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AMENDMENT TO
AGREEMENT FOR PROFESSIONAL SERVICES BETWEEN
THE CITY OF NEW ORLEANS
AND
PAILET, MEUNIER AND LEBLANC, LLP

THIS AGREEMENT is made and entered into as of the 1st day of January 2009 by and between the Council of the City of New Orleans, represented by Jacquelyn Brechtel Clarkson, President of the Council (hereinafter referred to as "City") and the firm of Paillet, Meunier and LeBlanc, LLP (hereinafter referred to as "Contractor").

WITNESSETH

WHEREAS, to address the complex legal and technical issues necessary to properly meet its responsibility, the Council has selected Paillet, Meunier and LeBlanc, LLP in accordance with the competitive selection process required by the Home Rule Charter; and

WHEREAS, pursuant to Motions M-04-803 the City Council approved the recommendation of the Council Utilities Committee that the firm of Paillet, Meunier and LeBlanc, LLP be retained to provide utility consulting services in the area of the Council's electric and gas regulatory responsibility; and

WHEREAS, the Council desires to authorize a contract amendment and extension with Paillet, Meunier and LeBlanc, LLP to assist in meeting the Council's regulatory responsibility to the City and its ratepayers; and

1 **WHEREAS**, by Motion M-08-729 the President of the Council is hereby authorized to sign
2 a contract amendment with Paillet, Meunier and LeBlanc, LLP extending the contract through 2009
3 and increasing the maximum compensation under such contract; now, therefore

4 **WHEREAS**, all parties to the agreements dated January 1, 2005 desire to amend the
5 agreement and have the necessary authority to do so.

6 **THEREFORE, IT IS HEREBY AGREED:**

- 7 1. To increase the maximum compensation payable under the terms of this agreement up
8 to "\$250,000.00" thereby increasing the amount on lines 13 and 17 of page 3 of 9 of
9 the Agreement dated January 1, 2005 for the firm of Paillet, Meunier and LeBlanc,
10 LLP. The maximum compensation to be paid to the firm of Paillet, Meunier, and
11 LeBlanc, LLP for such services shall not exceed One Million One Hundred Fifty
12 Thousand Dollars (1,150,000.00). If there are any necessary and ordinary expenses
13 attached to the work, of the firm of Paillet, Meunier and LeBlanc, LLP these expenses
14 in addition to the fees outlined above, shall be reimbursable by the City but the total
15 amount of such expenses and fees shall not exceed One Million One Hundred Fifty
16 Thousand Dollars (\$1,150,000.00).

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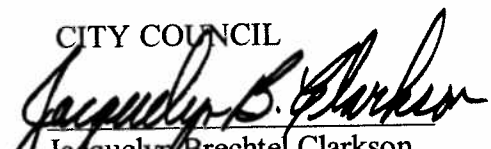
2. To change the termination date of the agreement by deleting the date, " December 31, 2008", on line 7 of page 8 of 9 and inserting in lieu thereof, the date "December 31, 2009.


3. It is further agreed that the agreement is hereby amended to provide as follows:
"Pursuant to Chapter 2, Article XVIII of the City Code relative to the Office of Inspector General, the contractor understands and will abide by all provisions of Chapter 2 of the City Code."

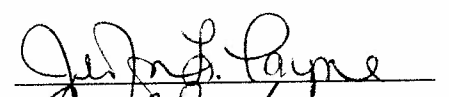
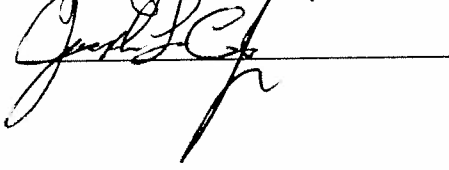
IN WITNESS WHEREOF:

ATTEST

CITY COUNCIL


Jacquelyn Brechtel Clarkson
City Council President


Paillet, Meunier and LeBlanc, LLP

By: Kenneth C. Paillet, MBA, CPA
Managing Partner

3421 N. Causeway Blvd.
Suite 701
Metairie, LA 70002

Approved:  7207572010 B
Law Department Federal ID Number

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AMENDMENT TO
AGREEMENT FOR PROFESSIONAL SERVICES BETWEEN
THE CITY OF NEW ORLEANS
AND
PAILET, MEUNIER AND LEBLANC, LLP

THIS AGREEMENT is made and entered into as of the 7th day of August 2008 by and between the Council of the City of New Orleans, represented by Jacquelyn Brechtel Clarkson, President of the Council (hereinafter referred to as "City") and the firm of Paillet, Meunier and LeBlanc, LLP (hereinafter referred to as "Contractor").

WITNESSETH

WHEREAS, to address the complex legal and technical issues necessary to properly meet its electric and gas regulatory responsibilities, the Council has selected Paillet, Meunier and LeBlanc, LLP in accordance with the competitive selection process required by the Home Rule Charter and Council Rule 45; and

WHEREAS, pursuant to Motions M-04-803 the City Council approved the recommendation of the Council Utilities Committee that the firm of Paillet, Meunier and LeBlanc, LLP be retained to provide utility consulting services in the area of the Council's electric and gas regulatory responsibility; and

1 **WHEREAS**, the Council desires to authorize a contract amendment with Paillet, Meunier
2 and LeBlanc, LLP to assist in meeting the Council's regulatory responsibility to the City and its
3 ratepayers; and

4

5 **WHEREAS**, by Motion M-08-453 the President of the Council is hereby authorized to sign a
6 contract amendment with Paillet, Meunier and LeBlanc, LLP amending Section XIII of the contract
7 originally effective January 1, 2005 to provide specifically that the contract may be extended annually
8 for a period of up to five years from the original date now, therefore

9

10 **WHEREAS**, all parties to the agreement dated January 1, 2005 desire to amend the
11 agreement and have the necessary authority to do so.

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THEREFORE, IT IS HEREBY AGREED:

1. That Section XIII of the Agreement on Page 8 of 9 thereof, is hereby amended to read as follows:

“SECTION XIII. EXTENSION:

This agreement may be extended at the option of the City, provided that funds are allocated by the Council of the City of New Orleans and the extension of the agreement facilitates the continuity of services provided herein. This agreement may be extended by the City on an annual basis for no longer than four additional one year periods.”

IN WITNESS WHEREOF:

ATTEST

CITY COUNCIL

Jaquelyn Brochtel Clarkson
Jaquelyn Brochtel Clarkson
City Council President

Paillet, Meunier and LeBlanc, LLP

Cristine Landry
Michelle P. Wharton

By: *Kenneth C. Paillet*
Kenneth C. Paillet, MBA, CPA
Managing Partner

3421 N. Causeway Blvd.
Suite 701
Metairie, LA 70002

Approved: *Victoria Hines*
Law Department

7207572010 B
Federal ID Number

City of New Orleans
1110 Poydras Street, Suite 1100

**MOTION
(AS CORRECTED)
(LYING OVER)
NO. M-08-729**

CITY HALL: DECEMBER 18, 2008

**BY: COUNCILMEMBERS MIDURA, CARTER, HEDGE-MORRELL AND
WILLARD-LEWIS**

WHEREAS, pursuant to Section 3-130 of the Home Rule Charter of the City of New Orleans, the New Orleans City Council exercises powers of supervision, regulation, and control over electric and gas utilities providing service in the City; and

WHEREAS, to address the complex legal and technical issues necessary to properly meet its responsibility, the Council has selected consulting firms as advisors, in accordance with the competitive selection process required by the Home Rule Charter and established by Council Rule 45; and

WHEREAS, by Motion M-04-803, after competitive selection, the City Council authorized retention of the Firm of Paillet, Meunier and LeBlanc, LLP to provide consulting services to the City Council in electric and gas utility regulatory matters; and

WHEREAS, by Motion M-04-803 the Council further authorized negotiation of contracts with a scope of work consistent with the request for qualifications and the Council's electric and gas Utility regulatory needs with each of the firms to be retained by the Council; and

WHEREAS, during 2008 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP audited Storm Costs which enabled ENO to obtain necessary CDBG funds to assist in emerging from bankruptcy; and

WHEREAS, during 2008 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP reviewed Market Street Filings to assist in providing recommendations to benefit ratepayers; and

WHEREAS, during 2008 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP met with ENO during year on various matters; and

WHEREAS, during 2008 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP reviewed ENO's tax filings and researched various tax issues for the purpose of providing recommendations to benefit ratepayers; and

WHEREAS, during 2008 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP reviewed ENO's Fuel Adjustment Charges to assist in providing recommendations to benefit ratepayers; and

WHEREAS, during 2008 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP researched and reviewed "energy efficiency programs" to assist in providing recommendations to benefit ratepayers; and

WHEREAS, during 2008 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP researched Incremental Costs issues to assist in providing recommendations to benefit ratepayers; and

WHEREAS, during 2008 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP researched various financial issues relating to FERC filing to assist in providing recommendations to benefit ratepayers; and

WHEREAS, in 2009 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP will continue audit responsibilities regarding ENO's storm costs filings for costs incurred in 2007 and 2008 and associative tax and incremental revenue requirement impacts; and

WHEREAS, in 2009 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP will continue analyses and input regarding the ongoing ENO Rate Case to include: development and

evaluation of discovery and resultant responses; assistance in preparation and conduct of depositions for ENO witnesses; and the assessment of the reasonableness of costs assigned ratepayers; and.

WHEREAS, in 2009 the Accounting Firm of Paillet, Meunier and LeBlanc, LLP will provide accounting policy, technical advice, and audit inquiry regarding: ENO tax filings and issues affecting ENO ratepayers; ENO accounting practices associated with FERC and local regulatory matters; review of costs allocation and expense sharing methodologies employed by ENO, ESI, and other Operating Companies; continued financial analyses regarding SEC and FERC financial reporting; ENO ratepayer impacts associated with Entergy Arkansas and Entergy Mississippi's planned withdrawal from the Entergy System Agreement; the application of incremental costs rules relating to ENO storm costs; and the assessment of cost impacts associated with energy efficiency recommendations; and

WHEREAS, in approving these contract extensions and amendments, the New Orleans City Council is conscious of its responsibility to pursue its regulatory responsibility over gas and electric utilities in a cost-effective manner which nonetheless does not compromise the interests of ratepayers in the high stakes proceedings and others matters which the Council must address on behalf of the City and its ratepayers; and

WHEREAS, prior to the commencement of the 2009 RFQ process the Council fully intends to undertake a thorough analysis of the allocation of its utility regulation resources to ensure that these resources are used in a cost-effective manner that protects the interest of rate payers; and

WHEREAS, the Council will evaluate and incorporate recommendations of such analysis into the 2009 RFQ process, as appropriate; and

WHEREAS, given the continuing needs of this Council relative to its regulatory responsibility the Council desires to authorize an appropriate contract and/or contract amendment(s) with the Firm of Paillet, Meunier and LeBlanc, LLP to assist in meeting the Council's regulatory responsibility to the City and its ratepayers; now, therefore

BE IT MOVED BY THE COUNCIL OF THE CITY OF NEW ORLEANS, that the President of the Council is hereby requested and authorized to sign a contract amendment with the Accounting Firm of Paillet, Meunier and LeBlanc, LLP extending the contract through 2009 and increasing the maximum compensation under such contract up to \$250,000.00

BE IT FURTHER MOVED BY THE COUNCIL OF THE CITY OF NEW ORLEANS, that the contract amendment shall add a statement that pursuant to Chapter 2, Article XVIII of the City Code relative to the office of Inspector General that the contractor understands and will abide by all provisions of that Chapter.

BE IT FURTHER MOVED BY THE COUNCIL OF THE CITY OF NEW ORLEANS, that such contract may include provisions allowing the option of direct payment of invoices by utilities regulated by the Council pursuant to Section 3-130 of the Home Rule Charter, provided such payments have been approved by the City, after the City's review and forwarding of such invoices for payment, and further that such invoices, if paid by the City, would be reimbursable by such utility pursuant to Section 3-130 (5) of the Home Rule charter. Such payments shall be recoverable as a regulatory expense by such utility in the same manner as reimbursements to the City for such payments.

BE IT FURTHER MOVED BY THE COUNCIL OF THE CITY OF NEW ORLEANS,
that the contract and/or contract amendment(s) shall be circulated in accordance with normal process
and the City Council Rules.

JANUARY 8, 2009

THE FOREGOING MOTION WAS READ IN FULL, THE ROLL WAS CALLED ON THE
ADOPTION THEREOF AND RESULTED AS FOLLOWS:

YEAS: Carter, Fielkow, Head, Hedge-Morrell, Midura, Willard-Lewis - 6

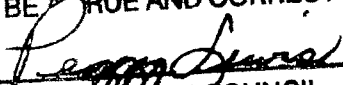
NAYS: 0

ABSENT: Clarkson (Temporarily Out of Chamber) - 1

AND THE MOTION WAS ADOPTED.

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THE FOREGOING IS CERTIFIED
TO BE A TRUE AND CORRECT COPY


CLERK OF COUNCIL

**MOTION
(AS CORRECTED)
M-08-453**

Substitute this copy for
one previously issued.

CITY HALL: AUGUST 7, 2008

**BY: COUNCILMEMBERS MIDURA, CARTER, HEDGE-MORRELL AND
WILLARD-LEWIS**

WHEREAS, pursuant to Section 3-130 of the Home Rule Charter of the City of New Orleans, the New Orleans City Council exercises powers of supervision, regulation, and control over electric and gas utilities providing service in the City; and

WHEREAS, to address the complex legal and technical issues necessary to properly meet its responsibility, the Council has selected consulting firms as advisors, in accordance with the competitive selection process required by the Home Rule Charter and established by Council Rule 45; and

WHEREAS, on May 6, 2004, the City Council adopted Motion M-04-301, determining that highly qualified and experienced legal, technical, and engineering professional regulatory advisors are needed by the Council and directing the Council staff to issue a Requests for Qualifications ("RFQ") to begin the competitive selection process established by Council Rule 45; and

WHEREAS, a Request for Qualifications relative to electric and natural gas regulatory services was issued on June 11, 2004; and

WHEREAS, the City Council's Request For Qualifications issued on June 11, 2004 specified that the Council could renew its proposed contracts for additional periods of up to five years, assuming continuing need for the services and mutual satisfaction ;and

WHEREAS, by Motion M-04-803, after competitive selection, the Council authorized the firms of Sullivan J. Worcester, LLP; Bruno & Tervalon; and Paillet, Meunier and LeBlanc, LLP be retained to provide electric and/or natural gas regulatory services for a period of up to five years; and

WHEREAS, by Motion M-08-170 the City Council ratified and approved the assignment of its contract with the firm of Sullivan and Worcester, LLP to the firm of Sonnenschein, Nath and Rosenthal, LLP effective March 27, 2008; and

WHEREAS, the initial contracts for each of the firms named in the preceding two paragraphs inadvertently suggested that the Council could extend those contracts for a period of less than the total of five years specifically authorized by the Request for Qualifications and the City Council's Motion authorizing retention of those firms; and

WHEREAS, the City Council desires to clarify any ambiguity relative to the period for which the contracts with those firms may be extended by authorizing specific contract amendments to conform with its original Request for Qualifications and Motion M-04-803; and

WHEREAS, as a result of the important work related to establishing a new forward-looking energy policy in New Orleans including the development of a framework for the Energy Smart Program, Sonnenschein, Nath and Rosenthal, LLP will incur additional costs, unanticipated at the beginning of this year; and

WHEREAS, the Council wishes to provide additional funds for the contract of Sonnenschein, Nath and Rosenthal, LLP and has the required budgeted funds to provide for the required increase; now, therefore

BE IT MOVED BY THE COUNCIL OF THE CITY OF NEW ORLEANS That the President of the Council is hereby requested and authorized to sign a contract amendment with each of the firms Sonnenschein, Nath & Rosenthal, LLP; Bruno & Tervalon; and Paillet, Meunier & LeBlanc, LLP amending Section XIII of each of those agreements, originally effective January 1, 2005, to provide specifically that each such contract may be extended annually for a period of up to five years from the original date of each contract.

BE IT FURTHER MOVED that the President of the Council is hereby requested and authorizes to sign a contract amendment with the firm of Sonnenschein, Nath and Rosenthal, LLP increasing the maximum compensation of that firm's contract, assigned from Sullivan and Worcester, LLP, by \$130,000.00.

BE IT FURTHER MOVED that the contract amendments authorized herein shall be circulated in accordance with normal process and City Council Rules

THE FOREGOING MOTION WAS READ IN FULL, THE ROLL WAS CALLED ON THE ADOPTION THEREOF AND RESULTED AS FOLLOWS:

YEAS: Carter, Clarkson, Fielkow, Midura, Willard-Lewis - 5

NAYS: 0

ABSENT: Head, Hedge-Morrell - 2

AND THE MOTION WAS ADOPTED.

THE COUNCIL OF THE CITY OF NEW ORLEANS
ROSEMARY W. BRYANT, Mayor
Deborah D. Cannon, President
2005-2006