

ORDINANCE NO. 2011- 4

AN ORDINANCE AMENDING ORDINANCE NO. 1995-14 PREVIOUSLY ADOPTED BY THE COMMON COUNCIL OF THE CITY OF ROCKPORT, INDIANA, FOR THE PURPOSE OF AMENDING, MODIFYING AND RESTATING CERTAIN FINANCING DOCUMENTS RELATING TO THE OUTSTANDING CITY OF ROCKPORT, INDIANA, POLLUTION CONTROL REVENUE REFUNDING BONDS (AEP GENERATING COMPANY PROJECT), SERIES 1995 A AND SERIES 1995 B, AND APPROVING AND AUTHORIZING OTHER ACTIONS IN RESPECT THERETO.

WHEREAS, the City of Rockport, Indiana (the "Issuer") is authorized by Indiana Code 36-7-11.9 and 36-7-12 (collectively, the "Act") and by Indiana Code 5-1-5 to issue revenue bonds for the financing of pollution control facilities and to issue revenue bonds to refund and refinance such revenue bonds; and

WHEREAS, AEP Generating Company (the "Company") previously initiated the acquisition, construction, installation and equipping of certain pollution control facilities (the "Project") at the Company's Rockport Generating Station, and a portion of the Project was financed and refinanced through the currently outstanding (a) Twenty-Two Million Five Hundred Thousand Dollars (\$22,500,000) City of Rockport, Indiana, Pollution Control Revenue Refunding Bonds (AEP Generating Company Project), Series 1995 A (the "Series 1995 A Bonds"), and (b) Twenty-Two Million Five Hundred Thousand Dollars (\$22,500,000) City of Rockport, Indiana, Pollution Control Revenue Refunding Bonds (AEP Generating Company Project), Series 1995 B (the "Series 1995 B Bonds," and together with the Series 1995 A Bonds, the "Series 1995 Bonds"); and

WHEREAS, on July 6, 1995, the Issuer adopted Ordinance No. 1995-14 (the "1995 Ordinance") approving and authorizing the issuance of the Series 1995 Bonds as refunding bonds

and approving the execution and delivery of various financing documents, including, without limitation, (i) the Fifth Supplemental Indenture of Trust between the Issuer and Norwest Bank Indiana, N.A. (now Wells Fargo Bank, N.A.), as trustee (the "Trustee") (the "Fifth Supplemental Indenture"), (ii) the Sixth Supplemental Indenture of Trust between the Issuer and the Trustee (the "Sixth Supplemental Indenture"), and (iii) the Second Amendment to Agreement of Sale between the Issuer and the Company (the "Second Amendment to Agreement of Sale"); and

WHEREAS, the Company has requested the Issuer and the Trustee, as applicable, to amend the Fifth Supplemental Indenture, the Sixth Supplemental Indenture and the Second Amendment to Agreement of Sale (collectively, the "Original Financing Documents") in order to clarify the provisions of the Original Financing Documents relating to credit enhancement, to make certain other amendments and modifications to the Original Financing Documents, and to restate the Original Financing Documents; and

WHEREAS, the Series 1995 Bonds are expected to be remarketed to investors as Daily Rate or Weekly Rate securities upon conversion of the Series 1995 Bonds to the Daily Rate Period or the Weekly Rate Period (as such terms are defined in the Original Financing Documents); and

WHEREAS, substantially final forms of an Amended and Restated Fifth Supplemental Indenture of Trust, an Amended and Restated Sixth Supplemental Indenture of Trust and an Amended and Restated Second Amendment to Agreement of Sale (hereinafter collectively referred to as the "Amended and Restated Financing Documents"), all relating to the remarketing of the Series 1995 Bonds, have been submitted to and reviewed by the Issuer;

NOW, THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF ROCKPORT, INDIANA:

SECTION 1. The amendments to the Original Financing Documents to clarify the provisions of the Original Financing Documents relating to credit enhancement, and to make certain other amendments and modifications to the Original Financing Documents, are hereby approved in all respects.

SECTION 2. The forms of the Amended and Restated Financing Documents are hereby approved and all such documents shall be inserted in the minutes of the Common Council of the Issuer (the "Common Council") and kept on file by the Clerk-Treasurer of the Issuer (the "Clerk-Treasurer"). Two (2) copies of the Amended and Restated Financing Documents are on file in the office of the Clerk-Treasurer for public inspection.

SECTION 3. It is anticipated that the Series 1995 Bonds will be remarketed pursuant to an official statement, a reoffering circular or similar disclosure document (the "Reoffering Circular"). The Mayor of the Issuer (the "Mayor"), the Clerk-Treasurer or any other officer of the Issuer familiar with the matters with respect to the Issuer set forth in the Reoffering Circular, if any, is hereby authorized to approve and certify, in connection with the remarketing of the Series 1995 Bonds, that the information in the Reoffering Circular with respect to the Issuer, if any, is true and correct in all material respects.

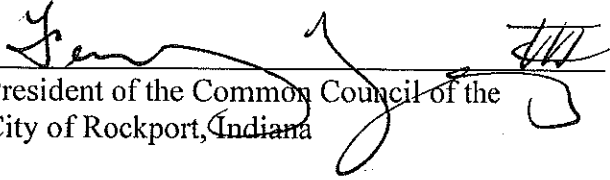
SECTION 4. The Mayor and the Clerk-Treasurer are authorized and directed to execute the Amended and Restated Financing Documents approved herein and such other financing documents which require the signature of the Mayor and the Clerk-Treasurer and any other document which may be necessary or desirable to consummate the transaction, and their execution is hereby confirmed, on behalf of the City of Rockport. If, in connection with the remarketing of the Series 1995 Bonds, it is determined to be necessary to reprint any new Series 1995 Bonds, the signatures of the Mayor and the Clerk-Treasurer on such Series 1995 Bonds

may be facsimile signatures. The Mayor and the Clerk-Treasurer may, by their execution of the Amended and Restated Financing Documents and other financing documents requiring their signatures and imprinting of their facsimile signatures on Series 1995 Bonds as described above or their manual signatures thereon, approve changes therein and also in any financing documents which do not require the signature of the Mayor and/or the Clerk-Treasurer without further approval of this Common Council if such changes do not affect terms set forth in the 1995 Ordinance, as amended by this Ordinance, and the Amended and Restated Financing Documents pursuant to Indiana Code 36-7-12-27(a)(1) through (a)(10).

SECTION 5. This Ordinance is adopted by the Common Council for purposes of supplementing and amending the 1995 Ordinance, and the terms and conditions of the 1995 Ordinance, to the extent not inconsistent with the terms of this Ordinance, shall remain in full force and effect.

SECTION 6. This Ordinance shall be in full force and effect upon adoption and compliance with Indiana Code 36-4-6-14.

The foregoing was passed by the Common Council this 6th day of June, 2011,
at 6:40 p.m.



President of the Common Council of the
City of Rockport, Indiana

ATTEST *Elizabeth S. Naef*

Clerk-Treasurer

Presented by me to the Mayor this 6th day of June, 2011, at 6:41 p.m.

Elizabeth S. Naef

Clerk-Treasurer of the City of Rockport, Indiana

Approved and signed by me this 6th day of June, 2011.

Harold Dufford

Mayor of the City of Rockport, Indiana