

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

RESOLUTION NO. _____

**BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO, TEXAS
APPROVING THE ISSUANCE OF ONE OR MORE SERIES OF REVENUE
BONDS DESIGNATED AS THE “CITY OF SAN ANTONIO, TEXAS
MUNICIPAL FACILITIES CORPORATION LEASE REVENUE BONDS
(CITY TOWER RENOVATION PROJECT)” IN AN AMOUNT NOT TO
EXCEED \$_____, AS FURTHER DESIGNATED BY SERIES, INTEREST
RATE CONVENTION, AND TAX TREATMENT, BY CITY OF SAN
ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION;
AUTHORIZING THE EXECUTION OF A LEASE AGREEMENT BETWEEN
THE CITY AND THE CORPORATION; AUTHORIZING THE
CORPORATION TO ENTER INTO A MASTER TRUST AGREEMENT, AND
APPLICABLE SUPPLEMENTS THERETO, RELATED TO THE
FOREGOING PROJECT AND THE PLEDGE OF CERTAIN REVENUES AS
SECURITY THEREFOR; AND AUTHORIZING THE EXECUTION OF
CERTAIN DOCUMENTS IN CONNECTION THEREWITH**

* * * * *

WHEREAS, the City Council (the *Council*) of the City of San Antonio, Texas (the *City*) previously created the City of San Antonio, Texas Municipal Facilities Corporation (the *Issuer*), a valid and existing local government corporation duly organized under Subchapter D of Chapter 431 Texas Transportation Code, as amended and the Texas Non-Profit Corporation Act (together, the *Act*), for the purpose of aiding and acting on behalf of the City to accomplish certain governmental purposes of the City, including the acquisition, construction, equipping, financing, operation, and maintenance of land and other municipal facilities for the City; and

WHEREAS, the Issuer’s Board of Directors (the *Board*) has, by a resolution adopted on May 13, 2021 (the *Issuer Resolution*), declared its intent to issue multiple series of lease revenue bonds pursuant to the terms of the Act and other applicable law, to finance the costs of renovating, constructing, equipping, operating, rehabilitating, expanding, improving, and maintaining the City’s high rise tower located in the City’s downtown area, referred to as the City Tower (the *City Tower Renovation Project*); and

WHEREAS, the Bylaws of the Issuer require that the Council approve the Issuer Resolution and the contemplated sale of multiple series of bonds described in the Issuer Resolution (the *Bonds*) by the Issuer; and

WHEREAS, the City authorizes the Issuer’s pledge of certain revenues under the lease agreement, dated as of May 13, 2021 (such agreement, in the form attached hereto as Exhibit A, the *Lease Agreement*) between the City and the Issuer, consisting of the Issuer’s receipt of lease payments (the *Lease Payments*)

thereunder, which Lease Payments shall be pledged by the Issuer as security for the repayment of the Bonds; and

WHEREAS, the Council is now approving this Resolution to (i) authorize the City's execution of the Lease Agreement and all documentation necessary or incidental thereto (such documentation, as further defined in the Lease Agreement and as used herein, the *Financing Documents*), (ii) authorize the City's assignment and pledge of the Lease Revenues as a source of payment of the Bonds issued by the Issuer under the Master Trust Agreement and each Supplement, as further described and defined in the Lease Agreement, and (iii) authorize and approve the Issuer's entrance into each Bond Purchase Agreement (as defined in the Lease Agreement); and

WHEREAS, the Council finds and declares that the action of the Board should be approved and the City Tower Renovation Project and the issuance of the Bonds described in the Issuer Resolution are in the best interests of the inhabitants of the City for the reasons therein set forth; and

WHEREAS, it is deemed necessary and advisable that this Resolution be adopted; now, therefore,

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

SECTION 1. This Resolution is adopted for the purpose of satisfying the conditions and requirements of the Act and the Bylaws of the Issuer.

SECTION 2. The Bonds, which are issued in a maximum aggregate principal amount not to exceed \$ _____ to finance the costs associated with the City Tower Renovation Project and to pay certain costs of issuance of the Bonds, are hereby approved.

SECTION 3. The approvals herein given are not to be construed as any undertaking by the City, and the Bonds shall never constitute an indebtedness or pledge of the City, or the State of Texas, within the meaning of any constitutional or statutory provision, and the holders of the Bonds shall never be paid in whole or in part out of any funds raised or to be raised by taxation or any part out of any funds raised or to be raised by taxation or any other revenues of the Issuer, the City, or the State of Texas, except those revenues assigned and pledged by the Issuer in the Financing Documents in connection with the issuance of the Bonds.

SECTION 4. As authorized by and pursuant to the provisions of the Act, the Council hereby approves the Financing Documents. For so long as the City's and the Issuer's obligations under the Lease Agreement, respectively, remain outstanding, the City shall adhere to, enforce, and comply with the City's covenants in the Lease Agreement.

SECTION 5. The Mayor and the City Clerk and the other officers of the City are hereby authorized, jointly and severally, to execute and deliver such additional endorsements, instruments, certificates, documents, or paper necessary and advisable to carry out the intent and purposes of this Resolution and the Issuer Resolution on behalf of the City.

SECTION 6. The City Clerk of the City, or a designee thereof, is authorized to accomplish all administrative matters (as may be necessary or desired) to effectuate the subject matter of this Resolution.

The public purposes of the City, which the Issuer may further on behalf of the City, are as set forth in the Act and the Articles.

SECTION 6. 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 Council.

SECTION 7. All resolutions or ordinances, 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 8. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 9. If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution. In case any obligation of the Issuer authorized or established by this Resolution or the Bonds is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

SECTION 10. This Resolution shall take effect on the date of its adoption by the Council.

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PASSED AND APPROVED, this the 13th day of May, 2021.

CITY OF SAN ANTONIO, TEXAS

M A Y O R
Ron Nirenberg

ATTEST:

APPROVED AS TO FORM:

Tina J. Flores, City Clerk

Andrew Segovia, City Attorney

(SEAL)

EXHIBIT A
LEASE AGREEMENT

DRAFT