

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

A RESOLUTION

**DIRECTING CITY STAFF AND CONSULTANTS TO INITIATE THE
PROCESS TO TRANSITION THE SAN ANTONIO CONVENTION AND
VISITORS BUREAU TO A NONPROFIT CORPORATION, INCLUDING
PREPARING ANY REQUIRED DOCUMENTS AND AGREEMENTS AND
ANY NECESSARY INCIDENTAL MATTERS.**

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WHEREAS, the City previously examined and determined the City’s Convention and Visitors Bureau (“CVB”) should pursue avenues to effectuate the privatization of the CVB to further prospective business and economic development initiatives within the City; and

WHEREAS, a Transition Leadership Team, comprised of public and private City leaders, has been established to oversee and facilitate this process; and

WHEREAS, City officials have determined to proceed with accomplishment of the foregoing through creation of a nonprofit corporation (“Corporation”) pursuant to Chapter 22, Texas Business and Organizations Code, as amended, and subsequent designation thereof as an exempt organization under section 501(c)(6) of the Internal Revenue Code, and negotiation of various agreements and processes with interested parties, including the Transition Leadership Team, is necessary, desirable, and appropriate to accomplish these objectives;
NOW THEREFORE:

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

SECTION 1. City staff and consultants, including Norton Rose Fulbright US LLP, engaged as special counsel to assist the City in this matter, and other consultants determined by City staff to be necessary or desirable, are authorized to commence and take actions necessary or incidental to accomplish the matters herein described. In connection with the foregoing, appropriate City staff (including the City Manager, any Assistant City Manager, the Director of the City’s Convention & Visitors Bureau, or the designee of any of the foregoing) are authorized to take such action and to execute and deliver such certificates and instruments as deemed necessary or appropriate to facilitate the matters and objectives of this Resolution.

SECTION 2. All prior action not inconsistent with provisions of this Resolution taken by City staff are ratified, approved, and confirmed, and City staff and consultants are authorized to take any and all action necessary to carry out and consummate the actions described in this Resolution.

LB
2/18/16
Item No. _____

SECTION 3. Norton Rose Fulbright US LLP is named as a third-party designee to obtain an Internal Revenue Service (“IRS”) Employer Identification Number and complete an application for tax exemption from the IRS.

SECTION 4. This Resolution shall take effect immediately upon the receipt of eight affirmative votes; otherwise it shall be effective ten days after its passage.

PASSED AND APPROVED THIS _____ day of February, 2016.

M A Y O R
Ivy R. Taylor

ATTEST:

APPROVED AS TO FORM:

Leticia M. Vacek
City Clerk

Martha G. Sepeda
Acting City Attorney

DRAFT