

OFFICIAL PROCEEDINGS
OF THE
TERREBONNE PARISH COUNCIL
IN REGULAR SESSION
AUGUST 10, 2005

The Chairman, Mr. P. Rhodes, called the meeting to order at 6:03 p.m. in the Terrebonne Parish Council Meeting Room. Following the Invocation, led by Councilman H. Lapeyre, Council Clerk P. Labat led the Pledge of Allegiance.

Upon roll call, Council Members recorded as present were: K. Elfert, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux. T. Cavalier was recorded as joining the proceedings at 6:08 p.m. A quorum was declared present.

Mr. A. Tillman moved, seconded by Ms. K. Elfert, "THAT, the Council approve the minutes of the Regular Council Session held on 7/13/05."

The Chairman called for a vote on the motion offered by Mr. A. Tillman.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: T. Cavalier

The Chairman declared the motion adopted.

Ms. K. Elfert moved, seconded by Mr. H. Lapeyre, "THAT, the Council approve the minutes of the Special Council Session held on 7/25/05."

The Chairman called for a vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: T. Cavalier

The Chairman declared the motion adopted.

Ms. K. Elfert moved, seconded by Mr. H. Lapeyre, "THAT, the Council approve the Parish Bill List dated 8/5/05."

The Chairman called for a vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, and A. Tillman

NAYS: None

ABSTAINING: W. Thibodeaux

ABSENT: T. Cavalier

The Chairman declared the motion adopted.

Mr. H. Lapeyre moved, seconded by Ms. K. Elfert, "THAT, the Council approve the Parish Manual Check List for June 2005."

The Chairman called for a vote on the motion offered by Mr. H. Lapeyre.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: T. Cavalier

The Chairman declared the motion adopted.

At this time, 6:08 p.m., Councilwoman T. Cavalier was recorded as joining the proceedings.

The Chairman recognized Ms. Ellen Doskey, Terrebonne Parish Tree Board Member, who presented Mr. Roland Champagne, representing St. Matthews Episcopal Church, with a Certificate of Recognition for their preservation of the trees on their grounds. Mr. Champagne stated that St. Matthews is celebrating its 150th anniversary on the weekend of September 10 and 11. He stated that the oak trees are estimated to be well over 125 years of age. He also stated that in 1989, St. Matthews was listed on the National Register of Historic Buildings and, in the same year, five of the oak trees lining Barrow Street became members of the Live Oak Society of the Louisiana Garden Club Federation, Inc. He stated that there is a sixth Live Oak tree on St. Matthews grounds that was acquired after 1989 and steps will taken to register it with the Live Oak Society also.

The following resolution was offered by Mr. Clayton Voisin and seconded by Mr. Harold Lapeyre:

RESOLUTION NO. 05-280

A resolution providing for the reviewing of the bids received for the purchase of (i) Seven Million Four Hundred Ninety-Five Thousand Dollars (\$7,495,000) of Public Improvement Bonds, Series ST-2005 of the Parish of Terrebonne, State of Louisiana; (ii) not exceeding Nine Million Dollars (\$9,000,000) of Public Library Sales Tax Refunding Bonds, Series 2005, of the Parish of Terrebonne, State of Louisiana; and (iii) not exceeding Four Million Four Hundred Seventy-Five Thousand Dollars (\$4,475,000) of General Obligation Refunding Bonds, Series 2005, of the Parish of Terrebonne, State of Louisiana, approving the Official Notices of Bond Sales and Official Statement in connection therewith, and authorizing the Chairman and the Clerk of the Parish Council to sign copies thereof as evidence of the approval thereof.

BE IT RESOLVED by the Terrebonne Parish Council of the Parish of Terrebonne, State of Louisiana (the "Governing Authority"), acting as the governing authority of said the Parish of Terrebonne, State of Louisiana:

SECTION 1. This Governing Authority does now proceed in open and public session to review the bids received for the purchase of (i) Seven Million Four Hundred Ninety-Five

Thousand Dollars (\$7,495,000) of Public Improvement Bonds, Series ST-2005 of the Parish of Terrebonne, State of Louisiana (the "Public Improvement Bonds"); (ii) not exceeding Nine Million Dollars (\$9,000,000) of Public Library Sales Tax Refunding Bonds, Series 2005, of the Parish of Terrebonne, State of Louisiana (the "Sales Tax Refunding Bonds"); and (iii) not exceeding Four Million Four Hundred Seventy-Five Thousand Dollars (\$4,475,000) of General Obligation Refunding Bonds, Series 2005, of the Parish of Terrebonne, State of Louisiana (the "General Obligation Refunding Bonds") (collectively, the "Bonds"), authorized and duly advertised for sale by virtue of resolutions adopted on June 22, 2005.

SECTION 2. The official Notices of Bond Sales and Official Statement prepared in connection with the sale of the Bonds, and the information contained therein, are hereby approved by this Governing Authority and the Chairman and Clerk of the Governing Authority are hereby authorized, empowered and directed to sign copies thereof as evidence of its approval.

This resolution having been submitted to a vote, the vote thereon was as follows:

YEAS: Kim Elfert, Teri C. Cavalier, Christa Duplantis, Harold Lapeyre, Clayton Voisin, Peter Rhodes, Pete Lambert, Alvin Tillman and Wayne Thibodeaux.

NAYS: NONE.

ABSENT: NONE.

And the resolution was declared adopted on this, the 10th day of August, 2005.

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Mr. C. Voisin moved, seconded by Mr. A. Tillman, "THAT, the Council revisit the aforementioned matter to allow Mr. Jerry Osborne, Foley/Judell Bond Attorney, to make comments regarding same."

The Chairman called for a vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman recognized Mr. Jerry Osborne, Foley/Judell, who presented and explained information regarding the three bond issues TPCG is scheduled to receive competitive bids for this evening. Mr. Osborne stated that his office is going to receive the bids electronically and will FAX them over and he will review and present the results later in the proceedings.

OFFERED BY: Mr. P. Lambert.

SECONDED BY: Mr. C. Voisin.

RESOLUTION NO. 05-281

A resolution appointing a temporary Constable for Ward 5 and calling an election for said vacancy.

WHEREAS, the Terrebonne Parish Council has learned that Ward 5 Constable Mark Arceneaux has resigned his position, effective immediately, and

WHEREAS, according to R.S. 13:2583, if there is more than one year remaining in the term of the official resigning, the governing authority of the parish may appoint a temporary constable and call an election for a permanent replacement, and

WHEREAS, Mr. Douglas J. Chauvin, a registered voter in the Ward 5 (Bourg) community, has indicated an interest in serving as Constable and meets the criteria for said position, and

WHEREAS, although the Council is aware that an election must be held in the near future for the election of an individual to fill the remainder of the term for Ward 5 Constable, the Secretary of State's Office has indicated that the election will not be able to be held in the currently scheduled 2005 fall elections due to qualification requirements.

NOW THEREFORE BE IT RESOLVED by the Terrebonne Parish Council, on behalf of the Terrebonne Parish Consolidated Government, that the resignation of Mr. Mark Arceneaux, elected Ward 5 Constable be accepted, that Mr. Douglas J. Chauvin be appointed to temporarily fill the position of Ward 5 Constable until such time that an election is held for an individual to fill the remainder of the term of Ward 5 Constable, and

BE IT FURTHER RESOLVED that the Bond Counsel be directed to prepare a resolution calling an election for said position at the earliest possible date.

THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman and W. Thibodeaux.

NAYS: None.

ABSTAINING: None.

ABSENT: C. Duplantis.

The Chairman declared the resolution adopted on this, the 10th day of August, 2005.

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The Chairman recognized Mr. Douglas Chauvin, who thanked the Council for the appointment and stated that he would do his best to do a good job for this position.

Mr. C. Voisin moved, seconded by Mr. P. Lambert, "THAT, it now being 6:30 p.m., the Council open public hearings at this time."

The Chairman called for a vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman recognized the public for comments on the following:

- A. A proposed ordinance to amend the 2005 Adopted Budget to provide funds for the adjustment of revenue in the Sanitation Fund and for the Sunrise Subdivision culverts

There were no comments from the public on the proposed ordinance.

Ms. T. Cavalier moved, seconded by Ms. K. Elfert, "THAT, the Council close the aforementioned public hearing."

The Chairman called for a vote on the motion offered by Ms. T. Cavalier.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

OFFERED BY: Ms. T. Cavalier.

SECONDED BY: Ms. K. Elfert.

ORDINANCE NO. 7024

An ordinance to amend the 2005 Adopted Budget for the Terrebonne Parish Consolidated Government so as to provide funds for THE Following items:

I. Adjusting Revenue in Sanitation Fund	\$791,725
II. Sunrise Subdivision Culverts	\$3,920

SECTION I

WHEREAS, due to current activity in the Landfill Collection Fees, it is necessary to adjust the 2005 Adopted Budget to avoid more than 5% variation as required by State Law, and

WHEREAS, the commercial tonnage tipped at the landfill has decreased which has greatly reduced the revenue projection for the remainder of 2005 fiscal year, and

WHEREAS, along with the decrease in Landfill Tipping Revenue, the corresponding expenses are projecting to decrease as well.

NOW, THEREFORE BE IT ORDAINED, by the Terrebonne Parish Council, on behalf of the Terrebonne Parish Consolidated Government, that the 2005 Adopted Budget of the Terrebonne Parish Consolidated Government be amended as follows:

FUND 253 – SANITATION FUND

253-000-6851-01	Landfill Fees	\$791,725
253-441-8325-06	Disposal	(\$537,087)
253-441-8325-07	Transportation	(\$254,638)

SECTION II

WHEREAS, the original budget for the Sunrise Subdivision Culvert Project is \$15,000, and

WHEREAS, this project is in need of \$3,920 to complete.

BE IT FURTHER ORDAINED, by the Terrebonne Parish Council, on behalf of the Terrebonne Parish Consolidated Government, that the 2005 Adopted Budget and the 5-Year Capital Outlay of the Terrebonne Parish Consolidated Government be amended as follows:

FUND 252 – DRAINAGE TAX FUND

252-999-9106-55	Parishwide Drainage Construction Fund	\$3,920
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252-351-8422-99 Contractor Repair (\$3,920)

FUND 655 – PARISHWIDE DRAINAGE CONSTRUCTION FUND

655-351-8929-16 Sunrise Subdivision Culverts \$3,920
655-000-7102-52 Drainage Tax Fund (\$3,920)

SECTION III

If any word, clause, phrase, section or other portion of this ordinance shall be declared null, void, invalid, illegal, or unconstitutional, the remaining words, clauses, phrases, sections and other portions of this ordinance shall remain in full force and effect, the provisions of this ordinance hereby being declared to be severable.

SECTION IV

This ordinance shall become effective upon approval by the Parish President or as otherwise provided in Section 2-13(b) of the Home Rule Charter for a Consolidated Government for Terrebonne Parish, whichever occurs sooner.

This ordinance, having been introduced and laid on the table for at least two weeks, was voted upon as follows:

THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman and W. Thibodeaux.

NAYS: None.

ABSTAINING: None.

ABSENT: C. Duplantis.

The Chairman declared the ordinance adopted on this, the 10th day of August, 2005.

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The Chairman recognized the public for comments on the following:

- B. A proposed ordinance to partially revoke the dedication of a drainage right-of-way at 3370 Caleb Drive, subject to an Indemnification Agreement

There were no comments from the public on the proposed ordinance.

Mr. H. Lapeyre moved, seconded by Ms. K. Elfert, “THAT, the Council close the aforementioned public hearing.”

The Chairman called for a vote on the motion offered by Mr. H. Lapeyre.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

Mr. H. Lapeyre moved, seconded by Ms. K. Elfert, “THAT, the Council **table** the proposed ordinance partially revoking the dedication of a drainage right-of-way at 3370 Caleb

Drive subject to an Indemnification Agreement, at the request of the Legal Department and the property owners.”

The Chairman called for a vote on the motion offered by Mr. H. Lapeyre.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: C. Duplantis

The Chairman declared the motion adopted.

The Chairman recognized the public for comments on the following:

C. A proposed ordinance to revoke approximately 4,500 feet of the right-of-way for Butcher Road

There were no comments from the public on the proposed ordinance.

Ms. T. Cavalier moved, seconded by Ms. K. Elfert, “THAT, the Council close the aforementioned public hearing.”

The Chairman called for a vote on the motion offered by Ms. T. Cavalier.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: C. Duplantis

The Chairman declared the motion adopted.

OFFERED BY: Ms. T. Cavalier.

SECONDED BY: Ms. K. Elfert.

ORDINANCE NO. 7025

AN ORDINANCE TO REVOKE THE RIGHT-OF-WAY FOR APPROXIMATELY 4500 FEET OF BUTCHER ROAD; AND TO ADDRESS OTHER MATTERS RELATIVE THERETO.

SECTION I

BE IT ORDAINED that the Terrebonne Parish Council, in regular session convened, acting pursuant to the authority vested in it by the Constitution and laws of the State of Louisiana, and pursuant to the Home Rule Charter for a Consolidated Government, does hereby revoke the dedication of Right-of-Way for approximately 4500 feet of Butcher Road as more fully shown on the plat entitled “Proposed Public Right-of-Way Revocation Along Butcher Road From the Property Line of Acadia Agricultural Holdings, L.L.C. to the Lafourche Parish Line”, and attached as Exhibit “A”.

SECTION II

BE IT FURTHER ORDAINED that this revocation is conditioned upon Acadia Agricultural Holdings, L.L.C. granting a permanent drainage servitude to TPCG, in lieu of the current limited servitude, for access to a drainage pump station located near Highway 24.

SECTION III

If any word, clause, phrase, section or other portion of this ordinance shall be declared null, void, invalid, illegal, or unconstitutional, the remaining words, clauses, phrases, sections and other portions of this ordinance shall remain in full force and effect, the provisions of this ordinance hereby being declared to be severable.

SECTION IV

This ordinance shall become effective upon approval by the Parish President or as otherwise provided in Section 2-13(b) of the Home Rule Charter for a Consolidated Government for Terrebonne Parish, whichever occurs sooner.

This ordinance, having been introduced and laid on the table for at least two weeks, was voted upon as follows:

THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert and A. Tillman.

NAYS: W. Thibodeaux.

ABSTAINING: None.

ABSENT: C. Duplantis.

The Chairman declared the ordinance adopted on this, the 10th day of August, 2005.

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The Chairman recognized the public for comments on the following:

- D. A proposed ordinance to prohibit the parking of truck tractors, semi-trailers, boats, freight-carrying vehicles, etc. on Parish roadways

There were no comments from the public on the proposed ordinance.

Mr. A. Tillman moved, seconded by Mr. H. Lapeyre, "THAT, the Council close the aforementioned public hearing."

The Chairman called for a vote on the motion offered by Mr. A. Tillman.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

OFFERED BY: Mr. A. Tillman.
SECONDED BY: Mr. W. Thibodeaux.

ORDINANCE NO. 7026

AN ORDINANCE AMENDING THE PARISH CODE OF TERREBONNE PARISH, CHAPTER 18, ARTICLE V (STOPPING, STANDING & PARKING), DIVISION 1 (GENERALLY), AND TO ADD SECTION 18-202 PARKING OF TRUCK TRACTORS, SEMI-TRAILERS, BOATS, FREIGHT-CARRYING VEHICLES, TOW TRUCKS, DUMP TRUCKS, UTILITY TRAILERS, BOAT TRAILERS, EQUIPMENT TRAILERS, HOUSE OR TRAVEL TRAILERS, MOTOR HOMES OR SIMILAR VEHICLES PROHIBITED; AND TO ADDRESS OTHER MATTERS RELATIVE THERETO.

SECTION I

BE IT ORDAINED, by the Terrebonne Parish Council, in regular session convened, acting pursuant to the authority invested in it by the Constitution and laws of the State of Louisiana, the Home Rule Charter for a Consolidated Government for Terrebonne Parish, and including, but not limited to, LSA R.S. 33:1368 and other statutes of the State of Louisiana, and to amend the Codes of Terrebonne Parish, Chapter 18, Article V, Division 1, Generally, and to add Section 18-202 prohibiting the parking of truck tractors, semi-trailers, boats, freight-carrying vehicles, tow trucks, dump trucks, utility trailers, boat trailers, equipment trailers, house or travel trailers, motor homes or similar vehicles, and to authorize the installation of the appropriate signs as required in the Manual on Uniform Traffic Control Devices, as follows:

CHAPTER 18. MOTOR VEHICLES & TRAFFIC
ARTICLE V. STOPPING STANDING AND PARKING
DIVISION 1. GENERALLY

SECTION 202. PARKING OF TRUCK TRACTORS, SEMI TRAILERS, BOATS, FREIGHT-CARRYING VEHICLES, TOW TRUCKS, DUMP TRUCKS, UTILITY TRAILERS, BOAT TRAILERS, EQUIPMENT TRAILERS, HOUSE OR TRAVEL TRAILERS, MOTOR HOMES OR SIMILAR VEHICLES PROHIBITED.

Section 18-202. No person shall park or leave standing on any street or portion thereof a truck tractor, semi trailers, boats, freight-carrying vehicles, tow trucks, dump trucks, utility trailers, boat trailers, equipment trailers, house or travel trailers, motor homes or similar vehicles. The prohibition in this subsection shall not apply to the parking or standing of such a vehicle for the purpose of making pickups or deliveries from or to any building or structure located on any street or portion thereof.

Any person violating any provision of this section shall be fined not less than \$100.00 for each offense.

SECTION II

If any word, clause, phrase, section or other portion of this ordinance shall be declared null, void, invalid, illegal, or unconstitutional, the remaining words, clauses, phrases, sections and other portions of this ordinance shall remain in full force and effect, the provisions of this ordinance hereby being declared to be severable.

SECTION III

Any ordinance or part thereof in conflict herewith is hereby repealed.

SECTION IV

This ordinance shall become effective upon approval by the Parish President or as otherwise provided in Section 2-13(b) of the Home Rule Charter for a Consolidated Government for Terrebonne Parish, whichever occurs sooner.

This ordinance, having been introduced and laid on the table for at least two weeks, was voted upon as follows:

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Lambert, A. Tillman and W. Thibodeaux.

NAYS: K. Elfert and P. Rhodes.

ABSTAINING: None.

ABSENT: None.

The Chairman declared the ordinance adopted on this, the 10th day of August, 2005.

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The Chairman recognized the public for comments on the following:

- E. A proposed ordinance to accept bids for the purchase of \$7,495,000 of Public Improvements Bonds, Series ST-2005, for the purchase of Public Library Sales Tax Refunding Bonds, Series 2005, and for the purchase of General Obligation Refunding Bonds, Series 2005

There were no comments from the public on the proposed ordinance.

Mr. C. Voisin moved, seconded by Ms. K. Elfert, "THAT, the Council close the aforementioned public hearing."

The Chairman called for a vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

Mr. C. Voisin moved, seconded by Ms. K. Elfert, "THAT, the Council delay addressing agenda items 6:30 E through 6:30 H, bond issues, until later in the proceedings when Mr. Jerry Osborne – Foley Judell Bond Attorney is ready to present the bids received."

The Chairman called for a vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman recognized the public for comments on the following:

- I. A proposed ordinance to amend the 2005 Budget to provide funding for the adjustment of six Court Reporters' salaries

There were no comments from the public on the proposed ordinance.

Ms. C. Duplantis moved, seconded by Mr. H. Lapeyre, "THAT, the Council close the aforementioned public hearing."

The Chairman called for a vote on the motion offered by Ms. C. Duplantis.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, and A. Tillman

NAYS: None

ABSTAINING: None

ABSENT: W. Thibodeaux

The Chairman declared the motion adopted.

OFFERED BY: Mr. C. Voisin.

SECONDED: Unanimously.

ORDINANCE NO. 7027

AN ORDINANCE TO AMEND THE 2005 ADOPTED BUDGET TO ALLOW ADDITIONAL FUNDING FOR AN ADJUSTMENT OF THE SIX COURT REPORTER SALARIES FROM \$32,510 TO \$38,100 PER YEAR PURSUANT TO AUTHORITY SET FORTH IN LSA-R.S. 13:961; AND TO ADDRESS OTHER MATTERS RELATIVE THERETO.

SECTION I

WHEREAS, Parish Administration has received an order signed by the Terrebonne Parish Judges of the 32nd Judicial District Court increasing the salaries of all court reporters to a rate of \$38,100 per year commencing July 2005, and

WHEREAS, the additional cost to the parish on an annual basis is estimated at \$32,400, (prorated in 2005 to be \$16,200).

NOW THEREFORE BE IT ORDAINED, by the Terrebonne Parish Council, on behalf of the Terrebonne Parish Consolidated Government, that the 2005 Adopted Budget be hereby amended as follows:

151 - GENERAL FUND

121 - DISTRICT COURT

151-121- 8111-01	Salaries & Wages	13,975
151-121- 8121-01	FICA	868
151-121- 8121-02	Medicare	204
151-121- 8122-01	Pension	804
151-121- 8132-01	Unemployment Compensation	294
151-121- 8133-01	Worker's Compensation	55

129 - JUDICIAL - OTHER (JUROR/WITNES FEES)

151-129- 8341-10	Court Warrants	(16,200)
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SECTION II

If any word, clause, phrase, section or other portion of this ordinance shall be declared null, void, invalid, illegal, or unconstitutional, the remaining words, clauses, phrases, sections and other portions of this ordinance shall remain in full force and effect, the provisions of this ordinance hereby being declared to be severable.

SECTION III

This ordinance shall become effective upon approval by the Parish President or as otherwise provided in Section 2-13(b) of the Home Rule Charter for a Consolidated Government for Terrebonne Parish, whichever occurs sooner.

This ordinance, having been introduced and laid on the table for at least two weeks, was voted upon as follows:

THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert and A. Tillman.

NAYS: None.

ABSTAINING: None.

ABSENT: W. Thibodeaux.

The Chairman declared the ordinance adopted on this, the 10th day of August, 2005.

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The Chairman recognized the public for comments on the following:

- J. A proposed ordinance that would impose a 90-day moratorium on the issuance of Flood Control Utility Permits (Building Permits) for commercial and residential mobile homes within the Urban Services District area of Council District 2, which are currently zoned for commercial purposes

There were no comments from the public on the proposed ordinance.

Mr. W. Thibodeaux moved, seconded by Mr. A. Tillman, "THAT, the Council close the Aforementioned public hearing."

The Chairman called for a vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

OFFERED BY: Mr. W. Thibodeaux.

SECONDED BY: Ms. C. Duplantis.

ORDINANCE NO. 7028

AN ORDINANCE TO IMPOSE A NINETY (90) DAY MORATORIUM ON THE ISSUANCE OF A FLOOD CONTROL UTILITY PERMIT (BUILDING PERMIT) FOR COMMERCIAL AND RESIDENTIAL MOBILE HOMES WITHIN THE URBAN SERVICE DISTRICT AREA OF COUNCIL DISTRICT 2 WHICH ARE CURRENTLY ZONED FOR COMMERCIAL PURPOSES; AND TO PROVIDE FOR RELATED MATTERS.

WHEREAS, the Council of the Terrebonne Parish Consolidated Government is aware of and concerned about the placement of mobile homes in commercially zoned areas; and

WHEREAS, the Council has previously considered and responded to the problems arising from incompatible land use when trailers are present in commercially zoned areas by restricting the placement of mobile homes from some commercial zones; and

WHEREAS, the Council of the Terrebonne Parish Consolidated Government recognizes the need to promote businesses in these commercially zoned areas and to reduce or eliminate the adverse effect that mobile homes have on commercially zoned property; and

WHEREAS, the Council of the Terrebonne Parish Consolidated Government recognizes the need to preserve the value of buildings and lands by allowing the most appropriate use of commercially zoned properties; and by providing for orderly growth; and

WHEREAS, the Council of the Terrebonne Parish Consolidated Government reasonably believes that this moratorium is necessary and proper to allow sufficient time to consider and possibly adopt zoning regulations designed to enhance the aesthetic and harmonious development, to foster development, to promote health, safety, and the general welfare of the community and to reduce or eliminate the adverse effects that one type of land use might have on another.

WHEREAS, the enactment of a ninety (90) day moratorium on the issuance of a flood control utility permit (building permit) for commercial and residential mobile homes within the urban service district area of Council District 2 which are currently zoned for commercial purposes is a reasonable and legitimate exercise of the police power of the Terrebonne Parish Council; and

NOW, THEREFORE, BE IT ORDAINED, by the Terrebonne Parish Council, on behalf of the Terrebonne Parish Consolidated Government, that:

SECTION 1

The Terrebonne Parish Council hereby imposes a ninety (90) day moratorium on the issuance of flood control utility permit(s)(building permit) for commercial and residential mobile homes within the urban service district area of Council District 2 which are currently zoned for commercial purposes.

SECTION 2

Any and all placement of mobile homes within the urban service district area of Council District 2 which are zoned for commercial purposes requiring governmental approval that was previously approved or in the process of being approved prior to the effective date of this ordinance, provided all requirements associated therewith are adhered to by the applicant, permittee and/or licensee, shall remain valid.

SECTION 3

The above prohibition is to be temporary in duration and shall expire ninety (90) days after the effective date of this ordinance.

SECTION 4

All other portions of the Terrebonne Parish Code of Ordinances shall remain the same.

SECTION 5

This ordinance shall have application to all persons.

SECTION 6

If any word, clause, phrase, section or other portion of this ordinance shall be declared null, void, invalid, illegal or unconstitutional, the remaining words, clauses, phrases, sections and other portions of this ordinance shall remain in full force and effect, the provisions of this ordinance hereby being declared to be severable.

SECTION 7

If any provision or item of this ordinance, or the application thereof, is held invalid, such invalidity shall not affect any other provisions, item, or application of this ordinance which can be given effect apart from and/or without the invalid provisions.

SECTION 8

This ordinance shall become effective upon signing by the Parish President or, if not signed by the Parish President, in accordance with Sections 2-12 and 2-13 of the Terrebonne Parish Home Rule Charter.

This ordinance, having been introduced and laid on the table for at least two weeks, was voted upon as follows:

THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman and W. Thibodeaux.

NAYS: None.

ABSTAINING: None.

ABSENT: None.

The Chairman declared the ordinance adopted on this, the 10th day of August, 2005.

* * * * *

Mr. W. Thibodeaux moved, seconded by Mr. P. Lambert, "THAT, the Council continue with the regular order of business."

The Chairman called for a vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman recognized Mr. Reggie Bourg, Shrimper's Row resident, who expressed his concerns and presented pictures he took relative to six unauthorized projects for the 3-1C Drainage project permit and asked whether the Parish Government is doing anything to resolve this matter.

Parish Manager B. Blackwell stated that the project Mr. Bourg addressed is approximately twenty-five years old and Administration is working with the Corps of Engineers, to his understanding there is no investigation, but there is a cooperative effort between the Parish and Corps to rectify any deviations from the original permit, if, in fact they do exist.

The Chairman called for Ms. Verilyn Foley, New Orleans resident, who had filled out a speaker card to address the Council relative to "Affordable housing; West Park Drive"; but Ms. Foley was not present.

The Chairman recognized Mr. Vincent Liner, Chauvin resident, who expressed his concerns relative to an outside group requesting the Council to step in with regards to employee

exposure levels at places of employment, which he believes is OSHA's responsibility. He suggested that any data that backs up their claims be brought to OSHA instead of the Council. He expressed his concerns relative to the proposed smoking ban ordinance affecting private business and not public business because public businesses are already regulated for second hand smoke. He requested that the proposed ordinance be kept in the sub-committee for further review and to allow the sub-committee meetings to be at more convenient times to allow more public and private business input.

Chairman P. Rhodes acknowledged that Judge Timothy Ellender was present earlier in the proceedings, but had left.

The Chairman recognized Ms. Arlanda Williams, Terrebonne Parish Women's Commission Chairwoman, who stated that the Commission has joined forces with the Governor's Office on Women's policy and will cosponsor a Women's Leadership Conference for the Terrebonne Parish and Lafourche Parish region. Ms. Williams requested Terrebonne Parish's assistance in purchasing letterhead and business cards for the Women's Commission because their funds are limited.

Upon questioning, Council Clerk P. Labat stated that the cost of letterhead and business cards for the Women's Commission shouldn't be more than a couple hundred dollars.

Mr. W. Thibodeaux moved, seconded by Mr. P. Lambert, "THAT, the Council comply with the request of the Terrebonne Parish Women's Commission for funding to purchase letterhead and business cards."

The Chairman called for a vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman called for a report on the Budget & Finance Committee meeting held on 8/8/05, whereupon the Committee Chairman, noting that ratification of the minutes calls public hearings on 8/24/05, rendered the following:

BUDGET & FINANCE COMMITTEE

AUGUST 8, 2005

The Chairman, Wayne Thibodeaux, called the Budget & Finance Committee meeting to order at 5:30 p. m. in the Terrebonne Parish Council Meeting Room with the Invocation led by Minute Clerk Suzette Thomas and the Pledge of Allegiance led by Mr. H. Lapeyre. Upon roll call, Committee Members recorded as present were: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin. Committee Member A. Tillman was recorded as absent. A quorum was declared present.

The Chairman announced that Committee Member A. Tillman was unable to attend this evening's meeting due to a previously scheduled commitment.

Terrebonne Council on Aging Executive Director Diana Edmonson presented an update on the Council on Aging finances, services offered, goals, and statistics on the services provided by said agency. In response to questioning, Ms. Edmonson stated that any person age 60 and over, can receive services offered by the Council on Aging and added that the form used for eligibility is mandated by the State of Louisiana. She continued that TCOA is in the process of meeting with an architect regarding renovations to the East Houma Senior Center and the 50-unit

low-income housing complex approval status should be known by October 2005. Upon further questioning, Ms. Edmonson stated that the reappraisal of the COA tax would provide additional funds for more services and benefits for the aging community.

The Chairman noted that he has identified a site and person willing to assist in establishing services in Ward 8, and added that he would contact the Council on Aging regarding the establishment of services. (NO ACTION TAKEN)

The Chairman recognized Mr. Dan Toepfer of Bourgeois, Bennett Auditors who presented Terrebonne Parish's financial audit, financial statements, the basic financial statements, and the comprehensive audit. He noted that a management letter has been submitted regarding minor findings and Administration has addressed these matters. Mr. Toepfer also presented a four-year comparison of the Parish's finances. In response to questioning regarding surplus funding, he explained that the General Fund finished the year with surpluses of unrestricted general revenue in several funds, and thanked Administration and the Council. (NO ACTION TAKEN)

OFFERED BY: Mr. H. Lapeyre.
SECONDED BY: Mr. P. Rhodes.

RESOLUTION NO. 05-282

A resolution awarding Bid No. 05-1/9-22, Purchase of One New & Unused Sewer Television Inspection System to Covington Sales & Service in the amount of Thirty-two Thousand, Nine Hundred Ninety-eight Dollars and Zero Cents (\$32,998.00).

WHEREAS, Mike Ordogne, Pollution Control (Administration) and Donnie Porche, Engineering/Analyst have reviewed the bids received and recommend the bid of Covington Sales and Service, Inc. as the lowest responsive bid, and

WHEREAS, the Department of Finance has certified compliance of this bid with procedural requirements of the bid documents and the availability of funding, and

WHEREAS, based upon these supporting recommendations, the Utilities/Pollution Control Department recommends the award of Bid No. 05-1/9-22, Purchase of One New & Unused Sewer Television Inspection System to Covington Sales and Service in the amount of Thirty-two Thousand, Nine Hundred Ninety-eight Dollars and Zero Cents (\$32,998.00).

NOW, THEREFORE BE IT RESOLVED that the Terrebonne Parish Council (Budget and Finance Committee), on behalf of the Terrebonne Parish Consolidated Government, awards Bid No. 05-1/9-22, Purchase of One New & Unused Sewer Television Inspection System to Covington Sales and Service, Inc. and that the Parish President and all other appropriate parties be, and they are hereby authorized to execute any and all contract documents associated therewith.

THERE WAS RECORDED:

YEAS: T. Cavalier, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes and W. Thibodeaux.

NAYS: None.

ABSTAINING: None.

ABSENT: C. Duplantis, A. Tillman and C. Voisin.

The Chairman declared the resolution adopted on this, the 8th day of August, 2005.

* * * * *

Pollution Control Administrator Michael Ordogne stated that Administration currently has a television inspection system that has undergone tremendous repairs. He noted that the aforementioned equipment includes technological improvement that would provide better service and panoramic views of the sewer lines.

Committee Member P. Rhodes requested that Administration notify him of the receipt of the aforementioned equipment.

In response to further questioning, Mr. Ordogne explained that Administration does not have adequate staffing to complete proactive inspection on a regular basis, but noted that if a blockage is reported on several occasions, it is investigated and repaired.

OFFERED BY: Mr. H. Lapeyre.
SECONDED BY: Ms. C. Duplantis.

RESOLUTION NO. 05-283

A resolution awarding Bid No. 05-1/9-23, Purchase of a Plasmon G164 UDO Optical Library to Cherbonnier Mayer & Associates in the amount of Sixty Thousand Ten Dollars and Zero Cents (\$60,010.00).

WHEREAS, Neal Prejean, Information Technology Manager, has reviewed the bids received and recommends the bid of Cherbonnier Mayer & Associates as the lowest responsive bid, and

WHEREAS, the Department of Finance has certified compliance of this bid with procedural requirements of the bid documents and the availability of funding, and

WHEREAS, based upon these supporting recommendations, the Information Technology Department recommends the award of Bid No. 05-1/9-23, Purchase of a Plasmon G164 UDO Optical Library to Cherbonnier Mayer and Associates and that the Parish President and all other appropriate parties be, and they are hereby authorized to execute any and all contract documents associated therewith.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 8th day of August, 2005.

* * * * *

Information Technology Manager Neal Prejean stated that the aforementioned equipment would allow Administration to archive all information. He stated that the optical library would provide two additional backup copies of information and would possibly save time in archiving information in the event of a hurricane.

OFFERED BY: Mr. P. Rhodes.
SECONDED BY: Mr. H. Lapeyre.

RESOLUTION NO. 05-284

A resolution authorizing the Parish President to negotiate and enter into a Cooperative Endeavor Agreement between the Terrebonne Parish Consolidated Government (TPCG) and The Haven, Inc.

WHEREAS, Article VII, Section 14 of the Louisiana Constitution authorizes the use of public funds and property “for programs of social welfare for the aid and support of the needy”, and

WHEREAS, Article VII, Section 14 of the Louisiana Constitution further provides that “[F]or a public purpose, the state and its political subdivisions or political corporations may

engage in cooperative endeavors with each other, with the United States or its agencies, or with any public or private association, corporation or individual”, and

WHEREAS, The Haven, Inc. provides a variety of recovery skills for the survivors of domestic violence and sexual assault clients in Terrebonne Parish, and

WHEREAS, The Haven, Inc. is dedicated to breaking the cycle of violence by changing attitudes and beliefs in order for all people to live free from the threat of violence, and

WHEREAS, the office of the Attorney General has determined that victims of domestic violence are within the definition of “needy” as required by Article 7 Section 14 of the Louisiana Constitution, and

WHEREAS, TPCG finds that partially funding the services of The Haven, Inc. in exchange for the recovery skills services provided to citizens within Terrebonne Parish will serve a public purpose and have a public benefit commensurate with the costs.

NOW, THEREFORE BE IT RESOLVED by the Terrebonne Parish Council (Budget and Finance Committee), on behalf of the Terrebonne Parish Consolidated Government, that the Parish President, Don Schwab, is hereby authorized to negotiate and to execute all documents necessary to effect a viable Cooperative Endeavor Agreement between TPCG and The Haven, Inc. containing substantially the same terms as those set out in the attached Cooperative Endeavor Agreement.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 8th day of August, 2005.

* * * * *

*Comptroller Jamie Elfert explained that the increase is due to a request from the organization for additional funding and the Council approved the request.
(*Statement extracted from minutes prior to ratification by Assembled Council on 8-10-05)

Committee Member T. Cavalier noted the significance of the services provided by The Haven.

OFFERED BY: Ms. C. Duplantis.

SECONDED BY: Mr. H. Lapeyre.

RESOLUTION NO. 05-285

WHEREAS, sealed proposals were obtained by the Terrebonne Parish Consolidated Government for the purpose of performing all work (labor, materials and equipment) necessary for and incidental to Annual Maintenance Service Contract for Smoke Testing of Sanitary Sewer System for the Pollution Control Division, and

WHEREAS, after careful review by Donnie Porche, Engineering Analyst, Michael Ordogne, Pollution Control Division Administrator, Tom Bourg, Utilities Director, it has been determined that the proposal price of One Hundred One Thousand, Eight Hundred Dollars (\$101,800.00) from Gulf Coast Hydro-Vac, LLC for the above referenced service contract should be accepted per the attached documents, and

WHEREAS, the Parish Finance Department has certified compliance of this proposal with procedural requirements of the proposal documents and the availability of funding, and

WHEREAS, the Parish Administration has recommended the acceptance of the price for the aforementioned service contract at the proposal cost of One Hundred One Thousand, Eight Hundred Dollars (\$101,800.00) as per the attached documents.

NOW, THEREFORE BE IT RESOLVED by the Terrebonne Parish Council (Budget and Finance Committee), on behalf of the Terrebonne Parish Consolidated Government, that the recommendation of the Parish Administration be approved and that the proposal for the aforementioned service contract be accepted as per the attached forms.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 8th day of August, 2005.

* * * * *

Pollution Control Administrator Michael Ordogne explained the process of smoke testing the sewer lines, and noted that the test indicates openings in the system. He continued that the defects are first identified before repairs are made, and added that the contractor must enter each manhole for a physical inspection. Mr. Ordogne stated that eight work orders have been issued, and the actual amount of sewer lines to be smoke tested has not been determined at this time.

Mr. P. Rhodes moved, seconded by Mr. C. Voisin, "THAT, the Budget & Finance Committee introduce an ordinance to amend the 2005 Budgeted positions for the Criminal Justice Complex to reclassify the position of GED Instructor/Counselor, Grade 9, from Community Service Worker Supervisor, Grade 55, and to call a public hearing on said matter on August 24, 2005 at 6:30 p. m." (****MOTION AMENDED AFTER DISCUSSION**)

Human Resources Director Will Torres explained that the present supervisor resigned, and the position has been re-evaluated to adjust for the position's requirements. He added that the position has been advertised contingent upon Council approval. Mr. Torres further explained that the former supervisor was working outside of his position, and noted that the position has been made a professional position. He added that the position is included in the Waters Compensation & Classification Plan.

Committee Member T. Cavalier cautioned Administration relative to including the title "Counselor" in the job title and suggested if the title "Counselor" is included in the job title that the individual be required to have a Master's degree.

In response to questioning, Mr. Torres stated that the position is a salaried position and the individual works seven days per week.

Warden Major Joe Null explained that the position encompasses administering the GED/Inmate Program and some counseling services to assist in rehabilitating inmates.

Comptroller Jamie Elfert explained that, if the job title were changed, the Waters Compensation and Classification Plan would need to be amended and the matter would have to be laid over for thirty (30) days.

Warden Null interjected that if the position is held over for thirty (30) days, there may be some problems associated with inmate grievances.

Mr. Torres noted that Administration would consult with the Terrebonne Parish School System relative to accurately titling the aforementioned position.

Parish Attorney Courtney Alcock stated that the Legal Department would investigate the matter relative to changing the job title with respect to including the title “counselor”.

Mr. Torres stated that the position is that of a teacher, and suggested that “counselor” be omitted from the job title.

Upon additional questioning, Ms. Alcock stated that the Waters Compensation and Classification Plan did not note possible legal problems that may arise by using the title, “Counselor”.

THE FOLLOWING MOTION WAS EXTRACTED FROM THE MINUTES PRIOR TO RATIFICATION BY THE ASSEMBLED COUNCIL ON 8/10/05, THEREFORE ACTION IS NULL AND VOID:

**Mr. P. Rhodes offered an amendment, seconded by Mr. H. Lapeyre, “THAT, the Budget & Finance Committee introduce an ordinance to amend the 2005 Budgeted positions for the Criminal Justice Complex to reclassify the position of GED Instructor, Grade 9, from Community Service Worker Supervisor, Grade 55, and to call a public hearing on said matter on August 24, 2005 at 6:30 p. m.”

The Chairman called for the vote on the **amended motion offered by Mr. P. Rhodes.

UPON ROLL CALL THEREAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the **amended** motion adopted.

OFFERED BY: Mr. P. Rhodes.
SECONDED BY: Ms. C. Duplantis.

RESOLUTION NO. 05-286

A resolution to accept Ordinance Number 3536 issued by Lafourche Parish Council for the transferring of property belonging to Lafourche Parish Council, Head Start Program, due to the separation of Lafourche and Terrebonne Parish Head Start.

WHEREAS, property belonging to the Lafourche Parish Council, Head Start Program, Parish of Lafourche, is hereby declared as Transferable to Terrebonne Parish Consolidated Government, Head Start Program, and

WHEREAS, said property was purchased via Head Start funds for use in Terrebonne Parish Head Start Program which has been operating under the umbrella of the Lafourche Parish Head Start Program, and

WHEREAS, Terrebonne Parish Head Start has officially separated operation and function from the Lafourche Parish Program and now wishes to formally acquire in the name of Terrebonne Parish Consolidated Government the attached list of property.

NOW, THEREFORE BE IT RESOLVED that the Terrebonne Parish Council (Budget and Finance Committee), on behalf of the Terrebonne Parish Consolidated Government, is authorized to accept Ordinance Number 3536 issued by Lafourche Parish Council for the transferring of property and vehicles belonging to Lafourche Parish Head Start and that the

Parish President and all other appropriate parties be, and they are hereby authorized to execute any and all contract documents associated therewith.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 8th day of August, 2005.

* * * * *

In response to questioning, Parish Attorney Courtney Alcock stated that because the property is not real property, no ordinance is needed.

OFFERED BY: Mr. C. Voisin.

SECONDED BY: Ms. K. Elfert.

RESOLUTION NO. 05-287

A resolution introducing an ordinance to declare items from Customer Service, Fleet Maintenance, Health Unit, Housing & Human Services and Utilities/Administration as surplus as described in the attached Exhibit "A" and authorizing said items to be disposed of by public bid, negotiated sale, junked or any other legally approved method.

NOW, THEREFORE BE IT RESOLVED, that the Terrebonne Parish Council (Budget & Finance Committee), on behalf of the Terrebonne Parish Consolidated Government, does hereby introduce an ordinance which will declare the attached Exhibit "A" as surplus and authorizes the Parish President to dispose of said items by public bid, negotiated sale, junked or any other legally approved method, and that a public hearing on said matter be called for Wednesday, August 24, 2005 at 6:30 o'clock p.m.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 8th day of August, 2005.

* * * * *

The Chairman announced that Item No. 10 (RESOLUTION: Authorizing the Parish President to execute an amended cooperative endeavor agreement and sublease agreement with the Houma-Terrebonne Soccer Association) has been withdrawn as per Administration's request.

Parish President Don Schwab explained that the aforementioned matter is for the use of property near the Houma-Terrebonne Civic Center for a soccer field. He noted that the intergovernmental agreement has not been completed at this time. (NO ACTION TAKEN)

The Chairman announced that Item No. 11 (RESOLUTION: Authorizing the Parish President to execute an amended cooperative endeavor agreement with the Sheriff's Office for

the office space at 424 Roussell Street) has been withdrawn from the agenda per the request of Administration.

Parish President Don Schwab stated that Administration is still negotiating the Cooperative Agreement with the Sheriff's Office regarding use of the old library as office space.
(NO ACTION TAKEN)

OFFERED BY: Ms. C. Duplantis.

SECONDED BY: Ms. K. Elfert.

RESOLUTION NO. 05-288

A resolution authorizing the Parish President to enter into a Cooperative Endeavor Agreement between the Terrebonne Parish Consolidated Government (TPCG) and Terrebonne Association for Retarded Citizens, Inc. (TARC).

WHEREAS, Article VII, Section 14 of the Louisiana Constitution authorizes the use of public funds and property "for programs of social welfare for the aid and support of the needy", and

WHEREAS, the Attorney General for the State of Louisiana has determined that the mentally handicapped and developmentally disabled qualify as needy within the meaning of Article VII, Section 14 of the Louisiana Constitution, and

WHEREAS, Article VII, Section 14 of the Louisiana Constitution provides that "[F]or a public purpose, the state and its political subdivisions or political corporations may engage in cooperative endeavors with each other, with the United States or its agencies, or with any public or private association, corporation or individual", and

WHEREAS, Section 1-07 of the Terrebonne Parish Charter provides "the parish government is authorized, as provided by state law, to enter into joint service agreements or cooperative efforts with other governmental agencies and political subdivisions", and

WHEREAS, TPCG provides recreational services and activities for citizens of Terrebonne Parish, including programs for the mentally handicapped under the designation of Special Olympics, and

WHEREAS, it is in the best interest of both parties that they enter into a cooperative endeavor to promote recreation for the physically and mentally handicapped.

NOW, THEREFORE BE IT RESOLVED by the Terrebonne Parish Council (Public Services Committee), on behalf of the Terrebonne Parish Consolidated Government, that the Parish President, Don Schwab, is hereby authorized to negotiate and to execute all documents necessary to effect a viable Cooperative Endeavor Agreement between TPCG and TARC containing substantially the same terms as those set out above.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 8th day of August, 2005.

* * * * *

Recreation Director Sterling Washington explained that the aforementioned agreement provides for transportation costs for TARC clients attending sporting events.

In response to questioning, Council Clerk Paul Labat stated that the backup information was provided this afternoon.

Parish President Don Schwab stated that Administration is in the process of discussing the master plan for additional revenues to Terrebonne Parish as a result of the new Energy Bill recently passed by Congress, and would present a report at a later date.

Coastal Restoration and Preservation Director Leslie Suazo explained that initially, it was presumed that the aforementioned revenue could not be used for matching funding of other projects, but since that time the President has stated that the revenues could be used for matching funding.

The Chairman requested that Administration consider utilizing some of the proposed funding for Bayou Terrebonne. (NO ACTION TAKEN)

Ms. K. Elfert Moved, seconded by Mr. P. Lambert, "THAT, the Budget & Finance Committee add on to the matter relative to introducing an ordinance to provide funds for various major purchases and repairs to the Parish Adult Correctional Facility."

The Chairman called for the vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the motion adopted.

Mr. C. Voisin moved, seconded by Ms. C. Duplantis, "THAT, the Budget & Finance Committee introduce an ordinance to provide funds for various major purchases and repairs to the Parish Adult Correctional Facility, and call a public hearing on said matter on August 24, 2005 at 6:30 p.m."

The Chairman called for the vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the motion adopted.

Ms. K. Elfert moved, seconded by Ms. C. Duplantis, "THAT, there being no further business to come before the Budget & Finance Committee, the meeting be adjourned."

The Chairman called for the vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the motion adopted and the meeting was adjourned at 6:56 p.m.

Wayne Thibodeaux, Chairman

Suzette Thomas, Minute Clerk

Mr. W. Thibodeaux moved, seconded by Mr. H. Lapeyre, "THAT, the Council accept and ratify the minutes of the Budget & Finance Committee meeting held on 8/8/05; extracting the introduction of an ordinance to amend the 2005 Budgeted positions for the Criminal Justice Complex to reclassify the position of GED Instructor; and extracting the incorrect statement made by Comptroller Jamie Elfert regarding the Haven."

The Chairman called for a vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman called for a report on the Policy, Procedure, & Legal Committee meeting held on 8/8/05, whereupon the Committee Chairwoman rendered the following:

POLICY, PROCEDURE, & LEGAL COMMITTEE

AUGUST 8, 2005

The Chairwoman, Kim Elfert, called the Policy, Procedure, & Legal Committee meeting to order at 6:59 p. m. in the Terrebonne Parish Council Meeting Room with the Invocation led by H. Lapeyre and the Pledge of Allegiance led by P. Lambert. Upon roll call, Committee Members recorded as present were: C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin. Committee Members T. Cavalier and A. Tillman were recorded as absent. A quorum was declared present.

The Chairwoman announced that Committee Members T. Cavalier and A. Tillman were unable to attend this evening's meeting due to previously scheduled commitments, and then announced that Item No. 1 (RESOLUTION: Authorizing the Parish President to enter into an agreement authorizing the Terrebonne Parish Communications District and the Houma Police Department to collaborate efforts for communication services) has been withdrawn as per the request of Administration.

Committee Member W. Thibodeaux inquired about the 911 Communications District collaboration with the Parish Government with respect to GIS Programming, and noted that in his opinion a lot of municipal addresses are still incorrect in many locations. (NO ACTION TAKEN)

The Chairwoman read into the record a letter from the Houma-Terrebonne Chamber of Commerce indicating its support of placing the matters relative to the Council and Parish President's salaries and a Council Legal Counselor separately on the election proposition amending the Home Rule Charter.

Parish Attorney Courtney Alcock stated that the Home Rule Charter Commission has made the grammatical changes as requested at a previous meeting and noted that a listing of the State Statutes has been included in the document. Ms. Alcock continued that deleting any text from the proposed amended Home Rule Charter would constitute a substantial change, and recommended that no additional changes be made in consideration with State Statutes which require that the document be submitted to the voters, unaltered by the governing body.

Committee Member W. Thibodeaux inquired about whether or not a substantial change was made in Section 2-05 Council Salary of the Home Rule Charter.

Parish Attorney Courtney Alcock offered clarification in that the proposed change would provide for the Council to be paid a salary up to the maximum amount allowed Police Jurors.

Committee Member W. Thibodeaux reiterated his question relative to what substantial change was made in Section 2-04 Council Salary of the Home Rule Charter.

Council Clerk Paul Labat explained that, formerly, Section 2-05 stated that the Council salary shall be set forth by State Statutes at the time the charter was adopted which was \$800.00 per month. He continued that by removing the aforementioned verbiage, it would allow the Council salaries to automatically increase to what the State Statutes authorize.

Committee Member W. Thibodeaux emphasized the purpose of updating the existing Home Rule Charter and voiced his concern regarding “yellow journalism” which portrays amendments to the Charter as a means of increasing the Council and Parish President’s salary.

Mr. W. Thibodeaux moved, seconded by Mr. C. Voisin, “THAT, the Policy, Procedure, & Legal Committee direct the Bond Counsel to draft the appropriate ballot proposition and call an election, on November 12, 2005, on amendments to the Terrebonne Parish Home Rule Charter, and that all proposed changes be placed on the ballot as one issue.” (****MOTION ADOPTED AFTER DISCUSSION**)

The Chairwoman recognized former Councilman Ray Boudreaux, Jr. who was present in the audience.

Discussion transpired relative to a sitting Council being unable to enact a salary increase during its term.

Ms. Alcock stated that, should the amended charter be adopted by the voters of Terrebonne Parish, the sitting Council and the Parish President would be eligible to receive a salary increase.

Committee Member W. Thibodeaux offered clarification, in that his belief is that the Council salary is set by ordinance, and even if the charter is adopted, the Council salary can not be increased until such time as an ordinance is introduced establishing what the new salary would be. He added that the proposed charter amendment includes a provision that states, “No ordinance changing the compensation of Council member shall become effective during the term of the Council adopting the ordinance.”

The Chairwoman requested that the Legal Department review what impact the adoption of the amended charter would have on the “sitting” Council’s salary once adopted, since the charter specifies that the changes would be come effective sixty (60) days after adoption by the voters of Terrebonne Parish and State Statutes preclude a sitting Council from increasing its own salary.

**The Chairwoman called for the vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: T. Cavalier and A. Tillman.

The Chairwoman declared the motion adopted.

Ms. C. Duplantis moved, seconded by Mr. C. Voisin, "THAT, there being no further business to come before the Policy, Procedure, & Legal Committee, the meeting be adjourned."

The Chairwoman called for the vote on the motion offered by Ms. C. Duplantis.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: T. Cavalier and A. Tillman.

The Chairwoman declared the motion adopted and the meeting was adjourned at 7:28 p.m.

Kim Elfert, Chairwoman

Suzette Thomas, Minute Clerk

Ms. K. Elfert moved, seconded by Mr. C. Voisin, "THAT, the Council accept and ratify the minutes of the Policy, Procedure, & Legal Committee meeting held on 8/8/05."

The Chairman called for a vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman called for a report on the Public Services Committee meeting held on 8/9/05, whereupon the Committee Vice-Chairwoman, noting that ratification of the minutes calls a public hearing on 8/24/05, rendered the following:

PUBLIC SERVICES COMMITTEE

AUGUST 9, 2005

The Vice Chairwoman, Christa Duplantis, called the Public Services Committee meeting to order at 5:30 p. m. in the Terrebonne Parish Council Meeting Room with the Invocation led by Mr. C. Voisin and the Pledge of Allegiance led by Mr. H. Lapeyre. Upon roll call, Committee Members recorded as present were: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin. Committee Member A. Tillman was recorded as absent. A quorum was declared present.

The Vice Chairwoman announced that Committee Member A. Tillman was unable to attend this evening's meeting due to a previously scheduled commitment.

OFFERED BY: Mr. H. Lapeyre.
SECONDED BY: Mr. C. Voisin.

RESOLUTION NO. 05-289

A resolution providing approval of Amendment No. 1 to the Engineering Agreement for Parish Project No. 02-LIGHT-52, St. Charles Street Lighting, Terrebonne Parish, Louisiana.

WHEREAS, the Terrebonne Parish Consolidated Government entered into an engineering agreement dated December 18, 2002 with Picciola & Associates, Inc. to perform engineering services for Project No. 02-LIGHT-52, filed under folio No. 1135337, St. Charles Street Lighting, and

WHEREAS, additional Project Management and Inspection Services were required, and

WHEREAS, the current limitation for Project Representation Services have been exceeded so that there is a need for additional funds to be added to the contract for an increase in the upset limits for these Services, and

WHEREAS, the firm of Picciola & Associates, Inc. has been asked to continue to perform these activities, and

WHEREAS, the Terrebonne Parish Consolidated Government would like to amend the upset limits to increase the contract limit of costs for this project.

NOW, THEREFORE BE IT RESOLVED that the Terrebonne Parish Council (Public Services Committee), on behalf of the Terrebonne Parish Consolidated Government, does hereby approve and authorize the execution by Terrebonne Parish President Don Schwab of Amendment No. 1 to the engineering agreement with Picciola & Associates, Inc. to perform engineering services for Project No. 02-LIGHT-52, St. Charles Street Lighting which results in a total increase of Five Thousand Nine Hundred Eight Dollars and Seventy-five Cents (\$5,908.75) to the original contract amount; and,

BE IT FURTHER RESOLVED that a certified copy of the resolution be forwarded to the engineer, Picciola & Associates, Inc.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 9th day of August, 2005.

* * * * *

Engineer Analyst Joan Schexnayder explained that the aforementioned amendment is a result of some of the single arm poles bending due to the poles being incorrectly marked. She noted that new poles have been ordered.

OFFERED BY: Mr. H. Lapeyre.
SECONDED BY: Mr. C. Voisin.

RESOLUTION NO. 05-290

A resolution authorizing the execution of Change Order No. 2 for the Construction Agreement for Parish Project No. 02-LIGHT-52, St. Charles Street Lighting, Terrebonne Parish, Louisiana.

WHEREAS, the Terrebonne Parish Consolidated Government entered into a contract dated December 11, 2003 with Eagle Electric of Houma, Inc. for the St. Charles Street Lighting, Parish Project No. 02-LIGHT-52, Terrebonne Parish, Louisiana, and

WHEREAS, it is necessary to adjust quantities to actual quantities installed, and

WHEREAS, this balancing change order will decrease the contract by \$5,164.89, and

WHEREAS, this change order is necessary to increase the contract time due to the original poles not being labeled correctly, and

WHEREAS, this change order is necessary to increase the contract time by 73 calendar days, and

WHEREAS, this Change Order No. 2 has been recommended by the Engineering for this project, Picciola & Associates, Inc.

NOW, THEREFORE BE IT RESOLVED that the Terrebonne Parish Council (Public Services Committee), on behalf of the Terrebonne Parish Consolidated Government, does hereby approve and authorize the execution by Terrebonne Parish President Don Schwab of Change Order No. 2 to the construction agreement with Eagle Electric of Houma, Inc., to perform construction services for Project No. 02-LIGHT-52 (St. Charles Street Lighting) which balances contract quantities to actual ones installed for a decrease of Five Thousand One Hundred Sixty-four Dollars and Eighty-nine Cents (\$5,164.89) to the original contract amount and increases contract time by an additional 73 calendar days; and,

BE IT FURTHER RESOLVED that a certified copy of the resolution be forwarded to the engineer, Picciola & Associates, Inc.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 9th day of August, 2005.

* * * * *

Committee Member H. Lapeyre reiterated his previous request to place America's Wetland banners on the street light poles along St. Charles Street.

Public Works Director Al Levron explained that Administration is in discussion with the America's Wetland Organization as to the appropriate dimensions of the banners to be placed on the street light poles, and added that the possibility of having the banners donated is also being discussed.

The Vice Chairwoman announced that Item No. 3 (RESOLUTION: Accepting the 2005 Road Maintenance Priority List) has been withdrawn per the request of Administration.

Public Works Director Al Levron stated that Administration failed to include the road maintenance priority list in the agenda backup and added that the information would be submitted at the end of the meeting. (NO ACTION TAKEN)

OFFERED BY: Mr. P. Rhodes.

SECONDED BY: Mr. H. Lapeyre.

RESOLUTION NO. 05-291

A resolution providing for the acceptance of work performed by Insituform Technologies, Inc. in accordance with the Certificate of Substantial Completion for Parish Project No. 04-SEW-18, Rehabilitation of East Houma Trunk Gravity Sanitary Sewer Line by a Cured-In-Place Pipe Method, Terrebonne Parish, Louisiana.

WHEREAS, by contract dated January 10, 2005, the Terrebonne Parish Consolidated Government did award a contract to Insituform Technologies, Inc. for Parish Project No. 04-SEW-18, Rehabilitation of East Houma Trunk Gravity Sanitary Sewer Line by a Cured-In-Place Pipe Method, Terrebonne Parish, Louisiana, as will be seen by reference to said contract which is recorded under Entry No. 1200043 of the Records of Terrebonne Parish, and

WHEREAS, the work performed under the contract has been inspected by authorized representatives of the Owner, Engineers and Contractor.

NOW, THEREFORE BE IT RESOLVED that the Terrebonne Parish Council (Public Services Committee), on behalf of the Terrebonne Parish Consolidated Government, does hereby accept the work performed in accordance with the contract and specifications in accordance with the Certificate of Substantial Completion, effective as of the date of recording of this resolution, and does authorize and direct the Clerk of Court and Ex-Officio Recorder of Mortgages of Terrebonne Parish to note this acceptance thereof in the margin of the inscription of said contract under Entry No. 1200043 of the Records of Terrebonne Parish, Louisiana; and,

BE IT FURTHER RESOLVED that a certified copy of this resolution be recorded in the office of the Clerk of Court of Terrebonne Parish to commence a 45-day clear lien period; and,

BE IT FURTHER RESOLVED that the Administration is authorized to make payment of retainage upon the presentation of a Clear Lien Certificate.

THERE WAS RECORDED:

YEAS: C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: T. Cavalier, W. Thibodeaux and A. Tillman.

The Chairman declared the resolution adopted on this, the 9th day of August, 2005.

* * * * *

Pollution Control Administration Michael Ordogne stated that the aforementioned project would provide "pre" and "post" -video footage of the sewerage lines. He added that the video would also show the impact of defects and repairs in the line.

OFFERED BY: Mr. C. Voisin.

SECONDED BY: Mr. H. Lapeyre.

RESOLUTION NO. 05-292

A resolution authorizing the Parish President to enter into an agreement for Mutual Joint Pole Use Agreement Addendum No. 3 with South Louisiana Electric Cooperative Association (SLECA).

NOW, THEREFORE BE IT RESOLVED by the Terrebonne Parish Council (Public Services Committee), on behalf of the Terrebonne Parish Consolidated Government, that Parish President Don Schwab be and he is hereby authorized to enter into an agreement for Mutual Joint Pole Use Agreement Addendum No. 3 with SLECA substantially in the form attached hereto; and,

BE IT FURTHER RESOLVED that the Parish President and all other appropriate parties be, and they are hereby authorized to execute any and all contract documents associated therewith.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 9th day of August, 2005.

* * * * *

Utilities Director Tom Bourg stated that the aforementioned project is located at the end of Country Club Drive near the Intracoastal Canal. He continued that SLECA does not have secondary conductors on their poles, and noted that Administration has determined that it would be easier to place the Parish's secondary conductors on SLECA's pole in order to provide street lighting in the area. Mr. Bourg stated that a diagram has been submitted indicating which poles would have the conductors.

OFFERED BY: Mr. H. Lapeyre.

SECONDED BY: Ms. K. Elfert.

RESOLUTION NO. 05-293

A resolution awarding and authorizing the signing of the Construction Contract for Parish Project No. 05-GAS-01, Cast Iron Gasline Replacement Gouaux Avenue Area Phase XI, Terrebonne Parish, Louisiana, and authorizing the issuance of the Notice to Proceed.

WHEREAS, the Terrebonne Parish Consolidated Government did receive construction bids on July 19, 2005 for Parish Project No. 05-GAS-01, Cast Iron Gasline Replacement Gouaux Avenue Area Phase XI, Terrebonne Parish, Louisiana, and

WHEREAS, Rylee Contracting, Inc. submitted a bid in the amount of Six Hundred Twenty-one Thousand, Fifty-four and 00/100 Dollars (\$621,054.00).

NOW, THEREFORE BE IT RESOLVED that the Terrebonne Parish Council (Public Services Committee), on behalf of the Terrebonne Parish Consolidated Government, awards the construction contract to Rylee Contracting, Inc. in the abase bid amount of Six Hundred Twenty-one Thousand, Fifty-four and 00/100 Dollars (\$621,054.00); and,

BE IT FURTHER RESOVLED that the Parish President be authorized and empowered to sign a construction contract for and on behalf of the Terrebonne Parish Consolidated Government with Rylee Contracting, Inc., upon receipt of the performance bond in the amount of the contract price; and,

BE IT FURTHER RESOLVED that upon receipt of required certificates of insurance evidencing coverage as provided in the project specifications and upon execution and recordation of all contract documents, that the Engineer is hereby authorized to issue the Notice to Proceed to the Contractor to commence construction of the project.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 9th day of August, 2005.

* * * * *

Mr. W. Thibodeaux moved, seconded by Mr. H. Lapeyre, "THAT, the Public Services Committee retain the matter relative to authorizing the Parish Government to revisit the Consent to the Transfer of Time Warner Cable to Comcast, once audit problems have been addressed and a franchise has been negotiated and executed in committee for two weeks."

The Vice Chairwoman called for the vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Vice Chairwoman declared the motion adopted.

Mr. C. Voisin moved, seconded by Ms. K. Elfert, "THAT, the Public Services Committee defer action relative to a presentation by Hartman Engineering regarding the status of the Hollywood Road Widening Project until such time as the engineers arrive."

The Vice Chairwoman called for the vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Vice Chairwoman declared the motion adopted.

OFFERED BY: Mr. W. Thibodeaux.

SECONDED BY: Mr. H. Lapeyre.

RESOLUTION NO. 05-294

WHEREAS, maintaining the proper flow of water in area bayous, canals and waterways is essential to the drainage systems in Terrebonne Parish, and

WHEREAS, in order to keep the water flowing properly, waterways must be routinely dug and/or dredged to remove unwanted silt and debris that gradually clogs the bottoms of these waterways, and

WHEREAS, the Terrebonne Lafourche Drainage Canal that runs north and south, between Lafourche and Terrebonne Parishes, is in terrible need of dredging, and

WHEREAS, the failure to properly maintain this waterway could have catastrophic consequences on the pristine wetlands in the area and on the natural flow of water in Terrebonne Parish, and

WHEREAS, the maintenance of the Terrebonne Lafourche Drainage Canal is under the jurisdiction of the United States Corps of Engineers.

NOW THEREFORE BE IT RESOLVED by the Terrebonne Parish Council (Public Services Committee), on behalf of the Terrebonne Parish Consolidated Government, that, in an ongoing effort to protect both the residents of the northern part of Terrebonne Parish from flooding and the pristine wetlands that depend on the proper flow of fresh water, this governing body does hereby request the United States Corps of Engineers to dig and/or dredge the Terrebonne Lafourche Drainage Canal that runs north and south, between Lafourche and Terrebonne Parishes, and

BE IT FURTHER RESOLVED that a copy of this resolution be sent to Sen. Mary Landrieu, Sen. David Vitter and Congressman Charles Melancon, respectfully requesting their support of the Council's request.

THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairman declared the resolution adopted on this, the 9th day of August, 2005.

* * * * *

Committee Member W. Thibodeaux stated that representatives from Terrebonne and Lafourche Parishes met to discuss the impact of drainage projects in Lafourche affecting Terrebonne Parish.

Public Works Director Al Levron stated that he was present at the aforementioned meeting and has no objection to the proposal.

Parish President Don Schwab stated that Administration supports the aforementioned proposal.

Mr. W. Thibodeaux moved, seconded by Mr. H. Lapeyre, "THAT, the Public Services Committee defer discussion on the matter relative to additional traffic control signs in the vicinity of Linda Ann Street until such time as the Planning & Zoning Director is present to give an update on the matter."

The Vice Chairwoman called for the vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Vice Chairwoman declared the motion adopted.

Mr. W. Thibodeaux moved, seconded by Mr. H. Lapeyre, “THAT, the Public Services Committee retain the matter relative to tall grass/trees in the vicinity of the Dumas Auditorium in committee for two weeks.”

The Vice Chairwoman called for the vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Vice Chairwoman declared the motion adopted.

Parish Attorney Courtney Alcock stated that the Legal Department has reviewed ordinances from other parishes regarding noise generated from businesses and how they relate to the Geraldine Road area, and has not been able to obtain a “sound” reading in the location. In response to questioning, Ms. Alcock stated that in order for a “takings” issue to transpire, the adjacent property value would have to experience a severe depreciation in value. She noted that a draft ordinance has been submitted for consideration.

Committee Member W. Thibodeaux requested that the Legal Department review Page 4, D (1) and (2) to make it less stringent with regards to someone blowing their horn in front of a person’s home.

Ms. Alcock stated that that portion of the ordinance could be removed.

Mr. W. Thibodeaux moved, seconded by Mr. H. Lapeyre, “THAT, the Public Services Committee retain the matter relative to noise generated from businesses in the Geraldine Road area in committee for two weeks.”

The Vice Chairwoman called for the vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Vice Chairwoman declared the motion adopted.

The Vice Chairwoman relinquished the chair to Committee Member K. Elfert.

Committee Member C. Duplantis expressed concerns relative to constituents being unable to obtain replacement garbage toters for those garbage toters that have been damaged.

Utilities Director Tom Bourg presented brief comments relative to how Administration became the distributor for garbage toters. He noted that due to limitation in staffing, Administration is unable to bring replacement garbage toters to constituents and requests that constituents pick-up the garbage toters if they are able. (NO ACTION TAKEN)

The Vice Chairwoman resumed the chair.

Committee Member H. Lapeyre read into the record a letter from Mr. Martin Folse requesting that the recently renovated Williams Street Bridge be named after former Police Juror Floyd Duplantis. (See Exhibit A)

Committee Member P. Rhodes suggested that a policy should be established relative to renaming bridges prior to taking any action on renaming the Williams Street Bridge.

The Vice Chairwoman stated that her family would be honored to have the Williams Street Bridge renamed in honor of her deceased father, Floyd Duplantis, and requested that should the Council decide to take action on this matter, the renaming transpire on the date of his demise, September 7th.

Mr. H. Lapeyre moved, seconded by Mr. W. Thibodeaux, "THAT, the Public Services Committee introduce an ordinance to rename the Williams Street Bridge in honor of former Police Juror Floyd Duplantis on September 7, 2005, and that a public hearing be called on August 24, 2005 at 6:30 p. m." (**MOTION ADOPTED AFTER DISCUSSION)

Committee Member C. Voisin informed the Committee that Representative Gordon Dove has indicated that, should the Council adopt the aforementioned ordinance, he would seek a proclamation from the State of Louisiana regarding the proposed action.

**The Vice Chairwoman called for the vote on the motion offered by Mr. H. Lapeyre.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: P. Rhodes.

ABSENT: A. Tillman.

The Vice Chairwoman declared the motion adopted.

Public Works Director Al Levron stated that representatives from Hartman Engineering have not arrived, and noted that there may be some mix up in the date of their presentation regarding the Hollywood Road Widening Project. He requested that the Committee defer action on the matter. In response to questioning, Mr. Levron explained that Hartman Engineering is within the 180-day time frame of construction, that the preliminary plans have been submitted to the State of Louisiana, that the State would present a supplemental agreement for the final plan design, and that preliminary work on the utility relocation work indicates that the project would cost approximately \$3,000,000.00. He continued that the project would require further input from the Metropolitan Planning Organization, reallocation of funding, and the delay of other projects.

Ms. K. Elfert moved, seconded by Mr. C. Voisin, "THAT, the Public Services Committee defer action on the matter relative to an update on the Hollywood Road Widening Project."

The Vice Chairwoman called for the vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Vice Chairwoman declared the motion adopted.

Planning & Zoning Director Patrick Gordon explained that a previous e-mail from the Department of Transportation and Development indicated that the State would place "No Parking" signs at the end of the State's right-of-way at the end of Linda Ann Street, which has already been done. He continued that the Parish's Public Works Department was also requested to place a "No Left Turn" sign in front of the Kentucky Fried Chicken Restaurant to prevent oversized vehicles from turning left on to the dead end street. Mr. Gordon stated that an inspection of the location noted that the "No Left Turn" sign was facing the wrong direction and would be corrected within the next couple of days.

Committee Member W. Thibodeaux requested that Administration continue to monitor traffic along Linda Ann Street. (NO ACTION TAKEN)

Ms. K. Elfert moved, seconded by Mr. H. Lapeyre, "THAT, there being no further business to come before the Public Services Committee, the meeting be adjourned."

The Vice Chairwoman called for the vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Vice Chairwoman declared the motion adopted and the meeting was adjourned at 6:06 p. m.

Christa M. Duplantis, Vice Chairwoman

Suzette Thomas, Minute Clerk

Ms. C. Duplantis moved, seconded by Mr. H. Lapeyre, "THAT, the Council accept and ratify the minutes of the Public Services Committee meeting held on 8/9/05."

The Chairman called for a vote on the motion offered by Ms. C. Duplantis.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: P. Rhodes

ABSENT: None

The Chairman declared the motion adopted.

The Chairman called for a report on the Community Development & Planning Committee meeting held on 8/9/05, whereupon the Committee Chairwoman, noting that ratification of the minutes calls a public hearing on 8/24/05, rendered the following:

COMMUNITY DEVELOPMENT & PLANNING COMMITTEE

AUGUST 9, 2005

The Chairwoman, Teri Cavalier, called the Community Development & Planning Committee meeting to order at 6:12 p. m. in the Terrebonne Parish Council Meeting Room with the Invocation led by Minute Clerk Suzette Thomas and the Pledge of Allegiance led by Mr. P. Rhodes. Upon roll call, Committee Members recorded as present were: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin. Committee Member A. Tillman was recorded as absent. A quorum was declared present.

The Chairwoman announced that Committee Member A. Tillman was unable to attend this evening's meeting due to a previously scheduled commitment.

Mr. P. Rhodes moved, seconded by Ms. K. Elfert, "THAT, the Community Development & Planning Committee retain the matter relative to introducing an ordinance to amend the Parish Code to prohibit the use of Parish Government owned streets as a playing surface for ball sports and sports related activities in committee for two weeks."

The Chairwoman called for the vote on the motion offered by Mr. P. Rhodes.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairwoman declared the motion adopted.

The Chairwoman recognized the following individuals who expressed their opposition to amending the nominating agencies for the Hospital Service District No. 1 Board of Commissioners and noted the diversification of the existing board:

Mr. Michael Voisin, former Chairman of the Hospital Board of Commissioners
Mr. Michael Bergeron, Chairman of the Hospital Board of Commissioners
Dr. Glynn Manceaux of Pendleton Drive and former board commissioner
Mrs. Alexis Duval, President, Houma-Terrebonne Chamber of Commerce
Ms. Jane Arnette of Savage Drive

Upon questioning, Mr. M. Voisin stated that he was nominated by a civic organization and noted the special qualifications of those persons serving on the Hospital Service District No. 1 Board of Commissioners.

In response to further questioning, Mr. Bergeron expressed his dismay with respect to specifically naming those individuals that would be replaced should the Council adopt a resolution amending the nominating agencies for the aforementioned board. He also explained the process by which he was nominated to the board.

Discussion ensued relative to ensuring future diversity on the Hospital Service District No. 1 Board of Commissioners.

Upon further questioning, Houma-Terrebonne Chamber of Commerce Executive Director Kandy Theriot explained the nominating process for the Chamber regarding submission of nominees for the aforementioned board.

Mr. C. Voisin moved, seconded by Ms. K. Elfert, "THAT, the Community Development & Planning Committee retain, as currently established, the nominating agencies for the Hospital Service District No. 1 Board of Commissioners." (**SUBSTITUTE MOTION OFFERED; ORIGINAL MOTION ADOPTED)

Continued discussion transpired relative to ensuring diversification on the aforementioned board.

**Mr. W. Thibodeaux offered a *substitute* motion, seconded by Mr. P. Rhodes, "THAT, the Community Development & Planning Committee retain the matter relative to amending the nominating agencies for the Hospital Board Service District No. 1 Board of Commissioners for further evaluation."

The Chairwoman called for the vote on the *substitute* motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, P. Rhodes, and W. Thibodeaux.

NAYS: K. Elfert, P. Lambert, H. Lapeyre, and C. Voisin.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairwoman declared the *substitute* motion **failed**.

**The Chairwoman called for the vote on the *original* motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, and C. Voisin.

NAYS: T. Cavalier, P. Rhodes, and W. Thibodeaux.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairwoman declared the motion adopted.

The Chairwoman recognized the following individuals who supported Parish President Don Schwab's compromise with respect to the Terrebonne Economic Development Authority:

Mrs. Kandy Theriot, Chamber of Commerce Executive Director
Mr. Robert Barthel, South Central Industrial Association
Mr. Jerry Ledet, Tunnel Boulevard
Mr. Duke Gallagher, Versailles
Mr. L. J. Folse, Oak Alley
Mr. Charles Vandercook, South Eagle Place
Mr. Daniel Walker, Amarillo Drive

Mr. C. Voisin moved, seconded by Ms. K. Elfert, "THAT, the Community Development & Planning Committee: 1) Concur with the recommendations of Administration; 2) Move to support the implementation of the Terrebonne Economic Development Authority (TEDA) as currently contained in the Louisiana State Statues contingent upon the legislative approval of statutory amendments contained in correspondence signed by the Chamber of Commerce, the South Central Industrial Association, the Interim Economic Development Board, and all members of Terrebonne Parish's Legislative Delegation; 3) Authorize the appointment of the TEDA Board of Commissioners to begin within two weeks; and 4) Upon completion of the appointments, the review and subsequent approval of any cooperative endeavor agreement between the Parish Government and TEDA for funding shall be contingent upon the agreement containing a provision to allow for the immediate termination of the cooperative endeavor agreement should the requested amendment, supported in writing by our local legislative delegation, not be enacted by the legislature at the next legislative session." (**MOTION ADOPTED AFTER DISCUSSION)

Parish Attorney Courtney Alcock explained that if the changes are not approved by Terrebonne Parish's Legislative Delegation as provided for by the Cooperative Endeavor Agreement, funding would cease for TEDA.

Parish President Don Schwab stated that the aforementioned action is a step in the right direction, and should the compromise fail to produce economic success, consideration could be given to undertaking economic development ventures under the Parish's umbrella.

With regards to placing a non-binding issue (TEDA) before the voters of Terrebonne Parish, Ms. Alcock stated that it is not permissible.

**The Chairwoman called for the vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairwoman declared the motion adopted.

Ms. C. Duplantis moved, seconded by Mr. H. Lapeyre, "THAT, the Community Development & Planning Committee add on to the agenda the matter relative to amending the 2005 Budgeted positions for the Terrebonne Parish Criminal Justice Complex to reclassify the position of E & T Senior Instructor, Grade 10 from Community Service Worker Supervisor, Grade 55."

The Chairman called for the vote on the motion offered by Ms. C. Duplantis.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairwoman declared the motion adopted.

Mr. P. Rhodes moved, seconded by Mr. H. Lapeyre, "THAT, the Community Development & Planning Committee introduce an ordinance to amend the 2005 Budgeted positions for the Terrebonne Parish Criminal Justice Complex to reclassify the position of E & T Senior Instructor, Grade 10 from Community Service Worker Supervisor, Grade 55, and call a public hearing on said matter on August 24, 2005 at 6:30 p. m."

The Chairwoman called for the vote on the motion offered by Mr. P. Rhodes.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairwoman declared the motion adopted.

Ms. K. Elfert moved, seconded by Ms. C. Duplantis, "THAT, there being no further business to come before the Community Development & Planning Committee, the meeting be adjourned."

The Chairwoman called for the vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, C. Duplantis, K. Elfert, P. Lambert, H. Lapeyre, P. Rhodes, W. Thibodeaux, and C. Voisin.

NAYS: None.

ABSTAINING: None.

ABSENT: A. Tillman.

The Chairwoman declared the motion adopted and the meeting was adjourned at 8:00 p.m.

Teri C. Cavalier, Chairwoman

Suzette Thomas Minute Clerk

Ms. T. Cavalier moved, seconded by Mr. P. Lambert, "THAT, the Council accept and ratify the minutes of the Community Development & Planning Committee meeting held on 8/9/05." ***(UPON A REQUEST FOR AN AMENDMENT, MR. LAMBERT WITHDREW HIS SECOND TO THE MOTION)**

Councilman W. Thibodeaux requested that the matter regarding the nominating agencies for the Hospital Service District No. 1 Board of Commissioners be extracted from the minutes so as to vote on the matter separately.

Ms. T. Cavalier agreed to the amended motion, but Mr. P. Lambert withdrew his second at this time, therefore the motion died.

Ms. T. Cavalier moved, seconded by Mr. A. Tillman, "THAT, the Council accept and ratify the minutes of the Community Development & Planning Committee meeting held on 8/9/05; extracting the matter regarding the nominating agencies for the Hospital Service District No. 1 Board of Commissioners."

The Chairman called for a vote on the motion offered by Ms. T. Cavalier.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: T. Cavalier, P. Rhodes, A. Tillman, and W. Thibodeaux

NAYS: K. Elfert, C. Duplantis, H. Lapeyre, C. Voisin, and P. Lambert.

ABSTAINING: None

ABSENT: None

The Chairman declared the motion failed.

Councilman W. Thibodeaux called for a point of order indicating that he believes that parliamentary procedure allows a member of the assembly to pull anything from the minutes of a committee and have a discussion about it, and that it is not a matter up for vote, it is a right of a member of the body to do that.

A discussion ensued relative to whether Robert's Rules of Orders allows a member of the assembly to pull anything from committee minutes before ratification, without the consensus of the majority of the assembly.

Mr. W. Thibodeaux moved, seconded by Mr. A. Tillman, "THAT, the Council take a five-minute recess while Robert's Rules of Order are being researched."

The Chairman called for a vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

Chairman P. Rhodes stated it was brought to his attention that on a number of occasions members of the assembly requested items to be pulled from minutes but a motion to do so did not pass.

Mr. W. Thibodeaux moved, seconded by Mr. A. Tillman, "THAT, the Council accept and ratify the minutes of the Community Development & Planning Committee meeting held on 8/9/05."

The Chairman called for a vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

Mr. A. Tillman moved, seconded by Ms. K. Elfert, "THAT, the Council approve the following street light list:

INSTSALL STREET LIGHT ON EXISTING POLE AT THE INTERSECTION OF BROADMOOR AND 'D' STREET; ROAD LIGHTING DISTRICT NO. 3; ENTERGY; KIM ELFERT

REPLACE ALL STREET LIGHTS ON NAQUIN AND HOBSON THAT ARE 175-WATT MERCURY VAPOR OR LESS WITH 150-WATT HIGH PRESSURE SODIUM; URBAN SERVICES DISTRICT ROAD LIGHTING; TPCG UTILITIES; WAYNE THIBODEAUX

REPLACE FOUR (4) STREET LIGHTS IN FRONT OF 3879 HIGH WAY 24 (SOUTH TERREBONNE HIGH SCHOOL; WITH FOUR (4) HIGH PRESSURE SODIUM LIGHTS; ENTERGY; ROAD LIGHTING DISTRICT NO. 5; PETE LAMBERT."

The Chairman called for a vote on the motion offered by Mr. A. Tillman.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

Ms. K. Elfert moved, seconded by Mr. A. Tillman, "THAT, the Council approve attendance at the following meetings as per the current Council Travel Policy:

- A) Homeland Security Training for Public Officials; Houma; September 14, 2005.
- B) Shore & Beach Preservation Association; Key Largo, Florida; September 28-30, 2005."

The Chairman called for a vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

Ms. K. Elfert moved, seconded by Mr. W. Thibodeaux, "THAT, the Council address Agenda Item 6:30E at this time, and re-open public hearings 6:30F through 6:30H – bond issues."

The Chairman called for a vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman recognized Mr. Jerry Osborne, Foley/Judell Bond Attorney, who presented and explained the results of the bids received on the three bond issues on tonight's agenda and made recommendations regarding accepting the best bids.

The following ordinance, having been introduced at a duly convened meeting on July 27, 2005, notice of its introduction having been published on July 29, 2005, and a public hearing having been held on August 10, 2005, was offered for final adoption by Kim Elfert and seconded by Harold Lapeyre:

ORDINANCE NO. 7029

An ordinance accepting the bids of (i) Merrill Lynch & Co., of New York, NY, for the purchase of Seven Million Four Hundred Ninety-Five Thousand Dollars (\$7,495,000) of Public Improvement Bonds, Series ST-2005, of the Parish of Terrebonne, State of Louisiana; (ii) Merrill Lynch & Co., of New York, NY, for the purchase of not exceeding Nine Million Dollars (\$9,000,000) of Public Library Sales Tax Refunding Bonds, Series 2005, of the Parish of Terrebonne, State of Louisiana; and (iii) Legg Mason Wood Walker, Inc., of Winston-Salem, NC, for the purchase of not exceeding Four Million Four Hundred Seventy-Five Thousand Dollars (\$4,475,000) of General Obligation Refunding Bonds, Series 2005, of the Parish of Terrebonne, State of Louisiana.

WHEREAS, pursuant to the provisions of the Notices of Bond Sales dated June 22, 2005, published in the manner required by law, and pursuant to the provisions of a resolution adopted by the Terrebonne Parish Council of the Parish of Terrebonne, State of Louisiana (the "Parish Council"), acting as the governing authority of the Parish of Terrebonne, State of Louisiana, (the "Issuer") on June 22, 2005, bids were solicited for the purchase of (i) Seven Million Four Hundred Ninety-Five Thousand Dollars (\$7,495,000) of Public Improvement Bonds, Series ST-2005, of the Issuer (the "Public Improvement Bonds"), (ii) not exceeding Nine Million Dollars (\$9,000,000) of Public Library Sales Tax Refunding Bonds, Series 2005, of the Issuer (the "Sales Tax Refunding Bonds"), and (iii) not exceeding Four Million Four Hundred Seventy-Five Thousand Dollars (\$4,475,000) of General Obligation Refunding Bonds, Series 2005, of the Issuer (the "General Obligation Refunding Bonds")(collectively, the "Bonds"), on August 10, 2005; and

WHEREAS, three (3) bids were received for the purchase of the Public Improvement Bonds; three; (3) bids were received for the purchase of the Sales Tax Refunding Bonds; and three; (3) bids were received for the purchase of the General Obligation Refunding Bonds; and

WHEREAS, this Parish Council has found and determined and does hereby find and determine that the bid submitted by (i) Merrill Lynch & Co., of New York, NY, for the Public Improvement Bonds (the "Public Improvement Bond Purchaser"); (ii) Merrill Lynch & Co., of New York, NY, for the Sales Tax Refunding Bonds (the "Sales Tax Refunding Bond Purchaser"); and (iii) Legg Mason Wood Walker, Inc., of Winston-Salem, NC, for the General Obligation Refunding Bonds (the "General Obligation Refunding Bond Purchaser") (collectively, the "Purchasers") complies with all terms and conditions prescribed by the Notices of Bond Sales and Official Statement; and

WHEREAS, the Notices of Bond Sales and preliminary official statement provided that the Parish Council could reduce the principal amount of Bonds awarded to the amount necessary to effect the refunding for the Sales Tax Refunding Bonds and the General Obligation Refunding Bonds; and

WHEREAS, this Parish Council desires to accept said bid for (i) \$7,495,000 of Public Improvement Bonds; (ii) not exceeding \$9,000,000 of Sales Tax Refunding Bonds and (iii) not exceeding \$4,475,000 of General Obligation Refunding Bonds, and to take such action as may be necessary to accomplish the delivery of the Bonds to the Purchasers;

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

SECTION 1. The bids of the Purchasers for the purchase of the Bonds, a copy of which are annexed hereto as Exhibit A, are hereby accepted and the Bonds are hereby awarded in compliance with the terms of the bids.

SECTION 2. The good faith deposits in the amount of (i) \$75,000 for the Public Improvement Bonds, (ii) \$90,000 for the Sales Tax Refunding Bonds and (iii) \$45,000 for the General Obligation Refunding Bonds accompanying said bids are hereby accepted in accordance with and subject to said Official Notices of Bond Sales. The amount of the good faith deposits shall be deposited and credited towards the purchase price of the Bonds without regard to any interest earnings thereon.

SECTION 3. When the Bonds have been properly prepared, this Governing Authority is hereby authorized to deliver the Bonds to the Purchaser upon the payment of the purchase price thereof and accrued interest to the date of delivery, less a credit for the amount of the good faith deposits described above.

SECTION 4. This Governing Authority hereby finds that due diligence has been exercised in preparing the Bonds for sale and in preparing the Official Statement pertaining to the Bonds, and in view of that fact, the Clerk of this Governing Authority is hereby authorized and directed to execute and deliver to the successful bidder, as set forth herein, at the time of closing, a certificate which shall be substantially in the form of the certificate annexed hereto as Exhibit B.

SECTION 5. The foregoing ordinance shall take effect immediately upon its adoption.

This ordinance having been submitted to a vote, the vote thereon was as follows:

YEAS: Kim Elfert, Teri C. Cavalier, Christa Duplantis, Harold Lapeyre, Clayton Voisin, Peter Rhodes, Pete Lambert, Alvin Tillman and Wayne Thibodeaux

NAYS: None

ABSENT: None

And the ordinance was declared adopted on this, the 10th day of August, 2005.

* * * * *

(In accordance with La. R.S. 39:1451(A) EXHIBIT A and EXHIBIT B to this ordinance have not been published. These Exhibits are on file with the minutes of the Terrebonne Parish Council, 8026 Main Street, Government Tower, Suite 600, Houma, Louisiana, and are available for inspection during regular business hours weekdays, Monday through Friday.)

The Chairman recognized the public for comments on the following:

- F. A proposed ordinance providing for the issuance of \$7,495,000 of Public Improvement Bonds, Series ST-2005, and various other matters relative thereto

There were no comments from the public on the proposed ordinance.

Mr. C. Voisin moved, seconded by Ms. K. Elfert, "THAT, the Council close the aforementioned public hearing."

The Chairman called for a vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The following ordinance, having been introduced at a duly convened meeting on July 27, 2005, notice of its introduction having been published on July 29, 2005, and a public hearing having been held on August 10, 2005, was offered for final adoption by Clayton Voisin and seconded by Pete Lambert:

ORDINANCE NO. 7030

An ordinance providing for the issuance of Seven Million Four Hundred Ninety-Five Thousand Dollars (\$7,495,000) of Public Improvement Bonds, Series ST-2005, of the Parish of Terrebonne, State of Louisiana; prescribing the form, fixing the details and providing for the rights of the owners thereof; providing for the payment of the principal on such bonds; authorizing an agreement with the Paying Agent; providing for the employment of special bond counsel; and providing for other matters in connection therewith.

WHEREAS, the Parish of Terrebonne, State of Louisiana (the "Issuer"), is now levying and collecting a parishwide one percent (1%) sales and use tax by virtue of a resolution adopted by the Police Jury of the Parish of Terrebonne, State of Louisiana, on October 14, 1964, as amended, under the authority of Act No. 500 of the Regular Session of the Legislature of Louisiana for the year 1964, and a special election held in the Issuer on September 15, 1964, at which election the following proposition was approved by a majority of the qualified electors voting at such election, viz:

PROPOSITION

Shall the Parish of Terrebonne, State of Louisiana, under the provisions of Act No. 500 of the Regular Session of the Legislature of Louisiana for the year 1964, and other constitutional and statutory authority supplemental thereto, be authorized to levy

and collect a tax of one per cent (1%) upon the sale at retail, the use, the lease or rental, the consumption, and the storage for use or consumption of tangible personal property and upon the sale of services, as presently defined in R.S. 47:301 to 47:317, inclusive, with the avails or proceeds of said tax (after paying reasonable and necessary costs and expenses of collecting and administering the tax) being allocated and distributed monthly in equal amounts between the Mayor and Board of Aldermen of the City of Houma, Louisiana, and the Parish School Board of the Parish of Terrebonne, Louisiana, until each has received Five Hundred Thousand Dollars (\$500,000.00) in each calendar year, after which all of the remaining avails or proceeds of such tax for the calendar year shall be allocated and paid to the Police Jury of the Parish of Terrebonne, Louisiana, until Five Hundred Thousand Dollars (\$500,000.00) has been paid to the Parish during the same calendar year, and after this first One Million Five Hundred Thousand Dollars (\$1,500,000.00) of net avails or proceeds of said tax have been so paid during any calendar year, any remaining avails or proceeds of said tax shall be distributed equally between said Mayor and Board of Aldermen, said Parish School Board and said Police Jury; said avails or proceeds of the tax to be subject to funding into negotiable bonds in the manner provided in said Act No. 500 of 1964 and to be dedicated and used by the various political subdivisions for the following purposes:

1. The avails or proceeds of said tax received by the City of Houma, through its governing authority, shall be used for the purpose of constructing, acquiring, extending and/or improving waterworks (including raw water supply, treatment and distribution), drainage, sewerage, streets (including surfacing, repair and street lighting), sidewalks, bridges, public parks (including parkways beautification), recreational facilities, police stations and jail, fire stations and equipment, maintenance shops and warehouse and other public buildings, as well as purchasing equipment necessary for the operation of the various municipal departments, title to which shall be in the public;
2. The avails or proceeds of the tax received by the Terrebonne Parish School Board shall be used solely for the purpose of acquiring lands for building sites and playgrounds, purchasing, erecting and improving school buildings and related school facilities and acquiring the necessary equipment and furnishings therefor, title to which shall be in the public, and/or for the purpose of maintaining such school buildings, equipment, furnishings and related school facilities;
3. The avails or proceeds of the tax received by the Parish of Terrebonne, through its governing authority, shall be used for any lawful corporate purpose for which its governing authority may appropriate parish revenues and such avails or proceeds may be deposited in the general fund of the Parish?

WHEREAS, the Issuer has levied and provided for the collection of a parishwide one-fourth of one percent (1/4%) sales and use tax by virtue of a resolution adopted by the Police Jury of the Parish of Terrebonne, State of Louisiana, on February 25, 1981, under the authority of Article 6, Section 29 of the Louisiana Constitution of 1974 and other constitutional and statutory authority supplemental thereto, and a special election held in the Issuer on October 27, 1979, at which the following proposition was approved by a majority of the qualified electors voting in said election, viz:

PROPOSITION NO. 1

"Shall the Parish of Terrebonne, State of Louisiana, under the provisions of Article 6, Section 29 of the Louisiana Constitution of 1974, and other constitutional and statutory authority supplemental thereto, be authorized to levy and collect a tax of one-fourth of one percent (1/4%) upon the sale at retail, the use, the lease or rental, the consumption, and the storage for use or consumption, of tangible personal property and on sales of services in said Parish, as presently defined in R.S. 47:301 through 47:317, with the avails or proceeds of said tax (after paying the reasonable and necessary costs of administering and collecting said tax) being dedicated and expended for the purpose of constructing, acquiring, extending and/or improving (a) hospital facilities for Terrebonne General Hospital, (b) sewers, sewerage disposal works and related facilities for pollution control and abatement, (c) a multi-purpose Civic and Community Center and related facilities, and (d) any other public works or capital improvements for said Parish or any portion thereof, including any necessary sites, equipment or furnishings therefor, and for the purpose of paying any bonds or debt obligations of said Parish issued for such purposes; and further shall the avails or proceeds of said tax and the avails or proceeds of the Police Jury's portion of the one percent (1%) parishwide sales and use tax now being levied and collected under the authority of Act 500 of the Regular Session of the Legislature of the State of Louisiana for the year 1964 (such avails or proceeds of both taxes being hereinafter referred to as "tax proceeds") be subject to funding into negotiable bonds of said Parish to mature over a period of twenty (20) years from date thereof, to bear interest at a rate or rates not exceeding eight per centum (8%) per annum and to be issued in such principal amounts as may be required for the above stated purposes and payment of the costs of issuance of such bonds and providing a reserve for the payment thereof; provided, however:

- (1) That priority shall be given to the issuance and sale of \$20,000,000 of said bonds for the Terrebonne General Hospital purpose as set forth in item (a) above, \$13,500,000 of said bonds for the sewer purpose as set forth in item (b) above and \$6,000,000 of said bonds for the Civic and Community Center purpose as set forth in item (c) above (such amounts to include issuance expenses and funding of bond reserves) and no other bonds payable from the tax proceeds shall be issued and sold unless the Police Jury finds and determines that sufficient debt capacity remains for the issuance and sale of any unissued portion of said priority bonds;

- (2) That the one-fourth of one percent (1/4%) sales and use tax hereby authorized shall not be collected by said Police Jury until the Police Jury's authority to levy and collect the existing one-fourth of one percent (1/4%) hospital sales and use tax (voted May 25, 1976) has terminated as a result of the payment, or defeasance and provisions for payment in the manner set out in R.S. 39:1442, of all outstanding Public Hospital Bonds, Series 1977 and 1978, dated March 1, 1977 and March 1, 1978, by the formal call of such outstanding bonds for redemption on the earliest possible call date and the irrevocable deposit in trust of a sufficient amount of funds then on deposit in the Sales Tax Hospital Fund, Public Hospital Bonds Sinking Fund, Public Hospital Bonds Reserve Fund and Public Hospital Bonds, Series 1977 and 1978, Hospital Construction Trust Funds es-

established by resolutions adopted by said Police Jury on January 26, 1977, March 2, 1977 and March 8, 1978;

- (3) That the balance on deposit in the various funds named in item (2) above after providing for payment or defeasance of the outstanding Public Hospital Bonds, Series 1977 and 1978 as provided in item (2) above shall be dedicated for the purpose of constructing, acquiring and improving hospital facilities for Terrebonne General Hospital, including any necessary buildings, equipment, furnishings and sites therefor?"

WHEREAS, at a special election held in the Issuer on January 16, 1982, the majority of the qualified electors voting in said election approved the issuance of sales tax bonds authorized at said special election of October 27, 1979, at a rate or rates not exceeding twelve per centum (12%) per annum; and

WHEREAS, the governing authority has previously issued \$20,000,000 of bonds for the Terrebonne General Hospital purposes, a total of \$13,500,000 for sewer purposes and a total of \$6,000,000 for the Civic and Community Center purposes.

WHEREAS, effective January 1, 1984, this governing authority succeeded the Terrebonne Parish Police Jury as the governing authority of the Issuer; and

WHEREAS, in accordance with the provisions of said resolution of October 14, 1964, a portion of the net avails or proceeds of the aforesaid 1% tax (after the reasonable and necessary costs and expenses of the collection and administration thereof have been paid therefrom) shall be available for appropriation and expenditure by the Issuer for the purposes designated in the proposition authorizing the levy of the aforesaid 1% tax, which includes the payment of bonds authorized to be issued in accordance with Louisiana law; and

WHEREAS, in accordance with the provisions of said resolution of February 25, 1981, the net avails or proceeds of the aforesaid 1/4% tax (after the reasonable and necessary costs and expenses of the collection and administration thereof have been paid therefrom) shall be available for appropriation and expenditure by the Issuer for the purposes designated in the proposition authorizing the levy of the aforesaid 1/4% tax, which includes the payment of bonds authorized to be issued in accordance with Louisiana law; and

WHEREAS, this governing authority desires to issue bonds payable from a pledge and dedication of the Issuer's portion (approximately 1/3) of the avails or proceeds of the special one percent (1%) sales and use tax now being levied and collected and the avails or proceeds of the special one-fourth of one percent (1/4%) sales and use tax now being levied and collected, all in accordance with Act No. 500 of the Regular Session of the Legislature of the State of Louisiana for the year 1964 and Article VI, Section 29 of the Louisiana Constitution of 1974, and Sub-Part F, Part III, Chapter 4 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority supplemental thereto, for the purpose of constructing, acquiring, extending and/or improving public works or capital improvements for the Issuer, or any portion thereof, including any necessary sites, equipment or furnishings therefor, title to which shall be in the public, providing for a reserve and paying the cost of issuance; and

WHEREAS, the average annual revenues derived by the Issuer from its portion of the aforesaid 1% tax (1/3) for the last two (2) completed fiscal years (ending December 31) are as follows:

Fiscal Year 2004	\$5,497,613
Fiscal Year 2003	\$5,361,576
AVERAGE	\$5,429,594

WHEREAS, the average annual revenues derived by the Issuer from its portion of the aforesaid 1/4% tax allocated for capital improvements for the last two (2) completed fiscal years (ending December 31) are as follows:

Fiscal Year 2004	\$4,120,899
Fiscal Year 2003	\$4,018,786
AVERAGE	\$4,069,842

WHEREAS, other than the Bonds herein authorized or the Refunded Bonds, the Issuer has outstanding no bonds or other obligations of any kind or nature payable from or enjoying a lien on the portion of the aforesaid taxes herein pledged, EXCEPT:

\$11,985,000 of outstanding Public Improvement Bonds, Series ST-1998A, maturing March 1, 2006 to March 1, 2018, inclusive; and

\$525,000 of outstanding Public Improvement Sewer Refunding Bonds, Series ST-1998B, maturing March 1, 2006; and
\$3,920,000 of outstanding Public Improvement Bonds, Series ST-2000, maturing March 1, 2006 to March 1, 2020; and

\$4,305,000 of outstanding Public Improvement Refunding Bonds, Series ST-2003, maturing March 1, 2006 to March 1, 2014 (collectively, the "Outstanding Parity Bonds");

WHEREAS, under the terms and conditions of the ordinances adopted by the governing authority of the Issuer authorizing the issuance of the Outstanding Parity Bonds (the "Parity Bond Ordinances"), the Issuer has authority to issue additional bonds on a complete parity with said Outstanding Parity Bonds under the terms and conditions provided therein; and

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

WHEREAS, the maturities on the hereinafter described Bonds have been arranged so that the total amount of principal and interest falling due in any year on the Bonds and the Outstanding Parity Bonds will never exceed 75% of the Issuer's portion of the proceeds of the aforesaid 1% tax and the aforesaid 1/4% tax estimated to be received by the Issuer in the calendar year (2005) in which the Bonds are to be issued (which amount is hereby estimated to be at least \$9,618,512, and will provide a coverage of at least 3 times the highest annual debt service on the Outstanding Parity Bonds and the Bonds being issued in any future calendar year); and

WHEREAS, it is now desired to fix the details necessary with respect to the issuance of the Bonds and to provide for the authorization and issuance thereof, as hereinafter provided, said Bonds having been advertised for sale by virtue of a resolution adopted by this governing authority on June 22, 2005;

NOW, THEREFORE, BE IT ORDAINED by the Terrebonne Parish Council of the Parish of Terrebonne, State of Louisiana, acting as the governing authority of the Issuer, that:

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

"Act" means Sub-Part F, Part III, Chapter 4 of Title 39 of the Louisiana Revised Statutes of 1950, as amended.

"Additional Parity Bonds" means any issue of additional *pari passu* bonds hereafter issued by the Issuer pursuant to Section and payable from Revenues of the Taxes on a parity with the Bonds.

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

"Bond" or **"Bonds"** collectively means the Public Improvement Bonds, Series ST-2005 of the Issuer issued by this Bond Ordinance in the total aggregate principal amount of Seven Million Four Hundred Ninety-Five Thousand Dollars (\$7,495,000) (the "Bonds"), and any bonds of said issue, whether initially delivered or issued in exchange for, upon transfer of, or *in lieu* of any previously issued.

"Bond Insurance Policy" shall mean the municipal bond new issue insurance policy issued by the Bond Insurer that guarantees payment of principal of and interest on the Bonds.

"Bond Insurer" shall mean Ambac Assurance Corporation, or any successor thereto.

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

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

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

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

"Capital Improvement Sales Tax" means the one-fourth of one percent (1/4%) sales and use tax authorized under the provisions of Article VI, Section 29 of the Louisiana Constitution of 1974 and other constitutional and statutory authority, and in compliance with a special election held in the Parish of Terrebonne on October 27, 1979, said tax having been levied and provisions made for its collection by a resolution adopted by the governing authority of the Issuer on February 25, 1981.

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

"Executive Officers" means collectively the Parish President and the Clerk to the Terrebonne Parish Council.

"Fiscal Year" means the twelve-month accounting period commencing on the first day of January or any other twelve-month accounting period determined by the Governing Authority as the fiscal year of the Issuer.

"Governing Authority" means the Terrebonne Parish Council of the Parish of Terrebonne, State of Louisiana.

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

"Interest Payment Date" means March 1 and September 1 of each year, commencing March 1, 2006.

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

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

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

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

- (c) Bonds in exchange for or *in lieu* of which other Bonds have been registered and delivered pursuant to this Bond Ordinance; and
- (d) Bonds alleged to have been mutilated, destroyed, lost or stolen which have been paid as provided in this Bond Ordinance.

"Outstanding Parity Bonds" means the Issuer's outstanding (i) Public Improvement Bonds, Series ST-1998A, (ii) Public Improvement Sewer Refunding Bonds, Series ST-1998B, (iii) Public Improvement Bonds, Series ST-2000, and (iv) Public Improvement Refunding Bonds, Series ST-2003 as described in the preamble of this Bond Ordinance.

"Outstanding Parity Bond Ordinances" means the ordinances adopted by this Governing Authority on September 23, 1998, October 25, 2000 and June 25, 2003, which authorize the issuance of the Outstanding Parity Bonds.

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

"Parish Sales Tax" means the Issuer's allocation or portion [approximately one-third (1/3)] of the special parishwide one percent (1%) sales and use tax authorized under the provisions of Act No. 500 of the Regular Session of the Legislature for the State of Louisiana for the year 1964 and at a special election held in the Parish on September 15, 1964 and levied and collected pursuant to a resolution adopted by the Police Jury on October 14, 1964, as amended, said allocation or portion being more fully described in said Act No. 500 of 1964 and the foregoing proposition approved at the special election held on September 15, 1964.

"Paying Agent" means J.P. Morgan Trust Company, National Association, in the City of Baton Rouge, Louisiana, until a successor Paying Agent shall have become such pursuant to the applicable provisions of this Bond Ordinance, and thereafter Paying Agent shall mean such successor Paying Agent.

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

"Purchaser" means Merrill Lynch & Co., of New York, NY, the original purchaser of the Bonds.

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

"Reserve Fund Requirement" means, as of any date of calculation, a sum equal to the highest combined principal and interest requirements for any succeeding Fiscal Year on the Bonds, the Outstanding Parity Bonds and any Additional Parity Bonds.

"Revenues of the Taxes" or **"Taxes"** means collectively the Parish Sales Tax and the Capital Improvement Sales Tax.

"Sales Tax Resolutions" means the resolutions adopted by the Terrebonne Parish Police Jury on October 14, 1964, as amended by a resolution adopted on May 12, 1965.

SECTION 2. (a) Authorization of Bonds. In compliance with and under the authority of Sub-Part F, Part III, Chapter 4 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, and having been authorized at elections held within the corporate boundaries of the Issuer on September 15, 1964, October 27, 1979 and January 16, 1982, there is hereby authorized the incurring of an indebtedness of Seven

Million Four Hundred Ninety-Five Thousand Dollars (\$7,495,000) for, on behalf of and in the name of the Issuer, for the purpose of constructing, acquiring, extending and/or improving public works or capital improvements for the Issuer, or any portion thereof, including any necessary sites, equipment or furnishings therefor, title to which shall be in the public, providing for a reserve and paying the costs of issuance of the Bonds, and to represent the said indebtedness, this Governing Authority does hereby authorize the issuance of Seven Million Four Hundred Ninety-Five Thousand Dollars (\$7,495,000) of Public Improvement Bonds, Series ST-2005, of the Issuer.

(b) The Bonds shall be in fully registered form, shall be dated September 1, 2005, shall be in the denomination of Five Thousand Dollars (\$5,000) each or any integral multiple thereof within a single maturity, shall be numbered consecutively from R-1 upward, shall bear interest from date thereof or the most recent Interest Payment Date to which interest has been paid or duly provided for, payable on March 1, 2006, and semi-annually thereafter on March 1 and September 1 of each year, at the following rates of interest per annum, and shall become due and payable and mature serially on March 1 of each year as follows:

<u>DATE</u> <u>(MARCH 1)</u>	<u>PRINCIPAL</u> <u>PAYMENT</u>	<u>INTEREST</u> <u>RATE</u>	<u>DATE</u> <u>(MARCH 1)</u>	<u>PRINCIPAL</u> <u>PAYMENT</u>	<u>INTEREST</u> <u>RATE</u>
2006	\$115,000	4.000%	2016	\$375,000	4.000%
2007	240,000	4.000	2017	395,000	4.000
2008	255,000	4.000	2018	415,000	4.000
2009	265,000	4.000	2019	435,000	4.000
2010	280,000	4.000	2020	455,000	4.125
2011	295,000	4.000	2021	480,000	4.250
2012	310,000	4.000	2022	500,000	4.375
2013	325,000	4.000	2023	525,000	4.500
2014	340,000	4.000	2024	555,000	4.500
2015	355,000	6.000	2025	580,000	4.500

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

registration, substantially in the form provided in this Bond Ordinance, executed by the Paying Agent by manual signature.

SECTION 3. Redemption of Bonds. Those Bonds maturing March 1, 2016, and thereafter, will be callable for redemption by the Issuer in whole or in part at any time on or after March 1, 2015, and if less than a full maturity, then by lot within such maturity at the redemption prices, expressed as a percentage of the principal amount of each Bond redeemed, as set forth below, together with accrued interest to the date fixed for redemption:

<u>Period During Which Redeemed</u> <u>(Both Dates Inclusive)</u>	<u>Redemption</u> <u>Prices</u>
March 1, 2015 to February 29, 2016	101%
March 1, 2016 to February 28, 2017	100-1/2%
March 1, 2017 and thereafter	100%

In the event a Bond is of a denomination larger than \$5,000, a portion of such Bond (\$5,000 or any multiple thereof) may be redeemed. Official notice of such call of any of the Bonds for redemption will be given by first class mail, postage prepaid, by notice deposited in the United States mails not less than thirty (30) days prior to the redemption date addressed to the registered owner of each Bond to be redeemed at his address as shown on the registration books of the Paying Agent.

SECTION 4. Registration, Transfer and Exchange of Bonds. The Issuer shall cause the Bond Register to be kept at the principal office of the Paying Agent. The Bonds may be transferred, registered and assigned only on the Bond Register, and such registration shall be at the expense of the Issuer. A Bond may be assigned by the execution of an assignment form on the Bonds or by other instruments of transfer and assignment acceptable to the Paying Agent. A new Bond or Bonds of the same series will be delivered by the Paying Agent to the last assignee (the new Owner) in exchange for such transferred and assigned Bonds after receipt of the Bonds to be transferred in proper form. Such new Bond or Bonds shall be in the denomination of \$5,000 for any one maturity, or any integral multiple thereof within a single maturity. Neither the Issuer nor the Paying Agent shall be required to issue, register, transfer or exchange (i) any Bond during a period beginning at the opening of business on a Record Date and ending at the close of business on the Interest Payment Date, or (ii) any Bond called for redemption prior to maturity, during a period beginning at the opening of business fifteen (15) days before the date of the mailing of a notice of redemption of such Bond and ending on the date of such redemption.

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

No. R- _____ Principal Amount: \$ _____

(FORM OF FACE OF BOND)

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

**PUBLIC IMPROVEMENT BOND, SERIES ST-2005
OF THE
PARISH OF TERREBONNE, STATE OF LOUISIANA**

<u>Bond Date</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>CUSIP Number</u>
September 1, 2005	_____	_____%	_____

The PARISH OF TERREBONNE, STATE OF LOUISIANA (the "Issuer"), promises to pay to

or registered assigns, on the Maturity Date set forth above, the Principal Amount set forth above, together with interest thereon from the Bond Date set forth above or the most recent Interest Payment Date to which interest has been paid or duly provided for, payable on March 1, 2006, and semi-annually thereafter on March 1 and September 1 of each year (each an "Interest Payment Date"), at the Interest Rate per annum set forth above until said Principal Amount is paid, unless this Bond shall have been previously called for redemption and payment shall have been made or duly provided for. The principal of this Bond, upon maturity or redemption, is payable in lawful money of the United States of America at the principal corporate trust office of J.P. Morgan Trust Company, National Association, or successor thereto (the "Paying Agent"), upon presentation and surrender hereof. Interest on this Bond is payable by check mailed by the Paying Agent to the registered owner (determined as of the 15th calendar day of the month next preceding each Interest Payment Date) at the address as shown on the registration books of the Paying Agent.

REFERENCE IS MADE TO THE FURTHER PROVISIONS OF THIS BOND SET FORTH ON THE REVERSE HEREOF WHICH SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH HEREIN.

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

It is certified that this Bond is authorized by and is issued in conformity with the requirements of the Constitution and statutes of this State. It is further certified, recited and declared that all acts, conditions and things required to exist, to happen and to be performed precedent to and in the issuance of this Bond and the issue of which it forms a part necessary to constitute the same legal, binding and valid obligations of the Issuer have existed, have happened and have been performed in due time, form and manner as required by law, and that the indebtedness of the Issuer, including this Bond and the issue of which it forms a part, does not exceed any limitation prescribed by the Constitution and statutes of the State of Louisiana, and that said Bonds shall not be invalid for any irregularity or defect in the proceedings for the issuance and sale thereof and shall be incontestable in the hands of bona fide purchasers or owners for value thereof.

IN WITNESS WHEREOF, the Parish of Terrebonne, State of Louisiana, has caused this Bond to be executed in its name by the facsimile signatures of the Parish President and the Clerk of the Terrebonne Parish Council and a facsimile of the Issuer's corporate seal to be imprinted hereon.

PARISH OF TERREBONNE,
STATE OF LOUISIANA

(facsimile)

(facsimile)

Clerk,
Terrebonne Parish Council

Parish President,
Parish of Terrebonne

(SEAL)

* * * * *

(FORM OF REVERSE OF BOND)

This Bond is one of an authorized issue aggregating in principal the sum of Seven Million Four Hundred Ninety-Five Thousand Dollars (\$7,495,000) (the "Bonds"), all of like tenor and effect except as to number, denomination, interest rate and maturity, said Bonds having been issued by the Issuer pursuant to an ordinance adopted by its governing authority on August 10, 2005 (the "Bond Ordinance"), for the purpose of constructing, acquiring, extending and/or improving public works or capital improvements for the Issuer, or any portion thereof, including any necessary sites, equipment or furnishings therefor, title to which shall be in the public, providing for a reserve and paying the costs of issuance of the Bonds, under the authority conferred by Sub-Part F, Part III, Chapter 4 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, pursuant to all requirements therein specified, including the authorization of a majority of the qualified electors voting at elections held on September 15, 1964, October 27, 1979 and January 16, 1982, the results of which elections have been duly promulgated in accordance with law.

Those Bonds maturing March 1, 2016, and thereafter, will be callable for redemption by the Issuer in whole or in part at any time on or after March 1, 2015, and if less than a full maturity, then by lot within such maturity at the redemption prices, expressed as a percentage of the principal amount of each Bond redeemed, as set forth below, together with accrued interest to the date fixed for redemption:

<u>Period During Which Redeemed</u> <u>(Both Dates Inclusive)</u>	<u>Redemption</u> <u>Prices</u>
March 1, 2015 to February 29, 2016	101%
March 1, 2016 to February 28, 2017	100-1/2%
March 1, 2017 and thereafter	100%

In the event a Bond is of a denomination larger than \$5,000, a portion of such Bond (\$5,000 or any multiple thereof) may be redeemed. Official notice of such call of any of the Bonds for redemption will be given by first class mail, postage prepaid, by notice deposited in the United States mails not less than thirty (30) days prior to the redemption date addressed to the registered owner of each Bond to be redeemed at his address as shown on the registration books of the Paying Agent.

The Bonds may be transferred, registered and assigned only on the registration books of the Paying Agent, and such registration shall be at the expense of the Issuer. A Bond may be assigned by the execution of an assignment form on the Bonds or by other instruments of transfer and assignment acceptable to the Paying Agent. A new Bond or Bonds will be delivered by the Paying Agent to the last assignee (the new registered owner) in exchange for such transferred and assigned Bonds after receipt of the Bonds to be transferred in proper form. Such new Bond or Bonds shall be in the denomination of \$5,000 for any one maturity, or any integral multiple thereof within a single maturity. Neither the Issuer nor the Paying Agent shall be required to issue, register, transfer or exchange (i) any Bond during a period beginning at the opening of business on the 15th calendar day of the month preceding an Interest Payment Date and ending at the close of business on the Interest Payment Date, or (ii) any Bond called for redemption prior to maturity, during a period beginning at the opening of business fifteen (15) days before the date of the mailing of a notice of redemption of such Bond and ending on the date of such redemption.

This Bond and the issue of which it forms a part are issued on a complete parity with the Issuer's (i) Public Improvement Bonds, Series ST-1998A, (ii) Public Improvement Sewer Refunding Bonds, Series ST-1998B, (iii) Public Improvement Bonds, Series ST-2000, and (iv) Public Improvement Refunding Bonds, Series ST-2003 (collectively, the "Outstanding Parity Bonds"). It is certified that the Issuer, in issuing this Bond and the issue of which it forms a part, has complied with all the terms and conditions set forth in the ordinances authorizing the issuance of the Outstanding Parity Bonds.

This Bond and the issue of which it forms a part, equally with the Outstanding Parity Bonds, are payable as to both principal and interest solely from and secured by an irrevocable pledge and dedication of the avails or proceeds of (i) the Issuer's portion (approximately one-third) of the special parishwide one percent (1%) sales and use tax authorized at an election held in the Issuer on September 15, 1964, said tax now being levied and collected by the Issuer pursuant to the provisions of Act No. 500 of the Regular Session of the Legislature of Louisiana for the year 1964, and (ii) the special parishwide one-fourth of one percent (1/4%) sales and use tax authorized at an election held in the Issuer on October 27, 1979, said tax now being levied and collected by the Issuer pursuant to the provisions of Article VI, Section 29 of the Louisiana Constitution of 1974 (collectively, the "Taxes"), subject only to the payment of the reasonable and necessary costs and expenses of collecting and administering the Taxes, all as provided in the Bond Ordinance, and this Bond does not constitute an indebtedness or pledge of the general credit of the Issuer within the meaning of any constitutional or statutory limitation of indebtedness. The governing authority of the Issuer has covenanted and agreed and does hereby covenant and agree not to discontinue or decrease or permit to be discontinued or decreased the Taxes in anticipation of the collection of which this Bond and the issue of which it forms a part have been issued, nor in any way make any change which would diminish the amount of the revenues of the Taxes to be received by the Issuer until all of such Bonds shall have been paid in principal and interest. For a complete statement of the revenues from which and conditions under which this Bond is issued, and provisions permitting the issuance of pari passu additional bonds under certain conditions, reference is hereby made to the Bond Ordinance.

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

* * * * *

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

OFFICE OF SECRETARY OF STATE
STATE OF LOUISIANA
BATON ROUGE

Incontestable. Secured by a pledge and dedication of sales and use taxes in the Parish of Terrebonne, State of Louisiana. Registered this _____ day of _____, 2005.

Secretary of State

* * * * *

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

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

J.P. MORGAN TRUST COMPANY, NATIONAL
ASSOCIATION,
as Paying Agent

Date of
Registration: _____

By: _____
Authorized Officer

* * * * *
(FORM OF ASSIGNMENT)

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

Please Insert Social Security
or other Identifying Number
of Assignee

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

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

Dated: _____

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

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

I, the undersigned Clerk to the Terrebonne Parish Council do hereby certify that the following is a true copy of the complete legal opinion of Foley & Judell, L.L.P., the original of which was manually executed, dated and issued as of the date of payment for and delivery of the original bonds of the issue described therein and was delivered to a representative of the original purchasers thereof:

(Bond Printer Shall Insert Legal Opinion)

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

(facsimile)

Clerk,
Terrebonne Parish Council

* * * * *
(FORM OF INSURANCE LEGEND OF AMBAC)

* * * * *

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

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

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

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

SECTION 9. Pledge of Tax Revenues. The Bonds, equally with the Outstanding Parity Bonds, shall be secured by and payable in principal and interest solely from an irrevocable pledge and dedication of the avails or proceeds of (i) the Issuer's portion (approximately 1/3) of the one percent (1%) sales and use tax now being levied and collected under the authority of Act No. 500 of the Regular Session of the Legislature of the State of Louisiana for the year 1964 pursuant to an election held on September 15, 1964, and (ii) the one fourth of one percent (1/4%) sales and use tax of the Issuer now being levied and collected under the authority of Article VI, Section 29 of the Louisiana Constitution of 1974, pursuant to an election held on October 27, 1979, after there have first been paid from the gross avails or proceeds of the Taxes the reasonable and necessary costs and expenses of collecting and administering the Taxes, all as more fully provided in the Ordinance providing for the levy and collection of the Taxes. Said net avails or proceeds be and they are hereby irrevocably and irrepealably pledged and dedicated in an amount sufficient for the payment of the Bonds and the Outstanding Parity Bonds in principal and interest as they shall respectively become due and payable, and for the other purposes hereinafter set forth in this Bond Ordinance. All of the avails or proceeds of the Taxes shall be set aside in a separate fund, as provided herein and in the Outstanding Parity Bond

Ordinance, and shall be and remain pledged for the security and payment of the Bonds in principal and interest and for all other payments provided for in this Bond Ordinance until the Bonds shall have been fully paid and discharged.

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

All avails or proceeds derived from the levy and collection of the Taxes shall be deposited daily as the same may be collected in separate and special bank accounts maintained with the regularly designated fiscal agent of the Issuer and designated as the "Sales Tax Capital Improvement Fund" (hereinafter called the "Sales Tax Fund").

Out of the funds on deposit in the Sales Tax Fund, the Issuer shall first pay all reasonable and necessary costs and expenses of collection and administration of the Taxes. After payment of such expenses, the remaining balance of the proceeds of the Taxes shall be used in the following order of priority and for the following express purposes:

- (a) The maintenance of the "Capital Improvement Bond Sinking Fund" (hereinafter called the "Sinking Fund"), sufficient in amount to pay promptly and fully the principal of and interest on the Bonds, the Outstanding Parity Bonds, and any Additional Parity Bonds, in the manner provided by this Bond Ordinance, as they severally become due and payable, by transferring from the Sales Tax Fund, monthly in advance, on or before the 20th day of each month of each year, a sum equal to one-sixth (1/6) of the interest falling due on the Bonds and the Outstanding Parity Bonds on the next Interest Payment Date and one-twelfth (1/12) of the principal falling due on the Bonds and the Outstanding Parity Bonds on the following Principal Payment Date, together with such additional proportionate sum as may be required to pay said principal and interest as the same respectively become due. The regularly designated fiscal agent of the Issuer shall transfer from the Sinking Fund to the paying agent bank or banks for all bonds payable from the Sinking Fund, at least five (5) days in advance of the date on which payment of principal or interest falls due, funds fully sufficient to pay promptly the principal and interest so falling due on each such date.
- (b) The maintenance of the Capital Improvement Bond Reserve Fund (hereinafter called the "Reserve Fund"), with the regularly designated fiscal agent of the Issuer. The money in the Reserve Fund is to be retained solely for the purpose of paying the principal of and the interest on the Bonds payable from the aforesaid Sinking Fund as to which there would be otherwise be default (except for certain earnings which may be owed to the United States pursuant to Section 148(f) of the Code). Upon delivery of the Bonds, there shall be deposited in the Reserve Fund an amount of proceeds of the Bonds sufficient to cause the balance in the Reserve Fund

to be equal to the Reserve Fund Requirement. In the event that Additional Parity Bonds are issued hereafter in the manner provided by this Bond Ordinance, there shall be deposited into the Reserve Fund, from the proceeds of such Additional Parity Bonds and/or from the proceeds of the Taxes or from any other source provided by the Issuer, such additional amounts (as may be designated in the ordinance authorizing the issuance of such Additional Parity Bonds) as will increase the total amount on deposit in the Reserve Fund within a period not exceeding five (5) years to a sum equal to the Reserve Fund Requirement.

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

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

All or any part of the moneys in the Reserve Fund shall, at the written request of the Issuer, be invested in direct obligations of the United States of America, maturing in five (5) years or less. The income on such funds shall be added to the Sales Tax Fund, provided that if the amount in the Reserve Fund at any time is less than the Reserve Fund Requirement, then any income derived from such investments in the Reserve Fund shall be retained in the Reserve Fund. Such investments shall, to the extent at any time necessary, be liquidated and the proceeds thereof applied to the purposes for which the respective funds are herein created.

The Capital Improvement Sales Tax to the extent available shall be used first to make the above payments. Any moneys remaining in the Sales Tax Capital Improvement Fund on the 20th day of each month after making the required payments into the Bond Sinking Fund and the Bond Reserve Fund for the current month and for prior months during which the required payments may not have been made, shall be considered as surplus. Such surplus may be used by the Issuer for the respective purpose for which the imposition of the Capital Improvement Sales Tax and the Parish Sales Tax are now or may hereafter be authorized by law, or for the purpose of retiring any Bonds, payable from the Bond Sinking Fund, in advance of their maturities, either by purchase of Bonds then outstanding at prices not greater than the then redemption prices of said Bonds or by retiring such Bonds at the prices and in the manner set forth in this Bond Ordinance.

The Sales Tax Funds, the Sinking Fund, and the Reserve Fund provided for in this section shall all be and constitute trust funds for the purposes provided in this Bond Ordinance, and the Owners of Bonds issued pursuant to this Bond Ordinance are hereby granted a lien on all such funds until applied in the manner provided herein. The moneys in such funds shall at all times be secured to the full extent thereof by the bank or trust company holding such funds in the manner required by the laws of the State. To diversify the deposit of the moneys to be held by the fiscal agent bank, it is herewith determined to provide for such uninvested moneys in the funds herein established to be held in part by other banks now or hereafter located in the Issuer in the manner designated from time to time by resolutions duly adopted by this Governing Authority. Such other bank or banks shall hold such moneys subject to the instructions of the fiscal agent bank as is required hereunder for their transfer, transmittal or expenditure. All of the provisions of this Bond Ordinance with respect to the manner in which moneys in the fiscal agent bank are to be held and are to be secured shall be applicable to moneys held by all banks.

In computing the amount in any fund provided for in this section, investments shall be valued at the lower of the cost or the market price, exclusive of accrued interest. Any

deficiencies in the amount on deposit in any fund or account resulting from a decline in market value shall be restored no later than the succeeding valuation date. With respect to all funds and accounts (except the Reserve Fund), valuation shall occur annually. The Reserve Fund shall be valued semi-annually, except in the event of a withdrawal from the Reserve Fund, whereupon it shall be valued immediately after such withdrawal.

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

The Owners of any of the Bonds may, either at law or in equity, by suit, action, mandamus or other proceeding, enforce and compel performance of all duties required to be performed as a result of issuing the Bonds and may similarly enforce the provisions of any resolution or ordinance imposing the Taxes and the Bond Ordinance and proceedings authorizing the issuance of the Bonds.

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

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

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

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

Not later than three (3) months after the close of each Fiscal Year, the Issuer shall cause an audit of such books and accounts to be made by the Legislative Auditor of the State of Louisiana (or his successor) or by a recognized independent firm of certified public accountants showing an accounting of the receipts and disbursements made for the account of the Sales Tax Fund. Such audit shall be available for inspection upon request by the Owners of any of the Bonds. The Issuer further agrees that the Paying Agent and the Owners of any of the Bonds shall have at all reasonable times the right to inspect the records, accounts and data of the Issuer relating to the Taxes.

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

(c) The Bonds or any part thereof, including interest thereon, may be refunded with the consent of the Owners thereof (except that as to Bonds which are then subject to redemption and have been properly called for redemption, such consent shall not be necessary) and the refunding bonds so issued shall enjoy complete equality of lien with the portion of the Bonds which is not refunded, if there be any, and the refunding bonds shall continue to enjoy whatever priority of lien over subsequent issues may have been enjoyed by

the Bonds refunded, provided, however, that if only a portion of the Bonds outstanding is so refunded and the refunding bonds require total principal and interest payments during any Bond Year in excess of the principal and interest which would have been required in such Bond Year to pay the Bonds refunded thereby, then such Bonds may not be refunded without consent of the Owners of the unrefunded portion of the Bonds issued hereunder.

(d) Additional Parity Bonds, including any other *pari passu* additional bonds as may at any later date be authorized at an election held by the Issuer or otherwise, may also be issued, and such Additional Parity Bonds shall be on a parity with the Bonds herein authorized if all of the following conditions are met:

- (i) The net Revenues of the Taxes for the calendar year immediately preceding the issuance of the Additional Parity Bonds must have been not less than two (2) times the highest combined principal and interest requirements for any succeeding calendar year period on all Bonds then outstanding, including any Additional Parity Bonds theretofore issued and then outstanding, and any other Bonds or other obligations whatsoever then outstanding which are payable from the Taxes (but not including Bonds which have been refunded or provision otherwise made for their full payment and redemption) and the Additional Parity Bonds so proposed to be issued;
- (ii) The payments to be made into the various funds provided for in Section 10 hereof must be current;
- (iii) The existence of the facts required by paragraphs (i) and (ii) above must be determined and certified to by the chief finance officer of the Issuer on the basis of the public audits, books, records and/or accounts relating to the Parish Sales Tax and the Capital Improvement Sales Tax, and for this purpose a system of cash receipts rather than accrued accounting shall be used; and
- (iv) The Additional Parity Bonds must be payable as to principal on March 1st of each year in which principal falls due, beginning not later than three (3) years from the date of issuance of said Additional Parity Bonds and payable as to interest on March 1st and September 1st of each year.

SECTION 16. Fidelity Bonds for Officers and Employees. So long as any of the Bonds are outstanding and unpaid, the Issuer shall require all of its officers and employees who may be in a position of authority or in possession of money derived from the collection of the Taxes, to obtain or be covered by a blanket fidelity or faithful performance bond, or independent fidelity bonds written by a responsible indemnity company in amounts adequate to protect the Issuer from loss.

SECTION 17. Amendments to Bond Ordinance. No material modification or amendment of this Bond Ordinance, or of any ordinance amendatory hereof or supplemental hereto, may be made without the consent in writing of the Owners of two-thirds (2/3) of the aggregate principal amount of the Bonds then outstanding; provided, however, that no such modification or amendment shall permit a change in the maturity of the Bonds or the redemption provisions thereof, or a reduction in the rate of interest thereon, or the promise of the Issuer to pay the principal of and the interest on the Bonds as the same shall come due from the Revenues of the Taxes, or reduce the percentage of owners required to consent to any material

modification or amendment of this Bond Ordinance, without the consent of the Owner or Owners of the Bonds.

SECTION 18. Mutilated, Destroyed, Lost or Stolen Bonds. If any mutilated Bond is surrendered to the Paying Agent, or the Issuer and the Paying Agent receive evidence to their satisfaction of the destruction, loss, or theft of any Bond, and there is delivered to the Issuer and the Paying Agent such security or indemnity as may be required by them to save each of them harmless, then, in the absence of notice to the Issuer or the Paying Agent that such Bond has been acquired by a bona fide purchaser, the Issuer shall execute and upon its request the Paying Agent shall register and deliver, in exchange for or *in lieu* of any such mutilated, destroyed, lost, or stolen Bond, a new Bond of the same maturity and of like tenor and principal amount, bearing a number not contemporaneously outstanding. In case any such mutilated, destroyed, lost, or stolen Bond has become or is about to become due and payable, the Issuer in its discretion may, instead of issuing a new Bond, pay such Bond. Upon the issuance of any new Bond under this Section, the Issuer may require the payment by the Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Paying Agent) connected therewith. Every new Bond issued pursuant to this Section *in lieu* of any mutilated, destroyed, lost, or stolen Bond shall constitute a replacement of the prior obligation of the Issuer, whether or not the mutilated, destroyed, lost, or stolen Bond shall be at any time enforceable by anyone, and shall be entitled to all the benefits of this Bond Ordinance equally and ratably with all other Outstanding Bonds. The procedures set forth in the Agreement authorized in this Bond Ordinance shall also be available with respect to mutilated, destroyed, lost or stolen Bonds. The provisions of this Section are exclusive and shall preclude (to the extent lawful) all other rights and remedies with respect to the replacement and payment of mutilated, destroyed, lost or stolen Bonds.

SECTION 19. Discharge of Bond Ordinance. If the Issuer shall pay or cause to be paid, or there shall be paid to the Owners, the principal (and redemption price) of and interest on the Bonds, at the times and in the manner stipulated in this Bond Ordinance, then the pledge of the Taxes or any other money, securities, and funds pledged under this Bond Ordinance and all covenants, agreements, and other obligations of the Issuer to the Owners of Bonds shall thereupon cease, terminate, and become void and be discharged and satisfied, and the Paying Agent shall pay over or deliver all money held by it under this Bond Ordinance to the Issuer.

SECTION 20. Defeasance. Bonds or interest installments for the payment of which money shall have been set aside and shall be held in trust (through deposit of funds for such payment or otherwise) at the maturity date thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section. Bonds shall be deemed to have been paid, prior to their maturity, within the meaning and with the effect expressed above in this Section if they have been defeased pursuant to Chapter 14 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, or any successor provisions thereto.

SECTION 21. Successor Paying Agent; Paying Agent Agreement. The Issuer will at all times maintain a Paying Agent meeting the qualifications hereinafter described for the performance of the duties hereunder for the Bonds. The designation of J.P. Morgan Trust Company, National Association, in the City of Baton Rouge, Louisiana, as the initial Paying Agent is hereby confirmed and approved. The Issuer reserves the right to appoint a successor Paying Agent by filing with the Person then performing such function a certified copy of a resolution or ordinance giving notice of the termination of the Agreement and appointing a successor and causing notice to be given to each Owner. Every Paying Agent appointed hereunder shall at all times be a bank or trust company organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise trust powers, and subject to supervision or examination by Federal or State authority. The Executive Officers are hereby authorized and directed to execute an appropriate Agreement with the Paying Agent for and on behalf of the Issuer in such form as may be satisfactory to said officers, the signatures of said officers on such Agreement to be conclusive evidence of the due exercise of the authority granted hereunder.

SECTION 22. Effect of Registration. The Issuer, the Paying Agent, and any agent of either of them may treat the Owner in whose name any Bond is registered as the Owner of such Bond for the purpose of receiving payment of the principal (and redemption price) of and interest on such Bond and for all other purposes whatsoever, and to the extent permitted by law, neither the Issuer, the Paying Agent, nor any agent of either of them shall be affected by notice to the contrary.

SECTION 23. Notices to Owners. Wherever this Bond Ordinance provides for notice to Owners of Bonds of any event, such notice shall be sufficiently given (unless otherwise herein expressly provided) if in writing and mailed, by first-class mail, postage prepaid, to each Owner of such Bonds, at the address of such Owner as it appears in the Bond Register. In any

case where notice to Owners of Bonds is given by mail, neither the failure to mail such notice to any particular Owner of Bonds, nor any defect in any notice so mailed, shall affect the sufficiency of such notice with respect to all other Bonds. Where this Bond Ordinance provides for notice in any manner, such notice may be waived in writing by the Owner entitled to receive such notice, either before or after the event, and such waiver shall be the equivalent of such notice. Waivers of notice by Owners shall be filed with the Paying Agent, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

SECTION 24. Cancellation of Bonds. All Bonds surrendered for payment, redemption, transfer, exchange or replacement, if surrendered to the Paying Agent, shall be promptly cancelled by it and, if surrendered to the Issuer, shall be delivered to the Paying Agent and, if not already cancelled, shall be promptly cancelled by the Paying Agent. The Issuer may at any time deliver to the Paying Agent for cancellation any Bonds previously registered and delivered which the Issuer may have acquired in any manner whatsoever, and all Bonds so delivered shall be promptly cancelled by the Paying Agent. All cancelled Bonds held by the Paying Agent shall be disposed of as directed in writing by the Issuer.

SECTION 25. Preparation of Bonds; Deposit of Bond Proceeds. The Executive Officers are hereby empowered, authorized and directed to do any and all things necessary and incidental to carry out all of the provisions of this Bond Ordinance, to cause the necessary Bonds to be printed or lithographed, to issue, execute, seal and deliver the Bonds, to effect the delivery of the Bonds in accordance with the sale thereof, to collect the purchase price therefor, and to deposit the funds derived from the sale of the Bonds as follows:

1. Accrued interest shall be deposited in the Sinking Fund.
2. An appropriate deposit shall be made into the Reserve Fund in accordance with the provisions of Section 10 hereof.
3. The remaining Bond proceeds shall be deposited in a special fund and used solely for the purpose the Bonds were issued.

SECTION 26. Arbitrage. The Issuer covenants and agrees that, to the extent permitted by the laws of the State of Louisiana, it will comply with the requirements of the Code in order to establish, maintain and preserve the exclusion from "gross income" of interest on the Bonds under the Code. The Issuer further covenants and agrees that it will not take any action, fail to take any action, or permit any action within its control to be taken, or permit at any time or times any of the proceeds of the Bonds or any other funds of the Issuer to be used directly or indirectly in any manner, the effect of which would be to cause the Bonds to be "arbitrage bonds" or would result in the inclusion of the interest on any of the Bonds in gross income under

the Code, including, without limitation, the failure to comply with the limitation on investment of Bond proceeds or the failure to pay any required rebate of arbitrage earnings to the United States of America or the use of the proceeds of the Bonds in a manner which would cause the Bonds to be "private activity bonds". The Executive Officers are hereby empowered, authorized and directed to take any and all action and to execute and deliver any instrument, document or certificate necessary to effectuate the purposes of this Section.

SECTION 27. Publication; Peremption. A copy of this Bond Ordinance shall be published immediately after its adoption in one issue of the official journal of the Issuer. For a period of thirty (30) days from the date of such publication, any person in interest shall have the right to contest the legality of this Bond Ordinance and of the Bonds to be issued pursuant hereto and the provisions hereof securing the Bonds. After the expiration of said thirty (30) days, no one shall have any cause of right of action to contest the legality, formality or regularity of this Bond Ordinance or bond authorization, for any cause whatsoever. If the question of the validity of this Bond Ordinance or bond authorization is not raised within the thirty days, the authority to issue the Bonds and the regularity thereof, including all things pertaining to the election at which the Bonds were authorized, shall be conclusively presumed, and no court may inquire into such matters.

SECTION 28. Recordation. A certified copy of this Bond Ordinance shall be filed and recorded as soon as possible in the Mortgage Records of the Parish of Terrebonne, State of Louisiana.

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

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

SECTION 31. Employment of Bond Counsel . It is recognized by the Governing Authority that a real necessity exists for the employment of special bond counsel in connection with the issuance of the Bonds and accordingly the employment of Foley & Judell, L.L.P., of New Orleans, Louisiana, as special bond counsel to the Issuer to do and perform comprehensive legal and co-ordinate professional work with respect to the issuance and sale of the Bonds, is hereby ratified and confirmed. The fees to be paid said attorneys shall be in accordance with the Attorney General's Guidelines for Fees and Services of Bond Attorneys, which fee for special bond counsel shall not exceed the amount calculated in accordance with the Attorney General's Guidelines for Comprehensive Legal Services in the issuance of revenue bonds, plus actual out-of-pocket expenses incurred in connection with the issuance of the Bonds, and shall be contingent upon the delivery of the Bonds. Bond Counsel shall also assist in the preparation of an Official Statement containing detailed and comprehensive financial and statistical data required with respect to the sale of the Bonds and the costs of the preparation, printing and distribution of such Official Statement shall be paid from the proceeds of the Bonds. Said Official Statement may be submitted to such nationally recognized bond rating service or services as may be recommended by bond counsel, together with a request that an appropriate rating be assigned. A certified copy of this Bond Ordinance shall be submitted to the Attorney General of the State of Louisiana for his written approval of said employment and of the fees herein designated.

SECTION 32. Continuing Disclosure Certificate. The Executive Officers are hereby empowered and directed to execute an appropriate Continuing Disclosure Certificate (substantially in the form set forth in the official statement issued in connection with the sale and issuance of the Bonds) pursuant to S.E.C. Rule 15c2-12(b)(5).

SECTION 33. Effective Date. This Bond Ordinance shall become effective immediately.

This ordinance having been submitted to a vote, the vote thereon was as follows:

YEAS: Kim Elfert, Teri C. Cavalier, Christa Duplantis, Harold Lapeyre, Clayton Voisin, Peter Rhodes, Pete Lambert, Alvin Tillman and Wayne Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

And the ordinance was declared adopted on this, the 10th day of August, 2005.

* * * * *

The Chairman recognized the public for comments on the following:

- G. A proposed ordinance providing for the issuance of Public Library Sales Tax Refunding Bonds, Series 2005, and various other matters relative thereto

There were no comments from the public on the proposed ordinance.

Mr. C. Voisin moved, seconded by Mr. H. Lapeyre, "THAT, the Council close the aforementioned public hearing."

The Chairman called for a vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The following ordinance, having been introduced at a duly convened meeting on July 27, 2005, notice of its introduction having been published on July 29, 2005, and a public hearing having been held on August 10, 2005, was offered for final adoption by Clayton Voisin and seconded by Harold Lapeyre:

ORDINANCE NO. 7031

An ordinance authorizing the issuance of Public Library Sales Tax Refunding Bonds, Series 2005, of the Parish of Terrebonne, State of Louisiana; prescribing the form, fixing the details and providing for the rights of the owners thereof; providing for the payment of the principal on such bonds and the application of the proceeds thereof to the refunding of certain bonds of said Parish; authorizing an agreement with the Paying Agent and Escrow Agent; providing for the employment of special bond counsel; and providing for other matters in connection therewith.

WHEREAS, the Parish of Terrebonne, State of Louisiana (the "Parish" or "Issuer"), is now levying and collecting a parishwide one-fourth of one percent (1/4%) sales and use tax, pursuant to an election held in the Parish on April 4, 1998, at which election the following proposition was approved by a majority of the qualified electors voting at such election, the proceeds of which tax may be funded into bonds for the purposes contained in said proposition, viz:

LIBRARY SALES TAX PROPOSITION

SUMMARY: AUTHORITY TO LEVY AND COLLECT AN ADDITIONAL 1/4% SALES AND USE TAX, TO BE SUBJECT TO FUNDING INTO BONDS, FOR THE PURPOSE OF OPERATING, MAINTAINING, ACQUIRING, IMPROVING AND CONSTRUCTING PUBLIC LIBRARIES IN SAID PARISH, INCLUDING THE PURCHASE OF THE NECESSARY EQUIPMENT AND FURNISHINGS THEREFOR, SAID TAX TO BE LEVIED IN LIEU OF A 3.03 MILLS AD VALOREM TAX FOR LIBRARY PURPOSES

AUTHORIZED AT AN ELECTION HELD IN SAID PARISH ON OCTOBER 18, 1997.

Shall the Parish of Terrebonne, State of Louisiana (the "Parish"), under the provisions of Article VI, Section 29 of the 1974 Louisiana Constitution, and other constitutional and statutory authority supplemental thereto, be authorized to levy and collect, and adopt an ordinance providing for such levy and collection, an additional tax of one-fourth of one percent (1/4%) (the "Tax"), upon the sale at retail, the use, the lease or rental, the consumption, and the storage for use or consumption of tangible personal property and on sales of services in the Parish, all as defined in La. R.S. 47:301 to 47:317, inclusive, and shall the net avails or proceeds of said Tax (after paying the reasonable and necessary expenses of collecting and administering the Tax) be subject to funding into bonds maturing over a period not exceeding twenty-five (25) years and bearing interest at a rate or rates not exceeding ten per centum (10%) per annum, to be sold at par, premium or discount, and otherwise issued in the manner provided by Sub-Part F, Part III, Chapter 4, Title 39 of the Louisiana Revised Statutes of 1950, as amended, for the purpose of operating, maintaining, acquiring, improving and constructing public libraries in said Parish, including the purchase of the necessary equipment and furnishings therefor, providing for a reserve for such bonds and paying the issuance costs thereof; said Tax to be levied in lieu of a 3.03 mills ad valorem tax for library purposes authorized at an election held in said Parish on October 18, 1997?

WHEREAS, pursuant to the authority of the aforesaid election of April 4, 1998, the governing authority of the Parish adopted an ordinance on May 13, 1998, providing for the levy and collection of said 1/4% sales and use tax (the "Tax"); and

WHEREAS, in accordance with the provisions of the Ordinance, the net avails or proceeds of the aforesaid Tax (after the reasonable and necessary costs and expenses of the collection and administration thereof have been paid therefrom) shall be available for appropriation and expenditure by the Issuer for the purposes designated in the proposition authorizing the levy of the aforesaid Tax, which includes the payment of bonds authorized to be issued in accordance with Louisiana law; and

WHEREAS, this governing authority desires to issue bonds payable from a pledge and dedication of the Issuer's portion of the avails or proceeds of the Tax; and

WHEREAS, pursuant to the provisions of Sub-Part F, Part III, Chapter 4 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, and a special election held on April 4, 1998, the results of which was duly promulgated in accordance with law, the Issuer has heretofore issued \$12,730,000 of Public Library Sales Tax Bonds, Series 2000, of which \$10,730,000 is currently outstanding (the "Series 2000 Bonds"); and

WHEREAS, in order to provide debt service reductions, the Issuer, acting through its governing authority, the Terrebonne Parish Council, has found and determined that the refunding of \$8,130,000 of the Series 2000 Bonds consisting of those bonds maturing March 1, 2011 to March 1, 2020, inclusive (the "Refunded Bonds"), pursuant to the provisions of Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "Act") and other constitutional and statutory authority, through the issuance of its refunding bonds; and

WHEREAS, other than the refunding bonds herein authorized or the Refunded Bonds, the Issuer has outstanding no bonds or other obligations of any kind or nature payable from or enjoying a lien on the portion of the aforesaid taxes herein pledged, EXCEPT:

\$2,600,000 of unrefunded Public Library Sales Tax Bonds, Series 2000, maturing March 1, 2006 to March 1, 2010, inclusive (the "Outstanding Parity Bonds"); and

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

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

WHEREAS, the maturities on the hereinafter described Bonds have been arranged so that the total amount of principal and interest falling due in any year on the Bonds and the Outstanding Parity Bonds will never exceed 75% of the proceeds of the aforesaid 1/4% tax estimated to be received by the Issuer in the calendar year (2005) in which the Bonds and the Outstanding Parity Bonds are to be issued; and

WHEREAS, it is further necessary to provide for the application of the proceeds of the Bonds to the refunding of the Refunded Bonds and to provide for other matters in connection with the payment or redemption of the Refunded Bonds; and

WHEREAS, in connection with the issuance of the Bonds, it is necessary that provision be made for the payment of the principal, interest and redemption premium, if any, of the Refunded Bonds described in **Exhibit A** hereto, and to provide for the call for redemption of the Refunded Bonds, pursuant to a Notice of Call for Redemption; and

WHEREAS, it is necessary that this Terrebonne Parish Council, as the governing authority of the Issuer, prescribe the form and content of an Escrow Deposit Agreement providing for the payment of the principal, premium and interest of the Refunded Bonds and authorize the execution thereof as hereinafter provided; and

WHEREAS, it is now desired to fix the details necessary with respect to the issuance of the Bonds and to provide for the authorization and issuance thereof, as hereinafter provided;

NOW, THEREFORE, BE IT ORDAINED by the Terrebonne Parish Council of the Parish of Terrebonne, State of Louisiana, acting as the governing authority of the Issuer, that:

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

"**Act**" means Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended.

"**Additional Parity Bonds**" means any issue of additional *pari passu* bonds hereafter issued by the Issuer pursuant to Section and payable from revenues the Taxes on a parity with the Bonds.

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

"**Bond**" or "**Bonds**" means the Issuer's Public Library Sales Tax Refunding Bonds, Series 2005, issued pursuant to this Bond Ordinance in the aggregate principal amount of \$ 8,830,000, and any bond of said issue, whether initially delivered or issued in exchange for, upon transfer of, or *in lieu* of any previously issued.

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

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

"**Bond Year**" means the one year period ending on March 1 of each year, the principal payment dates for the Bonds.

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

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

“Continuing Disclosure Certificate” shall mean the Continuing Disclosure Certificate as set forth in the Official Statement, entered into by the Issuer under the SEC Continuing Disclosure Rules, as the same may be amended from time to time.

"Defeasance Obligations" shall mean (a) cash, or (b) non-callable Government Securities.

"Escrow Agent" shall mean J. P. Morgan Trust Company, National Association, and its successor or successors, and any other person which may at any time be substituted in its place pursuant to the Bond Ordinance.

"Escrow Agreement" means the Escrow Deposit Agreement between the Issuer and the Escrow Agent, substantially in the form attached hereto as **Exhibit B**, as the same may be amended from time to time, the terms of which Escrow Agreement are incorporated herein by reference.

"Executive Officers" means collectively the Parish President and the Clerk of the Terrebonne Parish Council.

"Fiscal Year" means the twelve-month accounting period commencing on the first day of January 1 or any other twelve-month accounting period determined by the Governing Authority as the fiscal year of the Issuer.

"Governing Authority" means the Terrebonne Parish Council of the Parish of Terrebonne, State of Louisiana.

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

"Interest Payment Date" means March 1 and September 1 of each year, commencing March 1, 2006.

“Investment Obligations” means any investments or securities then permitted under Louisiana law, which law currently permits investment in the following obligations:

(a) Direct United States Treasury obligations, the principal and interest of which are fully guaranteed by the government of the United States;

(b) (i) bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by federal agencies and provided such obligations are backed by the full faith and credit of the United States of America, which obligations include but are not limited to:

- (aa) U.S. Export-Import Bank.
- (bb) Farmers Home Administration.
- (cc) Federal Financing Bank.
- (dd) Federal Housing Administration.
- (ee) General Services Administration.
- (ff) Government National Mortgage Association--guaranteed mortgage-backed bonds and guaranteed pass-through obligations.
- (gg) U. S. Maritime Administration--guaranteed Title XI financing.
- (hh) U. S. Department of Housing and Urban Development.

(ii) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by U. S. government instrumentalities, which are federally sponsored, and such obligations include but are not limited to:

- (aa) Federal Home Loan Bank System.
- (bb) Federal Home Loan Mortgage Corporation.
- (cc) Federal National Mortgage Association.
- (dd) Student Loan Marketing Association.
- (ee) Resolution Funding Corporation.

(iii) Notwithstanding the foregoing list of investments, the Issuer shall not invest in obligations described in Items (i) and (ii) of this Subparagraph which are collateralized mortgage obligations that have been stripped into interest only or principal only obligations, inverse floaters or structured notes. For the purposes of this Item “structured notes” shall mean securities of U.S. government agencies, instrumentalities, or government sponsored enterprises which have been restructured, modified and/or reissued by private entities.

(c) Direct security repurchase agreements of any federal book entry only securities enumerated in subparagraphs (a) and (b). “Direct security repurchase agreement” means an agreement under which the political subdivision buys and holds obligations of any state of the United States of America or any political subdivision thereof or any agency, instrumentality or local government unit of any such state or political subdivision which shall be rated at the time of the investment in any of the three highest long-term Rating Categories or the highest short-term Rating Category by a Rating Agency.

(d) Time certificates of deposit of any bank domiciled or having a branch office in the state of Louisiana, savings accounts or shares of savings and loan associations and savings banks, as defined by R.S. 6:703 (16) or (17), or share accounts and share certificate accounts of federally or state chartered credit unions issuing time certificates of deposit. For those funds made available for investment in time certificates of deposit, the rate of interest paid by the banks shall be established by contract between the bank and the political subdivision; however, the interest rate at the time of investment shall be a rate not less than fifty basis points below the prevailing market interest rate on direct obligations of the United States Treasury with a similar length of maturity.

(e) Mutual or trust fund institutions which are registered with the Securities and Exchange Commission under the Securities Act of 1933 and the Investment Act of 1940, and which have underlying investments consisting solely of and limited to securities of the United States government or its Agencies.

(f) Funds invested in accordance with the provisions of subparagraph (d) above shall not exceed at any time the amount insured by the Federal Deposit Insurance Corporation in any one banking institution, or in any one savings and loan association, or National Credit Union Administration, unless the uninsured portion is collateralized by the pledge of securities in the manner provided in R.S. 39:1221.

(g) Guaranteed investment contracts issued by bank, financial institution, insurance company, or other entity having one of the two highest short-term rating categories of either Standard & Poor’s Corporation or Moody’s Investors Service, provided that no such investment may be made except in connection with a financing program for political subdivisions which financing program is approved by the State Bond Commission and offered by a public trust having the state as its beneficiary, provided further that no such investment shall be for a term longer than eighteen months, and provided further that any such guaranteed investment contract shall contain provision providing that in the event the issuer of the guaranteed investment contract is at any time no longer rated in either of the two highest short-term rating categories of Standard & Poor’s Corporation or Moody’s Investors Service, the investing unit of local government may either be released from the guaranteed investment provided collateralize the guaranteed investment contract with any bonds or other obligations which as to principal and interest constitute direct general obligations of, or are unconditionally guaranteed by, the United States of America, including obligations set forth in Subparagraphs (a) and (b) to the extent unconditionally guaranteed by the United States of America.

(h) Investment grade (A-1/P-1) commercial paper of domestic United States corporations.

(i) Investment of funds in such mutual or trust fund institutions shall be limited to twenty-five percent of the monies considered available for investment as provided by this Section. In no event shall monies be considered available for investment under the authority of this section unless and until such funds are determined by the treasurer or chief financial officer of said subdivisions, in the exercise of prudent judgment, to be in excess of the immediate cash requirements of the fund to which the monies are credited. As a criteria in making such a determination, any amount of money exceeding ten thousand dollars which is on demand deposit to the credit of a subdivision, or to the credit of any fund and which is not required to meet an

obligation for at least forty-five days, or any amount of money exceeding one hundred thousand dollars which is on demand to the credit of a subdivision or to the credit of any fund and which is not required to meet an obligation for at least fifteen days shall be construed available for investment.

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

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

- (a) Bonds theretofore cancelled by the Paying Agent or delivered to the Paying Agent for cancellation;
- (b) Bonds for whose payment or redemption sufficient funds have been theretofore deposited with the Paying Agent in trust for the Owners of such Bonds as provided in Section , provided that, if such Bonds are to be redeemed, irrevocable notice of such redemption has been duly given or provided for pursuant to this Bond Ordinance, to the satisfaction of the Paying Agent, or waived;
- (c) Bonds in exchange for or *in lieu* of which other Bonds have been registered and delivered pursuant to this Bond Ordinance; and
- (d) Bonds alleged to have been mutilated, destroyed, lost or stolen which have been paid as provided in this Bond Ordinance.

"Outstanding Parity Bonds" means the unrefunded \$2,600,000 of Public Library Sales Tax Bonds, Series 2000, maturing March 1, 2006 to March 1, 2010, inclusive.

"Outstanding Parity Bond Ordinance" means the ordinance adopted by the Issuer on January 26, 2000 authorizing the issuance of the Outstanding Parity Bonds.

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

"Parish" means the Parish of Terrebonne, State of Louisiana.

"Paying Agent" means J.P. Morgan Trust Company, National Association, in the City of Baton Rouge, Louisiana, until a successor Paying Agent shall have become such pursuant to the applicable provisions of this Bond Ordinance, and thereafter Paying Agent shall mean such successor Paying Agent.

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

"Purchaser" means Merrill Lynch & Co., in the City of New York, NY, as the original purchasers of the Bonds.

"Rating Agency" means each nationally recognized securities rating agencies then maintaining a rating on the Bonds or any future parity bonds at the request of the Issuer.

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

"Redemption Price" means, when used with respect to a Bond, the principal amount thereof plus the applicable premium, if any, payable upon redemption thereof pursuant to this Bond Ordinance.

"Refunded Bonds" means the Issuer's outstanding \$8,130,000 of Public Library Sales Tax Bonds, Series 2000, maturing March 1, 2011 to March 1, 2020, inclusive, which are being refunded by the Bonds, as more fully described in **Exhibit A** hereto.

"Reserve Fund Requirement" means, as of any date of calculation, a sum equal to the highest combined principal and interest requirements for any succeeding Fiscal Year on the Bonds, the Outstanding Parity Bonds and any Additional Parity Bonds.

"Reserve Product" means a policy of bond insurance, a surety bond or a letter of credit or other credit facility used in lieu of a cash deposit in the Reserve Fund meeting the terms and conditions of Section 10(c) hereof.

"Reserve Product Provider" means a bond insurance provider or a bank or other financial institution providing a Reserve Product, whose bond insurance policies insuring, or whose letters of credit, surety bonds or other credit facilities securing, the payment, when due, or the principal of and interest on bond issues by public entities, at the time such Reserve Product is obtained, result in such issues being rated in one of the two highest full rating categories by each of the Rating Agencies; provided, however, that nothing herein shall require the Issuer to obtain a rating on any Bonds issued under the Bond Ordinance.

"Revenues of the Tax" or "Tax" means the avails or proceeds of the Issuer's one-fourth of one percent (1/4%) sales and use tax authorized at the election held within the corporate boundaries of the Issuer on April 4, 1998, which revenues are authorized to be funded into bonds under the Act and are pledged to the payment of the Bonds and the Outstanding Parity Bonds as herein provided.

"Sales Tax Ordinance" means the ordinance adopted by the Terrebonne Parish Council on May 13, 1998, levying the Tax.

"State" means the State of Louisiana.

SECTION 2. Authorization of the Bonds and Escrow Agreement. (a) Pursuant to the provisions of the Act, and other constitutional and statutory authority, there is hereby authorized the incurring of an indebtedness of \$8,830,000 for, on behalf of and in the name of the Issuer, for the purpose of refunding the Refunded Bonds through the escrow of the proceeds of the Bonds, together with other available moneys of the Issuer, in Government Securities plus an initial cash deposit, in accordance with the terms of the Escrow Agreement, in order to provide for the payment of the principal of, premium, if any, and interest on the Refunded Bonds as they mature or upon earlier redemption as provided in Section 34 hereof.

(b) Provision having been made for the orderly payment until maturity or earlier redemption of the Refunded Bonds, in accordance with their terms, it is hereby recognized and acknowledged that as of the date of delivery of the Bonds under this Bond Ordinance, provision will have been made for the performance of all covenants and agreements of the Issuer incidental to the Refunded Bonds, and that accordingly, and in compliance with all that is herein provided, the Issuer is expected to have no future obligation with reference to the aforesaid Refunded Bonds, except to assure that the Refunded Bonds are paid from the Government Securities and funds so escrowed in accordance with the provisions of the Escrow Agreement.

(c) The Escrow Agreement is hereby approved by the Issuer and the Executive Officers are hereby authorized and directed to execute and deliver the Escrow Agreement on behalf of the Issuer substantially in the form of **Exhibit B** hereof, with such changes, additions,

deletions or completions deemed appropriate by such Executive Officers and it is expressly provided and covenanted that all of the provisions for the payment of the principal of, premium, if any, and interest on the Refunded Bonds from the special trust fund created under the Escrow Agreement shall be strictly observed and followed in all respects.

(e) The Bonds shall be in fully registered form, shall be dated September 1, 2005, shall be in the denomination of Five Thousand Dollars (\$5,000) each or any integral multiple thereof within a single maturity, shall be numbered consecutively from R-1 upward, shall bear interest from date thereof or the most recent Interest Payment Date to which interest has been paid or duly provided for, payable on March 1, 2006 and semiannually thereafter on March 1 and September 1 of each year, at the following rates of interest per annum, and shall become due and payable and mature serially on March 1 of each year as follows:

Year (March 1)	Principal Payment	Interest Rate
2006	20,000	4.000%
2007	65,000	4.000
2008	70,000	4.000
2009	70,000	4.000
2010	75,000	4.000
2011	690,000	4.000
2012	725,000	4.000
2013	755,000	4.000
2014	790,000	5.000
2015	830,000	5.000
2016	875,000	4.000
2017	910,000	4.000
2018	945,000	4.000
2019	985,000	4.000
2020	1,025,000	4.125

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

SECTION 3. Redemption of Bonds. The Bonds maturing March 1, 2016, and thereafter will be callable for redemption by the Issuer in whole or in part at any time on or after March 1, 2015, and if less than a full maturity, then by lot within such maturity, at the redemption prices, expressed as a percentage of the principal amount of each Bond redeemed, as set forth below, together with accrued interest to the date fixed for redemption:

<u>Period During Which Redeemed (Both Dates Inclusive)</u>	<u>Redemption Prices</u>
March 1, 2015 to February 29, 2016	101%
March 1, 2016 to February 28, 2017	100-1/2%
March 1, 2017 and thereafter	100%

In the event a Bond is of a denomination larger than \$5,000, a portion of such Bond (\$5,000 or any multiple thereof) may be redeemed. Official notice of such call of any of the Bonds for redemption will be given by first class mail, postage prepaid, by notice deposited in the United States mails not less than thirty (30) days prior to the redemption date addressed to the registered owner of each Bond to be redeemed at his address as shown on the registration books of the Paying Agent. Notice shall be given to the Insurer prior to the redemption date.

SECTION 4. Registration, Transfer and Exchange of Bonds. The Issuer shall cause the Bond Register to be kept at the principal office of the Paying Agent. The Bonds may be transferred, registered and assigned only on the Bond Register, and such registration shall be at the expense of the Issuer. A Bond may be assigned by the execution of an assignment form on the Bonds or by other instruments of transfer and assignment acceptable to the Paying Agent. A new Bond or Bonds of the same series will be delivered by the Paying Agent to the last assignee (the new Owner) in exchange for such transferred and assigned Bonds after receipt of the Bonds to be transferred in proper form. Such new Bond or Bonds shall be in the denomination of \$5,000 for any one maturity, or any integral multiple thereof within a single maturity. Neither the Issuer nor the Paying Agent shall be required to issue, register, transfer or exchange (i) any Bond during a period beginning at the opening of business on a Record Date and ending at the close of business on the Interest Payment Date, or (ii) any Bond called for redemption prior to maturity, during a period beginning at the opening of business fifteen (15) days before the date of the mailing of a notice of redemption of such Bond and ending on the date of such redemption.

SECTION 5. Form of Bonds. The Bonds and the endorsements to appear thereon shall be in substantially the form attached hereto as Exhibit C.

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

SECTION 7. Registration of Bonds by Secretary of State and Paying Agent. (a) No Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Bond Ordinance unless and until a certificate of registration on such Bond substantially in the form set forth in **Exhibit C** hereto shall have been duly manually executed on behalf of the Paying Agent by a duly authorized signatory, and such executed certificate of the Paying Agent upon any such Bond shall be conclusive evidence that such Bond has been executed, registered and delivered under this Bond Ordinance.

(b) The Bonds shall also be registered with the Secretary of State of the State of Louisiana (which registration shall be by manual signature on the bonds issued upon original issuance of the Bonds and by facsimile signature on Bonds exchanged therefor) and shall have endorsed thereon the following:

"OFFICE OF SECRETARY OF STATE
STATE OF LOUISIANA
BATON ROUGE

Incontestable. Secured by a pledge and dedication of a sales and use tax in the Parish of Terrebonne, State of Louisiana. Registered this _____ day of _____, 2005.

Secretary of State"

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

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

SECTION 9. Pledge of Tax Revenues. The Bonds, equally with the Outstanding Parity Bonds, shall be secured by and payable in principal and interest solely from an irrevocable pledge and dedication of the avails or proceeds of the Issuer's one-fourth of one percent (1/4%) sales and use tax now being levied and collected by the Issuer pursuant to the provisions of Article VI, Section 29 of the Constitution of the State of Louisiana of 1974, and other constitutional and statutory authority, and in compliance with a special election held in the

Parish on April 4, 1998, after there have first been paid from the gross avails or proceeds of the Tax the reasonable and necessary costs and expenses of collecting and administering the Tax, all as more fully provided in the Ordinance providing for the levy and collection of the Tax. Said net avails or proceeds be and they are hereby irrevocably and irrevocably pledged and dedicated in an amount sufficient for the payment of the Bonds and the Outstanding Parity Bonds in principal and interest as they shall respectively become due and payable, and for the other purposes hereinafter set forth in this Bond Ordinance. All of the avails or proceeds of the Tax shall be set aside in a separate fund, as provided herein and in the Outstanding Parity Bond Ordinance, and shall be and remain pledged for the security and payment of the Bonds in principal and interest and for all other payments provided for in this Bond Ordinance until the Bonds shall have been fully paid and discharged.

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

All avails or proceeds derived from the levy and collection of the Tax shall be deposited daily as the same may be collected in separate and special bank accounts maintained with the regularly designated fiscal agent of the Issuer and designated as the "Parish Library Sales Tax Fund" (hereinafter called the "Sales Tax Fund").

Out of the funds on deposit in the Sales Tax Fund, the Issuer shall first pay all reasonable and necessary costs and expenses of collection and administration of the Tax. After payment of such expenses, the remaining balance of the proceeds of the Tax shall be used in the following order of priority and for the following express purposes:

- (f) The maintenance of the "Library Sales Tax Bond Sinking Fund" (hereinafter called the "Sinking Fund"), sufficient in amount to pay promptly and fully the principal of and interest on the Bonds, the Outstanding Parity Bonds, and any Additional Parity Bonds, in the manner provided by this Bond Ordinance, as they severally become due and payable, by transferring from the Sales Tax Fund, monthly in advance, on or before the 20th day of each month of each year, beginning September 2005, a sum equal to one-sixth (1/6) of the interest due on the next Interest Payment Date on all outstanding bonds and a sum equal to one-sixth (1/6) of the principal falling due on the Bonds and one-twelfth (1/12) of the principal falling due on the Outstanding Parity Bonds on March 1, 2006, and beginning in March, 2006, a sum equal to one-twelfth (1/12) of the principal due on all outstanding bonds due on the following Principal

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

- (g) The maintenance of the Library Sales Tax Bond Reserve Fund (hereinafter called the "Reserve Fund"), with the regularly designated fiscal agent of the Issuer. The money in the Reserve Fund is to be retained solely for the purpose of paying the principal of and the interest on the Bonds payable from the aforesaid Sinking Fund as to which there would be otherwise be default (except for certain earnings which may be owed to the United States pursuant to Section 148(f) of the Code). Upon delivery of the Bonds, there shall be deposited in the Reserve Fund an amount of proceeds of the Bonds sufficient to cause the balance in the Reserve Fund to be equal to the Reserve Fund Requirement. In the event that Additional Parity Bonds are issued hereafter in the manner provided by this Bond Ordinance, there shall be deposited into the Reserve Fund, from the proceeds of such Additional Parity Bonds and/or from the proceeds of the Tax or from any other source provided by the Issuer, such additional amounts (as may be designated in the ordinance authorizing the issuance of such Additional Parity Bonds) as will increase the total amount on deposit in the Reserve Fund within a period not exceeding five (5) years to a sum equal to the Reserve Fund Requirement for all outstanding bonds payable from the Sinking Fund and any such additional pari passu bonds.
- (h) After the pledge of the Revenues of the Tax to the Outstanding Parity Bonds has terminated through the retirement of the Outstanding Parity Bonds, defeasement thereof, or otherwise, the Reserve Fund Requirement may be funded with cash or Investment Obligations, or one or more Reserve Products, or a combination thereof. Any such Reserve Product must provide for payment on any interest or principal payment date (provided adequate notice is given) on which a deficiency exists (or is expected to exist) in moneys held hereunder for payment of the principal of or interest on the Bonds due on such date which cannot be cured by funds in any other fund or account held pursuant to the Bond Ordinance and available for such purpose, and shall name the Paying Agent as the beneficiary thereof. In no event shall the use of a Reserve Product be permitted if it would cause any existing rating on any parity debt thereof to be lowered, suspended or withdrawn. If a disbursement is made from a Reserve Product as provided above, the Issuer shall be obligated to reinstate the maximum limits of such Reserve Product immediately following such disbursement from the first Revenues available pursuant to this Section or to replace such Reserve Product by depositing into the Reserve Fund, funds in the maximum amount originally available under such Reserve Product, plus amounts necessary to reimburse the Reserve Product Provider for previous disbursements under such Reserve Product, or a combination thereof. For purposes of this Section, amounts necessary to satisfy such Reimbursement Obligations of the Issuer to the Reserve Product Provider shall be deemed to be required deposits to the Reserve Fund, but shall be applied to satisfy the Reimbursement Obligations to the Reserve Product Provider.

If the Reserve Fund Requirement is funded in whole or in part with cash or Investment Obligations and no event of default shall have occurred and be continuing hereunder, the Issuer may at any time in its discretion, substitute a Reserve Product meeting the requirements of the Bond Ordinance for the cash and Investment Obligations in the Reserve Fund and the Issuer may then withdraw such cash and Investment Obligations from the Reserve Fund and deposit them to the credit of the Sales Tax Fund so long as (i) the same does not adversely affect any rating by a Rating Agency then in effect with respect to the parity debt, or any Series

thereof, and (ii) the Issuer obtains an opinion of Bond Counsel to the effect that such actions will not, in and of themselves, adversely affect the exclusion from gross income of interest on the parity debt (if not Taxable Bonds) for federal income tax purposes.

Cash on deposit in the Reserve Fund shall be used (or investments purchased with such cash shall be liquidated and the proceeds applied as required) prior to any drawing on any Reserve Product. If more than one Reserve Product is deposited in the Reserve Fund, drawings thereunder shall be made on a pro rata basis, calculated by reference to the maximum amounts available thereunder.

Any Supplemental Ordinance may require a greater Reserve Fund Requirement or other obligations on behalf of Issuer with respect to the Reserve Fund.

If at any time it shall be necessary to use moneys in the Reserve Fund for the purpose of paying principal or interest on the Bonds, any other Outstanding Parity Bonds, obligations as to which there would otherwise be default, then the moneys so used shall be replaced from the revenues first thereafter received by the Sales Tax Fund, not hereinabove required to pay the expenses of collecting and administering the Tax or to pay current principal and interest requirements, it being the intention hereof that there shall be as nearly as possible at all times (after the payments contemplated by (c) above have been made) in the Reserve Fund an amount of money equal to the Reserve Fund Requirement.

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

All or any part of the moneys in the Reserve Fund shall at the written request of the Issuer be invested in direct obligations of the United States of America, maturing in five (5) years or less. The income on such funds shall be added to the Sales Tax Fund, provided that if the amount in the Reserve Fund at any time is less than the Reserve Fund Requirement, then any income derived from such investments in the Reserve Fund shall be retained in the Reserve Fund. Such investments shall, to the extent at any time necessary, be liquidated and the proceeds thereof applied to the purposes for which the respective funds are herein created.

The Tax to the extent available shall be used first to make the above payments. Any moneys remaining in the Sales Tax Fund on the 20th day of each month after making the required payments into the Sinking Fund and the Reserve Fund for the current month and for prior months during which the required payments may not have been made, shall be considered as surplus. Such surplus may be used by the Parish for the respective purpose for which the imposition of the Tax are now or may hereafter be authorized by law, or for the purpose of retiring any bonds, payable from the Sinking Fund, in advance of their maturities, either by purchase of bonds then outstanding at prices not greater than the then redemption prices of said bonds or by retiring such bonds at the prices and in the manner hereinabove set forth in this Bond Ordinance.

The Sales Tax Fund, the Sinking Fund, and the Reserve Fund provided for in this section hereof shall all be and constitute trust funds for the purposes provided in this Bond Ordinance, and the Owners of Bonds issued pursuant to this Bond Ordinance are hereby granted a lien on all such funds until applied in the manner provided herein. The moneys in such funds shall at all

times be secured to the full extent thereof by the bank or trust company holding such funds in the manner required by the laws of the State. To diversify the deposit of the moneys to be held by the fiscal agent bank, it is herewith determined to provide for such uninvested moneys in the funds herein established to be held in part by other banks now or hereafter located in the Parish in the manner designated from time to time by resolutions duly adopted by this Governing Authority. Such other bank or banks shall hold such moneys subject to the instructions of the fiscal agent bank as is required hereunder for their transfer, transmittal or expenditure. All of the provisions of this Bond Ordinance with respect to the manner in which moneys in the fiscal agent bank are to be held and are to be secured shall be applicable to moneys held by all banks.

In computing the amount in any fund provided for in this section, investments shall be valued at the lower of the cost or the market price, exclusive of accrued interest. Any deficiencies in the amount on deposit in any fund or account resulting from a decline in market value shall be restored no later than the succeeding valuation date. With respect to all funds and accounts (except the Reserve Fund), valuation shall occur annually. The Reserve Fund shall be valued semi-annually, except in the event of a withdrawal from the Reserve Fund, whereupon it shall be valued immediately after such withdrawal.

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

The Owners of any of the Bonds may, either at law or in equity, by suit, action, mandamus or other proceeding, enforce and compel performance of all duties required to be

performed as a result of issuing the Bonds and may similarly enforce the provisions of any resolution or ordinance imposing the Tax and the Bond Ordinance and proceedings authorizing the issuance of the Bonds.

SECTION 12. Covenants of the Issuer. In providing for the issuance of the Bonds, the Issuer does hereby covenant that it has a legal right to levy and collect the Tax, to issue the Bonds and to pledge the revenues from the Tax as herein provided, and that the Bonds will have a lien and privilege on the revenues of the Tax subject only to the prior payment of the reasonable and necessary expenses of collecting and administering the Tax.

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

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

Not later than three (3) months after the close of each Fiscal Year, the Issuer shall cause an audit of such books and accounts to be made by the Legislative Auditor of the State of Louisiana (or his successor) or by a recognized independent firm of certified public accountants showing an accounting of the receipts and disbursements made for the account of the Sales Tax Fund. Such audit shall be available for inspection upon request by the Owners of any of the Bonds. The Issuer further agrees that the Paying Agent and the Owners of any of the Bonds shall have at all reasonable times the right to inspect the records, accounts and data of the Issuer relating to the Tax.

SECTION 15. Issuance of Refunding and Additional Parity Bonds. The Bonds shall enjoy complete parity of lien on the revenues of the Tax despite the fact that any of the Bonds may be delivered at an earlier date than any other of the Bonds. The Issuer shall issue no other bonds or obligations of any kind or nature payable from or enjoying a lien on the revenues of the

Tax having priority over or parity with the Bonds, except that bonds may hereafter be issued on a parity with the Bonds and the Outstanding Parity Bonds under the following conditions:

(i) The Bonds or any part thereof, including interest thereon, may be refunded with the consent of the Owners thereof (except that as to Bonds which are then subject to redemption and have been properly called for redemption, such consent shall not be necessary) and the refunding bonds so issued shall enjoy complete equality of lien with the portion of the Bonds which is not refunded, if there be any, and the refunding bonds shall continue to enjoy whatever priority of lien over subsequent issues may have been enjoyed by the Bonds refunded, provided, however, that if only a portion of the Bonds outstanding is so refunded and the refunding bonds require total principal and interest payments during any bond year in excess of the principal and interest which would have been required in such bond year to pay the Bonds refunded thereby, then such Bonds may not be refunded without consent of the Owners of the unrefunded portion of the Bonds issued hereunder and the Outstanding Parity Bonds .

(j) Additional Parity Bonds, including any other *pari passu* additional bonds as may at any later date be authorized at an election held by the Issuer or otherwise, may also be issued, and such Additional Parity Bonds shall be on a parity with the Bonds herein authorized if all of the following conditions are met:

- i. The average annual Revenues of the Tax when computed for the two (2) completed calendar years immediately preceding the issuance of the additional bonds must have been not less than two (2) times the highest combined principal and interest requirements for any succeeding period on all bonds then outstanding, and payable from the Sinking Fund, including any *pari passu* additional bonds theretofore issued and then outstanding and any other bonds or other obligations whatsoever then outstanding which are payable from the Revenues of the Tax (but not including bonds which have been refunded or provision otherwise made for their full and complete payment and redemption) and the bonds so proposed to be issued.
- ii. The payments to be made into the various funds provided for in Section 10 must be current.
- iii. The existence of the facts required by paragraphs (i) and (ii) above must be determined and certified to by a firm of certified or registered public accountants who have previously audited the books of the Issuer or by such successors thereof as may have been employed for that purpose.
- iv. The additional bonds must be payable as to principal on March 1st of each year in which principal falls due beginning not later than three (3) years from the date of issuance of said additional bonds and payable as to interest on March 1st and September 1st of each year.

SECTION 16. Fidelity Bonds for Officers and Employees. So long as any of the Bonds are outstanding and unpaid, the Issuer shall require all of its officers and employees who may be in a position of authority or in possession of money derived from the collection of the Tax, to obtain or be covered by a blanket fidelity or faithful performance bond, or independent fidelity bonds written by a responsible indemnity company in amounts adequate to protect the Issuer from loss.

SECTION 17. Amendments to Bond Ordinance. The Issuer may make amendments at any time which will cure ambiguities, correct format defects or add security to the payment of the Bonds upon giving Notice to the Insurer. No material modification or amendment of this

Bond Ordinance, or of any ordinance amendatory hereof or supplemental hereto, may be made without the consent in writing of the Owners of two-thirds (2/3) of the aggregate principal amount of the Bonds then outstanding; provided, however, that no such modification or amendment shall permit a change in the maturity of the Bonds or the redemption provisions thereof, or a reduction in the rate of interest thereon, or the promise of the Issuer to pay the principal of and the interest on the Bonds as the same shall come due from the revenues of the Tax, or reduce the percentage of owners required to consent to any material modification or amendment of this Bond Ordinance, without the consent of the Owner or Owners of the Bonds and the Insurer.

SECTION 18. Mutilated, Destroyed, Lost or Stolen Bonds. If any mutilated Bond is surrendered to the Paying Agent, or the Issuer and the Paying Agent receive evidence to their satisfaction of the destruction, loss, or theft of any Bond, and there is delivered to the Issuer and the Paying Agent such security or indemnity as may be required by them to save each of them harmless, then, in the absence of notice to the Issuer or the Paying Agent that such Bond has been acquired by a bona fide purchaser, the Issuer shall execute and upon its request the Paying Agent shall register and deliver, in exchange for or *in lieu* of any such mutilated, destroyed, lost, or stolen Bond, a new Bond of the same maturity and of like tenor and principal amount, bearing a number not contemporaneously outstanding. In case any such mutilated, destroyed, lost, or stolen Bond has become or is about to become due and payable, the issuer in its discretion may, instead of issuing a new Bond, pay such Bond. Upon the issuance of any new Bond under this Section, the Issuer may require the payment by the Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Paying Agent) connected therewith. Every new Bond issued pursuant to this Section *in lieu* of any mutilated, destroyed, lost, or stolen Bond shall constitute a replacement of the prior obligation of the Issuer, whether or not the mutilated, destroyed, lost, or stolen Bond shall be at any time enforceable by anyone, and shall be entitled to all the benefits of this Bond Ordinance equally and ratably with all other Outstanding Bonds. The procedures set forth in the Agreement authorized in this Bond Ordinance shall also be available with respect to mutilated, destroyed, lost or stolen Bonds. The provisions of this Section are exclusive and shall preclude (to the extent lawful) all other rights and remedies with respect to the replacement and payment of mutilated, destroyed, lost or stolen Bonds.

SECTION 19. Discharge of Bond Ordinance. If the Issuer shall pay or cause to be paid, or there shall be paid to the Owners, the principal (and redemption price) of and interest on the Bonds, at the times and in the manner stipulated in this Bond Ordinance, then the pledge of the Tax or any other money, securities, and funds pledged under this Bond Ordinance and all covenants, agreements, and other obligations of the Issuer to the Owners of Bonds shall thereupon cease, terminate, and become void and be discharged and satisfied, and the Paying Agent shall pay over or deliver all money held by it under this Bond Ordinance to the Issuer.

SECTION 20. Defeasance. Bonds or interest installments for the payment of which money shall have been set aside and shall be held in trust (through deposit of funds for such payment or otherwise) at the maturity date thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section. Bonds shall be deemed to have been paid, prior to their maturity, within the meaning and with the effect expressed above in this Section if they have been defeased with Defeasance Obligations pursuant to Chapter 14 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, or any successor provisions thereto.

SECTION 21. Events of Default. If one or more of the following events (in this Bond Ordinance called "Events of Default") shall happen, that is to say,

- (i) if default shall be made in the due and punctual payment of the principal of any Bond when and as the same shall become due and payable, whether at maturity or otherwise; or
- (ii) if default shall be made in the due and punctual payment of any installment of interest on any Bond when and as such interest installment shall become due and payable; or
- (iii) if default shall be made by the Issuer in the performance or observance of any other of the covenants, agreements or conditions on its part in the Bond Ordinance, any supplemental ordinance or in the Bonds contained and such default shall continue for a period of thirty (30) days after written notice thereof to the Issuer by any Owner; or
- (iv) if the Issuer shall file a petition or otherwise seek relief under any Federal or State bankruptcy law or similar law;

then, upon the happening and continuance of any Event of Default the Owners of the Bonds shall be entitled to exercise all rights and powers for which provision is made under Louisiana law. As long as the Bonds are insured, the Insurer, acting alone, shall have the right to direct all remedies in the event of a default. The Insurer shall be recognized as the registered owner of each bond which it insures for the purposes of exercising all rights and privileges available to bondholders. For bonds which it insures, the Insurer shall have the right to institute any suit, action, or proceeding at law or in equity under the same terms as a bondholder in accordance with applicable provisions of the governing documents.

SECTION 22. Successor Paying Agent; Paying Agent Agreement. The Issuer will at all times maintain a Paying Agent meeting the qualifications hereinafter described for the performance of the duties hereunder for the Bonds. The designation of J.P. Morgan Trust Company, National Association, in the City of Baton Rouge, Louisiana, as the initial Paying Agent is hereby confirmed and approved. The Issuer reserves the right to appoint a successor Paying Agent by filing with the Person then performing such function a certified copy of a resolution or ordinance giving notice of the termination of the Agreement and appointing a successor and causing notice to be given to each Owner. Every Paying Agent appointed hereunder shall at all times be a bank or trust company organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise trust powers, and subject to supervision or examination by Federal or State authority. The Executive Officers are hereby authorized and directed to execute an appropriate Agreement with the Paying Agent for and on behalf of the Issuer in such form as may be satisfactory to said officers, the signatures of said officers on such Agreement to be conclusive evidence of the due exercise of the authority granted hereunder.

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

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

SECTION 25. Cancellation of Bonds. All Bonds surrendered for payment, redemption, transfer, exchange or replacement, if surrendered to the Paying Agent, shall be promptly cancelled by it and, if surrendered to the Issuer, shall be delivered to the Paying Agent and, if not already cancelled, shall be promptly cancelled by the Paying Agent. The Issuer may at any time deliver to the Paying Agent for cancellation any Bonds previously registered and delivered which the Issuer may have acquired in any manner whatsoever, and all Bonds so delivered shall be promptly cancelled by the Paying Agent. All cancelled Bonds held by the Paying Agent shall be disposed of as directed in writing by the Issuer.

SECTION 26. Preparation of Bonds; Deposit of Bond Proceeds. The Executive Officers are hereby empowered, authorized and directed to do any and all things necessary and incidental to carry out all of the provisions of this Bond Ordinance, to cause the necessary Bonds to be printed or lithographed, to issue, execute, seal and deliver the Bonds, to effect the delivery of the Bonds in accordance with the sale thereof and to collect the purchase price therefor, and to deposit the funds derived from the sale of the Bonds (except accrued interest, which shall be deposited in the Sinking Fund and proceeds of the Bonds, if any, to be deposited in the Reserve Fund in accordance with the provisions of Section 10 hereof) in a special account with the Escrow Agent as follows:

1. In the special escrow account or fund established pursuant to the Escrow Agreement (the "Escrow Fund"), proceeds of the Bonds in an amount, together with other available monies provided by the Issuer and deposited in said Escrow Fund, which are necessary in order to provide for the Issuer and deposited in said Escrow Fund, which are necessary in order to provide for the acquisition of the Defeasance Obligations necessary to pay when due the principal of and interest and call premiums on the Refunded Bonds to the date fixed for redemption, for which irrevocable provisions have been made. The deposit to the Escrow Fund shall be irrevocable and irrevocable and shall be held and administered in accordance with the terms of the Escrow Agreement.

The moneys on deposit in the Escrow Fund created by said Escrow Agreement shall constitute a trust fund irrevocably dedicated for the use and benefit of the holders and registered owners of the Refunded Bonds. Said holders and registered owners and the Issuer shall have an enforceable lien on and interest in such moneys to require that the same be expended and paid out as provided in this Bond Ordinance and the Escrow Agreement. The Escrow Agent shall secure all uninvested moneys in the Escrow Fund at all times to the full extent thereof as provided by law.

2. The remainder of the proceeds of the Bonds to be used for Costs of Issuance.

Upon the delivery of the Bonds, the Executive Officers are authorized and directed to transfer from the Sinking Fund and the Reserve Fund to the Escrow Fund the moneys necessary for the defeasance of the Refunded Bonds as shall be set forth in the Escrow Agreement.

SECTION 27. Arbitrage. The Issuer covenants and agrees that, to the extent permitted by the laws of the State of Louisiana, it will comply with the requirements of the Code in order

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

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

SECTION 28. Publication; Peremption. A copy of this Bond Ordinance shall be published immediately after its adoption in one issue of the official journal of the Issuer. For a period of thirty (30) days from the date of such publication, any person in interest shall have the right to contest the legality of this Bond Ordinance and of the Bonds to be issued pursuant hereto and the provisions hereof securing the Bonds. After the expiration of said thirty (30) days, no one shall have any cause of right of action to contest the legality, formality or regularity of this Bond Ordinance or bond authorization, for any cause whatsoever. If the question of the validity of this Bond Ordinance or bond authorization is not raised within the thirty days, the authority to issue the Bonds and the regularity thereof, including all things pertaining to the election at which the Bonds were authorized, shall be conclusively presumed, and no court may inquire into such matters.

SECTION 29. Recordation. A certified copy of this Bond Ordinance shall be filed and recorded as soon as possible in the Mortgage Records of the Parish of Terrebonne, State of Louisiana.

SECTION 30. Section Headings. The headings of the various sections hereof are inserted for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions hereof.

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

SECTION 32. Employment of Bond Counsel . It is recognized by the Governing Authority that a real necessity exists for the employment of special bond counsel in connection with the issuance of the Bonds and accordingly the employment of Foley & Judell, L.L.P., of New Orleans, Louisiana, as special bond counsel to the Issuer to do and perform comprehensive legal and co-ordinate professional work with respect to the issuance and sale of the Bonds, is hereby ratified and confirmed. The fees to be paid said attorneys shall be in accordance with the Attorney General's Guidelines for Fees and Services of Bond Attorneys, which fee for special bond counsel shall not exceed the amount calculated in accordance with the Attorney General's Guidelines for Comprehensive Legal Services in the issuance of revenue bonds, plus actual out-of-pocket expenses incurred in connection with the issuance of the Bonds, and shall be contingent upon the delivery of the Bonds. Bond Counsel shall also assist in the preparation of an Official Statement containing detailed and comprehensive financial and statistical data required with respect to the sale of the Bonds and the costs of the preparation, printing and distribution of such official statement shall be paid from the proceeds of the Bonds. Said Official Statement may be submitted to such nationally recognized bond rating service or services as may be recommended by bond counsel, together with a request that an appropriate rating be assigned. A certified copy of this Bond Ordinance shall be submitted to the Attorney General of the State of Louisiana for his written approval of said employment and of the fees herein designated.

SECTION 33. Escrow Agent; Appointment and Acceptance of Duties . J.P. Morgan Trust Company, National Association is hereby appointed Escrow Agent. The Escrow Agent shall signify its acceptance of the duties and obligations imposed upon it by this Bond Ordinance by executing and delivering the Escrow Agreement. The Escrow Agent is authorized to file, on behalf of the Issuer, subscription forms for any Government Securities required by the Escrow

Agreement. A successor to the Escrow Agent may be designated in the manner set forth in the Escrow Agreement.

SECTION 34. Call for Redemption . Subject only to the actual delivery of the Bonds, \$8,130,000 principal amount of the Issuer's Public Library Sales Tax Bonds, Series 2000, maturing March 1, 2011 to March 1, 2020, inclusive, are hereby irrevocably called for redemption on March 1, 2010 at a redemption price of 100-1/2% of the principal amount thereof and accrued interest to the redemption date.

SECTION 35. Notice of Redemption . In accordance with the ordinance authorizing the issuance of the Refunded Bonds, a notice of redemption in substantially the forms attached hereto as **Exhibit D**, shall be sent by the paying agent for the Refunded Bonds first class mail, postage prepaid, by notice deposited in the United States mails not less than thirty (30) days prior to the redemption date addressed to the registered owner of each Bond to be redeemed at his address as shown on the registration books of the Paying Agent.

SECTION 36. Continuing Disclosure Certificate. The Executive Officers are hereby empowered and directed to execute an appropriate Continuing Disclosure Certificate (substantially in the form set forth in the official statement issued in connection with the sale and issuance of the Bonds) pursuant to S.E.C. Rule 15c2-12(b)(5).

SECTION 37. Official Statement . The Issuer hereby approves the form and content of the Preliminary Official Statement dated July 28, 2005, pertaining to the Bonds, as submitted to the Issuer, and hereby ratifies its prior use in connection with the sale of the Bonds. The Issuer further approves the form and content of the final Official Statement and hereby authorizes and directs the execution by the Executive Officers and delivery of such final Official Statement to the Underwriter for use in connection with the public offering of the Bonds.

SECTION 38. Non-Qualified Tax-Exempt Obligations. The Bonds are **not** designated as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code.

SECTION 39. Effective Date. This Bond Ordinance shall become effective immediately.

This ordinance having been submitted to a vote, the vote thereon was as follows:

YEAS: Kim Elfert, Teri C. Cavalier, Christa Duplantis, Harold Lapeyre, Clayton Voisin, Peter Rhodes, Pete Lambert, Alvin Tillman and Wayne Thibodeaux

NAYS: None

ABSENT: None

ABSTAINING: None

And the ordinance was declared adopted on this 10th day of August, 2005.

* * * * *

(In accordance with La. R.S. 39:1451(A) EXHIBIT A , EXHIBIT B , EXHIBIT C and EXHIBIT D to this ordinance have not been published. These Exhibits are on file with the minutes of the Terrebonne Parish Council, 8026 Main Street, Government Tower, Suite 600, Houma, Louisiana, and are available for inspection during regular business hours weekdays, Monday through Friday.)

The Chairman recognized the public for comments on the following:

H. A proposed ordinance providing for the issuance of General Obligation Refunding Bonds, Series 2005, and various other matters relative thereto

Mr. C. Voisin moved, seconded by Ms. C. Duplantis, "THAT, the Council close the aforementioned public hearing."

The Chairman called for a vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The following ordinance, having been introduced at a duly convened meeting on July 27, 2005, notice of its introduction having been published on July 29, 2005, and a public hearing having been held on August 10, 2005, was offered for final adoption by Christa Duplantis and seconded by Clayton Voisin:

ORDINANCE NO. 7032

An ordinance providing for the issuance of General Obligation Refunding Bonds, Series 2005, of the Parish of Terrebonne, State of Louisiana; prescribing the form, fixing the details and providing for the rights of the owners thereof; providing for the payment of the principal of and interest on such bonds and the application of the proceeds thereof to the refunding of certain bonds of said Parish; and providing for other matters in connection therewith.

WHEREAS, pursuant to the provisions of Article VI, Section 33 of the Constitution of the State of Louisiana of 1974, Sub-Part A, Part III, Chapter 4, and Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, the Parish of Terrebonne, State of Louisiana (the "Issuer"), acting through its governing authority, the Terrebonne Parish Council of the Parish of Terrebonne, State of Louisiana (the "Governing Authority"), issued (i) \$1,600,000 of General Obligation Paving Bonds, Series 1995A (the "Series 1995A Bonds"); (ii) \$2,400,000 of General Obligation Drainage Bonds, Series 1995B (the "Series 1995B Bonds"); (iii) \$2,500,000 of General Obligation Paving Bonds, Series 1996A (the "Series 1996A Bonds"); and (iv) \$1,000,000 of General Obligation Drainage Bonds, Series 1996B (the "Series 1996B Bonds").

WHEREAS, the Issuer is authorized to borrow money and issue general obligation bonds payable from ad valorem taxes to refund its outstanding general obligation bonds, pursuant to

Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "Act"), and other constitutional and statutory authority; and

WHEREAS, the Issuer has found and determined that the refunding of (i) \$815,000 of the Series 1995A Bonds, consisting of those Series 1995A Bonds which mature March 1, 2006 to March 1, 2020, inclusive; (ii) \$1,200,000 of the Series 1995B Bonds, consisting of those Series 1995B Bonds which mature March 1, 2006 to March 1, 2020, inclusive; (iii) \$1,545,000 of the Series 1996A Bonds, consisting of those Series 1996A Bonds which mature March 1, 2007 to March 1, 2021, inclusive; (iv) \$815,000 of the Series 1996B Bonds, consisting of those Series 1996B Bonds which mature March 1, 2007 to March 1, 2021, inclusive (collectively, the "Refunded Bonds"), would be financially advantageous to the Issuer and would result in a lower effective interest rate on such Refunded Bonds and debt service savings to the Issuer; and

WHEREAS, pursuant to Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, it is now the desire of this Governing Authority to adopt this Ordinance in order to provide for the issuance of Four Million Four Hundred Twenty-Five Thousand Dollars (\$4,425,000) principal amount of its General Obligation Refunding Bonds, Series 2005, of the Issuer (the "Bonds"), for the purpose of currently refunding the Series 1995A Bonds and the Series 1995B Bonds and advance refunding the Series 1996A Bonds and the Series 1996B Bonds, to fix the details of the Bonds; and

WHEREAS, it is necessary to provide for the application of the proceeds of the Bonds and to provide for other matters in connection with the payment or redemption of the Refunded Bonds; and

WHEREAS, it is necessary that this Governing Authority prescribe the form and content of the Escrow Deposit Agreement providing for the payment of the principal, premium, if any, and interest of the Series 1996A Bonds and the Series 1996B Bonds and authorize the execution thereof as hereinafter provided; and

WHEREAS, in connection with the issuance of the Bonds, it is necessary that provision be made for the payment of the principal and interest of the Refunded Bonds described in Exhibit A hereto, and to provide for the call for redemption of the Refunded Bonds, pursuant to the Notices of Defeasance and Calls for Redemption; and

WHEREAS, the Issuer desires to sell the Bonds to the purchaser thereof and to fix the details of the Bonds and the terms of the sale of the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Terrebonne Parish Council of the Parish of Terrebonne, State of Louisiana, acting as the governing authority of the Issuer, that:

ARTICLE 1

DEFINITIONS AND INTERPRETATION

1

SECTION 1.1 Definitions . The following terms shall have the following meanings unless the context otherwise requires:

"Act" shall mean Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other applicable constitutional and statutory authority.

"Bond" or "Bonds" shall mean any or all of the General Obligation Refunding Bonds, Series 2005, of the Issuer, issued pursuant to the Bond Ordinance, as the same may be amended from time to time, whether initially delivered or issued in exchange for, upon transfer of, or *in lieu* of any previously issued Bond.

"Bond Obligation" shall mean, as of the date of computation, the principal amount of the Bonds then Outstanding.

"Bond Ordinance" shall mean this Ordinance, as it may be amended and supplemented as herein provided.

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

"Code" shall mean the Internal Revenue Code of 1986, as amended.

"Costs of Issuance" shall mean all items of expense, directly or indirectly payable or reimbursable and related to the authorization, sale and issuance of the Bonds, including but not limited to printing costs, costs of preparation and reproduction of documents, filing and recording fees, initial fees and charges of any fiduciary, legal fees and charges, fees and charges for the preparation and distribution of any preliminary official statement and/or official statement, if paid by the Issuer, fees and disbursements of consultants and professionals, costs of credit ratings, fees and charges for preparation, execution, transportation and safekeeping of the Bonds, costs and expenses of refunding, and any other cost, charge or fee paid or payable by the Issuer in connection with the original issuance of Bonds.

"Debt Service" for any period shall mean, as of the date of calculation, an amount equal to the sum of (a) interest payable during such period on Bonds and (b) the principal amount of Bonds which mature during such period.

"Defeasance Obligations" shall mean (a) cash, or (b) non-callable Government Securities.

"Escrow Agent" shall mean the Bank of New York Trust Company, National Association, in the City of Jacksonville, Florida, and its successor or successors, and any other person which may at any time be substituted in its place pursuant to the Bond Ordinance.

"Escrow Agreement" shall mean the Escrow Deposit Agreement dated as of September 1, 2005, between the Issuer and the Escrow Agent, substantially in the form attached hereto as Exhibit B, as the same may be amended from time to time, the terms of which Escrow Agreement are incorporated herein by reference.

"Executive Officers" shall mean, collectively, the Parish President and the Clerk of the Governing Authority.

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

"Governing Authority" shall mean the Terrebonne Parish Council of the Parish of Terrebonne, State of Louisiana, or its successor in function.

"Government Securities" shall mean direct general obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, which may be United States Treasury Obligations such as the State and Local Government Series and may be in book-entry form.

"Interest Payment Date" shall mean March 1 and September 1 of each year, commencing March 1, 2006.

"Issuer" shall mean the Parish of Terrebonne, State of Louisiana.

"Outstanding", when used with reference to the Bonds, shall mean, as of any date, all Bonds theretofore issued under the Bond Ordinance, except:

(a) Bonds theretofore cancelled by the Paying Agent or delivered to the Paying Agent for cancellation;

(b) Bonds for the payment or redemption of which sufficient Defeasance Obligations have been deposited with the Paying Agent or an escrow agent in trust for the Owners of such Bonds as provided in Section hereof, provided that if such Bonds are to be redeemed, irrevocable notice of such redemption has been

duly given or provided for pursuant to the Bond Ordinance, to the satisfaction of the Paying Agent, or waived;

(c) Bonds in exchange for or *in lieu* of which other Bonds have been registered and delivered pursuant to the Bond Ordinance; and

(d) Bonds alleged to have been mutilated, destroyed, lost, or stolen which have been paid as provided in the Bond Ordinance or by law.

"Owner" or "Owners" shall mean the Person reflected as registered owner of any of the Bonds on the registration books maintained by the Paying Agent. Notwithstanding any provision of this Bond Ordinance to the contrary, at all times, be deemed an owner of all the bonds for the purposes of consenting to any ordinance supplementing or amending this Bond Ordinance, and shall be notified in advance of the adoption of any ordinance supplemental or amendatory hereto whether or not the consent of the Owner is required.

"Paying Agent" shall mean J. P. Morgan Trust Company, National Association, in the City of Baton Rouge, Louisiana, as paying agent and registrar hereunder, until a successor Paying Agent shall have become such pursuant to the applicable provisions of the Bond Ordinance, and thereafter "Paying Agent" shall mean such successor Paying Agent.

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

"Purchaser" shall mean Legg Mason Wood Walker, Inc., in the City of Winston-Salem, North Carolina, as the original purchasers of the Bonds.

"Record Date" shall mean, with respect to an Interest Payment Date, the fifteenth day of the calendar month next preceding such Interest Payment Date, whether or not such day is a Business Day.

"Refunded Bonds" shall mean (i) \$815,000 of the General Obligation Paving Bonds, Series 1995A Bonds, maturing March 1, 2006 to March 1, 2020 inclusive; (ii) \$1,200,000 of the General Obligation Drainage Bonds, Series 1995B Bonds, maturing March 1, 2006 to March 1, 2020, inclusive; (iii) \$1,545,000 of the General Obligation Paving Bonds, Series 1996A Bonds, maturing March 1, 2007 to March 1, 2021, inclusive; and (iv) \$815,000 of the General Obligation Drainage Bonds, Series 1996B Bonds, maturing March 1, 2007 to March 1, 2021, inclusive, which are being refunded by the Bonds, as more fully described in Exhibit A hereto.

"State" shall mean the State of Louisiana.

SECTION 1.2 Interpretation . In this Bond Ordinance, unless the context otherwise requires, (a) words importing the singular include the plural and vice versa, (b) words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders and (c) the title of the offices used in this Bond Ordinance shall be deemed to include any other title by which such office shall be known under any subsequently adopted charter.

ARTICLE 2

AUTHORIZATION AND ISSUANCE OF BONDS

2

SECTION 2.1 Authorization of Bonds; Refunding of Refunded Bonds . This Bond Ordinance creates a series of Bonds of the Issuer to be designated "General Obligation Refunding Bonds, Series 2005, of the Parish of Terrebonne, State of Louisiana" and provides for the full and final payment of the principal or redemption price of and interest on all the Bonds.

(a) The Bonds issued under this Bond Ordinance shall be issued for the purpose of refunding the Refunded Bonds through the escrow of a portion of the proceeds of the Bonds, together with additional moneys provided by the Issuer, in Defeasance Obligations, in accordance with the terms of the Escrow Agreement, in order to provide for the payment of the principal of, premium, if any, and interest on the Refunded Bonds as they mature or upon earlier redemption as provided in Section hereof, and paying the Costs of Issuance.

(b) Provision having been made for the orderly payment until maturity or earlier redemption of all the Refunded Bonds, in accordance with their terms, it is hereby recognized and acknowledged that as of the date of delivery of the Bonds under this Bond Ordinance, provision will have been made for the performance of all covenants and agreements of the Issuer incidental to the Refunded Bonds, and that accordingly, and in compliance with all that is herein provided, the Issuer is expected to have no future obligation with reference to the aforesaid Refunded Bonds, except to assure that the Refunded Bonds are paid from the Defeasance Obligations and funds so escrowed in accordance with the provisions of the Escrow Agreement.

(c) The Escrow Agreement is hereby approved by the Issuer, and the Executive Officers are hereby authorized and directed to execute and deliver the Escrow Agreement on behalf of the Issuer substantially in the form of Exhibit B hereof, with such changes, additions, deletions or completions deemed appropriate by such signing officials, and it is expressly provided and covenanted that all of the provisions for the payment of the principal of, premium, if any, and interest on the Refunded Bonds from the special trust fund created under the Escrow Agreement shall be strictly observed and followed in all respects.

SECTION 2.2 Bond Ordinance to Constitute Contract . In consideration of the purchase and acceptance of the Bonds by those who shall own the same from time to time, the provisions of this Bond Ordinance shall be a part of the contract of the Issuer with the Owners of the Bonds and shall be deemed to be and shall constitute a contract between the Issuer and the Owners from time to time of the Bonds. The provisions, covenants and agreements herein set forth to be performed by or on behalf of the Issuer shall be for the equal benefit, protection and security of the Owners of any and all of the Bonds, each of which Bonds, regardless of the time or times of its issue or maturity, shall be of equal rank without preference, priority or distinction over any other thereof except as expressly provided in this Bond Ordinance.

SECTION 2.3 Obligation of Bonds . The Bonds shall constitute general obligations of the Issuer, and the full faith and credit of the Issuer is hereby pledged for their payment and for the payment of all the interest thereon. The Issuer is bound under the terms and provisions of law and this Bond Ordinance to impose and collect annually, in excess of all other taxes, a tax on all the property subject to taxation within the territorial limits of the Issuer, sufficient to pay the principal of and interest on the Bonds falling due each year, said tax to be levied and collected by the same officers, in the same manner and at the same time as other taxes are levied and collected within the territorial limits of the Issuer. All ad valorem taxes levied by the Issuer in each year for the payment of the Bonds shall, upon their receipt, be transferred to the Governing Authority, which shall have responsibility for the deposit of such receipts and for the investment and reinvestment of such receipts and the servicing of the Bonds and any other general obligation bonds of the Issuer.

SECTION 2.4 Authorization and Designation . Pursuant to the provisions of the Act, there is hereby authorized the issuance of Four Million Four Hundred Twenty-Five Thousand Dollars (\$4,425,000) principal amount of Bonds of the Issuer to be designated "General Obligation Refunding Bonds, Series 2005, of the Parish of Terrebonne, State of Louisiana," for the purposes set forth in Section 2.1(b) above. The Bonds shall be in substantially the form set forth as Exhibit C hereto, with such necessary or appropriate variations, omissions and insertions as are required or permitted by the Act and this Bond Ordinance.

This Governing Authority hereby finds and determines that upon the issuance of the Bonds, the total outstanding amount of general obligation bonds of the Issuer issued and deemed to be outstanding will not exceed the Issuer's general obligation bond limit.

SECTION 2.5 Denominations, Dates, Maturities and Interest . The Bonds are issuable as fully registered bonds in the denomination of Five Thousand Dollars (\$5,000) each or any integral multiple thereof within a single maturity, shall be dated September 1, 2005, and shall be numbered from R-1 upward. The unpaid principal of the Bonds shall bear interest from the date thereof or from the most recent Interest Payment Date to which interest has been paid or duly provided for, payable semi-annually on each Interest Payment Date, commencing March 1, 2006, at the following rates of interest and shall mature serially on March 1 of each year as follows:

<u>DATE</u> <u>(MAR. 1)</u>	<u>PRINCIPAL</u> <u>PAYMENT</u>	<u>INTEREST</u> <u>RATE</u>	<u>DATE</u> <u>(MAR. 1)</u>	<u>PRINCIPAL</u> <u>PAYMENT</u>	<u>INTEREST</u> <u>RATE</u>
2006	\$240,000	4.000%	2012	\$460,000	4.000%
2007	380,000	4.000	2013	460,000	4.000%
2008	395,000	3.500	2014	460,000	4.000%
2009	410,000	3.500	2015	460,000	4.000%
2010	425,000	3.500	2016	295,000	4.000%
2011	440,000	4.000			

The principal of the Bonds shall be payable by check of the Paying Agent upon presentation and surrender of the Bonds at the principal corporate trust office of the Paying Agent. Interest on the Bonds is payable by check mailed on or before the Interest Payment Date by the Paying Agent to the Owner (determined as of the close of business on the Record Date) at the address of such Owner as it appears on the registration books of the Paying Agent maintained for such purpose.

Except as otherwise provided in this Section, the Bonds shall bear interest from date thereof or from the most recent Interest Payment Date to which interest has been paid or duly provided for, as the case may be, provided, however, that if and to the extent that the Issuer shall default in the payment of the interest on the Bonds due on any Interest Payment Date, then the Bonds shall bear interest from the most recent Interest Payment Date to which interest has been paid on the Bonds, or if no interest has been paid on the Bonds, from their dated date.

The person in whose name any Bond is registered at the close of business on the Record Date with respect to an Interest Payment Date shall in all cases be entitled to receive the interest payable on such Interest Payment Date notwithstanding the cancellation of such Bond upon any registration of transfer or exchange thereof subsequent to such Record Date and prior to such Interest Payment Date.

ARTICLE 3

GENERAL TERMS AND PROVISIONS OF THE BONDS

3

SECTION 3.1 Exchange of Bonds; Persons Treated as Owners . The Issuer shall cause books for the registration and for the registration of transfer of the Bonds as provided in this Bond Ordinance to be kept by the Paying Agent at its principal corporate trust office, and the Paying Agent is hereby constituted and appointed the registrar for the Bonds. At reasonable times and under reasonable regulations established by the Paying Agent said list may be inspected and copied by the Issuer or by the Owners (or a designated representative thereof) of 15% of the outstanding principal amount of the Bonds.

All Bonds presented for registration of transfer or exchange shall be accompanied by a written instrument or instruments of transfer in form and with a guaranty of signature satisfactory to the Paying Agent, duly executed by the Owner or his attorney duly authorized in writing.

Upon surrender for registration of transfer of any Bond, the Paying Agent shall register and deliver in the name of the transferee or transferees one or more new fully registered Bonds of authorized denomination of the same maturity and interest rate, and like aggregate principal amount. At the option of an Owner, Bonds may be exchanged for other Bonds of authorized denominations of the same maturity and interest rate, and like aggregate principal amount, upon surrender of the Bonds to be exchanged at the principal corporate trust office of the Paying Agent. Whenever any Bonds are so surrendered for exchange, the Paying Agent shall register and deliver in exchange therefor the Bond or Bonds which the Owner making the exchange shall be entitled to receive.

No service charge to the Owners shall be made by the Paying Agent for any exchange or registration of transfer of Bonds. The Paying Agent may require payment by the person requesting an exchange or registration of transfer of Bonds of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto.

The Issuer and the Paying Agent shall not be required to issue, register the transfer of or exchange any Bond during a period beginning at the opening of business on the

15th calendar day of the month next preceding an Interest Payment Date and ending at the close of business on the Interest Payment Date.

All Bonds delivered upon any registration of transfer or exchange of Bonds shall be valid obligations of the Issuer, evidencing the same debt and entitled to the same benefits under this Bond Ordinance as the Bonds surrendered.

Prior to due presentment for registration of transfer of any Bond, the Issuer and the Paying Agent, and any agent of the Issuer or the Paying Agent may deem and treat the person in whose name any Bond is registered as the absolute owner thereof for all purposes, whether or not such Bond shall be overdue, and shall not be bound by any notice to the contrary.

SECTION 3.2 Bonds Mutilated, Destroyed, Stolen or Lost . In case any Bond shall become mutilated or be improperly canceled, or be destroyed, stolen or lost, the Issuer may in its discretion adopt an ordinance and thereby authorize the issuance and delivery of a new Bond in exchange for and substitution for such mutilated or improperly canceled Bond, or *in lieu* of and substitution for the Bond destroyed, stolen or lost, upon the Owner (i) furnishing the Issuer and the Paying Agent proof of his ownership thereof and proof of such mutilation, improper cancellation, destruction, theft or loss satisfactory to the Issuer and the Paying Agent, (ii) giving to the Issuer and the Paying Agent an indemnity bond in favor of the Issuer and the Paying Agent in such amount as the Issuer may require, (iii) complying with such other reasonable regulations and conditions as the Issuer may prescribe and (iv) paying such expenses as the Issuer and the Paying Agent may incur. All Bonds so surrendered shall be delivered to the Paying Agent for cancellation pursuant to Section hereof. If any Bond shall have matured or be about to mature, instead of issuing a substitute Bond, the Issuer may pay the same, upon being indemnified as aforesaid, and if such Bond be lost, stolen or destroyed, without surrender thereof.

Any such duplicate Bond issued pursuant to this Section shall constitute an original, additional, contractual obligation on the part of the Issuer, whether or not the lost, stolen or destroyed Bond be at any time found by anyone. Such duplicate Bond shall be in all respects identical with those replaced except that it shall bear on its face the following additional clause:

"This bond is issued to replace a lost, canceled or destroyed bond under the authority of R.S. 39:971 through 39:974."

Such duplicate Bond may be signed by the facsimile signatures of the same officers who signed the original Bonds, provided, however, that in the event the officers who executed the original Bonds are no longer in office, then the new Bonds may be signed by the officers then in office. Such duplicate Bonds shall be entitled to equal and proportionate benefits and rights as to lien and source and security for payment as provided herein with respect to all other Bonds hereunder, the obligations of the Issuer upon the duplicate Bonds being identical to its obligations upon the original Bonds and the rights of the Owner of the duplicate Bonds being the same as those conferred by the original Bonds.

SECTION 3.3 Preparation of Definitive Bonds, Temporary Bonds . Until the definitive Bonds are prepared, the Issuer may execute, in the same manner as is provided in Section , and deliver, *in lieu* of definitive Bonds, but subject to the same provisions, limitations and conditions as the definitive Bonds except as to the denominations, one or more temporary typewritten Bonds substantially of the tenor of the definitive Bonds *in lieu* of which such temporary Bond or Bonds are issued, in authorized denominations, and with such omissions, insertions and variations as may be appropriate to temporary Bonds.

SECTION 3.4 Cancellation of Bonds . All Bonds paid either at or before maturity, together with all Bonds purchased by the Issuer, shall thereupon be promptly canceled by the Paying Agent. The Paying Agent shall thereupon promptly furnish to the Issuer an appropriate certificate of cancellation.

SECTION 3.5 Execution . The Bonds shall be executed in the name and on behalf of the Issuer by the manual or facsimile signatures of the Executive Officers and the corporate seal of the Issuer (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced thereon. In case any one or more of the officers who shall have signed or sealed any of the Bonds shall cease to be such officer before the Bonds so signed

and sealed shall have been actually delivered, such Bonds may nevertheless, be delivered as herein provided, and may be issued as if the person who signed or sealed such Bonds had not ceased to hold such office. Said officers shall, by the execution of the Bonds, adopt as and for their own proper signatures their respective facsimile signatures appearing on the Bonds or any legal opinion certificate thereon, and the Issuer may adopt and use for that purpose the facsimile signature of any person or persons who shall have been such officer at any time on or after the date of such Bond, notwithstanding that at the date of such Bond such person may not have held such office or that at the time when such Bond shall be delivered such person may have ceased to hold such office.

SECTION 3.6 Registration by Secretary of State . The Bonds shall be registered with the Secretary of State of the State of Louisiana, shall bear the endorsement of the Secretary of State of Louisiana substantially in the form set forth in Exhibit C hereto, provided such endorsement shall be manually signed only on the Bonds initially delivered to the Purchaser, and any Bonds subsequently exchanged therefor as permitted in this Bond Ordinance may bear the facsimile signature of said Secretary of State.

SECTION 3.7 Registration by Paying Agent . No Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Bond Ordinance unless and until a certificate of registration on such Bond substantially in the form set forth in Exhibit C hereto shall have been duly executed on behalf of the Paying Agent by a duly authorized signatory, and such executed certificate of the Paying Agent upon any such Bond shall be conclusive evidence that such Bond has been executed, registered and delivered under this Bond Ordinance.

ARTICLE 4

SINKING FUND; PAYMENT OF BONDS

4

SECTION 4.1 Sinking Fund . For the payment of the principal of and the interest on the Bonds, the Issuer will maintain a special fund, to be held by the regularly designated fiscal agent of the Issuer (the "Sinking Fund"), into which the Issuer will deposit the proceeds of the aforesaid tax described in Section hereof. The depository for the Sinking Fund shall transfer from the Sinking Fund to the Paying Agent in advance of each Interest Payment Date, funds fully sufficient to pay promptly the principal and interest falling due on such date.

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

(b) All or any part of the moneys in the Sinking Fund shall, at the written request of the Issuer, be invested in accordance with the provisions of the laws of the State of Louisiana, in which event all income derived from such investments shall be added only to the Sinking Fund. Accrued interest, if any, received upon delivery of the Bonds shall be invested only in Government Securities maturing on or prior to the first Interest Payment Date.

SECTION 4.2 Payment of Bonds . The Issuer shall duly and punctually pay or cause to be paid as herein provided, the principal of every Bond and the interest thereon, at the dates and places and in the manner stated in the Bonds according to the true intent and meaning thereof.

ARTICLE 5

REDEMPTION OF BONDS

5

SECTION 5.1 Redemption of Bonds. The Bonds are not callable for redemption prior to their stated dates of maturity.

ARTICLE 6

APPLICATION OF BOND PROCEEDS

SECTION 6.1 Application of Bond Proceeds . As a condition of the issuance of the Bonds, the Issuer hereby binds and obligates itself to:

(a) Deposit irrevocably in trust with the Escrow Agent under the terms and conditions of the Escrow Agreement, as hereinafter provided, an amount of the proceeds derived from the issuance and sale of the Bonds (exclusive of accrued interest), together with additional moneys provided by the Issuer, as will enable the Escrow Agent to immediately purchase the Defeasance Obligations described in the Escrow Agreement, which shall mature in principal and interest in such a manner as to provide at least the required cash amount on or before each payment date for the Refunded Bonds (said amounts being necessary on each of the designated dates to pay and retire or redeem the Refunded Bonds, including premiums, if any, payable upon redemption). The moneys so deposited with the Escrow Agent shall constitute a trust fund irrevocably dedicated for the use and benefit of the owners of the Refunded Bonds.

(b) Deposit in trust with the Escrow Agent such amount of the proceeds of the Bonds as will enable the Escrow Agent to pay the Costs of Issuance and the costs properly attributable to the establishment and administration of the Escrow Fund.

(c) Deposit accrued interest, if any, received on the delivery date of the Bonds into the Sinking Fund established by Section hereof and to apply said funds to pay a portion of the interest due on the Bonds on the first Interest Payment Date therefor. Accrued interest, if any, received upon delivery of the Bonds shall be invested only in Government Securities maturing on or prior to the first Interest Payment Date.

ARTICLE 7

SUPPLEMENTAL BOND ORDINANCES

7

SECTION 7.1 Supplemental Ordinances Effective Without Consent of Owners . For any one or more of the following purposes and at any time from time to time, an ordinance supplemental hereto may be adopted, which, upon the filing with the Paying Agent of a certified copy thereof, but without any consent of Owners, shall be fully effective in accordance with its terms:

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

SECTION 7.2 Supplemental Ordinances Effective With Consent of Owners . Except as provided in Section , any modification or amendment of the Bond Ordinance or of the rights and obligations of the Issuer and of the Owners of the Bonds hereunder, in any particular, may be made by a supplemental ordinance, with the written consent of the Owners of a majority of the Bond Obligation at the time such consent is given. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any outstanding

Bond or of any installment of interest thereon or a reduction in the principal amount or redemption price thereof or in the rate of interest thereon without the consent of the Owner of such Bond, or shall reduce the percentages of Bonds the consent of the Owner of which is required to effect any such modification or amendment, or change the obligation of the Issuer to levy and collect taxes for the payment of the Bonds as provided herein, without the consent of the Owners of all of the Bonds then outstanding, or shall change or modify any of the rights or obligations of either the Paying Agent or the Escrow Agent without its written assent thereto. For the purposes of this Section, Bonds shall be deemed to be affected by a modification or amendment of the Bond Ordinance if the same adversely affects or diminishes the rights of the Owners of said Bonds.

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

ARTICLE 8

TAX COVENANTS

8

SECTION 8.1 Tax Covenants . The Issuer covenants and agrees that, to the extent permitted by the laws of the State of Louisiana, it will comply with the requirements of the Code to in order to establish, maintain and preserve the exclusion from "gross income" of interest on the Bonds under the Code. The Issuer shall not take any action or fail to take any action, nor shall it permit at any time or times any of the proceeds of the Bonds or any other funds of the Issuer to be used directly or indirectly in any manner, to acquire any securities or obligations the acquisition of which would cause any Bond to be an "arbitrage bond" as defined in the Code or would result in the inclusion of the interest on any Bond in "gross income" under the Code, including, without limitation, (i) the failure to comply with the limitation on investment of the proceeds of the Bonds, (ii) the failure to pay any required rebate of arbitrage earnings to the United States of America, or (iii) the use of the proceeds of the Bonds in a manner which would cause the Bonds to be "private activity bonds" under the Code.

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

ARTICLE 9

REMEDIES ON DEFAULT

9

SECTION 9.1 Events of Default . If one or more of the following events (in this Bond Ordinance called "Events of Default") shall happen, that is to say,

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

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

ARTICLE 10

CONCERNING FIDUCIARIES

10

SECTION 10.1 Escrow Agent; Appointment and Acceptance of Duties . The Bank of New York Trust Company, National Association, in the City of Jacksonville, Florida, is hereby appointed Escrow Agent. The Escrow Agent shall signify its acceptance of the duties and obligations imposed upon it by this Bond Ordinance by executing and delivering the Escrow Agreement. The Escrow Agent is authorized to file, on behalf of the Issuer, subscription forms for any Government Securities required by the Escrow Agreement.

SECTION 10.2 Paying Agent; Appointment and Acceptance of Duties . The Issuer will at all times maintain a Paying Agent having the necessary qualifications for the performance of the duties described in this Bond Ordinance. The designation of J.P. Morgan Trust Company, National Association, in the City of Baton Rouge, Louisiana, as the initial Paying Agent is hereby confirmed and approved. The Paying Agent shall signify its acceptance of the duties and obligations imposed on it by the Bond Ordinance by executing and delivering to the Executive Officers a written acceptance thereof. The Governing Authority reserves the right to appoint a successor Paying Agent by filing with the Person then performing such function a certified copy of an ordinance giving notice of the termination of the agreement and appointing a successor and causing notice to be given to each Owner. Furthermore, the Paying Agent may be removed by the Issuer at any time for any breach of its duties set forth herein, effective upon appointment of a successor Paying Agent as set forth above. Every Paying Agent appointed hereunder shall at all times be a trust company or bank organized and doing business under the laws of the United States of America or of any State, authorized under such laws to exercise trust powers, and subject to supervision or examination by Federal or State authority.

ARTICLE 11

MISCELLANEOUS

11

SECTION 11.1 Defeasance . If the Issuer shall pay or cause to be paid to the Owners of all Bonds then outstanding, the principal and interest to become due thereon, at the times and in the manner stipulated therein and in the Bond Ordinance, then the covenants, agreements and other obligations of the Issuer to the Owners shall be discharged and satisfied. In such event, the Paying Agent shall, upon the request of the Issuer, execute and deliver to the Issuer all such instruments as may be desirable to evidence such discharge and satisfaction and the Paying Agent shall pay over or deliver to the Issuer all moneys, securities and funds held by them pursuant to the Bond Ordinance which are not required for the payment of Bonds not theretofore surrendered for such payment.

Bonds or interest installments for the payment of which money shall have been set aside and shall be held in trust (through deposit by the Issuer of funds for such payment or otherwise) at the maturity date thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section. Bonds shall be deemed to have been paid, prior to their maturity, within the meaning and with the effect expressed above in this Section if they have been defeased pursuant to Chapter 14 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, or any successor provisions thereto.

SECTION 11.2 Continuing Disclosure . Pursuant to 17 CFR 240.15c212 (the "SEC Continuing Disclosure Rules") the Issuer covenants and agrees for the benefit of the Owners and the Purchaser to provide certain financial information and operating data relating to the Issuer (the "Annual Report"), and to provide notices of the occurrence of the events enumerated in Section (b)(5)(i)(C) of the SEC Continuing Disclosure Rules, if material. The Annual Report will be filed by the Issuer with each Nationally Recognized Municipal Securities Information Depository and with any future ("NRMSIR") and Louisiana State Information Depository ("Louisiana SID"), if any. Any notices of material events shall be filed with each NRMSIR or with the Municipal Securities Rulemaking Board ("MSRB"), and with the Louisiana SID, if any. The specific nature of the information to be contained in the Annual Report or the notice of material events shall be as more fully set forth in the Continuing Disclosure Certificate attached to the Official Statement, as the same may be amended from time to time in accordance with its terms. Failure to comply with the SEC Continuing Disclosure Rules shall not constitute

an "event of default" under this Ordinance, however any of the Owners and the Purchaser may take such action or exercise such remedies as may be provided by law to enforce the obligations of the Issuer under the Continuing Disclosure Certificate.

The Executive Officers are hereby empowered, authorized and directed to take any and all action and to execute and deliver any instrument, document or certificate necessary to effectuate the purposes of this Section, including, without limitation, the Continuing Disclosure Certificate in substantially the form attached to the Official Statement.

SECTION 11.3 Evidence of Signatures of Owners and Ownership of Bonds . Any request, consent, revocation of consent or other instrument which the Bond Ordinance may require or permit to be signed and executed by the Owners may be in one or more instruments of similar tenor, and shall be signed or executed by such Owners in person or by their attorneys-in-fact appointed in writing. Proof of the execution of any such instrument, or of an instrument appointing any such attorney, or the ownership by any person of the Bonds shall be sufficient for any purpose of the Bond Ordinance (except as otherwise therein expressly provided) if made in the following manner, or in any other manner satisfactory to the Paying Agent, which may nevertheless in its discretion require further or other proof in cases where it deems the same desirable:

- (1) the fact and date of the execution by any Owner or his attorney-in-fact of such instrument may be proved by the certificate, which need not be acknowledged or verified, of an officer of a bank or trust company or of any notary public or other officer authorized to take acknowledgements of deeds, that the person signing such request or other instrument acknowledged to him the execution thereof, or by an affidavit of a witness of such execution, duly sworn to before such notary public or other officer. Where such execution is by an officer of a corporation or association or a member of a partnership, on behalf of such corporation, association or partnership, such certificate or affidavit shall also constitute sufficient proof of his authority;
- (2) the ownership of Bonds and the amount, numbers and other identification, and date of owning the same shall be proved by the registration books of the Paying Agent.

(b) Any request or consent by the Owner of any Bond shall bind all future Owners of such Bond in respect of anything done or suffered to be done by the Issuer or the Paying Agent in accordance therewith.

SECTION 11.4 Moneys Held for Particular Bonds . The amounts held by the Paying Agent for the payment due on any date with respect to particular Bonds shall, on and after such date and pending such payment, be set aside on its books and held in trust by it, without liability for interest, for the Owners of the Bonds entitled thereto.

SECTION 11.5 Parties Interested Herein . Nothing in the Bond Ordinance expressed or implied is intended or shall be construed to confer upon, or to give to, any person or entity, other than the Issuer, the Paying Agent, the Escrow Agent and the Owners of the Bonds any right, remedy or claim under or by reason of the Bond Ordinance or any covenant, condition or stipulation thereof; and all the covenants, stipulations, promises and agreements in the Bond Ordinance contained by and on behalf of the Issuer shall be for the sole and exclusive benefit of the Issuer, the Paying Agent, the Escrow Agent and the Owners of the Bonds and the Refunded Bonds.

SECTION 11.6 No Recourse on the Bonds . No recourse shall be had for the payment of the principal of or interest on the Bonds or for any claim based thereon or on this Bond Ordinance against any member of the Governing Authority or officer of the Issuer or any person executing the Bonds.

SECTION 11.7 Successors and Assigns . Whenever in this Bond Ordinance the Issuer is named or referred to, it shall be deemed to include its successors and assigns and all the covenants and agreements in this Bond Ordinance contained by or on behalf of the Issuer shall bind and enure to the benefit of its successors and assigns whether so expressed or not.

SECTION 11.8 Subrogation . In the event the Bonds herein authorized to be issued, or any of them, should ever be held invalid by any court of competent jurisdiction, the Owner or Owners thereof shall be subrogated to all the rights and remedies against the Issuer had and possessed by the Owner or Owners of the Refunded Bonds.

SECTION 11.9 Severability . In case any one or more of the provisions of the Bond Ordinance or of the Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of the Bond Ordinance or of the Bonds, but the Bond Ordinance and the Bonds shall be construed and enforced as if such illegal or invalid provisions had not been contained therein. Any constitutional or statutory provision enacted after the date of the Bond Ordinance which validates or makes legal any provision of the Bond Ordinance or the Bonds which would not otherwise be valid or legal shall be deemed to apply to the Bond Ordinance and to the Bonds.

SECTION 11.10 Recital of Regularity. This Governing Authority having investigated the regularity of the proceedings had in connection with the Bonds herein authorized and having determined the same to be regular, the Bonds shall contain the following recital, to-wit:

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

SECTION 11.11 Publication of Bond Ordinance . This Bond Ordinance shall be published one time in the official journal of the Issuer; however, it shall not be necessary to publish any exhibits hereto if the same are available for public inspection and such fact is stated in the publication.

SECTION 11.12 Peremption . For thirty days after the date of publication, any person in interest may contest the legality of this Bond Ordinance, any provision of the Bonds, the provisions therein made for the security and payment of the Bonds and the validity of all other provisions and proceedings relating to the authorization and issuance of the Bonds. After the said thirty days, no person may contest the regularity, formality, legality or effectiveness of the Bond Ordinance, any provisions of the Bonds to be issued pursuant hereto, the provisions for the security and payment of the Bonds and the validity of all other provisions and proceedings relating to their authorization and issuance, for any cause whatever. Thereafter, it shall be conclusively presumed that the Bonds are legal and that every legal requirement for the issuance of the Bonds has been complied with. No court shall have authority to inquire into any of these matters after the said thirty days.

SECTION 11.13 Execution of Documents . In connection with the issuance and sale of the Bonds, the Executive Officers of the Governing Authority are each authorized, empowered and directed to execute on behalf of the Issuer such documents, certificates and instruments as they may deem necessary, upon the advice of bond counsel, to effect the transactions contemplated by this Bond Ordinance, the signatures of the Executive Officers on such documents, certificates and instruments to be conclusive evidence of the due exercise of the authority granted hereunder.

SECTION 11.14 Official Statement . The Issuer hereby approves the form and content of the Preliminary Official Statement dated July 28, 2005, pertaining to the Bonds, as submitted to the Issuer, and hereby ratifies its prior use in connection with the sale of the Bonds. The Issuer further approves the form and content of the final Official Statement and hereby authorizes and directs the execution by the Parish President and Clerk of the Issuer and delivery of such final Official Statement to the Purchaser for use in connection with the public offering of the Bonds.

SECTION 11.15. Employment of Bond Counsel. It is recognized by the Governing Authority that a real necessity exists for the employment of special bond counsel in connection with the issuance of the Bonds and accordingly the employment of Foley & Judell, L.L.P., of New Orleans, Louisiana, as professional work with respect to the issuance and sale of the Bonds, is hereby ratified and confirmed. The fees to be paid said attorneys shall be in accordance with the Attorney General's Guidelines for Fees and Services of Bond Attorneys, which fee for special bond counsel shall not exceed the amount calculated in accordance with the

Attorney General's Guidelines for Comprehensive Legal Services in the issuance of general obligation bonds, plus actual out-of-pocket expenses incurred in connection with the issuance of the Bonds, and shall be contingent upon the delivery of the Bonds. Bond Counsel shall also assist in the preparation of an Official Statement containing detailed and comprehensive financial and statistical data required with respect to the sale of the Bonds and the costs of the preparation, printing and distribution of such official statement shall be paid from the proceeds of the Bonds. Said Official Statement may be submitted to such nationally recognized bond rating service or services as may be recommended by bond counsel, together with a request that an appropriate rating may be assigned. A certified copy of this Bond Ordinance shall be submitted to the Attorney General of the State of Louisiana for his written approval of said employment and of the fees herein designated.

ARTICLE 12

REDEMPTION OF REFUNDED BONDS

12

SECTION 12.1 Call for Redemption . (i) \$815,000 of the Issuer's General Obligation Paving Bonds, Series 1995A, consisting of the bonds of that issue which mature March 1, 2006 to March 1, 2020, inclusive, which are being currently refunded by the Bonds; (ii) \$1,200,000 of the Issuer's General Obligation Drainage Bonds, Series 1995B, consisting of the bonds of that issue which mature March 1, 2006 to March 1, 2020, inclusive, which are being currently refunded by the Bonds; (iii) \$1,545,000 of the Issuer's General Obligation Paving Bonds, Series 1996A, consisting of the bonds of that issue which mature March 1, 2007 to March 1, 2021, inclusive, which are being advance refunded by the Bonds and (iv) \$815,000 of the Issuer's General Obligation Drainage Bonds, Series 1996B, consisting of the bonds of that issue which mature March 1, 2007 to March 1, 2021, inclusive, which are being advance refunded by the Bonds, as more fully described in Exhibit A hereto, are hereby called for redemption on their respective call dates (September 22, 2005 for the Series 1995A Bonds and the Series 1995B Bonds and September 1, 2006 for the callable maturities of the Series 1996A Bonds and the Series 1996B Bonds), at the principal amount of each bond so redeemed, together with accrued interest to the call date, in compliance with the ordinances authorizing their issuance.

SECTION 12.2 Notices of Redemption s. In accordance with the ordinance authorizing the issuance of the Refunded Bonds, notices of redemption in substantially the forms attached hereto as Exhibit D, shall be sent by the paying agent for the Refunded Bonds to the registered owners of the Refunded Bonds as the same appear on the registration books of said paying agent by means of first class mail, postage prepaid, by notice deposited in the United States mail not less than thirty (30) days prior to the date of redemption.

This ordinance having been submitted to a vote, the vote thereon was as follows:

YEAS: Kim Elfert, Teri C. Cavalier, Christa Duplantis, Harold Lapeyre, Clayton Voisin, Peter Rhodes, Pete Lambert, Alvin Tillman and Wayne Thibodeaux

NAYS: None

ABSENT: None

And the ordinance was declared adopted on this, the 10th day of August, 2005.

* * * * *

(In accordance with La. R.S. 39:1451(A) EXHIBIT A , EXHIBIT B , EXHIBIT C and EXHIBIT D to this ordinance have not been published. These Exhibits are on file with the minutes of the Terrebonne Parish Council, 8026 Main Street, Government Tower, Suite 600, Houma, Louisiana, and are available for inspection during regular business hours weekdays, Monday through Friday.)

Ms. K. Elfert moved, seconded by Ms. C. Duplantis, "THAT, the Council continue with the regular order of business."

The Chairman called for a vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

Council Clerk P. Labat stated that, in reference to agenda item 6A1 – Civil Service Board vacancy, State Law requires a five-year residency within the city limits; therefore the sole applicant does not qualify.

Mr. C. Voisin moved, seconded by Ms. K. Elfert, “THAT, the Council hold nominations open for the vacancy on the Civil Service Board for two weeks.”

The Chairman called for a vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

Councilman W. Thibodeaux expressed his interest in insuring equal opportunity in comprising a board for Hospital Service District No. 1.

Mr. W. Thibodeaux moved, seconded by Mr. A. Tillman, “THAT, the Council postpone for two weeks the appointments for the three expired terms on the Hospital Service District No. 1 Board.” ***(SUBSTITUTE MOTION OFFERED AFTER DISCUSSION.)**

A discussion ensued relative to the make up of the Hospital Service District No. 1 Board and whether it provides for diversification of board members.

*Mr. C. Voisin offered a substitute motion, seconded by Ms. K. Elfert, “THAT, the Council open nominations for the three expired terms on the Hospital Service District No. 1 Board, that the nominations submitted be accepted, that nominations be closed, and that a vote be taken.”

Councilman W. Thibodeaux read aloud a letter from an anonymous TGMC employee regarding issues of the new Administration of TGMC.

*Mr. W. Thibodeaux called for the question, seconded by Mr. A. Tillman.

The Chairman called for a vote on the question called by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the question passed.

*The Chairman called for a vote on the substitute motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, C. Duplantis, H. Lapeyre, C. Voisin, and P. Lambert

NAYS: T. Cavalier, P. Rhodes, A. Tillman, and W. Thibodeaux

ABSTAINING: None

ABSENT: None

The Chairman declared the substitute motion adopted.

Mr. W. Thibodeaux moved, seconded by Mr. H. Lapeyre, "THAT, the Council accept the nominations of Ms. Emilie M. Daye by the Council on Aging and Ms. Fannie Picou by the NAACP for the vacancy on the Hospital Service District No. 1 Board, representing a civic organization, that nominations be closed, and that a voice vote of the Council be taken to determine who will the vacancy."

The Chairman called for a vote on the motion offered by Mr. W. Thibodeaux.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman called for a voice vote of the Council to determine who fill the vacancy on the Hospital Service District No. 1 Board, representing a civic organization, whereupon the following was recorded:

EMILIE M. DAYE

FANNIE PICOU

K. Elfert
T. Cavalier
C. Duplantis
H. Lapeyre
C. Voisin

P. Rhodes
P. Lambert
A. Tillman
W. Thibodeaux

The Chairman stated that, as per the aforementioned results, Ms. Emilie M. Daye is appointed to the vacancy on the Hospital Service District No. 1 Board, representing a civic organization.

Mr. C. Voisin moved, seconded by Mr. H. Lapeyre, "THAT, the Council accept the nominations of Mr. Mike Fakier, Mr. Leroy Guidry, and Mr. Trent Himel by the Chamber of Commerce to represent said organization on the Hospital Service District No. 1 Board, that nominations be closed, and that a voice vote of the Council be taken to determine who will fill the vacancy."

The Chairman called for a vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman called for a voice vote of the Council to determine who will fill the vacancy on the Hospital Service District No. 1 representing the Chamber of Commerce, whereupon the following was recorded:

MIKE FAKIER

LEROY GUIDRY

K. Elfert
C. Duplantis
H. Lapeyre
C. Voisin
P. Lambert

TRENT HIMEL

C. Cavalier, P. Rhodes, and A. Tillman were recorded as abstaining from the vote; W. Thibodeaux was recorded as stating “nay” when called upon to vote.

The Chairman stated that, as per the aforementioned results, Mr. Mike Fakier is re-appointed to another term on the Hospital Service District No. 1 Board, representing the Chamber of Commerce.

The Chairman recognized Mr. Mike Fakier, who thanked the Council for the appointment and stated that the board members do take their positions very seriously due to its responsibility for such a large institution.

Mr. C. Voisin moved, seconded by Mr. H. Lapeyre, “THAT, the Council accept the nominations of Rev. Kelly C. Bedard, Rev. Reynolds J. Garland, and Pastor Barry Hoekstra for the vacancy on the Hospital Service District No. 1 Board representing BISCO, that nominations be closed, and that a voice vote of the Council be taken to determine who will fill the vacancy.”

The Chairman called for a vote on the motion offered by Mr. C. Voisin.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

The Chairman called for a voice vote of the Council to determine who will fill the vacancy on the Hospital Service District No. 1 Board, representing BISCO, whereupon the following was recorded:

REV. KELLY BEDARD

REV. REYNOLDS GARLAND

P. Lambert
C. Duplantis

PASTOR BARRY HOEKSTRA

K. Elfert
T. Cavalier
H. Lapeyre
C. Voisin
P. Rhodes
A. Tillman
W. Thibodeaux

The Chairman stated that, as per the aforementioned results, Pastor Barry Hoekstra is appointed to fill the vacancy on the Hospital Service District No. 1 Board, representing BISCO.

Upon questioning by Councilman A. Tillman, Parish Attorney C. Alcock stated that in regards to adjudicated property owned by the Parish, under the nuisance abatement ordinance notice of a grass cutting violation can be served to the Parish, the Parish's grass cutting contractor could be sent out and a lien could be placed on the property.

Councilman A. Tillman expressed his concerns relative to the Parish not abiding by the same laws it imposes on property owners to cut their grass when the owners are taken to court, liens are placed on the property, and some of the properties ending up at a public action. He requested Administration to look into this matter and report back to him and/or the Council. Councilman A. Tillman requested Parish President Schwab to look, in particular, to an adjudicated property owned by the Parish across from 208 Authement to witness the condition of this property.

Upon questioning, Parish President D. Schwab stated that he is not familiar with the issue of adjudicated properties not being cut, but he would be willing to meet with Councilman Tillman to discuss the matter. Parish President Schwab requested Councilman Tillman to send him a list of offending properties and he will look into the situation to determine why the grass has not been cut.

Councilman A. Tillman also expressed his concerns regarding the herbicides used to spray tall grass on properties owned by the Parish and the unsightly mess it leaves behind. He requested Administration to provide him with a total of how much the Parish spends on herbicides.

Councilman W. Thibodeaux announced a West Houma Weed & Seed on Tuesday, 8/16/05 at 6:00 p.m. at 523 Hobson St.

Councilwoman C. Duplantis thanked Administration, the Sewer Department, and the Maintenance Contractors for their prompt response in repairing a sewer line break on Hollywood Road. She also commended the Risk Management Department, particularly Ms. Tracy Harris, for organizing the recent employee health fair.

Parish Manager B. Black stated under the Parish's Nuisance Abatement program over ¼ of a million dollars is spent annually by the Parish to cut grass on private property and it only recoups approximately \$20,000.000 of those funds. He thanked members of the public who assist the Parish in the maintenance of the grass along sidewalk areas.

Councilman C. Voisin announced that the State recently cut grass on East Tunnel Boulevard.

Parish President D. Schwab stated he had no staff reports for consideration by the Council.

Mr. A. Tillman, seconded by Ms. K. Elfert, "THAT, the Council accept the following Monthly Engineering Reports:

- A) GSE Associates, Inc.
- B) T. Baker Smith, Inc.”

The Chairman called for a vote on the motion offered by Mr. A. Tillman.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted.

Ms. K. Elfert moved, seconded by Mr. C. Voisin, “THAT, there being no further business to come before the Council, the meeting be adjourned.”

The Chairman called for a vote on the motion offered by Ms. K. Elfert.

UPON ROLL CALL THERE WAS RECORDED:

YEAS: K. Elfert, T. Cavalier, C. Duplantis, H. Lapeyre, C. Voisin, P. Rhodes, P. Lambert, A. Tillman, and W. Thibodeaux

NAYS: None

ABSTAINING: None

ABSENT: None

The Chairman declared the motion adopted and the meeting adjourned at 8:34 p.m.

VENITA H. WHITNEY
MINUTE CLERK

ATTEST:

/S/PETER RHODES
PETER RHODES, CHAIRMAN
TERREBONNE PARISH COUNCIL

/S/PAUL A. LABAT
PAUL A. LABAT, COUNCIL CLERK
TERREBONNE PARISH COUNCIL