

GENERAL OBLIGATION DEBT SERVICE SUMMARY

General Obligation debt is secured by and payable from the receipts of annual ad valorem taxes, within legal limits, on taxable property within the City. The City has covenanted to assess, levy and collect an ad valorem tax in each calendar year, within applicable limitations, sufficient to pay the principal of and interest on all outstanding obligations payable in such tax year. Such obligations include (1) Public Improvement Bonds, (ii) Certificates of obligation, (iii) Certain obligations to fund a portion of the City's unfunded actuarially accrued liability to the City's pension programs, and (iv) General obligation commercial paper notes. The debt service requirements for FY2012 are estimated to be \$291 million.

The largest revenue source for the Fund is the General Fund, which transfers a portion of ad valorem taxes (property tax receipts) required for debt service on the Obligations. Within the limits prescribed by law, the City is obligated to assess, levy, and collect annual ad valorem taxes sufficient to pay the principal of, and interest, on the Obligations. The Constitution of the State of Texas limits the maximum ad valorem tax rate to \$2.50 per \$100 assessed valuation for home-rule cities such as the City of Houston (the "City"). In addition, Proposition 1 limits increases in the City's ad valorem tax revenues by requiring voter approval for increases in ad valorem taxes in future years above a limit equal to the lesser of the actual revenues in the proceeding Fiscal year, plus 4.5%, or a formula that is based upon the actual revenues received in Fiscal Year 2005 adjusted for the cumulative combined rate of inflation and the City's population growth plus credits for previous years that fall under the cap. The City's tax rate for Fiscal Year 2011 (tax year 2010) was \$0.63875 (per \$100 assessed valuation), which consists of \$0.463362 for general purposes and \$0.175388 for debt service. The proposed Fiscal Year 2012 Budget includes a tax rate of \$0.63875 (per \$100 assessed valuation) for Fiscal Year 2012 (tax year 2011).

The City's current policy states that the annual contribution from the General Fund for general obligation debt service should not exceed 20% of the total General Fund revenues, excluding state and federal grants. The budgeted FY2012 General Fund transfer to pay debt service is approximately 13.05% of expected General Fund revenues.

The second largest source of revenue for the Fund are annual charges to the Combined Utility System to compensate the Debt Service Fund for the cost of paying debt service on assumed annexed water district debt. The Combined Utility System, via the Storm Water Fund, is also charged for debt service payments on certain tax bonds issued for storm water purposes.

In past years, another source of revenue for the Fund was third party reimbursements, which primarily consisted of the Metro Transit Authority of Harris County (METRO). The City used various commercial paper programs to initially fund certain projects and then received reimbursements to retire the appropriate portion of the commercial paper. The City is still participating with METRO to complete certain projects, however, there is a new agreement for METRO to provide the funds before project initiation, rather than as a reimbursement. Therefore, going forward, funding from METRO will primarily be a source of revenue for the Capital Projects Funds.

Other sources include but are not limited to debt service reimbursement for special financings that vary from year to year. Examples of special financings include projects managed by the City but funded by a Tax Increment Reinvestment Zone (TIRZ). Interest earned on construction funds (as a result of bonds issued) may be used as a revenue source to help fund debt service and may also be used for expenditures incurred for administering bond programs.

The FY2012 Annual Financing Plan is presented to outline the anticipated sale of City bonds, certificates of obligation, pension bonds, tax and revenue anticipation notes and commercial paper notes for the upcoming fiscal year. It is expected that the City will issue a total ranging from \$1.18 to \$2.08 billion, depending on needs and market conditions.

The Obligations are issued in both fixed and variable rate structures. The City's current policy is to maintain approximately 20% of the Obligations in a variable rate structure and currently issues variable rate commercial paper notes to initially fund various projects. When the amount of outstanding commercial paper notes reaches a level of 20% of total outstanding debt, or is otherwise deemed prudent, the commercial paper notes are

refunded with fixed rate bonds to lock in a portion of the outstanding commercial paper notes at fixed rates to minimize interest rate exposure.

Tax Bonds and Certificates of Obligation

The Obligations issued as fixed rate debt bear yields ranging from 0.20% up to 6.29%, which are established at the time of issuance and are based on market rates. The City's policy is to keep the combined weighted average life of the fixed rate debt at or below 12 years. The City issues Tax Bonds to provide for permanent financing through refunding of commercial paper notes or refunding previously issued and outstanding Tax Obligations of the City. The City has issued Pension Obligation Bonds in FY2005 - FY2010 and is not expected to issue more in FY2011 or FY2012. Pension Obligations Bonds are payable from and secured by ad valorem taxes and/or revenues to fund unfunded actuarial accrued liabilities ("UAAL") associated with its pension funds.

The City may also issue Certificates of Obligation payable from ad valorem taxes and, in some cases, a pledge of certain City revenues for the purpose of paying any contractual obligations. Certificates of Obligation are issued for special financings and demolitions of dangerous buildings.

The budget includes a seven-month reserve for Tax Bonds and Certificates of Obligation. This reserve covers principal and interest payable in the first seven months of the following fiscal year.

Variable Rate Debt - Commercial Paper Notes

Commercial paper programs provide for the issuance of voter-authorized obligations related to the 2001 and 2006 bond elections and these series have been implemented to fund various public improvement projects in the Capital Improvement Plan (CIP). These commercial paper programs include the:

- Series G with a total authorization of \$276 million,
- Series H with a total authorization of \$98.7 million, and
- Series J with a total authorization of \$125 million.

The City has also authorized two other commercial paper programs under Chapter 1431, Texas Government Code, as amended, which does not require voter authorization. These programs and their uses are:

- Series E with a total authorization of \$250 million is used to fund equipment acquisitions, and
- Series H with a total authorization of \$101.3 million is used to fund capital improvements related to drainage.

The commercial paper programs serve as a management tool to access the credit market to meet cash needs while minimizing the rebate liability on unspent proceeds. The commercial paper notes are refunded periodically into fixed rate tax bonds to limit the City's variable rate exposure and to match the average life of bonds to the life of the assets purchased. Interest on the notes varies depending on the market conditions. The notes may be issued for a period not to exceed 270 days and will bear interest based upon the specified terms, but initially not to exceed 6.5%. The reserves for the notes are based on the amount projected to be outstanding during the fiscal year. For FY2011, average all-in interest cost for variable rate obligations was approximately 0.90%. The budgeted all-in interest cost for the City's variable rate obligations in FY2012 is 2.75%. The budget includes reserves for interest on commercial paper notes to provide for fluctuations in interest rates at a rate of 6.0% of the estimated amount to be outstanding during the fiscal year.

Assumed Bonds

Prior to FY1991, the City had an aggressive annexation program. However, no annexations took place during FY1991 and FY1992 until the period from FY1993 to FY1997 during which the City completed seven new annexations. Although annexations have benefited the City in economic growth, no additional annexations have occurred since FY1997. Since FY1999, the legislation requires the City to adopt a three-year annexation plan, and with certain exceptions, only those areas identified in such plan would be eligible for annexation. The City does not currently have a plan in place to annex additional districts. Debt assumed by the City from annexations of various districts within the extra-territorial jurisdiction becomes a part of the City's debt service requirements. As of FY2007, all of the debt related to annexation has been refunded.

Interest Rate Swaps

As part of its debt management program, the City considers and reviews various interest rate swap proposals, including tax supported interest rate swaps, consistent with the guidelines set forth in its Interest Rate Swap Policy adopted on November 25, 2003. On February 20, 2004, with respect to certain outstanding Tax Bonds, the City entered into a tax supported interest rate swap agreement with Rice Financial Products Corp. LLC (RFP). Under this Swap Agreement, the counter party (RFP) effectively paid a variable interest rate based on the London Interbank Offered Rate ("LIBOR") plus a fixed spread, and the City paid a variable interest rate based on a Securities Industry and Financial Markets Association ("SIFMA," formerly Bond Market Association "BMA") tax exempt rate, times a notional principal amount equal to \$200 million. The underlying bonds were Public Improvement Bonds (PIB) issued between 1998 and 2005 with various maturities. The initial payment date was March 1, 2005, and thereafter payments continued every September 1 and March 1 through 2009. This swap was terminated at the City's option on August 25, 2009. An accumulated profit of approximately \$8 million was earned on this swap. No swaps are being contemplated at this time.

Drainage Supplemental Debt Service Fund

In FY2009 City Council instituted the Drainage Supplemental Debt Service Fund for the purpose of funding additional long-term drainage initiatives. The program calls for an annual set aside of a pre-determined portion of ad valorem tax receipts, as approved by Council annually. With the passage of Proposition 1 on November 2, 2010 (Rebuild Houston) this set aside is being discontinued since the proposition requires the City to establish a dedicated pay-as-you-go drainage and street renewal fund.

Rebuild Houston

On November 2, 2010, voters approved an amendment to the City Charter which requires the City to establish a dedicated pay-as-you-go drainage and street renewal fund to provide for enhancement, improvement and ongoing renewal of the City's drainage and streets. For the next 20 years, among other sources of funding, Proposition 1 (2010) requires the City to capture an amount equal to revenues from 11.8 cents per \$100 of assessed valuation in property taxes, which is the amount currently levied for debt service on bonds issued for streets and drainage purposes. This revenue has two authorized uses under Proposition 1. First, the 11.8 cents of captured property tax revenue must be used to pay debt service on tax supported bonds for drainage and street improvements that were issued prior to December 31, 2011. To the extent that any of the 11.8 cents of captured property tax revenue is left over after the payment of debt service, that remaining captured tax revenue will be deposited into a dedicated drainage and street improvement fund to provide cash funding for pay-as-you-go drainage and street improvements.

Historically about two-thirds of the City's Public Improvement Bonds, excluding annexed water district debt, have been issued for drainage and street projects. As a result of the passage of Proposition 1 the City expects to greatly reduce or eliminate the issuance of Public Improvement Bonds for drainage and streets purposes starting on or about Fiscal Year 2013.

Ad Valorem Tax Obligations of the City

State law permits the City to incur total bonded indebtedness through the issuance of ad valorem tax bonds in an amount not to exceed 10% of the total appraised valuation of property in the City. The schedule below shows an estimate for the current fiscal year of outstanding debt applicable to the statutory limitation.

(in thousands of dollars)

| | | |
|--|------------------|-----------------------|
| Appraised Value ⁽¹⁾ | | <u>\$ 189,719,882</u> |
| Debt Limit, 10% of Appraised Value | | \$ 18,971,988 |
| Debt applicable to limitation ⁽²⁾ | | |
| Public Improvement Bonds | \$2,468,160 | |
| Commercial Paper Notes | 182,900 | |
| Pension Obligation | 607,625 | |
| Certificates of Obligation | <u>75,990</u> | |
| Total Debt Applicable to Limitation | \$3,334,675 | |
| Less: | | |
| Amount available for repayment of general obligation debt ⁽³⁾ | <u>(188,370)</u> | |
| Total debt applicable to limitation | | <u>\$ 3,146,305</u> |

(1) Appraised value for the Fiscal Year 2011 (Tax Year 2010), as of April 15, 2011.

(2) Balance as of March 31, 2011.

(3) Estimated ending fund balance.

Outstanding General Obligation Debt

(in thousands of dollars)

| | FY2009 | FY2010 | FY2011 | FY2012 |
|----------------------------|--------------------|--------------------|--------------------|--------------------|
| | Actual | Actual | Estimate | Budget |
| OUTSTANDING DEBT: | | | | |
| Public Improvement Bonds | \$1,988,300 | \$2,319,830 | \$2,468,160 | \$2,476,500 |
| Commercial Paper Notes | \$ 519,200 | \$ 360,500 | \$ 263,930 | \$ 338,356 |
| Pension Obligation | \$ 587,525 | \$ 607,625 | \$ 607,625 | \$ 607,625 |
| Certificates of Obligation | \$ 82,832 | \$ 79,870 | \$ 75,990 | \$ 70,370 |
| TOTAL OUTSTANDING DEBT | <u>\$3,177,857</u> | <u>\$3,367,825</u> | <u>\$3,415,705</u> | <u>\$3,492,851</u> |

The strength of the City's general obligation debt is reflected in the statements of the ratings agencies:

Standard & Poor's (AA) - The stable outlook reflects the City's "sizable, deep, and diverse economic base, which has shown resiliency, and reserves that remain at a strong level, despite ongoing financial challenges and revenue pressure." The rating is partially constrained by "self-imposed revenue-raising restrictions, coupled with a large capital program that will keep debt ratios at an elevated level."

Moody's (Aa2) - "The rating reflects the City's large tax base that is expected to experience a significant moderation of growth in the medium term, favorable financial position and manageable debt burden. The positive outlook reflects Moody's expectation that despite current economic conditions that are impacting key revenue sources, the City will maintain a satisfactory financial position through strong budget management."

Fitch - The 'AA' ratings reflects City's operating reserves that, while declining, remain satisfactory, manageable direct debt levels, an above average pace of repayment. "While capital needs are sizable, near-term borrowing plans are minimal."

Principal and Interest Payable from Ad Valorem Taxes

Existing debt as of May 5, 2011

| Fiscal Year | Tax Bonds | | Pension Obligations | |
|----------------|----------------------|-------------------------|---------------------------|--------------------|
| | Principal | Interest ⁽¹⁾ | Principal | Interest |
| 2012 | 113,715,000 | 118,712,923 | 20,100,000 ⁽²⁾ | 36,128,758 |
| 2013 | 126,355,000 | 113,519,410 | 0 | 35,416,883 |
| 2014 | 131,825,000 | 107,343,673 | 6,345,000 | 35,416,883 |
| 2015 | 156,985,000 | 101,063,529 | 6,790,000 | 35,017,782 |
| 2016 | 161,710,000 | 93,273,048 | 7,265,000 | 34,590,691 |
| 2017 | 182,395,000 | 85,388,048 | 7,770,000 | 34,133,723 |
| 2018 | 186,985,000 | 76,526,073 | 8,315,000 | 33,644,990 |
| 2019 | 165,265,000 | 67,227,674 | 8,895,000 | 33,121,976 |
| 2020 | 168,970,000 | 59,157,499 | 9,520,000 | 32,562,481 |
| 2021 | 143,480,000 | 51,119,121 | 20,145,000 | 31,963,673 |
| 2022 | 138,245,000 | 44,225,138 | 21,440,000 | 30,696,552 |
| 2023 | 150,895,000 | 37,583,861 | 22,805,000 | 29,347,976 |
| 2024 | 101,370,000 | 30,309,160 | 24,265,000 | 27,913,542 |
| 2025 | 105,295,000 | 25,486,959 | 25,820,000 | 26,387,273 |
| 2026 | 72,095,000 | 20,289,443 | 27,475,000 | 24,763,195 |
| 2027 | 92,280,000 | 16,843,139 | 29,235,000 | 23,035,018 |
| 2028 | 95,125,000 | 12,322,222 | 31,100,000 | 21,196,136 |
| 2029 | 63,310,000 | 7,987,420 | 41,425,000 | 19,239,946 |
| 2030 | 29,050,000 | 5,363,300 | 43,995,000 | 16,716,046 |
| 2031 | 8,715,000 | 4,089,240 | 58,135,000 | 14,034,804 |
| 2032 | 11,610,000 | 3,650,334 | 61,650,000 | 10,558,028 |
| 2033 | 12,190,000 | 3,070,215 | 22,965,000 | 6,869,887 |
| 2034 | 10,080,000 | 2,461,046 | 0 | 5,625,280 |
| 2035 | 13,310,000 | 1,955,965 | 44,345,000 | 5,625,280 |
| 2036 | 11,120,000 | 1,285,884 | 35,400,000 | 3,198,102 |
| 2037 | 8,265,000 | 744,234 | 22,425,000 | 1,241,897 |
| 2038 | 5,115,000 | 341,948 | 0 | 0 |
| 2039 | 2,405,000 | 97,516 | 0 | 0 |
| | 2,468,160,000 | 1,091,438,020 | 607,625,000 | 608,446,800 |

(1) Net of Build America Subsidies

(2) \$20.1 million is currently structured as a short-term note. It is expected that this note will be refinanced into a long-term bond.

FISCAL YEAR 2012 BUDGET

| Tax Certificates | | TOTAL | | Total |
|---------------------------|-------------------|----------------------|----------------------|----------------------|
| Principal | Interest | Principal | Interest | Debt Service |
| 14,620,000 ⁽³⁾ | 3,843,680 | 148,435,000 | 158,685,361 | 307,120,361 |
| 11,095,000 | 2,984,380 | 137,450,000 | 151,920,673 | 289,370,673 |
| 2,890,000 | 2,458,085 | 141,060,000 | 145,218,641 | 286,278,641 |
| 3,010,000 | 2,341,805 | 166,785,000 | 138,423,116 | 305,208,116 |
| 3,155,000 | 2,196,985 | 172,130,000 | 130,060,724 | 302,190,724 |
| 3,310,000 | 2,044,415 | 193,475,000 | 121,566,186 | 315,041,186 |
| 3,470,000 | 1,883,565 | 198,770,000 | 112,054,628 | 310,824,628 |
| 3,640,000 | 1,714,115 | 177,800,000 | 102,063,765 | 279,863,765 |
| 3,820,000 | 1,535,495 | 182,310,000 | 93,255,475 | 275,565,475 |
| 4,005,000 | 1,347,150 | 167,630,000 | 84,429,944 | 252,059,944 |
| 4,205,000 | 1,148,750 | 163,890,000 | 76,070,440 | 239,960,440 |
| 3,395,000 | 938,500 | 177,095,000 | 67,870,337 | 244,965,337 |
| 3,565,000 | 768,750 | 129,200,000 | 58,991,452 | 188,191,452 |
| 3,745,000 | 590,500 | 134,860,000 | 52,464,733 | 187,324,733 |
| 3,935,000 | 403,250 | 103,505,000 | 45,455,889 | 148,960,889 |
| 4,130,000 | 206,500 | 125,645,000 | 40,084,657 | 165,729,657 |
| 0 | 0 | 126,225,000 | 33,518,358 | 159,743,358 |
| 0 | 0 | 104,735,000 | 27,227,366 | 131,962,366 |
| 0 | 0 | 73,045,000 | 22,079,345 | 95,124,345 |
| 0 | 0 | 66,850,000 | 18,124,044 | 84,974,044 |
| 0 | 0 | 73,260,000 | 14,208,362 | 87,468,362 |
| 0 | 0 | 35,155,000 | 9,940,102 | 45,095,102 |
| 0 | 0 | 10,080,000 | 8,086,326 | 18,166,326 |
| 0 | 0 | 57,655,000 | 7,581,244 | 65,236,244 |
| 0 | 0 | 46,520,000 | 4,483,986 | 51,003,986 |
| 0 | 0 | 30,690,000 | 1,986,131 | 32,676,131 |
| 0 | 0 | 5,115,000 | 341,948 | 5,456,948 |
| 0 | 0 | 2,405,000 | 97,516 | 2,502,516 |
| 75,990,000 | 26,405,925 | 3,151,775,000 | 1,726,290,745 | 4,878,065,745 |

(3) \$9 million is currently structured as a short-term note. It is expected that this note will be refinanced into a long-term bond.