

RESOLUTION NO. MFC 2010-02-18-0002R

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

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

* * * * *

WHEREAS, the CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION (the "**Corporation**"), is a non-profit local government corporation created by the CITY OF SAN ANTONIO, TEXAS (the "**City**") pursuant to the provisions of Subchapter D of Chapter 431, Texas Transportation Code, as amended (the "**Act**"), 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, on March 1, 2001, the City Council of the City formally requested the Corporation to undertake, on behalf of the City, the acquisition, construction and equipping of a municipal office facility which would house representatives of various City departments, utility providers and other local governmental units that provide services to private sector businesses for the primary purpose of providing a convenient, single source of information and assistance to private sector entities that are expanding, developing or relocating their businesses within the City, which facility has been completed and is being operated by the City as the "Development & Business Services Center"; and

WHEREAS, in order to finance the acquisition, construction and equipping of the Development & Business Services Center, the Corporation issued \$14,465,000 in principal amount of its CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION LEASE REVENUE BONDS, SERIES 2001 (the "**Series 2001 Bonds**"); and

2/18/10
ITEM #6B

Texas, including the Act, to be designated "**CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION LEASE REVENUE REFUNDING BONDS, SERIES 2010**" (the "*Series 2010 Bonds*"), in order to refinance the Development & Business Services Center by refunding a portion of the Series 2001 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 Series 2010 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 MUNICIPAL FACILITIES 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 Series 2010 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 Series 2010 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 and Estrada Hinojosa & Company, Inc.), Bond Counsel (McCall, Parkhurst & Horton L.L.P.) and the Underwriters in connection with the issuance of the Series 2010 Bonds are authorized to take all actions deemed necessary in connection with preparing for the sale of the Series 2010 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. INCORPORATION OF RECITALS. The Corporation hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the Corporation hereby incorporates such recitals as a part of this Resolution.

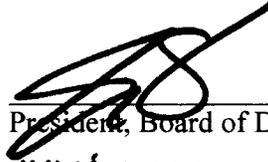
2/18/10
ITEM #6B

SECTION 5. EFFECTIVE DATE. This Resolution shall become effective immediately upon passage thereof.

[The remainder of this page intentionally left blank.]

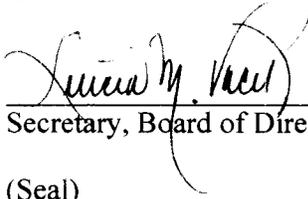
2/18/10
ITEM #6B

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, Board of Directors
JULIÁN CASTRO

Attest:



Secretary, Board of Directors

(Seal)



EXECUTION PAGE TO RESOLUTION APPROVING FORM OF PRELIMINARY OFFICIAL STATEMENT
FOR
CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION
LEASE REVENUE REFUNDING BONDS, SERIES 2010
(DEVELOPMENT & BUSINESS SERVICES CENTER PROJECT)

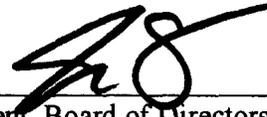
**AMENDMENT TO BYLAWS OF THE
CITY OF SAN ANTONIO, TEXAS
MUNICIPAL FACILITIES CORPORATION**

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.

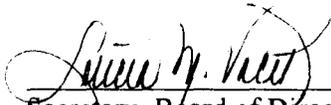
ADOPTED AND APPROVED by the Board of Directors of the Corporation pursuant to a resolution approved on February 18, 2010, and by the City Council of the City of San Antonio, Texas pursuant to a resolution approved on February 18, 2010.



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