

**ARTICLES OF INCORPORATION OF
GREATER NEW ORLEANS EXPRESSWAY COMMISSION**

**UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF JEFFERSON**

BE IT KNOWN, That on this 20th day of October, in the year of Our Lord one thousand nine hundred and fifty-four, and of the Independence of the United States of America, the one hundred seventy-ninth:

BEFORE Me, Frank H. Langridge, a Notary Public duly commissioned and qualified, in and for the Parish of Jefferson, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned:

PERSONALLY CAME AND APPEARED:

The **PARISH OF JEFFERSON**, herein appearing by and through Honorable John J. Holtgreve, president of the Jefferson Parish Police Jury, duly authorized by resolution of said Police Jury adopted at a meeting held on October 14th, 1954, a certified copy of which is annexed hereto; and

The **PARISH OF ST. TAMMANY**, herein appearing by and through Honorable Fred Mizell, president of the St. Tammany Parish Police Jury, duly authorized by resolution of said Police Jury adopted at a meeting held on October 14th, 1954, a certified copy of which is annexed hereto;

WHO DECLARED, that availing themselves of the provisions of R.S. 33:1321-33:1332 they have united to create and they do by these presents contract, agree, bind, form, organize and constitute themselves and incorporate a joint Commission, a body corporate and politic, as an agency and instrumentality of the **PARISHES OF JEFFERSON AND ST. TAMMANY** for the objects and purposes and under the conditions, covenants, stipulations and agreements of the following Articles of Incorporation, to-wit:

ARTICLE I

The name and title of the Commission shall be: **GREATER NEW ORLEANS EXPRESSWAY COMMISSION**.

ARTICLE II

A. The names and post office addresses of the incorporating parishes are: (1) **PARISH OF JEFFERSON**, Police Jury Office, The Court House, Gretna, Louisiana; (2) **PARISH OF ST. TAMMANY**, Police Jury Office, The Court House, Covington, Louisiana.

B. The names and post office addresses of the presiding officers of the governing body of each parish are: (1) **PARISH OF JEFFERSON—**

John J. Holtgreve, President of the Jefferson Parish Police Jury, 144 Metairie Lawn Drive, New Orleans 20, Louisiana; (2) PARISH OF ST. TAMMANY—Fred Mizell, President of the St. Tammany Parish Police Jury, Sun, Louisiana.

ARTICLE III

The location and post office address of the principal and registered office of the Commission is: Police Jury Office, The Court House, Gretna, Louisiana.

ARTICLE IV

Said GREATER NEW ORLEANS EXPRESSWAY COMMISSION is being formed for the following purposes and shall have the following powers:

The objects and purposes for which it is being formed and organized are to construct, operate and maintain in its corporate name, but for and on behalf of the Parishes of Jefferson and St. Tammany, a toll bridge or causeway and requisite approaches across Lake Pontchartrain and connecting said Parishes, to be known as the "Greater New Orleans Expressway" (hereinafter sometimes called "Expressway"), in accordance with the directions of and the plans, specifications, and contract documents approved by said Parishes and in accordance with any contractual obligations between said Parishes and the holders of any revenue bonds or refunding revenue bonds issued by said Parishes for the purpose of financing the Expressway. Said Commission shall also have power to improve or extend the Expressway in such manner as may be directed by the Parishes, and the powers hereby granted to the Commission with respect to the Expressway shall apply fully to any such improvements or extensions thereof. Said Commission shall have and may exercise all powers necessary or convenient for the carrying out of said objects and purposes, including, but without limiting the generality of the foregoing, the following rights and powers:

- (1) to sue and be sued;
- (2) to adopt, use and alter at will a corporate seal;
- (3) to acquire, purchase, lease as lessee, hold and use any franchise, property, real, personal or mixed, tangible or intangible, or any interest therein, necessary or desirable for carrying out the

objects and purposes of said Commission; and to sell, lease as lessor, exchange, transfer and dispose of any property or interest therein at any time acquired by it whenever said Commission shall determine that such property is not necessary for its corporate purposes, and that it is in the best interest of said Commission and said two Parishes; provided, however, that title to all such property shall be taken in the names of the Parishes of Jefferson and St. Tammany jointly;

(4) to construct, acquire, improve and maintain the EXPRESSWAY in the location and according to the design standards, plans and specifications approved by the Parishes, and to operate and manage the same;

(5) to make and adopt by-laws for the management and regulation of its affairs and the conduct of its business;

(6) to appoint such officers, agents, employees and servants, including engineers, attorneys, accountants, construction and financial experts, superintendents, managers and other employees and agents, as said Commission deems advisable and as may be necessary in its judgment; to prescribe their duties and to fix their compensation;

(7) to maintain an office at its domicile and at such place or places within either of the Parishes of Jefferson and St. Tammany as it may designate;

(8) to execute in its corporate name, jointly with the Parishes of Jefferson and St. Tammany, a Trust Agreement as security for any revenue bonds or refunding revenue bonds which may be issued jointly by the Parishes payable from the income and revenues to be derived from the operation of the EXPRESSWAY;

(9) to make and enter into all contracts and agreements necessary or incidental to the performance of its duties and the execution of its powers, subject to the same limitations, conditions and restrictions as may be provided by law if such acts were being done by said two Parishes themselves;

(10) to fix and revise from time to time and charge and collect tolls or other charges for transit over or use of the EXPRESSWAY for the purpose of providing for the payment of the cost of opera-

tion and maintenance of the EXPRESSWAY, including the expenses of the Commission, the payment of the principal of and the interest on said revenue bonds or refunding revenue bonds, reserve funds, an adequate fund for depreciation, repairs, extensions and improvements, and to fulfill the terms and provisions of any agreement made with the purchasers or holders of said revenue bonds or refunding revenue bonds;

(11) to establish rules and regulations for the use of the EXPRESSWAY;

(12) to acquire in the name of the Parishes of Jefferson and St. Tammany, by purchase or otherwise, on such terms and conditions and in such manner as it may deem proper, or by expropriation, either in its own name or in the name of said Parishes, or any of them, to the extent permitted by law, any and all lands, title and interest in such lands, other property, servitudes and improvements on lands, which said Commission may determine is reasonably necessary for the EXPRESSWAY or to preserve and protect the EXPRESSWAY;

(13) to locate and designate, and to establish, limit and control such points of ingress to and egress from the EXPRESSWAY as may be necessary or desirable in the judgment of said Commission to insure the proper operation and maintenance of the EXPRESSWAY, and to prohibit entrance to the EXPRESSWAY from any point or points not so designated;

(14) to receive and accept from any federal agency grants for or in aid of the construction of the EXPRESSWAY, and to receive and accept aid or contributions from any source, of either money, property or other things of value to be held, used and applied only for the purposes for which such grants and contributions may be made;

(15) to construct and reconstruct traffic circles, interchanges and grade separations at intersections of the EXPRESSWAY with public roads, grade separations at intersections with railroads, and to change and adjust the lines and grades of such public roads so as to accommodate the same to the design of such grade separation, with the permission of the appropriate public bodies having jurisdiction over any such public roads and as directed by the Parishes of Jefferson and St. Tammany. The cost of such con-

struction and any damage incurred in changing and adjusting the lines and grades of such roads shall be ascertained and paid by said Commission as a part of the cost of the EXPRESSWAY;

(16) to provide underpasses or overpasses for the passage of livestock and vehicles under or over the EXPRESSWAY at such intervals as it may deem necessary and as directed by the Parishes of Jefferson and St. Tammany;

(17) to act in its corporate name, but for and on behalf of the Parishes of Jefferson and St. Tammany, in the doing of all acts and things necessary or convenient to carry out the powers and duties expressly granted or impliedly conferred by these Articles of Incorporation, for the objects and purposes herein stated, including, but not limited to, those acts authorized to the said Parishes by R.S. 19:51-19:66 and R.S. 19:1-19:14. The foregoing shall be construed both as objects and powers but the enumeration thereof shall not be held to limit or restrict in any manner the powers and privileges conferred on said Commission by the Constitution and laws of Louisiana.

The Commission shall have power to enter into all covenants, agreements and obligations with the holders of any such revenue bonds, or refunding revenue bonds, as are provided for Parishes in applicable statutes relating to the issuance of such revenue bonds, or refunding revenue bonds by Parishes, and all covenants, agreements and obligations of the Commission, acting for and on behalf of said Parishes of Jefferson and St. Tammany, shall be and constitute valid and legally binding covenants, agreements and obligations of said Commission and said Parishes, jointly and severally, and shall be fully enforceable in any court of competent jurisdiction against said Commission, and the said Parishes, jointly and severally.

In the exercise of the rights and powers herein conferred on said Commission, it must be recognized that said Parishes of Jefferson and St. Tammany have heretofore executed the following contracts in connection with the construction, financing, operation and maintenance of the EXPRESSWAY:

(a) Contract with Ellis, Lancaster, Wright & Daly of New Orleans, Louisiana, under date of December 3, 1952, relative to the rendering of certain legal services;

(b) Contract with Palmer & Baker, Inc., of Mobile, Alabama, under date of December 4, 1952, relative to the rendering of services as consulting engineers;

(c) Contract with Foley, Cox & Judell of New Orleans, Louisiana, under date of March 11, 1953, relative to the rendering of certain legal services;

(d) Contracts with Brown & Root, Inc., of Houston, Texas, and T. L. James & Company, Inc., of Ruston, Louisiana, operating as a joint venture under the assumed name Louisiana Bridge Co., under date of July 7, 1954, relative to the construction of portions of the Greater New Orleans Expressway, including amendments to said contracts under date of September 22, 1954; and

(e) Contract with Allen & Company of New York, New York, and Townsend, Dabney & Tyson of Boston, Massachusetts, under date of July 21, 1954, relative to the furnishing of fiscal advisory services.

The obligations of said two Parishes under said contracts and any amendments thereto shall be performed and completed by said Commission for and on behalf of said Parishes, it being the intent hereof that said contracts shall continue in full force and effect according to their terms and shall be binding on said Commission to the same extent as on said Parishes, said Commission being hereby created to complete all phases of the Expressway and to administer the same for and on behalf of said Parishes.

It is further the intent hereof that after the issuance and delivery of the revenue bonds heretofore referred to by the Parishes, all powers and authority in connection with the construction, operation and maintenance of the Expressway shall be exercised only by the Commission.

ARTICLE V

All powers of said Commission shall be vested in and said Commission shall be composed of five (5) members as follows:

Thurston B. Martin and John J. Holtgreve, who shall serve for terms ending October 31, 1956 and October 31, 1958, respectively, appointed by the Jefferson Parish Police Jury to represent the Parish of Jefferson;

Archie S. Singletary and Fred Mizell, who shall serve for terms ending October 31, 1957 and October 31, 1959, respectively, appointed by the St. Tammany Parish Police Jury to represent the Parish of St. Tammany;

Bernard Eugene Abadie, Sr., who shall serve for a term ending October 31, 1955, appointed initially by the Jefferson Parish Police Jury as a member at large.

Upon expiration of each of the aforesaid terms on the dates shown, new appointments shall be made for terms of five (5) years each, ending on October 31st of the appropriate year, except in the case of the member at large whose term shall be for one (1) year; provided, however, that a member may succeed himself. Members shall continue to serve until their successors have been appointed and have qualified. In the event of a vacancy, same shall be filled by the Police Jury of the Parish which made the original appointment, except that in the case of the member at large the successor to the original appointee above named shall be made alternately by each Police Jury, the first successor of said original appointee to be named by the St. Tammany Parish Police Jury.

The representative of any parish on said Commission shall be subject to removal for cause by action of not less than two-thirds of the members of the Police Jury of such Parish present and voting at a meeting duly held for such purpose.

Members of the Commission shall be entitled to a compensation of twenty-five dollars (\$25.00) per day, and ten cents (10¢) per mile going to and from the meeting place of the Commission, for every day they are actually employed in the services of the Commission. Mileage shall be charged for each day of attendance of each session of the Commission. Said members shall not be paid per diem for more than twenty (20) days in any one (1) year. Such per diem and travel expenses shall be payable out of the funds of the Commission on the warrant of its Chairman.

The above named members of said Commission first appointed shall meet as soon as practicable at the principal office of the Commission in Gretna, Louisiana, and shall select a Chairman and a Vice-Chairman from its members, and a Secretary and a Treasurer, who need not be members of the Commission, and such other officers as the Commission may deem desirable. The terms of the Chairman and Vice-Chairman shall be one (1) year, and they may succeed themselves. The

Secretary and the Treasurer shall serve at the will of the Commission, and these offices may be combined into one office. Immediately upon the organization of the Commission and the election of such officers, the Secretary of the Commission shall certify to the Police Jury of each of said two Parishes and to the Secretary of the State of Louisiana the names and addresses of the officers of the Commission.

Three members of the Commission shall constitute a quorum for the conduct of business of the Commission. Any action on routine matters may be taken by vote of a majority of those members present at any meeting at which a quorum is present. Action on matters other than routine shall require the affirmative vote of three members.

Meetings may be held at the principal office of the Commission or at any other place within the Parishes of Jefferson and St. Tammany as may be determined by the Commission. Notice of all special meetings, signed by the officer or officers calling the meeting, shall be given in writing by first class mail to all members not less than five (5) days prior thereto, and a copy of such notice shall be posted at the principal office. The Commission shall fix a day, time and place for all regular meetings, and due public notice shall be given thereof. Special meetings may be called for the transaction of important business at the instance of the Chairman, the Vice-Chairman or a majority of the members of the Commission.

All meetings shall be held and conducted in accordance with the provisions of R.S. 42:5-42:8.

The Commission shall select an official journal in accordance with the provisions of R.S. 43:141-43-43:149 which shall be a qualified newspaper published in one of said Parishes. Such official journal shall be alternated annually between newspapers published in each of the two parishes.

ARTICLE VI

This corporation shall exist and continue and shall have and enjoy existence and succession for a period of ninety-nine (99) years from the date hereof or until all obligations incurred and all revenue bonds or refunding revenue bonds issued in connection with the EXPRESSWAY have been finally performed and paid in full in principal and interest.

ARTICLE VII

These Articles of Incorporation may be amended within the limitations prescribed by law by the adoption of a resolution by the govern-

ing bodies of the Parishes of Jefferson and St. Tammany, except that after the issuance of any revenue bonds by the Parishes there shall also be required the consent of the percentage of bondholders specified in the authorizing bond resolution or trust agreement. It is recognized and understood that these Articles of Incorporation are entered into, in addition to other purposes, for the benefit of the holders of revenue bonds, or refunding revenue bonds, to be issued by the Parishes, and in order to assure the marketability of such revenue bonds, or refunding revenue bonds, and it is expressly understood and agreed that as long as any of said revenue bonds, or refunding revenue bonds, are outstanding and unpaid as to principal or interest, these Articles of Incorporation shall be deemed to be a part of the contract between the Commission, the Parishes and the holders of said revenue bonds, or refunding revenue bonds, and that these Articles of Incorporation may not be repealed, and said Commission created herein may not be dissolved, without the consent of the holders of said revenue bonds, or refunding revenue bonds, in the manner and method provided in the proceedings authorizing the issuance of such revenue bonds, or refunding revenue bonds.

THUS DONE AND PASSED, in six (6) counterparts, in my office in Gretna, Louisiana, on the day, month and year herein first above written, in the presence of FRANK J. DEEMER and L. L. LANDON, competent witnesses who have hereunto signed their names with the said appearers and me, Notary, after due reading of the whole.

WITNESSES

/s/ FRANK J. DEEMER
Frank J. Deemer

/s/ L. L. LANDON
L. L. Landon

JEFFERSON PARISH

By (Sgd.) JOHN J. HOLTGREVE
John J. Holtgreve
President, Police Jury

ST. TAMMANY PARISH

By (Sgd.) FRED MISELL
Fred Misell
President, Police Jury

(Sgd.) FRANK H. LANGRIDGE
Frank H. Langridge
Notary Public

Amendment to the
Articles of Incorporation of
Greater New Orleans Expressway Commission

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF JEFFERSON

BE IT KNOWN, That on this 7th day of August in the year one thousand nine hundred and eighty-six, 1986:

BEFORE ME, WILLIAM McH. KING, an attorney-at-law and Notary Public, duly commissioned and qualified, in and for the Parish of St. Tammany, State of Louisiana, therein residing, and in the presence of the undersigned witnesses:

PERSONALLY CAME AND APPEARED:

The PARISH OF JEFFERSON, herein appearing by and through Honorable Robert Evans, known to me to be the Chairman of the Jefferson Parish Council and Terrie Rodrigue, known to me to be the Secretary of the Jefferson Parish Council, duly authorized by ordinance of said Parish Council, a certified copy of which is annexed hereto; and

The PARISH OF ST. TAMMANY, herein appearing by and through Honorable Elizabeth Teague, known to me to be the President of the St. Tammany Police Jury, and Barbara S. Jenkins, known to me to be the Secretary of the St. Tammany Parish Police Jury, duly authorized by resolution of said Police Jury, a certified copy of which is annexed hereto;

WHO DECLARED that they do hereby amend the Articles of Incorporation of the GREATER NEW ORLEANS EXPRESSWAY COMMISSION as follows:

Article VI of the Articles of Incorporation of "Greater New Orleans Expressway Commission" executed by the Parishes of Jefferson and St. Tammany on October 20, 1954, be and the same is hereby amended by adding the following language to the existing Article VI:

"Beginning October 31, 1986, the Commission shall be composed of five members appointed as follows:

(1) One member appointed from Jefferson Parish by the Governor for a five-year term beginning November 1, 1986, upon recommendation by the Jefferson Parish Legislative Delegation.

(2) One member appointed from St. Tammany Parish by the Governor for a five-year term beginning November 1, 1987, upon recommendation by the St. Tammany Parish Legislative Delegation.

(3) One member appointed from Jefferson Parish by the Jefferson Parish Council for a five-year term beginning November 1, 1988.

(4) One member appointed from St. Tammany Parish by the St. Tammany Parish Police Jury for a five-year term beginning November 1, 1989.

(5) One member appointed for a one-year term alternately from Jefferson Parish by the Jefferson Parish Council and from St. Tammany Parish by the St. Tammany Parish Police Jury. The member appointed for a one-year term beginning November 1, 1986, shall be appointed from Jefferson Parish.

Appointments made to replace members shall be made by the same appointing authority in the same manner and members shall remain on the Commission until their replacement has been appointed and has taken office.

Effective as of March 1, 1986, members of the Commission shall each be entitled to a compensation of \$569.66 per month to be paid out of the funds of the Commission, and which may be increased or decreased from time to time by Joint resolutions of the governing bodies of the Parishes. However, compensation previously received by them as officers is hereby confirmed to be reasonable compensation for their services."

THUS DONE AND PASSED in six (6) counterparts in Metairie, Louisiana, on the day, month and year herein first above written in the presence of the undersigned competent witnesses who have hereunto signed their names with the said appearers and me, Notary, after due reading of the whole.

WITNESSES:

Charles S. Hardy
Kim A. Dutton

JEFFERSON PARISH

BY: Robert Evans
Robert Evans, Chairman
Jefferson Parish Council
and
Terrie J. Rodrigue
Terrie Rodrigue, Secretary-Clerk
Jefferson Parish Council

ST. TAMMANY PARISH

BY: Elizabeth Beague
Elizabeth Beague
President, St. Tammany
Parish Police Jury
and
Barbara S. Jenkins
Barbara S. Jenkins
Secretary, St. Tammany
Parish Police Jury

William McM. King
WILLIAM McM. KING
Notary Public

STATE OF LOUISIANA
PARISH OF JEFFERSON

I, the undersigned Secretary of the Greater New Orleans Expressway Commission (the "Commission"), do hereby certify that the foregoing seventy pages is a true and correct copy of a resolution adopted by the Commission on September 25, 1986 authorizing the issuance from time to time of bonds of the Commission for the purpose of refunding, refinancing, restructuring, extending or unifying the whole or any part of the Commission's bonded indebtedness and/or for the purpose of financing the cost of the construction of improvements and betterments to the Greater New Orleans Expressway, including construction of approaches and access roads, bridges, overpasses, and any other structures and traffic safety facilities related to said Expressway and the costs of issuance of said bonds; providing for the general terms, forms, manner of payment and security for payment of said bonds to be issued; and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Commission at Metairie, Louisiana, on this, the 25th day of September, 1986.


Secretary