

A RESOLUTION

APPROVING THE ISSUANCE OF UP TO \$50,000,000 IN PRINCIPAL AMOUNT OF "HIGHER EDUCATION REVENUE IMPROVEMENT BONDS" BY THE CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION FOR TRINITY UNIVERSITY, A TEXAS NONPROFIT CORPORATION, AND APPROVING OTHER MATTERS RELATED THERETO

* * * * *

WHEREAS, the CITY OF SAN ANTONIO, TEXAS (the "*City*"), pursuant to Section 53.35(b), Texas Education Code (now amended and recodified as Section 53A.35(b), Texas Education Code, as amended), approved and created the CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION (the "*Issuer*") as a nonprofit corporation to exercise the powers enumerated and provided in Chapter 53, Texas Education Code (now amended and recodified as Chapter 53A, Texas Education Code, as amended - the "*Act*"), for and on behalf of the City; and

WHEREAS, Section 53A.34 of the Act authorizes the Issuer to issue and execute revenue bonds or other obligations to loan or otherwise provide funds to an institution of higher education to enable an institution of higher education to acquire, construct, enlarge, extend, repair, renovate, or otherwise improve an "educational facility" or "housing facility" (as such terms are defined in the Act) or any facility incidental, subordinate, or related to or appropriate in connection with an educational facility or housing facility, or for acquiring land to be used for those purposes, or to create operating and debt service reserves for and to pay issuance costs related to the bonds or other obligations; and

WHEREAS, Section 53A.331 of the Act further authorizes the Issuer to refinance any educational facility or housing facility acquired, constructed, or improved; 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 a series of revenue bonds for the benefit of TRINITY UNIVERSITY, a Texas nonprofit corporation located in the City (the "*University*"), which bonds are further described as follows:

CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION HIGHER EDUCATION REVENUE IMPROVEMENT BONDS (TRINITY UNIVERSITY PROJECT), SERIES 2013, in the aggregate principal amount not to exceed \$50,000,000 (the "**Bonds**");

WHEREAS, representatives of the Issuer have assured the City that the Bonds will be payable solely from revenues derived by the Issuer from the University pursuant to provisions of the Bond Resolution and an Amended and Restated Loan Agreement, dated as of December 1, 2013, between the Issuer and the University, 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 147(f) of the Internal Revenue Code of 1986, as amended, requires the City Council of the City (as the "applicable elected representative" of the "governmental unit" on behalf of which the Bonds are issued) to approve the issuance of the Bonds; and

WHEREAS, on November 7, 2013, a public hearing was held by a representative of the Issuer with respect to the aforementioned subject matter and notice of such public hearing was published in a newspaper of general circulation in the City at least 14 days prior to such public hearing; and

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 ISSUANCE OF THE BONDS. In order to satisfy the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, the City hereby approves the issuance of the Bonds described above in the aggregate principal amount not to exceed \$50,000,000 in order to obtain funds to pay costs of issuance and finance a portion of the costs to construct and equip certain science facilities generally known as the Center for Science and Innovation (CSI) complex located at the University's main campus.

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.

LOH 11/21/13
Item #__

PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO, TEXAS AT A REGULAR MEETING ON THIS 21ST DAY OF NOVEMBER, 2013.

M A Y O R
Julián Castro

ATTEST:

APPROVED AS TO FORM:

Leticia M. Vacek, City Clerk

_____, City Attorney

(CITY SEAL)

** ** * * * * *

Signature Page to the Resolution of the Governmental Unit Relating to the
City of San Antonio, Texas Education Facilities Corporation
Higher Education Revenue Improvement Bonds (Trinity University Project), Series 2013

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 convened in **REGULAR MEETING ON THE 21ST DAY OF NOVEMBER, 2013** at the designated meeting place, and the roll was called of the duly constituted officers and members of said City Council, to wit:

Julián Castro, Mayor
Diego M. Bernal, Councilmember, District 1
Ivy R. Taylor, 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
_____, Councilmember, District 9
Carlton Soules, Councilmember District 10

and all of said persons were present, except the following absentees: _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution entitled:

RESOLUTION APPROVING THE ISSUANCE OF UP TO \$50,000,000 IN PRINCIPAL AMOUNT OF "HIGHER EDUCATION REVENUE IMPROVEMENT BONDS" BY THE CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION FOR TRINITY UNIVERSITY, A TEXAS NONPROFIT CORPORATION, AND APPROVING OTHER MATTERS RELATED THERETO

was duly introduced for the consideration of said City Council. It was then duly moved and seconded that said Resolution be passed; and, after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES: ____ NOES: ____ ABSTENTIONS: ____

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said City Council's minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said City Council's minutes of said Meeting pertaining to the passage of said Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said City Council as indicated therein; each of the officers and members of said City Council was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for passage at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose; and said Meeting was open to the public and public notice of the time, place and purpose of said Meeting was given, all as required by Texas Government Code, Chapter 551.

SIGNED AND SEALED THE 21ST DAY OF NOVEMBER, 2013.

City Clerk, City of San Antonio, Texas

(SEAL)

GENERAL CERTIFICATE OF THE GOVERNMENTAL UNIT

We, the undersigned Mayor and City Clerk of the **CITY OF SAN ANTONIO, TEXAS** (the "**Governmental Unit**"), hereby certify as follows:

1. This Certificate is executed with reference to that series of bonds styled **CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION HIGHER EDUCATION REVENUE IMPROVEMENT BONDS (TRINITY UNIVERSITY PROJECT), SERIES 2013** in the aggregate principal amount of **\$20,035,000** (the "**Bonds**").

2. The Governmental Unit is a municipal corporation duly created and existing under the Constitution and laws of the State of Texas.

3. The **CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION** (the "**Issuer**") was created and authorized to act on behalf of the Governmental Unit, and the Articles of Incorporation and the Bylaws of the Issuer were approved, by resolution or ordinance of the Governmental Unit.

4. On November 21, 2013, and at all times since that date, the following persons constituted the members of the governing body of the Governmental Unit:

<u>NAME</u>	<u>OFFICE</u>
Julián Castro	Mayor
Diego M. Bernal	Councilmember, District 1
Ivy R. Taylor	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
	Councilmember, District 9
Carlton Soules	Councilmember, District 10

5. The Governmental Unit, by written "*Resolution Approving the Issuance of "Higher Education Revenue Improvement Bonds" by the City of San Antonio, Texas Education Facilities Corporation for Trinity University, a Texas Nonprofit Corporation, and Approving Other Matters Related Thereto*", adopted on November 21, 2013, has specifically approved the issuance of the Bonds, solely and specifically for the purpose of satisfying the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, and such resolution has not been amended, annulled, rescinded, or revoked and remains in full force and effect on the date hereof.

6. The City Council of the Governmental Unit has approved by official action the articles of incorporation and bylaws of the Issuer, together with all amendments thereto.

7. No litigation is pending against the Governmental Unit or, to the best of our knowledge, threatened against the Governmental Unit:

(i) to restrain or enjoin the issuance or delivery of the Bonds; or

(ii) in any way contesting (a) the right and power of the Governmental Unit in connection with any action taken by it towards the creation of the Issuer or the issuance of the Bonds, (b) the titles of the current officers of the Governmental Unit or the City Council of the Governmental Unit to their respective offices (c) the creation of the corporation, or the title or authority of the board of directors of the corporation.

8. On June 9, 2013, and at all times since that date, Leticia Vacek has been the duly qualified and appointed City Clerk of the Governmental Unit, and her signature appearing on the following certificate is true and genuine.

9. On June 9, 2013, and at all times since that date, Ben Gorzell, Jr. has been the duly qualified and appointed Chief Financial Officer of the Governmental Unit.

10. On November 21, 2013, and at all times since that date, the following persons constituted the duly appointed board of directors of the Issuer:

<u>NAME OF DIRECTOR</u>	<u>OFFICE</u>
Julián Castro	President
Diego M. Bernal	Director
Ivy R. Taylor	Director
Rebecca J. Viagran	Director
Rey Saldaña	Director
Shirley Gonzales	Director
Ray Lopez	Director
Cris Medina	Director
Ron Nirenberg	Director
_____	Director
Carlton Soules	Director

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11. The Attorney General is hereby authorized and directed to date this Certificate concurrently with the date of approval of the Bonds. If any litigation or contest should develop pertaining to the Bonds or any other matters covered by this Certificate, the City will notify the Attorney General thereof immediately by telephone. With this assurance the Attorney General can rely on the absence of any such litigation or contest, and on the veracity and currency of this Certificate, at the time the Bonds are approved, unless the Attorney General is notified otherwise as aforesaid.

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IN WITNESS WHEREOF, the undersigned have hereunto set their signatures and the official seal of the City this _____.

CITY OF SAN ANTONIO, TEXAS

Mayor

City Clerk

(SEAL)