

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

**RESOLUTION \_\_\_\_\_**

**BY THE CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION RELATING TO THE REMARKETING OF OBLIGATIONS DESIGNATED AS “CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION VARIABLE RATE LEASE REVENUE BONDS, TAXABLE SERIES 2021 (CITY TOWER RENOVATION PROJECT)” INTO A NEW INTEREST MODE; PROVIDING ADDITIONAL TAX-RELATED COVENANTS RELATED TO THE REMARKETING OF CERTAIN OF THE BONDS INTO TAX-EXEMPT RATES; PRESCRIBING THE FORM, TERMS, CONDITIONS, AND RESOLVING OTHER MATTERS INCIDENT AND RELATED TO THE REMARKETING OF THE BONDS; AUTHORIZING CERTAIN CORPORATION REPRESENTATIVES TO EXECUTE ONE OR MORE CONVERSION CERTIFICATES MEMORIALIZING THE TERMS OF SUCH REMARKETING; APPROVING A REMARKETING AGREEMENT AND A REMARKETING MEMORANDUM RELATING TO THESE OBLIGATIONS; AND OTHER MATTERS IN CONNECTION THEREWITH**

\* \* \* \* \*

**WHEREAS**, the CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION VARIABLE RATE LEASE REVENUE BONDS, TAXABLE SERIES 2021 (CITY TOWER RENOVATION PROJECT),” were issued on July 1, 2021, under and secured by a Master Trust Agreement (the *Master Trust Agreement*) dated May 13, 2021 between City of San Antonio, Texas Municipal Facilities Corporation and U.S. Bank Trust Company National Association, Houston, Texas (as successor in interest to U.S. Bank National Association), as master trustee (the *Master Trustee*; also serving in the role of *Paying Agent/Registrar* and *Tender Agent*), as supplemented by Supplemental Indenture Number 2 (the *Second Supplement*), and pursuant to a Resolution adopted on May 13, 2021 by the City of San Antonio, Texas Municipal Facilities Corporation (the *Corporation Resolution*), as well as the City of San Antonio, Texas (the *City*) adopted a resolution on May 13, 2021 (the *City Resolution*, and together with the *Corporation Resolution*, the *Bond Resolution*). The Master Trust, Agreement and Bond Resolution are hereinafter collectively referred to as the *Authorizing Documents*. The proceeds therefrom were originally used for (i) renovating, constructing, equipping, maintaining, rehabilitating, expanding, improving, operating, and maintaining the City’s municipal facilities known as the City Tower; and (ii) paying certain expenses in connection with the issuance of each series of Bonds (together, the *City Tower Renovation Project*); and

**WHEREAS**, the Bonds are currently outstanding as taxable variable rate bonds, initially issued in a Term Mode expiring on July 31, 2024, and as a result thereof, the Bonds are currently subject to mandatory tender by the current Holders thereof, without right of retention, on August 1, 20\_\_; and

**WHEREAS**, the Authorizing Documents authorize the Corporation to remarket the Bonds into various interest rate modes after conclusion of the Initial Rate Period, during which the Bonds will bear interest at Term Rates that are Taxable Rates and Tax-Exempt Rates (unless otherwise determined by a hereinafter-defined Authorized Representative that another structure and tax designation is more advantageous); and

**WHEREAS**, the Corporation determined to remarket the Bonds into Term Rate interest modes that commence after conclusion of the Initial Rate Period, during which certain of the Bonds will bear interest at Taxable Rates, and the balance of the Bonds will bear interest at Tax-Exempt Rates, until the earlier of stated maturity or prior redemption; and

**WHEREAS**, given the remarketing of the Bonds into a Term Mode in which certain of the Bonds will be tax-exempt, the Corporation is adding certain tax-exempt covenants to conform the terms of those Bonds with such requirements of federal tax law; and

**WHEREAS**, the Corporation hereby finds and determines that it is now authorized and empowered to proceed with the passage and adoption of this Conversion Resolution authorizing (i) the remarketing of the Bonds in the manner described herein and in the Authorizing Documents, (ii) the execution and delivery of a Remarketing Agreement relating to the Bonds, (iii) the distribution of a Remarketing Memorandum, if and as applicable, relating to the Bonds, and (iv) the exercise and performance of certain powers and duties to be exercised and performed by each Authorized Official (hereinafter defined), including the execution of a Conversion Certificate of the type described herein and in the Authorizing Documents; and

**WHEREAS**, the Board of Directors of the Corporation (the *Board*) hereby finds and determines that the remarketing of the Bonds and the adoption of this Conversion Resolution is in the best interest of the Corporation and residents of the City; **NOW, THEREFORE**,

**BE IT RESOLVED BY THE CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION:**

**SECTION 1: Conversion to New Interest Mode; Delegation of Authorities to Authorized Officials.** Pursuant to the Authorizing Documents, the Bonds shall be converted to new Interest Modes that are in Term Mode (together, the periods of such mode, the *New Interest Period*), commencing on the Mandatory Tender Date and continuing until the earlier of Stated Maturity or prior redemption of the hereinafter-defined Remarketed Bonds, and during which the Remarketed Bonds shall bear interest at Terms Rates that are Tax-Exempt Rates and Taxable Rates, as hereinafter provided. The Purchase Date for the Tendered Bonds and the Rate Adjustment Date for the Remarketed Bonds, respectively, shall be the Mandatory Tender Date.

In connection with the remarketing of the Bonds, an Authorized Official shall, in accordance with the Authorizing Documents and this Conversion Resolution, establish the terms of pricing the Remarketed Bonds by finally determining (i) each Stated Maturity, (ii) each of the Term Rates (and those Term Rates that are Taxable Rates and Tax-Exempt Rates), (iii) terms of redemption prior to Stated Maturity, and (iv) the disposition of any reoffering premium (as hereinafter described, which may include determination to redeem hereinafter-defined Tendered Bonds); provided, however, that the price of the Remarketed Bonds shall not be less than the Purchase Price of the Tendered Bonds, no Remarketed Certificate's Term Rate shall exceed the Maximum Rate, and no Remarketed Certificate's Stated Maturity shall extend beyond the Bonds'

final Stated Maturity under the Authorizing Documents. Each Authorized Official is authorized to execute the Certificate for Conversion of Interest Rate, in substantially the form attached hereto as Exhibit A (and which constitutes a written instrument described in the Authorizing Documents), memorializing the final terms of the Remarketed Bonds. Upon execution of the Certificate of Conversion of Interest Rate, Bond Counsel is authorized to complete this Conversion Resolution to reflect such final terms of the Remarketed Bonds, as evidenced in the Certificate for Conversion of Interest Rate.

In the event that the establishment of the Term Rates applicable to those Bonds remarketed into the New Interest Period (such Bonds, the *Remarketed Bonds*), determined in accordance with the Authorizing Documents, generates a reoffering premium in excess of the Purchase Price of the Bonds tendered for purchase on the Mandatory Tender Date (such Bonds, the *Tendered Bonds*), then the Authorized Official may (and, if any such premium remains after paying costs of remarketing the Remarketed Bonds, shall) provide for the use of such premium to redeem Tendered Bonds in accordance with Section 5 hereof).

The Remarketed Bonds bearing interest at a Term Rate that is a Tax-Exempt Rate shall mature on August 1 in each of the years and in the amounts, and bear interest at the rates, specified in the following table:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2049		
2050		

The Remarketed Certificates bearing interest at a Term Rate is a Taxable Rate shall mature on August 1 in each of the years and in the amounts, and bear interest at the rates, specified in the following table:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2049		
2050		

**SECTION 2: Notice of Mandatory Tender and Conversion of Interest Rate.** Each Authorized Official is hereby authorized and directed to cause to be delivered a Notice of Mandatory Tender and Conversion of Bonds to the required parties, in substantially the form attached hereto as Exhibit B, and in accordance with and as required by the Authorizing Documents. The Tender Agent is hereby authorized and directed to provide this Notice of Mandatory Tender and Conversion of Bonds to the Holders of all Bonds currently Outstanding in accordance with and as required by the Authorizing Documents, unless otherwise waived by the appropriate parties. In addition to the foregoing, each Authorized Official (or the designee thereof) is authorized and directed to deliver or cause to be delivered any notice of the remarketing of the Bonds and conversion of Interest Mode that is the subject of this Conversion Resolution that may be required by the Authorizing Documents or that is otherwise determined by the Authorized Official to be necessary or desirable (including a notice of the type attached hereto as Exhibit E).

**SECTION 3: Reoffering Memorandum.** The Board hereby approves, ratifies, and confirms the form and content of any remarketing memorandum (the *Remarketing Memorandum*) presented to the Board with this Conversion Resolution, in substantially the same form attached

hereto as Exhibit C, and prepared for use by the Remarketing Agent (defined herein) in connection with the remarketing of the Remarketed Bonds in a publicly offered sale, and authorizes the preparation of any addenda, supplements or amendments thereto as an Authorized Official may deem appropriate; and the Board further ratifies and approves the use and distribution of such Remarketing Memorandum in connection with the remarketing of the Bonds and the determination of the Term Rates. Each Authorized Official is authorized and directed to execute and deliver any certificates, instruments, affidavits, or other documents as may be necessary or appropriate in connection with the Remarketing Memorandum. It is hereby officially found, determined and declared that the descriptions, statements and information contained in the Remarketing Memorandum are true and correct in all material respects, to the best knowledge and belief of the Corporation.

**SECTION 4: Tax Covenants.** To accommodate changes in the tax status of certain of the Bonds as described in the Preamble hereof, the following tax covenants apply to those Bonds issued at Tax-Exempt Rates:

(A) Covenants. The Corporation covenants to take any action necessary to assure, or refrain from any action which would adversely affect, the treatment of the Bonds as obligations described in section 103 of the Code of 1986, as amended (the *Code*), the interest on which is not includable in the “gross income” of the holder for purposes of federal income taxation. In furtherance thereof, the Corporation covenants as follows:

(i) to take any action to assure that no more than 10 percent of the proceeds of the Bonds or the projects financed therewith (less amounts deposited to a reserve fund, if any) are used for any “private business use,” as defined in section 141(b)(6) of the Code or, if more than 10 percent of the proceeds or the projects financed therewith are so used, such amounts, whether or not received by the Corporation, with respect to such private business use, do not, under the terms of this Order or any underlying arrangement, directly or indirectly, secure or provide for the payment of more than 10 percent of the debt service on the Bonds, in contravention of section 141(b)(2) of the Code;

(ii) to take any action to assure that in the event that the “private business use” described in subsection (1) hereof exceeds 5 percent of the proceeds of the Bonds or the projects financed therewith (less amounts deposited into a reserve fund, if any) then the amount in excess of 5 percent is used for a “private business use” which is “related” and not “disproportionate,” within the meaning of section 141(b)(3) of the Code, to the governmental use;

(iii) to take any action to assure that no amount which is greater than the lesser of \$5,000,000, or 5 percent of the proceeds of the Bonds (less amounts deposited into a reserve fund, if any) is directly or indirectly used to finance loans to persons, other than state or local governmental units, in contravention of section 141(c) of the Code;

(iv) to refrain from taking any action which would otherwise result in the Bonds being treated as “private activity bonds” within the meaning of section 141(b) of the Code;

(v) to refrain from taking any action that would result in the Bonds being “federally guaranteed” within the meaning of section 149(b) of the Code;

(vi) to refrain from using any portion of the proceeds of the Bonds, directly or indirectly, to acquire or to replace funds which were used, directly or indirectly, to acquire investment property (as defined in section 148(b)(2) of the Code) which produces a materially higher yield over the term of the Bonds, other than investment property acquired with -

- (a) proceeds of the Bonds invested for a reasonable temporary period of 3 years or less or, in the case of a refunding bond, for a period of 90 days or less until such proceeds are needed for the purpose for which the bonds are issued,
- (b) amounts invested in a bona fide debt service fund, within the meaning of section 1.148-1(b) of the Treasury Regulations, and
- (c) amounts deposited in any reasonably required reserve or replacement fund to the extent such amounts do not exceed 10 percent of the proceeds of the Bonds;

(v) to otherwise restrict the use of the proceeds of the Bonds or amounts treated as proceeds of the Bonds, as may be necessary, so that the Bonds do not otherwise contravene the requirements of section 148 of the Code (relating to arbitrage);

(vi) to refrain from using the proceeds of the Bonds or proceeds of any prior bonds to pay debt service on another issue more than 90 days after the date of issue of the Bonds in contravention of the requirements of section 149(d) of the Code (relating to advance refundings); and

(vii) to pay to the United States of America at least once during each five-year period (beginning on the date of delivery of the Bonds) an amount that is at least equal to 90 percent of the "Excess Earnings", within the meaning of section 148(f) of the Code and to pay to the United States of America, not later than 60 days after the Bonds have been paid in full, 100 percent of the amount then required to be paid as a result of Excess Earnings under section 148(f) of the Code.

(B) Rebate Fund. In order to facilitate compliance with the above covenant (9), a "Rebate Fund" is hereby established by the Corporation for the sole benefit of the United States of America, and such fund shall not be subject to the claim of any other person, including without limitation the bondholders. The Rebate Fund is established for the additional purpose of compliance with section 148 of the Code.

(C) Proceeds. The Corporation understands that the term "proceeds" includes "disposition proceeds" as defined in the Treasury Regulations and, in the case of refunding bonds, transferred proceeds (if any) and proceeds of the refunded bonds expended prior to the date of issuance of the Bonds and, as applicable, any replacement funds administered by the Texas State Board of Education as part of the Permanent School Fund. It is the understanding of the Corporation that the covenants contained herein are intended to assure compliance with the Code and any regulations or rulings promulgated by the U.S. Department of the Treasury pursuant thereto. In the event that regulations or rulings are hereafter promulgated which modify or expand provisions of the Code, as applicable to the Bonds, the Corporation will not be required to comply

with any covenant contained herein to the extent that such failure to comply, in the opinion of nationally recognized bond counsel, will not adversely affect the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In the event that regulations or rulings are hereafter promulgated which impose additional requirements which are applicable to the Bonds, the Corporation agrees to comply with the additional requirements to the extent necessary, in the opinion of nationally recognized bond counsel, to preserve the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In furtherance of such intention, the Corporation hereby authorizes and directs any Authorized Official to execute any documents, certificates or reports required by the Code and to make such elections, on behalf of the Corporation, which may be permitted by the Code as are consistent with the purpose for the issuance of the Bonds.

(D) Allocation of, and Limitation on, Expenditures for the Project. The Corporation covenants to account for the expenditure of sale proceeds and investment earnings to be used for the purposes described in Section 1 of this Order (the *Project*) on its books and records in accordance with the requirements of the Code. The Corporation recognizes that in order for the proceeds to be considered used for the reimbursement of costs, the proceeds must be allocated to expenditures within 18 months of the later of the date that (1) the expenditure is made, or (2) the Project is completed; but in no event later than three years after the date on which the original expenditure is paid. The foregoing notwithstanding, the Corporation recognizes that in order for proceeds to be expended under the Code, the sale proceeds or investment earnings must be expended no more than 60 days after the earlier of (1) the fifth anniversary of the delivery of the Bonds, or (2) the date the Bonds are retired. The Corporation agrees to obtain the advice of nationally-recognized bond counsel if such expenditure fails to comply with the foregoing to assure that such expenditure will not adversely affect the tax-exempt status of the Bonds. For purposes hereof, the Corporation shall not be obligated to comply with this covenant if it obtains an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

(E) Disposition of Project. The Corporation covenants that the property constituting the Project will not be sold or otherwise disposed in a transaction resulting in the receipt by the Corporation of cash or other compensation, unless any action taken in connection with such disposition will not adversely affect the tax-exempt status of the Bonds. For purpose of the foregoing, the Corporation may rely on an opinion of nationally-recognized bond counsel that the action taken in connection with such sale or other disposition will not adversely affect the tax-exempt status of the Bonds. For purposes of the foregoing, the portion of the property comprising personal property and disposed in the ordinary course shall not be treated as a transaction resulting in the receipt of cash or other compensation. For purposes hereof, the Corporation shall not be obligated to comply with this covenant if it obtains an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

(F) Written Procedures. Unless superseded by another action of the Corporation, to ensure compliance with the covenants contained herein regarding private business use, remedial actions, arbitrage and rebate, the Governing Body hereby adopts and establishes the instructions attached hereto as Exhibit E, as the Corporation's written procedures.

**SECTION 5: Redemption of Certain Bonds.** As described in Section 1 hereof, the remarketing of the Tendered Bonds in the manner specified in the Authorizing Documents may result in excess proceeds, which excess proceeds can be used to redeem certain of the Tendered Bonds. The Bonds are subject to redemption on the Mandatory Tender Date at the option of the Corporation. If the remarketing of the Bonds produces proceeds in excess of the amount necessary to pay the Purchase Price of the Tendered Bonds, and an Authorized Official determines that such excess proceeds shall be used to optionally redeem certain of the Tendered Bonds, then such Tendered Bonds determined to be optionally redeemed by the Authorized Official (to be evidenced in the Certificate for Conversion of Interest Rate) are hereby called for redemption.

The Corporation shall give written notice to the Paying Agent/Registrar of any Bonds that have been called for redemption. The Paying Agent/Registrar is authorized and instructed to provide notice of this redemption to the Holders of any redeemed Bonds in the form and manner described in the Authorizing Documents. Notwithstanding the foregoing, a notice of mandatory tender without retention rights shall satisfy any notice requirements for an optional redemption of Bonds which occurs on a Purchase Date, pursuant to the Authorizing Documents.]

**SECTION 6: Appointment of Remarketing Agent.** In recognition and satisfaction of its obligations under the Authorizing Documents, the Corporation hereby appoints Stern Brothers & Co., to serve as the authorized representative for a group of Remarketing Agents for the Bonds (collectively, the *Remarketing Agent*) to accomplish the remarketing of the Bonds into the New Mode Rate Interest Period in the manner contemplated under this Conversion Resolution. The Remarketing Agent shall signify its acceptance of the duties and obligations imposed thereon by such appointment by execution of the Remarketing Agreement, in substantially the form attached hereto as Exhibit D (the *Remarketing Agreement*). Each Authorized Official is hereby authorized and directed to execute and deliver the Remarketing Agreement, and such agreement, as executed by the Corporation and the Remarketing Agent, shall be deemed to be the Remarketing Agreement herein approved and authorized to be executed and delivered for and on behalf of this Corporation. The Remarketing Agreement shall specify the compensation to be paid to the Remarketing Agent for its service in connection with accomplishing the remarketing of the Remarketed Bonds into the New Interest Period, payment of which is hereby authorized to be made from any lawful source of funds available to the Corporation (including proceeds derived from the remarketing of the Remarketed Bonds). Upon completion of the foregoing, the Remarketing Agent shall constitute the “Remarketing Agent” and the Remarketing Agreement shall constitute the “Remarketing Agreement”, respectively, under the Authorizing Documents for purposes of remarketing the Remarketed Bonds into the New Interest Period.

**SECTION 7: Additional Actions Authorized; Authorized Officials.** The President, Vice President, Secretary, and Executive Director of the Board of Directors, identified as Authorized Officials under the Authorizing Documents, are hereby identified and designated as *Authorized Officials* under this Conversion Resolution, as well. The Authorized Officials, and all other appropriate officers, agents and representatives of the Corporation, are hereby authorized and directed to take any and all other actions as may be necessary and appropriate to provide for the (i) payment of the Purchase Price of the Tendered Bonds, the redemption of any Tendered Bonds, and the conversion and remarketing of the Remarketed Bonds into the New Interest Period; (ii) execution of the Remarketing Agreement with the Remarketing Agent; and (iii) preparation

and distribution of a replacement Certificate and any Remarketing Memorandum, as contemplated by this Conversion Resolution and the Authorizing Documents. In addition and with respect to accomplishing the foregoing matters, each Authorized Official is hereby authorized and directed to execute, deliver, and accept on behalf of the Corporation all agreements, certificates, consents, waivers, receipts, notices, requests and other documents as may be necessary or appropriate to carry out the actions contemplated by this Conversion Resolution.

**SECTION 8: Definition of Terms.** Capitalized terms used herein without definition shall have the respective meanings ascribed thereto in the Authorizing Documents.

**SECTION 9: Ratification of Prior Actions.** The actions of the Authorized Officials, as well as their agents, designees, and representatives, taken prior to the date of this Conversion Resolution to accomplish the conversion and remarketing of Bonds that is the subject of this Conversion Resolution are hereby ratified, confirmed and approved as the act and deed of the Corporation.

**SECTION 10: Public Meeting.** It is officially found, determined, and declared that the meeting at which this Conversion Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Conversion Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

**SECTION 11: Incorporation of Preamble Recitals.** The recitals contained in the preamble to this Conversion Resolution are hereby found to be true, and such recitals are hereby made a part of this Conversion Resolution for all purposes and are adopted as a part of the judgment and findings of the Corporation.

**SECTION 12: Coordination of Transaction Matters; Further Procedures.** The Corporation hereby authorizes Hilltop Securities Inc. and Estrada Hinojosa & Co., Inc., its Co-Financial Advisors, to coordinate these financial matters in consultation with City staff, McCall, Parkhurst & Horton L.L.P. and \_\_\_\_\_, as its Co-Bond Counsel, the Tender Agent, the Paying Agent/Registrar, and the Remarketing Agent. In addition, the City authorizes the payment of the professional fees and expenses associated with this transaction upon the approval by an Authorized Official of written invoices for any such services, which payments are hereby authorized to be made from any lawful source of funds available to the City (including proceeds derived from the remarketing of the Remarketed Bonds).

Each Authorized Official and Co-Bond Counsel are hereby authorized and directed to approve any technical changes or corrections to this Conversion Resolution or to any of the instruments authorized and approved by this Conversion Resolution necessary in order to (i) correct any ambiguity or mistake or properly or more completely document the transactions contemplated and approved by this Conversion Resolution and as described in the Reoffering Memorandum or (ii) obtain a rating from any of the national bond rating agencies, as applicable. In case any officer of the City whose signature shall appear on any certificate shall cease to be such officer before the delivery of such certificate, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.



**SECTION 13: Effective Date.** This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

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**PASSED AND ADOPTED** by the City of San Antonio, Texas Municipal Facilities Corporation, this the 16<sup>th</sup> day of May, 2024.

**CITY OF SAN ANTONIO, TEXAS MUNICIPAL  
FACILITIES CORPORATION**

By: \_\_\_\_\_  
President , Board of Directors

**ATTEST:**

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

## **INDEX OF SCHEDULES AND EXHIBITS**

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**EXHIBIT A**

**Certificate for Conversion of Interest Rate**

See Tab No. \_\_

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## EXHIBIT B

### [Notice of Mandatory Tender and Conversion of Bonds]

TO: Owners of City of San Antonio, Texas Municipal Facilities Corporation Variable Rate Lease Revenue Bonds, Taxable Series 2021 (City Tower Renovation Project)

<u>CUSIP No.</u>	<u>Stated Maturity</u>	<u>Principal Amount (\$)</u>	<u>Initial Interest Period Expiration Date</u>	<u>Mandatory Tender Date:</u>
796312DF0	August 1, 2050	\$30,550,000	July 31, 2024	August 1, 2024

The above-referenced Bonds were issued pursuant to the Master Trust Agreement dated May 13, 2021 (the *Master Trust Agreement*) between City of San Antonio, Texas Municipal Facilities Corporation and U.S. Bank Trust Company, National Association, Houston, Texas (as successor in interest to U.S. Bank, National Association), as master trustee (the *Master Trustee*), as supplemented by Supplemental Indenture Number 2 (together, the *Indenture*), and pursuant to a Resolution adopted on May 13, 2021 by the City of San Antonio, Texas Municipal Facilities Corporation (the *Corporation Resolution*), as well as the City of San Antonio, Texas (the *City*) Resolution adopted on May 13, 2021 (the *City Resolution*, and together with the *Corporation Resolution*, the *Bond Resolution*). The Master Trust Agreement, the Indenture, and Bond Resolution are hereinafter collectively referred to as the *Authorizing Documents*. The City of San Antonio, Texas Municipal Facilities Corporation has elected to exercise its right to convert the Bonds from the initial Interest Period during which the Bonds bear interest at a Term Rate to new Interest Periods during which the Bonds will bear interest at respective Term Rates (such new Interest Periods commencing on the date on which Bonds now in the initial Interest Period are to be tendered for purchase (the *Mandatory Tender Date*)). The Term Rates for such new Interest Period will be determined approximately 15 days prior to the Mandatory Tender Date. Notice of such new rate shall be sent to the appropriate parties as required by the Authorizing Documents.

The Remarketing Agent for the tendered Bonds and their remarketing into the succeeding Interest Period is Stern Brothers & Co. (Attention: \_\_\_\_\_).

Capitalized terms used herein without definition shall have the respective meanings ascribed thereto in the Authorizing Documents.

**U.S. BANK TRUST COMPANY, NATIONAL  
ASSOCIATION**, as Paying Agent/Registrar and  
Tender Agent

Dated: \_\_\_\_\_, 202\_\_

**EXHIBIT C**

**Remarketing Memorandum**

See Tab No. \_\_\_\_

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**EXHIBIT D**

**Remarketing Agreement**

See Tab No. \_\_\_\_

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## EXHIBIT E

### [Notice from the City of San Antonio, Texas Municipal Facilities Corporation to Working Group]

[CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION  
LETTERHEAD]

Re: City of San Antonio, Texas Municipal Facilities Corporation, Variable Lease Revenue Bonds, Taxable Series 2021 (City Tower Renovation Project)

TO THE ATTACHED DISTRIBUTION LIST:

The City of San Antonio, Texas Municipal Facilities Corporation (the *Corporation*) hereby notifies you, as a recipient of this letter, of its intent to convert and remarket to a Term Mode those Bonds of the captioned series (the *Bonds*), which are subject to mandatory tender, without optional right of retention, on \_\_\_\_, 202\_\_. The Bonds are currently outstanding in the principal amount of \$\_\_\_\_\_. All Bonds will be remarketed in the manner described above, though the City has reserved the right to effect redemption of certain of the Bonds on any Rate Adjustment Date, conditioned on the results of the remarketing.

The Bonds are issued and outstanding pursuant to the Master Trust Agreement dated May 13, 2021 between City of San Antonio, Texas Municipal Facilities Corporation and U.S. Bank Trust Company, National Association, Houston, Texas (as successor in interest to U.S. Bank National Association), as master trustee (the *Master Trust Agreement*, as supplemented by Supplemental Indenture Number 2, the *Indenture*), and pursuant to a Resolution adopted on May 13, 2021 by the City of San Antonio, Texas Municipal Facilities Corporation (the *Corporation Resolution*), as well as the City of San Antonio, Texas (the *City*) resolution adopted on May 13, 2021 (the *City Resolution*, and together with the *Corporation Resolution*, the *Bond Resolution*). The Master Trust Agreement, the Indenture, and Bond Resolution, are hereinafter collectively referred to as the *Authorizing Documents*. The conversion and remarketing of the Bonds into a new interest mode is authorized pursuant to the Authorizing Documents and the Conversion Resolution. Capitalized terms used, but not defined herein, have the meanings ascribed thereto in the Authorizing Documents.

This letter is provided in satisfaction of the requirements of the Authorizing Documents. Please contact Mr. Clay Binford, McCall, Parkhurst & Horton L.L.P., Co-Bond Counsel with any questions concerning this matter. Documents will be circulated to the working group by Co-Bond Counsel to effectuate the remarketing of the Bonds, as well as any redemptions thereof.

Thank you, in advance, for your prompt attention to this matter. If I can provide any additional assistance concerning this matter, please do not hesitate to contact me.



Very truly yours,

CITY OF SAN ANTONIO, TEXAS MUNICIPAL  
FACILITIES CORPORATION

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Authorized Representative

cc: Distribution List (see attached)

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