

EXHIBIT A

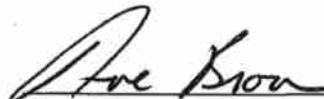
BY-LAWS

BUNCHES BEND PROTECTION DISTRICT

I, the undersigned Secretary-Treasurer of the Bunches Bend Protection District (the "*District*"), do hereby certify that the foregoing constitutes a true and correct copy of the proceedings taken by the Board of Commissioners of the Bunches Bend Protection District, the governing authority of the District on September 4, 2012, captioned as follows:

A RESOLUTION AUTHORIZING THE ADOPTION OF BY-LAWS FOR THE DISTRICT; HIRING GENERAL COUNSEL AND SPECIAL COUNSEL TO THE DISTRICT; AND PROVIDING FOR OTHER MATTERS WITH RESPECT THERETO.

IN FAITH WHEREOF, witness my official signature on this, the 4th day of September, 2012.



Steve Brown, Secretary-Treasurer

BUNCHES BEND PROTECTION DISTRICT

BY-LAWS

I. DEFINITIONS

1.1 For the purposes of these By-Laws, the following terms shall have the meanings herein specified.

“**Act**” means Act No. 570 of the Legislature of Louisiana, Regular Session of 2012.

“**Board**” means the Board of Commissioners of the District.

“**District**” means the Bunches Bend Protection District.

“**Governor**” means the Governor of the State.

“**State**” means the State of Louisiana.

II. OFFICES

2.1. The principal office of the District is:

c/o Brister and Brister
318 Morgan Street
Lake Providence, Louisiana 71254

Its mailing address is:

c/o Brister and Brister
318 Morgan Street
Lake Providence, Louisiana 71254

Its resident agent for service of process and his address is:

Andy Brister
Brister and Brister
318 Morgan Street
Lake Providence, Louisiana 71254

III. BOARD OF COMMISSIONERS

3.1 The Board shall be composed of at least six (6) natural persons. In accordance with the Act, the Board shall consist of (i) two members to be appointed by the Governor, to serve at his pleasure, (ii) one member to be appointed by the member of the State House of Representatives whose district encompasses all or the greater portion of the area of the District,

to serve at his pleasure, (iii) one member to be appointed by the member of the State Senate whose district encompasses all or the greater portion of the area of the District, to serve at his pleasure and (iv) two members to be appointed by the public utilities which own land or property or possess servitudes within the District. The initial members of the Board shall serve four year terms beginning on July 15, 2012.

3.2 Board members may serve until they are reappointed or until successors are appointed. All vacancies shall be filled in the same manner as the original appointment.

3.3 The Board shall hold its meetings and keep the books of the District at the principal office of the District, or at such other place as they may determine.

3.4 The property and business of the District shall be managed by the Board, which may exercise all such powers of the District and do all such lawful acts and things as by the Act or by these By-Laws directed or required to be exercised or done by other parties.

IV. COMMITTEES

4.1 The Board may by resolution(s) passed by a majority of the whole Board, designate one or more committees, each committee to consist of two (2) or more members of the Board, which shall have and may exercise such powers not inconsistent with the Act or these By-Laws.

4.2 All committees formed by the Board shall keep regular minutes of their proceedings and report the same to the Board.

V. COMPENSATION OF COMMISSIONERS

5.1 All members of the Board shall serve without compensation, but the District may reimburse such members for necessary expenses incurred in the discharge of their duties in compliance with Policy and Procedure Memorandum 49, as promulgated by the Division of Administration, as amended and revised and may, if authorized by the Board, be entitled to a per diem when conducting official business, not to exceed seventy-five (\$75.00) dollars per day.

VI. MEETINGS OF THE BOARD

6.1 All meetings of the Board shall be subject to the Open Meetings Law (La. R.S. 42:4.11 et seq.).

6.2 Regular meetings of the Board shall be held once every six months, or as otherwise provided by the Board.

6.3 Special meetings of the Board may be called by the President of the Board or by any four (4) members of the Board upon twenty-four (24) hours' notice given to each member of the Board. Such special meetings shall be held at the same place provided for regular meetings of

the Board, or at such other place as shall be designated in the notice of special meeting given in accordance with Section 7.2 hereof.

6.4 At all meetings of the Board, the presence of a majority of Commissioners shall be necessary and sufficient to constitute a quorum for the transaction of business. Except as otherwise required by statute, the vote of a majority of the Commissioners present at the time and place of any meeting may adjourn such meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Except as provided in Section 6.5 hereof, and the Act, the affirmative vote of a majority of the Commissioners present at a meeting shall be necessary to decide any question.

6.5 For purposes of the taxes authorized to be levied by the District pursuant to the Act, the District may levy and collect by resolution or ordinance adopted by a favorable vote of at least two-thirds of the total number of Commissioners, which shall include the favorable vote of both of the Commissioners appointed by the public utilities which own land or property or possess servitudes within the District, a combination of the taxes described by the Act.

VII. NOTICES

7.1 Whenever under the provisions of the Act or these By-Laws, notice is to be given to any Supervisor, it shall not be construed to necessarily mean personal notice, but such notice may be given in writing by mail by depositing the same in a post office or letter box in a postpaid sealed wrapper, addressed to such Supervisor at such address as appears in the records of the District, and such notice shall be deemed to be given at the time when the same shall thus be mailed.

7.2 Notices of special meetings may be given by mail or by posting a copy of the notice at the principal office of the District and shall comply with the provisions of the Open Meetings Law.

VIII. OPERATION OF THE DISTRICT

8.1 The District shall be subject to the Public Records Law (La. R.S. 44:1 *et seq.*), the Code of Governmental Ethics (La. R.S. 42:1101 *et seq.*) and the Bond Validation Procedures Act (La. R.S. 13:5121 *et seq.*), as provided in the Act. All construction performed by or on behalf of the District for the construction, improvement, repair or maintenance of any project shall be made and awarded for under the conditions, terms, requirements and provisions as are provided by the Act.

IX. OFFICERS

9.1 The officers of the District shall be a President, a Vice President and a Secretary-Treasurer.

9.2 The Board shall elect the officers of the District at a regular or special meeting each year, who shall serve one-year terms.

X. PRESIDENT

10.1 The President shall be the chief executive officer of the District. He shall preside at all meetings of the Board at which he is present. He shall, in general, perform all duties and have all powers incident to the office of president and shall perform such other duties and have such other powers as from time to time may be assigned to him by these By-Laws or by the Board.

XI. THE VICE PRESIDENT

11.1 At the request of the President or in the event of his absence or disability, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as from time to time may be assigned to him by these By-Laws or by the Board or by the President.

XII. THE SECRETARY-TREASURER

12.1 The Secretary-Treasurer shall keep the minutes of the proceedings of the Board in one or more books to be kept for such purpose. He shall have custody of the seal of the District, if any, and shall have authority to cause such seal to be affixed to or impressed or otherwise reproduced upon all documents, the execution and delivery of which on behalf of the District shall have been duly authorized. He shall keep full and accurate accounts of receipts and disbursements of corporate funds in books belonging to the District. He shall cause all moneys and other valuable effects to be deposited in the name and to the credit of the District in such depositories as may be designated by the Board. He shall cause the funds of the District to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements, and shall render to the president and the Board, whenever requested, an account of all his transactions as secretary-treasurer and of the financial condition of the District. He shall, in general, perform all duties and have all powers incident to the office of secretary-treasurer and shall perform such other duties and have such other powers as may from time to time be assigned to him by these By-Laws, by the Board or by the President.

XIII. EXECUTION OF INSTRUMENTS

13.1 All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such officer or officers or such agent or agents of the District and in such manner as the Board from time to time may determine.

13.2 All notes, drafts, acceptances, checks, endorsements, and all evidences of indebtedness of the District whatsoever shall be signed by such officer or officers or such agent or agents of the District and in such manner as the Board from time to time may determine. Endorsements for deposit to the credit of the District in any of its duly authorized depositories shall be made in such manner as the Board from time to time may determine.

XIV. AMENDMENTS

14.1 These By-Laws may be amended, restated or repealed by a majority vote of the entire Board at any regular or special meeting of the Board.

XV. SEAL

15.1 The Board may adopt an official seal of the District.

XVI. OFFICIAL JOURNAL

16.1 The official journal of the District is hereby designated as "*Banner-Democrat*," a weekly newspaper published in the Parish of East Carroll, Louisiana.

XVII. THE ACT

17.1 If the provisions of these By-Laws shall conflict with the provisions of the Act, the Act shall prevail.

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