

EXHIBIT A

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Form of Commercial Paper Note:

UNITED STATES OF AMERICA
STATE OF TEXAS
CITY OF AUSTIN, TEXAS
COMBINED UTILITY SYSTEMS
TAX-EXEMPT PROGRAM NOTE,
COMMERCIAL PAPER SUB-SERIES

No.: _____
Principal Amount: _____
Interest to Maturity: _____
Due at Maturity: _____
Note Date: _____
Maturity Date: _____
Number of Days: _____
Interest Rate (%): _____
Owner: _____

The City of Austin (the "City"), in Travis, Williamson and Hays Counties, State of Texas, FOR VALUE RECEIVED, hereby promises to pay, solely from the sources hereinafter identified and as hereinafter stated, to the order of the party specified above on the maturity date specified above, the principal sum specified above and to pay interest, if any, on said principal amount at said maturity date, from the above specified note date to said maturity date at the per annum interest rate shown above (computed on the basis of actual days elapsed and a 365-day year); both principal and interest on this Note being payable in lawful money of the United States of America at the designated corporate trust office of the Issuing and Paying Agent executing the "Certificate of Authentication" endorsed hereon and appearing below, or its successor. No interest will accrue on the principal amount hereof after the maturity date hereof. Defined terms used herein shall have the same meaning given to said terms in the hereinafter defined Ordinance, unless the context of the use of such term indicates otherwise. The interest rate borne by this Note shall not exceed the Maximum Interest Rate.

This Note is one of an issue of commercial paper notes (the "Commercial Paper Notes" or the "Notes") which has been duly authorized and issued in accordance with the provisions of an ordinance (the "Ordinance") passed by the City

Council of the City for the purpose of financing Project Costs of Eligible Projects for the City's Electric Light and Power System and the City's Waterworks and Sewer System (collectively, the "Systems"); to refund obligations issued in connection with an Eligible Project; and to refinance, renew or refund Program Notes or Priority Lien Obligations and any other authorized obligations of the Systems, including interest thereon, issued for Eligible Projects; all in accordance in strict conformity with the provisions of the laws of the State of Texas, including the Act.

This Commercial Paper Note, together with the other Commercial Paper Notes, is payable from and equally secured by a lien on and pledge of (i) the proceeds from (a) the sale of other Commercial Paper Notes issued for such purpose and (b) the sale of a series or issue of bonds hereafter issued by the City and to be used to pay or refund outstanding Program Notes, (ii) Advances under and pursuant to the Revolving Credit Agreement providing liquidity support to the City under the terms and conditions set forth therein, (iii) the Pledged Revenues (identified and defined in the Ordinance) of the Systems, such lien on and pledge of the Pledged Revenues, however, being (a) on an equal and ratable basis with the lien and pledge securing the payment of the Program Notes (identified and defined in the Ordinance) and the Taxable Program Notes (identified and defined in the Ordinance) and (b) subordinate to the lien and pledge securing the payment of Priority Lien Obligations (identified and defined in the Ordinance) now outstanding and hereafter issued, and (iv) amounts in certain funds and accounts established pursuant to the Ordinance. As provided in the Ordinance, this Commercial Paper Note is being issued as a bond anticipation note.

This Commercial Paper Note, together with the other Commercial Paper Notes, is payable solely from the sources hereinabove identified securing the payment thereof, and the Commercial Paper Notes do not constitute a legal or equitable pledge, charge, lien or encumbrance upon any other property of the City or the Systems. The holder hereof shall never have the right to demand payment of this obligation from taxation or any sources or properties of the City except as identified above.

It is hereby certified and recited that all acts, conditions and things required by law and the Ordinance to exist, to have happened and to have been performed precedent to and in the issuance of this Commercial Paper Note, do exist, have happened and have been performed in regular and in due time, form and manner as required by law and that the issuance of this Commercial Paper Note, together with

all other Commercial Paper Notes, is not in excess of the principal amount of Commercial Paper Notes permitted to be issued under the Ordinance.

This Commercial Paper Note has all the qualities and incidents of a negotiable instrument under the laws of the State of Texas.

This Commercial Paper Note shall not be entitled to any benefit under the Ordinance or be valid or become obligatory for any purpose until this Commercial Paper Note shall have been authenticated by the execution by the Issuing and Paying Agent of the Certificate of Authentication hereon.

IN TESTIMONY WHEREOF, the City Council has caused the seal of the City to be duly impressed or placed in facsimile hereon, and this Note to be signed with the imprinted facsimile signature of the Mayor and attested by the facsimile signature of the City Clerk.

City Clerk, City of Austin, Texas

(SEAL)

Mayor, City of Austin, Texas

**ISSUING AND PAYING AGENT'S
CERTIFICATE OF AUTHENTICATION**

This Commercial Paper Note is one of the Commercial Paper Notes delivered pursuant to the within mentioned Ordinance.

_____,
as Issuing and Paying Agent

By: _____
Authorized Signatory