# ORDINANCE 2022-08-18-0606

AUTHORIZING THE ISSUANCE OF ONE OR MORE TAX-EXEMPT SERIES OF NOT TO EXCEED \$750,000,000.00 "CITY OF SAN ANTONIO, TEXAS ELECTRIC AND GAS SYSTEMS REVENUE REFUNDING BONDS", CONDITIONED UPON A FAVORABLE RULING FROM THE INTERNAL REVENUE **SERVICE**; **PROVIDING** THE CONDITIONS, AND SPECIFICATIONS FOR SUCH BONDS, INCLUDING THE APPROVAL AND DISTRIBUTION OF ONE OR MORE OFFERING DOCUMENTS PERTAINING THERETO: MAKING PROVISIONS FOR THE PAYMENT AND SECURITY THEREOF ON A PARITY WITH CERTAIN CURRENTLY OUTSTANDING **OBLIGATIONS:** STIPULATING THE TERMS AND CONDITIONS FOR THE ISSUANCE OF ADDITIONAL REVENUE BONDS ON A PARITY THEREWITH; AUTHORIZING THE EXECUTION OF ONE OR MORE PAYING AGENT/REGISTRAR AGREEMENTS, TENDER AGENT AGREEMENTS. ESCROW AGREEMENTS, AND BOND PURCHASE AGREEMENTS; COMPLYING WITH THE REOUIREMENTS OF THE DEPOSITORY TRUST COMPANY; DELEGATING THE AUTHORITY TO CERTAIN MEMBERS OF THE CITY PUBLIC SERVICE BOARD STAFF TO EXECUTE CERTAIN DOCUMENTS RELATING TO THE SALE OF THE BONDS; ENACTING OTHER PROVISIONS INCIDENT AND RELATED TO THE SUBJECT AND PURPOSE OF THIS ORDINANCE; AND PROVIDING AN EFFECTIVE DATE.

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**WHEREAS**, the City Council (the *City Council*) of the City of San Antonio, Texas (the *City*) has heretofore issued, and there are currently outstanding, revenue bonds supported by a first and prior lien on and pledge of the net revenues (the *Net Revenues*) of the City's electric and gas systems (the *Systems*), on a parity with certain currently outstanding revenue bonds, revenue refunding bonds, and revenue and refunding bonds (the *New Series Bonds* or *Parity Bonds*); and

**WHEREAS**, the City experienced Winter Storm Uri (the *Storm*) in February 2021, and during a three consecutive day period, the service area was subjected to 100 consecutive hours of below freezing temperatures and wind chills of -6 degrees Fahrenheit, causing the Systems to suffer from (i) significant operational and financial disruption, (ii) natural gas and wholesale power markets' extreme volatility, and (iii) skyrocketing purchased power and natural gas costs; and

**WHEREAS**, due to the expenditure of such extraordinary charges (the *Extraordinary Charges*) to address the Storm's effects, the City is in the process of demonstrating to the Internal Revenue Service (the *Service*) that such Extraordinary Charges represent extraordinary working capital costs permitted to be financed with tax-exempt bonds (the *Favorable Private Letter Ruling*), based

upon the interpretation of current tax laws and regulations and the submission of documentation to Service agents evidencing applicable analyses related thereto; and

WHEREAS, such Service requirements include an "intent to issue" authorization as a condition precedent to receive a final Favorable Private Letter Ruling, and the City Council hereby declares that this Ordinance (hereinafter defined) is intended to serve such purpose; and

**WHEREAS**, this Ordinance, conditioned upon a Favorable Private Letter Ruling, approves the issuance of revenue refunding bonds of the City designated as "City of San Antonio, Texas Electric and Gas Systems Revenue Refunding Bonds, New Series 2022" (the *New Series 2022 Bonds*); and

**WHEREAS**, the City has heretofore issued, sold, and delivered, and there are currently outstanding obligations in the aggregate principal amount of \$\_\_\_\_\_\_\_ being the obligations set forth on Schedule I hereto which is incorporated by reference for all purposes to this Ordinance (the *Refunded Obligations*); and

**WHEREAS**, the City Council of the City has heretofore issued, and there are currently outstanding, revenue bonds (herein referred to as *Junior Lien Obligations*) supported by a junior lien on and pledge of the Net Revenues of the Systems which are categorized as the "Prior Lien Bonds" in the ordinance authorizing the issuance of the currently outstanding Commercial Paper Obligations (hereafter defined); and

**WHEREAS**, the City Council of the City has heretofore issued, sold, and delivered, and there are currently outstanding, a series of commercial paper notes (herein referred to as either the *Commercial Paper* or *Commercial Paper Obligations*) which are equally and ratably secured by a lien on and pledge of the Net Revenues of the Systems subordinate to the liens securing the payment of Parity Bonds and Junior Lien Obligations; and

WHEREAS, pursuant to the provisions of Chapters 1207 and 1371, as amended, Texas Government Code (*Chapter 1207* and *Chapter 1371*, respectively; together, the *Act*), the City Council is authorized to issue the New Series 2022 Bonds, provide for the satisfaction of the portion of the Reserve Amount attributable to the New Series 2022 Bonds with the Surety Bond, and deposit the proceeds of sale under an escrow agreement to provide for the payment of the Refunded Obligations (and such deposit, when made in accordance with Chapter 1207, shall constitute the making of firm banking and financial arrangements for the discharge and final payment of the Refunded Obligations); and

**WHEREAS**, the Act permits that the proceeds from the sale of the New Series 2022 Bonds may be deposited directly with any designated escrow agent for the Refunded Obligations that is not the depository bank of the City; and

WHEREAS, U.S. Bank Trust Company, National Association, currently serves as the paying agent and the issuing and paying agent for the Refunded Obligations (together, the Refunded Obligations Paying Agent); and

WHEREAS, U.S. Bank Trust Company, National Association, Houston, Texas, will serve as the Paying Agent/Registrar (hereinafter defined) and Escrow Agent (hereinafter defined) for the New Series 2022 Bonds; and

WHEREAS, City Council also hereby finds and determines that those refunding of the Refunded Obligations issued as Commercial Paper Obligations and certain Inferior Lien Obligations, will convert such refunded obligations into long term obligations and thereby increase the capacity of the System's respective programs and, as permitted by the provisions of Section 1207.008, as amended, Texas Government Code, it is not practicable to calculate the savings from the conversion from short term variable rate to long term debt; and

**WHEREAS**, the City Public Service Board of San Antonio, Texas (the *Board*) has pursuant to a resolution adopted on July 25, 2022 recommended that the New Series 2022 Bonds and certain other Additional Parity Bonds should be issued by the City; and

WHEREAS, in full recognition and consideration of all covenants and conditions prescribed in the proceedings and instruments pertaining to the outstanding and unpaid New Series 2022 Bonds, pursuant to authority conferred by the laws of the State of Texas and at the request of the Board, the City Council of the City deems it necessary to issue and sell the New Series 2022 Bonds in the total principal amount of \$\_\_\_\_\_\_ for the purpose of providing funds for (i) the discharge and final payment of the Refunded Obligations, and (ii) paying the costs of issuance related thereto, which New Series 2022 Bonds shall be payable from the same source and secured in the same manner as the previously issued New Series Bonds; and

WHEREAS, this City Council has further found and determined that all the terms and conditions for the issuance of the New Series 2022 Bonds and any Additional Parity Bonds on a parity with the outstanding New Series 2022 Bonds can be met and satisfied in that (1) the Board by resolution has consented to the plan of finance evidenced by the issuance of the New Series 2022 Bonds herein proposed to be issued and sold and the payment thereof from the Net Revenues of the Systems and has further agreed to comply with all the terms and provisions of this Ordinance with relation to the operation of such Systems and the disposition of the Systems' revenues; (2) a Designated Financial Officer (defined herein) of the Board will execute a certificate that the City is not in default as to any covenant, obligation, or undertaking contained in any ordinance or other document relating to the issuance of any obligations now outstanding which are payable from and secured by a lien on and pledge of the Net Revenues of the Systems, and each of the funds and accounts created and established for the sole purpose of paying the principal of and interest on such obligations contains the amount now required to be on deposit therein; (3) the Board can secure from an independent certified public accountant a certificate evidencing his determination that the Net Revenues of the Systems (including earnings from investments of Systems' funds) were, during the last completed Fiscal Year (as hereinafter defined) or for any consecutive twelve-month period during the last fifteen consecutive months prior to the adoption of this Ordinance, equal to at least one and one-half times the maximum annual principal and interest requirements on the currently outstanding Previously Issued Parity Bonds and the New Series 2022 Bonds authorized to be issued by this Ordinance; (4) the New Series 2022 Bonds authorized to be issued by this Ordinance will be stated to mature on February 1 in each of the years they are scheduled to mature; and (5) pursuant to the purchase of the Surety Bond (hereafter defined),

provision is made in this Ordinance that the amount to be accumulated and maintained in the Retirement Account as the Reserve Amount will be an amount equal to not less than the average annual requirements for the payment of principal of and interest on all Parity Bonds which will be outstanding after giving effect to the issuance of the New Series 2022 Bonds authorized by this Ordinance; and

WHEREAS, this City Council is now authorized and empowered to proceed with the passage and adoption of this Ordinance authorizing (i) the issuance of the New Series 2022 Bonds, when combined with all other series of Bonds (defined herein) herein authorized to be issued from time to time, in the total principal amount of not to exceed \$750,000,000, (ii) the execution and delivery of the Paying Agent/Registrar Agreement, Escrow and Trust Agreement, Bond Purchase Agreement, and the Letter of Representations, each relating to the New Series 2022 Bonds and similar documentation relating to any other series of Bonds, (iii) providing notice of redemption for the Refunded Obligations, (iv) the approval of the Official Statement relating to the New Series 2022 Bonds and any similar documentation relating to any other series of Bonds, (v) certain powers and duties to be exercised and performed by the Board, acting through a Designated Financial Officer (defined herein), including the execution of the Approval Certificate setting forth the final pricing terms and a bond insurance policy, if any, and (vi) the recognition of the existing Surety Bond from Assured Guaranty Municipal Corp.; and

**WHEREAS**, the City Council hereby finds and determines that the issuance of the New Series 2022 Bonds and the adoption of this Ordinance is in the best interests of the residents of the City; now, therefore,

#### BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO THAT:

SECTION 1. Authorization. In order to provide funds for the purposes of (i) refunding the Refunded Obligations selected by a Designated Financial Officer from the Refunding Candidates and (ii) paying the costs of issuance of the Bonds, the City Council of the City of San Antonio, Texas, acting pursuant to the Favorable Private Letter Ruling and the laws of the State of Texas, particularly the Act, has determined that there shall be issued and there is hereby ordered to be issued one or more series of revenue and refunding bonds (any such series, the *Bonds*), such initial series now issued to be designated "CITY OF SAN ANTONIO, TEXAS ELECTRIC AND GAS SYSTEMS REVENUE REFUNDING BONDS, NEW SERIES 2022", in the principal sum of \_\_\_\_\_\_ HUNDRED \_\_\_\_\_\_ MILLION \_\_\_\_\_\_ THOUSAND AND NO/100 DOLLARS (\$\_\_\_\_\_\_\_) (the *New Series 2022 Bonds*).

As authorized by the Act and the Favorable Private Letter Ruling, each Designated Financial Officer (defined herein) is hereby authorized, appointed, and designated as the officers of the City authorized to act on behalf of the City in selling and delivering a series of Bonds issued pursuant to this Ordinance and carrying out the procedures specified in this Ordinance, including approval of the following terms and provisions for each series of Bonds:

 The identification and selection of which Refunding Candidates shall be included as the Refunded Obligations refunded with proceeds of such applicable series of Bonds.

- 2. The style of each series of Bonds, which style indicates with respect to each series of Bonds the convention of interest calculation (if variable), the priority of lien on revenues securing their repayment (if Additional New Series Bonds or Additional Junior Lien Obligations), and the calendar year of issuance, and to include (if necessary or desired) a letter or other sequential identification indicating that multiple series of Bonds of the same or similar type have been or will be issued hereunder during a particular calendar year.
- 3. The priority of the lien on and pledge of the revenues of the Systems pledged as security therefor, by issuance as additional New Series Bonds or Junior Lien Obligations, of each series of Bonds.
- 4. The aggregate principal amount of each series of Bonds, as well as the principal amount of each stated maturity within a series of Bonds.
- 5. The rate of interest to be borne on the principal amount of each stated maturity within a series of Bonds, whether such interest rate shall be fixed or variable, and if interest is to be paid periodically, the interest payment dates for such series of Bonds.
- 6. The Bond Date for each series of Bonds.
- 7. The optional, extraordinary optional, and mandatory redemption provisions applicable, if at all, to each series of Bonds.
- 8. The selection of method of sale for each series of Bonds (whether competitive or negotiated in a public or private sale) and, if a negotiated sale, then selection of a senior managing underwriter and the co-managers to serve as the syndicate of underwriters selling the applicable series of Bonds or financial institution or institutions to whom Bonds are directly sold.
- 9. Pricing for each series of Bonds, including generation and use of original issue reoffering premium and/or discount, determination of underwriters' compensation (if any), and applicable costs of issuance.
- 10. The time of delivery of each series of Bonds, whether such delivery shall occur at the closing of a respective transaction or on a delayed delivery date pursuant to a forward purchase contract.
- 11. Selection of a bond insurer, if any, for a series of Bonds.

Each series of Bonds authorized by this Ordinance shall be issued within the following parameters:

1. All series of Bonds issued hereunder shall not exceed an aggregate principal amount of \$750,000,000.

- 2. The maximum maturity of any series of Bonds shall not exceed December 1, 2046.
- 3. The federal arbitrage yield on any series of Bonds bearing interest at a fixed rate or rates through final maturity shall not exceed a rate greater than 6.00% per annum.
- 4. Any series of Bonds bearing interest in a variable rate mode shall at no time bear interest at a rate that is higher than the maximum interest rate that at such time is permitted under applicable Texas law.
- 5. As it relates to the refunding of the obligations defined as Refunding Candidates: (a) for obligations identified in Section 6.W.(1) herein, no such savings requirement is required for a refunding thereof, and (b) for the obligations hereafter identified in Section 6.W.(2), any fixed rate refunding of the obligations hereafter determined to be a Refunding Candidate shall include the City receiving a net present value savings and any variable rate refunding of the obligations hereafter determined to be a Refunding Candidate shall not include a savings threshold as set forth in clause (a) of this paragraph 4.
- 6. The final series of Bonds issued hereunder must be sold not later than August 18, 2023 (though the closing of a particular series of Bonds sold in accordance with this provision may occur after August 18, 2023 so long as such closing period is determined by a Designated Financial Officer to be of reasonable duration).
- 7. No series of Bonds shall be issued hereunder unless the City receives a Favorable Private Letter Ruling and the City Council adopts an ordinance confirming the terms and provisions of the Bonds reflecting the contents of the Favorable Private Letter Ruling.

Each Designated Financial Officer is acting for and on behalf of the City, authorized to execute the Approval Certificate attached hereto as Schedule II evidencing the sale of a series of Bonds hereunder. The execution of an Approval Certificate shall evidence the sale date of the Bonds by the City to the Purchasers thereof in accordance with the provisions of the Act. Upon execution of an Approval Certificate, Co-Bond Counsel is authorized to complete a copy of this Ordinance as evidence of the issuance of a series of Bonds pursuant to the delegated authority granted hereunder and to reflect such final terms for such series of Bonds, which includes (A) completion of the preamble to this Ordinance, including deletion of those recitals that are not applicable to the particular series of Bonds then being issued and addition of any necessary recital that is so applicable, (B) provision of appropriate terms to reflect interest rate convention (fixed or variable), lien priority (to reflect Bonds issued as Additional New Series Bonds or Additional Junior Lien Obligations), and any refunding component of a series of Bonds then being issued, with such additional modifications to any of such forms to reflect the final transaction structure and terms of sale evidenced in an applicable Approval Certificate, and incorporated herein as though originally included and made a part of, and having the same effect as being originally included and made a part of this Ordinance, (C) completion of Schedule I with those Refunding Candidates selected as Refunded Obligations to be refunded with the proceeds a particular series of Bonds, and (D) such other necessary technical modifications to this Ordinance (including the renumbering of sections hereof) to accommodate all other terms and provisions of this Section 1.

It is further provided, however, that notwithstanding the foregoing provisions, no series of Bonds shall be delivered, unless prior to delivery, such series of Bonds have been rated by a nationally recognized rating agency for municipal securities in one of the four highest rating categories for long term obligations, as required by Chapter 1371. Upon execution of an Approval Certificate, Co-Bond Counsel is authorized to complete this Ordinance to reflect such final terms relative to the applicable

SECTION 2. Bond Date-Denomination-Stated Maturities-Redemption Option. The New Series 2022 Bonds shall be issued as fully registered obligations, without coupons, totaling \$\_\_\_\_\_\_\_ in aggregate principal amount and be dated \_\_\_\_\_\_\_, 2022.

The New Series 2022 Bonds shall be in denominations of Five Thousand Dollars (\$5,000) or any integral multiple (within a stated maturity) thereof, shall be lettered "R" and numbered consecutively from One (1) upward. The New Series 2022 Bonds herein authorized to be issued shall bear interest on the unpaid principal amounts from the Closing Date or from the most recent interest payment date to which interest has been duly paid or provided and principal shall become due and payable on February 1 in each of the years and in amounts in accordance with the following schedule. Said interest shall be payable to the registered owner of any such New Series 2022 Bond in the manner provided and on the dates stated in the FORM OF DEFINITIVE BOND set forth in this Ordinance.

Stated Maturities

Principal Amounts (\$)

Interest Rates (%)

# Redemption Provisions:

(a) <u>Mandatory Sinking Fund Redemption of Bonds</u>. The Bonds are subject to mandatory sinking fund redemption prior to their Stated Maturity from money required to be deposited in the bond fund portion of the Retirement Account for such purpose and shall be redeemed in part, at random and by lot, at the principal amount thereof plus accrued interest to the date of redemption in the following principal amounts on February 1 in each of the years as set forth below:

Term Bonds
Stated to Mature
on February
1, , 20

Principal
Year Amount (\$)

Term Bonds
Stated to Mature
on February
1, , 20

Principal
Year Amount (\$)

## \*Payable at Stated Maturity

The principal amount of a Bond required to be redeemed pursuant to the operation of such mandatory redemption provisions shall be reduced, at the option of the City, by the principal amount of any Bonds of such stated maturity which, at least 50 days prior to the mandatory redemption date (1) shall have been defeased or acquired by the City and delivered to the Paying Agent/Registrar for cancellation, (2) shall have been purchased and canceled by the Paying Agent/Registrar at the request of the City with money in the bond fund portion of the Retirement Account, or (3) shall have been redeemed pursuant to the optional redemption provisions set forth below and not theretofore credited against a mandatory redemption requirement.

## (b) Optional Redemption.

- (i) Optional Redemption of the New Series 2022 Bonds at Par. The City reserves the right to redeem, at its option, the New Series 2022 Bonds, in whole or in part, on \_\_\_\_\_\_\_, 20\_\_ or any date thereafter at the price of par plus accrued (but unpaid) interest to such date of redemption.
- (ii) Selection of Call Date for New Series 2022 Bonds. The City, in its sole discretion, shall determine the method by which it calls New Series 2022 Bonds, if at all, pursuant to clause (i) or (ii) of this Section 2(b).
- New Series 2022 Bonds are to be redeemed, a notice of redemption, authorized by appropriate resolution passed by the Board or ordinance adopted by City Council, shall be given in the manner set forth below. A written notice of such redemption shall be given to the registered owner of each New Series 2022 Bonds or a portion thereof being called for redemption by depositing such notice in the United States mail, first-class postage prepaid, addressed to each such registered owner at his address shown on the Registration Books (hereinafter defined) kept by the Paying Agent/Registrar. By the date fixed for any such redemption due provision shall be made by the City with the Paying Agent/Registrar for the payment of the required redemption price for the New Series 2022 Bonds or the

portions thereof which are to be so redeemed, plus accrued interest thereon to the date fixed for redemption. If such written notice of redemption is given, and if due provision for such payment is made, all as provided above, the New Series 2022 Bonds, or the portions thereof which are to be so redeemed, thereby automatically shall be redeemed prior to their scheduled maturities, shall not bear interest after the date fixed for their redemption, and shall not be regarded as being Outstanding (as hereinafter defined) except for the right of the registered owner to receive the redemption price plus accrued interest to the date fixed for redemption from the Paying Agent/Registrar out of the funds provided for such payment. The Paying Agent/Registrar shall record in the Registration Books all such redemptions of principal of the New Series 2022 Bonds or any portion thereof. If a portion of any New Series 2022 Bonds shall be redeemed, substitute New Series 2022 Bonds having the same stated maturity date, bearing interest at the same interest rate, in any denomination or denominations in any integral multiple of \$5,000, at the written request of the registered owner, and in an aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon the surrender thereof for cancellation, at the expense of the City, all as provided in this Ordinance.

(d) [Partial Redemption of New Series 2022 Bonds. If fewer than all of the outstanding New Series 2022 Bonds within a single maturity are to be redeemed, the securities depository is to select Bonds registered in the name of the securities depository to be redeemed on a "pro rata pass-through distribution of principal" basis in accordance with the hereinafter-defined Representation Letter, and the Paying Agent/Registrar is to select all other New Series 2022 Bonds to be redeemed pro rata or by such other customary selection methodology (including by lot) if the previously-identified selection method is unavailable.]

## SECTION 3. Payment of New Series 2022 Bonds - Paying Agent/Registrar.

A. The principal of, premium, if any, and the interest on the New Series 2022 Bonds shall be payable, without exchange or collection charges to the owner or holder thereof, in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

The selection and appointment of U.S. Bank Trust Company, National Association, Houston, Texas, to serve as Paying Agent/Registrar for the New Series 2022 Bonds is hereby approved and confirmed, and the City agrees and covenants to cause to be kept and maintained at the office of the Paying Agent/Registrar books and records (the *Registration Books*) for the registration, payment, and transfer of the New Series 2022 Bonds, all as provided herein, in accordance with the terms and provisions of a Paying Agent/Registrar Agreement (in substantially the form attached hereto as Exhibit A, which Paying Agent/Registrar Agreement is hereby authorized to be executed and delivered) and such reasonable rules and regulations as the Paying Agent/Registrar and the City may prescribe. The City covenants to maintain and provide a Paying

Agent/Registrar at all times until the New Series 2022 Bonds are paid, and any successor Paying Agent/Registrar shall be a bank, trust company, financial institution, or other entity duly qualified and legally authorized to serve as and perform the duties and services of Paying Agent/Registrar. Upon any change (which shall be at the sole discretion of the City) in the Paying Agent/Registrar for the New Series 2022 Bonds, the City agrees to promptly cause a written notice thereof to be sent to each registered owner of the New Series 2022 Bonds by United States mail, first-class postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

Principal of, premium, if any, and interest on the New Series 2022 Bonds, due and payable by reason of stated maturity, redemption, or otherwise, shall be payable only to the registered owner of the New Series 2022 Bonds (the *Bondholder* or *Bondholders*) appearing on the Registration Books (i) on the Record Date (as hereinafter defined) for purposes of paying interest thereon and (ii) on the date of surrender of the New Series 2022 Bonds for purposes of paying principal at stated maturity or the redemption thereof. The City and the Paying Agent/Registrar, and any agent of either, shall treat the Bondholder as the owner of a New Series 2022 Bond for purposes of receiving payment and all other purposes whatsoever, and to the extent permitted by law, neither the City nor the Paying Agent/Registrar, nor any agent of either, shall be affected by notice to the contrary.

Principal of and premium, if any, on the New Series 2022 Bonds shall be payable only upon presentation and surrender of the New Series 2022 Bonds to the Paying Agent/Registrar at its corporate trust office. Interest on the New Series 2022 Bonds shall be paid to the Bondholder whose name appears in the Registration Books at the close of business on the Record Date (the 15th day of the month next preceding each interest payment date) and shall be paid (i) by check sent on or prior to the appropriate date of payment by United States mail, first-class postage prepaid, by the Paying Agent/Registrar to the address of the Bondholder appearing in the Registration Books or (ii) by such other method, acceptable to the Paying Agent/Registrar, requested in writing by the Bondholder at the Bondholder's risk and expense.

In the event of a non-payment of interest on a scheduled payment date, and for thirty (30) days thereafter, a new record date for such interest payment (a *Special Record Date*) will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the *Special Payment Date* - which shall be 15 days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first-class postage prepaid, to the address of each Bondholder appearing on the Registration Books at the close of business on the last business day next preceding the date of mailing of such notice.

B. Registration - Transfer - Exchange of New Series 2022 Bonds-Predecessor Bonds. The Registration Books relating to the registration, payment, and transfer or exchange of the New Series 2022 Bonds shall at all times be kept and maintained by the City at the corporate trust office of the Paying Agent/Registrar, and the Paying Agent/Registrar shall obtain, record, and maintain in the Registration Books the name and address of each registered owner of the New Series 2022 Bonds issued under and pursuant to the provisions of this Ordinance. Any New Series 2022 Bond may, in accordance with its terms and the terms hereof, be transferred or exchanged for New Series

2022 Bonds of other authorized denominations upon the Registration Books by the Bondholder, in person or by his duly authorized agent, upon surrender of such New Series 2022 Bond to the Paying Agent/Registrar for cancellation, accompanied by a written instrument of transfer or request for exchange duly executed by the Bondholder or by his duly authorized agent, in form satisfactory to the Paying Agent/Registrar.

Upon surrender for transfer of any New Series 2022 Bond at the corporate trust office of the Paying Agent/Registrar, the Paying Agent/Registrar shall register and deliver, in the name of the designated transferee or transferees, one or more New Series 2022 Bonds executed on behalf of, and furnished by, the City of authorized denominations and having the same stated maturity, bearing the same rate of interest, and of a like aggregate principal amount as the New Series 2022 Bond or New Series 2022 Bonds surrendered for transfer.

At the option of the Bondholder, New Series 2022 Bonds may be exchanged for other New Series 2022 Bonds of authorized denominations and having the same stated maturity, bearing the same rate of interest and of like aggregate principal amount as the New Series 2022 Bonds surrendered for exchange, upon surrender of the New Series 2022 Bonds to be exchanged at the corporate trust office of the Paying Agent/Registrar. Whenever any New Series 2022 Bonds are so surrendered for exchange, the Paying Agent/Registrar shall register and deliver replacement New Series 2022 Bonds executed on behalf of, and furnished by, the City to the Bondholder requesting the exchange.

All New Series 2022 Bonds issued upon any transfer or exchange of New Series 2022 Bonds shall be delivered at the corporate trust office of the Paying Agent/Registrar, or sent by United States mail to the Bondholder, and, upon the delivery thereof, the same shall be valid obligations of the City, evidencing the same obligation to pay, and entitled to the same benefits under this Ordinance, as the New Series 2022 Bonds surrendered in such transfer or exchange.

All transfers or exchanges of New Series 2022 Bonds pursuant to this Section shall be made without expense or service charge to the Bondholder, except as otherwise herein provided, and except that the Paying Agent/Registrar shall require payment by the Bondholder requesting such transfer or exchange of any tax or other governmental charges required to be paid with respect to such transfer or exchange.

New Series 2022 Bonds cancelled by reason of an exchange or transfer pursuant to the provisions hereof are hereby defined to be *Predecessor Bonds*, evidencing all or a portion, as the case may be, of the same debt evidenced by the replacement New Series 2022 Bond or New Series 2022 Bonds registered and delivered in the exchange or transfer therefor. Additionally, the term Predecessor Bonds shall include any mutilated, lost, destroyed, or stolen New Series 2022 Bond in lieu of which a replacement New Series 2022 Bond has been registered and delivered pursuant to Section 27 hereof which shall be deemed to evidence the same obligation as the mutilated, lost, destroyed, or stolen New Series 2022 Bond.

Neither the City nor the Paying Agent/Registrar shall be required to issue or transfer to an assignee of a Bondholder any New Series 2022 Bond called for redemption, in whole or in part, within 45 days of the date fixed for redemption of such New Series 2022 Bond; provided, however,

such limitation of transfer shall not be applicable to an exchange by the Bondholder of the unredeemed balance of a New Series 2022 Bond called for redemption in part.

SECTION 4. Execution - Authentication - Initial Bond. The New Series 2022 Bonds shall be executed on behalf of the City by the Mayor under its seal reproduced or impressed thereon and attested by the City Clerk. The signature of said officers on the New Series 2022 Bonds may be manual, electronic, or facsimile. New Series 2022 Bonds bearing the manual, electronic, or facsimile signatures of individuals who are or were the proper officers of the City on the Bond Date shall be deemed to be duly executed on behalf of the City, notwithstanding that such individuals or either of them shall cease to hold such offices at the time of delivery of the New Series 2022 Bonds to the initial purchasers and with respect to New Series 2022 Bonds delivered in subsequent exchanges and transfers, all as authorized and provided in Chapter 1201, as amended, Texas Government Code.

No New Series 2022 Bond shall be entitled to any right or benefit under this Ordinance, or be valid or obligatory for any purpose, unless there appears on such New Series 2022 Bond either a certificate of registration substantially in the form provided in Section 5, executed by the Comptroller of Public Accounts of the State of Texas or his duly authorized agent by manual, electronic, or facsimile signature, or a certificate of authentication substantially in the form provided in Section 5, executed by the Paying Agent/Registrar by manual, electronic, or facsimile signature, and either such certificate upon any New Series 2022 Bond shall be conclusive evidence, and the only evidence, that such New Series 2022 Bond has been duly registered or authenticated and delivered.

The New Series 2022 Bonds shall be issued initially either (i) as a fully registered New Series 2022 Bond in the total aggregate principal amount of \$\_\_\_\_\_ with principal installments to become due and payable as provided in Section 2 and numbered T-1 or (ii) as one (1) fully registered New Series 2022 Bond for each year of stated maturity in the applicable principal amount, interest rate, and denomination and to be numbered consecutively from T-1 and upward (the Initial Bond) and, in either case, the Initial Bond shall be registered in the name of the initial purchasers or their designee. The Initial Bond shall be the New Series 2022 Bonds submitted to the Office of the Attorney General of the State of Texas for approval and certified and registered by the Office of the Comptroller of Public Accounts of the State of Texas. At any time after the delivery of the Initial Bond to the initial purchasers, the Paying Agent/Registrar, upon written instructions from the purchasers, or their designee, shall cancel the Initial Bond and exchange therefor definitive New Series 2022 Bonds of authorized denominations, stated maturities, principal amounts, and bearing applicable interest rates for transfer and delivery to the registered owners named and at the addresses identified therefor, all in accordance with and pursuant to such written instructions from the initial purchasers, or their designee, and such other information and documentation as the Paying Agent/Registrar may reasonably require.

**SECTION 5.** Form of New Series Bond. The form of all New Series 2022 Bonds, including the form of the Paying Agent/Registrar's Certificate of Authentication, the Form of Assignment, and the form of the Comptroller's Registration Certificate to accompany the New Series 2022 Bonds on the initial delivery thereof, shall be, respectively, substantially as follows,

with such appropriate variations, omissions, or insertions as are permitted or required by this Ordinance:

[The remainder of this page intentionally left blank.]

Bond Date:

#### A. FORM OF DEFINITIVE BOND:

	REGISTERED
REGISTERED	PRINCIPAL AMOUNT
NO	\$

United States of America State of Texas Counties of Bexar, Comal, and Medina

# CITY OF SAN ANTONIO, TEXAS ELECTRIC AND GAS SYSTEMS REVENUE REFUNDING BOND, NEW SERIES 2022

Interest Rate (%):

CUSIP No.

Stated Maturity Date:

REGISTERED OWNER:		
PRINCIPAL AMOUNT:	AND NO/100 DO	DLLARS
ANTONIO, IN BEXAR, corporation of the State of Towner specified above, or <i>Registered Owner</i> or <i>Bond</i> thereon, from the Closing I payment date to which inte	D MATURITY DATE SPECIFIED ABOVE, THE CITY Of COMAL, AND MEDINA COUNTIES, TEXAS, a magnetic transfer of the Rest to the registered assignee thereof (either being hereinafter controlled to the Principal Amount specified above and to pay Date (anticipated to be, 2022), or from the most recent erest has been paid or duly provided, at the rate of interest perinterest being payable on each February 1 and August 1, compared to the payable on each February 1 and August 1, compared to the payable on each February 1 and August 1, compared to the payable on each February 1 and August 1, compared to the payable on each February 1 and August 1, compared to the payable of the paya	nunicipal egistered alled the interest t interest er annum

THE PRINCIPAL OF AND INTEREST ON this Bond are payable in lawful money of the United States of America, without exchange or collection charges. The principal of this Bond shall be paid to the Registered Owner hereof upon presentation and surrender of this Bond at stated maturity or upon the date fixed for its redemption prior to stated maturity, at the corporate trust office of U.S. Bank Trust Company, National Association, Houston, Texas, which is the Paying Agent/Registrar for this Bond. The payment of interest on this Bond shall be made by the Paying Agent/Registrar to the Registered Owner hereof as shown by the Registration Books kept by the Paying Agent/Registrar at the close of business on the Record Date which is the 15th day of the month next preceding such interest payment date, either (i) by check drawn by the Paying Agent/Registrar on, and payable solely from, funds of the City required to be on deposit with the Paying Agent/Registrar for such purpose as hereinafter provided, and such check shall be sent by the Paying Agent/Registrar by United States mail, first-class postage prepaid, on the appropriate date of payment to the Registered Owner hereof at its address as it appears on the Registration Books kept by the Paying Agent/Registrar, as hereinafter described, or (ii) by such other method, acceptable to the Paying Agent/Registrar, requested in writing by the Registered Owner hereof at

the Registered Owner's risk and expense. The City covenants with the Registered Owner of this Bond that no later than each principal payment date and interest payment date for this Bond it will make available to the Paying Agent/Registrar the amounts required to provide for the payment, in immediately available funds, of all principal of and interest on the Bonds, when due. In the event of a non-payment of interest on a scheduled payment date, and for thirty (30) days thereafter, a new record date for such interest payment (a *Special Record Date*) will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the *Special Payment Date* - which shall be 15 days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first-class postage prepaid, to the address of each Registered Owner appearing on the Registration Books at the close of business on the last business day next preceding the date of mailing of such notice.

IF THE DATE for the payment of the principal of or interest on this Bond shall be a Saturday, Sunday, a legal holiday, or a day on which banking institutions in the city where the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not such a day; and payment on such date shall have the same force and effect as if made on the original date payment was due.

THIS BOND is one of a series of bonds of like tenor and effect except as to number,			
principal amount, interest rate, and stated maturity, aggregating HUNDRED			
MILLION THOUSAND AND NO/100 DOLLARS			
(\$) (the Bonds), issued for the purposes of providing funds to (i) refund the			
Refunded Obligations and (ii) pay certain costs of issuance relating thereto, in accordance with the			
laws of the State of Texas, particularly Chapters 1207 and 1371, as amended, Texas Government			
Code, and pursuant to an ordinance passed by the City Council of the City and duly recorded in			
the minutes of said City Council (the Ordinance). The Bonds are issuable solely as fully registered			
bonds, without interest coupons, in the denomination of any integral multiple of \$5,000.			

THE BONDS are subject to mandatory sinking fund redemption prior to their Stated Maturity from money required to be deposited in the bond fund portion of the Retirement Account for such purpose and shall be redeemed in part, at random and by lot, at the principal amount thereof plus accrued interest to the date of redemption in the following principal amounts on February 1 in each of the years as set forth below:

# \*Payable at Stated Maturity

THE PRINCIPAL AMOUNT of a Bond required to be redeemed pursuant to the operation of such mandatory redemption provisions shall be reduced, at the option of the City, by the principal amount of any Bonds of such stated maturity which, at least 50 days prior to the mandatory redemption date (1) shall have been defeased or acquired by the City and delivered to the Paying Agent/Registrar for cancellation, (2) shall have been purchased and canceled by the Paying Agent/Registrar at the request of the City with money in the bond fund portion of the Retirement Account, or (3) shall have been redeemed pursuant to the optional redemption provisions set forth below and not theretofore credited against a mandatory redemption requirement.

At the request of the City, the redemption price of the New Series 2022 Bonds to be redeemed at the option of the City as described above will be determined by an independent accounting firm, investment banking firm, or financial advisor retained by the City at the City's expense to calculate such redemption price. The City may conclusively rely on the determination of such redemption price by such independent accounting firm, investment banking firm, or financial advisor and will not be liable for such reliance.

The City has reserved the right to redeem, at its option, the New Series 2022 Bonds, in whole or in part, on \_\_\_\_\_\_, 20\_\_ or any date thereafter at the price of par plus accrued (but unpaid) interest to such date of redemption.

If fewer than all of the outstanding New Series 2022 Bonds within a single maturity are to be redeemed, the securities depository is to select Bonds registered in the name of the securities depository to be redeemed on a "pro rata pass-through distribution of principal" basis in accordance with the Representation Letter, and the Paying Agent/Registrar is to select all other New Series 2022 Bonds to be redeemed pro rata or by such other customary selection methodology (including by lot) if the previously-identified selection method is unavailable.

AT LEAST 30 days prior to the date fixed for any redemption, a notice of redemption, authorized by appropriate resolution passed by the governing body of the City shall be given in the manner set forth below. A written notice of such redemption shall be given to the Registered Owner of each Bond or a portion thereof being called for redemption by depositing such notice in the United States mail, first-class, postage prepaid, addressed to each such Registered Owner at his address shown on the Registration Books of the Paying Agent/Registrar. By the date fixed for any such redemption, provision shall be made by the City with the Paying Agent/Registrar for the payment of the required redemption price for this Bond or the portion hereof which is to be so redeemed, plus accrued interest thereon to the date fixed for redemption. If such written notice of redemption is given, and if due provision for such payment is made, all as provided above, this Bond, or the portion thereof which is to be so redeemed, thereby automatically shall be redeemed prior to its scheduled maturity, shall not bear interest after the date fixed for its redemption, and shall not be regarded as being Outstanding except for the right of the Registered Owner to receive the redemption price plus accrued interest to the date fixed for redemption from the Paving Agent/Registrar out of funds provided for such payment. The Paying Agent/Registrar shall record in the Registration Books all such redemptions of principal of this Bond or any portion hereof. If a portion of any Bond shall be redeemed, a substitute Bond or Bonds having the same stated maturity date, bearing interest at the same rate, in any denomination or denominations in any integral multiple of \$5,000, at the written request of the Registered Owner, and in aggregate principal amount equal to the unredeemed portion thereof, will be issued to the Registered Owner upon surrender thereof for cancellation, at the expense of the City, all as provided in the Ordinance.

AS PROVIDED in the Ordinance and subject to certain limitations contained therein, this Bond is transferable only on the Registration Books of the City, upon surrender of this Bond for transfer at the corporate trust office of the Paying Agent/Registrar, duly endorsed by, or accompanied by a written instrument of transfer in form satisfactory to the Paying Agent/Registrar duly executed by the Registered Owner hereof, or his duly authorized agent, and thereupon one or more new fully registered Bonds of the same stated maturity date, of authorized denominations, bearing the same rate of interest, and of the same aggregate principal amount will be issued to the designated transferee or transferees. If called for redemption, in whole or in part, the City and the Paying Agent/Registrar shall not be required to issue or transfer this Bond to an assignee of the Bondholder within 45 days of the redemption date therefor; provided, however, such limitation of transfer shall not be applicable to an exchange by the Bondholder of the unredeemed balance hereof in the event of its redemption in part.

THE CITY and the Paying Agent/Registrar, and any agent of either, shall treat the Registered Owner hereof whose name appears on the Registration Books (i) on the Record Date as the owner hereof for purposes of receiving payment of interest hereon, (ii) on the date of surrender of this Bond as the owner hereof for purposes of receiving payment of principal hereof at its stated maturity date or its date of redemption, in whole or in part, and (iii) on any date as the owner hereof for all other purposes, and, to the extent permitted by law, neither the City nor the Paying Agent/Registrar, nor any such agent of either, shall be affected by notice to the contrary.

IN THE EVENT any Paying Agent/Registrar for the Bonds is changed by the City, resigns, or otherwise ceases to act as such, the City has covenanted in the Ordinance that it promptly will appoint a competent and legally qualified substitute therefor, whose qualifications substantially

are similar to the previous Paying Agent/Registrar it is replacing, and promptly will cause written notice thereof to be mailed to the Registered Owners of the Bonds.

BY BECOMING the Registered Owner of this Bond, the Registered Owner thereby acknowledges all of the terms and provisions of the Ordinance, agrees to be bound by such terms and provisions, acknowledges that the Ordinance is duly recorded and available for inspection in the official minutes and records of the City, and agrees that the terms and provisions of this Bond and the Ordinance constitute a contract between the Registered Owner hereof and the City.

THIS BOND and all Bonds of the series of which it is a part constitute special obligations of the City, and, together with certain Outstanding revenue bonds heretofore issued by the City (defined in the Ordinance as *Previously Issued Parity Bonds*) are payable as to both principal and interest solely from and equally and ratably secured by a first and prior lien on and pledge of the Net Revenues of the Systems; for a more complete statement of the covenants and provisions securing the payment of this Bond and the series of which it is one, reference is hereby made to the Ordinance. Capitalized terms used herein and not defined shall have the meanings assigned to them in the Ordinance.

THE CITY expressly reserves the right to issue further and additional special revenue obligations equally and ratably secured by a lien on and pledge of the Net Revenues of the Systems on a parity with the Bonds of this issue and the Previously Issued Parity Bonds; provided, however, that any and all such additional revenue obligations may be so issued only in accordance with and subject to the covenants, conditions, limitations, and restrictions relating thereto which are set out and contained in the Ordinance, and reference is hereby made to the Ordinance for more complete and full particulars.

IN ADDITION, the Ordinance provides that the City may issue obligations secured by a lien on and the pledge of the Net Revenues of the Systems which are inferior to the lien and pledge securing the payment of the Bonds of this series; that such inferior lien obligations may be refunded into bonds on a parity with the Bonds of this series and the Previously Issued Parity Bonds, or achieve parity status therewith in accordance with and subject to the conditions, limitations, and restrictions relating thereto which are set out in the Ordinance; that the Ordinance may be amended with the consent of holders of 66-2/3% of the aggregate principal amount of bonds Outstanding which are on a parity with the Bonds of this series; and reference is hereby made to the Ordinance for more complete and full particulars with respect to these matters and the defeasance of the Bonds.

THE REGISTERED OWNER HEREOF shall never have the right to demand payment of this obligation out of any funds raised or to be raised by taxation, or from any source whatsoever other than the aforesaid pledged revenues.

IN ADDITION TO ALL OTHER RIGHTS, the owners of this series of Bonds shall be subrogated to all pertinent and necessary rights of the owners of the obligations being refunded thereby.

IT IS HEREBY certified and recited that the issuance of this Bond and the series of which it is a part is duly authorized by law; that all acts, conditions, and things required to exist and to be

done precedent to and in the issuance of this Bond to render the same lawful and valid have been properly done, have happened and have been performed in regular and due time, form, and manner as required by the laws of the State of Texas and the Ordinance; that this series of revenue refunding Bonds does not exceed any constitutional or statutory limitation; and that provision has been made for the payment of the principal of and interest on this Bond and the series of which it is a part by pledging the Net Revenues of the Systems of the City.

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IN TESTIMONY WHEREOF, the City Council of the City of San Antonio, Texas, in accordance with the provisions of Chapter 618, as amended, Texas Government Code, as amended, has caused the seal of said City to be impressed or a facsimile thereof to be printed hereon, and this Bond to be executed with the manual or imprinted facsimile signatures of the Mayor and City Clerk of said City.

CITY OF SAN ANTONIO, TEXAS

Mayor

ATTEST:

City Clerk

the Rocea Sitte



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# City of San Antonio

# City Council Meeting August 18, 2022

#### 21.

#### 2022-08-18-0606

Ordinance approving an "Intent to Issue" authorization to meet an Internal Revenue Service (IRS) requirement as a condition precedent to receive a final Favorable Private Letter Ruling (PLR); to demonstrate to the IRS that Extraordinary Charges incurred during Winter Storm Uri in February of 2021 may be permitted to be financed with Tax-Exempt bonds, based upon the interpretation of current tax laws and regulations and the submission of documentation to IRS agents evidencing applicable analyses thereto. [Ben Gorzell Jr., Chief Financial Officer; Troy Elliott, Deputy Chief Financial Officer]

Councilmember Courage moved to Approve on the Consent Agenda. Councilmember Rocha Garcia seconded the motion. The motion carried by the following vote:

Aye:

Nirenberg, Bravo, McKee-Rodriguez, Rocha Garcia, Castillo, Cabello

Havrda, Sandoval, Pelaez, Courage, Perry

Absent:

Viagran

### CERTIFICATE OF CITY CLERK

THE STATE OF TEXAS \$

COUNTY OF BEXAR \$

CITY OF SAN ANTONIO, TEXAS \$

#### THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 18<sup>th</sup> day of August, 2022, the City Council (the *Council*) of the City of San Antonio, Texas (the *City*) convened in regular session at its regular meeting place in the City Hall of the City (the *Meeting*), the duly constituted members of the Council being as follows:

Ron Nirenberg	Mayor
Mario Bravo	Councilmember
Jalen McKee-Rodriguez	Councilmember
Phyllis Viagran	Councilmember
Dr. Adriana Rocha Garcia	Councilmember
Teri Castillo	Councilmember
Melissa Cabello Havrda	Councilmember
Ana Sandoval	Councilmember
Manny Pelàez	Councilmember
John Courage	Councilmember
Clayton Perry	Councilmember

and all of such persons were present at the Meeting, except the following: Councilmenter Viagramentus constituting a quorum. Among other business considered at the Meeting, the attached Ordinance (the Ordinance) entitled:

AN ORDINANCE AUTHORIZING THE ISSUANCE OF ONE OR MORE TAX-EXEMPT SERIES OF NOT TO EXCEED \$750,000,000 "CITY OF SAN ANTONIO, TEXAS ELECTRIC AND GAS SYSTEMS REVENUE REFUNDING BONDS", CONDITIONED UPON A FAVORABLE RULING FROM THE INTERNAL REVENUE SERVICE; PROVIDING THE TERMS, CONDITIONS, AND SPECIFICATIONS FOR SUCH BONDS, INCLUDING THE APPROVAL AND DISTRIBUTION OF ONE OR MORE DOCUMENTS PERTAINING THERETO: OFFERING PROVISIONS FOR THE PAYMENT AND SECURITY THEREOF ON A CERTAIN CURRENTLY PARITY WITH **OUTSTANDING** OBLIGATIONS: STIPULATING THE TERMS AND CONDITIONS FOR THE ISSUANCE OF ADDITIONAL REVENUE BONDS ON A PARITY THEREWITH; AUTHORIZING THE EXECUTION OF ONE OR MORE PAYING AGENT/REGISTRAR AGREEMENTS, TENDER AGENT AGREEMENTS, ESCROW AGREEMENTS, AND BOND PURCHASE AGREEMENTS; COMPLYING WITH THE REQUIREMENTS OF THE DEPOSITORY TRUST COMPANY; DELEGATING THE AUTHORITY TO CERTAIN MEMBERS OF THE CITY PUBLIC SERVICE BOARD STAFF TO EXECUTE CERTAIN DOCUMENTS RELATING TO THE SALE OF THE BONDS; ENACTING OTHER PROVISIONS INCIDENT AND RELATED TO THE SUBJECT AND PURPOSE OF THIS ORDINANCE; AND PROVIDING AN EFFECTIVE DATE

was introduced and submitted to the Council for passage and adoption. After presentation and discussion of the Ordinance, a motion was made by Councilmember Courage that the Ordinance be finally passed and adopted in accordance with the City's Home Rule Charter. The motion was seconded by Councilmember Rocke Garcie and carried by the following vote:

16 voted "For" voted "Against" abstained

all as shown in the official Minutes of the Council for the Meeting.

2. The attached Ordinance is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the Council of the City on the date of the Meeting are those persons shown above, and, according to the records of my office, each member of the Council was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Ordinance would be considered; and the Meeting and deliberation of the aforesaid public business, including the subject of the Ordinance, was open to the public and posted and given in advance thereof in compliance with the provisions of Chapter 551, as amended, Texas Government Code.

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IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the City, this  $18^{th}$  day of August, 2022.

City Clerk City of San Antonio, Texas

the Rose Sitte

