

THIS IS A DRAFT AND WILL BE REPLACED BY THE FINAL, SIGNED ORDINANCE OR RESOLUTION ADOPTED BY CITY COUNCIL.

RESOLUTION BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO AUTHORIZING AND APPROVING THE CREATION OF HEMISFAIR PARK PUBLIC FACILITIES CORPORATION; AUTHORIZING AND APPROVING THE ARTICLES OF INCORPORATION AND BYLAWS FOR THIS PUBLIC FACILITIES CORPORATION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Chapter 303, as amended, Texas Local Government Code (the *Act*), authorizes municipalities to create one or more nonmember, nonstock, nonprofit public facilities corporations to act on behalf of the sponsoring municipality for the purpose of financing or providing for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of “public facilities” (as defined in the Act) of the sponsor in an orderly, planned manner and at the lowest possible costs (collectively, the *Public Purposes*); and

WHEREAS, the City Council (the *Governing Body*) of the City of San Antonio, Texas (the *City*), has determined that it is in the public interest and to the benefit of its residents and the citizens of the State of Texas (the *State*) to authorize the creation of a nonprofit public facilities corporation (the *Corporation*) to act on behalf of the City, as such Corporation’s sponsoring entity, to accomplish, with respect to certain public facilities within the City, the Public Purposes (with such primary purpose being the Corporation’s serving as a City land bank of the type described under Section 379C.014, as amended, Texas Local Government Code (the *Land Bank Statute*)); and

WHEREAS, the Governing Body has reviewed the proposed Articles of Incorporation and Bylaws for the Corporation; and

WHEREAS, to provide for the Public Purposes heretofore described, the Governing Body determines that it is in the public interest and to the benefit of the City’s residents and the citizens of this State that the Corporation be created;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO THAT:

SECTION 1. The Governing Body hereby finds and determines that it is advisable to authorize and approve the creation of the Corporation, to be known as the HemisFair Park Public Facilities Corporation.

SECTION 2. The Governing Body hereby approves the Articles of Incorporation and Bylaws proposed to be used in organizing the Corporation (a copy of each of which is attached to this Resolution as Exhibit A and Exhibit B, respectively, and made a part hereof for all purposes), and hereby grants authority for the incorporation of the Corporation.

SECTION 3. The Corporation shall have broadest possible powers available under the terms of the Act and the Corporation's Articles of Incorporation, as are expressly provided (or are necessarily derived by implication) to carry out the Corporation's Public Purposes.

SECTION 4. The Corporation is hereby designated as a public corporation, constituted authority, and public instrumentality of the City authorized to issue bonds on behalf of the City for the purposes of Section 103 of the Internal Revenue Code of 1986, as amended, and shall be authorized to act on behalf of the City for accomplishing the Public Purposes, but the Corporation is not intended to be and shall not be a political subdivision or a political corporation within the meaning of the Constitution and the laws of the State, including without limitation Article III, Section 52(a) of the State Constitution. The City does not delegate to the Corporation any of its attributes of sovereignty, including the power to tax, the power of eminent domain, or its police power.

SECTION 5. Upon dissolution of the Corporation, the City may accept title to or other interest in any other real or personal property owned by the Corporation at such time.

SECTION 6. The City Manager and the City Clerk, respectively, of the City (or the designee of either of the foregoing) are hereby authorized to deliver to the Texas Secretary of State an original and an appropriate number of copies of the Articles of Incorporation for the Corporation, a certified copy of this Resolution approving the Articles of Incorporation, and the fee charged for filing these documents under Chapter 22, as amended, Texas Business Organizations Code (or other applicable law), and to do all things proper and necessary to carry out the intent of this Resolution.

SECTION 7. The Governing Body authorizes the City Clerk of the City, or a designee thereof, in consultation with legal counsel and other City consultants and advisors, to take all actions necessary to call and conduct the organizational meeting of the Corporation and to file, at the expense of the Corporation, any and all documents with the offices of the Secretary of State, the Comptroller of Public Accounts, and the United States Department of Treasury, as appropriate, to effectuate the creation and organization of the Corporation.

SECTION 8. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Governing Body.

SECTION 9. All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

SECTION 10. This Resolution shall be construed and enforced in accordance with the laws of the State and the United States of America.

SECTION 11. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and

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the Governing Body hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 12. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 13. The effective date of this Resolution shall be governed by the provisions of Section 1-15 of the City Code of San Antonio, Texas. This Resolution shall take effect immediately if passed by eight (8) affirmative votes; otherwise, this Resolution shall take effect ten (10) days from the date of passage.

PASSED AND APPROVED this the 7th day of November, 2013.

M A Y O R
Julián Castro

ATTEST:

APPROVED AS TO FORM:

Leticia M. Vacek, City Clerk

Michael D. Bernard, City Attorney

EXHIBIT A

Articles of Incorporation

DRAFT

EXHIBIT B

Bylaws

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