

**RESOLUTION NO. 2012-03-29- 00112**

**APPROVING THE FORM, CONTENT, AND DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT PERTAINING TO THE ISSUANCE, SALE AND DELIVERY OF UP TO (I) \$80,000,000 IN PRINCIPAL AMOUNT OF “CITY OF SAN ANTONIO, TEXAS AIRPORT SYSTEM REVENUE REFUNDING BONDS, SERIES 2012 (AMT)”, AND (II) \$30,000,000 IN PRINCIPAL AMOUNT OF “CITY OF SAN ANTONIO, TEXAS PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN AIRPORT SYSTEM REVENUE REFUNDING BONDS, SERIES 2012 (AMT)”;** COMPLYING WITH THE REQUIREMENTS CONTAINED IN SECURITIES AND EXCHANGE COMMISSION RULE 15C2-12; AUTHORIZING A PUBLIC HEARING; AND AUTHORIZING THE CITY’S STAFF, CO-FINANCIAL ADVISORS AND CO-BOND COUNSEL TO TAKE ALL ACTIONS DEEMED NECESSARY IN CONNECTION WITH THE SALE OF SUCH BONDS

\* \* \* \* \*

**WHEREAS**, on March 21, 2002, the City of San Antonio, Texas (the “City”) issued and delivered (i) \$92,470,000 in principal amount of its *City of San Antonio, Texas Airport System Revenue Improvement Bonds, Series 2002* (the “Series 2002 GARBs”) to finance certain improvements at the San Antonio International Airport, and (ii) \$37,575,000 in principal amount of its *City of San Antonio, Texas Passenger Facility Charge and Subordinate Lien Airport System Revenue Improvement Bonds, Series 2002* (the “Series 2002 PFC Bonds”) to finance certain improvements at the San Antonio International Airport; and

**WHEREAS**, the outstanding Series 2002 GARBs and Series 2002 PFC Bonds maturing on and after July 1, 2013 are subject to redemption, at the option of the City, on July 1, 2012 or on any date thereafter; and

**WHEREAS**, the City Council of the City hereby deems it necessary and desirable to issue and deliver, pursuant to applicable laws of the State of Texas, including Chapter 22, Texas Transportation Code, as amended and Chapters 1207 and 1503, Texas Government Code, as amended (collectively, the “Act”), up to \$80,000,000 in principal amount of revenue bonds secured with revenues derived from the gross revenues of the City’s municipal airport system (the “Airport System”) to be designated CITY OF SAN ANTONIO, TEXAS AIRPORT SYSTEM REVENUE REFUNDING BONDS, SERIES 2012 (AMT) (the “2012 GARBs”), for the purposes of: (i) currently refunding all of the outstanding Series 2002 GARBs maturing on and after July 1, 2013, which are further identified in Schedule I of the Preliminary Official Statement as the “Refunded GARBs”, and (ii) paying the costs of issuing the 2012 GARBs; and

**WHEREAS**, the City Council hereby further deems it necessary and desirable to issue and deliver, pursuant to the Act, up to \$30,000,000 in principal amount of revenue bonds secured with revenues derived from “PFC Revenues” and “Net Revenues” of the City’s Airport System to be designated CITY OF SAN ANTONIO, TEXAS PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN AIRPORT SYSTEM REVENUE REFUNDING BONDS, SERIES 2012 (AMT) (the “2012 PFC Bonds”) for the purpose of: (i) currently refunding all of the outstanding Series 2002 PFC Bonds maturing on and after July 1, 2013, which are further identified in Schedule I of the Preliminary Official Statement as the “Refunded PFC Bonds”, and (ii) paying the costs of issuing the 2012 PFC Bonds; and

**WHEREAS**, the United States Securities and Exchange Commission Rule 15c2-12, codified at 17 C.F.R. §240.15c2-12, as amended, (“Rule 15c2-12”), requires that the Preliminary Official Statement prepared and distributed in connection with the issuance of the 2012 GARBs and the 2012 PFC Bonds (collectively referred to herein as the “Bonds”) be “deemed final” as of its date by the City (except for the omission of no more than the information permitted by Rule 15c2-12); and

**WHEREAS**, such Preliminary Official Statement has been reviewed by the City Council and representatives of the City’s staff; and

**WHEREAS**, the City Council further finds it necessary to authorize a public hearing to be held in connection with the issuance of the Bonds in order to comply with the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), the compliance with which is required to permit the interest on the Bonds to be excludable from federal income taxation; 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, as amended;  
**NOW THEREFORE:**

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

**SECTION 1. APPROVAL OF FORM OF PRELIMINARY OFFICIAL STATEMENT.** The form and content of the Preliminary Official Statement, attached hereto as Exhibit A, in connection with the issuance and sale of the Bonds, is hereby approved.

**SECTION 2. PRELIMINARY OFFICIAL STATEMENT DEEMED FINAL.** The Preliminary Official Statement referenced above and relating to the proposed sale of the Bonds is hereby “deemed final” as of its date (subject to the permissible omissions described in Rule 15c2-12) within the meaning of the provision of 17 C.F.R. §240.15c2-12(b)(1), as amended.

**SECTION 3. AUTHORITY TO PRINT AND DISTRIBUTE THE PRELIMINARY OFFICIAL STATEMENT.** The City Manager, the Aviation Director, the Chief Financial Officer, and the Finance Director of the City, and the City's Co-Financial Advisors (Coastal Securities, Inc. and Estrada Hinojosa & Company, Inc.), Co-Bond Counsel (McCall, Parkhurst & Horton L.L.P. and LM Tatum, PLLC), and the Underwriters in connection with the issuance of the Bonds are authorized to take all actions deemed necessary in connection with preparing for the sale of the Bonds, including but not limited to approving all changes deemed necessary to the Preliminary Official Statement and to print and distribute such Preliminary Official Statement to potential purchasers.

**SECTION 4. PUBLIC HEARING FOR FEDERAL INCOME TAX PURPOSES.** In order to comply with Section 147(f) of the Code, a public hearing is required to be held within the City in which members of the public shall be permitted to express their views with respect to the issuance of the Bonds and the projects being refinanced with the Bonds. Such public hearing is hereby authorized to be conducted by the Finance Director or any Assistance Finance Director of the City. Notice of such hearing shall be published no less than 14 days prior to such hearing in a newspaper of general circulation in the City.

**SECTION 5. INCORPORATION OF RECITALS.** The City hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the City hereby incorporates such recitals as a part of this Resolution.

**SECTION 6. EFFECTIVE DATE.** This Resolution shall become effective ten days following its passage.

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Item #28A

***PASSED AND ADOPTED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO,  
TEXAS THIS 29<sup>th</sup> DAY OF MARCH, 2012.***



**M A Y O R**  
Julián Castro

**ATTEST:**



\_\_\_\_\_  
Leticia M. Vadek, City Clerk

**APPROVED AS TO FORM:**



\_\_\_\_\_  
Michael D. Bernard, City Attorney

<b>Agenda Item:</b>	<b>28A ( in consent vote: 12A, 12B, 12C, 13, 14, 15, 16, 17, 19, 20, 21, 23, 24, 25, 26, 27A, 27B, 28A, 28B, 28C, 28D )</b>						
<b>Date:</b>	03/29/2012						
<b>Time:</b>	09:38:45 AM						
<b>Vote Type:</b>	Motion to Approve						
<b>Description:</b>	A Resolution approving the form, content, and distribution of the Preliminary Official Statement pertaining to the issuance, sale and delivery of up to (i) \$80,000,000 in principal amount of "City of San Antonio, Texas Airport System Revenue Refunding Bonds, Series 2012 (AMT)", and (ii) \$30,00,000 in principal amount of "City of San Antonio, Texas Passenger Facility Charge and Subordinate Lien Airport System Revenue Refunding Bonds, Series 2012 (AMT)"; complying with the requirements contained in Securities and Exchange Commission Rule 15c2-12; authorizing a public hearing; and authorizing the City's Staff, Co-Financial Advisors and Co-Bond Counsel to take all actions deemed necessary in connection with the sale of such bonds.						
<b>Result:</b>	Passed						
<b>Voter</b>	<b>Group</b>	<b>Not Present</b>	<b>Yea</b>	<b>Nay</b>	<b>Abstain</b>	<b>Motion</b>	<b>Second</b>
Julián Castro	Mayor		x				
Diego Bernal	District 1		x				x
Ivy R. Taylor	District 2		x				
Leticia Ozuna	District 3		x			x	
Rey Saldaña	District 4		x				
David Medina Jr.	District 5		x				
Ray Lopez	District 6		x				
Cris Medina	District 7		x				
W. Reed Williams	District 8		x				
Elisa Chan	District 9		x				
Carlton Soules	District 10		x				

03/29/12  
Item #28A

EXHIBIT A

FORM OF PRELIMINARY OFFICIAL STATEMENT

**CERTIFICATE FOR RESOLUTION**

**THE STATE OF TEXAS  
COUNTIES OF BEXAR, COMAL AND MEDINA  
CITY OF SAN ANTONIO**

§  
§  
§

I, the undersigned City Clerk of the **CITY OF SAN ANTONIO, TEXAS** (the "**City**"), hereby certify as follows:

1. The City Council of the City convened in **REGULAR MEETING ON THE 29<sup>TH</sup> DAY OF MARCH, 2012** at the City Hall, and the roll was called of the duly constituted officers and members of said City Council, to wit:

Julián Castro, Mayor  
Diego M. Bernal, Councilmember, District 1  
Ivy R. Taylor, Councilmember, District 2  
Leticia Ozuna, Councilmember, District 3  
Rey Saldana, Councilmember, District 4  
David Medina, Jr., Councilmember, District 5

Ray Lopez, Councilmember, District 6  
Cris Medina, Councilmember, District 7  
W. Reed Williams, Councilmember, District 8  
Elisa Chan, Councilmember, District 9  
Carlton Soules, Councilmember, District 10

all of said officers and members of said City Council were present, except the following absentees:  
NONE. Whereupon,  
among other business, the following was transacted at said Meeting: a written

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was duly introduced for the consideration of said City Council. It was then duly moved and seconded that said Resolution be passed on first reading and, after due discussion, said motion carrying with it the adoption 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 adopted at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; the Resolution has been duly recorded in said City Council's minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said City Council's 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 City Council as indicated therein; each of the officers and members of said City Council 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 that 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 Chapter 551, Texas Government Code.

SIGNED AND SEALED THE 29<sup>TH</sup> DAY OF MARCH, 2012.

(SEAL)



*Leticia M. Vazquez*  
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City Clerk

[EXECUTION PAGE TO CERTIFICATE FOR RESOLUTION APPROVING FINANCING]