ORDINANCE NO. _____

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF AUSTIN, TEXAS AUTHORIZING THE ISSUANCE AND SALE OF CITY OF AUSTIN, TEXAS PUBLIC IMPROVEMENT REFUNDING BONDS, SERIES 2008, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $175,000,000; ESTABLISHING PARAMETERS WITH RESPECT TO THE SALE OF THE BONDS; DELEGATING TO THE DESIGNATED CITY OFFICIALS THE AUTHORITY TO EFFECT THE SALE OF THE BONDS; ENACTING OTHER PROVISIONS RELATING TO THE SUBJECT; AND DECLARING AN IMMEDIATE EFFECTIVE DATE

WHEREAS, the City Council of the City of Austin, Texas (the "City" or the "Issuer") has found and determined that the outstanding obligations described in Schedule I attached to this ordinance (the "Refunded Obligations") are eligible to be refunded to achieve a debt service savings with respect to Refunded Obligations; and

WHEREAS, the bonds hereinafter authorized are to be issued and delivered pursuant to the laws of the State of Texas, including specifically Chapter 1207, Texas Government Code, for the purposes set forth above; and

WHEREAS, because of fluctuating conditions in the municipal bond market, the City Council has determined to delegate to an Authorized Representative (as defined herein) the authority to effect the sale of the bonds hereinafter authorized for the purpose of providing for the refunding of all or a portion of the Refunded Obligations described in Schedule I, subject to the parameters hereinafter described; and

WHEREAS, the meeting at which this Ordinance is considered is open to the public as required by law, and the public notice of the time, place and purpose of said meeting was given as required by Chapter 551, Texas Government Code, as amended. Now, Therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

1. BONDS TO BE SOLD; SERIES DESIGNATION. That the bond or bonds of the City to be called "City of Austin, Texas Public Improvement Refunding Bonds, Series 2008" (the "Bonds" or the "Series 2008 Bonds"), be issued under and by virtue of the Constitution and laws of the State of Texas and the Charter of the City, in an aggregate principal amount not to exceed $175,000,000 for the purpose of refunding the Refunded Obligations. The City Manager and the Chief Financial Officer of the City each is

DRAFT

designated as an "Authorized Representative" of the City, and each is hereby authorized, severally but not jointly, to effect the sale of the Bonds and the refunding of the Refunded Obligations, subject to the parameters set forth in this Ordinance.

2. DATE, DENOMINATIONS, NUMBER, MATURITIES AND TERMS OF BONDS. (a) That initially there shall be issued, sold, and delivered hereunder fully registered bonds, without interest coupons, numbered consecutively from R-1 upward, payable to the respective initial registered owners thereof, or to the registered assignee or assignees of the Bonds or any portion or portions thereof, in the denomination of $5,000 or any integral multiple thereof (an "Authorized Denomination"), maturing not later than September 1, 2028, payable serially or otherwise on the dates, in the years and in the principal amounts, and dated, all as set forth in the Purchase Agreement (as defined in Section 10).

(b) It is hereby found and determined to be in the best interests of the City for the Bonds to be issued under this Ordinance to be sold through a negotiated sale pursuant to the procedures set forth herein. Lehman Brothers is hereby designated to be the senior managing underwriter for the Bonds. An Authorized Representative, acting for and on behalf of the City, is authorized to enter into and carry out the Purchase Agreement with the Underwriters, in substantially the form attached hereto and made a part hereof for all purposes, with such changes as may be necessary to effect the sale of the Bonds to the Underwriters. The Bonds shall be sold to the Underwriters at such price, and subject to such terms and conditions as set forth in the Purchase Agreement, as shall be determined by the City Manager pursuant to subsection (c) below. The authority of an Authorized Representative to execute the Purchase Agreement shall expire if the Purchase Agreement has not been executed and delivered by the City and by the Underwriters (acting through their duly designated representative) by 10:00 a.m., Thursday, July 10, 2008. Any finding or determination made by an Authorized Representative relating to the issuance and sale of the Bonds and the execution of the Purchase Agreement in connection therewith shall have the same force and effect as a finding or determination made by the City Council.

(c) As authorized by Chapter 1207, each Authorized Representative is hereby authorized, appointed, and designated to act on behalf of the City in selling and delivering the Bonds and carrying out the other procedures specified in this Ordinance, including determining and fixing the date of the Bonds, any additional or different designation or title by which the Bonds shall be known, the aggregate principal amount of the Bonds, the date of delivery of the Bonds, the price at which the Bonds will be sold, the years in which the Bonds will mature, the principal amount of Bonds to mature in each of such years, that portion of the Bonds, if any, to be issued as capital appreciation bonds and the maturity amount of any Bonds issued as capital appreciation bonds, the

DRAFT

rate of interest to be borne by or accrue on each such maturity, the interest payment periods, the dates, price, and terms upon and at which the Bonds shall be subject to redemption prior to maturity at the option of the City, as well as any mandatory sinking fund redemption provisions, and all other matters relating to the issuance, sale, and delivery of the Bonds, and the refunding of the Refunded Bonds, including, without limitation, obtaining a municipal bond insurance policy in support of all or any portion of the Bonds, all of which shall be specified in the Purchase Agreement; provided, that (i) the price to be paid for the Bonds shall not be less than 95% of the aggregate original principal amount thereof, plus accrued interest thereon from the date of their delivery, (ii) none of the Bonds shall bear interest (or, in the case of Bonds, if any, issued as capital appreciation bonds, producing a yield) at a rate greater than 10.00% per annum, and (iii) the Bonds shall not be sold for the purpose of refunding the Refunded Bonds unless the refunding of the Refunded Bonds results in achieving the minimum net present value debt service savings threshold described in Section 17 of this Ordinance. The amount of the savings to be realized from the refunding of the Refunded Bonds, on both a gross and a present value basis, shall be set forth in a certificate (further described in Section 17 of this Ordinance) to be executed by the Chief Financial Officer of the City. In addition, an Authorized Representative is authorized to determine the principal amount of Bonds to be issued and sold, if any, to provide for the refunding of Refunded Bonds; provided, that the determination by an Authorized Representative to issue Bonds for the purpose of refunding Refunded Bonds shall be subject to the parameters set forth in Section 17 hereof.

(d) The City Manager and the Chief Financial Officer of the City are authorized and directed to provide for and oversee the preparation of a preliminary and final official statement in connection with the issuance of the Bonds, and to approve such preliminary and final official statement and deem such preliminary official statement final in compliance with the Rule and to provide it to the Underwriters of the Bonds in compliance with the Rule.

Section 3. REDEMPTION. (a) That the Bonds may be subject to redemption prior to their scheduled maturities at the option of the City, on the dates and in the manner as provided in the Purchase Agreement. Should the Purchase Agreement provide for the redemption of the Bonds prior to their scheduled maturities at the option of the City, if less than all of the Bonds are to be redeemed by the City, the City shall determine the maturity or maturities and the amounts thereof to be redeemed and shall direct the Paying Agent/Registrar to call by lot Bonds, or portions thereof, within such maturity or maturities and in such principal amounts, for redemption; provided, that during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, if fewer than all of the Bonds of the same maturity and bearing the same interest rate are to be redeemed, the particular Bonds of such maturity and

bearing such interest rate shall be selected in accordance with the arrangements between the City and the securities depository.

(b) Should the Purchase Agreement provide for the mandatory sinking fund redemption of the Bonds, the terms and conditions governing any such mandatory sinking fund redemption and the payment of sinking fund payments relating thereto shall be as set forth in the Purchase Agreement.

(c) At least 30 days prior to the date fixed for any such redemption the City shall cause a written notice of such redemption to be deposited in the United States Mail, first-class postage prepaid, addressed to each such registered owner at his address shown on the Registration Books (hereinafter defined) of the Paying Agent/Registrar. By the date fixed for any such redemption, due provision shall be made with the Paying Agent/Registrar for the payment of the required redemption price for the Series 2008 Bonds or the portions thereof which are to be so redeemed, plus accrued interest thereon to the date fixed for redemption. If such notice of redemption is given, and if due provision for such payment is made, all as provided above, the Series 2008 Bonds or the portions thereof which are to be so redeemed, thereby automatically shall be redeemed prior to their scheduled maturities, and shall not bear interest after the date fixed for their redemption, and shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price plus accrued interest to the date fixed for redemption from the Paying Agent/Registrar out of the funds provided for such payment. The Paying Agent/Registrar shall record in the Registration Books all such redemptions of principal of the Series 2008 Bonds or any portion thereof. If a portion of any Series 2008 Bond shall be redeemed a substitute Series 2008 Bond or Series 2008 Bonds having the same maturity date, bearing interest at the same rate, in any denomination or denominations in any integral multiple of $5,000, at the written request of the registered owner, and in an aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon the surrender thereof for cancellation, at the expense of the City, all as provided in this Ordinance. In addition to the foregoing, the City shall cause the Paying Agent/Registrar to give notice of any such redemption in the manner set forth in Section 5 hereof. The failure to cause such notice to be given, however, or any defect therein, shall not affect the validity or effectiveness of such redemption.

4. INTEREST. That the Series 2008 Bonds of each maturity shall bear interest calculated on the basis of a 360-day year composed of twelve 30-day months from the dates specified in the FORM OF BOND set forth in this Ordinance, to their respective dates of maturity at the rates set forth in the Purchase Agreement. Interest on the Bonds shall be payable on the dates set forth in the Purchase Agreement, until the maturity or prior redemption of the Bonds.

DRAFT

5. ADDITIONAL CHARACTERISTICS OF THE BONDS. (a) That the City shall keep or cause to be kept at the designated corporate trust office in _____, Texas (the "Designated Payment/Transfer Office") of _____ (the "Paying Agent/Registrar"), or such other bank, trust company, financial institution, or other agency named in accordance with the provisions of (g) below, books or records of the registration and transfer of the Series 2008 Bonds (the "Registration Books"), and the City hereby appoints the Paying Agent/Registrar as its registrar and transfer agent to keep such books or records and make such transfers and registrations under such reasonable regulations as the City and Paying Agent/Registrar may prescribe; and the Paying Agent/Registrar shall make such transfers and registrations as herein provided. It shall be the duty of the Paying Agent/Registrar to obtain from the registered owner and record in the Registration Books the address of such registered owner of each bond to which payments with respect to the Series 2008 Bonds shall be mailed, as herein provided. The City or its designee shall have the right to inspect the Registration Books during regular business hours of the Paying Agent/Registrar, but otherwise the Paying Agent/Registrar shall keep the Registration Books confidential and, unless otherwise required by law, shall not permit their inspection by any other entity. Registration of each Series 2008 Bond may be transferred in the Registration Books only upon presentation and surrender of such bond to the Paying Agent/Registrar for transfer of registration and cancellation, together with proper written instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing the assignment of such bond, or any portion thereof in any integral multiple of $5,000, to the assignee or assignees thereof, and the right of such assignee or assignees to have such bond or any such portion thereof registered in the name of such assignee or assignees. Upon the assignment and transfer of any Series 2008 Bond or any portion thereof, a new substitute bond or bonds shall be issued in exchange therefor in the manner herein provided.

(b) The entity in whose name any Series 2008 Bond shall be registered in the Registration Books at any time shall be treated as the absolute owner thereof for all purposes of this Ordinance, whether or not such bond shall be overdue, and the City and the Paying Agent/Registrar shall not be affected by any notice to the contrary; and payment of, or on account of, the principal of, premium, if any, and interest on any such bond shall be made only to such registered owner. All such payments shall be valid and effectual to satisfy and discharge the liability upon such bond to the extent of the sum or sums so paid.

(c) The City hereby further appoints the Paying Agent/Registrar to act as the paying agent for paying the principal of and interest on the Series 2008 Bonds, and to act as its agent to exchange or replace Series 2008 Bonds, all as provided in this Ordinance. The Paying Agent/Registrar shall keep proper records of all payments made by the City

DRAFT

and the Paying Agent/Registrar with respect to the Series 2008 Bonds, and of all exchanges thereof, and all replacements thereof, as provided in this Ordinance.

(d) Each Series 2008 Bond may be exchanged for fully registered bonds in the manner set forth herein. Each bond issued and delivered pursuant to this Ordinance, to the extent of the unredeemed principal amount thereof, may, upon surrender thereof at the Designated Payment/Transfer Office of the Paying Agent/Registrar, together with a written request therefor duly executed by the registered owner or the assignee or assignees thereof, or its or their duly authorized attorneys or representatives, with guarantee of signatures satisfactory to the Paying Agent/Registrar, at the option of the registered owner or such assignee or assignees, as appropriate, be exchanged for fully registered bonds, without interest coupons, in the form prescribed in the FORM OF BOND, in the denomination of $5,000, or any integral multiple thereof (subject to the requirement hereinafter stated that each substitute bond shall have a single stated maturity date), as requested in writing by such registered owner or such assignee or assignees, in an aggregate principal amount equal to the unredeemed principal amount of any Series 2008 Bond or Series 2008 Bonds so surrendered, and payable to the appropriate registered owner, assignee, or assignees, as the case may be. If a portion of any Series 2008 Bond shall be redeemed prior to its scheduled maturity as provided herein, a substitute bond or bonds having the same maturity date, bearing interest at the same rate, in the denomination or denominations of any integral multiple of $5,000 at the request of the registered owner, and in an aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon surrender thereof for cancellation. If any Series 2008 Bond or portion thereof is assigned and transferred, each bond issued in exchange therefor shall have the same principal maturity date and bear interest at the same rate as the bond for which it is being exchanged. Each substitute bond shall bear a letter and/or number to distinguish it from each other bond. The Paying Agent/Registrar shall exchange or replace Series 2008 Bonds as provided herein, and each fully registered bond or bonds delivered in exchange for or replacement of any Series 2008 Bond or portion thereof as permitted or required by any provision of this Ordinance shall constitute one of the Series 2008 Bonds for all purposes of this Ordinance, and may again be exchanged or replaced. It is specifically provided, however, that any Series 2008 Bond delivered in exchange for or replacement of another Series 2008 Bond prior to the first scheduled interest payment date on the Series 2008 Bonds (as stated on the face thereof) shall be dated the same date as such Series 2008 Bond, but each substitute bond so delivered on or after such first scheduled interest payment date shall be dated as of the interest payment date preceding the date on which such substitute bond is delivered, unless such substitute bond is delivered on an interest payment date, in which case it shall be dated as of such date of delivery; provided, however, that if at the time of delivery of any substitute bond the interest on the bond for which it is being exchanged has not been paid, then such substitute bond shall be dated as

of the date to which such interest has been paid in full. On each substitute bond issued in exchange for or replacement of any Series 2008 Bond or Series 2008 Bonds issued under this Ordinance there shall be printed thereon a Paying Agent/Registrar's Authentication Certificate, in the form hereinafter set forth in the FORM OF BOND (the "Authentication Certificate"). An authorized representative of the Paying Agent/Registrar shall, before the delivery of any such substitute bond, date such substitute bond in the manner set forth above, and manually sign and date the Authentication Certificate, and no such substitute bond shall be deemed to be issued or outstanding unless the Authentication Certificate is so executed. The Paying Agent/Registrar promptly shall cancel all Series 2008 Bonds surrendered for exchange or replacement. No additional ordinances, orders, or resolutions need be passed or adopted by the City Council or any other body or person so as to accomplish the foregoing exchange or replacement of any Series 2008 Bond or portion hereof, and the Paying Agent/Registrar shall provide for the printing, execution, and delivery of the substitute bonds in the manner prescribed herein. Pursuant to Chapter 1206, Texas Government Code, the duty of exchange or replacement of any Series 2008 Bond as aforesaid is hereby imposed upon the Paying Agent/Registrar, and, upon the execution of the Authentication Certificate, the exchanged or replaced bond shall be valid, incontestable, and enforceable in the same manner and with the same effect as the Series 2008 Bonds which originally were delivered pursuant to this Ordinance, approved by the Attorney General, and registered by the Comptroller of Public Accounts. Neither the City nor the Paying Agent/Registrar shall be required to transfer or exchange any Series 2008 Bond so selected for redemption, in whole or in part, within 45 calendar days of the date fixed for redemption; provided, however, such limitation of transfer shall not be applicable to an exchange by the registered owner of the uncalled principal of a Series 2008 Bond.

(e) All Series 2008 Bonds issued in exchange or replacement of any other Series 2008 Bond or portion thereof, (i) shall be issued in fully registered form, without interest coupons, with the principal of and interest on such Series 2008 Bonds to be payable only to the registered owners thereof, (ii) may be redeemed prior to their scheduled maturities, (iii) may be transferred and assigned, (iv) may be exchanged for other Series 2008 Bonds, (v) shall have the characteristics, (vi) shall be signed and sealed, and (vii) the principal of and interest on the Series 2008 Bonds shall be payable, all as provided, and in the manner required or indicated, in the FORM OF BOND.

(f) The City shall pay the Paying Agent/Registrar's reasonable and customary fees and charges for making transfers of Series 2008 Bonds, but the registered owner of any Series 2008 Bond requesting such transfer shall pay any taxes or other governmental charges required to be paid with respect thereto. The registered owner of any Series 2008 Bond requesting any exchange shall pay the Paying Agent/Registrar's reasonable and standard or customary fees and charges for exchanging any such bond or portion thereof,

together with any taxes or governmental charges required to be paid with respect thereto, all as a condition precedent to the exercise of such privilege of exchange, except, however, that in the case of the exchange of an assigned and transferred bond or bonds or any portion or portions thereof in any integral multiple of $5,000, and in the case of the exchange of the unredeemed portion of a Series 2008 Bond which has been redeemed in part prior to maturity, as provided in this Ordinance, such fees and charges will be paid by the City. In addition, the City hereby covenants with the registered owners of the Series 2008 Bonds that it will (i) pay the reasonable and standard or customary fees and charges of the Paying Agent/Registrar for its services with respect to the payment of the principal of and interest on the Series 2008 Bonds, when due, and (ii) pay the fees and charges of the Paying Agent/Registrar for services with respect to the transfer or registration of Series 2008 Bonds solely to the extent above provided, and with respect to the exchange of Series 2008 Bonds solely to the extent above provided.

(g) The City covenants with the registered owners of the Series 2008 Bonds that at all times while the Series 2008 Bonds are outstanding the City will provide a competent and legally qualified bank, trust company, or other entity duly qualified and legally authorized to act as and perform the services of Paying Agent/Registrar for the Series 2008 Bonds under this Ordinance, and that the Paying Agent/Registrar will be one entity. The City reserves the right to, and may, at its option, change the Paying Agent/Registrar upon not less than 60 days written notice to the Paying Agent/Registrar. In the event that the entity at any time acting as Paying Agent/Registrar (or its successor by merger, acquisition, or other method) should resign or otherwise cease to act as such, the City covenants that promptly it will appoint a competent and legally qualified national or state banking institution which shall be a corporation organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise trust powers, subject to supervision or examination by federal or state authority, and whose qualifications substantially are similar to the previous Paying Agent/Registrar to act as Paying Agent/Registrar under this Ordinance. Upon any change in the Paying Agent/Registrar, the previous Paying Agent/Registrar promptly shall transfer and deliver the Registration Books (or a copy thereof), along with all other pertinent books and records relating to the Series 2008 Bonds, to the new Paying Agent/Registrar designated and appointed by the City. Upon any change in the Paying Agent/Registrar, the City promptly will cause a written notice thereof to be sent by the new Paying Agent/Registrar to each registered owner of the Series 2008 Bonds, by United States Mail, first-class postage prepaid, which notice also shall give the address of the new Paying Agent/Registrar. By accepting the position and performing as such, each Paying Agent/Registrar shall be deemed to have agreed to the provisions of this Ordinance, and a certified copy of this Ordinance shall be delivered to each Paying Agent/Registrar.

DRAFT

6. FORM OF BONDS. That the form of all Series 2008 Bonds, including the form of the Comptroller's Registration Certificate to accompany the Series 2008 Bonds on the initial delivery thereof, the form of the Authentication Certificate, and the Form of Assignment to be printed on each of the Series 2008 Bonds, shall be, respectively, substantially in the form set forth in Exhibit A to this Ordinance, with such appropriate variations, omissions, or insertions as are permitted or required by this Ordinance.

7. LEVY OF TAX; INTEREST AND SINKING FUND. (a) That a special fund or account, to be designated the "City of Austin, Texas Series 2008 Public Improvement Refunding Bonds Interest and Sinking Fund" (the "Interest and Sinking Fund") is hereby created and shall be established and maintained at an official depository of the City. The Interest and Sinking Fund shall be kept separate and apart from all other funds and accounts of the City, and shall be used only for paying the interest on and principal of the Series 2008 Bonds. All ad valorem taxes levied and collected for and on account of the Series 2008 Bonds shall be deposited, as collected, to the credit of the Interest and Sinking Fund. During each year while any Series 2008 Bond is outstanding and unpaid, the City Council of the City shall compute and ascertain the rate and amount of ad valorem tax, based on the latest approved tax rolls of the City, with full allowances being made for tax delinquencies and costs of tax collections, which will be sufficient to raise and produce the money required to pay the interest on the Series 2008 Bonds as such interest comes due, and to provide a sinking fund to pay the principal of the Series 2008 Bonds as such principal matures, but never less than 2% of the outstanding principal amount of the Series 2008 Bonds as a sinking fund each year. Said rate and amount of ad valorem tax is hereby ordered to be levied and is hereby levied against all taxable property in the City for each year while any Series 2008 Bond is outstanding and unpaid, and said ad valorem tax shall be assessed and collected each such year and deposited to the credit of the Interest and Sinking Fund. Said ad valorem taxes necessary to pay the interest on and principal of the Series 2008 Bonds, as such interest comes due, and such principal matures, are hereby pledged for such purpose, within the limit prescribed by law. Money in the Interest and Sinking Fund, at the option of the City, may be invested in such securities or obligations as permitted under applicable law and the City's investment policy. Any securities or obligations in which money is so invested shall be kept and held in trust for the benefit of the owners of the Series 2008 Bonds and shall be sold and the proceeds of sale shall be timely applied to the making of all payments required to be made from the Interest and Sinking Fund. Interest and income derived from the investment of money in the Interest and Sinking Fund shall be credited thereto.

(b) Chapter 1208, Texas Government Code, applies to the issuance of the Series 2008 Bonds and the pledge of ad valorem taxes made under Section 7(a) of this Ordinance, and such pledge is therefore valid, effective, and perfected. If Texas law is amended at any time while the Series 2008 Bonds are outstanding and unpaid such that

DRAFT

the pledge of ad valorem taxes made by the City under Section 7(a) of this Ordinance is to be subject to the filing requirements of Chapter 9, Texas Business & Commerce Code, then in order to preserve to the registered owners of the Series 2008 Bonds the perfection of the security interest in said pledge, the City agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Chapter 9, Texas Business & Commerce Code, and enable a filing to perfect the security interest in said pledge to occur.

8. DAMAGED, LOST, STOLEN OR DESTROYED BONDS. (a) That in the event any outstanding Series 2008 Bond is damaged, mutilated, lost, stolen, or destroyed, the Paying Agent/Registrar shall cause to be printed, executed, and delivered, a new bond of the same principal amount, maturity, and interest rate, as the damaged, mutilated, lost, stolen, or destroyed Series 2008 Bond, in replacement for such Series 2008 Bond in the manner hereinafter provided.

(b) Application for replacement of damaged, mutilated, lost, stolen, or destroyed Series 2008 Bonds shall be made to the Paying Agent/Registrar. In every case of loss, theft, or destruction of a Series 2008 Bond, the applicant for a replacement bond shall furnish to the City and to the Paying Agent/Registrar such security or indemnity as may be required by them to save each of them harmless from any loss or damage with respect thereto. Also, in every case of loss, theft, or destruction of a Series 2008 Bond, the applicant shall furnish to the City and to the Paying Agent/Registrar evidence to their satisfaction of the loss, theft, or destruction of such Series 2008 Bond, as the case may be. In every case of damage or mutilation of a Series 2008 Bond, the applicant shall surrender to the Paying Agent/Registrar for cancellation the Series 2008 Bond so damaged or mutilated.

(c) Notwithstanding the foregoing provisions of this Section, in the event any such Series 2008 Bond shall have matured, and no default has occurred which is then continuing in the payment of the principal of, redemption premium, if any, or interest on the Series 2008 Bond, the City may authorize the payment of the same (without surrender thereof except in the case of a damaged or mutilated Series 2008 Bond) instead of issuing a replacement Series 2008 Bond, provided security or indemnity is furnished as above provided in this Section.

(d) Prior to the issuance of any replacement bond, the Paying Agent/Registrar shall charge the owner of such Series 2008 Bond with all legal, printing, and other expenses in connection therewith. Every replacement bond issued pursuant to the provisions of this Section by virtue of the fact that any Series 2008 Bond is lost, stolen, or destroyed shall constitute a contractual obligation of the City whether or not the lost, stolen, or destroyed Series 2008 Bond shall be found at any time, or be enforceable by

anyone, and shall be entitled to all the benefits of this Ordinance equally and proportionately with any and all other Series 2008 Bonds duly issued under this Ordinance.

(e) In accordance with Chapter 1206, Texas Government Code, this Section of this Ordinance shall constitute authority for the issuance of any such replacement bond without necessity of further action by the governing body of the City or any other body or person, and the duty of the replacement of such bonds is hereby authorized and imposed upon the Paying Agent/Registrar, subject to the conditions imposed by this Section 8 of this Ordinance, and the Paying Agent/Registrar shall authenticate and deliver such bonds in the form and manner and with the effect, as provided in Section 5(d) of this Ordinance for Series 2008 Bonds issued in exchange for other Series 2008 Bonds.

9. SUBMISSION OF PROCEEDINGS TO ATTORNEY GENERAL. That the Mayor or the designee thereof is hereby authorized to have control of the Series 2008 Bonds and all necessary records and proceedings pertaining to the Series 2008 Bonds pending their delivery and their investigation, examination and approval by the Attorney General of the State of Texas, and their registration by the Comptroller of Public Accounts of the State of Texas. Upon registration of the Series 2008 Bonds, said Comptroller of Public Accounts (or a deputy designated in writing to act for said Comptroller) shall manually sign the Comptroller's Registration Certificate accompanying the Series 2008 Bonds, and the seal of said Comptroller shall be impressed, or placed in facsimile, on each such certificate. After registration by said Comptroller, delivery of the Bonds shall be made to the representative for the underwriters named in Section 10 below under and subject to the general supervision and direction of the Mayor, against receipt by the City of all amounts due to the City under the terms of sale. The City Council hereby authorizes the payment of the fee of the Office of the Attorney General of the State of Texas for the examination of the proceedings relating to the issuance of the Series 2008 Bonds, in the amount determined in accordance with the provisions of Section 1202.004, Texas Government Code.

10. SALE OF BONDS; EXECUTION OF PURCHASE AGREEMENT. (a) That the sale of the Series 2008 Bonds to Lehman Brothers, as representative for the underwriters named in the bond purchase agreement (the "Underwriters") between the City and the underwriters named therein (the "Purchase Agreement"), at the purchase price described in the Purchase Agreement, is hereby authorized, ratified and confirmed. One Series 2008 Bond in the principal amount maturing on each maturity date as set forth in Section 2 hereof shall be delivered to the Underwriters, and the Underwriters shall have the right to exchange such certificates as provided in Section 5 hereof without cost.

DRAFT

(b) That the Purchase Agreement setting forth the terms of the sale of the Series 2008 Bonds to the Underwriters, in substantially the form attached to this Ordinance, is hereby accepted, approved and authorized to be delivered in executed form to the Underwriters. The Mayor or the City Manager and the City Clerk are hereby authorized, for and on behalf of the City, to execute the Purchase Agreement to effect the sale of the Series 2008 Bonds.

(c) That the "Official Statement" prepared in connection with the sale of the Bonds, in substantially the form attached to this Ordinance, is hereby accepted, approved and authorized to be delivered in executed form to the Underwriters. The "Preliminary Official Statement" prepared in connection with the sale of the Series 2008 Bonds is hereby deemed final for purposes of the Rule (as defined in Section 13 of this Ordinance) and the use of the Preliminary Official Statement in connection with the sale of the Series 2008 Bonds is hereby ratified. Each Authorized Representative is authorized to cause the Official Statement to be completed in conformity with the terms of the Purchase Agreement.

11. FEDERAL TAX COVENANTS. That the City covenants to take any action to assure, or refrain from any action which would adversely affect, the treatment of the Series 2008 Bonds as obligations described in section 103 of the Internal Revenue Code of 1986 (the "Code"), the interest on which is not includable in the "gross income" of the holder for purposes of federal income taxation. In furtherance thereof, the City covenants as follows:

(a) to take any action to assure that no more than 10 percent of the proceeds of the Series 2008 Bonds or the projects financed therewith (less amounts deposited to a reserve fund, if any) are used for any "private business use," as defined in section 141(b)(6) of the Code or, if more than 10 percent of the proceeds are so used, that amounts, whether or not received by the City, with respect to such private business use, do not, under the terms of this Ordinance or any underlying arrangement, directly or indirectly, secure or provide for the payment of more than 10 percent of the debt service on the Series 2008 Bonds, in contravention of section 141(b)(2) of the Code;

(b) to take any action to assure that in the event that the "private business use" described in subsection (a) hereof exceeds 5 percent of the proceeds of the Series 2008 Bonds or the projects financed therewith (less amounts deposited into a reserve fund, if any) then the amount in excess of 5 percent is used for a "private business use" which is "related" and not "disproportionate," within the meaning of section 141(b)(3) of the Code, to the governmental use;

DRAFT

(c) to take any action to assure that no amount which is greater than the lesser of $5,000,000, or 5 percent of the proceeds of the Series 2008 Bonds (less amounts deposited into a reserve fund, if any) is directly or indirectly used to finance loans to persons, other than state or local governmental units, in contravention of section 141(c) of the Code;

(d) to refrain from taking any action which would otherwise result in the Series 2008 Bonds being treated as "private activity bonds" within the meaning of section 141(b) of the Code;

(e) to refrain from taking any action that would result in the Series 2008 Bonds being "federally guaranteed" within the meaning of section 149(b) of the Code;

(f) to refrain from using any portion of the proceeds of the Series 2008 Bonds, directly or indirectly, to acquire or to replace funds which were used, directly or indirectly, to acquire investment property (as defined in section 148(b)(2) of the Code) which produces a materially higher yield over the term of the Series 2008 Bonds, other than investment property acquired with --

(1) proceeds of the Bonds invested for a reasonable temporary period until such proceeds are needed for the purpose for which the bonds are issued,

(2) amounts invested in a bona fide debt service fund, within the meaning of section 1.148-1(b) of the Treasury Regulations, and

(3) amounts deposited in any reasonably required reserve or replacement fund to the extent such amounts do not exceed 10 percent of the proceeds of the Series 2008 Bonds;

(g) to otherwise restrict the use of the proceeds of the Series 2008 Bonds or amounts treated as proceeds of the Series 2008 Bonds, as may be necessary, so that the Series 2008 Bonds do not otherwise contravene the requirements of section 148 of the Code (relating to arbitrage) and, to the extent applicable, section 149(d) of the Code (relating to advance refundings); and

(h) to pay to the United States of America at least once during each five-year period (beginning on the date of delivery of the Series 2008 Bonds) an amount that is at least equal to 90 percent of the "Excess Earnings", within the meaning of section 148(f) of the Code and to pay to the United States of America, not later than 60 days after the Series 2008 Bonds have been paid in full, 100 percent of the amount then required to be paid as a result of Excess Earnings under section 148(f) of the Code.

DRAFT

For purposes of the foregoing clauses (a) and (b) above, the City understands that the term "proceeds" includes "disposition proceeds" as defined in the Treasury Regulations and, in the case of a refunding bond, transferred proceeds (if any) and proceeds of the refunded bonds expended prior to the date of the issuance of the Bonds. It is the understanding of the City that the covenants contained herein are intended to assure compliance with the Code and any regulations or rulings promulgated by the U.S. Department of the Treasury pursuant thereto. In the event that regulations or rulings are hereafter promulgated which modify or expand provisions of the Code, as applicable to the Bonds, the City will not be required to comply with any covenant contained herein to the extent that such failure to comply, in the opinion of nationally-recognized bond counsel, will not adversely affect the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In the event that regulations or rulings are hereafter promulgated which impose additional requirements which are applicable to the Bonds, the City agrees to comply with the additional requirements to the extent necessary, in the opinion of nationally-recognized bond counsel, to preserve the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In furtherance of the foregoing, the Mayor, the City Manager, any Assistant City Manager, and the Chief Financial Officer may execute any certificates or other reports required by the Code and to make such elections, on behalf of the City, which may be permitted by the Code as are consistent with the purpose for the issuance of the Bonds.

In order to facilitate compliance with the above clause (h), a "Rebate Fund" is hereby established by the City for the sole benefit of the United States of America, and such Rebate Fund shall not be subject to the claim of any other person, including without limitation the registered owners of the Bonds. The Rebate Fund is established for the additional purpose of compliance with section 148 of the Code.

12. DISPOSITION OF BOND-FINANCED PROPERTY. That the City covenants that the property constituting an improvement to the City originally financed with the proceeds of the Refunded Obligations will not be sold or otherwise disposed in a transaction resulting in the receipt by the City of cash or other compensation, unless the City obtains an opinion of nationally-recognized bond counsel substantially to the effect that such sale or other disposition will not adversely affect the tax-exempt status of the Bonds. For purposes of this Section, the portion of the property comprising personal property and disposed of in the ordinary course of business shall not be treated as a transaction resulting in the receipt of cash or other compensation. For purposes of this Section, the City shall not be obligated to comply with this covenant if it obtains an opinion of nationally-recognized bond counsel to the effect that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

DRAFT

13. CONTINUING ONGOING DISCLOSURE.

(a) Definitions. That as used in this Section, the following terms have the meanings ascribed to such terms below:

"MAC" means the Municipal Advisory Council of Texas.

"MSRB" means the Municipal Securities Rulemaking Board.

"NRMSIR" means each person whom the SEC or its staff has determined to be a nationally recognized municipal securities information repository within the meaning of the Rule from time to time.

"Rule" means SEC Rule 15c2-12, as amended from time to time.

"SEC" means the United States Securities and Exchange Commission.

"SID" means any person designated by the State of Texas or an authorized department, officer, or agency thereof as, and determined by the SEC or its staff to be, a state information depository within the meaning of the Rule from time to time.

(b) Annual Reports.

(i) The City shall provide annually to each NRMSIR and any SID, within six months after the end of each fiscal year ending in or after 2007, financial information and operating data with respect to the City of the general type included in the final Official Statement authorized by Section 10 of this Ordinance, being the information described in Exhibit B hereto. Any financial statements so to be provided shall be (1) prepared in accordance with the accounting principles described in Exhibit B hereto, or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation, and (2) audited, if the City commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within such period, then the City shall provide unaudited financial statements by the required time, and shall provide audited financial statements for the applicable fiscal year to each NRMSIR and any SID, when and if the audit report on such statements becomes available.

(ii) If the City changes its fiscal year, it will notify each NRMSIR and any SID of the change (and of the date of the new fiscal year end) prior to the next date by which the City otherwise would be required to provide financial information and operating data

DRAFT

pursuant to this Section. The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document, if it is available from the MSRB) that theretofore has been provided to each NRMSIR and any SID or filed with the SEC. Any filing under this Section may be made solely by transmitting such filing to the MAC as provided at http://www.disclosureusa.org, unless the SEC has withdrawn the interpretive advice stated in its letter to the MAC dated September 7, 2004.

(c) Material Event Notices. The City shall notify any SID and either each NRMSIR or the MSRB, in a timely manner, of any of the following events with respect to the Series 2008 Bonds, if such event is material within the meaning of the federal securities laws:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions or events affecting the tax-exempt status of the Series 2008 Bonds;
7. Modifications to rights of holders of the Series 2008 Bonds;
8. Series 2008 Bond calls;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Series 2008 Bonds; and
11. Rating changes.

The City shall notify any SID and either each NRMSIR or the MSRB, in a timely manner, of any failure by the City to provide financial information or operating data in accordance with subsection (b) of this Section by the time required by such subsection.

(d) Limitations, Disclaimers, and Amendments.

(i) The City shall be obligated to observe and perform the covenants specified in this Section for so long as, but only for so long as, the City remains an "obligated person" with respect to the Series 2008 Bonds within the meaning of the Rule, except that the City in any event will give notice of any deposit made in accordance with this Ordinance or applicable law that causes any Series 2008 Bonds no longer to be outstanding.

DRAFT

(ii) The provisions of this Section are for the sole benefit of the holders and beneficial owners of the Series 2008 Bonds, and nothing in this Section, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The City undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Section and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the City's financial results, condition, or prospects or to update any information provided in accordance with this Section or otherwise, except as expressly provided herein. The City does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Series 2008 Bonds at any future date.

(iii) UNDER NO CIRCUMSTANCES SHALL THE CITY BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY SERIES 2008 BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE CITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

(iv) No default by the City in observing or performing its obligations under this Section shall comprise a breach of or default under the Ordinance for purposes of any other provision of this Ordinance. Nothing in this Section is intended or shall act to disclaim, waive, or otherwise limit the duties of the City under federal and state securities laws.

(v) The provisions of this Section may be amended by the City from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, but only if (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Series 2008 Bonds in the primary offering of the Series 2008 Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances and (2) either (a) the holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Ordinance that authorizes such an amendment) of the outstanding Series 2008 Bonds consent to such amendment or (b) a person that is unaffiliated with the City (such as nationally-recognized bond counsel) determines that such amendment will not materially impair the interest of the holders and

DRAFT

beneficial owners of the Series 2008 Bonds. If the City so amends the provisions of this Section, it shall include with any amended financial information or operating data next provided in accordance with subsection (b) of this Section an explanation, in narrative form, of the reason for the amendment and of the impact of any change in the type of financial information or operating data so provided. The City may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Series 2008 Bonds in the primary offering of the Series 2008 Bonds.

14. BOOK-ENTRY ONLY SYSTEM. That the Series 2008 Bonds initially shall be issued and delivered in such manner that no physical distribution of the Series 2008 Bonds will be made to the public, and The Depository Trust Company ("DTC"), New York, New York, initially will act as depository for the Series 2008 Bonds. DTC has represented that it is a limited purpose trust company incorporated under the laws of the State of New York, 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 under Section 17A of the Securities Exchange Act of 1934, as amended, and the City accepts, but in no way verifies, such representations. The Series 2008 Bonds initially authorized by this Ordinance and intended to be held by DTC shall be delivered to and registered in the name of CEDE & CO., the nominee of DTC. It is expected that DTC will hold the Series 2008 Bonds on behalf of the Underwriters (as defined in Section 10) and their participants. So long as each Series 2008 Bonds is registered in the name of CEDE & CO., the Paying Agent/Registrar shall treat and deal with DTC the same in all respects as if it were the actual and beneficial owner thereof. It is expected that DTC will maintain a book-entry system which will identify ownership of the Series 2008 Bonds in integral amounts of $5,000, with transfers of ownership being effected on the records of DTC and its participants pursuant to rules and regulations established by them, and that the Series 2008 Bonds initially deposited with DTC shall be immobilized and not be further exchanged for substitute Series 2008 Bonds except as hereinafter provided. The City is not responsible or liable for any functions of DTC, will not be responsible for paying any fees or charges with respect to its services, will not be responsible or liable for maintaining, supervising, or reviewing the records of DTC or its participants, or protecting any interests or rights of the beneficial owners of the Series 2008 Bonds. It shall be the duty of the DTC Participants, as defined in the Official Statement herein approved, to make all arrangements with DTC to establish this book-entry system, the beneficial ownership of the Series 2008 Bonds, and the method of paying the fees and charges of DTC. The City does not represent, nor does it in any way covenant that the initial book-entry system established with DTC will be maintained in the future. Notwithstanding the initial establishment of the foregoing book-entry system

with DTC, if for any reason any of the originally delivered Series 2008 Bonds is duly filed with the Paying Agent/Registrar with proper request for transfer and substitution, as provided for in this Ordinance, substitute Series 2008 Bonds will be duly delivered as provided in this Ordinance, and there will be no assurance or representation that any book-entry system will be maintained for such Series 2008 Bonds. The initial Series 2008 Bonds submitted to the Attorney General of the State of Texas for review and approval may be registered in the name of the representative for the Underwriters named in Section 10. In connection with the initial establishment of the foregoing book-entry system with DTC, the City heretofore has executed a "Blanket Letter of Representations" prepared by DTC in order to implement the book-entry system described above.

15. DEFEASANCE. (a) Defeased Bonds. That any Series 2008 Bond and the interest thereon shall be deemed to be paid, retired and no longer outstanding (a "Defeased Bond") within the meaning of this Ordinance, except to the extent provided in subsection (d) of this Section, when payment of the principal of such Bond, plus interest thereon to the due date (whether such due date be by reason of maturity or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof, or (ii) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent/Registrar in accordance with an escrow agreement or other instrument (the "Future Escrow Agreement") for such payment (1) lawful money of the United States of America sufficient to make such payment and/or (2) Defeasance Securities, certified by an independent public accounting firm of national reputation to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money to provide for such payment, and when proper arrangements have been made by the City with the Paying Agent/Registrar for the payment of its services until all Defeased Bonds shall have become due and payable. At such time as a Series 2008 Bond shall be deemed to be a Defeased Bond hereunder, as aforesaid, such Series 2008 Bond and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of, the ad valorem taxes herein levied and pledged as provided in this Ordinance, and such principal and interest shall be payable solely from such money or Defeasance Securities. Notwithstanding any other provision of this Ordinance to the contrary, it is hereby provided that any determination not to redeem Defeased Bonds that is made in conjunction with the payment arrangements specified in subsection 15(a)(i) or (ii) shall not be irrevocable, provided that: (1) in the proceedings providing for such payment arrangements, the City expressly reserves the right to call the Defeased Bonds for redemption; (2) the City gives notice of the reservation of that right to the owners of the Defeased Bonds immediately following the making of the payment arrangements; and (3) the City directs that notice of the reservation be included in any redemption notices that it authorizes.

DRAFT

(b) Investment in Defeasance Securities. Any moneys so deposited with the Paying Agent/Registrar may at the written direction of the City be invested in Defeasance Securities, maturing in the amounts and times as hereinbefore set forth, and all income from such Defeasance Securities received by the Paying Agent/Registrar that is not required for the payment of the Bonds and interest thereon, with respect to which such money has been so deposited, shall be turned over to the City, or deposited as directed in writing by the City. Any Future Escrow Agreement pursuant to which the money and/or Defeasance Securities are held for the payment of Defeased Bonds may contain provisions permitting the investment or reinvestment of such moneys in Defeasance Securities or the substitution of other Defeasance Securities upon the satisfaction of the requirements specified in subsection 15(a)(i) or (ii). All income from such Defeasance Securities received by the Paying Agent/Registrar which is not required for the payment of the Defeased Bonds, with respect to which such money has been so deposited, shall be remitted to the City or deposited as directed in writing by the City.

(c) Defeasance Securities Defined. The term "Defeasance Securities" means (i) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America., (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date of the purchase thereof are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the governing body of the City adopts or approves the proceedings authorizing the financial arrangements are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent.

(d) Paying Agent/Registrar Services. Until all Defeased Bonds shall have become due and payable, the Paying Agent/Registrar shall perform the services of Paying Agent/Registrar for such Defeased Bonds the same as if they had not been defeased, and the City shall make proper arrangements to provide and pay for such services as required by this Ordinance.

(e) Selection of Bonds for Defeasance. In the event that the City elects to defease less than all of the principal amount of Bonds of a maturity, the Paying Agent/Registrar shall select, or cause to be selected, such amount of Bonds by such random method as it deems fair and appropriate.

DRAFT

16. DEFAULT AND REMEDIES. (a) Events of Default. Each of the following occurrences or events for the purpose of this Ordinance is hereby declared to be an Event of Default:

(i) the failure to make payment of the principal of or interest on any of the Bonds when the same becomes due and payable; or

(ii) default in the performance or observance of any other covenant, agreement or obligation of the City, the failure to perform which materially, adversely affects the rights of the Registered Owners of the Bonds, including, but not limited to, their prospect or ability to be repaid in accordance with this Ordinance, and the continuation thereof for a period of 60 days after notice of such default is given by any Registered Owner to the City.

(b) Remedies for Default.

(i) Upon the happening of any Event of Default, then and in every case, any Registered Owner or an authorized representative thereof, including, but not limited to, a trustee or trustees therefor, may proceed against the City, or any official, officer or employee of the City in their official capacity, for the purpose of protecting and enforcing the rights of the Registered Owners under this Ordinance, by mandamus or other suit, action or special proceeding in equity or at law, in any court of competent jurisdiction, for any relief permitted by law, including the specific performance of any covenant or agreement contained herein, or thereby to enjoin any act or thing that may be unlawful or in violation of any right of the Registered Owners hereunder or any combination of such remedies.

(ii) It is provided that all such proceedings shall be instituted and maintained for the equal benefit of all Registered Owners of Bonds then outstanding.

(c) Remedies Not Exclusive.

(i) No remedy herein conferred or reserved is intended to be exclusive of any other available remedy or remedies, but each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or under the Bonds or now or hereafter existing at law or in equity; provided, however, that notwithstanding any other provision of this Ordinance, the right to accelerate the debt evidenced by the Bonds shall not be available as a remedy under this Ordinance.

(ii) The exercise of any remedy herein conferred or reserved shall not be deemed a waiver of any other available remedy.

DRAFT

(iii) By accepting the delivery of a Bond authorized under this Ordinance, such Registered Owner agrees that the certifications required to effectuate any covenants or representations contained in this Ordinance do not and shall never constitute or give rise to a personal or pecuniary liability or charge against the officers, employees or trustees of the City or the City Council.

(iv) None of the members of the City Council, nor any other official or officer, agent, or employee of the City, shall be charged personally by the Registered Owners with any liability, or be held personally liable to the Registered Owners under any term or provision of this Ordinance, or because of any Event of Default or alleged Event of Default under this Ordinance.

17. REASON FOR REFUNDING. That the City hereby finds that the issuance of the Bonds for the purpose of refunding the Refunded Bonds to realize a net present value savings is a public purpose. As a condition to the issuance of the Bonds, the refunding of the aggregate principal amount of the Refunded Bonds must produce (i) a net present value savings, calculated in accordance with GASB Statement No. 7, of at least four and a quarter percent (4.25%), and (ii) a positive gross savings. The principal amount of Bonds, if any, issued to refund Refunded Bonds, and the Refunded Bonds to be refunded, shall be specifically identified in the Purchase Agreement. An Authorized Representative may elect not to refund any or all of the obligations listed in Schedule I, but in no event shall the Bonds be issued for the purpose of refunding Refunded Bonds if the refunding of the aggregate principal amount of the obligations selected for refunding does not result in the minimum savings threshold established in this Section being realized. Should Bonds be sold for the purpose of refunding the Refunded Bonds, on or before the date of delivery of the Bonds the Chief Financial Officer of the City shall execute and deliver to the City Council a certificate stating that the savings thresholds herein established have been realized. This certificate shall specifically state both the net present value savings and the gross savings realized by the City as a result of refunding the Refunded Bonds. The determination of an Authorized Representative relating to the issuance and sale of Bonds to refund Refunded Bonds in such principal amount as provided in the Purchase Agreement shall have the same force and effect as if such determination were made by the City Council.

18. ESCROW AGREEMENT. That concurrently with the delivery of the Bonds the City shall cause to be deposited with the Escrow Agent (as named in the hereinafter approved Escrow Agreement), from the proceeds from the sale of the Bonds and other available moneys of the City, all as described in the letter of instructions referred to in Section 20 hereof, an amount sufficient to provide for the refunding of the Refunded Obligations in accordance with Chapter 1207, Texas Government Code. The City

Manager or any Assistant City Manager and the City Clerk are hereby authorized, for and on behalf of the City, to execute the Escrow Agreement to accomplish such purposes, in substantially the form and substance attached to this Ordinance. The City Manager, any Assistant City Manager or the Chief Financial Officer of the City, and the City Clerk, are further authorized, on behalf of the City, to take such actions as may be necessary to obtain the securities to be held by the Escrow Agent in accordance with the terms of the Escrow Agreement.

19. REDEMPTION OF REFUNDED OBLIGATIONS. That the City hereby determines that, subject to the delivery of the Bonds, the Refunded Obligations shall be called for redemption on the respective redemption dates set forth in Schedule I, at the redemption price of par plus accrued interest to the date fixed for redemption, all in accordance with the applicable provisions of the instruments authorizing their issuance. The City Manager or the designee thereof shall take such actions as are necessary to cause the required notice of redemption to be given in accordance with the terms of the respective proceedings for the Refunded Obligations called for redemption.

20. USE OF BOND PROCEEDS. That the proceeds from the sale of the Series 2008 Bonds shall be used in the manner described in a letter of instructions executed by or on behalf of the City. The foregoing notwithstanding, proceeds representing accrued interest on the Series 2008 Bonds shall be deposited to the credit of the Interest and Sinking Fund and proceeds representing premium on the Series 2008 Bonds shall be used in a manner consistent with the provisions of Section 1201.042(d), Texas Government Code.

21. OFFICIALS AUTHORIZED TO ACT ON BEHALF OF THE CITY. That the Mayor, the City Clerk, the City Manager, any Assistant City Manager or the Chief Financial Officer of the City, and all other officers, employees, and agents of the City, and each of them, shall be and they are hereby expressly authorized, empowered, and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the seal and on behalf of the City all such instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance, the Bonds, the Escrow Agreement, the Purchase Agreement, the offering documents prepared in connection with the sale of the Bonds, or the Paying Agent/Registrar agreement. In case any officer whose signature appears on any Bond shall cease to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes the same as if he or she had remained in office until such delivery.

22. RULES OF CONSTRUCTION. That for all purposes of this Ordinance, unless the context requires otherwise, all references to designated Sections and other

DRAFT

subdivisions are to the Sections and other subdivisions of this Ordinance. The words "herein", "hereof" and "hereunder" and other words of similar import refer to this Ordinance as a whole and not to any particular Section or other subdivision. Except where the context otherwise requires, terms defined in this Ordinance to impart the singular number shall be considered to include the plural number and vice versa. References to any named person means that party and its successors and assigns. References to any constitutional, statutory or regulatory provision means such provision as it exists on the date this Ordinance is adopted by the City and any future amendments thereto or successor provisions thereof. Any reference to the payment of principal in this Ordinance shall be deemed to include the payment of any mandatory sinking fund redemption payments as described herein. Any reference to "FORM OF BOND" shall refer to the form of the Bonds set forth in Exhibit A to this Ordinance. The titles and headings of the Sections and subsections of this Ordinance have been inserted for convenience of reference only and are not to be considered a part hereof and shall not in any way modify or restrict any of the terms or provisions hereof. The findings set forth in the preamble to this Ordinance are hereby incorporated into the body of this Ordinance and made a part hereof for all purposes.

23. CONFLICTING ORDINANCES REPEALED. That all ordinances and resolutions or parts thereof in conflict herewith are hereby repealed.

24. IMMEDIATE EFFECT. That in accordance with the provisions of V.T.C.A., Government Code, Section 1201.028, this Ordinance shall be effective immediately upon its adoption by the City Council.

This ordinance takes effect on _____, 2008.

PASSED AND APPROVED

§
§
_____, 2007 §

Will Wynn
Mayor

APPROVED: _____ **ATTEST:** _____

David Allan Smith
City Attorney

Shirley A. Gentry
City Clerk

DRAFT

EXHIBIT A
to
Ordinance

FORM OF BOND

NO. ____ $_____

UNITED STATES OF AMERICA
STATE OF TEXAS
CITY OF AUSTIN, TEXAS
PUBLIC IMPROVEMENT REFUNDING BONDS,
SERIES 2008

MATURITY DATE INTEREST RATE DATE OF DELIVERY CUSIP

ON THE MATURITY DATE SPECIFIED ABOVE, THE CITY OF AUSTIN, TEXAS (the "Issuer"), in the Counties of Travis and Williamson, hereby promises to pay to

_____

or to the registered assignee hereof (either being hereinafter called the "registered owner") the principal amount of:

_____ DOLLARS

and to pay interest thereon, from the Date of Delivery specified above, to the maturity date specified above, at the rate of interest per annum specified above, with said interest being payable on _____ 1, 200_, and semiannually on each _____ 1 and _____ 1 thereafter; except that if the Paying Agent/Registrar's Authentication Certificate appearing on the face of this Bond is dated later than _____ 1, 200_, such interest is payable semiannually on each _____ 1 and _____ 1 following such date.

THE PRINCIPAL OF AND INTEREST ON this Bond are payable in lawful money of the United States of America, without exchange or collection charges. The principal of this Bond shall be paid to the registered owner hereof upon presentation and surrender of this Bond at maturity at the designated corporate trust office in _____, Texas (the "Designated Payment/Transfer Office"), of _____, which is the "Paying Agent/Registrar" for this Bond. The payment of interest on this Bond shall be made by the Paying Agent/Registrar to the registered owner hereof as

DRAFT

shown by the Registration Books kept by the Paying Agent/Registrar at the close of business on the 15th day of the month next preceding such interest payment date by check, dated as of such interest payment date, drawn by the Paying Agent/Registrar on, and payable solely from, funds of the Issuer required to be on deposit with the Paying Agent/Registrar for such purpose as hereinafter provided; and such check shall be sent by the Paying Agent/Registrar by United States mail, first-class postage prepaid, on each such interest payment date, to the registered owner hereof at its address as it appears on the Registration Books kept by the Paying Agent/Registrar, as hereinafter described. Any accrued interest due at maturity shall be paid to the registered owner upon presentation and surrender of this Bond for payment at the Designated Payment/Transfer Office of the Paying Agent/Registrar. The Issuer covenants with the registered owner of this Bond that no later than each principal payment and/or interest payment date for this Bond it will make available to the Paying Agent/Registrar from the Interest and Sinking Fund as defined by the ordinance authorizing the Bonds (the "Ordinance") the amounts required to provide for the payment, in immediately available funds, of all principal of and interest on the Bonds, when due.

IN THE EVENT OF A NON-PAYMENT of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the Issuer. Notice of the Special Record Date and of the scheduled payment date of the past due interest ("Special Payment Date", which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each registered owner of a Bond appearing on the registration books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

IF THE DATE for the payment of the principal of or interest on this Bond shall be a Saturday, Sunday, a legal holiday, or a day on which banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day on which banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, any payment to the securities depository, or its nominee or registered assigns, shall be made in accordance with existing arrangements between the Issuer and the securities depository.

DRAFT

THIS BOND is one of a Series of Bonds of like tenor and effect except as to number, principal amount, interest rate and maturity, authorized in accordance with the Constitution and laws of the State of Texas, dated _____ 1, 2008, in the principal amount of $_____, for the purpose of refunding those obligations designated in the Ordinance as the "Refunded Obligations".

ON _____ 1, 201_, or on any date thereafter, the Bonds of this Series maturing on _____ 1, 201_ and thereafter may be redeemed prior to their scheduled maturities, at the option of the Issuer, in whole, or in part, at par and accrued interest to the date fixed for redemption. The years of maturity of the Bonds called for redemption at the option of the City prior to stated maturity shall be selected by the City. The Bonds or portions thereof redeemed within a maturity shall be selected by lot or other method by the Paying Agent/Registrar; provided, that during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, if fewer than all of the Bonds of the same maturity and bearing the same interest rate are to be redeemed, the particular Bonds of such maturity and bearing such interest rate shall be selected in accordance with the arrangements between the Issuer and the securities depository.

THE BONDS are also subject to mandatory redemption in part by lot pursuant to the terms of the Ordinance, on _____ 1 in each of the years 20__ through 20__, inclusive, with respect to Bonds maturing _____ 1, 20__, in the following years and in the following amounts, at a price equal to the principal amount thereof and accrued and unpaid interest to the date of redemption, without premium:

Year	Principal Amount

_____
* Final Maturity

To the extent, however, that Bonds subject to sinking fund redemption have been previously purchased or called for redemption in part and otherwise than from a sinking fund redemption payment, each annual sinking fund payment for such Bond shall be reduced by the amount obtained by multiplying the principal amount of Bonds so purchased or redeemed by the ratio which each remaining annual sinking fund redemption payment for such Bonds bears to the total remaining sinking fund payments, and by rounding each such payment to the nearest $5,000 integral; provided, that during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, the particular Bonds to be called for mandatory

DRAFT

redemption shall be selected in accordance with the arrangements between the City and the securities depository.

AT LEAST 30 days prior to the date fixed for any such redemption a written notice of such redemption shall be given to the registered owner of each Bond or a portion thereof being called for redemption by depositing such notice in the United States mail, first-class postage prepaid, addressed to each such registered owner at his address shown on the Registration Books of the Paying Agent/Registrar, and to major securities depositories, national bond rating agencies and bond information services. By the date fixed for any such redemption due provision shall be made by the Issuer with the Paying Agent/Registrar for the payment of the required redemption price for this Bond or the portion hereof which is to be so redeemed, plus accrued interest thereon to the date fixed for redemption. If such notice of redemption is given, and if due provision for such payment is made, all as provided above, this Bond, or the portion hereof which is to be so redeemed, thereby automatically shall be redeemed prior to its scheduled maturity, and shall not bear interest after the date fixed for its redemption, and shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price plus accrued interest to the date fixed for redemption from the Paying Agent/Registrar out of the funds provided for such payment. The Paying Agent/Registrar shall record in the Registration Books all such redemptions of principal of this Bond or any portion hereof. If a portion of any Bond shall be redeemed a substitute Bond or Bonds having the same maturity date, bearing interest at the same rate, in any denomination or denominations in any integral multiple of $5,000, at the written request of the registered owner, and in aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon the surrender thereof for cancellation, at the expense of the Issuer, all as provided in the Ordinance.

ALL BONDS OF THIS SERIES are issuable solely as fully registered bonds, without interest coupons, in the denomination of any integral multiple of $5,000. As provided in the Ordinance, this Bond may, at the request of the registered owner or the assignee or assignees hereof, be assigned, transferred, and exchanged for a like aggregate principal amount of fully registered bonds, without interest coupons, payable to the appropriate registered owner, assignee, or assignees, as the case may be, having the same maturity date, and bearing interest at the same rate, in any denomination or denominations in any integral multiple of $5,000 as requested in writing by the appropriate registered owner, assignee, or assignees, as the case may be, upon surrender of this Bond to the Paying Agent/Registrar at its Designated Payment/Transfer Office for cancellation, all in accordance with the form and procedures set forth in the Ordinance. Among other requirements for such assignment and transfer, this Bond must be presented and surrendered to the Paying Agent/Registrar, together with proper instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying

DRAFT

Agent/Registrar, evidencing assignment of this Bond or any portion or portions hereof in any integral multiple of $5,000 to the assignee or assignees in whose name or names this Bond or any such portion or portions hereof is or are to be transferred and registered. The form of Assignment printed or endorsed on this Bond may be executed by the registered owner to evidence the assignment hereof, but such method is not exclusive, and other instruments of assignment satisfactory to the Paying Agent/Registrar may be used to evidence the assignment of this Bond or any portion or portions hereof from time to time by the registered owner. The one requesting such exchange shall pay the Paying Agent/Registrar's reasonable standard or customary fees and charges for exchanging any Bond or portion thereof. The foregoing notwithstanding, in the case of the exchange of an assigned and transferred Bond or Bonds or any portion or portions thereof, such fees and charges of the Paying Agent/Registrar will be paid by the Issuer. In any circumstance, any taxes or governmental charges required to be paid with respect thereto shall be paid by the one requesting such assignment, transfer, or exchange as a condition precedent to the exercise of such privilege. In any circumstance, neither the City nor the Paying Agent/Registrar shall be required to transfer or exchange any Bond so selected for redemption, in whole or in part, within 45 calendar days of the date fixed for redemption; provided, however, such limitation of transfer shall not be applicable to an exchange by the registered owner of the uncalled principal of a Bond.

WHENEVER the beneficial ownership of this Bond is determined by a book entry at a securities depository for the Bonds, the foregoing requirements of holding, delivering or transferring this Bond shall be modified to require the appropriate person or entity to meet the requirements of the securities depository as to registering or transferring the book entry to produce the same effect.

IN THE EVENT any Paying Agent/Registrar for the Bonds is changed by the Issuer, resigns, or otherwise ceases to act as such, the Issuer has covenanted in the Ordinance that it promptly will appoint a competent and legally qualified substitute therefor, and promptly will cause written notice thereof to be mailed to the registered owners of the Bonds.

IT IS HEREBY CERTIFIED AND RECITED that the issuance of this Bond, and the series of which it is a part, is duly authorized by law; that all acts, conditions and things required to be done precedent to and in the issuance of this series of bonds, and of this Bond, have been properly done and performed and have happened in regular and due time, form and manner as required by law; that sufficient and proper provision for the levy and collection of ad valorem taxes has been made, which, when collected, shall be appropriated exclusively to the payment of this Bond and the series of which it is a part; and that the total indebtedness of the City of Austin, Texas, including the entire series of bonds of which this is one, does not exceed any constitutional or statutory limitation.

DRAFT

BY BECOMING the registered owner of this Bond, the registered owner thereby acknowledges all of the terms and provisions of the Ordinance, agrees to be bound by such terms and provisions, acknowledges that the Ordinance is duly recorded and available for inspection in the official minutes and records of the governing body of the Issuer, and agrees that the terms and provisions of this Bond and the Ordinance constitute a contract between each registered owner hereof and the Issuer.

IN WITNESS WHEREOF, this Bond has been duly executed on behalf of the City, under its official seal, in accordance with law.

_____	_____
City Clerk, City of Austin, Texas	Mayor, City of Austin, Texas

(SEAL)

DRAFT

FORM OF PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE:

PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE

It is hereby certified that this Bond has been issued under the provisions of the proceedings adopted by the Issuer as described in the text of this Bond; and that this Bond has been issued in conversion of and exchange for or replacement of a bond, bonds, or a portion of a bond or bonds of an issue which originally was approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts of the State of Texas.

Dated: _____,
Paying Agent/Registrar

By_____
Authorized Representative

FORM OF COMPTROLLER'S CERTIFICATE (ATTACHED TO THE BONDS UPON INITIAL DELIVERY THEREOF):

OFFICE OF COMPTROLLER :

REGISTER NO. _____

STATE OF TEXAS :

I hereby certify that there is on file and of record in my office a certificate of the Attorney General of the State of Texas to the effect that this Bond has been examined by him as required by law, and that he finds that it has been issued in conformity with the Constitution and laws of the State of Texas, and that it is a valid and binding obligation of the City of Austin, Texas, payable in the manner provided by and in the ordinance authorizing same, and said Bond has this day been registered by me.

WITNESS MY HAND and seal of office at Austin, Texas _____.

_____
Comptroller of Public Accounts
of the State of Texas

(SEAL)

DRAFT

FORM OF ASSIGNMENT:

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

_____

_____

Please insert Social Security or Taxpayer
Identification Number of Transferee

_____

/_____/

_____

(Please print or typewrite name and address, including
zip code of Transferee)

_____

the within Bond and all rights thereunder, and hereby

irrevocably constitutes and appoints _____

_____

attorney to register the transfer of the within Bond on the

books kept for registration thereof, with full power of

substitution in the premises.

Dated: _____

Signature Guaranteed:

_____

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

_____

NOTICE: The signature above must correspond with the name of the Registered Owner as it appears upon the front of this Bond in every particular, without alteration or enlargement or any change whatsoever.

DRAFT

The printer of the Series 2008 Bonds is hereby authorized to print on the Series 2008 Bonds (i) the form of bond counsel's opinion relating to the Series 2008 Bonds, and (ii) an appropriate statement of insurance furnished by a municipal bond insurance company providing municipal bond insurance, if any, covering all or any part of the Series 2008 Bonds.

DRAFT

Exhibit B
to
Ordinance

DESCRIPTION OF ANNUAL FINANCIAL INFORMATION

The following information is referred to in Section 13 of this Ordinance.

Annual Financial Statements and Operating Data

The financial information and operating data with respect to the City to be provided annually in accordance with such Section are as specified (and included in the Appendix or under the headings of the Official Statement referred to) below:

The quantitative financial information and operating data with respect to the City of the general type included in the main text of the Official Statement under the subcaptions: "Tax Valuation" with respect to the appraised value as of January 1 during the fiscal year as to which such annual report relates; "Valuation and Funded Debt History"; "Tax Rates, Levy and Collection History"; "Ten Largest Taxpayers"; "Property Tax Rate Distribution"; "Current Investments"; "General Fund Revenues and Expenditures and Changes in Fund Balance"; "Municipal Sales Tax"; and "Transfers from Utility Fund".

The portions of the financial statements of the City appended to the Official Statement as Appendix B, but for the most recently concluded fiscal year.

Accounting Principles

The accounting principles referred to in such Section are the accounting principles described in the notes to the financial statements referred to in paragraph 1 above.

DRAFT

SCHEDULE I

CITY OF AUSTIN, TEXAS CERTIFICATES OF OBLIGATION, SERIES 1997, all outstanding obligations maturing on September 1, 2009, aggregating $110,000 in principal amount; Redemption Date: March 16, 2008.

CITY OF AUSTIN, TEXAS CERTIFICATES OF OBLIGATION, SERIES 1998, all outstanding obligations maturing on September 1 in each of the years 2013 through 2018, aggregating $9,765,000 in principal amount; Redemption Date: September 1, 2008.

CITY OF AUSTIN, TEXAS PUBLIC IMPROVEMENT BONDS, SERIES 1998, all outstanding obligations maturing on September 1 in each of the years 2013 through 2018, aggregating $7,940,000 in principal amount; Redemption Date: September 1, 2008.

CITY OF AUSTIN, TEXAS PUBLIC IMPROVEMENT REFUNDING BONDS, SERIES 1998, all outstanding obligations maturing on September 1 in each of the years 2009 through 2016, aggregating $76,460,000 in principal amount; Redemption Date: March 16, 2008.

CITY OF AUSTIN, TEXAS CERTIFICATES OF OBLIGATION, SERIES 1999, all outstanding obligations maturing on September 1, 2011, aggregating $285,000 in principal amount; Redemption Date: September 1, 2009.

CITY OF AUSTIN, TEXAS CERTIFICATES OF OBLIGATION, SERIES 2000, all outstanding obligations maturing on September 1 in each of the years 2013 and 2014, aggregating $680,000 in principal amount; Redemption Date: September 1, 2010.

CITY OF AUSTIN, TEXAS PUBLIC IMPROVEMENT BONDS, SERIES 2000, all outstanding obligations maturing on September 1 in each of the years 2012, 2016 and 2017, aggregating $14,085,000 in principal amount; Redemption Date: September 1, 2010.

CITY OF AUSTIN, TEXAS CERTIFICATES OF OBLIGATION, SERIES 2001, all outstanding obligations maturing on September 1 in each of the years 2017 and 2018, aggregating $4,825,000 in principal amount; Redemption Date: September 1, 2011.

CITY OF AUSTIN, TEXAS PUBLIC IMPROVEMENT BONDS, SERIES 2001, all outstanding obligations maturing on September 1 in each of the years 2018 and 2019, aggregating $12,000,000 in principal amount; Redemption Date: September 1, 2011.

DRAFT

CITY OF AUSTIN, TEXAS PUBLIC IMPROVEMENT BONDS, SERIES 2002, all outstanding obligations maturing on September 1, 2017, aggregating $6,400,000 in principal amount; Redemption Date: September 1, 2012.

The redemption price for the Refunded Obligations shall be par plus accrued interest to the date of redemption.

DRAFT

Attachment
to
Ordinance

Form of Purchase Agreement
(to be attached)

DRAFT

Attachment
to
Ordinance

Form of Official Statement
(to be attached)

DRAFT

Attachment
to
Ordinance

Form of Escrow Agreement
(to be attached)

DRAFT