

SIDC 2013-05-09-0001R

**A RESOLUTION OF THE
CITY OF SAN ANTONIO, TEXAS,
STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION**

RESOLUTION APPROVING THE FORM, CONTENT, AND DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT PERTAINING TO THE ISSUANCE, SALE AND DELIVERY OF UP TO \$24,000,000 IN PRINCIPAL AMOUNT OF CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION CONTRACT REVENUE REFUNDING BONDS, TAXABLE SERIES 2013 (STARBRIGHT PROJECT); COMPLYING WITH THE REQUIREMENTS CONTAINED IN SECURITIES AND EXCHANGE COMMISSION RULE 15c2-12; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT; AND AUTHORIZING THE CORPORATION'S STAFF, THE CO-FINANCIAL ADVISORS, CO-BOND COUNSEL AND UNDERWRITERS RELATED TO SUCH BONDS TO TAKE ALL ACTIONS DEEMED NECESSARY IN CONNECTION WITH THE SALE OF SUCH BONDS

* * * * *

WHEREAS, the CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION (the "**Corporation**"), is a non-profit industrial development corporation created by the CITY OF SAN ANTONIO, TEXAS (the "**City**") pursuant to the provisions of the *Development Corporation Act* (originally enacted as Article 5190.6, Texas Revised Civil Statutes, as amended, now codified, as it applies to the Corporation, as Chapter 501, Texas Local Government Code, as amended - the "**Act**") for the purpose of aiding and assisting the City in fulfilling its obligations under the *Project Starbright Agreement* by and among the *Toyota Motor Manufacturing North America, Inc.*, a Kentucky corporation ("**Toyota**"), the State of Texas, the City and various other political subdivisions of the State of Texas (the "**Starbright Agreement**"); and

WHEREAS, pursuant to the Act, the Corporation is authorized and has the power to issue, sell, and deliver revenue bonds, for and on behalf of the Corporation, for the purpose, among others, of financing the City Project; and

WHEREAS, in order to finance the City Project, the Corporation, at the request of the City, issued and delivered on June 26, 2003, \$24,685,000 in principal amount of its CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION CONTRACT REVENUE BONDS, SERIES 2003 (TAXABLE) (STARBRIGHT PROJECT) (the "**Series 2003 Bonds**"); and

WHEREAS, the Series 2003 Bonds currently are outstanding in the aggregate principal amount of \$21,320,000; and

WHEREAS, the Board of Directors of the Corporation hereby deems it necessary and desirable to issue and deliver, at the request of the City, up to \$24,000,000 in principal amount of contract revenue bonds, secured with a first lien on and pledge of certain revenues to be provided by the City, pursuant to applicable laws of the State of Texas, including the Act, to be designated **CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION CONTRACT REVENUE REFUNDING BONDS, TAXABLE SERIES 2013 (STARBRIGHT PROJECT)** (the "**Bonds**"), in order to refinance the City Project by refunding all outstanding Series 2003 Bonds; and

WHEREAS, Securities and Exchange Commission Rule 15c2-12, codified at 17 C.F.R. §240.15c2-12 ("**Rule 15c2-12**"), requires that the Preliminary Official Statement prepared and distributed in connection with the issuance of the Bonds be "deemed final" as of its date by the Corporation (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 Board of Directors and representatives of the staff of the City; 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; **NOW THEREFORE:**

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION THAT:

SECTION 1. APPROVAL OF FORM OF PRELIMINARY OFFICIAL STATEMENT. The form and content of the Preliminary Official Statement 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).

SECTION 3. AUTHORITY TO PRINT AND DISTRIBUTE THE PRELIMINARY OFFICIAL STATEMENT. The officers of the Corporation and the Corporation's Co-Financial Advisors (Coastal Securities, Inc. and Estrada Hinojosa & Company, Inc.), Co-Bond Counsel (McCall, Parkhurst & Horton L.L.P. and Escamilla, Poneck & Cruz, LLP) and the Underwriters in connection with the issuance of the Bonds are authorized to take all actions deemed necessary

5/09/13
ITEM #15C

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. APPROVAL OF FINAL OFFICIAL STATEMENT. The Board of Directors hereby approves the preparation and distribution of the final Official Statement incorporating all final terms of the Bonds and other changes deemed necessary by officers of the Corporation or the City and by the City Attorney of the City and Co-Bond Counsel related to the Bonds.

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

SECTION 6. EFFECTIVE DATE This Resolution shall become effective immediately upon passage thereof.

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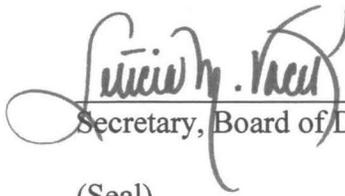
5/09/13
ITEM #15C

**PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE CITY OF
SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION
AT A SPECIAL MEETING ON THIS 9TH DAY OF MAY, 2013.**



President, Board of Directors

Attest:



Secretary, Board of Directors
(Seal)

Execution Page to Corporation's Resolution Approving the Form of the Preliminary Official Statement Relating to
City of San Antonio, Texas, Starbright Industrial Development Corporation
Contract Revenue Refunding Bonds, Taxable Series 2013 (Starbright Project)

CERTIFICATE FOR RESOLUTION

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

1. The Board of Directors of the Corporation convened in **REGULAR MEETING ON THE 9TH DAY OF MAY, 2013** at the City Hall, and the roll was called of the duly constituted officers and members of said Corporation, to wit:

Julián Castro, President
Diego M. Bernal
Ivy R. Taylor
Leticia d. Ozuna
Rey Saldaña
David Medina, Jr.

Ray Lopez
Cris Medina
W. Reed Williams
Elisa Chan
Carlton Soules

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

RESOLUTION NO **SIDC 2013-05-09-0001R**

APPROVING THE FORM, CONTENT, AND DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT PERTAINING TO THE ISSUANCE, SALE AND DELIVERY OF UP TO \$24,000,000 IN PRINCIPAL AMOUNT OF CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION CONTRACT REVENUE REFUNDING BONDS, TAXABLE SERIES 2013 (STARBRIGHT PROJECT); COMPLYING WITH THE REQUIREMENTS CONTAINED IN SECURITIES AND EXCHANGE COMMISSION RULE 15C2-12; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT; AND AUTHORIZING THE CITY'S STAFF, THE CO-FINANCIAL ADVISORS, CO-BOND COUNSEL AND UNDERWRITERS RELATED TO SUCH BONDS TO TAKE ALL ACTIONS DEEMED NECESSARY IN CONNECTION WITH THE SALE OF SUCH BONDS

was duly introduced for the consideration of said Corporation. It was then duly moved and seconded that said Resolution be approved and, after due discussion, said motion carrying with it the adoption of said Resolution, prevailed and carried by the following vote:

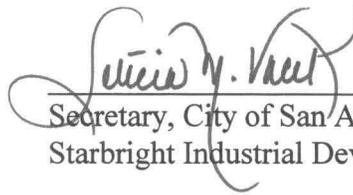
AYES: 11 NOES: 0 ABSTENTIONS: 0

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 Corporation's minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Corporation'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 Corporation as indicated therein; each of the officers and members of said Corporation 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 9TH DAY OF MAY, 2013.

(Seal)





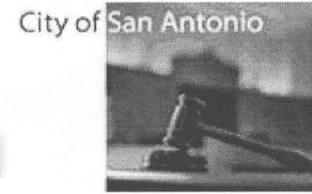
Secretary, City of San Antonio, Texas,
Starbright Industrial Development Corporation



Execution Page to Certificate for Resolution
In Connection with the Corporation's Resolution Approving the Form of the Preliminary Official Statement
Relating to
City of San Antonio, Texas, Starbright Industrial Development Corporation
Contract Revenue Refunding Bonds, Taxable Series 2013 (Starbright Project)



Request for
**COUNCIL
ACTION**



Agenda Voting Results - 15C

Name:	6, 7, 8, 9, 10, 11, 12, 13, 14, 15A, 15B, 15C, 15D						
Date:	05/09/2013						
Time:	10:44:03 AM						
Vote Type:	Motion to Approve						
Description:	A Resolution approving the form, content, and distribution of the preliminary official statement pertaining to the issuance, sale and delivery of up to \$24,000,000 in principal amount of City of San Antonio, Texas, Starbright Industrial Development Corporation Contract Revenue Refunding Bonds, Taxable Series 2013 (Starbright Project); complies with the requirements contained in Securities and Exchange Commission Rule 15c2-12; authorizes the preparation and distribution of a final official statement; and authorizes the Corporation's staff, the Co-Financial Advisors, Co-Bond Counsel and Underwriters related to such bonds to take all actions deemed necessary in connection with the sale of such bonds.						
Result:	Passed						
Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Julián Castro	Mayor		x				
Diego Bernal	District 1		x			x	
Ivy R. Taylor	District 2		x				
Leticia Ozuna	District 3		x				
Rey Saldaña	District 4		x				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				