

SIDC 2013-05-09-0002R

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

AUTHORIZING 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) FOR THE PURPOSE OF REFUNDING ALL OUTSTANDING BONDS PREVIOUSLY ISSUED BY THE CORPORATION IN 2003 TO FINANCE CERTAIN ECONOMIC DEVELOPMENT INCENTIVES PROVIDED BY THE CITY OF SAN ANTONIO IN CONNECTION WITH THE CONSTRUCTION OF THE TOYOTA MANUFACTURING PLANT; CALLING CERTAIN OF SUCH OUTSTANDING BONDS FOR REDEMPTION; APPROVING THE FORM AND EXECUTION OF A SECOND SUPPLEMENTAL INDENTURE OF TRUST AND A PURCHASE CONTRACT IN CONNECTION THEREWITH; AUTHORIZING CERTAIN OFFICIALS OF THE CORPORATION TO APPROVE ALL FINAL TERMS OF THE BONDS; APPROVING AND AUTHORIZING ALL OTHER DOCUMENTS AND NECESSARY ACTIONS RELATED THERETO; AUTHORIZING THE CORPORATION'S STAFF, CO-FINANCIAL ADVISORS AND CO-BOND COUNSEL TO TAKE ALL ACTIONS DEEMED NECESSARY IN CONNECTION WITH THE SALE OF THE SERIES 2013 BONDS; AND PROVIDING FOR AN EFFECTIVE DATE

*** * * * ***

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by the CITY OF SAN ANTONIO, TEXAS (the "**City**") pursuant to the provisions of the *Development Corporation Act* (originally enacted as Article 5190.6, Texas Revised Civil Statutes, as amended, now codified, as it applies to the Corporation, as Chapter 501, Texas Local Government Code, as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

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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 mature on the dates and principal amounts and bear interest as follows (the "**Refunded Bonds**"):

OUTSTANDING SERIES 2003 BONDS

<u>MATURITY (AUGUST 15)</u>	<u>PRINCIPAL AMOUNT (\$)</u>	<u>INTEREST RATE (%)</u>	<u>MATURITY (AUGUST 15)</u>	<u>PRINCIPAL AMOUNT (\$)</u>	<u>INTEREST RATE (%)</u>
2013	625,000	3.91	2020	840,000	4.66
2014	650,000	4.01	2021	880,000	4.71
2015	675,000	4.11	2022	920,000	4.76
2016	705,000	4.26	2023	965,000	4.75
2017	735,000	4.41	***	***	***
2018	770,000	4.51	2033	12,755,000	5.11
2019	800,000	4.61			

WHEREAS, the Series 2003 Bonds were issued pursuant to the terms of an *Indenture of Trust*, dated as of June 1, 2003 (the "**Trust Indenture**"), and a *First Supplemental Indenture of Trust*, dated as of June 1, 2003 (the "**First Supplemental Indenture**"), between the Corporation and **WELLS FARGO BANK, N.A.**, as trustee thereunder (the "**Trustee**"); and

WHEREAS, in connection with the issuance of the Series 2003 Bonds, the Corporation and the City entered into an *Economic Development Contract*, dated June 1, 2003 (the "**Economic Development Contract**") pursuant to which the Corporation committed to provide for the financing for the City Project and the City became unconditionally obligated to provide the "Pledged Contract Payments" (as defined in the Economic Development Contract) in an amount sufficient to pay all debt service requirements on all "Bonds" and other "Obligations" (as defined in the Economic Development Contract) issued by the Corporation in connection with the City Project; and

WHEREAS, pursuant to Section 4.5 of the Economic Development Contract, the City's source for the payment of the Pledged Contract Payments is limited to the "*net revenues of the Utility Systems that are transferred by CPS to the City in an amount not to exceed 14% of gross revenues of the Utility Systems less the value of gas and electric services of the Utility Systems used by the City for municipal purposes and the amount expended for additions to the street lighting system*"; and

WHEREAS, all "Bonds" issued pursuant to the Trust Indenture (which include the Series 2003 Bonds issued pursuant to the First Supplemental Indenture and "Refunding Bonds" such as the **CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION CONTRACT REVENUE REFUNDING BONDS, TAXABLE SERIES 2013 (STARBRIGHT PROJECT)** (the "**Series 2013 Bonds**") to be issued pursuant to the *Second Supplemental Indenture* being authorized by this Resolution) are secured by a first and prior lien on the Pledged Revenues (which consist solely of the Pledged Contract Payments received by the Corporation from the City pursuant to the Economic Development Contract) which have been assigned and pledged by the Corporation to the Trustee pursuant to the Trust Indenture; and

WHEREAS, pursuant to Section 501.213 of the Act, the Corporation is further authorized to issue bonds to refund outstanding bonds issued under the Act and use the proceeds thereof to redeem such outstanding bonds; and

WHEREAS, pursuant to the First Supplemental Indenture, the Series 2003 Bonds maturing on and after August 15, 2014 are subject to optional redemption on August 15, 2013, or on any date thereafter at the redemption price of par plus accrued interest; and

WHEREAS, the Corporation has determined to issue the Series 2013 Bonds under the Trust Indenture and the Second Supplemental Indenture to provide funds sufficient to refund all of the outstanding Series 2003 Bonds in order to achieve debt service savings for the Corporation and the City and to pay Costs of Issuance; and

WHEREAS, the Corporation desires to issue the Series 2013 Bonds and enter into the Second Supplemental Indenture for such purposes; and

WHEREAS, Section 1301 of the Trust Indenture provides that any Bonds issued thereunder, including the Series 2003 Bonds, shall be defeased and deemed to be paid and no longer outstanding under the Trust Indenture when money and Investment Securities (as defined in the Trust Indenture) have been deposited with the Trustee in an amount which is sufficient to pay when due the principal or redemption price and interest on such Bonds when due; and

WHEREAS, it is the intention of the Corporation to provide for the defeasance of all outstanding Series 2003 Bonds by creating in the Debt Service Fund a special account known as the "*Series 2003 Defeasance and Redemption Account*" into which proceeds of the Series 2013 Bonds and certain

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other available funds shall be deposited in an amount sufficient to defease and redeem all outstanding Series 2003 Bonds; and

WHEREAS, prior to the adoption of this Resolution, on May 9, 2013, the City Council of the City adopted an ordinance (the "**City Ordinance**") which, among other things, (i) requested the Corporation to issue the Series 2013 Bonds for the purpose of refunding all outstanding Series 2003 Bonds, (ii) requested the Corporation to exercise its option to redeem on August 15, 2013, all Series 2003 Bonds maturing on and after August 15, 2014, and (iii) specifically approved the form of this Resolution in satisfaction of Section 501.204 of the Act; and

WHEREAS, the Board of Directors of the Corporation hereby finds and declares a public purpose and deems it advisable and in the best interests of the Corporation and the City to issue the Series 2013 Bonds as a series of Bonds under the Trust Indenture, the proceeds of which will be used to pay costs of issuance and refund all outstanding Series 2003 Bonds in order to achieve a debt service savings for the Corporation and the City; and

WHEREAS, the Series 2013 Bonds are to be initially sold to **LOOP CAPITAL MARKETS LLC** and **SAMCO CAPITAL MARKETS, INC.** (collectively, the "**Underwriters**") at the price and pursuant to the terms of a Purchase Contract between the Corporation and the Underwriters (the "**Purchase Contract**") and as further described in Section 2 of this Resolution; and

WHEREAS, for so long as the Series 2013 Bonds are outstanding, the City will be obligated, pursuant to the terms of the Economic Development Contract, to make payments to the Corporation in an amount sufficient to pay the principal of and interest on the Series 2013 Bonds and when due under the Trust Indenture and the Second Supplemental Indenture; and

WHEREAS, the Series 2013 Bonds being authorized by this Resolution are special limited obligations of the Corporation, payable solely from the Trust Estate maintained under the Trust Agreement, which includes the payments to be made by the City pursuant to the Economic Development Contract, and shall never constitute an indebtedness or general obligation of the Corporation, the State of Texas, the City, or any other political subdivision of the State of Texas, within the meaning of any constitutional provision or statutory limitation whatsoever; and

WHEREAS, the Corporation hereby finds and determines that the refunding of the Refunded Bonds through the issuance of the Series 2013 Bonds authorized hereunder will further the purposes and policies of the Act and its Articles of Incorporation; and

WHEREAS, pursuant to Section 3.1 of the Corporation's Bylaws, officers of the Corporation include "*a President, a Vice President, an Executive Director, a Treasurer, a Secretary and one or more Assistant Secretary, and such other officers as the Board of Directors may from time to time elect or appoint*"; and

WHEREAS, pursuant to Section 3.6 of the Bylaws, the Director of Finance of the City serves as the Treasurer of the Corporation; and

WHEREAS, when the Corporation was created in 2003, the Director of Finance of the City was considered the "chief financial officer" of the City, but subsequent to the Corporation's creation the City created a new administrative officer known as the "Chief Financial Officer" of the City, who oversees all financial operations of the City; and

WHEREAS, pursuant to authority granted in Section 3.1 of the Corporation's Bylaws, the Board of Directors now deems it appropriate to create and appoint a new officer of the Corporation to be known as the "Chief Financial Officer" of the Corporation and to provide that the Chief Financial Officer of the City shall serve in the position of Chief Financial Officer of the Corporation; and

WHEREAS, it is hereby further 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 and the Bylaws of the Corporation; **NOW THEREFORE:**

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

SECTION 1. APPOINTMENT OF CHIEF FINANCIAL OFFICER OF THE CORPORATION.

Pursuant to authority granted in Section 3.1 of the Corporation's Bylaws, the Board of Directors hereby creates a new officer of the Corporation to be known as the "Chief Financial Officer" of the Corporation. The Chief Financial Officer of the Corporation shall at all times be the same person who holds the office of Chief Financial Officer of the City (or its equivalent office if known by another name), or the designee of the Chief Financial Officer of the City, and shall have authority to act on behalf of the Corporation in the manner set forth in this Resolution.

SECTION 2. AUTHORIZATION FOR THE ISSUANCE AND SALE OF THE SERIES 2013 BONDS.

(a) The Corporation is hereby authorized to issue, sell and deliver up to **\$24,000,000** in principal amount of the Series 2013 Bonds having the terms set forth in the Second Supplemental Indenture. The Series 2013 Bonds shall be sold pursuant to a negotiated sale with the Underwriters. The President, Vice President, Executive Director, Chief Financial Officer and Treasurer of the Corporation (each a "**Designated Officer**") each is hereby authorized, appointed, and designated as an officer of the Corporation to act on behalf of the Corporation to effect the sale of the Series 2013 Bonds and to establish the terms and details related to the issuance and sale of the Series 2013 Bonds including the total aggregate principal amount of Series 2013 Bonds to be issued (but in no event to exceed **\$24,000,000**), the price at which the Series 2013 Bonds will be sold, the aggregate principal amount of each maturity thereof, the due date of each maturity (but in no event later than **August 15, 2033**), the rate of interest to be borne on the principal amount of each such maturity (but in no event

to exceed a net effective interest rate for all Series 2013 Bonds of 4.50%), the dates, price and terms upon and at which the Series 2013 Bonds shall be subject to redemption prior to maturity at the option of the Corporation, as well as any mandatory sinking fund redemption provisions for any maturity, if any, and all other matters and procedures relating to the issuance, sale and delivery of the Series 2013 Bonds which are not otherwise provided in this Resolution; provided, however, in no event shall a Designated Officer be authorized to approve the sale of the Series 2013 Bonds unless the issuance and delivery of the Series 2013 Bonds will result in a net present value debt service savings of not less than 5.00% of the principal amount of the Refunded Bonds.

(b) The approval of the final terms of the Series 2013 Bonds by a Designated Officer shall be evidenced by the execution of the Approval Certificate (to be completed to reflect the final terms approved by the Designated Officer) in substantially the form attached to this Resolution as Exhibit A. Each Designated Officer, acting for and on behalf of the Corporation, is further authorized to (i) complete and execute the Approval Certificate, (ii) determine and set forth in the Approval Certificate the amount of debt service savings that will result from the issuance of the Series 2013 Bonds, (iii) cause the "Corporation Documents" (as defined in Section 2 below) to be completed to reflect the final terms of the Series 2013 Bonds described in the Approval Certificate and approved pursuant to the authority granted herein, and (iv) approve, enter into, execute and carry out the Purchase Contract with the Underwriters. The President or Vice President of the Board of Directors is authorized and directed to execute, and the Secretary of the Corporation is authorized and directed to attest the Series 2013 Bonds and to affix the Corporation's seal thereto.

(c) In satisfaction of Section 1201.022(a)(3), Texas Government Code, the Board of Directors hereby determines that the delegation of the authority to each Designated Officer to approve the final terms of the Series 2013 Bonds to be set forth in the Approval Certificate and the Second Supplemental Indenture is, and the decisions made by a Designated Officer pursuant to such delegated authority and incorporated in the Approval Certificate and the Second Supplemental Indenture will be, in the Corporation's best interests, and each Designated Officer is hereby authorized to make and include in the Approval Certificate an appropriate finding to that effect.

SECTION 3. APPROVAL OF CORPORATION DOCUMENTS. The Second Supplemental Indenture, the Purchase Contract and a Continuing Disclosure Agreement between the Corporation and CPS Energy related to CPS Energy providing certain continuing disclosure information in accordance with Rule 15c2-12 promulgated by the Securities and Exchange Commission (collectively, the "**Corporation Documents**") are hereby approved in substantially the forms presented at this meeting, with such changes thereto as are approved by a Designated Officer, with advice of the Corporation's counsel and Co-Bond Counsel, and each Designated Officer is further authorized to execute, and the Secretary of the Corporation is authorized to attest (if so provided therein), the Corporation Documents on behalf of the Corporation and deliver same, and when executed and delivered, the Corporation Documents shall become valid and binding obligations of the Corporation in accordance with their respective terms.

SECTION 4. REDEMPTION OF REFUNDED BONDS; NOTICE OF DEFEASANCE AND REDEMPTION. At the request of the City, the Corporation hereby authorizes and directs that all Refunded Bonds maturing on and after August 15, 2014 shall be redeemed prior to stated maturity on **August 15, 2013**. Attached to this Resolution as Exhibit B and made a part hereof for all purposes is a **NOTICE OF DEFEASANCE AND REDEMPTION** with respect to the Refunded Bonds. In accordance with the provisions of Section 208 of the First Supplemental Indenture, the Trustee for the Refunded Bonds is hereby directed to give written notice by United States mail, first class postage prepaid, not less than 30 days prior to the date fixed for redemption, in the name of the Corporation, of the redemption of the Refunded Bonds maturing on and after August 15, 2014, to the registered owner of each such Refunded Bond at the address shown on the Register. Notice shall also be given by the Trustee at least 30 days prior to the date fixed for redemption by United States certified mail, return receipt requested, to each registered securities depository.

SECTION 5. AUTHORIZATION OF ALL NECESSARY ACTIONS. (a) The President and Vice President of the Board of Directors, and the Executive Director, the Chief Financial Officer, the Secretary, the Treasurer, and all other officers and officials of the Corporation are hereby authorized to take any and all action necessary to facilitate the transactions contemplated by the Corporation Documents, including but not limited to the issuance, sale, and delivery of the Series 2013 Bonds, including the execution of certificates, opinions, and the other documents necessary in connection therewith.

(b) The President and Vice President of the Board of Directors, and the Executive Director, the Chief Financial Officer, the Secretary, the Treasurer, and all other officers, employees, and agents of the Corporation, and each of them shall be and they are expressly authorized, empowered, and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the corporate seal and on behalf of the Corporation all such instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Resolution (including but not limited to preparing and submitting an application relating to the issuance of the Bonds for approval by the Texas Economic Development and Tourism Office as required by Section 501.256 of the Act), the Series 2013 Bonds, the sale of the Series 2013 Bonds and all other Corporation Documents. In addition, prior to the initial delivery of the Series 2013 Bonds, the President and Vice President of the Board of Directors, and the Executive Director, the Chief Financial Officer, the Secretary and the Treasurer of the Corporation, the Corporation's Counsel, and Co-Bond Counsel related to the Series 2013 Bonds are each hereby authorized and directed to approve any technical changes or correction to this Resolution or to any of the Corporation Documents necessary in order to (i) correct any ambiguity or mistake or properly or more completely document the transactions contemplated and approved by this Resolution, (ii) obtain the approval of the Series 2013 Bonds or any other Corporation Documents by the Texas Economic Development and Tourism Office and Attorney General of Texas, as required by law, or (iii) obtain the ratings contemplated in the Official Statement.

(c) In case any officer whose signature shall appear on any of the Corporation Documents or any other documents necessary in connection therewith shall cease to be such officer before the delivery of any of the Corporation Documents or any other documents necessary in connection therewith, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

(d) The Chief Financial Officer of the Corporation is hereby appointed and approved to serve as an "Authorized Officer of the Corporation" for all purposes set forth in the Trust Indenture and this Second Supplemental Indenture.

SECTION 6. AUTHORIZATION TO CONTRIBUTE AVAILABLE FUNDS. The Chief Financial Officer and the Treasurer of the Corporation are hereby authorized and directed to deposit on the date of delivery of the Series 2013 Bonds all remaining proceeds of the Series 2003 Bonds into the Series 2003 Defeasance and Redemption Account of the Debt Service Fund created by the Second Supplemental Indenture. Additionally, the Chief Financial Officer and the Treasurer of the Corporation may deposit into the Series 2003 Defeasance and Redemption Account of the Debt Service Fund or any other fund or account any other available funds of the Corporation in the amount deemed necessary by such officers to accomplish the transactions contemplated by this Resolution, if any.

SECTION 7. ENFORCEABILITY OF RESOLUTION. If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution. In case any obligation of the Corporation authorized or established by this Resolution or the Corporation Documents is held to be in violation of law as applied to any person or any circumstance, such obligation shall be deemed to be the obligation of the Corporation to the fullest extent permitted by law.

SECTION 8. 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 9. EFFECTIVE DATE. This Resolution shall become effective immediately upon its adoption.

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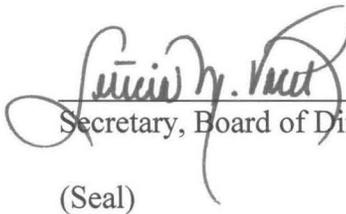
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PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION AT A SPECIAL MEETING ON THIS 9TH DAY OF MAY, 2013.



President, Board of Directors

Attest:



Secretary, Board of Directors
(Seal)



Execution Page to Bond Resolution Authorizing the Issuance of
City of San Antonio, Texas, Starbright Industrial Development Corporation
Contract Revenue Refunding Bonds, Taxable Series 2013 (Starbright Project)

EXHIBIT A

FORM OF APPROVAL CERTIFICATE

CERTIFICATE APPROVING THE FINAL TERMS OF THE SERIES 2013 BONDS

I, the undersigned, in my capacity as the _____ of the **CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION** (the "**Corporation**") and duly appointed by the Board of Directors of the Corporation to serve as a "Designated Officer" of the Corporation pursuant to a resolution adopted by the Board of Directors on May 9, 2013 (the "**Bond Resolution**"), hereby certify as follows:

1. **GENERAL.** This Certificate is given in connection with the issuance by the Corporation of its **CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION CONTRACT REVENUE REFUNDING BONDS, TAXABLE SERIES 2013 (STARBRIGHT PROJECT)** (the "**Series 2013 Bonds**") which, pursuant to the Bond Resolution, have been authorized to be issued by the Board of Directors. All capitalized terms used in this Certificate which are not otherwise defined herein shall have the same meanings as set forth in the Bond Resolution.

2. **DATED DATE AND AGGREGATE PRINCIPAL AMOUNT OF THE SERIES 2013 BONDS.** The Series 2013 Bonds shall be dated June 1, 2013, and shall be issued in the aggregate principal amount of \$ _____.

3. **CERTAIN FINAL TERMS OF THE SERIES 2013 BONDS.**

(a) **Principal Amounts and Interest Rates.** The Series 2013 Bonds shall (i) mature on **August 15** in each of the years and in the respective principal amounts, and (ii) bear interest from the date of initial delivery of the Series 2013 Bonds to their respective date of maturity or prior redemption at the respective interest rates, all as set forth below:

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<u>YEAR OF MATURITY</u>	<u>PRINCIPAL AMOUNT (\$)</u>	<u>INTEREST RATE (%)</u>	<u>YEAR OF MATURITY</u>	<u>PRINCIPAL AMOUNT (\$)</u>	<u>INTEREST RATE (%)</u>
2015	_____	_____	2025	_____	_____
2016	_____	_____	2026	_____	_____
2017	_____	_____	2027	_____	_____
2018	_____	_____	2028	_____	_____
2019	_____	_____	2029	_____	_____
2020	_____	_____	2030	_____	_____
2021	_____	_____	2031	_____	_____
2022	_____	_____	2032	_____	_____
2023	_____	_____	2033	_____	_____
2024	_____	_____			

b. Interest Payment Dates. Interest on the Series 2013 Bonds shall be payable on each February 15 and August 15, commencing on August 15, 2013, until stated maturity or redemption.

c. Optional Redemption. The Series 2013 Bonds maturing on and after August 15, 20__, may be redeemed prior to their scheduled maturities, at the option of the Corporation on August 15, 20__, or on any date thereafter at the redemption price equal to par plus accrued interest to the date fixed for redemption.

d. Mandatory Sinking Fund Redemption. The Series 2013 Bonds maturing on August 15 in the years 20__ and 20__ (collectively, the "**Term Bonds**") are subject to mandatory redemption prior to maturity in part by lot, at a price equal to the principal amount thereof plus accrued interest to the date of redemption, on the dates and in the respective principal amounts shown below:

<u>TERM BONDS MATURING AUGUST 15, 20__</u>		<u>TERM BONDS MATURING AUGUST 15, 20__</u>	
<u>Redemption Date</u>	<u>Redemption Amount</u>	<u>Redemption Date</u>	<u>Redemption Amount</u>
August 15, 20__	\$ _____	August 15, 20__	\$ _____
August 15, 20__ (Maturity)	_____	August 15, 20__ (Maturity)	_____

4. **PURCHASE PRICE OF THE SERIES 2013 BONDS.** The Series 2013 Bonds shall be purchased by the Underwriters at a price equal to \$_____ (which amount is equal to par, plus [net] original issue premium of \$_____, less Underwriter's discount of \$_____), and no accrued interest.

5. **DEBT SERVICE SAVINGS.** In accordance with the final numbers prepared by the Co-Financial Advisors for the Corporation and the City, the issuance of the Series 2013 Bonds will result in a gross debt service savings of \$_____ and a net present value debt service savings of \$_____ (or _____% of the principal amount of the Refunded Bonds), after taking into account a contribution from the Corporation of the City in the amount of \$_____.

6. **DETERMINATION REQUIRED BY SECTION 1201.022(A)(3), TEXAS GOVERNMENT CODE.** In satisfaction of Section 1201.022(a)(3), Texas Government Code, as authorized by Section 2 of the Bond Resolution, and upon consultation with the Co-Financial Advisors for the Corporation and the City, the undersigned determines that the final terms of the Series 2013 Bonds as set forth in this Certificate are in the Corporation's and the City's best interests.

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***EXECUTED AS OF THE ____ DAY OF JUNE, 2013 TO EVIDENCE THE APPROVAL
ON SUCH DATE OF THE FINAL TERMS OF THE SERIES 2013 BONDS BY A
DESIGNATED OFFICER OF THE CORPORATION IN ACCORDANCE WITH SECTION 2
OF THE BOND RESOLUTION.***

Chief Financial Officer
City of San Antonio, Texas,
Starbright Industrial Development Corporation

Signature Page to "Certificate Approving the Final Terms of the Bonds" Relating to the
City of San Antonio, Texas, Starbright Industrial Development Corporation
Contract Revenue Refunding Bonds, Taxable Series 2013 (Starbright Project)

EXHIBIT B

NOTICE OF DEFEASANCE AND REDEMPTION

of

**CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION
CONTRACT REVENUE BONDS, SERIES 2003 (TAXABLE) (STARBRIGHT PROJECT)
(Maturing on August 15 in the years 2013 - 2023 and 2033)**

NOTICE IS HEREBY GIVEN that the CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION (the "*Issuer*"), a nonprofit industrial development corporation created by the City of San Antonio, Texas, has deposited cash and eligible investments into an irrevocable account created in the Indenture of Trust under which the "Bonds" described below were issued in order to pay, and has legally defeased, all of the Issuer's outstanding **CONTRACT REVENUE BONDS, SERIES 2003 (TAXABLE) (STARBRIGHT PROJECT)**, dated June 1, 2003, maturing on August 15 in the years 2013 - 2023 and 2033, which are further described as follows (the "*Bonds*"):

<u>MATURITY (AUGUST 15)</u>	<u>PRINCIPAL AMOUNT MATURING IN YEAR (\$)</u>	<u>PRINCIPAL AMOUNT REFUNDED (\$)</u>	<u>STATED INTEREST RATE (%)</u>	<u>CUSIP No.* (796300)</u>
2013	625,000	625,000	3.91	AG6
2014	650,000	650,000	4.01	AH4
2015	675,000	675,000	4.11	AJ0
2016	705,000	705,000	4.26	AM3
2017	735,000	735,000	4.41	AN1
2018	770,000	770,000	4.51	AP6
2019	800,000	800,000	4.61	AQ4
2020	840,000	840,000	4.66	AR2
2021	880,000	880,000	4.71	AS0
2022	920,000	920,000	4.76	AT8
2023	965,000	965,000	4.75	AK7
***	***	***	***	***
2033	12,755,000	12,755,000	5.11	AL5

NOTICE IS FURTHER GIVEN that the Issuer has called for redemption on **August 15, 2013** (the "*Redemption Date*") all Bonds maturing on and after August 15, 2014 (the "*Redeemed Bonds*") at the redemption price equal to par plus accrued interest to the Redemption Date. The Redeemed Bonds shall cease to bear interest from and after the Redemption Date.

NOTICE IS FURTHER GIVEN that due and proper arrangements have been made for providing Wells Fargo Bank, N.A., the Trustee for the Bonds, with funds sufficient to pay the principal and interest of the 2013 maturity of the Bonds when due and the redemption price of the Redeemed Bonds due on the Redemption Date. In the event the Redeemed Bonds, or any of them, are not presented for redemption by the Redemption Date, they shall not thereafter bear interest. If due provision for the payment of the redemption price is made, then the Redeemed Bonds automatically shall be deemed to have been redeemed prior to their scheduled maturity, and they shall not bear interest after the Redemption Date, and they shall not be regarded as being outstanding except for the right of the owner thereof to receive the redemption price from the Trustee.

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THIS NOTICE is issued and given pursuant to the redemption provisions in the proceedings authorizing the issuance of the Bonds and in accordance with the recitals and provisions of each of the Bonds.

NOTICE IS FURTHER GIVEN THAT the Bonds will be payable at and should be submitted either in person or by certified mail to the following address:

Express Delivery
Wells Fargo Bank, N.A.
Corporate Trust Operations
N9309-121
6th & Marquette Avenue
Minneapolis, MN 555479

First Class/Registered/Certified Mail
Wells Fargo Bank, N.A.
Corporate Trust Operations
P.O. Box 1517
Minneapolis, MN 55480-1517

Hand Delivery
Wells Fargo Bank, N.A.
Northstar East Building
608 2nd Ave. So., 12th Floor
Minneapolis, MN 55479

To avoid a backup withholding tax required by Section 3406 of the Internal Revenue Code of 1986, holders must submit a properly completed IRS Form W-9.

* THE ABOVE REFERENCED CUSIP NUMBERS ARE PROVIDED FOR THE CONVENIENCE OF THE HOLDERS. NEITHER THE TRUSTEE NOR THE ISSUER ARE RESPONSIBLE FOR ANY ERROR OF ANY NATURE RELATING TO THE CUSIP NUMBERS.

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 - 0002R**

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

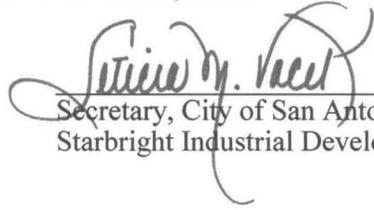
AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF UP TO \$24,000,000 IN PRINCIPAL AMOUNT OF CITY OF SAN ANTONIO, TEXAS, STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION CONTRACT REVENUE REFUNDING BONDS, TAXABLE SERIES 2013 (STARBRIGHT PROJECT) FOR THE PURPOSE OF REFUNDING ALL OUTSTANDING BONDS PREVIOUSLY ISSUED BY THE CORPORATION IN 2003 TO FINANCE CERTAIN ECONOMIC DEVELOPMENT INCENTIVES PROVIDED BY THE CITY OF SAN ANTONIO IN CONNECTION WITH THE CONSTRUCTION OF THE TOYOTA MANUFACTURING PLANT; CALLING CERTAIN OF SUCH OUTSTANDING BONDS FOR REDEMPTION; APPROVING THE FORM AND EXECUTION OF A SECOND SUPPLEMENTAL INDENTURE OF TRUST AND A PURCHASE CONTRACT IN CONNECTION THEREWITH; AUTHORIZING CERTAIN OFFICIALS OF THE CORPORATION TO APPROVE ALL FINAL TERMS OF THE BONDS; APPROVING AND AUTHORIZING ALL OTHER DOCUMENTS AND NECESSARY ACTIONS RELATED THERETO; AUTHORIZING THE CORPORATION'S STAFF, CO-FINANCIAL ADVISORS AND CO-BOND COUNSEL TO TAKE ALL ACTIONS DEEMED NECESSARY IN CONNECTION WITH THE SALE OF THE SERIES 2013 BONDS; AND PROVIDING FOR AN EFFECTIVE DATE

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.

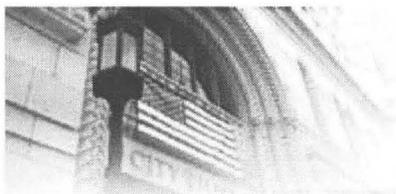
SIGNED AND SEALED THE 9TH DAY OF MAY, 2013.


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

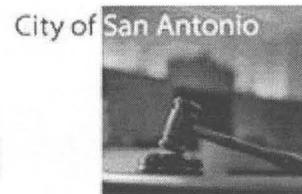
(Seal)



Execution Page to Certificate for Resolution Relating to the Corporation's Bond Resolution
Authorizing the Issuance of
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 - 15D

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 authorizing 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) for the purpose of refunding for interest cost savings, all outstanding bonds previously issued by the Corporation in 2003 to finance certain economic development incentives provided by the City of San Antonio in connection with the construction of the Toyota Manufacturing Plant; calling certain of such outstanding bonds for redemption; approving the form and execution of a Second Supplemental Indenture of Trust and a Purchase Contract in connection therewith; authorizing certain officials of the Corporation to approve all final terms of the bonds; approving and authorizing all other documents and necessary actions related thereto; authorizing the Corporation's staff, Co-Financial Advisors and Co-Bond Counsel to take all actions deemed necessary in connection with the sale of the Series 2013 Bonds; and providing for an effective date.						
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				