

CERTIFICATE FOR RESOLUTION

I, the undersigned City Clerk of the CITY OF SAN ANTONIO, TEXAS (the "City"), hereby certify as follows:

1. The City Council of the City (the "City Council") convened in Regular Meeting on October 15, 2015 at the designated meeting place (the "Meeting"), and the roll was called of the duly constituted officers and members of the City Council, to wit:

Ivy R. Taylor, Mayor
Roberto C. Treviño, Councilmember, District 1
Alan E. Warrick, II, Councilmember, District 2
Rebecca J. Viagran, Councilmember, District 3
Rey Saldaña, Councilmember, District 4
Shirley Gonzales, Councilmember, District 5

Ray Lopez, Councilmember, District 6
Cris Medina, Councilmember, District 7
Ron Nirenberg, Councilmember, District 8
Joe Krier, Councilmember, District 9
Mike Gallagher, Councilmember District 10

all of the officers and members of the City Council were present, except the following absentees: VIAGRAN, SALDAÑA, AND GONZALES. Whereupon, among other business, the following was transacted at the Meeting: a written

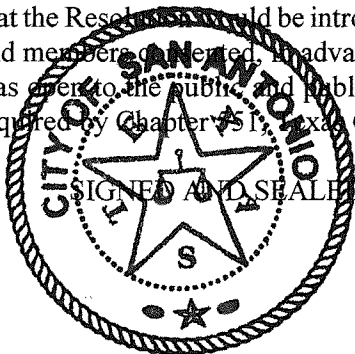
RESOLUTION NO. 2015-10-15- 0057 R

RESOLUTION APPROVING THE ISSUANCE OF \$7,300,000 IN PRINCIPAL AMOUNT OF "TAX-EXEMPT REVENUE REFUNDING BONDS (TINDALL CORPORATION REFUNDING PROJECT), SERIES 2015A," AND \$1,300,000 IN AGGREGATE PRINCIPAL AMOUNT OF "TAXABLE REVENUE REFUNDING BONDS (TINDALL CORPORATION REFUNDING PROJECT), SERIES 2015B" BY THE CITY OF SAN ANTONIO INDUSTRIAL DEVELOPMENT AUTHORITY FOR THE TINDALL CORPORATION, A SOUTH CAROLINA CORPORATION, AND APPROVING OTHER MATTERS RELATED THERETO

(the "Resolution") was duly introduced for the consideration of the City Council. It was then duly moved and seconded that the Resolution be passed on first reading and, after due discussion, said motion carrying with it the adoption of the Resolution, prevailed and carried by the following vote:

AYES: 8 NOES: 0 ABSTENTIONS: 0

2. A true, full and correct copy of the Resolution adopted at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; the Resolution has been duly recorded in the City Council's minutes of the Meeting; the above and foregoing paragraph is a true, full and correct excerpt from the City Council's minutes of the Meeting pertaining to the passage of the Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the City Council as indicated therein; each of the officers and members of the City Council was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the Meeting, and that the Resolution would be introduced and considered for passage at the Meeting, and each of said officers and members was notified, in advance, to the holding of the Meeting for such purpose, and that the Meeting was open to the public and public notice of the time, place and purpose of the Meeting was given, all as required by Chapter 51, Texas Government Code.



SIGNED AND SEALED the 15th day of October, 2015.

Lucinda M. Vack

City Clerk, City of San Antonio, Texas

(Seal)

10/15/15
ITEM #22B

A RESOLUTION **2015 - 10 - 15 - 0057R**

APPROVING THE ISSUANCE OF \$7,300,000 IN PRINCIPAL AMOUNT OF "TAX-EXEMPT REVENUE REFUNDING BONDS (TINDALL CORPORATION REFUNDING PROJECT), SERIES 2015A", AND \$1,300,000 IN AGGREGATE PRINCIPAL AMOUNT OF "TAXABLE REVENUE REFUNDING BONDS (TINDALL CORPORATION REFUNDING PROJECT), SERIES 2015B" BY THE CITY OF SAN ANTONIO INDUSTRIAL DEVELOPMENT AUTHORITY FOR THE TINDALL CORPORATION, A SOUTH CAROLINA CORPORATION, AND APPROVING OTHER MATTERS RELATED THERETO

* * * * *

WHEREAS, the CITY OF SAN ANTONIO INDUSTRIAL DEVELOPMENT AUTHORITY (the "*Issuer*") is a nonprofit industrial development corporation of the State of Texas created by the CITY OF SAN ANTONIO, TEXAS (the "*City*") pursuant to Article 5190.6, Vernon's Ann. Tex. Civ. St. (now codified under Chapters 501 - 505, Texas Local Government Code, as amended - the "*Act*"); and

WHEREAS, pursuant to the Act, the Issuer is empowered to promote and develop industrial and manufacturing enterprises to promote and encourage employment and the public welfare and to issue revenue bonds to finance and refinance industrial and manufacturing facilities for such purposes; and

WHEREAS, the Issuer has heretofore duly authorized as a project under the Act the acquisition, construction, installation and equipping of a manufacturing facility, located at 2222 West Malone, San Antonio, Texas, and owed and operated by the TINDALL CORPORATION, a South Carolina corporation (the "*Company*"), primarily for the purpose of manufacturing furnished, pre-cast, concrete prison cells and other pre-stressed and pre-cast concrete products (the "*Series 2008 Project*"); and

WHEREAS, in order to provide a portion of the financing for the Series 2008 Project, the Issuer issued its \$10,000,000 (original principal amount) *City of San Antonio Industrial Development Authority Tax-Exempt Adjustable Mode Industrial Development Revenue Bonds (Tindall Corporation Project), Series 2008A* (the "*Series 2008A Bonds*"), and its \$4,000,000 (original principal amount) *City of San Antonio Industrial Development Authority Taxable Adjustable Mode Industrial Development Revenue Bonds (Tindall Corporation Project), Series 2008B* (the "*Series 2008B Bonds*") and collectively with the Series 2008A Bonds, the "*Series 2008 Bonds*", pursuant

10/15/15
ITEM #22B

to an Indenture of Trust, dated as of July 1, 2008, by and between the Issuer and U.S. Bank National Association, as trustee (the "*Series 2008 Trustee*"), and lent the proceeds thereof to the Company, pursuant to a Loan Agreement, dated as of July 1, 2008, by and between the Issuer and the Company; and

WHEREAS, the City has been informed by representatives of the Issuer that the Board of Directors of the Issuer has approved a resolution (the "*Bond Resolution*," a copy of which has been filed with the City) authorizing the issuance of two series of revenue bonds for the benefit of the Company to refinance the Series 2008 Project by providing the funds necessary to currently refund the outstanding Series 2008 Bonds, which bonds are further described as follows:

CITY OF SAN ANTONIO INDUSTRIAL DEVELOPMENT AUTHORITY TAX-EXEMPT REVENUE REFUNDING BONDS (TINDALL CORPORATION REFUNDING PROJECT), SERIES 2015A, in the aggregate principal amount of \$7,300,000 (the "**Series 2015A Bonds**") and

CITY OF SAN ANTONIO INDUSTRIAL DEVELOPMENT AUTHORITY TAXABLE REVENUE REFUNDING BONDS (TINDALL CORPORATION PROJECT), SERIES 2015B, in the aggregate principal amount of \$1,300,000 (the "**Series 2015B Bonds**") and

WHEREAS, representatives of the Issuer have assured the City that the Series 2015A Bonds and the Series 2015B Bonds (collectively referred to herein as the "*Bonds*") will be payable solely from revenues derived by the Issuer from the Company pursuant to provisions of the Bond Resolution and a Loan Agreement, dated as of October 1, 2015, between the Issuer and the Company, and other applicable documents being entered into by the Issuer in connection with the issuance of the Bonds, and the City will have no responsibility in any manner for the payment of the debt service requirements of the Bonds; and

WHEREAS, Section 501.204 of the Act requires the City Council of the City, as the "governing body" of the "unit" which created the Issuer, to adopt a resolution approving the resolution of the Issuer which authorized the issuance of the Bonds (i.e., the Bond Resolution) no more than 60 days prior to the date of delivery of the Bonds; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended, further requires the City Council of the City (as the "applicable elected representative" of the "governmental unit" on behalf of which the Series 2015A Bonds are issued) to approve the issuance of the Series 2015A Bonds; and

WHEREAS, on June 12, 2008, a public hearing was held by the Issuer with respect to the original issuance of the Series 2008A Bonds and the financing of the Series 2008 Project and notice of such public hearing was posted (as required by Chapter 551, Texas Government Code) and published in a newspaper of general circulation in the City at least 14 days prior to such public hearing; and

10/15/15
ITEM #22B

WHEREAS, 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 Chapter 551, Texas Government Code; and

WHEREAS, it is hereby deemed necessary and advisable that this Resolution be adopted; **NOW THEREFORE**:

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:

SECTION 1. APPROVING THE BOND RESOLUTION AND THE ISSUANCE OF THE BONDS. In order to satisfy the requirements of Section 501.024 of the Act and, with respect to the Series 2015A Bonds, Section 147(f) of the Internal Revenue Code of 1986, as amended, the City hereby approves the Bond Resolution and the issuance of the Bonds described above in the aggregate principal amount of \$8,600,000 in order to obtain funds to pay a portion of the funds to refinance the Series 2008 Project by refunding the outstanding Series 2008 Bonds.

SECTION 2. INCORPORATION OF RECITALS. The City Council hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the City Council hereby incorporates such recitals as a part of this Resolution.

SECTION 3. EFFECTIVE DATE. Pursuant to Article II, Section 15 of the City's Charter, this Resolution shall become effective ten days following its passage.

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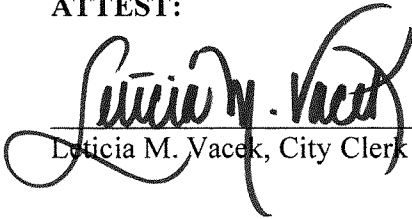
10/15/15
ITEM #22B

**PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO,
TEXAS AT A REGULAR MEETING ON THIS 15TH DAY OF OCTOBER, 2015.**

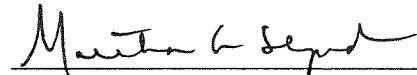

M A Y O R

Ivy R. Taylor

ATTEST:


Leticia M. Vacek, City Clerk

APPROVED AS TO FORM:


Martha G. Sepeda, Acting City Attorney

(CITY SEAL)



** ** * * *

Signature Page to the City's Resolution Relating to the Issuance of the
City of San Antonio Industrial Development Authority
Tax-Exempt Revenue Refunding Bonds (Tindall Corporation Refunding Project), Series 2015A
and
Taxable Revenue Refunding Bonds (Tindall Corporation Refunding Project), Series 2015B

Agenda Item:	22B (in consent vote: 5, 6, 8, 9, 10, 11A, 11B, 12, 13, 15, 16, 17, 19, 20, 22A, 22B)
Date:	10/15/2015
Time:	10:05:50 AM
Vote Type:	Motion to Approve
Description:	A Resolution approving the issuance of \$7,300,000 "Tax-Exempt Revenue Refunding Bonds (Tindall Corporation Refunding Project), Series 2015A", and \$1,300,000 "Taxable Revenue Refunding Bonds (Tindall Corporation Refunding Project), Series 2015B" by the City of San Antonio Industrial Development Authority for the Tindall Corporation, a South Carolina Corporation, and approving other matters related thereto.
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Roberto C. Treviño	District 1		x				x
Alan Warrick	District 2		x				
Rebecca Viagran	District 3		x				
Rey Saldaña	District 4	x					
Shirley Gonzales	District 5	x					
Ray Lopez	District 6		x				
Cris Medina	District 7		x				
Ron Nirenberg	District 8		x				
Joe Krier	District 9		x				
Michael Gallagher	District 10		x			x	

Agenda Item:	22B (in consent vote: 5, 6, 8, 9, 10, 11A, 11B, 12, 13, 15, 16, 17, 19, 20, 22A, 22B)
Date:	10/15/2015
Time:	10:50:31 AM
Vote Type:	Motion to Reconsider
Description:	A Resolution approving the issuance of \$7,300,000 "Tax-Exempt Revenue Refunding Bonds (Tindall Corporation Refunding Project), Series 2015A", and \$1,300,000 "Taxable Revenue Refunding Bonds (Tindall Corporation Refunding Project), Series 2015B" by the City of San Antonio Industrial Development Authority for the Tindall Corporation, a South Carolina Corporation, and approving other matters related thereto.
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Roberto C. Treviño	District 1		x				
Alan Warrick	District 2		x				
Rebecca Viagran	District 3		x				
Rey Saldaña	District 4	x					
Shirley Gonzales	District 5	x					
Ray Lopez	District 6		x				x
Cris Medina	District 7		x				
Ron Nirenberg	District 8		x				
Joe Krier	District 9		x				
Michael Gallagher	District 10		x			x	

Agenda Item:	22B (in consent vote: 5, 6, 8, 9, 10, 11A, 11B, 12, 15, 16, 17, 18, 19, 20, 22A, 22B)
Date:	10/15/2015
Time:	10:51:02 AM
Vote Type:	Motion to Approve
Description:	A Resolution approving the issuance of \$7,300,000 "Tax-Exempt Revenue Refunding Bonds (Tindall Corporation Refunding Project), Series 2015A", and \$1,300,000 "Taxable Revenue Refunding Bonds (Tindall Corporation Refunding Project), Series 2015B" by the City of San Antonio Industrial Development Authority for the Tindall Corporation, a South Carolina Corporation, and approving other matters related thereto.
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Roberto C. Treviño	District 1		x				x
Alan Warrick	District 2		x			x	
Rebecca Viagran	District 3	x					
Rey Saldaña	District 4	x					
Shirley Gonzales	District 5	x					
Ray Lopez	District 6		x				
Cris Medina	District 7		x				
Ron Nirenberg	District 8		x				
Joe Krier	District 9		x				
Michael Gallagher	District 10		x				