

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

**RESOLUTION AUTHORIZING THE REPLACEMENT OF ONE OR
MORE PAYING AGENT/REGISTRARS FOR THE OUTSTANDING DEBT
OBLIGATIONS OF THE CITY OF SAN ANTONIO, TEXAS, ACTING BY
AND THROUGH THE CITY PUBLIC SERVICE BOARD OF SAN
ANTONIO, TEXAS; DELEGATING TO AN AUTHORIZED OFFICIAL TO
SELECT THE APPOINTMENT OF ONE OR MORE SUCCESSOR
PAYING AGENT/REGISTRARS FOR SUCH DEBT OBLIGATIONS; AND
AUTHORIZING OTHER MATTERS IN CONNECTION THEREWITH**

* * *

WHEREAS, pursuant to the authority contained in Chapter 1502, as amended, Texas Government Code, certain ordinances previously passed by the City Council (the *City Council*) of the City of San Antonio, Texas (the *City*), authorizing the issuance of the currently outstanding first lien revenue bonds and junior lien revenue bonds, respectively (the *Senior Lien Obligations* and the *Junior Lien Obligations*, respectively, and collectively, the *Outstanding Obligations*), the complete management and control of the electric and gas systems (the *Systems*) of the City is vested in a Board of Trustees known as the City Public Service Board of San Antonio, Texas (the *Board*), during the period of time any of the Outstanding Obligations are outstanding and unpaid; and

WHEREAS, the City has outstanding issues of bonds in which one or more banks (collectively, the *Bank*), serve as the paying agent/registrar pursuant to individual paying agent/registrar agreements between the City and the Bank (such paying agent/registrar agreements collectively referred to herein as the *Paying Agent/Registrar Agreements*); and

WHEREAS, the City Council deems it prudent and appropriate to (i) terminate one or more Paying Agent/Registrar Agreements between the City and the Bank relating to the Outstanding Obligations, and (ii) further delegate to a hereinafter-defined Authorized Official to appoint one or more successor paying agent/registrars for the Outstanding Obligations; 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;

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

Section 1. The City Council authorizes the (i) termination of one or more the Paying Agent/Registrar Agreements between the Issuer (as evidenced by a termination letter or otherwise) and the Bank in connection with the Bank serving as paying agent/registrar for the Bonds, and (ii)

the Chair or Vice Chair of the Board, the President and Chief Executive Officer of the Systems, the Chief Financial Officer of the Systems, any Treasurer of the Systems, and the City Clerk of the City (each, an *Authorized Official*), or any of them to give appropriate notices and approve and execute all documents and agreements, including the paying agent/registrar agreements to be entered into with the successor paying agent/registrars for the Outstanding Obligations, on behalf of the City and which are deemed necessary to accomplish the purposes of this Resolution, and authorize the City Clerk to attest any related documents if so required.

Section 2. The City Council hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the City Council hereby incorporates such recitals as a part of this Resolution.

Section 3. The authority delegated to each Authorized Official hereunder shall expire if not exercised by the first anniversary of the passage of this Resolution of the City.

Section 4. All ordinances and resolutions, or parts thereof, of the City Council 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 5. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 6. 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 adopted without such invalid provision.

Section 7. The recitals contained in the preamble hereof are hereby found to be true, and such recitals and other statements therein 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.

Section 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, as amended, Texas Government Code.

Section 9. This Resolution shall be in force and effect from and after its passage on the date shown below.

* * *

5/2/2024
Item No. ____

PASSED AND APPROVED this the 2nd day of May, 2024.

CITY OF SAN ANTONIO, TEXAS

M A Y O R
Ron Nirenberg

ATTEST:

APPROVED AS TO FORM:

Debbie Racca-Sittre, City Clerk

Andrew Segovia, City Attorney

(SEAL)

DRAFT