CERTIFICATE OF CITY CLERK

THE STATE OF TEXAS	§
	§
COUNTIES OF BEXAR, COMAL, AND MEDINA	§
	§
	§
CITY OF SAN ANTONIO	

THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 14th day of January, 2016 the City Council (the *Council*) of the City of San Antonio, Texas (the *City*) convened in regular session at its regular meeting place in the City Hall of the City (the *Meeting*), the duly constituted members of the Council being as follows:

Ivy R. Taylor	Mayor
Roberto C. Treviño	Councilmember
Alan E. Warrick, III	Councilmember
Rebecca J. Viagran	Councilmember
Rey Saldaña	Councilmember
Shirley Gonzales	Councilmember
Ray Lopez	Councilmember
Cris Medina	Councilmember
Ron Nirenberg	Councilmember
Joe Krier	Councilmember
Mike Gallagher	Councilmember

and all of such persons were present at the Meeting, except the following NONE, thus constituting a quorum. Among other business considered at the Meeting, the attached resolution (the *Resolution*) entitled:

> A RESOLUTION ESTABLISHING THE CITY'S INTENTION TO REIMBURSE ITSELF, IN AN AMOUNT NOT TO EXCEED $12,500,000, FOR THE PRIOR LAWFUL EXPENDITURE OF FUNDS OF THE SAN ANTONIO WATER SYSTEM RELATING TO CONSTRUCTING VARIOUS CAPITAL INFRASTRUCTURE IMPROVEMENTS TO THE CITY'S COMBINED WATER AND WASTEWATER SYSTEM

was introduced and submitted to the Council. After presentation and due consideration of the Resolution, a motion was made by Councilmember GALLAGHER that the Resolution be finally passed and adopted in accordance with the City's Home Rule Charter. The motion was seconded by Councilmember TREVIÑO and carried by the following vote:

11 voted "For" Ø voted "Against" Ø abstained

all as shown in the official Minutes of the Council for the Meeting.

2. The attached Resolution is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the Council of the City on the date of the Meeting are those persons shown above, and, according to the records of my office, each member of the Council was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Resolution would be considered; and the Meeting and deliberation of the aforesaid public business, including the subject of the Resolution, was open to the public and was posted and given in advance thereof in compliance with the provisions of Chapter 551, as amended, Texas Government Code.

IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the City, this 14th day of January, 2016.

City Clerk
City of San Antonio, Texas

(SEAL)

35931658.1

RESOLUTION NO. 2016-01-14-0004R

A RESOLUTION ESTABLISHING THE CITY'S INTENTION TO REIMBURSE ITSELF, IN AN AMOUNT NOT TO EXCEED $12,500,000, FOR THE PRIOR LAWFUL EXPENDITURE OF FUNDS OF THE SAN ANTONIO WATER SYSTEM RELATING TO CONSTRUCTING VARIOUS CAPITAL INFRASTRUCTURE IMPROVEMENTS TO THE CITY'S COMBINED WATER AND WASTEWATER SYSTEM

WHEREAS, the City Council (the *Governing Body*) of the City of San Antonio, Texas (the *Issuer*) or the Board of Trustees of the San Antonio Water System (the *Board*), acting on behalf of the Issuer, has entered into or will enter into various contracts pertaining to the expenditure of lawfully available funds of the Issuer or the Board to finance the costs associated with (i) acquiring, purchasing, constructing, improving, extending, enlarging, and repairing the San Antonio Water System's water and wastewater system pursuant to the Texas Water Development Board's Drinking Water State Revolving Fund Program, being those projects described in an application to the Texas Water Development Board authorized by a resolution adopted by the Governing Body on January 14, 2016 (the *Construction Costs*), (ii) the payment of various engineering costs, including design testing, design engineering, and construction inspection related to the Construction Costs (the *Engineering Costs*), (iii) the payment of various architectural costs, including preparation of plans and specifications and various other plans and drawings related to the Construction Costs (the *Architectural Costs*), and (iv) the payment of various administrative costs, including the fees of bond counsel or co-bond counsel, as the case may be, co-financial advisors, project manager, project consultant, other professionals, and printer (the *Administrative Costs*) [the Construction Costs, Engineering Costs, the Architectural Costs, and Administrative Costs collectively constitute costs of the project (the *Project*)]; and

WHEREAS, the Governing Body has delegated, pursuant to the provisions of Chapter 1502, as amended, Texas Government Code, the management, operation, and maintenance of the water utility system to the Board;

WHEREAS, the Board has requested and recommended that the Governing Body take this action;

WHEREAS, the provisions of Section 1201.042, as amended, Texas Government Code (*Section 1201.042*) provide that the proceeds from the sale of obligations issued to finance the acquisition, construction, equipping, or furnishing of any project or facilities, such as the Project, may be used to reimburse the Issuer, or the Board, acting on behalf of the Issuer, for costs attributable to such project or facilities paid or incurred before the date of issuance of such obligations; and

WHEREAS, the United States Department of Treasury (the *Department*) released Regulation Section 1.150-2 (the *Regulations*) which establishes when the proceeds of obligations are spent and therefore are no longer subject to various federal income tax restrictions contained in the Internal Revenue Code of 1986, as amended (the *Code*); and

WHEREAS, the Issuer or the Board intend to reimburse themselves, within eighteen months from the later of the date of expenditure or the date the property financed is placed in service (but in no event more than three years after the original expenditures are paid), for the prior lawful capital expenditure of funds from the proceeds of one or more series of tax-exempt obligations that the Issuer currently contemplates issuing in an amount not to exceed $12,500,000 (the *Obligations*) to finance a portion of the costs of the Project; and

WHEREAS, under the Regulations, to fund such reimbursement with proceeds of the Obligations, the Issuer or the Board, acting on behalf of the Issuer, must declare their expectation ultimately to make such reimbursement before making the expenditures; and

WHEREAS, the Issuer, acting through the Board, hereby finds and determines that the reimbursement for the prior expenditure of funds of the Issuer or the Board is not inconsistent with the Issuer's or the Board's budgetary and financial circumstances; and

WHEREAS, the Governing Body hereby finds and determines that the adoption of this Resolution is in the best interests of the citizens of the Issuer; now, therefore,

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

SECTION 1: This Resolution is a declaration of intent to establish the Issuer's and the Board's reasonable, official intent under section 1.150-2 of the Regulations to reimburse themselves from certain of the proceeds of the Obligations for any capital expenditures previously incurred (not more than 60 days prior to the date hereof) or to be incurred with respect to the Project from lawfully available general funds or other funds of the Issuer or the Board.

SECTION 2: The Issuer intends to issue the Obligations and allocate within 30 days after the date of issue of the Obligations the proceeds therefrom to reimburse the Issuer or the Board for prior lawful expenditures with respect to the Project in a manner to comply with the Regulations.

SECTION 3: The reimbursed expenditure will be a type properly chargeable to a capital account (or would be so chargeable with a proper election) under general federal income tax principles.

SECTION 4: The Issuer and the Board intend to otherwise comply, in addition to those matters addressed within this Resolution, with all the requirements contained in the Regulations.

SECTION 5: This Resolution may be relied upon by the appropriate officials at the Office of the Attorney General for the State of Texas and establishes compliance by the Issuer and the Board with the requirements of Texas law and the Regulations.

SECTION 6: With respect to the proceeds of the Obligations allocated to reimburse the Issuer or the Board for prior expenditures, neither the Issuer nor the Board shall employ an abusive device under Treasury Regulation Section 1.148-10, including using within one year of the reimbursement allocation, the funds corresponding to the proceeds of the Obligations in a

manner that results in the creation of replacement proceeds, as defined in Treasury Regulation Section 1.148-1, of the Obligations or another issuer of tax-exempt obligations.

SECTION 7: The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Governing Body

SECTION 8: All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

SECTION 9: This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 10: If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Governing Body hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 11: It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 12: The effective date of this Resolution shall be governed by the provisions of Section 1-15 of the City Code of San Antonio, Texas. This Resolution shall take effect immediately if passed by eight (8) affirmative votes; otherwise, this Resolution shall take effect ten (10) days from the date of passage.

* * * *

PASSED AND APPROVED, this the 14th day of January, 2016.

CITY OF SAN ANTONIO

Mayor

ATTEST:

City Clerk

(CITY SEAL)

I, the undersigned, Acting City Attorney of the City of San Antonio, Texas, hereby certify that I read, passed upon, and approved as to form the foregoing Resolution prior to its adoption and passage as aforesaid.

Martha G. Sepeda, Acting City Attorney,
City of San Antonio, Texas

Agenda Item:	**21E (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 establishing the City's intention to reimburse itself for the prior lawful capital expenditures of funds from the proceeds of tax-exempt obligations not to exceed $12,500,000.
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	