

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

**RESOLUTION NO. EZDC 2019-01-\_\_-0001R**

**A RESOLUTION OF THE  
CITY OF SAN ANTONIO, TEXAS  
EMPOWERMENT ZONE DEVELOPMENT CORPORATION**

**APPOINTING U.S. BANK NATIONAL ASSOCIATION TO SERVE AS  
THE MARKET AGENT RELATING TO THE OUTSTANDING CITY OF  
SAN ANTONIO, TEXAS EMPOWERMENT ZONE DEVELOPMENT  
CORPORATION CONTRACT REVENUE EMPOWERMENT ZONE  
REFUNDING BONDS (DRURY SOUTHWEST HOTEL PROJECT), SERIES  
2013A AND SERIES 2013B, AND APPROVING AND AUTHORIZING THE  
EXECUTION OF A RELATED MARKET AGENT AGREEMENT**

**\* \* \* \* \***

***WHEREAS***, the CITY OF SAN ANTONIO, TEXAS EMPOWERMENT ZONE DEVELOPMENT CORPORATION (the "***Issuer***") is a nonprofit local government corporation created and existing under the laws of the State of Texas, including particularly Subchapter D of Chapter 431, Texas Transportation Code (the "***Act***"), to act on behalf of the CITY OF SAN ANTONIO, TEXAS (the "***City***") for the purpose of "*aiding and acting on behalf of the City to accomplish certain governmental purposes of the City, to wit: the administration of various federal tax incentives relating to the Empowerment Zone designated within the City, including but not limited to the issuance of empowerment zone facility bonds on behalf of qualified businesses within the Empowerment Zone, at the request of the City Council of the City*"; and

***WHEREAS***, the Issuer, acting on behalf of the City, issued and has outstanding the following series of "Empowerment Zone Bonds" (collectively, the "***Series 2013 Bonds***"), which were issued for the benefit of *Alamo National Building Development, LP*, a Missouri limited partnership (the "***Borrower***") in connection with the Borrower's acquisition and renovation of the former Alamo National Bank Building into a "Drury Hotel":

**CITY OF SAN ANTONIO, TEXAS EMPOWERMENT ZONE DEVELOPMENT  
CORPORATION CONTRACT REVENUE EMPOWERMENT ZONE BONDS (DRURY  
SOUTHWEST HOTEL PROJECT), SERIES 2013A**, dated as of November 1, 2013, and currently outstanding in the aggregate principal amount of \$21,900,000 (the "***Series 2013A Bonds***"); and

**CITY OF SAN ANTONIO, TEXAS EMPOWERMENT ZONE DEVELOPMENT CORPORATION CONTRACT REVENUE EMPOWERMENT ZONE BONDS (DRURY SOUTHWEST HOTEL PROJECT), SERIES 2013B**, dated as of November 1, 2013, and currently outstanding in the aggregate principal amount of \$18,000,000 (the "**Series 2013B Bonds**"); and

**WHEREAS**, the Series 2013 Bonds were issued pursuant to the provisions of an Indenture of Trust, dated as of November 1, 2013, between the Issuer and *U.S. Bank National Association*, as Trustee (the "**Indenture**"); and

**WHEREAS**, all capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Indenture; and

**WHEREAS**, pursuant to the Indenture the Series 2013 Bonds currently are in an Index Rate Period and are bearing interest at an Index Rate; however the Borrower desires to convert the Series 2013 Bonds to an Adjusted Index Rate Period and to bear interest at an Adjusted Index Rate in accordance with Section 2.02(g) of the Indenture; and

**WHEREAS**, in order to establish interest at an Adjusted Index Rate, the Indenture requires a Market Agent to determine a component used to establish the Adjusted Index Rate; and

**WHEREAS**, the Indenture further provides that the Market Agent shall be "*any Person appointed by the Issuer at the request of the Borrower to serve as market agent in connection with a conversion to an Index Rate Period or an Adjusted Index Rate Period*"; and

**WHEREAS**, a Market Agent has not previously been appointed; accordingly, the Borrower has requested the Issuer to appoint U.S. Bank National Association as the Market Agent for the Series 2013 Bonds and has further requested the Issuer approve the a Market Agent Agreement among the Issuer, the Borrower and the Market Agent in substantially the form attached hereto as Exhibit A; 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

***THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO, TEXAS EMPOWERMENT ZONE DEVELOPMENT CORPORATION THAT:***

**SECTION 1. APPOINTMENT OF MARKET AGENT AND APPROVAL OF MARKET AGENT AGREEMENT.** As requested by the Borrower, the Board hereby appoints U.S. Bank National Association to serve as the Market Agent for the Series 2013 Bonds and perform the duties set forth therein and in the Indenture, and the Board and further approves the Market Agent Agreement substantially the form and substance attached to this Resolution as *Exhibit A*. The President, Vice President and Executive Director of the Issuer are each hereby authorized and directed, for and on behalf of the Issuer, to date, sign, and otherwise execute the Market Agent Agreement, and the Secretary or any Assistant Secretary is authorized and directed, for and on behalf of the Issuer, to attest the Market Agent Agreement, if necessary, and such officers are hereby authorized to deliver the Market Agent Agreement to the other parties named therein. Upon execution by the parties thereto and delivery thereof, the Market Agent Agreement shall be binding upon the Issuer in accordance with the terms and provisions thereof.

**SECTION 2. AUTHORIZATION TO APPROVE CHANGES.** The President, Vice President, Executive Director and Secretary of the Issuer, and Bond Counsel for the Issuer, are each hereby authorized to approve any changes made to the Market Agent Agreement as it relates to the Issuer from the form approved by the Board, such approval to be evidenced by the execution of the Market Agent Agreement, provided that such changes are not materially inconsistent with this Resolution. The President, Vice President, Executive Director and Secretary of the Issuer are hereby further authorized, empowered and directed from time to time, and at any time, to do and perform all such acts and things, and to execute and deliver in the name and under the official seal and on behalf of the Issuer all such instruments, whether or not herein mentioned as may be necessary or desirable in order to carry out the terms and provisions of this Resolution and of the Market Agent Agreement.

**SECTION 3. APPROVAL OF CLOSING FEE.** The Board hereby approves a closing fee to be charged to and paid by the Borrower in connection with the issuance of the Bonds in the amount of \$20,000, which fee is identical to the closing fee charged in connection with the bonds issued by the Corporation for the Borrower in 2005 and 2007 and is consistent with the closing fee charged by other conduit issuers of the City.

**SECTION 4. INCORPORATION OF RECITALS.** The Board of Directors hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the Board of Directors hereby incorporates such recitals as a part of this Resolution.

**SECTION 5. EFFECTIVE DATE.** This Resolution shall become effective immediately upon its adoption.

MPH  
\_\_\_\_/\_\_\_\_/19  
Item No.

***PASSED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE CITY OF  
SAN ANTONIO, TEXAS EMPOWERMENT ZONE DEVELOPMENT CORPORATION  
THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2019.***

\_\_\_\_\_  
President, Board of Directors

Attest:

\_\_\_\_\_  
Secretary, Board of Directors

(Seal)

Execution Page to Resolution Appointing the Market Agent and  
Approving a Market Agent Agreement Relating to  
City of San Antonio, Texas Empowerment Zone Development Corporation  
Contract Revenue Empowerment Zone Refunding Bonds  
(Drury Southwest Hotel Project), Series 2013A and Series 2013B

**EXHIBIT A**

**FORM OF MARKET AGENT AGREEMENT**

DRAFT

MPH  
\_\_\_\_/\_\_\_\_/19  
Item No.

**CERTIFICATE FOR RESOLUTION**

I, the undersigned Secretary of the **CITY OF SAN ANTONIO, TEXAS EMPOWERMENT ZONE DEVELOPMENT CORPORATION** (the "**Corporation**"), hereby certify as follows:

1. The Corporation convened in Special Meeting on December \_\_, 2018 at the City Hall (the "**Meeting**"), and the roll was called of the duly constituted officers and members of the Corporation, to wit:

Ron Nirenberg, President  
Roberto C. Treviño, Director  
William "Cruz" Shaw, Director  
Rebecca J. Viagran, Director  
Rey Saldaña, Director  
Shirley Gonzales, Director

Greg Brockhouse, Director  
Ana Sandoval, Director  
Manny Pelaez, Director  
John Courage, Director  
Clayton Perry, Director

all of the officers and members of the Corporation were present, except the following absentees: \_\_\_\_\_ . Whereupon, among other business, the following was transacted at the Meeting: a written

**RESOLUTION NO. EZDC 2018-12-\_\_-0001-R**

**A RESOLUTION OF THE  
CITY OF SAN ANTONIO, TEXAS  
EMPOWERMENT ZONE DEVELOPMENT CORPORATION**

**APPOINTING U.S. BANK NATIONAL ASSOCIATION TO SERVE AS THE  
MARKET AGENT RELATING TO THE OUTSTANDING *CITY OF SAN  
ANTONIO, TEXAS EMPOWERMENT ZONE DEVELOPMENT CORPORATION  
CONTRACT REVENUE EMPOWERMENT ZONE REFUNDING BONDS (DRURY  
SOUTHWEST HOTEL PROJECT), SERIES 2013A AND SERIES 2013B, AND  
APPROVING AND AUTHORIZING THE EXECUTION OF A RELATED  
MARKET AGENT AGREEMENT***

(the "**Resolution**") was duly introduced for the consideration of the Corporation. 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: \_\_\_\_\_ NOES: \_\_\_\_\_ ABSTENTIONS: \_\_\_\_\_

MPH  
\_\_\_\_/\_\_\_\_/19  
Item No.

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 Corporation's minutes of the Meeting; the above and foregoing paragraph is a true, full and correct excerpt from the Corporation'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 Corporation as indicated therein; each of the officers and members of the Corporation 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 consented, 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 551, Texas Government Code.

SIGNED AND SEALED THE \_\_\_\_ DAY DECEMBER, 2018

\_\_\_\_\_  
Secretary, City of San Antonio, Texas  
Empowerment Zone Development Corporation

(Seal)

Execution Page to Certificate for Resolution Execution Page to the Resolution  
Appointing the Market Agent and Approving a Market Agent Agreement Relating to  
City of San Antonio, Texas Empowerment Zone Development Corporation  
Contract Revenue Empowerment Zone Refunding Bonds  
(Drury Southwest Hotel Project), Series 2013A and Series 2013B