

RESOLUTION NO. R2009-37

A RESOLUTION RATIFYING ALL PAST LEGAL PROCEEDINGS AND AUTHORIZING ALL CURRENT AND FUTURE LEGAL PROCEEDINGS IN CONNECTION WITH THE AUTHORITY OF THE CITY OF FRIENDSWOOD, TEXAS TO ISSUE THE COMBINATION TAX & REVENUE CERTIFICATES OF OBLIGATION, SERIES 2009 WITHOUT AN ELECTION AND FOR PROJECTS INCLUDING A PUBLIC PARK IN BRAZORIA COUNTY, TEXAS.

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WHEREAS, the City of Friendswood, Texas (the “City”) intends to issue its Combination Tax & Revenue Certificates of Obligation, Series 2009 (the “Obligations”); and

WHEREAS, in connection with the issuance of the Obligations, the City has filed a bond validation suit in Travis County pursuant to Chapter 1205, Texas Government Code; and

WHEREAS, the City has been working with Vinson & Elkins, L.L.P. as Bond Counsel as well as Special Litigation Counsel; and

WHEREAS, the City will need to take actions necessary to complete defending and prosecuting this action; Now, Therefore

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FRIENDSWOOD, TEXAS:

1. **Recitals; Consideration.** It is hereby found and determined that the matters and facts set out in the preamble to this Resolution are true and correct.

2. **Ratification and Authorization.** The City Council hereby ratifies all past payments and legal proceedings and authorizes all current and future payments and legal proceedings in connection with the Obligations, including the filing of a suit to validate (i) the issuance of the Obligations, (ii) that the proposed expenditures for the park land in Brazoria County, Texas of the money raised by issuance of the Certificates are legal and valid and (iii) that the City has authority under the Act to issue the Certificates without holding an election under § 8.05 of the City’s Home Rule Charter and the defense of any counterclaims or cross claims in any action, any future or past suits pertaining to the Obligations or against individuals connected with the delay of the Obligations, and to authorize and ratify the Mayor to hire counsel and initiate and defend suits.

3. **Approval of Counsel.** The City Council hereby authorizes and ratifies hiring Vinson & Elkins, L.L.P., and any other attorneys, experts and consultants, as deemed necessary by the Mayor, as special litigation counsel to defend and prosecute all claims related to the Obligations, in the past, currently, and in the future and all claims related to individuals connected with the delay of the Obligations, and to represent the City and to defend any claims against any person or entity deemed necessary by the Mayor.

4. **Related Matters.** To satisfy in a timely manner all of the City's obligations under this Resolution, the Mayor, the Interim City Manager, the City Secretary, and other appropriate officials of the City are hereby authorized and directed to do any and all things necessary and/or convenient to carry out the terms and purposes of this Resolution.

5. **No Personal Liability.** No recourse shall be had for payment of any amounts owed under this Resolution, against any Council member or employee of the City.

6. **Open Meeting.** It is hereby officially found and determined that the meeting at which this Resolution was adopted was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by the Texas Open Meetings Act.

PASSED, APPROVED AND RESOLVED on this 1st day of June, 2009.

David J. H. Smith
Mayor

ATTEST:

Deloris McKenzie, TRMC
City Secretary