

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

**SALE OF PUBLIC SAFETY ANSWER POINT (PSAP) CENTER TO THE CITY OF
SAN ANTONIO, TEXAS; REDEMPTION OF “CITY OF SAN ANTONIO, TEXAS
MUNICIPAL FACILITIES CORPORATION LEASE REVENUE BONDS, SERIES
2011” IN CONNECTION WITH SUCH SALE; AMENDMENT, AS NECESSARY,
TO THE FACILITY LEASE AGREEMENT BETWEEN THE CORPORATION
AND THE CITY TO FACILITATE SUCH SALE AND REDEMPTION; AND
OTHER NECESSARY ACTIONS RELATED THERETO**

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WHEREAS, the CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION (the *Corporation*), is a non-profit local government corporation created by the CITY OF SAN ANTONIO, TEXAS (the *City*) pursuant to the provisions of Subchapter D of Chapter 431, Texas Transportation Code, as amended, to aid and act on behalf of the City to acquire, construct, equip, finance, operate and maintain land and municipal facilities for the City at the request of the City Council; and

WHEREAS, the City, acting by and through the Corporation, has heretofore constructed and now operates a Fire and Police Emergency Dispatch Center consisting of a single story, approximately 40,000 square foot, state-of-the-art Communications/9-1-1 Dispatch Center to house the San Antonio Police Department and San Antonio Fire Department emergency dispatch services, and generally referred to as the “Public Safety Answering Point” (the *PSAP Center*) and a related parking lot (together with the PSAP Center, the *Project*); and

WHEREAS, the land on which the Project is located is owned by the City and thereby ground leased to the Corporation through the final maturity date of the hereinafter-defined Bonds (such ground lease, the *Ground Lease*); and

WHEREAS, pursuant to the terms of the Lease Agreement Relating to the City of San Antonio, Texas Public Safety Answering Point Center Project, dated as of July 1, 2011, by and between the Corporation and the City (the *Facilities Lease*), the Corporation agreed to construct the Project and, thereafter, lease it to the City, and the City agreed to lease the Project from the Corporation; and

WHEREAS, in conjunction with its entering into the Facilities with the City, the Corporation issued its CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION LEASE REVENUE BONDS, SERIES 2011 (PUBLIC SAFETY ANSWERING POINT PROJECT) (the *Bonds*) for the purpose of financing a portion of the costs of the Project; and

WHEREAS, the Facilities Lease provides to the City the option to purchase the Project at a price not less than the principal amount of and the accrued but unpaid interest on the Bonds outstanding at the time of purchase, redemption premium on the Bonds (if any), and outstanding and unpaid fees and expenses, subject to the Corporation’s use of such purchase proceeds received from the City to redeem and retire the Bonds outstanding at such time of purchase (such option, the *Purchase Option*); and

WHEREAS, the City has notified the Corporation of its intent to exercise its Purchase Option and, as a result thereof, the Corporation has determined that it is necessary to take such steps as are necessary to effectuate the City’s purchase of the Project by exercise of its Purchase Option and, in response thereto, redeem the outstanding Bonds; and NOW, THEREFORE:

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

SECTION 1. CORPORATION RESPONSE TO RECEIPT OF PURCHASE OPTION NOTICE FROM THE CITY. Upon receipt of the City's notice to exercise the Purchase Option, the Corporation is hereby authorized to take all action necessary and desirable to facilitate its sale of the Project to the City, to include transfer of title to and, upon retirement of the Bonds and satisfaction of any other liabilities, release of related liens on all or any part of the Project.

SECTION 2. REDEMPTION OF BONDS. Subject in all respects to the Corporation's receipt from the City of the Purchase Option Price (as defined in the Facilities Lease), the Corporation's Board of Directors (the *Board*) hereby calls the Bonds for redemption prior to stated maturity and hereby resolves that such obligations are to be redeemed in accordance with their provisions and the applicable provisions of the TRUST AGREEMENT RELATING TO THE CITY OF SAN ANTONIO, TEXAS PUBLIC SAFETY ANSWERING POINT PROJECT, dated as of July 1, 2011, between the Corporation and the trustee therein named (the *Trustee*), pursuant to which the Bonds were issued and now remain outstanding. Upon receipt of the City's notice to exercise its Purchase Option, an Authorized Official (defined below) shall give written notice to the Trustee that the Bonds shall be paid on a redemption date identified by such Authorized Official in the Redemption Notice.

SECTION 3. MODIFICATION OF FACILITIES LEASE. The Board hereby authorizes each Authorized Official to amend, modify, or supplement the Facilities Lease in any manner determined by an Authorized Official as necessary or desirable to most efficiently accomplish the City's purchase of the Project and the Corporation's redemption of the Bonds. Each Authorized Official is hereby authorized to execute any document memorializing such amendment, modification, or supplement to Facilities Lease as the act and deed of the Corporation, binding upon the Corporation in accordance with the terms of any such document.

SECTION 4. AUTHORIZING ALL NECESSARY ACTIONS. (a) The President and Vice President of the Board of Directors, the Executive Director, any Assistant Executive Director, the Secretary, the Treasurer, the City's Chief Financial Officer, and the City's Director of Finance (each, an *Authorized Official*) are hereby authorized to take any and all action necessary to implement the directives of this Resolution, including the execution of certificates, opinions, and the other documents necessary in connection therewith. In furtherance of such authorization, each Authorized Official is expressly authorized, empowered, and directed from time to time and at any 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, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Resolution. The foregoing includes, but is not limited to, release of any liens on the Project, termination and cancellation of any leases related to the Project to which the Corporation is a party, and other matters necessary and incidental to transfer of the Corporation's unencumbered interest in the Project to the City.

In case any officer whose signature shall appear on any of document herein identified (specifically or in general) shall cease to be such officer before the effectiveness of the subject document, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such date of effectiveness.

SECTION 5. ENFORCEABILITY OF RESOLUTION. If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution. In case any obligation of the Corporation authorized or established by this Resolution is held

to be in violation of law as applied to any person or any circumstance, such obligation shall be deemed to be the obligation of the Corporation to the fullest extent permitted by law.

SECTION 6. INCORPORATION OF RECITALS. The Board hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the Board hereby incorporates such recitals as a part of this Resolution.

SECTION 7. COMPLIANCE WITH OPEN MEETINGS ACT. The Board hereby officially finds and determines 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.

SECTION 8. REPEAL OF CONFLICTING RESOLUTIONS. All 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.

SECTION 9. GOVERNING LAW. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 10. EFFECTIVE DATE. This Resolution shall become effective immediately upon its adoption.

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PASSED AND APPROVED this the 17th day of October, 2024.

CITY OF SAN ANTONIO, TEXAS
MUNICIPAL FACILITIES CORPORATION

PRESIDENT, BOARD OF DIRECTORS
Ron Nirenberg

ATTEST:

APPROVED AS TO FORM:

Debbie Racca-Sittre, City Clerk

Andrew Segovia, City Attorney

(SEAL)