

2/18/10
ITEM #6A

RESOLUTION NO. MFC 2010-02-18-0001R

**A RESOLUTION OF THE
CITY OF SAN ANTONIO, TEXAS
MUNICIPAL FACILITIES CORPORATION**

**APPROVING AN AMENDMENT TO SECTION 4.01 OF THE BYLAWS OF
THE CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES
CORPORATION RELATING TO THE APPOINTMENT OF THE MAYOR
AND MAYOR PRO-TEM OF THE CITY TO SERVE AS THE PRESIDENT
AND VICE PRESIDENT OF THE CORPORATION**

WHEREAS, the CITY OF SAN ANTONIO, TEXAS (the "***City***") created the CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION (the "***Corporation***"), as a non-profit local government corporation 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 Articles of Incorporation and Bylaws of the Corporation provide and recognize that the members of the City Council of the City shall automatically serve as the members of the Board of Directors of the Corporation (the "***Board***"); and

WHEREAS, Section 4.01 of the Bylaws of the Corporation provide that the City Clerk of the City shall serve as the Secretary of the Corporation, and the Director of Finance of the City shall serve as the Treasurer of the Corporation, but the Board shall, from time to time, choose from its members a President and a Vice President; and

WHEREAS, in order to assist with the administration of the Corporation, the Board now deems it desirable and appropriate to amend the Bylaws to provide for the selection of the persons serving as the Mayor and Mayor Pro-Tem of the City to automatically also serve as the President and Vice President of the Board, respectively; and

WHEREAS, Section 7.01 of the Bylaws authorizes the Board to amend its Bylaws at any time and from time to time by majority vote of the Board with approval of the City by resolution of the City Council of the City.

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; ***NOW, THEREFORE***:

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

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SECTION 1. APPROVAL OF AMENDMENT TO BYLAWS. The proposed amendment to the Bylaws of the Corporation (the "*Amendment*"), in substantially the form attached hereto as Exhibit A, is hereby approved and adopted.

SECTION 2. EFFECTIVE DATE OF AMENDMENT. Immediately following the passage of this Resolution, the City Council of the City is expected to approve a resolution which also will approve the Amendment; consequently, the Amendment shall become effective immediately upon adoption by the City Council of such resolution.

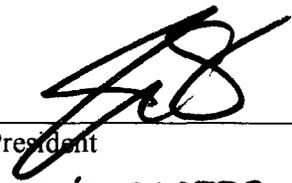
SECTION 3. INCORPORATION OF RECITALS. The Board hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the Board hereby incorporates such recitals as a part of this Resolution.

SECTION 4. SEVERABILITY. If any provision of this Resolution or the application thereof to any circumstance shall be held to be invalid, the remainder of this Resolution and the application thereof to other circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

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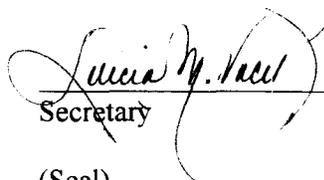
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PASSED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION THIS 18TH DAY OF FEBRUARY, 2010.



President
JULIÁN CASTRO

Attest:



Secretary

(Seal)



[EXECUTION PAGE TO CORPORATION'S RESOLUTION APPROVING BYLAW AMENDMENT]

CERTIFICATE FOR RESOLUTION

I, the undersigned Secretary of the CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION (the "*Corporation*"), hereby certify as follows:

1. The Board of Directors of the Corporation convened in Special Meeting on the 18th day of February, 2010 at the designated meeting place, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

Julián Castro, President	David Medina, Jr.
Elisa Chan, Vice President	Jennifer V. Ramos
Mary Alice P. Cisneros	Justin Rodriguez
John G. Clamp	Ivy R. Taylor
Philip A. Cortez	W. Reed Williams
Ray Lopez	

and all of said persons were present, except the following absentees: None, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution No. MFC 2010-02-18-0001R , entitled:

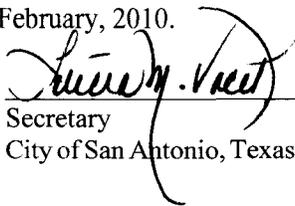
RESOLUTION APPROVING AN AMENDMENT TO SECTION 4.01 OF THE BYLAWS OF THE CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION RELATING TO THE APPOINTMENT OF THE MAYOR AND MAYOR PRO-TEM OF THE CITY TO SERVE AS THE PRESIDENT AND VICE PRESIDENT OF THE CORPORATION

was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be passed; and, after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES: 11 NOES: 0 ABSTENTIONS: 0

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said Board of Directors' minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors' minutes of said Meeting pertaining to the passage of said Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board of Directors as indicated therein; each of the officers and members of said Board of Directors was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for passage at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose; and said Meeting was open to the public, and public notice of the time, place and purpose of said Meeting was given, all as required by Texas Government Code, Chapter 551.

SIGNED AND SEALED the 18th day of February, 2010.



Secretary
City of San Antonio, Texas Municipal Facilities Corporation



CERTIFICATE FOR RESOLUTION

I, the undersigned Secretary of the CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION (the "*Corporation*"), hereby certify as follows:

1. The Board of Directors of the Corporation convened in Special Meeting on the 18th day of February, 2010 at the designated meeting place, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

Julián Castro, President	David Medina, Jr.
Elisa Chan, Vice President	Jennifer V. Ramos
Mary Alice P. Cisneros	Justin Rodriguez
John G. Clamp	Ivy R. Taylor
Philip A. Cortez	W. Reed Williams
Ray Lopez	

and all of said persons were present, except the following absentees: None, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution No. MFC 2010-02-18-0002R, entitled:

RESOLUTION APPROVING THE FORM, CONTENT, AND DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT PERTAINING TO THE ISSUANCE, SALE AND DELIVERY OF APPROXIMATELY \$12,000,000 IN PRINCIPAL AMOUNT OF CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION LEASE REVENUE REFUNDING BONDS, SERIES 2010 (DEVELOPMENT & BUSINESS SERVICES CENTER PROJECT); COMPLYING WITH THE REQUIREMENTS CONTAINED IN SECURITIES AND EXCHANGE COMMISSION RULE 15c2-12; AND AUTHORIZING THE CITY'S STAFF, CO-FINANCIAL ADVISORS AND BOND COUNSEL TO TAKE ALL ACTIONS DEEMED NECESSARY IN CONNECTION WITH THE SALE OF SUCH OBLIGATIONS

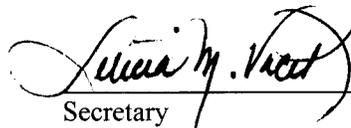
was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be passed; and, after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES: 11 NOES: 0 ABSTENTIONS: 0

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said Board of Directors' minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors' minutes of said Meeting pertaining to the passage of said Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board of Directors as indicated therein; each of the officers and members of said Board of Directors was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for passage at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose; and said Meeting was open to the public, and public notice of the time, place and purpose of said Meeting was given, all as required by Texas Government Code, Chapter 551.

SIGNED AND SEALED the 18th day of February, 2010.





Secretary
City of San Antonio, Texas Municipal Facilities Corporation

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EXHIBIT A

**AMENDMENT TO BYLAWS OF THE
CITY OF SAN ANTONIO, TEXAS
MUNICIPAL FACILITIES CORPORATION**

February 18, 2010

Sections 4.01 of the Bylaws is amended by deleting same in its entirety and substituting in its place the following:

SECTION 4.01. SELECTION OF VARIOUS OFFICERS. The Mayor of the City shall serve as the President of the Corporation, the Mayor Pro-Tem of the City shall serve as the Vice President of the Corporation, the City Clerk of the City shall serve as the Secretary of the Corporation, and the Director of Finance of the City shall serve as the Treasurer of the Corporation.

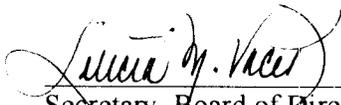
ADOPTED AND APPROVED by the Board of Directors of the Corporation pursuant to a resolution approved on February 18, 2010, and by the City Council of the City of San Antonio, Texas pursuant to a resolution approved on February 18, 2010.



President, Board of Directors
City of San Antonio, Texas
Municipal Facilities Corporation

JULIÁN CASTRO

ATTEST:



Secretary, Board of Directors
City of San Antonio, Texas
Municipal Facilities Corporation