require the payment by the Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Paying Agent) connected therewith. Every new Bond issued pursuant to this Section in lieu of any mutilated, destroyed, lost, or stolen Bond shall constitute a replacement of the prior obligation of the Issuer, whether or not the mutilated, destroyed, lost, or stolen Bond shall be at any time enforceable by anyone, and shall be entitled to all the benefits of this Bond Ordinance equally and ratably with all other outstanding Bonds. The procedures set forth in the Agreement authorized in this Bond Ordinance shall also be available with respect to mutilated, destroyed, lost or stolen Bonds. The provisions of this Section are exclusive and shall preclude (to the extent lawful) all other rights and remedies with respect to the replacement and payment of mutilated, destroyed, lost or stolen Bonds.

SECTION 20) Discharge of Bond Ordinance. If the Issuer shall pay or cause to be paid, or there shall be paid to the Owners, the principal of and interest on the Bonds, at the times and in the manner stipulated in this Bond Ordinance, then the pledge of the Revenues of the Tax or any other money, securities, and funds pledged under this Bond Ordinance and all covenants, agreements, and other obligations of the Issuer to the Owners of Bonds shall thereupon cease, terminate, and become void and be discharged and satisfied, and the Paying Agent shall pay over or deliver all money held by it under this Bond Ordinance to the Issuer.

SECTION 21) Defeasance. Bonds or interest installments for the payment of which money shall have been set aside and shall be held in trust (through deposit by the Issuer of funds for such payment or otherwise) at the maturity date thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section. Bonds shall be deemed to have been paid, prior to their maturity, within the meaning and with the effect expressed above in this Section if there shall have been deposited in trust either money in an amount which shall be sufficient, or Government Securities the principal of and the interest on which when due will provide money which, together with the money, if any, deposited in trust at the same time, shall be sufficient to pay when due the principal of, premium, if any, and interest to become due on such Bonds on and prior to the stated maturity. Neither Government Securities nor money deposited in trust pursuant to this Section, nor principal or interest payments on any such Government Securities, shall be withdrawn or used for any such purpose other than, and shall be held in trust for, the payment of the principal of and interest on such Bonds. Any cash received from such principal of and interest on such investment securities deposited in trust, if not needed for such purpose, shall, to the extent practicable, be reinvested in Government Securities (which may be non-interest bearing) maturing at times and in amounts sufficient to pay when due the principal, premium, if any, and interest on such Bonds on and prior to the maturity thereof, and interest earned from such reinvestments shall be paid over to the Issuer as received by the depository, free and clear of any trust, lien, or pledge. Any payment for Government Securities purchased for the purpose of reinvestment as aforesaid shall be made only against delivery of such Government Securities.

SECTION 22) Successor Paying Agent; Paying Agent Agreement. The Issuer will at all times maintain a Paying Agent meeting the qualifications hereinafter described for the performance of the duties hereunder for the Bonds. The designation of the initial Paying Agent

in this Bond Ordinance is hereby confirmed and approved. The Issuer reserves the right to appoint a successor Paying Agent by (A) filing with the Person then performing such function a certified copy of a resolution or an ordinance giving notice of the termination of the Agreement and appointing a successor and (B) causing notice to be given to each Owner. Every Paying Agent appointed hereunder shall at all times be a bank or trust company organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise trust powers, and subject to supervision or examination by Federal or State authority. The Executive Officers are hereby authorized and directed to execute an appropriate Agreement with the Paying Agent for and on behalf of the Issuer in such form as may be satisfactory to said officers, the signatures of said officers on such Agreement to be conclusive evidence of the due exercise of the authority granted hereunder.

SECTION 23) Effect of Registration. The Issuer, the Paying Agent, and any agent of either of them may treat the Owner in whose name any Bond is registered as the Owner of such Bond for the purpose of receiving payment of the principal of and interest on such Bond and for all other purposes whatsoever, and to the extent permitted by law, neither the Issuer, the Paying Agent, nor any agent of either of them shall be affected by notice to the contrary.

SECTION 24) Notices to Owners. Wherever this Bond Ordinance provides for notice to Owners of Bonds of any event, such notice shall be sufficiently given (unless otherwise herein expressly provided) if in writing and mailed, first-class postage prepaid, to each Owner of such Bonds, at the address of such Owner as it appears in the Bond Register. In any case where notice to Owners of Bonds is given by mail, neither the failure to mail such notice to any particular Owner of Bonds, nor any defect in any notice so mailed, shall affect the sufficiency of such notice with respect to all other Bonds. Where this Bond Ordinance provides for notice in any manner, such notice may be waived in writing by the Owner entitled to receive such notice, either before or after the event, and such waiver shall be the equivalent of such notice. Waivers of notice by Owners shall be filed with the Paying Agent, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

SECTION 25) Cancellation of Bonds. All Bonds surrendered for payment, transfer, exchange or replacement, if surrendered to the Paying Agent, shall be promptly canceled by it and, if surrendered to the Issuer, shall be delivered to the Paying Agent and, if not already canceled, shall be promptly canceled by the Paying Agent. The Issuer may at any time

deliver to the Paying Agent for cancellation any Bonds previously registered and delivered which the Issuer may have acquired in any manner whatsoever, and all Bonds so delivered shall be promptly canceled by the Paying Agent. All canceled Bonds held by the Paying Agent shall be disposed of as directed in writing by the Issuer.

SECTION 26) Preparation of Bonds; Deposit of Bond Proceeds. The Executive Officers are hereby empowered, authorized and directed to do any and all things necessary and incidental to carry out all of the provisions of this Bond Ordinance, to cause the necessary Bonds to be printed or lithographed, to issue, execute, seal and deliver the Bonds, to effect the delivery of the Bonds in accordance with the sale thereof, to collect the purchase price therefor, and to deposit the funds derived from the sale of the Bonds (except accrued interest, which shall be deposited in the Sinking Fund) in a special construction account with the regularly designated fiscal agent bank of the Issuer. The proceeds derived from the sale of the Bonds shall constitute a trust fund to be used exclusively for the purposes for which the Bonds are herein authorized to be issued, but the Purchaser shall not be obliged to see to the application thereof.

SECTION 27) Arbitrage. The Issuer covenants and agrees that, to the extent permitted by the laws of the State of Louisiana, it will comply with the requirements of the Code in order to establish, maintain and preserve the exclusion from "gross income" of interest on the Bonds under the Code. The Issuer further covenants and agrees that it will not take any action, fail to take any action, or permit any action within its control to be taken, or permit at any time or times any of the proceeds of the Bonds or any other funds of the Issuer to be used directly or indirectly in any manner, the effect of which would be to cause the Bonds to be "arbitrage bonds" or would result in the inclusion of the interest on any of the Bonds in gross income under the Code, including, without limitation, (A) the failure to comply with the limitation on investment of Bond proceeds or (B) the failure to pay any required rebate of arbitrage earnings to the United States of America or (C) the use of the proceeds of the Bonds in a manner which would cause the Bonds to be "private activity bonds". The Executive Officers are hereby empowered, authorized and directed to take any and all action and to execute and deliver any instrument, document or certificate necessary to effectuate the purposes of this Section.

SECTION 28) Bonds are "Bank Qualified". The Bonds are designated as a "qualified tax-exempt obligations" within the meaning of Section 265(b)(3)(B) of the Code. In making this designation, the Issuer finds and determines that:

- (a) the Bonds are not "private activity bonds" within the meaning of the Code; and
- (b) the reasonably anticipated amount of qualified tax-exempt obligations which will be issued by the Issuer and all subordinate entities in calendar year 2010 does not exceed \$30,000,000.

The Executive Officers are hereby empowered, authorized and directed to take any and all action and to execute and deliver any instrument, document or certificate necessary to effectuate the purposes of this Section.

SECTION 29) Publication; Peremption. A copy of this Bond Ordinance shall be published immediately after its adoption in one issue of the official journal of the Issuer. For a period of thirty (30) days from the date of such publication, any person in interest shall have the right to contest the legality of this Bond Ordinance and of the Bonds to be issued pursuant hereto and the provisions hereof securing the Bonds. After the expiration of said thirty (30) days, no one shall have any cause of right of action to contest the legality, formality or regularity of this Bond Ordinance or bond authorization, for any cause whatsoever. If the question of the validity of this Bond Ordinance or bond authorization is not raised within the thirty days, the authority to issue the Bonds and the regularity thereof, including all things pertaining to the election at which the Bonds were authorized, shall be conclusively presumed, and no court may inquire into such matters.

SECTION 30) Recordation. A certified copy of this Bond Ordinance shall be filed and recorded as soon as possible in the Mortgage Records of the Parish of Bossier, State of Louisiana.

SECTION 31) Severability. In case any one or more of the provisions of this Bond Ordinance or of the Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Bond Ordinance or of the Bonds, but this Bond Ordinance and the Bonds shall be construed and enforced as if such illegal or invalid provisions had not been contained therein. Any constitutional or statutory provision enacted after the date of this Bond Ordinance which validates or makes legal any provision of this Bond Ordinance and/or the Bonds which would not otherwise be valid or legal, shall be deemed to apply to this Bond Ordinance and to the Bonds.

SECTION 32) Disclosure Under SEC Rule 15c2-12. It is recognized that the Issuer will not be required to comply with the continuing disclosure requirements described in

the Rule 15c2-12(b) of the Securities and Exchange Commission [17 CFR '240.15c2-12(b)], because:

(a) the Bonds are not being purchased by a broker, dealer or municipal securities dealer acting as an underwriter in a primary offering of municipal securities, and

(b) the Bonds are being sold to only one financial institution (*i.e.*, no more than thirty-five persons), which (i) has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the prospective investment in the Bonds and (ii) is not purchasing the Bonds for more than one account or with a view to distributing the Bonds.

SECTION 33) Filing Requirements. Section 1430.1 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, applies to the issuance of the Bonds and the pledge of the taxes granted by the Issuer under this ordinance, and such pledge is therefore valid, effective, and perfected. If Louisiana law is amended at any time while the Bonds are outstanding and unpaid such that the pledge of the taxes granted by the Issuer under this ordinance is to be subject to any filing requirements, then in order to preserve to the registered owners of the Bonds the perfection of the security interest in said pledge, the Issuer agrees to take such measures as it determines are reasonable and necessary under Louisiana law to comply with the applicable provisions of such law, and enable a filing to perfect the security interest in said pledge.

SECTION 34) Award of Bonds. The Issuer hereby accepts the offer of the Purchaser to purchase the Bonds, attached as Exhibit "A" hereto, subject to the approval of the State Bond Commission of the issuance of the Bonds. The Bonds shall be delivered to the Purchaser upon the payment of the principal amount thereof.

SECTION 35) Effective Date. This Bond Ordinance shall become effective immediately.

SECTION 36) Section Headings. The headings of the various sections hereof are inserted for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions hereof.

The ordinance was offered by Mr. Benton, seconded by Mr. Darby. It was duly adopted on this 7th day of July, 2010, with the following vote recorded:

YEAS: Mr. Altimus, Mr. Avery, Ms. Bennett, Mr. Benton, Mr. Butler, Mr. Cochran, Mr. Cummings, Mr. Darby, Mr. Hammack, Mr. Johnston, Mr. Meachum, Mr. Plummer

NAYS: None

ABSENT: None

CINDY A. DODSON
PARISH SECRETARY

WANDA BENNETT, PRESIDENT
BOSSIER PARISH POLICE JURY

