

**EXHIBIT A**

**Form of Obligation**

NO. R-\_\_\_<sup>1</sup>

\$\_\_\_\_\_

UNITED STATES OF AMERICA  
STATE OF TEXAS

CITY OF AUSTIN, TEXAS  
PUBLIC PROPERTY FINANCE CONTRACTUAL OBLIGATION,  
SERIES 2012

<u>Maturity Date</u> <sup>2</sup>	<u>Interest Rate</u> <sup>2</sup>	<u>Dated Date</u>	<u>CUSIP No.</u> <sup>2</sup>
September 1, 20__	%	September 1, 2012	

ON THE MATURITY DATE SPECIFIED ABOVE, THE CITY OF AUSTIN, TEXAS (the "City"), in the Counties of Travis, Williamson and Hays, 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 Dated Date specified above, to the Maturity Date specified above at the rate of interest per annum specified above, with said interest being payable on May 1, 2013, and semiannually on each November 1 and May 1 thereafter; except that if the Paying Agent/Registrar's Authentication Certificate appearing on the face of this Obligation is dated later than May 1, 2013, such interest is payable semiannually on each November 1 and May 1 following such date.<sup>3</sup>

<sup>1</sup> The Initial Series 2012 Obligation shall be numbered T-1.

<sup>2</sup> To be omitted from the Initial Series 2012 Obligation.

<sup>3</sup> The first paragraph of the Initial Series 2012 Obligation shall read as follows:

"ON THE MATURITY DATES SPECIFIED BELOW, THE CITY OF AUSTIN, TEXAS (the "City"), in the Counties of Travis, Williamson and Hays, hereby promises to pay to \_\_\_\_\_ or to the registered assignee hereof (either being hereinafter called the "registered owner") the principal amount shown below: [Insert information regarding maturity dates and interest rates from Schedule II of the Ordinance] and to pay interest thereon, from the Dated Date specified above, to the Maturity Dates specified above at the rates of interest per annum specified above, with said interest being payable on May 1, 2013, and semiannually on each November 1 and May 1 thereafter; except that if the Paying Agent/Registrar's Authentication Certificate appearing on the face of this Obligation is dated later than May 1, 2013, such interest is payable semiannually on each November 1 and May 1 following such date."

THE PRINCIPAL OF AND INTEREST ON this Obligation are payable in lawful money of the United States of America, without exchange or collection charges. The principal of this Obligation shall be paid to the registered owner hereof upon presentation and surrender of this Obligation at maturity at the designated corporate trust office in Houston, Texas (the "Designated Payment/Transfer Office") of Bank of Texas (BOKF, NA), which is the "Paying Agent/Registrar" for this Obligation. The payment of interest on this Obligation shall be made by the Paying Agent/Registrar to the registered owner hereof as 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 City 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 of this Obligation prior to maturity as provided herein shall be paid to the registered owner upon presentation and surrender of this Obligation for payment at the Designated Payment/Transfer Office of the Paying Agent/Registrar. The City covenants with the registered owner of this Obligation that no later than each principal payment and/or interest payment date for this Obligation it will make available to the Paying Agent/Registrar from the Interest and Sinking Fund as defined by the ordinance authorizing the Obligations (the "Ordinance") the amounts required to provide for the payment, in immediately available funds, of all principal of, premium, if any, and interest on the Obligations, when due.

IN THE EVENT OF A NON-PAYMENT of interest on a scheduled payment date, and for thirty (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 City. Notice of the Special Record Date and of the scheduled payment date of the past due interest ("Special Payment Date," which shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each registered owner of an Obligation 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, premium, if any, or interest on this Obligation 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 Obligations is determined only by a book entry at a securities depository for the Obligations, any payment to the securities depository, or its nominee or registered assigns, shall be made in accordance with existing arrangements between the City and the securities depository.

THIS OBLIGATION is one of a Series of Obligations 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 in the principal amount of \$\_\_\_\_\_, for the purpose of paying all or a portion of the City's contractual obligations to be incurred in connection with the acquisition, purchase or financing of personal property, in accordance with the provisions of the Public Property Finance Act, Section 271.001, et seq., Local Government Code..

ALL OBLIGATIONS OF THIS SERIES are issuable solely as fully registered bonds, without interest coupons, in the denomination of any integral multiple of \$5,000 (an "Authorized Denomination"). As provided in the Ordinance, this Obligation 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 Authorized Denomination as requested in writing by the appropriate registered owner, assignee, or assignees, as the case may be, upon surrender of this Obligation 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 Obligation 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 Agent/Registrar, evidencing assignment of this Obligation or any portion or portions hereof in any integral multiple of \$5,000 to the assignee or assignees in whose name or names this Obligation or any such portion or portions hereof is or are to be transferred and registered. The form of Assignment printed or endorsed on this Obligation 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 Obligation 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 Obligation or portion thereof. The foregoing notwithstanding, in the case of the exchange of an assigned and transferred Obligation or Obligations or any portion or portions thereof, such fees and charges of the Paying Agent/Registrar will be paid by the City. 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.

WHENEVER the beneficial ownership of this Obligation is determined by a book entry at a securities depository for the Obligations, the foregoing requirements of holding, delivering or transferring this Obligation 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 Obligations is changed by the City, resigns, or otherwise ceases to act as such, the City 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 Obligations.

IT IS HEREBY CERTIFIED AND RECITED that the issuance of this Obligation, 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 Obligation, 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 Obligation 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.

BY BECOMING the registered owner of this Obligation, 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 City, and agrees that the terms and provisions of this Obligation and the Ordinance constitute a contract between each registered owner hereof and the City.

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

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City Clerk,  
City of Austin, Texas

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Mayor,  
City of Austin, Texas

(SEAL)

\* \* \* \* \*

**FORM OF PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE:**

**PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE**

(To be executed if this Obligation is not accompanied by an  
executed Registration Certificate of the Comptroller  
of Public Accounts of the State of Texas)

It is hereby certified that this Obligation has been issued under the provisions of the proceedings adopted by the City as described in the text of this Obligation; and that this Obligation 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:

BOKF, NA, doing business as Bank of Texas  
Paying Agent/Registrar

By: \_\_\_\_\_  
Authorized Representative

\* \* \* \* \*

FORM OF COMPTROLLER'S CERTIFICATE (ATTACHED TO  
THE OBLIGATIONS 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 Obligation 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 Obligation 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)

\* \* \* \* \*

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 Obligation and all rights thereunder, and hereby  
irrevocably constitutes and appoints \_\_\_\_\_

\_\_\_\_\_  
attorney to register the transfer of the within Obligation 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  
Obligation in every particular, without  
alteration or enlargement or any change  
whatsoever.