

MINUTES OF THE REGULAR SESSION MEETING OF THE HOSPITAL SERVICE
DISTRICT #2 OF THE PARISH OF ST. MARY BOARD OF COMMISSIONERS HELD ON
DECEMBER 10, 2025

A regular monthly business meeting of the Board of Commissioners of Hospital Service District #2 of the Parish of St. Mary was held on Wednesday, December 10, 2025 at 12:00 P.M. in the Media Room of the Morgan City Harbor & Terminal District Building located at 7327 Highway 182, Morgan City, LA 70380

PRESENT: Dr. William A. Cefalu, Jr., Jackie Cheramie, William McCarty, Clarence Robinson, Jr., Angelena Brocato, Thane Aucoin and Barry Dufrene
Also present: William E. Bourgeois, Counsel for Hospital Service District #2

Dr. Cefalu called the meeting to order.

Dr. Cefalu lead in the Pledge of Allegiance.

Roll call was taken. Those Board Members present and those absent listed above.

On motion of Mrs. Brocato, second by Mr. Aucoin and unanimously carried, the Board approved and signed the Minutes of November 19, 2025.

Dr. Cefalu opened the floor for Guest/public comments. Monica Mancuso with St. Mary Excel and on Advisory Board for Ochsner St. Mary (OSM) addressed the Board. She was very complimentary of the Board's actions regarding the hospital and recalled the recent major accident that happened in front of the hospital involving a motorcycle/jeep and the importance of having the hospital in Morgan City. She was thanked for her appearance and comments. Raymond Pisani with Respiratory Therapy at OSM and Lea Hebert, Member of OSM Governing Board were present without comment.

There was no financial report to be presented this date.

Dr. Cefalu called for public hearing on the proposed budget for the remainder of 2025 and 2026. The floor was opened for public comments on the proposed budget. Mrs. Mancuso made comments regarding the focus of providing for the health care needs of the community. With no other comments, the public hearing was closed.

Dr. Cefalu called for discussion and any action on a resolution to adopt the remainder of 2025 and 2026 budget. Attorney Bourgeois briefly addressed the Board and explained the procedures that will follow. On motion of Mr. Dufrene, second by Mrs. Brocato and with yeas by Dr. Cefalu, Mrs. Cheramie, Mr. McCarty, Mr. Robinson, Mrs. Brocato, Mr. Aucoin and Mr. Dufrene, the Board adopted the following resolution:

RESOLUTION

A resolution providing for the approval and the adoption of the budgets for the remainder of 2025 and for 2026 for HOSPITAL SERVICE DISTRICT NO. 2 OF THE PARISH OF ST. MARY ("DISTRICT").

WHEREAS, this Board deems it necessary and proper to prepare and to adopt a budget with defined goals for revenues and expenses for the remainder of 2025 and for the fiscal year beginning January 1, 2026 and extending through December 31, 2026:

BE IT RESOLVED, that DISTRICT hereby approves the budgets presented and adopted as its Operating Budgets of Revenues and Expenditures for the remainder of 2025 and for the fiscal year beginning January 1, 2026, and extending through December 31, 2026;

BE IT FURTHER RESOLVED by the Board that the detailed estimate of Revenues and Expenditures for the remainder of 2025 and for the fiscal year, beginning January 1, 2026, and ending December 31, 2026, presented this day, be and the same is hereby adopted to serve as the Operating Budgets for the DISTRICT, during the same period;

BE IT FURTHER RESOLVED by the Board that the detailed estimate of Revenues and Expenditures for the fiscal year, beginning January 1, 2026 and ending December 31, 2026, presented today, be and the same is hereby declared to operate as an appropriation of the amounts therein set forth within the terms of the budget classifications; and,

BE IT FURTHER RESOLVED by the Board that any deviations from this budgetary appropriation require the approval of the DISTRICT'S Board of Commissioners.

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Dr. Cefalu called for discussion and any action on a resolution authorizing the issuance of Six Million Seven Hundred Thousand Dollars (\$6,700,000) of Limited Tax Bonds of Hospital Service District #2 of the Parish of St. Mary, State of Louisiana, and providing for other matters relating thereto. Attorney Bourgeois addressed the Board concerning this matter. Bond Attorney Jason Akers and Municipal Advisor Steven Nosacka addressed the Board and provided handouts concerning obtaining Limited Tax Bonds. After a brief discussion, on motion of Mr. Robinson, second by Mrs. Cheramie and with yeas by Dr. Cefalu, Mrs. Cheramie, Mrs. Brocato, Mr. Robinson, Mr. McCarty, Mrs. Aucoin and Mr. Dufrene, the Board adopted the following Resolution:

RESOLUTION

A resolution authorizing the issuance of Six Million Seven Hundred Thousand Dollars (\$6,700,000) of Limited Tax Bonds of Hospital Service District No. 2 of the Parish of St. Mary, State of Louisiana, and providing for other matters relating thereto.

WHEREAS, the Board of Commissioners of Hospital Service District No. 2 of the Parish of St. Mary, State of Louisiana (the "**Board of Commissioners**"), acting as the governing authority of Hospital Service District No. 2 of the Parish of St. Mary, State of Louisiana (the "**District**") is authorized to levy and collect an ad valorem tax of 9 mills (such rate being subject to adjustment from time to time due to reassessment) authorized at an election held on December 7, 2024, which the District is authorized to impose and collect beginning in Tax Year 2025 and continuing through 2034 (the "**Tax**"); and

WHEREAS, this Board of Commissioners desires to authorize the issuance of the \$6,700,000 Limited Tax Bonds of the District (the "**Bonds**"), payable from and secured by an irrevocable pledge and dedication of the revenues of the Tax, under the authority conferred by Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority (the "**Act**"), for the purpose of (i) improving and equipping new and existing hospital and other health care facilities in the District, and (ii) paying the costs of issuance thereof; and

WHEREAS, the Bonds will be payable as to principal and interest solely from the proceeds of the Tax as set forth herein; and

WHEREAS, the District has no outstanding indebtedness of any kind payable from a pledge or dedication of the proceeds of the Tax; and

WHEREAS, the District desires to fix the details necessary with respect to the issuance, sale and delivery of the Bond, and to provide for the authorization and issuance thereof, as hereinafter provided;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners, acting as the governing authority of the District, that:

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

"Act" means Part II of Chapter 4 of Subtitle II of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority.

"Additional Parity Bonds" shall mean any pari passu additional bonds that may hereafter be issued pursuant to Section 15 hereof on a parity with the Bonds.

"Agreement" means the agreement to be entered into between the District and the Paying Agent pursuant to this Bond Resolution, if required.

"Board of Commissioners" means the Board of Commissioners of Hospital Service District No. 2 of the Parish of St. Mary, State of Louisiana.

"Bond" or "Bonds" means the District's Limited Tax Bonds authorized by this Bond Resolution in the total aggregate principal amount of Six Million Seven Hundred Thousand Dollars (\$6,700,000), and any bond or all bonds of said issue, whether initially delivered or issued in exchange for, upon transfer of, or in lieu of any previously issued.

"Bond Resolution" means this resolution authorizing the issuance of the Bonds.

"Bond Register" means the registration books of the Paying Agent, in which registration of the Bonds and transfers of the Bonds shall be made as provided herein.

"Bond Year" means the one-year period ending on each March 1, which is the principal payment date of the Bonds.

"Business Day" means a day of the year on which banks located in the City of New Orleans are not required or authorized to remain closed and on which the New York Stock Exchange is not closed.

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

"District" means Hospital Service District No. 2 of the Parish of St. Mary, State of Louisiana.

"Executive Officers" means, collectively, the Chairman and Secretary of this Board of Commissioners, or such other person or persons authorized pursuant to a resolution or ordinance of the Board of Commissioners to act as an authorized officer of the District to perform any act or execute any document relating to the Bonds.

"Fiscal Year" means the District's one-year accounting period determined from time to time by the Board of Commissioners as the fiscal year of the District, currently being the year ending each December 31st.

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

"Interest Payment Date" means each March 1 and September 1, commencing March 1, 2026.

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

- (a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent for cancellation;
- (b) Bonds for whose payment or redemption sufficient funds have been theretofore paid to or deposited in trust for the Owners of such Bonds as provided in Sections 18 and/or 19 herein;
- (c) Bonds in exchange for or in lieu of which other Bonds have been registered and delivered pursuant to this Bond Resolution; and
- (d) Bonds alleged to have been mutilated, destroyed, lost or stolen which have been paid as provided in this Bond Resolution.

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

"Paying Agent" shall mean the Secretary of this Board of Commissioners, *unless 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" means any individual, corporation, partnership, joint venture, association, joint stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof.

"Purchaser" means Investar Bank, National Association, in Lafayette, Louisiana, being the original purchaser of the Bonds.

"Project" means improving and equipping new and existing hospital and other health care facilities in the District.

"Record Date" for the interest payable on any Interest Payment Date means the 15th calendar day of the month next preceding such Interest Payment Date, whether or not such day is a Business Day.

"State" shall mean the State of Louisiana.

"Tax" means the ad valorem tax of 9 mills (such rate being subject to adjustment from time to time due to reassessment) authorized at an election held on December 7, 2024, which the District is authorized to impose and collect beginning in Tax Year 2025 and continuing through 2034.

"Term Sheet" means the Term Sheet of the Purchaser attached hereto as **Exhibit A**.

SECTION 2. **Authorization of Bonds.** In compliance with and under the authority of the Act, there is hereby authorized the incurring of an indebtedness of Six Million Seven Hundred Thousand Dollars (\$6,700,000) for, on behalf of and in the name of the District, for the purpose of financing all or a portion of the Project and for paying costs of issuance of the Bonds. To represent said indebtedness, the District does hereby authorize the issuance of its Limited Tax Bonds, Series 2025, in the amount of Six Million Seven Hundred Thousand Dollars (\$6,700,000). The Executive Officers may approve a different series designation for the Bonds in their sole discretion.

The Bonds shall be issued in the form of a single, fully registered bond numbered R-1 and shall be dated the date of delivery thereof. The unpaid principal of the Bonds shall bear interest from the date thereof or from the most recent Interest Payment Date to which interest has been paid or duly provided for, payable semiannually on March 1 and September 1 of each year, commencing March 1, 2026, shall bear interest at the rate of 4.370% per annum calculated on the basis of a 360-day year consisting of twelve 30-day months, and shall mature in installments on March 1 of each year as follows:

Year (March 1)	Principal Amount
2026	\$550,000
2027	575,000
2028	595,000
2029	625,000
2030	650,000
2031	680,000
2032	710,000
2033	740,000
2034	770,000
2035*	805,000

The principal installments of and interest on the Bond shall be payable by check of the Paying Agent or the District mailed to the Owner (determined as of the close of business on the Record Date) at the address shown on the Bond Register or, in the discretion of the Paying Agent, by wire from the Paying Agent or the District delivered to the Owner (determined as of the close of business on the Record Date) in accordance with wiring instructions provided by the Owner, provided, however, that principal of any Bond at maturity or earlier redemption in whole (but not in part) shall be payable at the designated office of the Paying Agent upon presentation and surrender thereof. Each Bond delivered under this Resolution upon transfer of, in exchange for or in lieu of any other Bond shall carry all the rights to interest accrued and unpaid, and to accrue, which were carried by such other Bond, and each such Bond shall bear interest (as herein set forth) so neither gain nor loss in interest shall result from such transfer, exchange or substitution.

SECTION 3. **Prepayment.** The Bonds shall be callable for redemption at the option of the District in full or in part at any time, at the principal amount thereof plus accrued interest thereon from the most recent Interest Payment Date to which interest has been paid or duly provided for.

Official notice of such prepayment of all or any portion of the Bonds will be given by first class mail, postage prepaid, by notice deposited in the United States mails, or by accepted means of electronic communication, not less than twenty (20) days prior to the redemption date addressed to the registered owner of each bond to be redeemed at his address as shown on the registration books of the Paying Agent. The notice provided for any optional redemption may provide that such optional redemption is conditioned upon the availability of funds therefor.

SECTION 4. **Security for Payment of Bonds.** The Bonds shall be secured by and payable from a pledge and dedication of the avails or proceeds of the Tax. This Board of Commissioners does hereby obligate itself and its successors in office to continue to impose and collect the Tax annually in each year through 2034 and does hereby irrevocably and irrepealably dedicate, appropriate and pledge the revenues derived and to be derived from the assessment, levy and collection of the Tax to the payment of the Bonds.

SECTION 5. **Bond Resolution a Contract.** The provisions of this Bond Resolution shall constitute a contract between the District and the Owner or Owners from time to time of the Bonds, and any Owner may either 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 the District as a result of issuing the Bonds.

SECTION 6. **Award of Bonds.** The District hereby accepts the Term Sheet of the Purchaser, which offer is attached as **Exhibit A** hereto, and any Executive Officer is hereby authorized to execute said offer on behalf of the District. As a condition to the delivery of the Bonds to the Purchaser, the Purchaser will execute a standard letter, acceptable to it and the District, indicating it has conducted its own analysis with respect to the Bonds and is extending credit in the form of the Bonds as a vehicle for making a commercial loan to the District.

SECTION 7. **Manner of Payment.** The principal and interest on the Bonds will be payable by check mailed to the Owner (determined as of the Interest Payment Date) at the address shown on the registration books kept by the Paying Agent for such purpose, provided that payment of the final installment of principal on the Bonds shall be made only upon presentation and surrender of the Bonds to the Paying Agent.

SECTION 8. **Execution of Bonds and Documents.** In connection with the issuance and sale of the Bonds, the Executive Officers are each authorized, empowered and directed to execute on behalf of the District 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 Executive Officers on such documents, certificates and instruments to be conclusive evidence of the due exercise of the authority granted hereunder.

SECTION 9. **Registration.** The District shall cause to be kept by the Paying Agent the Bond Register, in which registration of the Bonds and transfers of the Bonds shall be made as provided herein. The Bonds may be transferred, registered and assigned only on the Bond Register, and such registration shall be at the expense of the District. The Bonds may be assigned by the execution of an assignment form on the Bonds or by other instruments of transfer and assignment acceptable to the Paying Agent. A new Bond will be delivered by the Paying Agent to the last assignee (the new Owner) in exchange for such transferred and assigned Bond after receipt of the Bond to be transferred in proper form.

SECTION 10. **Effect of Registration.** The District, the Paying Agent, and any agent of either of them may treat the Owner in whose name any Bond is registered as the Owner of such Bond for the purpose of receiving payment of the principal (and redemption price) of and interest on such Bond and for all other purposes whatsoever, and to the extent permitted by law, neither the District, the Paying Agent, nor any agent of either of them shall be affected by notice to the contrary.

SECTION 11. **Recital of Regularity.** This Board of Commissioners, having investigated the regularity of the proceedings had in connection with this issue of Bonds, and having determined the same to be regular, the Bonds shall contain the following recital, authorized by and having the effect set forth in La. R.S. 39:507, to wit:

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

SECTION 12. **Deposit of Bond Proceeds.** The Executive Officers are hereby empowered, authorized and directed to do any and all things necessary and incidental to carry out the provisions of this Bond Resolution; to cause the necessary Bonds to be printed; to issue and execute the Bonds; and to effect delivery thereof as herein provided. The proceeds of the Bonds shall be deposited by the Purchaser at closing in a collateralized, interest-bearing deposit account held with the Purchaser in the name of the District to be known as the "*St. Mary Hospital Service District No. 2 Project Fund*" (the "***Project Fund***"), hereby established, from which costs of the Project and costs of issuance of the Bonds shall be paid. Neither the Purchaser nor any Owner shall have any rights to or lien on any amounts in the Project Fund, and the District shall be authorized to expend the amounts in the Project Fund on the Project and to pay costs of issuance of the Bonds as it shall determine in its sole discretion and without any approval from or consent of the Purchaser or any Owner.

SECTION 13. **Sinking Fund.** (a) For the payment of the principal of and the interest on the Bonds and any Additional Parity Bonds, there has been created a special fund known as "*Limited Tax Bonds Sinking Fund*" (the "***Sinking Fund***"), hereby established and to be maintained with the regularly designated fiscal agent bank of the District. The District shall deposit in the Sinking Fund the first revenues received each year from the levy of the Tax and shall continue to deposit all revenues of the Tax into the Sinking Fund until such time as the Sinking Fund contains sufficient funds to pay all principal and interest payments due on the Bonds and any Additional Parity Bonds in the calendar year immediately following the applicable tax roll year (for example, 2025 taxes will be accumulated and used to pay debt service due in calendar year 2026). Said fiscal agent bank or banks shall make available from the Sinking Fund to the Paying Agent at least one (1) day in advance of each Interest Payment Date funds fully sufficient to pay promptly the 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 funds have actually been set aside out of the revenues of the Tax for each tax roll year sufficient to pay the principal and interest on the Bonds and any Additional Parity Bonds for the ensuing calendar year, and all required amounts have been deposited in the aforesaid Sinking Fund, then any excess of annual revenues of the Tax remaining for that tax roll year shall be free for expenditure by the District for the purposes for which the Tax was authorized by the voters.

(c) All moneys deposited with the regularly designated fiscal agent bank or banks of the District or the Paying Agent under the terms of this Bond Resolution shall be held for the benefit of the Owner of the 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 moneys in the Sinking Fund shall, at the written request of the District, be invested in accordance with the provisions of the laws of the State of Louisiana, and any interest earnings on the Sinking Fund shall be credited to the Sinking Fund.

SECTION 14. **Form of Bonds.** The Bonds and the endorsements to appear thereon shall be in substantially the form attached hereto as **Exhibit B**.

SECTION 15. **Issuance of Additional Parity Bonds.** The Bonds shall enjoy complete parity of lien on the Tax revenues and moneys in the Sinking Fund. The District, acting through the Board of Commissioners, hereby covenants that it will issue no other bonds or obligations of any kind or nature payable from or enjoying a lien on the Tax revenues or moneys in the Sinking Fund having priority over or parity with the Bonds, except that Additional Parity Bonds may hereafter be issued on a parity with the Bonds under the following conditions:

- (a) The Bonds or any part thereof, including interest, 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; provided, however, that if only a portion of the Bonds outstanding is so refunded and the refunding bonds require total principal and interest payments during any Bond Year in excess of the principal and interest which would have been required in such year to pay the Bonds refunded thereby, then such Bonds may not be refunded without the consent of the owners of the unrefunded portion of the Bonds.
- (b) Additional Parity Bonds may also be issued on parity with the Bonds and any outstanding Additional Parity Bonds if all of the following conditions are met:
 - (i) The anticipated avails or proceeds of the Tax in the calendar year in which the additional bonds are to be issued must be at least *1.35 times* the combined principal and interest requirements for any future calendar year on the Bonds, any outstanding Additional Parity Bonds and the Additional Parity Bonds to be issued.
 - (ii) There must be no delinquencies in the payments required to be made into the Sinking Fund established in Section 13 hereof.
 - (iii) The existence of the facts required by paragraphs (i) and (ii) above must be determined and certified to by an Executive Officer or by an independent firm of certified public accountants.

SECTION 16. **Rights of Bondholders; Appointment of Receiver in Event of Default.** The Owners from time to time shall be entitled to exercise all rights and powers for which provision is made in the laws of the State of Louisiana. Any Owners or any trustee acting for such Owners in the manner hereinafter provided, may, either at law or in equity, by suit, action, mandamus or other proceeding in any court of competent jurisdiction, protect and enforce any and all rights under the laws of the State of Louisiana, or granted and contained in this Bond Resolution, and may enforce and compel the performance of all duties required by this Bond Resolution, or by any applicable statutes to be performed by the District or by any agency, board or officer thereof, and in general to take any action necessary to most effectively protect the right of the Owners.

SECTION 17. **Budget; Annual Financial Statements.** As long as any of the Bonds are Outstanding, the District shall prepare and adopt a budget prior to the beginning of each Fiscal Year and shall furnish a copy of such budget to any Owner upon request. While any portion of the Bonds is Outstanding, the District shall make available to any Owner, upon request, its annual audited financial statements upon completion and acceptance by the Louisiana Legislative Auditor.

SECTION 18. **Discharge of Bond Resolution.** If the District shall pay or cause to be paid, or there shall be paid to the Owners, the principal of and interest on the Bonds, at the times and in the manner stipulated in this Bond Resolution in full for all amounts due and owing, then the pledge of the Tax revenues or any other money, securities, and funds pledged under this Bond Resolution and all covenants, agreements, and other obligations of the District to the Owners shall thereupon cease, terminate, and become void and be discharged and satisfied.

SECTION 19. **Defeasance.** Bonds 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 District of funds for such payment or redemption or otherwise) at the maturity or redemption date thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section, if they have been defeased pursuant to Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended, or any successor provisions thereto.

SECTION 20. **Cancellation of Bonds.** All Bonds paid or prepaid either at or before maturity, together with all bonds purchased by the District, shall thereupon be promptly cancelled by the Paying Agent. The Paying Agent shall thereupon promptly furnish to the Chief Financial Officer of the District an appropriate certificate of cancellation.

SECTION 21. **Mutilated, Destroyed, Lost or Stolen Bonds.** If (1) any mutilated Bond is surrendered to the Paying Agent, or the District and the Paying Agent receive evidence to their satisfaction of the destruction, loss or theft of any Bond, and (2) there is delivered to the District 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 District or the Paying Agent that such Bond has been acquired by a bona fide purchaser, the District 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 Bond, a new Bond 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 Bond has become or is about to become due and payable, the District in its discretion may, instead of issuing a new Bond, pay such Bond. Upon the issuance of any new Bond under this Paragraph, the District 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 Bond issued pursuant to this Paragraph in lieu of any mutilated, destroyed, lost or stolen bond shall constitute a replacement of the prior obligation of the District, whether or not the mutilated, destroyed, lost or stolen Bond shall be at any time enforceable by anyone and shall be entitled to all the benefits of the Bond Resolution. Any additional procedures set forth in the Agreement authorized in the Bond Resolution, shall also be available with respect to mutilated, destroyed, lost or stolen Bonds. The provisions of this Paragraph 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 Bonds.

SECTION 22. **Paying Agent; Paying Agent Agreement.** The original Paying Agent shall be the Secretary of the Board of Commissioners. The District will at all times maintain a Paying Agent meeting the qualifications hereinafter described for the performance of the duties hereunder for the Bonds. The District 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 or ordinance giving notice of the termination of the Agreement and appointing a successor and (b) causing notice to be given to each Owner. Any successor 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. If required, the Executive Officers are hereby authorized and directed to execute an appropriate Agreement with the Paying Agent for and on behalf of the District 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 23. **Notices to Owners.** Wherever this Bond Resolution provides for notice to Owners of any event, such notice shall be sufficiently given (unless otherwise herein expressly provided) if in writing and mailed, first class postage prepaid or via accepted means of electronic communication, to each Owner of such Bonds, at the address of such Owner as it appears in the Bond Register. In any case where notice to Owners is given by mail, neither the failure to mail such notice to any particular Owner, nor any defect in any notice so mailed, shall affect the sufficiency of such notice with respect to all other Bonds. Where this Bond Resolution provides for notice in any manner, such notice may be waived in writing by the Owner 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 24. **Publication; Peremption.** This Bond Resolution shall be published one time in the official journal of the District, or if there is none, in a newspaper having general circulation in the District. It shall not be necessary to publish the exhibits to this Bond Resolution but such exhibits shall be made available for public inspection at the offices of the Board of Commissioners at reasonable times and such fact must be stated in the publication within the official journal.

SECTION 25. **Disclosure Under SEC Rule 15c2-12.** The District is not required at this time to comply with the continuing disclosure requirements described in the Rule 15c2-12(b) of the Securities and Exchange Commission [17 CFR '240.15c2-12(b)].

SECTION 26. **Arbitrage.** The District covenants and agrees that, to the extent permitted by the laws of the State, it will comply with the requirements of the Code in order to establish, maintain and preserve the exclusion from "*gross income*" of interest on the Bonds under the Code. The District 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 Bonds or any other funds of the District to be used directly or indirectly in any manner, the effect of which would be to cause the Bonds to be "*arbitrage bonds*" or would result in the inclusion of the interest on any of the Bonds in gross income under the Code, including, without limitation, (i) the failure to comply with the limitation on investment of Bond 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 Bonds in a manner which would cause the Bonds to be "*private activity bonds*."

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

SECTION 27. **Small Issuer Exception.** The Bonds are designated as "*qualified tax-exempt obligations*" pursuant to Section 265(b)(3)(B) of the Code.

SECTION 28. **Severability.** In case any one or more of the provisions of this 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 this Bond Resolution or of the Bonds, but this 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 this Bond Resolution which validates or makes legal any provision of this 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 29. **Post-Issuance Compliance.** The Executive Officers and/or their designees are directed to establish, continue, and/or amend, as applicable, written procedures to assist the District in complying with various State and Federal statutes, rules and regulations applicable to the Bonds and are further authorized to take any and all actions as may be required by said written procedures to ensure continued compliance with such statutes, rules and regulations throughout the term of the Bonds.

SECTION 30. **Default.** Upon an event of default, the Owner may pursue any and all remedies, including but not limited to an action for mandamus, that may exist at law or in equity pursuant to the law of the State at the time of such event of default.

SECTION 31. **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.

Effective Date. This Bond Resolution shall become effective immediately upon its adoption by this Board of Commissioners

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Dr. Cefalu called for discussion and any action on usage of LAMPS for investments with a local bank for checking account. Attorney Bourgeois advised the Board of the reasons thereof. He stated that Dane with Robison Wealth Management will give us a rate of return comparison of Raymond James versus LAMPS. Mr. Dufrene and Mr. Nosacka addressed the Board and explained

further that it is a great recommendation and the reasons thereof. After further discussions, on motion of Mr. Dufrene, second by Mrs. Brocato and unanimously carried, the Board will adopt a resolution and authorize the Officers to sign off on any/all documents for the creation of accounts with LAMPS and to transition to said accounts. On further motion of Mrs. Cheramie, second by Mr. Robinson and unanimously carried, the Board voted to authorize Mr. Dufrene to be able to electronically access the accounts and transfer funds as needed.

Dr. Cefalu called for discussion and any action on authorization for architectural services for replacement staff elevators and for the entry of a Master Agreement with Grace Design Studios, LLC. Attorney Bourgeois advised the Board of the proposal from Grace Hebert and the estimate of the costs thereof. After a brief discussion, on motion of Mrs. Brocato, second by Mrs. Cheramie and unanimously carried, the Board authorized Dr. Cefalu to sign the proposal and for Grace Hebert to proceed with the replacement of the staff elevators project. Attorney Bourgeois then discussed a Master Service Agreement with Grace Hebert and the reasons thereof. He stated that revisions are being done. On motion of Mrs. Brocato, second by Mr. Dufrene and unanimously carried, the Board authorized Dr. Cefalu to sign the Master Service Agreement with Grace Hebert subject to legal approval of the revisions.

Dr. Cefalu called for discussion and any action on the infrastructure projects:

- A. Front Entrance Overhang - Attorney Bourgeois advised the Board that Grace Hebert will be doing a site visit and put together a punch list. He also advised the Board of the procedures that will follow. After a brief discussion, on motion of Mr. Robinson, second by Mr. McCarty and unanimously carried, the Board authorized Dr. Cefalu this date to sign off on the Certificate of Substantial Completion based on the recommendation of our Architect;
- B. First floor renovations - Attorney Bourgeois and Jennifer Wise, Chief Nursing Officer and CEO of OSM gave the Board an update on the status and the recommendations made by the OSM Staff for efficiency purposes. Updates on the progress will be given regularly to the Board;
- C. Exterior Replacement Panels - Attorney Bourgeois stated that this project is on hold. The brick repair work is completed, envelope repair project holding up well and substantially completed and are going through the punch list. Further discussions on the status was held as to the envelope repair project and the other office buildings;
- D. Emergency Generator Replacement - Attorney Bourgeois advised that there was a snafu in the bid process and it will now be opened on 12-18-2025. He also advised that YKH Consulting has submitted a proposal to provide engineering services for this project and the reasons thereof, stated the approximate costs and also stated that revisions need to be made. After a brief discussion, on motion of Mrs. Brocato, second by Mrs. Cheramie and unanimously carried, the Board voted to authorize Dr. Cefalu to sign the proposal from YKH

Consulting to provide engineering services. Attorney Bourgeois also advised that he has asked YKH to provide a Master Service Agreement and the reasons thereof;

E. Phase 2

I. Water Heater #2

II. Heat Exchanger #2

III. Replacement of Staff Elevators - Attorney Bourgeois stated that work is underway for items Items #1 and #2 and that Item #3 was discussed earlier. Mrs. Wise made further comments regarding a delay in obtaining some material.

Dr. Cefalu called for discussion and any action on OSM's position on the Provider Needs Assessment and the Community Needs. Attorney Bourgeois made a brief statement regarding the need to recruit, wanting to coordinate our efforts with OSM and that a previous meeting had been cancelled and had not been rescheduled. Attorney Bourgeois questioned Mrs. Wise as to OSM position on this matter. Mrs. Wise once again stated that they had entered into an agreement with The Medicus Firm for recruitment of Family Practice Doctor and that they have a J-1 Candidate (foreign Doctor who has received training in the U.S. and needs to find employment to stay in US). She also stated that there has been bi-weekly meetings with the Medicus Firm to discuss their recruitment findings. She also stated that there is one candidate that will have a site visit in January and that she will be happy to reschedule another Provider Needs Assessment/Community Needs Assessment meeting. Attorney Bourgeois then discussed the LDH grants that may be available for Louisiana Rural Facilities/Communities. After a brief discussion, on motion of Mrs. Brocato, second by Mr. Aucoin and unanimously carried, the Board authorized Dr. Cefalu and Attorney Bourgeois to meet with OSM regarding the Provider Needs Assessment/Community Needs Assessment and recruitment.

Dr. Cefalu called for discussion and any action on pediatric behavioral health services. Attorney Bourgeois advised that there had been a delay in scheduling the meeting with the community providers and will hopefully be set for sometimes next month.

Dr. Cefalu called for discussion and any action on Cooperative Endeavor Agreement with Ochsner regarding community outreach. Attorney Bourgeois discussed the issues with the community outreach invoices from Ochsner and the reasons the Cooperative Endeavor Agreement (CEA) may need to be changed. He recommended that we have a resolution to terminate the existing CEA and develop a new one. After a brief discussion, the Board agreed to discuss the matter further in Executive Session.

Dr. Cefalu called for discussion and any action on endowment fund with South LA Community College. Attorney Bourgeois advised that Lana Fontenot had reached out to him regarding this matter. After review of the information provided and further discussions, on motion of Mrs. Cheramie, second by Mrs. Brocato and unanimously carried the Board voted to give the endowment fund \$10,000.00. Further discussions were held as to how this endowment fund will pay

out/be distributed. After said discussions, the motion was thereupon withdrawn and the matter tabled pending further information as to how the endowment fund will work, etc.

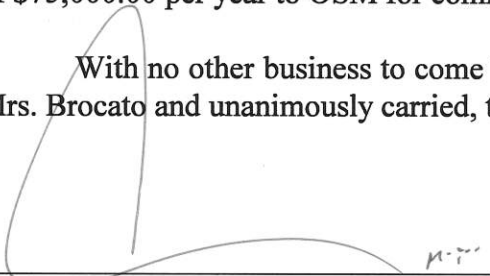
Dr. Cefalu called for the Administrative Report, to which he stated that he had nothing to add.

Dr. Cefalu called for the Announcement of the 2026 Meeting Dates: January 7th, February 4th, March 4th, April 1st, May 6th, June 3rd, July 1st, August 5th, September 2nd, October 7th, November 4th and December 2nd.

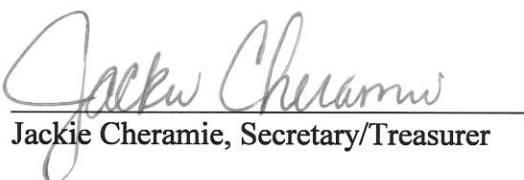
On motion of Mrs. Cheramie, second by Mr. Robinson and unanimously carried, the Board retired into Executive Session to discuss strategic planning pursuant to *LA R.S. 46:1071, et seq.*

Upon resuming from Executive Session, on motion of Mrs. Brocato, second by Mr. Robinson and unanimously carried, the Board voted to terminate the current Cooperative Endeavor Agreement regarding community outreach and authorized Dr. Cefalu to sign a new CEA for a flat fee payment of \$75,000.00 per year to OSM for community outreach with an annual report to the HSD #2.

With no other business to come before the Board, on motion of Mr. Robinson, second by Mrs. Brocato and unanimously carried, the meeting was adjourned.



William A. Cefalu, Jr., M.D., Chairman



Jackie Cheramie, Secretary/Treasurer