

1 Introduced April 11, 1995, by Councilman
2 Van Sandt, seconded by Councilman
3 Schedler (both by request of Administration)

4
5 Item No. 95-04-1775
6

7
8 **ORDINANCE NO. 2607**
9

10 An ordinance authorizing the incurring of debt and issuance of Three Million
11 Seven Hundred Thousand Dollars (\$3,700,000) of Certificates of Indebtedness, Series
12 1995 (the "Certificates"), of the City of Slidell, State of Louisiana; prescribing the form,
13 terms and conditions of said Certificates; designating the date, denomination and place
14 of payment of said Certificates; providing for the payment thereof in principal and interest;
15 providing for the acceptance of the best bid received for the purchase of said Certificates;
16 and providing for other matters in connection therewith.
17

18 WHEREAS, the General Fund Budget for the City of Slidell, State of
19 Louisiana (the "Issuer") for the fiscal year 1995 and 1995 shows a fund balance in the
20 amount of \$647,673 available for the payment of debt service on Three Million Seven
21 Hundred Thousand Dollars (\$3,700,000) of Certificates of Indebtedness, Series 1995, of
22 the Issuer (the "Certificates"), herein authorized, and, in addition thereto, shows an
23 excess of revenues over statutory, necessary and usual charges and all other expenses
24 for such fiscal year; and

25 WHEREAS, as described above, said budget shows surplus moneys
26 (considering moneys budgeted for the payment of the Certificates as otherwise being
27 surplus) sufficient to meet the maximum principal and interest requirements in any future
28 year on the Certificates, and this Slidell City Council will herein obligate itself and its
29 successors in office to budget and set aside annually adequate funds for the payment of
30 the Certificates in principal and interest in future years; and

31 WHEREAS, Sections 2921 to 2925, inclusive, of Title 33 of the Louisiana
32 Revised Statutes of 1950, as amended (R.S. 33:2921-2925), authorize the Issuer to make
33 and enter into contracts dedicating the excess of annual revenues of subsequent years
34 above statutory, necessary and usual charges to the payment of the cost of public
35 improvements which are to be borne by the Issuer under such contracts, provided all
36 such dedications do not exceed the estimated excess of revenue above statutory, neces-
37 sary, and usual charges for the year in which such contract is made; and
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7 WHEREAS, pursuant to and in accordance with the foregoing, the Issuer
8 now desires to incur debt and issue Three Million Seven Hundred Thousand Dollars
9 (\$3,700,000) of its Certificates of Indebtedness, Series 1995, in the manner authorized
10 and provided by the aforesaid Sections of the Louisiana Revised Statutes of 1950, as
11 hereinafter provided, for the purpose of making capital improvements and paying the
12 costs of issuance; and

13 WHEREAS, the Issuer is not now a party to any contract pledging or
14 dedicating its excess annual revenues above statutory, necessary and usual charges; and

15 WHEREAS, it is the desire of this Slidell City Council to fix the details
16 necessary with respect to the issuance of the Certificates and to provide for the
17 authorization and issuance thereof; and

18 WHEREAS, pursuant to the provisions of an Official Notice of Certificate
19 Sale, dated April 11, 1995, published in the manner required by law and pursuant to the
20 provisions of a resolution adopted by the Slidell City Council (the "Governing Authority"),
21 acting as the governing authority of the Issuer, on April 11, 1995, sealed bids were
22 solicited for the purchase of the Certificates of the Issuer on May 9, 1995; and

23 WHEREAS, three (3) bids were received for the purchase of the Certificates;
24 and

25 WHEREAS, this Governing Authority has found and determined and does
26 hereby find and determine that the bid submitted by a syndicate headed by A. G.
27 Edwards & Sons, Inc. of St. Louis, Missouri, (the "Purchaser"), is the best bid received
28 for the Certificates, and that such bid complies with all terms and conditions prescribed
29 by the Notice of Certificate Sale and Official Statement; and

30 WHEREAS, this Governing Authority desires to accept said bid and take
31 such action as may be necessary to accomplish the delivery of the Certificates to the
32 Purchaser;

33 NOW, THEREFORE, BE IT ORDAINED by the Slidell City Council, acting
34 as the governing authority of the City of Slidell, State of Louisiana, that:

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

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

11
12 **"Certificates"** means the Issuer's Certificates of Indebtedness, Series 1995,
13 authorized by this Ordinance, in the total aggregate principal amount of Three Million
14 Seven Hundred Thousand Dollars (\$3,700,000).

15
16 **"Certificate Register"** means the records kept by the Paying Agent at its principal
17 corporate trust office in which registration of the Certificates and transfers of the Certifi-
18 cates shall be made as provided herein.

19
20 **"Code"** means the Internal Revenue Code of 1986, as amended.

21
22 **"Executive Officers"** means, collectively, the Mayor of the Issuer and the Clerk
23 of the Council of the Governing Authority.

24
25 **"Fiscal Year"** means the one-year accounting period ending June 30 of each year,
26 or such other period as may be designated by the Governing Authority as the fiscal year
27 of the Issuer.

28
29 **"Governing Authority"** means the Slidell City Council.

30
31 **"Government Securities"** means direct obligations of, or obligations the principal
32 of and interest on which are unconditionally guaranteed by the United States of America,
33 which are non-callable prior to their maturity, may be United States Treasury obligations
34 such as the State and Local Government Series and may be in book-entry form.

35
36 **"Interest Payment Date"** means each June 1 and December 1, commencing
37 December 1, 1995.

38
39 **"Issuer"** means the City of Slidell, State of Louisiana.

40
41 **"Outstanding"** when used with respect to Certificates means, as of the date of
42 determination, all Certificates theretofore issued and delivered under this Ordinance,
43 except:

- 44
45 1. Certificates theretofore canceled by the Paying Agent or delivered to the
46 Paying Agent for cancellation;
- 47
48 2. Certificates for which payment or redemption sufficient funds have been
49 theretofore deposited in trust for the owners of such Certificates, provided
50 that if such Certificates are to be redeemed, irrevocable notice of such
51 redemption has been duly given or provided for pursuant to this Ordinance
52 or waived;
- 53
54 3. Certificates in exchange for or in lieu of which other Certificates have been
55 registered and delivered pursuant to this Ordinance;
- 56
57 4. Certificates alleged to have been mutilated, destroyed, lost or stolen which
58 have been paid as provided in this Ordinance or by law; and
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6 5. Certificates for the payment of the principal (or redemption price, if any) of
7 and interest on which money or Government Securities or both are held in
8 trust with the effect specified in this Ordinance.

9
10 **"Owner" or "Owners"** when used with respect to any Certificates means the
11 Person in whose name such Certificates are registered in the Certificate Register.

12
13 **"Paying Agent"** means First National Bank of Commerce, in the City of New
14 Orleans, Louisiana, until a successor Paying Agent shall have been appointed pursuant
15 to the applicable provisions of this Ordinance and thereafter "Paying Agent" shall mean
16 such successor Paying Agent.

17
18 **"Person"** means any individual, corporation, partnership, joint venture, association,
19 joint-stock company, trust, unincorporated organization or government or any agency or
20 political subdivision thereof.

21
22 **"Purchaser"** means a syndicate headed by A. G. Edwards & Sons, Inc. in the City
23 of St. Louis, Missouri, the original purchaser of the Certificates.

24
25 **"Record Date"** for the interest payable on any Interest Payment Date means the
26 15th calendar day of the month next preceding such Interest Payment Date.

27
28 **"Ordinance"** means this resolution authorizing the issuance of the Certificates, as
29 it may be supplemented and amended.

30
31 SECTION 2. Authorization of Certificates; Maturities. In compliance with the terms
32 and provisions of Sections 2921 to 2925, inclusive, of Title 33 of the Louisiana Revised
33 Statutes of 1950, as amended (R.S. 33:2921 - 33:2925), and other constitutional and
34 statutory authority, there is hereby authorized the incurring of an indebtedness of Three
35 Million Seven Hundred Thousand Dollars (\$3,700,000) for, on behalf of, and in the name
36 of the Issuer, for the purpose of making capital improvements in the Issuer and paying
37 the costs of issuance, and to represent said indebtedness, this Governing Authority does
38 hereby authorize the issuance of Three Million Seven Hundred Thousand Dollars
39 (\$3,700,000) of Certificates of Indebtedness, Series 1995, of the Issuer. The Certificates
40 shall be in fully registered form, shall be dated June 1, 1995, and shall be issued in the
41 denomination of Five Thousand Dollars (\$5,000) or any integral multiple thereof within a
42 single maturity and shall be numbered from R-1 upward. The unpaid principal of the
43 Certificates shall bear interest from the date thereof or from the most recent Interest
44 Payment Date to which interest has been paid or duly provided for, payable on each
45 Interest Payment Date, commencing December 1, 1995, at the following rates of interest
46 per annum, and shall mature on June 1 of each year as follows:

7	<u>DATE</u>	<u>PRINCIPAL</u>	<u>INTEREST</u>
8	<u>(JUNE 1)</u>	<u>PAYMENT</u>	<u>RATE</u>
9			
10	1996	\$ 280,000	9.000 %
11	1997	295,000	9.000 %
12	1998	315,000	5.000 %
13	1999	335,000	5.000 %
14	2000	355,000	5.000 %
15	2001	375,000	5.000 %
16	2002	400,000	5.000 %
17	2003	420,000	5.100 %
18	2004	450,000	5.100 %
19	2005	475,000	5.125 %

20
21 The principal of the Certificates, upon maturity or redemption, shall be
22 payable at the principal office of the Paying Agent, upon presentation and surrender
23 thereof, and interest on the Certificates shall be payable by check of the Paying Agent
24 mailed by the Paying Agent to the Owner (determined as of the close of business on the
25 Record Date) at the address shown on the Certificate Register. The Certificates delivered
26 under this Ordinance upon transfer of, in exchange for or in lieu of any other Certificates
27 shall carry all the rights to interest accrued and unpaid, and to accrue, which were carried
28 by such other Certificates, and each such Certificate shall bear interest (as herein set
29 forth) so neither gain nor loss in interest shall result from such transfer, exchange or
30 substitution.

31 No Certificate shall be entitled to any right or benefit under this Ordinance,
32 or be valid or obligatory for any purpose, unless there appears on such Certificates a
33 certificate of registration, substantially in the form provided in this Ordinance, executed
34 by the Paying Agent by manual signature.

35 **SECTION 3. Redemption Provisions.** The Certificates maturing on or after
36 June 1, 1999, shall be callable for redemption at the option of the Issuer in full at any time
37 on or after June 1, 1998, or in part on any interest payment date on or after June 1,
38 1998, at a redemption price equal to the principal amount of each Certificate to be
39 redeemed, together with accrued interest to the date fixed for redemption, plus a
40 redemption premium (expressed as a percentage of the principal amount to be redeemed)
41 as follows:

4	5	6	7	8
		REDEMPTION		REDEMPTION
		PERIOD		PREMIUM
9		June 1, 1998 through May 31, 1999		1 %
10		June 1, 1999 through May 31, 2000		1/2 %
11		June 1, 2000 and thereafter		0 %

12
13 In the event a portion of a Certificate is to be redeemed, such Certificate
14 shall be surrendered at the principal office of the Paying Agent, who shall note the date
15 and amount of such redemption in the space provided therefor on the Certificate. Official
16 notice of such call of any of the Certificates for redemption shall be given by means of
17 first class mail, postage prepaid by notice deposited in the United States mail not less
18 than thirty (30) days prior to the redemption date addressed to the Owner of each
19 Certificate to be redeemed at his address as shown on the Certificate Register of the
20 Paying Agent.

21 SECTION 4. Registration and Transfer. The Issuer shall cause the Certifi-
22 cate Register to be kept by the Paying Agent. The Certificates may be transferred,
23 registered and assigned only on the Certificate Register, and such registration shall be
24 at the expense of the Issuer. Certificates may be assigned by the execution of an
25 assignment form on the Certificates or by other instruments of transfer and assignment
26 acceptable to the Paying Agent. A new Certificate or Certificates will be delivered by the
27 Paying Agent to the last assignee (the new Owner) in exchange for such transferred and
28 assigned Certificates after receipt of the Certificates to be transferred in proper form.
29 Such new Certificates shall be in the denomination of \$5,000 or any integral multiple
30 thereof. Neither the Issuer nor the Paying Agent shall be required to issue, register,
31 transfer or exchange any Certificate during a period beginning (i) at the opening of
32 business on a Record Date and ending at the close of business on the Interest Payment
33 Date or (ii) with respect to be redeemed, at the opening of business fifteen (15) days
34 before the date of the mailing of a notice of redemption and ending on the date of such
35 redemption.

36 SECTION 5. Form of Certificates. The Certificates and the endorsements
37 to appear thereon shall be in substantially the following form, respectively, to-wit:

4
5
6
7 (FORM OF FACE OF CERTIFICATE)

8
9 No. R-_____ Principal Amount \$_____

10
11 UNITED STATES OF AMERICA
12 STATE OF LOUISIANA
13 PARISH OF ST. TAMMANY

14
15 CERTIFICATE OF INDEBTEDNESS, SERIES 1995
16 OF THE
17 CITY OF SLIDELL, STATE OF LOUISIANA

18
19
20

<u>Certificate</u>	<u>Maturity</u>	<u>Interest</u>	<u>CUSIP</u>
<u>Date</u>	<u>Date</u>	<u>Rate</u>	<u>Number</u>
June 1, 1995	_____	_____%	_____

21
22
23
24
25
26 The CITY OF SLIDELL, STATE OF LOUISIANA (the "Issuer"), promises to
27 pay, but solely from the source and as hereinafter provided, to:

28
29
30
31
32 or registered assigns, on the Maturity Date set forth above, the Principal Amount set forth
33 above, together with interest thereon from the Certificate Date set forth above or the most
34 recent interest payment date to which interest has been paid or duly provided for, payable
35 on June 1 and December 1 of each year, commencing December 1, 1995 (each an
36 "Interest Payment Date"), at the Interest Rate per annum set forth above until said
37 Principal Amount is paid, unless this Certificate shall have been previously called for
38 redemption and payment shall have been made or duly provided for. The principal of this
39 Certificate, upon maturity or redemption, is payable in lawful money of the United States
40 of America at the principal office of First National Bank of Commerce, in the City of New
41 Orleans, Louisiana, or successor thereto (the "Paying Agent"), upon presentation and
42 surrender hereof. Interest on this Certificate is payable by check mailed by the Paying
43 Agent to the registered owner (determined as of the close of business on the 15th
44 calendar day of the month next preceding the Interest Payment Date) at the address as
45 shown on the registration books of the Paying Agent.

46
47 This certificate is one of an issue aggregating in principal the sum of Three
48 Million Seven Hundred Thousand Dollars (\$3,700,000) (the "Certificates"), all of like tenor
49 and effect except as to number, denomination and maturity, this Certificates having been
50 issued pursuant to an ordinance adopted by the governing authority of the Issuer on May
51 9, 1995 (the "Ordinance"), for the purpose of making capital improvements in the Issuer
52 and paying the costs of issuance, under the authority conferred by Sections 2921 to 2925,
53 inclusive, of Title 33 of the Louisiana Revised Statutes of 1950, as amended (R.S.
54 33:2921 - 2925), and other constitutional and statutory authority.

55
56 The Certificates maturing on or after June 1, 1999, shall be callable for
57 redemption at the option of the Issuer in full at any time on or after June 1, 1998, or in
58 part on any interest payment date on or after June 1, 1998, at a redemption price equal
59 to the principal amount of the Certificate to be redeemed, together with accrued interest
60 to the date fixed for redemption, plus a redemption premium (expressed as a percentage
61 of the principal amount to be redeemed) as follows:

4	5	6	7	8
		REDEMPTION		REDEMPTION
		PERIOD		PREMIUM
9		June 1, 1998 through May 31, 1999		1 %
10		June 1, 1999 through May 31, 2000		1/2 %
11		June 1, 2000 and thereafter		0 %

12
13 In the event a portion of a Certificate is to be redeemed, such Certificate
14 shall be surrendered at the principal office of the Paying Agent, who shall note the date
15 and amount of such redemption in the space provided therefor on the Certificate. Official
16 notice of such call of any of the Certificates for redemption shall be given by means of
17 first class mail, postage prepaid by notice deposited in the United States mail not less
18 than thirty (30) days prior to the redemption date addressed to the owner of each
19 Certificate to be redeemed at his address as shown on the Certificate Register of the
20 Paying Agent.

21
22 The Issuer shall cause to be kept at the principal office of the Paying Agent
23 a register (the "Certificate Register") in which registration of this Certificate and of
24 transfers of this Certificate shall be made as provided in the Ordinance. This Certificate
25 may be transferred, registered and assigned only on the Certificate Register, and such
26 registration shall be at the expense of the Issuer. This Certificate may be assigned by
27 the execution of the assignment form hereon or by other instrument of transfer and
28 assignment acceptable to the Paying Agent. A new Certificate or Certificates will be
29 delivered by the Paying Agent to the last assignee (the new registered owner) in
30 exchange for this transferred and assigned Certificates after receipt of this Certificate to
31 be transferred in proper form. Such new Certificate or Certificates shall be in the
32 denomination of \$5,000 or any integral multiple thereof. Neither the Issuer nor the Paying
33 Agent shall be required to issue, register, transfer or exchange any Certificate during a
34 period beginning (i) at the opening of business on the 15th calendar day of the month
35 next preceding an Interest Payment Date and ending at the close of business on the
36 Interest Payment Date or (ii) with respect to a redemption, at the opening of business
37 fifteen (15) days before the date of the mailing of a notice of redemption of such
38 Certificate and ending on the date of such redemption.

39
40 This Certificate and the issue of which it forms a part are secured by and
41 payable as to principal and interest solely from a pledge and dedication of the excess of
42 annual revenues of the Issuer above statutory, necessary and usual charges in each of
43 the fiscal years during which this Certificate is outstanding. The Issuer has covenanted
44 and agreed and does hereby covenant and agree to budget annually a sufficient sum of
45 money to pay the principal of and the interest on this Certificates and the issue of which
46 it forms a part as the same respectively become due, and to levy and collect in each year
47 taxes and collect other revenues within the limits prescribed by law, sufficient to pay the
48 principal of and the interest on this Certificate after the payment in such years of all such
49 statutory, necessary and usual charges. The Issuer, in the Ordinance, has also entered
50 into certain other covenants and agreements with the registered owner of this Certificate
51 for the terms of which reference is made to the Ordinance.


52
53 This Certificate shall not be valid or become obligatory for any purpose or
54 be entitled to any security or benefit under the Ordinance until the certificate of
55 registration hereon shall have been signed by the Paying Agent.

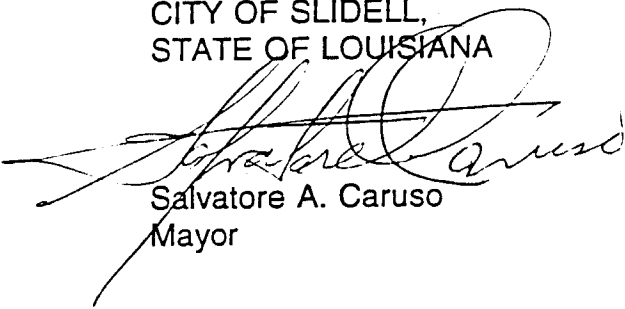
56
57 It is certified that this Certificate is authorized by and issued in conformity
58 with the requirements of the Constitution and statutes of this State. It is further certified,
59 recited and declared that all acts, conditions and things required to exist, to happen and
60 to be performed precedent to and in the issuance of this Certificate and the issue of
61 which it forms a part to constitute the same legal, binding and valid obligations of the

7 Issuer have existed, have happened and have been performed in due time, form and
8 manner as required by law, and that the indebtedness of the Issuer, including this Certifi-
9 cate and the issue of which it forms a part, does not exceed the limitations prescribed by
10 the Constitution and statutes of the State of Louisiana.

11
12 IN WITNESS WHEREOF, the Slidell City Council, acting as the governing
13 authority of the Issuer, has caused this Certificate to be executed in the name of the
14 Issuer by the manual or facsimile signatures of its Mayor and the Clerk of the Council,
15 and the Issuer's corporate seal to be impressed or imprinted hereon.
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19

20 CITY OF SLIDELL,
21 STATE OF LOUISIANA

22 
23
24
25 Davis Dautreuil
26 Clerk of the Slidell City Council
27

28 
29 Salvatore A. Caruso
30 Mayor

(SEAL)

5 * * * * *

6
7
8 (FORM OF PAYING AGENT'S CERTIFICATE OF REGISTRATION)

9
10 This Certificate is one of the Certificates referred to in the within mentioned Ordinance.

11
12 First National Bank of Commerce
13 Post Office Box 60030
14 New Orleans, LA 70160
15 as Paying Agent

16
17 Date of Registration: By:
18 Authorized Officer

19 * * * * *

20
21
22 (FORM OF ASSIGNMENT)

23
24 FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

25
26
27 Please Insert Social Security
28 or other Identifying Number of Assignee

29

30
31 the within Certificate and all rights thereunder, and hereby irrevocably constitutes and appoints

32
33 _____ attorney or agent to transfer the within
34 Certificate on the books kept for registration thereof, with full power of substitution in the premises.

35
36 Dated: _____

37 NOTICE: The signature to this assignment must correspond
38 with the name as it appears upon the face of the within Cer-
39 tificate in every particular, without alteration or enlargement or
40 any change whatever.

41 * * * * *

42
43 SECTION 6. Execution of Certificates. The Certificates shall be signed by the
44 Executive Officers for, on behalf of, in the name of and under the corporate seal of the
45 Issuer, which signatures and corporate seal may be either manual or facsimile.

46
47 SECTION 7. Pledge and Dedication of Revenues. The Certificates shall be
48 secured by and payable solely from a pledge and dedication of the excess of annual
49 revenues of the Issuer above statutory, necessary and usual charges in each of the Fiscal
50 Years during which the Certificates are outstanding. There is hereby irrevocably pledged
51 and dedicated to the payment of the Certificates an amount of such excess of annual
52 revenues sufficient to pay same in principal and interest as they respectively mature.
53
54

7 Until the Certificates shall have been paid in full in principal and interest, the Governing
8 Authority does hereby obligate the Issuer, itself and its successors in office, to budget
9 annually a sum of money sufficient to pay the Certificates and the interest thereon as they
10 respectively mature, including any principal and/or interest theretofore matured and then
11 unpaid, and to levy and collect in each year taxes and to collect other revenues within the
12 limits prescribed by law sufficient to pay the principal of and interest on the Certificates,
13 after payment in such years of all the said statutory, necessary and usual charges of the
14 Issuer for the then current year.

15 SECTION 8. Sinking Fund. For the payment of the principal of and the interest
16 on the Certificates, there is hereby created a special fund to be known as "Certificates
17 of Indebtedness (1995) Sinking Fund", said Sinking Fund to be established and
18 maintained with the regularly designated fiscal agent bank of the Issuer. The Issuer shall
19 deposit in the Sinking Fund monthly in advance on or before the last day of each
20 calendar month, commencing with the last day of the month the Certificates are delivered,
21 a sum equal to one-sixth (1/6) of the interest falling due on the Certificates on the next
22 Interest Payment Date and a sum equal to one-twelfth (1/12) of the principal falling due
23 on the Certificates on the next principal payment date, together with such additional
24 proportionate sum as may be required to pay said principal and interest as the same
25 become due. The depository for the Sinking Fund shall transfer from the Sinking Fund
26 to the Paying Agent at least one (1) day in advance of each Interest Payment Date, funds
27 fully sufficient to pay promptly the principal and interest falling due on such date.

28 It shall be specifically understood and agreed, however, and this provision shall be
29 a part of this contract, that after the funds have actually been set aside out of the
30 revenues of any Fiscal Year sufficient to pay the principal and interest on the Certificates
31 herein authorized for that Fiscal Year, and all required amounts have been deposited in
32 the aforesaid Sinking Fund established by this Ordinance, then any excess of annual
33 revenues remaining in that Fiscal Year shall be free for expenditure by the Issuer for any
34 other lawful corporate purpose.

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7 All moneys deposited with the regularly designated fiscal agent bank or banks of
8 the Issuer or the Paying Agent under the terms of this Ordinance shall constitute sacred
9 funds for the benefit of the Owners of the Certificates, and shall be secured by said
10 fiduciaries at all times to the full extent thereof in the manner required by law for the
11 securing of deposits of public funds.

12 All or any part of the moneys in the Sinking Fund shall, at the written request of
13 the Issuer, be invested in accordance with the provisions of the laws of the State of
14 Louisiana, in which event all income derived from such investments shall be added to the
15 General Fund of the Issuer.

16 **SECTION 9. Parity Provisions.** The Issuer shall issue no other Certificates or
17 obligations of any kind or nature payable from or enjoying a lien on the excess of annual
18 revenues of the Issuer above the said statutory, necessary and usual charges, having
19 priority over or parity with the Certificates herein authorized except that other additional
20 certificates of indebtedness may hereafter be issued on a parity with the Certificates
21 herein authorized under the following conditions:

- 22 A. The net revenues of the general fund of the Issuer (excess of revenues
23 over expenditures) of the Issuer (which revenues shall include any monies
24 in said fund carried forward from a prior year) for the calendar year
25 immediately preceding the issuance of additional parity certificates must
26 have been not less than 1.35 times the highest annual debt service
27 requirements in any succeeding calendar year on all certificates then
28 outstanding which are payable from the general fund revenues of the Issuer
29 (but not including certificates which have been refunded or provisions
30 otherwise made for their full and complete payment and redemption) and
31 the certificates so proposed to be issued;
- 32 B. The Issuer is in full compliance with all covenants and undertakings in
33 connection with all of its certificates then outstanding and payable from the
34 general fund revenues of the Issuer or any part thereof, and there are no
35 delinquencies in payments required to be made in connection therewith.
- 36 C. The existence of the facts required by Paragraph 9(a) above must be
37 determined by a certificate executed by the Director of Finance of the
38 Issuer.
39
40
41

42 **SECTION 10. Budget; Audit.** As long as any of the Certificates are outstanding
43 and unpaid in principal or interest, the Issuer shall prepare and adopt a budget prior to
44 the beginning of each Fiscal Year and shall furnish a copy of such budget within

7 thirty (30) days after its adoption to the Paying Agent and the Purchaser; the Issuer shall
8 also furnish a copy of such budget to the Owners of the Certificates who request the
9 same. Following the close of each Fiscal Year, the Issuer shall cause an audit of its
10 books and accounts to be made by the Legislative Auditor or an independent firm of
11 certified public accountants showing the receipts and disbursements made by the Issuer
12 during the previous Fiscal Year. Such audit shall be available for inspection by the
13 Owner of the Certificates, and a copy of such audit shall be furnished to the Purchaser.

14 SECTION 11. Application of Proceeds. The Executive Officers are hereby
15 empowered, authorized and directed to do any and all things necessary and incidental
16 to carry out all of the provisions of this Ordinance, to cause the necessary Certificates to
17 be printed, to issue, execute and seal the Certificates, and to effect delivery thereof as
18 hereinafter provided. The proceeds derived from the sale of the Certificates, except
19 accrued interest, shall be deposited by the Issuer with its fiscal agent bank or banks to
20 be used only for the purpose for which the Certificates are issued. Accrued interest, if
21 any, derived from the sale of the Certificates shall be deposited in the Sinking Fund to
22 be applied to the first interest payment.

23 SECTION 12. Certificates Legal Obligations. The Certificates and any
24 replacements thereof shall constitute legal, binding and valid obligations of the Issuer, and
25 of this Governing Authority and its successors in office, and shall be the only
26 representations of the indebtedness as herein authorized and created.

27 SECTION 13. Ordinance a Contract. The provisions of this Ordinance shall
28 constitute a contract between the Issuer, or its successor, and the Owner or Owners from
29 time to time of the Certificates and any such Owner or Owners may at law or in equity,
30 by suit, action, mandamus or other proceedings, enforce and compel the performance of
31 all duties required to be performed by the Governing Authority or the Issuer as a result
32 of issuing the Certificates.
33
34

7 No material modification or amendment of this Ordinance, or any Ordinance or of
8 any Ordinance amendatory hereof or supplemental hereto, may be made without the
9 consent in writing of the Owners of two-thirds (2/3) of the aggregate principal amount of
10 the Certificates then outstanding; provided, however, that no modification or amendment
11 shall permit a change in the maturity or redemption provisions of the Certificates, or a
12 reduction in the rate of interest thereon, or in the amount of the principal obligation
13 thereof, or affecting the obligation of the Issuer to pay the principal of and the interest on
14 the Certificates as the same shall come due from the revenues appropriated, pledged and
15 dedicated to the payment thereof by this Ordinance, or reduce the percentage of the
16 Owners required to consent to any material modification or amendment of this Ordinance,
17 without the consent of the Owner of the Certificates.

18 SECTION 14. Severability; Application of Subsequently Enacted Laws. In case
19 any one or more of the provisions of this Ordinance or of the Certificates shall for any
20 reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other
21 provisions of this Ordinance or of the Certificates, but this Ordinance and the Certificates
22 shall be construed and enforced as if such illegal or invalid provisions had not been
23 contained therein. Any constitutional or statutory provisions enacted after the date of this
24 Ordinance which validate or make legal any provision of the Ordinance and/or the Certifi-
25 cates which would not otherwise be valid or legal, shall be deemed to apply to this
26 Ordinance and to the Certificates.

27 SECTION 15. Recital of Regularity. This Governing Authority having investigated
28 the regularity of the proceedings had in connection with the Certificates herein authorized
29 and having determined the same to be regular, the Certificates shall contain the following
30 recital, to-wit:

31 "It is certified that this Certificate is authorized by and is issued in
32 conformity with the requirements of the Constitution and statutes of the
33 State of Louisiana."
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7 SECTION 16. Effect of Registration. The Issuer, the Paying Agent, and any agent
8 of either of them may treat the Owner in whose name any Certificate is registered as the
9 Owner of such Certificates for the purpose of receiving payment of the principal (and
10 redemption price) of and interest on such Certificates and for all other purposes
11 whatsoever, and to the extent permitted by law, neither the Issuer, the Paying Agent, nor
12 any agent of either of them shall be affected by notice to the contrary.

13 SECTION 17. Notices to Owners. Wherever this Ordinance provides for notice
14 to Owners of the Certificates of any event, such notice shall be sufficiently given (unless
15 otherwise herein expressly provided) if in writing and mailed, first- class postage prepaid,
16 to each Owner of such Certificates, at the address of such Owner as it appears in the
17 Certificate Register. In any case where notice to the Owner of the Certificate is given by
18 mail, neither the failure to mail such notice to any particular Owner of the Certificates, nor
19 any defect in any notice so mailed, shall affect the sufficiency of such notice with respect
20 to all other Certificates. Where this Ordinance provides for notice in any manner, such
21 notice may be waived in writing by the Owner or Owners entitled to receive such notice,
22 either before or after the event, and such waiver shall be the equivalent of such notice.
23 Waivers of notice by Owners shall be filed with the Paying Agent, but such filing shall not
24 be a condition precedent to the validity of any action taken in reliance upon such waiver.

25 SECTION 18. Cancellation of Certificates. The Certificates surrendered for
26 payment, redemption, transfer, exchange or replacement, if surrendered to the Paying
27 Agent, shall be promptly canceled by it and, if surrendered to the Issuer, shall be
28 delivered to the Paying Agent and, if not already canceled, shall be promptly canceled by
29 the Paying Agent. The Issuer may at any time deliver to the Paying Agent for
30 cancellation any Certificate previously registered and delivered which the Issuer may have
31 acquired in any manner whatsoever, and the Certificates so delivered shall be promptly
32 canceled by the Paying Agent. The canceled Certificates held by the Paying Agent shall
33 be disposed of as directed in writing by the Issuer.
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7 SECTION 19. Mutilated, Destroyed, Lost or Stolen Certificates. If (1) any
8 mutilated Certificate is surrendered to the Paying Agent, or the Issuer and the Paying
9 Agent receive evidence to their satisfaction of the destruction, loss or theft of any
10 Certificate, and (2) there is delivered to the Issuer and the Paying Agent such security or
11 indemnity as may be required by them to save each of them harmless, then, in the
12 absence of notice to the Issuer or the Paying Agent that such Certificate has been
13 acquired by a bona fide purchaser, the Issuer shall execute, and upon its request the
14 Paying Agent shall register and deliver, in exchange for or in lieu of any such mutilated,
15 destroyed, lost, or stolen Certificate, a new Certificate of the same maturity and of like
16 tenor, interest rate and principal amount, bearing a number not contemporaneously
17 outstanding. In case any such mutilated, destroyed, lost or stolen Certificate has become
18 or is about to become due and payable, the Issuer in its discretion may, instead of issuing
19 a new Certificate, pay such Certificate. Upon the issuance of any new Certificate under
20 this Section, the Issuer may require the payment by the Owner of a sum sufficient to
21 cover any tax or other governmental charge that may be imposed in relation thereto and
22 any other expenses (including the fees and expenses of the Paying Agent) connected
23 therewith. Every new Certificate issued pursuant to this Section in lieu of any mutilated,
24 destroyed, lost or stolen certificate shall constitute a replacement of the prior obligation
25 of the Issuer, whether or not the mutilated, destroyed, lost or stolen Certificate shall be
26 at any time enforceable by anyone and shall be entitled to all the benefits of this
27 Ordinance equally and ratably with all other Outstanding Certificates. Any additional
28 procedures set forth in the Agreement, authorized in this Ordinance, shall also be
29 available with respect to mutilated, destroyed, lost or stolen Certificates. The provisions
30 of this Section are exclusive and shall preclude (to the extent lawful) all other rights and
31 remedies with respect to the replacement and payment of mutilated, destroyed, lost or
32 stolen Certificates.

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7 SECTION 20. Discharge of Ordinance; Defeasance. If the Issuer shall pay or
8 cause to be paid, or there shall otherwise be paid to the Owners, the principal (and
9 redemption price) of and interest on the Certificates, at the times and in the manner
10 stipulated in this Ordinance, then the pledge of the money, securities, and funds pledged
11 under this Ordinance and all covenants, agreements, and other obligations of the Issuer
12 to the Owners of the Certificates shall thereupon cease, terminate, and become void and
13 be discharged and satisfied, and the Paying Agent shall pay over or deliver all money
14 held by it under this Ordinance to the Issuer.

15 Certificates or interest installments for the payment or redemption of which money
16 shall have been set aside and shall be held in trust (through deposit by the Issuer of
17 funds for such payment or redemption or otherwise) at the maturity or redemption date
18 thereof shall be deemed to have been paid within the meaning and with the effect
19 expressed above in this Section. Certificates shall be deemed to have been paid, prior
20 to their maturity, within the meaning and with the effect expressed above in this Section
21 if there shall have been deposited in trust either money in an amount which shall be
22 sufficient, or Government Securities the principal of and the interest on which when due
23 will provide money which, together with the money, if any, deposited in trust at the same
24 time, shall be sufficient to pay when due the principal of, premium, if any, and interest to
25 become due on such Certificates on and prior to the stated maturity or (if notice of the
26 call for redemption has been duly given or waived or if irrevocable arrangements therefor
27 have been made) redemption date thereof. Neither Government Securities nor money
28 deposited in trust pursuant to this Section, nor principal or interest payments on any such
29 Government Securities, shall be withdrawn or used for any such purpose other than, and
30 shall be held in trust for, the payment of the principal (and redemption price) of and
31 interest on such Certificates. Any cash received from such principal of and interest on
32 such investment securities deposited in trust, if not needed for such purpose, shall, to the
33 extent practicable, be reinvested in Government Securities (which may be non-interest
34 bearing) maturing at times and in amounts sufficient to pay when due the principal,

7 premium, if any, and interest on such Certificates on and prior to the maturity thereof, and
8 interest earned from such reinvestment shall be paid over to the Issuer as received by
9 the depository, free and clear of any trust, lien, or pledge. Any payment for Government
10 Securities purchased for the purpose of reinvestments as aforesaid shall be made only
11 against delivery of such Government Securities.

12 SECTION 21. Successor Paying Agent; Paying Agent Agreement. The Issuer will
13 at all times maintain a Paying Agent meeting the qualifications hereinafter described for
14 the performance of the duties hereunder for the Certificates. The designation of the initial
15 Paying Agent in this Ordinance is hereby confirmed and approved. The Issuer reserves
16 the right to appoint a successor Paying Agent by (a) filing with the Person then
17 performing such function a certified copy of a resolution or ordinance giving notice of the
18 termination of the Agreement and appointing a successor and (b) causing notice to be
19 given to each Owner. Every Paying Agent appointed hereunder shall at all times be a
20 bank or trust company organized and doing business under the laws of the United States
21 of America or of any state, authorized under such laws to exercise trust powers, and
22 subject to supervision or examination by Federal or State authority. The Paying Agent
23 shall signify its acceptance of the duties and obligations imposed on it by the Resolution
24 by executing and delivering an acceptance of its rights, duties and obligations as Paying
25 Agent set forth herein in form and substance satisfactory to the Issuer.

26 SECTION 22. Arbitrage. The Issuer covenants and agrees that, to the extent
27 permitted by the laws of the State of Louisiana, it will comply with the requirements of the
28 Internal Revenue Code of 1986 and any amendment thereto (the "Code") in order to
29 establish, maintain and preserve the exclusion from "gross income" of interest on the
30 Certificates under the Code. The Issuer further covenants and agrees that it will not take
31 any action, fail to take any action, or permit any action within its control to be taken, or
32 permit at any time or times any of the proceeds of the Certificates or any other funds of
33 the Issuer to be used directly or indirectly in any manner, the effect of which would be to
34 cause the Certificates to be "arbitrage bonds" or would result in the inclusion of the

7 interest on the Certificates in gross income under the Code, including, without limitation,
8 (i) the failure to comply with the limitation on investment of Certificate proceeds or (ii) the
9 failure to pay any required rebate of arbitrage earnings to the United States of America
10 or (iii) the use of the proceeds of the Certificates in a manner which would cause the
11 Certificates to be "private activity bonds".

12 The Certificates are designated as "qualified tax-exempt obligations" within the
13 meaning of Section 265(b)(3) of the Code. In making this designation, the Issuer finds
14 and determines that:

- 15 (a) the Certificates are not "private activity bonds" within the meaning of the
16 Code; and
17 (b) the reasonably anticipated amount of qualified tax-exempt obligations which
18 will be issued by the Issuer and all subordinate entities in calendar year
19 1995 does not exceed \$10,000,000.

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

23 SECTION 23. Publication. A copy of this Ordinance shall be published
24 immediately after its adoption in one (1) issue of the official journal of the Issuer. If the
25 validity of the issuance of the Certificates is not raised within thirty (30) days from the
26 date of such publication, the Certificates shall be incontestable in the hands of bona fide
27 purchasers thereof for value and no court shall have authority to inquire into the legality
28 thereof.

29 SECTION 24. Acceptance of Best Bid. The bid of the Purchaser for the purchase
30 of the Certificates, a copy of which is annexed hereto as Exhibit A, is hereby accepted
31 and the Certificates are hereby awarded in compliance with the terms of the bid.

32 SECTION 25. Acceptance of Good Faith Check. The good faith check in the
33 amount of \$74,000 accompanying said bid is hereby accepted in accordance with and
34 subject to said Official Notice of Certificate Sale.

8 SECTION 26. Delivery of Certificates. When the Certificates have been properly
9 prepared, this Governing Authority is hereby authorized to deliver the Certificates to the
10 Purchaser upon the payment of Three Million Seven Hundred Thousand Dollars
11 (\$3,700,000) of Certificates of Indebtedness, Series 1995, and accrued interest to the
12 date of delivery.

13 SECTION 27. Approval of Official Statement. This Governing Authority hereby
14 finds that due diligence has been exercised in preparing the Certificates for sale and in
15 preparing the Official Statement pertaining to the Certificates, and in view of that fact, the
16 Director of Finance is hereby authorized and directed to execute and deliver to the
17 successful bidder, as set forth herein, at the time of closing, a certificate which shall be
18 substantially in the form of the certificate annexed hereto as Exhibit B.

19 SECTION 28. Headings. The headings of the various sections hereof are inserted
20 for convenience of reference only and shall not control or affect the meaning or
21 construction of any of the provisions hereof.

22 SECTION 29. Employment of Bond Counsel. It is recognized by the parties
23 hereto that a real necessity exists for the employment of special bond counsel in
24 connection with the issuance of the Certificates and accordingly the employment of Foley
25 & Judell, L.L.P., of New Orleans, Louisiana, as special bond counsel to the Issuer to do
26 and perform comprehensive legal and coordinate professional work with respect to the
27 issuance and sale of the Certificates, is hereby ratified and confirmed. The fee to be paid
28 said attorneys for the Certificates shall be contingent upon the delivery of the Certificates,
29 and shall be in accordance with the Attorney General's Guideline for Fees and Services
30 of Bond Attorneys for legal and coordinate professional work in connection with the
31 issuance of general obligation bonds, plus out-of-pocket expenses. The fees herein
32 described shall be payable directly to special bond counsel from the funds derived from
33 the sale of the Certificates by the Issuer.
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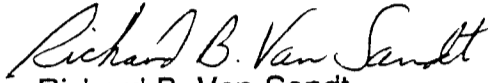
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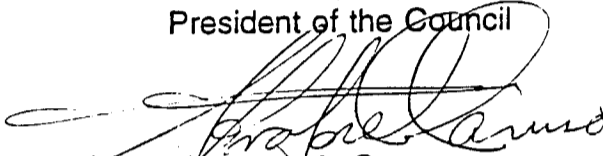
SECTION 30. Effective Date. This Ordinance shall become effective immediately.


Adopted this 9th day of May, 1995.

DELIVERED
05/12/95 3:15 p.m.
to the Mayor

RECEIVED
05/15/95 8:40 a.m.
from the Mayor


Richard B. Van Sandt
Councilman, District C
President of the Council


Salvatore A. Caruso
Mayor


Davis Dautreuil
Council Administrator/Clerk of the Council