

C56312
05-1316

**THIRD AMENDMENT
TO
MEET AND CONFER AGREEMENT**

THIS THIRD AMENDMENT TO MEET AND CONFER AGREEMENT ("Third Amendment") is made this 1st day of November, 2005 (the "Effective Date"), by and between the Board of Trustees ("Board") of the Houston Municipal Employees Pension System ("HMEPS") and the City of Houston, Texas ("City") pursuant to the statutory authority under the provisions of Article 6243h, Tex. Rev. Civ. Stats., as amended ("Statute");

WITNESSETH

WHEREAS, the provisions of Section 3(n) of the Statute governing HMEPS provide that, notwithstanding any other law, the Board may enter into a written agreement with the City regarding pension issues and benefits; and

WHEREAS, pursuant to such authority, the Board and City have previously entered into an agreement, effective September 15, 2004, as amended by the First Amendment to Meet and Confer Agreement, effective December 21, 2004, and by the Second Amendment to Meet and Confer Agreement, effective April 14, 2005 (collectively, the "Meet and Confer Agreement"); and

WHEREAS, the City and the Board (each a "Party" and, collectively, the "Parties"), desire to amend the Meet and Confer Agreement to the extent provided herein;

NOW, THEREFORE, in consideration of the premises and the mutual promises contained in this Third Amendment, the Board and the City agree as follows:

DEFINITIONS

Unless specifically defined otherwise in this Third Amendment all words shall have the same meaning provided in the Statute and/or the Meet and Confer Agreement, as determined by the Board.

2. *PHASE DOWN MATTERS*

The Second Amendment to Meet and Confer Agreement shall be amended to add the following sentence after the last sentence of Section 8:

"Notwithstanding the foregoing sentence, a HMEPS member who commenced participation in Phase Down Option A prior to April 14, 2005 shall be considered to be or to have been employed in an HMEPS-covered position and to be or to have been on an authorized absence during the entire Phase Down Option A period, to the extent the person is or was otherwise eligible to participate in HMEPS during that period."

3. **AUTHORITY**

Each of the Parties represents and warrants that it has full power and authority to enter into and perform its obligations under this Third Amendment, and that each of the Parties hereto has been properly authorized and empowered to enter into this Third Amendment.

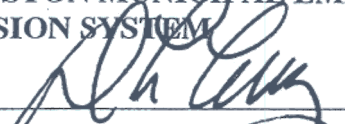
4. **SURVIVAL OF MEET AND CONFER AGREEMENT**

Except as otherwise expressly amended hereby, the Meet and Confer Agreement remains in full force and effect from and after the Effective Date hereof and for the term provided therein and the provisions of the Meet and Confer Agreement are fully incorporated into this Third Amendment.

IN WITNESS WHEREOF, the Parties have executed this Third Amendment effective as of the Effective Date.

**HOUSTON MUNICIPAL EMPLOYEES
PENSION SYSTEM**

CITY OF HOUSTON

By: 

By: _____

Name: DAVID L. LONG

Name: _____

Title: EXECUTIVE DIRECTOR

Title _____

Date: DECEMBER 19, 2005

Date: _____

ATTEST/SEAL:



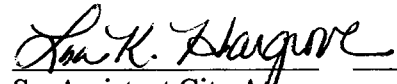
City Secretary

APPROVED:



Anthony W. Hall, Jr.
Chief Administrative Officer

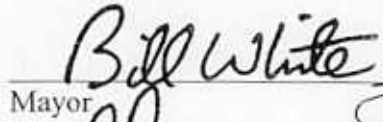
APPROVED AS TO FORM:



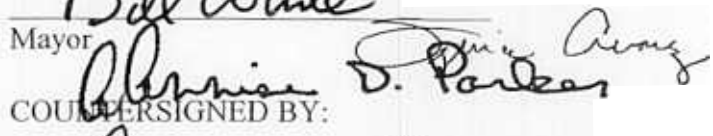
Sr. Assistant City Attorney
L.D. File No.

CITY OF HOUSTON, TEXAS

Signed by:



Mayor



COUNTERSIGNED BY:



City Controller

DATE COUNTERSIGNED

12-15-05