

CATAHOULA LEGALS

BOND ORDER

AN ORDER AUTHORIZING THE INCURRENCE OF DEBT AND ISSUANCE, SALE AND DELIVERY OF TWELVE MILLION FOUR HUNDRED THOUSAND DOLLARS (\$12,400,000) REVENUE BONDS, SERIES 2021 OF THE LAW ENFORCEMENT DISTRICT OF THE PARISH OF CATAHOULA, STATE OF LOUISIANA PRESCRIBING THE FORM, TERMS AND CONDITIONS OF SAID BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF THE MORTGAGE, THE AMENDED AND RESTATED PURCHASE AND SALE AGREEMENT AND OTHER DOCUMENTS, CERTIFICATES OR CONTRACTS REQUIRED IN CONNECTION THEREWITH; DESIGNATING THE DATE, DENOMINATION AND PLACE OF PAYMENT OF SAID BONDS; PROVIDING FOR THE PAYMENT THEREOF IN PRINCIPAL AND INTEREST; AND PROVIDING FOR OTHER MATTERS RELATED THERETO.

WHEREAS, the Law Enforcement District of the Parish of Catahoula, State of Louisiana (the "District" or "Issuer"), is a political subdivision of the State of Louisiana, organized and existing pursuant to the provisions of La. R.S. 13:5901, et seq.; and

WHEREAS, the District is authorized to issue bonds in order to provide financing to the office of the sheriff for the Parish of Catahoula, State of Louisiana (the "Parish"); and

WHEREAS, the District has negotiated for the purchase of the Catahoula Correctional Facility (the "Correctional Facility") presently under lease by the Catahoula Parish Sheriff's Department located in the Parish; and

WHEREAS, the District, pursuant to the provisions certain sections of Chapters 35 and 38 of Title 13 of the Louisiana Revised Statutes of 1950, as amended (specifically, La. R.S. 13:5523 et seq. and La. R.S. 13:5911 et seq.) (the "LED Act"), desires to incur debt and issue not exceeding Twelve Million Four Hundred Thousand Dollars (\$12,400,000) Revenue Bonds, in one or more series (the "Bonds"), for the purposes of: (i) financing the acquisition of the Correctional Facility, and (ii) paying the costs of issuance of the Bonds (collectively, the "Financing").

NOW, THEREFORE, BE IT ORDERED AND ORDAINED by the Sheriff the Parish and Ex-Officio Chief Executive Officer of the District, acting as the governing authority (the "Governing Authority") thereof, that:

ARTICLE I DEFINITIONS

SECTION 1.1. Definitions. Unless the context shall clearly indicate some other meaning the following terms, for the purposes of this Order, or any order, or other instrument amendatory hereof or supplemental hereto, and for all purposes of any certificate, opinion, instrument or any document therein or herein mentioned, shall have the following meanings, with the following definitions to be equally applicable to both the singular and plural forms of such terms and vice versa:

"Additional Parity Bonds" means any pari passu indebtedness hereafter issued on a parity with the Bonds with respect to the Pledged Revenues in accordance with Article X hereto.

"Purchase and Sale Agreement" means the Purchase and Sale Agreement entered into by and between the District and Catahoula Correctional Center, L.L.C., dated April 6, 2021, as amended and restated in the Amended and Restated Purchase and Sale Agreement dated April 30, 2021.

"Auditor" means that certain financial professional employed by the District to produce its comprehensive annual financial report.

"Average Annual Debt Service" means, as of any calculation date, the amount obtained by computing the aggregate annual amount to be paid by the Issuer on the Bonds for the then current and all succeeding Fiscal Years with respect to the amounts to be paid by the Issuer on the Bonds outstanding at such calculation date and dividing that amount by the number of Fiscal Years to the last maturity of the Bonds outstanding at such calculation date.

"Bond" or "Bonds" means the not exceeding Twelve Million Four Hundred Thousand Dollars (\$12,400,000) Revenue Bonds, Series 2021, of the District, authorized to be issued by this Bond Order, whether initially delivered or issued in exchange for, upon transfer of, or in lieu of any Bonds previously issued.

"Bond Counsel" means 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, initially Boles Shafto, LLC

"Bondholder," "Registered Owner," "Owner," or "Owners," means when used with respect to any Bond, means the Person in whose name such Bond is registered in the Bond Register.

"Bond Proceeds" means the proceeds realized from the sale of the Bonds.

"Bond Register" means the register of outstanding Owners of each of the Bonds, such register to be held by the Registrar.

"Business Day" means a day of the year other than a day on which banks located in New York, New York or Catahoula Parish, Louisiana are required or authorized to remain closed and on which the New York Stock Exchange is closed.

"Closing Date" means the date all documents related to the issuance of the Bonds are signed by all parties and the Bonds are delivered to the Purchaser.

"Closing Memorandum" means that certain memorandum provided to the Purchaser on the Closing Date, which details the disbursement of Bond Proceeds.

"Code" means the Internal Revenue Code of 1986, as amended.

"Correctional Facility" means the Catahoula Correctional Facility, located at 499 Old Columbia Road, Harrisonburg, LA 71340

"Correctional Facility Revenues" means revenues generated from the operation of the Correctional Facility, including any payments made pursuant to cooperative endeavor or other agreements with the Louisiana Department of Public Safety and Corrections, federal agencies and/or other governmental entities pursuant to which inmates are housed at the Correctional Facility.

"Costs of Issuance" means 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, cost 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, fees and disbursements of consultants and professionals, including municipal and financial advisors, title insurance, mortgage and deed preparation costs, costs of credit ratings, fees and charges for preparation, execution, transportation and safekeeping of the Bonds, and any other cost, charge or fee paid or payable by the Issuer in connection with the original issuance of the Bonds.

"Debt Service" means, for any period, as of any date of calculation and with respect to any outstanding Bonds, an amount equal to the sum of (i) interest accruing during such period on the Bonds (ii) that portion of each principal installment for such Bonds, which would accrue during such period.

"Defeasance Obligations" means

(a) cash, or

(b) Government Securities, or

(c) Evidences of ownership of proportionate interests in future interest and principal payments of Government Securities. Investments in such proportionate interests must be limited

to circumstances wherein (i) a bank or trust company acts as custodian and hold the underlying Government Securities; (ii) the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor of the underlying Government Securities; and (iii) the underlying Government Securities are held in a special account separate from the custodian's general assets, and are not available to satisfy any claim of the custodian, any person claiming through the custodian, or any person to whom the custodian may be obligated

"District" or "Issuer" means the Law Enforcement District of the Parish of Catahoula, State of Louisiana.

"Excess Revenues" means funds, income, revenue, fees, receipts or charges of any nature from any source whatsoever on deposit with or accruing from time to time to the District after payment of the necessary and ordinary costs of operation of the District and the Correctional Facility

"Executive Officer" means the Sheriff of Catahoula Parish, as Ex-Officio Chief Executive Officer of the District.

"Equipment Fund" means that certain "Equipment Fund" held by the Fiscal Agent for the benefit of issuer into which an amount of Bond Proceeds specified in the Closing Memorandum shall be deposited as set forth in Section 4.5 below.

"Fiscal Agent" means the regularly designated fiscal agent bank of the Issuer, currently Catahoula Community Bank.

"Fiscal Year" means the one-year accounting period beginning January 1 of each year, or such other period as may be designated by the Governing Authority as the fiscal year of the Issuer.

"Governing Authority" means the Sheriff of Catahoula Parish and Ex-Officio Chief Executive Office the District.

"Government Securities" means direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, which are non-callable prior to their maturity and which may be United States Treasury obligations such as the State and Local Government Series and may be in book-entry form.

"Issuance Date" means the date on which the Bonds are issued.

"LED Act" means Chapters 35 and 38 of Title 13 of the Louisiana Revised Statutes of 1950, as amended (specifically, La. R.S. 13:5523 et seq. and La. R.S. 13:5911 et seq.

"Mortgage" means the Mortgage executed by the District dated the Closing Date in favor of the Paying Agent as additional security for the Bonds granting a mortgage on the property described therein.

"Municipal Advisor" means Government Consultants, Inc. of Baton Rouge, Louisiana.

"Order" means this Bond Order executed by the Issuer authorizing the issuance of the Bonds.

"Outstanding", when used with respect to Bonds, means as of the date of determination all Bonds theretofore issued and delivered under this Order, except:

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

(b) Bonds for which payment or redemption sufficient funds have been theretofore deposited in trust for the owners of such Bonds, provided that if such Bonds are to be redeemed, irrevocable notice of such redemption has been duly given or provided for pursuant to the Order or waived;

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

(d) Bonds alleged to have been mutilated, destroyed, lost or stolen which have been paid as provided in this Order or by law; and

(e) Bonds for the payment of the principal of (or redemption price, if any) and interest on which money or Government Securities or both are held in trust with the effect specified in this Order.

"Parish" means the Parish of Catahoula, State of Louisiana.

"Paying Agent" means Delta Bank, Vidalia, Louisiana, acting as paying agent for the benefit of all Bondholders.

"Person" means any individual, corporation, partnership, joint venture, association, limited liability company, trust, unincorporated organization or government or any agency or political subdivision thereof.

"Pledged Revenues" means the (i) Correction Facility Revenues; (ii) Sales Tax Revenues; and (iii) Excess Revenues.

"Payment Date" means the first day of each month of the year, commencing July 1, 2021, all as set forth in the Bond.

"Purchaser" means, Delta Bank, Vidalia, Louisiana, on behalf of itself and its participants, the initial purchaser of the Bonds.

"Qualified Investments" means the following, provided that the same are at the time legal for investment of the Issuer's funds:

(a) Government Securities, including obligations of any of the Federal agencies set forth in clause (b) below to the extent unconditionally guaranteed by the United States of America, and CATS, TIGRS and/or STRIPS;

(b) direct obligations and fully guaranteed certificates of beneficial interest of the Export-Import Bank of the United States; senior debt obligations of the Federal Home Loan Banks; debentures of the Federal Housing Administration; guaranteed mortgage-backed bonds and guaranteed pass-through obligations of the Government National Mortgage Corporation; guaranteed Title XI financings of the U.S. Maritime Administration; mortgage-backed securities and senior debt obligations of the Federal National Mortgage Association; and participation certificates and senior debt obligations of the Federal Home Loan Mortgage Corporation (collectively, "Agency Obligations");

(c) certificates of deposit, savings accounts, deposit accounts or money market deposits of any bank or trust company organized under the laws of the State or any national banking association having its principal office in the State which has a combined capital surplus and undivided profit of not less than three million dollars (\$3,000,000) (including the Paying Agent) which are fully insured by the Federal Deposit Insurance Corporation or fully collateralized in the manner provided by Louisiana law;

(d) general obligation bonds or other direct obligations of any state or a political subdivision or public corporation of any state, the interest on which is exempt from federal income taxes, provided that such bonds are rated at the time the investment is made by Moody's Investors Service and Standard & Poor's Corporation in one of the two highest rating categories;

(e) Money market funds registered under the Federal Investment Company Act of 1940, whose shares are registered under the Federal Securities Act of 1933 and having a rating of S&P of AAAM-G; AAAM; or AAAM; and

(f) any other investments as are allowed pursuant to La. R.S. 33:2955.

"Record Date" means, for the principal and interest payable on any Payment Date the 15th calendar day of the month next preceding such Payment Date.

"Redemption Price" means, when used with respect to a Bond, the principal amount thereof plus accrued interest to date of redemption, payable upon redemption thereof pursuant to this Order.

"Registrar" means the Executive Officer, when acting as registrar of the Bonds and as holder of the Bond Register.

"Revenue Fund" means that certain "Revenue Fund" held by the Fiscal Agent for the benefit of the Issuer into which the Revenues are deposited, as more fully described in Section 4.4 hereof.

"Sales Tax Revenues" means the net avails and proceeds of a one percent (1%) per annum sales and use tax being levied and collected in perpetuity within the boundaries of the District, as approved by the voters of the Parish on December 8, 2012

"State" means the State of Louisiana.

"Supplemental Order" means any order adopted by the Governing Authority supplementing, modifying or revising the provisions of this Order.

SECTION 1.2. Interpretation. In this Order, 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 Order 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

SECTION 2.1. Authorization of Bonds.

(a) This Order creates a series of bonds of the Issuer to be designated "Revenue Bonds, Series 2021" of the Law Enforcement District of the Parish of Catahoula, State of Louisiana and provides for the full and final payment of the principal and interest on all the Bonds.

(b) The Bonds issued under this Order shall be issued for the purposes of completing the Financing. In compliance with and under the authority of the LED Act, and other constitutional and statutory authority; and pursuant to this Order, there is hereby authorized the incurring of an indebtedness of not exceeding Twelve Million, Four Hundred Thousand Dollars (\$12,400,000), for, on behalf of and the name of the District, and to represent said indebtedness, this Governing Authority does hereby authorize the issuance of the Bonds.

SECTION 2.2. Order 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 Order shall be a part of the contract of the Issuer with the Owners of the Bonds and shall be deemed to be and shall constitute a contract between the Issuer 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 Issuer 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 Order.

SECTION 2.3. Obligation of Bonds. The Bonds shall be secured by the Pledged Revenues and the Mortgage and payable in principal, premium, if any, and interest from the Pledged Revenues. The Pledged Revenues are hereby irrevocably and irrevocably pledged and dedicated in an amount sufficient for the payment of the Bonds in principal, premium, if any, and interest as they shall respectively become due and payable, and for the other purposes hereinafter set forth in this Order. All of the Correctional Facility Revenues shall be deposited as hereinafter provided, and shall be and remain pledged for the security and payment of the Bonds, and any future Additional Parity Bonds issued pursuant to Article X hereof in principal, premium, if any, and interest and for all other payments provided for in this Order until such Bonds shall have been fully paid and discharged.

SECTION 2.4. Form of Bonds. The Bonds shall be issued in the form a single term bond and be in substantially the form set forth in Exhibit "A" hereto, with such necessary or appropriate variations, omissions and insertions as are required or permitted by the LED Act and this Order, as deemed necessary by the Executive Officer upon advice of Bond Counsel.

SECTION 2.5. Denominations, Dates, Maturities and Interest. The Bonds shall be issued as one (1) fully registered term bond as set forth in the Purchaser Letter.

The Bond shall be dated as of the Closing Date, shall be payable in the principal amounts all as set forth in the Purchaser Letter (said rates not to exceed Three and five tenths per centum (3.5%) per annum and shall mature no later than fifteen (15) years from the date of issuance).

ARTICLE III

GENERAL TERMS AND PROVISIONS OF THE BONDS

SECTION 3.1. General Provisions. The Issuer shall cause the Bond Register utilized for the registration and for the registration of transfer of the Bonds as provided in this Order to be kept by the Registrar at the Registrar's principal offices and the Executive Officer is hereby constituted and appointed the registrar for the Bonds. At reasonable times and under reasonable regulations established by the Registrar said Bond Register may be inspected and copied by the Owners (or a designated representative thereof).

Upon surrender for registration of permitted transfer of any Bond, the Registrar shall register and deliver in the name of the transferee(s) one or more new fully registered Bonds of authorized denomination of the same maturity and like aggregate principal amount. At the option of the Bondholder, 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 such office. Whenever any Bonds are so surrendered for exchange, the Registrar 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 permitted 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 Registrar, duly executed by the Owners or their attorney duly authorized in writing along with an executed investment letter satisfactory to Bond Counsel.

No service charge to the Bondholders shall be made for any exchange or registration of transfer of Bonds. The Registrar 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 Registrar 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 Record Date of the month next preceding a Payment Date or any date of selection of Bonds to be redeemed and ending at the close of business on the 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 Issuer, evidencing the same debt and entitled to the same benefits under this Order as the Bonds surrendered.

Prior to due presentment for registration of transfer of any Bond, the Issuer, and any agent of the Issuer 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 Issuer may in its discretion authorize the 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 Registrar proof of his ownership thereof and proof of such mutilation, improper cancellation, destruction, theft or loss satisfactory to the Registrar, (ii) giving to the Registrar an indemnity bond in favor of the Registrar in such amount as the Issuer may require, (iii) complying with such other reasonable regulations and conditions as the Registrar may prescribe, and (iv) paying such ex-