

1 Introduced February 23, 2010, by Councilman
2 Hicks, seconded by Councilman Cusimano (by
3 request of Administration)

4 **Item No. 10-02-2841**

5
6 **ORDINANCE NO. 3562**

7 An ordinance providing for the incurring of debt and issuance of not to exceed
8 \$10,000,000 General Obligation Bonds, Series 2010 (the "Bonds"), of the City
9 of Slidell, State of Louisiana (the "Issuer"); prescribing the form, terms and
10 conditions of such Bonds; designating the date, denomination, time and place
11 of payment thereof; authorizing an agreement with the Paying Agent; and
12 providing for other matters in connection therewith.

13 WHEREAS, pursuant to the provisions of Article VI, Section 33 of the Constitution of
14 the State of Louisiana of 1974, Sub-Part A, Part III, Chapter 4, Title 39 of the Louisiana
15 Revised Statutes of 1950 (La. R.S. 39:551 *et seq.*), and other constitutional and statutory
16 authority (the "Act"), the City of Slidell, State of Louisiana (the "Issuer") is authorized to
17 borrow money and issue general obligation bonds payable from ad valorem taxes after
18 authorization by a majority of the electors voting on the proposition at an election in the
19 political subdivision issuing the bonds; and
20

21 WHEREAS, pursuant to a resolution adopted by the Issuer on July 28, 2009, and in
22 conformity with notices to voters published on August 28, 2009, September 4, 2009,
23 September 11, 2009 and September 18, 2009 in the *St. Tammany News*, a newspaper
24 published in the City of Slidell, State of Louisiana (the "City"), and having general
25 circulation throughout the City, there was held in the City on Saturday, October 17, 2009, a
26 special election at which there was submitted to the qualified electors entitled to vote
27 thereon the following proposition:
28

29 **TAX PROPOSITION**

30
31 **SUMMARY: TO AUTHORIZE NOT TO EXCEED \$10,000,000 OF NOT**
32 **MORE THAN 20-YEAR GENERAL OBLIGATION BONDS OF THE CITY**
33 **OF SLIDELL FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING**
34 **AND IMPROVING DRAINAGE, STREETS AND BRIDGES, SAID BONDS**
35 **TO BE PAYABLE FROM AD VALOREM TAXES.**
36

37 Shall the City of Slidell, State of Louisiana (the "City"), incur debt and issue
38 bonds in an amount not to exceed Ten Million Dollars (\$10,000,000), in
39

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4 one or more series, to mature on or before twenty (20) years from date
5 thereof, with interest at a rate not exceeding nine percent (9%) per annum,
6 for the purpose of acquiring, constructing and improving drainage, streets
7 and bridges; which bonds will be general obligations of the City and will be
8 payable from ad valorem taxes to be levied and collected in the manner
9 provided by Article VI, Section 33 of the Constitution of the State of
10 Louisiana of 1974 and statutory authority supplemental thereto?

11
12 WHEREAS, pursuant to said resolution and to the notice of said election, the Issuer
13 did meet on November 10, 2009, in open and public session, and did canvass the returns
14 of said election and did declare the election to have resulted in favor of said proposition;
15 and

16
17 WHEREAS, pursuant to the authority conferred by the Act and the applicable
18 provisions of Chapter 5 and 6-A of the Louisiana Election Code and other constitutional
19 and statutory authority, the Issuer now deems it in the public interest to authorize the
20 issuance and delivery of not to exceed Ten Million Dollars (\$10,000,000) of General
21 Obligation Bonds, Series 2010, of the City of Slidell, State of Louisiana (the "Bonds"), to
22 mature no later than twenty (20) years from the date of their issuance, for the purpose of
23 acquiring, constructing and improving drainage, streets and bridges and paying the costs
24 of issuance thereof; and

25
26 NOW, THEREFORE, BE IT ORDAINED by the Slidell City Council, acting as the
27 governing authority of the City of Slidell, State of Louisiana, that:

28
29 ARTICLE I

30
31 DEFINITIONS AND INTERPRETATION

32
33 SECTION 1. Definitions. The following terms shall have the following meanings
34 unless the context otherwise requires:

35
36 "Act" means the applicable provisions of Article VI, Section 33 of the Constitution
37 of the State of Louisiana of 1974, Sub-Part A, Part III, Chapter 4, of Title 39 of the
38 Louisiana Revised Statutes of 1950 (La. R.S. 39:551 *et seq.*), and other constitutional and
39 statutory authority.

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4 **"Agreement"** means the agreement to be entered into between the Issuer and the
5 Paying Agent pursuant to this Ordinance.
6

7 **"Bond Register"** means the record kept by the Paying Agent at its principal
8 corporate office in which registration of the Bonds and transfers of the Bonds shall be
9 made as provided herein.
10

11 **"Bond" or "Bonds"** means the General Obligation Bonds, Series 2010, of the
12 Issuer, authorized by this Ordinance in the total aggregate principal amount not to exceed
13 Ten Million Dollars (\$10,000,000), whether initially delivered or issued in exchange for, or
14 in lieu of any Bond previously issued.
15

16 **"Bond Obligation"** means as of the date of computation , the principal amount of
17 the Bonds then Outstanding.
18

19 **"City"** means the City of Slidell, State of Louisiana.
20

21 **"Code"** means the Internal Revenue Code of 1986, as amended.
22

23 **"Debt Service Fund"** shall have the meaning ascribed to such term in Section 10
24 hereof.
25

26 **"Executive Officers"** means, collectively, the Mayor of the Issuer and the
27 President, Vice President and Administrator of the Governing Authority.
28

29 **"Governing Authority"** means the City Council of the City of Slidell, State of
30 Louisiana.
31

32 **"Government Securities"** means direct obligations of, or obligations the principal
33 of and interest on which are unconditionally guaranteed by the United States of America,
34 which are non- callable prior to their maturity, may be United States Treasury obligations
35 such as the State and Local Government Series, and may be in book entry form.
36

37 **"Interest Payment Dates"** means March 1 and September 1 of each year,
38 commencing March 1, 2011.
39

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

5
6 **"Ordinance"** means this ordinance authorizing the issuance of the Bonds, as it will
7 be supplemented and amended upon receipt of bids and sale of the Bonds.
8

9 **"Outstanding"** when used with respect to the Bonds means, as of the date of
10 determination, all Bonds theretofore issued and delivered under this Ordinance, except:
11

- 12 1. Bonds theretofore cancelled by the Paying Agent or delivered to the Paying
13 Agent for cancellation.
- 14 2. Bonds for which there have been deposited in trust sufficient funds for their
15 payment or redemption for the Owners of such Bonds, provided that, if such
16 Bonds are to be redeemed, irrevocable notice of such redemption has been
17 duly given or provided for pursuant to this Ordinance or waived.
- 18 3. Bonds in exchange for or in lieu of which other Bonds have been registered
19 and delivered pursuant to this Ordinance.
- 20 4. Bonds alleged to have been mutilated, destroyed, lost, or stolen, which have
21 been paid as provided in this Ordinance or by law.
- 22 5. Bonds for the payment of the principal (or redemption price, if any) of and
23 interest on which money or Government Securities or both are held in trust
24 with the effect specified in this Ordinance.
25

26 **"Owner"** or **"Owners"** when used with respect to any Bond means the person in
27 whose name such Bond is registered in the Bond Register, as herein provided.
28

29 **"Paying Agent"** means a bank to be designated upon the sale of the Bonds, until a
30 successor Paying Agent shall have been appointed pursuant to the applicable provisions
31 of this Ordinance, and thereafter.
32

33 **"Principal amount"** and **"principal amount denomination"** mean \$5,000 and any
34 integral multiple thereof.
35

36 **"Purchaser"** means the original purchaser or purchasers of the Bonds.
37

38 **"Record Date"** for the interest payable on any Interest Payment Date means the
39 15th calendar day of the month next preceding such Interest Payment Date.

4 SECTION 2. Authorization of Bonds; Maturities. In compliance with and under the
5 authority of the provisions of the Act and other constitutional and statutory authority, and a
6 special election held in the City on October 17, 2009, there is hereby authorized the
7 incurring of an indebtedness not to exceed Ten Million Dollars (\$10,000,000) for, on behalf
8 of and in the name of the Issuer, for the purpose of acquiring, constructing and improving
9 drainage, streets and bridges, and to represent said indebtedness, this Governing
10 Authority does hereby authorize the issuance not to exceed Ten Million Dollars
11 (\$10,000,000) of General Obligation Bonds, Series 2010, of the Issuer. The Bonds shall be
12 in fully registered form, shall be issued in the denomination of Five Thousand Dollars
13 (\$5,000) each, or any integral multiple thereof within a single maturity, and shall be
14 numbered consecutively from R-1 upward. The unpaid principal of the Bonds shall bear
15 interest from the date thereof or from the most recent Interest Payment Date to which
16 interest has been paid or duly provided for, payable on each Interest Payment Date,
17 commencing March 1, 2011, at not to exceed nine percent (9.0%) per annum, or such
18 lesser amount as may be fixed by resolution adopted upon award of the Bonds to a
19 purchaser, and shall mature serially on March 1 of each year (with a final maturity on
20 March 1, 2030) in amounts to be specifically set by resolution of the Governing Authority of
21 the Issuer, and which will be so set as to effect a relatively level schedule of debt service
22 while the Bonds are Outstanding.

23
24 The principal of the Bonds, upon maturity or redemption, shall be payable at the
25 principal corporate trust office of the Paying Agent, upon presentation and surrender
26 thereof, and interest on the Bonds shall be payable by check mailed by the Paying Agent
27 to the registered Owner (determined as of the close of business on the Record Date) at the
28 address shown on the Bond Register or, if directed in writing not fewer than seven (7) days
29 prior to the relevant Record Date by a Holder of at least one million dollars (\$1,000,000) in
30 principal amount of Bonds, by federal funds wired to any designated account within the
31 United States of America. Each Bond delivered under this Ordinance upon transfer of or in
32 exchange for or in lieu of any other Bond shall carry all the rights to interest accrued and
33 unpaid, and to accrue, which were carried by such other Bond, and each such Bond will
34 bear interest (as herein set forth) so that neither gain nor loss in interest shall result from
35 such transfer, exchange or substitution.

36
37 No Bond will be entitled to any right or benefit under this Ordinance, or be valid or
38 obligatory for any purpose, unless there appears on such Bond a certificate of registration,
39

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4 substantially in the form provided in this Ordinance, executed by the Paying Agent by
5 manual signature.
6

7 SECTION 3. Ordinance to Constitute Contract. In consideration of the purchase and
8 acceptance of the Bonds by those who shall own the same from time to time, the
9 provisions of this Ordinance shall be a part of the contract of the Issuer with the Owners of
10 the Bonds and shall be deemed to be and shall constitute a contract between the Issuer
11 and the Owners from time to time of the Bonds. The provisions, covenants and
12 agreements herein set forth to be performed by or on behalf of the Issuer shall be for the
13 equal benefit, protection and security of the Owners of any and all of the Bonds, each of
14 which Bonds, regardless of the time or times of its issue or maturity, shall be of equal rank
15 without preference, priority or distinction over any other thereof except as expressly
16 provided in this Ordinance.
17

18 SECTION 4. Registration and Transfer. The Issuer shall cause a book for
19 registration and for the transfer of the Bonds (the "Bond Register"), as provided in this
20 Ordinance, to be kept at the principal office of the Paying Agent. The Bonds may be
21 transferred, registered and assigned, at the expense of the Issuer, only upon the Bond
22 Register upon surrender thereof at the principal office of the Paying Agent and by the
23 execution of the assignment form on the Bonds or by other instrument of transfer and
24 assignment in such form as shall be satisfactory to the Paying Agent. A new Bond or
25 Bonds will be delivered by the Paying Agent to the last assignee (the new registered
26 owner) in exchange for such transferred and assigned Bonds within three (3) days after
27 receipt of the Bonds to be transferred in proper form. Such new Bond or Bonds must be in
28 the principal amount denomination of \$5,000 or any integral multiple thereof within a single
29 maturity. Neither the Issuer nor the Paying Agent shall be required to issue, register,
30 transfer or exchange any Bond during a period beginning at the opening of business on
31 the 15th calendar day of the month next preceding an Interest Payment Date and ending
32 at the close of business on an Interest Payment Date. The execution by the Issuer of any
33 fully registered Bond shall constitute full and due authorization of such Bond and the
34 Paying Agent shall thereby be authorized to authenticate, date and deliver such Bond;
35 provided, however, that the principal amount of outstanding Bonds of each maturity
36 authenticated by the Paying Agent shall not exceed the authorized principal amount of
37 Bonds for such maturity less previous retirements, subject to the provisions of Section 17
38 hereof. The Issuer is authorized to prepare, and the Paying Agent to keep custody of,
39

4 multiple Bond blanks executed by the Issuer for use in the transfer and exchange of
5 Bonds.

6
7 SECTION 5. Registered Owner. As to any Bond, the person in whose name the
8 same shall be registered as shown on the Bond Register required by Section 4, shall be
9 deemed and regarded as the absolute owner thereof for all purposes, and payment of or
10 on account of the principal of and premium, if any, and interest on any such Bond shall be
11 made only to or upon the order of the registered owner thereof or his legal representative,
12 and the Issuer and the Paying Agent shall not be affected by any notice to the contrary. All
13 such payments shall be valid and effectual to satisfy and discharge the liability upon such
14 Bond, including the interest thereon, to the extent of the sum or sums so paid.

15
16 SECTION 6. Form of Bonds. The Bonds and the endorsements to appear thereon
17 will be in substantially the following form, to-wit:

18
19 (FORM OF FACE OF BOND)

20
21 No. R- Principal Amount: \$_____

22
23 UNITED STATES OF AMERICA
24 STATE OF LOUISIANA
25 CITY OF SLIDELL
26 GENERAL OBLIGATION BOND, SERIES 2010

27
28 Principal Maturity Interest Original
29 Amount Date Rate Issue Date CUSIP
30
31
32
33
34

35 _____, Registered Owner
36

37
38 City of Slidell, State of Louisiana (the "Issuer"), acting through its City Council, the
39 governing authority thereof, for value received hereby acknowledges itself indebted and

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4 promises to pay, in lawful money of the United States of America, to the Registered Owner
5 identified above, or registered assigns, on the Maturity Date set forth above the principal
6 amount set forth above, together with interest thereon from the Original Issue Date set
7 forth above or the most recent interest payment date to which interest has been paid or
8 duly provided for, payable March 1, 2011, and semi-annually thereafter on March 1 and
9 September 1 of each year (each an "Interest Payment Date"), at the Interest Rate per
10 annum set forth above until said Principal Amount is paid. The principal of this Bond, upon
11 maturity or redemption, is payable in lawful money of the United States of America at the
12 principal corporate trust office of _____ in the City of _____, State of
13 Louisiana, or successor thereto, upon presentation and surrender hereof. Interest on this
14 Bond is payable by check mailed by the Paying Agent to the registered owner (determined
15 as of the 15th calendar day of the month next preceding the Interest Payment Date) at the
16 address as shown on the registration books of the Paying Agent.
17

18 This Bond shall not be valid or become obligatory for any purpose or be entitled to
19 any security or benefit under the Ordinance (herein defined) until the certificate of
20 registration hereon shall have been signed by the Paying Agent.
21

22 It is certified that this Bond is authorized by and is issued in conformity with the
23 requirements of the Constitution and statutes of the State of Louisiana. It is further
24 certified, recited and declared that all acts, conditions and things required to exist, to
25 happen and to be performed precedent to and in the issuance of this Bond and the issue
26 of which it forms a part to constitute the same legal, binding and valid obligations of the
27 Issuer have existed, have happened and have been performed in due time, form and
28 manner as required by law, and that the indebtedness of the Issuer, including this Bond
29 and the issue of which it forms a part, does not exceed the limitations prescribed by the
30 Constitution and statutes of the State of Louisiana.
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4 IN WITNESS WHEREOF, the City Council of the City of Slidell, acting as the
5 governing authority of the Issuer, has caused this Bond to be executed in the name of the
6 Issuer by the facsimile or manual signatures of its President and its Administrator and a
7 facsimile of its corporate seal to be imprinted hereon.

8
9 CITY OF SLIDELL, STATE OF LOUISIANA

10
11
12 Thomas P. Reeves

13 Thomas P. Reeves
14 Council Administrator

15 BY:

16 Lionel Hicks

17 Lionel Hicks
18 President of the Council
19 Councilman, District A

20 (SEAL)

21 *****

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

24 OFFICE OF SECRETARY OF STATE
25 STATE OF LOUISIANA
26 BATON ROUGE

27
28 This bond is secured by a tax. Registered on this _____ day of _____, day
29 of _____, 2010.

30
31
32
33 _____
34 Secretary of State

35 *****
36
37
38
39

6 (FORM OF PAYING AGENT'S
7 CERTIFICATE OF REGISTRATION - TO
8 BE PRINTED ON ALL BONDS)
9

10 This Bond is one of the Bonds referred to in the within-mentioned Ordinance.
11

12 _____
13 in the city of _____,
14 as Paying Agent

15
16 By: _____
17 Authorized Officer

18 Registration Date: _____
19

20 * * * * *

21
22 (FORM OF REVERSE OF BOND)
23

24 This Bond is one of an authorized issue of General Obligation Bonds, Series 2010
25 of the Issuer, aggregating in original principal amount the sum of \$_____ (the "Bonds"),
26 all of like tenor and effect except as to number, denomination, interest rate, and maturity,
27 said Bonds having been issued by the Issuer pursuant to a resolution adopted by the
28 governing authority of the Issuer on July 28, 2009 and Ordinance adopted by the Issuer on
29 _____, 2010 (collectively, the "Ordinance"), for the purpose of acquiring,
30 constructing and improving drainage, streets and bridges, under the authority conferred by
31 Article VI, Section 33 of the Constitution of the State of Louisiana of 1974, Sub-Part A, Part
32 III, Chapter 4, Title 39 of the Louisiana Revised Statutes of 1950, as amended, the
33 applicable provisions of Chapter 5 and 6-A of the Louisiana Election Code and other
34 constitutional and statutory authority supplemental thereto, and were specially authorized
35 at a special election held on October 17, 2009, the result of which election has been duly
36 promulgated in accordance with law.
37
38
39

4 (FORM OF ASSIGNMENT -
5 TO BE PRINTED ON ALL BONDS)
6

7 FOR VALUE RECEIVED, the undersigned, hereby sells, assigns and transfers unto
8

9 *Please Insert Social Security or other Identifying Number of Assignee*

10 the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints
11 _____ attorney or agent to transfer the within Bond on
12 the books kept for registration thereof, with full power of substitution in the premises.
13
14
15

16 **Dated:**

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

21 * * * * *

22
23 (FORM OF LEGAL OPINION CERTIFICATE -
24 TO BE PRINTED ON ALL BONDS)
25

26 I, the undersigned Administrator of the City Council of the City of Slidell, State of
27 Louisiana, do hereby certify that the following is a true copy of the complete legal opinion
28 of McGlinchey Stafford PLLC, Baton Rouge, Louisiana, Bond Counsel, the original of
29 which was manually executed, dated and issued as of the date of payment for and delivery
30 of the original bonds of the issue described therein and was delivered to the original
31 purchaser thereof. I further certify that an executed copy of the above-referenced legal
32 opinion is on file in my office and that an executed copy thereof has been furnished to the
33 Paying Agent for these Bonds.
34

35 

36 _____
37 Thomas P. Reeves
38 Council Administrator
39

[END OF FORM OF BOND]

4 SECTION 7. Execution of Bonds. The Bonds shall be signed by the Executive
5 Officers of the Issuer for, on behalf of, in the name of and under the corporate seal of the
6 Issuer, and the Legal Opinion Certificate shall be signed by the Administrator of the
7 Governing Authority, which signatures and corporate seal may be either manual or
8 facsimile and the delivery of any Bond so executed at any time thereafter shall be valid
9 although, before the date of delivery, the persons signing the Bonds cease to hold office.

10
11 SECTION 8. Registration with Secretary of State. The Bonds shall be registered
12 with the Secretary of State of the State of Louisiana as provided by law and shall bear the
13 endorsement of the Secretary of State of Louisiana in substantially the form set forth
14 herein, provided such endorsement shall be manually signed only on the Bonds initially
15 delivered to the Purchaser, and any Bonds subsequently exchanged therefor as permitted
16 in this Ordinance may bear the facsimile signature of said Secretary of State.

17
18 SECTION 9. Pledge of Full Faith and Credit; Tax Levy. The Bonds shall constitute
19 general obligations of the Issuer, and the full faith and credit of the Issuer is hereby
20 pledged to the punctual payment of the Bonds in accordance with the authority of Article
21 VI, Section 33 of the Constitution of the State of Louisiana of 1974, and constitutional and
22 statutory authority supplemental thereto. The Issuer obligates itself and is bound under the
23 terms and provisions of law and the election authorizing the Bonds to impose and collect
24 annually in excess of all other taxes an ad valorem tax on all property subject to taxation
25 within the territorial limits of the Issuer sufficient to pay principal of and interest on the
26 bonds falling due in each year, said tax to be levied and collected by the same officers, in
27 the same manner and at the same time as other taxes are levied and collected within the
28 territorial limits of the Issuer. The proceeds of such tax shall be devoted and applied to the
29 payment of said interest and principal as such shall become due, and without further action
30 on the part of the Governing Authority, the proper officer or officers are hereby authorized
31 and directed, beginning with the year 2010, to include in the annual levy of taxes upon,
32 and to extend upon the assessment rolls against, all taxable property situated within the
33 territorial limits of the Issuer, a sum sufficient to pay the principal of, premium, if any, and
34 interest on the Bonds becoming due the ensuing year. The Issuer shall deposit the avails
35 of said tax in the "Debt Service Fund" herein provided for. Principal or interest falling due
36 at any time when the proceeds of said tax levy may not be available shall be paid from
37 other funds of the Governing Authority, and such funds shall be reimbursed from the
38 proceeds of said taxes when said taxes shall have been collected. The Issuer covenants
39 and agrees with the Purchaser and the owner of the Bonds that so long as any of the

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4 Bonds remain outstanding, the Issuer will take no action or fail to take any action which in
5 any way would adversely affect the ability of the Issuer to levy and collect the foregoing tax
6 levy, and the Issuer and its officers will comply with all present and future applicable laws
7 in order to assure that the foregoing taxes will be levied, extended and collected as
8 provided herein and deposited in the Debt Service Fund established in Section 10 to pay
9 the principal of and interest on the Bonds. Forthwith upon the passage of this Ordinance,
10 the Administrator of the Governing Authority is hereby directed to file a certified copy of
11 this Ordinance with the Assessor of St. Tammany Parish, Louisiana.
12

13 SECTION 10. Debt Service Fund. For the payment of the principal of and the
14 interest on the Bonds, the Issuer will establish a special fund, to be held by the regularly
15 designated fiscal agent of the Issuer (the "Debt Service Fund"), into which the Issuer will
16 deposit the proceeds of the aforesaid special tax and accrued interest, if any, on the
17 Bonds. The fiscal agent depository for the Debt Service Fund shall transfer from the Debt
18 Service Fund to the Paying Agent at least three (3) days in advance of each Interest
19 Payment Date, funds fully sufficient to pay promptly the principal and interest falling due on
20 such date.
21

22 All moneys deposited with the regularly designated fiscal agent bank or banks of the
23 Issuer or the Paying Agent under the terms of this Ordinance shall constitute trust funds for
24 the benefit of the Owners of the Bonds, and shall be secured by said fiduciaries at all times
25 to the full extent thereof in the manner required by law for the securing of deposits of public
26 funds.
27

28 All or any part of the moneys in the Debt Service Fund and Project Fund shall, at
29 the written request of the Issuer, be invested in accordance with the provisions of the laws
30 of the State of Louisiana, in which event all income derived from such investments shall be
31 added only to the Debt Service Fund. Accrued interest, if any, received upon delivery of
32 the Bonds shall be invested only in Government Securities maturing on or prior to the first
33 Interest Payment Date.
34

35 SECTION 11. Application of Proceeds: Project Fund. The Executive Officers are
36 hereby empowered, authorized and directed to do any and all things necessary and
37 incidental to carry out all of the provisions of this Ordinance. From the amounts received
38 upon sale of the Bonds, all principal proceeds shall be deposited into a fund separate and
39 apart from the general funds of the Governing Authority, namely, the "City of Slidell Project

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4 Fund" (the "Project Fund") hereby created to be held by the regularly designated fiscal
5 agent of the Issuer. Disbursements shall be made from the Project Fund solely for the
6 purpose of acquiring, constructing and improving drainage, streets and bridges and paying
7 the costs of issuance of the Bonds.

8
9 SECTION 12. Redemption Provisions. Those Bonds maturing March 1, 2021 and
10 thereafter shall be callable for redemption by the Issuer in full at any time on or after March
11 1, 2020 or in part in the inverse order of their maturities, and if less than a full maturity then
12 by lot within such maturity, on any Interest Payment Date on or after March 1, 2020, at the
13 principal amount thereof, plus accrued interest from the most recent Interest Payment Date
14 to which interest has been paid or duly provided for. Bonds maturing on or before March
15 1, 2020 are not subject to redemption prior to maturity.

16
17 In the event a Bond to be redeemed is of a principal amount denomination larger
18 than \$5,000, a portion of such Bond (\$5,000 principal amount or any multiple thereof) may
19 be redeemed. Any Bond which is to be redeemed only in part shall be surrendered at the
20 principal corporate office of the Paying Agent and there shall be delivered to the Owner of
21 such Bond a new Bond or Bonds of the same maturity and of any authorized denomination
22 or denominations as requested by such Owner in aggregate principal amount equal to and
23 in exchange for the unredeemed portion of the principal amount of the Bond so
24 surrendered. Official notice of such call of any of the Bonds for redemption will be given
25 by means of first class mail, postage prepaid by notice deposited in the United States mail
26 not less than thirty (30) days prior to the redemption date, addressed to the Owner of each
27 Bond to be redeemed as shown on the Bond Register.

28
29 SECTION 13. Bonds Legal Obligations. The Bonds shall constitute legal, binding
30 and valid obligations of the Issuer, and shall be the only representations of the
31 indebtedness as herein authorized and created.

32
33 SECTION 14. Recital of Regularity. The Governing Authority having investigated
34 the regularity of the proceedings had in connection with the Bonds herein authorized and
35 having determined the same to be regular, the Bonds shall contain the following recital, to-
36 wit:

37
38
39

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4 "It is certified that this Bond is authorized by and is issued in conformity with
5 the requirements of the Constitution and statutes of the State of Louisiana."
6

7 SECTION 15. Effect of Registration. The Issuer, the Paying Agent, and any agent of
8 either of them may treat the Owner in whose name any Bond is registered as the Owner of
9 such Bond for the purpose of receiving payment of the principal (and redemption price) of
10 and interest on such Bond and for all other purposes whatsoever, and to the extent
11 permitted by law, neither the Issuer, the Paying Agent, nor any agent of either of them
12 shall be affected by notice to the contrary.
13

14 SECTION 16. Notices to Owners. Wherever this Ordinance provides for notice to
15 owners of Bonds of any event, such notice shall be sufficiently given (unless otherwise
16 herein expressly provided) if in writing and mailed, first class postage prepaid, to each
17 Owner of such Bonds, at the address of such Owner as it appears in the Bond Register. In
18 any case where notice to Owners of Bonds is given by mail, neither the failure to mail such
19 notice to any particular Owner of Bonds, nor any defect in any notice so mailed, shall affect
20 the sufficiency of such notice with respect to all other Bonds. Where this Ordinance
21 provides for notice in any manner, such notice may be waived in writing by the Owner or
22 Owners entitled to receive such notice, either before or after the event, and such waiver
23 shall be the equivalent of such notice. Waivers of notice by Owners shall be filed with the
24 Paying Agent, but such filing shall not be a condition precedent to the validity of any action
25 taken in reliance upon such waiver.
26

27 SECTION 17. Cancellation of Bonds. All Bonds surrendered for payment,
28 redemption, transfer, exchange or replacement, if surrendered to the Paying Agent, shall
29 be promptly cancelled by it and, if surrendered to the Issuer, shall be delivered to the
30 Paying Agent and, if not already cancelled, shall be promptly cancelled by the Paying
31 Agent. The Issuer may at any time deliver to the Paying Agent for cancellation any Bonds
32 previously registered and delivered which the Issuer may have acquired in any manner
33 whatsoever, and all Bonds so delivered shall be promptly cancelled by the Paying Agent.
34 All cancelled Bonds held by the Paying Agent shall be disposed of as directed in writing by
35 the Issuer.
36

37 SECTION 18. Mutilated, Destroyed, Lost or Stolen Bonds. If (1) any mutilated Bond
38 is surrendered to the Paying Agent, or the Issuer and the Paying Agent receive evidence
39 to their satisfaction of the destruction, loss or theft of any Bond, and (2) there is delivered

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2 **ORDINANCE NO. 3562**
3 **PAGE 17**

4 to the Issuer and the Paying Agent such security or indemnity as may be required by them
5 to save each of them harmless, then, in the absence of notice to the Issuer or the Paying
6 Agent that such Bond has been acquired by a bona fide purchaser, the Issuer shall
7 execute, and upon its request the Paying Agent shall register and deliver, in exchange for
8 or in lieu of any such mutilated, destroyed, lost or stolen Bond, a new Bond of the same
9 maturity and of like tenor, interest rate and principal amount, bearing a number not
10 contemporaneously outstanding. In case any such mutilated, destroyed, lost or stolen
11 Bond has become or is about to become due and payable, the Issuer in its discretion may,
12 instead of issuing a new Bond, pay such Bond. Upon the issuance of any new Bond under
13 this Section, the Issuer may require the payment by the Owner of a sum sufficient to cover
14 any tax or other governmental charge that may be imposed in relation thereto and any
15 other expenses (including the fees and expenses of the Paying Agent) connected
16 therewith. Every new Bond issued pursuant to this Section in lieu of any mutilated,
17 destroyed, lost or stolen Bond shall constitute a replacement of the prior obligation of the
18 Issuer, whether or not the mutilated, destroyed, lost or stolen Bond shall be at any time
19 enforceable by anyone and shall be entitled to all the benefits of this Ordinance equally
20 and ratably with all other outstanding Bonds. Any additional procedures set forth in the
21 Agreement or authorized in this Ordinance, shall also be available with respect to
22 mutilated, destroyed, lost or stolen Bonds. The provisions of this Section are exclusive and
23 shall preclude (to the extent lawful) all other rights and remedies with respect to the
24 replacement and payment of mutilated, destroyed, lost or stolen Bonds.
25

26 SECTION 19. Discharge of Ordinance; Defeasance. If the Issuer shall pay or cause
27 to be paid, or there shall otherwise be paid to the Owners, the principal of and interest on
28 the Bonds, at the times and in the manner stipulated in this Ordinance, then the pledge of
29 the money, securities, and funds pledged under this Ordinance and all covenants,
30 agreements, and other obligations of the Issuer to the Owners of the Bonds shall
31 thereupon cease, terminate, and become void and be discharged and satisfied, and the
32 Paying Agent shall pay over or deliver all money held by it under this Ordinance to the
33 Issuer.
34

35 Bonds or interest installments for the payment of which money shall have been set
36 aside and shall be held in trust (through deposit by the Issuer of funds for such payment or
37 otherwise) at the maturity date thereof shall be deemed to have been paid within the
38 meaning and with the effect expressed above in this Section. Bonds shall be deemed to
39 have been paid, prior to their maturity, within the meaning and with the effect expressed

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4 above in this Section if they have been defeased pursuant to Chapter 14 of Title 39 of the
5 Louisiana Revised Statutes of 1950, as amended, or any successor provisions thereto.
6

7 **SECTION 20. Supplemental Resolutions Effective Without Consent of Owners.**

8 For any one or more of the following purposes and at any time from time to time, a
9 resolution supplemental hereto may be adopted, which, upon the filing with the Paying
10 Agent of a certified copy thereof, but without any consent of Owners, shall be fully effective
11 in accordance with its terms:
12

- 13 (a) to add to the covenants and agreements of the Issuer in the Ordinance other
14 covenants and agreements to be observed by the Issuer which are not
15 contrary to or inconsistent with the Ordinance as theretofore in effect;
16 (b) to add to the limitations and restrictions in the Ordinance other limitations
17 and restrictions to be observed by the Issuer which are not contrary to or
18 inconsistent with the Ordinance as theretofore in effect;
19 (c) to surrender any right , power or privilege reserved to or conferred upon the
20 Issuer by the terms of the Ordinance, but only if the surrender of such right,
21 power or privilege is not contrary to or inconsistent with the covenants and
22 agreements of the Issuer contained in the Ordinance;
23 (d) to cure any ambiguity, supply any omission or cure or correct any defect or
24 inconsistent provision of the Ordinance; or
25 (e) to insert such provisions clarifying matters or questions arising under the
26 Ordinance as are necessary or desirable and are not contrary to or
27 inconsistent with the Ordinance as theretofore in effect.
28

29 Except as provided in this Section, any modification or amendment of the Ordinance
30 or of the rights and obligations of the Issuer and of the Owners of the Bonds hereunder, in
31 any particular, may be made by a supplemental resolution, with the written consent of the
32 Owners of a majority of the Bond Obligation at the time such consent is given. No such
33 modification or amendment shall permit a change in the terms of redemption or maturity of
34 the principal of any outstanding Bond or of any installment of interest thereon or a
35 reduction in the principal amount or redemption price thereof or in the rate of interest
36 thereon without the consent of the Owner of such Bond, or shall reduce the percentage of
37 Bonds the consent of the Owner of which is required to effect any such modification or
38 amendment, or change the obligation of the Issuer to levy and collect taxes for the
39 payment of the Bonds as provided herein, without the consent of the Owners of all of the

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3 **PAGE 19**

4 Bonds then outstanding, or shall change or modify any of the rights or obligations of either
5 the Paying Agent or the Escrow Agent without its written assent thereto. For the purposes
6 of this Section, Bonds shall be deemed to be affected by a modification or amendment of
7 the Ordinance if the same adversely affects or diminishes the rights of the Owners of said
8 Bonds.

9
10 A supplemental resolution, upon the filing with the Paying Agent of a certified copy
11 thereof, shall become fully effective in accordance with its terms.

12
13 **SECTION 21. Paying Agent; Paying Agent Agreement.** The Issuer will at all times
14 maintain a Paying Agent meeting the qualifications hereinafter described for the
15 performance of the duties hereunder for the Bonds. The Paying Agent shall at all times be
16 a bank organized and doing business under the laws of the United States of America or of
17 any state, authorized under such laws to serve as Paying Agent, and subject to
18 supervision or examination by Federal or State authority. The Executive Officers are
19 hereby authorized and directed to execute an appropriate Agreement with the Paying
20 Agent for and on behalf of the Issuer in such form as may be satisfactory to said officers,
21 the signatures of such officers on such Agreement to be conclusive evidence of the due
22 exercise of the authority granted hereunder.

23
24 **SECTION 22. Tax Covenants.** The Issuer covenants and agrees that, to the extent
25 permitted by the laws of the State of Louisiana, it will comply with the requirements of the
26 Code in order to establish, maintain and preserve the exclusion from "gross income" of
27 interest on the Bonds under the Code. The Issuer further covenants and agrees that it will
28 not take any action, fail to take any action, or permit any action within its control to be
29 taken, or permit at any time or times any of the proceeds of the Bonds or any other funds
30 of the Issuer to be used directly or indirectly in any manner, the effect of which would be to
31 cause the Bonds to be "arbitrage bonds" or would result in the inclusion of the interest on
32 any of the Bonds in gross income under the Code, including, without limitation, (i) the
33 failure to comply with the limitation on investment of the proceeds of the Bonds, (ii) the
34 failure to pay any required rebate of arbitrage earnings to the United States of America, or
35 (iii) the use of the proceeds of the Bonds in a manner which would cause the Bonds to be
36 "private activity bonds".

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4 The Bonds are designated as "qualified tax-exempt obligations" within the meaning
5 of Section 265(b)(3) of the Code and the American Recovery and Reinvestment Act of
6 2009. In making this designation, the Issuer finds and determines that:

- 7
- 8 (a) the Certificates are not "private activity bonds" within the meaning of the
9 Code; and
 - 10 (b) the reasonably anticipated amount of qualified tax-exempt obligations which
11 will be issued by the Issuer and all subordinate entities in calendar year 2010
12 does not exceed \$30,000,000.
- 13

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

17

18 SECTION 23. Events of Default. If one or more of the following events (in this
19 Ordinance called "Events of Default") shall happen, that is to say,

20

- 21 (a) if default shall be made in the due and punctual payment of the principal of
22 any Bond when and as the same shall become due and payable, whether at
23 maturity or otherwise; or
 - 24 (b) if default shall be made in the due and punctual payment of any installment
25 of interest on any Bond when and as such interest installment shall become
26 due and payable; or
 - 27 (c) if default shall be made by the Issuer in the performance or observance of
28 any other of the covenants, agreements or conditions on its part in the
29 Ordinance, any supplemental resolution or in the Bonds contained and such
30 default shall continue for a period of forty-five (45) days after written notice
31 thereof to the Issuer by any Owner; or
 - 32 (d) if the Issuer shall file a petition or otherwise seek relief under any Federal or
33 State bankruptcy law or similar law;
- 34

35 then, upon the happening and continuance of any Event of Default the Owners of the
36 Bonds shall be entitled to exercise all rights and powers for which provision is made under
37 Louisiana law.

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4 SECTION 24. Printing and Delivery of Bonds. The Executive Officers of the Issuer
5 are hereby empowered, authorized and directed to cause the necessary Bonds to be
6 printed or lithographed, and they are hereby further empowered, authorized and directed
7 to sign, execute and seal all of the Bonds as herein provided and cause the same to be
8 registered with the Secretary of State, all in accordance with the provisions of law and this
9 Ordinance.

10
11 SECTION 25. Introduction of Ordinance; Effective Date. This Ordinance having
12 been introduced at a duly convened meeting on February 23, 2010, in compliance with a
13 duly published agenda item and notice of introduction and public hearing having been
14 published once in the official journal of the Issuer at least fourteen (14) days prior to the
15 date of adoption hereof, this Ordinance shall take effect immediately upon approval by the
16 Mayor of the City.

17
18 SECTION 26. Publication. A copy of this Ordinance shall be published immediately
19 after its adoption in one (1) issue of the official journal of the Issuer. For a period of thirty
20 (30) days from the date of such publication, any person in interest shall have the right to
21 contest the legality of this Ordinance and of the Bonds to be issued pursuant hereto and
22 the provisions hereof securing the Bonds. After the expiration of said thirty (30) days, no
23 one shall have any right of action to contest the validity of the Bonds or the provisions of
24 this Ordinance, and the Bonds shall be conclusively presumed to be legal and no court
25 shall thereafter have authority to inquire into such matters.

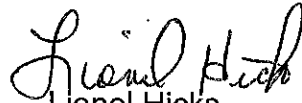
26
27 SECTION 27. Severability Clause. In case any one or more of the provisions of the
28 Ordinance or of the Bonds issued hereunder shall for any reason be held to be illegal or
29 invalid, such illegality or invalidity shall not affect any other provision of the Ordinance or of
30 the Bonds, but the Ordinance and the Bonds shall be construed and enforced as if such
31 illegal or invalid provisions had not been contained therein. Any constitutional or statutory
32 provision enacted after the date or dates of the Ordinance which validates or makes legal
33 any provision of the Ordinance or the Bonds which would not otherwise be valid or legal,
34 shall be deemed to apply to the Ordinance and to the Bonds.

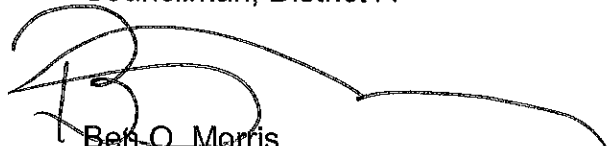
35
36 SECTION 28. Further Acts. All acts and doings of the Executive Officers of the
37 Issuer which are in conformity with the purposes and intent of this Ordinance are hereby in
38 all respects ratified, approved and confirmed.
39


4 SECTION 29. Section Headings. The headings of the various sections hereof are
5 inserted for convenience of reference only and shall not control or affect the meaning or
6 construction of any of the provisions hereof.
7

8 SECTION 30. Repealer. All ordinances, resolutions and orders or parts thereof in
9 conflict herewith are, to the extent of such conflict, hereby repealed, and this Ordinance
10 shall be in effect from and after its passage.
11

12 ADOPTED this 23rd day of March, 2010.

13
14 
15 Lionel Hicks
16 President of the Council
17 Councilman, District A
18

19 
20 Ben O. Morris
21 Mayor
22

23 
24 Thomas P. Reeves
25 Council Administrator
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DELIVERED	3:30 p.m.
3/24/10	to the Mayor
RECEIVED	10:30 a.m.
3/24/10	from the Mayor

4 **CERTIFICATE OF THE COUNCIL**

5
6 The undersigned Clerk of the Council of the City of Slidell, State of Louisiana (the
7 "City") does hereby certify that the foregoing constitutes a true and correct copy of an
8 Ordinance adopted by the City providing for the incurring of debt and issuance of not to
9 exceed \$10,000,000 General Obligation Bonds, Series 2010 (the "Bonds"), of the City of
10 Slidell, State of Louisiana (the "Issuer"); prescribing the form, terms and conditions of such
11 Bonds; designating the date, denomination, time and place of payment thereof; authorizing
12 an agreement with the Paying Agent; and providing for other matters in connection
13 therewith.
14

15 IN WITNESS WHEREOF, I have subscribed my official signature as Administrator
16 of the Council of the City on this, the 23rd day of March, 2010.
17
18
19
20

21 
22 _____
23 Thomas P. Reeves
24 Council Administrator
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1 Introduced February 23, 2010, by Councilman
2 Hicks, seconded by Councilman Cusimano (by
3 request of Administration)

4 **Item No. 10-02-2841**


5
6 **NOTICE OF INTRODUCTION OF ORDINANCE AND PUBLIC HEARING**


7
8 NOTICE IS HEREBY GIVEN that the following entitled ordinance was
9 introduced in writing in the form required for adoption at a meeting of the City Council
10 of the City of Slidell, State of Louisiana, on February 23, 2010, and laid over for
publication of notice:

11
12 **ORDINANCE NO. 3562**

13 An ordinance providing for the incurring of debt and issuance of not to exceed
14 \$10,000,000 General Obligation Bonds, Series 2010 (the "Bonds"), of the City
15 of Slidell, State of Louisiana (the "Issuer"); prescribing the form, terms and
16 conditions of such Bonds; designating the date, denomination, time and place
17 of payment thereof; authorizing an agreement with the Paying Agent; and
18 providing for other matters in connection therewith.

19
20 NOTICE IS HEREBY FURTHER GIVEN that the City Council of said City will
21 meet on Tuesday, March 23, 2010, at 6:30 p.m., at the Slidell City Council Chambers
22 located in City Hall at 2055 Second Street, Slidell, Louisiana, at which time there will
23 be a public hearing on the adoption of the aforesaid ordinance.

24
25 
26 Lionel Hicks
27 President of the Council
28 Councilman, District A

29
30 
31 Thomas P. Reeves
32 Council Administrator

33
34 (As per rules of the City Council, copies of the proposed ordinance shall be made available
35 for public inspection in the Office of the City of Slidell City Council.)
36
37
38
39