

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

**A RESOLUTION OF THE
CITY OF SAN ANTONIO, TEXAS**

**REQUESTING THE CITY OF SAN ANTONIO, TEXAS PUBLIC
FACILITIES CORPORATION PROVIDE FOR THE DEFEASANCE
OR PREPAYMENT OF CERTAIN OF ITS CURRENTLY
OUTSTANDING LEASE REVENUE OBLIGATIONS;
AUTHORIZING THE EXECUTION OF AN ESCROW
AGREEMENT AND ANY DOCUMENTATION RELATED
THERE TO; AND AUTHORIZING OTHER NECESSARY ACTIONS
RELATED THERETO**

* * * * *

WHEREAS, the City of San Antonio, Texas (the *City*), acting as a “sponsor” within the meaning of Chapter 303, Texas Local Government Code, as amended (the *Act*), created the City of San Antonio, Texas Public Facilities Corporation (the *Corporation*), as a nonprofit public facility corporation pursuant to the provisions of the Act to assist the City in financing, refinancing, or providing for convention center facilities (which are “public facilities” within the meaning of the Act), and facilities related thereto, at the request of the governing body of the City; and

WHEREAS, the Corporation has previously authorized the issuance of, and there now remains outstanding, City of San Antonio, Texas Public Facilities Corporation Improvement and Refunding Lease Revenue Bonds, Series 2012 (Convention Center Refinancing and Expansion Project), pursuant to a trust agreement (the *Trust Agreement*); and

WHEREAS, the City Council of the City (the *City Council*) requests the Board of Directors (the *Board*) of the Corporation determine that lawfully available funds, in an amount not to exceed \$75,000,000 shall be used on or before October 17, 2025 to defease certain outstanding obligations, which prepaid or defeased obligations are set forth in Schedule I hereto (the *Defeased Obligations*); and

WHEREAS, it is hereby further officially found and determined that the meeting at which this Resolution was passed and 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, as amended; now, therefore,

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

1. The City Council hereby requests the Corporation authorize the expenditure of lawfully available funds (the *Proceeds*) for the purpose of cash defeasing and/or acquiring certain

defeasance securities as permitted by applicable law and depositing the same with the Escrow Agent (defined herein), to mature as to principal and interest in such amounts and at such times as will ensure the availability, without reinvestment, of sufficient funds, together with any funds deposited therewith, if any, to pay when the principal of, premium, if any, or interest on the Defeased Obligations becomes due.

2. The City Council further requests the Board approve the entrance into an escrow agreement (each, an *Escrow Agreement*) with an Escrow Agent qualified to serve in such capacity under applicable Texas law and as selected by a hereinafter-defined Authorized Official (the *Escrow Agent*) in connection with the defeasance of the Defeased Obligations.

3. The Mayor, Mayor Pro Tem, City Clerk, Chief Financial Officer, and the Deputy Chief Financial Officer (each, an *Authorized Official*) are authorized to evidence adoption of this Resolution and to do any and all things necessary or convenient to effect the defeasance of the Defeased Obligations and otherwise give effect to the intent hereof.

4. All ordinances and resolutions, 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.

5. 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 City Council.

6. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

7. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the City Council hereby declares that this Resolution would have been enacted without such invalid provision.

8. It is officially found, determined, and declared that the meeting at which this 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 Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

9. The defeasance and any costs pertaining to the proposed transaction will be paid from the Convention Center Redemption and Capital Reserve Fund using Fund 29006004, Cost Center 0743000002 and GL Account 6402300.

10. The financial allocations in this Ordinance are subject to approval by the Deputy Chief Financial Officer, City of San Antonio. The Deputy Chief Financial Officer may, subject to concurrence by the City Manager or the City Manager's designee, correct allocations to specific Cost Centers, WBS Elements, Internal Orders, General Ledger Accounts, and Fund Numbers as necessary to carry out the purpose of this Ordinance.

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11. 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 an affirmative vote of __ members of the City Council of the City of San Antonio, Texas, this the 17th day of October, 2024

M A Y O R
Ron Nirenberg

ATTEST:

Debbie Racca-Sittre, City Clerk

I, the undersigned, City Attorney of the City of San Antonio, Texas, hereby certify that I read, passed upon, and approved as to form the foregoing Resolution prior to its adoption and passage as aforesaid.

City Attorney
City of San Antonio, Texas

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SCHEDULE I

DEFEASED OBLIGATIONS

1. “City of San Antonio, Texas Public Facilities Corporation Improvement and Refunding Lease Revenue Bonds, Series 2012 (Convention Center Refinancing and Expansion Project)”, in the principal amount of \$_____.

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