SUPPLEMENTAL RESOLUTION

NO. [\_\_\_\_\_]

EBROSCO NO. [\_\_\_\_]

OF

EAST BATON ROUGE SEWERAGE COMMISSION

ADOPTED NOVEMBER 8, 2023

TABLE OF CONTENTS

**Page**

[**SECTION 1. DEFINITIONS AND INTERPRETATION** 6](#_Toc148430382)

[SECTION 1.1 Definitions. 6](#_Toc148430383)

[**SECTION 2. INTERPRETATION AND GENERAL ENLARGEMENT** 10](#_Toc148430384)

[SECTION 2.1. Interpretation. 10](#_Toc148430385)

[SECTION 2.2. General Enlargement. 10](#_Toc148430386)

[**SECTION 3. AUTHORIZATION OF THE LOAN AGREEMENT AND LOAN PAYMENT OBLIGATIONS** 11](#_Toc148430387)

[SECTION 3.1. Authorization. 11](#_Toc148430388)

[SECTION 3.2. The Pledge Effected by this Supplemental Resolution. 11](#_Toc148430389)

[SECTION 3.3. Rate Covenant. 12](#_Toc148430390)

[**SECTION 4. FUNDS AND ACCOUNTS** 12](#_Toc148430391)

[SECTION 4.1 Establishment of Funds and Accounts. 12](#_Toc148430392)

[**SECTION 5. MISCELLANEOUS** 13](#_Toc148430393)

[SECTION 5.1. Purpose of Covenants in General Bond Resolution and this Supplemental Resolution. 13](#_Toc148430394)

[SECTION 5.2. Effect of Invalidity of Provisions of Supplemental Resolution. 13](#_Toc148430395)

[SECTION 5.3. No Recourse on the Loan Payment Obligations. 13](#_Toc148430396)

[SECTION 5.4. Repealing Clause. 13](#_Toc148430397)

[SECTION 5.5. Introduction of Supplemental Resolution. 13](#_Toc148430398)

SUPPLEMENTAL RESOLUTION

EAST BATON ROUGE SEWERAGE COMMISSION

The resolution was thereupon signed by the President, attested by the Secretary, and declared to be adopted. The resolution provides as follows:

RESOLUTION NO. [\_\_\_\_\_]  
EBROSCO NO. [\_\_\_\_\_]

A Supplemental Resolution amending and supplementing Amended and Restated General Bond Resolution No. 44893 (EBROSCO No. 7494); providing for the execution and delivery of the Loan Agreement dated as of November 1, 2023, by and between the East Baton Rouge Sewerage Commission and the Louisiana Local Government Environmental Facilities and Community Development Authority; providing for the loan payment obligations of the East Baton Rouge Sewerage Commission under said Loan Agreement; and providing for other matters in connection therewith.

WHEREAS, the City of Baton Rouge, State of Louisiana (the “***City***”), the Parish of East Baton Rouge, State of Louisiana (the “***Parish***”), and the Greater Baton Rouge Consolidated Sewerage District (the “***District***”) entered into a Local Services Agreement dated as of October 1, 1986, as amended by the Amendatory Intergovernmental Agreement dated as of June 1, 1987, the Second Amendatory Intergovernmental Agreement dated as of September 1, 1987, the Third Amendatory Intergovernmental Agreement dated May 4, 1992, the Fourth Amendatory Intergovernmental Agreement dated December 12, 2001, and the Fifth Amendatory Intergovernmental Agreement dated June 29, 2006 (collectively, the “***Local Services Agreement***”) creating the East Baton Rouge Sewerage Commission (the “***Commission***”) and providing for the consolidation of all of the public sewer systems in the Parish and placing such combined public sewer systems under the jurisdiction and control of the Commission; and

WHEREAS, the governing authority of the Commission is the Board of Commissioners (the “***Board of Commissioners***” or the “***Governing Authority***”), is composed of the members who, from time to time, make up the membership of the Metropolitan Council of the Parish of East Baton Rouge and City of Baton Rouge (the “***Metropolitan Council***”); and

WHEREAS, the Local Services Agreement further provides that the Commission will proceed with due diligence to incur indebtedness secured by revenues of the System (as hereinafter defined) and the Net Sales Tax Revenues (as hereinafter defined) in order to construct improvements, additions and betterments to the System; and

WHEREAS, it is the purpose of the Louisiana Local Government Environmental Facilities and Community Development Authority (the “***Authority***”) to encourage public infrastructure and public works of all types, and to assist political subdivisions in constructing public works and in financing and refinancing the construction of public infrastructure and public works; and

WHEREAS, the Commission is a participating political subdivision of the Authority in accordance with the provisions of Chapter 10-D of Title 33 of the Louisiana Revised Statutes of 1950, as amended (La. R.S. 33:4548.1 through 33:4548.16, inclusive) (the “***Act***”); and

WHEREAS, the Board of Commissioners has determined that it is in the Commission’s best interest to request the Authority to issue and sell its (i) not exceeding $361,325,000 Subordinate Lien Revenue Refunding Bonds (East Baton Rouge Sewerage Commission Projects), Series 2023 (the “***Series 2023 Subordinate Lien*** ***Refunding Bonds***”), the proceeds of which will be loaned by the Authority to the Commission (the “***Loan***”) pursuant to the provisions of a Loan Agreement dated as of November 1, 2023, by and between the Authority and the Commission (the “***Loan Agreement***”), which Loan proceeds will be used by the Commission to: (i) purchase and refund all or a portion of the Authority’s outstanding Series 2020A Subordinate Lien Refunding Bonds (as hereinafter defined), and (ii) pay the costs of issuance of the Series 2023 Subordinate Lien Refunding Bonds.

WHEREAS, in consideration of the issuance of the Series 2023 Subordinate Lien Refunding Bonds by the Authority, the Commission will agree to make payments pursuant to the Loan Agreement in an amount sufficient to pay the principal of, premium, if any, and interest on the Series 2023 Subordinate Lien Refunding Bonds and to pay such other amounts as are required by the Loan Agreement; and

WHEREAS, the payment obligations of the Commission under the Loan Agreement will be secured by and payable from the Pledged Revenues (as hereinafter defined) on a junior and subordinate lien basis to the pledge of and lien on the Pledged Revenues securing the payment obligations of the Commission under the Outstanding Senior Lien Bonds (as hereinafter defined), and on a *pari passu* basis to the pledge of and lien on the Pledged Revenues securing the payment obligations of the Commission under the Outstanding Subordinate Lien Bonds (as hereinafter defined); and

WHEREAS, pursuant to the authority granted by La. R.S. 33:1331 and La. R.S. 33:4256, the Commission is authorized to impose fees and collect rates and charges on the customers for use of the System; and

WHEREAS, in accordance with the Local Services Agreement and Ordinance 7853 adopted by the Metropolitan Council, acting as governing authority of the Parish, the City, the District and the Commission, on May 15, 1985, as amended from time to time, which Ordinance 7853 was most recently amended and readopted by the Metropolitan Council on May 11, 2022 pursuant to Ordinance No. 18504 (EBROSCO Ordinance 8614) (collectively, the “***Sewer User Fee Ordinance***”), the Parish, on behalf of the Commission, levies rates and collects charges from the customers of the System, and such Local Services Agreement further provides that the Parish is required to levy sufficient rates and collect sufficient charges to meet all costs of the System and to pay all obligations of the Commission under the provisions of all covenants contained in any resolution providing for the issuance of revenue bonds, and, to the extent the Parish fails to levy such rates and collect such charges in such a fashion as to satisfy such revenue bond obligations, the Commission shall assume and exercise the power to levy such rates and collect such charges; and

WHEREAS, under the provisions of Article VI, Section 29 of the Louisiana Constitution of 1974, as amended, Act 639 of the Regular Session of the Louisiana Legislature of 1984 (La. R.S. 33:2721.6), and other constitutional and statutory authority, and pursuant to an election held in the Parish on April 16, 1988, the Parish levies and collects a one-half of one percent (½%) sales and use tax (the “***Tax***”), which Tax is dedicated solely for the purpose of paying the costs of constructing and acquiring sewers and sewerage disposal works within and for the Parish, which Tax is being levied and collected pursuant to an Ordinance adopted on September 14, 1988, which Ordinance was amended and restated by Ordinance No. 8998 adopted by the Metropolitan Council on November 22, 1989, by Ordinance No. 9197 adopted by the Metropolitan Council on December 12, 1990, by Ordinance No. 9363 adopted by the Metropolitan Council on December 11, 1991, by Ordinance No. 9536 adopted by the Metropolitan Council on November 25, 1992, and by Ordinance No. 10127 adopted by the Metropolitan Council on December 14, 1994 (collectively, the “***Sales Tax Ordinance***”); and

WHEREAS, on August 9, 2006, the Metropolitan Council adopted a resolution amending the General Sales Tax Bond Resolution No. 28101 (the “***Parish General Sales Tax Bond Resolution***”) (pursuant to which the Parish issued sales tax revenue bonds secured by and payable from the revenues of the Tax) for the purpose of prohibiting the issuance thereunder of additional sales tax revenue bonds secured by and payable from the revenues of the Tax; and

WHEREAS, pursuant to the Fifth Amendatory Intergovernmental Agreement, the net avails or proceeds of the Tax, will be used to pay the principal, premium, if any, and interest on indebtedness issued pursuant to the provisions of the General Bond Resolution (as hereinafter defined); and

WHEREAS, on December 12, 2001, the Board of Commissioners of the Commission, acting as governing authority of the Commission, adopted General Bond Resolution No. 41460 (the “***Original General Bond Resolution***”) for the purpose of authorizing and providing for the incurrence of indebtedness from time to time of the Commission; and

WHEREAS, on August 25, 2004, the Board of Commissioners of the Commission, acting as governing authority of the Commission, adopted Amended and Restated General Bond Resolution No. 43496 (the “***Original Amended and Restated General Bond Resolution***”), for the purpose of amending and restating the Original General Bond Resolution); and

WHEREAS, on June 28, 2006, the Board of Commissioners of the Commission, acting as governing authority of the Commission, adopted Amended and Restated General Bond Resolution No. 44893 (EBROSCO No. 7494) (the “***Amended and Restated General Bond Resolution***,” and, together with the Original Bond Resolution and the Original Amended and Restated General Bond Resolution, the “***General Bond Resolution***”); and

WHEREAS, in accordance with the provisions of the General Bond Resolution, the Commission is authorized to incur indebtedness from time to time secured by and payable from the Pledged Revenues.

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on April 29, 2010, the Commission issued its $8,300,000 Revenue Bonds (Department of Environmental Quality Project), Series 2010, for the purpose of financing a portion of the costs of upgrading, rehabilitating, extending and improving the System (the “***Series 2010 DEQ Bonds***”); and

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on May 27, 2010, the Commission issued $357,840,000 Revenue Bonds, Series 2010B (Taxable Direct Pay Build America Bonds), for the purpose of financing a portion of the costs of upgrading, rehabilitating, extending and improving the System (the “***Series 2010B Bonds***”); and

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on July 28, 2011, the Commission issued its $202,500,000 Revenue Bonds, Series 2011A (LIBOR Index) (the “***Series 2011A Bonds***”), for the purpose of financing a portion of the costs of upgrading, rehabilitating, extending and improving the System; and

WHEREAS, pursuant to the Act and other constitutional and statutory authority and pursuant to the provisions of the 2011A Supplemental Bond Resolution (as hereinafter defined), as supplemented by the Supplemental Resolution No, 53454 (EBROSCO No. 8290) of the Commission adopted by its Governing Authority on March 14, 2018, the Commission remarketed the outstanding principal amount of the Series 2011A Bonds ($176,155,000) to a new Index Floating Rate on March 20, 2018; and

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on March 6, 2013, the Commission issued its $45,000,000 Taxable Revenue Bonds, Series 2013A (the “***Series 2013A DEQ Bonds***”), for the purpose of financing a portion of the costs of upgrading, rehabilitating, extending and improving the System; and

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on May 2, 2013, the Commission issued its $25,390,000 Taxable Revenue Refunding Bonds, Series 2013B (the “***Series 2013B Bonds***”) for the purpose of providing funds to advance refund and defease the Parish of East Baton Rouge, State of Louisiana Public Improvement Sales Tax Revenue Refunding Bonds, Series ST-2005A, in the original aggregate principal amount of $33,255,000, dated May 5, 2005; and

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on December 17, 2014, the Commission issued (i) its $127,455,000 Revenue Refunding Bonds, Series 2014A (Taxable) (the “***Series 2014A Bonds***”) and (ii) its $205,435,000 Revenue Refunding Bonds, Series 2014B (Tax-Exempt) (the “***Series 2014B Bonds***”), for the purpose of financing a portion of the cost of upgrading, rehabilitating, extending and improving the System; and

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on October 8, 2015, the Commission issued $20,000,000 Taxable Revenue Bonds (Department of Environmental Quality Project), Series 2015A (the “***Series 2015A DEQ Bonds***”), for the purpose of financing a portion of the cost of upgrading, rehabilitating, extending and improving the System; and

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on May 17, 2016, the Commission issued its $12,000,000 Taxable Revenue Bonds (Department of Environmental Quality Project), Series 2016A (the “***Series 2016A DEQ Bonds***”), for the purpose of financing a portion of the cost of upgrading, rehabilitating, extending and improving the System; and

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on October 29, 2019, the Commission issued its $305,340,00 Revenue Refunding Bonds, Series 2019A (the “***Series 2019A Refunding Bonds***”), for the purpose of providing funds to advance refund and defease the outstanding principal amount of the Series 2010B Bonds; and

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on October 29, 2019, the Commission issued its $79,410,000 Revenue Refunding Bonds, Series 2019B (the “***Series 2019B Refunding Bonds***”) for the purpose of providing funds to advance refund $79,205,000 of the Series 2011A Bonds; and

WHEREAS, as of the date of issuance of the Commissions Series 2019B Refunding Bonds, the outstanding principal amount of the Commission’s Series 2011A Bonds was $92,500,000.

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on August 18, 2020, the Commission issued its $61,385,000 Revenue Refunding Bonds, Series 2020A (the “***Series 2020A Refunding Bonds***”) for the purpose of providing funds to advance refund $69,220,000 of the outstanding principal amount of the Series 2014A Bonds;

WHEREAS, the current outstanding principal amount of the Commission’s Series 2014A Bonds maturing February 1, 2024, to and including February 1, 2025, is $20,010,000 (the “***Non-Refunded Series 2014A Bonds***”).

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on August 18, 2020, the Commission issued its $224,900,000 Revenue Refunding Bonds, Series 2020B (the “***Series 2020B Refunding Bonds***”) for the purpose of providing funds to advance refund $184,795,000 of the Series 2014B Bonds;

WHEREAS, the current outstanding principal amount of the Commission’s Series 2014B Bonds maturing February 1, 2024, to and including February 1, 2025, is $7,615,000 (the “***Non-Refunded Series 2014B Bonds***”).

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on March 17, 2021, the Commission issued its $137,210,000 Revenue Refunding Bonds, Series 2021A (the “***Series 2021A Refunding Bonds***” and, together with the Series 2010 DEQ Bonds, the Series 2013A DEQ Bonds, the Series 2013B Bonds, the Non-Refunded Series 2014A Bonds, the Non-Refunded Series 2014B Bonds, the Series 2015A DEQ Bonds, the Series 2016A DEQ Bonds, the Series 2019A Refunding Bonds, the Series 2019B Refunding Bonds, the Series 2020A Refunding Bonds, and the Series 2020B Refunding Bonds, the “***Outstanding Senior Lien Bonds***”) for the purpose of providing sufficient funds to (i) current refund $92,500,000 aggregate principal amount of the outstanding Series 2011A Bonds; (ii) pay a termination payment due Bank of America, N.A., in connection with the termination of a swap agreement between the Commission and Bank of America, N.A.; and (iii) pay the cost of issuance of the Series 2021A Refunding Bonds; and

WHEREAS, on and after the date of issuance of the Commission’s Series 2021A Refunding Bonds, the Commission’s Series 2011A Bonds are no longer outstanding.

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on May 9, 2013, the Authority, on behalf of the Commission, issued its $126,260,000 Subordinate Lien Revenue Bonds (East Baton Rouge Sewerage Commission Projects), Series 2013A (the “***Series 2013A Subordinate Lien Bonds***”); and

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on May 9, 2013, the Authority, on behalf of the Commission, issued its $92,500,000 Subordinate Lien Revenue Bonds (East Baton Rouge Sewerage Commission Projects), Series 2013B (LIBOR Index) (the “***Series 2013B Subordinate Lien Bonds***”)*.*

WHEREAS, pursuant to the Act and other constitutional and statutory authority, on April 10, 2014, the Authority, on behalf of the Commission, issued its $209,785,000 Subordinate Lien Revenue Bonds (East Baton Rouge Sewerage Commission Projects), Series 2014A (the “***Series 2014A Subordinate Lien Refunding Bonds***”); and

WHEREAS, on August 18, 2020, the Authority issued $361,325,000 Subordinate Lien Revenue Refunding Bonds (East Baton Rouge Sewerage Commission Projects), Series 2020A (Taxable) (the “***Series 2020A Subordinate Lien Refunding Bonds***”), in order to provide sufficient funds to: (a) advance refund (i) all of the outstanding principal amount of the Series 2013A Subordinate Lien Bonds, and (ii) all of the outstanding principal amount of the Series 2014A Subordinate Lien Refunding Bonds, (b) provide a debt service reserve fund for the Series 2020A Subordinate Lien Refunding Bonds and (c) pay the costs of issuance of the Series 2020A Subordinate Lien Refunding Bonds; and

WHEREAS, on and after the date of issuance of the Series 2020A Subordinate Lien Refunding Bonds, the Authority’s Series 2013A Subordinate Lien Bonds and Series 2014A Subordinate Lien Bonds are no longer outstanding.

WHEREAS, on August 18, 2020, the Authority issued $182,080,000 Subordinate Lien Revenue Refunding Bonds (East Baton Rouge Sewerage Commission Projects), Series 2020B (Tax-Exempt) (the “***Series 2020B Subordinate Lien Refunding Bonds***”), in order to provide sufficient funds to: (i) refund the all of the outstanding principal amount of the Series 2013B Subordinate Lien Bonds, (ii) pay the termination payment in connection with the termination of the swap transaction between the Commission and Deutsche Bank AG, New York Branch, (iii) pay the prepayment penalty in connection with the early redemption of the Series 2013B Subordinate Lien Bonds, (iv) fund a debt service reserve fund, and (v) pay the costs of issuance of the Series 2020B Subordinate Lien Refunding Bonds; and

WHEREAS, on and after the date of issuance of the Series 2020B Subordinate Lien Refunding Bonds, the Authority’s Series 2013B Subordinate Lien Bonds are no longer outstanding.

WHEREAS, the General Bond Resolution provides that the details of the payment obligations of the Commission under the Loan Agreement, to the extent not set forth therein, would be specified in a supplemental resolution adopted by the Commission subject to the terms, conditions and limitations established in the General Bond Resolution; and

WHEREAS, the Commission proposes pursuant to this Supplemental Resolution to authorize the execution and delivery of the Loan Agreement and to fix the details and to provide for the payment obligations under the Loan Agreement; and

WHEREAS, it is now desired and necessary to supplement the General Bond Resolution by adopting this Supplemental Bond Resolution No. [\_\_\_\_] (EBROSCO No. [\_\_\_]) in order to fix the details with respect to the payment obligations under the Loan Agreement and to provide for the authorization of the execution and delivery thereof; and

WHEREAS, the Commission has found and determined that all other things and requirements necessary to make this Supplemental Resolution valid and binding in accordance with its terms have been done; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the East Baton Rouge Sewerage Commission, acting as the governing authority of said Commission:

# **SECTION 1. DEFINITIONS AND INTERPRETATION**

## SECTION 1.1 Definitions.

In this Supplemental Resolution capitalized terms not otherwise defined herein shall have the same respective meanings assigned thereto in Section 2.02 of the General Bond Resolution; and the following terms shall have the following meanings unless the context otherwise requires:

“**Authority**” means the Louisiana Local Government Environmental Facilities and Community Development Authority, or its successor and assigns.

“**Commission**” shall mean the East Baton Rouge Sewerage Commission and any public entity or instrumentality hereafter succeeding to its powers, duties or functions with respect to this Supplemental Resolution.

“**Date of Issuance**” means November 16, 2023.

“**District**” shall mean the Greater Baton Rouge Consolidated Sewerage District.

“**Fiscal Agent**” shall mean Capital One Bank, N.A., Baton Rouge, Louisiana.

“**General Bond Resolution**” shall mean the Amended and Restated General Bond Resolution No. 44893 (EBROSCO No. 7494) of the Commission adopted by its Governing Authority on June 28, 2006, which General Bond Resolution amends and restates the Original General Bond Resolution and the Original Amended and Restated General Bond Resolution.

“**Loan Agreement**” means the Loan Agreement dated as of November 1, 2023, executed by and between the Authority and the Commission in connection with the issuance of the Series 2023 Subordinate Lien Refunding Bonds.

“**Loan Payment Obligations**” means the payment obligations of the Commission due to the Authority under the Loan Agreement.

“**Local Services Agreement**” means the Local Services Agreement dated as of October 1, 1986 creating the Commission entered into among the City, the Parish and the District, as amended by the Amendatory Intergovernmental Agreement dated as of June 1, 1987 entered into among the City, the Parish, the District and the Commission, as further amended by the Second Amendatory Intergovernmental Agreement dated as of September 1, 1987, by and among the Parish, the City, the District and the Commission, as further amended by the Third Amendatory Intergovernmental Agreement dated May 4, 1992, entered into among the City, the Parish, the District and the Commission, as further amended by the Fourth Amendatory Intergovernmental Agreement dated December 12, 2001, entered into among the City, the Parish, the District and the Commission, as further amended by the Fifth Amendatory Intergovernmental Agreement dated June 29, 2006, entered into among the City, the Parish, the District and the Commission.

“**Net Operation and Maintenance Expenses**” shall mean all reasonable and necessary expenses of operating and maintaining the System which are not otherwise paid by the Parish as required by the Local Services Agreement.

“**Net Revenues**” shall mean the Revenues, after payment from the Revenues of the Net Operation and Maintenance Expenses.

“**Net Sales Tax Revenues**” shall mean all revenues to be derived by the Parish from the Tax after payment by the Parish of the reasonable and necessary expenses of collecting and administering the Tax.

“**Non-Refunded Series 2014A Bonds**” means the Commission’s Taxable Revenue Refunding Bonds, Series 2014A, dated December 17, 2014, maturing February 1, 2024, to and including February 1, 2025, in the aggregate principal amount of $20,010,000.

“**Non-Refunded Series 2014B Bonds**” means the Commission’s Tax-Exempt Revenue Refunding Bonds, Series 2014B, dated December 17, 2014, maturing February 1, 2024, to and including February 1, 2025, in the aggregate principal amount of $7,615,000.

“**Non-Refunded Series 2020A Subordinate Lien Refunding Bonds**”means all of the Authority’s Subordinate Lien Revenue Refunding Bonds, Series 2020A (Taxable), dated August 18, 2020, not purchased for tender pursuant to the Series 2023 Refunding Project.

“**Original General Bond Resolution**” shall mean General Bond Resolution No. 41460 of the Commission adopted by its Governing Authority on December 12, 2001, which has been amended and restated pursuant to the General Bond Resolution.

“**Original Amended and Restated General Bond Resolution**” shall mean Amended and Restated General Bond Resolution No. 43496 of the Commission adopted by the Governing Authority on August 25, 2004, which is amended and restated by the Amended and Restated General Bond Resolution.

“**Outstanding Senior Lien Bonds**”means bonds to which the Pledged Revenues of the Commission have heretofore been pledged on a senior lien basis by the Commission, specifically the following indebtedness: (i) the Commission’s Revenue Bonds (Department of Environmental Quality Project), Series 2010, dated April 29, 2010, in the original aggregate principal amount of $8,300,000, (ii) the Commission’s Taxable Revenue Bonds, Series 2013A, dated March 6, 2013, in the original aggregate principal amount of $45,000,000, (iii) the Commission’s Taxable Revenue Refunding Bonds, Series 2013B, dated May 2, 2013, in the original aggregate principal amount of $25,390,000, (iv) the Commission’s Non-Refunded Series 2014A Bonds, (v) the Commission’s Non-Refunded Series 2014B Bonds, (vi) the Commission’s Taxable Revenue Bonds (Department of Environmental Quality Project), Series 2015A, dated October 8, 2015, in the original aggregate principal amount of $20,000,000, (vii) the Commission’s Taxable Revenue Bonds (Department of Environmental Quality Project), Series 2016A, dated May 17, 2016, in the original aggregate principal amount of $12,000,000, (viii) the Commission’s Revenue Refunding Bonds, Series 2019A, dated October 29, 2019, in the original aggregate principal amount of $305,340,000, (ix) the Commission’s Revenue Refunding Bonds, Series 2019B, dated October 29, 2019, in the original aggregate principal amount of $79,410,000, (x) the Commission’s Revenue Refunding Bonds, Series 2020A (Tax-Exempt), dated August 18, 2020, in the original aggregate principal amount of $61,385,000, (xi) the Commission’s Revenue Refunding Bonds, Series 2020B (Taxable), dated August 18, 2020, in the original aggregate principal amount of $224,900,000, and (xii) the Commission’s Multi-Modal Revenue Refunding Bonds, Series 2021A, dated March 17, 2021, in the original aggregate principal amount of $137,210,000.

“**Outstanding Subordinate Lien Bonds**” means on and after the issuance of the Series 2023 Subordinate Lien Refunding Bonds, the Non-Refunded Series 2020A Subordinate Lien Refunding Bonds, the Authority’s Series 2020B Subordinate Lien Refunding Bonds, the Series 2023 Subordinate Lien Refunding Bonds and any additional obligations issued by the Commission under Section 3.06 of the Amended and Restated General Bond Resolution on a subordinate lien basis to the lien in favor of the Outstanding Senior Lien Bonds.

“**Parish**” shall mean the Parish of East Baton Rouge, State of Louisiana.

“**Parish General Sales Tax Bond Resolution**” shall mean General Bond Resolution No. 28101 adopted by the Metropolitan Council, acting as governing authority of the Parish.

“**Parish Sewer User Fee Fund**” shall mean the fund established by Ordinance 7853 adopted by the Metropolitan Council of the Parish of East Baton Rouge and City of Baton Rouge, acting as governing authority of the City and Parish, on May 15, 1985.

“**Pledged Revenues**” shall mean the Revenues, after payment from the Revenues of the Net Operation and Maintenance Expenses.

“**Revenues**” shall mean, collectively, (i) all revenues to be derived by the Commission from the Sewer User Fees, including earnings thereon while such funds are on deposit in the Parish Sewer User Fee Fund and the Debt Service Fund, and (ii) all revenues to be derived by the Parish and transferred to the Commission from the Net Sales Tax Revenues, including earnings thereon while such funds are on deposit in the Sewer Sales Tax Fund.

“**Series 2020A Subordinate Lien Refunding Bonds”** means the Authority’s $361,325,000 Subordinate Lien Revenue Bonds (East Baton Rouge Sewerage Commission Projects), Series 2020A, dated August 18, 2020.

“**Series 2020B Subordinate Lien Refunding Bonds**” means the Authority’s $182,080,000 Subordinate Lien Revenue Refunding Bonds (East Baton Rouge Sewerage Commission Projects), Series 2020B, dated August 18, 2020.

“**Series 2023 Refunding Project**” shall mean the application of proceeds of the Series 2023 Refunding Bonds for the purpose of (i) currently refunding all or a portion of the outstanding Series 2020A Subordinate Lien Refunding Bonds by purchasing the Tendered Bonds pursuant to the Tender Invitation, and (ii) paying the Costs of Issuance of the Series 2023 Refunding Bonds.

**Series 2023 Subordinate Lien Refunding Bonds**” means the Authority’s $[\_\_\_\_\_\_\_\_] Subordinate Lien Revenue Refunding Bonds (East Baton Rouge Sewerage Commission Projects), Series 2023, dated November 16, 2023.

“**Sewer Sales Tax Fund**” shall mean the East Baton Rouge Parish Sewer Sales Tax Enterprise Fund established by Ordinance No. 8823 adopted by the Metropolitan Council of the Parish of East Baton Rouge and City of Baton Rouge, acting as governing authority of the Parish, on December 14, 1988, and which reflects receipt of the avails or proceeds of the Tax levied and collected pursuant to the Sales Tax Ordinance, and all interest and other income earned or received by the Parish from funds on deposit therein.

“**Sewer User Fees**” shall mean those certain fees and charges levied and collected from the customers of the System authorized to be imposed and collected in accordance with the authority granted in La. R.S. 33:1331 and La. R.S. 33:4256, and levied and collected in accordance with the Sewer User Fee Ordinance, and any other miscellaneous revenues of the System, including, but not limited to, interest income from operations, sale of fixed assets, sewer assessments, sewer tie-in fees, and sewer user fees.

“**Sewer User Fee Ordinance**” shall mean Ordinance 7853 adopted by the Board of Commissioners of the Commission, acting as governing authority of the Commission, and by the Metropolitan Council of the Parish of East Baton Rouge and City of Baton Rouge, acting as governing authority of the Parish, the City and the District, on May 15, 1985, as amended from time to time, including, but not limited to Ordinance No. 12334 (EBROSCO Ordinance No. 2068) adopted on June 12, 2002, and Ordinance No. 12647 (EBROSCO Ordinance No. 2131) adopted on May 28, 2003.

“**System**” shall mean the sewer system owned and/or operated by the Commission as the same is now or may be hereafter constituted, whether owned by the Parish, the City, the Commission or any other sewerage district, all property real and personal, used and useful therefor, all apparatus and equipment used in connection therewith, and all acquisitions, replacements, enlargements, improvements, extension, additions, and betterments that may be made thereto at any time hereafter.

“**Tax**” shall mean the one-half of one percent (½%) sales and use tax approved by the voters of the Parish on April 16, 1988, levied and collected in accordance with the Sales Tax Ordinance. The avails or proceeds of the Tax (after paying the reasonable and necessary expenses of collecting and administering the Tax) must be used entirely and exclusively for the purpose of constructing, acquiring, operating, maintaining and administering sewers and sewage disposal works within and for the Parish.

**“Tender Invitation”** shall mean the invitation to tender the Tendered Bonds made by the Authority and the Commission to the holders of the Series 2020A Subordinate Lien Refunding Bonds dated October [18], 2023.

**“Tendered Bonds”** shall mean those Series 2020A Subordinate Lien Refunding Bonds which are tendered for purchase by the Authority in response to the Tender Invitation and purchased with a portion of the proceeds of the Bonds deposited into the Tender Purchase Fund.

“**Supplemental Resolution**” shall mean this Supplemental Resolution No. [\_\_\_\_\_] (EBROSCO No. [\_\_\_\_]) of the Commission adopted by its governing authority on November 8, 2023 which Supplemental Resolution supplements the General Bond Resolution and pursuant to which the Series 2023 Subordinate Lien Refunding Bonds were issued.

“**2011A Supplemental Bond Resolution**” shall mean the Supplemental Bond Resolution No. 48721 (EBROSCO No. 8626) of the Commission adopted by its Governing Authority on July 27, 2011, which 2011A Supplemental Bond Resolution supplements the General Bond Resolution, and pursuant to which the Series 2011A Bonds were issued.

# **SECTION 2. INTERPRETATION AND GENERAL ENLARGEMENT**

## SECTION 2.1. Interpretation.

In this Supplemental Resolution, unless the context otherwise requires:

(A) Articles, sections and paragraphs referred to by number shall mean the corresponding Articles, sections and paragraphs of this Supplemental Resolution.

(B) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Words importing the singular number shall include the plural number and vice versa, and words importing persons shall include firms, associations, partnerships (including limited partnerships), trusts, corporations, or other legal entities, including public bodies, as well as natural persons.

(C) The terms “hereby”, “hereof”, “hereto”, “herein”, “hereunder”, and any similar terms, as used in this Supplemental Resolution, refer to this Supplemental Resolution or sections or paragraphs of this Supplemental Resolution and the term “hereafter” means any date after the date of adoption of this Supplemental Resolution.

## SECTION 2.2. General Enlargement.

All of the provisions of the General Bond Resolution are hereby enlarged and extended and all of the covenants, agreements, duties and obligations of the Commission set forth in the General Bond Resolution, except as specifically provided otherwise herein, shall include and be for the equal benefit of the Authority, as its interests may appear, to the same extent and effect as though the provisions of the General Bond Resolution and this Supplemental Resolution had been incorporated in one instrument executed and delivered at the same time.

# **SECTION 3. AUTHORIZATION OF THE LOAN AGREEMENT AND LOAN PAYMENT OBLIGATIONS**

## SECTION 3.1. Authorization.

The Commission hereby requests the Authority to authorize and issue the Series 2023 Subordinate Lien Refunding Bonds, the proceeds of which shall be loaned to the Commission pursuant to the Loan Agreement and will be used by the Commission to: (i) purchase and refund all or a portion of the Series 2020A Subordinate Lien Refunding Bonds Bond tendered to the Authority by certain bondholders pursuant to the Tender Invitation, and (ii) pay costs of issuance relating to the Series 2023 Subordinate Lien Refunding Bonds.

The form and terms of the Loan Agreement (attached hereto as Exhibit A) and all other ancillary documents are hereby approved substantially in the forms submitted to the Board of Commissioners and filed of record herewith, with such additions, omissions and changes as may be necessary and appropriate and that are approved by bond counsel to the Authority. The Loan Agreement shall obligate the Commission to pay to the Authority amounts necessary from Pledged Revenues on a junior and subordinate lien basis to the payment obligations of the Commission under the Outstanding Senior Lien Bonds, to allow the Authority to make principal and interest payments on the Series 2023 Subordinate Lien Refunding Bonds, and to secure the payment thereof.

The President of the Board of Commissioners and the Secretary of the Board of Commissioners are hereby authorized to execute and deliver the Loan Agreement and any and all other ancillary documents related thereto and necessary for the consummation of the transaction as contemplated by the Loan Agreement.

The President of the Board of Commissioners and the Secretary of the Board of Commissioners are hereby authorized and directed to take all further action necessary or reasonably required to effect the loan from the Authority evidenced by the Loan Agreement and are specifically authorized to approve any changes to the Loan Agreement and all other ancillary documents approved by bond counsel to the Authority, such approval to be conclusively evidenced by its execution thereof.

The Authority is hereby requested to take all actions necessary to issue and sell the Series 2023 Subordinate Lien Refunding Bonds.

The President of the Board of Commissioners, the Secretary of the Board of Commissioners and the Board of Commissioners are hereby authorized and directed to do any and all things necessary and incidental to carry out the provisions of this Supplemental Resolution and effect the completion of the Series 2023 Refunding Project and to assist the Authority in carrying out its functions in connection with the financing.

## SECTION 3.2. The Pledge Effected by this Supplemental Resolution.

There are hereby irrevocably and irrepealably pledged and dedicated in an amount sufficient for the payment of the Loan Payment Obligations as they shall respectively become due and payable, and for the other purposes herein set forth, the Pledged Revenues. It is the intention of the Commission that, to the fullest extent permitted by law, this pledge shall be valid and binding from the time when it is made, that the Pledged Revenues shall immediately be subject to the lien of such pledge without any physical delivery or further act, and that the lien of such pledge and the obligation to perform the contractual provisions herein contained shall have priority over any or all other obligations and liabilities of the Commission, and that this pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the Commission, irrespective of whether such parties have notice thereof. The Pledged Revenues shall be set aside in the General Revenue Fund and the Sewer Sales Tax Fund, as the case may be, and shall be and remain pledged for the security and payment of the Loan Payment Obligations, and for all other payments provided for in this Supplemental Resolution until the Loan Payment Obligations shall have been fully paid and discharged.

The Commission, by proper resolutions and/or ordinances, hereby obligates itself to continue to impose and collect the Sewer User Fees, and further obligates itself not to discontinue or decrease or permit to be discontinued or decreased such Sewer User Fees in anticipation of the collection of which the Loan Payment Obligations are to be incurred, nor in any way make any change which would diminish the amount of the Sewer User Fees to be received by the Commission until all of the Loan Payment Obligations payable therefrom have been fully paid and discharged.

The Parish, pursuant to the provisions of the Local Services Agreement, by proper resolutions and/or ordinances, hereby obligates itself to continue to impose and collect the Tax, and further obligates itself not to discontinue or decrease or permit to be discontinued or decreased such Tax in anticipation of the collection of which the Loan Payment Obligations are to be incurred, nor in any way make any change which would diminish the amount of the Net Sales Tax Revenues to be received by the Parish until all of the Loan Payment Obligations payable therefrom have been fully paid and discharged.

## SECTION 3.3. Rate Covenant.

The Commission covenants and agrees that it will, at all times, prescribe and maintain and thereafter establish rates and collect charges, or cause to be established rates and cause to be collected charges, for the services and facilities furnished to the customers of the System which are reasonably expected to yield annual Pledged Revenues (including Net Sales Tax Revenues) in the then current Fiscal Year (a) equal to at least one hundred fifteen percent (115%) of the Annual Principal and Interest Requirement in such Fiscal Year on all Outstanding Senior Lien Bonds, and (b) equal to at least one hundred percent (100%) of the Annual Principal and Interest Requirement in each such Fiscal Year on all Junior Lien Bonds, including, but not limited to, the payment obligations of the Commission under the Loan Agreement; and, promptly upon any material change in the circumstances which were contemplated at the time such rates and charges were most recently reviewed, but not less frequently than once in each Fiscal Year, the Commission shall adopt an Annual Budget including any amended rate schedules for such Fiscal Year which shall set forth in reasonable detail the estimated Revenues and Net Operation and Maintenance Expenses for each such Fiscal Year and which shall include appropriations for the estimated Net Operation and Maintenance Expenses for each such Fiscal Year and the amount, if any, required to be deposited during such Fiscal Year in the Depreciation and Contingency Fund. The Commission may at any time adopt an amended Annual Budget for the remainder of the then current Fiscal Year.

# **SECTION 4. FUNDS AND ACCOUNTS**

## SECTION 4.1 Establishment of Funds and Accounts.

(A) Upon execution and delivery of the Loan Agreement, the Funds and Accounts created and established pursuant to Article VII of the General Bond Resolution, including the General Revenue Fund, the Sewer Sales Tax Fund, the Operation and Maintenance Fund, and the Debt Service Fund shall be held and maintained by the Fiscal Agent of the Commission for the equal and ratable benefit and security of the holders and Owners of the Outstanding Senior Lien Bonds and the Authority, as their interests may appear. Within the Debt Service Fund, the Series 2023 Subaccount, which will receive the Loan Payment Obligations, is hereby authorized to be created and established.

# **SECTION 5. MISCELLANEOUS**

## SECTION 5.1. Purpose of Covenants in General Bond Resolution and this Supplemental Resolution.

Every covenant, undertaking and agreement made on behalf of the Commission, as set forth in the General Bond Resolution and in this Supplemental Resolution is made, undertaken and agreed to, for the proper securing of the Loan Payment Obligations. Each shall be deemed to partake of the obligation of the contract between the Commission and the Authority and shall be enforceable accordingly.

## SECTION 5.2. Effect of Invalidity of Provisions of Supplemental Resolution.

If any section, paragraph, clause or provision of this Supplemental Resolution shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Supplemental Resolution.

## SECTION 5.3. No Recourse on the Loan Payment Obligations.

No recourse shall be had for the payment of the Loan Payment Obligations or for any claim based thereon or on this Supplemental Resolution against any elected official or officer of the Commission or any person executing the Loan Agreement.

## SECTION 5.4. Repealing Clause.

All ordinances and resolutions, or parts thereof, inconsistent herewith are hereby repealed to the extent of such inconsistencies.

## SECTION 5.5. Introduction of Supplemental Resolution.

This Supplemental Resolution, having been duly introduced at a duly convened meeting on October 25, 2023, and notice of introduction having been published in the official journal at least seven (7) days prior to the date of adoption hereof and having been duly adopted by this Board of Commissioners on November 8, 2023, shall take effect immediately upon approval by the President of the Commission.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

YEAS:

NAYS:

ABSTAIN:

ABSENT:

Done, approved and adopted on this the 8th day of November, 2023.

/s/ Ashley Beck /s/ Jennifer Racca

Secretary President

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, ASHLEY BECK, certify that I am the duly qualified and acting Secretary of the East Baton Rouge Sewerage Commission (the “Commission”).

I further certify that the above and foregoing is a true and correct copy of an excerpt from the minutes of a meeting of the Commission held November 8, 2023 and of a Supplemental Resolution amending and supplementing Amended and Restated General Bond Resolution No. 44893 (EBROSCO No. 7494); providing for the execution and delivery of the Loan Agreement dated as of November 1, 2023, by and between the East Baton Rouge Sewerage Commission and the Louisiana Local Government Environmental Facilities and Community Development Authority; providing for the loan payment obligations of the East Baton Rouge Sewerage Commission under said Loan Agreement; and providing for other matters in connection therewith, as said minutes and resolution appear officially of record in my possession.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Commission, on this the 8th day of November, 2023.

By:

Name: Ashley Beck

Title: Secretary

(SEAL)

**EXHIBIT A**

FORM OF LOAN AGREEMENT