

**RESOLUTIONS & BACKUP INFORMATION
FOR THE REGULAR MEETING OF
SEPTEMBER 28, 2017**

ITEM A

Consider Approval of a Resolution Authorizing the President and Chief Executive Officer to Enter into a Professional Services Contract with APTIM Port Services, LLC, at a Cost Not to Exceed \$300,000 for As-Needed Container Crane Engineering Services. (Ms. Fant)

BACKGROUND INFORMATION

CONTRACT TITLE: As-Needed Container Crane Engineering Services

PROPOSED CONSULTANTS: APTIM Port Services, LLC

SCOPE OF WORK: To provide as-needed professional engineering services for repairs of, modifications to, or other work performed on or for the Board's six ship-to-shore container cranes and two rubber tire gantry cranes.

FUNDING SOURCE: Board's Capital Improvement Program

CONTRACT AMOUNT: Not to exceed \$300,000

CONTRACT TIME: Three years

SUMMARY OF PROPOSERS:

1. APTIM Port Services, LLC
2. Boos Navarre Consulting Engineers

CONSULTANT SELECTION COMMITTEE MEMBERS:

- Tony Evett, Committee Chair
- Darren Austin
- Mujahed Shalabi
- John Guidry
- Jacob Crist

RECOMMENDED ACTION: Award contract to APTIM Port Services, LLC, for an amount not to exceed \$300,000.

DBE/SBE PARTICIPATION: 20%

PROJECT MANAGER: Tony Evett

ITEM A

RESOLUTION

IT IS HEREBY RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT OF NEW ORLEANS that its President and Chief Executive Officer Brandy D. Christian be, and she is, hereby authorized and empowered on behalf of this Board to enter into a professional services contract for a term of three years with APTIM Port Services, LLC, at a cost not to exceed \$300,000, to provide as-needed container crane engineering services; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that the said Brandy D. Christian be, and she is, hereby authorized and empowered on behalf of this Board to execute all documents and to take all further action as she in her discretion may deem necessary or required in the best interests of this Board to give full force and effect to the intentions expressed in this resolution.

ITEM B

Consider Approval of a Resolution by the Board of Commissioners of the Port of New Orleans That (1) Determines that the Granting of an Option to Purchase 48.44 Acres of Land Along with all of the Buildings Located Thereon at 4325 France Road, New Orleans, Louisiana, by the Board to TCI Packaging, LLC (“TCI”), for Industrial Inducement Purposes and the Provision of Four Million Five Hundred Thousand Dollars (\$4,500,000) to TCI for Industrial Inducement Purposes, All by a Suitable and Appropriate Lease and Relocation Agreement Are in the Board's Best Interests; and (2) Authorizes its President and Chief Executive Officer to Take Such Actions as Are Legal and Necessary to Ensure the Completion of the Same. (Ms. Coats)

BACKGROUND INFORMATION **AND** **RESOLUTION**

IT IS HEREBY RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT OF NEW ORLEANS that it has evaluated the potential risks and rewards for the Board's participation and investment in the Project as defined below in this resolution and has determined that, under the Lease and Relocation Agreement between TCI and the Board effective August 28, 2017 (the “Lease”), and other related documents, the Board reasonably expects to receive more than the equivalent value and benefit for the granting of an Option to Purchase 48.44 acres of land along with all of the buildings located thereon at 4325 France Road, New Orleans, Louisiana (the “Property”), by the Board to TCI Packaging, LLC (“TCI”), and the provision of four million five hundred thousand dollars (\$4,500,000) to TCI to be spent for improvements on the Property; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that, pursuant to La. R.S. 33:4717.2, it gives the following general description of the proposed transfer (the “Project”) as fully set forth in the Lease: Pursuant to statutory and legal authority, the Board intends to grant an Option to Purchase the Property (the “Option”) by the Board to TCI for industrial inducement purposes, which Option may be exercised at any time during the twenty-year Lease and to provide four million five hundred thousand dollars (\$4,500,000) to TCI for industrial inducement purposes. TCI shall use the \$4.5 million to develop an industrial development project on the Property. Specifically, TCI will renovate/rehabilitate an integrated global resin plastics packaging facility (to be a minimum of 185,000 square feet) on the Property for receiving, packaging and storing plastic pellets and resins and other goods and materials that have been received at the Property and will be shipped via vessel over Board-owned maritime cargo facilities. This shall include weatherproofing, working lighting and electrical systems, and a working sprinkler system with all repairs completed according to applicable building codes. During the course of the Lease between TCI and Board, the Property shall be required to be primarily used for maritime commerce that directly benefits Board in terms of direct and indirect revenues. If TCI chooses to exercise the Option, TCI must give irrevocable notice in writing to the Board and shall be obligated to continue to use the Property for a primary maritime use generating cargo at the Board’s wharves and subject to the Board’s reservation of mineral rights. TCI shall continue to pay rent to the Board under the

Lease until the closing. If the Option is exercised, the time for the closing of such purchase of the Property is governed by Section 3 of the Lease; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that, pursuant to La. R.S. 33:4717.2, it gives the following description of the Property:

- (i) **A CERTAIN PORTION OF GROUND TOGETHER WITH ALL OF THE BUILDINGS AND IMPROVEMENTS THEREON, ALL OF THE RIGHTS, WAYS, PRIVILEGES, SERVITUDES AND APPURTENANCES THEREUNTO BELONGING OR IN ANYWISE APPERTAINING, SITUATED IN THE THIRD DISTRICT, CITY OF NEW ORLEANS, ON THE WEST SIDE OF THE INNER HARBOR NAVIGATION CANAL AND BEING DESIGNATED AS SQUARE T, LOT I AS SHOWN ON A PLAN OF RESUBDIVISION BY THE OFFICE OF GANDOLFO KUHN, L.L.C. DATED AUGUST 9, 2007, LAST REVISED NOVEMBER 12, 2007 DRAWING NUMBER T-183-12-1 APPROVED BY CITY PLANNING COMMISSION ON DECEMBER 17, 2007, DOCKET NO. 157-07 AND RECORDED AS DECLARATION OF TITLE CHANGE ON DECEMBER 18, 2007 IN CIN 383551 AND NA# 2007-84601, AND IS MORE PARTICULARLY DESCRIBED AS FOLLOWS:**

COMMENCE AT THE CENTERLINE OF THE INNER HARBOR NAVIGATION CANAL AT SURVEY STATION 190+75.51; THENCE S 74° 28' 43" W, A DISTANCE OF 100 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE S 74° 28' 43" W, A DISTANCE OF 100 FEET TO A POINT; THENCE S 15° 31' 17" E, A DISTANCE OF 17.51 FEET TO THE NORTH RIGHT OF WAY LINE OF U.S. HIGHWAY 90; THENCE ALONG SAID LINE FOR THE NEXT TWO COURSES S 74° 28' 43" W, A DISTANCE OF 177 FEET TO A POINT; THENCE S 77° 01' 06" W, A DISTANCE OF 481.81 FEET TO THE SOUTHWESTERLY AND PROTECTED SIDE OF THE FLOODWALL RIGHT OF WAY; THENCE ALONG SAID FLOODWALL RIGHT OF WAY FOR THE NEXT TWO COURSES N 52° 43' 38" W, A DISTANCE OF 36.88 FEET TO A POINT AND CORNER; THENCE N 15° 23' 08" W A DISTANCE OF 213.83 FEET TO A POINT THAT LIES APPROXIMATELY 8 FEET EAST OF THE EAST EDGE OF FRANCE ROAD; THENCE PARALLEL TO AND APPROXIMATELY 8 FEET EAST OF THE SAID EDGE OF FRANCE ROAD FOR THE NEXT FOUR COURSES N 20° 43' 40" W, A DISTANCE OF 258 FEET TO A POINT; THENCE N 15° 59' 14" W, A DISTANCE OF 403.59 FEET TO A POINT; THENCE N 15° 09' 24" W, A DISTANCE OF 994.28 FEET TO A POINT; THENCE N 15° 31' 44" W, A DISTANCE OF 729.30 FEET TO THE NORTH LINE OF SQUARE T, LOT 1 AT SURVEY STATION 217+06.62; THENCE ALONG SAID LINE N 74° 28' 43" E, A DISTANCE OF 800.60 FEET TO THE EAST LINE OF SQUARE T, LOT 1; THENCE ALONG SAID LINE S 15° 31' 17" E, A DISTANCE OF 2631.11 FEET TO A POINT AT SURVEY STATION 190+75.51 AND THE POINT

OF BEGINNING. CONTAINING 48.4404 ACRES.

ALL IN ACCORDANCE WITH THE SURVEY BY OFFICE OF GANDOLFO KUHN, L.L.C., PAUL J. KOCKE, SR. SURVEYOR, DATED JUNE 21, 2017, DRAWING NUMBER T-183-12B-A;

TOGETHER WITH

- (ii) ANY BUILDINGS AND IMPROVEMENTS LOCATED THEREON; AND TOGETHER WITH**
- (iii) A NON-EXCLUSIVE SERVITUDE OVER CERTAIN ADJACENT STREETS PROVIDING RIGHTS OF INGRESS AND EGRESS THERETO; and**

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that its President and Chief Executive Officer be, and she is, hereby further authorized and empowered on behalf of the Board to take any such action as is legal and necessary for the completion of the Project described in this resolution, and which she shall deem appropriate in her discretion so long as they do not conflict with the terms as follows.

The Board will receive the appraised value of the Property as set forth below:

1. **Purchase Price.** By using information available from the U.S. Department of Labor, Bureau of Labor Statistics, or successor, \$15,000,000 shall be multiplied by the value of a fraction which shall be determined by dividing the numerator thereof by the denominator thereof, the denominator of which shall be the Consumer Price Index figure for All Urban Consumers, U.S. City Average, All Items (1993-95 = 100) (hereinafter "the CPI-U") for six months prior to the Commencement Date and the numerator of which shall be the CPI-U figure for six months prior to the Closing Date. In no event, the above calculation notwithstanding, shall the Purchase Price be less than \$15,000,000.
2. **Maritime Commerce.** During the term of the Lease, the Property shall be used primarily for the purpose of receiving, packaging and storing plastic pellets and resins and other goods and materials that have been received at the Property and will be shipped via vessel over Board-owned maritime cargo facilities in the near term. As a secondary purpose, TCI may utilize the Property for any other legal purpose as provided under federal, state and municipal law. This permission is expressly conditioned on TCI's compliance with La. R.S. 33:4717.2 and Sections 5 and 12 of the Lease. In no event shall TCI use the Property for any activities which could result in an adverse environmental impact on the Property or any adjacent property, whether owned by Board or not.

3. **Public Belt Railroad.** In addition to receiving a value commensurate to the value of the Property, the Board intends the Lease with TCI, including both the possible transfer of the Property through the Option and the provision of four million five hundred thousand dollars (\$4,500,000) to TCI, to be part of a larger overall business strategy by the Board intended to induce and encourage local industry. Specifically, the Board is entering into a transaction with the City of New Orleans to exchange the City-owned New Orleans Public Belt Railroad Commission and/or all of its assets for the Board-owned Governor Nicholls Street Wharf and the Esplanade Avenue Wharf, including the sheds built on each, which are currently leased to TCI. In order to implement this transaction, TCI must be relocated and has agreed to do so through the Lease, which includes the proposed transfers listed in this resolution; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that the grant of this Option and the provision of the \$4.5 million to TCI as provided in the Lease is hereby approved, and, if TCI chooses to exercise the Option, the President and Chief Executive Officer of the Board be, and she is, hereby further authorized and empowered on behalf of this Board to enter into the act of sale and any ancillary, related documents necessary to cause the transfer of the Property under the terms and conditions set out above and any other terms and conditions she may deem appropriate, but not inconsistent with those set out above; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that, pursuant to La. R.S. 33:4717.2, this resolution shall be published as soon as possible after its adoption in one issue of the Board's official journal and that, for a period of thirty days from the date of such publication, any interested person may contest the legality of such resolution or the validity of the authorized transfer, after which time no one shall have any cause of action to contest the legality of the transfer for any cause whatsoever, and it shall be conclusively presumed thereafter that every legal requirement has been complied with, and no court shall have authority to inquire into such matters after the lapse of said thirty days; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that it hereby gives formal notice to the public that the proposed transfer is documented in detail in the Lease, which is on file and available for public inspection during regular business hours at the Board's Administrative Building at 1350 Port of New Orleans Place in New Orleans, Louisiana 70130; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that its President and Chief Executive Officer be, and she is, hereby authorized and empowered on behalf of this Board to execute such documents, expend such funds and take all such actions as she may deem necessary in her discretion to give full force and effect to the intentions expressed in this resolution.

ITEM C

Consider Approval of a Resolution Authorizing the President and Chief Executive Officer to Enter into a Lease with Holcim (US), Inc., for 11.4 Acres at 5301 France Road for an Initial Term of Ten Years with Two Additional Five-Year Options. (Ms. Coats)

BACKGROUND INFORMATION

DOCUMENT: Lease Agreement

PARTIES: Holcim (US) Inc., (Holcim)

LOCATION: 5301 France Road, New Orleans, La.

PREMISES: Approximately 11.4 acres

TERM: An initial 10-year term with two additional 5-year options.

RENT: 10-year term - \$177,154 annually, \$44,288.55 payable quarterly;
CPI-U adjustment beginning Year 6
Option period, if exercised – CPI-U adjustment beginning each option period

USE: For the manufacture and distribution of cement and related products and as a terminal in the conduct of Holcim's business.

OTHER TERMS AND CONDITIONS: As consideration for this lease, Holcim must make an investment into the leasehold of at least \$4,500,000, which may include, but not be limited to the installation of a truck loading and storage bin, a truck loadout scale and the associated transferring equipment. Such investment shall be made no later than twelve months after the effective date of the said lease.

RESOLUTION

IT IS HEREBY RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT OF NEW ORLEANS that its President and Chief Executive Officer Brandy D. Christian, be and she is, hereby authorized and empowered on behalf of this Board to enter into a lease agreement with Holcim (US) Inc., for property located at 5301 France Road, New Orleans, Louisiana, on such terms and conditions as the said Brandy D. Christian may in her discretion determine to be in the best interests of this Board and not inconsistent with the foregoing; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that the said Brandy D. Christian be, and she is, hereby authorized to take such actions, enter into such agreements and execute such documents as are deemed necessary in her discretion to give full force and effect to the intentions expressed in this resolution.

ITEM D

Consider Approval of a Resolution Amending the Board's FMC Tariff, T-No. 2, to Implement Rate Changes Impacting Riverboat Cruises, Dinner Cruises and Ocean Cruises (Ms. Blackman)

BACKGROUND INFORMATION

Action: Amend the Board's FMC Tariff, T-No. 2, to Implement Rate Changes under the following headings:

- Dockage Charges for Inland Watercraft, Item #422
- Dockage Charges for Inland Watercraft - Passenger, Item #423
- Dockage Charges for Passenger Vessels with Passengers on Board After 24 Hours, Item #431
- Passenger Wharfage Charges, Item #438

Purpose: In an effort to respond in a timely and appropriate manner to changing marketplace considerations, long-standing competitive relationships and the financial and economic realities of the maritime industry, specifically affecting riverboat, dinner and ocean cruises, the Board must from time to time adjust the pricing and the structure of the rates and charges which the Board imposes for the use of its facilities.

Goal: Allow Port Nola to be competitively priced by adjusting tariffs affecting dinner, river and ocean cruises. These increases are to be implemented over the course of the next three calendar years.

Effective Dates: January 1, 2018, January 1, 2019, and January 1, 2020

Recommended Action: To mitigate increased dredging and operational costs, allow the Port to be competitive, and offset reduced berthing options, the Board is asked to increase tariffs for dinner, river and ocean cruises over the course of the next three calendar years.

Project managers: Laura Blackman and Steven Gauthier

The initial proposed changes would be effective January 1, 2018, giving tenants approximately 90 days' notice of the first increase.

RESOLUTION

IT IS HEREBY RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT OF NEW ORLEANS that, in order to respond in a timely and appropriate manner to changing marketplace considerations, long-standing competitive relationships and the financial and economic realities of the maritime industry, the Board must from time to time adjust the pricing and the structure of the rates and charges which the Board imposes for the use of its facilities; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that, effective January 1, 2018, January 1, 2019, and January 1, 2020, the Board's FMC Tariff, T-No. 2, be, and it is, hereby amended to implement various rate increases and update various items as shown on Exhibit A, attached to and hereby made a part of this resolution; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that its President and Chief Executive Officer Brandy D. Christian be, and she is, hereby authorized to take such actions, enter into such agreements and execute such documents as are deemed necessary in her discretion to give full force and effect to the intentions expressed in this resolution.

Exhibit A

TARIFF REVISIONS

Item #422 -- Dockage for Inland Watercraft (Dinner Cruises)

Cruise Department proposes to delete the following two categories under "Harbor Excursion":

- Harbor Excursion Boats >250 tons, dockage per day for intermittent days usage
- Harbor Excursion Boats <250 tons, dockage per day.

Cruise Department recommends changing the Harbor Excursion Boats >250 tons, dockage per day for consecutive days usage category to read instead:

- Harbor Excursion Boats, dockage per day

With this one category, the Cruise Department proposes a \$105.35/day increase in Year 1 beginning on January 1, 2018, followed by a \$21.07/day increase in Year 2 on January 1, 2019, and a \$23.18/day increase in Year 3 on January 1, 2020.

YEAR	INCREASE	PER DAY	PER CALENDAR YEAR
Currently		105.35	38,452.75
Year 1 (2018)	\$105.35	210.70	76,905.50

Year 2 (2019)	\$ 21.07	231.77	84,596.05
Year 3 (2020)	\$ 23.18	254.95	93,056.75

Prior to the 7.5% increase in 2016, this tariff was last previously adjusted in 2012.

Item #423 – Dockage for Inland Watercraft – Passenger

Cruise Department recommends a 50% increase in Year 1 beginning on January 1, 2018, followed by 10% increases in each of Years 2 and 3 on January 1, 2019, and January 1, 2020. The present rate, \$0.86 per linear foot, reflects a 7.5% increase in 2016. Prior to 2016, this tariff was last adjusted in 1999 and was set at \$0.80 /linear foot for 17 years. Based on CPI-U, \$0.80 in 1999 equates to \$1.19 in 2017. Therefore, the Cruise Department proposes the rate be adjusted to \$1.29/linear foot in CY 2018, \$1.42/linear foot in CY 2019, and 1.56/linear foot in CY 2020.

YEAR	INCREASE	PER DAY	PER CALENDAR YEAR (w/90 CALLS)
Currently		344.00	30,960.00
Year 1 (2018)	\$1.29	516.00	46,440.00
Year 2 (2019)	\$0.13	568.00	51,120.00
Year 3 (2020)	\$0.14	624.00	56,160.00

**Item #431 – Dockage Charges for Passenger Vessels
with Passengers on Board after 24 Hours**

Cruise Department recommends a 50% increase in Year 1 beginning on January 1, 2018, followed by 10% increases in each of Years 2 and 3 on January 1, 2019, and January 1, 2020. The present rates and proposed increases are:

	2017	2018	2019	2020
Ocean	\$10	\$15	\$16.50	\$18.15
Inland	\$ 4	\$ 6	\$ 6.60	\$ 7.26

This category would typically apply to a Port of Call outside of the berthing agreements (e.g., like the *Amadea*, *Europa* or *Balmoral*).

Item #438 –Passenger Wharfage Charges

Cruise Department proposes a 50% increase in Year 1 beginning January 1, 2018, followed by a 10% increase in Year 2 beginning January 1, 2019, and another 10% increase in Year 3 beginning January 1, 2020.

	2017	2018	2019	2020
Ocean				
Embark/Debark (r/t)	\$5	\$ 7.50	\$8.25	\$9.08
Embark/Debark (Not r/t)	\$10	\$15.00	\$16.50	\$18.15
In-transit	\$7	\$10.50	\$11.55	\$12.71
Inland				
Fee Per Passenger	\$4	\$6	\$6.60	\$7.26

As of May, 2017, wharfage rates in eleven competitor ports ranged from \$5.20 to \$20 per embark/debark or Port of Call (POC). The average fee for these eleven ports is \$10.18. Port Nola presently charges \$5.00.

We propose a 50% increase raising the rate to \$7.50 in Year 1 beginning January 1, 2018. Though still below the average, this increase would put Port Nola above Galveston/Houston (\$5.20) and Baltimore (\$6.00), and similar to Tampa and Port Canaveral (\$7 and \$7.59, respectively). Even with the increase, Port Nola would be less than Charleston, Boston, Savannah, Miami, Ft. Lauderdale, Jacksonville, Norfolk and New York.

ITEM E

Consider Approval of a Resolution Authorizing the President and Chief Executive Officer to Enter into Annual Contracts with AmWINS Insurance Companies to Provide Medicare Supplemental Insurance to the Board's Retirees (Mr. Wendel)

BACKGROUND INFORMATION **AND** **RESOLUTION**

IT IS HERBY RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT OF NEW ORLEANS that its President and Chief Executive Office Brandy D. Christian be, and she is, hereby authorized and empowered on behalf of this Board to enter into annual contracts with AmWINS insurance companies effective January 1, 2018, to provide Medicare supplemental health insurance for the Board's retirees with the cost per retiree not to exceed \$257.00 for AmWINS; and

IT IS HEREBY FURTHER RESOLVED BY THIS BOARD that the said Brandy D. Christian be, and she is, hereby authorized and empowered on behalf of this Board to execute such documents and take all action as she may deem necessary in her discretion to give full force and effect to the intentions of this resolution.

ITEM F

Consider Approval of a Resolution Authorizing the Issuance of Not Exceeding \$50,000,000 of Board of Commissioners of the Port of New Orleans Port Facility Refunding Revenue Bonds for the Purpose of Advanced Refunding of the Board's Series 2008 Bonds, Series 2011 Bonds, Series 2012 Bonds and Series 2013A Bonds and Applying to the State Bond Commission for Approval of the Issuance of these Bonds and Providing for Other Matters with Respect to the Issuance of these Bonds. (Mr. Wendel)

BACKGROUND INFORMATION **AND** **RESOLUTION**

A resolution authorizing the issuance of not exceeding Fifty Million Dollars (\$50,000,000) of Board of Commissioners of the Port of New Orleans Port Facility Refunding Revenue Bonds in one or more series; approving the form and authorizing the execution and delivery of a Ninth Supplemental Trust Indenture or subsequent numbered Supplemental Trust Indenture to secure said bonds; applying to the State Bond Commission for approval of the issuance of said bonds; authorizing the appropriate officers of said Board of Commissioners to execute all documents and certificates deemed necessary in connection therewith; and providing for other matters with respect to the foregoing.

WHEREAS, the Board of Commissioners of the Port of New Orleans (the "Issuer"), a political subdivision of the State of Louisiana, is authorized and empowered under the Constitution and laws of the State of Louisiana, including without limitation Chapter 1 of Title 34 of the Louisiana Revised Statutes of 1950, as amended, and La. R.S. 9:1102.2 to administer the public wharves, docks, sheds, and landings of the port of New Orleans which are owned and operated, or which may be purchased, acquired, or operated by the Issuer; to construct new wharves and other structures when necessary; to erect sheds and other structures on such wharves and landings; to place and keep these wharves and landings, sheds, and other structures in good condition; to provide mechanical facilities for the use of such wharves, landings, sheds, and other structures; to finance, erect, and operate all basins, locks, canals, and warehouse elevators, and to charge for the use of all facilities administered by it, and for all services rendered by it, such fees, rates, tariffs, or other charges as it may establish; and

WHEREAS, La. R.S. 39:1430, as amended (the "Bond Issuance Act"), provides that the Issuer may issue revenue bonds for any authorized purpose payable out of the income, revenues, and receipts derived or to be derived from the properties and facilities owned, leased, mortgaged, or pledged to, maintained or operated by the Issuer or received by the Issuer from these properties and facilities, or from contracts or agreements relating to these properties and facilities, including, but not limited to lease or sublease agreements, sale agreements, loan agreements, pledge agreements, or other financing agreements; and

WHEREAS, the Issuer is further authorized and empowered pursuant to the provisions of Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "Refunding Act" and together with the Bond Issuance Act, the "Act") to issue its refunding revenue bonds and use the funds derived from the sale thereof for the purpose of refunding its bonded indebtedness incurred; and

WHEREAS, (i) pursuant to the Bond Issuance Act and the Master Trust Indenture dated as of June 1, 2001 (the "Master Trust Indenture") entered into between the Issuer and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the "Trustee"), as supplemented through the Fourth Supplemental Trust Indenture dated as of June 1, 2008, between the Issuer and the Trustee (the "Fourth Supplemental Indenture"), the Issuer previously issued \$13,640,000 of its Port Facility Refunding Revenue Bonds, Series 2008 (the "Series 2008 Bonds"); (ii) pursuant to the Act and the Master Trust Indenture, as supplemented through the Fifth Supplemental Trust Indenture dated as of May 1, 2011, between the Issuer and the Trustee (the "Fifth Supplemental Indenture"), the Issuer previously issued \$15,585,000 of its Port Facility Refunding Revenue Bonds, Series 2011 (the "Series 2011 Bonds"); (iii) pursuant to the Bond Issuance Act and the Master Trust Indenture, as supplemented through the Sixth Supplemental Trust Indenture dated as of June 1, 2012, between the Issuer and the Trustee (the "Sixth Supplemental Indenture"), the Issuer previously issued \$15,495,000 of its Port Facility Refunding Revenue Bonds, Series 2012 (the "Series 2012 Bonds"); (iv) pursuant to the Bond Issuance Act and the Master Trust Indenture, as supplemented through the Seventh Supplemental Trust Indenture dated as of January 1, 2013, between the Issuer and the Trustee (the "Seventh Supplemental Indenture"), the Issuer previously issued \$19,115,000 of its Port Facility Refunding Revenue Bonds, Series 2013A (the "Series 2013A Bonds"); and (v) pursuant to the Bond Issuance Act and the Master Trust Indenture, as supplemented through the Eighth Supplemental Trust Indenture dated as of February 1, 2013, between the Issuer and the Trustee (the "Eighth Supplemental Indenture"), the Issuer previously issued \$24,895,000 of its Port Facility Refunding Revenue Bonds, Series 2013B; and

WHEREAS, the Series 2008 Bonds, the Series 2011 Bonds, the Series 2012 Bonds, the Series 2013A Bonds and the Series 2013B Bonds are herein collectively referred to as the "Prior Bonds"); and

WHEREAS, in order to achieve present value interest savings, the Issuer now desires to authorize the issuance of not exceeding \$50,000,000 of its Port Facility Refunding Revenue Bonds in one or more series (the "Refunding Bonds") pursuant to the Refunding Act and the Master Trust Indenture, as supplemented to the date hereof and as further supplemented by a Ninth Supplemental Trust Indenture or subsequent numbered Supplemental Trust Indenture, to be entered into between the Issuer and the Trustee (the "Ninth Supplemental Indenture" and, collectively with the Master Indenture, as supplemented to the date hereof, the "Indenture"), for the purpose of refunding all or a portion of the Prior Bonds, and paying costs of issuance of the Refunding Bonds; and

WHEREAS, on June 22, 2017, the Issuer adopted a resolution entitled: "A resolution giving preliminary approval of the issuance of not exceeding \$50,000,000 of Board of Commissioners of the Port of New Orleans Port Facility Revenue Bonds in one or more series; declaring the Board's intention to reimburse itself for capital improvement costs out of the proceeds of said Port Facility Revenue Bonds; making application to the State Bond Commission for approval of said Port Facility Revenue Bonds; and providing for the appointment of Foley & Judell, L.L.P., as special bond counsel in connection with the issuance of said Port Facility Revenue Bonds;" and

WHEREAS, it is possible that the bonds authorized by the aforesaid June 22, 2017 resolution (the "New Money Bonds") and the proposed Refunding Bonds may be issued in whole or in part as one series or multiple series with multiple purposes; and

WHEREAS, if the Issuer deems that it may be in the best economic interest of the Issuer to obtain credit enhancement with respect to the Refunding Bonds, the Issuer is hereby authorized to secure proposals for the issuance of a financial guaranty insurance policy by insurers rated in one of the two highest rating categories, and, if it is determined by the Issuer to be financially advantageous to the Issuer, the Issuer shall designate a bond insurer; and

WHEREAS, all consents and approvals required to be given by public bodies in connection with the authorization and issuance of the Refunding Bonds as authorized by the Indenture and as required by the Act will be secured prior to the delivery of the Refunding Bonds; and

WHEREAS, the Issuer now desires to authorize the issuance of the Refunding Bonds as a Series of Bonds pursuant to the Indenture, to authorize the execution and delivery of the Ninth Supplemental Indenture or subsequent numbered Supplemental Trust Indenture, to apply to the State Bond Commission for approval of the issuance of the Refunding Bonds, and to provide for the execution of certain instruments, documents and certificates in connection therewith,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT OF NEW ORLEANS that there is hereby authorized to be issued, sold and delivered not exceeding \$50,000,000 principal amount of the Refunding Bonds in one or more series on a parity with the hereinafter defined Outstanding Parity Bonds, pursuant to the provisions of the Refunding Act, for the purpose of refunding all or a portion of the Prior Bonds, and paying expenses incurred in connection with the issuance of the Refunding Bonds. The Refunding Bonds shall constitute a Series of Bonds under the Master Trust Indenture and the details of the Refunding Bonds and the provisions of their issuance, security and payment shall be as set forth in the Ninth Supplemental Indenture, or such other subsequent numbered Indenture if the New Money Bonds and/or the Refunding Bonds are issued in multiple series. The Refunding Bonds shall be issued as fixed rate bonds bearing interest at a rate or rates not exceeding seven percent (7.00%) per annum and/or as variable rate bonds (convertible to other rates)

bearing interest at a rate not exceeding seven percent (7.00%) per annum and shall mature not later than April 1, 2038; and

BE IT FURTHER RESOLVED BY THIS BOARD that the Refunding Bonds and the interest thereon are limited obligations of the Issuer and the interest thereon and redemption premium, if any, shall be payable on a parity with any unrefunded Prior Bonds (the "Outstanding Parity Bonds"), solely from and secured by a pledge of Net Revenues (as defined in the Master Trust Indenture) derived by the Issuer from the operations of the Port Complex (as defined in the Master Trust Indenture) and certain funds and accounts. None of the properties of the Port Complex shall be subject to any mortgage or other lien for the benefit of the owners of the Refunding Bonds, and neither the full faith and credit nor the taxing power of the Issuer, the State of Louisiana, nor any political subdivision or agency of the State shall be pledged to the payment of the principal of, premium, if any, or interest on the Refunding Bonds; and

BE IT FURTHER RESOLVED BY THIS BOARD that the Chairman, the Vice-Chairman, the President and Chief Executive Officer and/or the Secretary-Treasurer of this Board of Commissioners be, and each is, hereby empowered, authorized and directed to execute a Ninth Supplemental Indenture or subsequent numbered Indenture, or such other subsequent numbered Supplemental Indenture if the New Money Bonds and/or the Refunding Bonds are issued in multiple series, on behalf of, in the name of and under the official seal of the Issuer in accordance with the provisions of the Act and other constitutional and statutory authority, which Supplemental Indenture shall provide for the terms and provisions of the Refunding Bonds. The signature of any one of the aforesaid officers on the Indenture as so executed shall be deemed conclusive evidence of their due exercise of the authority vested in them hereunder; and

BE IT FURTHER RESOLVED BY THIS BOARD that application is hereby made to the State Bond Commission for approval of the issuance of the Refunding Bonds and for further consent and authority to issue, sell and deliver the Refunding Bonds hereby authorized. A certified copy of this resolution shall be forwarded to the State Bond Commission. The President and Chief Executive Officer of the Issuer is hereby directed to furnish to and file with the State Bond Commission all documents, materials and information as may be necessary and appropriate in connection with the approval of the Refunding Bonds by the State Bond Commission on behalf of the Issuer; and

BE IT FURTHER RESOLVED BY THIS BOARD that, if substantial benefits will accrue from obtaining municipal bond insurance on the Refunding Bonds, the Refunding Bonds will be insured by a municipal bond guaranty insurance policy to be issued by a bond insurer rated in one of the two highest rating categories, and an appropriate legend shall be printed on the Refunding Bonds as evidence of such insurance; and

BE IT FURTHER RESOLVED BY THIS BOARD that, 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 on, 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; and

BE IT FURTHER RESOLVED BY THIS BOARD that, if it is determined that a public offering of the Refunding Bonds would be the most cost-effective method of the sale of the Refunding Bonds, then the designation of an underwriter by the President and Chief Executive Officer of the Issuer is hereby authorized in connection with the marketing of the Refunding Bonds, and the execution of any and all documents in connection therewith, including a bond purchase agreement and preliminary and final official statements, is hereby authorized; and

BE IT FURTHER RESOLVED BY THIS BOARD that the Chief Financial Officer of the Issuer is authorized to negotiate with current holders of the Series 2011 Bonds, the Series 2012 Bonds and/or the Series 2013A Bonds for a reduction of the rate of interest on said Bonds in lieu of a refunding of any of said Bonds; and

BE IT FURTHER RESOLVED BY THIS BOARD that if deemed in the best interest of the Board, the Refunding Bonds may be combined with not exceeding \$50,000,000 of proposed Port Facility Revenue Bonds which were approved by this Board on June 22, 2017; and

BE IT FURTHER RESOLVED BY THIS BOARD that a real necessity exists for the employment of special counsel in connection with the issuance of the Refunding 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 Refunding Bonds. Said Bond Counsel shall prepare and submit to this Board for adoption all of the proceedings incidental to the authorization, issuance, sale and delivery of such Bonds, shall counsel and advise this Board as to the issuance and sale thereof and shall furnish its opinion covering the legality of the issuance of the Refunding Bonds. The fee of Bond Counsel for each 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 revenue 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 on the issuance, sale and delivery of said bonds. 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-Treasurer is hereby empowered and directed to provide for payment of the work herein specified on completion thereof and under the conditions herein enumerated; and

BE IT FURTHER RESOLVED BY THIS BOARD that the Chairman, the Vice-Chairman, the President and Chief Executive Officer and the Secretary-Treasurer of the Issuer are hereby further authorized and directed for and on behalf of the Issuer to accept, receive, execute, seal, attest and deliver all such documents, certificates and other instruments as are required, necessary, convenient and appropriate, and to take such further action as may be required by the State Bond Commission or bond counsel to the Issuer or appropriate or required by law in connection with the authorization of the Refunding Bonds. Said officers are hereby further authorized and directed to approve for, on behalf of, and in the name of the Issuer any changes, additions or deletions in any of the documents or instruments referred to in this resolution, provided that all such changes, additions or deletions, if any, shall be approved by bond counsel to the Issuer and shall be consistent with the authority provided by the Act. The signature of any one of said officers on such documents and other instruments set forth above or as may be otherwise required for or necessary, convenient or appropriate to the financing described in this resolution, is deemed to be conclusive evidence of their due exercise of the authority vested in them hereunder. Said officers are hereby further authorized and directed for and on behalf of the Issuer to do all things necessary on the advice of bond counsel to the Issuer to effectuate and implement this resolution; and

BE IT FURTHER RESOLVED that this resolution shall be published one time in the official journal of the Issuer, and that, as provided by the Act, for a period of thirty days from the date of such publication, any person in interest may contest the legality of this resolution, any provision of the Refunding Bonds to be issued pursuant hereto, and the provisions made for the security and payment of the Refunding Bonds and the validity of all other provisions and proceedings relating to the authorization and issuance of the Refunding Bonds. After the said thirty days, no person may contest the regularity, formality, legality or effectiveness of this resolution, any provisions of the Refunding Bonds to be issued pursuant hereto, the provisions for the security and payment of the Refunding Bonds or the validity of all other provisions and proceedings relating to their authorization and issuance, for any cause whatsoever. Thereafter, it shall be conclusively presumed that the Refunding Bonds are legal and that every legal requirement for the issuance of the Refunding Bonds has been complied with. No court shall have authority to inquire into any of these matters after the said thirty days.

ITEM G

Consider Approval of a Resolution Approving and Adopting the Internal Audit Charter for the Board of Commissioners of the Port of New Orleans. (Ms. Pansano)

BACKGROUND INFORMATION

Since its inception, the Board's internal audit function has operated under a charter as required by The Institute of Internal Auditors' *International Standards for the Professional Practice of Internal Auditing*. An internal audit charter is a formal document that defines the internal audit function's purpose, authority and responsibility. The last approval of the internal audit charter was in 2000. The primary goal in updating the charter is to realign and affirm internal audit activities and reporting in accordance with the standards required for professional internal audit functions. Changes to the charter include specified approvals and required communications, specified management responsibilities and independence and objectivity standards, and the requirement of a formal internal audit quality assurance program.

ITEM G

RESOLUTION

IT IS HEREBY RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT OF NEW ORLEANS that it hereby approves and adopts the Internal Audit Charter, a copy of which is attached to this resolution as Exhibit A, to enhance and protect organizational value by providing risk-based and objective assurance, advice and insight to this Board to become effective October 1, 2017.