



CITY OF HOUSTON - CITY COUNCIL

Meeting Date: 11/19/2024

Item Creation Date:

FIN - HAS Special Facilities 2024B (2 of 2)

Agenda Item#: 19.

Summary:

ORDINANCE approving the Pricing Certificate relating to the terms, principal amounts and interest rates of the Airport System Special Facilities Revenue Bonds (United Airlines, Inc. Terminal Improvement Projects), Series 2024B (AMT); approving, confirming and ratifying matters related thereto; making certain findings with respect thereto

Background:

RECOMMENDATION:

Approve an ordinance authorizing and approving the terms, amounts and interest rates relating to the sale of City of Houston, Texas, Airport System Special Facilities Revenue Bonds (United Airlines, Inc. Terminal Improvement Projects), Series 2024B (AMT); Ratifying Ordinance No. 2024-852 and approving, confirming and ratifying related matter; making certain findings with respect thereto; and declaring an emergency.

SPECIFIC EXPLANATION:

On November 6, 2024, the City Council adopted Ordinance No. 2024-852 authorizing and approving the issuance, sale and delivery of the City of Houston, Texas, Airport System Special Facilities Revenue Bonds (United Airlines, Inc. Terminal Improvement Projects), Series 2024B (AMT) (the "2024 Special Facilities Bonds"). The 2024 Special Facility Bonds will provide a portion of the funds required to finance (a) improvements to and expansion of the Terminal B central processing facility; (b) construction of the Terminal B North Concourse to replace the original circular flight stations on the north side of Terminal B to accommodate twenty-two (22) narrow-body aircraft equivalent gates with the ability to operate narrow-body or wide-body aircraft and other improvements in connection therewith; (c) replacement of the Terminal B baggage handling system and construction of a new baggage handling system makeup building; and (d) replacement of the regional gate configuration of Terminal B South Concourse to accommodate eighteen (18) large regional gates and add jet bridges and other improvements in connection therewith. The portion of the project to be financed with special facility bonds will not exceed \$1.95 billion; additional amounts may be paid with funds from United Airlines.

The Special Facilities Bonds will not constitute an indebtedness of the City, nor will they be a general obligation of the City. No holder of any Special Facilities Bond shall have the right to demand payment of any funds raised or to be raised by taxation and may not be repaid in any circumstances from tax revenues. In addition, the Special Facilities Bonds shall not constitute obligations of the City's Airport System secured with revenues of the Airport System, nor will revenues be pledged or made available to repay any of the Special Facilities Bonds. The Special Facility Bonds are secured solely by and payable from special facility lease payments made by United Airlines under separate special facility leases for each series of Bonds. The Special Facility Bonds are scheduled to be priced on Tuesday, November 19, 2024.

Pursuant to Ordinance No. 2024-852, the Finance Working Group requests City Council to approve an ordinance approving the Pricing Certificate reflecting the par amount, interest rates, redemption provisions and other terms of the Special Facilities Bonds that are being sold to the underwriters pursuant to the bond purchase contract. It is expected that the City will, in conjunction with the underwriters, execute the bond purchase agreement and letters of representation upon City Council approval of this item on Wednesday, November 20, 2024. If the ordinance is not approved, the bond purchase agreement will be rendered moot. Accordingly, this item is submitted as a "non-tag" item.

DocuSigned by:

76B46D915D404C7
Melissa Dubowski, Chief Business Officer/Director of Finance


Signed by:


58A543271174AAE
Chris Hollins, Houston City Controller

Prior Council Action:

11/6/2024 Ordinance No. 2024-852

Contact Information:

Alma Tamborello  Phone: 832-393-9099

Vernon Lewis  Phone: 832-393-3470

ATTACHMENTS:

Description

Caption

Type

Other

Certificate Of Completion

Envelope Id: CCC8552B30684863A34A2F522CF9CDA8	Status: Completed
Subject: Complete with DocuSign: Agendaltm_(11_13_2024 10_49_45 AM) - FIN HAS Speical Facilities 2024B ...	
Source Envelope:	
Document Pages: 2	Signatures: 2
Certificate Pages: 5	Initials: 2
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Elvira Ontiveros
Time Zone: (UTC-06:00) Central Time (US & Canada)	611 Walker St.
	HITS
	Houston, TX 77002
	Elvira.Ontiveros@houstontx.gov
	IP Address: 50.58.210.12


Record Tracking

Status: Original	Holder: Elvira Ontiveros	Location: DocuSign
11/13/2024 9:55:55 AM	Elvira.Ontiveros@houstontx.gov	
Security Appliance Status: Connected	Pool: FedRamp	
Storage Appliance Status: Connected	Pool: City of Houston IT Services	Location: DocuSign

Signer Events

Alma Tamborello
 Alma.Tamborello@houstontx.gov
 City of Houston IT Services
 Security Level: Email, Account Authentication (None)

Signature



Signature Adoption: Pre-selected Style
 Using IP Address: 50.58.210.12

Timestamp

Sent: 11/13/2024 10:00:32 AM
 Viewed: 11/13/2024 1:22:57 PM
 Signed: 11/13/2024 1:26:21 PM

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

Melissa Dubowski
 Melissa.Dubowski@houstontx.gov
 Chief Business Officer/Director of Finance
 City of Houston IT Services
 Security Level: Email, Account Authentication (None)

DocuSigned by:


 76B4CD915D404C7...
 Signature Adoption: Uploaded Signature Image
 Using IP Address: 174.197.1.10
 Signed using mobile

Sent: 11/13/2024 1:26:22 PM
 Viewed: 11/14/2024 10:01:31 AM
 Signed: 11/14/2024 10:02:23 AM

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

Vernon M Lewis
 Vernon.Lewis@houstontx.gov
 Deputy City Controller
 City of Houston IT Services
 Security Level: Email, Account Authentication (None)

DS

 Signature Adoption: Pre-selected Style
 Using IP Address: 174.202.226.41
 Signed using mobile

Sent: 11/14/2024 10:02:25 AM
 Resent: 11/14/2024 2:05:09 PM
 Viewed: 11/14/2024 5:00:14 PM
 Signed: 11/14/2024 5:00:21 PM

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

Chris Hollins
 chris.hollins@houstontx.gov
 City Controller
 Security Level: Email, Account Authentication (None)

Signed by:

 58A54327117A4AE...
 Signature Adoption: Drawn on Device
 Using IP Address: 174.203.1.30
 Signed using mobile

Sent: 11/14/2024 5:00:24 PM
 Resent: 11/15/2024 12:45:06 PM
 Resent: 11/15/2024 2:54:50 PM
 Resent: 11/18/2024 1:51:54 PM
 Resent: 11/19/2024 7:52:52 AM
 Viewed: 11/19/2024 8:02:38 AM
 Signed: 11/19/2024 8:02:54 AM

Electronic Record and Signature Disclosure:

Accepted: 11/19/2024 8:02:38 AM
 ID: d2066691-d61e-4617-8efd-5ecad65a792c

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Eva Barrios Eva.Barrios@houston.tx.gov Administrative Coordinator COH Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Not Offered via DocuSign	COPIED	Sent: 11/14/2024 10:02:24 AM
Lillian Rodriguez Lillian.Rodriguez@houston.tx.gov Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Not Offered via DocuSign	COPIED	Sent: 11/14/2024 5:00:22 PM Viewed: 11/15/2024 1:29:00 PM
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	11/13/2024 10:00:32 AM
Certified Delivered	Security Checked	11/19/2024 8:02:38 AM
Signing Complete	Security Checked	11/19/2024 8:02:54 AM
Completed	Security Checked	11/19/2024 8:02:54 AM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, City of Houston - Information Technology (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact City of Houston - Information Technology:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To advise City of Houston - Information Technology of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at it@cityofhouston.net and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from City of Houston - Information Technology

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to it@cityofhouston.net and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with City of Houston - Information Technology

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to docusign@houstontx.gov and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to ‘I agree to use electronic records and signatures’ before clicking ‘CONTINUE’ within the DocuSign system.

By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify City of Houston - Information Technology as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by City of Houston - Information Technology during the course of your relationship with City of Houston - Information Technology.