

RESOLUTION NO. **2012-09-20-0039R**

**A RESOLUTION**

**APPROVING THE FORM, CONTENT, AND DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT PERTAINING TO THE ISSUANCE, SALE AND DELIVERY OF UP TO \$585,000,000 IN PRINCIPAL AMOUNT OF CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION IMPROVEMENT AND REFUNDING LEASE REVENUE BONDS, SERIES 2012 (CONVENTION CENTER REFINANCING AND EXPANSION PROJECT); COMPLYING WITH THE REQUIREMENTS CONTAINED IN SECURITIES AND EXCHANGE COMMISSION RULE 15c2-12; AND AUTHORIZING THE CITY'S STAFF AND THE CO-FINANCIAL ADVISORS, CO-BOND COUNSEL AND UNDERWRITERS RELATED TO SUCH BONDS TO TAKE ALL ACTIONS DEEMED NECESSARY IN CONNECTION WITH THE SALE OF SUCH BONDS; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT; AND PROVIDING FOR AN EFFECTIVE DATE**

**WHEREAS**, the CITY OF SAN ANTONIO, TEXAS (the "*City*") created the CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION (the "*Corporation*"), as a non-profit public facility corporation pursuant to the provisions of Chapter 303, Texas Local Government Code, as amended, to assist the City in financing, refinancing, or providing for "public facilities" within the meaning of the Act at the request of the City Council; and

**WHEREAS**, the City currently owns and operates convention center facilities located in the downtown area of the City known as the "Henry B. Gonzalez Convention Center" (the "*Existing Convention Center*"); and

**WHEREAS**, for purposes of clarification, all references to the "Existing Convention Center" in this Resolution shall not include (i) the Alamodome, which is a venue that is owned and operated by the City as a part of the City's convention, sports and entertainment facilities, and (ii) the Grand Hyatt Hotel, which is a full-service hotel located adjacent to the Henry B. Gonzalez Convention Center but is owned and operated by private parties unrelated to the City; and

**WHEREAS**, the City desires to (i) refinance the Existing Convention Center by refunding all outstanding indebtedness relating to the Existing Convention Center (the "*Refunded Bonds*"), and (ii) provide for the financing of a major expansion of the City's convention center facilities which is generally described to include the construction and equipping of approximately 100,000 square feet of additional convention center facilities located to the east of the Existing Convention Center towards Interstate 37 and the renovation and demolition of a portion of the Existing Convention Center (the "*Expansion Project*"); and

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**WHEREAS**, the Existing Convention Center and the Expansion Project are “public facilities” within the meaning of the Act; and

**WHEREAS**, on September 20, 2012, the City Council of the City formally requested the Corporation to undertake the refinancing of the Existing Convention Center and the financing of the Expansion Project; and

**WHEREAS**, at the request of the City, the Board of Directors of the Corporation is expected to authorize the issuance and delivery of up to \$585,000,000 in principal amount of lease revenue bonds, secured with a first lien on and pledge of annual appropriation lease payments to be made by the City, pursuant to applicable laws of the State of Texas, including the Act, to be designated **CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION IMPROVEMENT AND REFUNDING LEASE REVENUE BONDS, SERIES 2012 (CONVENTION CENTER REFINANCING AND EXPANSION PROJECT)** (the "**Bonds**"), in order to refinance the City's Existing Convention Center by refunding the Refunded Bonds and to finance the Expansion Project; and

**WHEREAS**, Securities and Exchange Commission Rule 15c2-12, codified at 17 C.F.R. §240.15c2-12 ("**Rule 15c2-12**"), requires that the Preliminary Official Statement prepared and distributed in connection with the issuance of the Bonds be "deemed final" as of its date by the Corporation (except for the omission of no more than the information permitted by Rule 15c2-12); and

**WHEREAS**, on September 20, 2012, the Board of Directors of the Corporation is expected to approve the form and content of the Preliminary Official Statement and deem it "final" within the meaning of Rule 15c2-12, and the City Council of the City deems it necessary and appropriate to also approve the form and content of such Preliminary Official Statement since it contains significant and material statistical and financial information pertaining to the City; and

**WHEREAS**, such Preliminary Official Statement has been reviewed by the City Council and representatives of the staff of the City; and

**WHEREAS**, it is hereby officially found and determined that the meeting at which this Resolution was passed 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 the Bylaws of the Corporation; **NOW THEREFORE:**

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

**SECTION 1. APPROVAL OF FORM OF PRELIMINARY OFFICIAL STATEMENT.** The form and content of the Preliminary Official Statement in connection with the issuance and sale of the Bonds is hereby approved.

**SECTION 2. PRELIMINARY OFFICIAL STATEMENT DEEMED FINAL.** The Preliminary Official Statement referenced above and relating to the proposed sale of the Bonds is hereby "deemed final" as of its date (subject to the permissible omissions described in Rule 15c2-12) within the meaning of the provision of 17 C.F.R. §240.15c2-12(b)(1).

**SECTION 3. AUTHORITY TO PRINT AND DISTRIBUTE THE PRELIMINARY OFFICIAL STATEMENT AND TAKE ALL OTHER ACTIONS DEEMED NECESSARY.** The City staff and the Corporation's Co-Financial Advisors (Coastal Securities, Inc. and Estrada Hinojosa & Company, Inc.), Co-Bond Counsel (McCall, Parkhurst & Horton L.L.P. and Escamilla, Poneck & Cruz, LLP) and the Underwriters in connection with the issuance of the Bonds are authorized to take all actions deemed necessary in connection with preparing for the sale of the Bonds, including but not limited to approving all changes deemed necessary to the Preliminary Official Statement and to print and distribute such Preliminary Official Statement to potential purchasers.

**SECTION 4. APPROVAL OF FINAL OFFICIAL STATEMENT.** The City Council hereby approves the preparation and distribution of the final Official Statement incorporating all final terms of the Bonds and other changes deemed necessary by officers of the Corporation or the City and by the City Attorney and Co-Bond Counsel related to the Bonds.

**SECTION 5. 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 6. EFFECTIVE DATE.** This Resolution shall become effective on the tenth day from passage hereof.

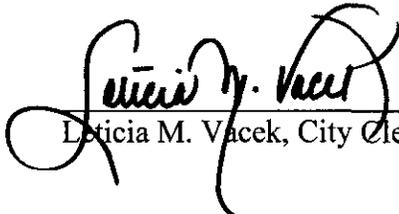
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**PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO,  
TEXAS AT A REGULAR MEETING ON THIS 20<sup>TH</sup> DAY OF SEPTEMBER, 2012.**

  
M A Y O R  
Julián Castro

ATTEST:

  
Leticia M. Vacek, City Clerk

APPROVED AS TO FORM:

  
Michael D. Bernard, City Attorney

(CITY SEAL)



EXECUTION PAGE TO CITY RESOLUTION APPROVING FORM OF PRELIMINARY OFFICIAL STATEMENT FOR  
CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION  
IMPROVEMENT AND REFUNDING LEASE REVENUE BONDS, SERIES 2012  
(CONVENTION CENTER REFINANCING AND EXPANSION PROJECT)

**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 20<sup>th</sup> day of September, 2012 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 Bernal, Councilmember, District 1  
Ivy R. Taylor, Councilmember, District 2  
Leticia D. Ozuna, Councilmember, District 3  
Rey Saldaña, Councilmember, District 4  
David Medina, Jr., Councilmember, District 5

Ray Lopez, Councilmember, District 6  
Cris Medina, Councilmember, District 7  
W. Reed Williams, Councilmember, District 8  
Elisa Chan, Councilmember, District 9  
Carlton Soules, Councilmember, District 10

and all of said persons were present, except the following absentees: NONE, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution No. 2012-09-20- 0039R entitled:

**RESOLUTION APPROVING THE FORM, CONTENT, AND DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT PERTAINING TO THE ISSUANCE, SALE AND DELIVERY OF UP TO \$585,000,000 IN PRINCIPAL AMOUNT OF CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION IMPROVEMENT AND REFUNDING LEASE REVENUE BONDS, SERIES 2012 (CONVENTION CENTER REFINANCING AND EXPANSION PROJECT); COMPLYING WITH THE REQUIREMENTS CONTAINED IN SECURITIES AND EXCHANGE COMMISSION RULE 15c2-12; AND AUTHORIZING THE CITY'S STAFF AND THE CO-FINANCIAL ADVISORS, CO-BOND COUNSEL AND UNDERWRITERS RELATED TO SUCH BONDS TO TAKE ALL ACTIONS DEEMED NECESSARY IN CONNECTION WITH THE SALE OF SUCH BONDS; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT; AND PROVIDING FOR AN EFFECTIVE DATE**

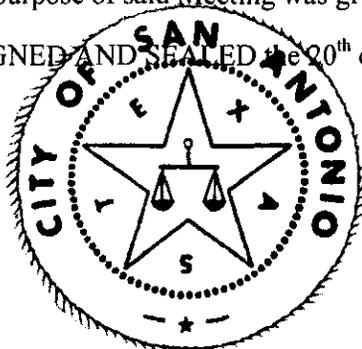
was duly introduced for the consideration of said City Council. It was then duly moved and seconded that said Resolution be passed; and, after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES: 11 NOES: 0 ABSTENTIONS: 0

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 20<sup>th</sup> day of September, 2012.

(SEAL)

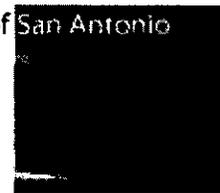


*Juliana M. [Signature]*  
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City Clerk, City of San Antonio, Texas



Request for  
**COUNCIL  
ACTION**

City of San Antonio



## Agenda Voting Results - 6E

<b>Name:</b>	6A, 6B, 6C, 6D, 6E						
<b>Date:</b>	09/20/2012						
<b>Time:</b>	10:30:09 AM						
<b>Vote Type:</b>	Motion to Approve						
<b>Description:</b>	A Resolution approving the form, content, and distribution of the Preliminary Official Statement pertaining to the issuance, sale and delivery of up to \$585,000,000.00 in principal amount of City of San Antonio, Texas Public Facilities Corporation Improvement and Refunding Lease Revenue Bonds, Series 2012 (Convention Center Refinancing and Expansion Project); complying with the requirements contained in Securities and Exchange Commission Rule 15c2-12; authorizing the preparation and distribution of a final official statement, authorizing the City's staff and the Co-Financial Advisors, Co-Bond Counsel and Underwriters related to such bonds to take all actions deemed necessary in connection with the sale of such bonds; and providing for an effective date.						
<b>Result:</b>	Passed						
Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Julián Castro	Mayor		x				
Diego Bernal	District 1		x				
Ivy R. Taylor	District 2		x				
Leticia Ozuna	District 3		x				
Rey Saldaña	District 4		x			x	
David Medina Jr.	District 5		x				
Ray Lopez	District 6		x				
Cris Medina	District 7		x				
W. Reed Williams	District 8		x				x
Elisa Chan	District 9		x				
Carlton Soules	District 10		x				