

CERTIFICATE OF CITY CLERK

THE STATE OF TEXAS §
 §
COUNTY OF BEXAR §
 §
CITY OF SAN ANTONIO §

THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 13th day of April, 2006, the City Council (the *Council*) of the City of San Antonio, Texas (the *City*) convened in regular session at its regular meeting place in the Municipal Plaza Building of the City (the *Meeting*), the duly constituted members of the Council being as follows:

Phil Hardberger	Mayor
Patti Radle	Mayor Pro Tem
Sheila D. McNeil	Councilmember
Roland Gutierrez	Councilmember
Richard Perez	Councilmember
Elena Guajardo	Councilmember
Delicia Herrera	Councilmember
Roger O. Flores	Councilmember
Art A. Hall	Councilmember
Kevin Wolff	Councilmember
Christopher "Chip" Haass	Councilmember

and all of such persons were present at the Meeting, except the following: Herrera, thus constituting a quorum. Among other business considered at the Meeting, the attached Ordinance (the *Ordinance*) entitled:

AN ORDINANCE AUTHORIZING A FIRST AMENDMENT TO ORDINANCE NO. 101687 AUTHORIZING THE CITY OF SAN ANTONIO, TEXAS WATER SYSTEM COMMERCIAL PAPER NOTES, SERIES A; ENACTING OTHER PROVISIONS INCIDENT AND RELATED TO THE SUBJECT AND PURPOSE OF THIS ORDINANCE; AND PROVIDING AN EFFECTIVE DATE

was introduced and submitted to the Council for passage and adoption. After presentation and due consideration of the Ordinance, a motion was made by Councilmember Perez that the Ordinance be finally passed and adopted in accordance with the City's Home Rule Charter. The motion was seconded by Councilmember Wolff and carried by the following vote:

10 voted "For" 0 voted "Against" 0 abstained

2. The attached Ordinance is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the Council of the City on the date of the Meeting are those persons shown above, and, according to the records of my office, each member of the Council was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Ordinance would be considered; and the Meeting and deliberation of the aforesaid public business, including the subject of the Ordinance, was posted and given in advance thereof in compliance with the provisions of Chapter 551, as amended, Texas Government Code.

IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the City, this 13th day of April, 2006.



Lucia N. Vaed

City Clerk, City of San Antonio, Texas

ORDINANCE NO. 2006-04-13-0474

AN ORDINANCE AUTHORIZING A FIRST AMENDMENT TO ORDINANCE NO. 101687 AUTHORIZING THE CITY OF SAN ANTONIO, TEXAS WATER SYSTEM COMMERCIAL PAPER NOTES, SERIES A; ENACTING OTHER PROVISIONS INCIDENT AND RELATED TO THE SUBJECT AND PURPOSE OF THIS ORDINANCE; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, the City of San Antonio, Texas (the *City*) is a home rule municipality, a political subdivision of, and is duly organized and existing pursuant to the Constitution and laws of the State of Texas (the *State*);

WHEREAS, pursuant to State law, the City Council (the *City Council*) of the City has heretofore adopted Ordinance No. 101687 on November 17, 2005 (the *Original Ordinance*) authorizing the revenue obligations designated as "City of San Antonio, Texas Water System Commercial Paper Notes, Series A" (herein referred to as the *Commercial Paper Notes*) in the principal amount of \$500,000,000 (the *Commercial Paper Program*); and

WHEREAS, the authorized representatives of the San Antonio Water System have requested an amendment to the Original Ordinance to clarify the permitted use of the proceeds from the Commercial Paper Notes; and

WHEREAS, the City Council may authorize an amendment to the terms of, and any necessary modifications to, the Original Ordinance without the consent of the Holders (as defined in the Original Ordinance) pursuant to Section 7.1(a)(ii) of the Original Ordinance which is to cure any ambiguity; and

WHEREAS, the City Council hereby finds and determines the adoption of this Ordinance is in the best interests of the citizens of the Council; NOW, THEREFORE,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO THAT:

SECTION 1. Authorization of a First Amendment to the Original Ordinance for the Commercial Paper Notes. Section 1.1 Definitions is amended to revise the definition of "Eligible Project" as follows:

"Eligible Project" shall mean the acquisition or construction of improvements, additions or extensions for the System, including capital assets and facilities incident and related to the operation, maintenance and administration thereof, all as provided in the Act, or to refinance or refund any principal and/or interest payment relating to any Debt or with respect to the payment of any obligation of the System pursuant to any Credit Agreement as permitted by the provisions of Section 1371.051, as amended, of the Act."

With the exception of this amendment, the Original Ordinance is hereby readopted, restated, and ratified as the act and deed of the City Council.

SECTION 2: Inconsistent Provisions. All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Ordinance are hereby repealed to the extent of such conflict, and the provisions of this Ordinance shall be and remain controlling as to the matters ordained herein.

SECTION 3: Governing Law. This Ordinance shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 4: Severability. If any provision of this Ordinance or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Ordinance and the application of such provision to other persons and circumstances shall nevertheless be valid, and the City Council hereby declares that this Ordinance would have been enacted without such invalid provision.

SECTION 5: Incorporation of Preamble Recitals. The recitals contained in the preamble hereof are hereby found to be true, and such recitals and other statements therein are hereby made a part of this Ordinance for all purposes and are adopted as a part of the judgment and findings of the City Council.

SECTION 6: Public Meeting. It is officially found, determined, and declared that the meeting at which this Ordinance is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Ordinance, was given, all as required by Chapter 551, as amended, Texas Government Code.


SECTION 7: Further Proceedings. The officers and employees of the City are hereby authorized, empowered, and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the corporate seal and on behalf of the City all such instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance and, upon execution and delivery thereof, to provide any required notices of this first amendment to the Original Ordinance to all appropriate parties. In case any officer of the City whose signature shall appear on any certificate shall cease to be such officer before the delivery of such certificate, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

SECTION 8. Effective Date. The effective date of this Ordinance shall be governed by the provisions of Section 1-15 of the City Code of San Antonio, Texas. This Ordinance shall take effect immediately if passed by the affirmative vote of at least eight members of the City Council, otherwise the same shall take effect on the tenth day after the date of its passage by the City Council.

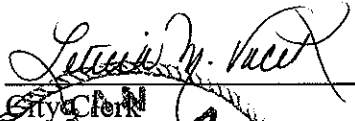
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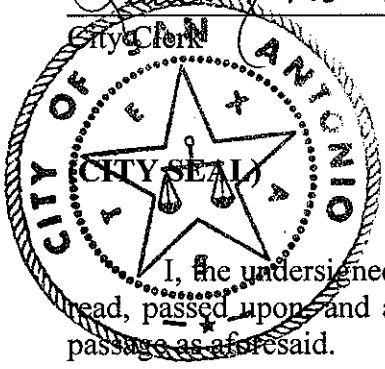
PASSED AND ADOPTED by an affirmative vote of 10 members of the City Council of the City of San Antonio, Texas, this the 13th day of April, 2006.

CITY OF SAN ANTONIO

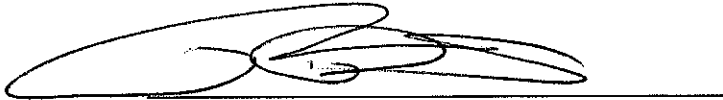

Mayor

ATTEST:


City Clerk



I, the undersigned, City Attorney of the City of San Antonio, Texas, hereby certify that I read, passed upon and approved as to form the foregoing Ordinance prior to its adoption and passage as aforesaid.



Michael D. Bernard, City Attorney,
City of San Antonio, Texas