

The following resolution was offered by _____ seconded by _____:

RESOLUTION

A resolution declaring the intention of the Police Jury of the Parish of Lincoln, State of Louisiana, acting as the governing authority of the Parish of Lincoln, State of Louisiana, to issue Taxable Sewer Revenue Bonds (DEQ) in the name of the Parish, in an amount not to exceed Nine Hundred Fifty Thousand Dollars (\$950,000); and providing for other matters in connection therewith.

WHEREAS, the Parish of Lincoln, State of Louisiana (the "Parish" or "Issuer"), now owns and operates a wastewater system (the "System") as a revenue producing work of public improvement, and proposes to construct and acquire improvements and replacements to the System, including equipment and fixtures therefor; and

WHEREAS, the Issuer proposes to finance the costs thereof through the sale and issuance of not exceeding Nine Hundred Fifty Thousand Dollars (\$950,000) of Taxable Sewer Revenue Bonds (DEQ) of the Parish (the "Bonds"); and

WHEREAS, the Issuer proposes that the Bonds will be issued in the manner prescribed by and under the authority of Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority (the "Act"); and

WHEREAS, the Issuer has no outstanding indebtedness payable from the revenues of the System.

WHEREAS, the Police Jury of the Parish of Lincoln, State of Louisiana (the "Governing Authority"), in accordance with the provisions of the Act, now desires to authorize the giving and publication of notice of intention generally describing the Bonds and the security therefor, setting forth a date and time when they will meet in open and public session to hear any and all objections to the proposed issuance of the Bonds and providing for the filing of a petition by a certain hereinafter described percentage of the electors objecting to the issuance of the Bonds unless an election is held on the question of the issuance thereof;

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

SECTION 1. Intent to Issue Revenue Bonds. Pursuant to and in compliance with the provisions of the Act, the Governing Authority does hereby declare its intention to issue not

exceeding Nine Hundred Fifty Thousand Dollars (\$950,000) of Taxable Sewer Revenue Bonds (DEQ) of the Parish, the proceeds of which will be used for the purpose of constructing and acquiring improvements and replacements to the System, including equipment and fixtures therefor, and paying costs incurred in connection therewith.

SECTION 2. Terms of the Bonds. The Bonds shall be limited and special revenue bonds of the Parish, secured by and payable in principal and interest solely from the income and revenues derived or to be derived by the Parish from the operation of the System, after payment therefrom of the reasonable and necessary expenses of operating and maintaining the System. The Bonds shall not be a charge on the other income and revenues of the Parish, nor shall they constitute an indebtedness or pledge of the general credit of the Parish. The Bonds will be issued and authorized by a resolution adopted by this Governing Authority. The Bonds shall be of such series, bear such date, mature at such time or times (not to exceed twenty-two (22) years from their date of issuance), bear interest at such rate or rates not exceeding two and forty-five hundredths percent (2.45%) per annum (which includes any administrative fee on the outstanding principal amount of the Bonds), be in such denomination or denominations, in fully registered form, carry such registration privileges, be payable in such medium of payment and at such place or places, be subject to such terms of prepayment and be entitled to such priorities on the income and revenues of the System as such resolution provide.

SECTION 3. Sale of Bonds. The Bonds will be sold at public or private sale and may be sold in installments to the Revolving Loan Fund, and may be issued and sold in installments as needed, all as provided for in the Act.

SECTION 4. Public Hearing. This Governing Authority will meet in open and public session on *Tuesday, June 13, 2023, at seven o'clock (7:00) p.m.*, at the Police Jury Meeting Room, 3rd Floor, 100 West Texas Avenue, Ruston, Louisiana, to hear any objections to the proposed issuance of the Bonds; provided, however, if at such hearing a petition duly signed by the electors of the Parish is a number not less than five percent (5%) of the number of the electors of the Parish voting in the last special or general election held in the Parish object to the issuance of the Bonds, then the Bonds shall not be issued until approved by vote of a majority of the qualified electors of the Parish who vote at a special election held for that purpose in the manner provided by Chapter 6-A, Title 18 of the Louisiana Revised Statutes of 1950, as amended. Any such petition shall be accompanied by a certificate of the Iberia Parish Registrar of Voters certifying that the signers of the petition are registered electors of the Parish and the number of signers amounts to not less than five percent (5%) of the registered voters that voted in the last election held in the Parish, all as provided by the Act.

SECTION 5. Notice of Intention. The Parish Administrator of the Governing Authority is hereby authorized, empowered and directed to publish an appropriate notice of the intention of the Parish to issue the Bonds in accordance with the provisions of this resolution and the Act. Such notice of intention shall embody in a general way substantially all the provisions of this resolution hereinabove set out and shall be published in four (4) consecutive weekly issues of the Ruston Daily Leader, the official journal of and a newspaper of general circulation in the Parish, and shall be in substantially in the form attached hereto as **EXHIBIT A**, with any such changes as may be necessary upon the advice of bond counsel.

SECTION 6. State Bond Commission. Application is hereby made to the State Bond Commission, Baton Rouge, Louisiana, for approval of the issuance and sale of the Bonds and for consent and authority to proceed with the issuance and sale of the Bonds as provided above, and Bond Counsel is directed to make application to the State Bond Commission in accordance with the foregoing on behalf of the Issuer.

By virtue of applicant/issuer's application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission's approval(s) resolved and set forth herein, it resolves that it understands and agrees that such approval(s) are expressly conditioned upon, and it further resolves that it understands, agrees and binds itself, its successors and assigns to, full and continuing compliance with the "State Bond Commission Policy on Approval of Proposed Use of Swaps, or other forms of Derivative Products Hedges, Etc.", adopted by the Commission on July 20, 2006, as to the borrowing(s) and other matter(s) subject to the approval(s), including subsequent application and approval under said Policy of the implementation or use of any swap(s) or other product(s) or enhancement(s) covered thereby.

SECTION 7. Employment of Bond Counsel. This Governing Authority finds and determines that a real necessity exists for the employment of special counsel in connection with the issuance of the Bonds, and accordingly, Foley & Judell, L.L.P., of New Orleans, Louisiana, as Bond Counsel, is hereby employed to do and perform work of a traditional legal nature as bond counsel with respect to the issuance and sale of said Bonds. Said Bond Counsel shall prepare and submit to this Governing Authority for adoption all of the proceedings incidental to the authorization, issuance, sale and delivery of such Bonds, shall counsel and advise this Governing Authority as to the issuance and sale thereof and shall furnish its opinions covering the legality of

the issuance of the Bonds. The fee of Bond Counsel for each series of bonds shall be fixed at a sum not exceeding the fee allowed by the Attorney General's fee guidelines for such bond counsel work in connection with the issuance of revenue bonds and based on the amount of said Bonds actually issued, sold, delivered and paid for, plus "out-of-pocket" expenses, said fees to be contingent upon the issuance, sale and delivery of said Bonds. The President of the Governing Authority is hereby authorized and directed to execute, and this Governing Authority hereby agrees to and accepts the terms of, the engagement letter of Bond Counsel appended hereto as **EXHIBIT B**. A certified copy of this resolution shall be submitted to the Attorney General of the State of Louisiana for his written approval of said employment and of the fees herein designated, and the Secretary/Parish Administrator is hereby empowered and directed to provide for payment of the work herein specified upon completion thereof and under the conditions herein enumerated without further approval of this Governing Authority.

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The foregoing having been submitted to a vote, the vote thereon was as follows:

MEMBERS:	YEAS:	NAYS:	ABSENT:	ABSTAIN:
Theresa Wyatt	_____	_____	_____	_____
Hazel D. Hunter	_____	_____	_____	_____
Richard I. Durrett	_____	_____	_____	_____
T.J. Cranford	_____	_____	_____	_____
Logan Hunt	_____	_____	_____	_____
Glenn Scriber	_____	_____	_____	_____
Matt Pullin	_____	_____	_____	_____
R.G. "Skip" Russell	_____	_____	_____	_____
Joe Henderson	_____	_____	_____	_____
Milton Melton	_____	_____	_____	_____
Sharyon Mayfield	_____	_____	_____	_____
Annette Straughter	_____	_____	_____	_____

And the resolution was declared adopted on this, the 9th day of May, 2023.

/s/ Courtney Hall

/s/ Richard I. Durrett

Interim Parish Administrator

President

**NOTICE OF INTENTION TO ISSUE
NOT EXCEEDING \$950,000
OF TAXABLE SEWER REVENUE BONDS (DEQ)
OF THE PARISH OF LINCOLN, STATE OF LOUISIANA**

PUBLIC NOTICE IS HEREBY GIVEN, pursuant to and in compliance with the provisions of Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and/or other applicable laws (the "Act"), that the Police Jury of the Parish of Lincoln, State of Louisiana (the "Governing Authority"), acting as the governing authority of the Parish of Lincoln, State of Louisiana (the "Parish"), does hereby declare its intention to issue not exceeding Nine Hundred Fifty Thousand Dollars (\$950,000) of Taxable Sewer Revenue Bonds (DEQ) of the Parish, the proceeds of which will be used for the purpose of constructing and acquiring improvements and replacements to the wastewater system (the "System"), including equipment and fixtures therefor, and paying costs incurred in connection therewith.

The Bonds shall be limited and special revenue bonds of the Parish, secured by and payable in principal and interest solely from the income and revenues derived or to be derived by the Parish from the operation of the System, after payment therefrom of the reasonable and necessary expenses of operating and maintaining the System. The Bonds shall not be a charge on the other income and revenues of the Parish, nor shall they constitute an indebtedness or pledge of the general credit of the Parish.

The Bonds will be authorized and issued by a resolution to be adopted by the Governing Authority. The Bonds shall bear such date, mature at such time or times (not to exceed twenty-two (22) years from their date of issuance), be sold at par, bear interest at such rate or rates (not exceeding two and forty-five-hundredths percent (2.45%) per annum) (which includes any administrative fee on the outstanding principal amount of the Bonds), be in such denomination or denominations, in fully registered form, carry such registration privileges, be payable in such medium of payment and at such place or places, be subject to such terms of redemption and be entitled to such priorities on the income and revenues of the System as such ordinance may provide.

As provided by the Act, all of the other details of the Bonds will be set forth in the resolution(s) authorizing their issuance, including the following: covenants relating to the management and operation of the System, the imposition and collection of rates and charges from the System's customers, the expenditure of such rates and charges, the issuance of future bonds and the creation of future liens and encumbrances against the System and all other pertinent matters as may be necessary to the authorization and issuance of the Bonds.

NOTICE IS HEREBY FURTHER GIVEN that the Police Jury of the Parish of Lincoln, acting as the governing authority of the Parish, will meet in open and public session on ***Tuesday, June 13, 2023, at seven o'clock (7:00) p.m.***, at the Police Jury Meeting Room, 3rd Floor, 100 West Texas Avenue, Ruston, Louisiana, to hear any objections to the proposed issuance of the Bonds; provided, however, if at such hearing a petition duly signed by electors of the Parish in a number not less than five percent (5%) of the number of the electors of the Parish voting in the last special or general election held in the Parish object to the issuance of the Bonds, then the Bonds shall not be issued until approved by a vote of a majority of the qualified electors of the Parish who vote at a special election held for that purpose in the manner provided by Chapter 6-A, Title 18 of the Louisiana Revised Statutes of 1950, as amended. Any such petition shall be accompanied by a certificate of the Lincoln Parish Registrar of Voters certifying that the signers of the petition are registered electors of the Parish and the number of signers amounts to not less than five percent (5%) of the registered voters that voted in the last election held in the Parish, all as provided by the Act.

THUS DONE AND SIGNED at Ruston, Louisiana, on this, the 9th day of May, 2023.

PARISH OF LINCOLN, STATE OF LOUISIANA

ENGAGEMENT LETTER

May 9, 2023

Hon. Richard I. Durrett, President
Police Jury of the Parish of Lincoln,
State of Louisiana
Ruston, Louisiana

Re: Taxable Sewer Revenue Bond (DEQ) of the
Parish of Lincoln, State of Louisiana

Dear Mr. Durrett:

The purpose of this engagement letter is to set forth certain matters concerning the role we will serve and the legal services we will provide as bond counsel to the Parish of Lincoln, State of Louisiana (the "Issuer") in connection with the issuance of the captioned bond (the "Bond"). We understand that the Bond will be issued for the purpose (the "Project") described in the resolution adopted by the Police Jury of the Issuer (the "Governing Authority"), acting as the governing authority of the Issuer, on May 9, 2023.

As bond counsel, we will prepare and submit to the Governing Authority for adoption all of the legal proceedings required for the authorization, issuance, sale and delivery of the Bond and provide advice of a traditional legal nature as to the issuance and sale of the Bond. Our job is principally to render certain opinions to the Issuer regarding (i) the validity of the Bond under applicable Louisiana law, and (ii) other matters as may be applicable. The bond opinion will be based on facts and law existing as of its date. In rendering such opinion, we will rely upon the certified proceedings and other certifications of public officials and other persons furnished to our firm without undertaking to verify the same by independent investigation, and we will assume continuing compliance by the Issuer with applicable laws and other resolutions relating to the Bond. During the course of this engagement, we will rely upon the staff of the Issuer and the members of the Governing Authority to provide us with complete and timely information on all developments pertaining to any aspect of the Bond.

In our engagement as bond counsel, we will:

- Confer with members of the working group, including you and other officials of the Issuer, relating to the Project and review legal issues relating to the structure of the Bond issue;

- Prepare the Issuing Bond Resolution and all related financing documents (collectively, the "Bond Documents");
- Attend meetings of the Governing Authority at which the Bond Documents are adopted;
- Prepare the application for approval of the issuance of the Bond by the State Bond Commission and attend the State Bond Commission meeting at which such approval will be considered;
- Prepare the closing index and various closing certificates, and supervise the execution of certain closing documents by the various parties thereto;
- Prepare the Bond and supervise their execution and authentication;
- Prepare complete transcripts of record covering the issuance of the Bond and furnishing the transcripts to various parties in connection therewith; and
- Submit applicable post-closing reports to the State Bond Commission.

Our fee as bond counsel is based upon the terms, structure, size and schedule of the financing, the services provided, and the responsibilities assumed; however, our fee will not exceed that permitted by guidelines set forth by the Attorney General of the State of Louisiana and is subject to his approval. Our fee as bond counsel is a "contingent fee," meaning you are required to pay for our legal services only in the event the Bond is actually sold and delivered. Other vendors or members of the working group may charge additional fees or costs for their services, which may not be contingent upon a successful delivery.

We will continue to serve as bond counsel until the delivery of the Bond; however, the Issuer and our firm each have the right to terminate this engagement at any time after providing reasonable advanced written notice, subject to the applicable rules of professional responsibility. Upon conclusion or termination of our representation of the Issuer, papers and property furnished by the Issuer will be returned promptly upon request.

Please note that we are not municipal advisors, and we do not render financial advice or other financial services to the Issuer; however, in the course of providing traditional legal services, we may provide factual information to the Issuer that is not specifically tailored to the Bond or that does not rise to the level of a recommendation concerning a course of action. We will, however, analyze and advise the Issuer regarding the legal ramifications of the structure, timing, terms and other provisions of the Bond, as these functions are essential to developing a plan of finance.

Applicable ethical rules in Louisiana prohibit us from undertaking this representation if we represent another party that is directly adverse to the Issuer or if there is a significant risk that other considerations will materially limit our representation of the Issuer. We understand that the Bond is to be sold to the Revolving Loan Fund (the "Fund") operated by the Louisiana Department of Environmental Quality (the "Department"). Effective July 1, 2022, our firm was engaged by the Department as its counsel in connection with loans made by the Fund; therefore, we are obligated by Louisiana Rules of Professional Conduct to consult with you and obtain your written consent and waiver of any conflict of interest to provide the requested services as bond counsel to the Issuer.

The nature of our assignments is such that we do not believe our engagement will adversely impact any existing professional relationship with the Issuer or the Department. Loans made by the Fund have defined terms and conditions that are either set by the Department or required by applicable federal or state law, rule or regulation. Our role as Department counsel will be limited to ensuring compliance with the Fund's programmatic requirements, and our role as bond counsel to the Issuer, as set forth above, will be limited to ensuring the Bond is valid and binding obligations, issued in accordance with those federal, state, and local laws, rules, and regulations applicable to the Issuer. We believe the interests of the Department and the Issuer are currently aligned, which minimizes the risk we will be asked to favor either party; nonetheless, to ensure we don't violate our ethical obligations, we affirm that we will not advocate on behalf of either party. Be advised that if a legal dispute arises between the Issuer and the Department, our firm cannot and will not represent either party in any litigation. We understand you will be represented by your general counsel during this process as well.

As you are further aware, our firm represents the State of Louisiana and many other political subdivisions, including others in Lincoln Parish. At this time, we do not believe any other current or past engagement of our firm adversely affects our ability to represent the Issuer as provided in this letter; however, we invite you to discuss any concerns you have with us.

In the interest of facilitating our services to you, we may (i) send documents, information or data electronically or via the Internet or (ii) store electronic documents or data via computer software applications hosted remotely or utilize cloud-based storage. Confidential electronic documents or data of the Issuer may be transmitted or stored using these methods. We may use third party service providers to store or transmit these documents or data. In using these electronic communication and storage methods, we employ reasonable efforts to keep such communications, documents and data secure in accordance with our obligations under applicable laws, regulations, and professional standards; however, the Issuer recognizes and accepts that we have no control over the unauthorized interception or breach of any communications, documents or data once it has been transmitted or if it has been subject to unauthorized access while stored, notwithstanding all reasonable security measures employed by us or by our third party service providers. By acceptance of this letter, the Issuer consents to our use of these electronic devices and applications and submission of confidential client information to or through third party service providers during this engagement.

If this letter is acceptable to the Issuer, please so indicate by executing below and returning a copy to us, retaining an original for your files. By signing this letter, you acknowledge that you have read and understand the foregoing, and on behalf of the Issuer, expressly waive any conflict of interest that may exist and consent to Foley & Judell, L.L.P.'s provision of the services described herein. Your execution of this letter is a representation that such execution has been duly authorized and that this waiver is knowingly made, valid and enforceable.

We appreciate the opportunity to serve the Issuer and look forward to working with you.

FOLEY & JUDELL, L.L.P.

By: _____
J. Hardy Andrews

**ACCEPTED AND APPROVED:
POLICE JURY OF THE
PARISH OF LINCOLN,
STATE OF LOUISIANA**

By: _____
Name: Richard I. Durrett
Title: President

Dated: May 9, 2023

STATE OF LOUISIANA

PARISH OF LINCOLN

I, the undersigned Interim Parish Administrator of the Parish of Lincoln, State of Louisiana, do hereby certify that the foregoing pages constitute a true and correct copy of the resolution adopted by the Police Jury of the Parish of Lincoln, State of Louisiana, on May 9, 2023, declaring the intention of the Police Jury of the Parish of Lincoln, State of Louisiana, acting as the governing authority of the Parish of Lincoln, State of Louisiana (the "Parish"), to issue Taxable Sewer Revenue Bonds (DEQ) in the name of the Parish, in an amount not to exceed Nine Hundred Fifty Thousand Dollars (\$950,000); and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature on this, the 9th day of May, 2023.

Interim Parish Administrator