

**SECOND AMENDMENT
TO THE TENDER AGENT AGREEMENT**

This Second Amendment to the Tender Agent Agreement (this "Second Amendment") executed and entered into as of _____, 2012, by and between the CITY OF AUSTIN, TEXAS (the "City") and DEUTSCHE BANK TRUST COMPANY AMERICAS, as Tender Agent (the "Tender Agent"):

WITNESSETH:

WHEREAS, the City and JPMorgan Chase Bank, National Association (the "Bank") will, as of the date hereof, execute and deliver an Amended and Restated Reimbursement Agreement dated as of _____, 2012 (as amended, supplemented, restated or otherwise modified from time to time the "Reimbursement Agreement"); and

WHEREAS, as of the effective date of the Reimbursement Agreement, the Bank will have issued a separate irrevocable transferrable letter of credit in support of each subseries of the City of Austin, Texas, Hotel Occupancy Tax Variable Rate Revenue Refunding Bonds, Series 2008 (the "Bonds"); and

WHEREAS, in connection with the execution and delivery of the Reimbursement Agreement, the City and the Tender Agent now desire to amend the Tender Agent Agreement, dated as of July 24, 2008, as amended by that certain First Amendment to the Tender Agent Agreement dated as of July 27, 2011 (the "Original Tender Agent Agreement"), between the City and the Tender Agent, relating to the Bonds;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, representations and warranties herein set forth, and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the parties do hereby agree to amend the following provisions:

SECTION 1: Section 13 of the Original Tender Agent Agreement shall be and is hereby amended as follows:

The Tender Agent:	Deutsche Bank Trust Company Americas Global Transaction Banking 100 Plaza One, 6th Floor Jersey City, NJ 07311 Attention: Debra Schwalb Tel: 201-593-2511 Fax: 201-860-4520 debra.schwalb@db.com
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The City:	City of Austin, Texas 700 Lavaca, Suite 940 Austin, Texas 78701 Attention: Treasurer Telephone: (512) 974-7882 Telecopy: (512) 370-3838
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Bank: JPMorgan Chase Bank, National Association
383 Madison Avenue, 8th Floor
New York, New York 10179
Mail Code: NY1-M076
Attention: Heather Talbott - Public Finance Credit Origination
Telephone No.: (212) 270-4875
Facsimile No.: (212) 270-4251
Email: heather.x.talbott@jpmorgan.com;
timothy.j.bittel@jpmchase.com

SECTION 2: The City and the Tender Agent hereby ratify and reaffirm all of the terms, conditions and provisions of the Original Tender Agent Agreement, as specifically amended by this Second Amendment, and each hereby acknowledges that the Original Tender Agent Agreement remains in full force and effect as so amended.

SECTION 3: This Second Amendment may be executed in several counterparts, each of which shall be regarded as an original and all of which will constitute one and the same instrument.

(remainder of page intentionally left blank)

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first above written.

DEUTSCHE BANK TRUST COMPANY
AMERICAS

By: _____
Title: _____

By: _____
Title: _____

CITY OF AUSTIN, TEXAS

By: _____
Title: Chief Financial Officer