



St. James Parish Council

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Secretary

PUBLIC NOTICE NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that the following entitled ordinance was introduced at a regular meeting of the Parish Council of the Parish of St. James, State of Louisiana, on June 5, 2024, and laid over for publication of notice:

PROPOSED ORDINANCE 24-08 ST. JAMES PARISH COUNCIL

AN ORDINANCE AUTHORIZING THE EXECUTION OF AMENDATORY DOCUMENTS RELATING TO THE (I) \$56,200,000 ORIGINAL AGGREGATE PRINCIPAL AMOUNT PARISH OF ST. JAMES, STATE OF LOUISIANA REVENUE BONDS (NUSTAR LOGISTICS, L.P. PROJECT) SERIES 2008, (II) \$100,000,000 ORIGINAL AGGREGATE PRINCIPAL AMOUNT PARISH OF ST. JAMES, STATE OF LOUISIANA REVENUE BONDS (NUSTAR LOGISTICS, L.P. PROJECT) SERIES 2010, (III) \$50,000,000 ORIGINAL AGGREGATE PRINCIPAL AMOUNT PARISH OF ST. JAMES, STATE OF LOUISIANA REVENUE BONDS (NUSTAR LOGISTICS, L.P. PROJECT) SERIES 2010A, (IV) \$85,000,000 ORIGINAL AGGREGATE PRINCIPAL AMOUNT PARISH OF ST. JAMES, STATE OF LOUISIANA REVENUE BONDS (NUSTAR LOGISTICS, L.P. PROJECT) SERIES 2010B AND (V) \$75,000,000 ORIGINAL AGGREGATE PRINCIPAL AMOUNT PARISH OF ST. JAMES, STATE OF LOUISIANA REVENUE BONDS (NUSTAR LOGISTICS, L.P. PROJECT) SERIES 2011, AUTHORIZING THE APPROPRIATE OFFICERS OF THE PARISH TO EXECUTE THE AFOREMENTIONED INSTRUMENTS AND ALL OTHER DOCUMENTS AND CERTIFICATES DEEMED NECESSARY IN CONNECTION THEREWITH; AND PROVIDING FOR OTHER MATTERS WITH RESPECT TO THE FOREGOING.

WHEREAS, the Parish of St. James, State of Louisiana (the "Issuer" or the "Parish"), is authorized and empowered by law, including particularly the provisions of Sections 991 to 1001, inclusive, of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "Act"), to issue its revenue bonds for the purpose of using the funds derived from the sale thereof to acquire, purchase, construct or improve and sell, lease or otherwise dispose of industrial plant sites and industrial plant buildings, and necessary property and appurtenances thereto; and

WHEREAS, the Issuer previously issued five series of bonds, namely (i) \$56,200,000 original aggregate principal amount Parish of St. James, State of Louisiana Revenue Bonds (NuStar Logistics, L.P. Project) Series 2008 (the "Series 2008 Bonds"), pursuant to an Indenture of Trust dated as of June 1, 2008 (the "Series 2008 Indenture"), (ii) \$100,000,000 original aggregate principal amount Parish of St. James, State of Louisiana Revenue Bonds (NuStar Logistics, L.P. Project) Series 2010 (the "Series 2010 Bonds"), pursuant to an Indenture of Trust dated as of July 1, 2010 (the "Series 2010 Indenture"), (iii) \$50,000,000 original aggregate principal amount Parish of St. James, State of Louisiana Revenue Bonds (NuStar Logistics, L.P. Project) Series 2010A (the "Series 2010A Bonds"), pursuant to an Indenture of Trust dated as of October 1, 2010 (the "Series 2010A Indenture"), (iv) \$85,000,000 original aggregate principal amount Parish of St. James, State of Louisiana Revenue Bonds (NuStar Logistics, L.P. Project) Series 2010B (the "Series 2010B Bonds"), pursuant to an Indenture of Trust dated as of December 1, 2010 (the "Series 2010B Indenture") and (v) \$75,000,000 original aggregate principal amount Parish of St. James, State of Louisiana Revenue Bonds (NuStar Logistics, L.P. Project) Series 2011 (the "Series 2011 Bonds" and, together with the Series 2008 Bonds, the Series 2010 Bonds, the Series 2010A Bonds and the Series 2010B Bonds, the "Bonds"), pursuant to an Indenture of Trust dated as of August 1, 2011, each between the Issuer and U.S. Bank National Association, as trustee (the "Trustee") (the "Series 2011 Indenture" and, together with the Series 2008 Indenture, the Series 2010 Indenture, the Series 2010A Indenture and the Series 2010B Indenture, the "Original Indentures"); and

WHEREAS, proceeds of the Bonds were loaned to NuStar Logistics, L.P., a Delaware limited partnership (the "Company"), pursuant to five Lease Agreements, each between the Issuer and the Company and dated as of June 1, 2008, July 1, 2010, October 1, 2010, December 1, 2010 and August 1, 2011, respectively (collectively, the "Original Lease Agreements"); and

WHEREAS, in connection with the conversion of the interest rate on the Bonds on June 3, 2020, the Issuer entered into the First Supplement and Amendment to Indenture of Trust amending and supplementing the Series 2008 Indenture, the First Supplement and Amendment to Indenture of Trust amending and supplementing the Series 2010 Indenture, the First Supplement and Amendment to Indenture of Trust amending and supplementing the Series 2010A Indenture, the First Supplement and Amendment to Indenture of Trust amending and supplementing the Series 2010B Indenture and the First Supplement and Amendment to Indenture of Trust amending and supplementing the Series 2011 Indenture, each between the Issuer and the Trustee, (collectively, the "First Supplemental Indentures" and, together with the Original Indentures, the "Indentures"); and the First Supplement and Amendment to Lease Agreement amending and supplementing the Lease Agreement applicable to the Series 2008 Bonds, the First Supplement and Amendment to Lease Agreement amending and supplementing the Lease Agreement applicable to the Series 2010 Bonds, the First Supplement and Amendment to Lease Agreement amending and supplementing the Lease Agreement applicable to the Series 2010A Bonds, the First Supplement and Amendment to Lease Agreement amending and supplementing the Lease Agreement applicable to the Series 2010B Bonds and the First Supplement and Amendment to Lease Agreement amending and supplementing the Lease Agreement applicable to the Series 2011 Bonds, each between the Issuer and the Company (collectively, the "First Supplemental Lease Agreements" and, together with the Original Lease Agreements, the "Lease Agreements"); and

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WHEREAS, the Company desires to add Sunoco, L.P. and additional entities as additional guarantors of the Bonds which necessitates the execution and delivery of certain amendatory documents, including but not limited to one or more Second Supplement and Amendments to Indentures between the Issuer and the Trustee, amending and supplementing the Indentures applicable to each series of bonds (the "Second Supplemental Indentures"); and one or more Second Supplement and Amendments to Lease Agreements between the Issuer and the Company amending and supplementing the Lease Agreements applicable to each series of bonds (the "Second Supplemental Lease Agreements" and, together with the Second Supplemental Indentures, the "Second Amendments"); and

WHEREAS, the Second Amendments will not in any way shift any financial burden or risk to the Parish; and

WHEREAS, the Indentures each provide that the Issuer and the Trustee may enter into the Second Supplemental Indentures for certain purposes; and

WHEREAS, the Lease Agreements each provide that the Issuer and the Company may enter into the Second Supplemental Lease Agreements; and

WHEREAS, all required consents will have been obtained prior to or simultaneously with the execution of the Second Amendments and any other documents deemed necessary in connection therewith; and

WHEREAS, the Issuer desires to authorize the execution of the Second Supplemental Indentures, the Second Supplemental Lease Agreements and any other documents deemed necessary in connection therewith which are agreed to by the Company;

NOW, THEREFORE, the St. James Parish Council (the "Parish Council") hereby ordains:

SECTION 1. The Parish President and the Secretary of the Parish Council be and they are hereby empowered, authorized and directed to execute and deliver the Second Supplemental Indentures and the Second Supplemental Lease Agreements for, 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 in connection with the delivery of additional guaranty agreements. The Second Supplemental Indentures and the Second Supplemental Lease Agreements are to be in the form approved by Bond Counsel (as hereinafter defined) and agreed to by the Company, and the signatures of the aforesaid officers upon the Second Supplemental Indentures and the Second Supplemental Lease Agreements as so executed shall be deemed conclusive evidence of their due exercise of the authority vested in them hereunder.

SECTION 2. The Parish President and Secretary of the Parish Council are hereby further authorized and directed for, on behalf of, and in the name of the Issuer to execute and deliver any and all additional instruments, documents and certificates in addition to the documents set forth above as may be required by or provided for in connection with the Second Supplemental Indentures and the Second Supplemental Lease Agreements, to do all such acts and things, including filing tax documentation required by the Internal Revenue Service, if any, and the execution of any other agreements or amendments thereof related to the Bonds, including any rider to the Bonds or replacement Bonds, or as may otherwise be required for or necessary, convenient or appropriate to the transaction described in this ordinance. Said officers are hereby further authorized and directed to approve for and on behalf of and in the name of the Issuer any changes, additions or deletions in any of the documents, instruments or certificates referred to in this ordinance, provided that all such changes, additions or deletions, if any, as shall be approved by Bond Counsel and consistent with and within the authority provided by the Act. The signatures of the said officers upon such documents set forth above, or as may be otherwise required for or necessary, convenient or appropriate to the financing described in this ordinance, are deemed to be conclusive evidence of their due exercise of the authority vested in them hereunder. The Parish President and the Secretary of the Parish Council also are authorized to execute and deliver for and on behalf of the Issuer any and all additional certificates, documents, opinions or other papers and perform all other acts (including, without limitation, the filing of any documents to create and maintain a security interest on the properties and revenues pledged under the Indentures) customary to the amendment of documents of bond issues as they may deem necessary or appropriate in order to implement and carry out the intent and purposes of this ordinance and are further authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Second Supplemental Indentures and the Second Supplemental Lease Agreements as executed.

SECTION 3. Foley & Judell, L.L.P., of New Orleans, Louisiana ("Bond Counsel"), is hereby employed to do and perform comprehensive, legal and coordinate professional work in connection with the matters outlined in this ordinance. The fee to be paid Bond Counsel shall be an amount based on the Attorney General's then current Bond Counsel Fee Schedule and other guidelines for comprehensive, legal and coordinate professional work in the issuance

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of revenue bonds applied to the actual aggregate principal amount of the Bonds, together with reimbursement of out-of-pocket expenses incurred and advanced in connection with the amendment of the terms of the Bonds, and subject to the Attorney General's written approval of said employment, shall be payable only out of the proceeds of funds provided by the Company

NOTICE IS HEREBY, FURTHER, GIVEN that the Parish Council of said Parish will meet at 6:00 p.m. on Tuesday, June 18, 2024, in the Council Chambers of the Parish Courthouse Annex, 2631 Hwy 20, Vacherie, LA at which time there will be a public hearing on the adoption of the aforesaid ordinance.

s/ Ryan Louque
Chairman

s/Linda Hubbell
Secretary

Note: St. James Parish will provide, upon request, reasonable accommodation to any disabled individual wishing to attend the meeting. Anyone requiring reasonable accommodation is requested to contact 1-800-846-5277 (TDD), 1-800-947-5277 (Voice) or 562-2400 (Handicapped) to discuss the particular accommodation needed.

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