

RESOLUTION NO. PFC 2012-09-20- 0003R

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

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; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT; 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

* * * * *

WHEREAS, the CITY OF SAN ANTONIO, TEXAS PUBLIC FACILITIES CORPORATION (the "*Corporation*"), is a non-profit public facility corporation created by the CITY OF SAN ANTONIO, TEXAS (the "*City*") pursuant to the provisions of Chapter 303, Texas Local Government Code, as amended (the "*Act*"), 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

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 the Expansion Project on behalf of the City; and

WHEREAS, the Board of Directors of the Corporation hereby deems it necessary and desirable to issue and deliver, at the request of the City, 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, such Preliminary Official Statement has been reviewed by the Board of Directors 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; ***NOW THEREFORE***:

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

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. The officers of the Corporation 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 Board of Directors 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 of the City and Co-Bond Counsel related to the Bonds.

SECTION 5. INCORPORATION OF RECITALS. The Corporation hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the Corporation hereby incorporates such recitals as a part of this Resolution.

SECTION 6. EFFECTIVE DATE. This Resolution shall become effective immediately upon passage thereof.

[The remainder of this page intentionally left blank]

9/20/12
ITEM #6H

***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



EXECUTION PAGE TO 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 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 designated meeting place, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

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

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. PFC 2012-09-20-0003R, 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; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT; 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

was duly introduced for the consideration of said Board of Directors. 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:

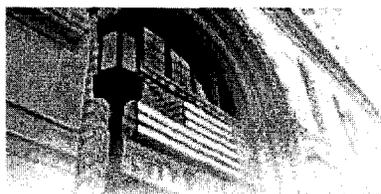
AYES: 11 NOES: 0 ABSTENTIONS: 0

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 Board of Directors' minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors' 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 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 20th day of September, 2012.

Leticia D. Ozuna
Secretary
City of San Antonio, Texas Public Facilities Corporation



Request for
**COUNCIL
ACTION**

City of San Antonio



Agenda Voting Results - 6H

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 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; 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.						
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				