09/20/2012
Item No. 6F

RESOLUTION NO. PFC 2012-09-20-0001R

A RESOLUTION OF THE
CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION

RESOLUTION APPROVING AN AMENDMENT TO THE ARTICLES OF INCORPORATION AND APPROVING THE BYLAWS OF THE CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION

WHEREAS, the City of San Antonio, Texas (the "City") authorized and approved the creation of the City of San Antonio, Texas Public Facilities Corporation (the "Corporation") on June 21, 2012 pursuant to Chapter 303, Texas Local Government Code, as amended (the "Public Facility Corporation Act");

WHEREAS, the governing body of the City (the "City Council") adopted and approved the form and substance of the Corporation's Articles of Incorporation (the "Articles of Incorporation") on June 21, 2012;

WHEREAS, the Articles of Incorporation have been filed with the Texas Secretary of State and the Texas Secretary of State has found that the Articles of Incorporation comply with the Public Facility Corporation Act and other law and has issued a certificate of incorporation regarding the Corporation to the City Council;

WHEREAS, the City Council on September 20, 2012, by resolution, has determined that certain amendments to the Articles of Incorporation are advisable in order to limit the purpose of the Corporation to assisting the City with financing, refinancing, or providing for convention center facilities, or facilities directly related thereto, instead of all "public facilities" as permitted under the Public Facility Corporation Act, and has authorized these certain amendments;

WHEREAS, the City Council on September 20, 2012, by resolution, has approved certain bylaws (the "Bylaws") to be adopted by the Corporation;

WHEREAS, the Articles of Incorporation may be amended by the Corporation's Board of Directors with the approval, by resolution, of the City Council;

WHEREAS, the Bylaws may be adopted by the Corporation's Board of Directors with the approval, by resolution, of the City Council; and

WHEREAS, it is hereby official 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; ***NOW, THEREFORE,***

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION THAT:

Section 1. As previously approved by the City Council on the date hereof, the Board of Directors of the Corporation hereby authorizes and approves an amendment to its Articles of

Incorporation, and authorizes and approves the Articles of Amendment attached hereto, in substantially final form, as Exhibit "A," for the purpose of limiting the purpose of the Corporation to assisting the City with financing, refinancing, or providing for convention center facilities, or facilities directly related thereto, instead of all "public facilities" as permitted under the Public Facility Corporation Act. The Articles of Amendment are authorized to be executed by the President and Secretary of the Corporation and filed in the Office of the Secretary of State of Texas as required by law.

Section 2. The Bylaws approved by the City Council on September 20, 2012 for adoption by the Corporation, which are attached hereto as Exhibit "B," are hereby adopted.

Section 3. The officers of the Corporation, the Corporation's Co-Bond Counsel and any official, employee or agent of the City authorized to assist the Corporation shall be and are expressly authorized, empowered, and directed from time to time and at an time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the corporate seal and on behalf of the Corporation all such instruments (including, but not limited to, articles of amendment) as may be necessary or desirable in order to carry out the terms and provisions of this Resolution. In addition, the officers of the Corporation, the Corporation's Co-Bond Counsel and any official, employee or agent of the City authorized to assist the Corporation are each hereby authorized and directed to approve any technical changes or corrections to this Resolution or to any of the instruments authorized and approved by this Resolution necessary in order to: (i) correct any ambiguity or mistake, or properly or more completely document the actions contemplated and approved by this Resolution; and (ii) obtain the approval of the amended Articles of Incorporation and Bylaws by the Texas Secretary of State, as required by law.

Section 4. The recitals set forth in the preamble of this Resolution are hereby found to be true and correct and such recitals are hereby incorporated as part of this Resolution and are adopted as part of the judgment and findings of the Corporation.

Section 5. This Resolution shall become effective immediately upon passage thereof.

[*The remainder of this page intentionally left blank*]

09/20/2012
Item No. 6F

PASSED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION AT A SPECIAL MEETING ON THIS 20TH DAY OF SEPTEMBER, 2012.

President, Board of Directors

JULIÁN CASTRO

ATTEST:

Secretary, Board of Directors

(SEAL)

EXHIBIT "A"

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT
OF THE
CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION

The City of San Antonio, Texas Public Facilities Corporation (the "Corporation") adopts this Articles of Amendment pursuant to, and in accordance, with section 303.027 of the Texas Local Government Code, as amended:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is the City of San Antonio, Texas Public Facilities Corporation.

ARTICLE II

AMENDMENTS TO ARTICLES OF INCORPORATION

The entire first paragraph of Article IV of the Corporation's Articles of Incorporation is hereby amended so as to read as follows:

> The purpose of the Corporation is to assist the City of San Antonio, Texas (the "City") in financing, refinancing, or providing for convention center facilities (which are "public facilities" within the meaning of the Act), or facilities directly related thereto, at the request of the governing body of the City (the "City Council").

Article VII of the Corporation's Articles of Incorporation is hereby amended so as to read as follows:

> The Corporation shall have all powers granted to it by the Act, as it may be amended from time to time, and shall have and possess the broadest possible powers to, at the request of the City Council, finance, refinance, and provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of convention center facilities or facilities directly related thereto under the terms of the Act. All other matters pertaining to the internal affairs of the Corporation shall be governed by the bylaws of the Corporation, so long as such bylaws are not inconsistent with these Articles of Incorporation, the Act, or any other laws of the State of Texas.

ARTICLE III

NAME AND ADDRESS OF SPONSOR

CITY OF SAN ANTONIO, TEXAS
100 Military Plaza
San Antonio, Texas 78205

ARTICLE IV

AMENDMENT AUTHORIZATION

The amendments described in Article II of this Articles of Amendment were authorized by the governing body of the City of San Antonio, Texas on September 20, 2012.

ARTICLE V

AMENDMENT ADOPTION

The Board of Directors of the Corporation met and adopted the amendments described in Article II of this Articles of Amendment on September 20, 2012.

[*The remainder of this page intentionally left blank*]

EXHIBIT "B"

BYLAWS

BYLAWS
OF THE
CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION

ARTICLE I. OFFICES

The principal offices of the Corporation shall be at 100 Military Plaza in the City of San Antonio, County of Bexar, State of Texas.

ARTICLE II. MEMBERS

The Corporation has no members and is a nonstock corporation.

ARTICLE III. PURPOSE

Section 3.1. Purpose. The Corporation has been incorporated and is hereby organized in the public interest acting as an instrumentality acting on behalf of the City of San Antonio, Texas (the "City"). As permitted by the Act, the Corporation shall have the broadest possible powers to finance or to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of convention center facilities or facilities directly related thereto which are public facilities of the City under the terms of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the "Act").

Section 3.2. Conditions Precedent to Issuance of Obligations. The Corporation shall not issue any bonds, notes or other obligations unless all conditions precedent to such issuance as required by the Act, if any, have been fulfilled, and the issuance thereof has been approved or consented to by the City Council of the City.

Section 3.3. Nonprofit Corporation. The Corporation shall be a nonprofit corporation, and no part of its net earnings remaining after payment of its bonds or other obligations and expenses shall inure to the benefit of any person other than the City.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. Number and Term of Office. The business and property of the Corporation shall be managed and controlled by a board of eleven directors (the "Board") [or such greater or lesser number (if then permitted by the Act) to be equivalent at all times with the total number of positions constituting the City Council of the City], which shall be composed in its entirety of persons who are members of the City Council of the City, and whose terms of office shall be fixed by, and run coterminous with, their respective terms of office as members of the City Council of the City (but in no event shall any term exceed six years). Each such member shall serve as a member of the Board for so long as he or she serves on the City Council of the City.

Section 4.2. Committees. The Board may, by resolution or resolutions adopted by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Board as designated, which, to the extent permitted by law and provided in said resolution or resolutions, shall have and exercise the authority of the Board in the management of the business and affairs of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 4.3. Vacancies. In case of any vacancy in the Board through death, resignation, disqualification, or other cause, a successor to hold office shall be the person appointed or otherwise qualified to hold the related position on the City Council.

Section 4.4. Place of Meetings. Meetings of the Board shall be held at the City Council Chambers of the City, unless otherwise determined by resolution of the Board.

Section 4.5. Regular Meetings. Meetings of the Board may be held at the City Council Chambers of the City, unless otherwise determined by resolution of the Board.

Section 4.6. Special Meetings. Special meetings of the Board shall be held when called by direction of the president, or by one-third of the directors then in office. A special meeting may be held in conjunction with the organizational meeting of the Corporation if called by a majority of the incorporators.

Section 4.7. Notice of Meetings. The secretary shall cause notice of the time and place of holding each meeting of the Board to be given to each director. Such notice may be in writing, in person, or by telephone. Notice of each meeting shall be given to the public in accordance with the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code.

Section 4.8. Quorum. A majority of the Board shall constitute a quorum for the transaction of business.

Section 4.9. Order of Business. At meetings of the Board, business shall be transacted in such order as the Board may determine by resolution.

At all meetings of the Board, the president, or in such person's absence, the vice president, or in the absence of both of these officers, a member of the Board selected by the members present, shall preside. The secretary of the Corporation shall sit as secretary at all meetings of the Board, and in case of such person's absence the presiding officer of the meeting may designate any person to act as secretary.

Section 4.10. Additional Powers. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all lawful acts and things as are not by statute (including the Act) or by the Articles of Incorporation or by these Bylaws prohibited.

Section 4.11. Compensation of Directors and Officers. Directors and officers, as such, shall not receive any salary for their services but by resolution of the Board, expenses incurred in the Corporation's business may be reimbursed.

Section 4.12. Indemnification. The Corporation may indemnify any director, officer, employee, or agent or former director, employee, or agent of the Corporation for expenses and costs, including attorneys' fees, actually or necessarily incurred by the person in connection with any claim asserted against the person, by action in court or other forum, by reason of such person having been a director, officer, employee, or other agent, except that the Corporation may not provide indemnity in a matter if the director, officer, employee, or agent is guilty of negligence or misconduct in relation to the matter.

ARTICLE V. OFFICERS

Section 5.1. Executive Officers. The executive officers of the Corporation shall be a president, a vice president, a secretary, a treasurer, and an executive director. The person holding the office of Mayor of the City from time to time shall automatically be deemed to be appointed as the president of the Corporation. The person holding the office of Mayor Pro-Tem of the City from time to time shall automatically be deemed to be appointed as the vice president of the Corporation. The person holding the office of City Clerk of the City from time to time shall automatically be deemed to be appointed as the secretary of the Corporation but shall not be deemed to be a member of the Board, and each person holding the office of Assistant City Clerk of the City from time to time shall automatically be deemed to be appointed as an assistant secretary of the Corporation but shall not be deemed to be a member of the Board. The person holding the office of Chief Financial Officer of the City from time to time shall automatically be deemed to be appointed as the treasurer of the Corporation but shall not be deemed to be a member of the Board. The person holding the office of City Manager of the City from time to time, or his or her designee, shall automatically be deemed to be appointed as the executive director of the Corporation but shall not be deemed to be a member of the Board. Each such officer shall serve in such office for so long as he or she holds the corresponding office of the City. The Board may appoint such other officers as may be deemed necessary for the purposes of the Corporation.

Section 5.2. Powers and Duties of the President. The president shall preside at all meetings of the directors. He or she shall have power to sign and execute all contracts and instruments of conveyance in the name of the Corporation; to sign checks, drafts, notes, and orders for the payment of money; and to appoint and discharge agents and employees, subject to the approval of the Board. The president shall have general and active management of the business of the Corporation, and shall perform all the duties usually incident to the office of president.

Section 5.3. Powers and Duties of the Vice President. The vice president shall have such powers and perform such duties as may be delegated to him or her by the Board. In the absence or disability of the president, the vice president may perform the duties and exercise the powers of the president.

Section 5.4. Powers and Duties of the Secretary. The secretary shall keep the minutes of all meetings of the Board in books provided for that purpose; shall attend to the giving and service of all notices; may sign with the president, or a vice president, in the name of the Corporation, all contracts and instruments of conveyance authorized by the Board, and when so ordered by the Board, shall affix the seal of the Corporation thereto; shall have charge of such other books and papers as the Board may direct, all of which shall, at all reasonable times, be opened to the examination of any director, upon application at the office of the Corporation during business hours; and shall in general perform all the duties incident to the office of secretary, subject to the control of the Board. The secretary shall submit such reports to the directors as may be requested by the Board. In the absence or disability of the secretary, an assistant secretary may perform the duties and exercise the powers of the secretary.

Section 5.5. Powers and Duties of the Treasurer. The treasurer shall have custody of all funds and securities of the Corporation, and when necessary or proper the treasurer shall endorse on behalf of the Corporation for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank or depository as the Board may designate. When required by the Board, the treasurer shall render a statement of cash account; the treasurer shall enter regularly in the books of the Corporation, to be kept by the treasurer for that purpose, a full and accurate account of the Corporation; the treasurer shall at all reasonable times exhibit his books and accounts to any director of the Corporation upon application at the office of the Corporation during business hours; and the treasurer shall perform all acts incident to the position of treasurer, subject to the control of the Board.

The treasurer shall give a bond for the faithful discharge of his duties in such sum as the Board may require.

Section 5.6. Powers and Duties of the Executive Director. The executive director shall have such powers and perform such duties as may be delegated to him or her by the Board.

ARTICLE VI. FISCAL PROVISIONS

Section 6.1. Restrictions on Payment of Funds. No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers or any individual, firm, corporation, or association, except that in the event the Board of Directors shall determine that sufficient provision has been made for the full payment of the expenses, bonds and other obligations of the Corporation, then any net earnings of the Corporation thereafter accruing shall be paid to the City. No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 6.2. Execution of Financial Instruments. All checks, demands for money, withdrawals of money, notes, time and demand deposits and certificates of deposit shall be signed by the Treasurer of the Corporation, or his or her designee, or such other person or persons as the Board of Directors from time to time may designate by resolution or other action of the Board of Directors or as may be designated in any financing documents relating to the

issuance of bonds or other obligations of the Corporation, provided that in the case of checks at least one of the authorized signatories shall be an officer of the Corporation.

Section 6.3. Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year of the City.

Section 6.4. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the Corporation shall be kept at the principal office of the Corporation where they shall be available to the public in accordance with the applicable provisions of the Public Information Act (Chapter 552, Tex. Government Code, as amended).

Section 6.5. Staff Functions. Staff functions for the Corporation may be performed by the City as directed by the City Council of the City. The Corporation shall pay, to the extent funds of the Corporation are legally available, the amount of costs for such services from revenues collected by it, as from time to time shall be billed to the Corporation by the City.

ARTICLE VII. CORPORATION SEAL

The corporate seal shall be circular and shall have inscribed in the outer circle "City of San Antonio, Texas Public Facilities Corporation." Said seal may be used by causing it or a facsimile thereof to be impressed, affixed or otherwise reproduced.

ARTICLE VIII. MISCELLANEOUS

Section 8.1. Notices and Waivers Thereof. When under the provisions of these Bylaws notice is required to be given to any director or officer, unless otherwise provided such notice may be given personally, or it may be given in writing by depositing the same in the post office or letter box in a post-paid envelope or postal card addressed to such director or officer, at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed. When any notice is required to be given by law, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 8.2. Interpretation of Bylaws. These Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section, or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section, or other part of these Bylaws to any other person or circumstances shall not be affected thereby.

Section 8.3. Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose business office is identical to such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office of the Corporation. The registered

agent and the registered office may be changed from time to time by the Board of Directors, in accordance with the requirements of the Act.

ARTICLE IX. AMENDMENTS

The Board, by the affirmative vote of a majority of the Board, may alter, amend, or repeal the Bylaws or adopt new Bylaws at any meeting provided that notice be given not less than three days prior to such meeting and that such notice contain a copy of the proposed amendment or amendments. Said amendments shall be effective upon approval by the City Council by resolution.

ARTICLE X. DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation after payment of all obligations of the Corporation, all remaining assets of the Corporation automatically shall vest in the City without further conveyance, transfer, or other act.

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ADOPTED AND APPROVED by the Board of Directors of the Corporation on September 20, 2012, and previously approved by a resolution adopted by the City Council of the City on September 20, 2012.

_____
Julián Castro
President, Board of Directors
City of San Antonio, Texas Public Facilities Corporation

ATTEST:

_____
Leticia M. Vacek
Secretary
City of San Antonio, Texas Public Facilities Corporation

CERTIFICATE FOR RESOLUTION

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

1. The Board of Directors of the Corporation convened in SPECIAL MEETING ON THE 20TH DAY OF SEPTEMBER, 2012 at the San Antonio City Hall, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

Julián Castro, President	Ray Lopez
Diego M. Bernal	Cris Medina
Ivy R. Taylor	W. Reed Williams
Leticia d. Ozuna	Elisa Chan
Rey Saldaña	Carlton Soules
David Medina, Jr.	

all of said officers and members of said Board of Directors were present, except the following absentees: NONE. Whereupon, among other business, the following was transacted at said Meeting: a written

RESOLUTION NO. PFC 2012-09-20-0001R

RESOLUTION APPROVING AN AMENDMENT TO THE ARTICLES OF INCORPORATION AND APPROVING THE BYLAWS OF THE CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION

was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be passed on first reading and, after due discussion, said motion carrying with it the adoption of said Resolution, prevailed and carried by the following vote:

AYES: 11 NOES: Ø ABSTENTIONS: Ø

2. A true, full and correct copy of the aforesaid 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 said Board of Directors's minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors'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 Board of Directors as indicated therein; each of the officers and members of said Board of Directors 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 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.

SIGNED AND SEALED THE 20TH DAY OF SEPTEMBER, 2012.

Secretary
City of San Antonio, Texas Public Facilities Corporation

(Seal)

Execution Page to Certificate for PFC Resolution Authorizing the Issuance of
City of San Antonio, Texas Public Facilities Corporation
Improvement and Refunding Lease Revenue Bonds, Series 2012
(Convention Center and Expansion Project)

Request for COUNCIL ACTION

City of San Antonio

Agenda Voting Results - 6F

Name:	6F, 6G, 6H
Date:	09/20/2012
Time:	10:31:08 AM
Vote Type:	Motion to Approve
Description:	A Resolution of the City of San Antonio, Texas Public Facilities Corporation approving an amendment to the Corporation's articles of incorporation to limit the purpose of the Corporation to assisting the City of San Antonio with financing and refinancing the City's Convention Center Facilities, and approving the bylaws of the corporation.
Result:	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				
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				x
Carlton Soules	District 10		x				