



**NOTICE OF A REGULAR MEETING
THE BRENHAM CITY COUNCIL
THURSDAY APRIL 21, 2011 AT 1:00 P. M.
SECOND FLOOR CITY HALL
COUNCIL CHAMBERS
200 W. VULCAN
BRENHAM, TEXAS**

- 1. Call Meeting to Order**
- 2. Invocation and Pledges to the US and Texas Flags – Councilmember Andrew Ebel**
- 3. Citizens Comments**

CONSENT AGENDA

4. Statutory Consent Agenda

The Statutory Consent Agenda includes non-controversial and routine items that Council may act on with one single vote. A councilmember may pull any item from the Consent Agenda in order that the Council discuss and act upon it individually as part of the Regular Agenda.

4-a. Minutes from the March 24, 2011 Council Meeting

4-b. Second Reading of Ordinance No. O-11-003 Authorizing the Placement of a Stop Sign on Hasskarl Drive at its Intersection with Eleanor Drive

REGULAR AGENDA

- 5. Discuss and Possibly Act Upon the Authorization to Proceed with the Purchase and Installation of the Products and Items Necessary to Meet the Federal Railway Administration Requirements for the Implementation of a Quiet Zone from Kuhn Lane to Burleson Street**

6. **Discuss and Possibly Act Upon the Sale of a Tract of Land, Approximately 1,318 Square Feet in Size and Part of the A. Harrington Survey, A-55, being Part of Key's 1st Addition, to Stanpac USA, LLC and Authorize the Mayor to Execute any Necessary Documentation**
7. **Discuss and Possibly Act Upon Authorization to Sell the 2001 Ford Booster Truck and Designate the Proceeds as Matching Funds for the Purchase of a New Booster Truck through a Texas Forest Service Grant as Applied for by the Brenham Fire Department and Accepted by the City of Brenham**
8. **Discuss and Possibly Act Upon Ordinance No. O-11-004 Authorizing the Issuance and Sale of City of Brenham, Texas, General Obligation Refunding Bonds, Series 2011, In the Aggregate Principle Amount of \$7,730,000 and Awarding the Sale Thereof; Levying a Tax in Payment Thereof; Authorizing the Execution and Delivery of a Paying Agent/Registrar Agreement and an Escrow Agreement; Calling Certain Bonds for Redemption; Approving the Official Statement; Finding and Determining That the Meeting at Which This Ordinance is Passed is Open to the Public as Required by Law; and Enacting Other Provisions Relating Thereto.**
9. **Discuss and Possibly Act Upon the Acceptance of the 2010 Audit of Washington County Appraisal District by Seidel, Schroeder & Company, Approval of a Request to Spend up to \$20,000 for new Computers from Retained Funds Leaving a Reserved Funds Balance of \$140,000, Approval of a Request to Retain Accumulated Excess Funds in the Amount of \$59,929 with the City of Brenham's Portion being \$6,598 and Approval of the Accounting Methodology for these Funds**

WORK SESSION

10. **Presentation by Bickerstaff Heath Delgado Acosta, LLP and Discussion of the Initial Assessment Regarding the Need to Redistrict the City Councilmember Wards Based on Recently Issued 2010 Census Data**

RE-OPEN REGULAR SESSION

11. **Discuss and Possibly Act Upon Resolution No. R-11-004 Adopting Criteria for Use in the 2011 Redistricting Process**
12. **Discuss and Possibly Act Upon Resolution No. R-11-005 Establishing Guidelines for Persons Submitting Comments and Specific Redistricting Proposals**

Administrative/Elected Officials Reports: Reports from City Officials or City staff regarding items of community interest, including expression of thanks, congratulations or condolences; information regarding holiday schedules; honorary or salutory recognitions of public officials, public employees or other citizens; reminders about upcoming events organized or sponsored by the City; information regarding social, ceremonial, or community events organized or sponsored by a non-City entity that is scheduled to be attended by City officials or employees; and announcements involving imminent threats to the public health and safety of people in the City that have arisen after the posting of the agenda.

13. Administrative/Elected Officials Report

EXECUTIVE SESSION

- 14. Texas Government Code Section 551.071 – Consultation with Attorney – Executive Session for the Purpose of Consultation with Legal Counsel Regarding the City’s Redistricting Obligations**
- 15. Texas Government Code Section 551.071 – Consultation with Attorney – Executive Session for the Purpose of Consultation with City Attorney Concerning Legal Matters Related to the Henderson Park Lift Station Rehabilitation Project**
- 16. Texas Government Code, Section 551.071 – Consultation with Attorney Regarding Pending Litigation: Cause No. 34262, Randall L. Patterson v. City of Brenham, in the 21st Judicial District Court of Washington County, Texas**

RE-OPEN REGULAR SESSION

- 17. Discuss and Possibly Take Action as a Result of Executive Session Regarding Pending Litigation: Cause No. 34262, Randall L. Patterson v. City of Brenham, in the 21st Judicial District Court of Washington County, Texas**

Adjourn

Executive Sessions: The City Council for the City of Brenham reserves the right to convene into executive session at any time during the course of this meeting to discuss any of the matters listed, as authorized by Texas Government Code, Chapter 551, including but not limited to §551.071 – Consultation with Attorney, §551.072 – Real Property, §551.073 – Prospective Gifts, §551.074 - Personnel Matters, §551.076 – Security Devices, §551.086 - Utility Competitive Matters, and §551.087 – Economic Development Negotiations.

CERTIFICATION

I certify that a copy of the April 21, 2011 agenda of items to be considered by the City of Brenham City Council was posted to the City Hall bulletin board at 200 W. Vulcan, Brenham, Texas on April 18, 2011 at _____ Am Pm.

Tammy Cook, Deputy City Secretary

Disability Access Statement: This meeting is wheelchair accessible. The accessible entrance is located at the Vulcan Street entrance to the City Administration Building. Accessible parking spaces are located adjoining the entrance. Auxiliary aids and services are available upon request (interpreters for the deaf must be requested twenty-four (24) hours before the meeting) by calling (979) 337-7567 for assistance.

I certify that the attached notice and agenda of items to be considered by the City Council was removed by me from the City Hall bulletin board on the _____ day of _____, 2011 at _____ Am Pm.

Signature

Title

Brenham City Council Minutes

A regular meeting of the Brenham City Council was held on March 24, 2011, beginning at 1:00 p. m. in the Brenham City Hall, City Council Chambers, at 200 W. Vulcan Street, Brenham, Texas.

Members present:

Mayor Milton Y. Tate, Jr.
Mayor Pro Tem Gloria Nix
Council member Andrew Ebel
Councilmember Danny Goss
Councilmember Keith Herring
Councilmember Charlie Pyle
Councilmember Weldon Williams, Jr.

Others present:

City Manager Terry Roberts, City Attorney Cary Bovey, City Secretary Jeana Bellinger, Administrative Assistant Tammy Cook, Chief Financial Officer Carolyn Miller, Adam Griffin, Allan Hinze, Assistant Police Chief Jay Petrash, Allen Jacobs, Leslie Kelm, Kim Hodde, Assistant Public Utilities Director Dane Rau, Kyle Branham, Jamie Maurer, Tammy Jaster, Angela Hahn, Janie Mehrens.

Citizens present:

Melissa McCune, Jerry Calvert, Jay T. Alexander, Kenneth Goesler and Clint Kolby.

Media Present:

Arthur Hahn, Brenham Banner Press; Tom Whitehead, KWHI

- 1. Mayor Tate called the meeting to order**
- 2. Invocation and Pledges to the US and Texas Flags – Councilmember Weldon Williams**
- 3. Citizen Comments**

3-a. Boys and Girls Club of Washington County Update

Melissa McCune, Director of the Boys & Girls Club of Washington County, addressed Council. She advised that during Boys & Girls Club Week they attempted to break the record for the most people doing jumping jacks in venues around the country. She thought they were successful in breaking the record.

Ms. McCune expressed thanks for the support of the club. She stated that they are not just a daycare or after-school program; they focus on building our kids so they can be successful when they enter the work world. Their goal is hope and success for our kids.

CONSENT AGENDA

4. Statutory Consent Agenda

4-a. Minutes from the March 3, 2011 Council Meeting

A motion was made by Councilmember Pyle and seconded by Councilmember Nix to approve Agenda Item 4a. Minutes from the March 3, 2011 Council Meeting.

Mayor Tate called for a vote. The motion passed with Council voting as follows:

Mayor Milton Y. Tate, Jr	Yes
Mayor Pro Tem Gloria Nix	Yes
Councilmember Andrew Ebel	Yes
Councilmember Danny Goss	Yes
Councilmember Keith Herring	Yes
Councilmember Charlie Pyle	Yes
Councilmember Weldon Williams	Yes

WORK SESSION

5. Discuss and Review the FY2010-11 First Quarter Financial Report

Chief Financial Officer Carolyn Miller presented this item. She advised that the General Fund and the five major utility funds are presented in the format developed by budget officer, Debbie Gaffey, which includes a comparison of the 1st quarter actual versus the prior year and a comparison to budget. Debbie also implemented a new quarterly review process with the department superintendents and supervisors. They provide a written report of identified variances to help in tracking actual expenditures as they relate to their operations, and to enhance their understanding of variance reporting and monitoring. This quarterly review process was extremely valuable and has been adopted as one of our “best business practices.”

Ms. Miller advised that, for the first quarter, the City experienced favorable performance in the General Fund and all utility funds posted positive net revenues over expenditures, with the exception of the Gas Fund which posted a small net loss for the quarter. She went through the report covering the highlights.

Ms. Miller noted that, in the coming months, they will be monitoring the impact of higher motor fuel costs on total City operations, and will reduce expenditures in other areas to mitigate any negative impact.

Councilmember Goss asked if, since the Hyundai Dealership has gone green, the equipment the city installed there to provide service was standard equipment or if they had to bring something special. Mr. Rau responded that it was standard equipment and he did not think they had to install anything that was much more than any other customer.

REGULAR AGENDA

6. Discuss and Possibly Act Upon Bid No. 11-007 for the Purchase of an Electric Department Bucket Truck and Authorize the Mayor to Execute any Necessary Documentation

Assistant Public Utilities Director Dane Rau presented this item. He advised that, on March 10, 2011, the Purchasing Dept. opened bids for a 40' bucket truck. This unit will be a "small" bucket truck and will be used on a daily basis within the Electric Department for customer service and for afterhours call outs and is part of their five year plan. This item was in the budget; the bids came in under the budgeted amount of \$115,000. The existing "small" bucket truck will be passed on to the parks and street departments to be used for tree trimming, lighting repair, etc.

In reviewing the two bids received, only the bid from Altec Industries, Inc., met the minimum specifications. The Terex unit did not meet the minimum height requirement or the minimum articulating range of the bucket. Staff is recommending that Council approve the bid from Altec Industries, Inc., on the Dodge 5500 truck with the optional accessories in the total of \$109,080.00.

A motion was made by Councilmember Pyle and seconded by Councilmember Goss to approve Bid No. 11-007 from Altec Industries, Inc. in the amount of \$109,080.00 for the purchase of a bucket truck for the Electric Department and authorize the Mayor to execute any necessary documentation.

Councilmember Williams asked about the decision to go with the Dodge truck instead of the Ford truck. He wanted to know what the rationale was other than price. Mr. Rau replied that the City has never stuck with a particular make of truck. He said they have Fords, Dodges, and Chevrolets and get good service out of all of them so generally price is the determining factor.

Mayor Tate called for a vote. The motion passed with Council voting as follows:

Mayor Milton Y. Tate, Jr	Yes
Mayor Pro Tem Gloria Nix	Yes
Councilmember Andrew Ebel	Yes
Councilmember Danny Goss	Yes
Councilmember Keith Herring	Yes
Councilmember Charlie Pyle	Yes
Councilmember Weldon Williams	Yes

7. Discuss and Possibly Act Upon Authorization of Expenditures in Accordance with RFP No. 11-004 Previously Approved on January 6, 2011 for the Purchase of Automated Meter Reading Equipment and Authorize the Mayor to Execute any Necessary Documentation

Assistant Public Utilities Director Dane Rau presented this item also. He advised that they are now ready to begin the conversion of the rest of our system to AMR/AMI. This will be done by our crews in-house and will take 2 to 3 years to complete. We are planning to fund this conversion using reserve dollars from each utility fund to avoid any rate increase to our customers. We are hoping that each fund will be able to pay its own way. We would not want the reserve level of any fund to fall too low and if that occurs we would come back to council to discuss a loan from electric fund reserves to the needed fund.

We are estimating to spend the following amounts in each fund:

Electric Fund:	\$754,000
Gas Fund:	\$376,000
Water Fund:	\$989,450
Sewer Fund:	\$989,450

They are requesting Council to approve the expenditures from the various funds as cited to purchase the AMR/AMI equipment in accordance with RFP No. 11-004.

A motion was made by Councilmember Pyle and seconded by Councilmember Goss to approve the expenditures in the amount of \$754,000 from the Electric Fund, \$989,450 from the Water Fund, \$989,450 from the Sewer Fund, and \$376,000 from the Gas Fund to purchase AMR/AMI equipment in Accordance with RFP No. 11-004 and Authorize the Mayor to Execute any Necessary Documentation.

Mayor Tate called for a vote. The motion passed with Council voting as follows:

Mayor Milton Y. Tate, Jr	Yes
Mayor Pro Tem Gloria Nix	Yes
Councilmember Andrew Ebel	Yes
Councilmember Danny Goss	Yes
Councilmember Keith Herring	Yes
Councilmember Charlie Pyle	Yes
Councilmember Weldon Williams	Yes

8. Discuss and Possibly Act Upon a Recommendation for Appointments (Including Alternate Members) to the Board of Adjustment

Allen Jacobs presented this item. He advised that there was a vacancy left by the resignation of T.J. Torres on the Board of Adjustment and Appeals. Mr. Greg Jerking has been recommended for appointment to fill this vacancy. The Board of Adjustment and Appeals would also like to appoint Mr. Lee Sloan as an alternate member.

A motion was made by Councilmember Herring and seconded by Councilmember Ebel to approve the recommendation for the appointment of Greg Jerkins to serve on the Board of Adjustment and Appeals and of Lee Sloan as an Alternate Member.

Councilmember Goss asked what qualifications they look at in making these appointments. Mr. Jacobs advised that they look at their professional background and whether they have an interest. According to the statutes, the basic requirement is that they be a citizen of the City of Brenham.

Mayor Tate called for a vote. The motion passed with Council voting as follows:

Mayor Milton Y. Tate, Jr	Yes
Mayor Pro Tem Gloria Nix	Yes
Councilmember Andrew Ebel	Yes
Councilmember Danny Goss	Yes
Councilmember Keith Herring	Yes
Councilmember Charlie Pyle	Yes
Councilmember Weldon Williams	Yes

9. City Secretary's Certification of Unopposed Candidates for the City of Brenham, May 14, 2011 General Election

City Secretary Jeana Bellinger read the Certification of Unopposed Candidates for the City of Brenham, May 14, 2011 General Election

10. Discuss and Possibly Act Upon an Order Declaring Unopposed Candidates for the Position of Mayor and Councilmember Place 4 - Ward 4 Elected to Office and Canceling the City of Brenham, May 14, 2011 General Election

Considerar y en consecuencia actuar una Orden Declarando Candidatos Sin Oposición Para Posiciones en el Concilio de Alcalde y Concejal Posición 4-Distrito 4 Elegidos a su Puesto y Cancelando la Elección General de la Ciudad de Brenham para el 14 de Mayo, 2011.

City Secretary Jeana Bellinger advised that, as she has certified there are no opposed candidates for the May 14, 2011 General Election and so Council needed to pass the Order cancelling the election.

A motion was made by Councilmember Herring and seconded by Councilmember Pyle to approve the Order declaring unopposed candidates for the position of Mayor and Councilmember Place 4 – Ward 4, elected to office and canceling the City of Brenham, May 14, 2011 General Election.

Mayor Tate called for a vote. The motion passed with Council voting as follows:

Mayor Milton Y. Tate, Jr.	Yes
Mayor Pro Tem Gloria Nix	Yes
Councilmember Andrew Ebel	Yes
Councilmember Danny Goss	Yes
Councilmember Keith Herring	Yes
Councilmember Charlie Pyle	Yes
Councilmember Weldon Williams	Yes

Secretaria de la ciudad informo que tal como ella había certificado, no hay candidatos con oposición para la elección general del 14 de Mayo, 2011 así que el Concejal tiene que pasar una orden cancelando la elección.

Una moción se presentó por Concejal Herring and fue secundada por Concejal Pyle para aprobar la Orden Declarando Candidatos Sin Oposición para puesto de Alcalde y Concejal Posición 4-Distrito 4 Elegidos a su Puesto y Cancelando la Elección General de la Ciudad de Brenham para el 14 de Mayo, 2011.

El Alcalde Tate pidió una votación. La moción se aprobó y el ayuntamiento voto de la siguiente manera:

Alcalde Milton Y. Tate, Jr.	Si
Alcalde Pro Tem Gloria Nix	Si
Concejal Andrew Ebel	Si
Concejal Danny Goss	Si
Concejal Keith Herring	Si
Concejal Charlie Pyle	Si
Concejal Weldon Williams	Si

11. Discuss and Possibly Act Upon a Recommendation from the Parks and Recreation Advisory Board Approving Aquatic Center Usage and Rates for the Dolphin Swim Club

Jamie Maurer presented this item. She advised that, at the March 9th Parks and Recreation Advisory Board meeting, the Dolphin Swim Team requested the consideration of lowering the team's fees for use of the Blue Bell Aquatic Center. They also submitted their request for exclusive pool use times which were cut back from the years previous. In the most current years, the Dolphins have been paying a set fee of \$3,740 and their participation numbers have dropped. In their request, the Dolphins proposed a \$30 per swimmer (or lower) fee opposed to a set fee (with projected participation, the set fee would average around \$46 per swimmer). There is a brief history of Dolphin participation, fees and pool use times as well as Dolphin's written request in the memos attached.

Upon careful consideration of pool use history and fees, city staff proposed to the Parks Advisory Board that the Dolphins be charged a per swimmer fee of \$35 for the times they requested on their 2011 schedule and designate that time as nonexclusive use. The Dolphins would be guaranteed 4 lanes during their requested times, leaving 2 lanes available for Brenham Swim Club and public swim. The \$35 participant fee would cover \$30 nonexclusive pool use in the months of April, May, and June. The additional \$5 a swimmer would help cover costs for extra staffing at Dolphin swim meets, an end of season party, and additional supplies used at the Blue Bell Aquatic Center during Dolphin season.

The Parks and Recreation Advisory Board respectfully recommends a rate of \$35 per swimmer for nonexclusive use of the Blue Bell Aquatic Center for the Dolphin Swim Team during the times which they have requested:

- April: Mondays – Thursdays from 3:45-5:15 pm (4 lanes)
- May: Mondays – Fridays from 3:45-5:30 pm (4 lanes)
- June: Mondays – Fridays from 7-9 am (4 lanes)
- Other dates: two home swim meets, April 30 for officials training, and either July 5 or 7 for end of year party from 5-7 PM

Councilmember Goss asked if they had talked with the team. Ms. Maurer advised that the President of the Swim Team was at the Parks Board meeting and they had also met with him since that time. They are in agreement with this recommendation. They mainly wanted to get a per person fee.

A motion was made by Councilmember Herring and seconded by Councilmember Goss to approve the Recommendation from the Parks and Recreation Advisory Board Approving Aquatic Center Usage and Rates for the Dolphin Swim Club.

Mayor Tate called for a vote. The motion passed with Council voting as follows:

Mayor Milton Y. Tate, Jr	Yes
Mayor Pro Tem Gloria Nix	Yes
Councilmember Andrew Ebel	Yes
Councilmember Danny Goss	Yes
Councilmember Keith Herring	Yes
Councilmember Charlie Pyle	Yes
Councilmember Weldon Williams	Yes

The Mayor then asked to have Administrative/Elected Officials Reports before going into Executive Session.

14. Administrative/Elected Officials Report

- Dane Rau reported that he had attended a meeting of the Keep Washington County Beautiful Committee. Councilmember Pyle attended also. Mr. Rau said they are trying to re-vamp the group. It was a very good meeting.
- Councilmember Pyle commented that it was a very good turnout and that it will be a good board
- City Manager Terry Roberts reminded everyone that that afternoon was the grand opening of the Hyundai dealership and the Chamber was having a Business After Hours from 5-7 after that. Also on April 6th at noon is the Stanpac Grand Opening. He also said that TML was having a Webinar the next morning regarding the legislative session currently going on if anyone was interested in coming back for that. He asked everyone to hang around after the council meeting to celebrate Councilmember Pyle and Councilmember Williams' birthdays.
- Mr. Roberts also advised that the All Sports Building has been weathered in and is coming along nicely. Probably by mid-May the building will be complete. Also, they are finishing up the paperwork on the amphitheatre so will probably be able to issue a Notice to Proceed on that soon.
- Mr. Roberts said they are hoping to have the Railroad Quiet Zone on the agenda in the next meeting or two.
- Mr. Roberts advised that they have made some room in the wastewater plant building to store some books for the Fortnightly Club for the annual book sale.
- Mr. Roberts advised that they had completed a major overlay on Tom Green Street
- He advised that there were 1,200 carousel riders on Spring Break
- Heath Mahlmann said that on the following Saturday, the Washington County Firefighters, along with the Brenham Fire Department, will be working with Red Cross on a Fill the Boot campaign on Hwy. 36 and Hwy. 290 in front of Wal-Mart.
- Mr. Roberts said that TxDOT is having a pre-construction conference on the 290 project, which usually means that a few weeks after that the project will get underway.
- Keith Herring expressed appreciation for all the support regarding the passing of his mother-in-law

EXECUTIVE SESSION

- 12. Section 551.074 – Personnel Matters – Discuss and Consider City Manager’s Employment Agreement and Related Issues**

RE-OPEN REGULAR SESSION

- 13. Discuss and Possibly Act Upon City Manager’s Employment Agreement and Related Issues**

Upon return to regular session, Councilmember Williams made the motion to approve the updated Employment Agreement with the City Manager, Terry Roberts, through January 31, 2012 and to authorize the Mayor to execute any necessary documentation.

The meeting was adjourned.

Milton Y. Tate, Jr.
Mayor

Jeana Bellinger, TRMC
City Secretary

ORDINANCE NO. O-11-003

AN ORDINANCE REQUIRING THE PLACING OF CERTAIN STOP SIGNS IN THE CITY OF BRENHAM, TEXAS, SETTING THE LOCATION OF SAID STOP SIGNS, REGULATING THE TRAFFIC AT SAID STOP SIGNS, AND PROVIDING FOR PENALTY FOR VIOLATION THEREOF.

WHEREAS, it is necessary to provide a stop sign on Hasskarl Drive at its intersection with Eleanor Drive in the City of Brenham to prevent accidents, collisions and damages, to promote the flow of traffic along and into such streets, and to regulate the same:

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF BRENHAM, TEXAS:

Section 1. That there shall be established and installed one stop sign on Hasskarl Drive at its intersection with Eleanor Drive, regulating southbound traffic on Hasskarl Drive.

This stop sign shall be placed at the top of a standard, placed in the ground on the right hand side of the street identified herein.

Section 2. That every person, firm or corporation, operating a motor vehicle or other vehicle of any kind, in, on, along and into the street or street intersection designated in Section 1 hereof, upon reaching a stop sign at the location so designated, shall bring said vehicle to a full and complete stop in compliance with the provisions of applicable state law, before proceeding further along said street or into or on said street intersection.

Section 3. That any person, firm or corporation, violating Section 2 hereof, shall be fined in a sum not less than \$1.00 and not more than \$200.00, plus costs.

Section 4. This ordinance shall take full force and effect from and after its passage, approval and publication as required by applicable law.

PASSED and APPROVED on its first reading this the 7th day of April, 2011.

PASSED and APPROVED on its second reading this the 21st day of April, 2011.

ATTEST:

Milton Y. Tate, Jr.
Mayor

Jeana Bellinger, TRMC
City Secretary



AGENDA FORM

DATE OF MEETING: 4-21-11	DATE SUBMITTED: 4-14-11	
DEPT. OF ORIGIN: Public Works	SUBMITTED BY: Doug Baker	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2ND READING
<input type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Discuss and Possibly Act Upon the Authorization to Proceed with the Purchase and Installation of the Products and Items Necessary to Meet the Federal Railway Administration Requirements for the Implementation of a Quiet Zone from Kuhn Lane to Burleson Street		
<p>SUMMARY STATEMENT: The location and length of the traversable curb medians that will be installed at each crossing in the proposed quiet zone is shown in the attached drawings. The number and location of the signs is also shown. TxDot has been given the drawings that represent the crossings in their right of way and has given us their authorization to make the improvements as shown. The traversable curb products can be purchased off of the state contract at a cost of approximately \$40,000. The signs will be purchased from Pathmark Traffic Products at a cost of \$4300. The city will install the medians and the signs. The total cost for the medians and the signs is \$44,300. The county's portion of this will be approximately \$4,000. BNSF's rate for the flagman that will have to be present when the installation work is in railroad right of way is \$800 per day. There is no way of knowing what that cost will be at this point, but the median installation will be performed in such a way as to minimize the time the flagman is required.</p> <p>In December, BNSF notified us that their closure offers for the closure of public crossings could not exceed \$25,000. Not having received any further communication from them in that regard, it is assumed that we will receive that amount for the closure of Vulcan Street. The total cost in the preceding paragraph does not include the \$25,000 rebate.</p> <p>In accordance with the requirements of the Train Horn Rule, a Notice of Establishment of a railroad quiet zone must be sent to the Federal Railroad Administration, TxDot, and BNSF at least 21 days prior to the date the train horns are to stop blowing. The notice can be sent prior to, during, or after the installation of the medians and signs. This involves determining a date when the horns are to stop blowing and having the improvements installed by that date. According to Jerry Martin, our contact person with the FRA, the cities and counties he has dealt with in establishing quiet zones make the improvements and submit the Notice in Establishment afterwards. Without having installed any of the median products before, I do not know how long it will take to do the work. Leslie and I believe it can be done in about two months. However, if we wanted to submit the notice before we began doing the work and therefore had to commit to a no-horn date today, we would recommend October 31st. I think it would be better to follow Jerry's recommendation to do the installation and then submit the notice. By</p>		

doing so, we believe the train horns can be silenced sooner.

STAFF ANALYSIS (For Ordinances or Regular Agenda Items):

A. PROS:

B. CONS:

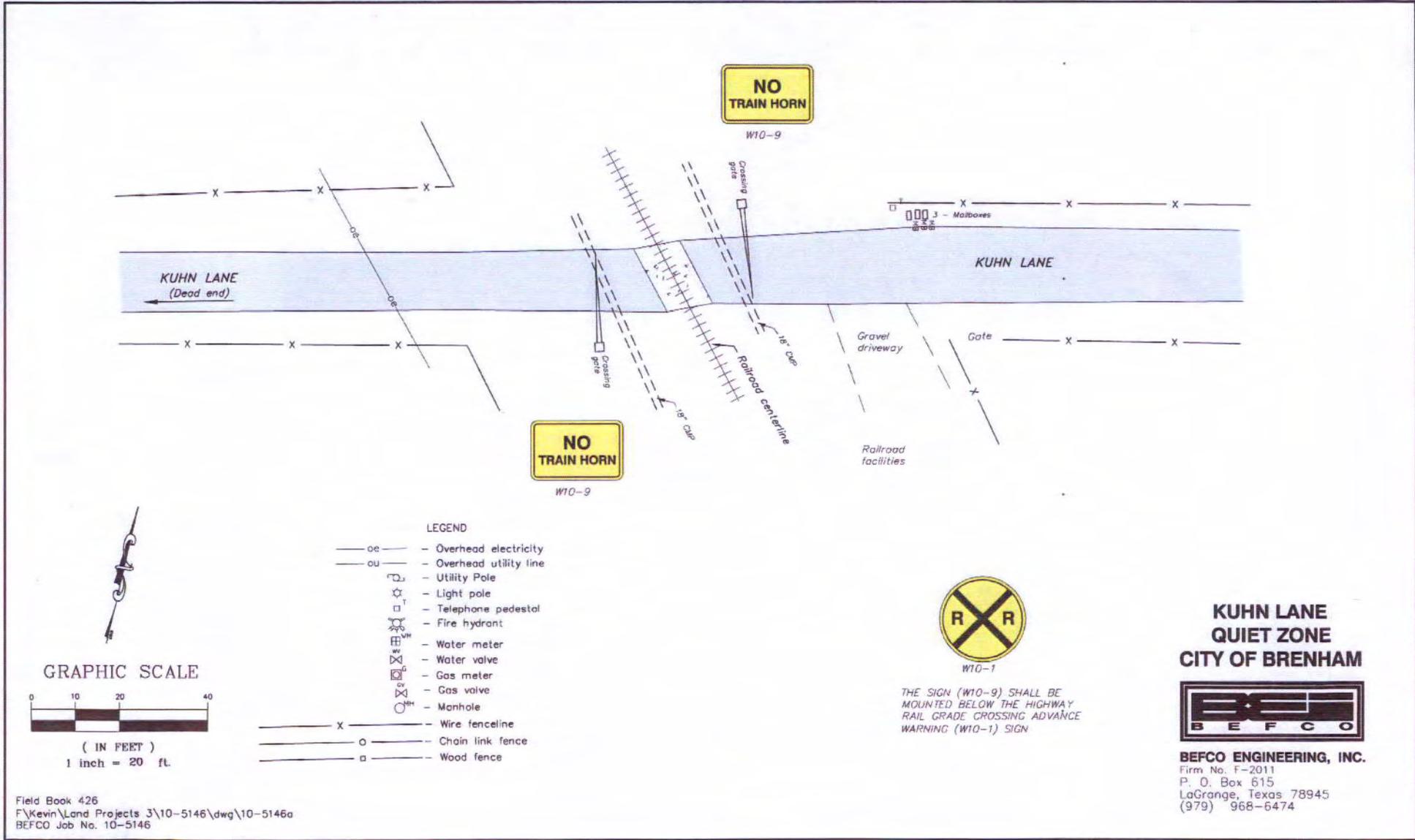
ALTERNATIVES (In Suggested Order of Staff Preference):

ATTACHMENTS: (1) Maps of Quiet Zone Crossings

FUNDING SOURCE (Where Applicable):

RECOMMENDED ACTION: Approve a motion that authorizes staff to purchase and install the products necessary to meet the FRA's requirements for the establishment of a railroad quiet zone from Kuhn Ln to Burleson Street.

APPROVALS: Terry Roberts

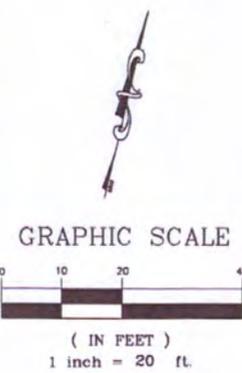
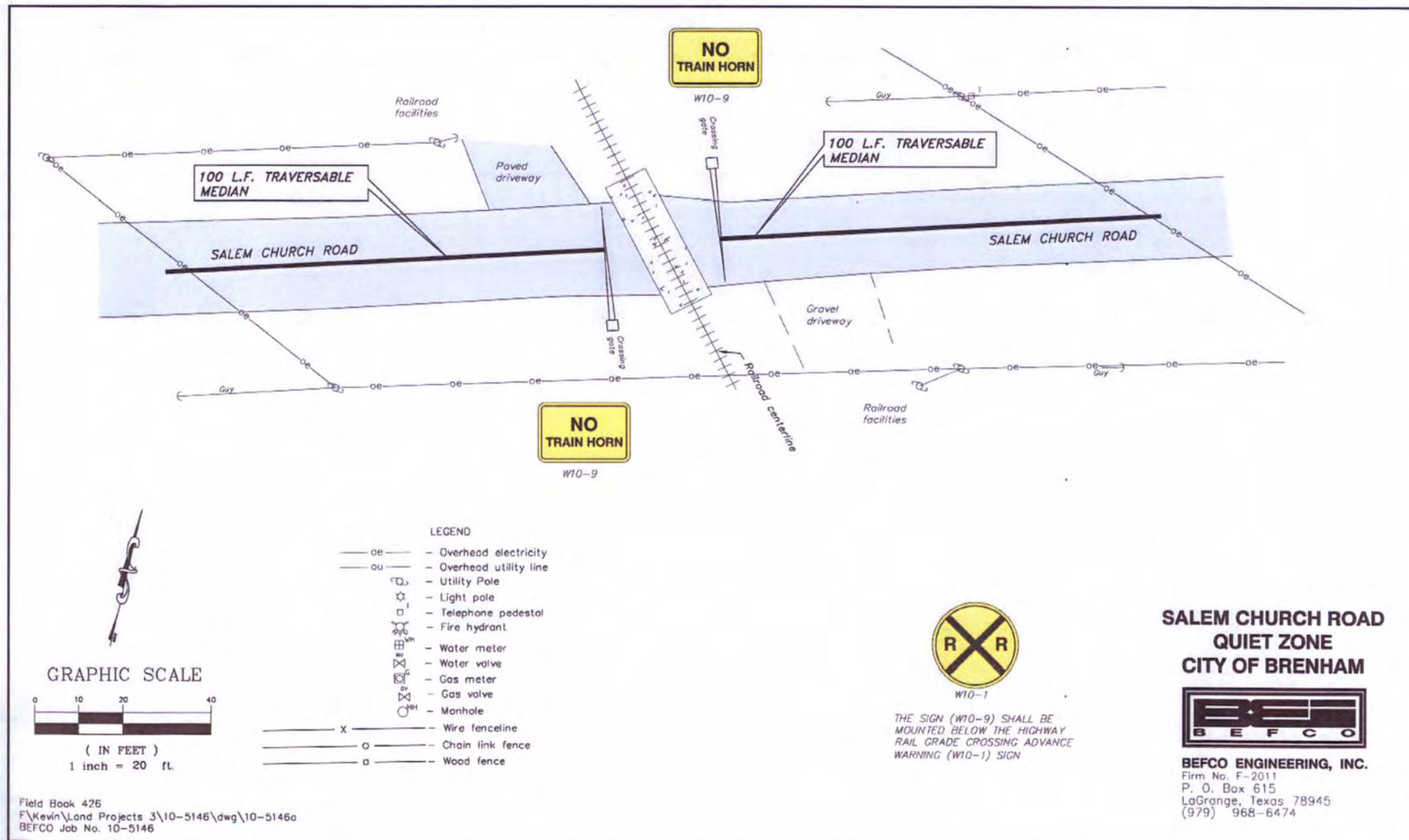


Field Book 426
 F:\Kevin\Land Projects 3\10-5146\dwg\10-5146a
 BEFCO Job No. 10-5146

**KUHNS LANE
 QUIET ZONE
 CITY OF BRENHAM**



BEFCO ENGINEERING, INC.
 Firm No. F-2011
 P. O. Box 615
 LaGrange, Texas 78945
 (979) 968-6474



- LEGEND
- oe — Overhead electricity
 - ou — Overhead utility line
 - o — Utility Pole
 - o — Light pole
 - o — Telephone pedestal
 - o — Fire hydrant
 - o — Water meter
 - o — Water valve
 - o — Gas meter
 - o — Gas valve
 - o — Manhole
 - X — Wire fenceline
 - o — Chain link fence
 - o — Wood fence



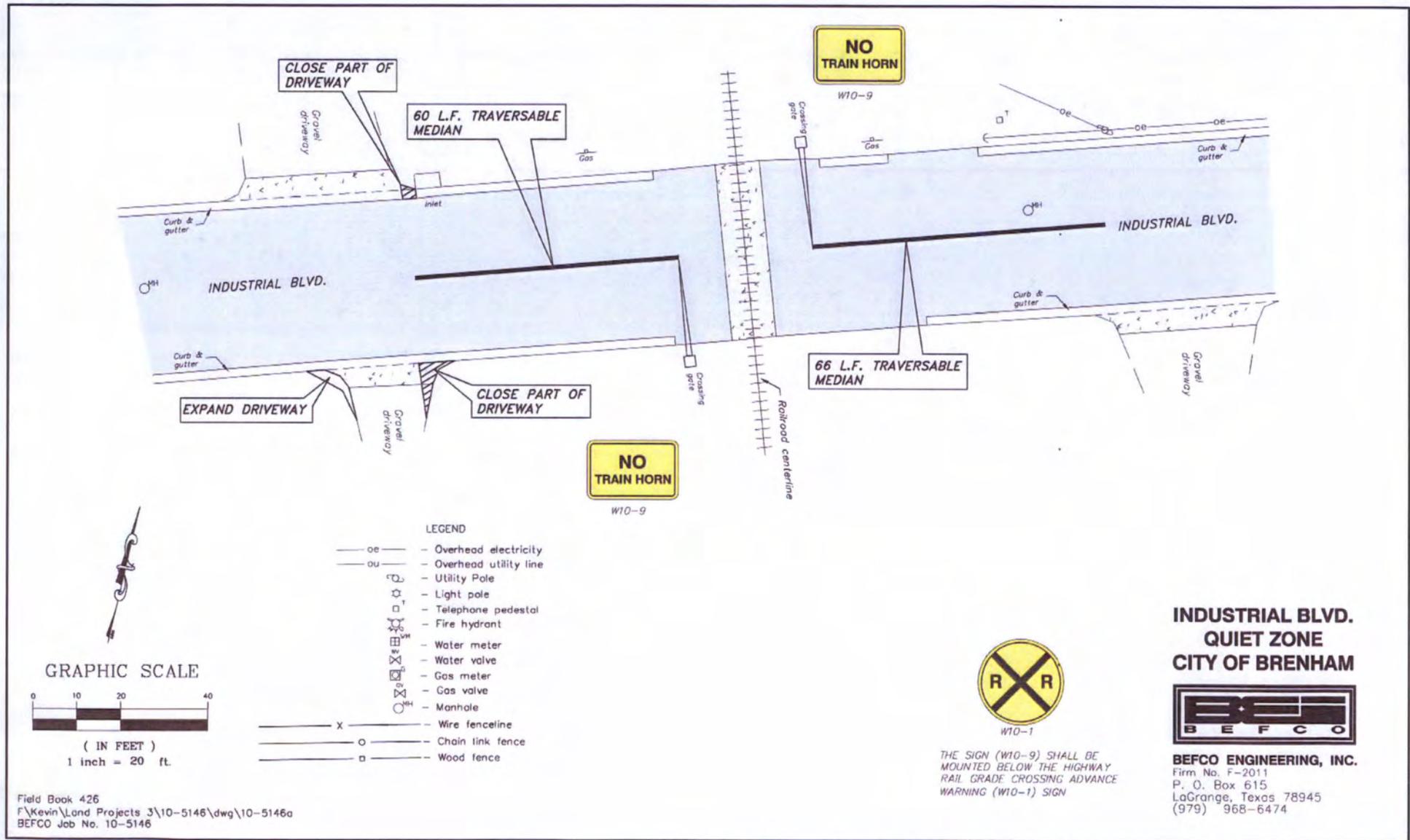
THE SIGN (W10-9) SHALL BE MOUNTED BELOW THE HIGHWAY RAIL GRADE CROSSING ADVANCE WARNING (W10-1) SIGN

**SALEM CHURCH ROAD
QUIET ZONE
CITY OF BRENHAM**



BEFCO ENGINEERING, INC.
Firm No. F-2011
P. O. Box 615
LaGrange, Texas 78945
(979) 968-6474

Field Book 426
F:\Kevin\Land Projects 3\10-5146\dwg\10-5146a
BEFCO Job No. 10-5146



CLOSE PART OF DRIVEWAY

60 L.F. TRAVERSABLE MEDIAN

NO TRAIN HORN
W10-9

INDUSTRIAL BLVD.

INDUSTRIAL BLVD.

EXPAND DRIVEWAY

CLOSE PART OF DRIVEWAY

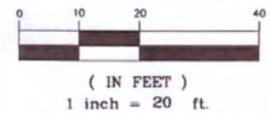
66 L.F. TRAVERSABLE MEDIAN

NO TRAIN HORN
W10-9

LEGEND

- oo — Overhead electricity
- ou — Overhead utility line
- Utility Pole
- Light pole
- Telephone pedestal
- Fire hydrant
- Water meter
- Water valve
- Gas meter
- Gas valve
- Manhole
- X — Wire fenceline
- o — Chain link fence
- □ — Wood fence

GRAPHIC SCALE



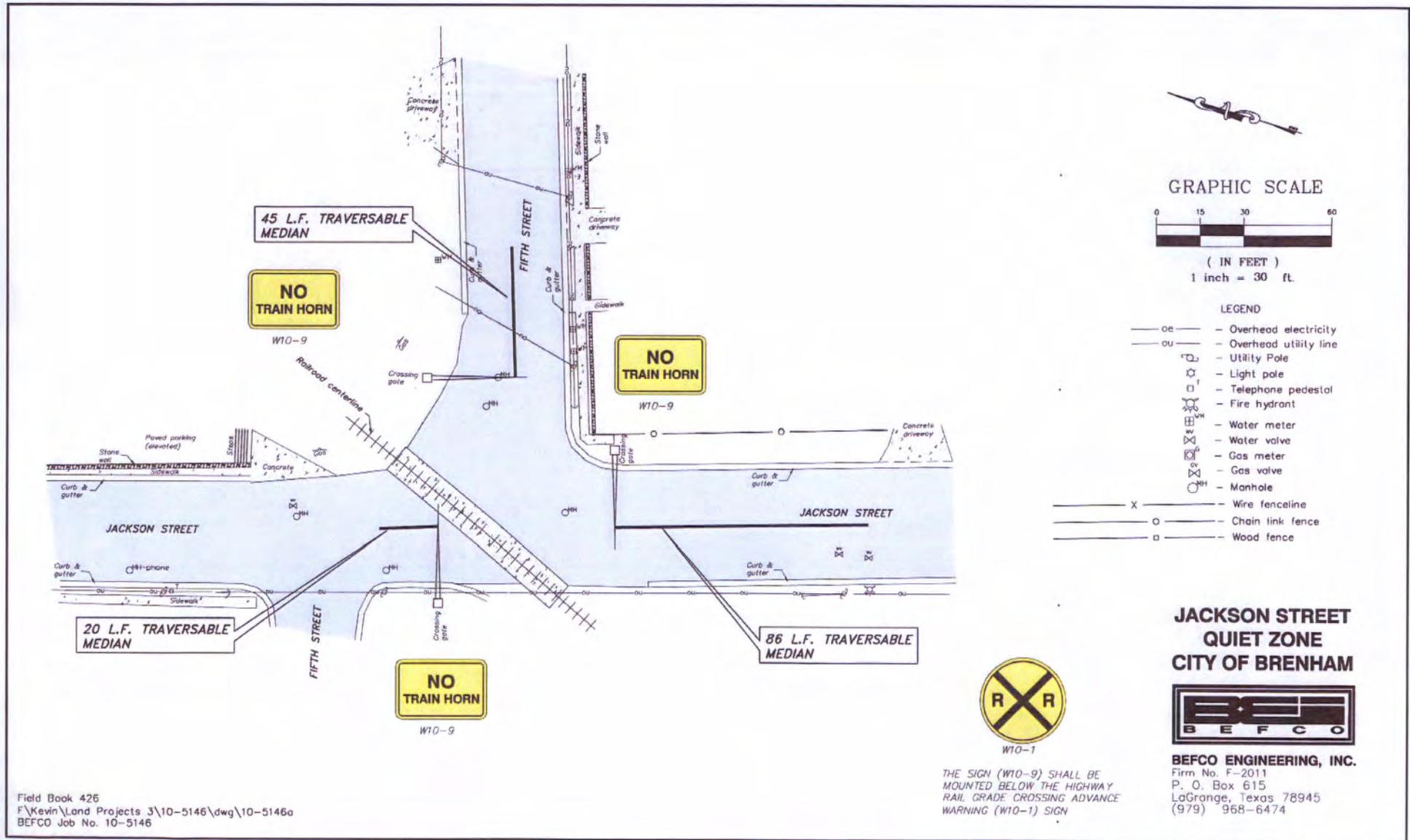
THE SIGN (W10-9) SHALL BE MOUNTED BELOW THE HIGHWAY RAIL GRADE CROSSING ADVANCE WARNING (W10-1) SIGN

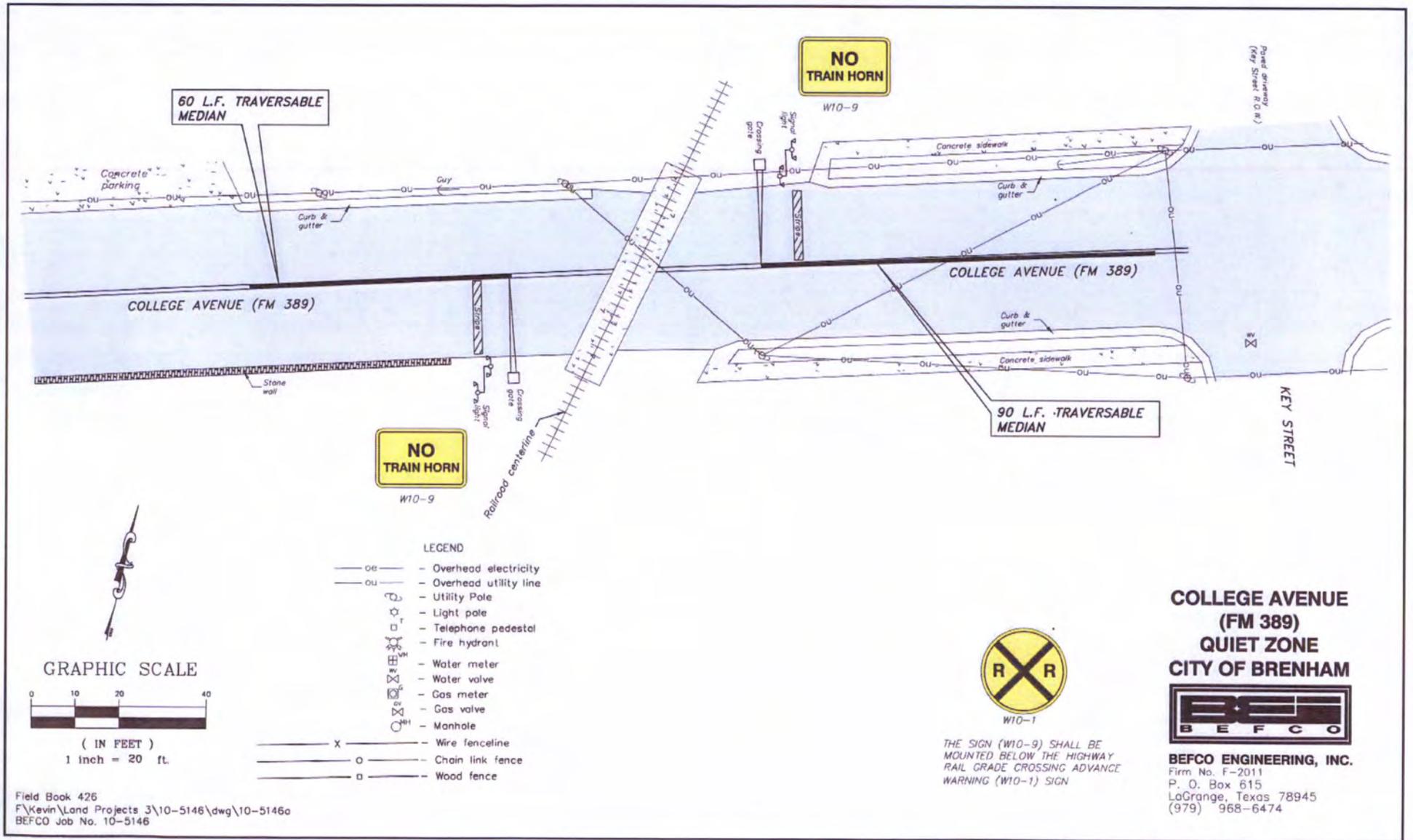
INDUSTRIAL BLVD.
QUIET ZONE
CITY OF BRENHAM

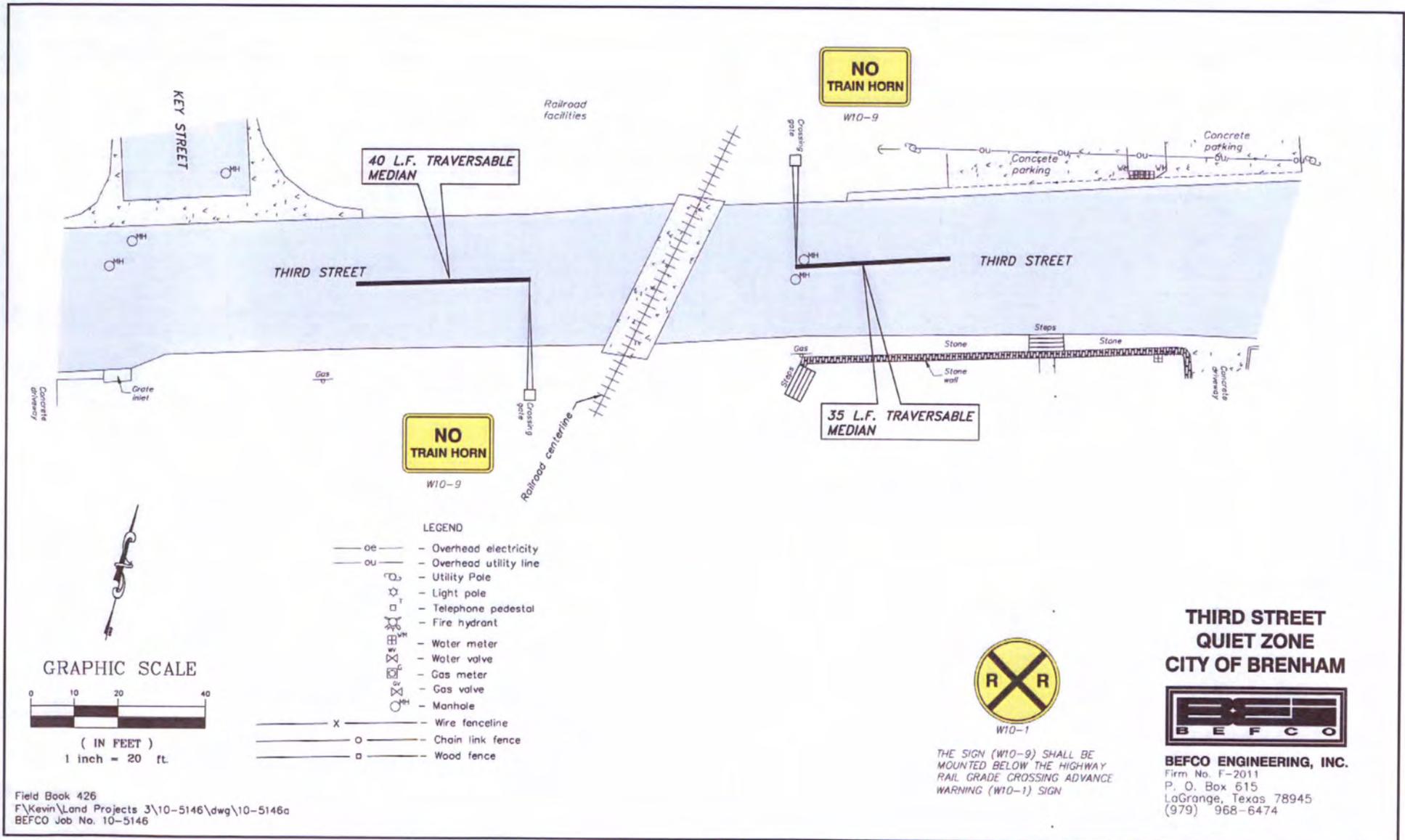


BEFCO ENGINEERING, INC.
Firm No. F-2011
P. O. Box 615
LaGrange, Texas 78945
(979) 968-6474

Field Book 426
F:\Kevin\Land Projects 3\10-5146\dwg\10-5146a
BEFCO Job No. 10-5146







40 L.F. TRAVERSABLE MEDIAN

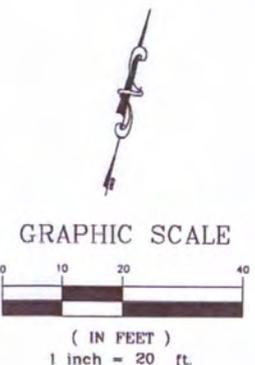
NO TRAIN HORN
W10-9

35 L.F. TRAVERSABLE MEDIAN

NO TRAIN HORN
W10-9

LEGEND

- oe — Overhead electricity
- ou — Overhead utility line
- — Utility Pole
- — Light pole
- — Telephone pedestal
- — Fire hydrant
- — Water meter
- — Water valve
- — Gas meter
- — Gas valve
- — Manhole
- X — Wire fenceline
- — Chain link fence
- — Wood fence



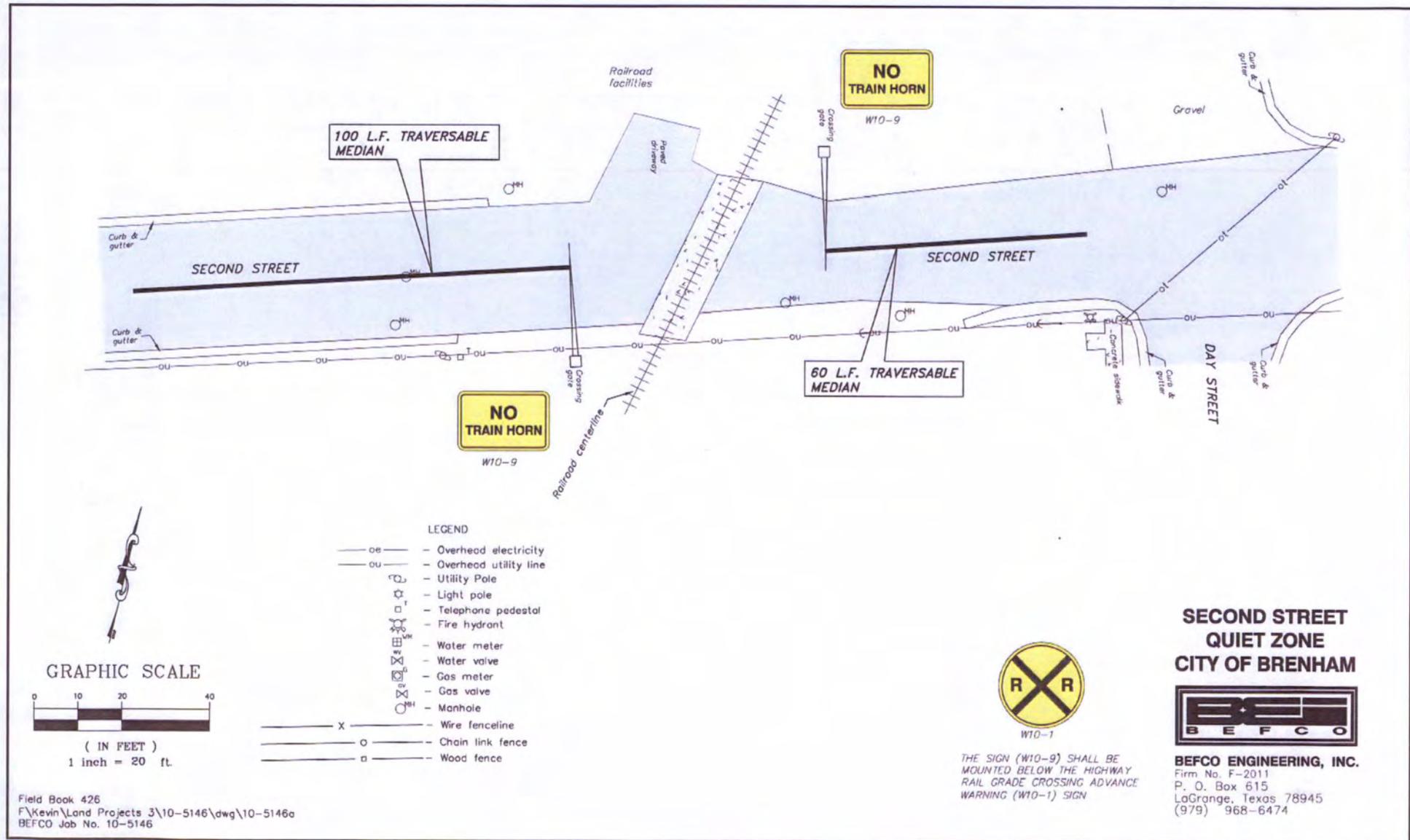
THE SIGN (W10-9) SHALL BE MOUNTED BELOW THE HIGHWAY RAIL GRADE CROSSING ADVANCE WARNING (W10-1) SIGN

THIRD STREET
QUIET ZONE
CITY OF BRENHAM



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BEFCO Job No. 10-5146

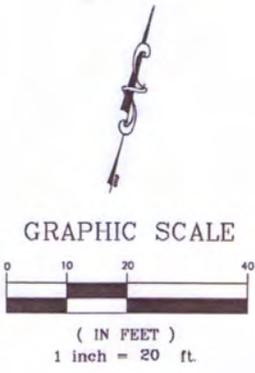


100 L.F. TRAVERSABLE MEDIAN

NO TRAIN HORN
W10-9

NO TRAIN HORN
W10-9

60 L.F. TRAVERSABLE MEDIAN



LEGEND

- oe — Overhead electricity
- ou — Overhead utility line
- — Utility Pole
- ⊙ — Light pole
- — Telephone pedestal
- ⊕ — Fire hydrant
- ⊗ — Water meter
- ⊕ — Water valve
- ⊗ — Gas meter
- ⊕ — Gas valve
- ⊙ — Manhole
- X — Wire fenceline
- — Chain link fence
- — Wood fence



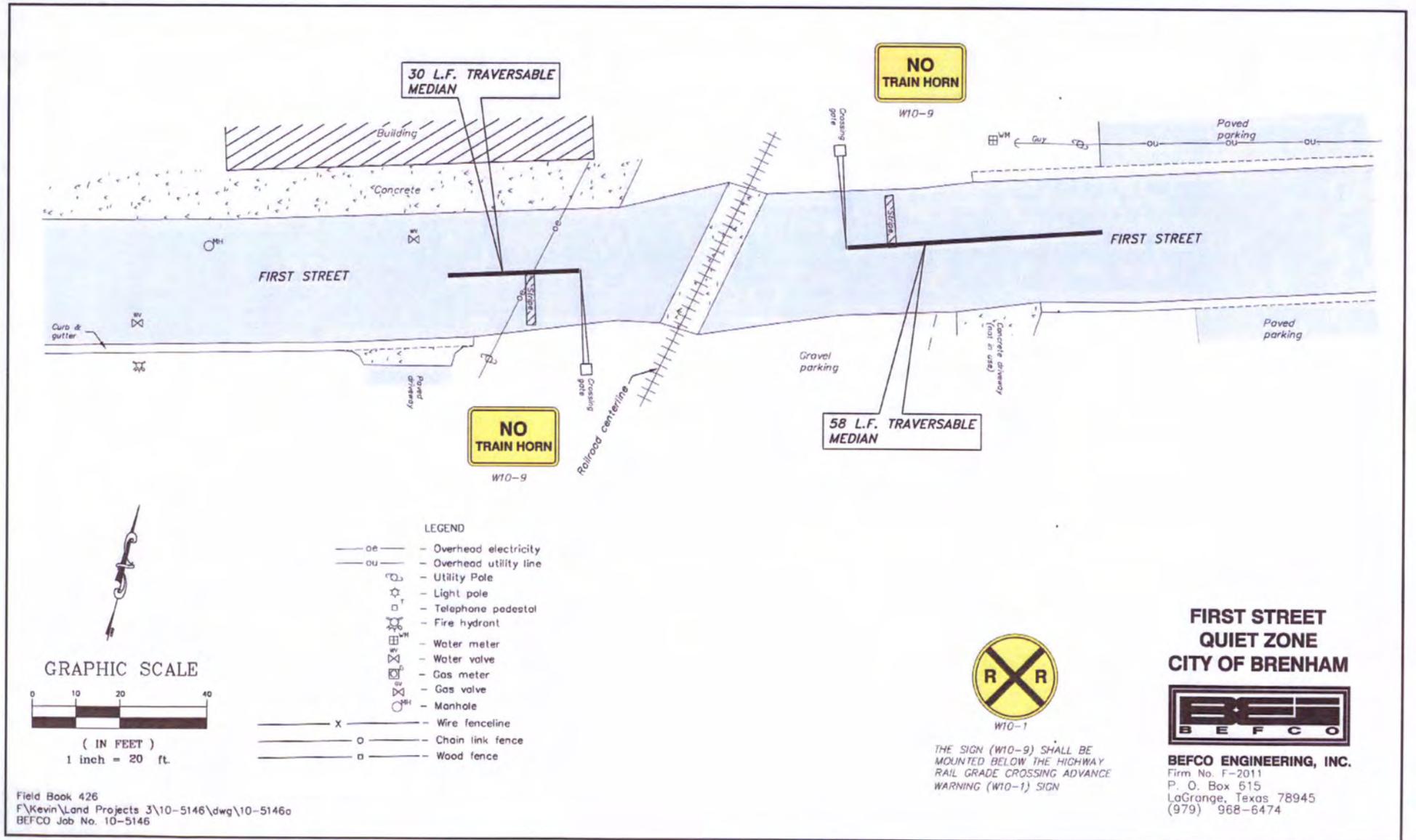
THE SIGN (W10-9) SHALL BE MOUNTED BELOW THE HIGHWAY RAIL GRADE CROSSING ADVANCE WARNING (W10-1) SIGN

SECOND STREET
QUIET ZONE
CITY OF BRENHAM



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Field Book 426
F:\Kevin\Land Projects 3\10-5146\dwg\10-5146a
BEFCO Job No. 10-5146



30 L.F. TRAVERSABLE
MEDIAN

NO
TRAIN HORN
W10-9

NO
TRAIN HORN
W10-9

58 L.F. TRAVERSABLE
MEDIAN

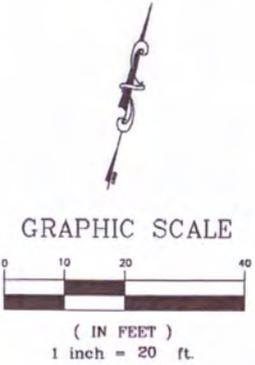


THE SIGN (W10-9) SHALL BE
MOUNTED BELOW THE HIGHWAY
RAIL GRADE CROSSING ADVANCE
WARNING (W10-1) SIGN

FIRST STREET
QUIET ZONE
CITY OF BRENHAM



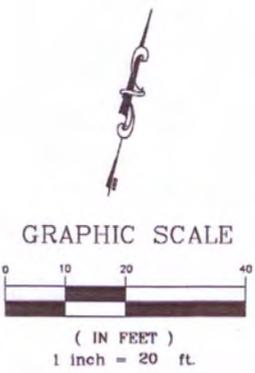
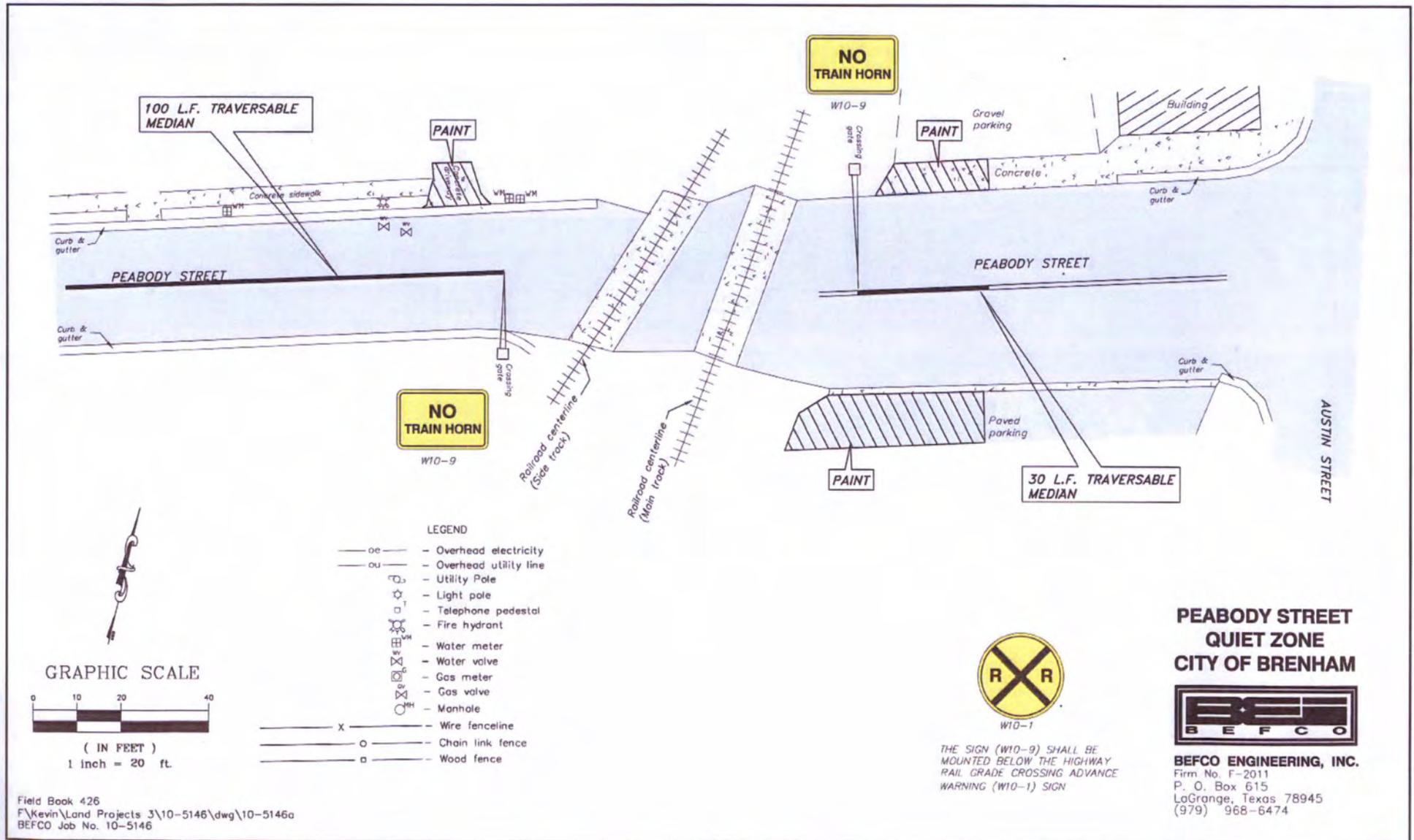
BEFCO ENGINEERING, INC.
Firm No. F-2011
P. O. Box 615
LaGrange, Texas 78945
(979) 968-6474



LEGEND

- oe — Overhead electricity
- ou — Overhead utility line
- Utility Pole
- Light pole
- Telephone pedestal
- Fire hydrant
- Water meter
- Water valve
- Gas meter
- Gas valve
- Manhole
- x — Wire fenceline
- Chain link fence
- Wood fence

Field Book 426
F:\Kevin\Land Projects 3\10-5146\dwg\10-5146a
BEFCO Job No. 10-5146



- LEGEND
- oe— Overhead electricity
 - ou— Overhead utility line
 - Utility Pole
 - ⊕ Light pole
 - ⊕ Telephone pedestal
 - ⊕ Fire hydrant
 - ⊕ Water meter
 - ⊕ Water valve
 - ⊕ Gas meter
 - ⊕ Gas valve
 - ⊕ Manhole
 - x— Wire fenceline
 - Chain link fence
 - Wood fence



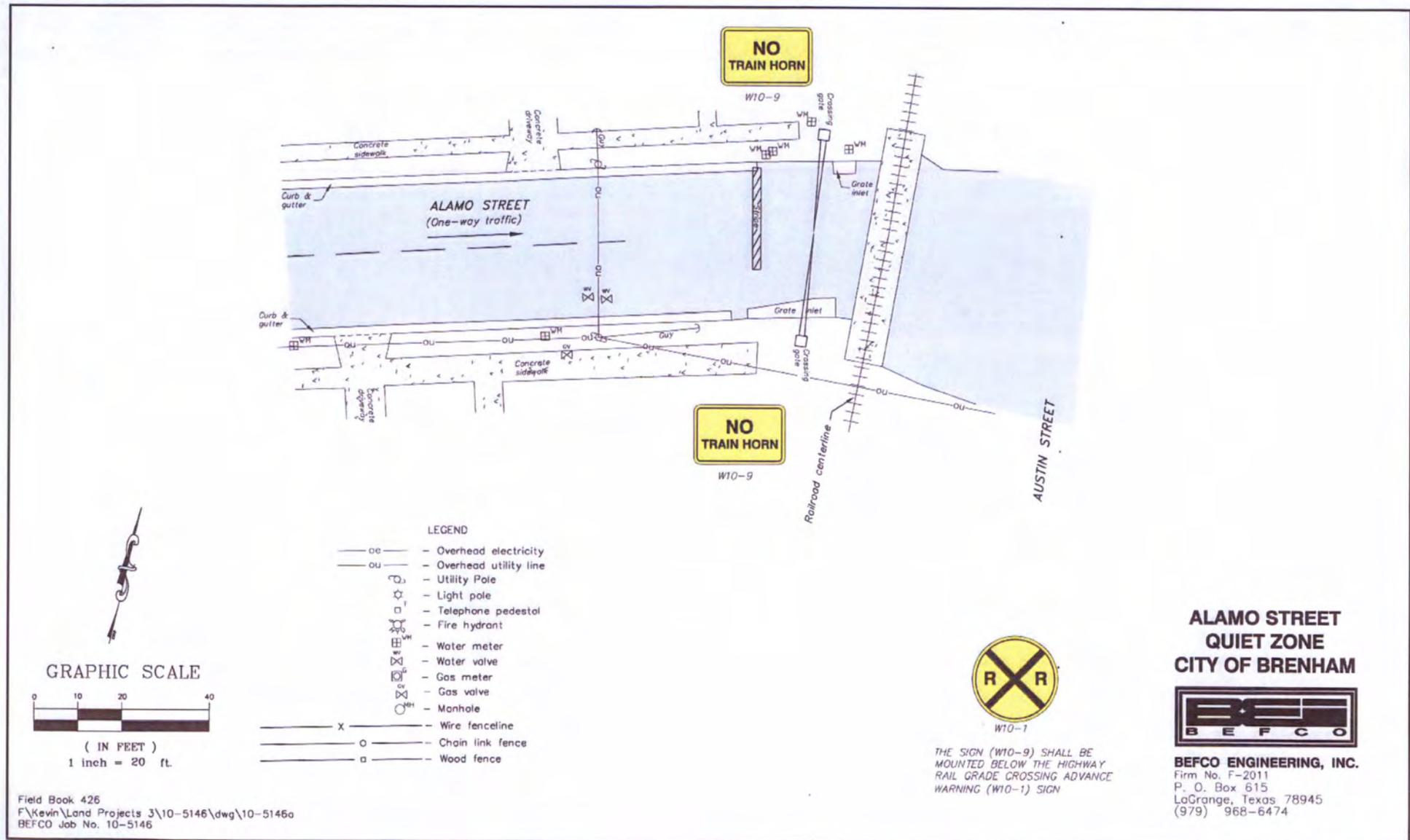
THE SIGN (W10-9) SHALL BE MOUNTED BELOW THE HIGHWAY RAIL GRADE CROSSING ADVANCE WARNING (W10-1) SIGN

**PEABODY STREET
 QUIET ZONE
 CITY OF BRENHAM**



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 LaGrange, Texas 78945
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Field Book 426
 F:\Kevin\Land Projects 3\10-5146\dwg\10-5146a
 BEFCO Job No. 10-5146



NO TRAIN HORN
W10-9

NO TRAIN HORN
W10-9



W10-1

THE SIGN (W10-9) SHALL BE MOUNTED BELOW THE HIGHWAY RAIL GRADE CROSSING ADVANCE WARNING (W10-1) SIGN

**ALAMO STREET
QUIET ZONE
CITY OF BRENHAM**

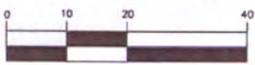


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Firm No. F-2011
P. O. Box 615
LaGrange, Texas 78945
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LEGEND

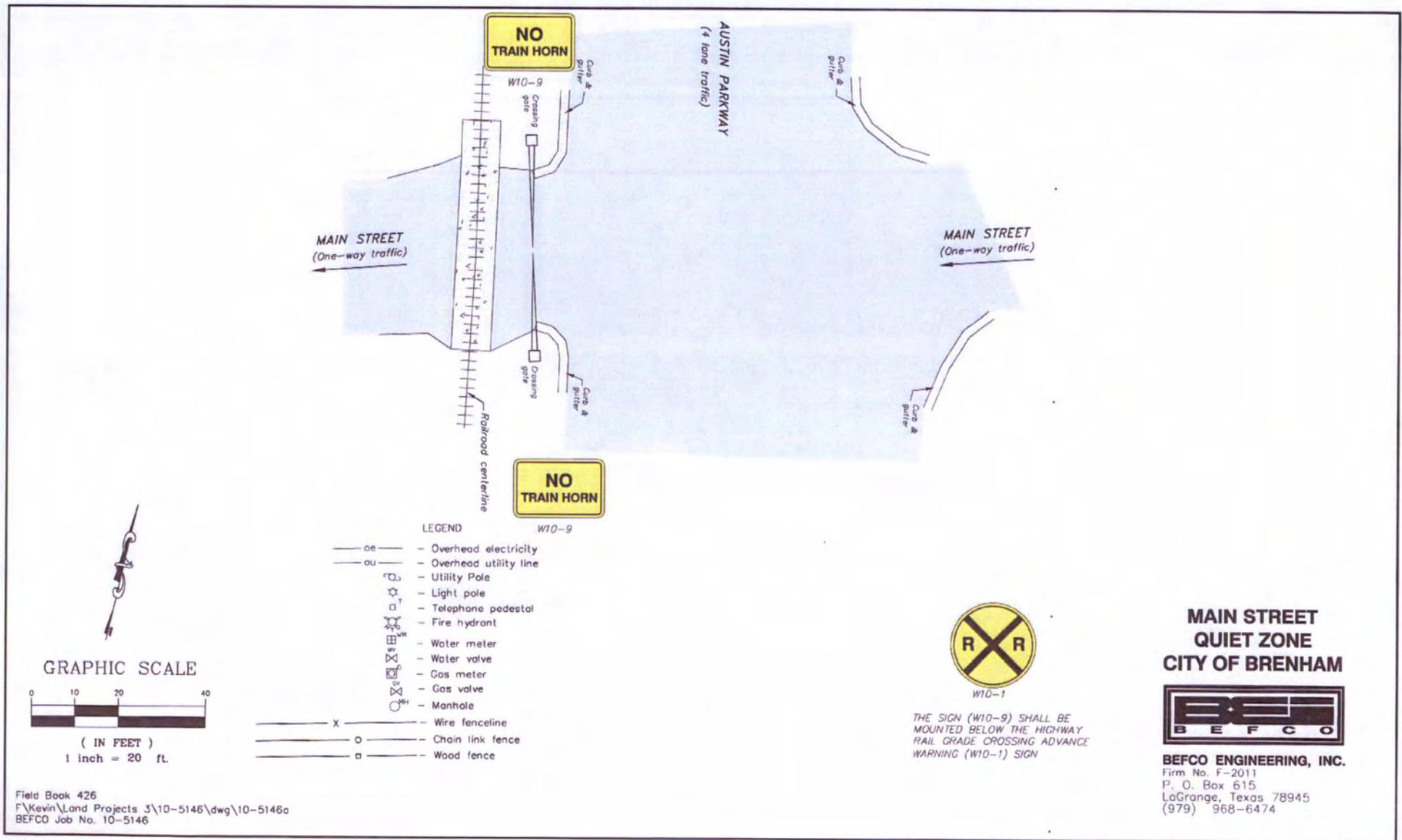
- ee — Overhead electricity
- ou — Overhead utility line
- Utility Pole
- Light pole
- Telephone pedestal
- Fire hydrant
- Water meter
- Water valve
- Gas meter
- Gas valve
- Manhole
- X — Wire fenceline
- Chain link fence
- Wood fence

GRAPHIC SCALE



(IN FEET)
1 inch = 20 ft.

Field Book 426
F:\Kevin\Land Projects J\10-5146\dwg\10-5146o
BEFCO Job No. 10-5146



MAIN STREET
(One-way traffic)

MAIN STREET
(One-way traffic)

AUSTIN PARKWAY
(1 lane traffic)

NO
TRAIN HORN

NO
TRAIN HORN



W10-1

THE SIGN (W10-9) SHALL BE MOUNTED BELOW THE HIGHWAY RAIL GRADE CROSSING ADVANCE WARNING (W10-1) SIGN

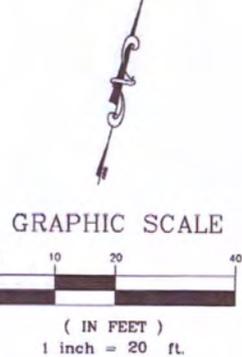
MAIN STREET
QUIET ZONE
CITY OF BRENHAM



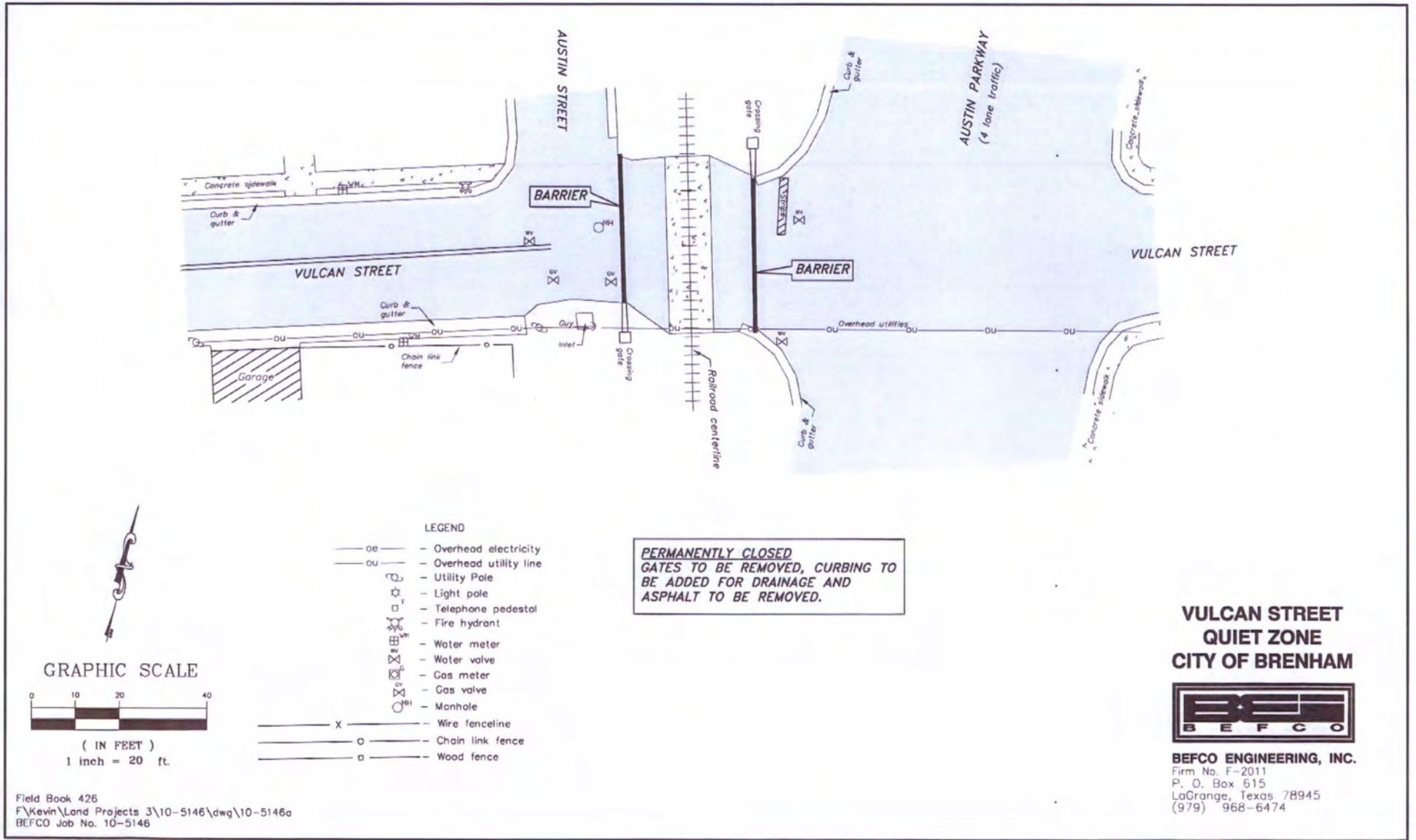
BEFCO ENGINEERING, INC.
Firm No. F-2011
P. O. Box 615
LaGrange, Texas 78945
(979) 968-6474

- LEGEND
- oe — Overhead electricity
 - ou — Overhead utility line
 - Utility Pole
 - Light pole
 - Telephone pedestal
 - Fire hydrant
 - Water meter
 - Water valve
 - Gas meter
 - Gas valve
 - Manhole

- X — Wire fence line
- o — Chain link fence
- — Wood fence



Field Book 426
F:\Kevin\Land Projects 3\10-5146\dwg\10-5146a
BEFCO Job No. 10-5146



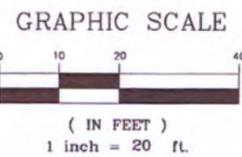
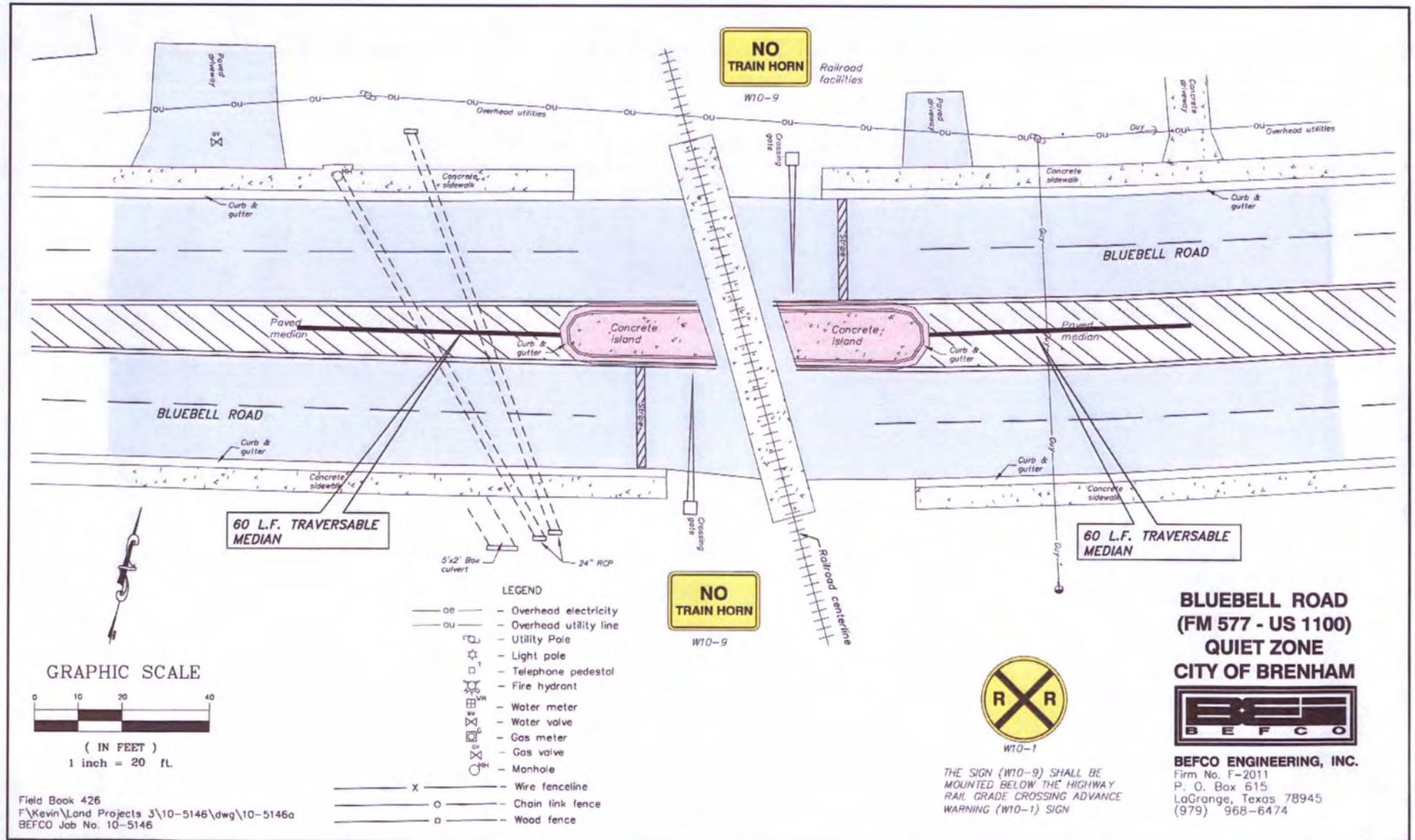
**PERMANENTLY CLOSED
GATES TO BE REMOVED, CURBING TO
BE ADDED FOR DRAINAGE AND
ASPHALT TO BE REMOVED.**

**VULCAN STREET
QUIET ZONE
CITY OF BRENHAM**



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Field Book 426
F:\Kevin\Land Projects 3\10-5146\dwg\10-5146a
BEFCO Job No. 10-5146



LEGEND

—oe—	Overhead electricity
—ou—	Overhead utility line
—	Utility Pole
⊙	Light pole
⊠	Telephone pedestal
⊕	Fire hydrant
⊗	Water meter
⊘	Water valve
⊙	Gas meter
⊘	Gas valve
⊙	Manhole
— X —	Wire fenceline
— o —	Chain link fence
— □ —	Wood fence

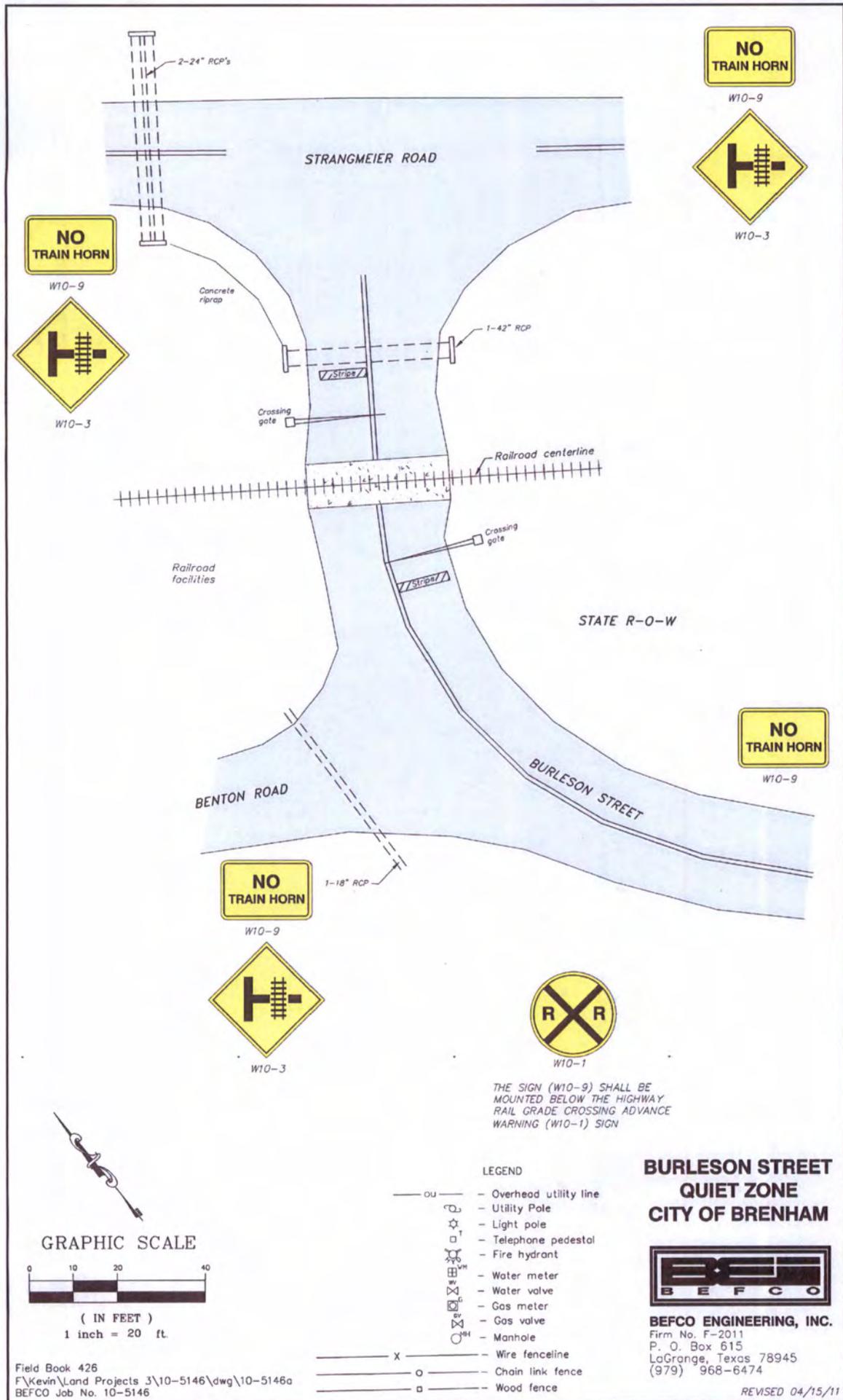
Field Book 426
F:\Kevin\Land Projects J\10-5146\dwg\10-5146a
BEFCO Job No. 10-5146

W10-1

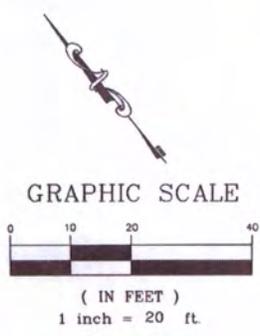
THE SIGN (W10-9) SHALL BE MOUNTED BELOW THE HIGHWAY RAIL GRADE CROSSING ADVANCE WARNING (W10-1) SIGN

BLUEBELL ROAD
(FM 577 - US 1100)
QUIET ZONE
CITY OF BRENHAM

BEFCO ENGINEERING, INC.
Firm No. F-2011
P. O. Box 615
LaGrange, Texas 78945
(979) 968-6474



THE SIGN (W10-9) SHALL BE MOUNTED BELOW THE HIGHWAY RAIL GRADE CROSSING ADVANCE WARNING (W10-1) SIGN



- LEGEND
- ou — Overhead utility line
 - Utility Pole
 - Light pole
 - Telephone pedestal
 - Fire hydrant
 - Water meter
 - Water valve
 - Gas meter
 - Gas valve
 - Manhole
 - X — Wire fenceline
 - o — Chain link fence
 - □ — Wood fence

**BURLESON STREET
QUIET ZONE
CITY OF BRENHAM**



BEFCO ENGINEERING, INC.
Firm No. F-2011
P. O. Box 615
LaGrange, Texas 78945
(979) 968-6474

REVISED 04/15/11



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 15, 2011	
DEPT. OF ORIGIN: Administration	SUBMITTED BY: Terry Roberts	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2ND READING
<input type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Discuss and Possibly Act Upon the Sale of a Tract of Land, Approximately 1,318 Square Feet in Size and Part of the A. Harrington Survey, A-55, being Part of Key's 1 st Addition, to Stanpac USA, LLC and Authorize the Mayor to Execute any Necessary Documentation		
SUMMARY STATEMENT: The City owns a small tract of land along Commerce Street adjacent to Stanpac USA. The tract once held a large bank of transformers used to supply power to the former Mt. Vernon Mills. As a result of renovations and remodeling, the transformer bank at that particular location was no longer needed and removed in favor of supplying power from other locations. This property is no longer needed by the City and can be disposed of. Stanpac is interested in acquiring it to facilitate a planned new loading dock area off of Commerce St. We have had the property appraised. City staff recommends the sale of this surplus tract to Stanpac USA, LLC at its appraised value of \$1 per square foot.		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items):		
A. PROS: Disposal of surplus land at market value that also benefits the operations of a Brenham business		
B. CONS: None		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS: (1) Warranty Deed; (2) Surveyor's Legal Description; and (3) Survey Map		
FUNDING SOURCE (Where Applicable):		
RECOMMENDED ACTION: Approve the sale of a tract of land, approximately 1,318 square feet in size and part of the A. Harrington Survey, A-55, being Part of Key's 1 st Addition, to Stanpac USA, LLC and authorize the Mayor to execute any necessary documentation		
APPROVALS: Terry Roberts		

GRANTEE: STANPAC USA, LLC

Printed Name:
Title:
STANPAC USA, LLC

THE STATE OF TEXAS

COUNTY OF WASHINGTON

BEFORE ME, the undersigned authority, a Notary Public in and for said county and state, on this day personally appeared MILTON Y. TATE, JR., Mayor of the City of Brenham, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this the ____ day of _____, 2011.

Notary Public in and for
The State of Texas

THE STATE OF TEXAS

COUNTY OF WASHINGTON

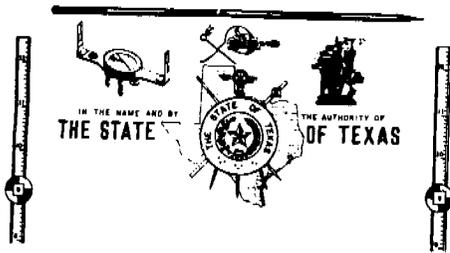
BEFORE ME, the undersigned authority, a Notary Public in and for said county and state, on this day personally appeared _____ of STANPAC USA, LLC, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this the ____ day of _____, 2011.

Notary Public in and for
The State of Texas

AFTER RECORDING RETURN TO:

STANPAC USA, LLC



HODDE & HODDE
LAND SURVEYING, INC.

Registered Professional Land Surveying

613 E. Blue Bell Road
Brenham, Texas 77833 2411

OFFICE PHONE: (979) 836-5681
FAX: (979) 836-5683
www.hoddesurveying.com

W. O. No. 6178

THE STATE OF TEXAS

CITY OF BRENHAM, TEXAS

COUNTY OF WASHINGTON

1,318 SQUARE FEET

SURVEYOR'S LEGAL DESCRIPTION

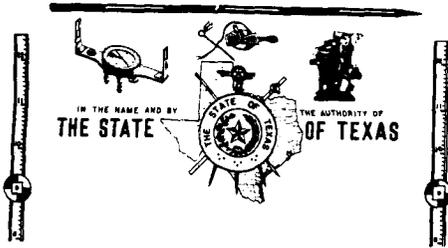
All that certain tract or parcel of land, lying and being situated in the City of Brenham, Washington County, Texas, part of the A. Harrington Survey, A-55, being part of Key's 1st Addition, an unrecorded subdivision, being claimed and previously used by the City of Brenham for electrical utilities and being situated in an apparent portion of the previous location of East Commerce Street, and being more fully described by metes and bounds as follows, To-Wit:

BEGINNING at a punch hole marked in concrete on the present Southeast margin of East Commerce Street for a Northwest corner of the Blue Bell Creameries, L.P. tract called 9.152 acres (Tracts 3 & 4), as recorded in Volume 1324, Page 838, in the Official Records of Washington County, Texas, being the Northeast corner of the tract described herein;

THENCE along a West line of said Blue Bell Creameries, L.P. tract for an East line hereof, S 6° 59'07" E 45.43 feet to a punch hole marked in concrete for an interior corner of said Blue Bell Creameries, L.P. tract, being the Southeast corner hereof;

THENCE along a North line of said Blue Bell Creameries, L.P. tract, for a South line hereof, S 79°33'12" W 9.82 feet to a punch hole marked in concrete for a Northwest corner of said Blue Bell Creameries, L.P. tract, being an interior corner hereof;

THENCE along a lower East line hereof, being along a portion of a West line of said Blue Bell Creameries, L.P. tract, S 9°13'39" E 0.37 feet to a punch hole marked in concrete for the most Southern Southeast corner hereof, being on a West line of said Blue Bell Creameries, L.P. tract, being the Northwest corner of a called 0.0214 acre tract described in the deed from Carl A. Schlottmann, et ux to Brentex Mills, recorded in Volume 330, Page 686, in the Deed Records of Washington County, Texas, being included in and part of said Blue Bell Creameries, L.P. tract called 9.152 acres, and being the Northeast corner of the Carl A. Schlottmann Family Trust, residue of Tract 4, as conveyed in Volume 1300, Page 649, in the Official Records of Washington County, Texas, and being the residue of a called 0.5625 acre tract as described in Volume 326, Page 661, in the Deed Records of Washington County, Texas, a ½" iron rod found with plastic ID. cap (RPLS 2835) for an interior angle point of said Blue Bell Creameries, L.P. tract, being an exterior angle point of said Carl A. Schlottmann Family Trust, residue tract bears S 9°13'39" E 181.13 feet;



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LAND SURVEYING, INC.

Registered Professional Land Surveying

613 E. Blue Bell Road
Brenham, Texas 77833-2411

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FAX: (979) 836-5683
www.hoddesurveying.com

THENCE along the most Southern South line hereof, being along a portion of the North line of said Carl A. Schlottmann Family Trust, residue tract, S 81°15'44" W 21.34 feet to a punch hole marked in concrete for the Southwest corner hereof, being on the North line of said Carl A. Schlottmann Family Trust, residue tract, and being the Southeast corner of the Carl A. Schlottmann tract called 0.037 acre, described in Volume 341, Page 801, in said Deed Records of Washington County, Texas, a iron axle found for the Northwest corner of said Carl A. Schlottmann Family Trust residue tract, being the Southwest corner of said Schlottmann tract called 0.037 acre bears S 81°15'44" W 64.14 feet;

THENCE along the West line hereof, being along the East line of said Schlottmann tract called 0.037 acre, N 7°50'07" W 38.10 feet to a punch hole marked in concrete on the present Southeast margin of East Commerce Street for the Northwest corner hereof, being the Northeast corner of said Schlottmann tract called 0.037 acre;

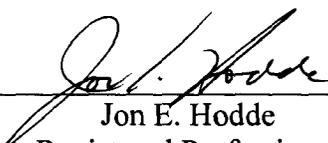
THENCE along a portion of the present Southeast margin of East Commerce Street for the North or Northwest line hereof, N 67°14'29" E 32.92 feet to the place of beginning and containing 1,318 Square Feet of land.

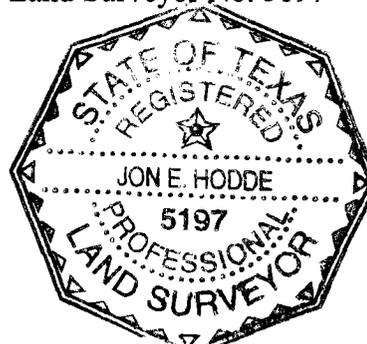
The bearings stated herein are relative to True North as obtained by GPS Observations, observed at Latitude: 30°10'40.42" N – Longitude: 96°23'38.86" W (WGS-84).

There was a separate survey map prepared in conjunction with this metes and bounds description.

I, Jon E. Hodde, Registered Professional Land Surveyor No. 5197 of the State of Texas, do hereby certify that the foregoing legal description describing 1,318 square feet of land is true and correct in accordance with an actual survey made on the ground under my personal direction and supervision.

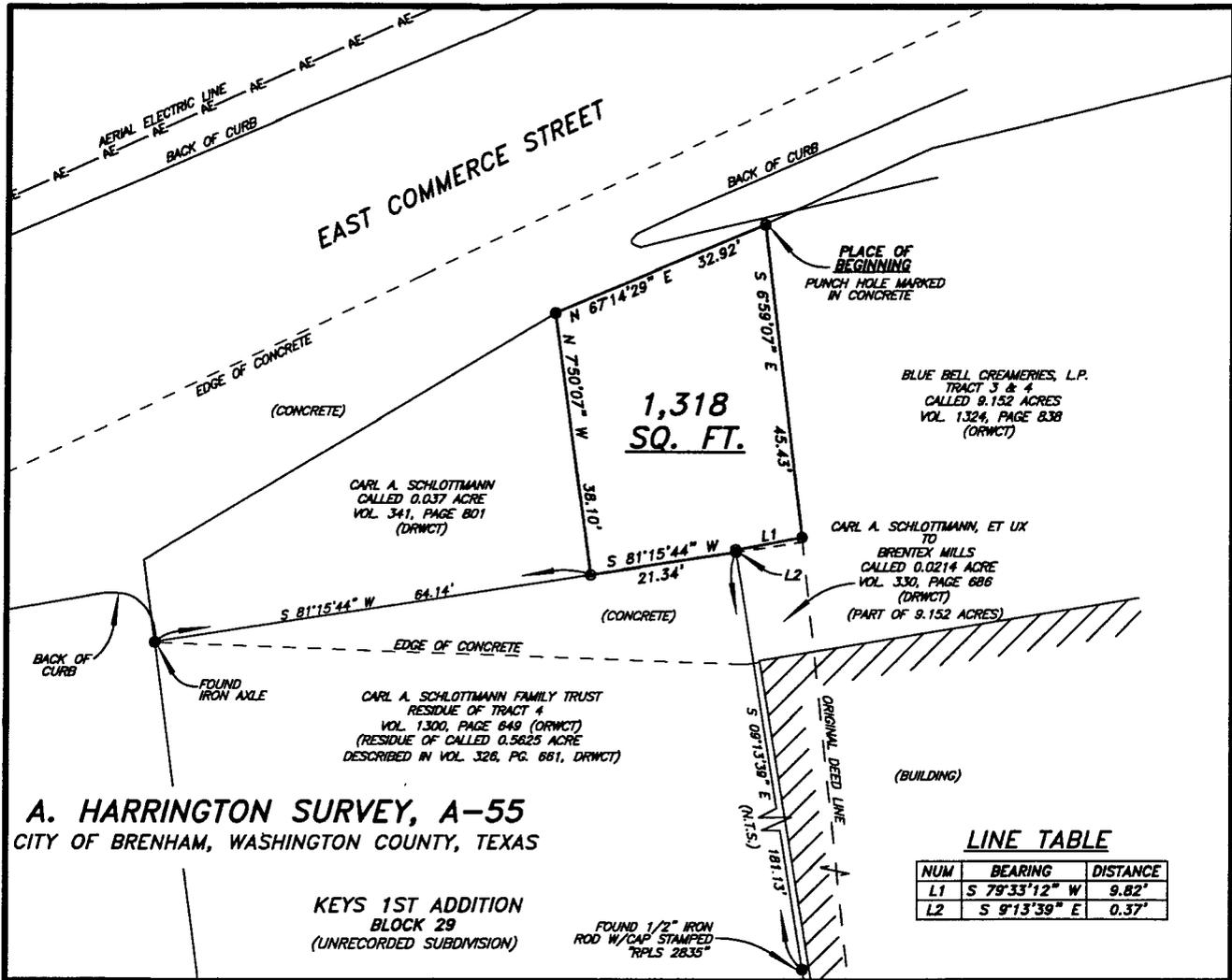
Dated this the 13th day of April, 2011, A. D.


Jon E. Hodde
Registered Professional
Land Surveyor No. 5197



Page 2 of 2

EXHIBIT 4A
2 of 3



A. HARRINGTON SURVEY, A-55
CITY OF BRENHAM, WASHINGTON COUNTY, TEXAS

KEYS 1ST ADDITION
BLOCK 29
(UNRECORDED SUBDIVISION)

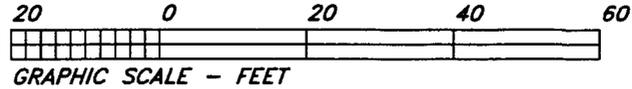
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LAND SURVEYING, INC.
ALL RIGHTS RESERVED.

W. O. NO. 8178 (COB8178.DWG/MVIEW) REF: COB8558LJOB

Hodde & Hodde Land Surveying, Inc.
Professional Land Surveying
613 E. Blue Bell Road . Brenham, Texas 77833
979-836-5681 . 979-836-5683 (Fax)
www.hoddesurveying.com



SCALE: 1" = 20'



NOTES:

1. THE BEARINGS SHOWN HEREON ARE RELATIVE TO TRUE NORTH AS OBTAINED BY GPS OBSERVATIONS, OBSERVED AT LATITUDE: 30°10'40.42" N - LONGITUDE: 96°23'38.86" W (WGS-84).
2. NO PART OF THE SUBJECT PROPERTY LIES WITHIN THE 100-YEAR FLOOD BOUNDARY ACCORDING TO THE FLOOD INSURANCE RATE MAP (FIRM) AS COMPILED BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY, NATIONAL FLOOD INSURANCE PROGRAM, COMMUNITY PANEL NUMBER 480648 0001 B, EFFECTIVE DATE AUGUST 17, 1981, CITY OF BRENHAM, WASHINGTON COUNTY, TEXAS.
3. © - DENOTES PUNCH HOLE MARKED IN CONCRETE UNLESS OTHERWISE NOTED ON THE PLAT.
4. THERE WAS A SEPARATE METES AND BOUNDS DESCRIPTION PREPARED IN CONJUNCTION WITH THIS SURVEY MAP.
5. A CURRENT TITLE COMMITMENT OR REPORT WAS NOT AVAILABLE OR PROVIDED TO THE UNDERSIGNED SURVEYOR AS OF THE DATE OF THIS SURVEY AND THE UNDERSIGNED SURVEYOR DID NOT ABSTRACT THE SUBJECT PROPERTY.
6. (DRWCT) DENOTES DEED RECORDS OF WASHINGTON COUNTY, TEXAS
(ORWCT) DENOTES OFFICIAL RECORDS OF WASHINGTON COUNTY, TEXAS

SURVEY MAP

SHOWING A SURVEY OF 1,318 SQUARE FEET OF LAND, LYING AND BEING SITUATED IN THE CITY OF BRENHAM, WASHINGTON COUNTY, TEXAS, PART OF THE A. HARRINGTON SURVEY, A-55, BEING PART OF KEY'S 1ST ADDITION, AN UNRECORDED SUBDIVISION, BEING CLAIMED AND PREVIOUSLY USED BY THE CITY OF BRENHAM FOR ELECTRICAL UTILITIES AND BEING SITUATED IN AN APPARENT PORTION OF THE PREVIOUS LOCATION OF EAST COMMERCE STREET.

CERTIFICATION

THE STATE OF TEXAS
COUNTY OF WASHINGTON

I, JON E. HODDE, REGISTERED PROFESSIONAL LAND SURVEYOR, NO. 5197 OF THE STATE OF TEXAS, DO HEREBY CERTIFY THAT THIS MAP SHOWING A SURVEY OF 1,318 SQUARE FEET OF LAND IS TRUE AND CORRECT IN ACCORDANCE WITH AN ACTUAL SURVEY MADE ON THE GROUND UNDER MY PERSONAL DIRECTION AND SUPERVISION.

DATED THIS THE 13TH DAY OF APRIL, 2011, A.D.



Jon E. Hodde
JON E. HODDE
REGISTERED PROFESSIONAL
LAND SURVEYOR NO. 5197
HODDE & HODDE LAND SURVEYING, INC.
613 EAST BLUE BELL ROAD
BRENHAM, TEXAS 77833
(979)-836-5681

EXHIBIT "A"
3 of 3



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 12, 2011	
DEPT. OF ORIGIN: 152	SUBMITTED BY: Ricky Boeker	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2ND READING
<input type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Discuss and Possibly Act Upon Authorization to Sell the 2001 Ford Booster Truck and Designate the Proceeds as Matching Funds for the Purchase of a New Booster Truck through a Texas Forest Service Grant as Applied for by the Brenham Fire Department and Accepted by the City of Brenham		
SUMMARY STATEMENT: The Brenham Fire Department membership applied for a grant thru the Texas Forest Service to replace our current Booster truck (B1). This truck was purchased by the members of the Fire Department in 2001 for about \$64,000 and given to the City. About 5 years ago the truck had some rust issues that we addressed and they have come back again. Instead of spending additional funds on the same problem we want to replace this truck because we feel it is a design issue that will not go away. The grant will pay 90% of the actual cost not to exceed \$78,000 and we are estimating that the new truck will cost around \$100,000. We are asking that when we sell the current booster truck that we be able to use the selling price to make up the difference in the cost of a new vehicle with equipment. The current truck is in good shape except for the rust issue and we feel now is the time to trade/upgrade while the current truck still has some value for another department. There has been some interest from several local Departments on purchasing the current truck from us.		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items):		
A. PROS: Current vehicle still has good selling value, with grant no budget impact		
B. CONS: Problem with rust will not go away		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS: (1) Grant Approval letter from Texas Forest Service; and (2) Picture of Booster Truck		
FUNDING SOURCE (Where Applicable): 2011 Rural Volunteer Fire Department Assistance Grant from Texas Forest Service(TFS) to fund 90% of actual cost with TFS share not to exceed \$78,000 and remaining cost to come from the sale of current 2001 Ford Booster Truck with proceeds of sale designated for that purpose.		

RECOMMENDED ACTION: Approve the sale of the 2001 Ford Booster Truck and designate the proceeds as matching funds for the purchase of a new booster truck through a Texas Forest Service Grant as applied for by the Brenham Fire Department and accepted by the City of Brenham

APPROVALS: Terry Roberts



B1

THIS TRUCK PURCHASED WITH YOUR DONATIONS



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 14, 2011	
DEPT. OF ORIGIN: Finance	SUBMITTED BY: Carolyn D. Miller	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input checked="" type="checkbox"/> 1 ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2 ND READING
<input type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Discuss and Possibly Act Upon Ordinance No. O-11-004 Authorizing the Issuance and Sale of City of Brenham, Texas, General Obligation Refunding Bonds, Series 2011, In the Aggregate Principle Amount of \$7,730,000 and Awarding the Sale Thereof; Levying a Tax in Payment Thereof; Authorizing the Execution and Delivery of a Paying Agent/Registrar Agreement and an Escrow Agreement; Calling Certain Bonds for Redemption; Approving the Official Statement; Finding and Determining That the Meeting at Which This Ordinance is Passed is Open to the Public as Required by Law; and Enacting Other Provisions Relating Thereto.		
SUMMARY STATEMENT: At the March 3, 2011 Audit Committee Meeting, Garry Kimball, of Specialized Public Finance, presented information related to the opportunity to advance refund a portion of the City's outstanding 2002 Certificates of Obligation and the 2001 General Obligation Refunding Bonds. The City would issue approximately \$7,730,000 in General Obligation Refunding Bonds and would recognize about \$235,000 in savings. This action would yield a net present value benefit of around 3.248%. Mr. Kimball will be present at the Council meeting to answer any additional questions that may arise.		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items):		
A. PROS:		
B. CONS:		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS: (1) Preliminary \$7,730,000 General Obligation Refunding Bonds Series 2011 Schedules; and (2) 2011 Refunding Ordinance No. 0-11-004		
FUNDING SOURCE (Where Applicable):		

RECOMMENDED ACTION: Approve Ordinance No. O-11-004 authorizing the issuance and sale of City of Brenham, Texas, General Obligation Refunding Bonds, Series 2011, in the aggregate principle amount of \$7,730,000 and awarding the sale thereof; levying a tax in payment thereof; authorizing the execution and delivery of a paying agent/registrar agreement and an escrow agreement; calling certain bonds for redemption; approving the official statement; finding and determining that the meeting at which this ordinance is passed is open to the public as required by law; and enacting other provisions relating thereto.

APPROVALS: Carolyn D. Miller

Preliminary

City of Brenham, Texas

\$7,730,000 General Obligation Refunding Bonds, Series 2011

As of 4/14/11 for Purposes of Illustration Only

Debt Service Comparison

Date	Total P+I	Existing D/S	Net New D/S	Old Net D/S	Savings
09/30/2011	174,765.00	910,493.75	1,061,871.09	1,071,067.50	9,196.41
09/30/2012	767,195.00	475,425.00	1,242,620.00	1,266,572.50	23,952.50
09/30/2013	765,995.00	477,825.00	1,243,820.00	1,268,997.50	25,177.50
09/30/2014	1,219,595.00	-	1,219,595.00	1,239,735.00	20,140.00
09/30/2015	713,895.00	-	713,895.00	734,385.00	20,490.00
09/30/2016	712,895.00	-	712,895.00	733,595.00	20,700.00
09/30/2017	706,695.00	-	706,695.00	731,450.00	24,755.00
09/30/2018	717,570.00	-	717,570.00	738,177.50	20,607.50
09/30/2019	712,820.00	-	712,820.00	733,035.00	20,215.00
09/30/2020	714,820.00	-	714,820.00	736,710.00	21,890.00
09/30/2021	710,445.00	-	710,445.00	733,727.50	23,282.50
09/30/2022	711,950.00	-	711,950.00	739,287.50	27,337.50
09/30/2023	707,200.00	-	707,200.00	732,900.00	25,700.00
Total	\$9,335,840.00	\$1,863,743.75	\$11,176,196.09	\$11,459,640.00	\$283,443.91

PV Analysis Summary (Net to Net)

Gross PV Debt Service Savings	211,958.55
Net PV Cashflow Savings @ 3.242%(AIC)	211,958.55
Accrued Interest Credit to Debt Service Fund	19,185.38
Contingency or Rounding Amount	4,202.28
Net Present Value Benefit	\$235,346.21
Net PV Benefit / \$7,245,000 Refunded Principal	3.248%

Refunding Bond Information

Refunding Dated Date	4/15/2011
Refunding Delivery Date	5/18/2011

ORDINANCE NO. O-11-004

AUTHORIZING THE
ISSUANCE OF

CITY OF BRENHAM, TEXAS
GENERAL OBLIGATION REFUNDING BONDS
SERIES 2011

Dated: April 15, 2011

Adopted: April 21, 2011

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EXECUTION

Schedule I – Schedule of Refunded Obligations

Exhibit A - Description of Annual Disclosure of Financial Information

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF BRENHAM, TEXAS, AUTHORIZING THE ISSUANCE AND SALE OF CITY OF BRENHAM, TEXAS, GENERAL OBLIGATION REFUNDING BONDS, SERIES 2011, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$7,730,000 AND AWARDING THE SALE THEREOF; LEVYING A TAX IN PAYMENT THEREOF; AUTHORIZING THE EXECUTION AND DELIVERY OF A PAYING AGENT/REGISTRAR AGREEMENT AND AN ESCROW AGREEMENT; CALLING CERTAIN BONDS FOR REDEMPTION; APPROVING THE OFFICIAL STATEMENT; FINDING AND DETERMINING THAT THE MEETING AT WHICH THIS ORDINANCE IS PASSED IS OPEN TO THE PUBLIC AS REQUIRED BY LAW; AND ENACTING OTHER PROVISIONS RELATING THERETO

WHEREAS, the City of Brenham, Texas (the "City"), has previously issued and there are presently outstanding certain obligations of the City; and

WHEREAS, the City is authorized, pursuant to the general laws of the State of Texas, and particularly Chapter 1207, Texas government Code, as amended ("Chapter 1207"), to issue its bonds for the purpose of refunding all or a portion of its outstanding obligations; and

WHEREAS, by this Ordinance the City Council (the "City Council") of the City is authorizing the issuance of its bonds for the purpose of refunding the City's outstanding obligations identified and described on Schedule I attached hereto and incorporated herein by reference for all purposes (the "Refunded Obligations"); and

WHEREAS, the City Council hereby finds, determines and declares that the refunding of the Refunded Obligations will result in a debt service savings of approximately \$_____, representing a net present value benefit of approximately \$_____ or _____%, for the City and that the issuance of the bonds herein authorized is necessary in order to lower the overall annual debt service requirements of the City; and

WHEREAS, the City Council has found and determined that it is necessary and in the best interest of the City and its citizens that it authorize by this Ordinance the issuance and delivery of its bonds in a single series at this time; and

WHEREAS, the meeting at which this Ordinance is considered is open to the public as required by law, and the public notice of the time, place and purpose of said meeting was given as required by Chapter 551, Texas Government Code, as amended; therefore

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF BRENHAM, TEXAS:

ARTICLE I

DEFINITIONS AND OTHER PRELIMINARY MATTERS

Section 1.01 Definitions.

Unless otherwise expressly provided or unless the context clearly requires otherwise in this Ordinance, the following terms shall have the meanings specified below:

“Bond” means any of the Bonds.

“Bond Date” means the date designated as the date of the Bonds by Section 3.02(a) of this Ordinance.

“Bonds” means the City’s bonds authorized to be issued by Section 3.01 of this Ordinance and designated as “City of Brenham, Texas, General Obligation Refunding Bonds, Series 2011.”

“Business Day” means any day which is not a Saturday, Sunday or legal holiday, or day on which banking institutions in the State of Texas or the city in which the Designated Payment/Transfer Office is located are generally authorized or obligated by law or executive order to close.

“City” means the City of Brenham, Texas.

“Closing Date” means the date of the initial delivery of and payment for the Bonds.

“Code” means the Internal Revenue Code of 1986, as amended, including applicable regulations, published rulings and court decisions.

“Designated Payment/Transfer Office” means (i) with respect to the initial Paying Agent/Registrar named herein, its office in Dallas, Texas, or at such other location designated by the Paying Agent/Registrar and (ii) with respect to any successor Paying Agent/Registrar, the office of such successor designated and located as may be agreed upon by the City and such successor.

“DTC” means The Depository Trust Company of New York, New York, or any successor securities depository.

“DTC Participant” means brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created to hold securities to facilitate the clearance and settlement of securities transactions among DTC Participants.

“Escrow Agent” means The Bank of New York Mellon Trust Company, National Association.

“Escrow Agreement” means that certain Escrow Agreement, dated as of April 15, 2011, between the City and the Escrow Agent.

“Event of Default” means any event of default as defined in Section 10.01 of this Ordinance.

“Fiscal Year” means such fiscal year as shall from time to time be set by the City Council.

“Initial Bond” means the Initial Bond authorized by Section 3.04 of this Ordinance.

“Interest and Sinking Fund” means the interest and sinking fund established by Section 2.02 of this Ordinance.

“Interest Payment Date” means the date or dates on which interest on the Bonds is scheduled to be paid until their respective dates of maturity or prior redemption, such dates being February 15 and August 15, commencing August 15, 2011.

“MSRB” means the Municipal Securities Rulemaking Board.

“Owner” means the person who is the registered owner of a Bond or Bonds, as shown in the Register.

“Paying Agent/Registrar” means initially The Bank of New York Mellon Trust Company, National Association, Dallas, Texas, or any successor thereto as provided in this Ordinance.

“Purchaser” means the person or persons to whom the award of the sale of the Bonds is made, as provided in Section 7.01.

“Record Date” means the last Business Day of the month next preceding an Interest Payment Date.

“Refunded Obligations” means the obligations of the City being refunded with a portion of the proceeds of the Bonds as described on Schedule I.

“Register” means the bond register specified in Section 3.06(a) of this Ordinance.

“Rule” means SEC Rule 15c2-12, as amended from time to time.

“SEC” means the United States Securities and Exchange Commission.

“Special Payment Date” means the Special Payment Date prescribed by Section 3.03(b) of this Ordinance.

“Special Record Date” means the Special Record Date prescribed by Section 3.03(b) of this Ordinance.

“Unclaimed Payments” means money deposited with the Paying Agent/Registrar for the payment of principal of, redemption premium, if any, or interest on the Bonds as the same come due and payable or money set aside for the payment of Bonds duly called for redemption prior to maturity.

Section 1.02 Findings.

The declarations, determinations and findings declared, made and found in the preamble to this Ordinance are hereby adopted, restated and made a part of the operative provisions hereof.

Section 1.03 Table of Contents, Titles and Headings.

The table of contents, titles and headings of the Articles and Sections of this Ordinance have been inserted for convenience of reference only and are not to be considered a part hereof and shall not in any way modify or restrict any of the terms or provisions hereof and shall never be considered or given any effect in construing this Ordinance or any provision hereof or in ascertaining intent, if any question of intent should arise.

Section 1.04 Interpretation.

(a) Unless the context requires otherwise, words of the masculine gender shall be construed to include correlative words of the feminine and neuter genders and vice versa, and words of the singular number shall be construed to include correlative words of the plural number and vice versa.

(b) Any action required to be taken on a date which is not a Business Day shall be taken on the next succeeding Business Day and have the same effect as if taken on the date so required.

(c) This Ordinance and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein to sustain the validity of this Ordinance.

(d) Article and section references shall mean references to articles and sections of this Ordinance unless otherwise designated.

ARTICLE II

SECURITY FOR THE BONDS; INTEREST AND SINKING FUND

Section 2.01 Tax Levy.

(a) Pursuant to the authority granted by the Texas Constitution and the laws of the State of Texas, there shall be levied and there is hereby levied for the current year and for each succeeding year thereafter while any of the Bonds or any interest thereon is outstanding and unpaid, an ad valorem tax on each one hundred dollars valuation of taxable property within the City, at a rate sufficient, within the limit prescribed by law, to pay the debt service requirements of the Bonds, being (i) the interest on the Bonds, and (ii) a sinking fund for their redemption at maturity or a sinking fund of 2% per annum (whichever amount is greater), when due and payable, full allowance being made for delinquencies and costs of collection.

(b) The ad valorem tax thus levied shall be assessed and collected each year against all property appearing on the tax rolls of the City most recently approved in accordance with law and the money thus collected shall be deposited as collected to the Interest and Sinking Fund.

(c) Said ad valorem tax, the collections therefrom, and all amounts on deposit in or required hereby to be deposited to the Interest and Sinking Fund are hereby pledged and committed irrevocably to the payment of the principal of and interest on the Bonds when and as due and payable in accordance with their terms and this Ordinance.

Section 2.02 Interest and Sinking Fund.

(a) The City hereby establishes a special fund or account, to be designated the “City of Brenham, Texas, General Obligation Refunding Bonds, Series 2011, Interest and Sinking Fund,” said fund to be maintained at an official depository bank of the City separate and apart from all other funds and accounts of the City.

(b) Money on deposit in or required by this Ordinance to be deposited to the Interest and Sinking Fund shall be used solely for the purpose of paying the interest on and principal of the Bonds when and as due and payable in accordance with their terms and this Ordinance.

ARTICLE III

AUTHORIZATION; GENERAL TERMS AND PROVISIONS
REGARDING THE BONDS

Section 3.01 Authorization.

The City’s bonds to be designated “City of Brenham, Texas, General Obligation Refunding Bonds, Series 2011,” are hereby authorized to be issued and delivered in accordance with Chapter 1207, Texas Government Code, as amended. The Bonds shall be issued in the aggregate principal amount of \$7,730,000, for the purpose of providing funds to (i) refund the Refunded Obligations, and (ii) pay the costs of issuing the Bonds.

Section 3.02 Date, Denomination, Maturities and Interest.

(a) The Bonds shall be dated April 15, 2011. The Bonds shall be in fully registered form, without coupons, in the denomination of \$5,000 or any integral multiple thereof, and shall be numbered separately from one upward or such other designation acceptable to the City and the Paying Agent/Registrar, except the Initial Bond, which shall be numbered T-1.

(b) The Bonds shall mature on August 15 in the years and in the principal amounts and shall bear interest at the per annum rates set forth in the following schedule:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2011	\$ 105,000	
2012	560,000	
2013	570,000	
2014	1,035,000	
2015	550,000	
2016	560,000	
2017	565,000	
2018	590,000	
2019	600,000	
2020	620,000	
2021	635,000	
2022	660,000	
2023	680,000	

(c) Interest shall accrue and be paid on each Bond respectively until its maturity or prior redemption, from the later of the Bond Date or the most recent Interest Payment Date to which interest has been paid or provided for at the rates per annum for each respective maturity specified in the schedule contained in subsection (b) above. Such interest shall be payable semiannually on each Interest Payment Date until maturity or prior redemption. Interest on the Bonds shall be calculated on the basis of a 360-day year composed of 12 months of thirty (30) days each.

Section 3.03 Medium, Method and Place of Payment.

(a) The principal of and interest on the Bonds shall be paid in lawful money of the United States of America.

(b) Interest on the Bonds shall be payable to the Owners as shown in the Register at the close of business on the Record Date; provided, however, that in the event of nonpayment of interest on a scheduled Interest Payment Date and for thirty (30) days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the "Special Payment Date," which date shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) Business Days prior to the Special Record Date by United States mail, first class, postage prepaid, to the address of each Owner of a Bond appearing in the Register at the close of business on the last Business Day next preceding the date of mailing of such notice.

(c) Interest on each Bond shall be paid by check, dated as of the Interest Payment Date, and mailed on or before such Interest Payment Date, by United States mail, first class, postage prepaid, by the Paying Agent/Registrar to each Owner at the address of each Owner as it appears in the Register, or by such other customary banking arrangements acceptable to the Paying Agent/Registrar and the Owner; provided, however, that such Owner shall bear all risk and expense of such other customary banking arrangements.

(d) The principal of each Bond shall be paid to the Owner thereof on the due date (whether at the maturity date or the date of prior redemption thereof) upon presentation and surrender of such Bond at the Designated Payment/Transfer Office.

(e) If the date for the payment of the principal of or interest on the Bonds is not a Business Day, the date for such payment shall be the next succeeding Business Day, and payment on such date shall have the same force and effect as if made on the original date payment was due and no additional interest shall be due by reason of nonpayment on the date on which such payment is otherwise stated to be due and payable.

(f) Unclaimed Payments of amounts due hereunder shall be segregated in a special account and held in trust, uninvested by the Paying Agent/Registrar, for the account of the Owner of the Bonds to which such Unclaimed Payments pertain. Subject to Title 6 of the Texas Property Code, any Unclaimed Payments remaining unclaimed by the Owners entitled thereto for three years after the applicable payment or redemption date shall be applied to the next payment or payments on the Bonds thereafter coming due and, to the extent any such money remains three years after the retirement of all outstanding Bonds, such money shall be paid to the City to be used for any lawful purpose. Thereafter, neither the City, the Paying Agent/Registrar nor any other person shall be liable or responsible to any holders of such Bonds for any further payment of such unclaimed moneys or on account of any such Bonds, subject to Title 6 of the Texas Property Code.

Section 3.04 Execution and Registration of Bonds.

(a) The Bonds shall be executed on behalf of the City by the Mayor and the City Secretary, by their manual or facsimile signatures, and the official seal of the City shall be impressed or placed in facsimile thereon. Such facsimile signatures on the Bonds shall have the same effect as if each of the Bonds had been signed manually and in person by each of said officers, and such facsimile seal on the Bonds shall have the same effect as if the official seal of the City had been manually impressed upon each of the Bonds.

(b) In the event that any officer of the City whose manual or facsimile signature appears on the Bonds ceases to be such officer before the authentication of such Bonds or before the delivery thereof, such manual or facsimile signature nevertheless shall be valid and sufficient for all purposes as if such officer had remained in such office.

(c) Except as provided below, no Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit of this Ordinance unless and until there appears thereon the Certificate of Paying Agent/Registrar substantially in the form provided herein, duly authenticated by manual execution by an officer or duly authorized signatory of the Paying Agent/Registrar. It shall not be required that the same officer or authorized signatory of the Paying Agent/Registrar sign the Certificate of Paying Agent/Registrar on all of the Bonds. In lieu of the executed Certificate of Paying Agent/Registrar described above, the Initial Bond delivered on the Closing Date shall have attached thereto the Comptroller's Registration Certificate substantially in the form provided herein, manually executed by the Comptroller of Public Accounts of the State of Texas, or by her duly authorized agent, which certificate shall be evidence that the Initial Bond has been duly approved by the Attorney General of the State of

Texas and that it is a valid and binding obligation of the City, and that it has been registered by the Comptroller of Public Accounts of the State of Texas.

(d) On the Closing Date, one Initial Bond representing the entire principal amount of all Bonds, payable in stated installments to the Purchaser, or its designee, executed by the manual or facsimile signatures of the Mayor and City Secretary of the City, approved by the Attorney General, and registered and manually signed by the Comptroller of Public Accounts, will be delivered to the Purchaser or its designee. Upon payment for the Initial Bond, the Paying Agent/Registrar shall cancel the Initial Bond and deliver to DTC on behalf of the Purchaser one registered definitive Bond for each year of maturity of the Bonds in the aggregate principal amount of all Bonds for such maturity, registered in the name of Cede & Co., as nominee of DTC.

Section 3.05 Ownership.

(a) The City, the Paying Agent/Registrar and any other person may treat the person in whose name any Bond is registered as the absolute owner of such Bond for the purpose of making and receiving payment of the principal thereof, for the further purpose of making and receiving payment of the interest thereon, and for all other purposes (except interest will be paid to the person in whose name such bond is registered on the Record Date or Special Record Date, as applicable), whether or not such Bond is overdue, and neither the City nor the Paying Agent/Registrar shall be bound by any notice or knowledge to the contrary.

(b) All payments made to the Owner of a Bond shall be valid and effectual and shall discharge the liability of the City and the Paying Agent/Registrar upon such Bond to the extent of the sums paid.

Section 3.06 Registration, Transfer and Exchange.

(a) So long as any Bonds remain outstanding, the City shall cause the Paying Agent/Registrar to keep at the Designated Payment/Transfer Office a register (the "Register") in which, subject to such reasonable regulations as it may prescribe, the Paying Agent/Registrar shall provide for the registration and transfer of Bonds in accordance with this Ordinance.

(b) The ownership of a Bond may be transferred only upon the presentation and surrender of the Bond at the Designated Payment/Transfer Office with such endorsement or other evidence of transfer as is acceptable to the Paying Agent/Registrar. No transfer of any Bond shall be effective until entered in the Register.

(c) The Bonds shall be exchangeable upon the presentation and surrender thereof at the Designated Payment/Transfer Office for a Bond or Bonds of the same maturity and interest rate and in any denomination or denominations of any integral multiple of \$5,000 and in an aggregate principal amount equal to the unpaid principal amount of the Bonds presented for exchange. The Paying Agent/Registrar is hereby authorized to authenticate and deliver Bonds exchanged for other Bonds in accordance with this Section.

(d) Each exchange Bond delivered by the Paying Agent/Registrar in accordance with this Section shall constitute an original contractual obligation of the City and shall be entitled to

the benefits and security of this Ordinance to the same extent as the Bond or Bonds in lieu of which such exchange Bond is delivered.

(e) No service charge shall be made to the Owner for the initial registration, subsequent transfer, or exchange for a different denomination of any of the Bonds. The Paying Agent/Registrar, however, may require the Owner to pay a sum sufficient to cover any tax or other governmental charge that is authorized to be imposed in connection with the registration, transfer or exchange of a Bond.

(f) Neither the City nor the Paying Agent/Registrar shall be required to issue, transfer, or exchange any Bond called for redemption, in whole or in part, within forty-five (45) calendar days prior to the date fixed for redemption; provided, however, such limitation shall not be applicable to an exchange by the Owner of the uncalled principal balance of a Bond.

Section 3.07 Cancellation.

All Bonds paid or redeemed before scheduled maturity in accordance with this Ordinance, and all Bonds in lieu of which exchange Bonds or replacement Bonds are authenticated and delivered in accordance with this Ordinance, shall be cancelled and proper records shall be made regarding such payment, redemption, exchange or replacement. The Paying Agent/Registrar shall dispose of cancelled Bonds in accordance with the Securities Exchange Act of 1934.

Section 3.08 Temporary Bonds.

(a) Following the delivery and registration of the Initial Bond and pending the preparation of definitive Bonds, the proper officers of the City may execute and, upon the City's request, the Paying Agent/Registrar shall authenticate and deliver, one or more temporary Bonds that are printed, lithographed, typewritten, mimeographed or otherwise produced, in any authorized denomination, substantially of the tenor of the definitive Bonds in lieu of which they are delivered, without coupons, and with such appropriate insertions, omissions, substitutions and other variations as the officers of the City executing such temporary Bonds may determine, as evidenced by their signing of such temporary Bonds.

(b) Until exchanged for Bonds in definitive form, such Bonds in temporary form shall be entitled to the benefit and security of this Ordinance.

(c) The City, without unreasonable delay, shall prepare, execute and deliver to the Paying Agent/Registrar the Bonds in definitive form; thereupon, upon the presentation and surrender of the Bonds in temporary form to the Paying Agent/Registrar, the Paying Agent/Registrar shall cancel the Bonds in temporary form and shall authenticate and deliver in exchange therefor Bonds of the same maturity and series, in definitive form, in the authorized denomination, and in the same aggregate principal amount, as the Bonds in temporary form surrendered. Such exchange shall be made without the making of any charge therefor to any Owner.

Section 3.09 Replacement Bonds.

(a) Upon the presentation and surrender to the Paying Agent/Registrar of a mutilated Bond, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor a replacement Bond of like tenor and principal amount, bearing a number not contemporaneously outstanding. The City or the Paying Agent/Registrar may require the Owner of such Bond to pay a sum sufficient to cover any tax or other governmental charge that is authorized to be imposed in connection therewith and any other expenses connected therewith.

(b) In the event that any Bond is lost, apparently destroyed or wrongfully taken, the Paying Agent/Registrar, pursuant to the applicable laws of the State of Texas and in the absence of notice or knowledge that such Bond has been acquired by a bona fide purchaser, shall authenticate and deliver a replacement Bond of like tenor and principal amount, bearing a number not contemporaneously outstanding, provided that the Owner first:

(i) furnishes to the Paying Agent/Registrar satisfactory evidence of his or her ownership of and the circumstances of the loss, destruction or theft of such Bond;

(ii) furnishes such security or indemnity as may be required by the Paying Agent/Registrar to save it and the City harmless;

(iii) pays all expenses and charges in connection therewith, including, but not limited to, printing costs, legal fees, fees of the Paying Agent/Registrar and any tax or other governmental charge that is authorized to be imposed; and

(iv) satisfies any other reasonable requirements imposed by the City and the Paying Agent/Registrar.

(c) If, after the delivery of such replacement Bond, a bona fide purchaser of the original Bond in lieu of which such replacement Bond was issued presents for payment such original Bond, the City and the Paying Agent/Registrar shall be entitled to recover such replacement Bond from the person to whom it was delivered or any person taking therefrom, except a bona fide purchaser, and shall be entitled to recover upon the security or indemnity provided therefor to the extent of any loss, damage, cost or expense incurred by the City or the Paying Agent/Registrar in connection therewith.

(d) In the event that any such mutilated, lost, apparently destroyed or wrongfully taken Bond has become or is about to become due and payable, the Paying Agent/Registrar, in its discretion, instead of issuing a replacement Bond, may pay such Bond if it has become due and payable or may pay such Bond when it becomes due and payable.

(e) Each replacement Bond delivered in accordance with this Section shall constitute an original additional contractual obligation of the City and shall be entitled to the benefits and security of this Ordinance to the same extent as the Bond or Bonds in lieu of which such replacement Bond is delivered.

Section 3.10 Book-Entry Only System.

The definitive Bonds shall be initially issued in the form of a separate typewritten fully registered Bond for each of the maturities thereof. Upon initial issuance, the ownership of such Bonds shall be registered in the name of Cede & Co., as nominee of DTC, and except as provided in Section 3.11 hereof, all of the outstanding Bonds shall be registered in the name of Cede & Co., as nominee of DTC.

With respect to Bonds registered in the name of Cede & Co., as nominee of DTC, the City and the Paying Agent/Registrar shall have no responsibility or obligation to any DTC Participant or to any person on behalf of whom such a DTC Participant holds an interest in the Bonds. Without limiting the immediately preceding sentence, the City and the Paying Agent/Registrar shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co. or any DTC Participant with respect to any ownership interest in the Bonds, (ii) the delivery to any DTC Participant or any other person, other than a Bondholder, as shown on the Register, of any notice with respect to the Bonds, including any notice of redemption, or (iii) the payment to any DTC Participant or any other person, other than a Bondholder, as shown in the Register of any amount with respect to principal of or interest on the Bonds. Notwithstanding any other provision of this Ordinance to the contrary, the City and the Paying Agent/Registrar shall be entitled to treat and consider the person in whose name each Bond is registered in the Register as the absolute owner of such Bond for the purpose of payment of principal of and interest on the Bonds, for the purpose of all matters with respect to such Bond, for the purpose of registering transfer with respect to such Bond, and for all other purposes whatsoever. The Paying Agent/Registrar shall pay all principal of and interest on the Bonds only to or upon the order of the respective owners, as shown in the Register as provided in this Ordinance, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the City's obligations with respect to payment of, premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. No person other than an owner, as shown in the Register, shall receive a Bond certificate evidencing the obligation of the City to make payments of amounts due pursuant to this Ordinance. Upon delivery by DTC to the Paying Agent/Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the word "Cede & Co." in this Ordinance shall refer to such new nominee of DTC.

Section 3.11 Successor Securities Depository; Transfer Outside Book-Entry Only System.

In the event that the City or the Paying Agent/Registrar determines that DTC is incapable of discharging its responsibilities described herein and in the representation letter of the City to DTC, and that it is in the best interest of the beneficial owners of the Bonds that they be able to obtain certificated Bonds, or in the event DTC discontinues the services described herein, the Issuer or the Paying Agent/Registrar shall (i) appoint a successor securities depository, qualified to act as such under Section 17(a) of the Securities and Exchange Act of 1934, as amended, notify DTC and DTC Participants of the appointment of such successor securities depository and transfer one or more separate Bonds to such successor securities depository or (ii) notify DTC and DTC Participants of the availability through DTC of Bonds and transfer one or more separate Bonds to DTC Participants having Bonds credited to their DTC accounts. In such

event, the Bonds shall no longer be restricted to being registered in the Register in the name of Cede & Co., as nominee of DTC, but may be registered in the name of the successor securities depository, or its nominee, or in whatever name or names Owners transferring or exchanging Bonds shall designate, in accordance with the provisions of this Ordinance.

Section 3.12 Payments to Cede & Co.

Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bonds are registered in the name of Cede & Co., as nominee of DTC, all payments with respect to principal of, premium, if any, and interest on such Bonds, and all notices with respect to such Bonds, shall be made and given, respectively, in the manner provided in the representation letter of the City to DTC.

ARTICLE IV

REDEMPTION OF BONDS BEFORE MATURITY

Section 4.01 Limitation on Redemption. The Bonds shall be subject to redemption before their scheduled maturity only as provided in this Article IV.

Section 4.02 Optional Redemption. (a) The City reserves the option to redeem Bonds maturing on and after August 15, 2022, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof before their respective scheduled maturity dates, on August 15, 2021, or on any date thereafter, such redemption date or dates to be fixed by the City, at a price equal to the principal amount of the Bonds so called for redemption plus accrued interest to the date fixed for redemption.

(b) If less than all of the Bonds are to be redeemed pursuant to an optional redemption, the City shall determine the maturity or maturities and the amounts thereof to be redeemed and shall direct the Paying Agent/Registrar to call by lot the Bonds, or portions thereof, within such maturity or maturities and in such principal amounts for redemption.

(c) The City, at least forty-five (45) days before the redemption date, unless a shorter period shall be satisfactory to the Paying Agent/Registrar, shall notify the Paying Agent/Registrar of such redemption date and of the principal amount of Bonds to be redeemed.

Section 4.03 Partial Redemption. (a) A portion of a single Bond of a denomination greater than \$5,000 may be redeemed, but only in a principal amount equal to \$5,000 or any integral multiple thereof. If such a Bond is to be partially redeemed, the Paying Agent/Registrar shall treat each \$5,000 portion of the Bond as though it were a single Bond for purposes of selection for redemption.

(b) Upon surrender of any Bond for redemption in part, the Paying Agent/Registrar, in accordance with Section 3.06 of this Ordinance, shall authenticate and deliver an exchange Bond or Bonds in an aggregate principal amount equal to the unredeemed portion of the Bond so surrendered, such exchange being without charge, notwithstanding any provision of Section 3.06 to the contrary.

(c) The Paying Agent/Registrar shall promptly notify the City in writing of the principal amount to be redeemed of any Bond as to which only a portion thereof is to be redeemed.

Section 4.04 Notice of Redemption to Owners. (a) The Paying Agent/Registrar shall give notice of any redemption of Bonds by sending notice by United States mail, first class, postage prepaid, not less than 30 days before the date fixed for redemption, to the Owner of each Bond (or part thereof) to be redeemed, at the address shown in the Register at the close of business on the Business Day next preceding the date of mailing such notice.

(b) The notice shall state the redemption date, the redemption price, the place at which the Bonds are to be surrendered for payment, and, if less than all the Bonds outstanding are to be redeemed, an identification of the Bonds or portions thereof to be redeemed.

(c) The City reserves the right to give notice of its election or direction to redeem Bonds under Section 4.02; provided, that such notice may state that (i) the redemption is conditioned upon the deposit of moneys and/or authorized securities, in an amount equal to the amount necessary to effect the redemption, with the Paying Agent/Registrar, or such other entity as may be authorized by law, no later than the redemption date, or (ii) the City retains the right to rescind such notice at any time prior to and including the scheduled redemption date upon delivery of written instructions to the Paying Agent/Registrar instructing the Paying Agent/Registrar to rescind the redemption notice. Upon such rescission, the notice and redemption shall be of no effect. The Paying Agent/Registrar shall give prompt notice of any such rescission of a conditional notice of redemption to the affected Owners. Any Bonds subject to conditional redemption where redemption has been rescinded shall remain Outstanding, and the rescission shall not constitute an Event of Default.

(d) Any notice or instructions given as provided in this Section shall be conclusively presumed to have been duly given, whether or not the Owner receives such notice.

Section 4.05 Payment Upon Redemption.

(a) Before or on each redemption date, the City shall deposit with the Paying Agent/Registrar money sufficient to pay all amounts due on the redemption date and the Paying Agent/Registrar shall make provision for the payment of the Bonds to be redeemed on such date by setting aside and holding in trust an amount from the Interest and Sinking Fund or otherwise received by the Paying Agent/Registrar from the City and shall use such funds solely for the purpose of paying the principal of, redemption premium, if any, and accrued interest on the Bonds being redeemed.

(b) Upon presentation and surrender of any Bond called for redemption at the Designated Payment/Transfer Office on or after the date fixed for redemption, the Paying Agent/Registrar shall pay the principal of, redemption premium, if any, and accrued interest on such Bond to the date of redemption from the money set aside for such purpose.

Section 4.06 Effect of Redemption.

(a) Notice of redemption having been given as provided in Section 4.04 of this Ordinance and subject, in the case of an optional redemption under Section 4.02, to any conditions or rights reserved by the City under Section 4.04(c), the Bonds or portions thereof called for redemption shall become due and payable on the date fixed for redemption and, unless the City defaults in its obligation to make provision for the payment of the principal thereof, redemption premium, if any, or accrued interest thereon, such Bonds or portions thereof shall cease to bear interest from and after the date fixed for redemption, whether or not such Bonds are presented and surrendered for payment on such date.

(b) If the City shall fail to make provision for payment of all sums due on a redemption date, then any Bond or portion thereof called for redemption shall continue to bear interest at the rate stated on the Bond until due provision is made for the payment of same.

ARTICLE V

PAYING AGENT/REGISTRAR

Section 5.01 Appointment of Initial Paying Agent/Registrar.

The Bank of New York Mellon Trust Company, National Association., Dallas, Texas, is hereby appointed as the initial Paying Agent/Registrar for the Bonds.

Section 5.02 Qualifications.

Each Paying Agent/Registrar shall be a commercial bank, a trust company organized under the laws of the State of Texas, or any other entity duly qualified and legally authorized to serve as and perform the duties and services of paying agent and registrar for the Bonds.

Section 5.03 Maintaining Paying Agent/Registrar.

(a) At all times while any Bonds are outstanding, the City will maintain a Paying Agent/Registrar that is qualified under Section 5.02 of this Ordinance. The Mayor is hereby authorized and directed to execute an agreement with the Paying Agent/Registrar specifying the duties and responsibilities of the City and the Paying Agent/Registrar in substantially the form presented at this meeting, the form, terms and provisions of which are hereby approved. The signature of the Mayor shall be attested by the City Secretary.

(b) If the Paying Agent/Registrar resigns or otherwise ceases to serve as such, the City will promptly appoint a replacement, provided no such resignation shall be effective until a successor Paying Agent/Registrar has accepted the duties of Paying Agent/Registrar for the Bonds.

Section 5.04 Termination.

The City, upon not less than sixty (60) days notice, reserves the right to terminate the appointment of any Paying Agent/Registrar by delivering to the entity whose appointment is to be terminated written notice of such termination, provided, that such termination shall not be effective until a successor Paying Agent/Registrar has been appointed and has accepted the duties of Paying Agent/Registrar for the Bonds.

Section 5.05 Notice of Change to Owners.

Promptly upon each change in the entity serving as Paying Agent/Registrar, the City will cause notice of the change to be sent to each Owner by United States mail, first class, postage prepaid, at the address in the Register, stating the effective date of the change and the name and mailing address of the replacement Paying Agent/Registrar.

Section 5.06 Agreement to Perform Duties and Functions.

By accepting the appointment as Paying Agent/Registrar and executing the Paying Agent/Registrar Agreement, the Paying Agent/Registrar is deemed to have agreed to the provisions of this Ordinance and that it will perform the duties and functions of Paying Agent/Registrar prescribed thereby.

Section 5.07 Delivery of Records to Successor.

If a Paying Agent/Registrar is replaced, such Paying Agent/Registrar, promptly upon the appointment of the successor, will deliver the Register (or a copy thereof) and all other pertinent books and records relating to the Bonds to the successor Paying Agent/Registrar.

ARTICLE VI

FORM OF THE BONDS

Section 6.01 Form Generally.

(a) The Bonds, including the Registration Certificate of the Comptroller of Public Accounts of the State of Texas to accompany the Initial Bond, the Certificate of the Paying Agent/Registrar, and the Assignment form to appear on each of the Bonds, (i) shall be substantially in the form set forth in this Article, with such appropriate insertions, omissions, substitutions, and other variations as are permitted or required by this Ordinance, and (ii) may have such letters, numbers, or other marks of identification (including identifying numbers and letters of the Committee on Uniform Securities Identification Procedures of the American Bankers Association) and such legends and endorsements (including any reproduction of an opinion of counsel) thereon as, consistently herewith, may be determined by the City or by the officers executing such Bonds, as evidenced by their execution thereof.

(b) Any portion of the text of any Bonds may be set forth on the reverse side thereof, with an appropriate reference thereto on the face of the Bonds.

(c) The definitive Bonds shall be typewritten, printed, lithographed, or engraved, and may be produced by any combination of these methods or produced in any other similar manner, all as determined by the officers executing such Bonds, as evidenced by their execution thereof.

(d) The Initial Bond submitted to the Attorney General of the State of Texas may be typewritten and photocopied or otherwise reproduced.

Section 6.02 Form of the Bonds.

The form of the Bonds, including the form of the Registration Certificate of the Comptroller of Public Accounts of the State of Texas, to accompany the Initial Bond, the form of Certificate of the Paying Agent/Registrar and the form of Assignment appearing on the Bonds, shall be substantially as follows:

(a) Form of Bonds.

REGISTERED

REGISTERED

No. _____

\$ _____

United States of America
State of Texas

CITY OF BRENHAM, TEXAS
GENERAL OBLIGATION REFUNDING BOND
SERIES 2011

INTEREST RATE: _____% MATURITY DATE: August 15, _____ BOND DATE: April 15, 2011 CUSIP NUMBER: _____

The City of Brenham, Texas (the "City"), in Washington County, State of Texas, for value received, hereby promises to pay to

or registered assigns, on the Maturity Date specified above, the sum of

_____ DOLLARS

unless this Bond shall have been sooner called for redemption and the payment of the principal hereof shall have been paid or provided for, and to pay interest on such principal amount from the later of the Bond Date specified above or the most recent interest payment date to which interest has been paid or provided for until payment of such principal amount has been paid or provided for, at the per annum rate of interest specified above, computed on the basis of a 360-day year of twelve 30-day months, such interest to be paid semiannually on February 15 and August 15 of each year, commencing August 15, 2011.

The principal of this Bond shall be payable without exchange or collection charges in lawful money of the United States of America upon presentation and surrender of this Bond at the designated office in Dallas, Texas, of The Bank of New York Mellon Trust Company, National Association, as Paying Agent/Registrar (the "Designated Payment/Transfer Office"), or, with respect to a successor paying agent/registrar, at the Designated Payment/Transfer Office of such successor. Interest on this Bond is payable by check dated as of the interest payment date, and will be mailed on or before such interest payment date, by United States mail, first class, postage prepaid, by the Paying Agent/Registrar to the registered owner at the address shown on the registration books kept by the Paying Agent/Registrar, or by such other customary banking arrangements acceptable to the Paying Agent/Registrar and the person to whom interest is to be paid; provided, however, that such person shall bear all risk and expense of such other customary banking arrangements. For the purpose of the payment of interest on this Bond, the registered

owner shall be the person in whose name this Bond is registered at the close of business on the "Record Date," which shall be the last Business Day of the month next preceding such interest payment date; provided, however, that in the event of nonpayment of interest on a scheduled interest payment date, and for thirty (30) days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the "Special Payment Date," which date shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) Business Days (as hereinafter defined) prior to the Special Record Date by United States mail, first class, postage prepaid, to the address of each registered owner of a Bond appearing on the books of the Paying Agent/Registrar at the close of business on the last Business Day next preceding the date of mailing of such notice.

If the date for the payment of the principal of or interest on this Bond is not a Business Day, the date for such payment shall be the next succeeding day which is not a Saturday, Sunday or legal holiday, or day on which banking institutions in the State of Texas or the city in which the Designated Payment/Transfer Office of the Paying Agent/Registrar is located are generally authorized or obligated by law or executive order to close (a "Business Day"), and payment on such date shall for all purposes be deemed to have been made on the original date payment was due.

This Bond is one of a series of fully registered bonds specified in the title hereof issued in the aggregate principal amount of \$7,730,000 (herein referred to as the "Bonds"), issued pursuant to a certain ordinance of the City (the "Ordinance") for the purpose of providing funds to refund a portion of the City's outstanding debt and to pay the costs of issuing the Bonds.

The City has reserved the option to redeem the Bonds maturing on or after August 15, 2022, in whole or in part, before their respective scheduled maturity dates, on August 15, 2021, or on any date thereafter, at a price equal to the principal amount of the Bonds so called for redemption plus accrued interest to the date fixed for redemption. If less than all of the Bonds are to be redeemed, the City shall determine the maturity or maturities and the amounts thereof to be redeemed and shall direct the Paying Agent/Registrar to call by lot the Bonds, or portions thereof, within such maturity and in such principal amounts, for redemption.

Not less than thirty (30) days prior to a redemption date for the Bonds, the City shall cause a notice of redemption to be sent by United States mail, first class, postage prepaid, to the Owners of the Bonds to be redeemed at the address of the Owner appearing on the registration books of the Paying Agent/Registrar at the close of business on the Business Day next preceding the date of mailing such notice.

In the Ordinance, the City reserves the right, in the case of an optional redemption, to give notice of its election or direction to redeem Bonds conditioned upon the occurrence of subsequent events. Such notice may state (i) that the redemption is conditioned upon the deposit of moneys and/or authorized securities, in an amount equal to the amount necessary to effect the redemption, with the Paying Agent/Registrar, or such other entity as may be authorized by law, no later than the redemption date, or (ii) that the City retains the right to rescind such notice at any time on or prior to the scheduled redemption date if the City delivers a certificate of the City

to the Paying Agent/Registrar instructing the Paying Agent/Registrar to rescind the redemption notice, and such notice and redemption shall be of no effect if such moneys and/or authorized securities are not so deposited or if the notice is rescinded. The Paying Agent/Registrar shall give prompt notice of any such rescission of a conditional notice of redemption to the affected Owners. Any Bonds subject to conditional redemption and such redemption has been rescinded shall remain Outstanding, and the rescission of such redemption shall not constitute an Event of Default. Further, in the case of a conditional redemption, the failure of the City to make moneys and/or authorized securities available in part or in whole on or before the redemption date shall not constitute an Event of Default. Any notice so mailed shall be conclusively presumed to have been duly given, whether or not the registered owner receives such notice. Notice having been so given and subject, in the case of an optional redemption, to any rights or conditions reserved by the City in the notice, the certificates called for redemption shall become due and payable on the specified redemption date, and notwithstanding that any obligation or portion thereof has not been surrendered for payment, interest on such obligation or portion thereof shall cease to accrue.

Neither the City nor the Paying Agent/Registrar shall be required to issue, transfer or exchange any Bond called for redemption where such redemption is scheduled to occur within forty-five (45) calendar days of the transfer or exchange date; provided, however, such limitation shall not be applicable to an exchange by the registered owner of the uncalled principal balance of a Bond.

As provided in the Ordinance, and subject to certain limitations therein set forth, this Bond is transferable upon surrender of this Bond for transfer at the Designated Payment/Transfer Office of the Paying Agent/Registrar with such endorsement or other evidence of transfer as is acceptable to the Paying Agent/Registrar; thereupon, one or more new fully registered Bonds of the same stated maturity, of authorized denominations, bearing the same rate of interest, and for the same aggregate principal amount will be issued to the designated transferee or transferees.

The City, the Paying Agent/Registrar, and any other person may treat the person in whose name this Bond is registered as the owner hereof for the purpose of receiving payment as herein provided (except interest shall be paid to the person in whose name this Bond is registered on the "Record Date" or "Special Record Date," as applicable) and for all other purposes, whether or not this Bond be overdue, and neither the City, nor the Paying Agent/Registrar nor any other person shall be affected by notice to the contrary.

IT IS HEREBY CERTIFIED AND RECITED that the issuance of this Bond and the series of which it is a part is duly authorized by law and has been authorized by a vote of the properly qualified electors of the City; that all acts, conditions and things required to be done precedent to and in the issuance of the Bonds have been properly done and performed and have happened in regular and due time, form and manner, as required by law; and that ad valorem taxes upon all taxable property in the City have been levied for and pledged to the payment of the debt service requirements of the Bonds, within the limit prescribed by law.

IN WITNESS WHEREOF, the City has caused this Bond to be executed by the manual or facsimile signature of the Mayor of the City and countersigned by the manual or facsimile signature of the City Secretary of the City, and the official seal of the City has been duly impressed or placed in facsimile on this Bond.

City Secretary,
City of Brenham, Texas

Mayor,
City of Brenham, Texas

[SEAL]

(b) Form of Comptroller’s Registration Certificate.

The following Comptroller’s Registration Certificate may be deleted from the definitive Bonds if such certificate on the Initial Bond is fully executed.

REGISTRATION CERTIFICATE OF COMPTROLLER OF PUBLIC ACCOUNTS

OFFICE OF THE COMPTROLLER §
OF PUBLIC ACCOUNTS § REGISTER NO. _____
OF THE STATE OF TEXAS §

I hereby certify that there is on file and of record in my office a certificate of the Attorney General of the State of Texas to the effect that this Bond has been examined by him as required by law, that he finds that it has been issued in conformity with the Constitution and laws of the State of Texas, and that it is a valid and binding obligation of the City of Brenham, Texas, and that this Bond has this day been registered by me.

Witness my hand and seal of office at Austin, Texas, _____.

Comptroller of Public Accounts
of the State of Texas

[SEAL]

(c) Form of Certificate of Paying Agent/Registrar.

The following Certificate of Paying Agent/Registrar may be deleted from the Initial Bond if the executed Comptroller's Registration Certificate appears thereon.

CERTIFICATE OF PAYING AGENT/REGISTRAR

The records of the Paying Agent/Registrar show that the Initial Bond of this series of bonds was approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts of the State of Texas, and that this is one of the Bonds referred to in the within-mentioned Ordinance.

THE BANK OF NEW YORK MELLON TRUST COMPANY, National Association, as Paying Agent/Registrar

Dated: _____

By: _____
Authorized Signatory

(d) Form of Assignment.

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns, and transfers unto (print or typewrite name, address and Zip Code of transferee):

(Social Security or other identifying number: _____) the within Bond and all rights hereunder and hereby irrevocably constitutes and appoints _____ attorney to transfer the within Bond on the books kept for registration hereof, with full power of substitution in the premises.

Dated: _____

NOTICE: The signature on this Assignment must correspond with the name of the registered owner as it appears on the face of the within Bond in every particular and must be guaranteed in a manner acceptable to the Paying Agent/Registrar.

Signature Guaranteed:

Authorized Signatory

(e) The Initial Bond shall be in the form set forth in paragraphs (a), (b) and (d) of this Section, except for the following alterations:

(i) immediately under the name of the Bond, the headings “INTEREST RATE” and “MATURITY DATE” shall both be completed with the words “As shown below” and the words “CUSIP NUMBER” deleted; and

(ii) in the first paragraph of the Bond, the words “on the Maturity Date specified above the sum of _____ DOLLARS,” shall be deleted and the following will be inserted: “on August 15 in each of the years, in the principal installments and bearing interest at the per annum rates in accordance with the following schedule:

<u>Years</u>	<u>Principal Installments</u>	<u>Interest Rate</u>
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(Information to be inserted from
schedule in Section 3.02 of this Ordinance)

Section 6.03 CUSIP Registration.

The City may secure identification numbers through the CUSIP Service Bureau Division of Standard & Poor's Corporation, New York, New York, and may authorize the printing of such numbers on the face of the Bonds. It is expressly provided, however, that the presence or absence of CUSIP numbers on the Bonds shall be of no significance or effect as regards the legality thereof and neither the City nor the attorneys approving said Bonds as to legality are to be held responsible for CUSIP numbers incorrectly printed on the Bonds.

Section 6.04 Legal Opinion.

The approving legal opinion of Vinson & Elkins L.L.P., Bond Counsel, may be printed on the reverse side of or attached to each Bond over the certification of the City Secretary of the City, which may be executed in facsimile.

ARTICLE VII

SALE AND DELIVERY OF BONDS, OFFICIAL STATEMENT,
DEPOSIT OF PROCEEDS

Section 7.01 Sale of Bonds, Official Statement.

(a) The Bonds, having been advertised and offered for sale at competitive bid, are hereby sold and awarded and shall be delivered to _____ (the "Purchaser"), at a price equal to the principal amount thereof, plus accrued interest from the Dated Date to the Closing Date plus a cash premium of \$_____. It is hereby found, determined and declared that the bid of the Purchaser produces the lowest true interest cost. The Bonds shall be initially registered in the name of the Purchaser or its designee.

(b) The form and substance of the Preliminary Official Statement, and any addenda, supplement or amendment thereto, and the final Official Statement (the "Official Statement") presented to and considered at this meeting, are hereby in all respects approved and adopted, and the Preliminary Official Statement is hereby deemed final as of its date (except for the omission of pricing and related information) within the meaning and for the purposes of paragraph (b)(1) of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended. The Mayor and City Secretary of the City are hereby authorized and directed to execute the same and deliver appropriate numbers of copies thereof to the Purchaser. The Official Statement as thus approved and delivered, with such appropriate variations as shall be approved by the Mayor of the City and the Purchaser, may be used by the Purchaser in the public offering and sale thereof. The use and distribution of the Preliminary Official Statement in the public offering of the Bonds by the Purchaser is hereby ratified, approved and confirmed. The City Secretary is hereby authorized and directed to include and maintain a copy of the Official Statement and any addenda, supplement or amendment thereto thus approved among the permanent records of this meeting. The use and distribution of the Official Statement and the preliminary public offering of the Bonds by the Purchaser is hereby ratified, approved and confirmed.

(c) All officers of the City are authorized to execute such documents, certificates and receipts, and to make such elections with respect to the tax-exempt status of the Bonds, as they may deem appropriate in order to consummate the delivery of the Bonds.

(d) The obligation of the Purchaser to accept delivery of the Bonds is subject to the Purchaser being furnished with the final, approving opinion of Vinson & Elkins L.L.P., Bond Counsel for the City, which opinion shall be dated and delivered the Closing Date.

Section 7.02 Control and Delivery of Bonds.

(a) The Mayor of the City is hereby authorized to have control of the Initial Bond and all necessary records and proceedings pertaining thereto pending investigation, examination and approval of the Attorney General of the State of Texas, registration by the Comptroller of Public Accounts of the State of Texas and registration with, and initial exchange or transfer by, the Paying Agent/Registrar.

(b) After registration by the Comptroller of Public Accounts of the State of Texas, delivery of the Bonds shall be made to the Purchaser thereof under and subject to the general supervision and direction of the Mayor, against receipt by the City of all amounts due to the City under the terms of sale.

(c) In the event the Mayor or City Secretary is absent or otherwise unable to execute any document or take any action authorized herein, the Mayor Pro Tem and the Assistant City Secretary, respectively, shall be authorized to execute such documents and take such actions, and the performance of such duties by the Mayor Pro Tem and the Assistant City Secretary shall for the purposes of this Ordinance have the same force and effect as if such duties were performed by the Mayor and City Secretary, respectively.

Section 7.03 Deposit of Proceeds.

(a) All amounts received on the Closing Date as accrued interest on the Bonds from the Bond Date to the Closing Date shall be deposited to the Interest and Sinking Fund.

(b) The amount of \$_____ shall be deposited to the Escrow Fund and shall be applied as specified in the Escrow Agreement.

(c) The remaining balance shall be used to pay the costs of issuing the Bonds. Amounts remaining after payment of costs of issuance shall be deposited to the Interest and Sinking Fund and applied to the payment of debt service on the Bonds.

ARTICLE VIII

INVESTMENTS

Section 8.01 Investments.

(a) Money in the Interest and Sinking Fund created by this Ordinance, at the option of the City, may be invested in such securities or obligations as permitted under applicable law as in effect on the date of the investment.

(b) Any securities or obligations in which money in the Interest and Sinking Fund is so invested shall be kept and held in trust for the benefit of the Owners and shall be sold and the proceeds of sale shall be timely applied to the making of all payments required to be made from the Interest and Sinking Fund.

Section 8.02 Investment Income.

(a) Interest and income derived from investment of the Interest and Sinking Fund shall be credited to such Fund.

(b) Interest and income derived from the investment of funds deposited pursuant to the Escrow Agreement shall be applied as provided in the Escrow Agreement.

ARTICLE IX

PARTICULAR REPRESENTATIONS AND COVENANTS

Section 9.01 Payment of the Bonds.

On or before each Interest Payment Date for the Bonds and while any of the Bonds are outstanding and unpaid, there shall be made available to the Paying Agent/Registrar, out of the Interest and Sinking Fund, money sufficient to pay such interest on and principal of the Bonds as will accrue or mature on the applicable Interest Payment Date, maturity date or date of prior redemption. Such transfer of funds shall be made in such manner as will cause immediately available funds to be deposited with the Paying Agent/Registrar not later than the close of business on the Business Day next preceding the date of payment for the Bonds.

Section 9.02 Other Representations and Covenants.

(a) The City will faithfully perform at all times any and all covenants, undertakings, stipulations, and provisions contained in this Ordinance and in each Bond; the City will promptly pay or cause to be paid the principal of and interest on each Bond on the dates and at the places and manner prescribed in such Bond; and the City will, at the times and in the manner prescribed by this Ordinance, deposit or cause to be deposited the amounts of money specified by this Ordinance.

(b) The City is duly authorized under the laws of the State of Texas to issue the Bonds; all action on its part for the creation and issuance of the Bonds has been duly and

effectively taken; and the Bonds in the hands of the Owners thereof are and will be valid and enforceable obligations of the City in accordance with their terms.

Section 9.03 Provisions Concerning Federal Income Tax Exclusion.

The City intends that the interest on the Bonds shall be excludable from gross income for purposes of federal income taxation pursuant to sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended (the “Code”), and the applicable regulations promulgated thereunder (the “Regulations”). The City covenants and agrees not to take any action, or knowingly omit to take any action within its control, that if taken or omitted, respectively, would cause the interest on the Bonds to be includable in the gross income, as defined in section 61 of the Code, of the holders thereof for purposes of federal income taxation. In particular, the City covenants and agrees to comply with each requirement of Sections 9.03 through 9.10, inclusive; provided, however, that the City shall not be required to comply with any particular requirement of Sections 9.03 through 9.10, inclusive, if the City has received an opinion of nationally recognized bond counsel (“Counsel’s Opinion”) that such noncompliance will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds or if the City has received a Counsel’s Opinion to the effect that compliance with some other requirement set forth in Sections 9.03 through 9.10, inclusive, will satisfy the applicable requirements of the Code, in which case compliance with such other requirement specified in such Counsel’s Opinion shall constitute compliance with the corresponding requirement specified in Sections 9.03 through 9.10, inclusive.

Section 9.04 No Private Use or Payment and No Private Loan Financing.

The City shall certify, through an authorized officer, employee or agent, that, based upon all facts and estimates known or reasonably expected to be in existence on the date the Bonds are delivered, the proceeds of the Bonds will not be used in a manner that would cause the Bonds to be “private activity bonds” within the meaning of section 141 of the Code and the Regulations. The City covenants and agrees that it will make such use of the proceeds of the Bonds, including interest or other investment income derived from Bond proceeds, regulate the use of property financed, directly or indirectly, with such proceeds, and take such other and further action as may be required so that the Bonds will not be “private activity bonds” within the meaning of section 141 of the Code and the Regulations.

Section 9.05 No Federal Guaranty.

The City covenants and agrees not to take any action, or knowingly omit to take any action within its control, that, if taken or omitted, respectively, would cause the Bonds to be “federally guaranteed” within the meaning of section 149(b) of the Code and the Regulations, except as permitted by section 149(b)(3) of the Code and the Regulations.

Section 9.06 Bonds are not Hedge Bonds.

The City covenants and agrees not to take any action, or knowingly omit to take any action, and has not knowingly omitted and will not knowingly omit to take any action, within its control, that, if taken or omitted, respectively, would cause the Bonds to be “hedge bonds” within the meaning of section 149(g) of the Code and the Regulations.

Section 9.07 No-Arbitrage Covenant.

The City shall certify, through an authorized officer, employee or agent, that, based upon all facts and estimates known or reasonably expected to be in existence on the date the Bonds are delivered, the City will reasonably expect that the proceeds of the Bonds will not be used in a manner that would cause the Bonds to be “arbitrage bonds” within the meaning of section 148(a) of the Code and the Regulations. Moreover, the City covenants and agrees that it will make such use of the proceeds of the Bonds including interest or other investment income derived from Bond proceeds, regulate investments of proceeds of the Bonds, and take such other and further action as may be required so that the Bonds will not be “arbitrage bonds” within the meaning of section 148(a) of the Code and the Regulations.

Section 9.08 Arbitrage Rebate.

If the City does not qualify for an exception to the requirements of Section 148(f) of the Code, the City will take all necessary steps to comply with the requirement that certain amounts earned by the City on the investment of the “gross proceeds” of the Bonds (within the meaning of section 148(f)(6)(B) of the Code), be rebated to the federal government. Specifically, the City will (i) maintain records regarding the investment of the gross proceeds of the Bonds as may be required to calculate the amount earned on the investment of the gross proceeds of the Bonds separately from records of amounts on deposit in the funds and accounts of the City allocable to other bond issues of the City or moneys which do not represent gross proceeds of any bonds of the City, (ii) calculate at such times as are required by the Regulations, the amount earned from the investment of the gross proceeds of the Bonds which is required to be rebated to the federal government, and (iii) pay, not less often than every fifth anniversary date of the delivery of the Bonds or on such other dates as may be permitted under the Regulations, all amounts required to be rebated to the federal government. Further, the City will not indirectly pay any amount otherwise payable to the federal government pursuant to the foregoing requirements to any person other than the federal government by entering into any investment arrangement with respect to the gross proceeds of the Bonds that might result in a reduction in the amount required to be paid to the federal government because such arrangement results in a smaller profit or a larger loss than would have resulted if the arrangement had been at arm’s length and had the yield on the issue not been relevant to either party.

Section 9.09 Information Reporting.

The City covenants and agrees to file or cause to be filed with the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Bonds are issued, an information statement concerning the Bonds, all under and in accordance with section 149(e) of the Code and the Regulations.

Section 9.10 Continuing Obligation.

Notwithstanding any other provision of this Ordinance, the City’s obligations under the covenants and provisions of Sections 9.03 through 9.09, inclusive, shall survive the defeasance and discharge of the Bonds.

Section 9.11 Qualified Tax-Exempt Obligations.

The City hereby designates the Bonds as “qualified tax-exempt obligations” for purposes of section 265(b) of the Code. In connection therewith, the City represents (a) that the aggregate amount of tax-exempt obligations issued by the City during calendar year 2011, including the Bonds, which have been designated as “qualified tax-exempt obligations” under section 265(b)(3) of the Code does not exceed \$10,000,000, and (b) that the reasonably anticipated amount of its tax-exempt obligations which will be issued by the City during calendar year 2011, including the Bonds, will not exceed \$10,000,000. For purposes of this Section 9.11, the term “tax-exempt obligations” does not include “private activity bonds” within the meaning of section 141 of the Code, other than “qualified 501(c)(3) bonds” within the meaning of section 145 of the Code. In addition, for purposes of this Section 9.11, the City includes all entities which are aggregate with the City under the Code.

ARTICLE X

DEFAULT AND REMEDIES

Section 10.01 Events of Default.

Each of the following occurrences or events for the purpose of this Ordinance is hereby declared to be an Event of Default:

- (i) the failure to make payment of the principal of or interest on any of the Bonds when the same becomes due and payable; or
- (ii) default in the performance or observance of any other covenant, agreement or obligation of the City, which default materially and adversely affects the rights of the Owners, including but not limited to, their prospect or ability to be repaid in accordance with this Ordinance, and the continuation thereof for a period of sixty (60) days after notice of such default is given by any Owner to the City.

Section 10.02 Remedies for Default.

(a) Upon the happening of any Event of Default, then any Owner or an authorized representative thereof, including but not limited to, a trustee or trustees therefor, may proceed against the City for the purpose of protecting and enforcing the rights of the Owners under this Ordinance, by mandamus or other suit, action or special proceeding in equity or at law, in any court of competent jurisdiction, for any relief permitted by law, including the specific performance of any covenant or agreement contained herein, or thereby to enjoin any act or thing that may be unlawful or in violation of any right of the Owners hereunder or any combination of such remedies.

(b) It is provided that all such proceedings shall be instituted and maintained for the equal benefit of all Owners of Bonds then outstanding.

Section 10.03 Remedies Not Exclusive.

(a) No remedy herein conferred or reserved is intended to be exclusive of any other available remedy or remedies, but each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or under the Bonds or now or hereafter existing at law or in equity; provided, however, that notwithstanding any other provision of this Ordinance, the right to accelerate the debt evidenced by the Bonds shall not be available as a remedy under this Ordinance.

(b) The exercise of any remedy herein conferred or reserved shall not be deemed a waiver of any other available remedy.

ARTICLE XI

DISCHARGE

Section 11.01 Discharge.

The Bonds may be refunded, discharged or defeased in any manner permitted by applicable law.

ARTICLE XII

CONTINUING DISCLOSURE UNDERTAKING

Section 12.01 Annual Reports.

(a) The City shall provide annually to the Municipal Securities Rulemaking Board within six (6) months after the end of each Fiscal Year, financial information and operating data with respect to the City of the general type included in the final Official Statement, being the information described in Exhibit A hereto. Any financial statements so to be provided shall be (i) prepared in accordance with the accounting principles described in Exhibit A hereto, and (ii) audited, if the City commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within such period, then the City shall provide notice that audited financial statements are not available and shall provide unaudited financial statements for the applicable Fiscal Year to the MSRB. Thereafter, when and if audited financial statements become available, the City shall provide such audited financial statements as required to the MSRB.

(b) If the City changes its Fiscal Year, it will notify the MSRB of the change (and of the date of the new Fiscal Year end) prior to the next date by which the City otherwise would be required to provide financial information and operating data pursuant to this Section.

(c) The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document, if it is available from the MSRB) that theretofore has been provided to the MSRB or filed with the SEC.

Section 12.02 Material Event Notices.

(a) The City shall provide notice of any of the following events with respect to the Bonds to the MSRB in a timely manner and not more than 10 business days after the occurrence of the event:

- (i) principal and interest payment delinquencies;
- (ii) nonpayment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (vii) modifications to rights of Owners, if material;
- (viii) bond calls, if material and tender offers;
- (ix) defeasance;
- (x) release, substitution, or sale of property securing repayment of the Bonds, if material; and
- (xi) rating changes.
- (xii) bankruptcy, insolvency, receivership, or similar event of the City, which shall occur as described below;
- (xiii) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (xiv) appointment of a successor or additional paying agent/registrars or the change of name of a paying agent/registrars, if material.

For these purposes, any event described in the immediately preceding clause (xii) is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the United States Bankruptcy Code or in any other

proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the.

(b) The City shall notify the MSRB, in a timely manner, of any failure by the City to provide financial information or operating data in accordance with Section 12.02 of this Ordinance by the time required by such Section.

(c) The City shall provide notice of any of the following events with respect to the Bonds to the MSRB in a timely manner and not more than 10 business days after the occurrence of the event:

- (i) principal and interest payment delinquencies;
- (ii) nonpayment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (vii) modifications to rights of Owners, if material;
- (viii) bond calls, if material and tender offers;
- (ix) defeasance;
- (x) release, substitution, or sale of property securing repayment of the Bonds, if material; and
- (xi) rating changes.
- (xii) bankruptcy, insolvency, receivership, or similar event of the City, which shall occur as described below;

(xiii) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

(xiv) appointment of a successor or additional paying agent/registrars or the change of name of a paying agent/registrars, if material.

For these purposes, any event described in the immediately preceding clause (xii) is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets of business of the.

(d) The City shall notify the MSRB, in a timely manner, of any failure by the City to provide financial information or operating data in accordance with Section 12.02 of this Ordinance by the time required by such Section.

Section 12.03 Limitations, Disclaimers and Amendments.

(a) The City shall be obligated to observe and perform the covenants specified in this Article for so long as, but only for so long as, the City remains an “obligated person” with respect to the Bonds within the meaning of the Rule, except that the City in any event will give notice of any deposit made in accordance with Article XI that causes Bonds no longer to be Outstanding.

(b) The provisions of this Article are for the sole benefit of the Owners and beneficial owners of the Bonds, and nothing in this Article, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The City undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Article and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the City’s financial results, condition, or prospects or hereby undertake to update any information provided in accordance with this Article or otherwise, except as expressly provided herein. The City does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

UNDER NO CIRCUMSTANCES SHALL THE CITY BE LIABLE TO THE OWNER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE CITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY

COVENANT SPECIFIED IN THIS ARTICLE, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

(c) No default by the City in observing or performing its obligations under this Article shall comprise a breach of or default under the Ordinance for purposes of any other provisions of this Ordinance.

(d) Nothing in this Article is intended or shall act to disclaim, waive, or otherwise limit the duties of the City under federal and state securities laws.

The provisions of this Article may be amended by the City from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, but only if (i) the provisions of this Article, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (ii) either (A) the Owners of a majority in aggregate principal amount (or any greater amount required by any other provisions of this Ordinance that authorizes such an amendment) of the Outstanding Bonds consent to such amendment or (B) a person that is unaffiliated with the City (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interests of the Owners and beneficial owners of the Bonds. The provisions of this Article may also be amended from time to time or repealed by the City if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction determines that such provisions are invalid, but only if and to the extent that reservation of the City's right to do so would not prevent underwriters of the initial public offering of the Bonds from lawfully purchasing or selling Bonds in such offering. If the City so amends the provisions of this Article, it shall include with any amended financial information or operating data next provided in accordance with Section 12.02 an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information or operating data so provided.

ARTICLE XIII

REDEMPTION OF REFUNDED OBLIGATIONS; APPROVAL OF ESCROW AGREEMENT; PURCHASE OF ESCROWED SECURITIES

Section 13.01 Redemption of Refunded Obligations.

(a) The Refunded Obligations are hereby called for redemption and shall be redeemed prior to the stated maturity thereof on the respective redemption dates specified in Schedule I. The Refunded Obligations shall be redeemed at a redemption price equal to the principal amount thereof plus interest accrued thereon to the redemption date.

(b) The City Secretary is hereby authorized and directed to cause to be delivered to the paying agent/registrar for the Refunded Obligations, notice of redemption of the Refunded

Obligations by delivery thereto of a certified copy of this Ordinance, the delivery of such certified copy of this Ordinance to such paying agent/registrar constituting delivery of notice of redemption in accordance with the requirements of the respective ordinances authorizing the issuance of the Refunded Obligations.

(c) The paying agent/registrar for the Refunded Obligations is hereby authorized and directed to give notice of redemption and such other notices which may be required with respect to the Refunded Obligations as required by and in accordance with the terms and provision of the respective ordinances authorizing the issuance of the Refunded Obligations.

Section 13.02 Approval of Escrow Agreement.

The form, terms and provisions of the Escrow Agreement presented at this meeting, and the execution and delivery thereof, are hereby approved. The Mayor is hereby authorized and directed to execute and deliver the Escrow Agreement. The signature of the Mayor may be attested by the City Secretary of the City.

Section 13.03 Subscription of Federal Securities.

The Mayor and the Director of Finance of the City, either or both, are hereby authorized and directed to make necessary arrangements for the purchase of the Federal Securities referenced in the Escrow Agreement as may be required for the Escrow Fund. The application for the acquisition of the Federal Securities is hereby approved and ratified.

ARTICLE XIV

EFFECTIVE IMMEDIATELY

Section 14.01 Effective Immediately.

Notwithstanding the provisions of the City Charter, this Ordinance shall become effective immediately upon its adoption at this meeting pursuant to Section 1201.028, Texas Government Code.

PASSED AND APPROVED this 21st day of April, 2011.

SCHEDULE I

REFUNDED OBLIGATIONS

The following series of obligations, shall be refunded from a portion of the proceeds of the Bonds and shall be redeemed on the respective redemption date at a redemption price equal to the principal amount of the Refunded Obligations plus interest accrued thereon to the respective redemption date.

<u>Series</u>	<u>Maturities Refunded</u>	<u>Principal Amount Refunded</u>	<u>Redemption Date</u>
General Obligation Refunding Bonds, Series 2001	2012	470,000	8/15/2011
	2013	490,000	8/15/2011
	2014	485,000	8/15/2011

<u>Series</u>	<u>Maturities Refunded</u>	<u>Principal Amount Refunded</u>	<u>Redemption Date</u>
Combination Tax and Revenue Certificates of Obligation, Series 2002	2014	475,000	8/15/2012
	2015	495,000	8/15/2012
	2016	515,000	8/15/2012
	2017	535,000	8/15/2012
	2018	565,000	8/15/2012
	2019	585,000	8/15/2012
	2020	615,000	8/15/2012
	2021	640,000	8/15/2012
	2022	675,000	8/15/2012
	2023	700,000	8/15/2012

EXHIBIT A

DESCRIPTION OF ANNUAL DISCLOSURE OF FINANCIAL INFORMATION

The following information is referred to in Article XII of this Ordinance.

Annual Financial Statements and Operating Data

The financial information and operating data with respect to the City to be provided annually in accordance with such Article are as specified (and included in the Appendix or other headings of the Official Statement referred to) below:

1. The portions of the financial statements of the City appended to the Official Statement as Appendix B, but for the most recently concluded Fiscal Year.
2. Statistical and financial data set forth in Tables numbered 1 through 4 and 6 through 9, each inclusive.

Accounting Principles

The accounting principles referred to in such Article are the accounting principles described in the notes to the financial statements referred to in Paragraph 1 above, as such principles may be changed from time to time to comply with State law.



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 15, 2011	
DEPT. OF ORIGIN: Finance	SUBMITTED BY: Carolyn D. Miller	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1 ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2 ND READING
<input type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Discuss and Possibly Act Upon Acceptance of the 2010 Audit of Washington County Appraisal District by Seidel, Schroeder & Company, Approval of a Request to Spend up to \$20,000 for new Computers from Retained Funds Leaving a Reserved Fund Balance of \$140,000, Approval of a Request to Retain Accumulated Funds in the Amount of \$59,929 with the City of Brenham's Portion being \$6,598 and Approval of the Accounting Methodology for these funds.		
SUMMARY STATEMENT: The City has received a copy of the Washington County Appraisal District's (WCAD) audited financial statement for the fiscal year ending August 31, 2010. A copy is in the CFO's office for your review. I have attached the transmittal letter from Mr. Willy Dilworth and he will be attending the Council meeting to present the information and to answer any questions that may arise.		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items):		
A. PROS:		
B. CONS:		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS: (1) Transmittal letter from Willy Dilworth, Chief Appraiser		
FUNDING SOURCE (Where Applicable):		
RECOMMENDED ACTION: Staff recommends acceptance of the 2010 audit, approval of a request to spend up to \$20,000 for new computers from retained funds leaving a reserved fund balance of \$140,000, approval of a request to retain accumulated funds in the amount of \$59,929 with the City of Brenham's portion being \$6,598 and approval of the accounting methodology for these funds.		
APPROVALS: Carolyn D. Miller		

WASHINGTON COUNTY APPRAISAL DISTRICT

**1301 NIEBUHR
P. O. BOX 681
BRENHAM, TX 77834-0681
(979) 277-3740**

April 5, 2011

City of Brenham
Mr. Terry Roberts
PO Box 1059
Brenham, TX 77834-1059

Dear Mr. Roberts,

The Washington County Appraisal District is trying to adopt our budget again. This budget shows an increase over the prior year budget of \$5,765. This increase reflects an increase in employee insurance costs estimated at \$4,315. There is a \$1,700 increase in the cost of Thomas Y. Pickett & Co. to offset postage expenses for mailing notices. Other increases come from an increase in the audit of \$250 and an additional \$100 for copier expenses.

We met with the budget committee formed this year from each of the entities. Their input resulted in the contents of this letter.

The total budget last year was \$652,829. The proposed 2011-2012 budget is \$658,594. Again this is an increase of \$5,765 or 0.88%. To increase our budget in this economy is debatable at best. The problem is we have tried desperately to hold the line, have adopted the same budget for four years, and have given up an appraiser position in order to do so. There is good news however.

The audit of the finances of the WCAD was recently completed. This audit revealed that we were lucky enough to be able to save \$59,929 out of the 2009-2010 budget. We would like to return this money to the entities as an offset of your share of the 2011-2012 budget. A copy of the audit performed by Seidel & Schroeder is included. The taxing entities of Washington County have always graciously allowed us to retain such funds for projects, but we feel it would be inappropriate for us to do so this year.

This refund is allocated to the entities in an attached document. The use of the refund to offset the new budget reduces future costs to the entities. This reduction in the 2011-2012 budget is shown on another attached document. The proposed budget is attached as well.

On another budgetary note the WCAD has retained \$210,000 with entity approval for legal fees in the amount of \$50,000, for the 2011 flight for Pictometry (\$50,000), for another flight for Pictometry in 2013 (\$50,000), and for the replacement of vehicles (\$60,000). We are just concluding the purchase of the 2011 flight of Pictometry and have taken delivery of most of the technology.

The total of retained funds after the payment of the 2011 flight of Pictometry will be \$160,000. I would like to ask your permission to use \$20,000 of the money designated for vehicle replacement to buy new desktop computers for the office. The current computers are all about 6 years old and beginning to experience problems.

This would leave a balance of reserved funds in the amount of \$140,000 allocated as follows: Legal Fund: \$50,000
2013 Pictometry: \$50,000
Fleet Replacement: \$40,000

I would like to ask each of the entities to take action on four issues addressed in this letter.

Issue Number 1: Input regarding the 2011-2012 Budget in the amount of \$658,594 with an increase of \$5,765 over last year. Tentative adoption May 24, 2011

Issue Number 2: Approval to refund excess money from the 2009-2010 budget totaling \$59,929 as allocated on the attached sheet and apply to the 2011-2012 WCAD budget.

Issue Number 3: Accept the audit from Seidel & Schroeder for the 2009-2010 fiscal year.

Issue Number 4: Approval for the WCAD to spend up to \$20,000 for new computers from retained funds and leaving \$140,000 as designated above.

I apologize that this letter covers so many issues. I felt that one letter would be easier than doing multiple letters that closely followed one another. Please address the above issues as soon as possible, I would like to try and adopt our 2011-2012 budget at our May 24, 2011 Board of Director's meeting.

Sincerely;



Willy Dilworth
Chief Appraiser

Washington County Appraisal District

2009-2010 Excess Budget

Tuesday, April 05, 2011

Amount \$ 59,929

%Total= 2010 Levy/\$44,733,889

Budget Allocation= % Total Levy x \$ **59,929**

Entity/ Appraisal Allocation	2010 Levy		Refund Amount
Brenham ISD	\$ 22,467,980	50.23%	\$ 30,100
Burton ISD	\$ 4,316,269	9.65%	\$ 5,782
City of Brenham	\$ 4,924,831	11.01%	\$ 6,598
City of Burton	\$ 71,466	0.16%	\$ 96
Oak Hill FWD	\$ 101,460	0.23%	\$ 136
Washington County General	\$ 7,652,857	17.11%	\$ 10,252
Washington County F&M	\$ 3,584,721	8.01%	\$ 4,802
Blinn College	\$ 1,441,609	3.22%	\$ 1,931
Giddings ISD	\$ 172,696	0.39%	\$ 231
	\$ 44,733,889	100.00%	\$ 59,929.00

Washington County Appraisal District
 Entity Costs Assuming Refund with Prior Year Comparison
 April 5, 2011

	Net 2011-2012 Cost	2010-2011 Cost	Change	Decrease
Brenham ISD	\$ 300,685	\$ 325,395	\$ (24,710)	-7.59%
Burton ISD	\$ 57,764	\$ 63,676	\$ (5,912)	-9.28%
City of Brenham	\$ 65,908	\$ 73,958	\$ (8,050)	-10.88%
City of Burton	\$ 956	\$ 1,004	\$ (48)	-4.74%
Oak Hill FWD	\$ 1,358	\$ 1,402	\$ (44)	-3.15%
Washington County General	\$ 102,417	\$ 111,592	\$ (9,175)	-8.22%
Washington County F&M	\$ 47,974	\$ 52,280	\$ (4,306)	-8.24%
Blinn College	\$ 19,293	\$ 21,017	\$ (1,724)	-8.20%
Giddings ISD	\$ 2,311	\$ 2,505	\$ (194)	-7.74%
	\$ 598,665			
Total 2011-2012 Budget	\$ 658,594			
Refund Amount	\$ 59,929			
Net 2011-2012 Budget	\$ 598,665			

Washington County Appraisal District
2011-2012 Budget
Proposed
April 5, 2011

41 General Administration

6100 Payroll Costs

		2009-2010	2010-2011	2011-2012	
Professional Personnel	6119.00-952-0-99	\$ 49,257	\$ 54,194.00	\$ 54,194.00	
Para Professional Personnel	6129.00-952-0-99	\$ 297,420	\$ 335,025	\$ 335,025	
In District Travel	6139.00-952-0-99	\$ 1,200	\$ 1,200	\$ 1,200	
FIMM Medicare	6141.00-952-0-99	\$ 3,584	\$ 4,260	\$ 4,260	
Health Insurance	6142.00-952-0-99	\$ 25,702	\$ 33,200	\$ 33,200	
Workers Comp.	6143.00-952-0-99	\$ 1,411	\$ 1,100	\$ 1,100	
Unemployment Comp.	6145.00-952-0-99	\$ 356	\$ 300	\$ 300	
Teacher Retirement	6146.00-952-0-99	\$ 1,603	\$ 2,200	\$ 2,200	
Payroll Costs		\$ 434,415	\$ 431,479	\$ 435,794	1% insurance, etc.

6200 Professional & Contracted Services

		2009-2010	2010-2011	2011-2012	
Legal Services	6211.00-952-0-99	\$ 1,200	\$ 1,200	\$ 1,200	
Arbitration	6212.00-952-0-99	\$ 7,500	\$ 5,000	\$ 5,000	
Audit Services	6212.00-952-0-99	\$ 5,250	\$ 5,250	\$ 5,500	ADD \$250
Tax Evaluation- T.Y. Pickett	6213.00-952-0-99	\$ 44,500	\$ 47,000	\$ 48,700	ADD \$1,700
Data Processing Services	6218.00-952-0-99	\$ 5,000	\$ 5,000	\$ 5,000	
Appraisal Review Board	6219.00-952-0-99	\$ 6,000	\$ 6,000	\$ 6,000	
Contracted Services- Software	6249.00-952-0-99	\$ 32,500	\$ 42,100	\$ 42,100	
Equipment Repair	6249.01-952-0-99	\$ 3,000	\$ 3,000	\$ 3,000	
Contracted Maintenance- MAP	6249.P2-952-0-99	\$ 7,500	\$ 2,500	\$ 2,500	
Contracted Maintenance- Copier	6249.P5-952-0-99	\$ 1,200	\$ 1,750	\$ 1,850	ADD \$100
Building Rental	6269.01-952-0-99	\$ 20,000	\$ 20,000	\$ 20,000	
Professional & Contracted Services		\$ 133,650	\$ 138,800	\$ 140,850	

6300 Supplies & Materials

		2009-2010	2010-2011	2011-2012	
Vehicle Supplies	6311.00-952-0-99	\$ 8,000	\$ 8,000	\$ 8,000	
Books & Magazines	6329.00-952-0-99	\$ 2,000	\$ 2,000	\$ 2,000	
Computer Supplies	6397.00-952-0-99	\$ 4,000	\$ 4,000	\$ 4,000	
General Supplies	6399.00-952-0-99	\$ 15,000	\$ 13,000	\$ 13,000	
Supplies & Materials		\$ 29,000	\$ 27,000	\$ 27,000	

6400 Other Operating Costs

		2009-2010	2010-2011	2011-2012	
Travel	6411.00-952-0-99	\$ 3,000	\$ 3,000	\$ 3,000	
Insurance & Bonding Expenses	6429.00-952-0-99	\$ 9,500	\$ 9,000	\$ 9,000	
Fees & Dues	6499.00-952-0-99	\$ 5,500	\$ 5,500	\$ 5,500	
Misc. Expenses	6499.01-952-0-99	\$ 3,000	\$ 3,000	\$ 3,000	
Other Operating Costs		\$ 21,000	\$ 20,500	\$ 20,500	

6500 Debt Service

		2009-2010	2010-2011	2011-2012	
Computer Note Payment	6512.00-952-0-99	\$ -	\$ -	\$ -	
Interest on Loan	6522.00-952-0-99	\$ -	\$ -	\$ -	
Debt Service		\$ -	\$ -	\$ -	

6600 Capital Outlay- Land, Buildings & Equip.

		2009-2010	2010-2011	2011-2012	
Vehicles	6631.00-952-0-99	\$ -	\$ -	\$ -	
Fixed Assets- >\$5000	6638.00-952-0-99	\$ -	\$ -	\$ -	
Fixed Assets	6639.00-952-0-99	\$ -	\$ -	\$ -	
Fixed Assets- Unit<\$5000	6649.00-952-0-99	\$ 11,000	\$ 11,000	\$ 11,000	
Capital Outlay-Special Projects	6649.SP-952-0-99	\$ -	\$ -	\$ -	
Capital Outlay- Land, Buildings & Equip.		\$ 11,000	\$ 11,000	\$ 11,000	

**Washington County Appraisal District
2011-2012 Budget
Proposed
April 5, 2011**

51 Plant Maintenance and Operations

6200 Professional & Contracted Services(51)

		2009-2010	2010-2011	2011-2012
Servicemaster	6248.00-952-0-99	\$ 5,500	\$ 5,500	\$ 5,500
Water	6255.00-952-0-99	\$ 1,000	\$ 1,000	\$ 1,000
Telephone	6256.00-952-0-99	\$ 3,600	\$ 3,600	\$ 3,000
Electricity	6257.00-952-0-99	\$ 12,000	\$ 12,000	\$ 12,000
Garbage & Sewer	6259.00-952-0-99	\$ 1,200	\$ 1,200	\$ 1,200
Natural Gas	6258.00-952-0-99	\$ 750	\$ 750	\$ 750
Professional & Contracted Services(51)		\$ 24,050	\$ 24,050	\$ 23,450

(\$600)

	Budget	2009-2010	2010-2011	2011-2012
Payroll Costs		\$ 434,415	\$ 431,479	\$ 435,794
Professional & Contracted Services (41)		\$ 133,650	\$ 138,800	\$ 140,850
Supplies & Materials		\$ 29,000	\$ 27,000	\$ 27,000
Other Operating Costs		\$ 21,000	\$ 20,500	\$ 20,500
Debt Service		\$ -	\$ -	\$ -
Capital Outlay- Land, Buildings & Equip.		\$ 11,000	\$ 11,000	\$ 11,000
Professional & Contracted Services(51)		\$ 24,050	\$ 24,050	\$ 23,450
Totals		\$ 653,115	\$ 652,829	\$ 658,594

\$ 5,765
0.88%

Entity/ Appraisal Allocation	2010 Levy		Entity Cost
Brenham ISD	\$ 22,467,980	50.23%	\$ 330,784
Burton ISD	\$ 4,316,269	9.65%	\$ 63,546
City of Brenham	\$ 4,924,831	11.01%	\$ 72,506
City of Burton	\$ 71,466	0.16%	\$ 1,052
Oak Hill FWD	\$ 101,460	0.23%	\$ 1,494
Washington County General	\$ 7,652,857	17.11%	\$ 112,669
Washington County F&M	\$ 3,584,721	8.01%	\$ 52,776
Blinn College	\$ 1,441,609	3.22%	\$ 21,224
Giddings ISD	\$ 172,696	0.39%	\$ 2,543
	\$ 44,733,889	100%	\$ 658,594

%Total= 2010 Levy/\$44,733,889

Budget Allocation= % Total Levy x \$ 658,594

Entity/ Appraisal Allocation	2011 Cost	2010 Cost	Change	Refund Amount
Brenham ISD	\$ 330,784	\$ 325,395	\$ 5,389	\$ 30,099.86
Burton ISD	\$ 63,546	\$ 63,676	\$ (130)	\$ 5,782.41
City of Brenham	\$ 72,506	\$ 73,958	\$ (1,452)	\$ 6,597.69
City of Burton	\$ 1,052	\$ 1,004	\$ 48	\$ 95.74
Oak Hill FWD	\$ 1,494	\$ 1,402	\$ 92	\$ 135.92
Washington County General	\$ 112,669	\$ 111,592	\$ 1,077	\$ 10,252.36
Washington County F&M	\$ 52,776	\$ 52,280	\$ 496	\$ 4,802.37
Blinn College	\$ 21,224	\$ 21,017	\$ 207	\$ 1,931.29
Giddings ISD	\$ 2,543	\$ 2,505	\$ 38	\$ 231.36

	Net 2011 Cost	2010 Cost	Change	Decrease
Brenham ISD	300,685	\$ 325,395	\$ (24,710)	-7.59%
Burton ISD	57,764	\$ 63,676	\$ (5,912)	-9.28%
City of Brenham	65,908	\$ 73,958	\$ (8,050)	-10.88%
City of Burton	956	\$ 1,004	\$ (48)	-4.74%
Oak Hill FWD	1,358	\$ 1,402	\$ (44)	-3.15%
Washington County General	102,417	\$ 111,592	\$ (9,175)	-8.22%
Washington County F&M	47,974	\$ 52,280	\$ (4,306)	-8.24%
Blinn College	19,293	\$ 21,017	\$ (1,724)	-8.20%
Giddings ISD	2,311	\$ 2,505	\$ (194)	-7.74%
	598,665			



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 13, 2011	
DEPT. OF ORIGIN: Administration	SUBMITTED BY: Jeana Bellinger	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1 ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2 ND READING
<input type="checkbox"/> EXECUTIVE SESSION	<input type="checkbox"/> REGULAR	<input type="checkbox"/> RESOLUTION
	<input checked="" type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Presentation by Bickerstaff Heath Delgado Acosta, LLP and Discussion of the Initial Assessment Regarding the Need to Redistrict the City Councilmember Wards Based on Recently Issued 2010 Census Data		
SUMMARY STATEMENT: Sydney Falk with Bickerstaff Heath Delgado Acosta, LLP will be here to present the initial assessment for redistricting, based on the 2010 Census data.		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items):		
A. PROS:		
B. CONS:		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS: (1) Letter from Bickerstaff Heath Delgado Acosta, LLP dated April 11, 2011 outlining the results of the initial assessment		
FUNDING SOURCE (Where Applicable):		
RECOMMENDED ACTION: Discussion only - no action required.		
APPROVALS: Terry K. Roberts		

Bickerstaff Heath Delgado Acosta LLP

3711 S. MoPac Expressway Building One, Suite 300 Austin, Texas 78746 (512) 472-8021 Fax (512) 320-5638 www.bickerstaff.com

April 11, 2011

Honorable Milton Y. Tate, Jr., Mayor
and Members of the City Council
City of Brenham, Texas
200 W. Vulcan Street
Brenham, Texas 77833

Re: Initial Assessment considering 2010 Census data

Dear Mayor Tate and Members of the City Council:

This is the Initial Assessment letter for the City of Brenham. Our review of the recently released 2010 Census population and demographic data shows that the City's councilmember districts are sufficiently out of population balance that the City should redistrict. We are scheduled to meet with the City Council on April 21, 2011, to review the Initial Assessment and to advise the City Council on how to proceed to redistrict the councilmember districts to bring them into balance for use in the 2012 election cycle.

This letter presents a brief overview of basic redistricting principles to assist you in preparing for our presentation of the Initial Assessment. We also set out in the attachments suggested posting language for the meeting at which the assessment will be presented. *Note that this posting language includes agenda items for the adoption of redistricting criteria and guidelines.* These are matters that should be addressed early in the redistricting process to enable us to proceed efficiently. We will work with you to develop the appropriate language for your adoption of redistricting criteria and guidelines.

There are four basic legal principles that govern the redistricting process: (i) the "one person-one vote" (equal population) principle; (ii) Section 5 of the Voting Rights Act, requiring preclearance and applying a "retrogression" standard to minority group populations in specific districts; (iii) the non-discrimination standard of Section 2 of the Voting Rights Act; and (iv) the *Shaw v. Reno* limitations on the use of race as a factor in redistricting. These principles are discussed in detail in the attachments to this letter, which we urge you to read and review carefully.

The "One Person – One Vote" Requirement: Why You Should Redistrict

The "one person-one vote" requirement of the United States Constitution requires that members of an elected legislative body be chosen from districts of substantially equal population and applies to city councils. Exact equality of population is not required, but a "total maximum deviation" of no more than ten percent in total population between the most populated and the least populated city councilmember district based on the most recent census should be achieved. This maximum deviation of ten percent constitutes a rebuttable presumption of compliance with the one person-one vote requirement. If a city's councilmember districts do not fall within the ten percent

maximum deviation, the city is at substantial risk of being sued for violation of one person-one vote standards, and it would have little if any defense to the suit.

The population and demographics of all of the current city councilmember districts are presented in here and in Attachment A.

District	Persons	Deviation	Hispanic % of Total Population	Non-Hispanic Anglo % of Total Population	Non-Hispanic Black % of Total Population	Non-Hispanic Asian % of Total Population	Non-Hispanic Other % of Total Population
1	3,681	-6.31%	17.03%	59.25%	18.53%	3.69%	1.49%
2	3,851	-1.99%	19.45%	31.60%	47.31%	0.55%	1.09%
3	3,944	0.38%	8.62%	77.76%	10.67%	1.70%	1.24%
4	4,240	7.92%	16.06%	64.17%	17.24%	1.25%	1.27%
Totals	15,716		15.25%	58.45%	23.26%	1.76%	1.27%
<p>Ideal Size = 15,716 / 4 = 3,929 per district.</p> <p>Total Maximum Deviation = 7.92% - (-6.31%) = 14.23%</p> <p>Some percentages may be subject to rounding error.</p>							

The tables in Attachment A show that the total population of the City on April 1, 2010, was 15,176 persons. This represents an increase in population from 13,507 persons on April 1, 2000, or approximately 16.35 percent. The ideal City councilmember district should now contain 3,929 persons (total population / 4 districts).

Councilmember District 4 has the largest population, which is approximately 7.92 percent above the size of the ideal district. District 1 has the smallest population, which is approximately 6.31 percent below the size of the ideal district. The total maximum deviation between the four existing councilmember districts for the City, therefore, is 14.23 percent. This total maximum deviation exceeds the standard of ten percent that generally has been recognized by the courts as the maximum permissible deviation. Accordingly, the City should redistrict to bring its councilmember districts within the ten percent range permitted by law.

Preclearance under Section 5 of the Voting Rights Act: The City's retrogression benchmark plan

The Voting Rights Act of 1965 has applied to Texas since November 1, 1972. It requires that all political subdivisions within the state, including Texas cities, submit any proposed voting changes to the Department of Justice ("DOJ") for preclearance prior to implementation in any election. DOJ examines any submitted changes to insure that the change does not have a

“retrogressive” effect on protected minority voters in the political subdivision. Redistricting of city councilmember districts is a voting change requiring preclearance from DOJ.

In determining if a new plan is retrogressive under Section 5 of the Voting Rights Act (*see* Attachment C for a discussion of retrogression and Section 5 requirements), DOJ will compare the newly adopted plan to the current plan considered in the context of the 2010 Census data. This is the retrogression “benchmark” which is shown in Attachment A for the City. DOJ will review any changes made to the current plan by comparing minority voting strength under the proposed new plan as a whole to that under the benchmark current plan considered as a whole.

Ward 2 is one where a retrogression analysis may focus. It is a “plurality” ward, i.e., no one racial group constitutes a numerical majority. 47.31 percent of the total population is African-American, 31.60 percent is Anglo, 19.45 percent is Hispanic, and 0.55 percent is Asian. The corresponding voting age population levels are 46.50 percent African-American, 35.52 percent Anglo, 16.80 percent Hispanic and 0.56 percent Asian. It is slightly under-populated but within practical population balance limits, and might be left alone, depending on what populations are transferred to bring other wards into one-person-one vote balance. Any changes to this ward should be carefully considered in the context of its current racial and ethnic makeup to avoid retrogression.

Section 2 of the Voting Rights Act: Avoiding discrimination claims

The data in the population tables in Attachment A, as well as the data in the maps in Attachment B, which show the geographic distribution of the primary minority groups in the City, will also be important in assessing the potential for Voting Rights Act Section 2 liability. (*See* Attachment C for a discussion of Section 2.)

In redistricting the councilmember districts, the City will need to be aware of the legal standards that apply. We will review these principles in detail with the City Council at the presentation on the Initial Assessment. The process we have outlined for the redistricting process and the policies and procedures that we are recommending the Council adopt will insure that the City adheres to these important legal principles and that the rights of protected minority voters in the political subdivision are accorded due weight and consideration.

Shaw v Reno: Additional equal protection considerations

In the past, local government redistricting had to satisfy both the Section 5 non-retrogression standard and the Section 2 non-discrimination standard, but, until the 2000 round of redistricting, the *Shaw v. Reno* standard had not come into play. In order to comply with Sections 2 and 5, the City must consider race when drawing districts. *Shaw*, however, limits how and when race can be a factor in the districting decisions. Thus, the City must walk a legal tightrope, where the competing legal standards must all be met. The *Shaw v. Reno* standard requires that there be a showing that (1) the race-based factors were used in furtherance of a “compelling state interest” and (2) their application be “narrowly tailored,” that is, they must be used only to the minimum extent necessary to accomplish the compelling state interest. We will guide the City through proper application of this principle.

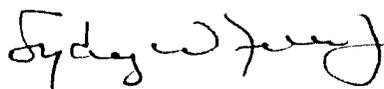
Redistricting guidelines and criteria

At the Initial Assessment presentation we will recommend certain guidelines that the City may wish to adopt to ensure fair and adequate public participation in the redistricting process. We will also recommend certain criteria that the City may require all redistricting plans to follow. These criteria generally track the legal principles that the courts and DOJ have found to be appropriate elements in sound redistricting plans. Once redistricting guidelines and criteria are adopted and the City Council gives instructions about how it would like plans to be developed considering this Initial Assessment and the applicable legal standards, we can begin to assist the City in the development of plans for its consideration.

Conclusion

We hope this Initial Assessment discussion is helpful to you and that it will guide the City Council as it executes the redistricting process. We look forward to meeting with the Council to review the assessment and to answer any questions you may have concerning any aspect of that process. Please feel free to call me in the interim as we prepare for the presentation and let me know if there is any additional information you may require.

Sincerely,



Sydney W. Falk, Jr.

Encl.



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 13, 2011	
DEPT. OF ORIGIN: Administration	SUBMITTED BY: Jeana Bellinger	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1 ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2 ND READING
<input type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input checked="" type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Discuss and Possibly Act Upon Resolution No. R-11-004 Adopting Criteria for Use in the 2011 Redistricting Process		
SUMMARY STATEMENT: In order to assist the City in its efforts to comply with all state and federal laws related to redistricting, the City must pass a Resolution adopting certain criteria that will be used in the redistricting plan. This criteria includes such things as: notifying community interest groups, providing adequate polling locations, staying within a 10% total population deviation, and avoiding retrogression – just to name a few. An attorney from Bickerstaff Heath Delgado Acosta will be here to discuss the Resolution and explain why the City must adopt specific redistricting criteria.		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items):		
A. PROS:		
B. CONS:		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS: (1) Resolution No. R-11-004		
FUNDING SOURCE (Where Applicable): N/A		
RECOMMENDED ACTION: Approve Resolution No. R-11-004 adopting criteria for use in the 2011 Redistricting process.		
APPROVALS: Terry K. Roberts		

RESOLUTION NO. R-11-004

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BRENHAM, TEXAS ADOPTING CRITERIA FOR USE IN THE 2011 REDISTRICTING PROCESS; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, the City Council and Mayor have certain responsibilities for redistricting under Federal and State law including but not limited to Amendments 14 and 15 to the United States Constitution, U. S.C.A. (West 2006) and the Voting Rights Act, 42 U.S.C.A. § 1973, *et seq.* (West 2003); Article 5, Section 18 of the Texas Constitution; and Texas Gov't Code Ann. §§ 2058.001 and 2058.002 (Vernon 2008); and

WHEREAS, the City Council and Mayor have certain responsibilities for redistricting under the City Charter; and

WHEREAS, on review of the 2010 Census Data, it appears that a population imbalance exists requiring redistricting of the City Councilmember Wards; and

WHEREAS, it is the intent of the City to comply with the Voting Rights Act and with all other relevant law, including *Shaw vs. Reno* jurisprudence; and

WHEREAS, a set of established redistricting criteria will serve as a framework to guide the City in the consideration of redistricting plans; and

WHEREAS, established criteria will provide the City a means by which to evaluate and measure proposed plans; and

WHEREAS, redistricting criteria will assist the City in its efforts to comply with all applicable Federal and State laws;

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BRENHAM, WASHINGTON COUNTY, TEXAS:

- A. THAT** the City of Brenham, Texas, in its adoption of a redistricting plan for the City Councilmember Wards, will adhere to the following criteria:
1. Where possible, easily identifiable geographic boundaries should be followed.
 2. Communities of interest should be maintained in a single district, where possible, and attempts should be made to avoid splitting neighborhoods.
 3. To the extent possible, wards should be composed of whole voting precincts. Where this is not possible or practical, wards should be drawn in a way that permits the creation of practical voting precincts and that ensures that adequate facilities for polling places exist in each voting precinct.
 4. Although it is recognized that existing districts will have to be altered to reflect new population distribution, any redistricting plan should, to the extent possible, be based on existing wards.

5. Wards must be configured so that they are relatively equal in total population according to the 2010 Federal Census. In no event should the total deviation between the largest and the smallest ward exceed ten percent.
 6. The wards should be compact and composed of contiguous territory. Compactness may contain a functional, as well as geographical, dimension.
 7. Consideration may be given to the preservation of incumbent-constituency relations by recognition of the residence of incumbents and their history in representing certain areas.
 8. The plan should be narrowly tailored to avoid retrogression in the position of racial minorities and language minorities as defined in the Voting Rights Act with respect to their effective exercise of the electoral franchise.
 9. The plan should not fragment a geographically compact minority community or pack minority voters in the presence of polarized voting so as to create liability under Section 2 of the Voting Rights Act, 42 U. S. C. § 1973.
- B.** The governmental body will review all plans in light of these criteria and will evaluate how well each plan conforms to the criteria.
- C.** Any plan submitted to the governmental body by a citizen for its consideration should be a complete plan – i.e., it should show the full number of council member wards and should redistrict the entire City. The governmental body may decline to consider any plan that is not a complete plan.
- D.** All plans submitted by citizens, as well as plans submitted by staff, consultants, and members of the governmental body should conform to these criteria.

PASSED AND APPROVED by the City Council of the City of Brenham, Texas this _____ day of _____, 2011.

Milton Y. Tate, Jr.
Mayor

ATTEST:

Jeana Bellinger, TRMC
City Secretary

APPROVED TO AS FORM:

Cary Bovey
City Attorney



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 13, 2011	
DEPT. OF ORIGIN: Administration	SUBMITTED BY: Jeana Bellinger	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1 ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2 ND READING
<input type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input checked="" type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Discuss and Possibly Act Upon Resolution No. R-11-005 Establishing Guidelines for Persons Submitting Comments and Specific Redistricting Proposals		
SUMMARY STATEMENT: In order to provide for proper consideration and evaluation of all redistricting plans, citizens and/or special interest groups must have specific guidelines to follow in preparing their plan for submission to Council. This Resolution outlines the steps to be followed by others in presenting a plan to Council. An attorney from Bickerstaff Heath Delgado Acosta will be here to discuss the Resolution and explain why it is important that the City have specific guidelines in place.		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items): A. PROS: B. CONS:		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS: (1) Resolution No. R-11-005		
FUNDING SOURCE (Where Applicable): N/A		
RECOMMENDED ACTION: Approve Resolution No. R-11-005 establishing guidelines for persons submitting comments and specific Redistricting proposals.		
APPROVALS: Terry K. Roberts		

RESOLUTION NO. R-11-005

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BRENHAM, TEXAS ESTABLISHING GUIDELINES FOR PERSONS SUBMITTING COMMENTS AND SPECIFIC REDISTRICTING PROPOSALS; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, the City Council and Mayor have certain responsibilities for redistricting under Federal and State law including but not limited to Amendments 14 and 15 to the United States Constitution, U. S.C.A. (West 2006) and the Voting Rights Act, 42 U.S.C.A. § 1973, *et seq.* (West 2003); Article 5, Section 18 of the Texas Constitution; and Texas Gov't Code Ann. §§ 2058.001 and 2058.002 (Vernon 2008); and

WHEREAS, the City Council and Mayor have certain responsibilities for redistricting under the City Charter; and

WHEREAS, it is necessary to provide for the orderly consideration and evaluation of redistricting plans which may come before the City Council and Mayor; and

WHEREAS, these guidelines relate to persons who have specific redistricting plans they wish the City Council and Mayor to consider; and

WHEREAS, the City Council and Mayor welcomes any comments relevant to the redistricting process;

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BRENHAM, WASHINGTON COUNTY, TEXAS:

THAT in order to make sure that any plan that might be submitted is of maximum assistance to the City Council and Mayor in its decision making process, the City Council and Mayor do hereby set the following guidelines:

1. Proposed plans must be submitted in writing and be legible. If a plan is submitted orally, there is significant opportunity for misunderstanding, and it is possible that errors may be made in analyzing it. The City Council and Mayor wants to be sure that all proposals are fully and accurately considered.
2. Any plans must show the total population and voting age population for Blacks, Hispanics, Asians, and Anglo/other for each proposed City Council district based on 2010 Census Data. If a plan is submitted without a population breakdown, the City Council and Mayor may not have sufficient information to give it full consideration.

3. Plans should redistrict the entire City of Brenham. The City Council and Mayor, of course, will be considering the effect of any plan on the entire City. Also, the City Council and Mayor are subject to the Voting Rights Act, which protects various racial and language minorities. Thus, as a matter of federal law, the City Council will be required to consider the effect of any proposal on multiple racial and ethnic groups. If a plan does not redistrict the entire City, it may be impossible for the City Council and Mayor to assess its impact on one or more protected minority groups.
4. Plans should conform to the criteria the City Council and Mayor will be using in drawing the councilmembers precincts.
5. Comments must be submitted in writing and be legible, even if the person also makes the comments orally at a public hearing.
6. Persons providing comments and those submitting proposed plans must identify themselves by full name and home address and provide a phone number and, if available, an email address. The City Council may wish to follow up on such comments or obtain additional information about submitted plans.
7. All comments and proposed plans must be submitted to the City Council by the close of the public hearing.

PASSED AND APPROVED by the City Council of the City of Brenham, Texas this _____ day of _____, 2011.

Milton Y. Tate, Jr.
Mayor

ATTEST:

Jeana Bellinger, TRMC
City Secretary

APPROVED TO AS FORM:

Cary Bovey
City Attorney



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 13, 2011	
DEPT. OF ORIGIN: Administration	SUBMITTED BY: Jeana Bellinger	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1 ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2 ND READING
<input checked="" type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Consultation with Legal Counsel Regarding the City's Redistricting Obligations		
SUMMARY STATEMENT: Sydney Falk with Bickerstaff Heath Delgado Acosta, LLP will discuss redistricting obligations with the City Council.		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items):		
A. PROS:		
B. CONS:		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS:		
FUNDING SOURCE (Where Applicable):		
RECOMMENDED ACTION: Discussion only.		
APPROVALS: Terry K. Roberts		



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 13, 2011	
DEPT. OF ORIGIN: Public Utilities	SUBMITTED BY: Lowell Ogle	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1 ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2 ND READING
<input checked="" type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Consultation with City Attorney Concerning Legal Matters Involving the Henderson Park Lift Station Rehabilitation Project		
SUMMARY STATEMENT:		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items):		
A. PROS:		
B. CONS:		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS:		
FUNDING SOURCE (Where Applicable):		
RECOMMENDED ACTION: Discussion only.		
APPROVALS: Terry K. Roberts		



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 18, 2011	
DEPT. OF ORIGIN: Administration	SUBMITTED BY: Terry Roberts	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1 ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2 ND READING
<input checked="" type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Consultation with Attorney Regarding Pending Litigation: Cause No. 34262, Randall L. Patterson v. City of Brenham, in the 21 st Judicial District Court of Washington County, Texas		
SUMMARY STATEMENT:		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items):		
A. PROS:		
B. CONS:		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS:		
FUNDING SOURCE (Where Applicable):		
RECOMMENDED ACTION: Discussion Only		
APPROVALS: Terry Roberts		



AGENDA FORM

DATE OF MEETING: April 21, 2011	DATE SUBMITTED: April 13, 2011	
DEPT. OF ORIGIN: Administration	SUBMITTED BY: Terry Roberts	
MEETING TYPE:	CLASSIFICATION:	ORDINANCE:
<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> PUBLIC HEARING	<input type="checkbox"/> 1 ST READING
<input type="checkbox"/> SPECIAL	<input type="checkbox"/> CONSENT	<input type="checkbox"/> 2 ND READING
<input type="checkbox"/> EXECUTIVE SESSION	<input checked="" type="checkbox"/> REGULAR	<input type="checkbox"/> RESOLUTION
	<input type="checkbox"/> WORK SESSION	
AGENDA ITEM DESCRIPTION: Discuss and Possibly Take Action as a Result of Executive Session Regarding Pending Litigation: Cause No. 34262, Randall L. Patterson v. City of Brenham, in the 21 st Judicial District Court of Washington County, Texas		
SUMMARY STATEMENT: The Patterson lawsuit against the City for retirement benefits associated with his settlement of claims after he was terminated by the City is being heard this week in District Court. The Council will receive an update on the status of the case during your meeting on Thursday.		
STAFF ANALYSIS (For Ordinances or Regular Agenda Items):		
A. PROS:		
B. CONS:		
ALTERNATIVES (In Suggested Order of Staff Preference):		
ATTACHMENTS:		
FUNDING SOURCE (Where Applicable):		
RECOMMENDED ACTION:		
APPROVALS: Terry Roberts		