

RESOLUTION NO. MFC 2010-03-04-0003R

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

**AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF \$9,090,000 IN PRINCIPAL AMOUNT OF "CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION LEASE REVENUE REFUNDING BONDS, SERIES 2010 (DEVELOPMENT & BUSINESS SERVICES CENTER PROJECT)" FOR THE PURPOSE OF REFUNDING CERTAIN OUTSTANDING BONDS OF THE CORPORATION ISSUED IN 2001 TO FINANCE THE ACQUISITION AND CONSTRUCTION OF THE DEVELOPMENT & BUSINESS SERVICES CENTER FOR THE CITY OF SAN ANTONIO, TEXAS; APPROVING AN ESCROW AGREEMENT, A PURCHASE CONTRACT, AN AMENDED AND RESTATED TRUST AGREEMENT, AN AMENDED AND RESTATED LEASE AGREEMENT, AN AMENDED AND RESTATED MORTGAGE, AND AN AMENDED AND RESTATED SECURITY AGREEMENT IN CONNECTION THEREWITH, AND AUTHORIZING OTHER NECESSARY ACTIONS RELATED THERETO**

\* \* \* \* \*

***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, 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***, the Corporation has all the powers of a nonprofit corporation authorized to be created by the Texas Transportation Commission under Subchapter B, Chapter 431, Texas Transportation Code, and of a nonprofit corporation incorporated under the Texas Non-Profit Corporation Act (Article 1396-1.01, et seq., Vernon's Texas Civil Statutes, as amended); 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 generally was referred to as the "***One Stop Development Services Center***," now is known as the "***Development & Business Services Center***," and is herein referred to as the "***Project***"; and

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**WHEREAS**, in order to finance the acquisition, construction and equipping of the Project, 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

**WHEREAS**, the Series 2001 Bonds were issued pursuant to the terms of a Trust Agreement, dated as of May 15, 2001, between the Corporation and The Bank of New York (now **THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**), as Trustee thereunder (the "**Original Trust Agreement**"); and

**WHEREAS**, the Series 2001 Bonds currently are outstanding in the aggregate principal amount of \$9,780,000 and mature on August 15 in the years 2010 through 2018 and in the year 2020 in the respective principal amounts, and bear interest at the respective rates, set forth below:

<b>Maturity (August 15)</b>	<b>Principal Amount (\$)</b>	<b>Interest Rate (%)</b>	<b>Maturity (August 15)</b>	<b>Principal Amount (\$)</b>	<b>Interest Rate (%)</b>
2010	695,000	4.45	2016	920,000	5.05
2011	725,000	4.50	2017	965,000	5.10
2012	760,000	4.65	2018	1,015,000	5.15
2013	800,000	4.80	***	***	***
2014	835,000	4.90	2020	2,190,000	5.20
2015	875,000	5.00	***	***	***

**WHEREAS**, the Series 2001 Bonds maturing on and after August 15, 2012 are subject to redemption, at the option and request of the City, on August 15, 2011 or any date thereafter; and

**WHEREAS**, on February 18, 2010, the City Council approved an ordinance requesting the Corporation to aid and act on behalf of the City to accomplish a governmental purpose of the City by issuing a series of refunding bonds in order to defease and redeem all Series 2001 Bonds maturing on and after August 15, 2012 in order to achieve a debt service savings for the benefit of the City; and

**WHEREAS**, Section 3.15 of the Original Trust Agreement provides that, other than bonds or other obligations issued to refund the Series 2001 Bonds or to complete the Project, no other bonds or other obligations may be issued which are secured by a lien on the "Trust Estate" established under the Original Trust Agreement, and no other bonds or other obligations may be issued which have a lien on the Trust Estate prior and superior to that securing the Series 2001 Bonds which will remain outstanding after a refunding; and

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**WHEREAS**, the Project was and continues to be leased to and utilized by the City in accordance with the provisions of a **LEASE AGREEMENT RELATING TO THE CITY OF SAN ANTONIO, TEXAS ONE STOP DEVELOPMENT SERVICES CENTER PROJECT**, dated as of May 15, 2001, between the City and the Corporation (the "**Original Lease**"), pursuant to the terms of which the City pays to the Corporation such lease payments at such times and in such amounts as provided in the Original Lease; and

**WHEREAS**, to secure its obligations under the Original Trust Agreement, the Corporation granted a first mortgage lien on and first deed of trust title to the real property portion of the Project and assigned and pledged the Corporation's interest in the leases, rents, issues, profits, revenues, income, receipts, money, rights, and benefits of and from the Project for the use and benefit of the Trustee on behalf of the owners of the Series 2001 Bonds, pursuant to a **DEED OF TRUST AND ASSIGNMENT OF RENTS AND LEASES**, dated as of May 15, 2001 (the "**Original Mortgage**"); and the Corporation granted to the Trustee a purchase money first priority security interest in the machinery, equipment, furnishings, or other property owned by the Corporation acquired with proceeds of the Series 2001 Bonds and at any time installed or located on the "Land" (defined in the Original Trust Agreement), and substitutions or replacements therefor, in any inventory acquired with proceeds of the Series 2001 Bonds and of the Corporation located at the Project, and in the accounts, documents, chattel paper, instruments, and general intangibles arising in any manner from the Corporation's ownership and operation of the Project pursuant to a **SECURITY AGREEMENT**, dated as of May 15, 2001 (the "**Original Security Agreement**"), between the Corporation and the Trustee; and

**WHEREAS**, the Corporation now deems it necessary to amend and restate the Original Trust Agreement in its entirety (to be known thereafter as the "**Trust Agreement**") for the purpose of authorizing the issuance of a series of refunding bonds (defined herein as the "**Series 2010 Bonds**"), the proceeds of which will be used to defease and refund all Series 2001 Bonds maturing in the years 2012 through 2018 and in the year 2020 (the "**Refunded Bonds**") and to pay costs of issuance, and following the issuance of such refunding bonds, the Trust Agreement, including the Trust Estate established and maintained thereunder, will apply to and secure the Series 2010 Bonds and the Series 2001 Bonds which are not being defeased and refunded with proceeds of the Series 2010 Bonds (i.e., the Series 2001 Bonds maturing in the years 2010 and 2011 - the "**Unrefunded Series 2001 Bonds**"); and

**WHEREAS**, similarly and concurrently with the amendment and restatement of the Original Trust Agreement, the Corporation now deems it necessary to amend and restate the Original Lease Agreement, the Original Mortgage and the Original Security Agreement in their entirety due to, and in connection with, the issuance of the Series 2010 Bonds so that following the issuance of the Series 2010 Bonds, the Original Lease Agreement, the Original Mortgage and the Original Security Agreement, as so amended and restated (and thereafter to be referred to herein as the "**Lease**", the "**Mortgage**", and the "**Security Agreement**"), will apply to and secure the Series 2010 Bonds and the Unrefunded Series 2001 Bonds; and

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**WHEREAS**, the Lease, the Trust Agreement, the Deed of Trust, the Security Agreement and the Purchase Contract (defined below) have been presented to the Board of Directors for approval pursuant to this Resolution; 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 a series of bonds (defined in Section 2 hereof as the "Bonds"), the proceeds of which will be used to pay costs of issuance and refund the Refunded Obligations in order to achieve a debt service savings for the Corporation and the City; and

**WHEREAS**, the Series 2010 Bonds are to be initially sold to M.E. Allison & Co. Incorporated and RBC Capital Markets Corporation (collectively, the "**Underwriters**") at the price and pursuant to the terms of a Purchase Contract, dated as of March 4, 2010, between the Corporation and the Underwriters (the "**Purchase Contract**") and as further described in Section 1 of this Resolution; and

**WHEREAS**, the Board of Directors hereby finds that the issuance of the Series 2010 Bonds will result in a gross debt service savings of \$616,847.01 and a net present value debt service savings of \$542,355.88 after taking into account a contribution from the City in the amount of \$-0-; and

**WHEREAS**, for so long as the Lease is in effect, the City will be obligated to pay lease payments to the Corporation in an amount sufficient to pay the principal of and interest on the Series 2010 Bonds and the Unrefunded Series 2001 Bonds when due under the Trust Agreement, provided, however, that the City's obligation to pay such lease payments is subject to annual appropriation by the City Council; and

**WHEREAS**, the Series 2010 Bonds being authorized by this Resolution, together with the Unrefunded Series 2001 Bonds, 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 Lease, 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 refinancing of the Project through the issuance of the Series 2010 Bonds authorized hereunder will further the purposes and policies of the Act and its Articles of Incorporation; and

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**WHEREAS**, the Corporation further deems it necessary to enter into an Escrow Agreement, dated as of March 1, 2010, between the Corporation and The Bank of New York Mellon Trust Company, N.A., as Escrow Agent (the "**Escrow Agreement**"), pursuant to which a portion of the proceeds of the Series 2010 Bonds shall be deposited in order to defease and refund the Refunded Bonds; 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 CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION THAT:**

**SECTION 1. AUTHORIZATION OF THE ISSUANCE AND SALE OF THE SERIES 2010 BONDS.** The Series 2010 Bonds are hereby authorized to be issued and sold pursuant to the terms and conditions of the Purchase Contract at the price of **\$9,060,752.61** (which amount is equal to par, plus net original issue premium of **\$33,434.65**, less an Underwriters' discount of **\$62,682.04**), plus accrued interest from the dated date of the Series 2010 Bonds to the delivery date thereof. 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 2010 Bonds and to affix the Corporation's seal thereto.

**SECTION 2. APPROVING THE FINANCING DOCUMENTS.** The Lease, the Trust Agreement, the Deed of Trust, the Security Agreement, the Escrow Agreement and the Purchase Contract (collectively, the "**Financing Documents**") are hereby approved in substantially the forms presented at this meeting, with such changes thereto as are approved by the President of the Board of Directors or the Executive Director of the Corporation, with advice of the Corporation's counsel, and the President and Vice President of the Board of Directors and the Executive Director and any Assistant Executive Director of the Corporation each are authorized to execute, and the Secretary of the Corporation is authorized to attest (if so provided therein), the Financing Documents on behalf of the Corporation and deliver same, and when executed and delivered, the Financing Documents shall become valid and binding obligations of the Corporation in accordance with their respective terms.

**SECTION 3. APPROVAL OF OFFICIAL STATEMENT.** The Board of Directors hereby approves the Official Statement in substantially the form and substance presented to the Board of Directors as it relates to the Corporation and the Series 2010 Bonds and further approves the distribution of the Official Statement by the Underwriters in connection with the sale of the Series 2010 Bonds.

**SECTION 4. REDEMPTION OF REFUNDED BONDS; NOTICE OF REDEMPTION.** At the request of the City, the Corporation hereby authorizes and directs that all the Refunded Bonds shall be redeemed prior to stated maturity on **August 15, 2011**. Attached to this Resolution as Exhibit A and made a part hereof for all purposes is a **NOTICE OF REDEMPTION** with respect to the Refunded Bonds. In

accordance with the provisions of Section 6.02 of the Original Trust Agreement, the Trustee for the Refunded Bonds is hereby directed to give written notice by first class (postage prepaid) mail 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 to the registered owner of each Refunded Bond at the address shown on the registration books at the close of business on a day not later than the fifth day preceding the date of mailing. Notice shall also be published one time in the Texas Bond Reporter or such other financial newspaper or journal of general circulation among securities dealers published in the State of Texas.

**SECTION 5. AUTHORIZING ALL NECESSARY ACTIONS.** (a) The President and Vice President of the Board of Directors, and the Executive Director, the Assistant Executive Director, 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 Financing Documents, including but not limited to the design, construction and installation of the Project, the assignment of permits, licenses and related documents, and the issuance, sale, and delivery of the Series 2010 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, any Assistant Executive Director, 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, the Series 2010 Bonds, the sale of the Series 2010 Bonds and all other Financing Documents. In addition, prior to the initial delivery of the Series 2010 Bonds, the President and Vice President of the Board of Directors, and the Executive Director, any Assistant Executive Director, the Secretary and the Treasurer of the Corporation, the Corporation's Counsel, and Bond Counsel related to the Series 2010 Bonds are each hereby authorized and directed to approve any technical changes or correction to this Resolution or to any of the Financing 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 Lease, the Series 2010 Bonds or any other Financing Documents by the 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 Financing Documents or any other documents necessary in connection therewith shall cease to be such officer before the delivery of any of the Financing 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.

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(d) The President and Vice President of the Board of Directors and the Executive Director, any Assistant Executive Director, the Secretary and the Treasurer of the Corporation are each hereby designated as a "Lessor Representative" for purposes of the Lease and the Trust Agreement.

**SECTION 6. 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 Financing 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 7. 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 8. EFFECTIVE DATE.** This Resolution shall become effective immediately upon its adoption.

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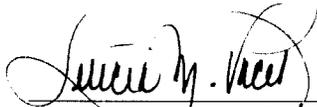
***PASSED AND APPROVED THIS 4<sup>TH</sup> DAY OF MARCH, 2010 BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION.***



\_\_\_\_\_  
President, Board of Directors

**JULIAN CASTRO**

Attest:



\_\_\_\_\_  
Secretary, Board of Directors



[EXECUTION PAGE TO BOND RESOLUTION]

EXHIBIT A

NOTICE OF DEFEASANCE AND REDEMPTION

of

**CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION  
LEASE REVENUE BONDS, SERIES 2001  
(Maturing on August 15 in the years 2012 - 2018 and 2020)**

NOTICE IS HEREBY GIVEN that the CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION (the "*Issuer*"), a nonprofit local government corporation created by the City of San Antonio, Texas, has deposited cash and direct obligations of the United States government into an irrevocable Escrow Fund in order to pay, and has legally defeased, all of the Issuer's outstanding **LEASE REVENUE BONDS, SERIES 2001**, dated May 15, 2001, maturing on August 15 in the years 2012 - 2018 and 2020, which are further described as follows (the "*Bonds*"):

**CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION  
LEASE REVENUE BONDS, SERIES 2001**

<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.* (796312)</u>
2012	760,000	760,000	4.650	AL0
2013	800,000	800,000	4.800	AM8
2014	835,000	835,000	4.900	AN6
2015	875,000	875,000	5.000	AP1
2016	920,000	920,000	5.050	AQ9
2017	965,000	965,000	5.100	AR7
2018	1,015,000	1,015,000	5.150	AS5
***	***	***	***	
2020	2,190,000	2,190,000	5.200	AT3

NOTICE IS FURTHER GIVEN that the Issuer has called the Bonds for redemption on **August 15, 2011** (the "*Redemption Date*") at the redemption price equal to par plus accrued interest to the Redemption Date. The 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 The Bank of New York Mellon Trust Company, N.A., the Trustee for the Bonds, with funds sufficient to pay the redemption price of the Bonds due on the Redemption Date. In the event the 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 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.

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.

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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:

**First Class/Registered/Certified Mail:**

Bank of New York Mellon  
Trust Company, N.A.  
Institutional Trust Services  
P.O. Box 2320  
Dallas, Texas 75221-2320

**By Overnight or Courier:**

Bank of New York Mellon  
Trust Company, N.A.  
Institutional Trust Services  
2001 Bryan Street, 9<sup>th</sup> Floor  
Dallas, Texas 75201

**By Hand:**

Bank of New York Mellon  
Trust Company, N.A.  
GIS Unit Trust Window  
4 New York Plaza, 1<sup>st</sup> Floor  
New York, New York 10004

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 MUNICIPAL FACILITIES CORPORATION** (the "**Corporation**"), hereby certify as follows:

1. The Board of Directors of the Corporation convened in Special Meeting on the 4<sup>th</sup> day of March, 2010, at the designated meeting place, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

Julián Castro, President	David Medina, Jr.
Elisa Chan, Vice President	Jennifer V. Ramos
Mary Alice P. Cisneros	Justin Rodriguez
John G. Clamp	Ivy R. Taylor
Philip A. Cortez	W. Reed Williams
Ray Lopez	

and all of said persons were present, except the following absentees: David Medina, Jr., thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution No. MFC 2010-03-04-0003R, entitled:

**RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF \$9,090,000 IN PRINCIPAL AMOUNT OF "CITY OF SAN ANTONIO, TEXAS MUNICIPAL FACILITIES CORPORATION LEASE REVENUE REFUNDING BONDS, SERIES 2010 (DEVELOPMENT & BUILDING SERVICES CENTER PROJECT)" FOR THE PURPOSE OF REFUNDING CERTAIN OUTSTANDING BONDS OF THE CORPORATION ISSUED IN 2001 TO FINANCE THE ACQUISITION AND CONSTRUCTION OF THE DEVELOPMENT & BUSINESS SERVICES CENTER FOR THE CITY OF SAN ANTONIO, TEXAS; APPROVING AN ESCROW AGREEMENT, A PURCHASE CONTRACT, AN AMENDED AND RESTATED TRUST AGREEMENT, AN AMENDED AND RESTATED LEASE AGREEMENT, AN AMENDED AND RESTATED MORTGAGE, AND AN AMENDED AND RESTATED SECURITY AGREEMENT IN CONNECTION THEREWITH, AND AUTHORIZING OTHER NECESSARY ACTIONS RELATED THERETO**

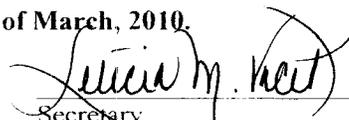
was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be passed; and, after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES: 10 NOES: 0 ABSTENTIONS: 0

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said Board of Directors' minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors' 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 Board of Directors as indicated therein; each of the officers and members of said Board of Directors 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 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 Texas Government Code, Chapter 551.

SIGNED AND SEALED the 4<sup>th</sup> day of March, 2010.



  
Secretary  
City of San Antonio, Texas Municipal Facilities Corporation