

Invoice Date	Invoice Number	Description	Invoice Amount
05/17/2017	22037	GEN OBLIGATION BONDS SERIES 2017 GL-40040001-590400	\$51,120.00

Vendor No.	Vendor Name	Check No.	Check Date	Check Amount
405	FOLEY & JUDELL, LLP	00071901	05/25/2017	\$51,120.00

FOR SECURITY PURPOSES, THE FACE OF THIS DOCUMENT CONTAINS A COLORED BACKGROUND AND MICROPRINTING IN THE BORDER



St. Martin Parish Government

Master Account
P.O. Box 9
301 W. Port Street
St. Martinville, LA 70582
(337) 394-2200

Vendor Number	Check Date	Check Number
405	05/25/2017	00071901

\$51,120.00

Pay Fifty One Thousand One Hundred Twenty Dollars and 00 cents *****

To The Order Of
FOLEY & JUDELL, LLP
365 CANAL STREET
ONE CANAL PLACE--SUITE 2600
NEW ORLEANS, LA 70130

**FILE COPY
NON-NEGOTIABLE**

DO NOT WRITE / SIGN / STAMP BELOW THIS LINE
DEPOSITORY BANK ENDORSEMENT



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Security Features:

Results of these attributes:

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- [unclear]
- [unclear]

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40040001
590400

FOLEY & JUDELL, L.L.P.
ATTORNEYS AND COUNSELLORS AT LAW
ONE CANAL PLACE
SUITE 2600
365 CANAL STREET
NEW ORLEANS, LOUISIANA 70130-1138
(504) 568-1249 • FAX (504) 565-3900

BATON ROUGE OFFICE
ONE AMERICAN PLACE
SUITE 1950, 301 MAIN STREET
BATON ROUGE, LOUISIANA 70801
TELEPHONE (225) 923-2476
FAX (225) 923-2477

WAYNE J. NEVEU
SPECIAL COUNSEL

JOHN W. COX (RETIRED)
OF COUNSEL

DUDLEY C. FOLEY, JR.
(1910-2006)

LONNIE L. BEWLEY
(1932-2009)

HAROLD B. JUDELL
(1915-2011)

WILLIAM H. BECK, JR.
(1928-2016)

OUR FILE NO.

M. JASON AKERS
MEREDITH L. HATHORN
DAVID E. HENDERSON
J. HUGH MARTIN
ALAN L. OFFNER
JERRY R. OSBORNE
C. GRANT SCHLUETER
SUSAN WEEKS

JAIMEE L. BOYD

MAY 22 2017

May 17, 2017

ST. MARTIN PARISH GOVERNMENT

Hon. Guy Cormier, Parish President
St. Martin Parish Government
301 West Port Street
St. Martinville, Louisiana 70582

22,037

Re: \$15,000,000 General Obligation Bonds, Series 2017, of the
Parish of St. Martin, State of Louisiana

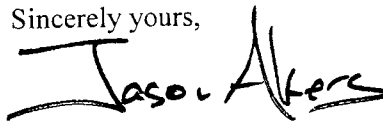
Guy
Dear ~~Hon.~~ Cormier:

We are enclosing herewith our statement of charges for legal services rendered in connection with the authorization, delivery, and approval of the above-captioned issue of Bonds. A copy of the resolution providing for the employment of our firm and authorizing payment for services rendered, which resolution has been approved by the Attorney General of the State of Louisiana, is attached hereto.

This fee may be paid from the proceeds of the captioned Bonds deposit with you upon delivery. A separate statement for reimbursement of out-of-pocket expenses will be furnished shortly but will be handled in the same manner.

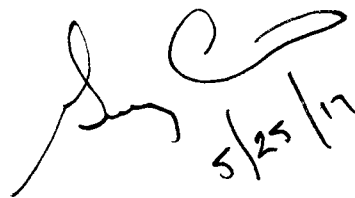
We have enjoyed being of service to you and the Parish in this connection and trust that you will not hesitate to let us know at any time we may be of further assistance.

Sincerely yours,



M. Jason Akers

MJA/dp
Enclosures



FOLEY & JUDELL, L.L.P.
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May 17, 2017

St. Martin Parish Government
 301 West Port Street
 St. Martinville, Louisiana 70582

22,037

IN ACCOUNT WITH: Foley & Judell, L. L. P. (Employer ID#72-0423911)
 Attorneys and Counselors at Law
 One Canal Place, Suite 2600
 365 Canal Street
 New Orleans, Louisiana 70130

Wire information:
 Whitney National Bank
 Routing #065400153
 Acct #06000029
 Beneficiary: Foley & Judell, LLP

RE: \$15,000,000 General Obligation Bonds, Series 2017, of
 the Parish of St. Martin, State of Louisiana

For legal services rendered in connection with the authorization, issuance, and delivery of Fifteen Million Dollars (\$15,000,000) of General Obligation Bonds, Series 2017, of the Parish of St. Martin, all in accordance with a resolution adopted by the Parish Council, acting as the governing authority thereof, on September 6, 2016, Section 9 of which resolution provides for the employment of Foley & Judell, L.L.P., as Bond Counsel, and which was approved by the Attorney General of the State of Louisiana. \$36,120.00

Preparation and distribution of the Preliminary Official Statement and Final Official Statement (but not including expenses billed directly from the printer). \$15,000.00

TOTAL \$51,120.00

The following resolution was offered by Lisa Nelson and unanimously seconded:

RESOLUTION NO. 16-078-RS

A resolution ordering and calling a special election to be held in the Parish of St. Martin, State of Louisiana, to authorize the incurring of debt and issuance of bonds therein; making application to the State Bond Commission in connection therewith; and providing for other matters in connection therewith.

BE IT RESOLVED by the St. Martin Parish Council, State of Louisiana (the "Governing Authority"), acting as the governing authority of the Parish of St. Martin, State of Louisiana (the "Parish"), that:

SECTION 1. Election Call. Subject to the approval of the State Bond Commission, and under the authority conferred by Article VI, Section 33 of the Constitution of the State of Louisiana of 1974, Sub-Part A, Part III, Chapter 4, Title 39 of the Louisiana Revised Statutes of 1950, as amended, the applicable provisions of Chapter 5 and Chapter 6-A of the Louisiana Election Code, and other constitutional and statutory authority, a special election is hereby called and ordered to be held in the Parish on **SATURDAY, DECEMBER 10, 2016**, between the hours of seven o'clock (7:00) a.m. and eight o'clock (8:00) p.m., in accordance with the provisions of La. R.S. 18:541, and at the said election there shall be submitted to all registered voters qualified and entitled to vote at the said election under the Constitution and laws of this State and the Constitution of the United States, the following proposition, to-wit:

**PROPOSITION
(BOND)**

Shall the Parish of St. Martin, State of Louisiana (the "Parish"), incur debt and issue bonds to the amount of not exceeding Twenty-Five Million Dollars (\$25,000,000), to run not exceeding twenty (20) years from date thereof, with the interest at a rate of not exceeding seven per centum (7%) per annum, for the following purposes: (i) \$20,000,000 for acquiring, constructing and improving drains, canals, pumps, pumping plants, dykes, levees and other drainage works within and for the Parish and (ii) \$5,000,000 for acquiring, constructing, improving and equipping parks, playgrounds, recreation centers and other recreational facilities, title to which shall be in the public, which bonds will be general obligations of the Parish and will be payable from ad valorem taxes to be levied and collected in the manner provided by Article VI, Section 33 of the Constitution of the State of Louisiana of 1974 and statutory authority supplemental thereto, with no increase in the estimated millage rate to be levied in the first year of issue above the 4.41 mills levied in 2015 to pay General Obligation Bonds of the Parish?

SECTION 2. Publication of Notice of Election. A Notice of Special Election shall be published in the *Teche News*, a newspaper of general circulation within the Parish, published in St. Martinville, Louisiana, and being the official journal of the Parish, once a week for four consecutive weeks, with the first publication to be made not less than forty-five (45) days nor more than ninety (90) days prior to the date of the election, which Notice shall be substantially in the form attached hereto as "Exhibit A" and incorporated herein by reference the same as if it were set forth herein in full.

SECTION 3. Canvass. This Governing Authority shall meet at its regular meeting place, the Carroll J. Fuselier Meeting Room, St. Martin Parish Annex Building, 301 West Port Street, St. Martinville, Louisiana, on **TUESDAY, JANUARY 3, 2017, at FIVE O'CLOCK (5:00) P.M.**, and shall then and there in open and public session proceed to examine and canvass the returns and declare the result of the said special election.

SECTION 4. Polling Places. The polling places set forth in the aforesaid Notice of Special Election are hereby designated as the polling places at which to hold the said election, and the Commissioners-in-Charge and Commissioners, respectively, will be the same persons as those designated in accordance with law.

SECTION 5. Election Commissioners; Voting Machines. The officers designated to serve as Commissioners-in-Charge and Commissioners pursuant to Section 4 hereof, or such substitutes therefor as may be selected and designated in accordance with La. R.S. 18:1287, shall hold the said special election as herein provided, and shall make due returns of said election for the meeting of the Governing Authority to be held on Tuesday, January 3, 2017, as provided in Section 3 hereof. All registered voters in the Parish will be entitled to vote at the special election, and voting machines shall be used.

SECTION 6. Authorization of Officers. The Clerk of the Council of the Governing Authority is hereby empowered, authorized and directed to arrange for and to furnish to said election officers in ample time for the holding of said election, the necessary equipment, forms and other paraphernalia essential to the proper holding of said election and the Chairman of the Council and/or Clerk of the Council of the Governing Authority are further authorized, empowered and directed to take any and all further action required by State and/or Federal law to arrange for the election.

SECTION 7. Furnishing Election Call to Election Officials. Certified copies of this resolution shall be forwarded to the Secretary of State, the Clerk of Court and *Ex-Officio* Parish Custodian of Voting Machines of St. Martin Parish and the Registrar of Voters of St. Martin Parish, as notification of the special election, in order that each may prepare for said election and perform their respective functions as required by law.

SECTION 8. Application to State Bond Commission. Application is made to the State Bond Commission for consent and authority to hold the special election as herein provided, and in the event said election carries for further consent and authority to issue, sell and deliver the bonds provided for therein. A certified copy of this resolution shall be forwarded to the State Bond Commission on behalf of this Governing Authority, together with a letter requesting the prompt consideration and approval of this application. By virtue of applicant/issuer's application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission's approval(s) resolved and set forth herein, it resolves that it understands and agrees that such approval(s) are expressly conditioned upon, and it further resolves that it understands, agrees and binds itself, its successors and assigns to, full and continuing compliance with the "State Bond Commission Policy on Approval of Proposed Use of Swaps, or other forms of Derivative Products Hedges, Etc.", adopted by the Commission on July 20, 2006, as to the borrowing(s) and other matter(s) subject to the approval(s), including subsequent application and approval under said Policy of the implementation or use of any swap(s) or other product(s) or enhancement(s) covered thereby.

SECTION 9. Employment of Bond Counsel. This Governing Authority finds and determines that a real necessity exists for the employment of special counsel in connection with the issuance of the Bonds, and accordingly, Foley & Judell, L.L.P., of New Orleans, Louisiana, as Bond Counsel, is hereby employed to do and perform work of a traditional legal nature as bond counsel with respect to the issuance and sale of said Bonds. Said Bond Counsel shall prepare and submit to this Governing Authority for adoption all of the proceedings incidental to the authorization, issuance, sale and delivery of such Bonds, shall counsel and advise this Governing Authority as to the issuance and sale thereof and shall furnish its opinions covering the legality of the issuance of the Bonds. The fee of Bond Counsel for each issue or series of bonds shall be fixed at a sum not exceeding the fee allowed by the Attorney General's fee guidelines for such bond counsel work in connection with the issuance of such series of bonds and based on the amount of said Bonds actually issued, sold, delivered and paid for, plus "out-of-pocket" expenses, said fees to be contingent upon the issuance, sale and delivery of said bonds. The Parish President is hereby authorized and directed to execute, and this Governing Authority hereby agrees to and accepts the terms of, the engagement letter of Bond Counsel appended hereto as Exhibit B. A certified copy of this resolution shall be submitted to the Attorney General of the State of Louisiana for his written approval of said employment and of the fees herein designated, and the Secretary is hereby empowered and directed to provide for payment of the work herein specified upon completion thereof and under the conditions herein enumerated.

SECTION 10. Appointment of Municipal Advisor. The Issuer hereby retains Government Consultants, Inc., Baton Rouge, Louisiana, to act as its Municipal Advisor ("MA") pursuant to the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules promulgated thereunder by the Securities and Exchange Commission. The Issuer hereby acknowledges that it is represented by the MA and will rely upon the advice of the MA with respect to the Bonds. The fee to be paid the MA shall be payable solely from the proceeds of the Bonds when and if issued, and the amount thereof shall be subject to the approval of the State Bond Commission. The Parish President is hereby authorized and directed to execute an appropriate contract with the MA.

SECTION 11. Declaration of Official Intent. Prior to the delivery of the Bonds, the Governing Authority anticipates that it may pay a portion of the costs of the projects from the General Fund. The projects include those purposes set forth in the proposition herein. Upon the issuance of the Bonds, the Issuer reasonably expects to reimburse any such expenditures of other available funds from a portion of the proceeds of the Bonds. Any such allocation of proceeds of the Bonds for reimbursement will be with respect to capital expenditures (as defined in Reg. 1.150-1(b)) and will be made upon the delivery of the Bonds and not later than one year after the later of (i) the date such expenditure was paid or (ii) the date on which the project was placed in service. This Section is intended to be a declaration of official intent within the meaning of Reg. 1.150-2.

SECTION 12. Additional Notice Requirement. This Governing Authority made the announcement with respect to the adoption of this resolution required by La. R.S. 42:19.1, at its public meeting on Tuesday, July 19, 2016 and published said announcement in the Official Journal on Wednesday, July 20, 2016.

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

YEAS: Byron Fuselier, Lisa Nelson, Jason Willis, Neil Thibodeaux, Chris Tauzin, Jill Hebert, Albert Menard, Dean LeBlanc and Daniel Richard, Jr.

NAYS: None

ABSTAIN: None

ABSENT: None

And the resolution was declared adopted on this, the 6th day of September, 2016.

/s/ Laci Laperouse
Clerk of the Council

/s/ Jason Willis
Chairman of the Council

APPROVED AS PER LETTER OF 3/30/17
JEFF LANDRY, ATTORNEY GENERAL

BY: 

ANGELIQUE DUHON FREEL
ASSISTANT ATTORNEY GENERAL

NOTICE OF SPECIAL ELECTION

Pursuant to the provisions of a resolution adopted by the St. Martin Parish Council, State of Louisiana (the "Governing Authority"), acting as the governing authority of the Parish of St. Martin, State of Louisiana (the "Parish"), on September 6, 2016, NOTICE IS HEREBY GIVEN that a special election will be held within the Parish on **SATURDAY, DECEMBER 10, 2016**, and that at the said election there will be submitted to all registered voters in the Parish qualified and entitled to vote at the said election under the Constitution and Laws of the State of Louisiana and the Constitution of the United States, the following proposition, to-wit:

PROPOSITION
(BOND)

Shall the Parish of St. Martin, State of Louisiana (the "Parish"), incur debt and issue bonds to the amount of not exceeding Twenty-Five Million Dollars (\$25,000,000), to run not exceeding twenty (20) years from date thereof, with the interest at a rate of not exceeding seven per centum (7%) per annum, for the following purposes: (i) \$20,000,000 for acquiring, constructing and improving drains, canals, pumps, pumping plants, dykes, levees and other drainage works within and for the Parish and (ii) \$5,000,000 for acquiring, constructing, improving and equipping parks, playgrounds, recreation centers and other recreational facilities, title to which shall be in the public, which bonds will be general obligations of the Parish and will be payable from ad valorem taxes to be levied and collected in the manner provided by Article VI, Section 33 of the Constitution of the State of Louisiana of 1974 and statutory authority supplemental thereto, with no increase in the estimated millage rate to be levied in the first year of issue above the 4.41 mills levied in 2015 to pay General Obligation Bonds of the Parish?

The said special election will be held at the following polling places situated within the Parish, which polls will open at seven o'clock (7:00) a.m., and close at eight o'clock (8:00) p.m., in accordance with the provisions of La. R.S. 18:541, to-wit:

POLLING PLACES	
Precinct	Location
1	Belle River Recreation Center, 1413 Hwy. 70, Pierre Part
2	New Fire Station-Stephensville, 1227 Stephensville Road, Morgan City
3	New Cade Fire Station, 1544 Smede Hwy., Broussard
4	Parish Government Building, 7313 Main Hwy., St. Martinville
5	St. Martinville Primary School, 716 N. Main Street, St. Martinville
6	Coteau Holmes Meeting Center, 1814 Coteau Holmes Hwy., St. Martinville
7	PAR Gov Bldg Cypress ISL S BN, 1011 Capritto-Forty Arpent Road, St. Martinville

POLLING PLACES	
Precinct	Location
8	Early Learning Center, 1004 S. Martin Luther King Jr. Drive, St. Martinville
9	St. Martinville Primary School, 716 N. Main Street, St. Martinville
10	Early Learning Center, 1004 S. Martin Luther King Jr. Drive, St. Martinville
11	Courthouse Building, 415 S. Main Street, St. Martinville
12	Courthouse Building, 415 S. Main Street, St. Martinville
13	North City Park Recreation Building, 100 Northside Park Drive, St. Martinville
14	Courthouse Building, 415 S. Main Street, St. Martinville
15	North City Park Recreation Building, 100 Northside Park Drive, St. Martinville
16	PAR Gov Bldg Cypress ISL S BN, 1011 Capritto-Forty Arpent Road, St. Martinville
17	North City Park Recreation Building, 100 Northside Park Drive, St. Martinville
18	St. Martinville Primary School, 716 N. Main Street, St. Martinville
19	North City Park Recreation Building, 100 Northside Park Drive, St. Martinville
20	North City Park Recreation Building, 100 Northside Park Drive, St. Martinville
21	Catahoula Elementary School Gym, 1016-A Catahoula School Hwy., St. Martinville
22	Catahoula Elementary School Gym, 1016-A Catahoula School Hwy., St. Martinville
23	Parish Fire Training Center, 1035-A Ruth Bridge Hwy., Breaux Bridge
24	Parish Fire Training Center, 1035-A Ruth Bridge Hwy., Breaux Bridge
25	New Parks Elementary School Gym, 1010-A St. Louis Drive, St. Martinville
26	Parks Primary Cafeteria, 1034 Main Street, Parks
27	Parks Primary Cafeteria, 1034 Main Street, Parks
28	New Parks Elementary School Gym, 1010-A St. Louis Drive, St. Martinville
29	New Parks Elementary School Gym, 1010-A St. Louis Drive, St. Martinville
30	Stmnt Par College & Career Readiness Center, 702 W. Bridge Street, Breaux Bridge
31	Agricultural Building, 114 Courthouse Street, Breaux Bridge
32	Agricultural Building, 114 Courthouse Street, Breaux Bridge

POLLING PLACES	
Precinct	Location
33	Breaux Bridge Sr H School, 1015 Breaux Bridge Sr. H School Road, Breaux Bridge
34	Breaux Bridge Sr H School, 1015 Breaux Bridge Sr. H School Road, Breaux Bridge
35	Butte Larose Fire Station, 1721 Herman Dupuis Road, Breaux Bridge
36	Sydney Mae Maraist Durand Senior Citizen Center, 391 Cannery Road, Breaux Bridge
37	Sydney Mae Maraist Durand Senior Citizen Center, 391 Cannery Road, Breaux Bridge
38	Stmnt Par College & Career Readiness Center, 702 W. Bridge Street, Breaux Bridge
39	Agricultural Building, 114 Courthouse Street, Breaux Bridge
40	Breaux Bridge Primary School, 915 St. Charles Street, Breaux Bridge
41	Sydney Mae Maraist Durand Senior Citizen Center, 391 Cannery Road, Breaux Bridge
42	Nina/Henderson Fire Station, 1008 Nina Hwy., Breaux Bridge
43	Nina/Henderson Fire Station, 1008 Nina Hwy., Breaux Bridge
44	Henderson Fire Station, 1014 Bernard Street, Breaux Bridge
45	Teche Elementary School, 2439 Main Hwy., Breaux Bridge
46	Teche Elementary School, 2439 Main Hwy., Breaux Bridge
47	Cecilia Fire Station, 1040 School Street, Breaux Bridge
48	PAR Gov Bldg Grand Anse, 1029 Dup-Dom Street, Breaux Bridge
49	VFW Annex, 1019 Clay Street, Arnaudville
50	Old Cecilia Sr High School Gym, 1038 School Extension Road, Breaux Bridge
51	Huron Head Start School, 1159 Huron Road, Arnaudville

The polling places set forth above are hereby designated as the polling places at which to hold the said election, and the Commissioners-in-Charge and Commissioners, respectively, shall be those persons designated according to law.

Notice is further given that a portion of the monies collected from the tax described in the Proposition shall be remitted to certain state and statewide retirement systems in the manner required by law.

The said special election will be held in accordance with the applicable provisions of Chapter 5 and Chapter 6-A of Title 18 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, and the officers appointed to hold the said election, as provided in this Notice of Special Election, or such substitutes therefor as may be selected and designated in accordance with La. R.S. 18:1287, will make due returns thereof to said Governing Authority, and NOTICE IS HEREBY FURTHER GIVEN that the Governing Authority will meet at its regular meeting place, the Carroll J. Fuselier Meeting Room, St. Martin Parish Annex Building, 301 West Port Street, St. Martinville, Louisiana, on **TUESDAY, JANUARY 3, 2017, at FIVE O'CLOCK (5:00) P.M.**, and shall then and there in open and public session proceed to examine and canvass the returns and declare the result of the said special election. All registered voters of the Parish are entitled to vote at said special election and voting machines will be used.

THUS DONE AND SIGNED at St. Martinville, Louisiana, on this, the 6th day of September, 2016.

ATTEST:

/s/ Jason Willis
Chairman of the Council

/s/ Laci Laperouse
Clerk of the Council

ENGAGEMENT LETTER

September 6, 2016

Hon. Guy Cormier
St. Martin Parish President
St. Martinville, Louisiana

Re: Proposed General Obligation Bonds of the Parish
of St. Martin, State of Louisiana

Dear Mr. Cormier:

The purpose of this engagement letter is to set forth certain matters concerning the role we will serve and the legal services we will provide as bond counsel to the Parish of St. Martin, State of Louisiana (the "Issuer") in connection with the issuance of the captioned bonds (the "Bonds"). We understand that the Bonds will be issued for the following purposes: (i) \$20,000,000 for acquiring, constructing and improving drains, canals, pumps, pumping plants, dykes, levees and other drainage works within and for the Parish and (ii) \$5,000,000 for acquiring, constructing, improving and equipping parks, playgrounds, recreation centers and other recreational facilities, title to which shall be in the public, and paying the costs of issuance of the Bonds (the "Project").

As bond counsel, we will prepare and submit to the St. Martin Parish Council, State of Louisiana (the "Governing Authority"), acting as the governing authority of the Issuer for adoption all of the legal proceedings required for the authorization, issuance, sale and delivery of the Bonds and provide advice of a traditional legal nature as to the issuance and sale of the Bonds. Our job is principally to render certain opinions to the Issuer regarding (i) the validity of the Bonds under applicable Louisiana law, (ii) the exemption of interest paid on the bonds from federal and/or state taxes, and (iii) other matters as may be applicable. The bond opinion will be based on facts and law existing as of its date. In rendering such opinion, we will rely upon the certified proceedings and other certifications of public officials and other persons furnished to our firm without undertaking to verify the same by independent investigation, and we will assume continuing compliance by the Issuer with applicable laws and other resolutions relating to the Bonds. During the course of this engagement, we will rely upon the staff of the Issuer and the members of the Governing Authority to provide us with complete and timely information on all developments pertaining to any aspect of the Bonds.

In our engagement as bond counsel, we will:

Confer with members of the working group, including you and other officials of the Issuer, relating to the Project and review legal issues relating to the structure of the Bond issue;

Prepare the Issuing Bond Resolution and all related financing documents (collectively, the "Bond Documents");

As requested, attend meetings of the Governing Authority at which the Bond Documents are adopted, including (as applicable) preparation of notices;

Prepare the application for approval of the issuance of the Bonds by the State Bond Commission and attend the State Bond Commission meeting at which such approval will be considered;

Prepare the closing index and various closing certificates, including the Tax Compliance Certificate, and supervise the execution of certain closing documents by the various parties thereto;

Prepare and file Internal Revenue Service Form 8038-G, as required by Federal law;

Prepare the Bonds and supervise their execution and authentication,

Prepare complete transcripts of record covering the issuance of the Bonds and furnishing the transcripts to various parties in connection therewith; and

Submit post-closing reports to the State Bond Commission, if required.

Our fee as bond counsel is based upon the terms, structure, size and schedule of the financing, the services provided, and the responsibilities assumed; however, our fee will not exceed that permitted by guidelines set forth by the Attorney General of the State of Louisiana and is subject to his approval. Our fee as bond counsel is a "contingent fee", meaning you are required to pay for our legal services only in the event the Bonds are actually sold and delivered.

Other vendors or members of the working group may charge additional fees or costs for their services.

We will continue to serve as bond counsel until the delivery of the Bonds; however, the Issuer and our firm each have the right to terminate this engagement at any time after providing reasonable advanced written notice, subject to the applicable rules of professional responsibility. Upon conclusion or termination of our representation of the Issuer, papers and property furnished by the Issuer will be returned promptly upon request.

Please note that we are not municipal advisors, and we do not render financial advice or other financial services to the Issuer; however, in the course of providing traditional legal services, we may provide factual information that is not specifically tailored to the Bonds or that does not rise to the level of a recommendation concerning a course of action. We will, however, analyze, discuss and advise the Issuer regarding the legal ramifications of the structure, timing, terms and other provisions of the Bonds, as these functions are essential to developing a plan of finance.

On behalf of the Issuer, you have represented to us that in connection with the issuance of the Bonds the Issuer is represented by, and with respect to financial matters will rely on the advice of, Government Consultants, Inc., an independent registered municipal advisor under the rules promulgated by the Securities and Exchange Commission. By obtaining such representation from you, our firm is not a municipal advisor and is not subject to the fiduciary duty established in Section 15B(c)(1) of the Securities Exchange Act of 1934, as amended.

Applicable ethical rules in Louisiana prohibit us from undertaking this representation if we represent another party that is directly adverse to the Issuer or if there is a significant risk that other considerations will materially limit our representation of the Issuer. As you are aware, our firm represents many political subdivisions, including others in St. Martin Parish. At this time, we do not believe any other current or past engagement of our firm adversely affects our ability to represent the Issuer as provided in this letter; however, we invite you to discuss any concerns you have with us.

If this letter is acceptable to the Issuer, please so indicate by executing where indicated below and returning a copy to us, retaining the original for your files. We appreciate the opportunity to serve the Issuer and look forward to working with you.

FOLEY & JUDELL, L.L.P.

BY: 

M. JASON AKERS, PARTNER

**ACCEPTED AND APPROVED:
PARISH OF ST. MARTIN, STATE OF LOUISIANA**

BY: 

NAME: GUY CORMIER

TITLE: PARISH PRESIDENT

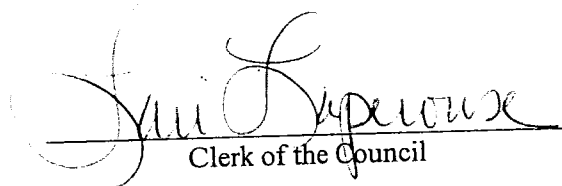
DATED: SEPTEMBER 6, 2016

STATE OF LOUISIANA

PARISH OF ST. MARTIN

I, the undersigned Clerk of the Council of the St. Martin Parish Council, State of Louisiana (the "Governing Authority"), the governing authority of the Parish of St. Martin, State of Louisiana (the "Parish"), do hereby certify that the foregoing pages constitute a true and correct copy of the proceedings taken by the Governing Authority on September 6, 2016, ordering and calling a special election to be held in the Parish of St. Martin, State of Louisiana, to authorize the incurring of debt and issuance of bonds therein; making application to the State Bond Commission in connection therewith; and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature at St. Martinville, Louisiana, on this, the 6th day of September, 2016.


Clerk of the Council

Invoice Date	Invoice Number	Description	Invoice Amount
06/12/2018	JUNE-12-2018	OBL BONDS SERIES 2017-ANNUAL REPORTS PREP GL-40040001-590400	\$500.00

Vendor No.	Vendor Name	Check No.	Check Date	Check Amount
405	FOLEY & JUDELL, LLP	00078689	06/26/2018	\$500.00

FOR SECURITY PURPOSES, THE FACE OF THIS DOCUMENT CONTAINS A COLORED BACKGROUND AND MICROPRINTING IN THE BORDER



St. Martin Parish Government

Master Account
P.O. Box 9
301 W. Port Street
St. Martinville, LA 70582
(337) 394-2200

Vendor Number	Check Date	Check Number
405	06/26/2018	00078689

\$500.00

Pay Five Hundred Dollars and 00 cents *****

To The Order Of
FOLEY & JUDELL, LLP
365 CANAL STREET
ONE CANAL PLACE--SUITE 2600
NEW ORLEANS, LA 70130

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FOLEY & JUDELL, L.L.P.

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BATON ROUGE OFFICE
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DUDLEY C. FOLEY, JR.
(1910-2006)
LONNIE L. BEWLEY
(1932-2009)
HAROLD B. JUDELL
(1915-2011)
WILLIAM H. BECK, JR.
(1928-2016)

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JAIMEE L. BOYD
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SPECIAL COUNSEL

J. HUGH MARTIN
SUSAN WEEKS
OF COUNSEL

June 12, 2018

St. Martin Parish Government
P.O. Box 9
St. Martinville, Louisiana 70582

IN ACCOUNT WITH:

Foley & Judell, L.L.P.
Federal ID #72-0423911
Attorneys and Counsellors at Law
One Canal Place, Suite 2600
New Orleans, Louisiana 70130

Re: \$15,000,000 General Obligation Bonds, Series 2017 of the
Parish of St. Martin, State of Louisiana

For expenses incurred, as bond counsel to the Parish of St. Martin, State of Louisiana, in connection
with the preparation of Annual Reports as required by the Continuing Disclosure Rules of SEC Rule
15c2-12.

Total \$500

Handwritten signature and initials in black ink, written over the total amount of \$500. The signature appears to be 'H J'.