

Audubon Commission Minutes

August 12, 2021
Video Conference

Attending: Kelly Duncan, Danny Conwill, Gayle Benson, Field Ogden, Sally Shushan, Brent Wood, Lex Kelso, Bruce Hofer, Storey Charbonnet, Leila Eames, Dolfinette Martin, Victor Jones, Frances Fayard, Catherine Morrell, Jermaine Smith, Charles Teamer, Emily Vuxton

Excused: Ashley Francis, Coleman Ridley, Xavier Angel, Dierdre Kelly, Minh Thanh Nguyen

President Kelly Duncan called the meeting order at 10:00 AM. He reminded everyone that the Commission is meeting by video conference consistent with Proclamation Order JBE 2020-30, extended by Proclamation Order 7 JBE 2021. Mr. Duncan then asked if there were any members of the public present and if anyone wanted to make a public comment. While there was a member of the public attending, they did not wish to make a comment. Also present were those involved in the proposed bond sale that was the subject of the meeting.

Mr. Duncan introduced Mr. Jason Akers, bond attorney with Foley Judell, for his bond sale presentation. Mr. Akers reminded the group that last year Audubon sold \$9.5M in bonds to fund projects across facilities. The request now is to authorize an additional issuance of \$40M in bonds secured by Audubon Commission's portion of the City's park millage. Based on current low interest rates, the overall debt service is projected to be affordable to the Commission and acceptable under the terms of the existing bond documents from last year's issuance. The timeline for this is to have the Bond Commission approve in September and get into the market in October with funds available in November. The Board of Liquidation will have this on their agenda for approval next week. Following that, City Council will consider on September 2 and the Bond Commission will meet to consider on September 16. After some questions and discussion from the group, Ms. Laurie Conkerton, EVP and CAO for Audubon Nature Institute, asked for a motion to approve the resolution as presented. The resolution below was shared with the Commission for their review prior to the meeting.

RESOLUTION

A resolution giving preliminary approval to the issuance of not exceeding [Forty Million] Dollars (\$[40,000,000]) City of New Orleans Limited Tax Bonds (Audubon Commission Projects); making application to the State Bond Commission for approval of said Bonds; authorizing the reimbursement of expenditures from proceeds of any such bonds; and providing for other matters in connection therewith.

WHEREAS, the City of New Orleans, Louisiana (the "City") is currently collecting an ad valorem tax of 6.31 mills (the "2021 Tax") pursuant to a special election held in the City on May 4, 2019; and

WHEREAS, 1.95 mills of the 2021 Tax is allocated to the Audubon Commission (the "Commission"); and

WHEREAS, the City is authorized to issue bonds payable from ad valorem taxes levied for the Commission, such as the 2021 Tax, pursuant to the provisions of Part XIV 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, all bonds of the City payable from the proceeds of special ad valorem taxes, such as the 2021 Tax, are administered by the Board of Liquidation, City Debt (the "Board of Liquidation"); and

WHEREAS, the Commission desires to request that the City and the Board of Liquidation authorize the issuance of not exceeding \$[40,000,000] of City of New Orleans Limited Tax Bonds (Audubon Commission Projects) (the "Bonds") for the purpose of constructing and improving the Commission's parks, recreational, and wildlife conservation facilities; and

WHEREAS, the Bonds shall be secured by the Commission's share of the revenues of the 2021 Tax (the "Commission's Portion of the 2021 Tax"), which is authorized to be levied each year through December 31, 2040 (subject to adjustment from time to time due to reassessment);

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Audubon Commission, as follows:

Preliminary Approval of Bonds. Pursuant to the provisions of the Act, preliminary approval is given to the issuance of not exceeding [Forty Million] Dollars (\$[40,000,000]) of City of New Orleans Limited Tax Bonds (Audubon Commission Project) (the "Bonds"), to be issued for the purpose of constructing and improving the Commission's parks, recreational, and wildlife conservation facilities and paying the costs of issuance associated therewith. The Bonds shall be issued in one or more series, shall bear interest at a rate or rates not to exceed six percent (6.00%) per annum, to be determined by subsequent resolution of the Board of Liquidation at the time of the sale of the Bonds, and shall mature no later than December 31, 2040. The Bonds shall be issued in fully registered form and shall have such additional terms and provisions as may be determined by the City and the Board of Liquidation at the time of issuance and sale of the Bonds. The Bonds are to be payable from and secured by the Commission's Portion of the 2021 Tax, all as shall be more fully provided by the Board of Liquidation.

State Bond Commission. Application shall be made to the State Bond Commission, Baton Rouge, Louisiana, for approval of the issuance and sale of the Bonds, and co-bond counsel are directed to make application to the State Bond Commission in accordance with the foregoing on behalf of the Commission.

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 3. Request for Approval. A certified copy of this resolution shall be furnished to the Council of the City and the Board of Liquidation. The Commission hereby requests that the Council of the City and the Board of Liquidation approve the issuance of the Bonds and this and any other resolutions of the Commission providing for the issuance of the Bonds, if required by law.

SECTION 4. Authorization. The President, Vice Presidents, and Secretary of the Commission and the

President and Chief Executive Officer and the Executive Vice Presidents of the Audubon Nature Institute are hereby authorized and directed to take all further action as may be necessary and appropriate to effectuate and implement this Resolution.

SECTION 5. **Intent to Reimburse.** Prior to the issuance of the Bonds, the Commission will expend its own funds on capital projects that may be funded with proceeds of the Bonds. Upon issuance of the Bonds, the Commission reasonably expects to reimburse itself for said expenditures from the proceeds of the Bonds. Any such allocation of the proceeds of the Bonds will be with respect to capital expenditures [as defined in Treasury Regulation 1.150-1] and will be made upon the delivery of the Bonds and in accordance with said Regulation. This resolution is intended to be a declaration of intent to reimburse in accordance with the provisions of Treasury Regulation 1.150-2.

The motion to approve the resolution was unanimous (Conwill/Benson).

There being no further business the meeting was adjourned at 10:20 AM

**RESOLUTION OF THE AUDUBON COMMISSION
PROVIDING FOR THE
PRELIMINARY APPROVAL OF LIMITED TAX BONDS**

The following resolution was offered by Daniel Conwill and seconded by Gayle Benson:

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WHEREAS, the Bonds shall be secured by the Commission's share of the revenues of the 2021 Tax (the "Commission's Portion of the 2021 Tax"), which is authorized to be levied each year through December 31, 2040 (subject to adjustment from time to time due to reassessment);

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Audubon Commission, as follows:

SECTION 1. Preliminary Approval of Bonds. Pursuant to the provisions of the Act, preliminary approval is given to the issuance of not exceeding [Forty Million] Dollars (\$[40,000,000]) of City of New Orleans Limited Tax Bonds (Audubon Commission Project) (the

"Bonds"), to be issued for the purpose of constructing and improving the Commission's parks, recreational, and wildlife conservation facilities and paying the costs of issuance associated therewith. The Bonds shall be issued in one or more series, shall bear interest at a rate or rates not to exceed six percent (6.00%) per annum, to be determined by subsequent resolution of the Board of Liquidation at the time of the sale of the Bonds, and shall mature no later than December 31, 2040. The Bonds shall be issued in fully registered form and shall have such additional terms and provisions as may be determined by the City and the Board of Liquidation at the time of issuance and sale of the Bonds. The Bonds are to be payable from and secured by the Commission's Portion of the 2021 Tax, all as shall be more fully provided by the Board of Liquidation.

SECTION 2. **State Bond Commission.** Application shall be made to the State Bond Commission, Baton Rouge, Louisiana, for approval of the issuance and sale of the Bonds, and co-bond counsel are directed to make application to the State Bond Commission in accordance with the foregoing on behalf of the Commission.

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.

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

YEA: 17

NAY: 0

ABSENT: 5

ABSTAINING: 0

And the resolution was declared adopted on this 12th day of August, 2021.

STATE OF LOUISIANA

PARISH OF ORLEANS

I, the undersigned President of the Audubon Commission (the "Commission"), do hereby certify that the foregoing pages constitute a true and correct copy of a resolution adopted by the Commission on August 12, 2021, giving preliminary approval to the issuance of not exceeding Forty Million Dollars (\$40,000,000) City of New Orleans Limited Tax Bonds (Audubon Commission Project); making application to the State Bond Commission for approval of said Bonds; authorizing the reimbursement of expenditures from proceeds of any such bonds; and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature on this, the 12th day of August, 2021.



J. Kelly Duncan
President