

**PROCEEDINGS OF THE CITY COUNCIL OF BOSSIER CITY
STATE OF LOUISIANA TAKEN AT THE REULGAR MEETING
TUESDAY JUNE 3, 2008**

The City Council of the City of Bossier City, State of Louisiana, met in regular session in Council Chambers, 620 Benton Road, Bossier City, Louisiana, June 3, 2008 at 3:00 PM

Invocation was given by Council Member James Rogers

Pledge of Allegiance led by Council Member Don Williams

Roll Call as Follows:

Present: Honorable Jeffery D Darby, President; Honorable Councilors, David Montgomery, Jr., Scott Irwin, Don Williams, David Jones, Dr. James Rogers.

Absent: Timothy Larkin

Present: Mayor Lorenz Walker, James Hall, City Attorney, Phyllis McGraw, Deputy City Clerk and Helen Thornton, City Clerk.

By: Dr. Rogers

Motion made to approve minutes of May 20, 2008 meeting and dispense with the reading.

Seconded by Mr. Jones

Vote in favor of motion is unanimous.

By: Dr. Rogers

Motion made to add to agenda under Ceremonial Matters Fire Department Life Saving Award; Resolution providing for issuance, sale and delivery of not exceeding Five Million Ninety Thousand Dollars of Sales Tax Revenue Refunding Bonds of the City of Bossier City, Bossier Parish, Louisiana ST Series 2008; delete item no. 1 (new) Zoning Ordinance for Longhorn Steakhouse per Sam Marsiglia and approve agenda.

Seconded by Mr. Jones

Vote in favor of motion is unanimous.

Ceremonial Matters:

Fire Chief Sammy Halphen presented the Citizens Life Saving Award to David Zeiden, lifeguard at Mike Wood Pool, for saving the life of a seven year girl May 28, 2008.

The following bids were read by Steve Westbrook, Purchasing Agent:

- A. HUD-Concrete repairs to Bragg Street – Public Works/Community Develop
- | | |
|-----------------------------|-------------|
| 1. C W & W Contractors | \$81,795.00 |
| 2. H & H Contracting | \$69,885.00 |
| 3. Ronald G. Carlson | \$86,390.00 |
| 4. Three Deuces Contractors | \$82,030.00 |

By: Mr. Williams

Motion made to approve reading of bids.

Seconded by Dr. Rogers

Vote in favor of motion is unanimous.

- B. Bossier City Civic Center roof replacement and related scopes of work for Building Maintenance – also includes alternate bids for new section of Civic Center.

1. Grosjean Contractors	Base Bid	\$451,000.00
	Alt Bid	\$174,000.00
2. Heritage One Roofing	Base Bid	\$479,700.00
	Alt. Bid	\$173,400.00
3. J. Reynolds & Company	Base Bid	\$493,500.00
	Alt. Bid	\$175,200.00
4. John Gibbs Roof Systems	Base Bid	\$487,000.00
	Alt. Bid	\$188,000.00
5. Louisiana Roofing Cont.	Base Bid	\$498,600.00
	Alt. Bid	\$194,400.00
6. Morgan Roofing	Base Bid	\$493,000.00
	Alt. Bid	\$198,000.00

By: Mr. Jones

Motion made to approve reading of all bids including Grosjean Contractors.

Seconded by Mr. Williams

Vote in favor of motion is unanimous.

- C. 8" water main extension Old Shed Road for Engineering Department
- | | |
|-------------------------|-------------|
| 1. C W & W Contractors | \$68,700.00 |
| 2. Crocker Construction | \$58,445.00 |
| 3. David Lawler | \$59,300.00 |
| 4. JPD Construction | \$63,700.00 |
| 5. Milco Utilities | \$59,472.00 |
| 6. Pulley Construction | \$59,100.00 |
| 7. Wicker Construction | \$63,629.00 |
| 8. Yor Wic Construction | \$96,275.00 |

By: Dr. Rogers

Motion made to approve reading of bids contingent with the approval of ordinance appropriating \$75,000.00 to come from the Water Contingency Fund for 8" water main extension on Old Shed Road

Seconded by Mr. Jones

Vote in favor of motion is unanimous.

- D. Bobbie Street sanitary sewer main replacement for Engineering Dept.
- | | |
|-------------------------|----------------|
| 1. Pulley Construction | \$495,475.00 |
| 2. Wicker Construction | \$516,995.00 |
| 3. Yor Wic Construction | \$1,169,350.00 |

By: Dr. Rogers

Motion made to approve reading of bids contingent with the approval of ordinance appropriating \$575,000.00 to come from Sewer Contingency Fund for sewer main replacement on Bobbie Street.

Seconded by Mr. Jones

Vote in favor of motion is unanimous.

The following Ordinance offered and adopted:

ORDINANCE NO. 47 OF 2008

AN ORDINANCE TO APPROPRIATE \$575,000 TO COME FROM THE SEWER CONTINGENCY FUND TO BE USED FOR SEWER MAIN REPLACEMENT ON BOBBIE STREET.

WHEREAS, the gravity sewer main on Bobbie Street is in need of rehabilitation; and

WHEREAS, funding for the repair of the sewer main is included the 2008 5-year plan for maintenance of gravity sewer mains.

NOW, THEREFORE, BE IT ORDAINED that the City Council of Bossier City, in regular session convened, does hereby appropriate \$575,000 to come from the Sewer Contingency Fund to be used to replace the gravity sewer main along Bobbie Street.

BE IT FURTHER ORDAINED, that the Mayor is hereby authorized to sign any and all instruments in connection with the furtherance of this Ordinance.

The above and foregoing Ordinance was read in full at open and legal session convened, was on motion of Mr. David Jones and seconded by Dr. James Rogers, and adopted on this the 3rd day of June, 2008, by the following vote:

AYES: Mr. Montgomery, Jr., Mr. Irwin, Mr. Darby, Mr. Williams, Mr. Jones and Dr. Rogers

NAYS: none

ABSENT: Mr. Larkin

ABSTAIN: none

Jeffery D. Darby, President

Helen Thornton, City Clerk

The following Ordinance offered and adopted:

ORDINANCE NO. 48 OF 2008

AN ORDINANCE TO APPROPRIATE \$75,000 TO COME FROM THE WATER CONTINGENCY FUND TO BE USED TO INSTALL AN 8" WATER MAIN

EXTENSION ON OLD SHED ROAD.

WHEREAS, the water main currently on this portion of Old Shed Road is a 2-inch line; and

WHEREAS, the extension of the water main to allow for an 8” water line would allow future business development along Old Shed Road; and

WHEREAS, funds are available in the Water Contingency Fund to extend the water main on Old Shed Road.

NOW, THEREFORE, BE IT ORDAINED that the Bossier City Council of the City of Bossier City, in regular session convened, does hereby appropriate \$75,000.00 to come from the Water Contingency Fund to allow for an 8” Water Main Extension of Old Shed Road.

BE IT FURTHER ORDAINED, that the Mayor is authorized to sign any and all documents in connection with the furtherance of this Ordinance.

The above and foregoing Ordinance, read in full at open and legal session convened, was on motion of Mr. Don Williams and seconded by Mr. David Jones, and adopted on the 3rd day of June, 2008, by the following vote:

AYES: Mr. Montgomery, Jr., Mr. Irwin, Mr. Darby, Mr. Williams, Mr. Jones and Dr. Rogers

NAYS: none

ABSENT: Mr. Larkin

ABSTAIN: none

Jeffery D. Darby, President

Helen Thornton, City Clerk

The following Amended/Revised Ordinance offered and adopted:

Ordinance No. 49 of 2008

AN ORDINANCE AMENDING ORDINANCE NUMBER 33 OF 2008 TO INCLUDE THE TERM TRACT TO REPLACE THE WORD PARCEL AND TO INCLUDE TRACT 3, WHICH WAS NOT PREVIOUSLY INCLUDED. AUTHORIZING THE CITY OF BOSSIER CITY TO EXCHANGE CERTAIN PROPERTIES DESCRIBED IN THE PROPOSED ACT OF

EXCHANGE ATTACHED HERETO AS EXHIBIT "A" WITH PNK (BOSSIER CITY), INC.,
A LOUISIANA CORPORATION (BOOMTOWN).

WHEREAS, the City of Bossier in the process of extending the Arthur Ray Teague Parkway along the Riverside Drive corridor needed to acquire property owned by PNK (BOSSIER CITY), INC; and

WHEREAS, the City of Bossier City also needed a contiguous tract of property for the purpose of building a new fire station that has access to the Arthur Ray Teague Parkway; and

WHEREAS, the properties have been appraised by David W. Volentine and the value of the property to be exchanged is as follows:

<u>Tracts City will Convey to PNK</u>		<u>Tracts PNK</u>	
		<u>will Convey to City</u>	
Tract 1:	\$ 8,750	Tract 7:	\$238,275
Tract 2:	\$ 4,550		
Tract 3:	\$ 5,700		
Tract 4:	\$ 6,950		
Tract 5:	\$ 6,750		
Tract 6:	<u>\$ 4,440</u>		
Total:	\$37,140	Total	<u>\$238,275</u>

WHEREAS, the descriptions of the property to be exchanged are more particularly described in Exhibit "A" attached hereto; and

WHEREAS, the property proposed to be exchanged by the City of Bossier City is no longer needed for a public purpose;

NOW, THEREFORE, BE IT ORDAINED by the City Council of Bossier City, Louisiana, in regular session convened, that Mayor Lorenz Walker is hereby authorized to sign any and all documents necessary to complete the exchange of properties described in Exhibit "A" attached hereto;

The above and foregoing Ordinance was read in full at open and legal session convened, was on motion of Dr. James Rogers, and seconded by Mr. Don Williams, and adopted on the 3rd day of June, 2008, by the following vote:

AYES: Mr. Montgomery, Jr., Mr. Irwin, Mr. Darby, Mr. Williams, Mr. Jones and Dr. Rogers

NAYES: none

ABSENT: Mr. Larkin

ABSTAIN: none

Jeffrey D. Darby, President

Helen Thornton, City Clerk

Exhibit "A"

STATE OF LOUISIANA

PARISH OF BOSSIER

ACT OF EXCHANGE

BE IT KNOWN, that on the date(s) set forth herein, before me, the undersigned Notary or Notaries Public, duly commissioned and qualified, and in the presence of the undersigned witnesses, personally came and appeared:

CITY OF BOSSIER CITY, a Louisiana municipal corporation (TIN 0179), domiciled in Bossier Parish, Louisiana, whose mailing address is P.O. Box 5337, Bossier City, Louisiana 71171-5337, and represented herein by its Mayor, the Honorable Lorenz J. Walker, who is duly authorized to act pursuant to Ordinance No. 33 of 2008, a certified copy of which is attached hereto (hereinafter referred to as "BOSSIER CITY"), and

PNK (BOSSIER CITY), INC. (TIN 8110), a Louisiana corporation, whose address is 3800 Howard Hughes Parkway, Suite 1800, Las Vegas, Nevada 89109, represented herein by the undersigned officer, duly authorized hereunto by resolution of its Board of Directors attached hereto, (hereinafter referred to as "PNK"),

who declared that they make an exchange of property as provided herein:

In consideration of the agreements made herein the said **BOSSIER CITY** does transfer, set over and deliver with warranty of title only against its own acts but with complete transfer and subrogation of all rights and actions of warranty against all prior owners and vendors, together with all rights of prescription, whether acquisitive or liberative, to which **BOSSIER**

CITY may be entitled, unto **PNK**, the following described property located in the City of Bossier city, Parish of Bossier, State of Louisiana, to wit:

Tract 1

A tract of land located on Lot 37 and the west 45.4 feet of Lot 38, Cook Subdivision, a subdivision of Bossier City, Bossier Parish, Louisiana, as recorded in Book 141, Page 11 of the Conveyance Records of Bossier Parish, Louisiana, being more particularly described as follows: all that portion of the remainder of Lot 37 and the west 45.4 feet of Lot 38, Cook Subdivision, less Parcel 1-5, as dedicated to the right-of-way of the Arthur Ray Teague Parkway; containing 19,992.568 square feet, more or less, as more fully shown on plat of survey by Aillett, Fenner, Jolly E McClelland, Inc., dated September 2007, last revised October 25, 2007, a copy of which is attached hereto (the "Survey").

Tract 2

A tract of land located on the east 4.6 feet of Lot 38 and the west 40 feet of Lot 39, Cook Subdivision, a subdivision of Bossier City, Bossier Parish, Louisiana, as recorded in Book 141, Page 11 of the Conveyance Records of Bossier Parish, Louisiana, being more particularly described as follows: all that portion of the remainder of the east 4.6 feet of Lot 38 and the west 40 feet of Lot 39, Cook Subdivision, less Parcel 1-8, as dedicated to the right-of-way of the Arthur Ray Teague Parkway; containing 9,114.047 square feet, more or less, as more fully shown on the Survey.

Tract 3

A tract of land located on the east 10 feet of Lot 39 and Lot 40, Cook Subdivision, a subdivision of Bossier City, Bossier Parish, Louisiana, as recorded in Book 141, Page 11 of the Conveyance Records of Bossier Parish, Louisiana, being more particularly described as follows: all that portion of the remainder of the east 10 feet of Lot 39 and Lot 40, Cook Subdivision, less Parcel 1-9, as dedicated to the right-of-way of the Arthur Ray Teague Parkway; containing 12,047.080 square feet, more or less, as more fully shown on the Survey.

Tract 4

A tract of land located on Lot 41 and the west one-half of Lot 42, Cook Subdivision, a subdivision of Bossier City, Bossier Parish, Louisiana, as recorded in Book 141, Page 11 of the Conveyance Records of Bossier Parish, Louisiana, being more particularly described as follows: all that portion of the remainder of Lot 41 and the West one-half of Lot 42, Cook Subdivision, less Parcel 1-11, as dedicated to the right-of-way of the Arthur Ray Teague Parkway; containing 14,667.508 square feet, more or less, as more fully shown on the Survey.

Tract 5

A tract of land located on the east one-half of Lot 42 and Lot 43, Cook Subdivision, a subdivision of Bossier City, Bossier Parish, Louisiana, as recorded in Book 141, Page 11 of the Conveyance Records of Bossier Parish, Louisiana,

being more particularly described as follows: all that portion of the remainder of the east one-half of Lot 42 and Lot 43, Cook Subdivision, less Parcel 1-13, as dedicated to the right-of-way of the Arthur Ray Teague Parkway; containing 14,239.267 square feet, more or less, as more fully shown on the Survey.

Tract 6

A tract of land located on Lot 44, Cook Subdivision, a subdivision of Bossier City, Bossier Parish, Louisiana, as recorded in Book 141, Page 11 of the Conveyance Records of Bossier Parish, Louisiana, being more particularly described as follows: all that portion of the remainder of Lot 44, Cook Subdivision, less Parcel 1-15, as dedicated to the right-of-way of the Arthur Ray Teague Parkway; containing 9,249.384 square feet, more or less, as more fully shown on the Survey.

In consideration of the agreements made herein the said **PNK** does transfer, set over and deliver with warranty of title only against its own acts but with complete transfer and subrogation of all rights and actions of warranty against all prior owners and vendors, together with all rights of prescription, whether acquisitive or liberative, to which **PNK** may be entitled, unto **BOSSIER CITY**, the following described property located in the City of Bossier City, Parish of Bossier, State of Louisiana, to wit:

Tract 7

A tract of land located on Lots 110, 111, 112 and 113, Riverside Subdivision, a subdivision of Bossier City, Bossier Parish, Louisiana, as recorded in Book 60, Page 157 of the Conveyance Records of Bossier Parish, Louisiana, being more particularly described as follows: all that portion of the remainder of Lots 110, 111, 112 and 113, Riverside Subdivision, less Parcel 2-4, as dedicated to the right-of-way of the Arthur Ray Teague Parkway (and subject to the permanent utility servitude over Parcel 2-4A); containing 31,771.125 square feet, more or less, as more fully shown on the Survey.

This exchange is made and mutually accepted by the parties hereto, it being agreed and understood that no additional consideration being due to either party.

BOSSIER CITY and **PNK** have had ample opportunity to inspect the condition of the properties and have satisfied themselves with respect thereto. This exchange is made and accepted without express or implied warranty as to the condition of the properties. Each party expressly waives any and all rights that party may have now or at any time hereafter because of the condition of the properties or because of one or more vices or defects in the properties, notwithstanding whether the vices or defects may be latent or apparent. This waiver includes a waiver of all rights of redhibition and/or quanti minoris and neither party shall have the right on account of any vice or defect in the properties to rescind this exchange or recover any expenses (including attorney's fees), or recover any damages. Each party hereby releases any and all rights that party may have now or at anytime hereafter arising out of or related to the condition of the properties. This release includes without limitation a release of any and all rights, claims, obligations, damages, actions and causes of action either party may have now or hereafter under any existing or future federal, state or local environmental laws, including without limitation the Comprehensive Environmental Response, Compensation and Liability Act, as amended (42 U.S.C. § 9601 *et seq.*) and the Louisiana Environmental Quality Act, as amended (La. R. S. 30:2001 *et seq.*). Each party also makes no express or implied warranty, and the parties hereby waive any and all such warranties, that the properties are fit for their intended, ordinary or any particular use, even if the other party knows the particular use that is intended for the properties. **THESE WAIVERS AND RELEASES HAVE BEEN CALLED TO THE ATTENTION OF THE PARTIES AND ARE GRANTED BY THE PARTIES KNOWINGLY AND VOLUNTARILY.**

The parties expressly reserve unto themselves, their successors and assigns, all of the oil, gas and other mineral rights in and under the above-described properties transferred by them, but acknowledge and agree that the use of the surface of said

property for mineral operations and exploration is hereby prohibited. Pursuant to La. R. S. 31:149, this reservation of mineral rights is intended to be imprescriptible.

This transaction is made by **PNK** with the intent to treat it as "like kind" exchange under Section 1031 of the Internal Revenue Code.

The certificates of mortgage are hereby waived by the parties, and evidence of the payment of taxes produced. The parties waive production of tax certificates and each party agrees to pay the current year's taxes associated with the exchanged properties.

THUS DONE AND SIGNED in the presence of the undersigned competent witnesses and me, Notary Public, this ____ day of _____, 2008.

WITNESSES: _____ **CITY**
OF BOSSIER CITY

(signatures with printed name beneath)

Print: _____

By: Lorenz J. Walker, Mayor

Print: _____

NOTARY PUBLIC

STATE OF _____

COUNTY/PARISH OF _____

THUS DONE AND SIGNED in the presence of the undersigned competent witnesses and me, Notary Public, this ____ day of _____, 2008.

WITNESSES: _____ **PNK**
(BOSSIER CITY), INC.

(signatures with printed name beneath)

Print: _____

By:
Name:
Title:

Print: _____

NOTARY PUBLIC
Name and Seal
(My Commission Expires Upon _____)

PLEASE NOTE THAT LOUISIANA LAW REQUIRES TWO WITNESSES IN ADDITION TO THE NOTARY. THE NOTARY CANNOT BE A WITNESS.

ORDINANCE NO. 50 OF 2008

AN ORDINANCE TO DECLARE CERTAIN EQUIPMENT OWNED BY CITY OF BOSSIER CITY AS SURPLUS TO THE CITY'S NEED AND PROVIDE FOR SALVAGE AND DISPOSAL ACCORDING TO LAW.

WHEREAS, the City has accumulated certain equipment which is now surplus to the City's need and it is in the best interest of the City to salvage and dispose of said equipment according to law.

BE IT ORDAINED by the City Council of the City of Bossier City, Louisiana, in regular session convened that the following equipment described is surplus to the City's needs:

<u>DESCRIPTION</u>	<u>REF. NO.</u>	<u>SERIAL NUMBER</u>	<u>DEPT.</u>
<u>MILEAGE</u>			
1. 1997 Ford ½ Ton Pickup & Insp. 103,663	2142	1FTDF1720VNC50068	Permit
2. 1997 Ford ½ Ton Pickup & Insp. 110,165	2291	1FTDF1729VNC50067	Permit
3. 2002 Ford ½ Ton Pickup Dept. 152,232	2335	1FTRF17W72NB61246	Street
4. 2003 Ford ½ Ton Pickup Svc. 122,178	2349	1FTRF17273NB67319	Cust.
5. 1998 Ford Crown Vic. Dept. 99,055	1240	2FAFP71W4WX155670	Police
6. 1997 Dodge Intrepid Dept. 90,985	1229	2B3HD46F5VH660940	Fire
7. 1997 Ford ½ Ton Pickup Works 131,894	2285	1FTDF1724VNC50073	Public
8. 1997 Dodge Intrepid Purchasing 88,496	1230	2B3HD46F7VH660941	

HOW, THEREFORE, BE IT FURTHER ORDAINED by the City Council of the City of Bossier City, Louisiana, in regular session convened that the Purchasing Agent is authorized to dispose of said equipment in accordance to law.

The above and foregoing ORDINANCE was read in full at open and regular session convened, was on motion of Mr. Scott Irwin, seconded by Mr. David Jones and adopted on this 3rd day of June, 2008, by the following vote:

AYES: Mr. Montgomery, Jr., Mr. Irwin, Mr. Darby, Mr. Williams, Mr. Jones and Dr. Rogers

NAYS: none

ABSENT: **Mr. Larkin**

ABSTAIN: none

Jeffery D. Darby, President

Helen Thornton, City Clerk

The following Ordinance offered and adopted:

Ordinance No. 51 Of 2008

AN ORDINANCE APPROPRIATING \$12,500.00 FROM GENERAL FUND BALANCE TO PROVIDE FUNDING FOR 2008 TO THE BOSSIER ARTS COUNCIL.

WHEREAS, for years the City of Bossier City has been providing a city employee through the Bossier Civic Center to work at the Bossier Arts Council; and

WHEREAS, issues involving supervision of that employee have caused the City to terminate that position; and

WHEREAS, the Bossier Arts Council can hire an employee for substantially less than an employee with benefits cost the City of Bossier; and

WHEREAS, the Bossier Arts Council can fill this position for \$25,000.00 per year beginning 2009 and the remainder of this year will cost \$12,500.00;

NOW, THEREFORE, BE IT ORDAINED by the City Council of Bossier City, Louisiana, in regular session convened, that Council does hereby appropriate \$12,500.00 from the general fund balance to provide funding for an employee of the Bossier Arts Council for 2008.

The above and foregoing Ordinance was read in full at open and legal session convened, was on motion of Dr. James Rogers, and seconded by Mr. David Jones, and adopted on the 3rd, day of June, 2008, by the following vote:

AYES: Mr. Larkin, Mr. Montgomery, Jr., Mr. Irwin, Mr. Darby, Mr. Williams, Mr. Jones and Dr. Rogers

NAYS: none

ABSENT: none

ABSTAIN: none

Jeffery D. Darby, President

Helen Thornton, City Clerk

Hearing of appeal was held for violation of Chapter 46, Section 123, 'Inoperable Vehicle' located at 4619 Voss Drive, Bossier City, Louisiana.

Present: Joe Dean, Code Enforcement Officer
Theresa Thompson, sister of owner

Mr. Dean stated the vehicle had been moved.

Ms. Thompson stated the vehicle had been towed to another location but vehicle would be towed back to above address and is requesting a 30 day extension.

By: Mr. Montgomery

Motion made to give owner a 30-day extension.

Seconded by Mr. Jones

Vote in favor of motion is unanimous.

By: Dr. Rogers

Motion made to approve report of Change Order for Tinsley Football asphalt parking lot improvements an increase of \$19,668.50, total of contract with increase \$596,718.50.

Seconded by Mr. Jones

Vote in favor of motion is unanimous

By: Mr. Irwin

Motion made to approve report of Change Order for 2007 Street Program for Public Works, an increase of \$21,783.70, total of contract with increase \$471,761.74.

Seconded by Mr. Jones

Vote in favor of motion is unanimous.

Hearing was held to review the recommendation of demolition and removal of dilapidated structure located at 702 Yarborough Street, Bossier City, Louisiana.

Present: Mickey Frazier, Code Enforcement Officer
Donald Henry, owner
Robin Harvill, Curator ad hoc

Mr. Henry stated he would like a 30-day extension. He has started some renovation but still needs a contractor.

Mr. Frazier presented Council with current pictures and listed some work that has been started.

By: Mr. Montgomery

Motion made to give owner a 30-day extension and report back before the Council at the July 22, 2008 meeting.

Seconded by Mr. Irwin

Vote in favor of motion is unanimous.

By: Dr. Rogers

Motion made to introduce Ordinance to appropriate \$21,810.00 to come from the 2002 Sales Tax Bond Fund to be used to contract with AEP/SWEPCO to install four (4) street lights along Hollow Lane and Misty Lane

Seconded by Mr. Jones

Discussion:

Mark Hudson told the Council that the only buildings in this area were apartment complex and no other residential homes.

Mr. Jones stated he thought the installation of these street lights would set a precedent through out the City.

Mr. Hall agreed that this would open more request for street light installations.

Motion failed by the following vote:

Ayes: Dr. Rogers

Nays: Mr. Montgomery, Mr. Irwin, Mr. Darby, Mr. Williams, Mr. Jones

Absent: Mr. Larkin

Abstain: none

RESOLUTION 12 OF 2008

BOND RESOLUTION

A resolution providing for issuance, sale and delivery of not exceeding FIVE MILLION NINETY THOUSAND AND NO/100 (\$5,090,000) DOLLARS of Sales Tax Revenue Refunding Bonds of the City of Bossier City, Bossier Parish, Louisiana, ST Series 2008; prescribing the form, fixing the details and providing for the rights of the owners thereof; providing for payment of the principal of and interest on such bonds and the application of the proceeds thereof to the refunding of certain public improvement sales tax revenue bonds of said City; and providing for other matters in connection therewith.

WHEREAS, the City of Bossier City, Bossier Parish, Louisiana (the "City") held elections on July 10, 1982 and May 2, 1987, respectively, within said City, wherein the following propositions were proposed to and approved by the electorate of the City, to-wit:

SALES TAX PROPOSITIONS

PROPOSITION

(SALES AND USE TAX INCREASE)

"SHALL the City of Bossier City, Louisiana, be authorized to increase the sales and use tax by an additional one-half percent (1/2%), as authorized by Article VI, Section 6-29(B) (sic) of the 1974 Constitution of Louisiana and by Act No. 527 of the Louisiana Legislature regular session of 1981 (RS. 33:2711(A), as amended),

which one-half percent sales and use tax shall be in addition to all other sales and use taxes levied by the City. The proceeds of such tax shall be used for the following purposes:

First, the payment of all reasonable and necessary cost and expenses of collecting said tax:

Next, dedicate and pay monthly into the Bossier City Municipal Fire and Policy Pension Funds an amount sufficient to liquidate the unfunded liabilities of each fund (of an approximate total amount of Seventeen Million (\$17,000,000) dollars), amortized over a period not to exceed 30 years. The amortization payments shall be in accordance with actuarial studies conducted every year;

Finally, the remainder of the proceeds of such tax shall be dedicated for salaries of Police, Fire and other City Employees."

RED RIVER PARKWAY AND CAPITAL IMPROVEMENTS SALES TAX PROPOSITION

"Shall the City of Bossier City, State of Louisiana, under the provisions of R.S. 33:2711 et seq., and other constitutional and statutory authority supplemental thereto, be authorized to levy and collect and to adopt an Ordinance providing for the levy and collection of an additional tax of one-half of one percent (1/2%) upon the sale at retail, the use, the lease or rental, the consumption, and the storage for use or consumption, of tangible personal property and on sales of services in said City, as presently defined in R.S. 47:301 through 47:317, inclusive, with the avails or proceeds of said tax (after paying the reasonable and necessary costs of administering and collecting said tax) being dedicated and expended for the purpose of constructing, acquiring, extending and/or improving public works or capital improvements for said City or any portion thereof, including any necessary sites, equipment or furnishings therefor, title to which shall be in the public, all as set forth in the City's then current capital budget adopted after public hearings in the manner required by the City Charter of said City, and further shall the City be authorized to issue not exceeding \$22,000,000 of bonds for the purpose of building a Red River Parkway and for relocating utilities for the widening of Airline drive, and providing matching funds for a riverfront park and the widening of Shed Road, said bonds to mature over a period of not exceeding twenty-five (25) years from date thereof, to bear interest at a rate or rates not exceeding twelve per centum (12%) per annum and to be secured by and payable from the avails or proceeds of the City's one-half of one percent (1/2%) sales and use tax authorized at an election held in said City on July 2, 1982, and the tax authorized hereby?"

WHEREAS, pursuant to the provisions of Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "Act") and other constitutional and statutory authority, the City, as governing authority thereof, has heretofore issued Eight Million Seven Hundred Sixty-Five Thousand Dollars (\$8,765,000) Public Improvement Bonds, Series ST-1997, dated June 15, 1997, pursuant to resolution of the Issuer adopted on June 17, 1997, and of which \$4,920,000.00 in principal is currently outstanding (the "Outstanding Bonds") which Outstanding Bonds are payable as to both principal and interest solely from an irrevocable pledge and dedication of the net proceeds of a one-half percent (1/2%) sales and use tax authorized at an election held on July 10, 1982 and an additional one-half percent (1/2%) sales and use tax authorized at an election held on May 2, 1987 (the "Taxes") on the sale at retail, the use, the lease or rental, and the consumption and storage for use or consumption of tangible personal property and sales of services within the City, subject only to the payment of the reasonable and necessary costs and expenses of collecting and administering the Tax and paying the costs of an annual audit of collection and receipts of the Tax, all in accordance with Article VI, Section 29(A) of the Constitution of the State of Louisiana of 1974, Section 2721.6 of

Subpart D of Part I of Chapter 6 of Title 33, and Subpart F of Part III of Chapter 4 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and all other laws on the same subject matter; and

WHEREAS, the City Council of the City of Bossier City, governing authority of the City has found and determined that advance refunding the Outstanding Bonds, consisting of those bonds which mature on November 1, 2008 to November 1, 2014, inclusive (the “Refunded Bonds”), would be advantageous to the City;

WHEREAS, the City Council has adopted a preliminary resolution on April 15, 2008, expressing its intention to issue sales tax revenue refunding bonds of the City in an amount not to exceed \$5,090,000 pursuant to the Act;

WHEREAS, the State Bond Commission, on May 15, 2008, adopted a resolution granting authority for issuance of the Bonds in the principal amount not exceeding \$5,090,000;

WHEREAS, pursuant to Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, it is now the desire of the City to adopt this Bond Resolution in order to provide for issuance by the City of not exceeding \$5,090,000 principal amount of its Sales Tax Revenue Refunding Bonds, ST Series 2008 (the “Bonds”), for the purpose of advance refunding the Refunded Bonds, to fix the details of the Bonds and to sell the Bonds to the purchasers thereof;

WHEREAS, in connection with refunding the Refunded Bonds, the City has found and determined that it would be of substantial benefit to purchase a financial guaranty insurance policy as more fully provided for herein, and to authorize acquisition thereof;

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

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

WHEREAS, it is necessary that the City Council of the City of Bossier City as the governing authority of the City, provide for payment of the principal, premium and interest of the Refunded Bonds and authorize execution thereof as hereinafter provided;

WHEREAS, the City desires to sell the Bonds to the purchasers thereof and to fix the details of the Bonds and the terms of the sale of the Bonds in accordance with the Bond Purchase Agreement attached hereto as **Exhibit D**;

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

ARTICLE I

SECTION 1.1 Definitions. The following terms shall have the following meanings in this resolution unless the context otherwise requires:

“**Act**” shall mean Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other applicable constitutional and statutory authority.

“**Additional Parity Bonds**” shall mean bonds, if any, issued in one or more series on a parity with the Bonds.

“Bond” or “Bonds” shall mean any or all of the Sales Tax Revenue Refunding Bonds, ST Series 2008 of the City, issued pursuant to this Bond Resolution, as the same may be amended from time to time, whether initially delivered or issued in exchange for, upon transfer of, or in lieu of any previously issued Bond. The Bonds shall be secured by and payable as to both principal and interest solely from an irrevocable pledge and dedication of the net proceeds of the Taxes, and insured by a Financial Guaranty Insurance Policy.

“Bondholder,” “Registered Owner,” or “Owner” shall mean the Person reflected as registered owner of any of the Bonds on the registration books maintained by the Paying Agent. Notwithstanding any provision of this Bond Resolution to the contrary, the Insurer shall, at all times, be deemed an owner of all the Bonds for the purposes of consenting to any resolution supplementing or amending this Bond Resolution, and shall be notified in advance of the adoption of any resolution supplemental or amendatory hereto whether or not the consent of the Owners is required.

“Bond Counsel” shall mean an attorney or firm of attorneys whose experience in matters relating to the issuance of obligations by states and their political subdivisions is nationally recognized.

“Bond Obligation” shall mean, as of the date of computation, the principal amount of the Bonds then Outstanding.

“Bond Resolution” shall mean the resolution authorizing issuance of the Bonds, as further amended and supplemented as herein provided.

“Bond Year” shall mean the one-year period ending on the principal payment date on the Bonds (November 1).

“Business Day” shall mean a day of the year other than a day on which banks located in New York, New York and the cities in which the principal offices of the Paying Agent are located are required or authorized to remain closed and on which the New York Stock Exchange is closed.

“City” shall mean the City of Bossier City, Parish of Bossier, State of Louisiana.

“Code” shall mean the Internal Revenue Code of 1986, as amended.

“Costs of Issuance” shall mean all items of expense, directly or indirectly payable or reimbursable and related to the authorization, sale and issuance of the Bonds, including but not limited to printing costs, costs of preparation and reproduction of documents, filing and recording fees, initial fees and charges of any fiduciary, legal fees and charges, fees and charges for the preparation and distribution of a preliminary official statement and official statement, if paid by the City, fees and disbursements of consultants and professionals, costs of credit ratings, fees and charges for preparation, execution, transportation and safekeeping of the Bonds, costs and expenses of refunding, premiums for the insurance policy securing payment of the Bonds, if any, and any other cost, charge or fee paid or payable by the City in connection with the original issuance of Bonds.

“Debt Service” for any period shall mean, as of the date of calculation, an amount equal to the sum of (i) interest payable during such period on Bonds and (ii) the principal amount of Bonds which mature during such period.

“Defeasance Obligations” shall mean (a) cash or (b) non callable Government Securities.

“Executive Officers” shall mean the Mayor of the City of Bossier City, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate.

“Financial Guaranty Insurance Policy” shall mean the financial guaranty insurance policy issued by the Insurer insuring the payment when due of the principal of and interest on the Bonds as provided therein.

“Fiscal Year” shall mean the one-year period commencing on July 1 of each year, or such other one-year period as may be designated by the Governing Authority as the fiscal year of the City.

“Governing Authority” shall mean the City Council of the City of Bossier City, Parish of Bossier, State of Louisiana, or its successor in function.

“Government Securities” shall mean direct general obligations of, or obligations the timely payment of principal of and interest on which are fully and unconditionally guaranteed by, the United States of America, which may be United States Treasury Obligations such as the State and Local Government Series and may be in book-entry form.

“Insurer” shall mean, with respect to the Bonds, Assured Guaranty Corp., or its successor and assigns.

“Interest Payment Date” shall mean May 1 and November 1 of each year, commencing November 1, 2008.

“Outstanding,” when used with reference to the Bonds, shall mean as of any date, all Bonds theretofore issued under the Bond Resolution, except:

(a) Bonds theretofore cancelled by the Paying Agent or delivered to the Paying Agent for cancellation;

(b) Bonds for the payment or redemption of which sufficient Defeasance Obligations have been deposited with the Paying Agent in trust for the owners of such Bonds with the effect specified in Section 10.1 of this Bond Resolution, provided that if such Bonds are to be redeemed, irrevocable notice of such redemption has been duly given or provided for pursuant to the Bond Resolution, to the satisfaction of the Paying Agent, or waived;

(c) Bonds in exchange for or in lieu of which other Bonds have been registered and delivered pursuant to the Bond Resolution; and

(d) Bonds alleged to have been mutilated, destroyed, lost, or stolen which have been paid as provided in the Bond Resolution or by law.

“Outstanding Parity Bonds” shall mean Nine Million Three Hundred Fifty-Five Thousand Dollars (\$9,355,000.00) of Public Improvement Refunding Bonds, Series ST-2001, dated October 1, 2001, of the Issuer, maturing November 1, 2002 to November 1, 2012, inclusive

“Paying Agent” shall mean The Bank of New York Trust Company, N.A. New York, New York, as paying agent and registrar hereunder, until a successor Paying Agent shall have become such pursuant to the applicable provisions of the Bond Resolution, and thereafter "Paying Agent" shall mean such successor Paying Agent.

“Person” shall mean any individual, corporation, partnership, joint venture, association joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof.

“Pledged Tax Revenues” shall mean the net avails or proceeds of a one-half percent (½%) sales and use tax authorized at an election held on July 10, 1982 and an additional one-half percent (1/2%) sales and use tax authorized at an election held on May 2, 1987 on the sale at retail, the use, the lease or rental, and the consumption and storage for use or consumption of tangible personal property and sales of services within the City, subject only to the payment of the reasonable and necessary costs and expenses of collecting and administering the Tax and paying the costs of an annual audit of collection and receipts of the Tax, as approved by the electorate of the City in elections previously held therein.

“Qualified Investments” shall mean (i) cash, (ii) Government Securities, and (iii) time certificates of deposit of state banks organized under the laws of the State and national banks having their principal office in the State which are fully collateralized by

government securities as provided by Louisiana law, or any other investment security which may be permitted by Louisiana law and approved in writing by the Insurer with notice to Standard & Poor's Corporation.

“Record Date” shall mean, with respect to an Interest Payment Date, the close of business on the fifteenth calendar day of the month next preceding an Interest Payment Date, whether or not such day is a Business Day.

“Refunded Bonds” shall mean Eight Million Seven Hundred Sixty-Five Thousand Dollars (\$8,765,000) Public Improvement Bonds, Series ST-1997, dated June 15, 1997, pursuant to resolution of the Issuer adopted on June 17, 1997, and of which \$4,920,000.00 in principal is currently outstanding, maturing November 1, 2008 to November 1, 2014, inclusive, which are being refunded by the Bonds, as more fully described in **Exhibit A** hereto.

“State” shall mean the State of Louisiana.

“Taxes” shall mean the one-half percent (½%) sales and use tax authorized at an election held on July 10, 1982 and an additional one-half percent (1/2%) sales and use tax authorized at an election held on May 2, 1987 on the sale at retail, the use, the lease or rental, and the consumption and storage for use or consumption of tangible personal property and sales of services within the City, being levied and collected in accordance with the provisions of the propositions approved by the electorate of the City at elections held as set forth above.

“Underwriter” shall mean Crews & Associates, Inc., Little Rock, Arkansas.

SECTION 1.2 Interpretation. In this Bond Resolution, unless the context otherwise requires, (a) words importing the singular include the plural and vice versa, (b) words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders and (c) the title of the offices used in this Bond Resolution shall be deemed to include any other title by which such office shall be known under any subsequently adopted charter.

ARTICLE II

AUTHORIZATION AND ISSUANCE OF BONDS

SECTION 2.1 Authorization of Bonds. This Bond Resolution creates an issue , City of Bossier City, State of Louisiana” and provides for the full and final payment of the principal or redemption price of, and interest on all the Bonds.

(a) The Bonds issued under this Bond Resolution shall be issued for the purpose of refunding the Refunded Bonds by the payment of the principal of, premium, if any, and interest on the Refunded Bonds upon redemption as provided in Section 12.1 hereof.

(b) Provision having been made for the orderly redemption of all the Refunded Bonds, in accordance with their terms, it is hereby recognized and acknowledged that as of the date of delivery of the Bonds under this Bond Resolution, provision will have been made for the performance of all covenants and agreements of the City incidental to the Refunded Bonds, and that accordingly, and in compliance with all that is herein provided, the City is expected to have no future obligation with reference to the aforesaid Refunded Bonds, except to assure that the Refunded Bonds are paid and that the Refunded Bonds will be defeased pursuant to the terms of the resolution of the Governing Authority which authorized their issuance, and the Act.

(c) The City does hereby find that since substantial benefits will accrue from the insurance of the Bonds, the Bonds are being insured by the Insurer and an appropriate legend shall be printed on the Bonds as evidence of such insurance. The cost of the Financial Guaranty Insurance Policy shall be paid by the City from proceeds of the Bonds.

SECTION 2.2 Bond Resolution to Constitute Contract. In consideration of the purchase and acceptance of the Bonds by those who shall own the same from time to

time, the provisions of this Bond Resolution shall be a part of the contract of the City with the Owners of the Bonds and shall be deemed to be and shall constitute a contract between the City and the Owners from time to time of the Bonds. The provisions, covenants and agreements herein set forth to be performed by or on behalf of the City shall be for the equal benefit, protection and security of the Owners of any and all of the Bonds, each of which Bonds, regardless of the time or times of its issue or maturity, shall be of equal rank without preference, priority or distinction over any other thereof except as expressly provided in this Bond Resolution.

SECTION 2.3 Obligation of Bonds. Bonds herein authorized shall be secured by and payable in principal and interest, from an irrevocable pledge and dedication of the avails, proceeds, and revenues of the Taxes totaling one percent (1%) on the dollar of each taxable transaction, now being levied and collected by the City, pursuant to the provisions of Article VI, Section 29(A) of the Constitution of 1974 of the State of Louisiana, and Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority supplemental thereto, and in accordance with a special elections held within the City on July 10, 1982 and May 2, 1987, authorizing the City to incur debt and issue the Bonds. The Tax avails, proceeds or revenues shall be set aside in separate funds, hereinafter designated, and shall be and remain so pledged for the security and payment of the Bonds in principal and interest and for all other payments provided for in this Resolution until the Bonds authorized under the provisions of this Resolution shall have been fully paid and discharged.

SECTION 2.4 Authorization and Designation. Pursuant to the provisions of the Act, there is hereby authorized issuance of not exceeding \$5,090,000 principal amount of Bonds to be designated "Sales Tax Revenue Refunding Bonds of the City of Bossier City, Bossier Parish, Louisiana, ST Series 2008," for the purpose of advance refunding the Refunded Bonds. The Bonds shall be in substantially the form set forth in **Exhibit B** hereto, with such necessary or appropriate variations, omissions and insertions as are required or permitted by the Act and this Bond Resolution.

SECTION 2.5 Denominations, Dates, Maturities and Interest. The Bonds are issuable as fully registered bonds without coupons in the denominations of \$5,000 principal amount or any integral multiple thereof within a single maturity, and shall be numbered R-001 upwards.

The Bonds shall be dated during June, 2008, shall bear interest payable on May 1 and November 1 of each year, commencing November 1, 2008, at the rates per annum and annual principal maturities set forth in the final Official Statement to be approved by the Mayor, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate, and shall mature on November 1 in the years and in the principal amounts, which shall not exceed the rates per annum and annual principal maturities set forth below:

<u>DATE</u> <u>(Nov.</u> <u>1)</u>	<u>PRINCIPAL</u> <u>PAYMENT</u>	<u>INTEREST</u> <u>RATE (Nov.</u> <u>1)</u>	<u>DATE</u>	<u>PRINCIPAL</u> <u>PAYMENT</u>	<u>INTEREST</u> <u>RATE</u>
2008	\$605,000.00	%	2013	\$780,000.00	%
2009	\$675,000.00	%	2014	\$810,000.00	%
2010	\$695,000.00	%			
2011	\$725,000.00	%			
2012	\$760,000.00	%			

The principal and premium, if any, of the Bonds are payable in such coin or currency of the United States of America as at the time of payment is legal tender for payment of public and private debts at the principal corporate trust office of the Paying Agent, upon presentation and surrender thereof. Interest on the Bonds is payable by check mailed on or before the Interest Payment Date by the Paying Agent to the Owner (determined as of the Record Date) at the address of such Owner as it appears on the registration books of the Paying Agent maintained for such purpose. Except as otherwise provided in this Section, Bonds shall bear interest from date thereof or from the most

recent Interest Payment Date to which interest has been paid or duly provided for, as the case may be, provided, however, that if and to the extent that the City shall default in payment of interest on any Bonds due on any Interest Payment Date, then all such Bonds shall bear interest at their stated rate from the most recent Interest Payment Date to which interest has been paid on the Bonds, or if no interest has been paid on the Bonds, from their dated date. The person in whose name any Bond is registered at the close of business on the Record Date with respect to an Interest Payment Date shall in all cases be entitled to receive the interest payable on such Interest Payment Date (unless such Bond has been called for redemption on a redemption date which is prior to such Interest Payment Date) notwithstanding cancellation of such Bond upon any registration of transfer or exchange thereof subsequent to such Record Date and prior to such Interest Payment Date.

ARTICLE III

GENERAL TERMS AND PROVISIONS OF THE BONDS

SECTION 3.1 Exchange of Bonds; Persons Treated as Owners. The City shall cause books for the registration and for the registration of transfer of the Bonds as provided in this Bond Resolution to be kept by the Paying Agent at its principal corporate trust office, and the Paying Agent is hereby constituted and appointed the registrar for the Bonds. At reasonable times and under reasonable regulations established by the Paying Agent said list may be inspected and copied by the City, the Insurer or by the Owners (or a designated representative thereof) of 15% of the outstanding principal amount of the Bonds. Upon the occurrence and continuance of an Event of Default, as defined in Section 8.1, which would require the Insurer to make payments under the Financial Guaranty Insurance Policy, the Insurer and its designated agent shall be provided with access to inspect and copy the registration books of the City for the Bonds.

Upon surrender for registration of transfer of any Bond, the Paying Agent shall register and deliver in the name of the transferee or transferees one or more new fully registered Bonds of authorized denomination of the same maturity and like aggregate principal amount. At the option of the Owner, Bonds may be exchanged for other Bonds of authorized denominations of the same maturity and like aggregate principal amount, upon surrender of the Bonds to be exchanged at the principal corporate trust office of the Paying Agent. Whenever any Bonds are so surrendered for exchange, the Paying Agent shall register and deliver in exchange therefor the Bond or Bonds which the Bondholder making the exchange shall be entitled to receive. All Bonds presented for registration of transfer or exchange shall be accompanied by a written instrument or instruments of transfer in form and with a guaranty of signature satisfactory to the Paying Agent, duly executed by the Owner or his attorney duly authorized in writing.

No service charge to the Owners shall be made by the Paying Agent for any exchange or registration of transfer of Bonds. The Paying Agent may require payment by the person requesting an exchange or registration of transfer of Bonds of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto. The City and the Paying Agent shall not be required (a) to issue, register the transfer of or exchange any Bond during a period beginning at the opening of business on the 15th calendar day of the month next preceding an Interest Payment Date ("Record Date"), or any date of selection of Bonds to be redeemed and ending at the close of business on the Interest Payment Date or day on which the applicable notice of redemption is given or (b) to register the transfer of or exchange any Bond so selected for redemption in whole or in part.

All Bonds delivered upon any registration of transfer or exchange of Bonds shall be valid obligations of the City, evidencing the same debt and entitled to the same benefits under this Bond Resolution as the Bonds surrendered. Prior to due presentment for registration of transfer of any Bond, the City, the Insurer and the Paying Agent, and any agent of the City, the Insurer or the Paying Agent may deem and treat the person in whose name any Bond is registered as the absolute owner thereof for all purposes, whether or not such Bond shall be overdue, and shall not be bound by any notice to the contrary.

SECTION 3.2 Bonds Mutilated, Destroyed, Stolen or Lost. In case any Bond shall become mutilated or be improperly canceled, or be destroyed, stolen or lost, the Governing Authority may in its discretion adopt a resolution and thereby authorize issuance and delivery of a new Bond in exchange for and substitution for such mutilated or improperly canceled Bond, or in lieu of and substitution for the Bond destroyed, stolen or lost, upon the Owner (i) furnishing the City, the Insurer and the Paying Agent proof of his ownership thereof and proof of such mutilation, improper cancellation, destruction, theft or loss satisfactory to the City, the Insurer and the Paying Agent, (ii) giving to the City, the Insurer and the Paying Agent an indemnity bond in favor of the City, the Insurer and the Paying Agent in such amount as the City and the Insurer may reasonably require, (iii) compliance with such other reasonable regulations and conditions as the City and the Insurer may prescribe and (iv) paying such expenses as the City, the Insurer and the Paying Agent may incur. All Bonds so surrendered shall be delivered to the Paying Agent for cancellation pursuant to Section 3.4 hereof. If any Bond shall have matured or be about to mature, instead of issuing a substitute Bond, the City may pay the same, upon being indemnified as aforesaid, and if such Bond be lost, stolen or destroyed, without surrender thereof any such duplicate Bond issued pursuant to this Section shall constitute an original, additional, contractual obligation on the part of the City, whether or not the lost, stolen or destroyed Bond be at any time found by anyone. Such duplicate Bond shall be in all respects identical with those replaced except that it shall bear on its face the following additional clause: "This Bond is issued to replace a lost, canceled or destroyed Bond under the authority of R.S. 39:971 through 39:974."

Such duplicate Bond may be signed by the facsimile signatures of the same officers who signed the original Bonds, provided, however, that in the event the officers who executed the original Bonds are no longer in office, then the new Bonds may be signed by the officers then in office. Such duplicate Bonds shall be entitled to equal and proportionate benefits and rights as to lien and source and security for payment as provided herein with respect to all other Bonds hereunder, the obligation of the City upon the duplicate Bonds being identical to its obligations upon the original Bonds and the rights of the Owner of the duplicate Bonds being the same as those conferred by the original Bonds.

SECTION 3.3 Preparation of Definitive Bonds, Temporary Bonds. Until the definitive Bonds are prepared, the City may execute, in the same manner as is provided in Section 3.5, and deliver, in lieu of definitive Bonds, but subject to the same provisions, limitations and conditions as the definitive Bonds except as to the denominations, one or more temporary typewritten Bonds substantially of the tenor of the definitive Bonds in lieu of which such temporary Bond or Bonds are issued, in authorized denominations, and with such omissions, insertions and variations as may be appropriate to temporary Bonds.

SECTION 3.4 Cancellation of Bonds. All Bonds paid or redeemed either at or before maturity, together with all Bonds purchased by the City, shall thereupon be promptly cancelled by the Paying Agent. The Paying Agent shall thereupon promptly furnish to the Mayor, or the Clerk of Council an appropriate certificate of cancellation.

SECTION 3.5 Execution. The Bonds shall be executed in the name and on behalf of the City by the manual or facsimile signatures of the Mayor, the President of the City Council, the Secretary of the Council or the Clerk of the Council, and the corporate seal of the City of Bossier City (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced thereon. In case any one or more of the officers who shall have signed or sealed any of the Bonds shall cease to be such officer before the Bonds so signed and sealed shall have been actually delivered, such Bonds may, nevertheless, be delivered as herein provided, and may be issued as if the person who signed or sealed such Bonds had not ceased to hold such office. Said officers shall, by the execution of the Bonds, adopt as and for their own proper signatures their respective facsimile signatures appearing on the Bonds or any legal opinion certificate thereon, and the City may adopt and use for that purpose the facsimile signature of any person or persons who shall have been such officer at any time on or after the date of such Bond, notwithstanding that at the date of such Bond such person may not have held

such office or that at the time when such Bond shall be delivered such person may have ceased to hold such office.

SECTION 3.6 Registration by Paying Agent and Secretary of State.

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

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

“OFFICE OF SECRETARY OF STATE
STATE OF LOUISIANA
BATON ROUGE, LOUISIANA

“Incontestable. Secured by a pledge and dedication of sales and use taxes of the City of Bossier City, Bossier Parish, Louisiana. Registered on this _____ day of June, 2008.

Secretary of State”

SECTION 3.7 Regularity of Proceedings. Issuance of the Bonds, and all procedures undertaken incident thereto, are in full compliance and conformity with all applicable requirements, provisions and limitations prescribed by the Constitution and Laws of the State of Louisiana, particularly Subpart F of Part III of Chapter 4 of Title 39 of the Louisiana Revised Statutes of 1950, as amended. The City, having investigated the regularity of the proceedings had in connection with issuance of the Bonds, and having determined the same to be regular, each of the Bonds shall contain the following recital, to-wit:

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

The total aggregate amount of bonded indebtedness of the City does not now, nor shall it upon issuance of the Bonds, exceed any applicable limit prescribed by the Constitution or Laws of the State of Louisiana.

ARTICLE IV

PAYMENT OF BONDS; DISPOSITION OF FUNDS

SECTION 4.1 Funds and Accounts. In order that the principal of and interest on the Bonds will be paid in accordance with their terms and for the other objects and purposes hereinafter provided, the following special trust funds are hereby established, to be maintained and held by the Governing Authority’s fiscal agent bank, or The Bank of New York Trust Company, N.A., at the option of the Governing Authority, for and on behalf of the holders of the Bonds:

- (1) **½% Sales Tax Fund-1982 and ½% Sales Tax Fund-1987** (the “Receipts Fund”);

- (2) **ST Series 2008 Sales Tax Bonds Sinking Fund-1987** (the “Sinking Fund”); and
- (3) **ST Series 2008 Sales Tax Bond Reserve Fund-1987** (the “Reserve Fund”).

Amounts on deposit in the Receipts Fund, after payment of all costs and expenses of collection and administration of the Taxes, shall be disbursed in the following manner at the times, in the priorities and in the amounts and order as follows:

First: On or before the twentieth (20th) day of each month, commencing on or before July 2008, to the Sinking Fund an amount equal to one fourth of the principal and interest due on the next Interest Payment Date and the next Principal Payment Date on the Bonds, the Outstanding Parity Bonds and any Additional Parity Bonds; and on or before the twentieth (20th) day of each month commencing in November 2008 to the Sinking Fund an amount equal to one sixth of the interest due on the next Interest Payment Date and an amount equal to one twelfth (1/12) of the principal falling due on the next Principal Payment Date on the Bonds, the Outstanding Parity Bonds and any Additional Parity Bonds.

On or before the twentieth (20th) day of the month next preceding an interest payment date (May 1 and November 1), commencing October 31, 2008, and on April 30 and October 31 in each of the years that Bonds mature or are called for redemption, the City shall transfer from the Sinking Fund to the Paying Agent/Registrar for the Bonds an amount sufficient to pay promptly the principal and interest so falling due on such date.

Monies on deposit in the Sinking Fund may be invested and reinvested upon written direction of the City in such investments which are authorized by the laws of the State of Louisiana, provided such investments mature at such times as will not interfere with payments required to be made from the Sinking Fund to the Paying Agent/Registrar pursuant to this Resolution.

Second: On the date of closing, to the Reserve Fund an amount equal to the maximum annual debt service requirement on the Bonds, the Outstanding Parity Bonds and any Additional Parity Bonds.

The City shall continuously invest and reinvest the funds contained within the Reserve Fund in such investments as are authorized by the laws of the State of Louisiana, and allow the investment earnings therein to accumulate until such time as there has been accumulated a sum equal to the highest combined principal and interest requirements for any fiscal year on the Bonds. At such time as the moneys within the Reserve Fund are equal to or greater than the value of the highest combined principal and interest requirements for any fiscal year on the Bonds, then all such other investment earnings shall be transferred to the Receipts Fund.

If at any time monies in the Reserve Fund are used for the purpose of paying principal or interest on the Bonds, the Outstanding Parity Bonds or the Additional Parity Bonds as to which there would otherwise be a default, then monies so used shall be replaced from revenues first received not required for payment into the Sinking Fund.

Third: All monies remaining in the Receipts Fund on the last day of each month in excess of all reasonable costs and expenses of collection and administration of the Taxes and paying the cost of an audit of the collections and receipts of the Taxes by an independent certified public accounting firm, and after making the required payments into the Sinking Fund and the Reserve Fund, shall be considered surplus. Such surplus may be used by the City for the purpose of redeeming Bonds in the manner set forth in the Bond Resolution, or for any of the purposes for which the imposition of the Taxes was authorized in accordance with the provisions of the propositions approved by the electorate of the City at the elections held on July 10, 1982 and May 2, 1987.

Funds on deposit in the Sinking Fund shall constitute dedicated funds of the City, from which appropriations and expenditures by the City shall be made solely for the purposes of paying the principal of, interest on, and redemption premium, if any, of the Bonds, the Outstanding Parity Bonds and Additional Parity Bonds. All or any part of the moneys in the Sinking Fund shall, at the written request of the City, be invested in Qualified Investments, provided that Bond proceeds representing accrued interest, if any, shall be invested in Government Securities, maturing prior to the first interest payment date of the Bonds as herein provided. All income derived from such investments shall be added to the Sinking Fund, and such investments shall, to the extent at any time necessary, be liquidated and the proceeds thereof applied to the purposes for which the Sinking Fund is herein created.

SECTION 4.2 Funds to Constitute Trust Funds. The Sinking Fund provided for in Section 4.1 hereof shall all be and constitute a trust fund for the purposes provided in this Bond Resolution, and the Owners of Bonds issued pursuant to this Bond Resolution are hereby granted a lien on all such funds until applied in the manner provided herein. The moneys in such fund shall at all times be secured to the full extent thereof by the bank or trust company holding such funds in the manner required by the laws of the State.

SECTION 4.3 Method of Valuation and Frequency of Valuation. In computing the amount in any fund provided for in Section 4.1, investments shall be valued at the lower of cost or market price, exclusive of accrued interest. With respect to the Sinking Fund valuation shall occur annually. If any investment in the Sinking Fund ceases to be a Qualified Investment, then such non-conforming investment shall be sold or liquidated (unless otherwise approved by the Insurer) and the proceeds thereof invested in Qualified Investments.

ARTICLE V

PARTICULAR COVENANTS, ADDITIONAL BONDS

SECTION 5.1 Payment of Bonds. As a condition of issuance of the Bonds, the City hereby binds and obligates itself to budget in each Fiscal Year sufficient Pledged Tax Revenues to make all payments required by Section 4.3 in such Fiscal Year, and shall also duly and punctually pay or cause to be paid as herein provided, the principal of every Bond and the interest thereon, at the dates and places and in the manner stated in the Bonds according to the true intent and meaning thereof.

SECTION 5.2 Tax Covenants.

(a) To the extent permitted by the laws of the State, the City will comply with the requirements of the Code to establish, maintain and preserve the exclusion from “gross income” of interest on the Bonds under the Code. The City shall not take any action or fail to take any action, nor shall they permit at any time or times any of the proceeds of the Bonds or any other funds of the City to be used directly or indirectly to acquire any securities or obligations the acquisition of which would cause any Bond to be an “arbitrage bond” as defined in the Code or would result in the inclusion of the interest on any Bond in “gross income” under the Code, including, without limitation, (i) the failure to comply with the limitation on investment of the proceeds of the Bonds, (ii) the failure to pay any required rebate of arbitrage earnings to the United States of America, or (iii) the use of proceeds of the Bonds in a manner which would cause the Bonds to be “private activity bonds” under the Code.

(b) The City shall not permit at any time or times any proceeds of the Bonds or any other funds of the City to be used, directly or indirectly, in a manner which would result in exclusion of interest on any Bond from the treatment afforded by Section 103(a) of the Code, as from time to time amended, or any successor provision thereto.

(c) For purposes of paragraphs (A) and (B) above, “interest” shall include any original issue discount properly allocable to the holder of a Bond.

(d) The Bonds herein authorized are not and shall **not** be designated as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code.

SECTION 5.3 Obligation to Collect the Tax. Bonds herein authorized shall be secured by and payable in principal and interest, from an irrevocable pledge and dedication of the avails, proceeds, and revenues of the Taxes totaling one percent (1%) on the dollar of each taxable transaction, now being levied and collected by the City, pursuant to the provisions of Article VI, Section 29(A) of the Constitution of 1974 of the State of Louisiana, by Section 2721.6 of Title 33 of the Louisiana Revised Statutes of 1950, as amended, by Sub-Part F of Part III of Chapter 4 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority supplemental thereto, and in accordance with special elections held within the City on July 10, 1982 and May 2, 1987, authorizing the City to incur debt and issue the Bonds. The proceeds or revenues of the Taxes shall be set aside in separate funds, hereinafter designated, and shall be and remain so pledged for the security and payment of Bonds in principal and interest and for all other payments provided for in this Bond Resolution until the Bonds authorized under the provisions of this Resolution shall have been fully paid and discharged.

The City does hereby obligate itself and is bound under the terms and provision of law, to levy, impose, enforce and collect the Taxes and to provide for all reasonable and necessary rules and regulations, procedures and penalties in connection therewith, including the proper application of the proceeds of the Taxes, and said obligation shall be irrevocable until the Bonds have been paid in full as to both principal and interest, or provision therefor has been made in accordance with the provisions of Section 10.1 hereof. This Bond Resolution imposing said obligation shall not be subject to amendment in any manner which would impair the rights of the holders from time to time of the Bonds herein authorized or which would in any way jeopardize the prompt payment of principal thereof and interest thereon. Nothing contained in this Bond Resolution, however, shall be construed to prevent the City from altering, amending or repealing from time to time, as may be necessary, the resolutions adopted by the City providing for levying, imposition, enforcement and collection of the Taxes or any subsequent resolution providing therefor, said alterations, amendments or repeals to be conditioned upon the continued preservation of the rights of the owners of the Bonds with respect to the revenues from the Taxes provided for herein.

SECTION 5.4 Indemnity Bonds. So long as any of the Bonds are outstanding and unpaid, the City shall require all of its officers and employees who may be in a position of authority or in possession of money derived from collection of the ad valorem taxes, to obtain or be covered by a blanket fidelity or faithful performance bond, or independent fidelity bonds written by a responsible indemnity company in amounts adequate to protect the City from loss.

SECTION 5.5 City to Maintain Books and Records. As long as any of the Bonds herein authorized are outstanding and unpaid in principal or interest, the City shall maintain and keep proper books of record and accounts separate and apart from all other records and accounts in which shall be made full and correct entries of all transactions relating to the collection and expenditure of the City’s Taxes. Not later than six (6) months after the close of each fiscal year, the City shall cause an audit of such books and accounts to be made by a recognized independent firm of certified or registered public accountants showing the receipts of and disbursements made for the account of the City’s allocation of the sales taxes. The costs of such audit may be paid from the gross receipts of the revenue from the Taxes, as a cost of collections of the revenues of the Taxes. Such audit shall be available for inspection upon request by the holders of any of the Bonds herein authorized. The City further agrees that the Paying Agent/Registrar as well as the holders of any of the Bonds shall have at all reasonable times the right to inspect the records, accounts and data of the City relating thereto. It shall be the duty of the City, at the time and manner provided for by law and resolutions of the City, to punctually and periodically collect the Taxes which secures the Bonds herein authorized, in order to effectuate the provisions of this Bond Resolution, for and on behalf of the holders, from time to time, of the Bonds herein authorized.

SECTION 5.6 Outstanding Parity Bonds. The Bonds will be issued on a complete parity with Nine Million Three Hundred Fifty-Five Thousand Dollars (\$9,355,000.00) of Public Improvement Refunding Bonds, Series ST-2001, dated October 1, 2001, of the Issuer, maturing November 1, 2002 to November 1, 2012, inclusive (hereinafter collectively referred to as the "Outstanding Parity Bonds"). The Bonds, the Outstanding Parity Bonds and the Additional Parity Bonds, if any, are payable solely from and secured by an irrevocable pledge and dedication of the avails or proceeds of the Taxes.

The holders of the Bonds issued pursuant to this Bond Resolution be and they are hereby granted a lien on all funds and accounts established pursuant to the provisions of this Bond Resolution until applied in the manner provided herein. The uninvested monies in such funds shall at all times be secured to the full extent thereof by the bank or trust company holding such funds by direct obligations of the United States of America or the State of Louisiana having a market value of not less than the amount of monies then on deposit in said funds.

It is the intention of the City that, to the fullest extent permitted by law, the Bonds will have a lien and privilege on the revenues of the Taxes. This pledge shall be valid and binding from the time when it is made, the avails or proceeds of the Taxes so pledged and then or thereafter received by the City shall immediately be subject to the lien of such pledge without any physical delivery or further act, and the lien of such pledge and obligation to perform the contractual provisions contained in this Bond Resolution shall have priority over any or all other obligations and liabilities of the City with the exception only of payment of the reasonable and necessary costs and expenses of collecting and administering the Taxes and paying the annual cost of an annual audit of collection and receipts of the Taxes by an independent certified public accounting firm. Further, this pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the City, irrespective of whether such parties have notice thereof. Said avails or proceeds of the Taxes shall be set aside in a separate fund, and the Taxes shall be and remain pledged for the security and payment of the Bonds in principal and interest and for all other payments provided for in this Bond Resolution until the Bonds shall have been fully paid and discharged. The City shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the avails and proceeds of the Taxes pledged in this Bond Resolution, including rights herein pledged and all the rights of the owners of the Bonds against all claims and demands of all persons whomsoever.

ARTICLE VI

SUPPLEMENTAL BOND RESOLUTIONS

SECTION 6.1 Supplemental Resolutions Effective Without Consent of Owners. For any one or more of the following purposes and at any time from time to time, a resolution and/or ordinance supplemental hereto may be adopted, which, upon filing with the Paying Agent and the Insurer of a certified copy thereof, but without any consent of Owners, shall be fully effective in accordance with its terms: (a) to add to the covenants and agreements of the City in this Bond Resolution other covenants and agreements to be observed by the City which are not contrary to or inconsistent with this Bond Resolution as theretofore in effect; (b) to add to the limitations and restriction in this Bond Resolution other limitations and restrictions to be observed by the City which are not contrary to or inconsistent with the Bond Resolution as theretofore in effect; (c) to surrender any right, power or privilege reserved to or conferred upon the City by the terms of this Bond Resolution, but only if the surrender of such right, power or privilege is not contrary to or inconsistent with the covenants and agreements of the City contained in this Bond Resolution; (d) to cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision of this Bond Resolution; or (e) to insert such provisions clarifying matters or question arising under this Bond Resolution as are necessary or desirable and are not contrary to or inconsistent with this Bond Resolution as theretofore in effect. Notwithstanding the foregoing, no provision of this Bond Resolution expressly recognizing or granting rights in or to the Insurer may be amended in any manner which affects the rights of the Insurer under this Bond Resolution without the prior written consent of the Insurer.

SECTION 6.2 Supplemental Resolutions Effective With Consent of Owners. Except as provided in Section 6.1, any modification or amendment of this Bond Resolution or of the rights and obligations of the City and of the Owners of the Bonds hereunder, in any particular, may be made by a supplemental resolution, with the written consent of the Owners of a majority of the Bond Obligation at the time such consent is given. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any outstanding Bond or of any installment of interest thereon or a reduction in the principal amount or the redemption price thereof or in the rate of interest thereon without the consent of the Owner of such Bond, or shall reduce the percentages of Bonds the consent of the Owner of which is required to effect any such modification or amendment, or change the obligation of the City to levy and collect the Taxes for payment of the Bonds as provided herein, without the consent of the Owners of all of the Bonds then outstanding, or shall change or modify any of the rights or obligations of either the Paying Agent without its written assent thereto. For purposes of this Section, Bonds shall be deemed to be affected by a modification or amendment of this Bond Resolution if the same adversely affects or diminishes the rights of the Owners of said Bonds. The consent of the Insurer shall be required (i) in addition to Bondholder consent, when required, for the adoption of any supplemental resolution, and all supplemental resolutions must be filed with the Insurer immediately upon adoption, (ii) for removal of the Paying Agent and selection and appointment of any successor paying agent; and (iii) initiation or approval of any action not described in (i) or (ii) above which requires Bondholders consent.

ARTICLE VII PARITY BONDS

SECTION 7.1 Issuance of Parity Bonds. All of the Bonds shall enjoy complete parity of lien on the Pledged Tax Revenues despite the fact that any of the Bonds may be delivered at an earlier date than any other of the Bonds.

The City shall issue no other bonds, notes, other evidences of indebtedness or obligations of any kind or nature payable from or enjoying a lien on the revenues of the Taxes having priority over or on a parity with the Bonds herein authorized, except that bonds may hereafter be issued on a parity with the Bonds herein authorized under the following conditions:

- (1) The maturities of all bonds payable from the Taxes shall be so arranged that the total amount of principal and interest falling due in any fiscal year, including any additional parity bonds issued and then outstanding and any other bonds or obligations whatsoever then outstanding which are payable from the Taxes, and the bonds so proposed to be issued, shall never exceed any statutory maximum limitation.
- (2) The payments into the various funds provided for in Section 4.1 hereof must have been paid current.
- (3) The average annual revenues from the Taxes when computed for the two completed years immediately preceding issuance of additional bonds has been not less than 1.40 times the highest combined principal and interest requirements for any succeeding fiscal year period on all outstanding bonds secured by the Taxes, including the additional bonds to be issued.
- (4) The existence of the facts required by paragraphs (1) and (2) above must be determined and certified to by the independent firm or certified or registered public accountants who have previously audited the books of the City, or by such successors thereof as may have been employed for that purpose.

The Bonds or any part thereof, including interest and redemption premiums thereon, may be refunded and the refunding bonds so issued shall enjoy complete

equality of lien with the portion of the Bonds which is not refunded, if there be any, and the refunding bonds shall continue to enjoy whatever priority of lien over subsequent issues may have been enjoyed by the Bonds refunded.

ARTICLE VIII

REMEDIES ON DEFAULT

SECTION 8.1 Events of Default. If one or more of the following events (in this Bond Resolution called Events of Default) shall happen, that is to say,

(a) if default shall be made in the due and punctual payment of the principal of any Bond when and as the same shall become due and payable, whether at maturity or otherwise (in determining whether a principal payment default has occurred, no effect shall be given to payments made under the Financial Guaranty Insurance Policy); or

(b) if default shall be made in the due and punctual payment of any installment of interest on any Bond when and as such interest installment shall become due and payable (in determining whether an interest payment default has occurred, no effect shall be given to payments made under the Financial Guaranty Insurance Policy); or

(c) if default shall be made by the City in the performance or observance of any other of the covenants, agreements or conditions on its part in the Bond Resolution, any supplemental resolution or in the Bonds contained and such default shall continue for a period of forty-five (45) days after written notice thereof to the City by the Insurer or the Owners of not less than 25% of the Bond Obligation (as defined in the Bond Resolution); or

(d) if the City shall file a petition or otherwise seek relief under any Federal or State bankruptcy law or similar law;

then, upon the happening and continuance of any Event of Default, the Insurer and the Owners of the Bonds shall be entitled to exercise all rights and powers for which provision is made under Louisiana law; provided, however, that the exercise of remedies at the direction of the Owners is subject to the prior written consent of the Insurer, and the Insurer, acting alone, shall have the exclusive right to direct any action or remedy to be undertaken so long as it is not then in default of its payment obligations under the Financial Guaranty Insurance Policy. Under no circumstances may the principal or interest of any of the Bonds be accelerated. The City shall notify the Insurer immediately upon the occurrence of any Event of Default. No Event of Default shall be waived without the consent of the Insurer. All remedies shall be cumulative with respect to the Paying Agent, the Owners and the Insurer; if any remedial action is discontinued or abandoned, the Paying Agent, the Owners and the Bond Insurer shall be restored to the former positions.

SECTION 8.2 Notice to Insurer of Events of Default. The Paying Agent shall provide the Insurer with immediate notice of any payment default, and notice of any other default known to the Paying Agent within five Business Days of the Paying Agent's knowledge thereof.

ARTICLE IX

CONCERNING FIDUCIARIES

SECTION 9.1 Paying Agent; Appointment and Acceptance of Duties. The City will at all times maintain a Paying Agent having the necessary qualifications for the performance of the duties described in this Bond Resolution. The designation of The Bank of New York Trust Company, N.A., New York, New York, as the initial Paying Agent is hereby confirmed and approved. The Paying Agent shall signify its acceptance of the duties and obligations imposed on it by the Bond Resolution by executing and

delivering an acceptance of its rights, duties and obligations as Paying Agent set forth herein in form and substance satisfactory to the City.

SECTION 9.2 Successor Paying Agent. Any successor Paying Agent shall (i) be a trust company or bank in good standing, located in or incorporated under the laws of the State, duly authorized to exercise trust powers and subject to examination by federal or state authority and (ii) have a reported capital and surplus of not less than \$75,000,000. No resignation or removal of the Paying Agent shall become effective until a successor has been appointed and has accepted the duties of Paying Agent, and until written notice thereof shall have been given to the Insurer. The Insurer shall have the right to remove the Paying Agent upon written notice to the City and the Paying Agent. Every successor Paying Agent appointed pursuant to this Section shall be a trust company or bank in good standing located in or incorporated under the laws of the State, duly authorized to exercise trust powers and subject to examination by federal or state authority, having a reported capital and surplus of not less than \$75,000,000 and acceptable to the Insurer. Any successor Paying Agent, if applicable, shall not be appointed unless the Insurer approves such successor in writing. Notwithstanding any other provision of this Bond Resolution, in determining whether the rights of the Bondholders will be adversely affected by any action taken pursuant to the terms and provisions of this Bond Resolution, the Paying Agent shall consider the effect on the Bondholders as if there were no Financial Guaranty Insurance Policy.

ARTICLE X

MISCELLANEOUS

SECTION 10.1 Defeasance.

(a) If the City shall pay or cause to be paid to the Owners of all Bonds then outstanding, the principal and interest to become due thereon, and any amounts which may be then payable by the City with respect to the Financial Guaranty Insurance Policy to the Insurer, at the times and in the manner stipulated therein and in this Bond Resolution, then the covenants, agreements and other obligations of the City to the Bondholders and to the Insurer shall be discharged and satisfied. In such event, the Paying Agent shall, upon the request of the City, execute and deliver to the City all such instruments as may be desirable to evidence such discharge and satisfaction and the Paying Agent shall pay over or deliver to the City any moneys, securities and funds held by it pursuant to the Bond Resolution which are not required for the payment or redemption of Bonds not theretofore surrendered for such payment or redemption.

(b) Bonds or interest installments for the payment of which sufficient Defeasance Obligations shall have been set aside and held in trust by the Paying Agent (through deposit by the City of funds for such payment or redemption or otherwise) at a maturity date thereof shall be deemed to have been paid within the meaning and with the effect expressed in paragraph (a) of this Section.

Any Bond shall, prior to maturity thereof, be deemed to have been paid within the meaning and with the effect expressed in paragraph (a) of this Section if (i) there shall have been deposited with the Paying Agent Defeasance Obligations, in the amounts and having such terms as are necessary to provide moneys (whether as principal or interest) in an amount sufficient to pay when due the principal thereof, together with all accrued interest and (ii) the adequacy of the Defeasance Obligations so deposited to pay when due the principal and all accrued interest shall have been verified by an independent certified public accountant.

No defeasance shall be effective unless the Insurer shall be provided with an opinion of Bond Counsel, addressed to the City, the Insurer and the Paying Agent, that the Bonds are no longer Outstanding under the Bond Resolution and the laws of the State. In connection with the defeasance of any of the Bonds, no substitution of any Defeasance Obligation shall be permitted except with other qualifying Defeasance Obligations and with upon delivery of a new opinion of Bond Counsel.

Neither Defeasance Obligations deposited pursuant to this Section nor principal or interest payments on any such securities shall be withdrawn or used for any purpose other

than, and shall be held in trust for, the payment of the principal or redemption price, if applicable, and interest to become due on the Bonds; provided that any cash received from such principal or interest payments on such Defeasance Obligations shall, if permitted by the Code, and to the extent practicable, be reinvested in Defeasance Obligations maturing at times and in amounts sufficient to pay when due the principal or redemption price, if applicable, and interest to become due on said Bonds on and prior to such redemption date or maturity date thereof, as the case may be.

Notwithstanding the foregoing, amounts paid by the Insurer under the Financial Guaranty Insurance Policy shall not be deemed to be paid or defeased and shall continue to be due and owing until paid by the City in accordance with this Bond Resolution. All covenants, agreements and other obligations of the City to the Bondholders shall continue to exist and shall run to the benefit of the Insurer, and the Insurer shall be subrogated to the rights of such Bondholders.

SECTION 10.2 Evidence of Signatures of Bondholders and Ownership of Bonds.

(a) Any request, consent, revocation of consent or other instrument which the Bond Resolution may require or permit to be signed and executed by the Owners may be in one or more instruments of similar tenor, and shall be signed or executed by such Owners in person or by their attorneys-in-fact appointed in writing. Proof of (i) the execution of any such instrument, or of an instrument appointing any such attorney, or (ii) the ownership by any person of the Bonds shall be sufficient for any purpose of the Bond Resolution (except as otherwise therein expressly provided) if made in the following manner, or in any other manner satisfactory to the Paying Agent, which may nevertheless in its discretion require further or other proof in cases where it deems the same desirable:

1. The fact and date of execution by any Owner or his attorney-in-fact of such instrument may be proved by the certificate, which need not be acknowledged or verified, of an officer of a bank or trust company or of any notary public or other officer authorized to take acknowledgments of deeds, that the person signing such request or other instrument acknowledged to him the execution thereof, or by an affidavit of a witness of such execution, duly sworn to before such notary public or other officer. Where such execution is by an officer of a corporation or association or a member of a partnership, on behalf of such corporation, association or partnership, such certificate or affidavit shall also constitute sufficient proof of his authority;

2. The ownership of Bonds and the amount, numbers and other identification, and date of owning the same shall be proved by the registration books of the Paying Agent.

(b) Any request or consent by the Owner of any Bond shall bind all future Owners of such Bond in respect of anything done or suffered to be done by the City or the Paying Agent in accordance therewith.

SECTION 10.3 Moneys Held for Particular Bonds. The amounts held by the Paying Agent for the payment due on any date with respect to particular Bonds shall, on and after such date and pending such payment, be set aside on its books and held in trust by it, without liability for interest, for the Owners of the Bonds entitled thereto.

SECTION 10.4 Parties Interested Herein. Nothing in the Bond Resolution expressed or implied is intended or shall be construed to confer upon, or to give to, any person or corporation, other than the City, the Insurer, the Paying Agent and Owners of the Bonds any right, remedy or claim under or by reason of the Bond Resolution or any covenant, condition or stipulation thereof; and all the covenants, stipulations, promises and agreements in the Bond Resolution contained by and on behalf of the City shall be for the sole and exclusive benefit of the City, the Insurer, the Paying Agent and Owners of the Bonds.

SECTION 10.5 No Recourse on the Bonds. No recourse shall be had for payment of principal of or interest on the Bonds or for any claim based thereon or on this

Bond Resolution against any member of the Governing Authority or officer of the City or any person executing the Bonds.

SECTION 10.6 Successors and Assigns. Whenever in this Bond Resolution the City is named or referred to, it shall be deemed to include its successors, and assigns and all the covenants and agreements in this Bond Resolution contained by or on behalf of the City shall bind and inure to the benefit of its successors, and assigns whether so expressed or not.

SECTION 10.7 Subrogation. In the event the Bonds herein authorized to be issued, or any of them, should ever be held invalid by any court of competent jurisdiction, the Owner or Owners thereof or the Insurer shall be subrogated to all the rights and remedies against the City had and possessed by the Owner or Owners of the Refunded Bonds.

SECTION 10.8 Severability. In case any one or more of the provisions of the Bond Resolution or of the Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of the Bond Resolution or of the Bonds, but the Bond Resolution and the Bonds shall be construed and enforced as if such illegal or invalid provisions had not been contained therein. Any constitutional or statutory provision enacted after the date of the Bond Resolution which validates or makes legal any provision of the Bond Resolution or the Bonds which would not otherwise be valid or legal shall be deemed to apply to this Bond Resolution and to the Bonds.

SECTION 10.9 Publication of Bond Resolution; Peremption. This Bond Resolution shall be published one time in the official journal of the Governing Authority; however, it shall not be necessary to publish any exhibits hereto if the same are available for public inspection and such fact is stated in the publication. For thirty days after the date of publication, any person in interest may contest the legality of this Bond Resolution, any provision of the Bonds, the provisions therein made for the security and payment of the Bonds and the validity of all other provisions and proceedings relating to the authorization and issuance of the Bonds. After the said thirty days, no person may contest the regularity, formality, legality or effectiveness of this Bond Resolution, any provisions of the Bonds to be issued pursuant hereto, the provisions for the security and payment of the Bonds and the validity of all other provisions and proceedings relating to their authorization and issuance, for any cause whatever. Thereafter, it shall be conclusively presumed that the Bonds are legal and that every legal requirement for the issuance of the Bonds has been complied with. No court shall have authority to inquire into any of these matters after the said thirty days.

SECTION 10.10 Execution of Documents. In connection with issuance and sale of the Bonds, the Mayor, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate are each authorized, empowered and directed to execute on behalf of the City such documents, certificates and instruments as they may deem necessary, upon the advice of Bond Counsel, to effect the transactions contemplated by this Bond Resolution, the signatures of the Mayor, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate on such documents, certificates and instruments to be conclusive evidence of the due exercise of the authority granted hereunder.

SECTION 10.11 Recordation. A certified copy of this Bond Resolution shall be filed and recorded as soon as possible in the Mortgage Records of the Parish of Bossier, State of Louisiana.

ARTICLE XI SALE OF BONDS

SECTION 11.1 Sale of Bonds. The Bonds are hereby awarded to and sold to the Underwriter at a price not exceeding \$5,090,000.00, plus accrued interest from the dated date to the date of delivery of the Bonds, less any Original Issue Discount, and less Underwriter's Discount not exceeding 1.000% of the principal amount of bonds issued,

under the terms and conditions set forth in the Bond Purchase Agreement in substantially the form attached hereto as **Exhibit D**, and after their execution, registration by the Secretary of State and authentication by the Paying Agent, the Bonds shall be delivered to the Underwriters or their agents or assigns, upon receipt by the City of the agreed purchase price. The Bond Purchase Agreement attached hereto as **Exhibit D** is hereby approved and accepted and the Mayor, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate are hereby authorized, empowered and directed to accept and execute same on behalf of the City and deliver or cause to be executed and delivered all documents required to be executed on behalf of the City or deemed by them necessary or advisable to implement the Bond Resolution or to facilitate the sale of the Bonds.

SECTION 11.2 Official Statement. The City hereby approves the form and content of the Preliminary Official Statement pertaining to the Bonds, as submitted to the City, and hereby ratifies its prior use in connection with offering and sale of the Bonds. The City further approves the form and content of the final Official Statement and hereby authorizes and directs execution thereof by the Mayor, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate and delivery of such final Official Statement to the Underwriter for use in connection with the public offering of the Bonds.

SECTION 11.3 Officials Determine Bond Terms. The Mayor, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate are hereby designated as representatives of the City and are authorized to accept and execute on behalf of the City an offer of the Underwriters for purchase of the Bonds as expressly set forth in the Bond Purchase Agreement, provided (i) a policy of financial guaranty insurance is obtained for the Bonds, and (ii) the offer of purchase by the Underwriters is received by not later than June 30, 2008, and such offer sets an average interest rate of less than four and one half percent (4 ½ %) per annum, and a sales price of the Bonds at not less than ___% of the par value thereof (exclusive of bond insurance premium), plus accrued interest to the date of delivery of the Bonds. The Mayor, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate may, in their discretion, establish on behalf of the City the par value of the Bonds, the interest rates payable thereon, as well as the annual principal maturities thereof.

The Mayor, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate be and they are hereby authorized and directed to take all actions in conformity with the Act, if necessary, or reasonably required to effectuate the issuance, sale and delivery of the Bonds and shall take all action necessary or desirable in conformity with the Act for carrying out, giving effect to and consummating the transactions contemplated by the Bonds, this Bond Resolution, the Bond Purchase Agreement, the Preliminary Official Statement and the Final Official Statement, including without limitation, the execution and delivery of any closing documents in connection with the issuance, sale and delivery of the Bonds. The Mayor, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate are specifically authorized to approve such changes to said documents as are necessary and appropriate and not contrary to the general tenor thereof, such approval to be conclusively evidenced by such execution thereof.

ARTICLE XII

REDEMPTION OF REFUNDED BONDS

SECTION 12.1 Call for Redemption. Subject only to delivery of the Bonds, the Refunded Bonds are hereby irrevocably called for redemption on June ___, 2008, at a redemption price of 100% of the principal amount of each bond so redeemed, and accrued interest to the date of redemption, in compliance with the resolution authorizing their issuance.

SECTION 12.2 Notice of Redemption. In accordance with the resolution authorizing issuance of the Refunded Bonds, notice of redemption in substantially the form attached hereto as **Exhibit E**, shall be given by means of first class mail (postage

prepaid) not less than thirty (30) days prior to the date fixed for redemption, addressed to the registered owner of each bond to be redeemed at his address as shown on the registration books of the paying agent for the Refunded Bonds.

ARTICLE XIII

PROVISIONS RELATING TO INSURER

SECTION 13.1 Notices and Information to Insurer. The City agrees to provide the Insurer with the following information:

(i) Within 120 days after the end of each Fiscal Year of the City the City's budget for the new year, annual audited financial statements (as soon as available if not within 120 days), and, if not presented in the audited financial statements, a statement of the Pledged Tax Revenues pledged to payment of the Bonds in such Fiscal Year;

(ii) Official Statement or other disclosure, if any, prepared in connection with issuance of additional debt, whether or not it is on parity with the Bonds within 30 days after the sale thereof; and

(iii) Such additional information as the Insurer may reasonably request from time to time.

The City further agrees to notify the Insurer of any failure of the City to provide relevant notices, certificates and other information required of the City pursuant to this Bond Resolution.

The City will permit the Insurer to discuss the affairs, finances and accounts of the City or any information the Insurer may reasonably request regarding the security for the Bonds with appropriate officers of the City, and to have access and to make copies of all books and records relating to the Bonds at any reasonable time.

In the event the City fails to comply with the requirements set forth in (i) through (iv) above, the Insurer shall have the right to direct an accounting at the City's expense, and the City's failure to comply with such direction within thirty (30) days after receipt of written notice of the direction from the Insurer shall be deemed a default hereunder; provided, however, that if compliance cannot occur within such period, then such period will be extended so long as compliance is begun within such period and diligently pursued, but only if such extension would not materially adversely affect the interests of any Owner of the Bonds.

Notwithstanding any other provision of this Bond Resolution, the City shall immediately notify the Insurer if at any time there are insufficient moneys to make any payments of principal and/or interest as required and immediately upon the occurrence of any event of default hereunder.

SECTION 13.2 Payment Procedure Under Financial Guaranty Insurance Policy. For so long as the Financial Guaranty Insurance Policy shall be in full force and effect, the City and the Paying Agent agree to comply with the following provisions:

(a) At least one (1) day prior to all Interest Payment Dates the Paying Agent will determine whether there will be sufficient funds in the Sinking Funds to pay the principal of or interest on the Bonds on such Interest Payment Date. If the Paying Agent determines that there will be insufficient funds in such Sinking Funds, the Paying Agent shall so notify the Insurer. Such notice shall specify the amount of the anticipated deficiency, the Bonds to which such deficiency is applicable and whether such Bonds will be deficient as to principal or interest, or both. If the Paying Agent has not so notified the Insurer at least one (1) day prior to an Interest Payment Date, the Insurer will make payments of principal or interest due on the Bonds on or before the first (1st) day next following the date on which the Insurer shall have received notice of nonpayment from the Paying Agent.

(b) The Paying Agent shall after giving notice to the Insurer as provided in (a) above, make available to the Insurer any, at the Insurer's direction, to the insurance trustee for the Insurer or any successor insurance trustee (the "Insurance Trustee"), the

registration books of the City maintained by the Paying Agent and all records relating to the Sinking Fund maintained under this Bond Resolution.

(c) The Paying Agent shall provide the Insurer and the Insurance Trustee with a list of registered Owners of the Bonds entitled to receive principal or interest payments from the Insurer under the terms of the Financial Guaranty Insurance Policy, and shall make arrangements with the Insurance Trustee (i) to mail checks or drafts to the registered Owners of Bonds entitled to receive full or partial interest payments from the Insurer and (ii) to pay principal upon Bonds surrendered to the Insurance Trustee by the registered Owners of Bonds entitled to receive full or partial principal payments from the Insurer.

(d) The Paying Agent shall at the time it provides notice to the Insurer pursuant to (a) above, notify registered Owners of Bonds entitled to receive payment of principal or interest thereon from the Insurer (i) as to the fact of such entitlement, (ii) that the Insurer will remit to them all or part of the interest payments next coming due upon proof of Bondholder entitlement to interest payments and delivery to the Insurance Trustee, in form satisfactory to the Insurance Trustee, of an appropriate assignment of the registered Owner's right to payment, (iii) that should they be entitled to receive full payment of principal from the Insurer, they must surrender their Bonds (along with an appropriate instrument of assignment in form satisfactory to the Insurance Trustee to permit ownership of such Bonds to be registered in the name of the Insurer) for payment to the Insurance Trustee, and not the Paying Agent, and (iv) that should they be entitled to receive partial payment of principal from the Insurer, they must surrender their Bonds for payment thereon first to the Paying Agent who shall note on such Bonds the portion of the principal paid by the Paying Agent, and then, along with an appropriate instrument of assignment in form satisfactory to the Insurance Trustee, to the Insurance Trustee, which will then pay the unpaid portion of principal.

(e) In the event that the Paying Agent has notice that any payment of principal of or interest on a Bond which has become due for payment and which is made to a Bondholder by or on behalf of the City has been deemed a preferential transfer and theretofore recovered from its registered Owner pursuant to the United States Bankruptcy Code by a trustee in bankruptcy in accordance with the final, nonappealable order of a court having competent jurisdiction, the Paying Agent shall at the time the Insurer is notified pursuant to (a) above, notify all registered Owners that in the event any registered Owner's payment is so recovered, such registered owner will be entitled to payment from the Insurer to the extent of such recovery if sufficient funds are not otherwise available, and the Paying Agent shall furnish to the Insurer its records evidencing the payments of principal of and interest on the Bonds which have been made by the Paying Agent and subsequently recovered from registered Owners and the dates on which such payments were made.

(f) In addition to those rights granted the Insurer under this Bond Resolution, the Insurer shall, to the extent it makes payment of principal of or interest on Bonds, become subrogated to the rights of the recipients of such payments in accordance with the terms of the Financial Guaranty Insurance Policy, and to evidence such subrogation (i) in the case of subrogation as to claims for past due interest, the Paying Agent shall note The Insurer's rights as subrogee on the registration books of the City maintained by the Paying Agent, upon receipt from the Insurer of proof of the payment of interest thereon to the registered Owners of the Bonds, and (ii) in the case of subrogation as to claims for past due principal, the Paying Agent shall note the Insurer's rights as subrogee on the registration books of the City maintained by the Paying Agent upon surrender of the Bonds by the registered Owners thereof together with proof of the payment of principal thereof.

SECTION 13.3 Insurer As Third Party Beneficiary. To the extent that this Bond Resolution confers upon, gives or grants to the Insurer any right, remedy or claim under or by reason of this Bond Resolution, the Insurer is hereby explicitly recognized as being a third-party beneficiary hereunder and may enforce any such right remedy or claim conferred, given or granted hereunder.

SECTION 13.4 Notices to Insurer. Any notices required by this Bond Resolution to be sent to the Insurer shall be addressed as follows:

Assured Guaranty Corp.

ARTICLE XIV - CONTINUING DISCLOSURE UNDERTAKING

SECTION 14.1 Continuing Disclosure. The Mayor, President of the Council, Secretary of the Council, Clerk of Council, and such other officials of the City as may be appropriate are hereby empowered and directed to execute an appropriate Continuing Disclosure Certificate (substantially in the form set forth in Appendix H of the official statement issued in connection with the issuance and sale of the Bonds) pursuant to S.E.C. Rule 15c2-12(b)(5).

(Other business not pertinent to the present excerpt may be found of record in the official minute book.)

Upon motion duly made by Mr. David Jones and second by Mr. Don Williams with vote as follows:

Ayes: Mr. Montgomery, Jr., Mr. Irwin, Mr. Darby, Mr. Williams, Mr. Jones and Dr. Rogers

Nays: none

Absent: Mr. Larkin

Abstain: none

Jeffery D. Darby, President

Helen Thornton, City Clerk

ADOPTED AND APPROVED on this 3rd day of June, 2008.

/s/ _____
Lorenz "Lo" Walker,
Mayor
/s/ _____

STATE OF LOUISIANA

PARISH OF BOSSIER

I, Helen Thornton, certify that I am the duly qualified and acting Clerk of City Council, Parish of Bossier, State of Louisiana, governing authority of the City of Bossier City, Parish of Bossier, State of Louisiana.

I further certify that the foregoing is a true and correct copy of an excerpt from the minutes of a public meeting of the City Council of the City of Bossier City, held on June 3, 2008, and of a resolution adopted at said meeting, 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 City of Bossier City, Parish of Bossier, Louisiana, on this, the 3rd day of June, 2008.

[S E A L]

There will be a workshop next Tuesday, June 10, 2008 at 1:30 PM with Fire Department on CPR procedures.

There being no further business to come before this meeting, meeting adjourned at 3:48 PM by Mr. Darby.

Respectfully Submitted:

HELEN THORNTON
CITY CLERK

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Bossier Press Tribune