

AN ORDINANCE

2020-10-29-0774

**RELATING TO A PUBLIC HEARING AND APPROVING FINANCING BY THE WHITNEY
CULTURAL EDUCATION FACILITIES FINANCE CORPORATION FOR THE BENEFIT OF
EL CENTRO DEL BARRIO DBA CENTROMED AND RELATED MATTERS.**

THE STATE OF TEXAS §
COUNTY OF BEXAR §
CITY OF SAN ANTONIO §

WHEREAS, the City of San Antonio, Texas (the “*City*”) has been informed that the Whitney Cultural Education Facilities Finance Corporation (the “*Corporation*”) created pursuant to Chapter 337, Texas Local Government Code (“*State Law*”) will issue bonds, loans and/or other obligations (the “*Obligations*”) in the maximum aggregate principal amount of \$4,200,000, whereby the proceeds of the Obligations will be loaned to El Centro Del Barrio dba CentroMed (the “*Borrower*”) for the purpose of financing and refinancing the Project (the “*Financing*”);

WHEREAS, the Corporation is authorized by State Law to provide the Financing for cultural, health, educational and housing facilities by contractual arrangement, and the Obligations issued to the Corporation constitute contractual arrangements in which the Corporation is authorized by State Law to participate in;

WHEREAS, the Obligations are being issued for the purpose of (a) financing and/or refinancing the costs of acquisition, construction, renovation and equipping an approximately 20,500 square foot facility (including a 2,000 square foot parking garage) for a PACE Elder Care Program located at 3714 Nogalitos, San Antonio, Texas 78225 (the “*Project*”); and (b) paying a portion of the costs of issuance of the Obligations.

WHEREAS, the Borrower has agreed to make payments in amounts sufficient to pay the payments required to be made under the Obligations (the “*Payments*”);

WHEREAS, section 147(f) of the Internal Revenue Code of 1986, as amended (the “*Code*”) requires that the issuance of any qualified 501(c)(3) obligations be approved by either the governing body of the City or the chief elected executive officer of the City after a public hearing following reasonable public notice;

WHEREAS, the publication of the Notice of Public Hearing (the “*Public Notice*”) is evidenced by a Publisher's Affidavit (a copy of which is attached hereto as Exhibit A);

WHEREAS, attached hereto as Exhibit B is Certificate of Public Hearing regarding the conduct of the Public Hearing; **NOW, THEREFORE:**

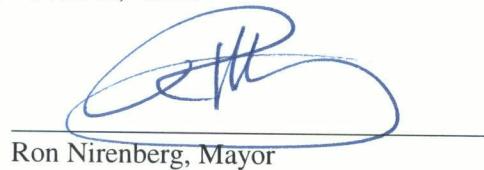
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BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO, TEXAS THAT:

Section 1. The City hereby approves the Financing and the Project solely for the purpose of satisfying the requirements of section 147(f) of the Code; provided that the City shall have no liabilities for the Payments nor shall any of the City's assets be pledged to secure the Payments.

Section 2. This Resolution shall become effective immediately upon its passage.

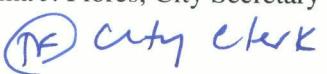
PASSED AND APPROVED on THIS 29th day of October, 2020.



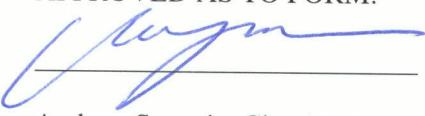
Ron Nirenberg, Mayor

ATTEST:



Tina J. Flores, City Secretary

(TJ) City Clerk

APPROVED AS TO FORM:



Andrew Segovia, City Attorney

CERTIFICATE FOR ORDINANCE

THE STATE OF TEXAS §
COUNTY OF BEXAR §
CITY OF SAN ANTONIO §

We, the undersigned officers of the City of San Antonio, Texas (the "City"), hereby certify as follows:

1. The City Council of said City convened in regular meeting on October 29, 2020 (the "Meeting"), at the designated meeting place, and the roll was called of the duly constituted officers and members of said City Council, to wit:

Ron Nirenberg	Mayor
Roberto C. Trevino	District 1 Councilmember
Jada Andrews-Sullivan	District 2 Councilmember
Rebecca J. Viagran	District 3 Councilmember
Dr. Adriana Rocha Garcia	District 4 Councilmember
Shirley Gonzales	District 5 Councilmember
Melissa Cabello Havrda	District 6 Councilmember
Ana Sandoval	District 7 Councilmember
Manny Pelaez	District 8 Councilmember
John Courage	District 9 Councilmember
Clayton Perry	District 10 Councilmember

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

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

AYES: All members of the City Council shown present above voted "Aye," except as provided below:

NAYS: D

ABSTENTIONS: D

2. That a true, full and correct copy of the aforesaid Ordinance adopted at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that said Ordinance has been duly recorded in said City Council's minutes of said Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from said City Council's minutes of said Meeting pertaining to the adoption of said

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Ordinance; that 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; that 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 Ordinance would be introduced and considered for adoption at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose, and that 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 Chapter 551, Texas Government Code.

3. That the Mayor of said City has approved and hereby approves the aforesaid Ordinance; that the Mayor and the City Secretary of said City have duly signed said Ordinance; and that the Mayor and the City Secretary of said City hereby declare that their signing of this Certificate shall constitute the signing of the attached and following copy of said Resolution for all purposes.

SIGNED October 29, 2020.

Joe G. Flora
City Secretary

E. S. K.
Mayor





City of San Antonio

City Council

October 29, 2020

Item: 35

File Number: 20-5970

Enactment Number:

2020-10-29-0774

Ordinance approving the issuance by the Whitney Cultural Education Facilities Finance Corporation of bonds, loans and/or other obligations for purposes of Section 147(f) of the Internal Revenue Code [Ben Gorzell, Chief Financial Officer; Troy Elliott, Deputy Chief Financial Officer].

Councilmember John Courage made a motion to approve. Councilmember Jada Andrews-Sullivan seconded the motion. The motion passed by the following vote:

Aye: 11 Nirenberg, Treviño, Andrews-Sullivan, Viagran, Rocha Garcia, Gonzales, Cabello Havrda, Sandoval, Pelaez, Courage and Perry

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EXHIBIT A
PUBLISHER'S AFFIDAVIT

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HEARST

MEDIA SOLUTIONS

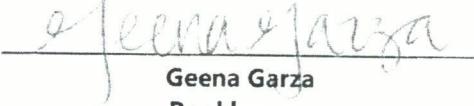
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SAN ANTONIO EXPRESS NEWS AFFIDAVIT OF PUBLICATION

STATE OF TEXAS: COUNTY OF BEXAR

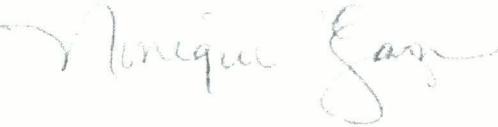
Before me, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared: Geena Garza, who after being duly sworn, says that she is the BOOKEEPER OF HEARST NEWSPAPERS, LLC - dba: SAN ANTONIO EXPRESS-NEWS, a daily newspaper published in Bexar County, Texas and that the publication, of which the annexed is a true copy, was published to wit:

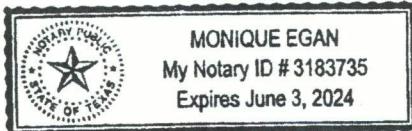
Customer ID	Customer	Order ID	Publication	Pub Date
20001679	ORRICK, HERRINGTON SUTCLIFFE	34051298	SAE Express-News	09/09/20


Geena Garza
Bookkeeper

Sworn and subscribed to before me, this 16 day of Sept. A.D. 2020

Notary public in and for the State of Texas





NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing will be held on September 16, 2020, commencing at 10:00 a.m., at CentroMed, 3750 Commercial, San Antonio, Texas 78221, to provide an opportunity for all interested persons to be heard with respect to a proposed loan from Frost Bank (the "Bank") to Whitney Cultural Education Facilities Finance Corporation (the "Corporation"), in the maximum aggregate principal amount of \$4,000,000 and a proposed loan (qualified 501(c)(3) bonds as defined in Section 145 of the Internal Revenue Code of 1986, as amended) from the Corporation to El Centro Del Barrio dba CentroMed (the "Borrower") in the same amount (collectively, the "Loans"); all pursuant to a loan agreements by and among the Corporation, the Bank and the Borrower.

The Loans are being made pursuant to a plan of finance for the purpose of (a) financing and/or refinancing the costs of acquisition, construction, renovation and equipping an approximately 20,500 square foot facility (including a 2,000 square foot parking garage) for a PACE Elder Care Program located at 3714 Nogalitos, San Antonio, Texas 78225 and (b) paying certain expenses in connection with the issuance of the Loans (collectively, the "Project"). The Project is owned by the Borrower. The Loans are not payable out of taxes and are secured by and payable solely from funds provided by the Borrower.

All interested persons are invited to attend the hearing to express their views, both orally and in writing, with respect to the Loans and the Project. Any interested persons unable to attend the hearing may submit their views in writing to the President of the Board of Directors of the Corporation c/o Orrick, Herrington & Sutcliffe LLP, Attn: Hoang Vu, 609 Main Street, 40th Floor, Houston, Texas 77002, prior to the date scheduled for the hearing.

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EXHIBIT B

CERTIFICATE OF PUBLIC HEARING

CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with a series of loan transactions to be entered into by the Whitney Cultural Education Facilities Finance Corporation (the "Corporation"), El Centro Del Barrio dba CentroMed ("Borrower") and Frost Bank in the maximum amount of \$4,200,000 (the "Loans") for the benefit of Borrower, as follows:

1. I served as Hearing Officer for the Corporation for the purpose of conducting a public hearing on the Loans and the use of the proceeds thereof for the purpose of (a) financing and/or refinancing the costs of acquisition, construction, renovation and equipping an approximately 20,500 square foot facility (including a 2,000 square foot parking garage) for a PACE Elder Care Program located at 3714 Nogalitos, San Antonio, Texas 78225 and (b) paying certain expenses in connection with the issuance of the Loans (the "Project").

2. Such hearing was conducted commencing at 10:00 a.m. on September 16, 2020 at CentroMed, 3750 Commercial, San Antonio, Texas 78221, which building and office was open to the public for purposes of the hearing.

3. At the time for the commencement of the hearing, comments, either orally or in writing, were publicly requested on the Project to be financed with proceeds of the Loan and on the making of the Loans.

4. At the hearing,

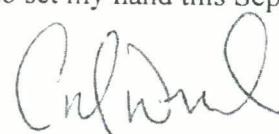
no persons presented comments orally or in writing.

the comments summarized in Exhibit B-1 were made orally by the persons listed therein.

the written comments attached hereto were presented.

5. No time limitations were imposed on any public comments.

IN WITNESS WHEREOF, I have hereunto set my hand this September 16, 2020.



Hearing Officer