

ORD.

2005-0317

**INTRODUCED BY: ALBERT D. LAQUE, PARISH PRESIDENT
(BOND COUNSEL)**

ORDINANCE No. 05-12-1

An ordinance approving the execution and delivery of the documents referred to herein relating to the amendments of the Installment Sale Agreement delivered in connection with the Parish of St. Charles, State of Louisiana Environmental Revenue Bonds (Louisiana Power & Light Company Project) Series 1993-B described herein; authorizing the Parish President and the Secretary of the St. Charles Parish Council to execute any and all documents in connection with the amendments; and providing for other matters in connection with the foregoing.

WHEREAS, the Parish of St. Charles, State of Louisiana (the "Issuer") previously issued \$25,000,000 of its Environmental Revenue Bonds (Louisiana Power & Light Company Project) Series 1993-B (the "Bonds"), on behalf of Louisiana Power & Light Company, a Louisiana corporation; and

WHEREAS, Entergy Louisiana, Inc. (the "Company") is the successor to Louisiana Power & Light Company; and

WHEREAS, the Company has requested that the Issuer enter into an amendment to the Installment Sale Agreement dated as of December 1, 1993 for the Bonds (the "Sale Agreement") in order to permit references in the Sale Agreement to the corporate nature of the Company's existence to give effect to a consolidation of the Company with, or merger of the Company with or into, or sale or other transfer of all or substantially all of its assets, as the case may be, be deemed to refer to the successor corporation, which may include a limited liability company; and

WHEREAS, Section 11.5 of the Sale Agreement provides that the Sale Agreement may not be effectively amended, changed or modified, altered or terminated without the written consent of the Trustee under the Trust Indenture between the Issuer and JP Morgan Chase Bank, N.A. (formerly First National Bank of Commerce), as trustee (the "Trustee"), dated as of December 1, 1993 for the Bonds (the "Indenture"); and

WHEREAS, Section 13.1 of the Indenture provides that the Issuer and the Company may enter into, with the consent of the Trustee but without the consent of the holders of the Bonds, any amendment, change, modification of the Sale Agreement to cure any ambiguity, formal defect, omission or to make any change which, in the reasonable judgment of the Trustee, is not to the prejudice of the Trustee or the holders of the Bonds; and

WHEREAS, Section 13.3 of the Indenture provides that the Trustee is authorized to join with the Issuer in the execution and delivery of any amendment to the Sale Agreement permitted by Article XIII of the Indenture, provided that it shall have received an opinion of Bond Counsel that such amendment will not affect the exclusion of interest on the Bonds from gross income for purposes of federal income taxation; and

WHEREAS, the Issuer, the Company and the Trustee now desire to amend the Sale Agreement to cure an ambiguity or make a change which is not to the prejudice of the Trustee or the holders of the Bonds;

THE ST. CHARLES PARISH COUNCIL HEREBY ORDAINS THAT:

SECTION 1. Section 1.1 of Article I of the Sale Agreement is hereby amended to add the following definition thereto:

" **"Corporation"** and **"corporation"** means a corporation, association, company (including, without limitation, a limited liability company) or business trust, and references to "corporate" and other derivations of "corporation" herein shall be deemed to include appropriate derivations of such entities."

SECTION 2. Amendment No. 1 to Installment Sale Agreement (Series 1993B) be and the same is hereby approved in accordance with the provisions of the Indenture, provided that the Trustee consents to such Amendment (which consent may be given in reliance on an opinion of counsel), said document to be substantially in the form now before this Parish Council and on file for public inspection at the office of the Secretary of the Parish Council, all of the provisions of which document are hereby made a part of this Ordinance, with such changes, additions or deletions to said supplements as may be approved by the Parish President, after consultation with bond counsel and/or counsel to the Issuer as provided herein. Such document shall be executed by the Parish President and shall be attested by the Secretary of the Parish Council, acting for and on behalf of the Issuer, and the signatures of the Parish President and the Secretary of the Parish Council upon said instruments as so executed shall be deemed conclusive evidence of the due exercise of the authority vested in them under this Ordinance. The Parish President and the Secretary of the Parish Council are hereby further authorized and directed to approve for and on behalf of and in the name of the Issuer any changes, additions or deletions in any of the documents or instruments referred to in this Ordinance, after consultation with bond counsel and counsel to the Issuer, such approval to be conclusively evidenced by the signatures of the Parish President and the Secretary of the Parish Council.

SECTION 3. The proper officers, agents and employees of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of Amendment No. 1 to Installment Sale Agreement (Series 1993B) or otherwise in connection therewith, including any necessary amendments to any notice of assignment or financing statement executed in accordance with the issuance of the Bonds, and to further the purposes and intent of this Ordinance.

SECTION 4. It is recognized, found and determined that a real necessity exists for the employment of Bond Counsel in connection with Amendment No. 1 to Installment Sale Agreement (Series 1993B) and, accordingly, the firm of Foley & Judell, LLP, New Orleans, Louisiana, is hereby employed as Bond Counsel to the Issuer to do and to perform comprehensive, legal and coordinate professional work with respect to the amendment of the Sale Agreement. Bond Counsel shall (i) prepare and submit to the Issuer for adoption all of the proceedings incidental to the amendment of the Sale Agreement and (ii) furnish its opinion with respect thereto. The fees to be paid Bond Counsel from funds provided by the Company shall not exceed an amount based on the Attorney General's then current Bond Counsel Fee Schedule and other guidelines for comprehensive, legal and coordinate professional work in the

issuance of revenue bonds, together with reimbursement of out-of-pocket expenses incurred , subject to the Attorney General's written approval of said employment and fees.

SECTION 5. This Ordinance shall take effect immediately.

This Ordinance having been submitted to a vote, the vote thereon was as follows:

YEAS: MARINO, FAUCHEUX, HILAIRE, FABRE, RAMCHANDRAN
WALLS, BLACK, DUHE, MINNICH

NAYS: NONE

ABSENT: NONE

And the Ordinance was declared adopted on this 5th day of December, 2005.

[Signature]
Council Chairman

[Signature]
Secretary

DELIVERED TO PARISH PRESIDENT Dec. 6, 2005
APPROVED: ✓
DISAPPROVED: _____

[Signature]
Parish President

RETURNED TO SECRETARY ON 12-6-, 2005
AT 3:49 A.M. (P.M.)

RECEIVED BY [Signature]

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of said Parish at Hahnville, Louisiana, on this 6th day of December, 2005.

[Signature]
Secretary

[SEAL]