

ORD

2005-0318

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

ORDINANCE No. 05-12-2

An ordinance approving the execution and delivery of the documents referred to herein relating to the amendments of the Refunding Agreements delivered in connection with the Parish of St. Charles, State of Louisiana Pollution Control Revenue Refunding Bonds (Entergy Louisiana, Inc. Project) Series 1999-A, Series 1999-B and Series 1999-C 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 \$55,000,000 of its Pollution Control Revenue Refunding Bonds (Entergy Louisiana, Inc. Project) Series 1999-A, \$60,000,000 of its Pollution Control Revenue Refunding Bonds (Entergy Louisiana, Inc. Project) Series 1999-B, and \$110,950,000 of its Pollution Control Revenue Refunding Bonds (Entergy Louisiana, Inc. Project) Series 1999-C (collectively, the "Bonds"), on behalf of Entergy Louisiana, Inc., a Louisiana corporation (the "Company"); and

WHEREAS, the Company has requested that the Issuer enter into an amendment to the Refunding Agreement dated as of June 1, 1999 for each series of Bonds (collectively, the "Refunding Agreement") in order to permit references in the Refunding 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 10.4 of the Refunding Agreement provides that the Refunding Agreement may not be effectively amended, changed or modified, altered or terminated except in accordance with the provisions of the Trust Indenture between the Issuer and The Bank of New York, as trustee (the "Trustee"), dated as of June 1, 1999 for each series of Bonds (collectively, the "Indenture"), and no amendment to the Refunding Agreement shall be binding upon either party to the Refunding Agreement until such amendment is reduced to writing and executed by both parties thereto; and

WHEREAS, Section 14.3 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 Refunding Agreement to cure any ambiguity, formal defect, omission or inconsistent provisions or to make any change that does not adversely affect the interests of the Bondholders; and

WHEREAS, Section 14.4 of the Indenture provides that the Trustee is authorized to join with the Issuer in the execution and delivery of any amendment to the Refunding Agreement permitted by Article XIV of the Indenture, and in so doing shall be fully protected by a Favorable Opinion of Bond Counsel that such amendment is so permitted and has been duly authorized by

the Issuer and that all things necessary to make it a valid and binding agreement have been done; and

WHEREAS, the Issuer, the Company and the Trustee now desire to amend the Refunding Agreement to cure an ambiguity or make a change which does not adversely affect the interest of the holders of the Bonds;

THE ST. CHARLES PARISH COUNCIL HEREBY ORDAINS THAT:

SECTION 1. Section 1.1 of Article I of the Refunding 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 Refunding Agreement (Series 1999A), Amendment No. 1 to Refunding Agreement (Series 1999B), and Amendment No. 1 to Refunding Agreement (Series 1999C), be and the same are 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 documents 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 documents 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 signature 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 Refunding Agreement (Series 1999A), Amendment No. 1 to Refunding Agreement (Series 1999B), and Amendment No. 1 to Refunding Agreement (Series 1999C) or otherwise in connection therewith, including any necessary amendments to any notices of assignment or financing statements 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 Refunding Agreement (Series 1999A) and Amendment No. 1 to Refunding Agreement (Series 1999B) 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 Refunding Agreement. Bond Counsel shall (i) prepare and submit to the Issuer for adoption all of the proceedings incidental to the amendment of the Refunding 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.



Council Chairman



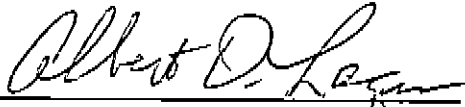
Secretary

DELIVERED TO PARISH PRESIDENT

Dec. 6, 2005

APPROVED:

DISAPPROVED:



Parish President

RETURNED TO SECRETARY ON
AT 3:49 A.M. (P.M.)

12-6, 2005

RECEIVED BY BJS

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.



Secretary

[SEAL]