



**MINUTES OF THE BOARD MEETING  
OF THE  
INDUSTRIAL DEVELOPMENT BOARD  
CITY OF NEW ORLEANS, LA, INC.**

**JANUARY 14, 2014 AT 12:30 PM  
21ST FLOOR CONFERENCE ROOM  
1340 POYDRAS - THE AMOCO BUILDING**

**Present:**

Walter C. Flower, III  
Eugene J. Green, Jr.  
Allison B. Randolph, III  
C. David Thompson

Dr. Ronald French  
Edith G. Jones  
Darrel J. Saizan, Jr.

Susan P. Good  
Alan H. Philipson  
Theodore Sanders

**Absent:**

Justin Augustine, III  
M Cleland Powell

Laura H. Brown  
Eric B. Strachan

**Also Present:**

Sharon Martin, Administrator, IDB  
Joyce Matthews, Admin. Assistant, IDB  
David Wolf, Adams & Reese, Bond Counsel

**Guests:**

Stephen Daste, FFC Capital  
LaSwanda Green, Downtown Development District  
Katherine Sayre, Times-Picayune  
Rod Miller, New Orleans Business Alliance  
Jeffrey Thomas, New Orleans Business Alliance  
Aimee Quirk, Mayor's Office of Economic Development  
Maurice Baird, City Council, District E  
Jasmine Gossett, Mayor's Office  
Stanley McDaniel, The McDaniel Group  
Jeb Bruneau, Advantous Consulting  
Ernest Gethers, Mayor's Office of Economic Development  
Rosalind Peychaud, Office of Community Development, State of Louisiana  
Tonya Pope, Jazzland Park  
Jaquette White, The New Orleans Advocate  
Robin Shannon, New Orleans City Business  
Ted Kirn, Office of Assessor Erroll Williams  
Alan B. Fisher, Almaron, LLC  
Frank Scurlock, Scurlock Development  
Carol G. Rocque, Damon Rocque Securities Corp.  
Paul deClouet, Citizen  
Coner Gaffney, City of New Orleans  
Steven Kennedy, Citizen

President, Alan H. Philipson, called the meeting to order at 12:35 PM. A roll call was conducted and a quorum confirmed. Introductions by all guests were held. By motion of Mr. Walter Flower and seconded by Mr. Theodore Sanders, the Board voted unanimously for approval of the board minutes of the November 11, 2013.

### **BUDGET**

The budget was presented by Mrs. Susan Good. She advised there were no major changes to the budget from the previous year and that the bulk of the income is collection of annual administrative fees. She advised that storage and office lease space may increase this year as it does every year, but no formal lease has been presented for the office space as of this date

Mrs. Good presented to the Board that it consider a vote on a yearly automatic cost of living increase for employees using the Consumer Price Index (“CPI”) as of September 30 of each year. Mrs. Good proposed a Board vote on approval of the budget and the automatic cost of living adjustment to salaries based on CPI of the 3<sup>rd</sup> quarter of the previous year. By motion of Mr. Flower and seconded by Mr. David Thompson, the Board voted unanimously for approval of the budget and the yearly CPI salary adjustment. Some discussion ensued regarding PILOTS and the administrative fees the IDB collects. Depletion of these fees will occur as the PILOTS do exhaust, but they are staggered over a number of years so the depletion of income will not be all at once.

### **IBERVILLE**

Bond Counsel, Mr. David Wolf informed the Board that closings were held on Phase I and Phase II of the On-site Iberville and a closing on Phase III is expected sometime later in the year.

### **SOUTH MARKET DISTRICT**

Mr. Wolf reminded the Board that the first phase of South Market District closed last year using new market tax credit, and the Board voted on the PILOT arrangements for both phases at that time. He then advised that closing on the second phase of South Market District is expected to take place sometime later this year.

### **SIX FLAGS**

Mr. Philipson informed the Board the form of the Request for Proposal (RFP) for redevelopment of the Six Flags site has been completed and would be posted at the end of the day on the IDB and the City’s websites. He further advised that the request seeks all types of redevelopment proposals. The proposal is subject to a public process and will, therefore, seek public input. The RFP includes robust DBE and local participation. Responses to the request are due by February 28. He further stated that other proposals may possibly be accepted after that date depending on the responses received. He then announced that the responses to the RFP would be reviewed by a Review Committee consisting of five members. Three are IDB appointees and two City appointees. Mr. Philipson, Mr. Justin Augustine and Ms. Edith Jones will serve as the IDB’s appointees. The City has not yet submitted their two appointees. Regular meeting dates and times will be established.

Mr. Eugene Green stated his regard and appreciation for proactive inclusion of public input as a good measure. Dr. Ronald French requested that the Board be informed of the volume and types of responses received after each meeting of the Review Committee. Mr. Philipson reiterated that the process would be “open”. Mr. Steven Kennedy, a New Orleans citizen, asked if the IDB is considering a community benefits agreement with developers if IDB incentives are requested. Deferring the response to bond counsel, Mr.

Wolf advised that the IDB process includes claw backs which relate to employment targets and disadvantaged business enterprise use. He noted that community benefits agreements are used in other cities. He added that while not against such agreements, the Board may be amenable, along with the City, to negotiate such an agreement. However, such an agreement is not a part of the RFP.

Mr. Rod Miller of the New Orleans Business Alliance thanked the IDB for its work. He added that the public recognizes the work that has taken place in New Orleans East with the construction of the field services hospital and the new Wal-Mart along with Joe Brown Park rehabilitation. A host of other projects are underway in New Orleans East, including development around Michoud. He assured those in attendance the New Orleans Business Alliance will be aggressive in ensuring awareness. Redevelopment of the Six Flags site is a huge step in the right direction.

A question was raised by a member of the audience as to the determination of whether or not the responder would have to propose development of all the Six Flags' property and whether or not any deposits will be required. Mr. Philipson responded that the proposal could include part of the land and not necessarily all of the land and that a \$5,000 non-refundable deposit is required. The deposits will go to the IDB for expenses incurred in processing the application.

Mr. Wolf added that the proposal is flexible. Ideally, one great development is sought, however the Board and the City may accept proposals that incorporate only part of the land and, therefore awards can be given to several responders. He stated that the initial deadline is 45 days (Feb. 28) once the proposal is posted but there could be continued acceptance of proposals after that deadline if nothing significant is received. Mr. Thompson added that previously a scoring matrix was also included in the process. The goal is what fits best for east New Orleans and it must meet certain criteria.

Mr. Philipson then deferred further comment on the process to Ms. Aimee Quirk, the Mayor's Advisor on Economic Development. She stated the RFP should come out today, and that the development environment is different now and any project selected will have a community benefit with DBE and local participation included. She added that there is a lot of interest in the redevelopment of the Six Flags site. Mr. Darrel Saizan commented that many citizens have expressed disappointment with the handling of past projects. He is hoping that someone will come in and live up to their proposed redevelopment that will include DBE and local participation as defined by City code.

Again, Mr. Wolf stated that the RFP was in its final form and that it should be posted by today or tomorrow on both the IDB and City's websites. Ms. Martin, the IDB Administrator, will email a copy to those who have inquired. The notice will also be posted in the Times-Picayune and the Advocate for the next two weeks and in City Business for the next two Fridays.

## **FINANCIAL REPORT**

Mrs. Good, Secretary-Treasurer, presented the December financial reports. Notes of interest are that the Six Flags income went up as a result of rental of the site, the cost of the audit increased as a result of the additional work required in reporting to the La. Legislative Auditors and we were under budget on catering due to the cancelled meetings. She added that in Note 5 on the last page, the \$401.52 is still being carried as a pre-paid cost received from clients. She reminded the board that this is the balance from the Hyatt payment to the IDB for its failure to meet employment targets. Mrs. Good asked that the amount be removed as a liability from the balance sheet and be placed as "other income" in the financial report.

Mrs. Good then presented a motion for approval of the December financial statement that was seconded by Ms. Jones. The vote passed unanimously.

### **ADMINISTRATOR'S REPORT**

Ms. Martin informed the Board that a copy of her report was included in their packets and proceeded to highlight the following activities from the report: 1) A supplemental PILOT payment in the amount of \$23,000 has been paid to the City. Receipt of this payment from the Lafitte Phase II is based on the results of the McDaniel report which proved failure to meet employment target 2) A supplemental PILOT payment in the amount of \$5,381 was also paid to the City as a result of the C. J. Peete project's failure to meet the employment target as defined by the McDaniel report 3) Continued management of complaints, calls, inquiries and visits to the Six Flags site 4) Completed calculations for administrative fees to be invoiced 5) Completed the budget and met with Mrs. Good and the accountant for review and readied same in final form 6) Began preparations for the 2013 audit 7) Prepared PILOT payment reminder letters 8) Followed up on office space lease (per Mrs. Bobby Snow Howard, the agreements are currently in the office of Property Management).

### **ELECTIONS**

Prior to the vote process, Mr. Allison Randolph, requested that elections be deferred until the March meeting after the February 1, city-wide elections. After board discussion concerning the IDB election process, IDB board tenure and City-wide elections, the general consensus of the Board was that elections be carried forward as planned. Mr. Randolph withdrew his request for postponement.

A slate-nomination motion for reelection of current officers was presented by Mr. Thompson that included Alan Philipson as President, Allison Randolph as Vice President and Susan Good as Secretary Treasurer. This motion was seconded by Mr. Saizan. There being no further discussion, the Board voted unanimously to elect the slate of officers.

There being no additional new or old business, a motion was offered and seconded for adjournment.

The meeting adjourned at 1:25 PM.

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Susan P. Good, Secretary/Treasurer

## **NOTICE OF CANCELLATION**

### **OF THE**

### **BOARD MEETING**

### **OF THE**

***INDUSTRIAL DEVELOPMENT BOARD***

***OF THE***

***CITY OF NEW ORLEANS, LA., INC.***

THE TUESDAY, FEBRUARY 11, 2014 MEETING OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF NEW ORLEANS, LOUISIANA, INC. HAS BEEN CANCELLED. A NOTICE OF MEETING WILL BE TIMELY ISSUED IN ADVANCE OF THE NEXT MEETING WHEN IT IS SCHEDULED.

INDUSTRIAL DEVELOPMENT BOARD OF THE  
CITY OF NEW ORLEANS, LOUISIANA, INC.

FEBRUARY 4, 2014

**NOTICE OF CANCELLATION**

**OF THE**

**BOARD MEETING**

**OF THE**

***INDUSTRIAL DEVELOPMENT BOARD***

***OF THE***  
***CITY OF NEW ORLEANS, LA., INC.***

THE TUESDAY, MARCH 11, 2014 MEETING OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF NEW ORLEANS, LOUISIANA, INC. HAS BEEN CANCELLED. PLEASE NOTE THAT A MEETING OF THE SIX FLAGS REDEVELOPMENT RFP REVIEW COMMITTEE HAS BEEN SCHEDULED FOR MONDAY, MARCH 17 AT 2PM, AT 1340 POYDRAS ST., 21<sup>ST</sup> FLOOR CONFERENCE ROOM. A SEPARATE NOTICE OF THIS COMMITTEE MEETING WILL BE ISSUED IN ACCORDANCE WITH THE PUBLIC MEETINGS LAW. NOTICE OF THE NEXT IDB BOARD MEETING WILL BE ISSUED IN ADVANCE OF THE NEXT BOARD MEETING.

INDUSTRIAL DEVELOPMENT BOARD OF THE  
CITY OF NEW ORLEANS, LOUISIANA, INC.

MARCH 5, 2014

**NOTICE OF CANCELLATION**

**OF THE**

**BOARD MEETING**

**OF THE**

***INDUSTRIAL DEVELOPMENT BOARD***  
***OF THE***  
***CITY OF NEW ORLEANS, LA., INC.***

**THE TUESDAY, APRIL 8, 2014 MEETING OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF NEW ORLEANS, LOUISIANA, INC. HAS BEEN CANCELLED. NOTICE OF THE NEXT IDB BOARD MEETING WILL BE ISSUED IN ADVANCE OF THE NEXT BOARD MEETING.**

**INDUSTRIAL DEVELOPMENT BOARD OF THE  
CITY OF NEW ORLEANS, LOUISIANA, INC.**

APRIL 8, 2014



**MINUTES OF THE BOARD MEETING  
OF THE  
INDUSTRIAL DEVELOPMENT BOARD  
CITY OF NEW ORLEANS, LA, INC.**

**MAY 13, 2014 AT 12:30 PM  
21ST FLOOR CONFERENCE ROOM  
1340 POYDRAS - THE AMOCO BUILDING**

**Present:**

Justin Augustine, III

Laura H. Brown

Walter C. Flower, III

Dr. Ronald French  
Edith G. Jones  
Allison B. Randolph, III  
C. David Thompson

Susan P. Good  
Alan H. Philipson  
Darrel J. Saizan, Jr.

Eugene J. Green, Jr.  
M. Cleland Powell  
Theodore Sanders

**Absent:**

Eric B. Strachan

**Also Present:**

Sharon Martin, Administrator, IDB  
Joyce Matthews, Administrative Assistant, IDB  
David Wolf, Adams & Reese, Bond Counsel

**Guests:**

Steven Kennedy  
Ted Kirn, Office of Assessor Erroll Williams  
Stephanie Ferry, Raymond James  
Lee Bressler, Raymond James  
Jaquetta White, The New Orleans Advocate  
Katherine Sayre, NOLA.com/Times Picayune  
Tonya Pope, Jazzland Theme Park  
Heather A. Tank, TLC  
Conor S. Gaffney, City of New Orleans  
Carroll Morton, City of New Orleans  
Kirk Lee, Cement Mason 567, AFL-CIO  
LaSwanda Green, Downtown Development District  
Janet Hays  
Freddie King, Office of Council District C  
Maurice Baird, Office of Councilman James Gray  
Kenneth Abney, Gunter, Zunga, Abney  
Stan McDaniel, The McDaniel Group  
Sidney Barthelemy, HRI Properties  
Stephen Daste, FFC Capital  
Stepen Stuart, Bureau of Governmental Research  
David Wilthew, Scurlock Development  
Frank Scurlock, Transformation Village  
Leigh Ferguson, Downtown Development District  
Eric McQuiston, Transformation Village  
Ernest Gethers, City of New Orleans  
Richard Cortizas, Jones, Walker  
Aimee Quirk, City of New Orleans

President, Alan H. Philipson, called the meeting to order at 12:34 PM. A roll call was conducted and a quorum confirmed. Introductions by all guests were held. By motion of Mr. Justin Augustine and seconded by Mrs. Edith Jones, the Board voted unanimously for approval of the board minutes of January 14, 2014.

**IBERVILLE**

The Board was provided a copy of the Iberville's DBE and Job Training Report of March 6, 2014, as well as an update of May 12, 2014. The Board was informed that a representative could not be available for the Board meeting due to a Job Fair being held at the Treme Rec Center today.

### **SIX FLAGS**

The President informed the Board that the Committee is still accepting responses to the RFP. Interested parties should continue to submit proposals and, no selection has been made as yet. He further advised that to-date, the two groups (The Jazzland Theme Park and Transformation Village) have made presentations with regard to their proposals. Each are to report back to the Committee with updates on their financing progress. Ms. Martin will issue notices accordingly when a meeting date has been set.

### **FEDERAL CITY – NEW ORLEANS FEDERAL ALLIANCE**

The matter was deferred to David Wolf, IDB bond counsel. He provided a brief history, advising that the issue closed in January of 2008. Currently \$21M of the original \$25M remains outstanding at a rate of interest between 4.75 – 6.5% with a maturity date of August 2028. The debt is being paid by the State. The Developer now seeks to secure a lower, fixed interest rate. This will save the State money. Mr. Wolf then introduced Traci Morganti, attorney with the law firm of Adams and Reese, LLP, Baton Rouge. She presented a resolution authorizing the refinancing within certain parameters set forth in the resolution, for acceptance by the Board. Ms. Morganti informed the Board that the resolution provides for a one-time approval of the refunding and authorizes the President of the Board to approve the final terms, within the parameters contained in the resolution, at such time as the State determines to sell the Bonds. All parties are the same as in the original transaction, i.e., Trustee, Underwriter and, further, there are no costs to the Board. As in the first closing, there is no PILOT.

The resolution was then placed on the floor for discussion.

Mr. Lee Bressler of Raymond James, formerly Morgan Keegan, (the original underwriter), explained that because interest rates are now so low, the difference will ease the burden of meeting the debt service and create a savings for the State. He then explained that certain portions of the bonds at issue are callable (those from 2019 – 2028, approximately \$17M). The remainder of the \$21M are short term bonds and are non-callable. The refunding monies are strictly for re-financing, and the debt is not being extended. He further advised that the proceeds of the refunding bonds would be placed in escrow to pay debt service on the refunded bonds through their first allowable prepayment date, in a structure known as an "advance refunding".

A vote was then taken on the motion by Dr. French, seconded by Mr. Sanders, resulting in a unanimous vote by the Board.

### **FINANCIAL REPORT**

Mrs. Good, Secretary-Treasurer, presented the March financial reports. Notes of interest were Annual Administrative Fees and closing costs were over budget for the year, expenses were under-budget, and monies for Six Flags have been placed in two separate accounts.

Mrs. Good then asked for a motion to accept. By motion of Dr. French and seconded by Mr. Augustine, for acceptance of the March financial statement a unanimous vote by the Board passed.

## **ADMINISTRATOR'S REPORT**

Ms. Martin highlighted certain aspects of her report which included an update on: (1) the finalization of the 2013 Audit (2) the activity on the Six Flags site, (3) the collection of all annual administrative fees, (4) the posting of the IDB required signage at the Iberville redevelopment, and (5) the continuation of work on the website, as well as the annual report. A full copy of the report was included in the Board packet.

## **NEW BUSINESS**

Mr. Philipson inquired if there was any new business for discussion. He then informed the Board that for the past few months Board meetings were canceled as a result of a lack of activity. He assured that everyone is working to bring economic development to New Orleans, including the City, the New Orleans Business Alliance, etc. Economic development as a charge to the IDB and its work with the City and other City agencies is still a priority. In the atmosphere of proactivity, he offered the suggestion that the IDB seek its own "rainmaker", that is, someone to assist with IDB proactivity. The City and the New Orleans Business Alliance are doing all they can but suggested that the IDB look into funding a consultant who would assist the Board to secure more commerce for the City. He reminded the Board that so often lately many deals have taken place in nearby states, i.e., Met Life to Charlotte, North Carolina and Air Bus manufacturing to Mobile. He described this person as someone who works or has knowledge of and contact with the rest of the country. Perhaps work could be on a percentage or a commission basis. However negotiated, the IDB should make a move now and we have the funds to afford such a suggestion. New Orleans is a "hot spot" and with its strides in education we should be further along in attracting major businesses. His suggestion was placed on the floor for discussion. Many members of the Board voiced acceptance of the proposal. Questions were also asked as to how it would be implemented, i.e., RFP, notice in national publications or other periodicals. Mr. Philipson advised that the idea would have to pass by counsel for advice in moving forward.

Mr. David Thompson stated that he has asked himself on several occasions, "Where is the 'industrial' in IDB?" He then said that we need to better understand another level of development. Mr. Allison Randolph asked if the IDB could do a stand-alone on securing such a consultant. Of course, incentives would need to be discussed and negotiated. Mr. Philipson stated that the IDB should become more proactive in its quest of economic development. Mr. Augustine's perception was that it should be done jointly with GNO and NOBA, especially in exploring how to make it work. Mr. Philipson stated that he appreciated the discussion and was most appreciative that the concept was acceptable by the Board. Further discussion with counsel will aid in determining how to implement. Mr. Darrel Saizan noted that we should be engaging with the Louisiana Economic Development commission. Mr. Sanders added that he attends LED meetings and suggested that contact be made so that everyone, all agencies, were working in all parts of the State. It was suggested that we begin with New Orleans East and Six Flags in light of the proposals that have been received to date and since it has a lot to offer. Mr. Randolph motioned that a committee be created to pursue bringing the concept to fruition. The motion was seconded by Mr. Saizan. He further suggested that rather than being appointed, that the Board ask for volunteers. Mr. Philipson asked David Thompson, Darrel Saizan, Allison Randolph and Cleland Powell to serve along with him on this committee.

After being seconded by Mr. Saizan, the motion to create a Committee to research the implementation of the IDB "Rainmaker" passed unanimously by board vote.

The Board meeting adjourned at 1:15PM for the convening of an Executive Session. All guests were asked to vacate the meeting room but were welcomed to return after adjournment of the Executive Session.

The Executive Session ended at 1:47PM. Upon reconvening the Board meeting, it was announced that the requested salary increase of 10% for IDB employees had been voted upon and unanimously approved by the Board. Also an Employee Review Committee would be created to review other employee suggestions.

With no additional new or old business, a motion was offered by Mr. Augustine and was seconded by Mrs. Good for adjournment.

The meeting adjourned at 2 PM.

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Susan P. Good, Secretary/Treasurer



**MINUTES OF THE BOARD MEETING  
OF THE  
INDUSTRIAL DEVELOPMENT BOARD  
CITY OF NEW ORLEANS, LA, INC.**

**JUNE 10, 2014 AT 12:30 PM  
21ST FLOOR CONFERENCE ROOM  
1340 POYDRAS - THE AMOCO BUILDING**

**Present:**

Justin Augustine, III  
Susan P. Good  
Alan H. Philipson  
Darrel J. Saizan, Jr.  
Eric Strachan

Walter C. Flower, III  
Eugene J. Green, Jr.  
M. Cleland Powell  
Theodore Sanders

Dr. Ronald French  
Edith G. Jones  
Allison B. Randolph, III  
C. David Thompson

**Absent:**

Laura H. Brown

**Also Present:**

Sharon Martin, Administrator, IDB  
Joyce Matthews, Administrative Assistant, IDB  
David Wolf, Adams & Reese, Bond Counsel

**Guests:**

Rob Wollfarth, Baker Donelson (Deep South Studios)  
Scott Niemeyer, Deep South Studios  
Tonya Pope, Jazzland Theme Park  
Heather O. Tank, TLC  
Nick Stochl, Woodward Design+Build  
Steven Kennedy  
Josh Collen, HRI Properties  
Lauren Marshall, Woodward Design+Build

Maurice C. Baird, Office of Councilman James Gray  
Sidney Barthelemy, HRI Properties  
Chad Calder, The Advocate  
Janet Hayes  
Conor Gaffney, City of New Orleans  
Jeb Bruneau, Advantous Consulting, LLC  
Ted Kirn, Office of Assessor Erroll G. Williams  
Carol Rocque, Damon Rocque Securities Corp.  
Abhey Patel, New Orleans Business Alliance  
Katherine Sayre, Times-Picayune/NOLA.com  
Mai Dang, Urban Strategies  
LaSwanda Green, Downtown Development District  
Katie Williams, Mayor's Office of Cultural Economy  
Carroll Morton, Mayor's Office of Cultural Economy  
David Wilthew, Scurlock Development  
Toni Weiss, Consultant  
Ayna Moore, City of New Orleans  
Stephen Daste, FFC Capital Management  
Wendell Armant, Devcorp Contract Financing  
Derrick Francis, City of New Orleans, Mayor's Office  
Ernest Gethers, City of New Orleans, Economic Development  
Melissa Ehlinger, New Orleans Business Alliance  
Rosalind Psychaud, State of Louisiana Office of Community Development  
Stephen Stuart, Bureau of Governmental Research  
Stanley McDaniel, The McDaniel Group  
Aimee Quirk, City of New Orleans, Economic Development

President, Alan H. Philipson, called the meeting to order at 12:34 PM. A roll call was conducted and a quorum confirmed. Introductions by all guests were held. By motion of Mr. Walter Flower and seconded by Mr. Justin Augustine, the Board voted unanimously for approval of the board minutes of May 13, 2014.

### **DEEP SOUTH STUDIOS**

Scott Niemeyer, Deep South Studios representative, presented first a background on his history as a resident, a former Tulane graduate and his years of employment and work in the film industry in California and currently in Baton Rouge. He added that New Orleans had the infrastructure for a high-tech, state-of-the-art studio as that being proposed on 17 acres of land located on the west bank of Orleans Parish in Algiers. Research shows that there is a need for such a studio in New Orleans as we are in competition with Atlanta and North Carolina in terms of places sought for major films. He then presented a video that gave a visual of the proposed design, engineering concept, number of studios, and the technology all supported by the film industry.

After the video, Mr. Niemeyer informed on the financing structure of the project, advising that it would be funded mainly through the EB-5 program, a governmental program that seeks foreign investment and which offers those investors possible U. S. citizenship. The developer has been working on this financing format for two years now. The studio would be similar in size to that which was built in Atlanta but with more office space and be sized large enough to host more than one movie or television show at one time. Job creation during construction would be approximately 1100. The project would be an economic engine for the city, with opportunities for local vendors, contractors and citizens. Plans for facilities include post-

production film activity, as well as partnerships with local universities to create a curriculum surrounding post-production and other film industry related offerings.

He then introduced Mr. Rob Wollfarth of the Baker Donelson law firm and counsel for Deep South Studios, advising that he [Wollfarth] has been working on the EB-5 participation. Mr. Niemeyer then provided a breakdown of the different levels of investment and participation in the EB-5 program and its incentives.

Mr. Niemeyer stated Deep South Studios would do what is required to make the project work as it relates to targeted percentages of hiring locals and for use of DBEs. Equity investment is already in the seven-figure bracket. The 17-acre plot for development is “shovel ready”. While plans are to do as much on-site, and on-stage, as possible, it does not and will not take away from the continued use of the cultural and natural environments of the City. The project should help create more work for current businesses and it will be a great tax base engine for the City. Mr. Niemeyer stated that he has been in conversation with Tulane Business, UNO, and Delgado. With no further questions or discussion, the President thanked Mr. Niemeyer for his presentation.

### **POST ISSUANCE TAX COMPLIANCE RESOLUTION**

Bond counsel, David Wolf, gave an overview of the Post Issuance Tax Compliance requirement. He advised that there are about eight to ten tax-exempt projects on the IDB books at this time and that the IRS and the FCC are now requiring greater involvement and tracking by industrial development boards/conduit issuers. In the past the entity (the developer), which benefited from the tax-exempt issuance, was responsible for adhering to the federal tax laws. Now the federal government is looking for more involvement from the issuers. Although the IDB has no input in the day-to-day operations of these businesses, it is recommended, based on federal requirements, that the IDB, (as with other boards), adopt and establish written policies and procedures addressing those requirements. The resolution as previously circulated, is a compilation of those policies thought to be most useful in tracking IDB projects. He advised that Ms. Martin has most of the documents in file already and that a procedure to keep track, with yearly follow up, would have to be created and installed to ensure compliance. He added that because of federal requirements, the IRS is now becoming more involved.

After discussion, it was determined to accept counsel’s recommendation and the President requested a motion for adoption of the resolution. A motion was offered by Dr. Ronald French and seconded by Mr. Eugene Green for adoption of the resolution related to post issuance tax compliance as presented by bond counsel. The vote was unanimous.

### **IBERVILLE**

Josh Collen presented the current status of construction on the Iberville site, advising that the project is now in the advanced stages of construction on Phase I and II. He then introduced Lauren Marshall of Woodward Design+Build, who provided an update on meeting the targets for local hire and use of local subcontractors, and Ms. Maya Dang of Urban Strategies, who reported on job training advances.

Ms. Marshall reiterated the current status of construction progress and the update as follows: Construction is currently at 25% on Phase I, and 20% on Phase II. Nol-Mar Construction, the major DBE to-date on combined Phase I and Phase II, has 24.5% DBE participation. Cordaro Concrete another DBE subcontractor, contracted by South Coast, has 15.7% participation. Cordaro will also receive an additional \$19K in work for Phase II. Additional contracts are expected through Durr with Metro Service Group related to Section 3 hiring, as well as through Pontchartrain. A WBE contract has been issued through Woodward to J.E.S. for 1.69% of the contract for drywall. Currently there are 39 sub contracts issued in Phase I, and 23 in Phase II.

In terms of total hiring today, the project has hired 50-60 workers but expects to add an additional 200 during construction. Orleans Parish participation to date is 21.05%. She added they feel quite certain the target of 40% required by the IDB will be met. To date, the overall MSA (Metropolitan Statistical Area – including New Orleans) is 86.69%.

Mai Dang with Urban Strategies provided the following with regards to job training efforts on the Iberville project: 3 out of 5 Section 3 new hires have been hired; HANO required 30% new hire; the project expects additional new hires once applicants are made job ready. On May 13, a Job Fair was held and 40 Section 3 participants were present and completed applications for job readiness. At that Job Fair 15 sub-contractors attended and distributed information. 6 job opportunities were recently posted and 3 interviews were held. Other interviews are expected with the remaining 3 applicants. Training is innovative with partners like Delgado College in the area of mechanical, electrical, carpentry, etc. An apprenticeship program was begun on May 11 with 10 Section 3 qualified participants. The apprenticeship program will be completed in July. Urban Strategies will be working with Woodward to assist those who have completed the apprenticeship program in finding employment.

### **SIX FLAGS**

The President informed the Board that the Committee had nothing new to report at this time on the two proposals that have been received and that no other meetings have been held.

### **SOUTH MARKET DISTRICT – THE BEACON**

Mr. Wolf presented an update, advising that the developer is now working on the next phase. A presentation will be made at the July meeting.

### **FINANCIAL REPORT**

Mrs. Susan Good, Secretary-Treasurer, presented the April financial reports, noting that each item was within the budget. She then asked for a motion accepting the financial report. She reminded the Board that the budget needed amending to include the salary increases to staff, which includes the retroactive pay. The additional tax increases would have to be calculated and included in the adjustment as well.

At this time, Mr. Philipson added that discussions and inquiry as relates to a move from the current office to a reasonably larger office have been underway. A space has been identified and is approximately \$1,625.70 additional for the year. He asked for approval of the move and the associated costs.

By motion of Mrs. Good and seconded by Mr. Augustine, the Board voted unanimously to amend the budget to include the increase in salaries and retroactive pay including payroll tax increases, and the additional rent for office space and associated costs with the move from 1106 to 1114. The vote passed unanimously.

### **ADMINISTRATOR'S REPORT**

Ms. Martin stated that a full copy of her report was included in the Board packet.

With no new or old business for discussion, a motion was offered by Mr. Allison Randolph and was seconded by Mrs. Good for adjournment.

The meeting adjourned at 1:35PM.

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Susan P. Good, Secretary/Treasurer

**NOTICE OF CANCELLATION**

**OF THE**

**BOARD MEETING**

**OF THE**

***INDUSTRIAL DEVELOPMENT BOARD***

***OF THE***

***CITY OF NEW ORLEANS, LA., INC.***

THE TUESDAY, JULY 8, 2014 MEETING OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF NEW ORLEANS, LOUISIANA, INC. HAS BEEN CANCELLED. NOTICE OF THE NEXT IDB BOARD MEETING WILL BE ISSUED IN ADVANCE OF THE NEXT BOARD MEETING.

INDUSTRIAL DEVELOPMENT BOARD OF THE  
CITY OF NEW ORLEANS, LOUISIANA, INC.

JULY 2, 2014

**NOTICE OF CANCELLATION**

**OF THE**

**BOARD MEETING**

**OF THE**

***INDUSTRIAL DEVELOPMENT BOARD***

***OF THE***

***CITY OF NEW ORLEANS, LA., INC.***

THE TUESDAY, AUGUST 12, 2014 MEETING OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF NEW ORLEANS, LOUISIANA, INC. HAS BEEN CANCELLED. NOTICE OF THE NEXT IDB BOARD MEETING WILL BE ISSUED IN ADVANCE OF THE NEXT BOARD MEETING.

INDUSTRIAL DEVELOPMENT BOARD OF THE  
CITY OF NEW ORLEANS, LOUISIANA, INC.

AUGUST 5, 2014

**NOTICE OF CANCELLATION**

**OF THE**

**BOARD MEETING**

**OF THE**

***INDUSTRIAL DEVELOPMENT BOARD***

***OF THE***

***CITY OF NEW ORLEANS, LA., INC.***

THE TUESDAY, SEPTEMBER 9, 2014 MEETING OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF NEW ORLEANS, LOUISIANA, INC. HAS BEEN CANCELLED. NOTICE OF THE NEXT IDB BOARD MEETING WILL BE ISSUED IN ADVANCE OF THE SCHEDULED MEETING.

INDUSTRIAL DEVELOPMENT BOARD OF THE  
CITY OF NEW ORLEANS, LOUISIANA, INC.

SEPTEMBER 4, 2014



**MINUTES OF THE BOARD MEETING  
OF THE  
INDUSTRIAL DEVELOPMENT BOARD  
CITY OF NEW ORLEANS, LA, INC.**

**OCTOBER 14, 2014 AT 12:30 PM  
21ST FLOOR CONFERENCE ROOM  
1340 POYDRAS - THE AMOCO BUILDING**

**Present:**

Susan P. Good  
Alan H. Philipson  
Theodore Sanders

Eugene J. Green, Jr.  
Allison B. Randolph, III  
C. David Thompson

Edith G. Jones  
Darrel J. Saizan, Jr.

**Absent:**

Justin Augustine, III  
Dr. Ronald French

Laura H. Brown  
M. Cleland Powell

Walter C. Flower, III  
Eric Strachan

**Also Present:**

Sharon Martin, Administrator, IDB  
Joyce Matthews, Administrative Assistant, IDB  
David Wolf, Adams & Reese, Bond Counsel

**Guests:**

Tonya Pope, Jazzland Theme Park  
Steven Kennedy  
Josh Collen, HRI Properties  
Lauren Marshall, Woodward Design+Build  
Maurice C. Baird, Office of Councilman James Gray  
Sidney Barthelemy, HRI Properties  
Conor Gaffney, City of New Orleans  
Jeb Bruneau, Advantous Consulting, LLC  
Katherine Sayre, Times-Picayune/NOLA.com  
Mai Dang, Urban Strategies  
LaSwanda Green, Downtown Development District  
Stephen Daste, FFC Capital Management  
Ernest Gethers, City of New Orleans, Economic Development  
Melissa Ehlinger, New Orleans Business Alliance  
Stephen Stuart, Bureau of Governmental Research  
Derrick Francis, Mayor's Office  
Dennis Cambre, Jr., Sheet Metal Local 214  
Matt Schwartz, Domain Companies (South Market District)  
Steve Mohar, Entergy  
Lane Louque, Woodward Design+Build

Greg Pulley, Regions Bank  
Byron Poydras, Bank of New York

Guests, cont'd

Eugene Bem, BHI RENM  
Tiger Hammond, GNO AFL-CIO  
Al Bostich, IBEW 13  
Jennifer Adams, Housing Authority of New Orleans  
Conor Gaffney, City of New Orleans  
Don Allison, Advantous Consulting  
James Hayes

President, Alan H. Philipson, called the meeting to order at 12:57 PM. A roll call was conducted and a quorum confirmed. Introductions by all guests were held prior to the opening. By motion of Mr. Eugene Green and seconded by Mrs. Edith Jones, the Board voted unanimously for approval of the board minutes of June 10, 2014.

**SOUTH MARKET DISTRICT – THE BEACON**

The President informed the Board that over the past several months, meetings had been held to negotiate a PILOT arrangement. Attendees included: Mr. Philipson, David Thompson, Matt Schwartz (the Developer), Aimee Quirk (the Mayor's Executive Advisor on Economic Development), bond counsel David Wolf and Ray Cornelius, Melissa Ehlinger and Abhay Patel of the New Orleans Business Alliance, Prof. Toni Weiss (CBA), Stan McDaniel (BFA) and IDB Staff, Sharon Martin. These meetings have resulted in a PILOT arrangement which is now being presented to the Board for review and approval. Bond Counsel, David Wolf provided a background summary of the South Market project advising that the project is a four-phase plan. The first two phases, which were approved by the Board, are still under construction. The current phase (Phase III), The Beacon, has a similar PILOT formula. The PILOT includes current tax payments for the first two years. When the project is placed in service, there will be incremental yearly percentage increases, utilizing a tax base line formula that uses estimated actual taxes that would otherwise be paid, subsequently escalating the PILOT payment to full taxes in year 13. (See attached Addendum). Also included in the final agreement is the Mayor's request to resolve that there would be no assurance of support on any future phase(s) of the project. Additionally, this agreement covers local labor and DBE (Disadvantage Business Enterprise) compliance targets. As explained, the previous agreement on Phases I & II were less stringent. Mr. Wolf also advised that a copy of the resolution and the summary, (which would be updated to include more accurate figures on the PILOT payment, using a greater tax base line), would be revised for issuance.

Mr. Schwartz responded to questions by the Board. The expected date for service for the Paramount residential portion (Phase I & II) is November 18, 2014. The retailers' build out is expected at year-end. Ms. Lauren Marshall, Woodward Design+Build, was introduced and she advised that on Phase I of the project the Developer has reached 41% in local hiring. There were no requirements for the parking portion of the project. Mr. Allison Randolph, Chair of the DBE Committee, asked if there was a written review on the stats which were provided today. Mrs. Jones asked that for The Beacon, certain data be included in the reports; namely identification of the certifying agency, the date of the contractor's certification and percentage of ownership of the DBE at the time the contract was signed.

The President opened the floor for public comment. Mr. Steven Kennedy suggested that the IDB understand the subsidies obtained by developers and added that it would be incumbent upon the IDB to ensure there was adequate DBE participation, as well as to ensure there was no income inequality (hourly wages). He requested that the IDB should receive reports, all of which should be defined within the documents. To this Mr. Philipson responded that the IDB, prior to vote, takes great measure in doing its due diligence to ensure that it is getting the best for the City while working with the Developer who commits to local hire and DBE participation. Mr. Randolph interjected that the IDB cannot go back and make changes to previous agreements and it cannot hold up progress. There is a process and if the Developer fails to meet the targets set forth in the PILOT agreement, the Developer suffers penalties.

Mr. Kennedy then stated that the IDB should be aware of some of the returns developers are receiving from abatements and incentives and the citizens can be “cheated”. Mr. Philipson reminded Mr. Kennedy that the IDB works for the benefit of the City and its citizens, and no one is out to cheat. Mrs. Susan Good added that all negotiations are conducted with the City and New Orleans Business Alliance involved. Mr. Wolf stated that PILOT terms require a developer to make reports pursuant to IDB and City policies and guidelines as if the project was publicly financed. In terms of use of WBEs and DBEs, developers are required to work with the City’s program. He invited Mr. Kennedy to the guidelines, adding that such policies and guidelines are continuing to evolve. When Phase I was processed, many of the policies and guidelines now being implemented were not established. Therefore, the requirements were not as stringent as the most recent project. Mr. Thompson added that there seems to be a need, for the benefit of history, showing that over the years many of these policies were created and are still evolving, including the tracking of projects. If these targets are not met, the IDB has imposed claw backs.

Mr. Eugene Battle inquired as to whether or not there was anyone from the development team who could be approached concerning these issues. Mr. Philipson offered that he should contact IDB staff who were capable of getting the answers to these types of questions.

After public comments, a motion was offered by Mrs. Good, and seconded by Mr. Thompson, for acceptance and approval of the PILOT terms and conditions for The Beacon as described by counsel (proposal attached as Addendum). By unanimous vote, the Board approved the PILOT proposal for The Beacon as presented with a note that a new/corrected summary would be provided that would reflect more accurate PILOT payments based on a greater tax base line. Yearly percentage increases would remain the same.

#### **DRURY INNS/DSW**

Bond Counsel, Mr. Wolf, gave an overview of the Developer’s request for authorization of and approval to modify the November 12, 2010, Indenture Agreement in which private placement bonds were issued in connection with the construction of additional parking spaces at Drury Inns. This is subject to a Wells Fargo-Global agreement for financing, which provided for the possibility of re-financing. Mr. Wolf explained that the refinancing does not change the date of maturity, it only tweaks part of the credit arrangement and the Trustee, Wells Fargo, remains the same. After the overview and explanation, Mr. Philipson requested a motion to approve. By motion of Mr. Thompson and second by Mr. Randolph, the Board voted unanimously to approve the refinancing and changes to the Trust Indenture after refinancing.

#### **CARROLLTON REVITALIZATION**

Attorney Wolf provided that this matter was first issued in 2007 for \$4.5M for the construction of a Walgreen’s Pharmacy at the corner of S. Carrollton and S. Claiborne. He added that this was the most

complicated issuance as it involved GO Zone bonds and included New Market Tax Credits (NMTC) and a PILOT. The seven-year compliance period for NMTC has matured. The bonds were originally guaranteed by Capital One. Recent negotiations have been underway for new terms. The refinancing in this matter will shorten the 20-year period to 10 years, and a new floating interest rate established. Developers now seek approval from the IDB to move forward with the refinancing and with Whitney Bank as the new Trustee. Two years remain on the PILOT after which it will terminate and current taxes will become due.

After the overview and explanation, the President opened the floor for a motion to approve the refinancing. By motion of Mr. Green and second by Mr. Darrel Saizan, the Board voted unanimously to approve the refinancing.

### **IBERVILLE**

Josh Collen of HRI began with an update on the current status of the project, advising that Phases I & II are approximately 45% complete. Financing has already been approved and construction is expected to start some time in December. There will be a closing on Phase III which will include an additional 105 units. He added that no returning Section 3 tenants have been housed as yet but they will be given a “right of return”. Many of the previous tenants of the Iberville, he stated, have been happy with their voucher for off-site living. He added that The Texaco complex opened in May. Mrs. Good inquired as to the possibility of a school being built on or near the Iberville site. Mr. Collen advised that the Iberville site is a smaller site. Since this site has smaller boundaries than the other HANO projects, no school will be built on the site. However, he stated, the Iberville does have active partners including the RSD and the Orleans Parish School Board to look at these issues.

Mai Ding of Urban Strategies then reported on the hiring of Section 3 participants. 43 of the 68 positions filled were new hires, with 5 of them being enrolled in the apprenticeship program, and 10 being trained in OSHA requirements. A recent job fair was hosted wherein there were 93 attendees. Of the 11 jobs posted, 3 Section 3 workers were hired. Mr. Saizan inquired as to the hiring of those “at risk” applicants, i.e., previously incarcerated applicant. He asked if they were considered for jobs or are they disregarded by contractors. Ms. Ding advised that new hires come through Urban Strategies who search a data base for the skills of the applicant. Some contractors will look at the skills and the nature of the incarceration. They might disregard the incarceration. Mr. Philipson asked if there was a job match process when posting to which Ms. Ding replied, “Yes”, and as construction increases, hiring increases.

Ms. Ding was thanked for the update. Mrs. Jones applauded both HRI and Urban Strategies for their efforts in hiring locally. At this time, Ms. Lauren Marshall presented the DBE participation/inclusion, stating the Developer was still on target at 35% participation. With the additional work to be done, smaller contracts will be issued. Monitoring is constant. Mrs. Jones stated that with the next update report, she would appreciate that certain information be included, i.e., identification of the certifying agency of the contractor; the date the contractor was certified, the particular area of expertise of the contractor, and the percentage of ownership at the time of execution of the contract.

Mr. Al Bostick of the IBEW Local 130 asked if all former residents were aware of their “right of return”. Mr. Collen stated that dissemination of this information is an important part of Choice Neighborhoods. HANO and Urban Strategies have a detailed list of former tenants and messages go out to those named on the list. There is no frozen date and housing applies to both on-site and off-site. There is a waiting list for on-site housing. Mr. Collen interjected that there will be 800 units on-site with 304 as public housing units,

some with applications for rental subsidy. Mr. Tiger Hammond of the ALF-CIO inquired as to the type of apprenticeship programs being offered to which Ms. Marshall advised plumbing, electrical, etc.

Mr. Bostick inquired as to the consideration by the Developer for recreational space at the site, and the ratio of space to population. Mr. Collen advised that HRI has created recreational space at the site and is working on a career path program for the Section 3 hires. Some hires have been placed permanently, and HRI and Urban Strategies have been encouraging contractors to keep on those who have been hired after the project is completed. Mr. Kennedy asked if there was consideration for the Section 3 requirement for use of professional services that may apply not only to persons hired, but also businesses. Mr. Philipson stated that such information was not in the IDB documents.

### **FINANCIAL REPORT**

Mrs. Good, Secretary-Treasurer, presented the September financial reports, stating that financials are within budget. Income is over budget due to revenue generated at Six Flags. All certificates of deposit are current. She then asked for a motion accepting the financial report. By motion of Mr. Theodore Sanders and seconded by Mr. Saizan, the Board voted unanimously to accept the September financial report as presented.

### **SIX FLAGS**

Discussions were held regarding continual security at Six Flags. Mrs. Good stated that Ms. Martin visits the site often to conduct tours for possible tenants. She stated she did not think it safe for Ms. Martin to go on these site visits alone. She suggested that the district police could possibly handle these requests or that the City could have someone accompany her on such requests. She then asked Mr. Ernest Gethers if these suggestions were possible. He responded that he did not think NOPD would do this but he would see if the Sheriff's office could assist. Ms. Martin stated that she would follow up with Mr. Gethers on this matter and would further gather information to put together a list of security possibilities.

### **ADMINISTRATOR'S REPORT**

Ms. Martin stated that a full copy of her report was included in the Board packet.

With no new or old business for discussion, a motion was offered by Mr. Randolph and was seconded by Mr. Green for adjournment.

The meeting adjourned at 1:53PM.

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Susan P. Good, Secretary/Treasurer

ADDENDUM:

**NOIDB - SUMMARY OF SOUTH MARKET PHASE 3 PILOT  
"THE BEACON"**

To date, the South Market project has consisted of the following three phases, with IDB Closings already having taken place (on June 13, 2013 and January 30, 2014) on the first two phases:

- (a) Phase 1 (Parcel C - The Paramount), is nearing completion, and consists of the entire block bounded by Girod St., S. Rampart St., Lafayette St. and O'Keefe Ave. The Paramount consists of approximately 209 market-rate rental apartments and approximately 21,410 sq. ft. of commercial space on the ground floor, at a cost of approximately \$47,700,000.
- (b) Phase 2 (Parcel D - The Park), is also nearing completion at the northeast intersection of Girod St. and O'Keefe Ave. The Park consists of an approximately 435-space parking garage with approximately 24,513 sq. ft. of commercial space on the ground floor, at a cost of approximately \$21,400,000.
- (c) Phase 3 (Parcel B-2 - The Beacon), will be located at the southwest intersection of Girod St. and O'Keefe Ave, and will encompass about half of that block. The Beacon will consist of approximately 20,000 sq. ft. of commercial space on the ground floor and will contain approximately 126 market-rate rental apartments, at a cost of approximately \$26,700,000.

Reduced payment PILOTs have been negotiated on the first three phases of the South Market project. PILOT terms for Phases 1 and 2 were negotiated in 2013 and formalized in documents signed on June 13, 2013 and January 30, 2014. A reduced payment PILOT for the next phase, The Beacon, has been negotiated over the last several months through extensive discussions involving the IDB, the Developer (South Market District B1 LLC, represented by Matt Schwartz), the City of New Orleans (through Aimee Quirk, Advisor to the Mayor for Economic Development), the New Orleans Business Alliance, and IDB consultants Toni Weiss and Stan McDaniel.

The reduced-payment PILOT that has been agreed to is summarized on the following pages, which are excerpted from the actual IDB Lease that will be signed at closing.

NOTE: The IDB and the Company will acknowledge in the Lease that there is no commitment whatsoever to any PILOT or other financial subsidy for future phases of the South Market District project. Any future applications will be considered *de novo* on their own facts, including whether to provide any PILOT and, in the event of any PILOT, the structure of such PILOT.

Additionally, for The Beacon, the Company will agree to more extensive employment goals than were in effect for the first two phases. The enhanced goals and clawbacks were approved by the IDB on November 12, 2013 (after having been developed for the first phases of the Iberville Onsite project). Under the current guidelines, there are two separate goals that will apply to Phase 3 (The Beacon):

1. An objective goal that 40% of construction workers must be residents of Orleans Parish.
2. A "good faith efforts" goal that 35% of the construction contracts must be awarded to DBEs, with an emphasis on Orleans Parish DBEs, then Metropolitan Area DBEs, and finally Louisiana DBEs.

In case the Company fails to meet either (or both) of the above goals, there is a one-time penalty payment, due upon completion of the project. The amount of the penalty depends on how close the Company comes to meeting these goals. In a worst case scenario, the maximum penalty for The

Beacon, together with the PILOT payment due at such time, would not exceed the full amount of taxes that would otherwise be payable upon completion (estimated as \$444,497). The penalty would be paid to the IDB and used by the IDB to support job-training or other programs aimed at developing greater DBE participation in Orleans Parish projects.

In the case of the DBE goals, the IDB will coordinate its oversight of the developer's good faith efforts with the City's Office of Supplier Diversity.

**PILOT SUMMARY**  
**(From Section 4.03 of IDB Lease)**

Base PILOT Rent Payment. The Company will agree to make a payment in lieu of tax ("PILOT Rent") on or before February 1 of each year, commencing not later than February 1, 2015, and continuing during each calendar year during the Lease Term with a final payment due not later than December 31, 2025, in the amounts described in the following table under the heading "Annual Base PILOT Rent".

For illustrative purposes, the Annual Base PILOT Rent for 2017 through 2026, as shown in the following table, are estimates only, based on (i) the 2014 millage rate (163.53) and (ii) the projected assessed valuation of the Project upon completion, as calculated by the Orleans Parish Assessor. However, the Annual Base PILOT Rent actually payable in such years shall be calculated in accordance with the notes following the table:

| Tax Year<br>ending<br>Dec. 31 | Payment<br>Due<br>Feb. 1 | Estimated<br>Base PILOT | Parcel B-1<br>See<br>Note | Annual IDB<br>Admin. Fee |
|-------------------------------|--------------------------|-------------------------|---------------------------|--------------------------|
| 2015                          | 2015                     | \$ 22,239               | -                         | --                       |
| 2016                          | 2016                     | 22,239                  | -                         | \$ 13,000                |
| 2017                          | 2017                     | 111,124                 | 1                         | 13,000                   |
| 2018                          | 2018                     | 116,680                 | 2                         | 13,000                   |
| 2019                          | 2019                     | 122,514                 | 2                         | 13,000                   |
| 2020                          | 2020                     | 128,640                 | 2                         | 13,000                   |
| 2021                          | 2021                     | 135,072                 | 2                         | 13,000                   |
| 2022                          | 2022                     | 141,826                 | 2                         | 13,000                   |
| 2023                          | 2023                     | 148,917                 | 2                         | 13,000                   |
| 2024                          | 2024                     | 177,799                 | 3                         | 13,000                   |
| 2025                          | 2025                     | 244,473                 | 4                         | 13,000                   |
| 2026                          | 2026*                    | 333,373                 | 5                         | 13,000                   |

\* The final payments shall be due on December 31, 2025, upon conclusion of the Lease Term.

Note 1: The actual Annual Base PILOT Rent for 2017, due February 1, 2017, shall be 25% of the total amount of ad valorem taxes for 2017 that would have been due on the Project if the Project were placed on the tax rolls for 2017, based on the aggregate millage rate in effect for such year and the taxable assessed valuation of the Project as determined by the Orleans Parish Assessor for such year (the "2017 Full Tax Amount"). The 2017 Full Tax Amount shall be calculated by the IDB prior to December 31, 2016. For purposes of calculating the figures shown in the above table, the 2017 Annual Base PILOT Rent is projected as 25% of the estimated placed-in-service assessed valuation (July, 2014 estimate from Orleans Parish Assessor) and the 2014 aggregate millage rate of 163.53 mills, however the actual Annual Base PILOT Rent for 2017 shall be calculated prior to December 31, 2016 and shall be equal to 25% of the 2017 Full Tax Amount as calculated prior to the end of 2016, it being understood that the resulting

Annual Base PILOT Rent for 2017 may be higher or lower than \$111,124 depending on the 2017 Full Tax Amount determined at such time.

Note 2: The actual Annual Base PILOT Rent for 2018 shall be 105% of the actual Annual Base PILOT Rent for 2017, calculated in accordance with Note 1 above. The Annual Base PILOT Rent for each of the years 2019 through 2023, inclusive, shall be 105% of the Annual Base PILOT Rent for the immediately preceding year.

Note 3: The actual Annual Base PILOT Rent for 2024 shall be 40% of the 2017 Full Tax Amount.

Note 4: The actual Annual Base PILOT Rent for 2025 shall be 55% of the 2017 Full Tax Amount.

Note 5: The actual Annual Base PILOT Rent for 2026 shall be 75% of the 2017 Full Tax Amount.

**NOTE - the following Local & DBE Employment Goals and Guidelines are the ones approved by the IDB on November 12, 2013, after having been developed in connection with the Iberville project. The first two phases of South Market were subject to less stringent goals that were in place at the time.**

Construction Period Local and DBE Employment. The favorable PILOT Rent payments described above have been negotiated by and between the IDB and the Company as an incentive to encourage the development of the Project. It is anticipated that the favorable PILOT Rent payments described above will reduce operating expenses of the Project. The Company agrees, as consideration for the favorable PILOT Rent payments as follows:

- (i) Minimum Use of Orleans Parish Workers. The Company agrees that at least 40% of the persons employed in the construction of the Project on an average daily basis shall be residents of Orleans Parish. The Company agrees to maintain records and/or require contractors and others to keep records sufficient to demonstrate that at least 40% of the employees on an average daily basis, during the construction period, are residents of Orleans Parish. The Company shall deliver to the IDB, within 30 days of completion of construction of the Project, evidence sufficient to determine the level of compliance. In the event that the foregoing employment target is not met, then the Base PILOT Rent due on February 1 of the year 2017, as described above, shall be increased by the percentage of deficiency in the use of New Orleans residents, up to the amount estimated to be the full amount of *ad valorem* taxes that would otherwise be due and payable on the Project for the tax year 2017 upon completion of the Project, if the Project were owned by the Company in tax year 2017 (the "Estimated Full PILOT Payment"). The Estimated Full PILOT Payment for this purpose shall be \$444,497. To illustrate, in the event that the actual percentage of Orleans Parish residents employed in the construction and renovation of the Project is only 30% ( $30\% \div 40\% = 75\%$  of the target percentage) then the PILOT Rent for 2017 would be increased by an amount equal to 25% (100% minus 75%) of the difference between the Annual Base PILOT Rent for 2017 and the Estimated Full PILOT Payment (in this example, the penalty

would be about \$83,343). In no event, however, will the adjusted PILOT Rent for 2017, together with the adjustment described in (ii) below, ever exceed the Estimated Full PILOT Payment.

(ii) Good Faith Efforts to use Disadvantaged Business Enterprises. The Company further agrees that it will use its best efforts to use Disadvantaged Business Enterprises in the construction of the Project in the manner provided in Ordinance No. 25369 adopted by the New Orleans City Council on June 6, 2013, subject to the additional terms and conditions set forth in this subparagraph (ii) and in the Standards of Demonstrated Good Faith Efforts attached to the Lease Agreement. The DBE Goal for the Project shall be at least 35% of the total construction cost of the Project, *i.e.* at least \$9,345,000 of contracts and/or subcontracts. The Company agrees that it will use its best efforts to meet the DBE Goal by seeking out and utilizing local DBEs in the following order of priority, with the phrase "located in" being defined in (c)(iii) below:

- (A) DBEs located in Orleans Parish shall be sought out and given first priority; then
- (B) DBEs located in the New Orleans-Metairie-Kenner Metropolitan Statistical Area (consisting of Jefferson, Orleans, Plaquemines, St. Bernard, St. Charles, St. John the Baptist and St. Tammany Parishes), but outside of Orleans Parish; and finally
- (C) DBEs located in the State of Louisiana but outside of the New Orleans-Metairie-Kenner MSA.

In the event that the foregoing local DBE Goal is not met as of January 1, 2017, then the Base PILOT Rent due on February 1 of the year 2017 shall be increased by the percentage of deficiency in the DBE Goal, up to the Estimated Full PILOT Payment as defined in (c)(i) above. To illustrate, in the event that the actual percentage of DBEs utilized in the construction and renovation of the Project is only 20% ( $20\% \div 35\% = 57.14\%$  of the target percentage) then the PILOT Rent for 2017 would be increased by an amount equal to 42.86% (100% minus 57.14%) of the difference between the PILOT Rent for 2017 and the Estimated Full PILOT Payment. In no event, however, will the adjusted PILOT Rent for 2017, together with the adjustment described in (i) above, ever exceed the Estimated Full PILOT Payment.

Commencing within ten (10) days after January 1, 2015, and continuing quarterly until completion of the Project, the Company shall furnish the IDB and the Director of the City of New Orleans Office of Supplier Diversity (or its successor), with a written report describing its good faith efforts to comply with this subparagraph (ii).

Notwithstanding the foregoing, if as of January 1, 2017, the IDB and the Director of the City of New Orleans Office of Supplier Diversity (or its successor) jointly determine that the Company has exercised due diligence and used its best efforts to meet the DBE Goal outlined herein, then the IDB may waive or reduce the adjustment to the PILOT Rent described in this subparagraph (ii) with respect to the DBE Goal.

- (iii) Criteria for "Local" Business. The words "located in" as used in (ii)(A), (B) and (C) above refer to a business enterprise in the applicable jurisdiction (*i.e.*, Orleans Parish, the New Orleans-Metairie-Kenner MSA or the State of Louisiana) that meets each of the following four criteria:
- (A) it has its principal business office physically located within the applicable jurisdiction and, if required by an applicable municipal or parochial authority, holds a current occupational license from such municipal or parochial authority located in the applicable jurisdiction,
  - (B) it is largely free to make its own local advertising, operational, employment and legal decisions without interference from persons or entities doing business outside of the applicable jurisdiction,
  - (C) it requires its chief executive officer, or equivalent, and the highest level managerial employees to maintain their offices and perform their managerial functions in the applicable jurisdiction, and
  - (D) it meets at least two of the following four criteria:
    - (1) More than 50% of the assets of the business enterprise, excluding bank accounts, are physically located in the applicable jurisdiction;
    - (2) More than 50% of the employees of the business enterprise are full-time residents of the applicable jurisdiction;
    - (3) The owners of more than 50% of the business enterprise are full-time residents of the applicable jurisdiction; or
    - (4) More than 50% of the total sales or other revenues are derived from transactions of the business enterprise in the applicable jurisdiction.

A franchise business may be treated as a local business if it independently meets all four of the criteria described above as if it were not a franchise business.

For purposes of (iii)(A) above, a business office is a fixed and established place of business, including a qualified home office, where business is conducted on a regular basis. A residence qualifies as an office only if none of the business owners also maintain an office outside the residence in the same or related field, and a business owner claimed the home office as a business deduction on the prior year's income tax return, or for businesses started after the last tax return, would qualify for a deduction on the next tax return. None of the following constitutes a business office: a post office box, a temporary location, any movable property, a location that was established to oversee a project such as a construction project office, or a work space provided in exchange for services as opposed to monetary rent.

Cap on Annual Base PILOT Rent. In no event shall the Annual Base PILOT Rent plus any Additional Rental PILOT Payment with respect to Targeted Employment payable with respect to any Tax Year exceed the full amount of *ad valorem* taxes that would otherwise be due and payable on the Project for the applicable tax year if the Project were owned by the Company in that tax year, calculated using the then applicable millage rate and assessed valuation. At any time, the

Company shall have the right to contest any assessed valuation with the Orleans Parish Assessor the same is if it were the owner of the Project.

**NOTICE OF CANCELLATION**

**OF THE**

**BOARD MEETING**

**OF THE**

***INDUSTRIAL DEVELOPMENT BOARD***

***OF THE***

***CITY OF NEW ORLEANS, LA., INC.***

THE TUESDAY, NOVEMBER 11, 2014 MEETING OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF NEW ORLEANS, LOUISIANA, INC. HAS BEEN CANCELLED. NOTICE OF THE NEXT IDB BOARD MEETING WILL BE ISSUED IN ADVANCE OF THE SCHEDULED MEETING.

INDUSTRIAL DEVELOPMENT BOARD OF THE  
CITY OF NEW ORLEANS, LOUISIANA, INC.

NOVEMBER 5, 2014



**MINUTES OF THE BOARD MEETING  
OF THE  
INDUSTRIAL DEVELOPMENT BOARD  
CITY OF NEW ORLEANS, LA, INC.**

**DECEMBER 2, 2014 AT 12:30 PM  
21ST FLOOR CONFERENCE ROOM  
1340 POYDRAS - THE AMOCO BUILDING**

**Present:**

Walter C. Flower, III  
Edith G. Jones  
Allison B. Randolph, III  
C. David Thompson

Dr. Ronald French  
Alan H. Philipson  
Darrel J. Saizan, Jr.

Eugene J. Green, Jr.  
M. Cleland Powell  
Eric Strachan

**Absent:**

Justin Augustine, III  
Theodore Sanders

Laura H. Brown

Susan P. Good

**Also Present:**

Sharon Martin, Administrator, IDB  
Joyce Matthews, Administrative Assistant, IDB  
David Wolf, Adams & Reese, Bond Counsel

**Guests:**

Katherine Sayre, Times-Picayune/NOLA.com  
Jaquetta White, The New Orleans Advocate  
Tonya Pope, Jazzland  
LaSwanda Green, Downtown Development District  
Stephen Stuart, Bureau of Governmental Research  
Josh Collen, HRI Properties (Iberville On-Site)  
Steven Kennedy  
Dennis Cambre, Jr., SMW214  
Sidney Barthelemy, HRI Properties (Iberville On-Site)  
Maurice Baird, New Orleans City Council  
Steve Molnas, Entergy/New Orleans  
Stephen Daste, FFC Capital  
Stanley McDaniel, The McDaniel Group  
Aimee Quirk, City of New Orleans  
Ernest Gethers, City of New Orleans  
Lisa Ross, OPAO, City Hall  
Richard Briscoe, Gulf South

President, Alan H. Philipson, called the meeting to order at 12:37 PM. A roll call was conducted and a quorum confirmed. Introductions by all guests were held prior to the opening. By motion of Mr. Allison Randolph and seconded by Mr. C. David Thompson, the Board voted unanimously for approval of the board minutes of October 14, 2014.

### **IBERVILLE**

Josh Collen of HRI provided an overview and an update on Phase III of this four-phase project, adding that Phase III will include the modernizing of four of the historic Iberville buildings. Phase III will include an additional 105 mixed-income units (subsidized and market-rate rental apartments). There will also be some retail involved in Phase III. Bond Counsel, Mr. David Wolf, interjected that plans are underway to close on Phase III. He reminded the Board that closings on Phase I and Phase II occurred last year. At that time, the IDB Board and the City worked out a 25-year PILOT for the four phases of this project. The PILOT for Phase III will be \$22,500; by close of Phase IV, the PILOT will triple once in effect to \$77,625; and by years 2037-39 the PILOT will reach 100% taxation. A copy of the resolution is included in the Board packet and attached to these minutes. There will be no bond issuance. The IDB will have title to the project. Phase IV, Mr. Wolf advised, which will contain approximately 550 units of mixed-income housing. He added that Mr. Collen will probably come back to the Board for approval on a portion of Phase IV of the project in which tax credits will be sought. The construction of the remaining units which may be carved into smaller phases as a result thereof. The Lease, he advised, contains targets for DBE and Local Hire consistent with IDB and City requirements.

Upon completion of the overview and update, the President requested a motion for approval of the resolution as provided by Counsel regarding Phase III closing. By motion of Mr. Walter Flower and seconded by Mr. Darrel Saizan, Jr., the Board approved unanimously the resolution and closing of Phase III of the Iberville On-Site.

Mr. Collen thanked the Board and advised that HRI is continuing to work with Urban Strategies to find ancillary jobs and training opportunities beyond the scope of this project for those who have been hired.

### **SOUTH MARKET DISTRICT – THE BEACON**

As there was no South Market District representative present, Mr. Wolf explained that Phase III (The Beacon) closed about ten (10) days ago. A groundbreaking will take place for this project. He advised that a heavily negotiated PILOT was agreed upon and that the Developer, Matt Schwartz, is aware and understands that there are no assurances of a PILOT on Phase IV of the four-phased project. Ms. Sharon Martin, Administrator, confirmed that closing costs were received.

### **RECOVERY SCHOOL DISTRICT – DREW ELEMENTARY**

Mr. Wolf advised that the Developer asked to be taken off the agenda for this meeting. Dr. Ronald French questioned whether or not the IDB should be accepting applications of this nature, adding that this may be opening a “Pandora’s Box” for similar applications. Mr. Wolf advised that there are different types of schools (public, private and non-profit). Generally, he added, schools go before the Louisiana Public Facilities Authority (LPFA) for incentives. It becomes a little more complicated when dealing with religion and non-profits. He recalled that the IDB Board handled the Holy Cross matter. Public schools would generally not come before the IDB as they are tax-exempt. Details of this application are not complete as of today, he added, but this matter would be similar to the HANO issuances. Currently, the facility is not on the tax roll, i.e., the land and the school. The land is owned by the School Board and the building is owned by the RSD. Therefore, there is no loss in taxes. The RSD will ask for a similar arrangement for this public/private venture of redevelopment which entails tax credits. The RSD will not be looking for a

40 year PILOT but rather a 10-year PILOT. There are yet about another half dozen such school redevelopment projects that may come from the RSD. RSD representatives will be at the January meeting. The school, when completed, will be used as a charter school and privately owned. If that changes, the deal will unwind.

Dr. French then inquired as to the private developer entering as a tenant, receiving the tax benefits and non-taxable income. Mr. Wolf explained that the reason for the private ownership is strictly so that the requirements are met for the historic tax incentive program. Once completed, the improvements will be turned over and the school will be operated as a public school. He also explained that the School Board will make a loan to the U S Banc Corp. in the amount of \$19M. More details of this financial structure will be forthcoming.

Mrs. Edith Jones stated that she agreed with Dr. French that the IDB needs to establish policy for these types of applications. These schools, she stated, will be receiving funds to operate and she is concerned about public coffers. Mr. Philipson then interjected that the City is dealing with this particular project, and that the BFA and the CBA will be waived. He added that at this time, any further discussion may be in vain and that such discussions should be abated until more details are received. Dr. French suggested that the IDB move forward with a set of procedures for applications such as this, as he could foresee a proliferation of such applications coming in for projects other than schools, as well. This, he stated, will not add any jobs other than during construction. Mr. Philipson agreed that some type of policy should be in place but right now such discussion is a bit premature.

Mr. Wolf assured the Board that there will be meetings with the Mayor's Office which wants an employment and a DBE target. Dr. French then requested an executive summary. Mr. Wolf advised that one would be forthcoming.

Mr. Philipson opened the floor for public comment.

Mrs. Tonya Pope inquired as to the status of the Six Flags redevelopment proposals. Mr. Philipson advised that same would be taken up with RFP Committee.

Mr. Steven Kennedy added that the IDB should be aware of the enterprise zones and the need to meet or increase employment in accordance with legislation. He then offered an apology to the Board for a comment made at the IDB's last board meeting which was intended to be a remark which was to be of benefit to the Board and not misconstrued as a demeaning remark. His intentions were to ensure that the IDB was aware of meeting compliance and understanding the incentives gained by developers and, that the citizens of New Orleans should share in those targets. He apologized for any offense that might have been taken. Mr. Philipson accepted Mr. Kennedy's apology. He assured Mr. Kennedy that there could not be a more concerned 15-member body who wished to safeguard funds and citizens' concerns. Mrs. Jones then acknowledged Mr. Kennedy's apology and expressed appreciation, encouraging him to continue to attend the IDB Board meetings.

There being no new or old business, a motion was offered by Mr. Walter Flower and seconded by Mrs. Jones, for adjournment. The meeting adjourned at 1:48pm.

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Susan P. Good, Secretary/Treasurer

**INDUSTRIAL DEVELOPMENT BOARD OF THE  
CITY OF NEW ORLEANS, LOUISIANA, INC.  
DECEMBER 2, 2014**

The following resolution was offered by Walter C. Flower, III and seconded by Darrell J. Saizan, Jr.:

**RESOLUTION**

A resolution approving the form of and authorizing the execution of Lease Agreements and Agreements to Issue Bonds and any and all additional documents and certificates deemed necessary in connection with the granting of a favorable payment in lieu of tax arrangement and the issuance of Taxable Revenue Bonds for On Iberville (Phase III and Phase IV), of the Industrial Development Board of the City of New Orleans, Louisiana, Inc.; and providing for other matters with respect to the foregoing.

**WHEREAS**, the Industrial Development Board of the City of New Orleans, Louisiana, Inc. (the "Issuer"), is authorized and empowered under Chapter 7 of Title 51 of the Louisiana Revised Statutes of 1950, as amended (La. R.S. 51:1151 *et seq.*) (the "Act"), and other constitutional and statutory authority supplemental thereto, to acquire, own, lease, rent repair, renovate, improve, finance, sell, and dispose of facilities that are determined by the Issuer to be instrumental to the removal of blight or the redevelopment of distressed areas, or to promote economic development through the creation of jobs, or to enhance the tax base of the City of New Orleans through the construction, renovation, or rehabilitation of improvements, other than facilities designed for the sale or distribution to the public of electricity, gas, water, or telephone or other services commonly classified as public utilities; and

**WHEREAS**, On Iberville Phase I, LLC, On Iberville Phase II, LLC and On Iberville Phase III, LLC or a related entity or entities (each a "Project Owner" and collectively the "Project Owners"), desire to undertake the development of a project, consisting of the conversion of the 23-acre Iberville Housing Project site bounded by Iberville, N. Robertson, St. Louis and Crozat St. in the City of New Orleans, Louisiana, into a mixed-use housing development (the "Project"), in multiple phases as follows:

- (a) Phase I consisted of the development of the blocks bounded by Iberville, Marais, Bienville and Crozat Streets, into approximately 152 subsidized and market-rate rental apartments, at a cost of approximately \$41,425,000;
- (b) Phase II consisted of the development of the blocks bounded by Iberville, N. Villere, Bienville and Marais Streets, into approximately 75 subsidized and market-rate rental apartments, at a cost of approximately \$18,095,000; and
- (c) The final phases (previously referenced to as Phase III) will consist of the development of the remaining parts of the Project into approximately 653 subsidized and market-rate rental apartments, at a cost of approximately \$161,000,000 consisting of the following:
  - (i) Phase III will consist of the development of a portion of block bounded by Basin, Bienville, Tremé and Conti St., and a portion of the block bounded

by Bienville, Marais, Conti and Tremé St., into approximately 105 subsidized and market-rate rental apartments, at a cost of approximately \$31,086,000; and

- (ii) Phase IV will consist of the development of the remainder of the Overall Iberville Redevelopment Project into approximately 550 subsidized and market-rate rental apartments; and

each phase of which qualifies as a "development project" and which has been determined by Lessor to serve a public purpose, within the meaning of the Act; and

**WHEREAS**, pursuant to the Act, property acquired by the Issuer in connection with their issuance or agreement to issue bonds is exempt from ad valorem tax and the Issuer is permitted to require a payment in lieu of tax in an amount not exceeding what the ad valorem tax would have been on such property if such property were privately owned; and

**WHEREAS**, it is now the desire of this Board of Directors to authorize the President and/or Vice President and Secretary-Treasurer to execute the two separate agreements, each to be styled "Lease Agreement and Agreement to Issue Bonds" in connection with the development of Phase III and Phase IV of the Project as described above (the "Lease Agreements"), in substantially the form attached hereto as Exhibit B, and for the Issuer to acquire the property described as Phase III and Phase IV therein, and such other matters necessary and desirable in connection therewith; and

**WHEREAS**, this Board of Directors has previously approved, by resolution adopted on August 29, 2013, to further approve a schedule of payments-in-lieu-of-taxes ("PILOT"), closing fees and annual fees that has been negotiated by the Issuer, the City of New Orleans and the Project Owners, which resolution further provided that final approval of the lease agreement(s) and other details relating to Phase III of the Project (other than the PILOT and fee payments included in Exhibit A to the August 29, 2013 resolution) shall be by subsequent resolution of this Board of Directors;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Industrial Development Board of the City of New Orleans, Louisiana, Inc., acting as the governing authority of the Issuer, that:

**SECTION 1. Approval of Lease Agreement.** The Issuer hereby approves a Lease Agreement and Agreement to Issue Bonds for Phase III and the final phase of the Project, both to be in substantially the form attached hereto as Exhibit A with such changes as are approved by bond counsel to Issuer, (ii) the execution and delivery of said Lease Agreements, (iii) the acquisition of certain leasehold improvements now or hereafter located on Phase III and the final phase of the Project as described therein, and (iv) such other matters necessary, convenient, appropriate and desirable in connection with the matters approved hereby.

**SECTION 3. Negotiation, Execution and Delivery of Documents.** The President, Vice President and/or Secretary-Treasurer, or any one of them acting independently, are hereby authorized and directed for, on behalf of, and in the name of the Issuer to negotiate, execute and deliver any and all documents described herein, including, without limitation, the Lease Agreement, a conveyance to the Issuer of certain leasehold improvements now or hereafter located on Phase III and the final phase(s) of the Project and all improvements now or hereafter located thereon and additional instruments, documents and certificates in addition to the documents described herein that are deemed by such officers to be necessary, convenient, appropriate or desirable including a memorandum of understanding describing the incentives approved on this date. The signatures of the said officers upon documents specifically described herein together with any documents and certificates as may be otherwise required for necessary, convenient, appropriate or desirable

related to matters described in this resolution, are deemed to be conclusive evidence of their due exercise of the authority vested in them hereunder.

SECTION 4. Authorization. The President, Vice President and/or Secretary-Treasurer shall all, or any one of them, upon the advice of counsel, shall be further authorized to negotiate, execute and deliver any future servitudes, easements, mortgages, rights-of-way, releases, conveyances or other instruments with respect to the Project, as may be required by or provided for in the Lease Agreement or in connection with any bonds, or as may be requested by the Company, or as may otherwise be required for or necessary, convenient or appropriate to the Project and any bonds described above.

SECTION 5. Effective Date. This resolution shall take effect immediately.

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

| <u>Member</u>            | <u>Yea</u> | <u>Nay</u> | <u>Absent</u> | <u>Abstaining</u> |
|--------------------------|------------|------------|---------------|-------------------|
| Justin T. Augustine, III |            |            | X             |                   |
| Laura Hobson Brown       |            |            | X             |                   |
| Walter C. Flower, III    | X          |            |               |                   |
| Dr. Ronald French        | X          |            |               |                   |
| Susan P. Good            |            |            | X             |                   |
| Eugene J. Green          | X          |            |               |                   |
| Edith Jones              | X          |            |               |                   |
| Allison B. Randolph      | X          |            |               |                   |
| Alan H. Philipson        | X          |            |               |                   |
| M. Cleland Powell        |            |            | X             |                   |
| Theodore C. Sanders, III | X          |            |               |                   |
| Eric Strachan            | X          |            |               |                   |
| Darrel J. Saizan, Jr.    | X          |            |               |                   |
| C. David Thompson        | X          |            |               |                   |

And the resolution was declared adopted on this 2nd day of December, 2014.

/s/ Susan Good  
Secretary-Treasurer

/s/ Alan H. Philipson  
President

**EXHIBIT A  
to Approving Resolution**

**FORM OF LEASE AGREEMENT**

STATE OF LOUISIANA

PARISH OF ORLEANS

I, the undersigned Secretary-Treasurer of the Industrial Development Board of the City of New Orleans, Louisiana, Inc., (the "Issuer"), do hereby certify that the foregoing \_\_\_\_\_ (\_\_\_) pages constitute a true and correct copy of the proceedings taken by the Board of Directors of the Issuer on December 2, 2014, approving the form of and authorizing the execution of Lease Agreements and Agreements to Issue Bonds and any and all additional documents and certificates deemed necessary in connection with the granting of a favorable payment in lieu of tax arrangement and the issuance of Taxable Revenue Bonds for On Iberville (Phase III and Phase IV), of the Industrial Development Board of the City of New Orleans, Louisiana, Inc.; and providing for other matters with respect to the foregoing.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Issuer on this the 2nd day of December 2014.

(SEAL)

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Secretary-Treasurer