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CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
COUNTIES OF BEXAR AND COMAL §
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 (the "***City Council***") convened in Regular Meeting on January 14, 2016 (the "***Meeting***"), at the City Hall, and the roll was called of the duly constituted officers and members of the City Council, to wit:

Ivy R. Taylor	Mayor
Roberto C. Treviño	Councilmember, District 1
Alan E. Warrick, II	Councilmember, District 2
Rebecca J. Viagran	Councilmember, District 3
Rey Saldana	Councilmember, District 4
Shirley Gonzales	Councilmember, District 5
Ray Lopez	Councilmember, District 6
Cris Medina	Councilmember, District 7
Ron Nirenberg	Councilmember, District 8
Joe Krier	Councilmember, District 9
Mike Gallagher	Councilmember, District 10

and all of said officers and members of the City Council were present, except the following absentees: NONE, thus constituting a quorum. Whereupon, among other business, the following was transacted at the Meeting: a written Resolution No. **2016-01-14-0002R** (the "***Resolution***") entitled

> **RESOLUTION BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO, TEXAS REGARDING APPROVAL, FOR PURPOSES OF SECTION 147(f) OF THE INTERNAL REVENUE CODE, OF A TAX-EXEMPT LOAN AGREEMENT BY AND AMONG THE CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION, OUR LADY OF THE LAKE UNIVERSITY, AND CAPITAL ONE MUNICIPAL FUNDING, INC.**

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

AYES: 11 NOES: Ø ABSTENTIONS: Ø

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

SIGNED AND SEALED the 14th day of January, 2016.

City Clerk
City of San Antonio, Texas

(SEAL)

Signature Page to the "Certificate for Resolution" for the
City of San Antonio's Resolution Relating to Financing and Refinancing Certain Educational Facilities
and Housing Facilities for the Benefit of Our Lady of the Lake University

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RESOLUTION NO. 2016-01-14-0002R

BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO, TEXAS REGARDING APPROVAL, FOR PURPOSES OF SECTION 147(f) OF THE INTERNAL REVENUE CODE, OF A TAX-EXEMPT LOAN AGREEMENT BY AND AMONG THE CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION, OUR LADY OF THE LAKE UNIVERSITY, AND CAPITAL ONE MUNICIPAL FUNDING, INC.

WHEREAS, the **CITY OF SAN ANTONIO, TEXAS** (the "***City***"), pursuant to Section 53.35(b), Texas Education Code (now amended and recodified as Section 53A.35(b), Texas Education Code, as amended), approved and created the **CITY OF SAN ANTONIO, TEXAS EDUCATION FACILITIES CORPORATION** (the "***Issuer***", which was originally known as the "*City of San Antonio, Texas Higher Education Authority, Inc.*") as a nonprofit corporation to exercise the powers enumerated and provided in Chapter 53, Texas Education Code (now amended and recodified as Chapter 53A, Texas Education Code, as amended - the "***Act***"), for and on behalf of the City; and

WHEREAS, **OUR LADY OF THE LAKE UNIVERSITY** (the "***University***") is a Texas non-profit corporation and operates as an "institution of higher education" (within the meaning of the Act) within the corporate limits of the City; and

WHEREAS, Section 53A.34 of the Act authorizes the Issuer to issue and execute revenue bonds or other obligations to loan or otherwise provide funds to an institution of higher education, such as the University, to enable the University to acquire, construct, enlarge, extend, repair, renovate, or otherwise improve an "educational facility" or "housing facility" (as such terms are defined in the Act) or any facility incidental, subordinate, or related to or appropriate in connection with an educational facility or housing facility, or for acquiring land to be used for those purposes, or to create operating and debt service reserves for and to pay issuance costs related to the bonds or other obligations; and

WHEREAS, Section 53A.331 of the Act further authorizes the Issuer to refinance any educational facility or housing facility acquired, constructed, or improved; and

WHEREAS, at the request of the University, on December 30, 1998, the *City of Universal City, Texas Education Facilities Corporation* (the "***Universal City Issuer***") issued and delivered *$10,000,000* in principal amount of its *City of Universal City, Texas Education Facilities Corporation Revenue Improvement and Refunding Bonds (Our Lady of the Lake University Project), Series 1998* (the "***Series 1998 Bonds***"), the proceeds of which were loaned to and used by the University to (i) refinance the cost of a project (specifically student housing facilities) originally financed with a series of bonds issued in 1994 by the Issuer for the benefit of the University, and (ii) finance the cost of a project consisting of the construction of certain student housing facilities and educational facilities and the acquisition of related equipment and facilities

on the campus of the University located in the City, all of which are further described in Exhibit A attached hereto (collectively, the "***Outstanding Projects***"); and

WHEREAS, the Series 1998 Bonds were issued pursuant to a Resolution of the Universal City Issuer approved on December 14, 1998 (the "***1998 Bond Resolution***"), and the Series 1998 Bonds currently are outstanding in the aggregate principal amount of *$2,795,000* and have a final stated maturity of July 1, 2019 (the "***Outstanding Bonds***"); and

WHEREAS, under the terms of the 1998 Bond Resolution, particularly Section 5 thereof, the Outstanding Bonds are subject to redemption at the option of the University on July 1, 2016 or any July 1 thereafter at the redemption price of par plus accrued interest; and

WHEREAS, the University has further determined that it is necessary and appropriate to acquire, construct and equip additional student housing facilities on its campus located in the City (the "***2016 Projects***"), which are further described in Exhibit A attached to the "Loan Agreement" described below; and

WHEREAS, the University has applied to the Issuer for a loan to be used to refinance the Outstanding Projects by optionally redeeming the Outstanding Bonds, finance the 2016 Projects, and pay costs of issuance; and

WHEREAS, the University has asked **CAPITAL ONE MUNICIPAL FUNDING, INC.** (the "***Lender***") to make a loan to the Issuer (known and described in the Loan Agreement as the "***Issuer Loan***") for the purpose of providing funds to enable the Issuer to make a loan to the University (known and described in the Loan Agreement as the "***Borrower Loan***") to refinance the costs of the Outstanding Projects, finance the costs of the 2016 Projects, and pay costs of issuance; and

WHEREAS, the University has represented to the Issuer and the City that the Lender is willing to make such loan to the Issuer for the benefit of the University, on the terms and conditions as set forth in a loan agreement by and among the University, the Issuer and the Lender, a substantially final form of which is attached hereto as Exhibit A (the "***Loan Agreement***"); and

WHEREAS, as provided in the Loan Agreement, the University will agree and acknowledge that it shall be unconditionally obligated to the Issuer and the Lender to make or pay, or cause to be made or paid, without set-off, recoupment, or counterclaim, to the Lender the "Borrower Loan Payments" required by the Loan Agreement in amounts sufficient to pay the principal of and interest on the Borrower Loan, when due, and all other amounts required to be paid by the Loan Agreement; and

WHEREAS, the limited obligations of the Issuer under the Loan Agreement, including its obligation to assign to the Lender its right to receive the Borrower Loan Payments from the University, which assignment is provided for in the Loan Agreement, are not the obligations of the City or its officers or employees, shall never constitute a pledge of the City's faith and credit, and shall never impose any liability on the City in respect thereof; and

WHEREAS, the University is a "501(c)(3) organization," within the meaning of Section 145 of the Internal Revenue Code of 1986, as amended (the "***Code***"); and

WHEREAS, Section 147(f) of the Code requires that the issuance of any "qualified 501(c)(3) bonds" be approved by the governing body of the City, or a designee of the City, after a public hearing following reasonable public notice, and the Issuer Loan is considered a "qualified 501(c)(3) bond" for purposes of Section 147(f) of the Code; and

WHEREAS, on December 26, 2015, the Issuer published notice of a public hearing on the refinancing of the Projects (the "***Public Notice***") in a newspaper of general circulation in the jurisdiction of the City as required by Section 147(f) of the Code, and such public hearing held on January 11, 2016, by the representative of the Issuer ratified and approved by this Resolution; and

WHEREAS, the University has represented to the Issuer and the City that the Lender is willing to make such loan to the Issuer for the benefit of the University, on the terms and conditions set forth in the Loan Agreement; and

WHEREAS, on January 14, 2016, the Board of Directors of the Issuer adopted a resolution approving and authorizing the Loan Agreement and all other documents related to providing the loan being requested by the University; and

WHEREAS, as provided in the Loan Agreement, the University will agree and acknowledge that it shall be unconditionally obligated to the Issuer and the Lender to make or pay, or cause to be made or paid, without set-off, recoupment, or counterclaim, to the Lender the Borrower Loan Payments required by the Loan Agreement in amounts sufficient to pay the principal of and interest on the Borrower Loan, when due, and all other amounts required to be paid by the Loan Agreement; and

WHEREAS, it is hereby officially found and determined that the meeting at which this Resolution was adopted 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

WHEREAS, it is hereby deemed necessary and advisable that this Resolution be adopted; *NOW THEREFORE:*

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BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:

SECTION 1. DEFINITIONS. Terms not otherwise defined herein shall have the meanings assigned to them in the Loan Agreement.

SECTION 2. SECTION 147(f) APPROVAL. The City hereby approves, solely for the purposes of satisfying Section 147(f) of the Code, the Issuer Loan in the principal amount not to exceed *$20,000,000*, the Loan Agreement and the refinancing of the Projects, all as described in the Public Notice. This approval shall take effect immediately. The City shall have no liability in connection with the refinancing of the Projects and shall not be required to take any further action with respect thereto.

SECTION 3. 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 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 this governing body hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 5. EFFECTIVE DATE. This Resolution shall become effective immediately upon passage by eight (8) affirmative votes. If passed by less than eight (8) affirmative votes, then this Resolution shall become effective on the tenth (10th) day following passage thereof.

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PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO, TEXAS ON THE 14TH DAY OF JANUARY, 2016.

M A Y O R
Ivy R. Taylor

ATTEST:

Leticia M. Vacek, City Clerk

APPROVED AS TO FORM:

Martha Sepeda, Acting City Attorney

(City Seal)

** ** ** ** **

Signature Page to the City of San Antonio's Resolution Relating to
Financing and Refinancing Certain Educational Facilities and Housing Facilities
for the Benefit of Our Lady of the Lake University

Agenda Item:	**20B (in consent vote: 5, 6, 7, 8, 9, 10, 11, 12, 13, 16, 20A, 20B, 21A, 21B, 21C, 21D, 21E)**
Date:	01/14/2016
Time:	09:18:26 AM
Vote Type:	Motion to Approve
Description:	A Resolution approving, for purposes of Section 147(f) of the Internal Revenue Code, a Tax-Exempt Loan Agreement by and Among the City of San Antonio, Texas Education Facilities Corporation, Our Lady of the Lake University, and Capital One Municipal Funding, Inc.
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Roberto C. Treviño	District 1		x				x
Alan Warrick	District 2		x				
Rebecca Viagran	District 3		x				
Rey Saldaña	District 4		x				
Shirley Gonzales	District 5		x				
Ray Lopez	District 6		x				
Cris Medina	District 7		x				
Ron Nirenberg	District 8		x				
Joe Krier	District 9		x				
Michael Gallagher	District 10		x			x	

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EXHIBIT A

LOAN AGREEMENT

The Loan Agreement is omitted at this point as it appears in executed form elsewhere in this Transcript of Proceedings.