

*In the opinion of Foley & Judell, L.L.P., New Orleans, Louisiana, Bond Counsel, assuming compliance with certain covenants described herein, under existing law, interest on the Series 2012 Refunding Bonds is excluded from gross income for federal income tax purposes. In the opinion of Bond Counsel, under existing law, interest on the Series 2012 Refunding Bonds is not an item of preference for purposes of the federal alternative minimum tax imposed on individuals or corporations, except that interest on the Series 2012 Refunding Bonds will be included in a corporate taxpayer's "adjusted current earnings" for purposes of computing its federal alternative minimum tax. Bond Counsel is further of the opinion that, under the Act, the Series 2012 Refunding Bonds and the income therefrom are exempt from all taxation by the State of Louisiana or any political subdivision thereof. See "TAX EXEMPTION" herein and the proposed opinion of Bond Counsel attached hereto as **APPENDIX D**.*

\$52,070,000

ERNEST N. MORIAL - NEW ORLEANS EXHIBITION HALL AUTHORITY
SPECIAL TAX REFUNDING BONDS
SERIES 2012

Dated: Date of Delivery

Due: As set forth on the inside cover

This Official Statement is furnished in connection with the issuance of the above-captioned bonds (the "Series 2012 Refunding Bonds"). The Series 2012 Refunding Bonds are being issued by the Ernest N. Morial - New Orleans Exhibition Hall Authority (the "Authority") under and pursuant to the Louisiana Constitution of 1974, as amended (the "Constitution") and laws of the State of Louisiana (the "State"), particularly the Act (as hereinafter defined), and under and pursuant to a Trust Indenture dated as of July 1, 2003, as supplemented by a First Supplemental Trust Indenture dated as of February 1, 2004 and a Second Supplemental Trust Indenture dated as of November 1, 2012 (collectively, the "Indenture"), each between the Authority and The Bank of New York Mellon Trust Company, N.A., Baton Rouge, Louisiana, as trustee (the "Trustee").

The Series 2012 Refunding Bonds will be issued in fully registered form in denominations of \$5,000 and integral multiples thereof registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"). Purchases of the Series 2012 Refunding Bonds will be made only in book-entry form in Authorized Denominations by credit to participating broker-dealers and other financial institutions on the books of DTC as described herein. The principal of, premium, if any, and interest on the Series 2012 Refunding Bonds are payable by the Trustee initially to DTC, which will in turn remit such principal, premium, if any, and interest to its Direct Participants, which will in turn remit such payments in accordance with its normal procedures. Individual purchasers will not receive certificates evidencing ownership of the Series 2012 Refunding Bonds.

Interest due with respect to the Series 2012 Refunding Bonds will accrue from the date of delivery of the Series 2012 Refunding Bonds, and is payable semiannually on January 15 and July 15 of each year, commencing July 15, 2013.

The Series 2012 Refunding Bonds will mature in each of the years and with the interest rates included on the maturity schedule which appears on the inside cover page hereof.

THE SERIES 2012 REFUNDING BONDS ARE SUBJECT TO OPTIONAL REDEMPTION PRIOR TO MATURITY AS MORE FULLY SET FORTH HEREIN. See "**THE SERIES 2012 REFUNDING BONDS - Optional Redemption**" herein.

The Series 2012 Refunding Bonds are being issued for the purpose of providing funds, together with other available moneys of the Authority, to (i) current refund the Authority's outstanding (a) Special Tax Bonds, Series 1996-C, in the original aggregate principal amount of \$124,085,000, of which \$23,140,000 is currently outstanding, (b) Special Tax Bonds, Series 1998, in the original aggregate principal amount of \$25,000,000, of which \$22,500,000 is currently outstanding, and (c) Special Tax Bonds, Series 2000, in the original aggregate principal amount of \$37,000,000, of which \$19,800,000 is currently outstanding (collectively, the "Senior Bonds" or the "Refunded Bonds"); (ii) fund a deposit to the Reserve Fund; and (iii) pay costs of issuance of the Series 2012 Refunding Bonds. See "**THE REFUNDING PLAN**" herein.

The Senior Bonds were issued pursuant to a Trust Indenture dated as of January 15, 1996 (the "Original Senior Indenture"), as amended by the First Supplemental Trust Indenture dated as of January 15, 1998, and as further amended by the Second Supplemental Trust Indenture dated as of November 1, 2000 (collectively, the "Senior Indenture"), each by and between the Authority and The Bank of New York Mellon Trust Company, N.A. (formerly the First National Bank of Commerce), as trustee (the "Prior Trustee"). The Authority entered into the Third Supplemental Trust Indenture dated as of July 1, 2003, by the Authority and the Prior Trustee, for the purpose of amending the Senior Indenture to close the lien of the Senior Indenture and prohibit the issuance of any additional bonds or other evidences of indebtedness thereunder. Upon the refunding of the Senior Bonds with proceeds of the Series 2012 Refunding Bonds, no bonds will remain outstanding under the Senior Indenture.

The Series 2012 Refunding Bonds are being issued on parity basis with the Authority's Senior Subordinate Special Tax Refunding Bonds, Series 2004, in the original aggregate principal amount of \$93,935,000, of which \$86,735,000 is currently outstanding (the "Series 2004 Bonds"), issued pursuant to the Indenture.

The principal of, premium, if any, and interest on the Series 2012 Refunding Bonds is payable solely from moneys at any time on deposit in the Tax Revenue Fund created and established under the Indenture. Upon refunding of the Senior Bonds, the Series 2012 Refunding Bonds and the Series 2004 Bonds will be secured by and payable from a pledge of and first lien on the Tax Revenues (as hereinafter defined and as described herein under the caption "**TAX REVENUES**" herein) collected by or on behalf of the Authority, after payment of the reasonable and necessary costs and expenses of collecting the Tax. See "**INTRODUCTION**" and "**SECURITY AND SOURCES OF PAYMENT**" herein.

The Series 2012 Refunding Bonds are solely the obligations of the Authority and not of the State or any other agency or political subdivision thereof. The full faith and credit of the State or of any other State agency will not secure payment of the Series 2012 Refunding Bonds, the Series 2004 Bonds or any Additional Bonds issued under the Indenture. The Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture do not constitute an indebtedness, general or special, or a liability of the State, any other State agency, or any other political subdivision thereof. See "**INTRODUCTION**" and "**SECURITY AND SOURCES OF PAYMENT**" herein.

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. INVESTORS MUST READ THE ENTIRE OFFICIAL STATEMENT, INCLUDING THE APPENDICES HERETO, TO OBTAIN INFORMATION ESSENTIAL TO MAKING AN INFORMED INVESTMENT DECISION REGARDING THE PURCHASE OF THE SERIES 2012 REFUNDING BONDS.

The Series 2012 Refunding Bonds are offered when, as and if issued by the Authority, subject to the approval of legality by Foley & Judell, L.L.P., Bond Counsel, New Orleans, Louisiana, and certain other conditions. Certain legal matters will be passed upon for the Underwriters by their Co-Counsel, Breazeale, Sachse & Wilson, L.L.P., Baton Rouge, Louisiana, and Davillier Law Group, LLC, New Orleans, Louisiana. Certain legal matters will be passed upon for the Authority by Thomas J. Capella, Esq., New Orleans, Louisiana, Counsel to the Authority. Certain legal matters will be passed upon for the Trustee by Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P., Baton Rouge, Louisiana, Counsel to the Trustee. It is expected that the Series 2012 Refunding Bonds will be available for delivery, in definitive form to DTC in New York, New York, on or about November 14, 2012, against payment therefor.

Citigroup

Dorsey & Company, Inc.
Raymond James | Morgan Keegan

Loop Capital Markets
RBC Capital Markets

MATURITY SCHEDULE

\$52,070,000

**ERNEST N. MORIAL - NEW ORLEANS EXHIBITION HALL AUTHORITY
SPECIAL TAX REFUNDING BONDS
SERIES 2012**

<u>Due July 15</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield or Price</u>	<u>CUSIP[†]</u>
2013	\$4,050,000	2.00%	101.085%	295852GT8
2014	1,000,000	2.00%	102.153%	295852GU5
2014	2,170,000	3.00%	103.810%	295852HJ9
2015	1,000,000	2.00%	102.974%	295852GV3
2015	2,260,000	3.00%	105.607%	295852HK6
2016	1,000,000	2.00%	103.227%	295852GW1
2016	2,355,000	3.00%	106.813%	295852HL4
2017	1,000,000	2.00%	102.976%	295852GX9
2017	2,450,000	4.00%	111.999%	295852HM2
2018	1,000,000	2.00%	102.432%	295852GY7
2018	2,580,000	4.00%	113.246%	295852HN0
2019	2,340,000	5.00%	119.745%	295852GZ4
2020	2,470,000	5.00%	120.127%	295852HA8
2021	1,595,000	5.00%	119.977%	295852HB6
2022	1,680,000	5.00%	119.643%	295852HC4
2023	1,770,000	5.00%	117.870% ^c	295852HD2
2024	465,000	3.00%	3.100%	295852HE0
2025	835,000	4.00%	107.466% ^c	295852HF7
2026	9,780,000	5.00%	116.218% ^c	295852HG5
2027	1,000,000	3.25%	3.250%	295852HH3
2027	9,270,000	5.00%	115.855% ^c	295852HP5

^c Priced to the first par call date of July 15, 2022.

(Interest to accrue on all Series 2012 Refunding Bonds from the Date of Delivery)

[†] Copyright 2012, American Bankers Association. CUSIP data herein is provided by Standard & Poor's, CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. This data is not intended to create a data base and does not serve in anyway as a substitute for the CUSIP Service. The CUSIP numbers are provided for convenience of reference only. Neither the Authority, the Financial Advisor nor the Underwriters take any responsibility for the accuracy of such CUSIP numbers.

ERNEST N. MORIAL - NEW ORLEANS EXHIBITION HALL AUTHORITY

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COUNSEL TO THE AUTHORITY

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FINANCIAL ADVISOR

Public Financial Management, Inc.

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THE UNDERWRITERS HAVE REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH, AND AS PART OF, THEIR RESPONSIBILITY TO INVESTORS UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE UNDERWRITERS DO NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION.

BY ITS PURCHASE OF THE SERIES 2012 REFUNDING BONDS, AN INVESTOR IS ACKNOWLEDGING THAT IT HAS REVIEWED ALL THE INFORMATION IT DEEMS NECESSARY TO MAKE AN INFORMED DECISION, AND THAT IT IS NOT RELYING ON ANY REPRESENTATION OF THE UNDERWRITERS OR ANY OF ITS OFFICERS, REPRESENTATIVES, AGENTS OR DIRECTORS IN REACHING ITS DECISION TO PURCHASE THE SERIES 2012 REFUNDING BONDS.

THE INVESTOR, BY ITS PURCHASE OF THE SERIES 2012 REFUNDING BONDS, ACKNOWLEDGES ITS CONSENT FOR THE UNDERWRITERS TO RELY UPON THE INVESTOR'S UNDERSTANDING OF AND AGREEMENT TO THE PRECEDING PARAGRAPH AS SUCH RELATES TO THE DISCLOSURE AND FAIR DEALING

OBLIGATIONS THAT MAY BE APPLICABLE TO THE UNDERWRITERS UNDER APPLICABLE SECURITIES LAWS AND REGULATIONS.

THIS OFFICIAL STATEMENT CONTAINS STATEMENTS THAT ARE “FORWARD-LOOKING STATEMENTS” AS DEFINED IN THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. WHEN USED IN THIS OFFICIAL STATEMENT, THE WORDS “ESTIMATE,” “INTEND” AND “EXPECT” AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS. SUCH STATEMENTS ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE CONTEMPLATED IN SUCH FORWARD-LOOKING STATEMENTS. READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE HEREOF.

THE SERIES 2012 REFUNDING BONDS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR HAS THE INDENTURE BEEN QUALIFIED UNDER THE TRUST INDENTURE ACT OF 1939, AS AMENDED, IN RELIANCE UPON EXEMPTIONS CONTAINED IN SUCH ACTS. THE REGISTRATION OR QUALIFICATION OF THE SERIES 2012 REFUNDING BONDS IN ACCORDANCE WITH APPLICABLE PROVISIONS OF SECURITIES LAWS OF THE STATES IN WHICH THE SERIES 2012 REFUNDING BONDS HAVE BEEN REGISTERED OR QUALIFIED AND THE EXEMPTION FROM REGISTRATION OR QUALIFICATION IN OTHER STATES CANNOT BE REGARDED AS A RECOMMENDATION THEREOF. NEITHER THESE STATES NOR ANY OF THEIR AGENCIES HAVE PASSED UPON THE MERITS OF THE SERIES 2012 REFUNDING BONDS OR THE ACCURACY OR COMPLETENESS OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATIONS OF THE STATE AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2012 REFUNDING BONDS OFFERED HEREBY AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET, AND SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. THE UNDERWRITERS MAY OFFER AND SELL THE SERIES 2012 REFUNDING BONDS TO CERTAIN DEALERS AND OTHERS AT PRICES OR YIELDS LOWER THAN THE PUBLIC OFFERING PRICES OR YIELDS STATED ON THE INSIDE COVER PAGE OF THIS OFFICIAL STATEMENT, AND SUCH PUBLIC OFFERING PRICES OR YIELDS MAY BE CHANGED FROM TIME TO TIME BY THE UNDERWRITERS.

THE REGISTRATION, QUALIFICATION OR EXEMPTION OF THE SERIES 2012 REFUNDING BONDS IN ACCORDANCE WITH THE APPLICABLE SECURITIES LAW PROVISIONS OF THE JURISDICTIONS IN WHICH THESE SECURITIES HAVE BEEN

REGISTERED, QUALIFIED OR EXEMPTED DOES NOT MEAN THAT EITHER THESE JURISDICTIONS OR ANY OF THEIR AGENCIES HAVE PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED, THE SECURITIES, OR THEIR OFFER OR SALE. NEITHER THESE JURISDICTIONS NOR ANY OF THEIR AGENCIES HAVE GUARANTEED OR PASSED UPON THE SAFETY OF THE SERIES 2012 REFUNDING BONDS AS AN INVESTMENT, UPON THE PROBABILITY OF ANY EARNINGS THEREON OR UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT.

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OFFICIAL STATEMENT

\$52,070,000

**ERNEST N. MORIAL - NEW ORLEANS EXHIBITION HALL AUTHORITY
SPECIAL TAX REFUNDING BONDS
SERIES 2012**

INTRODUCTION

This Official Statement, which includes the cover page and Appendices hereto, of the Ernest N. Morial - New Orleans Exhibition Hall Authority (the "Authority"), provides information in connection with the sale by the Authority of its Special Tax Refunding Bonds, Series 2012 (the "Series 2012 Refunding Bonds") to be issued in the aggregate principal amount of \$52,070,000. Capitalized terms used in this Official Statement and not specifically defined shall have the meanings assigned to them in **Appendix A** hereto.

The Series 2012 Refunding Bonds are being issued pursuant to the Louisiana Constitution of 1974, as amended (the "Constitution") and laws of the State of Louisiana (the "State"), including particularly Act No. 305 of the 1978 Regular Session of the Louisiana Legislature ("Act No. 305"), as amended by Act No. 657 of the 1979 Regular Session, Act No. 99 of the 1980 Regular Session ("Act No. 99"), Act No. 9 of the 1980 Second Extraordinary Session, Act No. 287 of the 1982 Regular Session, Act No. 572 of the 1984 Regular Session, Act No. 390 of the 1987 Regular Session ("Act No. 390"), Act No. 43 of the 1992 Regular Session, Act No. 1013 of the 1993 Regular Session ("Act No. 1013"), Act No. 13 of the 1994 Regular Session, Act No. 42 of the 1994 Regular Session ("Act No. 42"), Act No. 1174 of the 1997 Regular Session, Act No. 1176 of the 1997 Regular Session and Act No. 72 ("Act No. 72") of the 2002 First Extraordinary Session (collectively, the "Act"), and a Trust Indenture dated as of July 1, 2003 (the "Original Indenture"), as supplemented by the First Supplemental Trust Indenture dated as of February 1, 2004 (the "First Supplemental Indenture") and a Second Supplemental Trust Indenture dated as of November 1, 2012 (the "Second Supplemental Indenture," and, together with the Original Indenture and the First Supplemental Indenture, the "Indenture"), each between the Authority and The Bank of New York Mellon Trust Company, N.A., Baton Rouge, Louisiana, as trustee (the "Trustee"). **Certain capitalized terms used but not defined herein will have the meanings ascribed thereto in Appendix A hereto.**

The Series 2012 Refunding Bonds are being issued for the purpose of refunding the following bonds of the Authority:

\$23,140,000 of outstanding Special Tax Bonds, Series 1996-C (the "Series 1996-C Bonds"), which were issued pursuant to a Trust Indenture dated as of January 15, 1996 (the "Original Senior Indenture"), between the Authority and The Bank of New York Mellon Trust Company, N.A. (formerly the First National Bank of Commerce), as trustee (the "Prior Trustee"), for the purpose of (i) providing funds, together with a portion of the proceeds of the Series 1996-A Bonds and the Series 1996-B Bonds, to refund all of the Authority's outstanding prior bonds, (ii) financing a portion of the cost of acquiring, constructing, installing and equipping an expansion to the Convention Center (the "Phase III Expansion Project"), (iii) funding a deposit to the reserve fund, and (iv) paying costs of issuance of the Series 1996-C Bonds;

\$22,500,000 of outstanding Special Tax Bonds, Series 1998 (the "Series 1998 Bonds"), which were issued pursuant to the Original Senior Indenture, as supplemented by the

First Supplemental Trust Indenture dated as of January 15, 1998 (the "First Supplemental Senior Indenture"), between the Authority and the Prior Trustee, for the purpose of (i) financing a portion of the cost of acquiring, constructing, installing and equipping the Phase III Expansion Project, (ii) funding a deposit to the reserve fund, and (iii) paying costs of issuance, including the costs incurred in connection with obtaining a bond insurance policy with respect to the Series 1998 Bonds; and

\$19,800,000 of outstanding Special Tax Bonds, Series 2000 (the "Series 2000 Bonds"), which were issued pursuant to the Original Senior Indenture, as supplemented by the Second Supplemental Trust Indenture dated as of September 1, 2000 (the "Second Supplemental Senior Indenture," and, together with the Original Senior Indenture and the First Supplemental Senior Indenture, the "Senior Indenture"), between the Authority and the Prior Trustee, for the purpose of (i) acquiring and constructing additional convention, exhibition and tourist facilities for the existing convention center (the "Convention Center"), including the necessary furnishings, machinery, equipment, appurtenances and approximately thirty-six (36) acres of land for the Phase IV Expansion Project (as hereinafter defined), (ii) funding a deposit to the reserve fund, and (iii) paying costs of issuance, including the costs incurred in connection with obtaining the financial guaranty insurance policy with respect to the Series 2000 Bonds.

The Series 1996-C Bonds, Series 1998 Bonds and Series 2000 Bonds are herein referred to as the "Senior Bonds" or the "Refunded Bonds." Following the refunding of the Senior Bonds with proceeds of the Series 2012 Refunding Bonds, there will be no bonds outstanding under the Senior Indenture.

For the purpose of amending the Senior Indenture, the Authority entered into the Third Supplemental Trust Indenture dated as of July 1, 2003 (the "Third Supplemental Senior Indenture"), by the Authority and the Prior Trustee, **to close the lien of the Senior Indenture and to prohibit the issuance of any additional bonds or other evidences of indebtedness thereunder.** Pursuant to the Third Supplemental Senior Indenture, the Authority also amended the definition of "Tax" under the Senior Indenture to include, among other moneys, an additional 1% hotel occupancy tax levied and collected in the Parish of Orleans, Louisiana (the "Parish") and an additional food and beverage tax, both of which were approved by the Louisiana Legislature in 2002. See "**TAX REVENUES**" below.

On August 5, 2003, the Authority issued its \$300,470,000 Senior Subordinate Special Tax Bonds, Series 2003A (the "Series 2003A Bonds") pursuant to the Original Indenture, for the purpose of providing funds to (i) construct an expansion to the Convention Center (the "Phase IV Expansion Project"); (ii) fund a deposit to the Reserve Fund; and (iii) pay costs of issuance, including the costs incurred in connection with obtaining the financial guaranty insurance policy with respect to the Series 2003A Bonds. Subsequent to Hurricane Katrina, the Phase IV Expansion Project was abandoned and the Series 2003A Bonds were defeased and are no longer outstanding for purposes of the Indenture. See "**THE ERNEST N. MORIAL CONVENTION CENTER - NEW ORLEANS**" below.

On March 24, 2004, the Authority issued its \$93,935,000 Senior Subordinate Special Tax Refunding Bonds, Series 2004 (the "Series 2004 Bonds"), pursuant to the Original Indenture, as supplemented by First Supplemental Indenture, for the purpose of providing funds to (i) refund a portion of the Series 1996-C Bonds; (ii) fund a deposit to the Reserve Fund; and (iii) pay costs of issuance of the Series 2004 Bonds, including the costs incurred in connection with obtaining the financial guaranty insurance policy. The principal amount of the Series 2004 Bonds currently outstanding is \$86,735,000.

As part of the recovery efforts following Hurricane Katrina, the Authority received special authorization pursuant to the provisions of the Gulf Opportunity Zone Act of 2005 to borrow funds from

various sources for various purposes. The State issued \$200,000,000 of General Obligation Gulf Tax Credit Bonds, Series 2006-A, of which \$28,284,267 was loaned by the State to the Authority pursuant to a Cooperative Endeavor Agreement dated July 19, 2006, by and between the State and the Authority (the "GO Zone Loan"). The GO Zone Loan matures in twenty (20) years from its date of delivery (July 19, 2006). No principal or interest was due for the initial five (5) year period of such loan. After the expiration of the initial five (5) year period, principal and interest is required to be paid by the Authority to the State over the remaining fifteen (15) year period based on level annual amortization of principal and interest. The Authority agreed to repay the GO Zone Loan from available revenues subject to and subordinate to the payment of obligations of the Authority previously or thereafter incurred. There is no specific pledge of any revenues of the Authority for repayment of the GO Zone Loan, including, but not limited to, the Tax Revenues (as hereinafter defined). The GO Zone Loan is not a Subordinated Obligation within the meaning of the Indenture. Accordingly, payments under the GO Zone Loan by the Authority to the State have been and will continue to be subordinate to the lien on the Tax Revenues enjoyed by the owners of the Series 2012 Refunding Bonds and the Series 2004 Bonds.

The Series 2012 Refunding Bonds are being issued and are secured by and payable from the Tax Revenues on a pari passu basis with the Series 2004 Bonds.

"Tax Revenues" shall mean the amount of the Tax (as defined hereinbelow) collected by the Authority, after payment of the reasonable and necessary costs and expenses of collecting the Tax. "Tax" shall mean:

(a) the one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of Act No. 305 and an election duly held in the City of New Orleans, Louisiana (the "City") on November 7, 1978, which tax expires on the date such tax no longer secures outstanding indebtedness of the Authority;

(b) the one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of Act No. 99 and an election duly held in the City on September 13, 1980 and levied by the Authority by resolution adopted on September 19, 1980, as amended by resolution adopted on April 16, 1981 and as amended on October 2, 2002, which tax expires on the date such tax no longer secures outstanding indebtedness of the Authority;

(c) the one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of Act No. 72 and levied by the Authority by resolution adopted on May 8, 2002 and as amended on October 2, 2002, which tax expires on the date such tax no longer secures outstanding indebtedness of the Authority;

(d) collectively, the special taxes authorized pursuant to Act No. 390 and an election held in the City on November 21, 1987 and levied by the Authority by resolution adopted on February 24, 1988, as amended by resolution adopted on March 31, 1988, and as amended on October 2, 2002, such special taxes being the following:

1. A tax upon the paid occupancy of hotel rooms within the Parish per occupied hotel room per night according to the following hotel guest room capacity:

<u>Amount of Tax/Occupied Hotel Room/Night</u>	<u>Hotel Guest Room Capacity</u>
\$0.50	10-299
\$1.00	300-999
\$2.00	1,000 or more

2. A tax on food and beverage sales sold by any food service establishment (excluding any such establishment owned by any person which had gross annual receipts from food and beverage sales of less than \$200,000 from the operation of all such establishments during the calendar year prior to the year in which such tax is assessed) located within the Parish or in any airport or air transportation facility owned and operated by the City in an amount of one-half of one percent (1/2%) of gross receipts from food and beverage sales by said food service establishments, and an additional one quarter of one percent (1/4%) food and beverage tax on establishments whose gross annual receipts total more than \$500,000 was levied by the Authority pursuant to the provision of Act No. 72 and a resolution adopted on May 8, 2002;

(e) the special tax levied by the Authority in the Parish pursuant to Act No. 42 and by ordinance adopted on November 30, 1994, as amended and reinstated on April 26, 1995 and as amended on October 2, 2002, such special tax being on the furnishing of goods and services which are provided on a contractual basis by service contractors in conjunction with a convention or trade show/exhibition, and in an amount equal to two (2%) percent of the total charges specified in the contract to be paid to the service contractor for the furnishing of such goods and services, all as more fully provided for in the ordinances pursuant to which the tax described herein was levied and imposed;

(f) the special tax levied by the Authority in the Parish pursuant to Act No. 42 and by ordinance adopted on November 30, 1994, as amended and reinstated on April 26, 1995, of \$1.00 on all tickets sold in the Parish for per capita sight-seeing tours in the Parish, and tours, a portion of which includes sight-seeing in the Parish, except those sold by a governmental agency, all as more fully provided in the ordinances pursuant to which the tax described herein was levied and imposed;

(g) moneys appropriated to the Authority by the State from the Ernest N. Morial Convention Center Phase IV Expansion Project Fund created by Act No. 73 of the 2002 First Extratordinary Session of the Louisiana Legislature (the "State Economic Development Tax");

(h) expansion payments received by the Authority from the New Orleans Tourism Marketing Corporation ("NOTMC") pursuant to the Phase IV Escrow Fund Agreement dated April 2, 2002 (the "Phase IV Escrow Fund Agreement"), among the Authority, the Regional Transit Authority and NOTMC, which expansion payments under the Phase IV Escrow Fund Agreement will expire on the date such payments no longer secure outstanding indebtedness of the Authority; and

(i) such additional taxes or moneys of the Authority as the Authority, by resolution of the Board, may designate as an additional tax or additional moneys which are pledged to the payment of the Series 2004 Bonds or the Series 2012 Refunding Bonds.

The Indenture provides that the ordinances pursuant to which each of the taxes described in (a) through (f) above are levied and the obligation of the Authority to continue to levy, collect and allocate each such tax and to apply the revenues therefrom in accordance with the provisions of the Indenture,

shall be irrevocable until the Bonds issued under the Indenture have been paid in full as to both principal and interest and all other amounts payable thereunder shall also have been paid in full, and shall not be subject to amendment in any manner which would impair the rights of the Owners from time to time of the Bonds issued under the Indenture.

With respect to (g) above, the State Economic Development Tax is subject to annual appropriation by the Louisiana Legislature to the Authority.

UPON THE REFUNDING OF THE SENIOR BONDS, THERE WILL BE NO SENIOR BONDS OUTSTANDING UNDER THE SENIOR INDENTURE, AND THE SERIES 2012 REFUNDING BONDS, THE SERIES 2004 BONDS AND ANY ADDITIONAL BONDS ISSUED UNDER THE INDENTURE WILL NO LONGER BE CONSIDERED SUBORDINATED OBLIGATIONS AND WILL ENJOY A PLEDGE OF AND FIRST LIEN ON THE TAX REVENUES. See "**TAX REVENUES**" herein.

The Series 2012 Refunding Bonds will have the terms described herein under the heading "**THE SERIES 2012 REFUNDING BONDS**" herein and as more fully provided in the Indenture. The Series 2012 Refunding Bonds initially will be issued in book-entry only form. Purchasers of the Series 2012 Refunding Bonds will not receive physical certificates representing their interest in the Series 2012 Refunding Bonds. See "**THE SERIES 2012 REFUNDING BONDS - Book-Entry Only System**" herein.

The Indenture requires that the Authority maintain assets on deposit in the Reserve Fund having a value at least equal to the Reserve Fund Requirement. The Indenture permits the Authority to obtain a Reserve Fund Insurance Policy or a Reserve Fund Letter of Credit in lieu of fully funding the Reserve Fund. On the date of delivery of the Series 2012 Refunding Bonds, \$5,596,600 of transferred proceeds on deposit in the Senior Indenture will be deposited into the Reserve Fund, which, together with funds on deposit therein from the proceeds of the Series 2004 Bonds, will equal the Reserve Fund Requirement for the Series 2012 Refunding Bonds and Series 2004 Bonds.

The Series 2012 Refunding Bonds are solely the obligations of the Authority and not of the State or any other agency or political subdivision thereof. The full faith and credit of the State or of any other State agency will not secure payment of the Series 2012 Refunding Bonds, the Series 2004 Bonds or any Additional Bonds issued under the Indenture. The Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture do not constitute an indebtedness, general or special, or a liability of the State, any other State agency, or any other political subdivision thereof. The issuance of the Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture does not directly or indirectly obligate the State or any political subdivision thereof (other than the Authority to the extent described in the Indenture), to provide any funds for the payment of the Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture. The Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture will not at the time of issuance nor will they ever be considered a debt of the State or any other political subdivision thereof within the meaning of the Constitution or the statutes of the State and will not at the time of issuance and will never constitute a charge against the credit or taxing power of the State or any other political subdivision thereof. Neither the State nor any other political subdivision thereof will in any manner be liable for the payment of the principal, interest, premium, sinking or reserve fund requirements of the Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture, or for the performance of any agreement or pledge of any kind which may be undertaken by the Authority. No breach by the Authority of any agreement or pledge will create any obligation upon the State or any other political subdivision thereof, including a charge against the credit or taxing power of the State or any other political subdivision thereof.

Brief descriptions of the Authority, the Series 2012 Refunding Bonds, DTC, the Indenture, and the Tax Revenues are contained in this Official Statement. Summaries of documents contained herein are qualified in their entirety by reference to the complete documents, copies of which are available to potential investors upon request at the offices of the Authority at Ernest N. Morial - New Orleans Exhibition Hall Authority, 900 Convention Center Boulevard, New Orleans, Louisiana 70130, Attention: Ms. Alita G. Caparotta, Vice President of Finance and Administration, telephone number (504) 582-3082.

THE AUTHORITY

The Authority is a body politic and corporate and political subdivision of the State created pursuant to the provisions of the Act. The Act authorizes the Authority to issue bonds and to use the proceeds thereof to acquire, construct, re-construct, extend, improve, maintain and operate projects located or to be located in the Parish, including the Convention Center. See "**THE ERNEST N. MORIAL CONVENTION CENTER - NEW ORLEANS**" herein. The Act further authorizes the Authority to levy and collect taxes and to pledge for the payment of its bonds and the interest thereon the proceeds of such taxes and other revenues of the Authority. See "**TAX REVENUES**" herein.

The Authority is governed by a board of commissioners (the "Board"), nine (9) of whom are appointed by the Governor of the State and three (3) of whom are appointed by the Mayor of the City of New Orleans (the "City"). Appointments made by the Mayor of the City must have the consent of the City Council of New Orleans. The present Commissioners of the Authority are as follows:

<u>Name</u>	<u>Title</u>	<u>Business/Affiliation</u>
Melvin J. Rodrigue	President	Food/Beverage Industry
Carroll Wilson Suggs	Vice President	Retired (Oil and Gas Industry)
Fred W. Sawyers, III	Treasurer	Hotel Industry
Alfred L. Groos	Secretary	Hotel Industry
John G. Amato	Commissioner	Restaurant Industry
Jay H. Banks	Commissioner	Recreation Industry
James Besselman, Jr.	Commissioner	Food/Beverage Industry
Dottie Belletto	Commissioner	Event Planning
Klara B. Cvitanovich	Commissioner	Food/Beverage Industry
Edward D. Markle	Commissioner	Education
Brandon B. Berger	Commissioner	Real Estate Development
Don Hubbard	Commissioner	Hotel Industry

The Executive Vice President of the Authority is Robert L. Johnson. The Executive Vice President is appointed and serves at the pleasure of the Board. The Executive Vice President is responsible to the Board for all aspects of project development, including planning, design, financing and construction and development of management policies.

The financial statements of the Authority for the fiscal years ended December 31, 2011 and December 31, 2010 are included in **APPENDIX C** to this Official Statement.

The Board has adopted written policies that provide certain conditions and restrictions on the Authority's unrestricted net assets. However, such unrestricted net assets are not pledged as security for the Series 2012 Refunding Bonds and the Owners of the Series 2012 Refunding Bonds do not have a lien on such unrestricted net assets and should have no expectation that such unrestricted net assets will be available to pay principal and interest on the Series 2012 Refunding Bonds.

The City and the Authority are currently discussing the construction of various capital improvements that impact the Convention Center, including roads and street lighting. The City has requested that the Authority provide funding for such projects. As of the date of this Official Statement, no formal agreement by the City and the Authority has been entered into. In addition, the Authority has been made aware that the State has included in its 2012 budget a contribution in the amount of \$20,000,000 from the Authority's unrestricted net assets to fund the State's Medical Assistance Trust Fund. As of the date of this Official Statement, the budget request is under review by the Louisiana Legislature and the Joint Legislative Committee on the Budget; no final determination has been made.

For any additional information concerning the Authority, please address Ms. Alita G. Caparotta, Vice President of Finance and Administration, Ernest N. Morial - New Orleans Exhibition Hall Authority, 900 Convention Center Boulevard, New Orleans, Louisiana 70130 (telephone number 504-582-3082).

ERNEST N. MORIAL CONVENTION CENTER – NEW ORLEANS

General

The Convention Center was planned and operated as part of the 1984 World Exposition and opened for convention activity in January 1985. The Convention Center has accommodated over 2,000 major conventions and trade shows that have brought approximately 12,750,000 attendees to the City.

The Convention Center is the fifth (5th) largest convention facility in the United States. The Convention Center currently provides 1,068,508 square feet of exhibit space, 232,827 square feet of meeting space, 66,935 square feet of ballroom space (which will increase to 96,447 square feet in January, 2013), and a 4,000 seat theater that divides into three (3) acoustically separate sections. The Convention Center contains more contiguous space than any convention center in the United States.

The Convention Center has been constructed in separate phases. Phase I of the Convention Center provided gross enclosed area of 857,500 square feet with an exhibition space covering 327,300 square feet. Phase I also featured 41 meeting rooms and a 30,500 square foot ballroom. The original Convention Center was located on approximately 14 acres of land adjacent to the Mississippi River and the Central Business District of the City. The initial facility served as the main building for the 1984 World Exposition held in New Orleans, Louisiana, before opening as a convention facility in January, 1985.

The Phase II expansion of the Convention Center, which opened in July 1991, resulted in a total of approximately 1.7 million square feet of enclosed space. The expanded facility included approximately 700,000 square feet of contiguous exhibit space on one level, divisible into seven sections for independent uses. The facility contains: (1) a lobby area for registration and pre-function uses totaling approximately 107,742 square feet; (2) approximately 136,000 square feet of meeting room space; and (3) a second ballroom, located on the second floor, with approximately 36,500 square feet of space.

The Phase III expansion of the Convention Center, completed in February 1999, was an addition of an approximately 1.3 million square feet of enclosed space. The exhibition area was increased by approximately 400,000 square feet. An additional 57 meeting rooms were constructed as well as a 4,032 seat theatre.

The Phase IV Expansion Project, financed with the proceeds of the Series 2003A Bonds, was scheduled to expand the existing Convention Center on a site owned by the Authority. Construction had commenced on the Phase IV Expansion Project on August 17, 2005; however, it was abruptly cancelled

12 days later when the City was impacted by Hurricane Katrina. As a result of the uncertainty of the magnitude of the collection of taxes pledged as security for the Series 2003A Bonds, the general recovery of the City, the recovery of the tourism industry, the costs of construction (which costs increased dramatically after Hurricane Katrina) and the demand for space to be added by the Phase IV Expansion Project, the Authority voted on August 22, 2007 to abandon the Phase IV Expansion Project. On September 5, 2007, the Series 2003A Bonds were defeased to their first optional redemption date of July 1, 2013 and are no longer outstanding for purposes of the Indenture. The land purchased with proceeds of the Series 2000 Bonds is still owned and controlled by the Authority.

The Convention Center underwent a \$60 million renovation following Hurricane Katrina that included new flooring and furnishings on all three levels, premium design and architectural finishes, upgraded lighting, and high speed wi-fi. A \$50 million Convention Center renovation project began in December, 2011, and is expected to be completed by January, 2013. This latest renovation adds a new entrance and pedestrian plaza, as well as a 60,000 square foot ballroom which contains four divisible sections and a pre-function area totaling 25,000 square feet. There will also be a 4,600 square foot junior ball room with a rooftop terrace. The renovated space will feature hotel appointments and finishes.

The day-to-day operations and management of the Convention Center are overseen by New Orleans Public Facility Management, Inc. (the "Manager") pursuant to a long term agreement between the Manager and the Authority. The Manager is a membership instrumentality of the Authority.

As of October 1, 2012, approximately 123 events have been held or are scheduled to be held at the Convention Center for the 2012 calendar year and 74 events are currently scheduled to be held at the Convention Center for the 2013 calendar year. *(Note: No assurances can be made that all of these events will occur).* It is expected that additional events will be scheduled to be held at the Convention Center for the 2013 calendar year.

The Convention Center has accommodated major conventions and trade shows that have brought delegates, spouses and guests to New Orleans as follows:

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<u>Year</u>	<u>Conventions & Trade Shows</u>	<u>Approximate # of Out of State Attendees⁽¹⁾</u>	<u>Year</u>	<u>Conventions & Trade Shows</u>	<u>Approximate # of Out of State Attendees</u>
1985	28	494,663	1999	111	885,997
1986	34	517,563	2000	101	731,974
1987	42	484,498	2001	109	692,522
1988	40	512,788	2002	85	593,803
1999	36	514,973	2003	89	766,908
1990	41	526,300	2004	93	523,761
1991	54	699,608	2005 ⁽¹⁾	72	372,123
1992	87	723,651	2006 ⁽²⁾	43	181,595
1993	104	567,467	2007	101	330,255
1994	124	733,201	2008	111	438,122
1995	115	869,041	2009	106	437,956
1996	104	651,371	2010	105	463,671
1997	87	627,553	2011	113	473,000
1998	101	657,726	2012 ⁽³⁾	123	525,000

Source: Ernest N. Morial - New Orleans Exhibition Hall Authority.

⁽¹⁾ Convention Center closed August 29 – December 31, 2005, original budget of 101 shows and 610,573 attendees.

⁽²⁾ Convention Center opened in phases after Hurricane Katrina. Portions of Phase II re-opened in February, 2006 in June, 2006, all of Phase II & III reopened and the building was fully re-opened, including all three phases, in November 2006.

⁽³⁾ Projected by the Authority to be held in calendar year 2012.

THE REFUNDING PLAN

General

The proceeds of the Series 2012 Refunding Bonds, together with other available moneys of the Authority, will be used to (i) current refund all of the outstanding Senior Bonds, (ii) fund a deposit to the Reserve Fund; and (iii) pay costs of issuance of the Series 2012 Refunding Bonds.

The Escrow Agreement

A portion of the proceeds of the Series 2012 Refunding Bonds, together with other available funds of the Authority, will be deposited in an Escrow Fund (the "Escrow Fund") to be held by The Bank of New York Trust Mellon Company, N.A., as Escrow Trustee (the "Escrow Trustee"). Copies of the Agreement will be available at the Municipal Securities Rulemaking Board, Washington, D.C., after delivery of the Series 2012 Refunding Bonds. Upon delivery of the Series 2012 Refunding Bonds, the Series 2012 Refunding Bond proceeds and other moneys in the Escrow Fund will be applied by the Escrow Agent for the purpose of paying the principal of and interest on the Refunded Bonds on November 26, 2012, their proposed redemption date. A conditional Notice of Redemption was provided to the owners of the Refunded Bonds on October 26, 2012.

The Escrow Fund will contain a separate account for each series of the Refunded Bonds. Upon the deposit in the Escrow Fund, the Refunded Bonds will be defeased, will be deemed to have been paid and will no longer be considered outstanding for purposes of the Senior Indenture. Under the terms of the

Escrow Agreement, the moneys deposited with the Escrow Trustee are declared to be a trust fund irrevocably dedicated for the benefit of the owners of the Refunded Bonds. Moneys in the Escrow Fund will not be invested.

Concurrently with the delivery of the Series 2012 Refunding Bonds, the Authority will obtain an independent mathematical verification from Public Financial Management, Inc. (the "Verification Agent") that the moneys and obligations required to be irrevocably deposited in trust in the Escrow Fund with the Escrow Trustee will be sufficient for the payment, through redemption, of the principal of and interest on the Refunded Bonds. See **"VERIFICATION OF COMPUTATIONS"** herein.

THE SERIES 2012 REFUNDING BONDS

General

The Series 2012 Refunding Bonds are dated the date of delivery and will mature on the dates and bear interest at the rates set forth on the inside cover page of this Official Statement. Interest on the Series 2012 Refunding Bonds is payable on each January 15 and July 15, commencing July 15, 2013 (each an "Interest Payment Date"). Interest on the Series 2012 Refunding Bonds is calculated on the basis of a 360-day year consisting of twelve 30-day months. The Series 2012 Refunding Bonds will be issuable as fully registered bonds, without coupons, in denominations of \$5,000 and integral multiples thereof.

The principal and premium, if any, of each Series 2012 Refunding Bond will be payable upon maturity or redemption at the Principal Office of the Paying Agent for such Series 2012 Refunding Bond in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts, upon presentation and surrender thereof. Interest will be payable by check of the Paying Agent mailed by the Paying Agent to the Owner (determined as of the Regular Record Date) at the address as shown on the books of the Paying Agent; provided that interest will be payable to the registered owners of \$1,000,000 or more in aggregate principal amount by wire transfer to a bank account located within the continental United States of America upon receipt by the Paying Agent of a written request, which request remains in effect until subsequently revoked in writing and submitted to the Paying Agent no less than 15 days prior to an Interest Payment Date.

Any interest on any Series 2012 Refunding Bond which is payable, but is not punctually paid or duly provided for, on any Interest Payment Date (herein called "Defaulted Interest") shall forthwith cease to be payable to the Owner on the relevant Regular Record Date by virtue of having been such Owner; and such Defaulted Interest shall be paid by the Authority to the persons in whose names the Series 2012 Refunding Bonds (or their respective predecessor bonds) are registered at the close of business on a Special Record Date for the payment of such Defaulted Interest, which shall be fixed in the following manner: the Authority shall notify the Trustee and the Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Series 2012 Refunding Bond and the date of the proposed payment, and at the same time the Authority shall deposit with the Trustee an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Trustee for such deposit prior to the date of the proposed payment, such money when deposited to be held in trust for the benefit of the persons entitled to such Defaulted Interest. Thereupon the Trustee shall fix a Special Record Date for the payment of such Defaulted Interest which shall be not more than 15 nor less than 10 days prior to the date of the proposed payment. The Trustee shall promptly notify the Authority and the Paying Agent of such Special Record Date and shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class, postage prepaid or sent by electronic mail or facsimile, to each Owner at his address as it appears in the Bond Register. Notice of the proposed payment of such Defaulted Interest and the Special Record

Date therefor having been mailed as aforesaid, such Defaulted Interest shall be paid by the Paying Agent to the persons in whose names the Series 2012 Refunding Bonds (or their respective predecessor bonds) are registered on such Special Record Date from moneys so deposited with the Trustee and transferred to the Paying Agent on or before the date of payment of Defaulted Interest.

The Series 2012 Refunding Bonds are being issued initially in book-entry only form; payments in respect of the Series 2012 Refunding Bonds and transfers of ownership interests therein will be made in accordance with the procedures of DTC. See **"THE SERIES 2012 REFUNDING BONDS - Book-Entry Only System"** below.

Book-Entry Only System

The Series 2012 Refunding Bonds initially will be issued solely in book-entry only form to be held in the system maintained by DTC. So long as such book-entry only system is used, only DTC will receive or have the right to receive physical delivery of the Series 2012 Refunding Bonds and Beneficial Owners will not be or be considered to be, and will not have any rights as, owners or holders of the Series 2012 Refunding Bonds under the Indenture.

The following information about the book-entry only system applicable to the Series 2012 Refunding Bonds has been supplied by DTC. The Issuer makes no representations, warranties or guarantees with respect to its accuracy or completeness.

1. The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Series 2012 Refunding Bonds. The Series 2012 Refunding Bonds will be issued as fully-registered bonds registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond will be issued for each maturity of the Series 2012 Refunding Bonds, in the aggregate principal amount of such maturity, and will be deposited with DTC.

2. DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

3. Purchases of the Series 2012 Refunding Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2012 Refunding Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2012 Refunding Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2012 Refunding Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series 2012 Refunding Bonds, except in the event that use of the book-entry system for the Series 2012 Refunding Bonds is discontinued.

4. To facilitate subsequent transfers, all Series 2012 Refunding Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2012 Refunding Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2012 Refunding Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2012 Refunding Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2012 Refunding Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2012 Refunding Bonds, such as redemptions, tenders, defaults, and proposed amendments to the bond documents. For example, Beneficial Owners of Series 2012 Refunding Bonds may wish to ascertain that the nominee holding the Series 2012 Refunding Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2012 Refunding Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Series 2012 Refunding Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Series 2012 Refunding Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Issuer or Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to

Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Paying Agent, or the Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Issuer or Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. DTC may discontinue providing its services as depository with respect to the Series 2012 Refunding Bonds at any time by giving reasonable notice to the Issuer or Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, the Series 2012 Refunding Bonds are required to be printed and delivered.

10. The Issuer may decide to discontinue use of the system of book-entry only transfers through DTC (or a successor securities depository). In that event, Series 2012 Refunding Bonds will be printed and delivered to DTC.

11. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Issuer believes to be reliable, but the Issuer takes no responsibility for the accuracy thereof.

THE AUTHORITY AND THE UNDERWRITERS CANNOT AND DO NOT GIVE ANY ASSURANCES THAT THE DTC PARTICIPANTS OR THE INDIRECT PARTICIPANTS WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE BONDS (i) PAYMENTS OF PRINCIPAL OF OR INTEREST ON THE SERIES 2012 REFUNDING BONDS; (ii) CONFIRMATION OF BENEFICIAL OWNERSHIP INTERESTS IN SERIES 2012 REFUNDING BONDS; OR (iii) REDEMPTION OR OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS NOMINEE, AS THE REGISTERED OWNERS OF THE SERIES 2012 REFUNDING BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS OR THAT DTC, DTC PARTICIPANTS OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT. THE CURRENT "RULES" APPLICABLE TO DTC ARE ON FILE WITH THE SECURITIES AND EXCHANGE COMMISSION AND THE CURRENT "PROCEDURES" OF DTC TO BE FOLLOWED IN DEALING WITH DTC PARTICIPANTS ARE ON FILE WITH DTC.

NEITHER THE AUTHORITY, THE TRUSTEE OR THE UNDERWRITERS WILL HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO SUCH DTC PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (2) THE PAYMENT BY ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL AMOUNT OR INTEREST OR PREMIUM, IF ANY, ON THE SERIES 2012 REFUNDING BONDS; (3) THE DELIVERY BY ANY DTC PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE INDENTURE TO BE GIVEN TO BONDHOLDERS; (4) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE SERIES 2012 REFUNDING BONDS; OR (5) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS BONDHOLDER.

Provisions for Transfer, Registration and Assignment

The following provisions shall apply in the event the book-entry only system is discontinued:

The Authority will cause books for registration and for the registration or transfer of the Series 2012 Refunding Bonds to be kept by the Paying Agent at the Principal Office of such Paying Agent; such Paying Agent will also be the Bond Registrar for such Series 2012 Refunding Bonds; and such Series 2012 Refunding Bonds may be transferred, registered and assigned only upon the registration books maintained by such Paying Agent.

Upon surrender for registration or transfer of any Series 2012 Refunding Bond, the Paying Agent for the Series 2012 Refunding Bonds will register and deliver in the names of the transferee or transferees one or more new fully registered Series 2012 Refunding Bonds of Authorized Denomination of the same maturity and like aggregate principal amount. At the option of an Owner, Series 2012 Refunding Bonds may be exchanged for other Series 2012 Refunding Bonds of Authorized Denominations of the same maturity and like aggregate principal amount upon surrender at such office. Whenever any Series 2012 Refunding Bonds are so surrendered for exchange, the Paying Agent for the Series 2012 Refunding Bonds will register and deliver in exchange therefor the Series 2012 Refunding Bond or Series 2012 Refunding Bonds which the Owner making the exchange will be entitled to receive after receipt of the Series 2012 Refunding Bonds to be transferred in proper form.

The Authority and the Paying Agent will not be required to issue, register the transfer of or exchange (a) any Series 2012 Refunding Bonds during a period beginning at the opening of business on the Regular Record Date and ending at the close of business on the Interest Payment Date or (b) any Series 2012 Refunding Bond called for redemption prior to maturity during a period beginning on the opening of business fifteen (15) days before the date of the mailing of notice of redemption of such Series 2012 Refunding Bonds and ending on the date of such redemption.

Optional Redemption

The Series 2012 Refunding Bonds maturing on or after July 15, 2023 shall be subject to redemption on or after July 15, 2022, at the option of the Authority, as a whole or in part at any time, at a Redemption Price equal to 100% of the principal amount of the Series 2012 Refunding Bonds or portions thereof to be redeemed, plus accrued interest to the date of redemption.

Selection of Series 2012 Refunding Bonds to be Redeemed

The Series 2012 Refunding Bonds will be redeemed only in the principal amount of an Authorized Denomination. The particular maturity or maturities of the Series 2012 Refunding Bonds to be redeemed will be selected by the Authority and within a maturity of the Series 2012 Refunding Bonds, the particular Series 2012 Refunding Bonds or portions thereof to be redeemed will be selected by the Trustee by lot, each authorized portion of principal being counted as one Series 2012 Refunding Bond for this purpose, and provided that in the case of Series 2012 Refunding Bonds in book-entry system, such Series 2012 Refunding Bond will be selected for redemption by DTC in accordance with its rules. Upon surrender of any Series 2012 Refunding Bond for redemption in part only, the Paying Agent will register and deliver to the Owner thereof a new Series 2012 Refunding Bond or Series 2012 Refunding Bonds of Authorized Denominations in an aggregate principal amount equal to the unredeemed portion of the Series 2012 Refunding Bond surrendered.

Notice of Redemption

Notice of any redemption of the Series 2012 Refunding Bonds shall be given by the Trustee by mailing a copy of the redemption notice by first class mail (postage prepaid) not less than 30 days and not more than 45 days prior to the date fixed for redemption to the Owner of each Series 2012 Refunding Bond to be redeemed in whole or in part at the address shown on the registration books maintained by the Paying Agent for such Series 2012 Refunding Bonds. Upon request of the Trustee, the Paying Agent will give the Trustee the registration information required for this purpose. Failure to give such notice by mailing to any Owner, or any defect therein, will not affect the validity of any proceedings for the redemption of Series 2012 Refunding Bonds. All notices of redemption will state (i) the redemption date; (ii) the redemption price; (iii) in the case of partial redemption, the respective principal amounts of the Series 2012 Refunding Bonds to be redeemed; (iv) that on the redemption date the redemption price will become due and payable on each such Series 2012 Refunding Bond and interest thereon will cease to accrue thereon from and after said date if moneys are deposited with the Trustee on or prior to the redemption date; (v) the CUSIP numbers; (vi) the place where such Series 2012 Refunding Bonds are to be surrendered for payment; and (vii) any other items which may be necessary or desirable to comply with custom.

On or before any redemption date the Trustee shall segregate and hold in trust adequate funds in the Sinking Fund for the payment of the Series 2012 Refunding Bonds or portions thereof called, together with accrued interest thereon to the redemption date and premium, if any, and the Trustee shall transfer such funds to the Paying Agent for the Series 2012 Refunding Bonds to be redeemed on or before such redemption date. Upon the giving of notice and the deposit of funds with the Trustee for redemption, interest on the Series 2012 Refunding Bonds or portions thereof thus called shall no longer accrue after the date fixed for redemption. No payment shall be made by the Paying Agent upon any Series 2012 Refunding Bond or portion thereof called for redemption until such Series 2012 Refunding Bond or portion thereof shall have been delivered for payment or cancellation or the Paying Agent shall have received the items required by the Indenture with respect to any mutilated, lost, stolen or destroyed Series 2012 Refunding Bond.

Upon surrender of any Series 2012 Refunding Bond for redemption in part only, the Paying Agent shall register and deliver to the Owner thereof a new Series 2012 Refunding Bond or Series 2012 Refunding Bonds of authorized denominations in an aggregate principal amount equal to the unredeemed portion of the Series 2012 Refunding Bond surrendered.

With respect to any notice of redemption of Series 2012 Refunding Bonds, unless upon the giving of such notice such Series 2012 Refunding Bonds will be deemed to have been paid within the meaning of the Indenture, if such notice will state that such redemption will be conditioned upon the receipt by the Trustee on or prior to the date fixed for such redemption of moneys sufficient to pay the principal of, premium, if any, and interest on such Series 2012 Refunding Bonds to be redeemed, and if such moneys have not have been so received, said notice will be of no force and effect and the Authority will not be required to redeem such Series 2012 Refunding Bonds. In the event that such notice of redemption contains such a condition and such moneys are not so received, the optional redemption will not be made and the Trustee will within five (5) days thereafter give notice, in the manner in which the notice of optional redemption was given, that such moneys were not so received and will return to their Owners any Series 2012 Refunding Bonds surrendered but not redeemed.

Payment of Redeemed Bonds

Notice having been given in the manner described under the caption “**Notice of Redemption**” above, and moneys are deposited with the Trustee to effect such redemption, the Series 2012 Refunding

Bonds so called for redemption will become due and payable on the redemption date so designated at the Redemption Price, plus interest accrued and unpaid to the redemption date, and, upon presentation and surrender thereof at the office specified in such notice, such Series 2012 Refunding Bonds will be paid at the Redemption Price plus interest accrued and unpaid to the redemption date. If, on the redemption date, moneys for the redemption of all the Series 2012 Refunding Bonds to be redeemed, together with interest to the redemption date, are held by the Trustee or the Paying Agent so as to be available therefor on said date and if notice of redemption has been given as aforesaid, then, from and after the redemption date interest on the Series 2012 Refunding Bonds of such maturity so called for redemption will cease to accrue and become payable. If said moneys are not available on the redemption date, the Series 2012 Refunding Bonds will continue to bear interest until paid at the same rate as they would have borne had they not been called for redemption.

Purchase of Series 2012 Refunding Bonds

At the direction of the Authority, the Trustee will endeavor to apply available moneys in the Sinking Fund (but not segregated and committed to the payment of the Redemption Price of Series 2012 Refunding Bonds as to which notice of redemption has been given) to the purchase of Outstanding Series 2012 Refunding Bonds at such times, for such prices, in such amounts and in such manner (whether after advertisement for tenders or otherwise) as the Authority determines. Any Series 2012 Refunding Bonds so purchased will be canceled by the Paying Agent. The price paid by the Trustee (excluding accrued interest, but including any brokerage or other charges) for any Series 2012 Refunding Bond so purchased will not exceed the Redemption Price thereof; the Trustee also will pay (from such moneys) accrued interest on any such Series 2012 Refunding Bond.

Purchase of Series 2012 Refunding Bonds in Lieu of Redemption

The Series 2012 Refunding Bonds called for redemption pursuant to the Indenture may be purchased in lieu of redemption by the Trustee on behalf of the Authority at a price equal to the amount payable upon the redemption of the Series 2012 Refunding Bonds.

SECURITY AND SOURCES OF PAYMENT

Sources of Payment

The Series 2012 Refunding Bonds, together with the Series 2004 Bonds and any Additional Bonds, are secured by the funds, revenues, rights, instruments, payments and interests of the Authority to the extent provided in the Indenture, including (i) all Funds and Accounts (except for any moneys deposited with or paid to the Trustee for the redemption of the Series 2012 Refunding Bonds, notice of the redemption of which has been duly given and the Series 2012 Refunding Bonds have become-due and payable) created pursuant to the Indenture; (ii) all Tax Revenues payable to the Trustee by or for the account of the Authority subject only to the provisions of the Indenture permitting the application thereof for the purposes and on the terms and conditions set forth in the Indenture; and (iii) any and all property of every kind or description which may from time to time hereafter be sold, transferred, conveyed, assigned, hypothecated, endorsed, deposited, pledged, mortgaged, granted or delivered to, or deposited with, the Trustee as additional security by the Authority or anyone on its part or with its written consent, or which pursuant to any of the provisions of the Indenture may come into the possession or control of the Trustee as such additional security (collectively the "Trust Estate"). The Convention Center is not pledged as collateral under the Indenture and is not included in the Trust Estate. There is no mortgage being granted with respect to the Convention Center for the benefit of the Trust Estate.

UPON THE REFUNDING OF THE SENIOR BONDS WITH PROCEEDS OF THE SERIES 2012 REFUNDING BONDS, THE SERIES 2012 REFUNDING BONDS, THE SERIES 2004 BONDS AND ANY ADDITIONAL BONDS ISSUED UNDER THE INDENTURE WILL ENJOY A PLEDGE OF AND FIRST LIEN ON THE TAX REVENUES AND WILL NO LONGER BE CONSIDERED SUBORDINATED OBLIGATIONS.

The Series 2012 Refunding Bonds are solely the obligations of the Authority and not of the State or any other agency or political subdivision thereof. The full faith and credit of the State or of any other State agency will not secure payment of the Series 2012 Refunding Bonds, the Series 2004 Bonds or any Additional Bonds issued under the Indenture. The Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture do not constitute an indebtedness, general or special, or a liability of the State, any other State agency, or any other political subdivision thereof. The issuance of the Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture does not directly or indirectly obligate the State or any political subdivision thereof (other than the Authority to the extent described in the Indenture), to provide any funds for the payment of the Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture. The Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture will not at the time of issuance nor will they ever be considered a debt of the State or any other political subdivision thereof within the meaning of the Constitution or the statutes of the State and will not at the time of issuance and will never constitute a charge against the credit or taxing power of the State or any other political subdivision thereof. Neither the State nor any other political subdivision thereof will in any manner be liable for the payment of the principal, interest, premium, sinking or reserve fund requirements of the Series 2012 Refunding Bonds, the Series 2004 Bonds and any Additional Bonds issued under the Indenture, or for the performance of any agreement or pledge of any kind which may be undertaken by the Authority. No breach by the Authority of any agreement or pledge will create any obligation upon the State or any other political subdivision thereof, including a charge against the credit or taxing power of the State or any other political subdivision thereof.

Funds and Accounts

The Indenture created and established the following funds and accounts which will be utilized in connection with the Series 2012 Refunding Bonds:

- (1) Ernest N. Morial - New Orleans Exhibition Hall Authority Tax Revenue Fund (the "Tax Revenue Fund");
- (2) Ernest N. Morial - New Orleans Exhibition Hall Authority Sinking Fund (the "Sinking Fund"), containing a Debt Service Account and a Redemption Account;
- (3) Ernest N. Morial - New Orleans Exhibition Hall Authority Reserve Fund (the "Reserve Fund"); and
- (4) Ernest N. Morial - New Orleans Exhibition Hall Authority Costs of Issuance Fund (the "Costs of Issuance Fund").

Tax Revenue Fund

The Authority entered into a Contract of Agency for the Collection of Taxes dated March 29, 1995, as amended (collectively, the "Agreement") with the Department of Revenue and Taxation of the State of Louisiana (the "Department") for the collection of a portion of the Tax. Pursuant to the Agreement, the State remits promptly, as the same are collected, the avails or amounts derived from the

levy and collection of the Tax directly to the Trustee for deposit in the Tax Revenue Fund. The Authority is obligated and is irrevocably bound under the Indenture to set aside and pay all Tax Revenues to the Trustee in trust for the account of the Tax Revenue Fund as promptly as practicable after receipt thereof prior. There also are deposited in the Tax Revenue Fund any other amounts required to be deposited therein or transferred thereto pursuant to the Indenture. For more information on the collection of the Tax, see "TAX REVENUES" herein.

**Disposition of Tax Revenues and Available Tax Revenues,
and Deposits to Sinking Fund and Debt Service Fund**

(a) The Indenture provides that the following payments be made from the Tax Revenue Fund not later than the last Business Day of each calendar month, in the amounts and in the order of priority as follows:

(1) into the Debt Service Account of the Sinking Fund the amount, if any, required so that the balance therein equals the Required Sinking Fund Balance as of such date; provided that for the purposes of computing the amount to be deposited, there is credited the amount, if any, deposited therein from the proceeds of the Bonds for the payment of interest on the Bonds for such month or representing investment income not previously credited to the Sinking Fund;

(2) into the Reserve Fund, the amount, if any, required so that the balance in the Reserve Fund equals the Reserve Fund Requirement;

(3) to the appropriate parties, Administrative Expenses and other costs incurred that are associated with the Bonds or Reimbursement Obligations, and Applicable Credit Facility fees and expenses, in the order of priority as set forth in the definition of Administrative Expenses; and

(4) to the Authority, to be applied by the Authority for any lawful purpose under the Act, including, without limitation, the application of such moneys to the payment of any Subordinated Obligation incurred by the Authority.

(b) (1) The Indenture further provides that the Trustee pay out of the Debt Service Account from the moneys credited thereto, including amounts transferred to the Debt Service Account from the Reserve Fund, (i) to the Paying Agent (A) on or before each Bond Payment Date for any of the Bonds, the amount required for the interest payable on such Date and (B) on or before each Bond Payment Date for any of the Bonds, the amount required for the Principal Installment payable on such Bond Payment Date and (ii) from time to time when and as due and payable, but at least monthly, to the issuers of Applicable Credit Facilities with respect to any Bonds and the providers of Interest Rate Hedge Agreements, the amount required for the payment of all outstanding Reimbursement Obligations or obligations under the Interest Rate Hedge Agreements (except for termination payments) owed to such persons. In the event the total amount available to the Trustee for such purposes shall be less than the aggregate amount then due and payable pursuant to clauses (i) and (ii) above, the Trustee will apply moneys on deposit in the Reserve Fund.

(2) Amounts accumulated in the Debt Service Account with respect to any Mandatory Redemption Payment (together with amounts accumulated therein with respect to interest on the Bonds for which such Mandatory Redemption Payment was established) may and, if so directed by an Authorized Officer in writing, shall be applied by the Trustee, on or prior to the 60th day preceding the due date of such Mandatory Redemption Payment to (i) the purchase

of Bonds of the Series and maturity for which such Mandatory Redemption Payment was established, or (ii) the redemption at the applicable sinking fund redemption price of such Bonds, if then redeemable by their terms. After the 60th day but on or prior to the 40th day preceding the due date of such Mandatory Redemption Payment any amounts then on deposit in the Debt Service Account (exclusive of amounts, if any, set aside in said Account which were deposited therein from the proceeds of Bonds) may, and if so directed by an Authorized Officer in writing, shall be applied by the Trustee to the purchase of Bonds of the Series and maturity for which such Mandatory Redemption Payment was established in an amount not exceeding that necessary to complete the retirement of the unsatisfied balance of such Mandatory Redemption Payment. All purchases of any Bonds pursuant to this subparagraph must be made at prices not exceeding the applicable sinking fund redemption price of such Bonds plus accrued interest. The applicable sinking fund redemption price (or principal amount of maturing Bonds) of and accrued interest paid on any Bonds so purchased or redeemed will be deemed to constitute part of the Debt Service Account until such Mandatory Redemption Payment date, for the purpose of calculating the amount of such Account. As soon as practicable after the 40th day preceding the due date of any such Mandatory Redemption Payment, the Trustee will proceed to call for redemption, by giving notice as provided in the Indenture, on such due date Bonds of the Series and maturity for which such Mandatory Redemption Payment was established (except in the case of Bonds maturing on a Mandatory Redemption Payment date) in such amount as shall be necessary to complete the retirement of the unsatisfied balance of such Mandatory Redemption Payment. The Trustee will pay out of the Debt Service Account to the appropriate Paying Agents, on or before such redemption date (or maturity date), the amount required for the redemption of the Bonds so called for redemption (or for the payment of such Bonds then maturing), and such amount will be applied by such Paying Agents to such redemption (or payment). All expenses in connection with the purchase or redemption of Bonds will be paid by the Authority and will constitute Administrative Expenses. The Trustee will at all times segregate and account for moneys deposited in the Redemption Account of the Sinking Fund representing Mandatory Redemption Payments and other moneys to be held for the redemption of Bonds and will apply such moneys solely for the purposes described in the Indenture.

(3) The amount, if any, deposited in the Debt Service Account from the proceeds of each Series of Bonds will be set aside in such Account and applied to the payment of interest on the Bonds of such Series (or refunding Bonds issued to refund such Bonds) as the same becomes due and payable.

The Trustee is directed under the Indenture to deposit any moneys received from an Applicable Bond Insurer into the Debt Service Account and apply such moneys to pay principal of and/or interest on the Series of Bonds for which a demand for payment was made under the Applicable Insurance Policy in accordance with the Indenture.

Reserve Fund

The Reserve Fund Requirement is an amount equal to the lesser of (i) ten percent (10%) of the original principal amount of the Bonds, (ii) the maximum amount of Principal Installments and interest maturing and becoming due in the Fiscal Year in which such calculation is made or in any single succeeding Fiscal Year on all Outstanding Bonds and (iii) 125% of the average annual principal and interest requirement on the Bonds, calculated on a fiscal year basis. On the date of delivery of the Series 2012 Refunding Bonds, the Reserve Fund Requirement for the Series 2012 Refunding Bonds and the Series 2004 Bonds will be equal to \$14,990,100. On the date of delivery of the Series 2012 Refunding Bonds, \$5,596,600 of transferred proceeds on deposit in the Senior Indenture will be deposited into the

Reserve Fund which, together with funds on deposit therein relating to the Series 2004 Bonds, will equal the Reserve Fund Requirement for the Series 2012 Refunding Bonds and the Series 2004 Bonds.

Moneys in the Reserve Fund are to be retained solely for the purposes of paying the principal of, premium, if any, and interest on the Bonds as to which there would otherwise be an event of default and to pay Reimbursement Obligations owed to the issuers of Applicable Credit Facilities with respect to any Bonds, without preference or priority. If on the last Business Day prior to any Principal Payment Date or Interest Payment Date or any date on which Reimbursement Obligations are due and payable to any of the Applicable Credit Banks, the amount in the Sinking Fund will be less than the amount equal to the Debt Service then payable or the Reimbursement Obligation then payable, the Trustee will apply amounts from the Reserve Fund, to the extent necessary to make up any deficiency. Any moneys on deposit in the Reserve Fund in excess of the Reserve Fund Requirement after valuation of the Reserve Fund by the Trustee resulting from investment or reinvestment of the moneys therein will be deposited on the next Business Day immediately following each annual Principal Payment Date in the Sinking Fund. Whenever the total amount on deposit in the Sinking Fund and the Reserve Fund is sufficient to pay in full all Outstanding Bonds in accordance with their respective terms (including principal, or applicable Sinking Fund Redemption Price and interest thereon), the funds on deposit in the Reserve Fund will be transferred to the Sinking Fund and applied to pay the principal of, premium, if any, and interest on the Bonds.

If at any time it is necessary to use moneys in the Reserve Fund for the purpose of paying principal of or interest on the Bonds or Reimbursement Obligations as to which there would otherwise be an event of default, then the moneys so used will be replaced from the Tax Revenues and the Available Tax Revenues first thereafter received and not hereinabove required to make the payments which are then due into the Debt Service Account of the Sinking Fund, it being the intention that, as nearly as possible there will be at all times in the Reserve Fund the amount of the Reserve Fund Requirement. All or any part of the moneys in the Reserve Fund at the written request of the Authority, will be invested in Investment Securities with maturities of five (5) years or less or any other length of time which is acceptable to the Applicable Credit Provider as evidenced in writing to the Trustee and, in any event, maturing prior to the time when payments are expected to be needed, and such investments will, to the extent at any time necessary, be liquidated and the proceeds thereof applied to the purposes for which the Reserve Fund is created; however, if the Investment Securities on deposit in the Reserve Fund are of such a nature that they can be drawn upon or redeemed at par, such Investment Securities may mature no later than the final maturity of the Bonds. All income or earnings from such investments will be deposited in the Sinking Fund and applied toward the payments required to be made therefrom.

Notwithstanding the foregoing provisions, in lieu of the required deposits into the Reserve Fund, the Authority may cause to be deposited into the Reserve Fund a Reserve Fund Insurance Policy or a Reserve Fund Letter of Credit for the benefit of the Bondowners in an amount equal to the difference between the Reserve Fund Requirement and the sums then on deposit in the Reserve Fund, if any, which Reserve Fund Insurance Policy or Reserve Fund Letter of Credit will be payable or available to be drawn upon, as the case may be, (upon the giving of notice as required by the Indenture) on any Interest Payment Date or Principal Payment Date on which a deficiency exists which cannot be cured by funds in any other Fund or Account held pursuant to the Indenture and available for such purpose. If a disbursement is made under the Reserve Fund Insurance Policy or the Reserve Fund Letter of Credit, the Authority will be obligated to either reinstate the maximum limits of such Reserve Fund Insurance Policy or Reserve Fund Letter of Credit immediately following such disbursement equal to the Reserve Fund Requirement or to deposit into the Reserve Fund from the Tax Revenues and Available Tax Revenues, as provided in the Indenture, funds in the amount of the disbursement made under such Reserve Fund Insurance Policy or Reserve Fund Letter of Credit, or a combination of such alternatives as will equal the Reserve Fund Requirement.

No Reserve Fund Insurance Policy or Reserve Fund Letter of Credit may be deposited in the Reserve Fund without the prior written consent of each Applicable Bond Insurer.

If Subordinated Obligations are issued, the Trustee will establish a new Reserve Fund and such Reserve Fund will have such terms and provisions as shall be determined by the Authority at the time of the issuance of the Subordinated Obligations.

Costs of Issuance Fund

The moneys on deposit in the Series 2012 Subaccount of the Costs of Issuance Fund will be expended to pay costs of issuance and expenses incurred by or on behalf of the Authority in connection with the Series 2012 Refunding Bonds upon receipt of a requisition signed by an Authorized Officer and delivered to the Trustee. The Trustee is authorized and directed to pay from the Costs of Issuance Fund (Series 2012 Subaccount) the obligations set forth in the requisition submitted in accordance with the Indenture. After the earlier of payment in full of all Costs of Issuance specified in said requisitions as specified by the Authority on May 14, 2013, the balance of the moneys remaining in the Costs of Issuance Fund, if any, will be transferred by the Trustee to the Debt Service Account.

Additional Bonds

After the delivery of the Series 2012 Refunding Bonds, the Authority may issue Additional Bonds or refunding Bonds under the Indenture which enjoy a complete parity of lien on the Trust Estate, including the Tax Revenues, and other moneys and funds pledged under the Indenture, with the Series 2012 Refunding Bonds, the Series 2004 Bonds and any other *pari passu* Bonds issued pursuant to the Indenture under the following conditions:

(i) There is delivered to the Trustee a certificate of an Authorized Officer of the Authority to the effect that after giving effect to the issuance of the proposed series of Additional Bonds, the Tax Revenues, including interest earnings on the Reserve Fund held under the Indenture, when computed for any twelve consecutive months occurring within the 18 month period immediately preceding the issuance of Additional Bonds, must have been not less than 1.50 times the highest combined Debt Service for any succeeding Fiscal Year period on all Bonds then Outstanding and the Additional Bonds proposed to be issued (but not including Bonds which have been or are being refunded or provision otherwise made for their full and complete payment and redemption); provided, however, that in all events, refunding Bonds, the Debt Service of which is less in each Fiscal Year than the Debt Service on the Bonds being refunded, shall not be required to meet the foregoing requirements of this paragraph (i).

(ii) The payments to be made into the various funds provided for in the Indenture must be current.

(iii) The requirements set forth in (i) and (ii) above must be certified in writing by an Authorized Officer.

(iv) The Trustee receives an Opinion of Bond Counsel, dated as of the date of such delivery of the Additional Bonds, to the effect that (a) such Additional Bonds are duly authorized by a Supplemental Indenture and are to be issued for a purpose or purposes permitted by the Indenture and by the Act, and (b) the Supplemental Indenture constitutes the legal, valid and binding obligation of the Authority except that such enforceability may be subject to bankruptcy, reorganization, moratorium, liquidation, readjustment of debt, insolvency and other similar laws affecting creditors' rights and remedies heretofore or hereafter enacted to the extent constitutionally applicable and that enforcement

also may be subject to the exercise of the sovereign police powers of the State, or its governmental bodies, and the exercise of judicial discretion in appropriate cases.

(v) Provision has been made in a Supplemental Indenture for deposit into the Reserve Fund of an amount sufficient to fund the Reserve Fund Requirement, taking into account the issuance of Additional Bonds.

(vi) If the refunding Bonds to be issued are Cross-over Refunding Bonds, the Supplemental Indenture providing for the issuance of the refunding Bonds shall, in addition to all other requirements of the Indenture, provide: (1) that until the Cross-over Date neither Principal Installments of, nor interest on the Cross-over Refunding Bonds will be payable from or secured by a pledge of the Trust Estate, but will be payable solely from the escrow established in connection with such Cross-over Refunding Bonds; and (2) there will be filed with the Trustee a written certificate of an independent certified public accountant demonstrating the sufficiency of the moneys and investments in the escrow established in connection with such Cross-over Refunding Bonds, to pay Principal Installments of and interest on the Cross-over Refunding Bonds to the Cross-over Date (which Cross-over Date may, at the option of the Authority, be extended as provided in the Supplemental Indenture providing for the issuance of the Cross-over Refunding Bonds, but only upon filing a revised written certificate of an independent public accountant which demonstrates that the moneys and investments then in the escrow will be sufficient to pay Principal Installments of and interest on the Cross-over Refunding Bonds to the extended Cross-over Date).

In addition to the foregoing, one or more series of Bond Anticipation Notes, payable on a parity with all Outstanding Bonds (except as provided in the following paragraph), may be authenticated and delivered upon original issuance from time to time in such principal amount for each such Series as may be determined by the Authority for the purpose of paying or providing for the payment of all or a portion of the Costs of the Project, or the refunding of Bond Anticipation Notes, or a combination of such purpose. The Authority will apply so much of the proceeds of the Bonds in anticipation of which such Bond Anticipation Notes have been issued as will be necessary to provide for the payment of all Principal Installments on such Bond Anticipation Notes.

Each Supplemental Indenture authorizing the issuance of a Series of Bond Anticipation Notes (i) will specify the Project for which the proceeds of such Series of Bond Anticipation Notes will be applied, and (ii) may require the Authority to deposit a specified amount of money from the proceeds of the sale of such Series of Bond Anticipation Notes into the Construction Fund to pay when due all or a portion of the interest on such Series of Bond Anticipation Notes accrued and to accrue to the estimated completion-date of the Project set forth in a written certificate of the Authority to be delivered with respect to such Series of Bond Anticipation Notes pursuant to the Indenture.

No Bond Anticipation Notes will mature later than five years from its date, including all refundings thereof by Bond Anticipation Notes (whether such refundings occur by reason of exchanges of Bond Anticipation Notes or by reason of payment of such Bond Anticipation Notes from refunding Bond Anticipation Notes, or otherwise.)

As of the date of issuance of any Series of Bond Anticipation Notes, the aggregate principal amount of all outstanding Bond Anticipation Notes (including such Series) will never exceed the principal amount of a hypothetical Series of Bonds which could be issued by the Authority on such date in compliance with the Indenture, having an assumed final maturity of 30 years, bearing an assumed rate of interest equal to the rate set forth in the Bond Market Association Index for thirty-year revenue bonds and having Debt Service due in each Fiscal Year in approximately equal amounts, all as certified in writing by an Authorized Officer.

Other Indebtedness and Liens

The Authority may not issue any bonds, notes or other evidences of indebtedness, other than a series of Bonds or Bond Anticipation Notes as permitted under the Indenture, secured by a pledge of or other lien or charge on the Tax Revenues equal or superior to the lien of the Series 2012 Refunding Bonds and the Series 2004 Bonds. Any Series of Bonds or Bond Anticipation Notes may, however, be additionally secured by Applicable Credit Facilities.

Subordinated Obligations

Subordinated Obligations, including Reimbursement Obligations relating to credit enhancement devices entered into in connection with such subordinated indebtedness, which Obligations will be wholly subordinate and junior to the Bonds in payment, may be incurred, without limitation, except as provided in the Act and upon delivery to the Trustee of a certificate of an Authorized Officer of the Authority to the effect that after giving effect to the issuance of the proposed Series of Subordinated Obligations, the Pro Forma Tax Revenues for the current and each subsequent Fiscal Year, including interest earnings on the Reserve Fund held under the Indenture and under the Prior Indenture projected for the current and each subsequent Fiscal Year at a market rate as determined by an investment banking firm employed by the Authority, shall equal or exceed 110% of the combined Debt Service for each such Fiscal Year, for all Bonds then Outstanding, Senior Bonds then Outstanding and all Subordinated Obligations that will be outstanding after the issuance of such Subordinated Obligations or Additional Subordinated Obligations.

The Authority has agreed to the following in the Indenture:

(i) In the event of any liquidation, dissolution or winding up of the Authority, or of any execution, sale, receivership, insolvency, bankruptcy, liquidation, readjustment, reorganization, or other similar proceeding relative to the Authority or its property, all principal and interest owing on all Bonds must first be paid in full before any payment is made upon the Subordinated Obligations.

(ii) In the event that the Subordinated Obligations are declared or become due and payable because of the occurrence of any Event of Default under the Indenture or otherwise than at the option of the Authority, under circumstances when the foregoing clause (i) shall not be applicable, the holders of the Subordinated Obligations will be entitled to payments only after there shall first have been paid in full all Bonds then outstanding at the time the Subordinated Obligations so become due and payable because of any such event, or payment shall have been provided for in a manner satisfactory to the holders of such Bonds.

The Authority has agreed in the Indenture, for the benefit of the holders of the Bonds, that in the event that any Subordinated Obligation is declared due and payable before its expressed maturity because of the occurrence of an Event of Default hereunder, (a) the Authority will give prompt notice in writing of such happening to the holders of the Bonds and (b) all Bonds will forthwith become immediately due and payable upon demand, regardless of the expressed maturity thereof.

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SOURCES AND USES

The following is a summary of the sources and uses of funds in connection with the issuance of the Series 2012 Refunding Bonds:

Sources of Funds

Par Amount	\$52,070,000.00
Plus: Original Issue Premium	6,224,912.50
Plus: Funds transferred from the Senior Indenture	<u>14,434,104.14</u>
Total Sources	\$72,729,016.64

Uses of Funds

Deposit to Escrow Fund	\$66,690,313.13
Deposit to Reserve Fund	5,596,600.00
Costs of Issuance ⁽¹⁾	<u>442,103.51</u>
Total Uses	\$72,729,016.64

- ⁽¹⁾ Costs of issuance include legal fees, printing, Underwriters' discount and other costs incurred in connection with the issuance of the Series 2012 Refunding Bonds.

DEBT SERVICE REQUIREMENTS

Debt service requirements for the Series 2012 Refunding Bonds and the Series 2004 Bonds in each year include amounts required to be made available in each Fiscal Year ending December 31, which includes interest payments on January 15 and principal and interest payments on July 15 of the each year.

Year Ending December 31	<u>Series 2004 Bonds</u>		<u>Series 2012 Refunding Bonds</u>		Total Debt Service ⁽¹⁾
	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>	
2013	\$4,490,000	\$4,324,250	\$4,050,000	\$1,413,096	\$14,277,346
2014	4,715,000	4,099,750	3,170,000	2,029,850	14,014,600
2015	4,950,000	3,864,000	3,260,000	1,944,750	14,018,750
2016	5,195,000	3,616,500	3,355,000	1,856,950	14,023,450
2017	5,455,000	3,356,750	3,450,000	1,766,300	14,028,050
2018	5,725,000	3,084,000	3,580,000	1,648,300	14,037,300
2019	8,315,000	2,797,750	2,340,000	1,525,100	14,977,850
2020	8,730,000	2,382,000	2,470,000	1,408,100	14,990,100
2021	6,640,000	1,945,500	1,595,000	1,284,600	11,465,100
2022	6,970,000	1,613,500	1,680,000	1,204,850	11,468,350
2023	7,315,000	1,265,000	1,770,000	1,120,850	11,470,850
2024	9,070,000	899,250	465,000	1,032,350	11,466,600
2025	9,165,000	445,750	835,000	1,018,400	11,464,150
2026	--	--	9,780,000	985,000	10,765,000
2027	--	--	10,270,000	496,000	10,766,000
Totals	\$86,735,000	\$33,694,000	\$52,070,000	\$20,734,496	\$72,804,496

Numbers may not add due to rounding.

⁽¹⁾ Does not include bonds being refunded.

DEBT SERVICE COVERAGE

Historical and Projected Total Debt Service Coverage.

The following table provides the historical debt service coverage of the Senior Bonds and the Series 2004 Bonds for calendar years ending December 31, 2006 through December 31, 2011. The table also provides the projected debt service coverage of the Series 2012 Refunding Bonds and the Series 2004 Bonds based upon Tax Revenues for calendar year 2011 and projected Tax Revenues for calendar year 2012. In addition, although the GO Zone Loan is unsecured and is subordinate in all respects to the Senior Bonds, the Series 2012 Refunding Bonds and the Series 2004 Bonds, a column has been included to show coverage inclusive of the GO Zone Loan. Debt service coverage is the ratio of Tax Revenues plus earnings on the Reserve Fund over historical and projected maximum annual debt service.

<u>Calendar Year</u>	<u>Tax Revenues⁽³⁾</u>	<u>Reserve Fund Earnings</u>	<u>Maximum Annual Debt Service⁽⁴⁾</u>	<u>Debt Service Coverage</u>	<u>Maximum Annual Debt Service (including GO Zone Loan)⁽⁴⁾</u>	<u>Debt Service Coverage</u>
2006 (Actual)	\$25,843,445	\$2,312,994	\$16,015,325	1.76x	--	--
2007 (Actual)	30,526,252	1,999,920	16,015,325	2.03x	--	--
2008 (Actual)	34,136,515	1,159,820	16,015,325	2.20x	--	--
2009 (Actual)	32,976,516	1,040,459	16,015,325	2.12x	--	--
2010 (Actual)	38,208,085	1,025,811	16,015,325	2.45x	--	--
2011 (Actual)	40,843,585	1,024,927	16,015,325	2.61x	\$18,674,391 ⁽⁶⁾	2.24x
Pro Forma	40,843,585 ⁽¹⁾	513,899 ⁽⁷⁾	14,990,100 ⁽⁵⁾	2.76x ⁽⁷⁾	17,649,166 ⁽⁵⁾	2.34x ⁽⁷⁾
2012 (Projected)	44,800,000 ⁽²⁾	513,899 ⁽⁷⁾	14,990,100 ⁽⁵⁾	3.02x ⁽⁷⁾	17,649,166 ⁽⁵⁾	2.57x ⁽⁷⁾

⁽¹⁾ Based on Tax Revenues for calendar year 2011.

⁽²⁾ Based on the projected Tax Revenues for calendar year 2012.

⁽³⁾ For a detailed description see “**TAX REVENUES – Collection History**” herein.

⁽⁴⁾ Reflects maximum annual debt service on Senior Bonds and Series 2004 Bonds through calendar year 2011, reflects maximum annual debt service on the Series 2004 Bonds and the Series 2012 Refunding Bonds, and further reflects that the Series 2003A Bonds have been paid in full and are no longer Outstanding.

⁽⁵⁾ Reflects that the Series 2012 Refunding Bonds have been issued and that the Senior Bonds have been paid in full and are no longer Outstanding.

⁽⁶⁾ Reflects that payments under the GO Zone Loan commenced in calendar year 2011.

⁽⁷⁾ Preliminary, subject to change.

Source: Ernest N. Morial – New Orleans Exhibition Hall Authority.

TAX REVENUES

General

The Tax Revenues consists of the amount of the Tax (discussed under the caption “**INTRODUCTION**” herein and below) collected by or on behalf of the Authority, after payment of the reasonable and necessary costs and expenses of collecting the Tax. Collections of the Tax will be remitted directly to the Trustee for deposit into the Tax Revenue Fund for the Series 2004 Bonds and the Series 2012 Refunding Bonds and be used to pay debt service on the Series 2004 Bonds and the Series 2012 Refunding Bonds.

(a) the one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of the Act and an election duly held in the City on November 7, 1978, which tax expires on the date such tax no longer secures outstanding indebtedness of the Authority (See **“TAX REVENUES – Collection History – Hotel Occupancy Tax Collections”** below);

(b) the one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of the Act and an election duly held in the City on September 13, 1980 and levied by the Authority by resolution adopted on September 19, 1980, as amended by resolution adopted on April 16, 1981 and as amended on October 2, 2002, which tax expires on the date such tax no longer secures outstanding indebtedness of the Authority (See **“TAX REVENUES – Collection History – Hotel Occupancy Tax Collections”** below);

(c) the one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of the Act and levied by the Authority by resolution adopted on May 8, 2002 and as amended on October 2, 2002, which tax expires on the date such tax no longer secures outstanding indebtedness of the Authority (See **“TAX REVENUES – Collection History – Hotel Occupancy Tax Collections”** below);

(d) collectively, the special taxes authorized at the election held in the City on November 21, 1987 and levied by the Authority by resolution adopted on February 24, 1988, as amended by resolution adopted on March 31, 1988, and as amended on October 2, 2002, such special taxes being the following:

1. A tax upon the paid occupancy of hotel rooms within the Parish per occupied hotel room per night according to the following hotel guest room capacity:

<u>Amount of Tax/Occupied Hotel Room/Night</u>	<u>Hotel Guest Room Capacity</u>
\$ 0.50	10-299
\$ 1.00	300-999
\$ 2.00	1,000 or more

2. A tax on food and beverage sales sold by any food service establishment (excluding any such establishment owned by any Person which had gross annual receipts from food and beverage sales of less than \$200,000 from the operation of all such establishments during the calendar year prior to the year in which such tax is assessed) located within the Parish or in any airport or air transportation facility owned and operated by the City in an amount of one-half of one percent (1/2%) of gross receipts from food and beverage sales by said food service establishments, and an additional one quarter of one percent (1/4%) food and beverage tax on establishments whose gross annual receipts total more than \$500,000 was levied by the Authority pursuant to the provision of Act No. 72 and a resolution adopted on May 8, 2002 (See **“TAX REVENUES – Collection History – Hotel/Motel Occupancy Tax and Food and Beverage Tax Collections”** below);

(e) the special tax levied by the Authority in the Parish by ordinance adopted on November 30, 1994, as amended and reinstated on April 26, 1995 and as amended on October 2,

2002, such special tax being on the furnishing of goods and services which are provided on a contractual basis by service contractors in conjunction with a convention or trade show/exhibition, and in an amount equal to two percent (2%) of the total charges specified in the contract to be paid to the service contractor for the furnishing of such goods and services, all as more fully provided for in the ordinances pursuant to which the tax described herein was levied and imposed (See **“TAX REVENUES – Collection History – Service Contractor and Tour Tax Collections”** below);

(f) the special tax levied by the Authority in the Parish by ordinance adopted on November 30, 1994, as amended and reinstated on April 26, 1995, of \$1.00 on all tickets sold in the Parish for per capita sight-seeing tours in the Parish, and tours, a portion of which includes sight-seeing in the Parish, except those sold by a governmental agency, all as more fully provided in the ordinances pursuant to which the tax described herein was levied and imposed (See **“TAX REVENUES -- Collection History – Service Contractor and Tour Tax Collections”** below);

(g) moneys appropriated to the Authority by the State of Louisiana from the Ernest N. Morial Convention Center Phase IV Expansion Project Fund created by Act No. 73 of the 2002 First Extraordinary Session of the Louisiana Legislature (See **“State Economic Development Tax”** below);

(h) expansion payments received by the Authority from the NOTMC pursuant to the Phase IV Escrow Fund Agreement, which expansion payments under the Phase IV Escrow Fund Agreement will expire on the date such payments no longer secure outstanding indebtedness of the Authority (See **“TAX REVENUES -- Collection History -- Authority Portion of RTA Tax Collections”** below); and

(i) such additional taxes or moneys of the Authority as the Authority, by resolution of the Board, may designate as an additional tax or additional moneys which are pledged to the payment of the Series 2004 Bonds or the Series 2012 Refunding Bonds.

The Indenture provides that the ordinances pursuant to which each of the taxes described in (a) through (f) above are levied and the obligation of the Authority to continue to levy, collect and allocate each such tax and to apply the revenues therefrom in accordance with the provisions of the Indenture, shall be irrevocable until the Bonds issued under the Indenture have been paid in full as to both principal and interest and all other amounts payable thereunder shall also have been paid in full, and shall not be subject to amendment in any manner which would impair the rights of the Owners from time to time of the Bonds issued under the Indenture.

With respect to (g) above, the State Economic Development Tax is subject to annual appropriation by the Louisiana Legislature to the Authority

The Agreement

The Agreement, as amended, entered into between the Authority and the Department remains in effect as long as the Taxes are being levied by the Authority. Pursuant to the terms of the Agreement, the Authority reaffirmed the appointment of the Department as the Authority's agent for the collection of the Taxes and the Agreement set forth certain collection procedures. It is the duty of the Department, during the term of the Agreement, to deposit the proceeds of the Taxes remitted to the Department, less the Department's fee, with the Trustee for deposit in accordance with the provisions of the Indenture. Pursuant to the Agreement, the Department's fees are as follows:

(a) with respect to the hotel occupancy taxes listed in clauses (a) through (c) above, two (2%) percent of the total proceeds of the Tax, to be retained by the Department before remittance of the remaining proceeds to the Authority;

(b) with respect to the hotel tax and the food and beverage tax listed in clause (d) above, \$200,000 per year to be deducted at a rate of 3% from each monthly remittance of tax proceeds to the Authority (adjustments will be made to the monthly 3% deductions near the end of each April through March measurement period to assure the payment to the Department of no more than and no less than \$200,000) and

(c) with respect to the special taxes listed in clauses (e) and (f) above, a collector's fee of \$75,000 per year to be deducted at the rate of 3% from each monthly remittance of tax proceeds to the Authority (adjustments will be made to the monthly 3% deductions near the end of each January through December measurement period to assure the payment of the Department of no more than and no less than \$75,000).

Collection History

Collections of the Tax have been as follows:

Hotel Occupancy Tax Collections⁽¹⁾			
<u>Year</u>⁽²⁾	<u>Total</u>⁽³⁾	<u>Year</u>⁽²⁾	<u>Total</u>⁽³⁾
1993	\$ 8,078,018	2003	19,887,239
1994	9,281,453	2004	23,174,705
1995	9,842,044	2005	17,882,077
1996	10,485,446	2006	14,650,436
1997	11,125,131	2007	16,784,560
1998	10,545,063	2008	18,505,270
1999	12,824,832	2009	17,462,821
2000	14,876,397	2010	20,858,356
2001	14,265,967	2011	22,420,881
2002 ⁽⁴⁾	17,013,367	2012 ⁽⁵⁾	16,291,358

⁽¹⁾ Reflects 2% hotel occupancy tax to and including June 30, 2002, and 3% hotel occupancy tax thereafter.

⁽²⁾ From January through December.

⁽³⁾ Net of 2% fee retained by Department.

⁽⁴⁾ Commencing July 2002, tax collections increased from 2% to 3% to include the additional 1% tax approved by the Louisiana State Legislature during the First Extraordinary Session of 2002.

⁽⁵⁾ Represents collections from January 1, 2012 through July 31, 2012.

Source: Ernest N. Morial - New Orleans Exhibition Hall Authority

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Hotel/Motel Occupancy Tax and Food and Beverage Collections

<u>Year</u> ⁽¹⁾	<u>Total</u>	<u>Collection Fee</u>	<u>Net</u> ⁽³⁾
1993	\$ 7,531,321	\$198,403	\$ 7,332,918
1994	7,985,492	206,369	7,779,123
1995	8,201,781	202,863	7,998,918
1996	8,286,882	225,662	8,061,220
1997	8,414,242	197,589	8,216,653
1998	8,044,043	186,208	7,857,835
1999	9,921,472	209,178	9,082,294
2000	9,898,350	227,990	9,670,360
2001	10,044,853	225,635	9,819,218
2002 ⁽⁴⁾	11,454,238	244,555	11,209,683
2003	12,806,037	199,109	12,606,928
2004	13,390,588	207,265	13,183,323
2005	10,192,133	200,000	9,992,133
2006	8,171,139	200,000	7,971,139
2007	9,644,422	200,000	9,444,422
2008	11,281,707	200,000	11,081,707
2009	11,097,504	200,000	10,897,504
2010	12,554,773	200,000	12,354,773
2011	13,518,081	200,000	13,318,081
2012 ⁽²⁾	9,264,133	153,344	9,110,789

⁽¹⁾ From January through December.

⁽²⁾ Represents collections from January 1, 2012 through July 31, 2012.

⁽³⁾ May not add due to rounding.

⁽⁴⁾ Additional ¼% tax upon merchants with yearly receipts totalling over \$500,000.

Source: Ernest N. Morial - New Orleans Exhibition Hall Authority.

NOTE: The collection information received by the Authority from the State of Louisiana with respect to the Hotel/Motel Tax and the Food and Beverage Tax combines the collections for both taxes.

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Service Contractor and Tour Tax Collections

<u>Year</u>	<u>Total</u>	<u>Collection Fee</u>	<u>Net Tax</u> ⁽³⁾
1995 ⁽¹⁾	\$ 475,937	\$14,278	\$ 461,659
1996	1,110,224	33,307	1,076,917
1997	1,529,669	45,890	1,483,779
1998	1,669,058	50,072	1,618,986
1999	1,853,253	55,598	1,797,655
2000	2,139,939	64,199	2,075,740
2001	1,813,480	54,404	1,759,076
2002	1,736,731	52,102	1,684,629
2003	1,804,060	54,122	1,749,938
2004	1,692,353	50,771	1,641,582
2005	1,364,984	40,950	1,324,034
2006	308,486	9,255	299,231
2007	1,143,323	34,300	1,109,023
2008	1,340,167	40,205	1,299,962
2009	1,484,388	40,830	1,443,558
2010	1,718,018	44,623	1,673,395
2011	1,487,880	39,212	1,448,668
2012 ⁽²⁾	1,092,244	28,558	1,063,686

⁽¹⁾ May through December, 1995.

⁽²⁾ Represents collections from January 1, 2012 through July 31, 2012.

⁽³⁾ May not add due to rounding.

Source: Ernest N. Morial - New Orleans Exhibition Hall Authority.

Regional Transit Authority Tax

Pursuant to an escrow fund agreement dated April 2, 2002, among the Authority, the Regional Transit Authority ("RTA") and the New Orleans Tourism Marketing Corporation, the Authority receives quarterly a portion of the 1% hotel-motel tax collected by the RTA to be used in connection with the Phase IV Expansion Project. The Authority began to receive the RTA Tax in July, 2002. Below is the annual collection history of the Authority's portion of the RTA Tax.

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Authority Portion of RTA Tax Collections

<u>Year</u>	<u>Amount</u>
2001 ⁽¹⁾	\$1,989,580
2002	1,531,833
2003	1,438,931
2004	1,544,675
2005	1,222,622
2006	922,639
2007	1,188,247
2008	1,249,576
2009	1,172,633
2010	1,321,561
2011	1,655,955
2012 ⁽²⁾	551,239

⁽¹⁾ Represents collections from August, 2000 to October, 2001.

⁽²⁾ Represents collections from January 1, 2012 to March 31, 2012.

Source: Ernest N. Morial - New Orleans Exhibition Hall Authority.

State Economic Development Tax

Pursuant to Act 73 of the 2002 First Extraordinary Session of the Louisiana Legislature, the State has agreed to deposit in a special fund on behalf of the Authority, the first \$2,000,000 collected from the imposition of a 1% hotel occupancy tax in Parish (after the required deposit to the State's Bond Security and Redemption Fund) (the "State Economic Development Tax"). The Constitution requires that in each fiscal year, subject to certain specified exceptions, all moneys received by the State (such as the State Economic Development Tax) or any State board, agency or commission be deposited in the State treasury and credited to the Bond Security and Redemption Fund. In each fiscal year, an amount is allocated from the Bond Security and Redemption Fund to pay obligations secured by the full faith and credit of the State in that fiscal year and, except as otherwise provided by law, all remaining moneys are credited to the State General Fund (excluding any gasoline and motor fuels taxes and special fuels taxes which are required to be deposited in a special transportation trust fund). A first lien on amounts in the Bond Security and Redemption Fund secures the payment of the full faith and credit obligations of the State. Only if all other amounts on deposit in the Bond Security and Redemption Fund are insufficient for such purpose, the Treasurer is required to pay debt service on full faith and credit obligations of the State from the State Economic Development Tax. Once it is determined that the State Economic Development Tax is not needed to pay debt service on the full faith and credit obligations of the State, the State Economic Development Tax will be appropriated by the Louisiana Legislature to be used to assist in the funding of the Phase IV Expansion Project.

The Authority has historically received payment of the State Economic Development Tax from the State in two (2) substantially equal installments of \$1,000,000 on or about June 1 and December 1 of each year, commencing June 1, 2002.

AGGREGATE AUTHORITY TAX COLLECTIONS⁽¹⁾

<u>Period Ending</u>	<u>Hotel Occupancy Tax</u>	<u>Hotel/ Motel F&B Tax⁽²⁾</u>	<u>Subtotal</u>	<u>Tour/ Service</u>	<u>RTA</u>	<u>State Economic Development Tax</u>	<u>Total</u>
1993	\$ 8,078,018	\$7,332,918	\$15,410,936	--	--	--	\$15,410,936
1994	9,281,453	7,779,123	17,099,576	--	--	--	17,060,576
1995	9,842,044	7,998,918	17,840,962	\$ 461,659	--	--	18,302,621
1996	10,485,446	8,061,220	18,546,666	1,076,917	--	--	19,623,583
1997	11,125,131	8,216,653	19,341,784	1,483,779	--	--	20,825,563
1998	10,545,063	7,857,835	18,402,898	1,618,986	--	--	20,021,884
1999	12,824,832	9,082,294	21,907,126	1,797,655	--	--	23,704,781
2000	14,876,397	9,670,360	24,546,757	2,075,740	--	--	26,662,497
2001	14,265,967	9,819,218	24,085,185	1,759,076	\$1,989,580	--	27,833,841
2002	17,013,367	11,209,683	28,223,050	1,684,629	1,531,833	\$2,000,000	33,439,512
2003	19,887,239	12,606,928	32,494,167	1,749,938	1,438,931	2,000,000	37,683,036
2004	23,174,705	13,183,323	36,358,028	1,641,582	1,544,675	2,000,000	41,544,285
2005	17,882,077	9,992,133	27,874,210	1,324,034	1,222,622	2,000,000	32,420,866
2006	14,650,436	7,971,139	22,621,575	299,231	922,639	2,000,000	25,843,445
2007	16,784,560	9,444,422	26,228,981	1,109,023	1,188,247	2,000,000	30,526,251
2008	18,505,270	11,081,707	29,586,977	1,299,962	1,249,576	2,000,000	34,136,515
2009	17,462,821	10,897,504	28,360,325	1,443,558	1,172,633	2,000,000	32,976,517
2010	20,858,356	12,354,773	33,213,129	1,673,395	1,321,561	2,000,000	38,208,085
2011	22,420,881	13,318,081	35,738,962	1,448,668	1,655,955	2,000,000	40,843,585
2012 ⁽³⁾	16,291,358	9,110,789	25,402,147	1,063,686	551,239	2,000,000 ⁽⁴⁾	29,017,072

⁽¹⁾ For a detailed description of each tax, see "TAX REVENUES" herein.

⁽²⁾ Represents the combined collections of the Hotel/Motel Tax and the Food and Beverage Tax

⁽³⁾ Represents collections from January 1, 2012 through July 31, 2012, except for RTA collections which are through March 31, 2012.

⁽⁴⁾ Not yet collected; expected to be collected in December, 2012.

Source: Ernest N. Morial - New Orleans Exhibition Hall Authority.

NEW ORLEANS TOURISM INDUSTRY

The City is a major convention and tourist center. In 2004, the City attracted approximately 10.1 million visitors and in 2011, 8.75 million visitors, reaching 87% of the Pre-Katrina figure. Visitor's spent over \$5.4 billion in 2011, the highest spending in the City's history. The City's distinctive music and festivals, including Mardi Gras, all contribute to its attractiveness to tourists.

The City is Number 6 on the list of 2011 top ten cities in the United States and Canada, according to the Travel+Leisure magazine and their annual World's Best Awards. This is the second consecutive year that the City has been named to the list. The City has also made both the international (22nd) and domestic (7th) lists of TripAdvisor's 2012 Travelers' Choice Destination List.

The *Audubon Aquarium of the Americas* (the "Audubon Aquarium") is located along the banks of the Mississippi River in the historic French Quarter. Ranked as one of the top five aquariums in the United States, a visit to the Audubon Aquarium spans the underwater world from the Caribbean, to the Amazon Rainforest to the waters that give the City its lifeblood: the Mississippi River and Gulf of Mexico. A total of 10,000 animals representing 400 species including rare and endangered species are on

exhibit. The Audubon Aquarium has been visited by more than seventeen million people since opening in September, 1990.

The **Entergy IMAX® Theatre** located next door to Audubon Aquarium, is one of only a handful of theaters in the world with its spectacular flat screen, single projection, IMAX® 3D and high definition capabilities. IMAX® is the finest motion picture system in the world. Sounds are enhanced by a specially designed six-channel, multi-speaker sound system. The theatre has a silver screen that is five-and-a-half stories tall, 354 seats, and six speakers as big as office desks that deliver 12,000 watts of digital sound into the theater. The film used in IMAX® movies is the largest in motion picture history; it is 10 times the size of standard 35-millimeter film.

The **Audubon Insectarium** (the "Insectarium") is located at the historic U.S. Custom House on Canal Street in downtown New Orleans. At over 23,000 square feet of space, the Insectarium is North America's largest free-standing museum celebrating 1 million known species of insects and their relatives. Visitors can experience unique and creative experiences at the Insectarium in one-of-a-kind, highly-interactive exhibits. There are approximately 100 live arthropod species throughout the Insectarium, as well as alligators and a variety of fish. The Insectarium consists of 13 gallery rooms containing more than 70 live animal enclosures, 30 mounted specimen cases and a multisensory immersive theater experience.

The **Audubon Zoo** (the "Zoo") encompasses 58 developed acres housing hundreds of species of animals in naturalistic habitats. Visitors can experience a mix of exotic animals from all around the world, as well as hands-on animal encounters, engaging educational programs, lush gardens, and animal-themed amenities. The Zoo is located on the 6500 block of Magazine Street in historic uptown New Orleans. The Zoo is committed to wildlife conservation and dedicated to highlighting the importance of protecting endangered species and supporting the many conservation efforts under way at Audubon Nature Institute. Over 2,000 of the world's rarest animals are on display, ranging from amphibians to terrestrial invertebrates to mammals to reptiles.

The Zoo was named to TripAdvisor's list of the Top 10 Zoos in the U.S. for 2012, as selected by its members.

The **Mercedes-Benz Superdome** (the "Superdome") is an architecturally unique multi-purpose facility located adjacent to the New Orleans Central Business District. It was completed in August 1975 and was once the largest enclosed stadium arena in the world. It has a seating capacity of approximately 73,000, depending upon the seating configuration used, and can accommodate athletic events as well as conventions, trade shows, major exhibits, circuses and other large public meetings. Exhibition space on the Superdome floor totals 162,434 square feet and there are also six club rooms with a total of 74,068 square feet, 12 meeting rooms and parking facilities for approximately 5,000 automobiles and 250 buses. The Superdome recently completed \$360 million in enhancements. The Superdome's major tenant is the New Orleans Saints, a National Football League professional football team. In 2010, the New Orleans Saints won Super Bowl XLIV with a victory over the Indianapolis Colts. The Saints have played their home games, with the exception of the 2005 season, in the Superdome since its completion in 1975. Since Hurricane Katrina, the Superdome has been substantially renovated inside with improvements adding comfort and luxury to the stadium. The Superdome hosted the 2012 Division I College Football BCS Championship Game, the 2012 NCAA Men's Final Four, and it will host the 2013 NFL Super Bowl.

On October 3, 2011, Mercedes-Benz and the New Orleans Saints reached a 10 year naming rights agreement. The name of the Superdome was changed from the Louisiana Superdome to its current name as a result.

Champions Square, adjacent to the Superdome, is a 121,000 square foot outdoor festival venue that opened August, 2012 and has become one of the City's most popular entertainment destinations for corporate events, festivals, and concerts. It stands out amongst the notable outdoor spaces in downtown New Orleans and recently completed Phase II of its construction plan. New features include a permanent grand staircase featuring amphitheatre style seating, permanent restrooms and landscaping.

The ***New Orleans Arena***, a \$110 million sports and entertainment facility on a 13 acre site south of the Louisiana Superdome, opened on October 30, 1999. The arena has a floor area of approximately 24,650 square feet of column-free space, and approximately 18,500 padded armchair seats which are adaptable for specific events, including basketball, hockey and concerts. The Hornets, a National Basketball Association professional basketball team, and other basketball games are played in the Arena, along with the New Orleans Voodoo, an Arena Football League professional football team, concerts, family shows and other entertainment. As part of a recent lease extension with the Hornets, \$50 million in improvements are planned for the Arena.

The ***Ogden Museum of Southern Art***, in partnership with the University of New Orleans, was established as a museum of southern art and culture and is located near the Julia Street art galleries. The buildings comprise one of the most architecturally significant complexes in the South. The three areas include the modern statement of the Stephen Goldring Hall, the historic Howard Memorial Library (later renamed the Patrick F. Taylor Library) and the Clementine Hunter Wing. The urban renewal project has helped to rejuvenate the Warehouse District to reflect the importance of cultural tourism in the City and in cities throughout the United States. Stephen Goldring Hall contributes 47,000 square feet of space for the 19th, 20th and 21st century collections, rotating exhibition space, museum store and Center for Southern Craft and Design, art vault, administrative offices and the Goldring-Woldenberg Institute for the Advancement of Southern Art and Culture. The Library, when restored, will house the 18th and 19th century works, research library, archives, education initiatives, the multi-media orientation theatre and the Institute for the Advancement of Southern Art and Culture. A newly constructed annex to the Library, the Clementine Hunter Wing, will be home to the museum's education initiatives and a technology center. This part of the complex will total 20,000 square feet, completed the entire museum's 67,000 square feet of space.

The ***Louisiana Children's Museum*** has been one of the City's premier attractions for children since opening its doors in 1986. The museum welcomes 147,000 visitors per year, offering children a diverse set of activities that promote learning through interactive play.

The ***New Orleans Museum of Art ("NOMA")***, the City's oldest fine arts institution opened on December 16, 1911. The permanent collection boasts almost 40,000 objects, consisting of French and American art, photography, glass, and African and Japanese works. NOMA is one of the top art museums in the South. The museum grounds contain the five-acre Sydney and Walda Besthoff Sculpture Garden. The garden has over 60 sculptures situated amongst meandering footpaths, lagoons, Spanish moss-laden live oaks, and pedestrian bridges.

The ***City Park***, once the site of Allard Plantation facing Bayou St. John, offers 1,300 acres to visitors as a sample of the City's riches both in fine art and natural splendor. City Park dates to 1854 and is deemed one of the country's oldest and largest urban parks. City Park hosts 11 million visitors each year related to sports and recreational activities, children's activities and special events. City Park is the home of the New Orleans Museum of Art and the largest collection of mature live oaks in the world, some over 600 years old. City Park is currently building a better campus following the Master Plan "City Park 2018", a comprehensive plan for projects to be completed or underway by 2018, the City's 300th anniversary.

The ***Mahalia Jackson Theater for the Performing Arts*** located on the grounds of the 32-acre Armstrong Park, hosts a full calendar of events that includes world-class theatrical releases and Broadway shows, opera, dance and musical performances. After a recent \$27 million renovation where upgrades included improvements in the theater's lighting and sound, as well as a new dance floor, the Theater offers expansive views both inside and out.

The ***Saenger Theater*** was built in 1927 in the Italian Renaissance style as a movie theater and in 1981 was renovated and converted into a multi-purpose performing art facility. It became host to touring Broadway performances, along with major headlining musical, comedic and performing arts attractions, until Hurricane Katrina. The Saenger Theater is on the National Register of Historic Places and \$51 million of renovations is expected to be completed by 2013 that will emphasize an authentic, historic restoration, enhanced by a state-of-the-art technical retrofitting to host first rate theatrical events.

The ***National World War II Museum*** (the "Museum"), formally the **D-Day Museum**, was opened on June 6, 2000. Founded by historian and author, Stephen Ambrose, the Museum tells the story of the American Experience in *the war that changed the world* – why it was fought, how it was won, and what it means today – so that all generations will understand the price of freedom and be inspired by what they learn. Designated by Congress in 2003 as the America's National WWII Museum, the campus includes the Louisiana Memorial Pavilion, the Solomon Victory Theater, the Stage Door Canteen, the John E. Kushner Restoration Pavilion, and the American Sector restaurant and Soda Shop. To be completed in 2013, the US Freedom Pavilion: The Boeing Center, will showcase the macro artifact of the war and represents America's legendary production of airplanes, artillery, tanks and other equipment that helped to fuel Allied victory in World War II. Exhibited artifacts will include a Boeing B-17 "Flying Fortress," and SBD Dauntless, a B-25 fuselage and the TBM Avenger. Another highlight will be *The USS Tang Submarine Experience*, an immersive and interactive submarine experience based on the last war patrol of the USS Tang in the Pacific Theater. The Services Gallery will pay homage to the sixteen million men and women who served our nation in World War II. Exhibits will feature artifacts, oral histories and other interactive exhibits highlighting the roles played by the U.S. Army, Navy, Marine Corps, Mary Air Corps, Coast Guard and Merchant Marine in Allied victory. By 2015, the Museum will tell the entire story of the American experience in WWII. The \$300 million expansion project should be complete and the facility will quadruple the size of the original museum. For additional information, see <http://www.ddaymuseum.org>.

Tourism in the City not only includes conventions but also major events held annually, such as **Mardi Gras**, the **Jazz and Heritage Festival**, **Voodoo Fest**, the **Essence Music Festival**, the **Bayou Classic football game**, the **New Orleans Bowl**, the **Sugar Bowl**, and periodically, the **Super Bowl**, which will be held in the City in 2013. The NCAA Women's Final Four basketball tournament will also be held in the City in 2013. Adults may continue to find entertainment in the French Quarter and the land based **casino** located within close proximity of the Convention Center. Churchill Downs Inc. owns the Fair Grounds Race Course, a horse racing facility that includes 606 reel and video games.

Information regarding the Louis Armstrong New Orleans International Airport is set forth in "APPENDIX F" hereto.

Hotel Facilities

The New Orleans Metropolitan Convention and Visitors Bureau lists the following hotels, aggregating 8,527 guest rooms, as the ten (10) largest hotels in New Orleans:

<u>Hotel</u>	<u>Number of Rooms</u>
Hilton New Orleans Riverside	1622
New Orleans Marriott	1329
Hyatt Regency New Orleans	1193
Sheraton New Orleans	1110
Astor Crowne Plaza	693
Hotel Monteleone	570
Ritz-Carlton New Orleans	527
Roosevelt Hotel	504
J.W. Marriott Hotel New Orleans	496
Royal Sonesta Hotel	483

Source: Ernest N. Morial - New Orleans Exhibition Hall Authority, the New Orleans Metropolitan Convention and Visitor's Bureau and Smith Travel Report.

According to Smith Travel Report, there are approximately 85 hotels and 21,771 guest rooms within the Parish (including the ten (10) largest hotels), and 263 hotels and 37,304 guest rooms in the New Orleans Metropolitan Area.

According to the New Orleans Metropolitan Convention and Visitor's Bureau and Smith Travel Research, the occupancy levels experienced and average daily rates charged by hotels and motels in New Orleans for calendar years 1997 through 2011 are as follows:

New Orleans Metropolitan Area⁽¹⁾							
	1997	1998	1999	2000	2001	2002	2003
Occupancy Level	72.5%	72.1%	72.7%	73.4%	68.4%	65.7%	66.9%
Average Daily Rate	\$137.91	\$137.36	\$145.59	\$121.00	\$123.26	\$115.65	\$108.41

Orleans Parish Only ⁽²⁾								
	2004	2005	2006	2007	2008	2009	2010	2011
Occupancy Level	66.4%	68.4%	56.6%	55.1%	61.4%	59.9%	68.3%	68.2%
Average Daily Rate	\$135.56	\$138.21	\$134.85	\$135.62	\$138.09	\$131.32	\$134.60	\$143.89

⁽¹⁾ New Orleans Metropolitan Convention & Visitor's Bureau and the New Orleans Tourism & Marketing Corporation

⁽²⁾ Smith Travel Report.

The following table sets forth the occupancy levels experienced and average daily rates charged by hotels and motels in the Parish for calendar years 2010 and 2011, respectively:

Occupancy			Average Daily Rate		
2010	2011	Difference	2010	2011	Difference
68.3%	68.2%	-0.1%	\$134.60	\$143.89	6.9%

Through August 2012, occupancy levels in the Parish were 70.5% and the average daily rate charged by hotels and motels was \$159.86.

Conventions

The City has ranked among the top five cities nationwide as a destination city for conventions and is home to the fifth (5th) largest convention center in the nation. There was a decline in the number of conventions and attendance numbers for 2005 and 2006, due to the effect of Hurricane Katrina on the area. However, attendee growth improves annually moving toward pre-Katrina levels.

The following table sets forth the number of conventions held in the New Orleans Metropolitan Area during the period noted and the number of persons who attended the conventions:

Greater New Orleans Conventions – New Orleans Metropolitan Area ⁽¹⁾

<u>Year</u>	<u>Number of Conventions</u>	<u>Number of Attendees</u>	<u>Year</u>	<u>Number of Conventions</u>	<u>Number of Attendees</u>
1981	Unavailable	618,600	1997	3,152	1,313,257
1982	Unavailable	671,200	1998	3,313	1,251,469
1983	1,385	606,100	1999	3,261	1,284,523
1984 ⁽²⁾	1,157	576,400	2000	3,556	1,302,903
1985	1,092	770,200	2001	2,833	1,484,828
1986	1,197	819,400	2002	1,767	1,281,815
1987	1,474	886,300	2003	2,247	1,215,069
1988	1,174	739,600	2004	1,299	1,253,848
1999	1,464	887,400	2005 ⁽³⁾	622	730,998
1990	1,454	1,129,034	2006 ⁽⁴⁾	360	428,922
1991	1,576	881,792	2007	607	641,026
1992	2,000	1,143,018	2008	704	789,333
1993	2,834	1,046,801	2009	661	838,875
1994	2,434	1,019,700	2010	726	893,427
1995	2,472	1,250,300	2011	785	947,794
1996	3,108	1,370,700	2012 ⁽⁵⁾	840	1,006,671

Source: Ernest N. Morial - New Orleans Exhibition Hall Authority.

⁽¹⁾ Includes Jefferson, Orleans and St. Bernard parishes.

⁽²⁾ The Louisiana World Exposition was held from May to November 1984, which adversely affected convention attendance.

⁽³⁾ Convention Center closed August 29-December 2005.

⁽⁴⁾ Convention Center opened in phases after the 2005 hurricane. Portions of Phase II re-opened in February, in June all of Phase II & III reopened and the building was fully re-opened, including all three phases, in November 2006.

⁽⁵⁾ Through October 1, 2012 (Most recent data available).

Information relating to conventions held at the Convention Center is included under the caption “THE ERNEST N. MORIAL CONVENTION CENTER – NEW ORLEANS” herein.

Financial and statistical data relating to the City and the Parish have been included in “**APPENDIX F**” hereto.

BONDHOLDERS' RISKS AND INVESTMENT CONSIDERATIONS

IN ADDITION TO THE OTHER INFORMATION IN THIS OFFICIAL STATEMENT, THE RISK FACTORS SET FORTH BELOW SHOULD BE CONSIDERED CAREFULLY IN EVALUATING AN INVESTMENT IN THE SERIES 2012 REFUNDING BONDS OFFERED HEREBY. NO ASSURANCES CAN BE GIVEN THAT ADDITIONAL RISKS DO NOT NOW EXIST OR WILL NOT ARISE IN THE FUTURE THAT WILL IMPAIR THE ABILITY OF THE AUTHORITY TO PAY, WHEN DUE, THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE SERIES 2012 REFUNDING BONDS. POTENTIAL INVESTORS SHOULD SEEK ANY OTHER RELEVANT INFORMATION RELATING TO THE SERIES 2012 REFUNDING BONDS AND THE SECURITY THEREFOR DEEMED BY THEM TO BE ESSENTIAL OR APPROPRIATE TO MAKING AN INFORMED INVESTMENT DECISION.

General

There are a variety of factors which affect the amount of Tax Revenues to be generated by the Tax. The occupancy levels experienced by the hotels and motels in the Parish are dependent upon the City's continued success as a tourist and convention destination. Additionally, the average daily rates charged by the hotels and motels in the Parish directly impact the amount of the Tax Revenues generated by certain of the Taxes. See “**THE ERNEST N. MORIAL CONVENTION CENTER – NEW ORLEANS**” and “**TAX REVENUES**” herein.

A number of other factors, many of which may be beyond the control of the Authority, could have an adverse impact on the Tax Revenues, including adverse changes in the national economy and levels of tourism, competition from other convention centers, tax rates and local market and economic factors. Levels of tourism are highly dependent upon gasoline and other fuel prices, airline fares, and the national economy. In addition, the following could have an adverse impact on Tax Revenues: downward pressures on the expansion of hotel and restaurant supply; acts of terrorism; natural disasters; long-term changes in communications technology and in methods of information exchange that reduce the amount of future business travel; and changes in the quality of public management and public policies that lessen the desirability of the City as a tourist and business travel destination. Furthermore, because hotel rooms are rented for a relatively short period of time compared to most other commercial properties, hotels are impacted more quickly by adverse economic conditions and competition than other commercial properties that are rented for longer periods of time.

Hurricanes Katrina and Rita

Hurricane Katrina struck the Central Gulf Coast near New Orleans as a Category 4 hurricane on August 29, 2005. Failure of several sections of the levee system surrounding the City resulted in flooding that inundated approximately 80 percent of the City with water up to 20 feet deep in some places. Hurricane Rita struck near the Texas-Louisiana border on September 24, 2005 as a Category 3 hurricane. Storm surge associated with Hurricane Rita reopened some of the levee breaches that originally resulted from Hurricane Katrina and reflooded parts of New Orleans.

Nearly seven years after the storms, the City is showing signs of economic recovery. The estimated 2011 population of the City is 360,740, reflecting a 3.7% growth over the 2010 Census. The

pre-Katrina population of the City was approximately 435,000. City sales tax revenues in fiscal year 2011 were 99.34% of those in fiscal year 2004. Tourism continues to show steady growth with over 8.75 million tourists visiting the City in 2011, the second consecutive year since Katrina that the number of visitors has topped 8 million. By contrast, an estimated 10.1 million tourists visited the City in 2004, the last full year prior to the storm. Visitors spent an estimated \$5.47 billion in the City in 2011, the highest total in the City's history. While not all economic indicators have reached pre-Katrina levels, the City is recovering at a steady pace.

Hurricane Isaac

Hurricane Isaac struck the southeast coast of the State as a Category 1 hurricane on August 28, 2012. Hurricane Isaac quickly weakened to a tropical storm. Tropical Storm Isaac moved slowly into the City, which received heavy rains and strong, sustained winds, resulting in power outages for several days. The Convention Center did not lose power and sustained no structural damage. No significant flooding or structural damage occurred within the City. In addition, no hotel or motel facilities or tourist related facilities experienced flooding or structural damage. See **"Levees and Flood Protection"** below.

Following Hurricane Katrina, thousands of residents of the City utilized the Convention Center as a shelter. State and local officials announced that in connection with Hurricane Isaac, the Convention Center would not be used as shelter of last resort. The Convention Center was not used as shelter of last resort during Hurricane Isaac, however, first responders, including, but not limited to, members of the Louisiana National Guard, did utilize the Convention Center.

Levees and Flood Protection

Coastal Louisiana, including the City, is susceptible to hurricanes wherein winds and flooding have from time to time caused significant damage, particularly in the case of Hurricane Katrina.

Subsequent to Hurricane Katrina, the U.S. Army Corps of Engineers has undertaken a project consisting of the planning, design and construction of a flood protection system for the Metropolitan New Orleans Area. The flood protection system includes improved levees and floodwalls and temporary and permanent floodgates. Construction has been completed on several portions of the flood protection system improvements, and construction has commenced on others. It is anticipated that all proposed flood protection system improvements will be completed in 2016, at a total cost of \$12 billion; however, most of the work has been completed as of the date of this Official Statement. No assurance can be given that the proposed flood protection system improvements will prevent wind damage and flooding resulting from future significant weather events.

Enforceability of Remedies

Under the terms of the Indenture, the Authority is obligated to make full and timely payment of principal of and interest on the Series 2012 Refunding Bonds and to observe numerous other agreements and covenants, and the Indenture provides remedies upon default by the Authority. These remedies may, in many respects, require judicial actions which are often subject to discretion and delay. Under existing law, the remedies specified by the Indenture may not be readily available or may be limited. A court may decide not to order the specific performance of the covenants contained in the Indenture. The various legal opinions to be delivered concurrently with the delivery of the Series 2012 Refunding Bonds will be qualified as to the enforceability of the various legal instruments by limitations imposed by State and federal laws, rulings and decisions and principles of equity affecting remedies and by bankruptcy, reorganization or other laws affecting the enforcement of creditors' rights generally.

Ratings

There is no assurance that the ratings assigned to the Series 2012 Refunding Bonds at the time of issuance will not be lowered or withdrawn at any time, the effect of which could adversely affect the market price for, and marketability of, the Series 2012 Refunding Bonds in the secondary market. See the information under "RATINGS" herein.

Secondary Market

Subject to prevailing market conditions, the Underwriters intend, but are not obligated, to make a market for the Series 2012 Refunding Bonds. There is presently no secondary market for the Series 2012 Refunding Bonds and no assurance can be given that a secondary market will develop. Consequently, investors may not be able to resell the Series 2012 Refunding Bonds purchased should they need or wish to do so for emergency or other purposes, and prospective bond purchasers should be prepared to hold their Series 2012 Refunding Bonds to maturity or prior redemption.

Book-Entry

Persons who purchase Series 2012 Refunding Bonds through DTC Participants become creditors of the DTC Participant with respect to the Series 2012 Refunding Bonds. Records of the investors' holdings are maintained only by the DTC Participant and the investor. In the event of the insolvency of the DTC Participant, the investor would be required to look to the DTC Participant's estate and to any insurance maintained by the DTC Participant, to make good the investor's loss. Neither the Authority, the Trustee, the Underwriters nor the Bond Insurer are responsible for failures to act by, or insolvencies of, the Securities Depository or any OTC Participant. See **"THE SERIES 2012 REFUNDING BONDS--Book-Entry Only System"** herein.

FORWARD LOOKING STATEMENTS

This Official Statement contains "forward-looking-statements" within the meaning of the federal securities laws. These forward-looking statements include, among others, expectations, beliefs, opinions, future plans and strategies, anticipated events or trends, and similar expressions concerning matters that are not historical facts. The forward-looking statements in this Official Statement are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in or implied by such statements.

UNDERWRITING

Citigroup Global Markets Inc., Dorsey & Company, Inc., Loop Capital Markets, LLC, Morgan Keegan & Company, Inc., acting on behalf of itself and as representatives of Raymond James & Associates, Inc., and RBC Capital Markets, LLC (collectively, the "Underwriters"), has agreed to purchase the Series 2012 Refunding Bonds, subject to certain conditions, at a price of \$58,133,928.09 (which is equal to the par amount of the Series 2012 Refunding Bonds (\$52,070,000) plus net original issue premium of \$6,224,912.20 and less Underwriters' discount of \$160,984.11). The Bond Purchase Agreement executed by the Underwriters provides that the Underwriters will purchase all of the Series 2012 Refunding Bonds if any are purchased. The obligation of the Underwriters to purchase the Series 2012 Refunding Bonds is subject to certain terms and conditions set forth in the Bond Purchase Agreement entered into between the Underwriters and the Authority. The Series 2012 Refunding Bonds may be offered and sold to certain dealers (including underwriters and other dealers depositing such Series 2012 Refunding Bonds into investment trusts) at prices lower than the public offering prices, and such public offering prices may be changed, from time to time, by the Underwriters.

Citigroup Inc., parent company of Citigroup Global Markets Inc., an underwriter of the Series 2012 Refunding Bonds, has entered into a retail brokerage joint venture with Morgan Stanley. As part of the joint venture, Citigroup Global Markets Inc. will distribute municipal securities to retail investors through the financial advisor network of a new broker-dealer, Morgan Stanley Smith Barney LLC. This distribution arrangement became effective on June 1, 2009. As part of this arrangement, Citigroup Global Markets Inc. will compensate Morgan Stanley Smith Barney LLC for its selling efforts with respect to the Series 2012 Refunding Bonds.

Loop Capital Markets, LLC, one of the underwriters of the Series 2012 Refunding Bonds, has entered into an agreement (the "Distribution Agreement") with UBS Financial Services Inc. for the retail distribution of certain municipal securities offerings at the original issue prices. Pursuant to the Distribution Agreement, Loop Capital Markets, LLC will share a portion of its underwriting compensation with respect to the Series 2012 Refunding Bonds with UBS Financial Services Inc.

On April 2, 2012, Raymond James Financial, Inc. ("RJF"), the parent company of Raymond James & Associates, Inc. ("Raymond James"), acquired all of the stock of Morgan Keegan & Company, Inc. from Regions Financial Corporation. Morgan Keegan & Company, Inc. and Raymond James are each registered broker-dealers. Both Morgan Keegan and Raymond James are wholly owned subsidiaries of RJF and, as such, are affiliated broker-dealer companies under the common control of RJF, utilizing the trade name "Raymond James | Morgan Keegan" that appears on the cover of this Official Statement. It is anticipated that the businesses of Raymond James and Morgan Keegan will be combined.

Morgan Keegan & Company, Inc. has entered into a distribution arrangement with Raymond James for the distribution of the Series 2012 Refunding Bonds at the original issue prices. Such arrangement generally provides that Morgan Keegan & Company, Inc. will share a portion of its underwriting compensation or selling concession with Raymond James.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various investment banking services for the Authority for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Authority.

TAX EXEMPTION

Foley & Judell, L.L.P., New Orleans, Louisiana, Bond Counsel, is of the opinion that, under existing law and assuming compliance with covenants of the Authority designed to meet the applicable requirements of the Internal Revenue Code of 1986, as amended (the "Code"), interest on the Series 2012 Refunding Bonds is excluded from gross income for federal income tax purposes. Bond Counsel will, at the time of issuance of the Series 2012 Refunding Bonds, deliver its opinion in substantially the form set forth in **APPENDIX D** hereto with respect to the Series 2012 Refunding Bonds, subject to the matters discussed below.

Alternative Minimum Tax Consideration

Except as hereinafter described, interest on the Series 2012 Refunding Bonds will not be an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. The Code imposes a 20% alternative minimum tax on the “alternative minimum taxable income” of a corporation, if the amount of such alternative minimum tax is greater than the amount of the corporation’s regular income tax. Generally, a corporation’s “alternative minimum taxable income” includes 75% of the amount by which a corporation’s “adjusted current earnings” exceeds a corporation’s alternative minimum taxable income. Interest on the Series 2012 Refunding Bonds will be included in a corporation’s “adjusted current earnings.”

Special Considerations with Respect the Series 2012 Refunding Bonds

The Code imposes a number of requirements that must be satisfied for interest on state and local obligations to be excluded from gross income for federal income tax purposes. These requirements include limitations on the use of bond proceeds and the source of repayment of bonds, limitations on the investment of bond proceeds prior to expenditure, a requirement that excess arbitrage earned on the investment of certain bond proceeds be paid periodically to the United States, except under certain circumstances, and a requirement that information reports be filed with the Internal Revenue Service.

The opinion of Bond Counsel will assume continuing compliance with the covenants in the Indenture pertaining to those sections of the Code which affect the exclusion from gross income of interest on the Series 2012 Refunding Bonds for federal income tax purposes and, in addition, will rely on representations by the Authority with respect to matters solely within the knowledge of the Authority, which Bond Counsel has not independently verified. If the Authority should fail to comply with the covenants in the Indenture or if the foregoing representations should be determined to be inaccurate or incomplete, interest on the Series 2012 Refunding Bonds could become included in gross income from the date of original delivery of the Series 2012 Refunding Bonds, regardless of the date on which the event causing such inclusion occurs.

Owners of the Series 2012 Refunding Bonds should be aware that (i) the ownership of tax-exempt obligations, such as the Series 2012 Refunding Bonds, may result in collateral federal income tax consequences to certain taxpayers and (ii) certain other federal, state and/or local tax consequences may also arise from the ownership and disposition of the Series 2012 Refunding Bonds or the receipt of interest on the Series 2012 Refunding Bonds. Furthermore, future laws and/or regulations enacted by federal, state or local authorities may affect certain owners of the Series 2012 Refunding Bonds. All prospective purchasers of the Series 2012 Refunding Bonds should consult their legal and tax advisors regarding the applicability of such laws and regulations and the effect that the purchase and ownership of the Series 2012 Refunding Bonds may have on their particular financial situation. Except as stated above, Bond Counsel will express no opinion as to any federal, state or local tax consequences resulting from the receipt or accrual of interest on or acquisition, ownership or disposition of the Series 2012 Refunding Bonds.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to herein or adversely affect the market value of the Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if

implemented or concluded in a particular manner, could adversely affect the market value of the Series 2012 Refunding Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Series 2012 Refunding Bonds or the market value thereof would be impacted thereby. Purchasers of the Series 2012 Refunding Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation.

Tax Treatment of Original Issue Premium

The Series 2012 Refunding Bonds maturing July 15, 2013, to and including July 15, 2023, July 15, 2025, July 15, 2026 and \$9,270,000 of the Series 2012 Refunding Bonds maturing July 15, 2027, are being sold at prices in excess of the principal amount thereof (the "Premium Bonds"). An amount equal to the excess of the purchase price of a Series 2012 Refunding Bond over its stated redemption price at maturity constitutes premium on such Series 2012 Refunding Bond. A purchaser of a Series 2012 Refunding Bond must amortize any premium over the term thereof using constant yield principles, based on the purchaser's yield to maturity. As premium is amortized, the purchaser's basis in such Series 2012 Refunding Bond is reduced by a corresponding amount, resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Series 2012 Refunding Bond prior to its maturity. Even though the purchaser's basis is reduced, no federal income tax deduction is allowed. Purchasers of any Series 2012 Refunding Bonds at a premium, whether at the time of initial issuance or subsequent thereto, should consult with their own tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to state and local tax consequences of owning such Series 2012 Refunding Bonds.

Tax Treatment of Original Issue Discount

The Series 2012 Refunding Bonds maturing on July 15, 2024 (the "OID Bonds") are offered and sold to the public at an original issue discount ("OID"). OID is the excess of the stated redemption price at maturity over the "issue price" of the OID Bonds. The issue price of the OID Bonds is the initial offering price to the public (other than to bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of the OID Bonds of the same maturity is sold pursuant to that offering. For federal income tax purposes, OID accrues to the owner of a OID Bond over the period to its maturity based on the constant interest rate method, compounded semiannually. With respect to a purchaser of a OID Bond, the portion of OID that accrues during the period such purchaser owns the OID Bond (i) interest is excludable from that purchaser's gross income for federal income tax purposes to the same extent and subject to the same considerations discussed above and (ii) is added to that purchaser's tax basis for purposes of determining gain or loss on the maturity, redemption, sale or other disposition of the OID Bond. Thus, an owner who purchased a OID Bond in the initial public offering at its issue price and holds such OID Bond to its stated maturity will realize no taxable gain for federal income tax purposes upon payment of the stated redemption price of the OID Bond at maturity. The portion of the amount of OID that accrues each year to a corporate owner of a OID Bond is taken into account in computing the corporation's federal alternative minimum tax liability and federal environmental tax liability, although no corresponding cash payment will be received with respect to a OID Bond until its stated maturity or early redemption prior to stated maturity.

Owners of the OID Bonds (including owners that purchase a OID Bond other than pursuant to the initial public offering) should consult their own tax advisors as to the determination for federal income tax purposes of the amount of OID properly accruable each year with respect to the OID Bond, the adjusted basis on the OID Bond for purposes of determining taxable gain or loss upon the sale or other disposition of the OID Bond (including sale, redemption or other disposition of the OID Bonds at maturity) and as to other federal tax consequences and any state and local tax aspects of owning the OID Bonds.

FINANCIAL ADVISOR

Public Financial Management, Inc. (the "Financial Advisor") serves as independent financial advisor to the Authority on matters relating to debt management. The Financial Advisor is a financial advisory and consulting organization and is not engaged in the business of underwriting, marketing, or trading municipal securities or any other negotiated instruments. The Financial Advisor has provided advice as to the plan of financing and the structuring of the Series 2012 Refunding Bonds and has reviewed and commented on certain legal documentation, including this Official Statement. The advice on the plan of financing and the structuring of the Series 2012 Refunding Bonds was based on materials provided by the Authority and other sources of information believed to be reliable. The Financial Advisor has not audited, authenticated, or otherwise verified the information provided by the Authority or the information set forth in this Official Statement or any other information available to the Authority with respect to the appropriateness, accuracy, or completeness of disclosure of such information or other information and no guarantee, warranty or other representation is made by the Financial Advisor respecting the accuracy and completeness of or any other matter related to such information and this Official Statement.

VERIFICATION OF COMPUTATIONS

The Verification Agent will independently verify the arithmetical accuracy of the computations included in schedules provided to them by the Citigroup Global Markets Inc. on behalf of the Authority and issue a report thereon indicating: (1) the sufficiency of the anticipated receipts from the cash on deposit in the Escrow Fund to pay the principal of and interest on the Refunded Bond to and including their redemption date. Such verification will be based solely on assumptions and information supplied by Citigroup Global Markets Inc. on behalf of the Authority. Furthermore, the Verification Agent will have restricted its procedures to verifying the arithmetical accuracy of such computations and will not have made any study or evaluation of the assumptions and information on which the computations were based and, accordingly, will not express an opinion on such assumptions and information, the reasonableness of such assumptions, or the achievability of future events.

LEGAL MATTERS

No litigation has been filed questioning the validity of the Series 2012 Refunding Bonds or the security thereof and a certificate to that effect will be delivered by the Authority to the Underwriters upon the issuance of the Series 2012 Refunding Bonds.

The Series 2012 Refunding Bonds will be issued subject to the approval of legality by Foley & Judell, L.L.P., New Orleans, Louisiana, Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their Co-Counsel, Breazeale, Sachse & Wilson, L.L.P., Baton Rouge, Louisiana, and Davillier Law Group, LLC, New Orleans, Louisiana. Certain legal matters will be passed upon for the Trustee by Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P., Baton Rouge, Louisiana, Counsel to the Trustee. Certain legal matters will be passed upon for the Authority by Thomas J. Capella, Esq., New Orleans, Louisiana, Counsel to the Authority.

FINANCIAL STATEMENTS

The financial statements of the Authority for the fiscal years ended December 31, 2011 and December 31, 2010, included in **Appendix C** to this Official Statement, have been audited by Postlethwaite & Netterville, A Professional Accounting Corporation, certified public accountants, as indicated in their report with respect thereon also appearing in **Appendix C**.

RATINGS

Fitch Ratings ("Fitch") and Moody's Investors Service, Inc. ("Moody's") have assigned municipal bond ratings on the Series 2012 Refunding Bonds of "A+" (positive) and "A2" (stable), respectively. Such ratings reflect only the views of Fitch and Moody's and an explanation of the significance of such ratings may be obtained from Fitch Ratings, One State Street Plaza, New York, New York 10004 and Moody's Investors Service, Inc., Plaza of the Americas, Suite 2165, 600 N. Pearl Street, Dallas, Texas 75201. Fitch and Moody's are independent of any investment banking firm, bank or similar institution. There is no assurance that the ratings on the Series 2012 Refunding Bonds will continue for any given period of time or that the ratings may not be suspended, lowered or withdrawn entirely by the rating agency issuing the same if, in its judgment, circumstances so warrant. Any such downward change in or withdrawal of the ratings may have an adverse effect on the secondary market of the Series 2012 Refunding Bonds.

Additionally, due to the ongoing uncertainty regarding the debt of the United States of America, including, without limitation, the general economic conditions in the country and other political and economic developments that may affect the financial condition of the United States government, the United States debt limit, and the bond ratings of the United States and its instrumentalities, obligations issued by state and local governments, such as the Series 2012 Refunding Bonds, could be subject to a downgrade. Furthermore, if a significant default or other financial crisis should occur in the affairs of the United States or of any of its agencies or political subdivisions, then such event could also adversely affect the market for and ratings, liquidity, and market value of outstanding debt obligations, such as the Series 2012 Refunding Bonds.

CONTINUING DISCLOSURE (EMMA)

The Authority will enter into an undertaking (the "Undertaking") for the benefit of the owners of the Series 2012 Refunding Bonds to file, so long as the Series 2012 Refunding Bonds are outstanding, certain financial information and operating data annually (the "Annual Report") and upon the occurrence of certain material events, with the Municipal Securities Rulemaking Board ("MSRB") electronically through MSRB's Electronic Municipal Market Access System ("EMMA"), and, in the case of notice of certain material events, to the Municipal Securities Rulemaking Board through EMMA.

The specific nature of the information to be contained in the Annual Report or notices of material events is set forth in "**APPENDIX E - FORM OF CONTINUING DISCLOSURE CERTIFICATE**," pursuant to the requirement of Section (b)(5)(i) of Securities and Exchange Commission Rule 15c2-12 (17 C.F.R. Part 240, Sec. 140.15c2-12).

A failure by the Authority to comply with the Undertaking will not constitute an Event of Default under the Indenture. Nevertheless, such a failure must be reported in accordance with the Rule and must be considered by a broker-dealer or municipal securities dealer before recommending the purchase or sale of the Series 2012 Refunding Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Series 2012 Refunding Bonds and their market price.

The Authority has not failed to comply with any prior such undertaking under the Rule. A failure by the Authority to comply with the Undertaking will not constitute an Event of Default under the Indenture (although Bondholders will have any available remedy at law or in equity). Nevertheless, such a failure must be reported in accordance with the Rule and must be considered by a broker dealer or municipal securities dealer before recommending the purchase or sale of the Series 2012 Refunding Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Series 2012 Refunding Bonds and their market price.

CERTIFICATION AS TO OFFICIAL STATEMENT

At the time of payment for and delivery of the Series 2012 Refunding Bonds, the Authority will furnish the Underwriters a certificate signed by the President of the Authority to the effect that (i) the descriptions and statements, including financial data, of or pertaining to the Authority, on the date of the Preliminary Official Statement, on the date of the Official Statement, on the date of the sale of the Series 2012 Refunding Bonds and on the date of the delivery thereof, were and are true in all material respects, (ii) insofar as such matters are concerned, the Official Statement did not and does not contain an untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, (iii) insofar as the descriptions and statements, including financial data, of or pertaining to governmental and/or non-governmental entities other than the Authority and their activities contained in the Official Statement are concerned, such descriptions, statements, and data have been obtained from sources which the Authority believes to be reliable and the Authority has no reason to believe that they are untrue or incomplete in any material respect, and (iv) there has been no adverse material change in the affairs of the Authority between the date the Official Statement was deemed final by the Authority and the date of delivery of the Series 2012 Refunding Bonds.

MISCELLANEOUS

The purpose of this Official Statement is to supply information to prospective purchasers of the Series 2012 Refunding Bonds. Quotations from and summaries and explanations of the Series 2012 Refunding Bonds and of the statutes and documents contained herein do not purport to be complete, and reference is hereby made to said documents and statutes for full and complete statements of their provisions.

Any statements made in this Official Statement involving matters of opinion or estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized.

The Authority has authorized and directed the delivery of this Official Statement to the Underwriters for use in connection with the public offering of the Series 2012 Refunding Bonds.

ERNEST N. MORIAL - NEW ORLEANS
EXHIBITION HALL AUTHORITY

By: /s/ Melvin J. Rodrigue
President

APPENDIX A

DEFINITIONS OF CERTAIN TERMS

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APPENDIX A

DEFINITIONS OF CERTAIN TERMS

The following listing of definitions does not purport to be complete and is subject in all respects to the provisions of, and is qualified in its entirety by, reference to the Indenture. A draft copy of the Indenture may be examined in the offices of the Underwriters prior to delivery of the Series 2012 Bonds and thereafter an executed counterpart may be examined in the principal corporate trust office of the Trustee.

"Act" shall mean Act No. 305 of the 1978 Regular Session of the Louisiana Legislature, as amended by Act No. 657 of the 1979 Regular Session, Act No. 99 of the 1980 Regular Session, Act No. 9 of the 1980 Second Extraordinary Session, Act No. 287 of the 1982 Regular Session, Act No. 572 of the 1984 Regular Session, Act No. 390 of the 1987 Regular Session, Act No. 43 of the 1992 Regular Session, Act No. 1013 of the 1993 Regular Session, Act No. 13 of the 1994 Regular Session, Act No. 42 of the 1994 Regular Session, Act No. 1174 of the 1997 Regular Session, Act No. 1176 of the 1997 Regular Session and Act No. 72 of the 2002 First Extraordinary Session.

"Additional Bonds" shall mean all Bonds and Bond Anticipation Notes issued under and in accordance with the Indenture.

"Additional Subordinated Obligations" shall mean additional Subordinated Obligations issued under and in accordance with the Indenture after the initial Series of Subordinated Obligations are issued.

"Administrative Expenses" shall mean (i) the fees and expenses of Fiduciaries in connection with their duties under the Indenture and any Supplemental Indenture, (ii) the fees, expenses and other amounts owed to an entity providing remarketing services in connection with any Bonds issued as Variable Rate Debt, (iii) the amounts owed by the Authority under the Interest Rate Hedge Agreement in connection with the voluntary or involuntary termination of the Interest Rate Hedge Agreement prior to the stated expiration date thereof, and (iv) any other fees and expenses properly incurred by the Authority or required to be paid by the Authority in connection with any power, duty or function under the Indenture, of which the Trustee shall have been notified in writing by an Authorized Officer of the Authority; provided that the payment of amounts due under clause (iii) shall be subject and subordinate to the payment of amounts due under clauses (i) and (ii) and provided that the payment of amounts due under clause (iv) shall be subject and subordinate to the payment of amounts due under clauses (i), (ii) and (iii).

"Agreement" shall mean the Contract of Agency for the collection of taxes entered into on March 29, 1995 between the Authority and the Department of Revenue and Taxation of the State of Louisiana providing for the collection and enforcement of the Tax for the Authority by the Department, and any permitted amendments thereto.

"Alternate Credit Facility" shall mean with respect each Series of Bonds, any letter of credit, standby purchase agreement, bank guarantee, bond insurance policy, surety bond or other credit facility, instrument or device substituted for the Applicable Credit Facility with respect to such Series pursuant to and in accordance with the provisions of the Supplemental Indenture relating to such Series.

"Applicable Bond Insurer" shall mean, with respect to each Series of Bonds, the issuer of an Applicable Insurance Policy as specified in a Supplemental Indenture relating to such Series (it being understood that "Applicable Bond Insurer" shall mean and refer to all Applicable Bond Insurers with respect to all Applicable Insurance Policies with respect to all Series of Bonds Outstanding under the Indenture which are then secured by Applicable Insurance Policies).

"Applicable Credit Bank" shall mean with respect to each Series of Bonds, the issuer of an Applicable Credit Facility, if any (it being understood that "Applicable Credit Banks" shall mean and refer to all Applicable Credit Banks with respect to all Applicable Credit Facilities with respect to all Series of Bonds Outstanding under the Indenture which are then secured by Applicable Credit Facilities).

"Applicable Credit Facility" shall mean, with respect to each Series of Bonds, any municipal bond insurance policy, bank guarantee, standby purchase agreement, surety bond, letter of credit or other, if any, facility, instrument or device securing or supporting the payment of the principal of or the interest on such Bonds (it being understood that "Applicable Credit Facilities" shall mean and refer to all Applicable Credit Facilities with respect to all Series of Bonds Outstanding under the Indenture which are then secured by Applicable Credit Facilities).

"Applicable Credit Provider" shall mean, with respect to each Series of Bonds, the Applicable Credit Bank or Applicable Bond Insurer with respect thereto (it being understood that "Applicable Credit Providers" shall mean and refer to all Applicable Credit Providers with respect to all Series of Bonds Outstanding under the Indenture which are secured by Applicable Credit Facilities).

"Applicable Insurance Policies" shall mean, with respect to each Series of Bonds, the municipal bond insurance supporting the payment of principal of and interest on such Bonds (it being understood that "Applicable Insurance Policies" shall mean and refer to all Applicable Insurance Policies with respect to all Series of Bonds Outstanding under the Indenture which are then secured by Applicable Insurance Policies).

"Applicable Letter of Credit" shall mean with respect to each Series of Additional Bonds, the Applicable Credit Facility (if any) relating to such Bonds (it being understood that "Applicable Letters of Credit" shall mean and refer to all Applicable Letters of Credit with respect to the Bonds of all Series of Bonds Outstanding under the Indenture which are then secured by an Applicable Letter of Credit).

"Applicable Reimbursement Agreement" shall mean the respective Reimbursement Agreements between the Authority and the Applicable Credit Bank and any amendments or supplements thereto and with respect to any Alternate Credit Facility, the agreement or other instrument pursuant to which such Alternate Credit Facility is issued, as the same may be amended, supplemented or modified from time to time in accordance with its terms.

"Authority" shall mean the Ernest N. Morial-New Orleans Exhibition Hall Authority, a body politic and corporate and political subdivision of the State created by the Act, regardless of whatever name it may be called, or if said Authority be abolished, the board, body, commission, department or officer succeeding to the principal functions of the Authority or to whom the powers vested in the Authority by the Act shall be given by law.

"Authorized Denominations" shall mean (a) with respect to the 2012 Bonds, \$5,000 and integral multiples thereof, and (b) with respect to any Additional Bonds and Subordinated Obligations, such Authorized Denominations as shall be specified in a Supplemental Indenture.

"Authorized Officer" shall mean the President, the Secretary and the Treasurer of the Authority, or any person succeeding to the powers and duties of such officers and, when used with reference to any act or certificate or other document, also means any person or persons duly authorized to perform such act or sign such document pursuant to a certificate furnished to the Trustee containing the specimen signatures of such person or persons and signed on behalf of the Authority by the President or Secretary-Treasurer of the Authority.

"Available Tax Revenues" shall mean prior to the Prior Indenture Payment Date, all moneys at any time on deposit in the Tax Revenue Fund established under the Prior Indenture which may be transferred by the Prior Trustee to the Authority pursuant to the Prior Indenture.

"Bond" shall mean any Series 2012 Refunding Bond, Series 2004 Bond or any Additional Bond.

"Bond Anticipation Notes" means Bonds issued by the Authority in accordance with the Indenture and pursuant to a Supplemental Indenture in advance of the permanent financing for a Project.

"Bond Obligation" shall mean, as of the date of computation, the principal amount of the Bonds of all Series then Outstanding or, in the case of Capital Appreciation Bonds and Capital Appreciation and Income Bonds, the compounded amount thereof (as of the Interest Payment Date next preceding the date of computation).

"Bond Payment Date" shall mean, with respect to the Series 2012 Bonds, any Interest Payment Date, Principal Payment Date or any other date on which the principal of or interest on any of the Series 2012 Bonds becomes due and payable in accordance with the terms of the Indenture and such Series 2012 Bonds, whether at maturity, by redemption or acceleration, or otherwise.

"Bond Registrar" for any Series shall mean the Paying Agent for such Series.

"Business Day" shall mean any day other than (a) a Saturday or Sunday, (b) a day on which banks located in New York, New York, or banks located in the state in which the principal corporate trust office of the Paying Agent or the Trustee is located, are required or authorized by law to remain closed or (c) a day on which the New York Stock Exchange is closed.

"Capital Appreciation Bonds" shall mean Bonds as to which interest is payable only at the maturity or prior redemption of such Bonds.

"Capital Appreciation and Income Bonds" shall mean Bonds as to which interest is deferred prior to the date after which interest ceases to be deferred and compounded and the interest becomes currently payable.

"City" shall mean the City of New Orleans, Louisiana.

"Code" shall mean the Internal Revenue Code of 1986, as amended, and all regulations promulgated thereunder and all successor provisions to either of the foregoing.

"Convention Center" shall mean the Ernest N. Morial Convention Center-New Orleans.

"Costs of Issuance" shall mean, with respect to a Series of Bonds, all items of expense, directly or indirectly payable or reimbursable and related to the authorization, sale and issuance of such Bonds, including but not limited to, legal fees of bond counsel and counsel to the Authority, costs of printing and engraving, costs of required newspaper publications, initial fees and expenses of the Trustee, the Applicable Credit Provider and the Paying Agent and the legal fees and expenses of their counsels, initial costs of any Applicable Credit Facility with respect to such Bonds, including all legal fees and expenses, all fees and expenses, including legal fees and expenses, of the Counterparty under an Interest Rate Hedge Agreement with respect to such Bonds, State Bond Commission fees with respect to such Bonds, and any other cost, charge or fee in connection with the original issuance of such Bonds.

"Costs of the Project" shall mean, with respect to a Project, such costs as are eligible costs within the purview of the Act and, without intending thereby to omit or restrict any proper definition of such cost, shall include the following:

(a) obligations incurred by the Authority for labor, materials and services and to contractors, builders and others in connection with the acquisition and construction of such Project, for machinery and equipment, for necessary water and sewer lines and connections, utilities and landscaping, for the restoration or relocation of any property damaged or destroyed in connection with such construction, for the removal or relocation of any structures and for the acquisition and clearing of land;

(b) interest accruing upon any Bonds issued to finance such Project prior to the commencement of or during construction and any amounts required to fund in whole or in part the Debt Service Account in the Sinking Fund for such Bonds, all as provided in the Indenture or any Supplemental Indenture authorizing the issuance of such Bonds;

(c) the cost of acquiring by purchase, if such purchase shall be deemed expedient, such lands, property, rights, rights of way, easements, franchises and other interest as may be deemed necessary or convenient by the Authority and the architects for the acquisition and construction of such Project, the cost of demolishing or removing any buildings or structures on land so acquired, including the cost of acquiring any land to which such buildings or structures may be moved and the amount of any damages incident to or consequent upon the acquisition and construction of such Project;

(d) the cost of borings and other preliminary investigations to determine foundation or other conditions, expenses necessary incident to determining the feasibility or practicability of acquiring and constructing such Project, and fees and expenses of engineers, architects and consultants for making studies, surveys and estimates of costs and of revenues and other estimates, and fees and expenses of engineers and architects for preparing plans and specifications and supervising construction as well as for the performance of all other duties of engineers and architects set forth in the Indenture in relation to the acquisition and construction of such Project and the issuance of Bonds therefor;

(e) legal and consultant expenses and fees and all other items of expense not elsewhere in the Indenture specified incident to the construction and equipping of such Project, the financing thereof, the acquisition of lands, property, rights, rights of way, easements, franchises and interests in or relating to lands, including abstracts of title, opinions of title, title insurance, cost of surveys and other expenses in connection with such acquisition, and expenses of administration properly chargeable to the acquisition of property and the construction and equipping of such Project; and

(f) any obligation or expense heretofore or hereafter incurred or paid by the Authority for any of the foregoing purposes, including the repayment of any loans or advances heretofore made to the Authority, if such obligation, expense, loan or advance was made specifically in contemplation of permanent financing pursuant to the Indenture.

"Counterparty" shall mean the entity entering into an Interest Rate Hedge Agreement with the Authority.

"Cross-over Date" shall mean, with respect to Cross-over Refunding Bonds, the date on which the Principal Installment portion of the related Cross-over Refunded Bonds is to be paid or redeemed from the proceeds of such Cross-over Refunding Bonds.

"Cross-over Refunded Bonds" shall mean Bonds refunded by Cross-over Refunding Bonds.

"Cross-over Refunding Bonds" shall mean Bonds issued for the purpose of refunding Bonds if the proceeds of such Cross-over Refunding Bonds are irrevocably deposited in escrow to secure the payment on any applicable Cross-over Date of the Cross-over Refunded Bonds (subject to possible use to pay principal of the Cross-over Refunding Bonds under certain circumstances) and (i) the earnings on such escrow deposit are required to be applied to pay interest on the Cross-over Refunding Bonds until the Cross-over Date, (ii) the escrow deposit may be invested only in Government Obligations, (iii) an independent certified public accountant has certified to the Trustee for the Cross-over Refunding Bonds the mathematical calculations showing that the Government Obligations mature and pay interest at such times and in such amounts as are necessary to pay principal of, premium, if any, and interest on the Cross-over Refunding Bonds on and after the Cross-over Date as the same become due and related expenses, and (iv) the Government Obligations may not be substituted unless another independent certified public accountant's verification satisfying (iii) above has been delivered to the Trustee for the Cross-over Refunding Bonds.

"Debt Service" for any period shall mean, as of the date of calculation and with respect to any Series of Bonds, an amount equal to the sum of (i) interest accruing (or estimated to accrue) during such period on Bonds of such Series then Outstanding, and (ii) that portion of each Principal Installment for such Series which would accrue during such period if such Principal Installment were deemed to accrue daily in equal amounts from the next preceding Principal Payment Date for such Series (or, if there shall be no such preceding Principal Payment Date, from a date one year preceding such Principal Payment Date or from the date of issuance of the Bonds of such Series, whichever is later). Additionally, for purposes of calculating Debt Service, the following assumptions are to be used to calculate the principal and interest becoming due in any Fiscal Year:

- (i) in determining the principal amount of such Bonds due in each Fiscal Year, payment shall (unless a difference subsection of this definition applies for purpose of determining principal maturities or amortization) be assumed to be made in accordance with any amortization schedule established for such principal, including any minimum sinking fund account payments;

- (ii) if 20% or more of the principal of such Bonds is not due until the final stated maturity of such Bonds, principal and interest on such Bonds may, at the option of the Authority, be treated as if such principal and interest were due based upon a level amortization of such principal and interest over the term of such Bonds;

- (iii) if the Bonds are supported by an Applicable Credit Facility or Applicable Insurance Policy, principal may, at the option of the Authority, be treated as if it were due based upon a level amortization of such principal over the maximum term of repayment of borrowings under the Applicable Reimbursement Agreement or similar agreement with the Applicable Credit Provider;

- (iv) in the case of Bonds which are Variable Rate Debt, the interest rate on such Variable Rate Debt shall be assumed to be a rate equal to the Revenue Bond Index published by *The Bond Buyer*, or another reasonable index if *The Bond Buyer* is no longer published, reported as of the second Wednesday preceding the calculation date, plus 0.25%;

(v) if the Bonds are, or will be, upon issuance part of a commercial paper program, the principal of such Bonds constituting commercial paper (hereinafter in this definition referred to as "commercial paper") will be treated as if such principal were due based upon a 30-year level amortization of principal from the date of calculation and the interest on the such commercial paper shall be calculated as if such commercial paper were variable rate Bonds;

(vi) notwithstanding subsections (iv) or (v) above, with respect to any Variable Rate Debt or Bonds bearing interest at a commercial paper rate, if (a) the interest rate on such Variable Rate Debt or Bonds bearing interest at a commercial paper rate, plus (b) the payments received and made by the Authority under an Interest Rate Hedge Agreement with respect to such Variable Rate Debt or Bonds bearing interest at a commercial paper rate, are expected to produce a synthetic fixed rate to be paid by the Authority (e.g., an Interest Rate Hedge Agreement under which the Authority pays a fixed rate and receives a variable rate which is expected to equal or approximate the rate of interest on such Variable Rate Debt or Bonds bearing interest at a commercial paper rate), the Variable Rate Debt or Bonds bearing interest at a commercial paper rate, as the case may be, shall be treated as bearing such synthetic fixed rate for the duration of the synthetic fixed rate;

(vii) with respect to any fixed interest rate Bonds, if (a) the interest rate on such fixed rate Bonds, plus (b) the payments received and made by the Authority under an Interest Rate Hedge Agreement with respect to such fixed rate Bonds, are expected to produce a synthetic variable rate to be paid by the Authority (e.g., an Interest Rate Hedge Agreement under which the Authority pays a variable rate and receives a fixed rate which is expected to equal the rate of interest on such fixed rate Bonds), the fixed interest rate Bonds shall be treated as bearing such synthetic variable rate for the duration of the synthetic variable rate calculated as provided in (iv) or (v) above, as applicable; and

(viii) principal and interest payments on Bonds shall be excluded to the extent such payments are to be paid from amounts then currently on deposit with the Trustee or other fiduciary in escrow specifically therefor and restricted to Government Obligations and interest payments shall be excluded to the extent that such interest payments are to be paid from the proceeds of Bonds held by the Trustee or other fiduciary a capitalized interest specifically to pay such interest by the Trustee or other fiduciary.

Such interest and Principal Installments for such Series shall be calculated on the assumption that no Bonds of such Series Outstanding at the date of calculation will cease to be Outstanding except by reason of the payment of each Principal Installment on the due date thereof. There shall be excluded from "Debt Service" (a) interest on Bonds (whether Cross-over Refunding Bonds or Cross-over Refunded Bonds) to the extent that amounts are irrevocably deposited in escrow to pay such interest and (b) Principal Installments on the Cross-over Refunded Bonds to the extent that the proceeds of Cross-over Refunding Bonds are on deposit in an irrevocable escrow in satisfaction of the requirements of the definition of Cross-over Refunding Bonds, and such proceeds or the earnings thereon are required to be applied to pay such Principal Installments (subject to the possible use to pay the Principal Installments of the Cross-over Refunding Bonds under certain circumstances) and such amounts so required to be applied are sufficient to pay such Principal Installments.

"DTC" shall mean The Depository Trust Company, New York, New York, a limited-purpose trust company organized under the laws of the State of New York and its successors and assigns.

"Event of Default" shall mean any event specified as an Event of Default in the Indenture. See "Appendix B - SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE - Events of Default."

"Fiduciaries" shall mean, collectively, the Paying Agent, the Bond Registrar and the Trustee.

"First Supplemental Indenture" shall mean the First Supplemental Trust Indenture dated as of February 1, 2004, between the Authority and the Trustee.

"Fiscal Year" shall mean a period of twelve consecutive calendar months commencing on January 1 of any year and ending on December 31 of such year, or such other period of twelve consecutive calendar months as may be designated as the Fiscal Year for the Authority.

"Fitch" shall mean Fitch, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and assigns, and if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "Fitch" shall be deemed to refer to any other nationally recognized statistical rating organization, as such term is used in the rules and regulations of the United States Securities and Exchange Commission, appointed by an officer of the Authority and which is acceptable to the Trustee and all of the Applicable Credit Providers.

"Funds and Accounts" shall mean the funds and the accounts established and created pursuant to the Indenture or any Supplemental Indenture.

"Government Obligations" shall mean direct general obligations of the United States of America, which obligations may be in book-entry form on the books of the United States Department of the Treasury and which obligations shall not be subject to redemption prior to their maturity other than at the option of the holder thereof or senior debt obligations of other government sponsored agencies approved by the Applicable Bond Insurer.

"Indenture" shall mean the Original Indenture, as amended and supplemented by the First Supplemental Indenture and the Second Supplemental Indenture, and as further amended and supplemented from time to time by one or more Supplemental Indentures entered into in accordance with the provisions thereof.

"Interest Payment Date" shall mean, with respect to any Series of Bonds or Bond Anticipation Notes, the dates specified in the Supplemental Indenture with respect to such Series.

"Interest Rate Hedge Agreement" shall mean any rate swap agreement, rate cap agreement, rate collar agreement or other similar agreement or arrangement, entered into by the Authority with respect to a Series of Bonds, and designed to convert the fixed interest rate to a floating rate, a floating rate to a fixed rate, or a floating rate to a different floating rate, or to fix, cap or otherwise protect the Authority against fluctuations in interest rates on such Series of Bonds.

"Interest Rate Hedge Payments" shall mean all amounts payable by the Authority under all of the Interest Rate Hedge Agreements, other than amounts payable by reason or in respect of a voluntary or an involuntary termination of any thereof prior to the stated expiration date of any thereof or otherwise by reason or in respect of damages under any thereof or breach or default by any Person under or in respect thereof.

"Investment Securities" shall mean any of the following which at the time are legal investments under the laws of the State for moneys held under the Indenture and then proposed to be invested therein:

- (a) Cash (insured at all times by the Federal Deposit Insurance Corporation);
- (b) Direct obligations of (including obligations issued or held in book entry form on the books of) the Department of the Treasury of the United States of America;

(c) Senior debt obligations of other Government Sponsored Agencies approved by the Applicable Bond Insurer;

(d) Obligations of any of the following federal agencies which obligations represent the full faith and credit of the United States of America, including:

Export-Import Bank
Rural Economic Community Development Administration
U.S. Maritime Administration
Small Business Administration
U.S. Department of Housing and Urban Development (PHAs)
Federal Housing Administration
Federal Financing Bank;

(e) Direct obligations of any of the following federal agencies which obligations are not fully guaranteed by the full faith and credit of the United States of America:

Senior debt obligations issued by the Federal National Mortgage Association (FNMA) or Federal Home Loan Mortgage Corporation (FHLMC)

Obligations of the Resolution Funding Corporation (REFCORP)

Senior debt obligations of the Federal Home Loan Bank System

Senior debt obligations of other Government Sponsored Agencies approved by the Applicable Bond Insurer;

(f) U.S. dollar denominated deposit accounts, federal funds and bankers' acceptances with domestic commercial banks which have a rating on their short-term certificates of deposit on the date of purchase of "P-1" by Moody's and "A-1" or "A-1+" by S&P and maturing no more than 360 days after the date of purchase. (Ratings on holding companies are not considered as the rating of the bank.);

(g) Commercial paper which is rated at the time of purchase in the single highest classification, "P-1" by Moody's and "A-1+" by S&P and which matures not more than 270 calendar days after the date of purchase;

(h) Investments in a money market fund rated "AAAm" or "AAAm-G" or better by S&P;

(i) Pre-refunded Municipal Obligations defined as follows: Any bonds or other obligations of any state of the United States of America or of any agency, instrumentality or local governmental unit of any such state which are not callable at the option of the obligor prior to maturity or as to which irrevocable instructions have been given by the obligor to call on the date specified in the notice; and

(i) which are rated, based on an irrevocable escrow account or fund (the "escrow"), in the highest rating category of S&P and Moody's or any successors thereto; or

(ii) (A) which are fully secured as to principal and interest and redemption premium, if any, by an escrow consisting only of cash or obligations described in paragraph (b) above, which escrow may be applied only to the payment of such principal of and interest and redemption premium, if any, on such bonds or other obligations on the maturity date or dates thereof or the specified redemption date or dates pursuant to such irrevocable instructions, as appropriate, and (B) which escrow is sufficient, as verified by a nationally recognized independent certified public accountant, to pay principal of and interest and redemption premium, if any, on the bonds or other obligations described in this paragraph on the maturity date or dates specified in the irrevocable instructions referred to above, as appropriate;

(i) Municipal obligations rated "Aaa/AAA" or general obligations of States with a rating of at least "A2/A" or higher by both Moody's and S&P.

(j) Investment agreements approved in writing by the Applicable Bond Insurer (supported by appropriate opinions of counsel); and

(k) Other forms of investments (including repurchase agreements) approved in writing by the Applicable Bond Insurer.

"Legislature" shall mean the Legislature of the State of Louisiana.

"Mandatory Redemption Payment" shall mean, with respect to the Bonds of each Series, the principal prepayments to be made on such Bonds through operation of the mandatory sinking fund redemptions established for such Bonds pursuant to the Indenture.

"Maximum Interest Rate" shall mean, with respect to a Series of Bonds issued as Variable Rate Debt, the maximum interest rate set forth in the Supplemental Indenture relating to such Series of Bonds.

"Moody's" shall mean Moody's Investors Service, a corporation organized and existing under the laws of the State of Delaware, and its successors and assigns, and, if such corporation is dissolved or liquidated or no longer performs the functions of a securities rating agency, Moody's shall be deemed to refer to any other nationally recognized statistical rating organization, as such term is used in the rules and regulations of the United States Securities and Exchange Commission, appointed by an officer of the Authority and which is acceptable to the Trustee.

"Opinion of Bond Counsel" shall mean an opinion signed by an attorney or firm of attorneys of nationally recognized standing in the field of law related to municipal bonds selected by the Authority.

"Option Debt" shall mean Bonds which may be tendered at the option of the holder for purchase or payment or the maturity of which may be extended at the option of the holder.

"Original Indenture" shall mean the Trust Indenture dated as of July 1, 2003 by and between the Authority and the Trustee.

"Outstanding", when used with reference to Bonds, shall mean, as of any date, all Bonds theretofore or thereupon being issued under the Indenture, except:

(a) Bonds cancelled pursuant to the Indenture at or prior to such date;

(b) any Bond which has been defeased pursuant to the defeasance provisions of the Indenture and, if such Bond is to be redeemed, for which notice of redemption has been given or duly provided for as provided in the Indenture; and

(c) any Bond in lieu of or in substitution for which other Bonds have been issued.

"Owner", "Bondowner" or "Registered Owner" or words of similar import, shall mean, when used with reference to a Bond, any person who shall be the registered owner of such Bond.

"Parish" shall mean the Parish of Orleans, Louisiana.

"Paying Agent" shall mean (i) with respect to the Series 2012 Refunding Bonds, The Bank of New York Trust Company, N. A., and its successors appointed in accordance with the First Supplemental Indenture and (ii) with respect to each Series of Additional Bonds, the entity designated as such in a Supplemental Indenture and its successors appointed in accordance with the Indenture.

"Person" shall mean any individual, corporation, partnership, joint venture, association, joint stock company, trust, unincorporated organization or government or any agency or political subdivision thereof.

"Principal Installment" shall mean, for any Fiscal Year, as of any date of calculation, and with respect to any Series of Bonds, the sum of (i) the principal amount of Outstanding Prior Bonds of such Series which mature in such Fiscal Year and (ii) the unsatisfied balance of any Mandatory Redemption Payment due in such Fiscal Year, calculated pursuant to the Indenture.

"Principal Payment Date" shall mean July 15 of each year, unless specified otherwise in a Supplemental Indenture, on which a Principal Installment on the Bonds is payable.

"Prior Bonds" or "Senior Bonds" shall mean collectively the Authority's (a) \$23,140,000 of outstanding Special Tax Bonds, Series 1996C, (b) \$22,500,000 of Special Tax Bonds, Series 1998, and (c) \$19,800,000 of Special Tax Bonds, Series 2000, which constitute all of the outstanding Senior Bonds of the Authority issued under the Prior Indenture.

"Prior Indenture" shall mean the Trust Indenture dated as of January 15, 1996, as supplemented by the First Supplemental Trust Indenture dated as of January 15, 1998 and by the Second Supplemental Trust Indenture dated as of September 1, 2000 between the Authority and the Prior Trustee, pursuant to which the Senior Bonds were issued, and by the Third Supplemental Trust Indenture dated as of July 1, 2003 between the Authority and the Prior Trustee.

"Prior Indenture Payment Date" shall mean the date on which all of the Senior Bonds are (i) paid in full, whether at maturity or by redemption, or deemed paid in full in accordance with the Prior Indenture, and (ii) are no longer considered outstanding under the Prior Indenture.

"Prior Trustee" shall mean The Bank of New York Mellon Trust Company, N.A. (formerly First National Bank of Commerce), its successors and assigns.

"Redemption Price" shall mean, when used with respect to a Bond, the principal amount thereof plus the applicable premium, if any, payable upon redemption thereof pursuant to the Indenture and any applicable Supplemental Indenture.

"Regular Record Date" shall mean (a) for the Series 2012 Bonds, each January 1 and July 1 preceding each Interest Payment Date, and (b) for any Series of Additional Bonds or Bond Anticipation Notes, the date set forth in a Supplemental Indenture relating to such Series.

"Reimbursement Obligations" shall mean, with respect to each Applicable Reimbursement Agreement with respect to a Series of Bonds entitled to the benefits of an Applicable Letter of Credit, the obligations of the Authority under such Applicable Reimbursement Agreement (i) to reimburse the Applicable Credit Bank for drawings under such Applicable Letter of Credit, together with interest thereon, pursuant to and in accordance with such Applicable Reimbursement Agreement, and (ii) to pay fees in the nature of letter of credit and/or commitment fees (but not drawing or transfer fees or other legal expenses or fees or increased costs) in respect of such Applicable Letter of Credit pursuant to and in accordance with such Applicable Reimbursement Agreement.

"Required Sinking Fund Balance" shall mean an amount equal to the sum as of such date of (i) the sum of all accrued and unpaid Principal Installments, if any, plus the portion of any Principal Installments coming due on the next succeeding July 15 that are accrued and unpaid and that will accrue to the end of the immediately succeeding calendar month, (ii) the interest on the Bonds accrued and unpaid and to accrue to the end of the immediately succeeding calendar months, and (iii) accrued and unpaid Reimbursement Obligations and interest thereon accrued and unpaid and to accrue to the end of the immediately succeeding calendar month calculated in accordance with the Applicable Reimbursement Agreement. For the purposes of the foregoing, interest on Bonds issued as Variable Rate Debt shall be calculated at the Maximum Interest Rate unless there is an Interest Rate Hedge Agreement in which event interest shall be calculated in accordance with the definition of Debt Service.

"Reserve Fund" shall mean the Reserve Fund created by the Indenture.

"Reserve Fund Insurance Policy" shall mean the insurance policy, surety bond or other acceptable evidence of insurance, if any, deposited in the Reserve Fund in lieu of or in partial substitution for cash or securities on deposit therein. The issuer providing such Reserve Fund Insurance Policy shall be an insurer, the debt or claims paying ability of which is rated in the highest rating category by Fitch, Moody's and Standard & Poor's at the time of delivery of such insurance.

"Reserve Fund Letter of Credit" shall mean the irrevocable, transferable letter of credit, if any, deposited in the Reserve Fund in lieu of or in partial substitution for cash or securities on deposit therein. The issuer providing such letter of credit shall be a banking association, bank or trust company or branch thereof whose letter of credit results in the rating of municipal obligations secured by such letter of credit to be rated in the highest rating category of Fitch, Moody's and Standard & Poor's at the time of delivery of such letter of credit.

"Reserve Fund Requirement" shall mean, as of any date of calculation, an amount equal to the lesser of (i) ten percent (10%) of the original principal amount of the Bonds, (ii) the maximum amount of Principal Installments and interest maturing and becoming due in the Fiscal Year in which such calculation is made or in any single succeeding Fiscal Year on all Outstanding Bonds, and (iii) 125% of the average annual principal and interest requirement on the Bonds, calculated on a Fiscal Year basis. The Reserve Fund Requirement for the Series 2004 Bonds and the Series 2012 Refunding Bonds is calculated to be \$14,990,100 as of the date of delivery of the Series 2012 Refunding Bonds. For the purpose of this calculation, the interest requirements on any Bonds that are issued as Variable Rate Debt shall be calculated at the Maximum Interest Rate per annum which may be borne by such Bonds unless, on and as of the date of calculation, there is an Interest Rate Hedge Agreement in effect with respect to such Bonds, in which case the interest rate on such principal amount of such Bonds as is, on and as of the date of calculation, covered by such Interest Rate

Hedge Agreement shall be the fixed rate or cap rate in effect, on and as of the date of calculation, under such Interest Rate Hedge Agreement.

"Second Supplemental Indenture" shall mean the Second Supplemental Trust Indenture dated as of November 1, 2012, between the Authority and the Trustee.

"Series" shall mean all of the Bonds authenticated and delivered on original issuance and identified pursuant to the Indenture or the Supplemental Indenture authorizing such Bonds as a separate series of Bonds.

"Series 1996-A Bonds" shall mean the Authority's Special Tax Bonds, Series 1996-A, issued pursuant to the Original Senior Indenture in the total principal amount of \$43,035,000.

"Series 1996-B Bonds" shall mean the Authority's Special Tax Bonds, Series 1996-B, issued pursuant to the Original Senior Indenture in the total principal amount of \$12,880,000.

"Series 2004 Bonds" shall mean the Authority's Senior Subordinate Special Tax Bonds, Series 2004, issued pursuant to the Indenture in the total aggregate principal amount of \$93,935,000.

"Sinking Fund" shall mean the Sinking Fund created by the Indenture.

"Standard & Poor's" or "S&P" shall mean Standard & Poor's Ratings Services, a Division of the McGraw-Hill Companies, Inc., a New York corporation, and its successors and assigns, and, if such corporation is dissolved or liquidated or no longer performs the functions of a securities rating agency, Standard & Poor's shall be deemed to refer to any other nationally recognized statistical rating organization, as such term is used in the rules and regulations of the United States Securities and Exchange Commission, appointed by an officer of the Authority and which is acceptable to the Trustee and all of the Applicable Credit Providers.

"State" shall mean the State of Louisiana.

"Subordinated Obligations" shall mean any bonds, notes or other evidences of indebtedness issued pursuant to the Indenture secured on a subordinate basis to the Bonds.

"Supplemental Indenture" shall mean any indenture supplemental to the Indenture entered into by the Authority and the Trustee in accordance with the provisions thereof.

"Tax" shall mean, (i) prior to the Prior Indenture Payment Date, the taxes specified in the definition of "Tax" contained in the Prior Indenture, and (ii) after the Prior Indenture Payment Date:

(a) the one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of the Act and an election duly held in the City on November 7, 1978;

(b) the one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of the Act and an election duly held in the City on September 13, 1980 and levied by the Authority by resolution adopted on September 19, 1980, as amended by resolution adopted on April 16, 1981 and as amended on October 2, 2002;

(c) the one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of the Act and levied by the Authority by resolution adopted on May 8, 2002 and as amended on October 2, 2002;

(d) collectively, the special taxes authorized at the election held in the City on November 21, 1987 and levied by the Authority by resolution adopted on February 24, 1988, as amended by resolution adopted on March 31, 1988 and as amended on October 2, 2002, such special taxes being the following:

1. A tax upon the paid occupancy of hotel rooms within the Parish per occupied hotel room per night according to the following hotel guest room capacity:

<u>Amount of Tax/Occupied Hotel Room/Night</u>	<u>Hotel Guest Room Capacity</u>
\$ 0.50	10-299
\$ 1.00	300-999
\$ 2.00	1,000 or more

2. A tax on food and beverage sales sold by any food service establishment (excluding any such establishment owned by any person which had gross annual receipts from food and beverage sales of less than \$200,000 from the operation of all such establishments during the calendar year prior to the year in which such tax is assessed) located within the Parish or in any airport or air transportation facility owned and operated by the City in an amount of one-half of one percent (1/2%) of gross receipts from food and beverage sales by said food service establishments, and an additional one quarter of one percent (1/4%) food and beverage tax on establishments whose gross annual receipts total more than \$500,000 was levied by the Authority pursuant to the provision of Act No. 72 and a resolution adopted on May 8, 2002;

(e) the special tax levied by the Authority in the Parish by ordinance adopted on November 30, 1994, as amended and reinstated on April 26, 1995 and as amended on October 2, 2002, such special tax being on the furnishing of goods and services which are provided on a contractual basis by service contractors in conjunction with a convention or trade show/exhibition, and in an amount equal to two percent (2%) of the total charges specified in the contract to be paid to the service contractor for the furnishing of such goods and services, all as more fully provided for in the ordinances pursuant to which the tax described in the Indenture was levied and imposed;

(f) the special tax levied by the Authority in the Parish by ordinance adopted on November 30, 1994, as amended and reinstated on April 26, 1995, of \$1.00 on all tickets sold in the Parish for per capita sight-seeing tours in the Parish, and tours, a portion of which includes sight-seeing in the Parish, except those sold by a governmental agency, all as more fully provided in the ordinances pursuant to which the tax described in the Indenture was levied and imposed;

(g) moneys appropriated to the Authority by the State of Louisiana from the Ernest N. Morial Convention Center Phase IV Expansion Project Fund created by Act No. 73 of the 2002 First Extraordinary Session of the Louisiana Legislature;

(h) expansion payments received by the Authority from the New Orleans Tourism Marketing Corporation ("NOTMC") pursuant to the Phase IV Escrow Fund Agreement dated April 2, 2002 among the Authority, the Regional Transit Authority and NOTMC; and

(i) such additional taxes or moneys of the Authority as the Authority, by resolution of the Board, may designate as an additional tax or additional moneys which are pledged to the payment of the Series 2004 Bonds or the Series 2012 Refunding Bonds.

"Tax Revenue Fund" shall mean the Tax Revenue Fund created by the Indenture.

"Tax Revenues" shall mean the amount of the Tax collected by or on behalf of the Authority, after payment of the reasonable and necessary costs and expenses of collecting the Tax.

"Term Bonds" shall mean the Bonds of any Series maturing on one principal maturity date, the principal of which is payable from Mandatory Redemption Payments to be deposited in certain specified years in the Sinking Fund for the payment of such principal on or prior to maturity.

"Trust Estate" shall mean the funds, revenues, rights, instruments, payments and interests of the Authority to the extent provided in the Indenture as security for the payment of the Bonds, including the payment of principal of, premium, if any, and the interest thereon and as security for the satisfaction of any other obligation in connection with such Bonds:

First, all Funds and Accounts (except for any moneys deposited with or paid to the Trustee for the redemption of Bonds, notice of the redemption of which has been duly given and the Bonds have become due and payable) created pursuant to the Indenture; and

Second, all Tax Revenues payable to the Trustee by or for the account of the Authority subject only to the provisions of the Indenture permitting the application thereof for the purposes and on the terms and conditions set forth in the Indenture; and

Third, any and all property of every kind or description which may from time to time hereafter be sold, transferred, conveyed, assigned, hypothecated, endorsed, deposited, pledged, mortgaged, granted or delivered to, or deposited with, the Trustee as additional security by the Authority or anyone on its part or with its written consent, or which pursuant to any of the provisions of the Indenture may come into the possession or control of the Trustee as such additional security, and the Trustee is authorized by the Indenture to receive any and all such property as and for additional security for the payment of the Bonds and to hold and apply all such property subject to the terms thereof.

"Trustee" shall mean The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company of Florida, N.A.), Baton Rouge, Louisiana, and its successors appointed in accordance with the Indenture. **"Principal Office of the Trustee"** means the office designated in the Indenture.

"Variable Rate Debt" shall mean Bonds not bearing interest throughout their respective terms at a specified rate or rates determined at the time of their issuance.

APPENDIX B

SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE

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APPENDIX B

SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE

The following discussion of the Indenture does not purport to be complete and is subject in all respects to the provisions of, and is qualified in its entirety by, reference to the Indenture. A draft copy of the Indenture may be examined in the offices of the Underwriters prior to delivery of the Series 2012 Refunding Bonds and thereafter, an executed counterpart may be examined in the principal corporate office of the Trustee.

Pledge Effectuated by the Indenture

The Trust Estate, including, without limitation, the Tax Revenues (after payment in full of the Senior Bonds), the Available Tax Revenues (upon transfer to the Tax Revenue Fund prior to the Prior Indenture Payment Date), all funds held under the Indenture, the proceeds of the Bonds and all investment earnings on each of the foregoing are hereby irrevocably pledged and dedicated in an amount sufficient for the payment of the Bonds in principal, premium, if any, and interest, including the Redemption Price, as they shall respectively become due and payable, the payment of Reimbursement Obligations owing to any Applicable Credit Provider, the Interest Rate Hedge Payments, the Administrative Expenses and for the payment of any amounts due and owing to any provider of an Interest Rate Hedge, the Reserve Fund Insurance Policy Provider or Reserve Fund Letter of Credit Provider, to the extent and at the times as provided in the Indenture.

Said Tax Revenues (after payment in full of the Senior Bonds) and Available Tax Revenues (upon transfer to the Tax Revenue Fund prior to the Prior Indenture Payment Date) shall be set aside in the Funds and Accounts, as provided in the Indenture, and shall be and remain pledged for the security and payment of the Bonds in principal, premium, if any, and interest and for all other payments provided for in the Indenture until the Bonds and other obligations secured hereby shall have been fully paid and discharged.

Particular Covenants

All Bonds Equal. All of the Bonds issued under the Indenture and all Reimbursement Obligations shall be equally and ratably secured under the Indenture without priority by reason of Series, number, date of Bonds, date of sale, date of execution, date of issuance, date of delivery or otherwise, and the pledge of the Indenture and the provisions, covenants and agreements in the Indenture set forth to be performed by or on behalf of the Authority shall be for the equal benefit, protection and security of the Owners of any and all of the Bonds and, to the extent and in the manner provided in the Indenture, each of the Applicable Credit Providers and any other Person entitled to receive payments under the Indenture, each of which shall be of equal rank without preference, priority or distinction over any other thereof except as expressly provided in the Indenture.

Payment of Bonds. The Authority shall duly and punctually pay or cause to be paid (but solely from the sources in the Indenture provided) the principal of or Redemption Price, if any, of every Bond and the interest thereon, at the dates and places and in the manner stated in the Bonds according to the true intent and meaning thereof.

Power to Issue Bonds and Pledge Tax Revenues and Funds. The Authority is duly authorized under the Act to authorize and issue the Bonds and to enter into the Indenture and to pledge the Available Tax Revenues and the Tax Revenues (after payment in full of the Senior Bonds) purported to be pledged hereby in the manner and to the extent provided in the Indenture. The Available Tax Revenues and the Tax Revenues (after payment in full of the Senior Bonds) and such moneys and funds pledged under the Indenture are and will be free and clear of any pledge, lien, charge or encumbrance thereon or with respect thereto prior to, or of

equal rank with, the pledge created hereby, and all action on the part of the Authority to that end has been and will be duly and validly taken, subject in all respects to the lien of the Prior Indenture. The Bonds and the provisions of the Indenture are and will be the valid and legally enforceable obligations of the Authority in accordance with their terms and the terms of the Indenture, subject to bankruptcy, insolvency or other laws affecting creditors' rights generally. The Authority shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the Available Tax Revenues and the Tax Revenues (after payment in full of the Senior Bonds) and such moneys and funds pledged under the Indenture, including rights therein pledged under the Indenture and all the rights of the owners of the Bonds under the Indenture, all of the Applicable Credit Providers and any other Person entitled to receive payments under the Indenture, to the extent and in the manner provided in the Indenture, against all claims and demands of all persons whomsoever. The Authority obligates itself by the Indenture and is bound under the terms and provisions of law, to levy, impose, enforce and collect (or cause to be enforced and collected) the Tax and to provide for all reasonable and necessary rules and regulations, procedures and penalties in connection therewith, including the proper application of the Available Tax Revenues and the Tax Revenues (after payment in full of the Senior Bonds) and such moneys and funds pledged under the Indenture, until all of the Bonds have been retired as to both principal and interest and all obligations under each Applicable Reimbursement Agreement have been paid in full and all other amounts due under the Indenture have been paid in full. Nothing contained in the Indenture shall be construed to prevent the Authority from altering, amending or repealing from time to time as may be necessary the ordinances pursuant to which the Taxes were levied, said alterations, amendments or repeals to be conditioned upon the continued preservation of the rights of the Owners of the Bonds and all Applicable Credit Providers with respect to the Available Tax Revenues and the Tax Revenues (after payment in full of the Senior Bonds) and such moneys and funds pledged under the Indenture. The ordinances pursuant to which the Taxes were levied and the obligation of the Authority to continue to levy, collect and allocate the Tax and to apply the revenues therefrom in accordance with the provisions of the Indenture, shall be irrevocable until the Bonds have been paid in full as to both principal and interest and all other amounts payable under the Indenture shall also have been paid in full, and shall not be subject to amendment in any manner which would impair the rights of the Owners from time to time of the Bonds, or which would in any way jeopardize the prompt payment of principal thereof and interest thereon or the rights of the Applicable Credit Providers.

Enforcement of the Ordinances and the Agreement. The Authority has covenanted and agreed that it shall cause the State to collect all amounts payable to the Authority pursuant to the ordinances pursuant to which the Taxes were levied and the Agreement and deposit the same into the Tax Revenue Fund as soon as practicable, subject in all respects to the lien of the Prior Indenture. The Authority has further covenanted and agreed that it shall enforce the provisions of the ordinances pursuant to which the Taxes were levied and the Agreement and duly perform its covenants and agreements thereunder. The Authority has covenanted and agreed that it will not consent or agree to or permit any rescission of or amendment to the ordinances pursuant to which the Taxes were levied and the Agreement unless it shall have delivered to the Trustee a certificate of an Authorized Officer setting forth a determination by the Authority that, taking into account all relevant facts and circumstances, including, if and to the extent the Authority deems appropriate, an Opinion of Bond Counsel as to legal matters and the advice or opinions of other consultants and advisors, such action will not have a material adverse effect on the interests of the Bondowners.

Tax Covenants. The Authority has covenanted and agreed that, to the extent permitted by the laws of the State, it will comply with the requirements of the Code in order to establish, maintain and preserve the exclusion from "gross income" for federal income tax purposes of interest on the Bonds under the Code, if at the time such Bonds were initially delivered, there was delivered to the Authority an Opinion of Bond Counsel to the effect that interest on such Series of Bonds was not included in gross income for federal income tax purposes. The Authority has further covenanted and agreed that it will not take any action, fail to take any action, or permit any action within its control to be taken, or permit at any time or times any of the

proceeds of the Bonds or any other funds of the Authority to be used directly or indirectly in any manner, the effect of which would be to cause the Bonds to be "arbitrage bonds" or would result in the inclusion of the interest on any of the Bonds in gross income for federal income tax purposes under the Code (unless the interest on such Bonds was included in gross income for federal income tax purposes at the time of delivery), including, without limitation, (i) the failure to comply with the limitation on investment of Bond proceeds or (ii) the failure to pay any required rebate of arbitrage earnings to the United States of America or (iii) the use of the proceeds of the Bonds in a manner which would cause the Bonds to be "private activity bonds".

Maintenance of Books and Records. The Authority will maintain and keep or cause to be maintained and kept proper books of record and accounts separate from all other records and accounts in which shall be made full and correct entries of all transactions relating to the collection and expenditure of the revenues of the Tax. The Authority shall cause an annual audit of its books of records and accounts to be prepared by a firm of independent certified public accountants within 90 days of the close of each Fiscal Year, and shall file a copy thereof with the Trustee and the provider of each Applicable Credit Facility immediately upon receipt thereof.

Maintenance of Corporate Existence. The Authority will at all times maintain its corporate existence or assure the assumption of its obligations under the Indenture by any public body succeeding to its powers under the Act, and it will use its best efforts to maintain, preserve and renew all the rights and powers provided to it by the Act; and it will comply with all valid acts, rules, regulations, orders and directions of any legislative, executive, administrative or judicial body applicable to the Authority.

Funds and Accounts

The Authority by the Indenture establishes and creates the following special trust funds to be held in the name of the Trustee:

- (1) Ernest N. Morial-New Orleans Exhibition Hall Authority Construction Fund (the "Construction Fund");
- (2) Ernest N. Morial-New Orleans Exhibition Hall Authority Tax Revenue Fund (the "Tax Revenue Fund");
- (3) Ernest N. Morial-New Orleans Exhibition Hall Authority Tax Revenue Sinking Fund (the "Sinking Fund"), containing a Debt Service Account and a Redemption Account;
- (4) Ernest N. Morial-New Orleans Exhibition Hall Authority Reserve Fund (the "Reserve Fund"); and
- (5) Ernest N. Morial-New Orleans Exhibition Hall Authority Costs of Issuance Fund (the "Costs of Issuance Fund").

The Construction Fund will not be utilized in connection with the Series 2012 Refunding Bonds.

All moneys and investments deposited with the Trustee in the Funds and Accounts shall be held in trust and applied only in accordance with the Indenture and shall be trust funds for the purpose thereof.

Tax Revenue Fund. As provided in the Act and the ordinances pursuant to which the Taxes were levied, the Authority shall contract with the State for the collection of the Tax, and the State shall remit promptly, as the same are collected, the avails or amounts derived from the levy and collection of the Tax

directly to the Prior Trustee until the Prior Indenture Payment Date for deposit in accordance with the Prior Indenture and, thereafter, directly to the Trustee for deposit in the Tax Revenue Fund, after deduction of all reasonable and necessary costs and expenses of collecting the Tax. The Authority has obligated and binded itself irrevocably to set aside and pay all Available Tax Revenues and Tax Revenues (after payment in full of the Senior Bonds) to the Trustee in trust for the account of the Tax Revenue Fund as promptly as practicable after receipt thereof prior to the Prior Indenture Payment Date. There also shall be deposited in the Tax Revenue Fund any other amounts required to be deposited therein or transferred thereto pursuant to the Indenture. All amounts received by the Authority pursuant to an Interest Rate Hedge Agreement shall also be deposited in the Tax Revenue Fund and applied in accordance with the provisions of the Indenture.

Deposit and Disposition of Tax Revenues and Available Tax Revenues; Sinking Fund; Debt Service Account. The Indenture provides that certain payments be made from the Tax Revenue Fund not later than the last Business Day of each calendar month. See "SECURITY AND SOURCES OF PAYMENT - Disposition of Tax Revenues and Available Tax Revenues, and Deposits to Sinking Fund and Debt Service Fund" in the body of this Official Statement for a description of payments to be made from the Tax Revenue Fund into the Debt Service Account and the Redemption Account of the Sinking Fund.

Reserve Fund. Moneys in the Reserve Fund are to be retained solely for the purposes of paying the principal of, premium, if any, and interest on the Bonds as to which there would otherwise be default and to pay Reimbursement Obligations owed to the issuers of Applicable Credit Facilities with respect to any Bonds, without preference or priority. See "SECURITY AND SOURCES OF PAYMENT - Reserve Fund" in the body of this Official Statement.

Costs of Issuance Fund. The moneys on deposit in the Series 2012 Subaccount of the Costs of Issuance Fund shall be expended to pay costs of issuance and expenses incurred by or on behalf of the Authority in connection with the Series 2012 Refunding Bonds upon receipt of a requisition signed by an Authorized Officer and delivered to the Trustee. After the earlier of payment in full of all Costs of Issuance specified in said requisitions as specified by the Authority or May 14, 2013, the balance of the moneys remaining in the Costs of Issuance Fund, if any, shall be transferred by the Trustee to the Debt Service Account.

Investment of Certain Funds and Accounts.

(a) Moneys held in the Funds and Accounts shall be invested and reinvested by the Trustee, to the fullest extent practicable, and subject to the provisions of the Indenture outlined above under "**Particular Covenants - Tax Covenants**", in Investment Securities which mature not later than such times as shall be necessary to provide moneys for payments to be made from such Funds and Accounts, as required in the Indenture; provided, however, that, so long as no Event of Default shall have occurred and be continuing, the Trustee shall make such investments only upon receipt of and in accordance with written instructions received from the Authority, and, so long as no Event of Default shall have occurred and be continuing, the Trustee shall affirmatively request such instructions of the Authority from time to time.

(b) In computing the amount in any Fund or Account established under the provisions of the Indenture other than the Reserve Fund, obligations purchased as an investment of moneys therein shall be valued at the cost or market value thereof, whichever is lower, inclusive of accrued interest. The value of Investment Securities on deposit in the Reserve Fund shall be determined at least annually, on each July 15, and at such other times as the Board may determine, and the Investment Securities on deposit in the Reserve Fund shall be valued at fair market value.

(c) The Trustee shall sell at the price determined by the Authority, or present for redemption, any obligation so purchased as an investment whenever it shall be so requested in writing by the Authority or whenever it shall be necessary in order to provide moneys to meet any payment or transfer from any Fund or Account held by it.

(d) Investment Securities purchased as an investment of moneys in any Fund or Account shall be deemed at all times to be a part of such Fund or Account, and any losses suffered due to the investment thereof shall be charged to such Fund or Account.

(e) Any income and profits realized due to the investment of moneys in the Tax Revenue Fund, shall be deposited in and credited to the Tax Revenue Fund to be used as avails or proceeds of the Tax, and any income and profits realized due to the investment of moneys in the Reserve Fund, the Costs of Issuance Fund and the Sinking Fund shall be deposited in and credited to the Sinking Fund.

(f) The Trustee shall advise the Authority in writing, on or before the seventh day of each calendar month, of the balance of each Fund and Account and the details of all investments held for the credit of each Fund and Account in its custody under the provisions of the Indenture as of the end of the preceding month and all deposits to and disbursements from each such Fund and Account during such month and any fees and charges of the Trustee for the preceding month.

(g) Any income and profits realized from the investment moneys in the Construction Fund shall be deposited and credited to the Construction Fund until the Completion Date.

Supplemental Indentures Issuing a Series of Bonds

A Supplemental Indenture or Indentures may be entered into without the consent of the Owners of any Outstanding Bonds, for the purpose of providing for the issuance of any Series of Bonds in addition to the Series 2012 Refunding Bonds and Series 2004 Bonds in accordance with and subject to the restrictions of the Indenture regarding the issuance of parity bonds, specifying the matters set forth therein, upon the filing with the Trustee of an Opinion of Bond Counsel, as set forth in the Indenture.

Amendments to Indenture Without Consent of Owners

For any one or more of the following purposes and at any time from time to time, a Supplemental Indenture may be entered into by the Authority and the Trustee amending the Indenture other than as described in "**Supplemental Indentures Issuing a Series of Bonds**" above without the consent of any of the Owners but with the prior written consent of each Applicable Bond Insurer for any of the following purposes:

(a) to provide limitations and restrictions in addition to the limitations and restrictions contained in the Indenture on the registration and delivery of Bonds or the issuance of other evidences of indebtedness;

(b) to add to the covenants and agreements of the Authority in the Indenture other covenants and agreements to be observed by the Authority which are not contrary to or inconsistent with the Indenture as theretofore in effect;

(c) to add to the limitations and restrictions in the Indenture other limitations and restrictions to be observed by the Authority which are not contrary to or inconsistent with the Indenture as theretofore in effect;

(d) to surrender any right, power or privilege reserved to or conferred upon the Authority by the terms of the Indenture, but only if the surrender of such right, power or privilege is not contrary to or inconsistent with the covenants and agreements of the Authority contained in the Indenture;

(e) to determine matters and things relating to the issuance of a Series of Bonds, and also any other matters and things relative to such Bonds which are not contrary to or inconsistent with the Indenture as theretofore in effect, or to amend, modify or rescind any such authorization, specification or determination at any time prior to the delivery of the initial Series of Bonds;

(f) to confirm, as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by, the Indenture, of the Tax Revenues or of any other moneys and funds pledged thereunder;

(g) to cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision of the Indenture;

(h) to insert such provisions clarifying matters or questions arising under the Indenture as are necessary or desirable;

(i) to effect any changes necessary to enable the Authority to obtain or maintain a rating for any Series of Bonds by Fitch, Moody's or Standard & Poor's, so long as the changes effected thereby shall not materially and adversely affect the rights of any of the Owners;

(j) so long as no Bonds are Outstanding, to modify, amend or supplement the Indenture in any respect;

(k) to make any other change which (as determined in reliance upon an opinion of counsel as set forth below) is not prejudicial to the interests of any Owner;

(l) to subject to the lien and pledge of the Indenture, additional payments, revenues, properties or collateral, including, but not limited to, an Alternate Credit Facility, or to make such other changes consistent with the Indenture which are necessary in connection with the delivery of an Alternate Credit Facility and which do not materially and adversely affect Bondholders;

(m) to provide for uncertificated or certificated securities or a modified book-entry system;

(n) to make such other changes as shall be necessary or desirable to provide for the issuance of Subordinated Obligations pursuant to the Indenture, including the establishment of the Reserve Fund with such provisions as the Authority shall determine, provided that the payment of such Subordinated Obligations shall be wholly subordinate and junior in right to payment of any Bonds of the Authority;

(o) to make such changes required by Fitch, Moody's or Standard & Poor's if the same are then rating the Bonds, in connection with the delivery of an Alternate Credit Facility;

(p) to modify, amend or supplement the Indenture or any indenture supplemental hereto in such manner, not prejudicial (as determined in reliance upon an opinion of counsel as set forth below) in the opinion of the Trustee, to the interest of the Owners of Bonds, as to permit the

qualification thereof under the Trust Indenture Act of 1939 or any similar federal statute hereafter in effect or under any state Blue Sky Law; or

(q) to otherwise modify any of the provisions of the Indenture in any respect whatever, provided that (i) such modification shall be effective only after all Bonds of any Series Outstanding at the date of the adoption of such Supplemental Indenture shall cease to be Outstanding, and (ii) such Supplemental Indenture shall be specifically referred to in the text of all Bonds of any Series delivered after the date of the adoption of such Supplemental Indenture and of Bonds issued in exchange therefor or in place thereof.

Amendments to Indenture with Consent of Owners

Any modification or amendment of the Indenture or of the rights and obligations of the Authority and of the Owners of the Bonds thereunder, other than as described above in **"Supplemental Indentures Issuing a Series of Bonds"** and **"Amendments to Indenture Without Consent of Owners"** requires the consent of the Owners of at least a majority of the Bond Obligation and the prior written consent of each Applicable Credit Provider. Such amendments shall be made by a Supplemental Indenture with the written consent (i) of the Owners of a majority of the Bond Obligation at the time such consent is given, (ii) in case less than all of the several Series of Bonds then Outstanding are affected by the modification or amendment, of the Owners of a majority of the Bond Obligation of each Series so affected and Outstanding at the time such consent is given; except that if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified Series and maturity remain Outstanding, the consent of the Owners of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Bond Obligation under this Section, and (iii) of each Applicable Credit Provider. No such modification or amendment shall permit a change in the terms of redemption (including mandatory redemption) or maturity of the principal of any Outstanding Bond or of any installment of interest thereon or a reduction in the principal amount or the redemption dates or the Redemption Price thereof or in the rate of interest thereon without the consent of the Owner of each such Bond, or shall reduce the percentages or otherwise affect the classes of Bonds the consent of the Owners of which is required to effect any such modification or amendment, without the consent of the Owners of all of the Bonds then Outstanding. For the purposes of this paragraph, a Series shall be deemed to be affected by a modification or amendment of the Indenture if the same materially and adversely affects or materially diminishes the rights of the Owners of Bonds of such Series. The Trustee may in its sole discretion determine whether or not in accordance with the foregoing provisions Bonds of any particular Series or maturity would be affected by a modification or amendment of the Indenture, and any such determination shall be binding and conclusive on the Authority and all Owners. The Trustee may receive and be fully protected in so receiving an Opinion of Bond Counsel or counsel to the Trustee as conclusive evidence as to whether Bonds of any particular Series or maturity would be so affected by any such modification or amendment of the Indenture, and the legal opinion described below in **"Opinion Required"**.

Opinion Required

Each Supplemental Indenture entered into shall be filed with the Trustee, together with an Opinion of Bond Counsel stating that such Supplemental Indenture has been duly and lawfully authorized, executed and delivered in accordance with the provisions of the Indenture, is authorized or permitted by the Indenture, is valid and binding upon the Authority and is enforceable in accordance with its terms, subject to any applicable bankruptcy, insolvency, debt adjustment, moratorium, reorganization or other similar laws, judicial decisions and principles of equity relating to the enforcement of creditors' rights generally or contractual obligations, judicial discretion and the valid exercise of the sovereign police powers of the State and of the constitutional power of the United States of America and such Opinion shall also state that the delivery of

such Supplemental Indenture will not, in and of itself, adversely affect the exclusion from gross income of interest on the Bonds for federal income tax purposes.

Events of Default

Each of the following shall constitute an Event of Default:

- (1) the failure by the Authority to make the due and punctual payment of the principal or Redemption Price of any Bond when and as the same shall become due and payable, whether at maturity or upon call for redemption, or otherwise; or
- (2) the failure by the Authority to make the due and punctual payment of any installment of interest on any Bond when and as such interest installment shall become due and payable; or
- (3) the failure of the Authority to comply with the performance or observance of any other of the covenants, agreements or conditions on its part in the Indenture or in the Bonds contained, and such failure shall continue for a period of forty-five (45) days after written notice thereof to the Authority by the Trustee or by the Owners of not less than 25% of the Bond Obligation; or
- (4) if the Authority shall file a petition or otherwise seek relief under any Federal or State bankruptcy law or similar law.

Upon the happening and continuance of any Event of Default, the Trustee, on behalf of and for the equal and ratable benefit of, the Owners of the Bonds shall be entitled to exercise all rights and powers for which provision is made in the Indenture as summarized below under **"Remedies Upon Default"** or in the Act.

Remedies Upon Default

Upon the happening and continuance of any Event of Default, then and in every such case the Trustee (i) may, with the prior written consent of all Applicable Credit Providers, or (ii) shall, upon the written request of the Owners of not less than 25% in principal amount of the Bond Obligation and with the prior written consent of all Applicable Credit Providers, declare the principal of and interest on all of the Outstanding Bonds to be due and payable immediately, whereupon without further action or notice, such principal and interest shall become and be immediately due and payable, anything in the Bonds or in the Indenture to the contrary notwithstanding. Immediately, upon such acceleration, interest shall cease to accrue on all Outstanding Bonds. At any time after the principal of the Bonds shall have been so declared to be due and payable, and before the entry of final judgment or decree in any suit, action or proceeding instituted on account of such default, or before the completion of the enforcement of any other remedy under the Indenture, the Trustee may, by written notice to the Authority, annul such declaration and its consequences if: (i) moneys shall have accumulated in the Debt Service Account of the Sinking Fund sufficient to pay all arrears of interest, if any, upon all of the Outstanding Bonds (except the interest accrued on such Bonds since the last interest payment date); (ii) moneys shall have accumulated and be available sufficient to pay the charges, compensation, expenses, disbursements, advances and liabilities of the Trustee; (iii) all other amounts then payable by the Authority under the Indenture shall have been paid or a sum sufficient to pay the same shall have been deposited with the Trustee; and (iv) every other default known to the Trustee in the observance or performance of any covenant, condition or agreement contained in the Bonds or in the Indenture (other than a default in the payment of the principal of such Bonds then due only because of a declaration under the provisions of the Indenture described in this paragraph) shall have been remedied to the satisfaction of the Trustee. In the event that the Trustee shall have annulled any such declaration, the Trustee, the Owners of the Outstanding Bonds and each of the Applicable Credit Providers shall be restored to their former positions and

rights under the Indenture, respectively, and all rights, remedies and powers of the Trustee and each of the Applicable Credit Providers will continue as though no such declaration had been made. No such annulment shall extend to or affect any subsequent default or impair any right consequent thereon.

The Owner of any Bond in his capacity as such shall not have any right to institute any suit, action or proceeding at law or in equity for the enforcement of any provision of the Indenture or the execution of any trust under the Indenture or for any remedy under the Indenture, unless (i) an Event of Default shall have occurred and be continuing and such Owner shall have previously given to the Trustee written notice of the happening of an Event of Default, as provided in the Indenture, (ii) all of the Applicable Credit Providers shall have previously consented in writing, and (iii) the Owners of at least 25% of the Bond Obligation shall have filed a written request with the Trustee, and shall have offered it reasonable opportunity, either to exercise the powers granted in the Indenture or by the Act or by the laws of the State or to institute such action, suit or proceeding in its own name, and unless such Owners shall have offered to the Trustee security and indemnity satisfactory to it against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee shall have refused to comply with such request for a period of sixty (60) days after receipt by it of such notice, request and offer of indemnity, it being understood and intended that no one or more Owners of Bonds shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the pledge created by the Indenture, or to enforce any right thereunder and that all proceedings at law or in equity to enforce any provisions of the Indenture shall be instituted, had or maintained in the manner provided in the Indenture and for the equal and ratable benefit of all Owners of the Outstanding Bonds, all of the Applicable Credit Providers and any other entity owed any amount thereunder. Nothing contained in the Indenture shall affect or impair the right of any Owner of the Bonds to enforce the payment of the principal of and interest on such Owner's Bonds, or the obligation of the Authority to pay the principal of and interest on each Bonds issued thereunder to the owner thereof at the time and place provided in said Bonds; provided, however, that no Owner of a Bond shall be entitled to demand or to otherwise enforce payment under any Applicable Letter of Credit or the Applicable Bond Insurer.

During the continuance of an Event of Default, the Trustee shall apply all moneys, securities and funds held in any Fund or Account under the Indenture and the income therefrom as follows and in the following order (it being understood and recognized that prior to the Prior Indenture Payment Date, all Available Tax Revenues will be applied in accordance with the Prior Indenture, and any remaining amounts after application in accordance with the Prior Indenture shall be applied in accordance herewith):

(i) To the payment of the reasonable and proper charges, expenses and liabilities of the Trustee and any Paying Agent and their respective counsel;

(ii) To the payment of the interest and principal or Redemption Price then due on the Bonds, as follows:

(A) Unless the principal of all of the Bonds shall have become or have been declared due and payable,

FIRST: to the payment to the persons entitled thereto of all installments of interest then due on the Bonds, in order of the maturity of such installments, and, if the amount available shall not be sufficient to pay in full any installment, then to the payment thereof ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference; and

SECOND: to the payment to the persons entitled thereto of the unpaid principal or Redemption Price of any Bonds which shall have become due, whether at maturity or by call

for redemption, or otherwise, shall not be sufficient to pay in full all of the outstanding principal with respect to the Bonds due on any date, then to the payment thereof ratably, according to the amounts or principal or Redemption Price due on such date, to the persons entitled thereto, without any discrimination or preference.

- (B) If the principal of all of the Bonds shall have become due and payable, to the payment of the principal and interest then due and unpaid upon the Bonds without preference or priority of principal over interest or of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or preference.

If and whenever all overdue installments of interest on all Bonds, together with the reasonable and proper charges, expenses and liability of the Trustee, and all other sums payable by the Authority under the Indenture, including the principal and Redemption Price of and accrued unpaid interest on all Bonds which shall then be payable, shall either be paid by or for the account of the Authority, or provision satisfactory to the Trustee and all Applicable Credit Providers shall be made for such payments, and all defaults under the Indenture or the Bonds and under the agreements pursuant to which the Applicable Credit Facilities and Applicable Insurance Policies were provided, shall be made good or secured to the satisfaction of the Trustee and all Applicable Credit Providers, or provision deemed by the Trustee and all Applicable Credit Providers to be adequate shall be made therefor, the Authority and the Trustee shall be restored, respectively, to their former positions and rights under the Indenture.

Consent of the Applicable Bond Insurer Upon Default

Anything in the Indenture to the contrary notwithstanding, so long as an Applicable Bond Insurer is not in default under the respective Applicable Insurance Policies, upon the occurrence and continuance of an Event of Default, all of the Applicable Bond Insurers shall be entitled to control and direct the enforcement of all rights and remedies granted to the Bondholders under the Indenture, including, without limitations, acceleration of the principal of the Series of Bonds entitled to the benefit of the Applicable Insurance Policies as described in the Indenture and the right to annul any declaration of acceleration, and all of the Applicable Bond Insurers shall also be entitled to approve all waivers of Events of Default. If an Applicable Bond Insurer shall be in default under the Applicable Insurance Policy, all rights of that particular Applicable Bond Insurer with respect to any required consents or approvals shall be null and void.

Defeasance

(a) Subject to the additional defeasance provisions of the Indenture, if the Authority shall pay or cause to be paid, or there shall otherwise be paid, to the Owners the principal or Redemption Price, if applicable, and interest due or to become due thereon, at the times and in the manner stipulated in the Bonds and in the Indenture, then the pledge of the Tax Revenues and such other moneys and funds pledged thereunder, and all covenants, agreements and other obligations of the Authority to the Owners, shall thereupon cease, terminate and become void and be discharged and satisfied. In such event, (i) the Trustee shall cause an accounting for such period or periods and may cause to be prepared and filed with the Authority and, upon the request of the Authority, shall execute and deliver to the Authority all such instruments as may be desirable to evidence such discharge and satisfaction, and (ii) the Fiduciaries shall pay over or deliver to the Authority all moneys or securities held by them pursuant to the Indenture which are not required for the principal of, premium (if any) and interest on Bonds not theretofore surrendered for payment or redemption. If the Authority pays or causes to be paid, or there is otherwise paid, to the Owners of the Outstanding Bonds of a particular Series, or of a particular maturity or particular Bonds within a maturity within a Series, the principal or Redemption Price, if applicable, and interest due or to become due thereon, at

the times and in the manner stipulated therein and in the Indenture, such Bonds shall cease to be entitled to any lien, benefit or security under the Indenture, and all covenants, agreements and obligations of the Authority to the Owners of such Bonds shall thereupon cease, terminate and become void and be discharged and satisfied.

(b) Bond or interest installments for the payment or redemption of which moneys shall have been set aside and shall be held in trust by the Trustee (through deposit by the Authority of funds for such payment or redemption or otherwise) at the maturity or redemption date thereof shall be deemed to have been paid within the meaning and with the effect expressed in the provisions of the Indenture outlined in paragraph (a) above. Subject to the provisions of the Indenture set forth below in paragraphs (c) and (d) and the additional defeasance provisions of the Indenture, any Outstanding Bonds shall prior to the maturity or redemption date thereof be deemed to have been paid within the meaning and with the effect expressed in paragraph (a) above if (i) in case any of said Bonds are to be redeemed on any date prior to their maturity, the Authority shall have given to the applicable Paying Agent instructions to mail as provided in the Indenture notice of redemption of such Bonds (other than Bonds which have been purchased by the Authority or purchased or otherwise acquired by the Authority and delivered to the applicable Paying Agent as provided in the Indenture prior to the mailing of such notice of redemption) on said date; (ii) there shall have been deposited with an escrow agent either moneys in an amount which shall be sufficient, or Government Obligations (including any Government Obligations issued or held in book-entry form on the books of the Department of the Treasury of the United States) the principal of and the interest on which when due will provide moneys which, together with the moneys, if any, deposited with the said escrow agent at the same time, shall be sufficient, to pay when due the principal or Redemption Price, if applicable, and interest due and to become due on said Bonds on or prior to the redemption date or maturity date thereof, as the case may be; and (iii) in the event said Bonds are not by their terms subject to redemption within the next succeeding 60 days, the Authority shall have given the Trustee in form satisfactory to it instructions to mail a notice to the holders of such Bonds that the deposit required by (ii) above has been made with an escrow agent and that said Bonds are deemed to have been paid in accordance with the Indenture and stating such maturity or redemption date upon which moneys are expected to be available for the payment of the principal or Redemption Price, if applicable, on said Bonds (other than Bonds which have been purchased by the Authority or purchased or otherwise acquired by the Authority and delivered to the Bond Registrar as provided in the Indenture prior to the mailing of the notice of redemption referred to in clause (i) of this paragraph). Any notice of redemption mailed pursuant to the preceding sentence with respect to Bonds which constitute less than all of the Outstanding Bonds of any maturity within a Series shall specify the letter and number or other distinguishing mark of each such Bond. Such escrow agent shall, as and to the extent necessary, apply moneys held by it pursuant to the defeasance provisions of the Indenture to the payment when due of the principal of, premium (if any) and interest on such Bonds, all in the manner provided in the Indenture. Such escrow agent shall, if so directed by the Authority (A) prior to the maturity date of Bonds deemed to have been paid in accordance with the defeasance provisions of the Indenture which are not to be redeemed prior to their maturity date or (B) prior to the mailing of the notice of redemption referred to in clause (i) above with respect to any Bonds deemed to have been paid in accordance with the defeasance provisions of the Indenture which are to be redeemed on any date prior to their maturity, apply moneys deposited with such escrow agent in respect of such Bonds and redeem or sell Government Obligations so deposited with such escrow agent and apply the proceeds thereof to the purchase of such Bonds and the Bond Registrar shall immediately thereafter cancel all such Bonds so purchased; provided, however, that the moneys and Government Obligations remaining on deposit with such escrow agent after the purchase and cancellation of such Bonds shall be sufficient to pay when due the Principal Installment or Redemption Price, if applicable, and interest due or to become due on all Bonds, in respect of which such moneys and Investment Securities are being held by such escrow agent on or prior to the redemption date or maturity date thereof, as the case may be, as verified by an independent certified public accountant. If, at any time (A) prior to the maturity date of Bonds deemed to have been paid in accordance with the defeasance provisions of the Indenture which are not to be redeemed prior to their

maturity date or (B) prior to the mailing of the notice of redemption referred to in clause (i) with respect to any Bonds deemed to have been paid in accordance with the defeasance provisions of the Indenture which are to be redeemed on any date prior to their maturity, the Authority shall purchase or otherwise acquire any such Bonds and deliver such Bonds to the applicable Paying Agent prior to their maturity date or redemption date, as the case may be, such Paying Agent shall immediately cancel all such Bonds so delivered; such delivery of Bonds to such Paying Agent shall be accompanied by directions from the Authority to such escrow agent as to the manner in which such Bonds are to be applied against the obligation of such escrow agent to pay or redeem Bonds deemed paid in accordance with the defeasance provisions of the Indenture. The directions given by the Authority to such escrow agent referred to in the preceding sentences shall also specify the portion, if any, of such Bonds so purchased or delivered and cancelled to be applied against the obligation of such escrow agent to pay Bonds deemed paid in accordance with the defeasance provisions of the Indenture upon their maturity date or dates and the portion, if any, of such Bonds so purchased or delivered and cancelled to be applied against the obligation of such escrow agent to redeem Bonds deemed paid in accordance with the defeasance provisions of the Indenture on any date or dates prior to their maturity. In the event that on any date as a result of any purchases, acquisitions and cancellations of Bonds as provided in this paragraph, the total amount of moneys and Government Obligations remaining on deposit with such escrow agent under this paragraph is in excess of the total amount which would have been required to be deposited with such escrow agent on such date in respect of the remaining Bonds in order to satisfy subclause (ii) of the first sentence of this paragraph, such escrow agent shall, if requested by the Authority, pay the amount of such excess to the Authority free and clear of any trust, lien, pledge or assignment securing said Bonds or otherwise existing under the Indenture. Except as otherwise provided in this paragraph and in paragraphs (c) and (d) below, neither Government Obligations nor moneys deposited with such escrow agent pursuant to the defeasance provisions of the Indenture nor principal or interest payments on any such Government Obligations shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal or Redemption Price, if applicable, and interest on said Bonds; provided that any cash received from such principal or interest payments on such Government Obligations deposited with such escrow agent, (A) to the extent such cash will not be required at any time for such purpose, shall be paid over to the Authority as received by such escrow agent, free and clear of any trust, lien or pledge securing said Bonds or otherwise existing under the Indenture, and (B) to the extent such cash will be required for such purpose at a later date, shall, to the extent practicable, be reinvested in Government Obligations maturing at times and in amounts sufficient to pay when due the principal or Redemption Price, if applicable, and interest to become due on said Bonds on or prior to such redemption date or maturity date thereof, as the case may be, and interest earned from such reinvestments shall be paid over to the Authority, as received by such escrow agent, free and clear of any trust, lien, pledge or assignment securing said Bonds or otherwise existing under the Indenture.

(c) Bonds which are Variable Rate Debt or Option Debt shall be deemed to have been paid in accordance with the second sentence of paragraph (b) above only if, in addition to satisfying the requirements of clauses (i) and (iii) of such sentence, there shall have been deposited with such escrow agent moneys in an amount which shall be sufficient to pay when due the maximum amount of principal of and premium, if any, and interest on such Bonds which could become payable to the holders of such Bonds upon the exercise of any options provided to the holders of such Bonds; provided, however, that if, at the time a deposit is made with such escrow agent pursuant to paragraph (b) above, the options originally exercisable by the holders of any such Bond are no longer exercisable, such Bond shall not be considered a Variable Rate Debt or Option Debt for purposes of this paragraph (c). If any portion of the moneys deposited with such escrow agent for the payment of the principal of and premium, if any, and interest on such Bonds is not required for such purpose such escrow agent shall, if requested by the Authority, pay the amount of such excess to the Authority free and clear of any trust, lien, pledge or assignment securing said Bonds or otherwise existing under the Indenture.

(d) Anything in the Indenture to the contrary notwithstanding, any moneys held by a Fiduciary in trust for the payment and discharge of any of the Bonds which remain unclaimed for six years after the date when such Bonds have become due and payable, either at their stated maturity dates or by call for earlier redemption, if such moneys were held by the Fiduciary at such date, or for six years after the date of deposit of such moneys if deposited with the Fiduciary after the said date when such Bonds became due and payable, shall, at the written request of the Authority, be repaid by the Fiduciary to the Authority, as its absolute property and free from trust, and the Fiduciary shall thereupon be released and discharged with respect thereto and the Bondholders shall look only to the Authority for the payment of such Bonds; provided, however, that before any Fiduciary is required to make any such payment to the Authority, the Trustee shall, at the expense of the Authority, cause to be published at least twice, at an interval of not less than seven days between publications, in an authorized newspaper, a notice that said moneys remain unclaimed and that, after a date named in said notice, which date shall be not less than 30 days after the date of the first publication of such notice, the balance of such moneys then unclaimed will be returned to the Authority.

Additional Defeasance Provisions

The Authority has agreed that in the event of defeasance of any Bonds in accordance with the provisions of the Indenture set forth in paragraph (b) under "**Defeasance**" above, pursuant to an advance refunding or in the event of release of any moneys to the Authority pursuant to the provisions of the Indenture described in paragraphs (b) or (c) under "**Defeasance**" above, the Authority will cause to be delivered to the Trustee a report of a nationally recognized independent certified public accountant, acceptable to each Applicable Bond Insurer, as to the sufficiency of such moneys and/or Government Obligations to accomplish such defeasance or to pay the Bonds after giving effect to such release and an Opinion of Bond Counsel to the effect that the Bonds are legally defeased. Any escrow agreement entered into pursuant to the Indenture which allows for a substitution of securities in the escrow accounts shall provide that no substitution may occur unless there has first been delivered to the escrow agent a report of nationally recognized independent certified public accountants, acceptable to all of the Applicable Bond Insurers, that the investments, as substituted, are sufficient to continue the defeasance of the Bonds, and an Opinion of Bond Counsel to the effect that the substitution is permitted under the escrow agreement and the substitution does not adversely affect the exclusion from gross income of interest on the refunding Bonds or the refunded Bonds.

Notwithstanding anything to the contrary contained in the Indenture, the Bonds shall be deemed to be Outstanding thereunder and the pledge of the Tax Revenues and such other moneys and funds pledged thereunder shall continue in full force and effect after the Authority shall pay or cause to be paid or there shall otherwise be paid to the Owners the principal or Redemption Price, if applicable, and the interest due or to become due thereon, until the Authority shall pay or cause to be paid all amounts due and to become due to all Applicable Credit Providers, and all Administrative Expenses and no moneys shall be paid to the Authority pursuant to the defeasance provisions of the Indenture unless and until the Trustee shall have received evidence satisfactory to it of the payment of all amounts due and to become due to all Applicable Credit Providers and all Administrative Expenses.

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APPENDIX C

FINANCIAL STATEMENTS OF THE AUTHORITY
FOR FISCAL YEARS ENDING
DECEMBER 31, 2011 AND DECEMBER 31, 2010

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**ERNEST N. MORIAL NEW ORLEANS
EXHIBITION HALL AUTHORITY**

Financial Statements
December 31, 2011 and 2010

With Independent Auditors' Report Thereon

ERNEST N. MORIAL NEW ORLEANS EXHIBITION HALL AUTHORITY

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INDEPENDENT AUDITORS' REPORT

Board of Commissioners
Ernest N. Morial New Orleans Exhibition Hall Authority:

We have audited the accompanying financial statements of the Ernest N. Morial New Orleans Exhibition Hall Authority (the Authority) as of December 31, 2011 and 2010 and for the years then ended, as listed in the table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial statement audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of December 31, 2011 and 2010, and the respective changes in financial position and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued a report dated March 28, 2012 on our consideration of the Authority's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grants agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 3 through 9 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Government Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Postlethwaite & Netterville

New Orleans, Louisiana
March 28, 2012

ERNEST N. MORIAL NEW ORLEANS EXHIBITION HALL AUTHORITY
(A CORPORATE AND POLITICAL SUBDIVISION OF THE STATE OF LOUISIANA)
MANAGEMENT'S DISCUSSION AND ANALYSIS
YEARS ENDED DECEMBER 31, 2011 and 2010

The Management's Discussion and Analysis of the Ernest N. Morial New Orleans Exhibition Hall Authority's (the Authority) financial performance presents a narrative overview and analysis of the Authority's financial activities for the years ended December 31, 2011 and 2010. This document focuses on the current year's activities, resulting changes, and currently known facts in comparison with the prior year's information (where available). Please read it in conjunction with the Authority's financial statements, which follow this section.

FINANCIAL HIGHLIGHTS

The Authority's mission is to plan, finance, construct and manage a convention and exhibition center in the City of New Orleans.

During 2011 and 2010, the Center held 113 and 105 events, respectively. The approximate number of attendees totaled 851,000 and 792,000 and the number of room nights approximated 645,000 and 809,900 from the out-of-state attendees 473,000 and 528,900 for the years ended December 31, 2011 and 2010.

The taxes recognized by the Authority generated in 2011 were \$40.8 million as compared to \$38.2 million of revenues in 2010. User fees totaled \$19.1 million in 2011 as compared to \$21.7 million in 2010.

OVERVIEW OF THE FINANCIAL STATEMENTS

This financial report consists of three parts: management's discussion and analysis (this section), the basic financial statements and the notes to the financial statements. The financial statements provide both long-term and short-term information about the Authority's overall financial status. The financial statements also include notes that explain some of the information in the financial statements and provide more detailed data.

The Authority's financial statements are prepared on an accrual basis in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to government units. Under this basis of accounting, revenues are recognized in the period in which they are earned, expenses are recognized in the period in which they are incurred, and depreciation of assets is recognized in the Statements of Revenues, Expenses, and Changes in Net Assets. All assets and liabilities associated with the operation of the Authority are included in the Statements of Net Assets.

The Statements of Net Assets report the Authority's net assets as of the end of the year. Net assets, the difference between the Authority's assets and liabilities, are one way to measure the Authority's financial health or position. The Authority's net assets increased by \$7.0 million in 2011, as compared to an increase of \$9.5 million in 2010.

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MANAGEMENT'S DISCUSSION AND ANALYSIS
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FINANCIAL ANALYSIS OF THE AUTHORITY

Net Assets - 2011

The Authority's total net assets at December 31, 2011 reached approximately \$436 million as compared to \$429 million at the end of 2010 (See Table A-1). Total 2011 assets equaled \$636 million, which is similar to total net assets as the end of 2010. Total liabilities decreased to \$200 million as compared to \$207 million in 2010. Capital assets decreased in 2011 compared to 2010 as a result of depreciation. Current assets from 2010 to 2011 decreased due to cash used for operating activities and invested in capital assets. Restricted assets from 2010 to 2011 increased due to the excess of taxes received after debt payments.

Net Assets - 2010

The Authority's total net assets at December 31, 2010 reached approximately \$429 million as compared to \$420 million at the end of 2009 (See Table A-2). Total 2010 assets increased to \$636 million, and total liabilities decreased to \$207 million as compared to \$632 and \$212 million, respectively, in 2009.

Table A-1
Ernest N. Morial New Orleans Exhibition Hall Authority
Statements of Net Assets (in thousands of dollars)
December 31, 2011 and 2010

	2011	2010
Current assets	\$ 171,238	\$ 214,319
Restricted assets	94,405	46,486
Deferred charges	1,472	1,670
Capital assets	368,918	373,680
Total assets	\$ 636,033	\$ 636,155
Current liabilities	\$ 21,962	\$ 20,466
Long-term liabilities	177,959	186,609
Total liabilities	199,921	207,075
Net assets:		
Invested in capital assets, net of related debt	183,128	180,723
Restricted	40,855	42,117
Unrestricted	212,129	206,240
Total net assets	436,112	429,080
Total liabilities and net assets	\$ 636,033	\$ 636,155

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MANAGEMENT'S DISCUSSION AND ANALYSIS
YEARS ENDED DECEMBER 31, 2011 and 2010

Table A-2
Ernest N. Morial New Orleans Exhibition Hall Authority
Statements of Net Assets (in thousands of dollars)
December 31, 2010 and 2009

	2010	2009
Current assets	\$ 214,319	\$ 110,868
Restricted assets	46,486	139,301
Deferred charges	1,670	1,956
Capital assets	373,680	379,636
Total assets	\$ 636,155	\$ 631,761
Current liabilities	\$ 20,466	\$ 18,400
Long-term liabilities	186,609	193,780
Total liabilities	207,075	212,180
Net assets:		
Invested in capital assets, net of related debt	180,723	179,790
Restricted	42,117	65,190
Unrestricted	206,240	174,601
Total net assets	429,080	419,581
Total liabilities and net assets	\$ 636,155	\$ 631,761

Changes in Net Assets- 2011

The change in net assets was an increase of \$7.0 million for the year ended December 31, 2011 (Table A-3). The Authority's operating revenues were comprised primarily of user fees. Operating revenues were \$23.6 million in 2011 as compared to \$27.9 million in 2010. The Authority's 2011 operating revenues were comprised primarily of user fees of \$19.1 million and food and beverage revenue of \$3.8 million, as compared to user fees of \$22.0 million and food and beverage revenue of \$5.9 million in 2010. The reason for the decline in 2011 revenue is due to variance in the type of events held in 2011 compared to 2010 as well as the impact of a decline in short-term bookings in 2011 as compared to 2010. Operating expenses were similar in 2011 as compared to 2010. Operating expenses, including depreciation, in 2011 totaled \$49.9 million as compared to approximately \$49.7 million in 2010. Table A-4 summarizes the Authority's operating expenses by function. In both 2011 and 2010, non-operating revenues were primarily comprised of dedicated taxes, investment income and interest expense. Dedicated taxes totaled \$40.8 million in 2011 as compared to \$38.2 million in 2010. Investment income and interest expense totaled \$2.2 million and \$9.4 million and \$2.3 million and \$9.2 million, respectively, in 2011 and 2010. During 2011, no interest income or expense was capitalized.

Changes in Net Assets- 2010

The change in net assets was an increase of \$9.5 million for the year ended December 31, 2010 (Table A-5). The Authority's operating revenues were comprised primarily of user fees. Operating revenues were \$27.9 million in 2010 as compared to \$24.8 million in 2009. The Authority's 2010 operating revenues were comprised primarily of user fees of \$22.0 million and \$5.9 million of food and beverage revenue. Operating expenses, including depreciation, in 2010 totaled \$49.7 million as compared to approximately \$52.8 million in 2009. Table A-4 summarizes the Authority's operating expenses by function. In both 2010 and 2009, non-operating revenues were primarily comprised of dedicated taxes, investment income and interest expense. Dedicated taxes totaled \$38.2 million in 2010 as compared to

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\$33.0 million in 2009. Investment income and interest expense totaled \$2.3 million and \$9.2 million and \$2.2 million and \$10.0 million, respectively, in 2010 and 2009. During 2010, no interest income or expense was capitalized.

Table A-3
Ernest N. Morial New Orleans Exhibition Hall Authority
Statements of Revenue, Expenses and
Changes in Net Assets
(in thousands of dollars)
Years ended December 31, 2011 and 2010

	2011	2010
Operating Revenues:		
User fees and other revenues	\$ 19,763	\$ 22,033
Food and beverage	3,839	5,895
Total operating revenues	23,602	27,928
Operating Expenses:		
Operating expenses	35,422	35,201
Depreciation	14,486	14,457
Total operating expenses	49,908	49,658
Operating loss	(26,306)	(21,730)
Non-operating revenues-net	33,338	31,229
Change in net assets	7,032	9,499
Net assets, beginning of the year	429,080	419,581
Net assets, end of the year	\$ 436,112	\$ 429,080

Table A-4
Ernest N. Morial New Orleans Exhibition Hall Authority
Operating Expenses (in thousands of dollars)
Years ended December 31, 2011 and 2010

	2011	2010
General and administrative	\$ 7,942	\$ 8,467
Sales and marketing	2,107	2,185
Event services	803	943
Food Services	290	-
Building operations	14,898	15,498
Public safety	3,315	3,118
Production services	1,422	1,435
Technology services	2,347	2,057
The UPS Store	336	125
Depreciation	14,485	14,457
Buildings improvements, not capitalized	1,963	1,373
Total operating expenses	\$ 49,908	\$ 49,658

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MANAGEMENT'S DISCUSSION AND ANALYSIS
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Table A-5
Ernest N. Morial New Orleans Exhibition Hall Authority
Statements of Revenue, Expenses and
Changes in Net Assets
(in thousands of dollars)
Years ended December 31, 2010 and 2009

	2010	2009
Operating Revenues:		
User fees and other revenues	\$ 22,033	\$ 21,107
Food and beverage	5,895	3,711
Total operating revenues	27,928	24,818
Operating Expenses:		
Operating expenses	35,201	37,587
Depreciation	14,457	15,258
Total operating expenses	49,658	52,845
Operating loss	(21,730)	(28,027)
Non-operating revenues-net	31,229	25,842
Change in net assets	9,499	(2,185)
Net assets, beginning of the year	419,581	421,766
Net assets, end of the year	\$ 429,080	\$ 419,581

Table A-6
Ernest N. Morial New Orleans Exhibition Hall Authority
Operating Expenses (in thousands of dollars)
Years ended December 31, 2010 and 2009

	2010	2009
General and administrative	\$ 8,467	\$ 9,381
Sales and marketing	2,185	1,739
Event services	943	1,197
Building operations	15,498	13,701
Public safety	3,118	2,581
Production services	1,435	1,650
Technology services	2,057	2,132
The UPS Store	125	-
Depreciation	14,457	15,258
Buildings improvements, not capitalized	1,373	5,206
Total operating expenses	\$ 49,658	\$ 52,845

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MANAGEMENT'S DISCUSSION AND ANALYSIS
YEARS ENDED DECEMBER 31, 2011 and 2010

Cash Flows - 2011

The change in cash and cash equivalents, as reflected in Table A-7, from 2011 to 2010 was a result of an increase in cash used for operating activities. The increase in noncapital financing activities in 2011, as compared to 2010, was a result of an increase of cash received from tax revenues. The change in capital and financing activities is due to a reduction in interest expense and an increase in the purchase and/or construction of capital assets. Investment activities had a use of cash in 2011 reflecting current year purchases of investments, and included a reduction of investment income received.

Cash Flows - 2010

The change in cash and cash equivalents, as reflected in Table A-8, from 2010 to 2009 was a result of a decrease in cash used for operating activities. The increase in noncapital financing activities in 2010, as compared to 2009, was a result of an increase of cash received from tax revenues. The change in capital and financing activities is due to a reduction in interest expense and an increase in the purchase and/or construction of capital assets. Investment activities had a use of cash in 2010 reflecting current year purchases of investments, and included a reduction of investment income received.

Table A-7
Ernest N. Morial New Orleans Exhibition Hall Authority
Statements of Cash Flows
(in thousands of dollars)
Years ended December 31, 2011 and 2010

	2011	2010
Cash flows from:		
Operations	\$ (13,871)	\$ (5,678)
Noncapital financing	40,725	37,608
Capital and related financing activities	(24,378)	(24,485)
Investing activities	(42,445)	(9,219)
Net decrease in cash and cash equivalents	\$ (39,969)	\$ (1,774)

Table A-8
Ernest N. Morial New Orleans Exhibition Hall Authority
Statements of Cash Flows
(in thousands of dollars)
Years ended December 31, 2010 and 2009

	2010	2009
Cash flows from:		
Operations	\$ (5,678)	\$ (14,196)
Noncapital financing	37,608	32,358
Capital and related financing activities	(24,485)	(21,811)
Investing activities	(9,219)	(12,026)
Net decrease in cash and cash equivalents	\$ (1,774)	\$ (15,675)

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MANAGEMENT'S DISCUSSION AND ANALYSIS
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CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets- 2011

As of December 31, 2011, the Authority had invested approximately \$585 million in property, buildings and equipment. During 2011, the Authority increased property, buildings and equipment by approximately \$9.5 million. Depreciation in 2011 totaled \$14 million, adjusting accumulated depreciation to \$216 million as of December 31, 2011.

The construction in progress as of December 31, 2011 includes improvements in the Great Hall, improvements to existing structure and building improvements related to the Phase IV expansion.

Capital Assets- 2010

As of December 31, 2010, the Authority had invested approximately \$575 million in property, buildings and equipment. During 2010, the Authority increased property, buildings and equipment by approximately \$8.4 million. Depreciation in 2010 totaled \$14 million, adjusting accumulated depreciation to \$202 million as of December 31, 2010.

The construction in progress as of December 31, 2011 includes improvements in the Great Hall, improvements to existing structure and building improvements related to the Phase IV expansion.

Debt Administration- 2011 and 2010

The Authority continued to make its regularly scheduled payments on its bonds. In 2011, payments on the GoZone note payable will also begin in January 2012.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGET

The primary purpose of a convention center is to attract attendees to conventions and tradeshows so that they will spend dollars in local facilities such as hotels, restaurants, tourist attractions, retail stores, etc. This spending results in increased tax collections for the state and local governments. The New Orleans Ernest N. Morial Convention Center is one of the greatest economic assets of the City of New Orleans and the State of Louisiana. In 2011, the Center hosted 113 major conventions and trade shows, attracted approximately 473,000 out of state attendees and produced 645,000 room nights. The economic impact has not yet been completed for 2011. In 2010, the Center hosted 105 major conventions and trade shows, attracted approximately 528,900 out-of-state attendees and produced approximately 809,900 room nights. The estimated total economic impact in 2010 was \$1.80 billion. This spending produced \$148.69 million in tax revenue for the State of Louisiana and local governments. In 2010, the Center supported 25,609 local jobs creating approximately \$500 million in income for local area residents. The Authority is scheduled to have approximately 100 events in 2012. Approximately \$50 million on construction projects will also occur in 2012. These projects include the construction of a 60,000-square-foot ballroom, "The Great Hall". Also, the Julia Street entrance to the Great Hall will be transformed into a sunny, windowed entry plaza. The project also includes a new 4,660-square-foot junior ballroom with a rooftop terrace, and a 5,700-square-foot executive lounge.

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MANAGEMENT'S DISCUSSION AND ANALYSIS
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Several contracts related to these projects have been awarded. The Authority will be using restricted assets related to capital improvements and future projects to fund these projects.

CONTACTING THE AUTHORITY'S FINANCIAL MANAGEMENT

This financial report is designed to provide our bondholders, patrons, and other interested parties with a general overview of the Authority's finances and to demonstrate the Authority's accountability for the money it receives. If you have questions about this report or need additional financial information, contact the Vice President of Finance and Administration, Alita Caparotta, at (504) 582-3022.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
STATEMENTS OF NET ASSETS
DECEMBER 31, 2011 AND 2010

ASSETS	2011	2010
Current assets:		
Cash	\$ 43,471,411	\$ 132,251,258
Investments	125,361,771	79,820,831
Accounts receivable, net	1,336,644	1,645,873
Interest receivable	202,379	107,007
Prepaid expenses and other assets	865,416	493,596
Total current assets	171,237,621	214,318,565
Restricted assets:		
Cash, designated for construction	48,771,063	-
Cash, restricted primarily for construction	5,367,029	5,327,400
Investments, restricted primarily for debt service	30,924,509	31,908,130
Interest receivable	540,452	567,448
Taxes receivable	8,802,065	8,683,189
Total restricted assets	94,405,118	46,486,167
Deferred charges - bond issue costs	1,472,253	1,670,120
Property, buildings and equipment, net	368,917,819	373,680,067
Total assets	\$ 636,032,811	\$ 636,154,919
LIABILITIES AND NET ASSETS		
Current liabilities (payable from current assets):		
Accounts payable	3,148,970	5,384,856
Contracts and retention payable	2,300,412	441,779
Deferred revenue	2,128,279	2,405,151
Compensated absences, current portion	398,489	385,392
Total unrestricted current liabilities	7,976,150	8,617,178
Current liabilities (payable from restricted assets):		
Other liabilities	154,905	137,106
Current portion of accrued bond interest	4,623,772	4,231,911
Current portion of bonds and note payable	9,206,676	7,480,000
Total restricted current liabilities	13,985,353	11,849,017
Total current liabilities	21,961,503	20,466,195
Long-term liabilities:		
Compensated absences, less current portion	430,237	398,899
Bonds and note payable, less current portion, net	176,582,988	185,476,632
Deferred revenue, less current portion	945,934	732,898
Total long-term liabilities	177,959,159	186,608,429
Total liabilities	199,920,662	207,074,624
Net assets:		
Invested in capital assets, net of related debt	183,128,155	180,723,436
Restricted primarily for debt service and construction	40,855,378	42,117,150
Unrestricted	212,128,616	206,239,709
Total net assets	436,112,149	429,080,295
Total liabilities and net assets	\$ 636,032,811	\$ 636,154,919

See accompanying notes to these financial statements.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
Operating revenues:		
User fees	\$ 19,147,435	\$ 21,684,903
Food and beverage	3,839,319	5,895,135
The UPS Store	352,853	6,553
Rentals	190,518	173,094
Miscellaneous	71,699	168,144
Total operating revenues	23,601,824	27,927,829
Operating expenses:		
General and administrative	7,941,891	8,466,596
Sales and marketing	2,106,887	2,184,959
Event services	802,482	943,251
Food services	290,174	-
Building operations	14,897,899	15,498,084
Building improvements, not capitalized	1,963,334	1,372,921
Public safety	3,315,141	3,117,474
Production services	1,422,421	1,434,632
Technology services	2,347,112	2,057,352
Depreciation	14,485,556	14,457,499
The UPS Store	335,509	125,191
Total operating expenses	49,908,406	49,657,959
Loss from operations	(26,306,582)	(21,730,130)
Non-operating revenues (expenses):		
Tax revenues (note 7)	40,843,585	38,208,085
Investment income	2,180,855	2,265,542
Interest expense	(9,366,585)	(9,244,244)
Grant adjustment	(319,419)	-
Income from non-operating revenues (expenses)	33,338,436	31,229,383
Increase in net assets	7,031,854	9,499,253
Net assets:		
Balance, beginning of year	429,080,295	419,581,042
Balance, end of year	\$ 436,112,149	\$ 429,080,295

See accompanying notes to these financial statements.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
Cash flows from operating activities:		
Cash received from user fees	\$ 19,392,829	\$ 20,439,979
Cash received from other sources	4,454,387	7,159,887
Cash paid to employees and for related expenses	(18,224,409)	(16,823,083)
Cash paid to suppliers	(19,493,451)	(16,454,346)
Net cash used in operating activities	(13,870,644)	(5,677,563)
Cash flows from noncapital financing activities:		
Cash received from taxes	40,724,710	37,537,116
Cash received from grant revenues	-	70,507
Net cash provided by noncapital financing activities	40,724,710	37,607,623
Cash flows from capital and related financing activities:		
Acquisition and construction of capital assets	(8,434,556)	(8,543,579)
Interest paid	(8,463,825)	(8,811,365)
Repayment of bonds	(7,480,000)	(7,130,000)
Net cash used in capital and related financing activities	(24,378,381)	(24,484,944)
Cash flows from investing activities:		
Purchases of investment securities	(111,927,999)	(57,937,244)
Investment sales and maturities	67,370,680	46,440,157
Interest payments received	2,112,479	2,277,660
Net cash used in investing activities	(42,444,840)	(9,219,427)
Net decrease in cash and cash equivalents	(39,969,155)	(1,774,311)
Cash and cash equivalents at beginning of year	137,578,658	139,352,969
Cash and cash equivalents at end of year	\$ 97,609,503	\$ 137,578,658
Reconciliation of loss from operations to net cash used in operating activities:		
Loss from operations	\$ (26,306,582)	\$ (21,730,130)
Adjustments to reconcile loss from operations to net cash used in operating activities:		
Depreciation	14,485,556	14,457,499
Retirement of fixed assets	569,878	23,394
(Increase) decrease:		
Accounts receivable	326,063	(456,565)
Prepaid and other assets	(371,820)	131,796
Increase (decrease) in:		
Accounts payable and accrued expenses	(2,493,069)	1,829,986
Deferred revenue	(80,669)	66,457
Net cash used in operating activities	\$ (13,870,643)	\$ (5,677,563)

See accompanying notes to these financial statements.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Organization and Reporting Entity

The Ernest N. Morial New Orleans Exhibition Hall Authority (the Authority) is an independent political subdivision of the State of Louisiana created in 1978 by Act 305 (subsequently amended) of the Louisiana Legislature to plan, finance, construct and manage a convention and exhibition center in the City of New Orleans. The operations of the convention and exhibition centers are through the New Orleans Public Facility Management, Inc. (NOPFM), a separately incorporated organization, doing business as the New Orleans Ernest N. Morial Convention Center. Under the present management agreement between the Authority and NOPFM, the Authority reimburses NOPFM for costs of operating the convention and exhibition center, and NOPFM will neither own assets nor retain revenues. The NOPFM is a blended component unit of the Authority.

The Authority is governed by a twelve member Board of Commissioners composed of nine (9) appointees of the Governor of Louisiana and three (3) appointees of the Mayor of New Orleans. The Board of Commissioners establishes policies, approves the budget, controls appropriations and appoints an Executive Vice President responsible for administering all the Authority's operations and activities.

The Authority is a stand-alone entity. The Authority is neither fiscally dependent on any other local government, nor does it provide specific financial benefits to or impose specific financial burdens on any other government. No other potential component units meet the criteria for inclusion in the financial statements of the Authority.

(b) Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The proprietary fund is used to account for the Authority's ongoing operations and activities which are similar to those often found in the private sector. The proprietary fund is accounted for using a flow of economic resources measurement focus. With this measurement focus, all assets and all liabilities associated with the operation of these funds are included on the statement of net assets. Net assets are segregated into amounts invested in capital assets (net of related debt), restricted for debt service, restricted for capital projects, and unrestricted. The Board's restricted assets are expendable for their purposes. The Authority utilizes available restricted assets before utilizing unrestricted assets. The operating statements present increases (revenues) and decreases (expenses) in net assets.

The Authority maintains one proprietary fund type – the enterprise fund. The enterprise fund is used to account for operations (a) that are financed and operated in a manner similar to private business enterprises--where the intent of the governing body is that the cost (expenses, including depreciation) of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges; or (b) where the governing body has decided that periodic determination of revenues earned, expenses incurred, and/or net income is appropriate for capital maintenance.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) *Measurement Focus, Basis of Accounting, and Financial Statement Presentation (continued)*

Operating revenues include all charges for service and related fees associated with operating expenses. Interest income, interest expense and tax revenues are presented as non-operating items.

(c) *Designated and Restricted Assets*

Certain assets, consisting of cash, investments and receivables, are segregated and classified as restricted assets, which may not be used except in accordance with state regulations or contractual terms, under certain conditions. Restricted assets are held as follows:

- Debt service reserve was established by the Authority's bond indentures. The required reserve is the lesser of (i) ten percent of the original principal issued, (ii) the maximum of principal and interest maturing and due in next fiscal year, or (iii) 125% of average annual principal and interest requirement, after any reductions.
- Debt service, funded by the special revenue taxes, was established by the Authority's bond indentures. The required accumulated debt service is equal to the sum of (i) interest accruing during the period of bonds outstanding and (ii) portion of principal accruing until the next principal payment date.
- Capital projects, funded by the proceeds of bond issues, restricted for the building expansion and improvements. We do not have such funds as of December 31, 2011 and/or 2010.
- Rouse Lease Clearing and Venture Lease Escrows, which include rental income received by the Authority on behalf of and remitted to the City of New Orleans for property owned by the City. In addition to the amounts collected on behalf of the City of New Orleans, the Authority also collects certain funds related to a third-party cell site. The amounts payable are included in other liabilities in the balance sheet.

Designated assets are held as follows:

- Capital projects, funded by the operating assets for which contracts have been awarded and underway.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) *Investments*

Investments consist of time deposits, money market mutual funds, certificates of deposits, U.S. Treasury obligations, U.S. government agency securities, and repurchase agreements and are stated at fair value. Fair value is based on quoted market prices, as applicable; if quoted prices are not available, fair value is estimated based on similar securities.

(e) *Property, Buildings and Equipment*

Property, buildings and equipment are carried at historical cost. Depreciation and amortization are charged to expense over the estimated useful lives of the assets and is determined using the straight-line method. The estimated useful lives used in computing depreciation and amortization are as follows:

Buildings	40 years
Building improvements	20 years
Equipment, furniture and fixtures	5-12 years

The Authority capitalizes moveable equipment with a value of \$5,000 or greater and most electronic equipment of \$500 or greater. The Authority capitalizes building improvements greater than \$50,000. The cost of additions includes contracted work, direct labor, materials and allocable cost. Donated fixed assets are recorded at their estimated fair value at the date of donation.

Interest is capitalized on fixed assets acquired and/or constructed with tax-exempt debt. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in revenue for the period. The cost of maintenance and repairs is charged to operations as incurred, and significant renewals and betterments are capitalized. Deductions are made for retirements resulting from renewals or betterments.

(f) *Taxes*

The Authority receives dedicated taxes as follows:

Hotel Occupancy Tax

The Authority's bonds are payable from revenues derived by the Authority from the Hotel Occupancy Tax authorized by Act No. 305 of the Regular Session of the Legislature of Louisiana for the year 1978, as amended (the Act) and earnings on certain funds and accounts of the Authority. The Hotel Occupancy Tax is levied and collected on the occupancy of hotel and motel rooms within the Parish of Orleans. Initially established as a 1% tax, the rate (with approval by the Legislature and public referendum) was increased to 2%, effective October 1, 1980. This tax is dedicated to the Authority's bonds and those taxes are presently being collected within the City and other locations on behalf of the Authority by the Louisiana Department of Revenue and Taxation (the Department).

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Hotel Occupancy Tax (continued)

Effective July 1, 2002, an additional 1% was imposed for the purpose of providing funds for the Phase IV Convention Center Expansion Project. These additional taxes were used to fund initial capital expenditures incurred and are currently used to retire all bonds.

Hotel Occupancy/Food and Beverage Tax

The following summarizes the 1988 hotel occupancy and food and beverage taxes:

Pursuant to Act 390 of the regular session of the Legislature of Louisiana for 1987, the Authority is empowered to levy and collect a Hotel Occupancy Tax (the "1988 Hotel Occupancy Tax") and a Food and Beverage Tax (collectively referred to as the "Tax"), to secure bonds to be issued to finance a portion of the costs of the Convention Center expansion. The 1988 Hotel Occupancy Tax is separate and distinct from the 1978 Hotel Occupancy Tax levied by the Authority and pledged to secure the Series 1983 Bonds (refinanced by the 1996 Series). The Tax has additionally been approved by the City Council and was imposed pursuant to a special election held on November 21, 1987.

On February 24, 1988, the Authority adopted a resolution authorizing the actual levy and collection of the Tax to be effective April 1, 1988. The Tax, which secures the 1996 Bond Series, is presently being collected within the City and other locations on behalf of the Authority pursuant to a Contract of Agency for Collection of Taxes with the Louisiana Department of Revenue and Taxation (the Department). The Department is required to remit tax collections to the Authority, initially net of the \$200,000 annual collections fee retained by the Department at the rate of 3% of monthly collections until the total amount is attained. The collection fee is subject to annual renegotiation which is currently \$200,000.

The 1988 Hotel Occupancy Tax is levied in the amount of fifty cents (\$0.50) per occupied hotel room per night for hotels containing ten (10) to two hundred ninety-nine (299) rooms, one dollar (\$1.00) per occupied hotel room per night for hotels containing three hundred (300) to nine hundred ninety-nine (999) guest rooms and two dollars (\$2.00) per occupied hotel room for hotels containing one thousand (1,000) or more guest rooms. The 1988 Hotel Occupancy Tax will automatically terminate upon payment in full of all bonds or other obligations of the Authority payable in whole or in part from or secured by the 1988 Hotel Occupancy Tax.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Food and Beverage Tax

The Food and Beverage Tax is a tax in the amount of one-half of one percent (0.5%) imposed on the gross receipts from the sale of food and beverages in any food service establishment. The tax is applicable to all such establishments located within the City or in any airport or air transportation facility owned and operated by the City, excluding food service establishments which have annual gross receipts from food and beverage sales of less than \$200,000 from the operation of all such establishments during the calendar year prior to the year in which such tax is assessed. The tax is not applicable to meals furnished to the staff and students of educational institutions; the staff and patients of hospitals; the staff, inmates and patients of mental institutions and the boarders of rooming houses. The Food and Beverage Tax will automatically terminate upon payment in full of all Bonds or other obligations of the Authority payable in whole or in part from or secured by the Food and Beverage Tax.

Effective July 1, 2002, an additional ¼ of 1% on annual gross receipts from food and beverage sales greater than \$500,000 was imposed for the purpose of providing funds for the Phase IV Convention Center Expansion Project. These additional taxes were used to fund initial capital expenditures incurred and are currently used to retire all bonds.

Service Contractor and Tour Tax

Pursuant to Act 42 of the regular session of the Legislature of Louisiana for 1994 which amended Act 305 of 1978, the Authority is empowered to levy and impose a 2% tax on the furnishing of goods and services in conjunction with trade shows, conventions, and exhibitions located within Orleans Parish. The effective date of the service contractor tax was May 1, 1995. "Goods and services" means merchandise, wares, materials, labor, assistance or benefit provided in connection with the installation and dismantling of exhibits, displays and booths, decorations, electrical supplies, materials handling, drayage, flowers and floral decorations, computers, audio and visual equipment, bands and orchestra, lighting trusses, rigging and associated equipment, furniture, carpets, signs, props, floats, business machines, plumbing, telephones, photography, utilities, balloons, scaffolding, forklifts, high lifts, security, information retrieval system and any other services or items associated with the above. Specifically, excluded are foods and beverages and the shuttle services of attendees to and from the location of the convention and trade show.

In addition to the above, the Authority is also empowered to levy and impose a one dollar (\$1.00) tax on the sale of tickets sold in the Parish of Orleans for per capita sightseeing tours in the Parish of Orleans, and for tours a portion of which includes sight-seeing in the Parish of Orleans. The effective date of the tour tax was May 1, 1995. This tax expires when all debt obligations expire. This tax is dedicated to the Authority's Bond Series, and those taxes are presently being collected within the City and other locations on behalf of the Authority by the Louisiana Department of Revenue and Taxation.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

RTA Tax

In April 2002, the Authority entered into a Cooperative Endeavor Agreement (CEA) with the Regional Transit Authority (RTA) and the New Orleans Tourism Marketing Corporation (NOTMC), creating a transit fund to be separately maintained and funded with taxes collected by the RTA based on a 1% sales tax to be collected from hotels and motels in the City of New Orleans and equal to 50% of the annual fee paid by RTA to NOTMC. In exchange for the funds received, the Authority agreed to utilize the funds for financing or funding of actual physical construction costs (labor and materials) of new capital facilities and/or capital improvements of the Convention Center in connection with the Phase IV Expansion Project, particularly including, but not limited to, facilities and/or improvements that address and recognize the need to access the RTA's Riverfront Streetcar and Shuttle – bus services and the transportation needs of the Convention Center attendees and the public, consistent with the needs of the Authority and the legal requirements for the use and/or expenditure of the revenues derived from the RTA tax. In addition, moneys in the transit fund may be used to pay debt services on any bonds issued for construction financing of the Phase IV Expansion Project.

State of Louisiana, Department of State Economic Development

Pursuant to Act 73, based on the sufficiency of the Hotel Occupancy tax collections to pay the obligations of related bonds within any fiscal year of the State of Louisiana, the State of Louisiana Department of State Economic Development remits \$2 million of the remaining funds on an annual basis to the Authority.

(g) *Capital Contributions*

Contributions from State appropriations are made available to the Authority for capital improvements and are recognized when the expenses have been incurred and approval of the appropriation has been received. These appropriations are included in capital contributions in the statement of revenue, expenses and changes in net assets.

(h) *Compensated Absences*

The Authority is obligated to reimburse NOPFM for vacation when earned by its employees, either in accordance with general personnel policy or under certain union agreements. The total liability for accrued vacation at December 31, 2011 and 2010 was \$828,726 and \$784,291, respectively, of which \$430,237 and \$398,899 is the long-term portion.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Vacation of full time employees in regular status is earned as follows:

- 6 months – 5 days
- 6 months to 5 1/2 years of continuous service – 10 days
- 5 1/2 to 10 1/2 years of continuous service – 15 days
- over 10 1/2 years of continuous service – 20 days

The maximum annual leave cannot exceed more than the amount earned in a two year period during regular status of employment.

(i) *Cash Flows*

For the purposes of the statements of cash flows, cash and cash equivalents include investments with a maturity of three months or less at time of purchase.

(j) *Bond Issuance Costs and Refundings*

Costs related to issuing bonds are capitalized and amortized over the life of the bonds. Gains and losses associated with refundings and advance refundings are being deferred and amortized based upon the methods used to approximate the interest method over the life of the new bonds or the remaining term on any refunded bond, whichever is shorter.

(l) *Risk Management*

The Authority provides for losses resulting from health insurance claims. The Authority is commercially insured for other significant risks (e.g., general liability, workers' compensation, building, etc.).

(m) *Revenues and Deferred Revenue*

Revenues from user fees, food and beverage, the UPS store and rentals are recognized when earned (when the event/transaction occurs). Revenue collected for events in future years is deferred.

(n) *Use of Estimates*

Management of the Authority has made a number of estimates and assumptions relating to the reporting of assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from those estimates.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Reclassifications

Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform to the presentation in the current-year financial statements.

2. CASH AND INVESTMENTS

The Authority's cash and investments consisted of the following as of December 31, 2011 and 2010, respectively:

	2011	2010
Cash and cash equivalents		
Unrestricted	\$ 43,471,411	\$ 132,251,258
Designated for construction	48,771,063	-
Restricted primarily for debt service and construction	5,367,029	5,327,400
Total cash and cash equivalents	<u>\$ 97,609,503</u>	<u>\$ 137,578,658</u>
Investments		
Unrestricted	\$ 125,361,771	\$ 79,820,831
Restricted primarily for debt service	30,924,509	31,908,130
Total investments	<u>\$ 156,286,280</u>	<u>\$ 111,728,961</u>

Actual cash in banks as of December 31, 2011 and 2010, for restricted and unrestricted bank accounts, before outstanding checks and reconciling items, was \$99,623,858 and \$127,952,500, respectively. Of the total bank balances at December 31, 2011 and 2010, all amounts were covered by federal depository insurance or by collateral held in the Authority's name by its agent. As of December 31, 2011 and 2010, the Authority had repurchase agreements totaling \$19,296,066. Because the pledged securities are held by the pledging fiscal agent in the Authority's name, the Authority does not have any custodial credit risk. The pledged securities may be released only upon the written authorization of the Authority.

State of Louisiana Revised Statutes authorize the Authority to invest in direct United States Treasury obligations; short-term repurchase agreements; time certificates of deposit at financial institutions, state banks and national banks; bonds, debentures, notes or other indebtedness issued or guaranteed by U.S. Government instrumentalities which are federally sponsored or federal agencies that are backed by the full faith and credit of the United States.

Amounts previously presented for restricted assets as well as net assets for 2010 have been restated to consider legal restrictions based on the guidance of GASB 54, *Fund Balance Reporting and Governmental Fund Type Definitions*.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

2. CASH AND INVESTMENTS (continued)

The Authority has \$19 million of repurchase agreements with fixed rates of interest through the terms of the agreements. These investments are held under the terms of the bond indenture agreements as reserve funds. The repurchase agreements are supported by collateral requirements varying from 104% to 105% of the account balance.

Collateral is held in the name of the trustees of the bond issue for the benefit of the Authority and consists of U.S. government and agency securities. Custodians are independent of the counterparties to the agreements. Under the terms of the repurchase agreements, the trustees may make deposits and withdrawals for these accounts in accordance with certain terms of the trust indenture agreements. The investments are subject to custodial risk upon default of the custodian. The Authority's investments in repurchase agreements were as follows as of December 31, 2011 and 2010:

Bond Issue	Interest Rate	Termination Date	Amount
2004 Refunding	4.785%	July 2025	\$ 9,393,500
1996 A and C	5.86%	July 2025	7,901,740
1998	5.44%	July 2027	2,000,826
Total investments			<u>\$ 19,296,066</u>

Credit risk is managed through the requirements of the counterparty to maintain pledged securities in the name of the Authority held in the counterparty's trust department or by the Federal Reserve Bank of the United States. The Authority's investment in repurchase agreements is a contract and is not rated.

3. ACCOUNTS RECEIVABLE

Accounts receivable consist of the following as of December 31:

	2011	2010
Customers	\$ 1,421,428	1,395,249
Other	195,585	530,493
	1,617,013	1,925,742
Less allowance for uncollectible amounts	(280,369)	(279,869)
	<u>\$ 1,336,644</u>	<u>1,645,873</u>

Receivables from customers represent amounts due in connection with the use of facilities.

**ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010**

4. PROPERTY, BUILDINGS AND EQUIPMENT

A summary of changes in fixed assets follows:

	January 1, 2011	Additions	Deletions	December 31, 2011
Land, non depreciable	\$ 76,575,515	-	-	\$ 76,575,515
Building/building improvements	455,440,316	7,677,886	(548,154)	462,570,048
Equipment	18,668,653	2,277,322	(269,356)	20,676,619
Surface parking	6,915,473	-	-	6,915,473
Software	1,635,369	172,930	-	1,808,299
Art/exhibits, non depreciable	210,000	-	-	210,000
Construction in progress	16,016,213	7,842,935	(7,677,886)	16,181,262
	575,461,539	17,971,073	(8,495,396)	584,937,216
Accumulated depreciation and amortization	201,781,472	14,485,556	(247,631)	216,019,397
	<u>\$ 373,680,067</u>			<u>\$ 368,917,819</u>

	January 1, 2010	Additions	Deletions	December 31, 2010
Land, non depreciable	\$ 76,575,515	-	-	\$ 76,575,515
Building/building improvements	453,415,635	2,024,681	-	455,440,316
Equipment	18,102,631	651,560	(85,538)	18,668,653
Surface parking	6,915,473	-	-	6,915,473
Software	1,466,280	169,089	-	1,635,369
Art/exhibits, non depreciable	210,000	-	-	210,000
Construction in progress	10,336,721	7,273,434	(1,593,942)	16,016,213
	567,022,255	10,118,764	(1,679,480)	575,461,539
Accumulated depreciation and amortization	187,386,117	14,457,499	(62,144)	201,781,472
	<u>\$ 379,636,138</u>			<u>\$ 373,680,067</u>

The construction in progress as of December 31, 2011 includes improvements in the Great Hall, improvements to existing structure and building improvements related to the Phase IV expansion.

**ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010**

5. LONG-TERM OBLIGATIONS

The following summarizes the changes in the Authority's long-term obligations for the years ended December 31, 2011 and 2010:

	January 1, 2011	Additions	Deletions	December 31, 2011	Due Within One Year	Over One Year
Bonds payable	\$ 167,515,000	-	(7,480,000)	160,035,000	7,860,000	152,175,000
Go Zone payable	28,284,268	-	-	28,284,268	1,346,676	26,937,592
Compensated absences	784,291	44,435	-	828,726	398,489	430,237
	<u>\$ 196,583,559</u>	<u>44,435</u>	<u>(7,480,000)</u>	<u>189,147,994</u>	<u>9,605,165</u>	<u>179,542,829</u>

	January 1, 2010	Additions	Deletions	December 31, 2010	Due Within One Year	Over One Year
Bonds payable	\$ 174,645,000	-	(7,130,000)	167,515,000	7,480,000	160,035,000
Go Zone payable	28,284,268	-	-	28,284,268	-	28,284,268
Compensated absences	695,400	88,891	-	784,291	385,392	398,899
	<u>\$ 203,624,668</u>	<u>88,891</u>	<u>(7,130,000)</u>	<u>196,583,559</u>	<u>7,865,392</u>	<u>188,718,167</u>

Bonds Payable

Long-term debt activity for the years ended December 31, 2011 and 2010 is as follows:

Series	January 1, 2011	Additions	Deletions	December 31, 2011
1996A	\$ 4,915,000	-	(4,915,000)	-
1996C	24,900,000	-	(175,000)	24,725,000
1998	22,500,000	-	-	22,500,000
2000	23,575,000	-	(1,840,000)	21,735,000
2004	91,625,000	-	(550,000)	91,075,000
	<u>\$ 167,515,000</u>	<u>-</u>	<u>(7,480,000)</u>	<u>160,035,000</u>

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

5. LONG-TERM OBLIGATIONS (continued)

Series	January 1, 2010	Additions	Deletions	December 31, 2010
1996A	\$ 9,585,000	-	(4,670,000)	4,915,000
1996C	25,070,000	-	(170,000)	24,900,000
1998	22,500,000	-	-	22,500,000
2000	25,330,000	-	(1,755,000)	23,575,000
2004	92,160,000	-	(535,000)	91,625,000
\$	174,645,000	-	(7,130,000)	167,515,000

The Authority's bond issues outstanding as of December 31 were as follows:

	2011	2010
1996A Series, Special Tax Bonds, interest rate of 5.25%, final payment due July 2011	\$ -	4,915,000
1996C Series, Special Tax Bonds, interest rates between 5.3% and 5.4%, due in annual principal debt service requirements ranging from \$1,585,000 to \$2,825,000, final payment due July 2025; partially refunded by 2004 Series	24,725,000	24,900,000
1998 Series, Special Tax Bonds, interest rate of and 5.0%, interest payable semi-annually, remaining principal payments of \$10,975,000 and \$11,525,000, due in July 2026 and July 2027, respectively	22,500,000	22,500,000
2000 Series, Special Tax Bonds, interest rates between 5.0% and 5.25%, due in annual principal debt service requirements ranging from \$1,935,000 to \$2,970,000, final payment due July 2020	21,735,000	23,575,000
2004 Series, Refunding Bonds, interest rates between 3.5% and 5.0%, due in annual principal debt service requirements ranging from \$4,340,000 to \$9,165,000, final payment due July 2025	91,075,000	91,625,000
	160,035,000	167,515,000
Plus unamortized net discount and deferred loss on bond refunding	(2,529,604)	(2,842,636)
Less current maturities	(7,860,000)	(7,480,000)
Long-term debt less current maturities	\$ 149,645,396	157,192,364

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

5. LONG-TERM OBLIGATIONS (continued)

The principal and interest on the Authority's bonds are payable from the proceeds of the levy and collection of dedicated taxes as described in Note 1. The Series 1996, 1998, 2000, and 2004 Bonds are solely the obligation of the Authority and not of the State of Louisiana or any other agency or political subdivision thereof. During 2004, the Authority partially refunded the 1996C Series. In April 2004, the Authority issued \$93,935,000 in tax revenue bonds with a final maturity of July 15, 2025. The bond proceeds less issuance costs were used to defease \$93,935,000 of the 1996C Series bonds. In September 2007, the Authority defeased the 2003 Bonds. The outstanding balance on all defeased bonds as of December 31, 2011 is \$272,125,000.

The annual requirements to amortize all bonds and note as of December 31, 2011, were as follows:

Principal	Bond Series					Total Bonds
	1996C	1998	2000	2004	Go Zone	Payable
2012	\$ 1,585,000	\$ -	\$ 1,935,000	\$ 4,340,000	\$ 1,346,676	\$ 9,206,676
2013	1,670,000	-	2,035,000	4,490,000	1,409,162	9,604,162
2014	1,760,000	-	2,150,000	4,715,000	1,474,547	10,099,547
2015	1,855,000	-	2,265,000	4,950,000	1,542,966	10,612,966
2016	1,955,000	-	2,390,000	5,195,000	1,614,560	11,154,560
2017-2021	6,775,000	-	10,960,000	34,865,000	9,268,518	61,868,518
2022-2026	9,125,000	10,975,000	-	32,520,000	11,627,839	64,247,839
2027	-	11,525,000	-	-	-	11,525,000
Total	24,725,000	22,500,000	21,735,000	91,075,000	28,284,268	188,319,268
Interest	Bond Series					Total Interest
	1996C	1998	2000	2004	Go Zone	Payable
2012	1,364,925	1,125,000	1,126,805	4,476,150	1,312,390	9,405,270
2013	1,280,920	1,125,000	1,030,055	4,324,250	1,249,904	9,010,129
2014	1,190,740	1,125,000	928,305	4,099,750	1,184,519	8,528,314
2015	1,095,700	1,125,000	818,655	3,864,000	1,116,100	8,019,455
2016	993,672	1,125,000	700,875	3,616,500	1,044,506	7,480,553
2017-2021	3,615,925	5,625,000	1,477,875	13,566,000	4,026,813	28,311,613
2022-2026	1,189,720	5,625,000	-	4,223,500	1,667,493	12,705,713
2027	-	576,125	-	-	-	576,125
Total	10,731,602	17,451,125	6,082,570	38,170,150	11,601,725	84,037,172
Total	Bond Series					Total
	1996C	1998	2000	2004	Go Zone	Payable
2012	2,949,925	1,125,000	3,061,805	8,816,150	2,659,066	18,611,946
2013	2,950,920	1,125,000	3,065,055	8,814,250	2,659,067	18,614,291
2014	2,950,740	1,125,000	3,078,305	8,814,750	2,659,066	18,627,861
2015	2,950,700	1,125,000	3,083,655	8,814,000	2,659,066	18,632,421
2016	2,948,672	1,125,000	3,090,875	8,811,500	2,659,066	18,635,113
2017-2021	10,390,925	5,625,000	12,437,875	48,431,000	13,295,331	90,180,131
2022-2026	10,314,720	16,600,000	-	36,743,500	13,295,332	76,953,552
2027	-	12,101,125	-	-	-	12,101,125
\$	35,456,602	39,951,125	\$ 27,817,570	\$ 129,245,150	\$ 39,885,994	\$ 272,356,440

The Authority is in compliance with its bond covenants as of December 31, 2011 and 2010.

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

5. LONG-TERM OBLIGATIONS (continued)

Defeasance and Go Zone Obligations

In September 2007, the Authority and the State of Louisiana (the State) entered into a Cooperative Endeavor Agreement whereby the State agreed to lend \$28,284,268, authorized by the Gulf Opportunity Zone Act of 2005 and Act 41 of the First Extraordinary Session of the Louisiana Legislature of 2006, to assist in payment of debt service requirements from 2007 through 2008 due to disruption of tax bases and revenue streams caused by Hurricanes Katrina and Rita. Draw downs on the loan were made as debt service payments become due. No principal or interest was payable during the initial five year period of the note. After the expiration of the initial five year period, the note bears an interest at a fixed rate of 4.64%. Interest is payable semi annually beginning January 15, 2012. Principal payments on the note begin in July 2012. The note is expected to be paid in full by in July 2026. The loan may be prepaid without penalty or premium. The Board has the right to request one extension of its obligation to begin payments under the loan not to exceed five years. The Go Zone proceeds were used to pay certain interest and principal payments related to Bond Series 2003 and Bond Series 1998 debt.

Compensated Absences

The Authority's obligation to its employees for accrued vacation time totaled \$828,726 and \$784,291 as of December 31, 2011 and December 31, 2010, respectively. The estimated long-term portion as of December 31, 2011 and 2010 is based on historical data and totaled \$430,237 and \$398,899, respectively. The short-term portion as of 2011 and 2010 was \$398,489 and \$385,392, respectively.

6. DEFERRED REVENUE

A summary of the deferred revenue, consisting primarily of rental payments, is as follows:

	2011	2010
Customer prepayments	\$ 3,074,213	\$ 3,138,049
Less current portion	2,128,279	2,405,151
Long term portion	\$ 945,934	\$ 732,898

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

7. TAXES

The following summarizes tax receivables and revenue as of and for the years ended December 31:

	2011		2010	
	Receivables	Revenue	Receivables	Revenue
3% Hotel Occupancy Tax	\$ 3,682,860	\$ 22,878,450	\$ 3,609,076	\$ 21,284,037
State Economic Development	2,000,000	2,000,000	2,000,000	2,000,000
Hotel Occupancy Food				
Beverage Tax	2,260,362	13,518,081	2,188,890	12,554,773
Service Contractors				
and Tour Tax	183,941	1,487,880	351,168	1,718,018
RTA Tax	674,902	1,655,955	534,055	1,321,561
Collection Fee	-	(696,781)	-	(670,304)
	\$ 8,802,065	\$ 40,843,585	\$ 8,683,189	\$ 38,208,085

8. FOOD AND BEVERAGE REVENUE

Under the contractual agreements with vendors allowed to operate with the Convention Center, the Authority receives various food and beverage revenue. For the years ended December 31, 2011 and 2010, the Authority earned \$3,839,319 and \$5,895,135, respectively, in food and beverage revenue.

9. COMMITMENTS AND CONTINGENCIES

(a) Self-insurance

For 2011 and 2010, the Authority is self-insured for medical claims up to \$80,000 per participant. In 2011 and 2010, the aggregate for claims liability was \$2,190,187 and \$2,284,055, respectively. The Authority has commercial insurance to cover any excess. The Authority has an external third party administrator for health insurance claims. Changes in claims liability during the years ended December 31 were as follows:

	Beginning of year liability	Current year claims and changes in estimates	Claim payments	Balance at year end
2010	\$ 250,106	1,467,359	(1,425,487)	291,978
2011	\$ 291,978	1,497,412	(1,532,159)	257,231

ERNEST N. MORIAL
NEW ORLEANS EXHIBITION HALL AUTHORITY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

9. COMMITMENTS AND CONTINGENCIES (continued)

h) Construction Commitments

Currently, the Authority has committed to approximately \$40 million of construction contracts. These contracts relate to the construction of a 60,000-square-foot ballroom in the Great Hall, which includes transforming the Julia Street entrance into a plaza and adding a new 4,660-square-foot junior ballroom with a rooftop terrace, and a 5,700-square-foot lounge.

c) Contingencies

The Authority is obligated under various contracts and initiatives for projects ongoing to the improvements and maintenance of the convention center and its property. The Authority's ability to receive the necessary taxes and other cash sources is dependent on other third parties.

10. SUBSEQUENT EVENTS

On March 28, 2012, the Authority approved a cooperative endeavor agreement (CEA) with the City of New Orleans to be executed in 2012. The Authority and the City will work to improve a designated area identified as the "hospitality zone" that will enhance the tourists' experience and create economic development. The Authority will provide the City with \$30 million to perform all services in connection with the design, development and construction of the projects. In addition, the Authority has been made aware that the State of Louisiana in its proposed 2012 budget has requested the Authority give the State \$20 million of its unrestricted net assets and cash to fund the medical assistance trust fund. This budget is under review by the State of Louisiana Legislature and is not yet finalized.

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APPENDIX D

FORM OF BOND COUNSEL OPINION

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APPENDIX D
FORM OF BOND COUNSEL OPINION

November 14, 2012

Ernest N. Morial-New Orleans
Exhibition Hall Authority
New Orleans, Louisiana

\$52,070,000
ERNEST N. MORIAL-NEW ORLEANS EXHIBITION HALL AUTHORITY
SPECIAL TAX REFUNDING BONDS
SERIES 2012

We have acted as bond counsel to the Ernest N. Morial-New Orleans Exhibition Hall Authority (the "Authority"), a body politic and corporate and political subdivision of the State of Louisiana (the "State") in connection with the issuance by the Authority of the captioned bonds (the "Series 2012 Bonds"). Capitalized terms used herein and not otherwise defined herein have the meanings given them in the hereinafter defined Indenture.

The Series 2012 Bonds are issued pursuant to Act No. 305 of the 1978 Regular Session of the Louisiana Legislature, as amended (the "Act"), and other constitutional and statutory authority, and a Trust Indenture dated as of July 1, 2003, as supplemented by the First Supplemental Trust Indenture dated as of February 1, 2004 and the Second Supplemental Trust Indenture dated as of November 1, 2012 (collectively, the "Indenture"), each between the Authority and The Bank of New York Mellon Trust Company, N.A. (successor to The Bank of New York Trust Company, N.A., as successor to The Bank of New York Trust Company of Florida, N.A.), as trustee (the "Trustee"), for the purpose of, together with other available funds of the Authority, (i) refunding all of the Authority's outstanding Special Tax Bonds, Series 1996-C, Special Tax Bonds, Series 1998, and Special Tax Bonds, Series 2000, (ii) funding a deposit to the Reserve Fund, and (iii) paying Costs of Issuance.

The Series 2012 Bonds are issuable as fully registered bonds in Authorized Denominations, are dated, bear interest at the rates per annum, mature on the dates and in the principal amounts, are payable in the manner and are subject to redemption all as set forth in the Indenture.

The Authority, in and by the Indenture, has entered into certain covenants and agreements with the owners of the Series 2012 Bonds with respect to the security and payment of the Series 2012 Bonds, including a provision for the issuance of pari passu obligations hereafter under certain conditions and restrictions, for the terms of which reference is made to the Indenture.

We have examined the provisions of the Constitution and statutes of the State, including the Act, a certified transcript of the proceedings of the Authority relating to the issuance of the Series 2012 Bonds, and such

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other documents, proofs and matters of law as we have deemed relevant to the issuance of the Series 2012 Bonds and necessary for the purpose of this opinion.

On the basis of the foregoing examinations, we are of the opinion, as of the date hereof and under existing law, that:

1. Said proceedings, documents and proofs show lawful authority for the issuance of the Series 2012 Bonds pursuant to said Constitution and statutes, particularly the Act, and pursuant to the Indenture.

2. The Series 2012 Bonds have been duly authorized and issued by the Authority pursuant to the Indenture. The Series 2012 Bonds are legally binding limited and special obligations of the Authority, are secured by the Indenture and are payable as to principal, premium, if any, and interest solely from the Tax Revenues derived from (a) the one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of the Act and an election duly held in the City on November 7, 1978, the additional one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of the Act and an election duly held in the City on September 13, 1980 and levied by the Authority by resolution adopted on September 19, 1980, as amended by resolution adopted on April 16, 1981 and as amended on October 2, 2002, and the additional one percent (1%) hotel occupancy tax being levied by the Authority pursuant to the provisions of the Act and levied by the Authority by resolution adopted on May 8, 2002 and as amended on October 2, 2002 (said taxes combined totaling three percent (3%)); (b) the special hotel and food and beverage taxes authorized at the election held in the City on November 21, 1987 and levied by the Authority by resolution adopted on February 24, 1988, as amended by resolution adopted on March 31, 1988 and as amended on October 2, 2002; (c) the special taxes levied by the Authority by ordinances adopted on November 30, 1994, as amended and reinstated on April 26, 1995 and as amended on October 2, 2002; (d) the special tax levied by the Authority by ordinance adopted on November 30, 1994, as amended and restated on April 26, 1995 on sight-seeing tours in the Parish; (e) the food and beverage tax in an amount of one-fourth of one percent of gross receipts sold by food service establishments in the Parish and airport or air transportation facilities owned and operated by the City; (f) moneys appropriated to the Authority by the State from the Phase IV Expansion Project Fund; (g) expansion payments received by the Authority from the New Orleans Tourism Marketing Corporation; and (h) such additional tax or taxes as the Authority designates as an additional tax which is pledged to the payment of the Series 2012 Bonds, and from amounts on deposit in certain funds and accounts established pursuant to the Indenture. The Series 2012 Bonds rank on a parity in all respects with the Authority's outstanding Series 2004 Bonds.

3. The Series 2012 Bonds and interest thereon do not constitute a debt of the State or of any political subdivision thereof other than the Authority within the meaning of the Constitution or statutes of the State and shall never constitute a charge against the credit or taxing power of the State or any political subdivision thereof other than the Authority.

4. Interest on the Series 2012 Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; it should be noted, however, that for the purpose of computing the alternative

minimum tax imposed on certain corporations, such interest is taken into account in determining adjusted current earnings.

5. Under the Act, the Series 2012 Bonds and the income therefrom are exempt from all taxation by the State or any political subdivision thereof.

In rendering the opinion expressed in paragraph 4 above, we have relied on representations of the Authority with respect to questions of fact material to our opinion without undertaking to verify the same by independent investigation, and have assumed continuing compliance with the covenants in the Indenture pertaining to those sections of the Internal Revenue Code of 1986, as amended, which affect the exclusion from gross income of interest on the Series 2012 Bonds for federal income tax purposes. In the event that such representations are determined to be inaccurate or incomplete or the Authority fails to comply with the foregoing covenants in the Indenture, interest on the Series 2012 Bonds could be includable in gross income for federal income tax purposes from the date of their original delivery, regardless of the date on which the event causing such inclusion occurs.

It is to be understood that the rights of the owners of the Series 2012 Bonds and the enforceability of the Series 2012 Bonds and the Indenture may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable, and that their enforcement may also be subject to the exercise of the sovereign police powers of the State or its governmental bodies and the exercise of judicial discretion in appropriate cases.

For the purposes of this opinion, our services as bond counsel have not extended beyond the examinations and expressions of the conclusions referred to above. Except as stated above, we express no opinion as to any federal, state or local tax consequences resulting from the ownership of, receipt of interest on, or disposition of the Series 2012 Bonds.

Respectfully submitted,

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APPENDIX E

FORM OF CONTINUING DISCLOSURE CERTIFICATE

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APPENDIX E

FORM OF CONTINUING DISCLOSURE CERTIFICATE

\$52,070,000

**ERNEST N. MORIAL - NEW ORLEANS EXHIBITION HALL AUTHORITY
SPECIAL TAX REFUNDING BONDS
SERIES 2012**

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the **ERNEST N. MORIAL - NEW ORLEANS EXHIBITION HALL AUTHORITY** (the "Authority"), in connection with the issuance of the above captioned issue of Special Tax Refunding Bonds, Series 2012 (the "Bonds"). The Bonds are being issued pursuant to the Trust Indenture dated as of July 1, 2003, as supplemented by a First Supplemental Trust Indenture dated as of February 1, 2004 and a Second Supplemental Trust Indenture dated as of November 1, 2012 (collectively, the "Indenture"), each between the Authority and The Bank of New York Mellon Trust Company, N.A., Baton Rouge, Louisiana, as trustee, and are described in that certain Official Statement dated November 5, 2012 (the "Official Statement") which contains certain information concerning the Authority, the Bonds and certain financial and other information relating thereto. The Authority covenants and agrees as follows:

SECTION 1. *Definitions.* In addition to the definitions set forth in the Indenture will apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the Authority pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Dissemination Agent" shall mean the Authority's Vice President of Finance and Administration, or any successor Dissemination Agent designated by the Authority, whose mailing address is New Orleans Ernest N. Morial Convention Center, 900 Convention Center Boulevard, New Orleans, Louisiana 70130.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"MSRB" shall mean the Municipal Securities Rulemaking Board, which has been designated by the Securities and Exchange Commission as the single centralized repository for the collection and availability of continuing disclosure documents for purposes of the Rule. The continuing disclosure documents must be provided to the MSRB in portable document format (PDF) to the following:

Municipal Securities Rulemaking Board
Electronic Municipal Market Access Center
<http://emma.msrb.org>

"Official Statement" shall mean the Official Statement with respect to the Bonds and the Authority dated November 5, 2012.

"Participating Underwriter" shall mean the original Underwriters (as defined in the Indenture) required to comply with the Rule in connection with an offering of the Bonds.

"Repositories" shall mean the MSRB and the State Information Depository, if any.

"Rule" shall mean Rule 15c2-12 (b) (5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"State Information Depository" shall mean any public or private depository or entity designated by the State of Louisiana as a state depository for the purpose of the Rule. As of the date of this Disclosure Certificate, there is no State Information Depository.

SECTION 2. *Purpose of the Disclosure Certificate.* This Disclosure Certificate is being executed and delivered by the Authority for the benefit of the owners of the Bonds, including owners of beneficial interests in the Bonds, and the Participating Underwriter, and in order to assist the Participating Underwriter in complying with the Rule.

SECTION 3. *Provision of Annual Reports.*

- (a) The Authority shall, or shall cause the Dissemination Agent to, in each year no later than six (6) months from the end of the Authority's first fiscal year ending after issuance of the Bonds, with the first such report to be due not later than June 30, 2013, provide to the Repositories, an Annual Report which is consistent with the requirements set forth below. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as set forth below; *provided* that the audited financial statements of the Authority may be submitted separately from the balance of the Annual Report.
- (b) If the Dissemination Agent is unable to provide to the Repositories an Annual Report by the date required in (a) above, the Authority shall send a Notice of Failure to File Annual Report to each of the Repositories, in substantially the form attached as Exhibit A.
- (c) The Dissemination Agent shall determine each year prior to the date for providing the Annual Report the name and address of each of the Repositories.

SECTION 4. *Content of Annual Reports.* The Annual Report shall contain or incorporate by reference the following:

- 1. Audited financial statements for the preceding fiscal year. If the Authority's audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.
- 2. Basis of accounting used by the Authority in reporting their financial statements. The Authority follows GAAP principles and mandated Louisiana statutory accounting requirements as in effect from time to time. In the event of any material change in such requirements the impact of such changes will be described in the Annual Report of the year such change occurs.
- 3. Updates of the following tables in the Official Statement:
THE ERNEST N. MORIAL CONVENTION CENTER - NEW ORLEANS
Table of Conventions and Trade Shows
DEBT SERVICE COVERAGE - Historical and Projected Total Debt Service Coverage.
TAX REVENUES - Collection History
Hotel Occupancy Tax Collections

Hotel/Motel Occupancy Tax and Food and Beverage Collections
 Services and Tour Tax Collections
 TAX REVENUES - Regional Transit Authority Tax
 Authority Portion of RTA Tax Collections
 TAX REVENUES - AGGREGATE AUTHORITY TAX COLLECTIONS
 NEW ORLEANS TOURISM INDUSTRY - Hotel Facilities
 10 Largest Hotel Facilities
 Occupancy and Daily Rates
 Conventions - Greater New Orleans Conventions - New Orleans Metropolitan
 Area

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues of the Authority or related public entities, which have been submitted to each of the Repositories or the Securities and Exchange Commission. If the document incorporated by reference is a deemed final official statement, it shall be available from the MSRB. The Authority shall clearly identify each such other document so incorporated by reference.

SECTION 5. *Reporting of Listed Events.* (a) This section shall govern the giving of notices of the occurrence of any of the following Listed Events with respect to the Bonds:

- (i) Principal and interest payment delinquencies;
- (ii) Non-payment related defaults, if material;
- (iii) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) Substitution of credit or liquidity providers, or their failure to perform;
- (vi) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (vii) Modifications to rights of Bondholders, if material;
- (viii) Bond calls, if material, and tender offers;
- (ix) Defeasances;
- (x) Release, substitution, or sale of property securing repayment of the Bonds, if material;
- (xi) Rating changes;
- (xii) Bankruptcy, insolvency, receivership or similar event of the Authority;
- (xiii) The consummation of a merger, consolidation, or acquisition involving an Authority or the sale of all or substantially all of the assets of the Authority, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; or
- (xiv) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) Whenever the Authority obtains knowledge of the occurrence of a Listed Event, the Authority shall direct the Dissemination Agent as soon as possible, but in no event more than ten business days after the occurrence of the event, to file a notice of such occurrence with the MSRB and with any State Information Depository.

SECTION 6. *Management Discussion of Items Disclosed.* If an item required to be disclosed as part of the Annual Report or the Listed Events would be misleading without discussion, the Authority shall additionally provide a statement clarifying the disclosure in order that the statement made will not be misleading in light of the circumstances in which it is made.

SECTION 7. *Termination of Reporting Obligation.* The obligations of the Authority under this Disclosure Certificate shall terminate upon the defeasance, prior redemption or payment in full of all of the Bonds.

SECTION 8. *Dissemination Agent.* The Authority may, from time to time, appoint or engage a successor Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent.

SECTION 9. *Amendment; Waiver.* Notwithstanding any other provision of this Disclosure Certificate, the Authority may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, if:

- (a) The amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the Authority, or type of business conducted;
- (b) This Disclosure Certificate, as amended, or the provision, as waived, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and
- (c) The amendment or waiver does not materially impair the interests of the beneficial owners of the Bonds, as determined either by an opinion of a nationally recognized bond counsel or by approving vote of the holders of the Bonds pursuant to the terms of the Indenture at the time of the amendment.

In the event of any such amendment or waiver of a provision of this Disclosure Certificate, the Authority shall describe such amendment in the next Annual Report relating to the Authority and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of change of accounting principles, on the presentation) of financial information or operating data being presented by or in respect of the Authority.

SECTION 10. *Additional Information.* Nothing in this Disclosure Certificate shall be deemed to prevent the Authority from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the Authority chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the Authority shall not have any obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 11. *Default.* In the event of a failure of the Authority to comply with any provision of this Disclosure Certificate any Bond owner (including any owner of a beneficial interest in the Bonds) or the Participating Underwriter may take such actions as may be necessary and appropriate, to cause the Authority to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an event of default under the Indenture, and the sole remedy under this Disclosure Certificate in the event of any failure of the Authority to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 12. *Beneficiaries.* This Disclosure Certificate shall inure solely to the benefit of the Authority, the Dissemination Agent, the Participating Underwriter and owners (including any owner of a

beneficial interest in the Bonds) from time to time of the Bonds, and shall create no rights in any other person or entity.

SECTION 13. *Other Stipulations.* Any document submitted to the MSRB pursuant to this Disclosure Certificate shall be accompanied by identifying information as prescribed by the MSRB. Any document submitted to the MSRB pursuant to this Disclosure Certificate shall be word-searchable (without regard to diagrams, images and other non-textual elements).

IN FAITH WHEREOF, the undersigned has executed this Continuing Disclosure Certificate on this, the _____ day of _____, 2012.

ERNEST N. MORIAL - NEW ORLEANS
EXHIBITION HALL AUTHORITY

By: _____
President

EXHIBIT A
to Continuing Disclosure Certificate

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of Authority: Ernest N. Morial - New Orleans Exhibition Hall Authority

Name of Bond Issue: \$52,070,000 Special Tax Refunding Bonds, Series 2012

Date of Issuance: November 14, 2012

NOTICE IS HEREBY GIVEN that the Authority has not provided an Annual Report as required by the resolution authorizing the above-described bonds. The Authority anticipates that its Annual Report will be filed by _____.

Date: _____.

ERNEST N. MORIAL – NEW ORLEANS
EXHIBITION HALL AUTHORITY

By: _____
Title:

APPENDIX F

FINANCIAL AND STATISTICAL DATA
RELATIVE TO THE CITY OF NEW ORLEANS AND
THE PARISH OF ORLEANS, STATE OF LOUISIANA

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APPENDIX F

FINANCIAL AND STATISTICAL DATA RELATIVE TO THE CITY OF NEW ORLEANS AND THE PARISH OF ORLEANS, STATE OF LOUISIANA

The City of New Orleans (the “City”) and the Parish of Orleans (the “Parish”) have the same boundaries and are located in southeastern Louisiana approximately 110 miles from the mouth of the Mississippi River. The City does not have the power of annexation; however, its boundaries contain a relatively large amount of undeveloped open lands, much of which is reclaimed wetlands. The City occupies an area of approximately 363.5 square miles, of which approximately 199.4 square miles are land and approximately 164.1 square miles are water. The developed area of the City consists of approximately 75 square miles.

The City is one of the largest seaports in the United States, a major trade and service market, and a world-wide tourist and convention center. The manufacturing base is relatively small. The oil and gas industry plays an important role in the City’s economy. Several major oil companies, financial institutions, law firms, utilities, government agencies, universities, and hospitals have office buildings in the central business district and are among the largest employers within the City.

Population

The actual population of the City, from time to time, may be larger than its basic resident population as a result of an influx of commuters, tourists, visitors and convention attendees. The population of the New Orleans Metropolitan Statistical Area (the “MSA”) (which, as now defined by the U.S. Office of Management and Budget, includes Jefferson, Orleans, Plaquemines, St. Bernard, St. Charles, St. John the Baptist and St. Tammany Parishes) grew from approximately 754,856 in 1950 to approximately 1,316,510 in 2000, an increase of approximately 57.34%. Despite Hurricane Katrina, MSA population only fell by 148,746 between 2000 and 2010. The Parish’s population comprised approximately 29.4% of the MSA’s population in 2010.

Population of New Orleans and the New Orleans Metropolitan Statistical Area

	<u>1950</u>	<u>1960</u>	<u>1970</u>	<u>1980</u>	<u>1990</u>	<u>2000</u>	<u>2010</u>	<u>2011</u>
New Orleans	570,445	627,525	593,471	557,927	496,938	484,674	343,829	360,740
MSA*	754,856	969,326	1,125,058	1,282,717	1,264,391	1,316,510	1,167,764	1,191,089

(* Restated to reflect inclusion of Plaquemines Parish in 1993.)

Sources: Bureau of the Census, U.S. Department of Commerce.

Assessed Valuations

The following tables set forth the assessed value of taxable property in the City, homestead exemptions for the years 2000-2012, and the assessed value of various categories of property for the years 2008-2012.

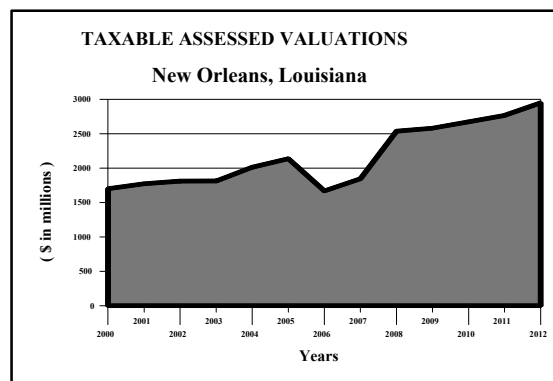
Assessed Value of Property in the City

Tax Year	Real Property	Personal Property	Public Service Property	Total Assessed Valuation	Less: Homestead Exemptions	Taxable Assessed Valuation
2000	\$1,566,349,584	\$417,866,288	\$189,071,230	\$2,173,287,102	\$472,736,617	\$1,700,550,485
2001	1,622,017,999	437,217,247	188,786,950	2,248,022,196	474,795,273	1,773,226,923
2002	1,668,593,521	445,690,366	172,736,160	2,287,020,047	475,530,514	1,811,489,533
2003	1,668,593,521	448,788,841	173,844,970	2,291,227,332	478,666,076	1,812,561,256
2004	1,852,618,536	484,006,473	164,249,110	2,500,874,119	489,517,102	2,011,357,017
2005	1,967,375,676	465,782,621	171,451,660	2,604,609,957	465,989,854	2,138,620,103
2006	1,432,380,307	394,823,507	170,463,560	1,997,667,374	328,776,640	1,668,890,734
2007	1,650,948,720	344,397,546	139,643,310	2,134,989,576	288,851,693	1,846,137,883
2008	2,295,689,798	393,879,207	145,035,610	2,834,604,615	297,101,026	2,537,503,589
2009	2,353,204,380	405,715,110	152,439,600	2,911,363,090	330,225,920	2,581,137,170
2010	2,489,812,690	387,333,971	163,911,580	3,041,058,241	369,086,386	2,671,971,855
2011	2,586,081,540	385,699,970	167,557,410	3,139,338,920	372,613,310	2,766,725,610
2012	2,760,973,210	390,952,232	183,003,600	3,334,929,042	385,256,805	2,949,672,237

Sources: Tax Commission (2000-2007); Department of Finance, City of New Orleans (2008-2012).

(Note: Hurricane Katrina occurred August 29, 2005 and impacted the 2006 tax rolls.)

Unlike other municipalities in Louisiana, homestead exemptions are applicable to most taxes levied in the City, pursuant to the provisions of the Louisiana Constitution. For additional information, see Tax Rates and Tax Rate Adjustments in this Appendix.



Tax Rates and Tax Rate Adjustments

The Louisiana Constitution and statutory authority supplemental thereto provide (for millage other than general obligation bond millage) that the total amount of *ad valorem* taxes collected by any taxing authority in a reappraisal year (which occurs at least every four years) shall not be more or less than the total amount collected in the preceding year, solely because of reappraisal, and the *ad valorem* taxes or millages are to be increased or decreased to achieve this result. There is a statutory procedure by which a millage, if reduced, may be readjusted upward to the prior authorized millage rate.

The following table shows, in summary, the millages levied in the City and Parish for the years 2008 through 2012.

<u>Purpose</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
	(\$ per \$1,000 of Taxable Assessed Value)				
City:					
General Purposes *	10.85	10.85	10.85	13.91	13.91
City Services	--	0.87	0.87	1.19	1.19
Debt Service on General Obligation Bonds	23.80	23.80	25.50	25.50	25.50
Fire and Police	4.66	4.66	4.66	6.40	6.40
Police (1)	3.98	3.98	3.98	5.26	5.26
Fire (1)	3.94	3.94	5.21	5.21	5.21
Audubon Park Zoo	0.32	0.32	0.32	0.32	0.32
Aquarium	2.99	2.99	2.99	2.99	2.99
Library	3.14	3.14	3.14	3.14	3.14
Capital Improvements & Infrastructure Trust Fund	1.82	1.82	1.82	1.82	1.82
Economic Development & Housing	1.82	1.82	1.82	1.82	1.82
Parkway & Recreation	2.18	2.18	2.18	3.00	3.00
Streets (Traffic Control Devices)	1.38	1.38	1.38	1.90	1.90
Sewerage and Water Board:					
Drainage System (Act 617 of 1977)	4.71	4.54	4.71	4.71	4.71
Drainage System (Ord. 6289, M.C.S.)	4.66	4.60	4.66	4.66	4.66
Drainage System (R-81-29)	<u>7.06</u>	<u>6.89</u>	<u>7.06</u>	<u>7.06</u>	<u>7.06</u>
Total City Tax Rates	77.31	77.78	81.15	88.89	88.89
Assessors	0.87	--	--	--	--
Orleans Law Enforcement District	2.90	2.90	2.90	2.90	2.90
Orleans Parish School Board	<u>38.47</u>	<u>38.47</u>	<u>44.12</u>	<u>44.12</u>	<u>44.12</u>
Total Parishwide Tax Rates	119.55	119.15	128.17	135.91	135.91
Orleans Levee District (Eastbank)	9.65	10.95	11.67	11.67	11.67
Algiers Levee District (Westbank)	9.28	9.28	12.76	12.76	12.76
Downtown Development District (2)	14.76	14.76	14.76	14.76	14.76
New Orleans Regional					
Business Park (3)	20.85	20.85	20.85	20.85	20.85
Garden District Security	11.62	12.00	11.62	16.00	16.00
Touro Bouligny	7.80	7.80	7.80	7.80	7.80

* Tax securing the proposed bonds.

(1) No homestead exemption. (2) Tax levied only on certain real property in the central business area of the City. (3) Tax levied on certain real property within the District, excluding residential real property.

Neighborhood based special taxing districts have been created by the Louisiana Legislature in portions of Orleans Parish. These special taxing districts have been authorized, upon voter approval, to impose parcel fees on the real property located within the boundaries of the respective district to be used for various purposes solely within such district.

Property Tax Collections

The following table shows property tax levied in each year from 2003 through August 2012, the amounts collected and the percentage of such levy that has been collected since the date the taxes were imposed, as reported by the City Finance Department:

Property Tax Levies and Collections (Amounts in Thousands)

<u>Tax Year</u>	<u>Total Levied</u>	<u>Collected though August 31, 2012</u> (includes cleared receivables)		<u>Balance Due at August 31, 2012</u>		<u>Collected During 2012</u>
		<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>
			<u>Real Estate Taxes</u>			
2003	\$217,039	\$215,406	99.25%	\$ 1,633	0.75%	\$ 748
2004*	247,328	245,658	99.32	1,670	0.68	1,446
2005	267,327	263,748	98.66	3,579	1.34	821
2006**	219,991	217,676	98.95	2,315	1.05	1,135
2007	250,462	246,139	98.27	4,323	1.73	1,294
2008	269,746	265,288	98.35	4,458	1.65	1,021
2009	275,869	271,459	98.40	4,410	1.60	1,326
2010	309,800	303,594	98.00	6,206	2.00	1,788
2011	339,370	327,910	96.62	11,460	3.38	7,473
2012	362,262	335,180	92.52	27,082	7.48	335,180

* For 2004, 52.80 mills (30.8% of citywide total) was separately billed 3 months late for the Orleans Parish School Board.

** Due to Hurricane Katrina related legislation, billing was delayed from mid-December 2005 to mid-May 2006.

<u>Tax Year</u>	<u>Total Levied</u>	<u>Collected though August 31, 2012</u> (includes cleared receivables)		<u>Balance Due at August 31, 2012</u>		<u>Collected During 2012</u>
		<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>
			<u>Personal Property Taxes</u>			
2003	\$110,691	\$103,756	93.73%	\$6,935	6.27%	\$ 0
2004*	115,676	109,234	94.43	6,442	5.57	0
2005	106,354	100,809	94.79	5,545	5.21	0
2006**	99,477	95,157	95.66	4,320	4.34	0
2007	82,046	77,967	95.03	4,079	4.97	0
2008	67,548	64,074	94.86	3,474	5.14	0
2009	69,935	66,543	95.15	3,392	4.85	119
2010	74,530	70,451	94.53	4,079	5.47	252
2011	78,996	74,965	94.90	4,031	5.10	761
2012	81,685	78,132	95.65	3,553	4.35	78,132

2008 and prior personal property receivables are considered prescribed and no longer legally enforceable during 2012.

* For 2004, 52.80 mills (30.8% of citywide total) was separately billed 3 months late for the Orleans Parish School Board.

** Due to Hurricane Katrina related legislation, billing was delayed from mid-December, 2005 to mid-May, 2006.

Source: Department of Finance, City of New Orleans (unaudited).

Sales and Other Taxes

The general 2½% sales and use tax is the City's largest single source of revenue available to be used to pay operating expenses. In addition, the State of Louisiana (the "State"), the Regional Transit Authority, and the Orleans Parish School Board levy general sales and use taxes of 4%, 1% and 1½%, respectively, within the boundaries of the Parish. The total sales tax levied on goods sold or used (excluding hotel and motel rooms) in the Parish is 9%. The various

sales taxes are not levied on the same sales of goods and services and have different related exemptions. Any increase in the City's sales tax rate would require legislative approval and an affirmative vote in a City election.

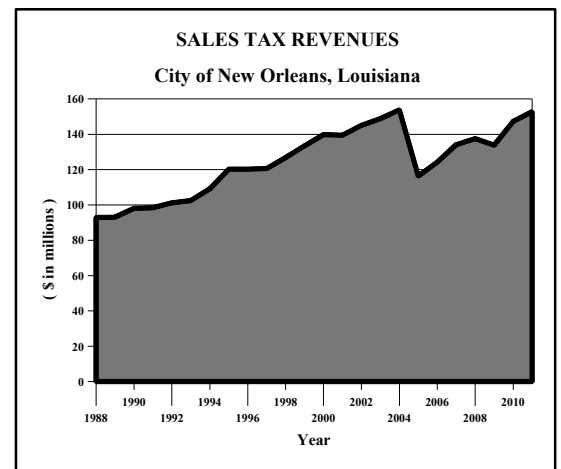
Five public agencies share in the taxation of hotel/motel rooms in the Parish. The rate of taxation of each of the respective agencies is as follows: (a) the State - 2%, (b) the Louisiana Stadium and Exposition District (the "LSED") - 4%, (c) the City - 1½%, (d) the School Board - 1½% and (e) the Ernest N. Morial-New Orleans Exhibition Hall Authority (the "NOEH") - 3%, plus the proceeds from the "hotel/motel tax" and "food and beverage tax" authorized by the voters on November 21, 1987, and effective April 1, 1988, and which serves as security for outstanding special tax bonds of the NOEH.

Effective November 1, 1990, the City began collection of a Hotel Occupancy Privilege Tax upon persons occupying hotel rooms in the City for the purpose of funding tourism promotion by the New Orleans Tourism Marketing Corporation, a nonprofit economic development corporation.

The Constitution prohibits political subdivisions of the State from levying a severance tax, income tax or a tax on motor fuel.

Hurricane Katrina had an impact on the collections of the sales and use taxes of the City. The following table shows annual revenues of the City's general purpose sales and use tax:

<u>Calendar Year</u>	<u>Sales Tax Revenues</u> (\$ in thousands)	<u>Calendar Year</u>	<u>Sales Tax Revenues</u> (\$ in thousands)
1988	\$ 92,876	2000	\$139,770
1989	93,063	2001	139,511
1990	98,077	2002	145,009
1991	98,483	2003	148,855
1992	101,221	2004	153,851
1993	102,530	2005	116,339
1994	109,167	2006	124,229
1995	120,229	2007	134,114
1996	120,240	2008	137,581
1997	120,652	2009	133,868
1998	126,899	2010	147,300
1999	133,490	2011	152,840



Sources: *Annual Financial Reports*, City of New Orleans.

ECONOMIC INDICATORS

Per Capita Personal Income

A comprehensive revision of the estimates of Per Capita Personal Income by State were published in April 2012 by the Bureau of Economic Analysis of the U.S. Department of Commerce. The recent trends in *revised* per capita personal income for Orleans Parish, Louisiana, and the Nation are indicated in the following table:

	<u>Per Capita Personal Income</u>				
	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>
Orleans Parish	\$55,347	\$55,187	\$49,024	\$41,746	\$42,249
Louisiana	33,287	35,794	37,861	36,177	37,039
United States	37,725	39,506	40,947	38,846	39,937

Source: U.S. Department of Commerce, Bureau of Economic Analysis. April 25, 2012.

(The personal income level for the United States is derived as the sum of the county estimates; it differs from the national income and product accounts (NIPA) estimate of personal income because by definition, it omits the earnings of Federal civilian and military personnel stationed abroad and others. It can also differ from the NIPA estimate because of different data sources and revision schedules.)

The Louisiana Workforce Commission has issued *revised* annual average statistics not seasonally adjusted for various employment areas within Louisiana. The annual average figures for Orleans Parish were reported as follows:

<u>Year</u>	<u>Labor Force</u>	<u>Employment</u>	<u>Unemployment</u>	<u>Parish Rate</u>	<u>State Rate</u>
2007	106,509	101,687	4,822	4.5	3.8
2008	131,854	124,680	7,174	5.4	4.4
2009	144,838	133,653	11,185	7.7	6.6
2010	148,632	135,521	13,111	8.8	7.5
2011	146,037	133,177	12,860	8.8	7.3

The preliminary figures for August 2012 for the City were reported as follows:

<u>Month</u>	<u>Labor Force</u>	<u>Employment</u>	<u>Unemployment</u>	<u>Parish Rate</u>	<u>State Rate</u>
08/12	146,684	132,708	13,976	9.5	7.3*

* Seasonally adjusted rate was 7.4.

Source: Louisiana Workforce Commission. September 25, 2012.

The following table shows the composition of the employed work force not seasonally adjusted in the MSA.

**Nonfarm Wage and Salary Employment by Major Industry
(Employees in Thousands)**

	<u>Revised Aug. 2011</u>	<u>Revised July 2012</u>	<u>Preliminary Aug. 2012</u>
Mining & Logging	6.8	7.0	7.1
Construction	30.9	27.0	27.2
Manufacturing	30.8	29.7	29.4
Trade, Transportation, & Utilities	105.3	104.2	103.8
Information	7.6	8.1	8.0
Financial Activities	25.2	25.9	25.7
Professional & Business Services	66.9	67.1	67.2
Education and Health Services	75.6	78.4	78.4
Leisure and Hospitality	72.0	76.8	76.3
Other Services	18.2	18.5	18.5
Government	<u>82.3</u>	<u>78.3</u>	<u>79.7</u>
Total	<u>521.6</u>	<u>521.0</u>	<u>521.3</u>

Source: Louisiana Workforce Commission.

Largest Employers

The names of several of the largest private employers located in the City and their approximate number of local employees were reported as follows:

<u>Employer</u>	<u>Type of Business</u>	<u>Approximate Number of Employees</u>
JPMorgan Chase Bank, National Association	Financial Services	4,300
Tulane University	Higher Education	4,200
Harrah's New Orleans Casino & Hotel	Tourism	2,400+
Children's Hospital	Health Care	1,809
Capital One, National Association	Financial Services	1,700
Whitney Bank	Financial Services	1,671
Vinson Guard Service Inc.Contract	Security Guards/Investigators	1,516
Boh Bros. Construction Co. LLC	General Contractor	1,500
Touro Infirmary	Health Care	1,266
USDA National Finance Center	Financial Services	1,200

Source: New Orleans CityBusiness 2011-2012 Book of Lists.

Note: This list excludes some major employers who declined to supply employment information. The list also excludes State and local governmental employers.

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The following table shows the composition of the employed work force, not seasonally adjusted, in the City for the periods indicated.

ANNUAL AVERAGE ORLEANS PARISH CONCURRENT ECONOMIC INDICATORS, 2007, 2008, 2009, 2010 AND FOURTH QUARTER 2011 *(All data not seasonally adjusted.)*

ORLEANS PARISH

EMPLOYMENT	2007	2008	2009	2010	2011:4
Total	165,383	172,045	168,587	170,413	176,158
Agriculture, Forestry, Fishing, and Hunting	60	58	26	22	35
Mining	3,659	3,819	3,618	3,253	2,435
Utilities	1,102	1,173	1,163	918	904
Construction	5,448	4,793	5,285	5,388	5,381
Manufacturing	7,795	7,642	5,929	4,959	4,419
Wholesale Trade	4,485	4,415	4,002	3,881	4,023
Retail Trade	11,342	12,614	12,284	12,057	12,693
Transportation and Warehousing	8,639	8,412	7,885	7,827	8,440
Information	3,571	4,846	3,033	3,644	3,639
Finance and Insurance	6,078	5,932	5,546	5,475	5,510
Real Estate and Rental and Leasing	2,293	2,266	2,222	2,241	2,577
Professional and Technical Services	13,222	13,663	13,815	14,410	14,819
Management of Companies and Enterprises	3,334	3,374	3,404	3,335	3,458
Administrative and Waste Services	10,975	9,921	9,248	9,338	9,762
Educational Services	18,496	19,582	20,530	20,829	21,644
Health Care and Social Assistance	17,421	19,865	20,858	20,796	21,138
Arts, Entertainment, and Recreation	6,189	6,833	4,696	4,955	5,212
Accommodation and Food Services	23,847	25,146	27,300	28,949	31,888
Other Services, except Public Administration	5,099	5,196	5,046	5,082	5,561
Public Administration	11,681	12,003	12,222	12,796	12,265
EARNINGS (\$ in Thousands)	Annual	Annual	Annual	Annual	Quarterly
Total	\$7,965,849	\$8,593,380	\$8,345,790	\$8,495,490	\$2,260,993
Agriculture, Forestry, Fishing, and Hunting	1,473	1,644	651	582	242
Mining	469,753	549,370	464,398	457,342	80,263
Utilities	64,362	69,360	75,613	62,992	15,073
Construction	282,102	250,097	282,951	277,992	74,872
Manufacturing	445,808	454,267	371,651	347,694	78,015
Wholesale Trade	291,028	291,788	259,132	256,367	69,033
Retail Trade	326,427	336,659	327,778	329,070	87,465
Transportation and Warehousing	483,659	457,515	438,754	432,784	116,715
Information	158,311	203,641	179,392	219,928	51,166
Finance and Insurance	456,188	446,596	402,903	421,229	108,970
Real Estate and Rental and Leasing	88,747	87,560	87,414	90,643	27,178
Professional and Technical Services	937,507	1,028,595	1,034,419	1,097,435	375,624
Management of Companies and Enterprises	282,016	287,506	277,857	253,922	78,642
Administrative and Waste Services	450,945	420,591	335,288	373,362	91,116
Educational Services	873,900	1,023,359	1,068,251	1,090,133	273,732
Health Care and Social Assistance	764,407	912,795	976,605	944,806	243,942
Arts, Entertainment, and Recreation	204,702	280,450	195,013	210,190	51,414
Accommodation and Food Services	537,149	578,725	647,413	694,634	199,362
Other Services, except Public Administration	148,243	162,998	164,896	168,093	49,124
Public Administration	676,065	732,260	740,668	758,141	185,542

Source: Louisiana Workforce Commission.

Construction

The New Orleans CityBusiness Top Construction Projects 2011, published on February 24, 2012, lists the top construction projects taking place within the MSA. The following construction projects are partially or wholly within the city limits of New Orleans:

PROJECTS	TOTAL COSTS
Orleans Parish Public School Rebuild	\$1.8 Billion
Public Housing Rebuild	\$1.16 Billion
University Medical Center	\$1.06 Billion
New Orleans Street Repairs	\$997 Million
VA Complex	\$995 Million
National WWII Museum Expansion	\$300 Million
Orleans Parish Prison Complex	\$224 Million
Port of New Orleans Expansion	\$103.3 Million

Housing

The Real Estate Market Data Center for the Institute for Economic Development & Real Estate of the University of New Orleans periodically publishes its *Metropolitan New Orleans Real Estate Market Analysis*, a recent edition being dated March 2012 (the “Analysis”). According to the Analysis, average prices in this sector of the market remain influenced by the presence of flood damaged homes, some of which have been gutted and await repairs while others have undergone reconstruction of varying degrees and extents. This reconstruction activity is now spreading more widely across neighborhoods in both Central and Eastern Sectors of the market as a result of Road Home grants received by qualified property owners. The ongoing rebuilding process will continue to influence price patterns as more inventory is added and more typical interactive market patterns return to stabilizing neighborhoods throughout the City.

Single family home prices in the Parish between 2009 and 2010 surged ahead at an average of 18.6% from \$214,358 to \$254,309. This was driven largely due to strong price appreciation for homes located in traditionally high demand Central Orleans neighborhoods such as Uptown, Lakeview/Lakefront, City Park, French Quarter/Faubourgs and Mid-City. Although these and other neighborhoods performed well throughout most of 2011, they did not deliver price surges comparable to those recorded between 2009 and 2010, nor was their performance sufficient to offset more widespread price softening across Orleans Parish MLS neighborhoods. Unit sales in the Parish rose 8.7% from 1,950 in 2010 to 2,119, in 2011, while at the same time aggregate dollar volume of sales increased 2.4%, from \$495.9 million to \$507.7 million. The average price of a single family homes, however, dropped by approximately 5.8% from \$254,309 to 239,589, as average days on the market for broker assisted sales stretched from 98 to 108.

Average prices rose in ten of seventeen MLS neighborhoods comprising Central Orleans at appreciation rates ranging from 3.7% in Peoples/St. Bernard (from \$96,645 to \$97,177) to just over 36.3% in the Delgado area (\$152,543 to \$207,932) where there were 131 sale transactions. Double digit price appreciation for broker assisted sales also occurred in the Uptown/Fountainbleau area (10.6%), the Claiborne-Tulane area (13.7%), Marigny/Bywater (23%) and City Park (14.6%). Some neighborhoods which generally delivered strong price gains between 2009 and 2010 experienced fairly significant price compression through 2011. This included neighborhoods such as the Garden District (-6.9%), Lower Garden District (-15.2%), Lakefront (-13.7%), French Quarter (-24.5%) and Central City (-8.7%).

In Eastern New Orleans, between 2010 and 2011 unit sales rose from 349 to 374 (7.2%) and aggregate dollar volume dropped from \$39.3 million to \$38.1 million (3.1%). At the same time average prices fell by just under 9.4% (from \$112,513 to \$101,982) and average marketing time extended from 104 days in 2010 to 123 days in 2011 or just by 18%. Average prices declined in four of the six MLS neighborhoods that encompass Eastern New Orleans ranging from -4.5% (from \$150,558 to \$143,819) in Lake Forest to -17.3% (from \$112,642 to \$93,135) in the Haynes Boulevard neighborhood. In the West Chef Mentour Highway neighborhood average prices among 26 broker assisted sales recorded edged up by approximately 1.1% (from \$74,048 to \$74,833), while in East New Orleans, average prices among 34 units sold rose by 36.8% from \$69,927 in 2010 to \$95,669 in 2011. This MLS area encompasses one of the largest geographic sectors of the New Orleans region south of Lake Pontchartrain and includes a fairly large inventory of housing which was destroyed or received significant storm damage. As such, price movements in this area can be expected to be somewhat erratic depending upon the type and number of units which reenter inventory from one year to the next.

Sale volumes on the Westbank of Orleans Parish between 2010 and 2011 rose by 23.8% and 3.7% in units and aggregate dollar volume, respectively. At the same time, the average price of a single family home slid 16.3% from \$162,649 to \$136,193 as average marketing time extended from 100 to 113 days. Average prices in the Algiers and Lakewood MLS neighborhoods dropped by 14.9% and 8.3%, respectively, while in the English Turn area average prices among nineteen broker assisted sales fell by approximately 10.6% (from \$526,341 to \$470,666). The Algiers and Lakewood areas of Algiers offer a rather wide variety and mix of affordable workforce housing in the region. The development of the Federal City project should help to fuel demand for some of this inventory and bring some stability to this market sector's single family housing prices which have been in steady decline since 2007.

Education

Elementary and secondary education in the Parish is provided by public, charter, parochial and private schools. The trend in the membership at end of session, average daily membership, and average daily attendance of the public schools located in the Parish follows:

Membership Year	End of Session	Average Daily Membership	Average Daily Attendance
1996-97	80,218	82,304.5	74,211.5
1997-98	80,509	81,712.4	73,822.8
1998-99	80,237	80,969.5	73,531.2
1999-00	78,128	79,245.5	74,826.5
2000-01	74,880	75,575.9	70,535.5
2001-02	71,294	71,897.2	66,397.0
2002-03	68,077	68,778.4	63,041.4
2003-04	66,041	66,682.3	61,961.3
2004-05	63,702	63,969.9	59,721.4
2005-06*	10,930	51,305.1	50,634.7
2006-07	25,454	24,705.2	23,929.7
2007-08	31,222	31,476.8	28,551.0
2008-09	35,743	36,279.5	33,288.6
2009-10	39,966	40,308.7	37,126.5

* Average student counts reflect abnormalities resulting from the disruption of schools from Hurricane Katrina.

Source: *Annual Financial and Statistical Reports*, Louisiana Department of Education.

In addition to the children attending public schools in the City, there are approximately 18,480 students attending private and parochial schools in the City.

According to the state-run New Orleans Recovery School District, an intermediate educational unit created in 2003 by the State legislature for the purpose of governing public schools in failing school districts, primarily Orleans Parish, there are 41,800 public school students in the City.

Institutions of higher education located in the City include:

<u>Institution</u>	<u>Fall Enrollment</u>					
	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
University of New Orleans	11,747	11,363	11,436	11,724	11,276	10,903
Tulane University	10,223	10,519	11,157	11,799	12,622	13,376
Loyola University New Orleans	4,874	4,550	4,634	4,910	4,982	5,156
Southern University at New Orleans	2,321	2,648	3,105	3,141	3,166	3,347
Xavier University of Louisiana	3,013	3,088	3,204	3,320	3,391	3,399
Dillard University	1,000	957	851	1,017	1,188	1,250
Our Lady of Holy Cross College	<u>1,194</u>	<u>1,260</u>	<u>1,296</u>	<u>1,305</u>	<u>1,260</u>	<u>1,212</u>
	<u>34,372</u>	<u>34,385</u>	<u>35,683</u>	<u>37,216</u>	<u>37,885</u>	<u>38,643</u>

Source: *The Times-Picayune*.

These seven institutions educate students in fields such as engineering, health care, public administration, urban studies, law, business, psychology, social sciences, communications, nursing, music, computer information systems, criminal justice, pharmacy, education, and theology. In addition, Delgado Community College, with a 2011 Fall enrollment of 20,452, the LSU Health Sciences Center-New Orleans, with a 2011 Fall enrollment of 2,782, and other similar facilities educate persons in various trades. Also, the acute care hospitals previously listed under the "Largest Employers" have research and teaching facilities and staff to educate, train and employ physicians and medical personnel who come from numerous foreign and domestic locations.

Airport

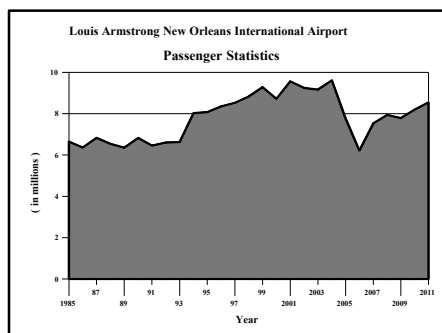
The **Louis Armstrong New Orleans International Airport** (the “Airport”) is the principal source of transportation of the millions of visitors who come to the City annually. The number of domestic passengers (enplaned and deplaned) rose from approximately 6.6 million in 1985 to approximately 9.6 million in 2004. Since then, the number of domestic passengers has declined to approximately 8.5 million in 2011. In 2004, approximately 4.9 million passengers were enplaned at the Airport. Enplanements drastically decreased in the final four months of calendar year 2005 following Hurricane Katrina, and only reached 3.9 million. Katrina disrupted normal operations at the Airport until September 13, 2005, when it reopened to commercial flights. In the days after the storm, approximately 5,000 military and civilian personnel were based at the Airport. During this period, activity was restricted to humanitarian flights and rescue missions, and one Airport concourse was used as a makeshift medical center to treat sick and injured evacuees. In 2005, the total number of passengers equaled approximately 6,218,419, compared to approximately 7,967,997 in 2008, or an increase of approximately 27.8%. The number of passengers has continued to increase since 2008; the number of passengers in 2011 was 8,546,890.

The Airport is currently served by the following domestic carriers: American Airlines; Air Tran Airways; Delta Air Lines; Frontier; JetBlue; Midwest; Southwest; United Airlines; and US Airways. Of these, Southwest accounts for approximately 32% of the Airport’s passenger market and is classified as the largest carrier at the Airport. Prior to Hurricane Katrina, the Airport averaged 166 flights daily to 42 cities with approximately 21,000 seats. In December 2005, the Airport had 56 flights daily to 21 cities. In 2011, the Airport offered 122 daily departures to 36 cities across the United States, with an average daily seat capacity of 15,389.

The Airport is also currently served by the following international carriers: Aeromexico; Air Canada; and WestJet.

Domestic freight and mail is handled at the Airport by American, Delta, Frontier, Southwest, United, US Airways, Federal Express, and UPS. Air Cargo for 2004 totaled approximately 80,938.35 metric tons, compared to approximately 48,463.59 metric tons handled in 2011, a decrease from 2010.

The Airport is currently undertaking a \$300 million modernization and expansion project, which is scheduled for completion prior to the 2012 holiday travel season.



Port

The Board of Commissioners of the Port of New Orleans (the “Dock Board”) is authorized and empowered under the Constitution and laws of the State of Louisiana, to administer the public wharves, docks, sheds, and landings of the port of New Orleans which are owned and operated, or which may be purchased, acquired, or operated by the Dock Board; to construct new wharves and other structures when necessary; to erect sheds and other structures on such wharves and landings; to place and keep these wharves and landings, sheds, and other structures in good condition; to provide mechanical facilities for the use of such wharves, landings, sheds, and other structures; to finance, erect, and operate all basins, locks, canals, and warehouse elevators, and to charge for the use of all facilities administered by it, and for all services rendered by it, such fees, rates, tariffs, or other charges as it may establish. The Dock Board may issue revenue bonds for any authorized purpose payable out of the income, revenues, and receipts derived or to be derived from the properties and facilities owned, leased, mortgaged, or pledged to, maintained or operated by the Dock Board or received by the Dock Board from these properties and facilities, or from contracts or agreements relating to these properties and facilities, including but not limited to lease or sublease agreements, sale agreements, loan agreements, pledge agreements, or other financing agreements.

In 2011, the Port added Royal Caribbean Cruise Line to its two distinct cruise terminals, Carnival Cruises and Norwegian Cruise Line. Once a year, the American Canadian Caribbean Line provides two 14 days cruises from the Port, traveling to and from Mid-America and the Gulf. In 2011, there were 736,908 cruise passengers. Not only has the City reached Pre-Katrina numbers, but it also set a new passenger record, surpassing the 2004 record by 2,265 passengers.

In addition to the large cruise lines, inland cruising has returned to the City, with options to cruise various segments of the Mississippi River from New Orleans to St. Paul.

There have been many expansion and renovation projects in progress in connection with the Port to facilitate cargo operations. The Port recently completed its \$7.7 million expansion and renovation project to the Alabo Street Wharf, as well as its \$17.5 million improvement project of the Julia Street Terminal. Expansion of the Napoleon Avenue Container Terminal Complex has been completed, and construction of the Mississippi River Intermodal Terminal and Yard Improvements, a 12 acre freight rail intermodal terminal and a 4 acre cargo marshalling yard and near the Napoleon Terminal Complex, is currently underway. A new riverfront cold storage facility at the Henry Clay Avenue Terminal was completed and opened in July 2012. Additional design and construction projects are to begin in 2012.

The activity at the Port for the last five years is reflected in the following cargo statistics:

**Port of New Orleans
Tonnage Summary
For the Year Ended December 31
(Short Tons)**

	2007	2008	2009	2010	2011
GENERAL CARGO					
Container (Board-owned)	3,121,022	2,953,231	3,089,271	3,796,548	4,114,889
General Cargo					
(Non-container Board owned)	<u>3,673,343</u>	<u>2,836,283</u>	<u>2,534,069</u>	<u>2,258,685</u>	<u>2,453,485</u>
Total General Cargo (Board-owned)	6,794,365	5,789,514	5,623,340	6,055,233	6,568,374
General Cargo (Non-Board private facilities)	<u>617,663</u>	<u>199,003</u>	<u>309,690</u>	<u>412,681</u>	<u>384,060</u>
Total General Cargo	7,412,028	5,988,517	5,933,030	6,467,914	6,952,434
BULK CARGO					
Bulk (Board-owned)	25,907	29,980	48,164	90,486	279,052
Export Grain (Non-Board private facilities)	8,063,948	7,145,417	7,833,099	7,714,242	7,981,075
Other Bulk (Non-Board private facilities)	<u>11,870,605</u>	<u>13,117,581</u>	<u>13,468,680</u>	<u>16,453,107</u>	<u>18,013,623</u>
Total Bulk Cargo	19,960,460	20,292,978	21,349,943	24,257,835	26,273,750
TOTAL CARGO (Board-owned and non-private facilities)	<u>27,372,488</u>	<u>26,281,495</u>	<u>27,282,973</u>	<u>30,725,749</u>	<u>33,226,184</u>
Container Count in TEU's	250,649	235,324	229,067	280,757	312,258
Empty Containers in TEU's	--	--	89,904	138,910	160,175
Ship Calls	1,503	1,480	1,457	1,464	1,589

Notes:

A short ton is equal to 2,000 pounds.

A TEU represents a twenty foot equivalent unit.

Empty container statistics not available from 2005 through 2008.

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Port of New Orleans
Leading Inbound/Outbound Cargoes
Calendar Years 2007 to 2011
--- (General Cargo Only) ---
(Short Tons)

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Inbound Cargo:					
Iron & Steel	2,141,061	1,450,895	1,242,537	1,373,927	1,389,519
Natural Rubber	364,715	265,946	258,578	337,422	335,326
Coffee	217,634	245,016	294,779	277,032	284,794
Forest Products	291,748	247,047	180,763	185,865	165,044
Aluminum	221,407	170,381	344,400	148,972	145,027
Outbound Cargo:					
Resin, Plastic, Synthetic Rubber	363,801	307,073	389,708	615,942	704,186
Forest Products	551,879	434,772	397,178	484,741	586,416
Poultry	261,056	253,138	263,842	259,750	300,759
Titan Dioxide, Cadmi Pigment	174,623	153,228	194,791	214,513	172,366
Pesticides	125,188	139,452	110,728	160,689	177,779
Port-wide Container Units					
Loaded Container Units	162,995	153,699	156,537	186,989	196,335
Empty Container Units	--	--	50,454	79,114	88,438
Port-wide TEU's					
Loaded Container TEU's	250,649	235,324	229,067	280,757	312,258
Empty Container TEU's	--	--	89,904	138,373	160,175

Empty container statistics not available fro 2005 through 2008.
Source: Board of Commissioners of the Port of New Orleans.

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