

1 **ORDINANCE NO. _____**

2 **AN ORDINANCE AUTHORIZING DELIVERY OF CREDIT**
3 **AGREEMENTS RELATING TO THE CITY'S HOTEL OCCUPANCY TAX**
4 **SUBORDINATE LIEN VARIABLE RATE REVENUE REFUNDING**
5 **BONDS, SERIES 2008; AND AUTHORIZING THE EXECUTION AND**
6 **DELIVERY OF RELATED AGREEMENTS AND A SECONDARY**
7 **MARKET INFORMATION CIRCULAR.**

8 **BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF**
9 **AUSTIN:**

10 **PART 1. FINDINGS:**

11 (A) Pursuant to Ordinance No. 20080724-101 (Original Ordinance) and
12 the Pricing Certificate dated August 7, 2008, executed pursuant to the Original
13 Ordinance (Pricing Certificate), the City of Austin (City) previously issued and has
14 outstanding its Hotel Occupancy Tax Subordinate Lien Variable Rate Revenue
15 Refunding Bonds, Series 2008, issued in two subseries designated as "Subseries
16 2008A" and "Subseries 2008B" (Bonds), in accordance with the provisions of Texas
17 Government Code, Chapters 1207 and 1371.

18 (B) The Original Ordinance has been amended by Ordinance No.
19 20110623-084 and Ordinance No. 20131121-043 (Amending Ordinances, and
20 together with the Original Ordinance and the Pricing Certificate, the Authorizing
21 Ordinance). The Authorizing Ordinance contains some capitalized terms that are
22 used in this ordinance. Those terms have the same meaning in this ordinance as they
23 do in the Authorizing Ordinance.

24 (C) The City previously entered into an Amended and Restated
25 Reimbursement Agreement, dated December 1, 2012 (Original Reimbursement
26 Agreement), with JPMorgan Chase Bank, National Association (JPMorgan),
27 pursuant to which JPMorgan issued a letter of credit securing the Subseries 2008A
28 Bonds (Original Subseries 2008A LOC) and JPMorgan issued a separate letter of
29 credit securing the Subseries 2008B Bonds (Original Subseries 2008B LOC, and
30 together with the Original Subseries 2008A LOC, the Original LOCs).

31 (D) Council by Ordinance No. 20170831-013 (1) replaced the Original
32 Subseries 2008A LOC with a new letter of credit issued by Citibank, N.A. (Citibank)
33 for the Subseries 2008A Bonds (New Subseries 2008A LOC) and (2) replaced the
34 Original Subseries 2008B LOC with a new letter of credit issued by Sumitomo

1 Mitsui Banking Corporation, acting through its New York Branch (SMBC), for the
2 Subseries 2008B Bonds (New Subseries 2008B LOC, and together with the New
3 Subseries 2008A LOC, the New LOCs).

4 (E) Council finds that the Stated Expiration Dates of the New LOCs
5 should be extended and in that connection to accept (1) an Amended and Restated
6 Irrevocable Letter of Credit from Citibank amending and restating the New
7 Subseries 2008A LOC and (2) an Amended and Restated Irrevocable Letter of Credit
8 from SMBC amending and restating the New Subseries 2008B LOC.

9 (F) In connection with the extension of the Stated Expiration Dates of
10 the New LOCs, council finds it necessary to authorize the execution and delivery of:
11 (1) a First Amendment to Reimbursement Agreement between the City and Citibank
12 (New Subseries 2008A Reimbursement Agreement), (2) a First Amendment to
13 Reimbursement Agreement between the City and SMBC (New Subseries 2008B
14 Reimbursement Agreement, and together with the New Subseries 2008A
15 Reimbursement Agreement, the New Reimbursement Agreements), (3) an Amended
16 and Restated Fee Agreement between the City and Citibank (Subseries 2008A Fee
17 Agreement), (4) an Amended and Restated Fee Agreement between the City and
18 SMBC (Subseries 2008B Fee Agreement, and together with the Subseries 2008A
19 Fee Agreement, the New Fee Agreements) and (5) any and all certificates and other
20 instruments described in or by the conditions described in these documents..

21 (G) In connection with the new extension of the Stated Expiration Dates
22 of the new LOCs, council finds it necessary to approve and authorize the use of a
23 Secondary Market Information Circular advising the market place of the extension
24 of the Stated Expiration Dates of the New LOCs.

25 (H) Council finds that it is necessary to authorize the extension of the
26 expiration dates of the New LOCs if determined by an Authorized Officer to be
27 necessary in order to provide for the replacement of the New LOCs as authorized by
28 this ordinance.

29 (I) The City is authorized to cause the delivery of an amendment and
30 restatement of the New LOCs, and to execute and deliver the New Reimbursement
31 Agreements and the New Fee Agreements, all pursuant to Chapter 1371, Texas
32 Government Code.

33 **PART 2. AUTHORIZATION.**

34 (A) Council authorizes, ratifies, and approves the extension of the Stated
35 Expiration Dates of the New LOCs. The mayor, any designee of the mayor, the city

1 manager, any designee of the city manager, the interim chief financial officer of the
2 City, the city clerk, and the city treasurer (each, an Authorized Officer, and
3 collectively, Authorized Officers), or any of them, are authorized and directed to
4 take all actions necessary or desirable to effect the extension of the Stated Expiration
5 Dates of the New LOCs in accordance with the provisions of Ordinance No.
6 20170831-013 and this ordinance at the times and in the manner as they decide are
7 appropriate.

8 (B) Council authorizes the negotiation, execution, and delivery of the (1)
9 First Amendment to Reimbursement Agreement related to the Subseries 2008A
10 Bonds in substantially the form attached as Exhibit A, (2) First Amendment to
11 Reimbursement Agreement related to the Subseries 2008B Bonds in substantially
12 the form attached as Exhibit B, (3) the Amended and Restated Fee Agreement in
13 substantially the form attached as Exhibit C related to the Subseries 2008A Bonds
14 and (4) the Amended and Restated Fee Agreement in substantially the form attached
15 as Exhibit D related to the Subseries 2008B Bonds. Each Authorized Officer is
16 authorized to execute and deliver the New Reimbursement Agreements, and the New
17 Fee Agreements, with any changes as may be approved by an Authorized Officer.
18 The execution of the New Reimbursement Agreements and the New Fee
19 Agreements will be conclusive evidence the City approved each of these agreements.
20 Any actions by officials of the City with respect to the delivery of the New LOCs
21 and the transactions contemplated thereby that may have occurred prior to the date
22 of this ordinance are ratified.

23 (C) Council authorizes, ratifies, and approves the preparation,
24 distribution, and use of the Secondary Market Information Circular in substantially
25 the form attached as Exhibit E. To the extent required, the Secondary Market
26 Information Circular is “final” as of its date for purposes of compliance with Rule
27 15c2-12 of the Securities and Exchange Commission.

28 (D) The Paying Agent/Registrar, the Tender Agent and the Remarketing
29 Agents are authorized and directed to take all actions and give all notices as may be
30 necessary or desirable to effect the delivery of the amended and restated FNew LOCs
31 and all other actions authorized by this ordinance.

32 **PART 3. FURTHER PROCEDURES.** Each Authorized Officer is
33 authorized and directed to do any and all things necessary or convenient to carry out
34 the terms of this ordinance.

35 **PART 4. SEVERABILITY.** The provisions of this ordinance are
36 severable. If any provision of this ordinance or its applications to any person or

1 circumstance is held invalid, the invalidity does not affect other provisions or
2 applications of this ordinance.

3 **PART 5. OPEN MEETING.** The City posted sufficient written notice
4 of the date, hour, place, and subject of the meeting of the city council at which this
5 ordinance was adopted at a place convenient and readily accessible at all times to
6 the general public at the Austin City Hall for the time required by the Texas Open
7 Meetings Act, Chapter 551, Texas Government Code. This meeting has been open
8 to the public as required by law at all times during which this ordinance and its
9 subject matter were discussed, considered, and formally acted upon. The city
10 council ratifies, approves, and confirms such written notice, its contents and its
11 posting.

12 **PART 6. REPEALER.** All orders, resolutions, and ordinances (other
13 than the Authorizing Ordinance), or their parts that are inconsistent with this
14 ordinance are repealed only to the extent needed to eliminate the inconsistency.

15 **PART 7. EFFECTIVE IMMEDIATELY.** This ordinance takes
16 effect immediately on its passage pursuant to Section 1201.028, Texas Government
17 Code.

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19 PASSED AND APPROVED

August 27, 2020

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Steve Adler
Mayor

APPROVED: _____
Anne L. Morgan
City Attorney

ATTEST: _____
Jannette S. Goodall
City Clerk

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EXHIBIT A

[First Amendment to Reimbursement Agreement
Related to the Subseries 2008A Bonds]

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EXHIBIT B

[First Amendment to Reimbursement Agreement
Related to the Subseries 2008B Bonds]

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EXHIBIT C

[Amended and Restated Fee Agreement
Related to the Subseries 2008A Bonds]

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EXHIBIT D

[Amended and Restated Fee Agreement
Related to the Subseries 2008B Bonds]

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EXHIBIT E

[Secondary Market Information Circular]

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