

The following resolution was offered by _____ and seconded by _____:

RESOLUTION NO.

2005-R-05

A resolution providing for the incurring of debt and issuance of One Million Dollars (\$1,000,000) of Certificates of Indebtedness, Series 2005 (the "Certificates"), of the Parish of Vermilion, State of Louisiana; prescribing the form, terms and conditions of the Certificates; designating the date, denomination and place of payment thereof in principal and interest; authorizing the agreement with the Paying Agent; providing for the employment of Bond Counsel; providing for the acceptance of an offer for the purchase of the Certificates; and providing for other matters in connection therewith.

WHEREAS, the Budget for the Parish of Vermilion, State of Louisiana (the "Issuer"), for the fiscal year ending December 31, 2005, shows an excess of revenues over statutory, necessary and usual charges and all other expenses for such fiscal year [after taking into account funds set aside for the payment of annual debt service on the Outstanding Parity Bonds (hereinafter defined)], sufficient to meet the maximum principal and interest requirements in any future year on the Certificates of Indebtedness authorized herein (the "Certificates"), and the Police Jury of the Vermilion, State of Louisiana, acting as the governing authority (the "Governing Authority") of the Issuer, will herein obligate itself and its successors in office to budget and set aside annually adequate funds for the payment of the Certificates in principal and interest in future years; and

WHEREAS, Sections 2921 to 2925, inclusive, of Title 33 of the Louisiana Revised Statutes of 1950, as amended (R.S. 33:2921-2925), authorize the Issuer to make and enter into contracts dedicating the excess of annual revenues of subsequent years above statutory, necessary and usual charges to the payment of the cost of public improvements which are to be borne by the Issuer under such contracts, provided all such dedications do not exceed the estimated excess of revenue above statutory, necessary, and usual charges for the year in which such contract is made; and

WHEREAS, pursuant to and in accordance with the foregoing, the Issuer now desires to incur debt and issue One Million Dollars (\$1,000,000) of its Certificates of Indebtedness, Series 2005, in the manner authorized and provided by the aforesaid Sections of the Louisiana Revised Statutes of 1950, as hereinafter provided, for the purpose of acquiring equipment to improve and maintain Parish roads, and paying the costs of issuance of the Certificates; and

WHEREAS, the Issuer is not now a party to any contract pledging or dedicating its excess annual revenues above statutory, necessary and usual charges, except with respect to the Issuer's (i) Refunding Bonds, Series 2002, dated December 1, 2002, issued in the original principal amount of \$2,320,000, pursuant to a resolution adopted on November 4, 2002, of which \$1,420,000 is outstanding; and (ii) Certificates of Indebtedness, Series 2004, dated April 1, 2004, issued in the original principal amount of \$1,145,000, pursuant to a resolution adopted on March 15, 2004, of which \$1,145,000 is outstanding (collectively, the "Outstanding Parity Bonds"); and

WHEREAS, it is the intention of the Issuer that the Certificates authorized herein be secured by and payable from the excess of annual revenues of the Issuer on a parity with the Outstanding Parity Bonds, as more specifically described herein; and

WHEREAS, it is the desire of the Issuer to fix the details necessary with respect to the issuance of the Certificates and to provide for the authorization and issuance thereof; and

WHEREAS, it is the further desire of the Issuer to provide for the sale of the Certificates to the Purchaser (hereinafter defined) at the price and in the manner hereinafter provided;

NOW, THEREFORE, BE IT RESOLVED by the Police Jury of the Parish of Vermilion, State of Louisiana, acting as the governing authority of the Parish of Vermilion, State of Louisiana, that:

SECTION 1. Definitions. As used herein, the following terms shall have the following meanings, unless the context otherwise requires:

"Act" shall mean Sections 2921 to 2925, inclusive, of Title 33 of the Louisiana Revised Statutes of 1950, as amended.

"Additional Parity Obligations" shall mean any additional *pari passu* bonds and/or certificates of indebtedness which may hereafter be issued, pursuant to Section 9 hereof, on a parity with the Certificates and the Outstanding Parity Bonds.

"Agreement" shall mean the agreement to be entered into between the Issuer and the Paying Agent pursuant to this Resolution.

"Certificate" or **"Certificates"** shall mean the Issuer's Certificates of Indebtedness, Series 2005, authorized by this Resolution, in the total aggregate principal amount of One Million Dollars (\$1,000,000), whether initially delivered or issued in exchange for, upon transfer of, or in lieu of any certificate previously issued.

"Certificate Register" shall mean the records kept by the Paying Agent at its principal corporate office in which registration of the Certificates and transfers of the Certificates shall be made as provided herein.

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

"Executive Officers" shall mean, collectively, the President and the Secretary-Treasurer of the Governing Authority.

"Fiscal Year(s)" shall mean the one-year period commencing on January 1 of each year, or such other one-year period as may be designated by the Governing Authority as the fiscal year of the Issuer.

"Governing Authority" shall mean the Police Jury of the Vermilion, State of Louisiana, or its successor in function.

"Government Securities" shall mean 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, may be United States Treasury obligations such as the State and Local Government Series and may be in book-entry form.

"Interest Payment Date" shall mean April 1 and October 1 of each year, commencing on October 1, 2005.

"Issuer" shall mean the Parish of Vermilion, State of Louisiana.

"Outstanding" when used with respect to the Certificate shall mean, as of the date of determination, any Certificate theretofore issued and delivered under this Resolution, except:

1. Any Certificate theretofore canceled by the Paying Agent or delivered to the Paying Agent for cancellation;
2. Any Certificate for which payment sufficient funds or government securities, or both, have been theretofore deposited in trust for the owners of such Certificate with the effect specified in this Resolution or by law;
3. Any Certificate in exchange for or in lieu of which another Certificate has been registered and delivered pursuant to this Resolution; and
4. Any Certificate alleged to have been mutilated, destroyed, lost or stolen which may have been paid as provided in this Resolution or by law.

"Outstanding Parity Bonds" shall mean the Issuer's outstanding (i) Refunding Bonds, Series 2002, dated December 1, 2002; and (ii) Certificates of Indebtedness, Series 2004, dated April 1, 2004, described in the preamble of this Resolution.

"Owner" when used with respect to any Certificate shall mean the Person in whose name such Certificate is registered in the Certificate Register.

"Parity Bond Resolutions" shall mean the resolutions adopted by the Governing Authority of the Issuer on November 4, 2002 and March 15, 2004, respectively, authorizing the issuance of the Outstanding Parity Bonds.

"Paying Agent" shall mean Hancock Bank of Louisiana, of Baton Rouge, Louisiana, until a successor Paying Agent shall have been appointed pursuant to the applicable provisions of this 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.

"Purchaser" shall mean Hancock Bank of Louisiana, of Jackson, Mississippi, the original purchaser of the Certificates.

"Record Date" for the interest payable on any Interest Payment Date, shall mean the 15th calendar day of the month next preceding such Interest Payment Date.

"Resolution" shall mean this resolution authorizing the issuance of the Certificates, as it may be supplemented and amended.

"State" shall mean the State of Louisiana.

SECTION 2. Authorization of Certificates; Maturities. Subject to the approval of the Louisiana State Bond Commission, and in compliance with the terms and provisions of the Act, there is hereby authorized the incurring of an indebtedness of One Million Dollars (\$1,000,000) for, on behalf of, and in the name of the Issuer, for the purpose of acquiring equipment to improve and maintain Parish roads, and paying the costs of issuance of the Certificates, and to represent said indebtedness this Governing Authority does hereby authorize the issuance of its Certificates of Indebtedness, Series 2005, in the principal amount of One Million Dollars (\$1,000,000). The Certificates shall be in fully registered form, shall be dated the date of delivery thereof, shall be issued in the denomination of Five Thousand Dollars (\$5,000) each or any integral multiple thereof within a single maturity, and shall be numbered from R-1 upwards. The Certificates shall bear interest at the rate of three and fifty hundredths per centum (3.50%) per annum from the date thereof or from the most recent Interest Payment Date to which interest has been paid or duly provided for, payable on each Interest Payment Date, commencing October 1, 2005, and shall become due and payable and mature serially on October 1 of each year as follows, to-wit:

<u>Year</u>	<u>Principal Payment</u>
2006	\$185,000
2007	190,000
2008	200,000
2009	210,000
2010	215,000

The principal of the Certificates, upon maturity or redemption, shall be payable at the principal office of the Paying Agent, upon presentation and surrender thereof, and interest on the Certificates shall be payable by check of the Paying Agent mailed by the Paying Agent to the Owner (determined as of the close of business on the Record Date) at the address shown on the Certificate Register. Each Certificate delivered under this Resolution upon transfer of, in exchange for or in lieu of any other Certificate shall carry all the rights to interest accrued and unpaid, and to accrue, which were carried by such other Certificate, and each such Certificate shall bear interest (as herein set forth) so neither gain nor loss in interest shall result from such transfer, exchange or substitution.

No Certificate shall be entitled to any right or benefit under this Resolution, or be valid or obligatory for any purpose, unless there appears on such Certificate a certificate of registration, substantially in the form provided in this Resolution, executed by the Paying Agent by manual signature.

The Certificates are hereby issued on a parity with the Outstanding Parity Bonds, and the Certificates shall rank equally with and enjoy complete parity of lien with the Outstanding Parity Bonds on the excess of annual revenues of the Issuer above statutory, necessary and usual charges in each of the Fiscal Years during which the Certificates and the Outstanding Parity Bonds are outstanding. It is certified that the Issuer has complied with or will comply with prior to the issuance of the Certificates, all the terms and conditions for the issuance of Additional Parity Obligations set forth in the Parity Bond Resolutions.

SECTION 3. Certificates Non-Callable. The Certificates shall not be callable for redemption prior to their stated maturities.

SECTION 4. Registration and Transfer. The Issuer shall cause the Certificate Register to be kept by the Paying Agent. The Certificates may be transferred, registered and assigned only on the Certificate Register, and such registration shall be at the expense of the Issuer. A Certificate may be assigned by the execution of an assignment form on the Certificate or by other instruments of transfer and assignment acceptable to the Paying Agent. A new Certificate or Certificates will be delivered by the Paying Agent to the last assignee (the new Owner) in exchange for such transferred and assigned Certificates after receipt of the Certificates to be transferred in proper form. Such new Certificate or Certificates shall be in the authorized denomination of Five Thousand Dollars (\$5,000) or any integral multiple thereof within a single maturity. Neither the Issuer nor the Paying Agent shall be required to issue, register, transfer or exchange any Certificate during a period beginning at the opening of business on the 15th calendar day of the month next preceding an Interest Payment Date and ending at the close of business on the Interest Payment Date.

SECTION 5. Form of Certificate. The Certificates and the endorsements to appear thereon shall be in substantially the following forms, respectively, to-wit:

* * * * *

No. R-_____

Principal Amount \$_____

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF VERMILION

CERTIFICATE OF INDEBTEDNESS, SERIES 2005
PARISH OF VERMILION, STATE OF LOUISIANA

<u>Certificate Date</u>	<u>Maturity Date</u>	<u>Interest Rate</u>
_____, 2005	October 1, _____	3.40%

The PARISH OF VERMILION, STATE OF LOUISIANA (the "Issuer"), promises to pay, but solely from the source and as hereinafter provided, to

or registered assigns, on the Maturity Date set forth above, the Principal Amount set forth above, together with interest thereon from the Certificate Date set forth above or the most recent interest payment date to which interest has been paid or duly provided for, payable on April 1 and October 1 of each year, commencing October 1, 2005 (each an "Interest Payment Date"), at the Interest Rate per annum set forth above until said Principal Amount is paid. The principal of this Certificate, upon maturity or redemption, is payable in lawful money of the United States of America at the principal office of Hancock Bank of Louisiana, of Baton Rouge, Louisiana, or successor thereto (the "Paying Agent"), upon presentation and surrender hereof. Interest on this Certificate is payable by check mailed by the Paying Agent to the registered owner (determined as of the close of business on the 15th calendar day of the month next preceding each Interest Payment Date) at the address as shown on the registration books of the Paying Agent.

This Certificate is one of an authorized issue aggregating in principal the sum of One Million Dollars (\$1,000,000) (the "Certificates") all of like tenor and effect except as to number, denomination and maturity, said Certificates having been issued by the Issuer pursuant to a resolution adopted on March 7, 2005 (the "Resolution"), for the purpose of acquiring equipment to improve and maintain Parish roads, and paying the costs of issuance of the Certificates, under the authority conferred by Sections 2921 to 2925, inclusive, of Title 33 of the Louisiana Revised Statutes of 1950, as amended (R.S. 33:2921 - 2925), and other constitutional and statutory authority.

The Certificates are not callable for redemption prior to their stated maturities.

The Issuer shall cause to be kept at the principal office of the Paying Agent a register (the "Certificate Register") in which registration of the Certificates and of transfers of the Certificates shall be made as provided in the Resolution. This Certificate may be transferred, registered and assigned only on the Certificate Register, and such registration shall be at the expense of the Issuer. This Certificate may be assigned by the execution of the assignment form

hereon or by other instrument of transfer and assignment acceptable to the Paying Agent. A new Certificate or Certificates will be delivered by the Paying Agent to the last assignee (the new

registered owner) in exchange for this transferred and assigned Certificate after receipt of this Certificate to be transferred in proper form. Such new Certificate or Certificates shall be in the authorized denomination of Five Thousand Dollars (\$5,000) or any integral multiple thereof within a single maturity. Neither the Issuer nor the Paying Agent shall be required to issue, register, transfer or exchange any Certificate during a period beginning at the opening of business on the 15th calendar day of the month next preceding an Interest Payment Date and ending at the close of business on the Interest Payment Date.

This Certificate and the issue of which it forms a part are issued on a complete parity with the Issuer's outstanding (i) Refunding Bonds, Series 2002, dated December 1, 2002; and (ii) Certificates of Indebtedness, Series 2004, dated April 1, 2004 (collectively, the "Outstanding Parity Bonds"). It is certified that the Issuer, in issuing this Certificate, has complied with all the terms and conditions set forth in the resolutions authorizing the issuance of the Outstanding Parity Bonds.

This Certificate and the issue of which it forms a part, equally with the Outstanding Parity Bonds, are secured by and payable from a pledge and dedication of the excess of annual revenues of the Issuer above statutory, necessary and usual charges in each of the fiscal years during which the Certificates are outstanding, and revenues from any source which may be transferred to the General Fund of the Issuer to pay the debt service on the Certificates and the Outstanding Parity Bonds. The Issuer has covenanted and agreed to budget annually a sufficient sum of money to pay the principal of and the interest on this Certificate and the issue of which it forms a part, and the Outstanding Parity Bonds, as the same respectively become due, and to levy and collect in each year taxes and collect other revenues within the limits prescribed by law, sufficient to pay the principal of and the interest on the Certificates and the Outstanding Parity Bonds, after the payment in such years of all such statutory, necessary and usual charges. The Issuer, in the Resolution has also entered into certain other covenants and agreements with the registered owner of this Certificate, including a provision for the issuance of additional parity obligations on a parity with the Certificates and the Outstanding Parity Bonds, for the terms of which reference is made to the Resolution.

This Certificate shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the certificate of registration hereon shall have been signed by the Paying Agent.

It is certified that this Certificate is authorized by and is issued in conformity with the requirements of the Constitution and statutes of the State of Louisiana. It is further certified, recited and declared that all acts, conditions and things required to exist, to happen and to be performed precedent to and in the issuance of this Certificate and the issue of which it forms a part, to constitute the same legal, binding and valid obligations of the Issuer have existed, have happened and have been performed in due time, form and manner as required by law, and that the indebtedness of the Issuer, including this Certificate and the issue of which it forms a part, does not exceed the limitations prescribed by the Constitution and statutes of the State of Louisiana.

IN WITNESS WHEREOF, the Police Jury of the Vermilion, State of Louisiana, acting as the governing authority of the Issuer, has caused this Certificate to be executed in the name of the Issuer by the manual signatures of its President and its Secretary-Treasurer, and the corporate seal of the Issuer to be impressed hereon.

**PARISH OF VERMILION,
STATE OF LOUISIANA**

Secretary-Treasurer
Vermilion Parish Police Jury

President
Vermilion Parish Police Jury

[SEAL]

* * * * *

(FORM OF PAYING AGENT'S CERTIFICATE OF REGISTRATION)

This Certificate is one of the Certificates referred to in the within-mentioned Resolution.

HANCOCL BANK OF LOUISIANA
Baton Rouge, Louisiana,
as Paying Agent

Date of Registration: _____

By: _____

Authorized Officer

* * * * *

(FORM OF ASSIGNMENT)

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers
unto _____

Please Insert Social Security
or other Identifying Number of Assignee

the within Certificate and all rights thereunder, and hereby irrevocably constitutes and appoints
_____ attorney or agent to transfer the within
Certificate on the books kept for registration thereof, with full power of substitution in the
premises.

Dated: _____

NOTICE: The signature to this assignment must corre-
spond with the name as it appears upon the face of the
within Certificate in every particular, without alteration or
enlargement or any change whatever.

* * * * *

SECTION 6. Execution of Certificates. The Certificates shall be signed by the
Executive Officers for, on behalf of, in the name of and under the corporate seal of the Issuer,
which signatures and corporate seal may be either manual or facsimile.

SECTION 7. Pledge and Dedication of Revenues. Pursuant to the provisions of
the Act, the Certificates, equally with the Outstanding Parity Bonds, shall be secured by and
payable from a pledge and dedication of the excess of annual revenues of the Issuer above
statutory, necessary and usual charges in each of the Fiscal Years during which the Certificates
are outstanding, and revenues from any source which may be transferred to the General Fund of
the Issuer to pay the debt service on the Certificates and the Outstanding Parity Bonds. There is
hereby irrevocably pledged and dedicated to the payment of the Certificates and the Outstanding
Parity Bonds, an amount of such excess of annual revenues sufficient to pay same in principal
and interest as they respectively mature. Until the Certificates shall have been paid in full in
principal and interest, this Governing Authority does hereby obligate the Issuer, itself and its
successors in office, to budget annually a sum of money sufficient to pay the principal of and
interest on the Certificates and the Outstanding Parity Bonds, including any principal and/or
interest theretofore matured and then unpaid, and to levy and collect in each year taxes and
collect other revenues within the limits prescribed by law, sufficient to pay the principal of and
interest on the Certificates and the Outstanding Parity Bonds, after payment in such years of all
the said statutory, necessary and usual charges of the Issuer for the then current year. No further
or additional pledges or dedications of the aforesaid excess of annual revenues shall be made
which shall have priority over or parity with the pledge and dedication of such revenues herein
made, except as provided in Section 9 hereof.

SECTION 8. Sinking Fund. For the payment of the principal of and the interest on the Outstanding Parity Bonds, the Certificates and any Additional Parity Obligations, the Issuer created and now maintains a special fund known as "Certificates of Indebtedness (1997) Sinking Fund" (hereafter, the "Sinking Fund"), said Sinking Fund to be maintained with the regularly designated fiscal agent bank of the Issuer. For the payment of the Certificates and the Outstanding Parity Bonds, the Issuer shall deposit in said Sinking Fund at least three (3) days in advance of the date on which each payment of principal and/or interest on the Certificates and the Outstanding Parity Bonds falls due, funds fully sufficient to promptly pay the maturing principal and/or interest falling due on such date.

(b) It shall be specifically understood and agreed, however, and this provision shall be a part of this contract, that after the funds have been budgeted out of the revenues of any Fiscal Year sufficient to pay the principal and interest on the Certificates herein authorized and the Outstanding Parity Bonds for that Fiscal Year, then any excess of annual revenues remaining in that Fiscal Year shall be free for expenditure by the Issuer for any other lawful corporate purpose.

(c) All monies deposited with the regularly designated fiscal agent bank or banks of the Issuer or the Paying Agent under the terms of this Resolution shall constitute sacred funds for the benefit of the Owners of the Certificates and the owners of the Outstanding Parity Bonds, and shall be secured by said fiduciaries at all times to the full extent thereof in the manner required by law for the securing of deposits of public funds.

(d) All or any part of the monies in the Sinking Fund shall, at the written request of the Issuer, be invested in accordance with the provisions of the laws of the State of Louisiana, in which event all income derived from such investments shall be added to the General Fund of the Issuer.

SECTION 9. Parity Certificates. The Issuer shall issue no other certificates or obligations of any kind or nature payable from or enjoying a lien on the excess of annual revenues of the Issuer above the said statutory, necessary and usual charges, having priority over or parity with the Certificates and the Outstanding Parity Bonds, except that Additional Parity Obligations may hereafter be issued on a parity with the Certificates and the Outstanding Parity Bonds under the following conditions:

(a) The net excess of annual revenues of the Issuer (excess of general revenues over expenditures, which shall include any fund balance carried forward from a prior year, and revenues from any source which may be transferred to the General Fund of the Issuer to pay the debt service on the Certificates and the Outstanding Parity Bonds) for the Fiscal Year immediately preceding the issuance of any Additional Parity Obligations must have been not less than 1.35 times the highest annual debt service requirements in any succeeding Fiscal Year on all debt obligations then outstanding, including any Additional Parity Obligations theretofore issued and then outstanding, and any bonds or other obligations whatsoever

then outstanding which are payable from the excess of general revenues of the Issuer (but not including obligations which have been refunded or provisions otherwise made for their full and complete payment and redemption), and the Additional Parity Obligations so proposed to be issued;

- (b) The Issuer is in full compliance with all covenants and undertakings in connection with all its excess revenue obligations then outstanding and payable from the excess of general revenues of the Issuer or any part thereof, and there are no delinquencies in payments required to be made to the Sinking Fund established and maintained for the security and payment of the Certificates and the Outstanding Parity Bonds;
- (c) The existence of the facts required by the foregoing paragraphs (a) and (b) must be determined and certified by the Secretary-Treasurer of the Governing Authority; and
- (d) The Additional Parity Obligations must be payable as to principal on October 1 of each year, commencing not more than two (2) years from the date thereof, and payable as to interest on April 1 and October 1 of each year following the date thereof.

SECTION 10. Budget; Audit. As long as any of the Certificates are outstanding and unpaid in principal or interest, the Issuer shall prepare and adopt a budget prior to the beginning of each Fiscal Year and shall furnish a copy of such budget within thirty (30) days after its adoption to the Paying Agent and the Purchaser; the Issuer shall also furnish a copy of such budget to the Owners of any of the Certificates who request the same. Not later than six (6) months after the close of each Fiscal Year, the Issuer shall cause an audit of its books and accounts to be made by the Legislative Auditor or an independent firm of certified public accountants showing the receipts and disbursements made by the Issuer during the previous Fiscal Year. Such audit shall be available for inspection by the Owner of any of the Certificates, and, upon completion, a copy of such audit shall be furnished to the Purchaser.

SECTION 11. Application of Proceeds. The Executive Officers are hereby empowered, authorized and directed to do any and all things necessary and incidental to carry out all of the provisions of this Resolution, to cause the necessary Certificates to be printed, to issue, execute and seal the Certificates, and to effect delivery thereof as hereinafter provided. The proceeds derived from the sale of the Certificates, except accrued interest, if any, shall be deposited by the Issuer with its fiscal agent bank or banks to be used only for the purpose for which the Certificates are issued. Accrued interest, if any, derived from the sale of the Certificates shall be deposited in the Sinking Fund to be applied to the first interest payment.

SECTION 12. Certificates Legal Obligations. The Certificates shall constitute legal, binding and valid obligations of the Issuer, and shall be the only representations of the indebtedness as herein authorized and created.

SECTION 13. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Issuer, or its successor, and the Owner or Owners from time to time of the Certificates, and any such Owner or Owners may at law or in equity, by suit, action, mandamus or other proceedings, enforce and compel the performance of all duties required to be performed by this Governing Authority or the Issuer as a result of issuing the Certificates.

No material modification or amendment of this Resolution, or of any Resolution amendatory hereof or supplemental hereto, may be made without the consent in writing of the Owners of two-thirds (2/3) of the aggregate principal amount of the Certificates then outstanding; provided, however, that no modification or amendment shall permit a change in the maturity or redemption provisions of the Certificates, or a reduction in the rate of interest thereon, or in the amount of the principal obligation thereof, or affecting the obligation of the Issuer to pay the principal of and the interest on the Certificates as the same shall come due from the revenues appropriated, pledged and dedicated to the payment thereof by this Resolution, or reduce the percentage of the Owners required to consent to any material modification or amendment of this Resolution, without the consent of the Owners of the Certificates.

SECTION 14. Severability; Application of Subsequently Enacted Laws. In case any one or more of the provisions of this Resolution or of the Certificates shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Resolution or of the Certificates, but this Resolution and the Certificates shall be construed and enforced as if such illegal or invalid provisions had not been contained therein. Any constitutional or statutory provisions enacted after the date of this Resolution which validate or make legal any provision of this Resolution and/or the Certificates which would not otherwise be valid or legal, shall be deemed to apply to this Resolution and to the Certificates.

SECTION 15. Recital of Regularity. This Governing Authority having investigated the regularity of the proceedings had in connection with the Certificates and having determined the same to be regular, the Certificates shall contain the following recital, to-wit:

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

SECTION 16. Effect of Registration. The Issuer, the Paying Agent, and any agent of either of them may treat the Owner in whose name any Certificate is registered as the Owner of such Certificate for the purpose of receiving payment of the principal (and redemption price) of and interest on such Certificate and for all other purposes whatsoever, and to the extent permitted by law, neither the Issuer, the Paying Agent, nor any agent of either of them shall be affected by notice to the contrary.

SECTION 17. Notices to Owners. Wherever this Resolution provides for notice to Owners of Certificates of any event, such notice shall be sufficiently given (unless otherwise herein expressly provided) if in writing and mailed, first-class postage prepaid, to each Owner of such Certificates, at the address of such Owner as it appears in the Certificate Register. In any case where notice to Owners of Certificates is given by mail, neither the failure to mail such notice to any particular Owner of Certificates, nor any defect in any notice so mailed, shall affect

the sufficiency of such notice with respect to all other Certificates. Where this Resolution provides for notice in any manner, such notice may be waived in writing by the Owner or Owners entitled to receive such notice, either before or after the event, and such waiver shall be the equivalent of such notice. Waivers of notice by Owners shall be filed with the Paying Agent, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

SECTION 18. Cancellation of Certificates. All Certificates surrendered for payment, redemption, transfer, exchange or replacement, if surrendered to the Paying Agent, shall be promptly canceled by it and, if surrendered to the Issuer, shall be delivered to the Paying Agent and, if not already canceled, shall be promptly canceled by the Paying Agent. The Issuer may at any time deliver to the Paying Agent for cancellation any Certificates previously registered and delivered which the Issuer may have acquired in any manner whatsoever, and all Certificates so delivered shall be promptly canceled by the Paying Agent. All canceled Certificates held by the Paying Agent shall be disposed of as directed in writing by the Issuer.

SECTION 19. Mutilated, Destroyed, Lost or Stolen Certificates. If (1) any mutilated Certificate is surrendered to the Paying Agent, or the Issuer and the Paying Agent receive evidence to their satisfaction of the destruction, loss or theft of any Certificate, and (2) there is delivered to the Issuer and the Paying Agent such security or indemnity as may be required by them to save each of them harmless, then, in the absence of notice to the Issuer or the Paying Agent that such Certificate has been acquired by a bona fide purchaser, the Issuer shall execute, and upon its request the Paying Agent shall register and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost, or stolen Certificate, a new Certificate of the same maturity and of like tenor, interest rate and principal amount, bearing a number not contemporaneously outstanding. In case any such mutilated, destroyed, lost or stolen Certificate has become or is about to become due and payable, the Issuer in its discretion may, instead of issuing a new Certificate, pay such Certificate. Upon the issuance of any new Certificate under this Section, the Issuer may require the payment by the Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Paying Agent) connected therewith. Every new Certificate issued pursuant to this Section in lieu of any mutilated, destroyed, lost or stolen certificate shall constitute a replacement of the prior obligation of the Issuer, whether or not the mutilated, destroyed, lost or stolen Certificate shall be at any time enforceable by anyone and shall be entitled to all the benefits of this Resolution equally and ratably with all other Outstanding Certificates. Any additional procedures set forth in the Agreement, authorized in this Resolution, shall also be available with respect to mutilated, destroyed, lost or stolen Certificates. The provisions of this Section are exclusive and shall preclude (to the extent lawful) all other rights and remedies with respect to the replacement and payment of mutilated, destroyed, lost or stolen Certificates.

SECTION 20. Discharge of Resolution; Defeasance. If the Issuer shall pay or cause to be paid, or there shall otherwise be paid to the Owner, the principal of and interest on the Certificates, at the times and in the manner stipulated in this Resolution, then the pledge of the money, securities, and funds pledged under this Resolution and all covenants, agreements,

and other obligations of the Issuer to the Owner shall thereupon cease, terminate, and become void and be discharged and satisfied, and the Paying Agent shall pay over or deliver all money held by it under this Resolution to the Issuer.

Certificates or interest installments for the payment or redemption of which money shall have been set aside and shall be held in trust (through deposit by the Issuer of funds for such payment or otherwise) at the maturity date thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section if they are defeased in the manner provided by Chapter 14 of Title 39 of the Louisiana Revised Statutes of 1950, as amended.

SECTION 21. Successor Paying Agent; Paying Agent Agreement. The Issuer will at all times maintain a Paying Agent meeting the qualifications hereinafter described for the performance of the duties hereunder for the Certificates. The designation of the initial Paying Agent in this Resolution is hereby confirmed and approved. The Issuer reserves the right to appoint a successor Paying Agent by (a) filing with the Person then performing such function a certified copy of a resolution giving notice of the termination of the Agreement and appointing a successor and (b) causing notice to be given to each Owner. Every Paying Agent appointed hereunder shall at all times be a bank or trust company organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise trust powers, and subject to supervision or examination by Federal or State authority. The Executive Officers are hereby authorized and directed to execute an appropriate Agreement with the Paying Agent for and on behalf of the Issuer in such form as may be satisfactory to said officers, the signatures of said officers on such Agreement to be conclusive evidence of the due exercise of the authority granted hereunder.

SECTION 22. Tax Covenants. The Issuer covenants and agrees that, to the extent permitted by the laws of the State of Louisiana, it will comply with the requirements of the Internal Revenue Code of 1986 and any amendment thereto (the "Code") in order to establish, maintain and preserve the exclusion from "gross income" of interest on the Certificates under the Code. The Issuer further covenants and agrees that it will not take any action, fail to take any action, or permit any action within its control to be taken, or permit at any time or times any of the proceeds of the Certificates or any other funds of the Issuer to be used directly or indirectly in any manner, the effect of which would be to cause the Certificates to be "arbitrage bonds" or would result in the inclusion of the interest on any of the Certificates in gross income under the Code, including, without limitation, (I) the failure to comply with the limitation on investment of Certificate proceeds or (ii) the failure to pay any required rebate of arbitrage earnings to the United States of America or (iii) the use of the proceeds of the Certificates in a manner which would cause the Certificates to be "private activity bonds".

The Certificates are designated as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3)(B) of the Code. In making this designation, the Issuer finds and determines that:

- (a) the Certificates are not "private activity bonds" within the meaning of the Code; and
- (b) the reasonably anticipated amount of qualified tax-exempt obligations which will be issued by the Issuer and all subordinate entities in calendar year 2005 does not exceed \$10,000,000.

The Executive Officers are hereby empowered, authorized and directed to take any and all action and to execute and deliver any instrument, document or certificate necessary to effectuate the purposes of this Section.

SECTION 23. Disclosure Under SEC Rule 15c2-12. It is recognized that the Issuer will not be required to comply with the continuing disclosure requirements described in the Rule 15c-2-12(b) of the Securities and Exchange Commission [17 CFR §240.15c2-12(b)], because:

(a) the Certificates are not being purchased by a broker, dealer or municipal securities dealer acting as an underwriter in a primary offering of municipal securities, and

(b) the Certificates are being sold to only one financial institution (*i.e.*, no more than thirty-five persons), which (i) has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the prospective investment in the Certificates and (ii) is not purchasing the Certificates for more than one account or with a view to distributing the Certificates.

SECTION 24. Publication. A copy of this Resolution shall be published immediately after its adoption in one (1) issue of the official journal of the Issuer. If the validity of the issuance of the Certificates is not raised within thirty (30) days from the date of such publication, the Certificates shall be incontestable in the hands of bona fide purchasers thereof.

SECTION 25. Award of Certificates. The Issuer hereby accepts the offers of the Purchaser to purchase the Certificates attached as Exhibit "A" hereto. The Certificates shall be delivered to the Purchaser upon payment of the principal amount thereof.

SECTION 26. Declaration of Official Intent Under Reg. 1.150-2. Prior to the delivery of the Certificates (hereinabove approved in an amount not to exceed \$1,000,000) the Issuer anticipates that it may pay a portion of the costs of the project not to exceed \$1,000,000 from other available funds in the general fund of the Governing Authority. The project includes, specifically, acquiring equipment to improve and maintain Parish roads, and paying the costs of issuance of the Certificates. Upon the issuance of the Certificates, the Issuer reasonably expects to reimburse any such expenditures of other available funds from a portion of the proceeds of the Certificates. This Section is intended to be a declaration of official intent within the meaning of Reg. 1.150-2.

SECTION 27. Application to the Louisiana State Bond Commission. Application is hereby formally made to the Louisiana State Bond Commission, Baton Rouge, Louisiana, for consent and authority to issue, sell and deliver the Certificates.

SECTION 28. Employment of Bond Counsel. The law firm of Foley & Judell, L. L. P., Bond Counsel is hereby employed as Bond Counsel to the Issuer to handle all matters of a legal nature in connection with the negotiation, sale, issuance and delivery of the Certificates. The fee of Foley & Judell, L. L. P., in connection with said program of finance is hereby established and fixed at a rate not to exceed the rate for comprehensive legal and coordinate professional work for revenue bonds set by the Attorney General's Fee Schedule which is in effect at the time of the delivery of the Certificates, but not to exceed one percent (1%) of the principal amount of the Certificates, plus "out-of-pocket" expenses, including any and all expenses and costs in preparing an Official Statement for the Certificates, if necessary. A certified copy of this Resolution shall be forwarded to the Attorney General of the State of Louisiana for his approval of the employment herein provided for.

SECTION 29. Section Headings. The headings of the various sections hereof are inserted for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions hereof.

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

YEAS: Hubert Faulk, Mark Poché, Carroll Duhon, Minos Broussard, Ronald Darby, Wayne Touchet, E. J. Broussard, Edval Simon, Jr., Maxwell Chreene, Gaulman Gaspard, Ravis Menard, Purvis Abshire, and Luther "Buster" Hardee.

NAYS: None.

ABSENT: T. J. Prejean, Jr.,

And the resolution was declared adopted on this, the 7th day of March, 2005.

/s/ Michael J. Bertrand
Secretary-Treasurer

/s/ Hubert Faulk
President

STATE OF LOUISIANA

PARISH OF VERMILION

I, the undersigned Secretary-Treasurer of the Police Jury of the Parish of Vermilion, State of Louisiana (the "Police Jury"), acting as the governing authority of the Parish of Vermilion, State of Louisiana (the "Issuer"), do hereby certify that the foregoing pages constitute a true and correct copy of a resolution adopted by the Police Jury on March 7, 2005, providing for the incurring of debt and issuance of One Million Dollars (\$1,000,000) of Certificates of Indebtedness, Series 2005, of the Parish of Vermilion, State of Louisiana; prescribing the form, terms and conditions of said Certificates; designating the date, denomination and place of payment thereof in principal and interest; authorizing the agreement with the Paying Agent; providing for the employment of Bond Counsel; providing for the acceptance of an offer for the purchase of said Certificates; and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Issuer at Abbeville, Louisiana, on this, the 7th day of March, 2005.

[SEAL]

Secretary-Treasurer