

OFFICE OF THE CITY CONTROLLER

CITY OF HOUSTON
INTEROFFICE CORRESPONDENCE

To: Mayor Bill White
City Council Members

From: Annise D. Parker
City Controller

Date: May 1, 2009

Subject: **March 2009
Financial Report**

Attached is the Monthly Financial and Operations Report for the period ending March 31, 2009.

GENERAL FUND

We are currently projecting a shortfall of \$52 million. This is a decrease of \$19 million from last month. The change is the net impact of a \$16.7 million increase in our overall revenue projections and a \$2.1 million decrease in projected expenditures. The increase in revenues was accomplished not through actual new monies, but rather through the transfer of nearly \$15 million from various sources in conjunction with council's approval of the annual appropriations ordinance. In other words, just about any fund with any money was tapped to bring the appropriations ordinance into balance.

These projections do not include costs to the General Fund for any additional penalties that may be imposed by the U.S. Department of Housing and Urban Development or for Hurricane Ike expenses not reimbursed by the Federal Emergency Management Agency. In my opinion, these potential liabilities should be accounted for in the FY 2010 budget.

We have made the following changes in revenue projections:

- Our projection for Property Tax revenues is up by \$3.1 million to reflect a partial payment from the Lyondell bankruptcy as well as higher collections than previously anticipated.
- Our projection for Other Taxes increased by \$475,000 to account for higher than expected year-to-date Mixed Beverage receipts.
- Our projection for Licenses & Permits decreased \$417,000 due to lower year-to-date trends in Liquor Licenses and Dumpster Permits.
- Our projection for Intergovernmental revenues decreased by \$750,000 to account for previously projected Tax Increment Reinvestment Zone Administration Fees, which are due to the Equipment Project Fund 1850 instead of the General Fund.
- Our projection for Direct Interfund revenues decreased \$438,000 to cover payments to Aviation for Airport Police charges.
- Our projection for Transfers from Other Funds increased \$14.9 million to reflect various transfers required by the General Appropriation Ordinance approved by Council on April 1, 2009, and unused Grant Matching funds. These are the transfers mentioned in the first paragraph of this letter.

We have made the following changes in expense projections:

- The projection for General Services is up \$438,000. This is the net impact of an increase in Electricity costs and savings in Workers' Compensation expenses.
- The projection for Human Resources decreased \$417,000, mainly due to Personnel savings resulting from staff vacancies.
- The projection for Municipal Courts Administration increased \$679,000 to cover increased security costs associated with replacing Houston police officers with civilian security guards.
- The projection for Police spending decreased \$3.8 million to reflect lower than projected Phase Down and Workers' Compensation costs.

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- The General Government projection increased \$1.9 million to account for increases previously approved as part of the General Appropriation Ordinance.

The FY 09 budget adopted by City Council anticipated drawing down the fund balance by \$51 million. This is not reflected in our projections, which is one reason we are projecting such a large shortfall.

ENTERPRISE FUNDS

The projection for Aviation Department Operating Revenues is down \$1.2 million to reflect continued declines in passenger levels. There is a corresponding decrease of \$1.8 million in projected revenues for Parking and Concessions. These decreases are partially offset by an increase of \$676,000 in Other revenues. Our projection for Operating Expenses has increased by \$1.3 million, mainly for higher Insurance Fees and Communication Equipment Services.

Our projection for Non-operating revenues increased \$1.9 million due to the sale of a parcel of land at Ellington Field and the donation of the baggage screening system for Continental Airlines at Terminal C. Our projection for Renewal and Replacement increased \$4.8 million to reflect the transfer of funds needed for various Hurricane Ike repair projects. Any decline in departmental revenues and expenses has a corresponding impact on the amount of dollars available for the Capital Improvement Operating Transfer. Therefore, we are also decreasing that line item by about \$4.7 million.

In the Convention & Entertainment Facilities (CEF) Operating Fund we have decreased our projection for Operating Expenses by \$298,000 to account for Municipal Courts parking lot expenses, now reflected in Parking Management's budget, and to remove convention district garage operating expenses, which are the responsibility of the Discovery Green Conservancy. We have also decreased our projection of Capital Outlay by \$900,000 and increased Operating Transfers \$731,000 to reflect the decision to fund a hurricane screening project out of a separate construction fund.

Our projection for Combined Utility System (CUS) Fund Operating Expenses is up by \$1.9 million due to higher than expected legal fees for the Lake Houston lawsuit, upgrades in the fleet maintenance system and Severn Trent Environmental contract costs. We have decreased our projection for Non-operating Revenues by \$1.9 to account for a combination of lower interest earnings, delayed land sales and increases in Other revenues. We have decreased the projection for Total Operating Transfers by \$5.4 million for Equipment Acquisitions which are not anticipated to be completed this fiscal year.

The one change in the Parking Management Fund is reflected above in the notes for CEF. There are no significant changes in the Stormwater Fund.

COMMERCIAL PAPER AND BONDS

The City's practice has been to maintain no more than 20% of the total outstanding debt for each type of debt in a variable rate structure. As a result of the temporary alternative minimum tax reprieve provided in the economic stimulus package, the Houston Airport System is evaluating its plans to refund Houston Airport System commercial paper and its other variable rate debt. The Convention and Entertainment maintains a higher percentage of variable rate debt due to agreements with the Hotel Corporation.

As of March 31, 2009, the ratio of unhedged variable rate debt for each type of outstanding debt was:

General Obligation	13.8%
Combined Utility System	9.2%
Aviation	23.4%
Convention and Entertainment	29.8%

City of Houston, Texas Swap Agreements Disclosure

I. General Obligation Swap

On February 20, 2004 the City entered into a basis swap referred to as a synthetic reduced variance coupon swap with RFPC, LLC ("RFPC"). This swap was a negotiated transaction.

Objective. The objective of the swap is to reduce the City's fixed rate debt service costs through a swap structure that takes on basis risk.

Terms. On a notional value of \$200 million, the City pays an amount equal to the market standard SIFMA Index rate divided by .667, up to a maximum of 10%, and receives the taxable six-month US Dollar LIBOR rate plus a constant of 69 basis points. Payments will be received or made every six months based on indices for the prior budget period. The agreement is effective from March 1, 2004 to March 1, 2025. Starting in fiscal year 2017, the notional value of the swap declines as the principal amount of the associated debt is repaid in varying amounts until the debt is retired in 2023.

Receipts. From inception to date the City has received \$5.2 million from the swap. To date, the City has always been a net recipient. Revenue for fiscal year 2010 will be \$1.8 million. Future payments will be received or made every six months based on the indices for the prior budget period.

Fair value. The estimated fair value of the swap was negative \$12.2 million on March 31, 2009. The value was calculated using the zero coupon method.

Credit risk. The City is exposed to credit risk when the swap has a positive fair market value. RFPC has not been rated by the rating agencies. To mitigate the potential credit risk, the City required RFPC to purchase a surety bond from Ambac Assurance Corporation, ("Ambac"). Ambac also insures the City's obligations under the swap. As of March 31, 2009, Ambac was rated A by Standard and Poor's. Should Ambac's ratings decline in the future and fair value reaches certain positive thresholds, RFPC will be required to post collateral for the City's benefit.

Interest rate risk. The City has exposure to interest rate risk because it is paying a variable rate on the swap. However, this risk is mitigated because the payment formula has a SIFMA-based variable component that is offset by subtracting a LIBOR variable component.

Basis risk. The City is exposed to basis risk based on changes in the relationship between the taxable six-month US Dollar LIBOR index and the tax-exempt SIFMA index. The City entered into the swap in anticipation of savings that would be produced based on the historical trading patterns of SIFMA and LIBOR in different interest rate, tax, and economic environments over the past two decades. If, however, future trading patterns prove to be significantly different from historical ones, the City's anticipated savings could fail to materialize, and it could be exposed to additional costs. Among the factors that could cause this trading relationship to change would be market changes in the indices, a major reduction in marginal income tax rates, repeal of the tax-exemption for municipal bond interest, or other changes in federal policy that would reduce the benefit that municipal bonds currently enjoy in comparison to taxable investments.

Termination risk. The City may terminate the swap for any reason. RFPC may terminate the swap if both the City and the City's insurer fail to perform under the terms of the contract. If the swap has a negative fair value at the time of termination, the City will be liable to RFPC for that payment. The City's termination risk is significantly mitigated by a provision in the swap agreement that allows the City to make the termination payment in equal annual installments from time of termination up to the termination date of the agreement in 2025.

II. Combined Utility System Swaps

A. Combined Utility System Synthetic Fixed Rate Swap

On June 10, 2004 the City entered into three pay-fixed, receive-variable rate swap agreements ("the 2004B Swaps") related to the Combined Utility System 2004B auction rate variable interest bonds ("the 2004B Bonds"). The City pre-qualified six firms to submit competitive bids on the swaps. The three firms selected all matched the lowest fixed rate bid of 3.78%. As of April 14, 2008 the City has converted all the 2004B bonds from auction rate to variable rate demand bonds.

Objective. The objective of the swaps is to hedge against the potential of rising interest rates associated with the 2004B Bonds and to achieve a lower fixed rate than the market rate for traditional fixed rate debt at time of issuance of the 2004B Bonds. The City's goal is that its variable receipts under these swaps equal the variable payments made on the bonds, leaving the fixed payment on the swap, plus dealer and liquidity fees, as its net interest cost.

Terms. The notional amounts of the swap agreements total \$653.3 million, the principal amount of the associated 2004B Bonds. The City's swap agreements contain scheduled reductions to outstanding notional amounts that follow anticipated payments of principal of the 2004B Bonds in varying amounts during the years 2028 to 2034.

Under the terms of the swaps, the City will pay a fixed rate of 3.78% and receive a floating rate equal to 57.6% of One-Month US Dollar LIBOR plus 37 basis points. All agreements were effective June 10, 2004, the date of issuance of the 2004B Bonds. The termination date is May 15, 2034.

Receipts and Payments. For the nine months ended March 31, 2009, the City earned \$7.5 million in swap revenue for its 2004B swaps and paid \$10.2 million of interest on the underlying securities. The contractual rate for the City's swap payment is 3.78%. The average effective rate for the 2004B bonds, including interest for the Series 2004B bonds, the City's swap payments, and its dealer and liquidity fees, reduced by swap receipts, was 4.74%. In contrast, the comparable fixed rate the City paid on its Combined Utility System Series 2004A bonds, was 5.08%.

Fair value. Because interest rates have changed, the swaps had an estimated negative fair value of \$161.9 million on March 31, 2009. This value was calculated using the zero-coupon method.

Credit risk. As of this date, the City was not exposed to credit risk because the swaps had a negative fair value. However, should interest rates change and the fair value of the swap become positive, the City would be exposed to credit risk on the swap in the amount of its fair value. The City's swap policy generally requires that swap counterparties be rated double-A or better by at least one nationally recognized rating agency. Also, under the agreements, if a counterparty's credit rating falls below double-A, collateral must be posted in varying amounts depending on the credit rating and swap fair value. No collateral has been required to date.

Counterparty	Notional Amount	Fair Value	Counterparty Credit Rating (Moody's/S&P/Fitch)
Goldman Sachs Capital Markets Inc.	\$ 353,325,000	\$ (87,574,000)	A1 /A /A+
Bear Stearns Financial Products	150,000,000	(37,178,000)	Aaa/ AAA/--
UBS AG	150,000,000	(37,178,000)	Aa2 /A+ /A+
	\$ 653,325,000	\$ (161,930,000)	

Basis risk. The City is exposed to basis risk on the swaps because the variable payment received is based on a different taxable index from the tax-exempt rate paid by the City on the bonds. Should the relationship between taxable LIBOR and tax-exempt rates move to convergence (because of reductions in tax rates, for example), the expected cost savings may not be realized. As a result of disruptions in the credit markets, expenses on the underlying variable rate demand bonds increased significantly. For the nine months ended March 31, 2009, the average variable rate paid on the underlying tax-exempt bonds was 2.06%, 0.54% higher than the average 1.52% LIBOR-based rate received for the swap. On March 31, 2009, the interest rate in effect for the underlying bonds was 1.66%, 0.97% higher than the 0.69% rate in effect for the swap receipts. Interest rates on the underlying bonds have since declined to 0.92%.

Remarketing risk. The City faces a risk that the remarketing agent will not be able to sell the variable rate demand bonds at a competitive rate. Rates may vary considerably as investors shift in and out of the tax-exempt variable rate sector.

Termination risk. The City may terminate for any reason. A counterparty may terminate a swap if the City fails to perform under the terms of the contract. The City's on-going payment obligations under the swap (and to a limited extent, its termination payment obligations) are insured, and counterparties cannot terminate so long as the insurer does not fail to perform. If a swap is terminated, the associated variable-rate bonds would no longer carry synthetic fixed interest rates. Also, if the swap has a negative fair value at termination, the City would be liable to the counterparty for a payment equal to the swap's fair value.

B. Combined Utility System Forward Rate Lock/Synthetic Fixed Rate Swap

On November 1, 2005 the City priced a floating to fixed interest rate exchange agreement swap with Royal Bank of Canada ("RBC") on a forward basis. The City pre-qualified eight firms to submit competitive bids, and RBC submitted the lowest bid of 3.761%.

Objective. The objective of the swap is to hedge against the potential of rising interest rates associated with its Combined Utility System Series 2008A Bonds ("the 2008A Bonds") and to achieve a lower fixed rate than the market rate for traditional fixed rate debt. This swap was originally assigned to \$249.1 million of the 2004C auction rate bonds, which were refunded by the 2008A variable rate demand bonds in May 2008. The City's goal is that its variable receipts under these swaps equal the variable payments made on the bonds, leaving the fixed payment on the swap, plus dealer and liquidity fees, as its net interest cost.

Terms. The notional amount of the swap is \$249.1 million with the underlying bonds being the Series 2008A Bonds. The swap agreement contains scheduled reductions to the outstanding notional amount that follows anticipated payments of principal of the 2008A Bonds during the years 2028 to 2034.

Under terms of the swap, the City pays a fixed rate of 3.761% and receives a floating rate equal to 70% of One-Month US Dollar LIBOR. The agreement became effective December 3, 2007 with a termination date of May 15, 2034.

Receipts and Payments. For the nine months ended March 31, 2009, the City earned \$2.5 million in swap revenue for its 2008A swap and paid \$3.0 million of interest on the underlying securities. The contractual rate for the City's swap payment is 3.761%. The average effective rate for the bonds, including interest for the bonds, the City's swap payments, and its dealer and liquidity fees reduced by swap receipts, was 4.45%.

Fair value. Because interest rates have changed, the swap had an estimated negative fair value of \$62.0 million on March 31, 2009. This value was calculated using the zero-coupon method.

Credit risk. The City's swap policy generally requires that swap counterparties be rated double-A or better by at least one nationally recognized rating agency. As of this date, RBC met this requirement with ratings of Aaa/AA-/AA. Also, under the agreement, if RBC's credit rating falls below double-A, collateral must be posted in varying amounts depending on the credit rating and swap fair value. No collateral has been required to date.

Basis risk. The City will be exposed to basis risk on the swap because the variable payment received is based on a taxable index other than the tax-exempt rate paid by the City on the bonds. In the future, if tax-exempt rates move to convergence with the taxable LIBOR index (because of reductions in tax rates, for example), the expected cost savings may not be realized, resulting in a higher synthetic rate. For the nine months ended March 31, 2009, the average variable rate paid on the underlying tax-exempt bonds was 1.57%, 0.25% higher than the average 1.32% LIBOR-based rate received for the swap. At March 31, 2009, the interest rate in effect for the underlying bonds was 0.55%, 0.16% higher than the 0.39% rate in effect for the swap receipts.

Termination risk. The City may terminate for any reason. RBC may terminate a swap if the City fails to perform under the terms of the contract. The City's on-going payment obligations under the swap (and to a limited extent, its termination payment obligations) are insured, and RBC cannot terminate so long as the insurer does not fail to perform. If a swap is terminated, the associated variable-rate bonds would no longer carry synthetic fixed interest rates. Also, if the swap has a negative fair value at termination, the City would be liable to the counterparty for a payment equal to the swap's fair value.

C. Combined Utility System Constant Maturity Swap

On September 16, 2008, the City elected to terminate this swap. The City received a termination payment of \$7 million. The original terms of the transaction are listed below.

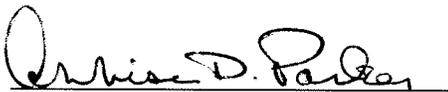
Objective. This swap essentially traded receipts on the swap with RBC for receipts based on a longer index from Goldman Sachs. The objective of the swap was to minimize interest expense associated with the 2004C Bonds.

Terms. The notional amount of the swap was \$249.1 million with the underlying bonds being part of the 2004-C2 Bonds that converted to tax-exempt status in December 2007.

Under terms of the swap, the City paid a variable rate of 70% of One-Month LIBOR (equal to its receipts on the RBC forward rate lock swap) and received a variable rate equal to 64.29% of Ten-Year US Dollar LIBOR. The agreement became effective December 3, 2007.

Receipts and Payments. Revenue earned on the constant maturity swap totaled \$8.2 million including a \$7 million termination payment to the City.

Respectfully submitted,



Annise D. Parker
City Controller