

MINUTES
MEETING OF MARCH 24, 2010
CITY COUNCIL - CITY OF HOUSTON

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

The City Council of the City of Houston, Texas, convened in regular meeting, open to the public, in the City Hall of such City on March 24, 2010, and the roll was called of the duly constituted members of such City Council, to-wit:

- | | |
|-----------------------|---|
| Annise D. Parker | Mayor |
| Brenda Stardig | Council Member, District A |
| Jarvis Johnson | Council Member, District B |
| Anne Clutterbuck | Council Member, District C |
| Wanda Adams | Council Member, District D |
| Mike Sullivan | Council Member, District E |
| Al Hoang | Council Member, District F |
| Oliver Pennington | Council Member, District G |
| Edward Gonzalez | Council Member, District H |
| James G. Rodriguez | Council Member, District I |
| Stephen C. Costello | Council Member, At-Large Position No. 1 |
| Sue Lovell | Council Member, At-Large Position No. 2 |
| Melissa Noriega | Council Member, At-Large Position No. 3 |
| C. O. "Brad" Bradford | Council Member, At-Large Position No. 4 |
| Jolanda "Jo" Jones | Council Member, At-Large Position No. 5 |

and the following members were absent, to-wit: Council Members Clutterbuck and Sullivan, constituting a quorum of such City Council, when the following, among other business, was transacted:

The Mayor introduced Ordinance No. 2010-215, such Ordinance being entitled:

AN ORDINANCE SUPPLEMENTING THE CITY OF HOUSTON, TEXAS MASTER ORDINANCE NO. 2004-299; SUPPLEMENTING AND AMENDING ORDINANCE NO. 2004-300 AND ORDINANCE NO. 2008-252 AS IT RELATES TO CITY OF HOUSTON, TEXAS, COMBINED UTILITY SYSTEM FIRST LIEN REVENUE REFUNDING BONDS, SERIES 2004B (THE "SERIES 2004B BONDS"); AUTHORIZING THE SUBSTITUTION OF A CREDIT FACILITY; AUTHORIZING A PAYING AGENT/REGISTRAR AGREEMENT; TENDER AGENT AGREEMENTS, REMARKETING AGREEMENTS, A BOND COUNSEL AGREEMENT, SUPPLEMENTAL FINANCIAL ADVISOR AGREEMENT, AND OTHER NECESSARY AGREEMENTS OR DOCUMENTS RELATED TO THE BONDS; AND DECLARING AN EMERGENCY

The Mayor called for a vote on such Ordinance, and the same passed by the following vote:

- AYES: Mayor Parker, Council Members Stardig, Johnson, Adams, Hoang, Pennington, Gonzalez, Rodriguez, Costello, Lovell, Noriega, Bradford, and Jones
- NAYS: None

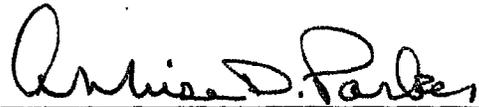
The Mayor thereupon announced that the Ordinance had duly and lawfully passed.

MAYOR'S OFFICE
HOUSTON, TEXAS

March 24, 2010

To the Honorable City Council of the City of Houston, Texas
City Hall Annex

In accordance with the provisions of Article VII, Section 7 of the Charter of the City of Houston, Texas, I submit to you the ordinance set out below with the request that it be passed finally on the date of its introduction. There exists a public emergency requiring such action, and I accordingly request that you pass the same if it meets with your approval.



Annise D. Parker
City of Houston, Texas
Mayor

City of Houston Ordinance No. 2010- 215

CITY OF HOUSTON ORDINANCE NO. 2010-215

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CITY OF HOUSTON ORDINANCE NO. 2010-215

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

ARTICLE I

FINDINGS AND DETERMINATIONS

Section 1.1. Findings and Determinations.

It is hereby officially found and determined that:

(a) The City of Houston, Texas (the "*City*") is an incorporated city operating under a home-rule charter adopted pursuant to Article XI, Section 5, of the Texas Constitution, having a population according to the latest federal decennial census of 50,000 or more and having outstanding long-term debt secured by the Net Revenues of the System which is rated by a nationally recognized rating agency for municipal securities in one of the four highest rating categories for long-term obligations.

(b) The City has adopted a Master Ordinance providing for the issuance of bonds and other obligations to be secured by revenues from the City's combined utility system (the "*Master Ordinance*").

(c) The City has issued its City of Houston, Texas, Combined Utility System First Lien Revenue Refunding Bonds, Series 2004B, all or a part of which remain Outstanding (the "*Series 2004B Bonds*"). The Series 2004B Bonds are in Weekly Mode and payment of principal of and interest on the Series 2004B Bonds and purchase price of Series 2004B Bonds not remarketed upon tender is secured by a several (and not joint) letter of credit (the "*Prior Letter of Credit*") with Bank of America, N.A. (25%), the Bank of New York (25%), Dexia Credit Local (34.7%), and State Street Bank and Trust Company (15.5%). The Prior Letter of Credit expires April 8, 2010. The City plans to enter into replacement letters of credit (defined together herein as the "*Credit Facility*") for each subseries of Series 2004B Bonds as more fully described in **Section 6.8** herein. Any conditions precedent to the substitution of the Prior Letter of Credit with the Credit Facility (the "*Substitution*") contained in the Master Ordinance and Ordinance

2004-300 authorizing the Series 2004B Bonds (the “*Series 2004B Ordinance*”) will have been met prior to the Substitution.

(d) This Ordinance ratifies the actions of the City Controller to approve and approves the Credit Facility, Tender Agent Agreements, Remarketing Agent Agreements, and a Paying Agent Agreement and such other acts as may required for the Substitution, and amends the Series 2004B Ordinance with respect to the Series 2004B Bonds subsequent to the Substitution.

ARTICLE II

DEFINITIONS AND INTERPRETATIONS

Section 2.1. Definitions Generally.

Except as amended hereby, capitalized terms not defined in *Section 2.2* or elsewhere in this Supplemental Ordinance have the meanings assigned to them in the Master Ordinance or in the Series 2004B Ordinance. For all purposes of this Supplemental Ordinance, including *Exhibits A* and *F* as amendments and restatements of the Series 2004B Ordinance, except as otherwise expressly provided or unless the context otherwise requires:

(1) All terms defined herein include the plural as well as the singular.

(2) All references in this Supplemental Ordinance to designated “*Articles*”, “*Sections*”, “*Exhibits*”, and other subdivisions are to the designated Articles, Sections, Exhibits, and other subdivisions of this Supplemental Ordinance as originally adopted.

(3) The words “*herein*”, “*hereof*”, and “*hereunder*” and other words of similar import refer to this Supplemental Ordinance as a whole and not to any particular Article, Section, Exhibit, or other subdivision.

Section 2.2. Definitions.

In this Supplemental Ordinance, the following terms have the following meanings, unless the context clearly indicates otherwise:

“*City Controller*” means the person from time to time holding the office of City Controller.

“*Credit Facility*” means each Reimbursement Agreement and letter of credit issued by a Credit Facility Provider with respect to a specific Subseries of Series 2004B Bonds replacing the portion of the Prior Letter of Credit securing the corresponding Pre-Substitution Subseries of Series 2004B Bonds, as more fully described in *Article IV* herein, and any subsequent Alternate Credit Facility issued pursuant to Exhibit F. Credit Facility may refer to one or more of the Credit Facilities described hereunder and in Exhibit F, as the context may require.

“*Credit Facility Provider*” means Bank of America, National Association, State Street Bank and Trust Company, Sumitomo Mitsui Banking Corporation, acting through its New York

Branch, JPMorgan Chase Bank, National Association, Lloyd's TSB Bank plc, acting through its New York Branch, and The Bank of Nova Scotia, acting through its New York Agency, each separately, in the amounts set forth in their respective Credit Facility, and upon the effective date of an Alternate Credit Facility, the bank or banks or other financial institution or financial institutions or other Person or Persons issuing such Alternate Liquidity Facility, their successors and assigns. Notices required to be given pursuant to each Credit Facility must be given to the respective Credit Facility Providers, and if any Alternate Credit Facility is issued by more than one bank, financial institution or other Person, notices required to be given to the Credit Facility Provider may be given to the bank, financial institution or other Person under such Alternate Liquidity Facility appointed to act as agent for all such banks, financial institutions or other persons.

"Governing Body" means the City Council of the City.

"Liquidity Facility" means initially the Credit Facility and thereafter any Alternate Liquidity Facility delivered pursuant to *Exhibit F* and with terms that are not inconsistent with the terms of the Ordinance.

"Liquidity Facility Provider" means initially, each Credit Facility Provider, and upon the effective date of an Alternate Liquidity Facility, the bank or banks or other financial institution or financial institutions or other Person or Persons issuing such Alternate Credit Facility, their successors and assigns. Notices required to be given to each Credit Facility Provider pursuant to each Credit Facility must be given to the respective Credit Facility Providers, and if any Alternate Credit Facility is issued by more than one bank, financial institution or other Person, notices required to be given to the Credit Facility Provider may be given to the bank, financial institution or other Person under such Credit Facility appointed to act as agent for all such banks, financial institutions or other persons.

"Pre-Substitution Subseries" means the five separate Subseries of Series 2004B Bonds so designated in the Series 2008A-252 Ordinance.

"Reimbursement Agreement" means, with respect to each Subseries of Series 2004B Bonds, the reimbursement agreement between the City and the related Credit Facility Provider for that Subseries of Series 2004B Bonds, in substantially the forms attached hereto in *Exhibit E-1 – E-6*.

"Remarketing Agent" means Merrill Lynch, Pierce, Fenner and Smith Incorporated and Goldman Sachs & Co., as each is designated for a specific Subseries, and their successors in that capacity.

"Remarketing Agreements" means collectively the separate agreements between the City and the Remarketing Agents in substantially the form of *Exhibits D-1 and D-2* hereto.

"Series" means the Series 2004B Bonds including each designated subseries, as the context may require.

"*Series 2004B Ordinance*" means that certain Ordinance No. 2004-300 adopted by the Governing Body on April 21, 2004.

"*Series 2008A-252 Ordinance*" means certain Ordinance No. 2008-252 adopted by the Governing Body on March 26, 2008, which amended and supplemented the Series 2004B Ordinance, but solely as it related to the Series 2004B Bonds.

"*Series 2004B Officers' Pricing Certificate*" means the Officers' Pricing Certificate for the Series 2004B Bonds dated as of June 8, 2004, by the Mayor of the City and the City Controller.

"*Series 2004B-1 Bonds*" means the bonds so designated and issued under *Article IV*.

"*Series 2004B-2 Bonds*" means the bonds so redesignated and issued under *Article IV*.

"*Series 2004B-3 Bonds*" means the bonds so designated and issued under *Article IV*.

"*Series 2004B-4 Bonds*" means the bonds so designated and issued under *Article IV*.

"*Series 2004B-5 Bonds*" means the bonds so re-designated and issued under *Article IV*.

"*Series 2004B-6 Bonds*" means the bonds so designated and issued under *Article IV*.

"*Subseries*" means each subseries of the Bonds so designated in or hereafter redesignated pursuant to the terms of *Article IV*.

"*Substitution*" means the replacement of the Prior Letters of Credit with the Credit Facilities, expected to occur on or about April 6, 2010.

"*Tender Agent*" means the Bank of New York Mellon Trust Company, National Association, as each is designated for a specific Subseries, and their successors in that capacity.

"*Tender Agent Agreements*" means the six separate Tender Agent Agreements between the City, the Remarketing Agents, and the Tender Agent in substantially the forms attached hereto in *Exhibits C-1 and C-2*.

ARTICLE III

AMENDMENT TO THE SERIES 2004B ORDINANCE

Section 3.1. Definitions.

The following term defined in *Section 2.2* of the Series 2004B Ordinance is amended and restated to have the following meaning, but solely for a Subseries of Series 2004B Bonds following the Substitution:

“Ordinance” means collectively, the Master Ordinance, the Series 2004B Ordinance and all amendments hereof and supplements hereto, including specifically the Series 2008A-252 Ordinance and this Ordinance adopted March 24, 2010 which amended and supplemented Supplemental Ordinance No. 2004-300 and the Series 2008A-252 Ordinance, but solely as it relates to the Series 2004B Bonds.

ARTICLE IV

AUTHORIZATION OF CONVERSION; TERMS OF CONVERTED BONDS

Section 4.1. Ratification and Approval of Conversion.

The actions, directions, and certifications of the City Controller to effectuate the Substitution are hereby ratified and approved, and such Substitution will take place at the earliest practicable date as directed by the City Controller.

Section 4.2. Redesignation as Subseries.

Upon Substitution, each Pre-Substitution Subseries will be redesignated as six Subseries as follows:

Pre-Substitution Subseries	Subseries After Substitution
\$225,000,000 Subseries 2004B-1	\$225,000,000 Subseries 2004B-1
\$135,550,000 Subseries 2004B-2	\$100,000,000 Subseries 2004B-2
\$75,000,000 Subseries 2004B-3	\$75,000,000 Subseries 2004B-3
\$75,000,000 Subseries 2004B-4	\$75,000,000 Subseries 2004B-4
\$142,775,000 Subseries 2004B-5	\$100,000,000 Subseries 2004B-5
\$35,550,000 Subseries 2004B-2 \$42,775,000 Subseries 2004B-5	\$78,325,000 Subseries 2004B-6

In connection with the Substitution, the Authorized Representative may further redesignate the subseries above as may be necessary to effectuate such Substitution, provided that the amounts and Mandatory Redemption Requirements as set forth in the Series 2004B Officers' Pricing Certificate for each Pre-Substitution Subseries be maintained following the Substitution, combined consistent with the redesignation as provided in writing by the City Controller.

Section 4.3. Form of Bond: Exchange of Series 2004B Bonds.

The form of the Series 2004B Bonds following Substitution will be as set forth in *Exhibit A*. Upon the Substitution, the Paying Agent/Registrar is directed to exchange new Series 2004B Bonds of the appropriate Subseries for the Outstanding Series 2004B Bonds.

ARTICLE V

AMENDMENT TO SERIES 2004B ORDINANCE

Section 5.1. Amendment of Exhibit A.

Exhibit A, Form of Bonds, of the Series 2004B Ordinance, is hereby amended and restated to read as set forth in *Exhibit A*, but such amendment and restatement is effective solely as it relates to the Series 2004B Bonds after the Substitution, and is not an amendment to the Series 2004B Ordinance as it relates to any other series of Series 2004 Bonds issued thereunder or the Series 2004B Bonds prior to the Substitution.

Section 5.2. Amendment of Exhibit F.

Exhibit F, Provisions for Multi-Modal Obligations (including *Exhibit F-1* thereto), of the Series 2004B Ordinance, is hereby amended and restated to read as set forth in *Exhibit F*, but such amendment and restatement is effective solely as it relates to the Series 2004B Bonds after the Substitution, and is not an amendment to the Series 2004B Ordinance as it relates to any other series of Series 2004 Bonds issued thereunder or the Series 2004B Bonds prior to the Substitution.

Section 5.3. Authorization for Amendments.

The amendments hereunder to the Series 2004B Ordinance are pursuant to *Section 7.2(i)* of *Exhibit F* of the Series 2004B Ordinance, attached hereto, as in effect upon the adoption of this Ordinance.

ARTICLE VI

PAYING AGENT/REGISTRAR AGREEMENT, TENDER AGENT AGREEMENTS, REMARKETING AGREEMENTS, AND REIMBURSEMENT AGREEMENT; PROFESSIONAL SERVICES

Section 6.1. Paying Agent/Registrar Agreement.

The registration of and payment of the principal of, premium, if any, and interest on the Series 2004B Bonds when due will be effectuated pursuant to the terms of one or more Paying Agent/Registrar Agreements to be entered into by and between the City and the Paying Agent/Registrar, effective for each Subseries from and after the Substitution, which will be substantially in the form attached hereto as *Exhibit B*, the terms and provisions of which are hereby approved, and the Mayor and the City Controller are hereby authorized to execute and deliver such Paying Agent/Registrar Agreement on behalf of the City in multiple counterparts and the City Secretary is hereby authorized to attest thereto.

Section 6.2. Acceptance.

For each Subseries, the Bank of New York Mellon Trust Company, N.A. is hereby appointed as the Paying Agent/Registrar for such Subseries. Such initial Paying Agent/Registrar and any successor Paying Agent/Registrar, by undertaking the performance of the duties of the Paying Agent/Registrar hereunder, including the duty to draw upon the Credit Facility for a Subseries, as more particularly described in the respective Reimbursement Agreements attached hereto in *Exhibit E-1 – Exhibit E-6*; and in consideration of the payment of fees and/or deposits of money pursuant to this Supplemental Ordinance, is deemed to have accepted and agreed to abide by the terms of the Ordinance.

Section 6.3. Tender Agents.

The Bank of New York Mellon Trust Company, National Association, is hereby appointed Tender Agent for the Series 2004B-1 Bonds, Series 2004B-2 Bonds, Series 2004B-3 Bonds, Series 2004B-4 Bonds, Series 2004B-5 Bonds and Series 2004B-6 Bonds. The City is hereby authorized to enter into Tender Agent Agreements with the Tender Agent in substantially the forms attached hereto as *Exhibit C*, which Tender Agent Agreements are hereby authorized and approved. The Mayor is authorized to execute and deliver such agreement on behalf of the City, the City Controller is authorized and directed to countersign such agreement and the City Secretary is authorized and directed to attest such agreement.

Section 6.4. Successor Tender Agent.

If the Tender Agent is unable for any reason to act as Tender Agent hereunder for any Subseries, the City or the City acting through the Authorized Representative will, with the prior written consent of the Credit Facility Provider, appoint a successor Tender Agent to perform such duties of Tender Agent hereunder.

Section 6.5. Remarketing Agreements.

To effectuate the redesignation of the Subseries and the Substitution, the City will enter into separate Remarketing Agreements to be entered into by and between the City and the separate Remarketing Agents, which will be substantially in the form attached hereto as *Exhibit D-1 and D-2*, the terms and provisions of which are hereby approved, and the Mayor and the City Controller are hereby authorized to execute and deliver such Remarketing Agreements on behalf of the City in multiple counterparts and the City Secretary is hereby authorized to attest thereto.

Section 6.6. Remarketing Agent.

Merrill Lynch, Pierce, Fenner and Smith Incorporated is hereby appointed Remarketing Agent for the Series 2004B-1 Bonds and Series 2004B-6 Bonds. Goldman, Sachs & Co. is hereby appointed Remarketing Agent for the Series 2004B-2 Bonds, Series 2004B-3 Bonds, Series 2004B-4 Bonds, Series 2004B-5 Bonds, and Series 2004B-6 Bonds. The designation of Subseries refers to the Subseries after the Substitution. By undertaking the performance of the duties of the Remarketing Agents hereunder, and in consideration of the payment of fees and/or deposits of money pursuant to this Ordinance, the Remarketing Agents accept and agree to abide by the terms of this Ordinance.

Section 6.7. Successor Remarketing Agent.

If any of the Remarketing Agents become unable for any reason to act as Remarketing Agent hereunder, the City or the City acting through the Authorized Representative will, with the prior written consent or at the written direction of the applicable Credit Facility Provider for the affected Subseries (provided that such Credit Facility Provider has not failed to honor properly presented and conforming drawing under its Credit Facility), appoint a successor Remarketing Agent to perform the duties of Remarketing Agent hereunder.

Section 6.8. Liquidity Facility and Credit Facility Provider.

Upon Substitution, Bank of America, N.A. (for the Subseries 2004B-1 Bonds), State Street Bank and Trust Company (for the Subseries 2004B-2 Bonds), Sumitomo Mitsui Banking Corporation, acting through its New York Branch (for the Subseries 2004B-3 Bonds), JPMorgan Chase Bank, National Association (for the Subseries 2004B-4 Bonds), Lloyds TSB Bank plc, acting through its New York Branch (for the Subseries 2004B-5 Bonds), and The Bank of Nova Scotia, acting through its New York Agency for the Subseries 2004B-6 Bonds), severally and not jointly, pursuant to separate agreements, with separate expiration dates, are hereby appointed as Liquidity Facility Provider and the Credit Facility Provider for the Subseries for which they have provided a Credit Facility, and the City is authorized to enter into the respective Reimbursement Agreements in substantially the forms attached hereto in accordance with the Provisions for Multi-Modal Obligations in *Exhibit F*, which are hereby authorized and approved for all purposes, and the Mayor is authorized to execute and deliver such agreements on behalf of the City, the City Controller is authorized and directed to countersign such agreements and the

City Secretary is authorized and directed to attest such agreements and impress the seal of the City thereon.

So long as the respective Credit Facility Provider for a Subseries has not failed to honor a properly presented and conforming draw under its Credit Facility, the respective Credit Facility Provider, under the terms of this Supplemental Ordinance and the Provisions for Multi-Modal Obligations in *Exhibit F*, is at all times deemed to be the exclusive Owner of Subseries for which it has provided a Credit Facility for the purpose of any approvals, consents, waivers, or any other action and the direction of all remedies which may otherwise be exercised by the Owners, except that no action may be taken by a Credit Facility Provider that may affect the Series 2004B Bonds in a manner prohibited for amendment of this Ordinance pursuant to the provision of *Section 7.15* of the Master Ordinance without the consent of all affected Owners. The Credit Facility Providers are third party beneficiaries to the terms of the Ordinance.

Section 6.9. Alternate Liquidity Facility Provider.

Subject to the terms of the Ordinance and the Reimbursement Agreement, if a Liquidity Facility Provider becomes unable for any reason to act as Liquidity Facility Provider hereunder for a Subseries, the City or the City acting through the Authorized Representative will appoint one or more Alternate Liquidity Facility Providers to perform the duties under the applicable Liquidity Facility for that Subseries.

Section 6.10. Offering Documents.

In connection with the Substitution, the Governing Body authorizes and approves preparation and distribution of a Reoffering Circular relating to the Substitution, substantially in the form attached hereto as *Exhibit G*.

Further, the City Council hereby ratifies, authorizes, and approves the actions of the Mayor, City Controller and the City's financial advisor and other consultants in seeking ratings on the Series 2004B Bonds upon Substitution from one or more of the Rating Agencies, and such action is hereby ratified and confirmed.

Section 6.11. Professional Services.

Bond Counsel services in connection with the Substitution, and other matters pertaining thereto, shall be provided pursuant to the terms of a Bond Counsel Letter Agreement to be entered into by and between the City, Fulbright & Jaworski L.L.P., Houston, Texas and Edgardo E. Colón, P.C., which will be substantially in the form attached hereto as *Exhibit H*, the terms and provisions of which are hereby approved. Financial advisory services in connection with the Substitution of the Bonds and issuance of additional System Obligations will be provided pursuant to the terms of a Supplemental Financial Advisor Agreement to be entered into by and between the City and co-financial advisors, Coastal Securities, Inc., and Morgan Keegan & Company, Houston, Texas, which will be substantially in the form attached hereto as *Exhibit I*, the terms and provisions of which are hereby approved. The Mayor and the City Controller are authorized to execute and deliver such Bond Counsel Letter Agreement and Financial Advisory

Agreement on behalf of the City in multiple counterparts, and the City Secretary is hereby authorized to attest thereto and affix the City's seal.

Section 6.12. Related Matters.

In order that the City may satisfy in a timely manner all of its obligations under the Ordinance, the Mayor, the City Secretary, and the City Controller of the City and all other appropriate officers and agents of the City are hereby authorized and directed to take all other actions that are reasonably necessary to provide for Substitution, including without limitation, executing by manual or facsimile signature and delivering on behalf of the City all certificates, consents, receipts, requests, notices, investment agreements, and other documents as may be reasonably necessary to satisfy the City's obligations under the Ordinance, and paying costs incurred in connection with the Substitution, and to direct the transfer and application of funds of the City consistent with the provisions of this Supplemental Ordinance. If requested by the rating agencies rating the Series 2004B Bonds, the Authorized Representative may authorize such changes to this Supplemental Ordinance, and any exhibits incorporated herein, regarding the mechanics of mode changes and/or provisions governing the Credit Facility and Liquidity Facility as may be necessary to maintain or improve the City's rating on the Series 2004B Bonds. If requested by the Attorney General of Texas or his representatives, or as otherwise may be necessary in effectuating this Ordinance, the City Attorney or his designee may authorize such changes in the written text of this Supplemental Ordinance as are necessary to obtain the Attorney General's approval of the Credit Facility and as he determines are consistent with the intent and purposes of this Supplemental Ordinance, which determinations, evidenced by delivery of the revised Supplemental Ordinance to the City, are final.

Section 6.13. Amendment of Bond Ordinance Requiring Consent.

Notwithstanding *Sections 7.14* and *7.15* of the Master Ordinance, *provided* that a Credit Facility or Liquidity Facility is in effect (and will remain in effect after any such amendment), and the Credit Facility or Liquidity Facility Provider, as applicable, has not failed to honor a properly presented and conforming draw under such facility, the City may not take any action amending, modifying, adding to, or eliminating any of the provisions of this Ordinance which adversely affect, any such Credit Facility Provider or Liquidity Facility Provider, as applicable, or their rights, interests, security, or remedies under this Ordinance with respect to a Subseries without the prior written consent of the affected Credit Facility Provider or Liquidity Facility Provider, as applicable.

ARTICLE VII

MISCELLANEOUS

Section 7.1. Further Proceedings.

The Mayor of the City, the City Controller of the City and the City Secretary of the City and other appropriate officials of the City are hereby authorized and directed to do any and all things necessary and/or convenient to carry out the terms of this Supplemental Ordinance.

Section 7.2. Severability.

If any Section, paragraph, clause, or provision of this Supplemental Ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such Section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Supplemental Ordinance.

Section 7.3. Open Meeting.

It is hereby found, determined, and declared that a sufficient written notice of the date, hour, place, and subject of the meeting of the City Council at which this Supplemental Ordinance was adopted was posted at a place convenient and readily accessible at all times to the general public at the City Hall of the City for the time required by law preceding this meeting, as required by the Open Meetings Act, Chapter 551, Texas Government Code, as amended, and that this meeting has been open to the public as required by law at all times during which this Supplemental Ordinance and the subject matter thereof has been discussed, considered and formally acted upon. The City Council further ratifies, approves, and confirms such written notice and the contents and posting thereof.

Section 7.4. Declaration of Emergency and of Public Security Authorization.

It is hereby officially found and determined that a case of emergency and urgent public necessity exists which requires the holding of the meeting at which this Supplemental Ordinance is passed and further requires that this Supplemental Ordinance be passed finally and take effect immediately on the date of its introduction, such emergency and urgent public necessity being that the proceeds from the reoffering of the Series 2004B Bonds are required as soon as possible and without delay for the purposes set forth herein. It is further officially found and determined that this Supplemental Ordinance is a public security authorization, and therefore this Supplemental Ordinance shall be effective immediately upon approval by the City Council pursuant to Section 1201.028 of the Texas Government Code, as amended.

Section 7.5. Authority to Modify Attachments.

When used herein with respect to agreements and other documents that are attached as exhibits, the phrase "substantially in the form of" authorizes the execution of an agreement or

document that is not materially inconsistent with the purpose, intent and general substantive parameters of the agreement or other document as attached. The determination by an officer or employee of the City acting under authority delegated thereto by this Supplemental Ordinance or the Master Ordinance to execute any such agreement or other document in substantially the form attached to this Supplemental Ordinance has the same force and effect as a determination made by the City Council.

PASSED AND APPROVED THIS 24th day of March, 2010.

Annise D. Parker
Mayor

Approved as to Form:

Gary L Wood
Senior Assistant City Attorney
(Requested by Mike Marcotte
Director of Department of
Public Works and Engineering)
(L.D. File No. 0340800044001)

AYE	NO	
✓		MAYOR PARKER
....	COUNCIL MEMBERS
✓		STARDIG
✓		JOHNSON
		CLUTTERBUCK
✓		ADAMS
	ABSENT	SULLIVAN
✓		HOANG
✓		PENNINGTON
✓		GONZALEZ
✓		RODRIGUEZ
✓		COSTELLO
✓		LOVELL
✓		NORIEGA
✓		BRADFORD
✓		JONES
CAPTION	ADOPTED	

CITY SECRETARY'S CERTIFICATE

The undersigned, the duly appointed, qualified, and acting City Secretary of the City of Houston, Texas (the "City"), hereby certifies and states as follows:

1. The undersigned is the official custodian of all of the minutes, records, and ordinances of the City.

2. The foregoing pages constitute true and correct copies of (a) as much of the minutes of the regular meeting of the City Council of the City on March 3, 2010, as reflects the introduction and passage of City of Houston Ordinance No. 2010-215 ("Ordinance"), (b) the written request signed by the Mayor of the City that such Ordinance be passed finally on the date of its introduction, and (c) the caption and body of the Ordinance and the passage and approval thereof.

3. The persons named in the aforesaid minutes of the meeting of the City Council of the City held March 24, 2010, are the duly chosen, qualified, and acting officers and members of the City Council of the City as indicated in said minutes; said meeting was a regular meeting of the City Council of the City held at the time and place prescribed by Rule 1(a) of Section 2-2 of the Code of Ordinances of the City of Houston, each of said persons was furnished in advance of such meeting with the agenda thereof in writing, which included the fact that the Ordinance would be introduced and considered for passage at said meeting; and said meeting was open to the public as required by law and public notice of the date, hour, place and purpose thereof was duly given as required by the Open Meetings Act, Tex. Gov't Code Ann. ch. 551 (Vernon 1994).

4. After the Ordinance was passed, it was presented to the Mayor, who duly signed it, and it thereupon became effective; and the Ordinance is now in the official custody of the undersigned awaiting permanent recording in the ordinance records of the City, which constitute a part of the official records of the proceedings of the City Council of the City.

To certify which, witness my hand and the official seal of the City of Houston, Texas, this 30th day of March, 2010.



City Secretary