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 18th day of June, 2015 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 VIAGRAN, thus constituting a quorum. Among other business considered at the Meeting, the attached ordinance (the *Ordinance*) entitled:

AN ORDINANCE AMENDING ORDINANCE NO. 2012-09-20-0746, AUTHORIZING THE ISSUANCE OF SHORT TERM OBLIGATIONS IN THE FORM OF COMMERCIAL PAPER NOTES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $500,000,000 TO PROVIDE INTERIM FINANCING TO PAY PROJECT COSTS FOR ELIGIBLE PROJECTS FOR THE CITY'S WATER SYSTEM; AUTHORIZING THE EXECUTION OF AN AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT RELATING TO THE CITY OF SAN ANTONIO COMMERCIAL PAPER NOTES SERIES A; RESOLVING OTHER MATTERS INCIDENT AND RELATED THERETO, INCLUDING APPROVAL OF THE USE OF AN UPDATED OFFERING MEMORANDUM IN CONNECTION WITH THE MARKETING AND REMARKETING OF THE COMMERCIAL PAPER NOTES; ENACTING OTHER PROVISIONS INCIDENT AND RELATED TO THE SUBJECT AND PURPOSE OF THIS ORDINANCE; AND PROVIDING FOR AN EFFECTIVE DATE

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

10 voted "For" Ø voted "Against" Ø abstained

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

2. The attached Ordinance 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 Ordinance would be considered; and the Meeting and deliberation of the aforesaid public business, including the subject of the Ordinance, 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 18th day of June, 2015.

City Clerk
City of San Antonio, Texas

(SEAL)

35254601.1

2015-06-18-0585

FINAL

AN ORDINANCE AMENDING ORDINANCE NO. 2012-09-20-0746, AUTHORIZING THE ISSUANCE OF SHORT TERM OBLIGATIONS IN THE FORM OF COMMERCIAL PAPER NOTES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $500,000,000 TO PROVIDE INTERIM FINANCING TO PAY PROJECT COSTS FOR ELIGIBLE PROJECTS FOR THE CITY'S WATER SYSTEM; AUTHORIZING THE EXECUTION OF AN AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT RELATING TO THE CITY OF SAN ANTONIO COMMERCIAL PAPER NOTES SERIES A; RESOLVING OTHER MATTERS INCIDENT AND RELATED THERETO, INCLUDING APPROVAL OF THE USE OF AN UPDATED OFFERING MEMORANDUM IN CONNECTION WITH THE MARKETING AND REMARKETING OF THE COMMERCIAL PAPER NOTES; ENACTING OTHER PROVISIONS INCIDENT AND RELATED TO THE SUBJECT AND PURPOSE OF THIS ORDINANCE; AND PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, the City of San Antonio, Texas (the *City*) is a "Home-Rule City", acting as such under the Constitution and laws of the State of Texas, has a population in excess of 50,000, and has outstanding long-term indebtedness that is rated by a nationally recognized rating agency for municipal securities in one of the four highest rating categories for a long-term obligation; and

WHEREAS, the City Council (the *City Council*) of the City of San Antonio, Texas (the *City*) previously established an agency of the City known as the San Antonio Water System (*SAWS*), which agency is under the management and control of the Board of Trustees (the *Board*) established and created pursuant to the provisions of Ordinance No. 75686 adopted by the City Council on April 30, 1992 (the *Bond Ordinance*) and Chapter 1502, as amended, Texas Government Code; and

WHEREAS, pursuant to State law, the City Council of the City has heretofore issued, and there are currently outstanding, two series of revenue obligations structured as commercial paper notes (the *Commercial Paper Notes*), designated as "City of San Antonio, Texas Water System Commercial Paper Notes, Series A" (the *Series A Notes*) and "City of San Antonio, Texas Water System Commercial Paper Notes, Series B" (the *Series B Notes*), issued pursuant to Ordinance No. 2012-09-20-0746 adopted by the City Council on September 20, 2012 (the *Commercial Paper Ordinance*), which amended and restated in their entirety prior commercial paper ordinances of the City and authorized the Commercial Paper Notes in the aggregate principal amount of $500,000,000 (the *Commercial Paper Program*); provided, however, the amount outstanding at any one time cannot exceed the amount of credit and liquidity support provided for the Commercial Paper Notes; and

WHEREAS, in order to provide certain credit and liquidity support for the Series A Notes, the City Council, acting through the Board (hereinafter defined), previously entered into a revolving credit agreement (the *Series A Agreement*) with The Bank of Tokyo-Mitsubishi UFJ, Ltd., acting through its New York Branch (*Bank of Tokyo*), providing liquidity support for the Series A Notes in the amount of $250,000,000 (the *Available Commitment*); and

WHEREAS, the Series A Agreement expires by its terms on October 5, 2015 (the *Final Date*); and

WHEREAS, the Commercial Paper Program has served as a beneficial financial tool by providing the City with ready access to capital as necessary to improve, operate, and maintain the System; and

WHEREAS, given the projected capital needs of the System, the Board has determined, with respect to the Series A Agreement, to extend the Final Date to October 4, 2018 and increase the Available Commitment to $350,000,000; and

WHEREAS, the City's ability to extend the Final Date to and increase the Available Commitment of the Series A Agreement requires certain amendments thereto, to the associated Loan Note delivered by the City to Bank of Tokyo in connection therewith, and to the Fee Letter entered into by the City and Bank of Tokyo in connection with the execution of the Series A Agreement; and

WHEREAS, pursuant to Section 2.10 of the Series A Agreement, the City extension thereof requires the consent of Bank of Tokyo upon written request of the City; and

WHEREAS, the City has submitted a written request and obtained the requisite consent from Bank of Tokyo necessary to effectuate the amendment to extend and modify the terms of the Series A Agreement; and

WHEREAS, Bank of Tokyo's extension and increase of liquidity support for the Series A Notes shall be evidenced in a First Amendment to the Series A Agreement, entered into between the City and Bank of Tokyo (the *First Amendment*), an Amended and Restated Loan Note (the *Amended Loan Note*), and an Amended and Restated Fee Letter by and between such parties in connection with the same (the *Amended Fee Letter*); and

WHEREAS, in connection with such extension and increase in credit and liquidity support for the Series A Notes, Mitsubishi UFJ Securities (USA), Inc. will be added as a "Dealer" (as such term is defined in the Commercial Paper Ordinance), which addition will require an amendment to the Commercial Paper Ordinance; and

WHEREAS, the Board has, by resolution thereof adopted on June 2, 2015, (the *Resolution*), found that the amendment of the Commercial Paper Ordinance and entering into the First Amendment, the Amended Loan Note, and the Amended Fee Letter as heretofore described is in the best interest of the System and its ratepayers; and

WHEREAS, by virtue of the authority and power vested in the Board with reference to the expenditure and application of revenues of the System, the Board has, in the Resolution,

formally requested the City Council to adopt an ordinance authorizing the City's execution of the First Amendment, the Amended Loan Note, and the Amended Fee Letter and amending the Commercial Paper Ordinance as heretofore described; and

WHEREAS, the City Council hereby finds and determines that the adoption of this Ordinance to authorize the City's execution of the First Amendment, the Amended Loan Note, and the Amended Fee Letter and amending the Commercial Paper Ordnance are in the best interests of the residents of the City now, therefore,

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

Section 1. Necessary Consent to Amendment of Series A Agreement. As specified in the preamble of this Ordinance, the effectiveness of the amendment to the Series A Agreement (the *Amendment*) is conditioned upon satisfaction of the conditions precedent set forth in the First Amendment. The City has submitted a written request for the extension of the Final Date and has received the requisite consent of Bank of Tokyo, as evidenced by Bank of Tokyo's execution of the First Amendment.

Section 2. Approval of the Amended Series A Agreement and Related Documentation. The Amendment, a copy of which is attached hereto as Exhibit A, that effectuates the amendments to the Series A Agreement extending its term and increasing the Available Commitment in the manner described in the recitals hereof, is hereby approved, and the Chairman of the Board, Vice Chairman of the Board, the SAWS Chief Executive Officer, and/or the SAWS Senior Vice President/Chief Financial Officer (each, a *Designated Financial Officer*) or any of them, are hereby authorized to execute the First Amendment, the Amended Loan Note, and the Amended Fee Letter on the City Council's behalf, as the act and deed of the City, and to deliver it to Bank of Tokyo and other parties with interest therein.

Section 3. Selection of Dealer and Authorization of Dealer Agreement. In connection with the execution of the Amendment, the City Council hereby finds and determines that it is in the best interest of the City to appoint the Mitsubishi UFJ Securities (USA), Inc., an affiliate of Bank of Tokyo, as a Dealer and to authorize the execution of a Dealer Agreement by and between the City and the Mitsubishi UFJ Securities (USA), Inc. A copy of the Dealer Agreement is attached hereto, in substantially in final form, as Exhibit B hereto and incorporated herein for all purposes (and which Dealer Agreement is Exhibit C-4 referenced in Section 5 below). Any Designated Financial Officer is hereby authorized to execute the Dealer Agreement on the City Council's behalf, as the act and deed of the City.

Section 4. Amendment to the Commercial Paper Program. As authorized by Sections 7.1(c) and 7.1(e) of the Commercial Paper Ordinance and to accommodate the addition of Bank of Tokyo, as a Dealer, the City Council hereby approves the hereinafter-specified amendments to the Commercial Paper Ordinance:

(a) The definition of "Dealer" or "Dealers" as contained Section 1.1 of the Commercial Paper Ordinance is hereby amended to add the following provision immediately after the words and restated in its entirety as follows:

"Dealer" or "Dealers" shall mean Goldman, Sachs & Co. executing the Dealer Agreement and an amendment dated November 17, 2005, attached hereto as Exhibit C-1, J.P. Morgan Securities Inc. executing the Dealer Agreement and an amendment dated November 17, 2005 attached hereto as Exhibit C-2, Ramirez & Co., Inc. executing the Dealer Agreement and an amendment dated November 17, 2005 attached hereto as Exhibit C-3, and Mitsubishi UFJ Securities (USA), Inc. executing the Dealer Agreement dated June 18, 2015 attached hereto as Exhibit C-4, and any other nationally recognized commercial paper dealer or co-dealer selected by the City.

(b) Exhibit C-4 is hereby added as an Exhibit to the Commercial Paper Ordinance.

Section 5. Use of Updated Offering Memorandum. The use by the Dealers of the Updated Offering Memorandum, substantially in the form of Exhibit C, attached hereto, prepared by the City in connection with the sale of the Commercial Paper Notes, and the distribution of the Updated Offering Memorandum by the Dealers, is hereby approved and authorized.

Section 6. Surviving Provisions. All other provisions of the Commercial Paper Ordinance, a copy of which is attached hereto as Exhibit D, that are not specifically amended pursuant to Section 5 hereof, are ratified and confirmed for all purposes.

Section 7. Inconsistent Provisions. All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Ordinance are hereby repealed to the extent of such conflict, and the provisions of this Ordinance shall be and remain controlling as to the matters ordained herein.

Section 8. Governing Law. This Ordinance shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 9. Severability. If any provision of this Ordinance or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Ordinance and the application of such provision to other persons and circumstances shall nevertheless be valid, and the City Council hereby declares that this Ordinance would have been enacted without such invalid provision.

Section 10. Incorporation of Preamble Recitals. The recitals contained in the preamble hereof are hereby found to be true, and such recitals and other statements therein are hereby made a part of this Ordinance for all purposes and are adopted as a part of the judgment and findings of the City Council.

Section 11. Public Meeting. It is officially found, determined, and declared that the meeting at which this Ordinance 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 Ordinance, was given, all as required by Chapter 551, as amended, Texas Government Code.

Section 12. Further Proceedings. The officers and employees of the City and the Board, in consultation with the Board's co-financial advisors (being Public Financial Management, Inc. and Estrada Hinojosa & Company, Inc.) and the Board's bond counsel (being Norton Rose Fulbright US LLP), are hereby 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 City 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 Ordinance (including delivery of any notice of any matter that is the subject of this Ordinance, such as to the Issuing and Paying Agent under and pursuant to the Issuing and Paying Agency Agreement, as amended, relating to the Notes). Specifically, by the adoption of this Ordinance, the City Council hereby authorizes the payment of the fees and expenses incurred and to be paid by the Board in connection with Amendment and the execution and delivery of the Amendment and all other documents and certificates related thereto. In case any officer of the City or the Board whose signature shall appear on any certificate shall cease to be such officer before the delivery of such certificate, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery. In addition, the City Council authorizes the payment, from legally available funds of Board, of the professional fees and expenses incurred by the Board in association with this transaction upon the approval of a written invoice approved by the Senior Vice President/Chief Financial Officer of the System or his designee.

Section 13. Effective Date. The effective date of this Ordinance shall be governed by the provisions of Section 1-15 of the City Code of San Antonio, Texas. This Ordinance shall take effect immediately if passed by the affirmative vote of at least eight members of the Council; otherwise, the same shall take effect on the tenth day after the date of its passage by the Council.

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INDEX OF EXHIBITS

Exhibit A – First Amendment to Revolving Credit Agreement
Exhibit B – Dealer Agreements
Exhibit C – Updated Offering Memorandum
Exhibit D – Commercial Paper Ordinance

EXHIBIT A

First Amendment to Revolving Credit Agreement

See Tab No. __

EXHIBIT B

Dealer Agreement

See Tab Nos. __

EXHIBIT C

Updated Offering Memorandum

See Tab No. __

EXHIBIT D

Commercial Paper Ordinance

See Tab No. __

PASSED AND ADOPTED by an affirmative vote of 10 members of the City Council of the City of San Antonio, Texas, on the 18th day of June, 2015.

Mayor, City of San Antonio, Texas

ATTEST:

City Clerk, City of San Antonio, Texas

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 Ordinance prior to its adoption and passage as aforesaid.

Acting City Attorney, City of
San Antonio, Texas

Agenda Item:	**64A (in consent vote: 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21, 22, 24, 25A, 25B, 25C, 25D, 25E, 25F, 25G, 25H, 26, 28, 29, 30, 31, 32, 33, 34, 35A, 35B, 36, 37, 38, 39, 41, 42, 43, 44, 45, 46, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64A, 64B, 65A, 65B, 66A, 66B, 66C, 67A, 67B, 67C, 68A, 68B, 68C, 69A, 69B, 69C, 69D, 70A, 70B, 70C, 70D, 70E)**
Date:	06/18/2015
Time:	10:00:14 AM
Vote Type:	Motion to Approve
Description:	An Ordinance amending a prior City Ordinance that established a Commercial Paper Program to provide interim financing to pay project costs for eligible projects for the City's Water System; authorizing the execution of an amended and restated Revolving Credit Agreement relating to the Series A Commercial Paper Notes issued from time to time thereunder and other related agreements; and other matters relating to the foregoing.
Result:	Passed

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