

A G E N D A

GREATER LAFOURCHE PORT COMMISSION  
MONTHLY MEETING

NOVEMBER 9, 1982

1. Call to Order
2. Roll Call
3. Approval of minutes of regular meeting of October 12, 1982
4. Financial Report
5. Approval of payment of October invoices
6. Letters of No Objection
7. Executive Director's Report:
  - A. Commercial Marina Construction Project Report
  - B. CEIP Funding
  - C. Capital Outlay Request Report
  - D. Maintenance of Belle Pass
8. Any other business to come before the Board
9. Adjournment

OFFICIAL PROCEEDINGS OF THE GREATER LAFOURCHE PORT COMMISSION

NOVEMBER 9, 1982

The Greater Lafourche Port Commission of the State of Louisiana met in regular session in the Conference Room of the Commission Administration Building in Galliano, Louisiana, on Tuesday, November 9, 1982, at 10:30 A. M. pursuant to the provision of due notice given in writing to each and every member thereof and duly posted in the manner provided by law.

There were present: Roland J. Guidry, Tomey Doucet, Dudley Bernard, Harrison Cheramie, Jr., Vhores Trosclair, Jr. and Louis Chabert

There were absent: Andrew Martin, Paris "Pye" Theriot and Reed Danos

In the absence of the President, Vice President Guidry convened the meeting and announced the purpose thereof in accordance with the aforesaid written notice.

On motion of Harrison Cheramie, Jr., seconded by Vhores Trosclair, Jr. and unanimously passed, the minutes of the regular meeting of October 13, 1982 were approved.

On motion of Tomey Doucet, seconded by Harrison Cheramie, Jr. and unanimously passed, the Board approved the Financial Statement for October, 1982.

On motion of Tomey Doucet, seconded by Dudley Bernard and unanimously passed, the payment of all invoices received during the previous month was approved.

Approval of issuance of letters of no objection of the following applicants was given on motion by Vhores Trosclair, Jr., seconded by Harrison Cheramie, Jr. and the unanimous consent of the Board:

Texas Gas Exploration Corporation  
Gulf Oil Exploration & Production Company  
Texaco U. S. A.  
Weaver Exploration Company  
Superior Oil Company  
Mr. Philip A. Thomassie

In connection with the Martin Fuel Distributors industrial revenue bond sale, Director Falgout introduced Mr. Bruce North with Molony, Nolan, North, Riess & Hall who explained to the Board that Martin Fuel is ready to go ahead with their project and they now need approval from the Board to go ahead with the project and to get approval from the State Bond Commission.

On motion by Tomey Doucet, seconded by Harrison Cheramie, Jr. and unanimously approved, the Board adopted the following resolution, upon condition that Director Falgout get approval from Port Commission counsel:

RESOLUTION

A resolution authorizing the issuance of Two Million Dollars (\$2,000,000.00) Industrial Development Revenue Bonds (Martin Fuel Distributors, Inc. Project)

Series 1982, of the Greater Lafourche Port Commission; approving the form and authorizing the execution and delivery of a Lease Agreement, a Sublease Agreement, an Indenture of Trust and a Commitment Letter; authorizing the appropriate officers of said Commission to execute certain of the aforementioned instruments and all other documents and certificates deemed necessary in connection therewith; approving the Guaranty Agreement; applying to the State Bond Commission and the Board of Commerce and Industry in connection therewith; awarding said Bonds to Allied Bank of Texas in Houston, Texas, in accordance with the terms of the Commitment Letter; authorizing the publication of a Notice of Intention to sell said Bonds at private sale; and providing for other matters with respect to the foregoing.

WHEREAS, the Greater Lafourche Port Commission, a public corporation and instrumentality of the Parish of Lafourche, Louisiana, (the "Issuer") has heretofore authorized the execution of a preliminary agreement dated as of August 3, 1981 with Martin Fuel Distributors, Inc., a Louisiana Corporation (the "Company") expressing the intention of the Issuer to issue revenue bonds in an amount not to exceed \$4,000,000 pursuant to the provisions of Chapter 13, Title 34, Sections 1651 through 1661, of the Louisiana Revised Statutes of 1950, as amended (the "Act"), for the purpose of acquiring and constructing bulkheads, an office and utility building and site improvements, located in Lafourche Parish, Louisiana (the "Project"); and

WHEREAS, the State Bond Commission on September 22, 1981 adopted a resolution approving said preliminary agreement and authorized the Issuer to proceed with the financing of the Project through the issuance of its revenue bonds as provided in said agreement; and

WHEREAS, pursuant to the Act, the Issuer has the power to acquire, own, lease, rent, repair, renovate, improve, finance, sell and dispose of the Project; and

WHEREAS, the Company has informed the Issuer that it will require \$2,000,000 for Issuer to finance the Project; and

WHEREAS, under the provisions of the Lease and the Sublease and pursuant to the Act, the Issuer is to lease from and sublease to the Company, the Project and is to finance a portion of the construction costs of the Project from the proceeds of revenue bonds to be issued by the Issuer under the Indenture of Trust dated as of December 1, 1982 (the "Indenture") to be entered into between the Issuer and First National Bank of Jefferson Parish of Gretna, Louisiana (the "Trustee"), such revenue bonds to be secured by a pledge of the income and revenue derived by the Issuer from the sublease of the Project pursuant to the Sublease; and

WHEREAS, the Company will execute and deliver its promissory note (the "Note") to evidence its obligation to make the purchase price payments set forth in the Indenture and the Note will be secured by a Mortgage, Chattel Mortgage and Pledge Agreement (the "Mortgage") between the Company and the Issuer, wherein the Issuer will grant to the Trustee a first mortgage lien in the Project; and an Assignment to the Trustee of the sublease of the Project.

WHEREAS, as further security for the payment of the Bonds, Ted A. Martin, Danny Martin and the Company will unconditionally guarantee, to the ex-

tent provided therein, payment of the principal of, premium, if any, and interest on the Bonds as set forth in the Guaranty Agreement dated as of December 1, 1982 (the "Guaranty"); and

WHEREAS, the execution of the Sublease herein authorized will encourage the location of the facilities hereinabove described and will be beneficial to the employment, welfare and prosperity of the citizens of the Parish of Lafourche, Louisiana (the "Parish");

WHEREAS, all consents and approvals required to be given by public bodies in connection with the authorization, issuance and sale of the bonds herein authorized as required by the Act have been or will be secured prior to the delivery of such bonds; and

WHEREAS, the Issuer now desires to fix the details necessary with respect to the issuance and sale of \$2,000,000 principal amount bonds, designated "Greater Lafourche Port Commission, Industrial Development Revenue Bonds (Martin Fuel Distributors, Inc. Project) Series 1982" (the "Bonds"), the proceeds of which are to be used to construct and acquire the Project and to provide for the execution of certain instruments, documents and certificates in connection therewith; and

WHEREAS, the Bonds are to be purchased by Allied Bank of Texas in Houston, Texas (the "Purchaser") at a price of par plus accrued interest pursuant to the terms of a Commitment Letter (the "Commitment Letter");

WHEREAS, this Board of Commissioners now desires to award the Bonds to the Purchaser in accordance with the Commitment Letter;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Greater Lafourche Port Commission that:

SECTION 1. The President or Vice President and Secretary of the Issuer be and they are hereby empowered, authorized and directed to execute the Sublease for, on behalf of, in the name of and under the official seal of the Issuer, with the Company, in accordance with the provisions of the Act and other constitutional and statutory authority supplemental thereto, substantially in the form of the Sublease which is now before this Board of Commissioners. The Sublease is annexed hereto as "Exhibit A" for the purpose of identification herewith and filed with the official minutes of the Issuer. The signatures of the aforesaid officers upon the Sublease as so executed or endorsed shall be deemed conclusive evidence of their due exercise of the authority vested in them hereunder.

SECTION 2. There is hereby authorized to be issued Two Million Dollars (\$2,000,000) principal amount Industrial Development Revenue Bonds (Martin Fuel Distributors, Inc. Project) Series 1982 of the Issuer (the "Bonds") pursuant to the provisions of the Act. It is hereby found and determined that by the Act, the expectation of the benefits thereof, and by the adoption of this resolution, the Company has been induced to construct and acquire the fuel distribution facility, boat repair facility and related facilities in the Parish for the benefit and the future development of the Parish, all in the best interest of the citizens of the Parish. The Bonds shall be dated December 1, 1982 and shall mature and shall bear interest on the unpaid principal amount thereof in accordance with the Commitment Letter.

As used herein, the term "Prime Rate" means that index which shall be established by the Allied Bank of Texas in Houston, Texas from time to time as its prime rate. Provided, however, that if the interest on the Bonds should become subject to federal income taxation pursuant to a "Determination of Taxability" (as defined in Indenture), then the interest rate shall be increased, effective as of the "Taxable Date" (as defined in the Indenture), to that rate equal to one hundred per cent (100%) of the Prime Rate plus that percentage provided for in the Indenture computed in accordance with the formula set forth above, and the Company shall forthwith pay to Trustee that amount which represents the difference between (1) the interest payments actually paid to the Trustee by the Company on the Bonds from the Taxable Date to the effective date of the rate increase, and (2) the interest payments which would have been made during such period had the interest on the Bonds been at the rate of one hundred per cent (100%) of the Prime Rate plus that percentage provided for in the Indenture.

The Bonds shall be issued initially as a fully registered bond (the "Bond") in the original principal amount of \$2,000,000. THE BONDS SHALL BE PAYABLE FROM AND SECURED BY THE INCOME AND REVENUES DERIVED FROM THE SUBLEASE OF THE PROJECT AND SHALL NOT CONSTITUTE A CHARGE AGAINST THE GENERAL CREDIT OF THE ISSUER, THE PARISH OR THE STATE OF LOUISIANA. The Bonds are subject to redemption at the option of the Issuer upon the terms and conditions more fully described in the Indenture. The further details of the Bonds and the provisions of their issuance, security and payment shall be as set forth in the Indenture, said Indenture to be in substantially the form attached hereto as "Exhibit C", all of the provisions of which Indenture are hereby made a part of this resolution.

SECTION 3. The President of the Board of Commissioners of Issuer, or in his absence, the Vice President thereof, and the Secretary thereof are hereby empowered, authorized and directed to publish an appropriate notice of the intention of the Issuer to sell said Bonds at private date in accordance with Title 39, with Section 998 of the Louisiana Revised Statutes of 1950, as amended. Said notice of intention shall be published at least seven (7) days in advance of the date scheduled for the sale of the Bonds in the Daily Comet and the Daily Journal of Commerce and shall be substantially in the form attached hereto as "Exhibit D".

SECTION 4. The President or Vice President and Secretary of the Issuer be and they are hereby authorized to execute and deliver, for and on behalf of the Issuer, the Lease and the Sublease, the Indenture and the Mortgage and are hereby further authorized to execute and deliver any and all additional proofs, instruments and certificates required by or provided for in the Indenture and the Bonds, or as may otherwise be required to effectuate the financing herein provided for.

SECTION 5. The President or Vice President and Secretary of the Issuer are hereby further authorized and directed for, on behalf of, and in the name of the Issuer to execute and deliver any and all additional instruments, documents and certificates in addition to the documents set forth above which may be required by or provided for in the Lease, the Sublease or the Indenture or as may otherwise be required for or necessary, convenient or appropriate to the financing described in this resolution, including, without limitation, any act or acts of sale of the Project as provided in the Sublease.

Said officers are hereby further authorized and directed to approve for and on behalf of and in the name of the Issuer any changes, additions or deletions in any of the Exhibits attached hereto or in any of the documents, instruments or certificates referred to in this resolution, provided that all such changes, additions or deletions, if any, shall be consistent with and within the authority provided by the Act. The signatures of the said officers upon such documents set forth above, or as may be otherwise required for or necessary, convenient or appropriate to the financing described in this resolution, are deemed to be conclusive evidence of their due exercise of the authority vested in them hereunder.

SECTION 6. The Guaranty in substantially the form presented to the Issuer at this meeting, is hereby approved, subject to such minor changes, insertions or omissions as may be approved by the President.

SECTION 7. Application be and the same is hereby formally made to the Board of Commerce and Industry for the approval of the Lease, the Sublease, the Indenture, the Guaranty and the Commitment Letter and to the State Bond Commission for approval of the Lease, the Sublease, the Indenture, the Guaranty, the Commitment Letter and the Notice of Intention to sell said Bonds at private sale, and for consent and authority to issue, sell and deliver the Bonds herein authorized and that certified copies of this resolution and copies of said documents shall be forwarded to said Board of Commerce and Industry and State Bond Commission, together with a request for prompt consideration and approval of this application.

SECTION 8. The Bond be and the same is hereby awarded to the Purchaser at a price of par plus accrued interest in accordance with the Commitment Letter. The sale of the Bond to the Purchaser in accordance with the Commitment Letter is hereby authorized and approved, and the President or Vice President of the Issuer is hereby authorized to execute and accept the Commitment Letter in substantially the form of the Commitment Letter which is now before this Board of Commissioners and filed with the official minutes of the Issuer.

SECTION 9. The President or Vice President and Secretary of the Issuer shall have prepared and shall execute for and on behalf of the Issuer the Bond, and shall deliver the same to the Trustee for authentication as soon as possible. The Trustee shall, upon authentication of the Bond, deliver the same to the Purchaser thereof in accordance with the Indenture and shall receive from the Purchaser for the account of the Issuer the purchase price and shall hold the proceeds of the Bond in the Construction Fund and the Bond Fund as prescribed in the Indenture. The Trustee is hereby requested and authorized to authenticate the Bond.

SECTION 10. The First National Bank of Jefferson Parish in Gretna, Louisiana is hereby designated Trustee, Paying Agent and Bond Registrar for the Bonds under the Indenture.

SECTION 11. This resolution, including Exhibit A (the Sublease) but not including Exhibit B (the Lease), Exhibit C (the Indenture) shall be published one time in the official journal of the Issuer and as provided by the Act, for a period of thirty (30) days from the date of such publication, any person in interest may contest the legality of the Agreement, this resolution and the Bonds to be issued pursuant hereto and the provisions made for the se-

curity and payment of the Bonds. This resolution, together with all Exhibits attached hereto, shall be placed on file at the principal office of the Issuer at the Office of the Director, Greater Lafourche Port Commission, P. O. Drawer 728, Galliano, Louisiana 70354, and shall be available for public inspection between the hours of 8:30 A. M. and 4:30 P. M., weekdays. After the expiration of said thirty (30) days, no one shall have any cause of action to test the regularity, formality, legality or effectiveness of the Agreement, the Bonds, this resolution or the provisions thereof for any cause whatsoever and it shall be conclusively presumed that every legal requirement for the issuance of the Bonds have been complied with, and no court shall thereafter have authority to inquire into such matters.

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

6 Yeas  
0 Nays  
3 Absent

Engineer Plasiance gave a progress report on the Commercial Fisherman's Marina. He further reported that on or about November 2nd or 3rd, the dredge had damaged the tri-lock in several places on both the East and West slopes. After reporting this to Director Falgout, it was the consensus that the dredge keep working; however, the dredge and the contractor were informed of the responsibility for the damage. The damage will be assessed after the dredging operation is completed. Further discussion followed in connection with the damage and the manner of docking boats in the marina after completion.

Director Falgout presented to the Board the following proposed changes in connection with the marina:

1. The elevation of the south end bulkhead system will be +6.0 feet M.S.L. and +8.0 feet M.S.L. on the tie-back piles. The elevation on the intermediate piles will be +6.0 feet M.S.L.
2. The elevations of the north end bulkhead system will be +5.0 feet M.S.L. and +7.0 feet M.S.L. on the tie-back piles. The elevation on the intermediate piles will be +5.0 feet M.S.L.
3. The single mooring piles proposed for the north end bulkhead system will be omitted in lieu of the single mooring piles. To afford protection and mooring of small boats, the contractor will furnish in place 6" x 10" x 6' oak timbers secured perpendicular to the bulkhead walers with 2 - 5/8" x 8" lag screws and 2 flat washers per lag screw countersunk. The oak timbers are to be placed 10" apart. This work will be done at no additional cost to owners.
4. The oak timber bumper system referred to in Item 3 will be installed on the 100 feet of bulkhead facing Pass Fourchon at price quoted by Contractor of \$55.50 per foot.
5. Furnish in place 4 single mooring piles at south end of project as directed by the project engineer at price quoted by contractor for the sum of \$2,083.52.
6. Furnish in place 2 creosoted timber wing walls at south end of tri-lock mats to prevent slope erosion. This work to be done at price quoted by contractor of \$189.00 per linear foot.

7. Furnish in place an additional 25' of class "A" bulkhead at southeast corner of project at price quoted in contract of \$457.00 per foot.

On motion by Louis Chabert, seconded by Dudley Bernard and unanimously passed, the Board approved Change Order No. 2 as outlined above at an increased cost of approximately \$26,000.00.

Continuing his report, Director Falgout reported that we had filed another Capital Outlay Request in the form of a cost sharing request.

Director Falgout informed the Board that Congressman Billy Tauzin would like to meet with the Commissioners on Wednesday, November 10, 1982, to discuss the attempt being made to obtain congressional authorization to return the responsibility of dredging Belle Pass to the Corps of Engineers.

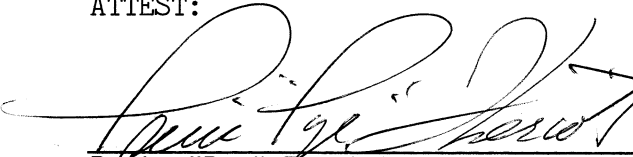
Board Member Harrison Cheramie inquired about erosion in the Intracoastal Canal. Discussion followed in connection with the jurisdiction of the Corps of Engineers and the Port Commission over the Intracoastal Canal.

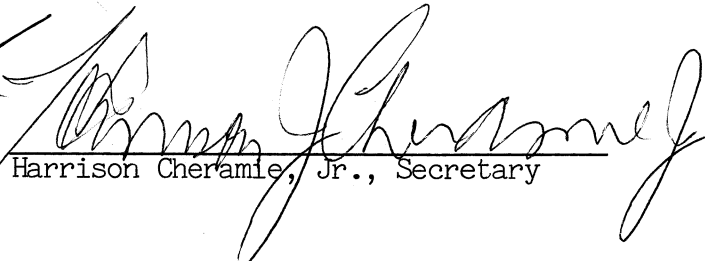
Board Member Dudley Bernard inquired about the navigational light at Clovelly Canal and was informed by Director Falgout that solar panels had been installed on the light and also on the lights at Southwest Canal.

Director Falgout reported that every week the Trash Pick Up Detail had been working in the Bayou. Discussion followed in connection therewith.

There being no further business to come before the Board, upon motion by Vhores Trosclair, Jr., seconded by Dudley Bernard and unanimously approved, the meeting adjourned.

ATTEST:

  
Paris "Pye" Theriot, President

  
Harrison Cheramie, Jr., Secretary