

**MINUTES OF MEETING OF
THE BOARD OF DIRECTORS OF
LOUISIANA CORRECTIONAL FACILITIES CORPORATION
TUESDAY, JUNE 8, 2021**

A meeting of the Board of the Louisiana Correctional Facilities Corporation (“LCFC”) was duly called and held on Tuesday, June 8, 2021 in the 8th Floor Baton Rouge Conference Room of Jones Walker LLP, 445 North Boulevard, Baton Rouge, Louisiana 70802, pursuant to due notice having been given according to Louisiana Public Meetings Law.

The following members were present:

Mr. Ted Riser
Mr. Tom C. Bickham, III
Mr. Rhett Covington

The following member was absent:

None

Also present:

Mr. Billy Breland, Maintenance and Corrections Director –
Department of Public Safety & Corrections
Mr. Matt Kern – Jones Walker LLP
Mr. John Morris – Jones Walker LLP
Ms. Lauren Tarver – Jones Walker LLP
Mr. John Mayeaux – Sisung Securities
Mr. Lee Bressler – Raymond James
Mr. John Shiroda – Hancock Whitney Bank

Item 1 – Call to Order and Roll Call

The meeting was called to order by Mr. Riser. Mr. Riser called roll and noted that a quorum was present and that the Board could conduct its business.

Item 2 - Approval of Minutes of the Board Meeting from December 14, 2020

Motion was made for the approval of minutes from the Board meeting of December 14, 2020 by Mr. Bickham. The Motion was seconded by Mr. Covington and the Motion passed by unanimous vote.

Item 3 - Update on LCFC Finances (review of bank statements)

No Bank of New York representatives were present at the meeting so Mr. Kern stated that he had reviewed the bank statements and that it was all routine activity. He stated that another project has closed in March 2021 for the Office of Juvenile Justice, so there are now bank statements included for that bond issue. He then noted that there was a fairly large balance in the Administrative Expense fund because of the release of the debt service reserve fund for the 2007 Tallulah Bonds which have been paid off. Initially, the Division of Administration intended for some of those funds to be used for the Office of Juvenile Justice project but now it looks like those funds will be applied to the LCIW project.

Item 4 - Update on projects for Department of Public Safety and Corrections

Mr. Breland stated that they have been dealing with the damage from Hurricanes Laura, Delta and the freeze. There was significant damage at DeQuincy, Allen, Laborde and Winnfield as well as damage at David Wade, Angola and Dixon. He stated that they had to go to a selection board to bring a designer in and put a package together. They have been working with the insurance adjustors and the Office of Risk Management trying to get all of this handled. They have designers onboard through Facility Planning Control performing assessments and putting packages together. There is FEMA project which involves mitigation of the Angola river pumps. Bids go out in July for that project. There are also other multiple renovation projects ongoing. He then stated that the LCIW project is set to break ground in August if the FEMA funds come through. Mr. Bickham stated that the LCIW project came in at about \$103,000,000 for construction. Additional funding will be coming from FEMA, revenue bonds, the funds in the Administrative Expense Fund and GO bonds. The total with the additional funds comes to \$114,000,000 which should cover everything needed for the project, including alternate items. There was then a discussion about the status of House Bill 2.

Item 5 – Approval of legal fees submitted by Jones Walker LLP (JW Invoice No. 1060814 dated January 19, 2021 in the amount of \$1,062.00, No. 1064625 dated February 22, 2021 in the amount of \$292.50, No. 1067841 dated March 18, 2021 in the amount of \$819.00, No. 1072088 dated April 23, 2021 in the amount of \$97.50 and No. 1077081 dated June 3, 2021 in the amount of \$1,911.40).

Motion was made for the approval of legal fees submitted by Jones Walker LLP by Mr. Bickham. The Motion was seconded by Mr. Covington and the Motion passed by unanimous vote.

Item 6 – Consideration of the following resolution in connection with the Louisiana Correctional Institute for Women project

A RESOLUTION MAKING CERTAIN FINDINGS WITH RESPECT TO AND AUTHORIZING THE ISSUANCE AND SALE BY THE LOUISIANA CORRECTIONAL FACILITIES CORPORATION OF NOT EXCEEDING \$46,000,000 OF THE CORPORATION'S LEASE REVENUE BONDS (LOUISIANA CORRECTIONAL INSTITUTE

FOR WOMEN PROJECT), IN ONE OR MORE SERIES, TAXABLE OR TAX-EXEMPT; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE, A GROUND LEASE, A FACILITIES LEASE, A COOPERATIVE ENDEAVOR AGREEMENT, A BOND PURCHASE AGREEMENT AND CERTAIN FINANCING DOCUMENTS REQUIRED FOR THE ISSUANCE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF ALL OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AND OTHERWISE PROVIDING WITH RESPECT THERETO.

Mr. Kern summarized the resolution for the group. This resolution increases the authorization from \$40,000,000 in revenue bonds to finance this project to \$46,000,000 to match the current version of House Bill 2. This will have the same structure as the Office of Juvenile Justice transaction. The Department will lease the property to LCFC and it is expected that Facility Planning will manage the construction of the project. The interest rate is not to exceed 5.5% and the term is not to exceed 30 years. The resolution also hires Raymond James & Associates, Inc. and Stifel, Nicolaus & Company, Incorporated as the underwriters for the transaction. Motion was made for approval of this resolution by Mr. Bickham. The Motion was seconded by Mr. Covington and the Motion passed by unanimous vote.

Mr. Bickham then asked if there were any time exclusions involved in this resolution. There was then a discussion about the timing of this matter and it was agreed that State Bond Commission approval should be obtained as soon as possible. There is no expiration on State Bond Commission approval. Mr. Kern then stated that the earliest this would be submitted to the State Bond Commission would be in July for the August meeting.

Item 7– Approval of The Bank of New York Mellon Trust Company Invoice No. 252-2366237, in the amount of \$2,100.00 for the Louisiana Correctional Facilities Corporation Lease Revenue Bonds, Series 2015 Administration Fee for the period March 9, 2021- March 8, 2022

Motion was made for the approval of The Bank of New York Mellon Trust Company Invoice No. 252-2366237 by Mr. Covington. The Motion was seconded by Mr. Bickham and the Motion passed by unanimous vote.

Item 8 - Transaction of such other business as may properly come before the Board

Mr. Bickham asked what needed to be done to free up the funds from the Administrative Expense Account for use on the LCIW project. Mr. Kern stated that the Chairman can direct where the funds from the Administrative Expense Account need to be transferred. Mr. Bickham stated that they would need to access those funds after the insurance money is applied and that would probably be around April or May of 2022. Mr. Kern then stated that it may make sense to add an item to the agenda authorizing the Chairman to sign any and all directions that he needs to sign to the Trustee to

transfer the funds to Facility Planning from the Administrative Expense Account. Motion was made by Mr. Bickham to add this matter to the agenda. The Motion was seconded by Mr. Covington and the Motion passed by unanimous vote.

Item 8a – To authorize the Chairman to sign directions to the Trustee to transfer funds from the Administrative Expense Account to Facility Planning as needed for the LCIW project

Motion was made to authorize the Chairman to sign directions to the Trustee to transfer funds from the Administrative Expense Account to Facility Planning as needed for the LCIW by Mr. Bickham. The Motion was seconded by Mr. Covington and the Motion passed by unanimous vote.

Mr. Riser then proposed that an item be added to the agenda to approve the reimbursement of travel expenses incurred by Board Members. Motion was made to approve same was made by Mr. Bickham. The Motion was seconded by Mr. Covington and the Motion passed by unanimous vote.

Item 8b - Approval of reimbursement of travel expenses incurred by Board members

Motion was made by Mr. Bickham for the approval of reimbursement of travel expenses incurred by Board Members. The Motion was seconded by Mr. Covington and the Motion passed by unanimous vote.

There was no other business to transact. Motion was made to adjourn by Mr. Covington. The Motion was seconded by Mr. Bickham and the Motion passed by unanimous vote.