

Minutes of a meeting of the Plaquemines Parish Council, as the Sole Governing Authority of the Plaquemines Port, Harbor & Terminal District, held in the Pointe-a-la-Hache Courthouse Council Building Chambers, 18055 Hwy. 15, Pointe-a-la-Hache, Louisiana on Thursday, June 24, 2021, at 3:00 p.m., pursuant to notice to all members with a quorum present as follows:

PRESENT: Commissioner Richie Blink, Chairman
Commissioner John L. Barthelemy, Jr.
Commissioner Corey Arbourgh
Commissioner Stuart J. Guey
Commissioner Benedict Rousselle
Commissioner Trudy Newberry
Commissioner Carlton M. LaFrance, Sr.
Commissioner Mark Cognevich

Kim M. Toups, Secretary

ABSENT: Commissioner W. Beau Black

Sandy Sanders, Paul Matthews, Chambrel Riley Williams and Christie Nielsen were present to represent the Port.

The Prayer was said and the Pledge was recited.

There being no matters to address under the following Agenda Item 2, "Executive Session", Commissioner Blink moved to Agenda Item 3, "Status Report by the Executive Port Director". Without objection, so ordered. The following was reported:

- A request from CPRA was received to conduct an appraisal and inspection of the property for the Diversion. CPRA sent a timeline regarding this project and it was sent to the Council this week; and
- The Port met with Kevin Hall, the Vice-President from Global Grain and Processing and Justin Cauley, Director of Transportation at CHS. CHS is very excited about partnering with the Port for a Port Development Infrastructure Grant. Said grant will increase rail infrastructure, thereby increasing CHS's output from 180M bushels of grain to 320M bushels of grain. Their Myrtle Grove facility will be undergoing a \$73M renovation and expansion; and
- The Port is holding weekly meetings with Becky Nictakis, Port Grant writer; and
- Anticipating a positive vote on Commissioner Rousselle's legislation, the Port met with NOLA Oil and have a preliminary agreement.

Commissioner Blink moved to Agenda Item 3a, "Financial Report/Budget to Actual". Chambrel Riley Williams reported that the Council has been provided with a 2021 Total Budget Report and Detailed Budget Report with actual expenditures shown as of May 31, 2021. The year to date net revenue is \$1,185,538. There is an 82% variance on total revenues; 67% variance on Personal Service; 70% variance on Financial Services; 82% variance on Operating Services and a 95% variance on Capital Outlay. A subcategory budget to actual summary was provided and is as follows: Tariff Revenues are on target with 85% remaining; Legal Support is 11% over budget and a budget amendment will be introduced following the mid-year budget review and the Total Operating Expenses are 24% below budget.

There being no "Bids and Advertisements", Commissioner Blink moved to Agenda Item 5, "Introduction of Ordinances and Resolutions". Without objection, so ordered. The following legislation was introduced:

Commissioner Blink moved to Agenda Item 6, "Ordinances and Resolutions on second reading and final passage". Without objection, so ordered.

1. An Ordinance authorizing and directing the Plaquemines Port, Harbor and Terminal District ("Port") Executive Director, Maynard J. "Sandy" Sanders, to enter into a lease agreement for the letting of that certain Port property, as described in *en globo* Exhibit A, on a long-term basis, and to grant a pipeline servitude thereon to and to enter into a separate lease agreement

for the letting of that certain Port property, as described in *en globo* Exhibit B, upon terms and conditions approved by the Plaquemines Parish Council as sole governing authority of Plaquemines Port Harbor and Terminal District (the “Council”). COMMISSIONER BLINK

2. An Ordinance authorizing Sandy Sanders, Executive Director of Plaquemines Port, Harbor and Terminal District to purchase land owned by Raynold Thompson. COMMISSIONER BLINK

There was no legislation under Item 6a.

Commissioner Newberry offered Agenda Item 6b which was seconded by Commissioner Arbourgh.

Commissioner Rousselle offered the following amendment to the Procurement Policy attachment to the Resolution entitled: “A Resolution adopting new and updated policies of the Plaquemines Port, Harbor & Terminal District’s, specifically a Policy on Policies, Code of Ethics & Workplace Conduct, Procurement and Public Works Policy and Telecommuting Policy”:

In the Port’s Policy Manual, under Section I, line 3 now reads “In all cases professional/consulting services contracts shall be approved by the Board prior to execution”.

Commissioner Cognevich seconded the motion.

The foregoing motion having been submitted to a vote, the vote resulted as follows:

YEAS: Commissioners John L. Barthelemy, Jr., Benedict Rousselle, Carlton M. LaFrance, Richie Blink and Mark Cognevich

NAYS: Commissioners Corey Arbourgh, Stuart J. Guey, Trudy Newberry

ABSENT: Commissioner W. Beau Black

PRESENT BUT NOT VOTING: None

And the motion was adopted on this the 24th day of June, 2021.

RESOLUTION NO. 21-172

On motion of Commissioner Newberry, seconded by Commissioner Arbourgh, and on roll call all members present and voting “YES”, except Commissioners Arbourgh, Guey and Cognevich who voted “NO” and Commissioner Black who was “ABSENT”, the following Resolution was adopted:

A Resolution adopting new and updated policies of the Plaquemines Port, Harbor & Terminal District’s, specifically a Policy on Policies, Code of Ethics & Workplace Conduct, Procurement and Public Works Policy and Telecommuting Policy.

WHEREAS, the Plaquemine Port, Harbor and Terminal District (the “Port”) is a political subdivision of the State of Louisiana. The Port was created by the Louisiana Legislature in 1954 and its jurisdiction is with Plaquemines Parish; and

WHEREAS, in July 2020, the Port engaged JD Russell Consulting, LLC (“JDR”) to review and evaluate the Port’s current policies and procedures and advise of best practices aimed to design an effective policy and procedure management system (the “Program”), and facilitate the development of new or refined policies to ensure the effective and efficient operation of the Port; and

WHEREAS, JDR has reviewed existing Port policies and has made recommendations to the Port to (i) create a policy on policies that establish a sound set of written policies and procedures, creates a schedule for implementation of the same, and promotes continuous improvement of the

Port's operations; (ii) update its existing Code of Ethics & Workplace Conduct to ensure that the Port's business practices reflect integrity, accountability, honesty, fairness, and respect at all levels; (iii) create a robust Procurement and Public Works Policy that facilitates fair and efficient solicitation, award, and procurement of public works, goods, and services in the conduct of Port business; and (iv) create a Telecommuting Policy that facilitates employees being allowed or required to temporarily work remotely to satisfy the operational needs and ensure business continuity of the Port;

NOW, THEREFORE:

BE IT RESOLVED, BY THE PLAQUEMINES PARISH COUNCIL AS THE SOLE GOVERNING OF THE PLAQUEMINES PORT, HARBOR AND TERMINAL DISTRICT THAT it hereby establishes the attached new and updated Policy on Policies, Code of Ethics & Workplace Conduct, Procurement and Public Works Policy and Telecommuting Policy.

BE IT FURTHER RESOLVED BY THE PLAQUEMINES PARISH COUNCIL AS THE SOLE GOVERNING OF THE PLAQUEMINES PORT, HARBOR AND TERMINAL DISTRICT THAT it does hereby authorize the Executive Director of the Plaquemines Port, Harbor & Terminal District to implement related procedures that comply with these policies and the laws of the State of Louisiana; provided that those procedures do not conflict with Port policy, although the procedures may be more restrictive.

BE IT FURTHER RESOLVED, BY THE PLAQUEMINES PARISH COUNCIL AS THE SOLE GOVERNING OF THE PLAQUEMINES PORT, HARBOR AND TERMINAL DISTRICT THAT the Secretary of this Council is hereby authorized and directed to immediately certify and release this Resolution and that Port employees and officials are authorized to carry out the purposes of this Resolution, both without further reading and approval by the Plaquemines Parish Council.

RESOLUTION NO. 21-173

The following Resolution was offered by Commissioner Rousselle and seconded by Commissioner LaFrance:

A Resolution authorizing the Executive Director of the Plaquemines Port, Harbor and Terminal District to execute a preliminary agreement between the Plaquemines Port, Harbor and Terminal District and NOLA Oil Terminal, LLC, to finance the acquisition of land and the construction of dock, wharf, blending/storage facility improvements, and any additional improvements related thereto; approving the form and authorizing the publication of a Notice of Public Hearing and a Notice of Intention to Sell Bonds; making application to the State Bond Commission for approval of said Bonds; and providing for other matters in connection with the foregoing.

WHEREAS, it is the desire of the Plaquemines Port, Harbor and Terminal District (the "Issuer") to encourage the location of port facilities within the geographical area of the Issuer, under the authority of Section 39:991.2, *et seq.* of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority (the "Act"); and

WHEREAS, the Issuer is authorized and empowered by the Act to issue its revenue bonds and use the funds derived from the sale thereof for the purpose of constructing, acquiring and improving port facilities; and

WHEREAS, NOLA Oil Terminal, LLC, a Louisiana limited liability company (the "Company") has requested that the Issuer finance the cost of Phase 1 of (i) acquiring, constructing, rehabilitating, developing, improving and equipping capital improvements, equipment, and infrastructure related to a dock, wharf, and blending/storage facility, (ii) funding one or more reserve funds, including, without limitation, a debt service reserve fund, operating

expense reserve, major maintenance reserve, and such other reserve funds determined to be necessary by the underwriters, (iii) funding capitalized interest, and (iv) paying costs of issuance (collectively, the "Project"), through the issuance of not exceeding \$300,000,000 of the Issuer's Revenue Bonds (NOLA Oil Terminal, LLC Project), or such other appropriate designation, in one or more series (the "Bonds"), pursuant to one or more Trust Indentures (collectively, the "Indenture") between the Issuer and a trustee bank to be designated by the Company; and

WHEREAS, in order to effectuate and accomplish the Project and carry out the commitments heretofore made by the Issuer with respect thereto, the Issuer and the Company will enter into a Lease Agreement (the "Lease Agreement"), which will enable the Issuer to finance the cost of the Project through the issuance of the Bonds pursuant to the Act, and to obtain funds to pay the Bonds in principal and interest; and

WHEREAS, under the Lease Agreement, the Company will be unconditionally obligated to make lease payments under the Lease Agreement sufficient in amount to pay the principal of, interest and premium on the Bonds when they become due, and other obligations thereunder; and

WHEREAS, prior to the issuance of the Bonds, the Company intends to expend its own funds to pay a portion of the costs of the Project and reasonably expects to reimburse said expenditures from the proceeds of the Bonds in an amount not exceeding \$25,000,000, and the Issuer acknowledges that the Company intends to reimburse itself from proceeds of the Bonds for expenditures for the Project paid 60 days prior to the date hereof; and

WHEREAS, it is now the desire of the Plaquemines Parish Council (the "Council"), as the governing authority of the Issuer per Louisiana Revised Statutes Title 34:1352, to authorize the issuance of the Bonds by the Issuer and to provide for such other matters in connection with the issuance of said Bonds, including the filing of necessary application to the State Bond Commission of Louisiana as required by the Act;

WHEREAS, all requirements of the State Bond Commission in accordance with its rules, including but not limited to notice to local legislators have been or will be complied with; and

WHEREAS, it is now the desire of this Council to authorize the Executive Director of the Issuer to execute an appropriate agreement evidencing the understanding of this Council with respect to the issuance of the revenue bonds hereinafter described;

NOW, THEREFORE:

BE IT RESOLVED BY THE PLAQUEMINES PARISH GOVERNMENT, AS THE SOLE GOVERNING AUTHORITY OF THE PLAQUEMINES PORT, HARBOR AND TERMINAL DISTRICT THAT:

SECTION Pursuant to the authority of the Act, the Phase 1 of the Project described and defined in the preliminary agreement attached hereto as **Exhibit A** (the "Preliminary Agreement") is approved, as is the financing thereof by the Issuer through the issuance of the Bonds, such Bonds to be in an amount not exceeding \$300,000,000, in one or more series, on a taxable or tax-exempt basis. The Bonds shall be issued initially as fixed rate bonds bearing interest at a rate not to exceed 8.5% per annum, shall bear a letter and year designation for each series, and shall mature not later than 30 years from the date thereof, all as provided in the Indenture, and shall be payable as provided in the Indenture. It is contemplated that additional bonds may be issued in additional series to fund additional phases of the Project upon approval of this Council of such future series.

SECTION The Bonds shall be limited obligations of the Issuer, payable solely out of the revenues and other amounts derived from the leasing of the Project by the Issuer to the Company pursuant to the Lease Agreement, and may be further secured by, among other things, the leasehold mortgage, the operating agreement, the construction contract with a guaranteed maximum price contract, and the storage and use agreement with such parties as shall be more specifically identified in a subsequent resolution or ordinance of this Council.

SECTION The Company will make payments of all taxes (including all payments in lieu of taxes), governmental charges and other such charges, if any, which may be assessed or levied against or with respect to the Project to the Council as the governing authority of the Issuer as if the Company were owner of the land on which the dock and wharf facilities are located.

SECTION The Executive Director of the Issuer and officers of the Council are authorized and empowered to take any and all further action and to sign any and all documents, instruments and writings as may be necessary to carry out the purposes of this resolution and to file, on behalf of the Issuer, with any governmental board or entity having jurisdiction over the Project, such applications or requests for approval thereof as may be required by law.

SECTION The Council hereby appoints Citigroup Global Markets Inc. as underwriter for the Bonds, as requested by the Company.

SECTION The Executive Director of the Issuer be and he is hereby authorized, empowered, and directed to execute, for and on behalf of the Issuer, the Preliminary Agreement between the Issuer and the Company authorizing the issuance of the Bonds in one or more series, on a taxable or tax-exempt basis, in an amount not exceeding \$300,000,000 to finance the cost of Phase 1 of the Project, said Preliminary Agreement to be substantially in the form and to contain substantially the terms and conditions set forth in the Preliminary Agreement attached to this resolution as **Exhibit A**.

SECTION The Council hereby approves the Notice of Intention to Sell Bonds for the Bonds in substantially the form presented at this meeting with such additions, insertions, completions and/or corrections as may be approved by bond counsel to the Issuer and authorizes its publication in the manner required by law.

SECTION The Council hereby approves and authorizes the publication of one or more Notices of Public Hearing and does hereby further authorize and approve the conducting of public hearings as set forth in said Notices in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.

SECTION This Council, acting as the governing authority of the Issuer, 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 Council for adoption all of the proceedings incidental to the authorization, issuance, sale and delivery of such Bonds, shall counsel and advise this Council 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 and is subject to his approval, and will be paid solely from bond proceeds or monies provided by the Company. The Executive Director of the Issuer is hereby authorized and directed to execute, and this Council hereby agrees to and accepts the terms of, the engagement letter of Bond Counsel appended hereto. 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 Executive Director is hereby empowered and directed to provide for payment of the work herein specified upon completion thereof and under the conditions herein enumerated.

SECTION 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 This resolution shall be published one (1) time in the official journal of the Issuer and, as provided by the Act, for a period of thirty (30) days from the date of such publication, any person in interest may contest the legality of this resolution and the Bonds to be issued pursuant hereto and the provisions securing the Bonds. After the said thirty days, no person may have any right of action to contest the validity of the Bonds or the provisions of this resolution, and all of the Bonds shall be conclusively presumed to be legal, and no court shall thereafter have authority to inquire into such matters.

SECTION This resolution shall become effective immediately.

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

<u>Member</u>	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstaining</u>
John L. Barthelemy, Jr.	<u> X </u>			<u> </u>
W. Beau Black			<u> X </u>	<u> </u>
Corey Arbourgh	<u> X </u>			<u> </u>
Dr. Stuart J. Guey, Jr.	<u> X </u>			<u> </u>
Benedict Rousselle	<u> X </u>			<u> </u>
Trudy Newberry	<u> X </u>			<u> </u>
Carlton M. LaFrance, Sr.	<u> X </u>			<u> </u>
Richie Blink	<u> X </u>			<u> </u>
Mark Cognevich	<u> X </u>			<u> </u>

And the resolution was declared adopted on this 24th day of June, 2021.

s/Barbara S. Marcotte
Assistant Council Secretary

s/ Richie Blink
Chairman

Agenda Item 6d, “A Resolution authorizing Maynard J. “Sandy” Sanders, Executive Director of the Plaquemines Port, Harbor & Terminal District to execute an agreement with Sustainability Partners; and otherwise to provide with respect thereto” was deferred.

There being no items under Agenda Item 7, “New Business”, Commissioner Blink moved to Agenda Item 8, “Approval of the Minutes”. Without objection, so ordered.

RESOLUTION NO. 21-174

On motion of Commissioner Cognevich, seconded by Commissioner Arbourgh, and on roll call all members present and voting “YES”, except Commissioner Black who was “ABSENT”, the following Resolution was adopted:

BE IT RESOLVED BY THE PLAQUEMINES PARISH COUNCIL THAT it hereby approves the minutes of the June 10, 2021, regular Port Meeting, as recorded by the Secretary of this Council.

BE IT FURTHER RESOLVED BY THE PLAQUEMINES PARISH COUNCIL THAT the Secretary of this Council is hereby authorized and directed to immediately certify and release this Resolution and that Port employees and officials are authorized to carry out the purposes of this Resolution.

There being no further business to come before this Council, on motion Commissioner Cognevich seconded by Commissioner Guey and on roll call all members present voting “YES”, except Commissioner Black who was “ABSENT”, the meeting adjourned at 3:49 p.m.

Chairman

Secretary

For a full transcript of discussions and presentations a video of this meeting is available for viewing on the Parish website www.plaqueminesparish.com or on YouTube.