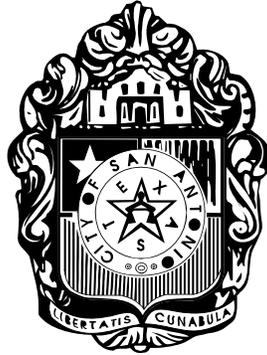


CITY OF SAN ANTONIO, TEXAS



**Continuing Disclosure of
Financial and Operating Data Information
(Pursuant to S.E.C. Rule 15c2-12)**

March 31, 2013

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CITY OF SAN ANTONIO, TEXAS
Continuing Disclosure of Financial and Operating Data Information

INTRODUCTION

This report is filed in compliance with Securities and Exchange Commission (“SEC”) Continuing Disclosure of Financial and Operating Data Information pursuant to Rule 15c2-12 and pursuant to the ordinances authorizing the issuance of obligations by the City of San Antonio, Texas (the “City”) since July 3, 1995. The obligations are described in the City’s offering documents. This report is provided solely to comply with the City’s commitment to provide updated annual financial and operating data information, is not made in connection with a purchase or sale of obligations, and accordingly is not intended to contain all information material to a decision to purchase or sell obligations provided, however, the City incorporates by reference its Final Official Statement dated August 2, 2012, that was filed with the Municipal Securities Rulemaking Board (“MSRB”) with respect to obligations designated as “City of San Antonio, Texas General Improvement Bonds, Series 2012”, in the original principal amount of \$148,600,000; and “City of San Antonio, Texas Combination Tax and Revenue Certificates of Obligation, Series 2012”, in the original principal amount of \$19,340,000; and dated August 8, 2012, with respect to obligations designated as “City of San Antonio, Texas Tax Notes, Series 2012”, in the original principal amount of \$17,635,000.

Any terms used herein that are not defined or may be in conflict with a term in the offering documents shall have the meanings ascribed to them in the City’s offering documents.

AUDITED FINANCIAL STATEMENTS

The City of San Antonio, Texas Comprehensive Annual Financial Report (“CAFR”) for the fiscal year ended September 30, 2012, will be submitted as a separate enclosure through the MSRB through its Electronic Municipal Market Access (“EMMA”) system. The City has determined, in reliance on guidance from the Municipal Advisory Council of Texas (“MAC”), that making its continuing disclosure filings solely with the MSRB will satisfy its obligations to make filings with the State of Texas State Information Depository (“SID”).

**BONDS AND CERTIFICATES OF OBLIGATION ISSUED
FROM APRIL 1, 2012 THROUGH MARCH 31, 2013**

On May 1, 2012, the City sold \$70,135,000 “City of San Antonio, Texas Airport System Revenue Refunding Bonds, Series 2012 (AMT)” (the “2012 GARBs”). The 2012 GARBs were issued to refund \$76,830,000 in principal amount of Airport System Revenue Improvement Bonds, Series 2002. The 2012 GARBs were delivered on May 30, 2012.

On May 1, 2012, the City sold \$25,790,000 “City of San Antonio, Texas Passenger Facility Charge and Subordinate Lien Airport System Revenue Refunding Bonds, Series 2012 (AMT)” (the “2012 PFC Bonds”). The 2012 PFC Bonds were issued to refund \$28,090,000 in principal amount of Passenger Facility Charge and Subordinate Lien Airport System Revenue Improvement Bonds, Series 2002. The 2012 PFC Bonds were delivered on May 30, 2012.

On August 2, 2012, the City sold \$148,600,000 “City of San Antonio, Texas General Improvement Bonds, Series 2012” (the “2012 Bonds”). The 2012 Bonds represent the fifth and final installment of the \$550,000,000 bonds approved at an election held on May 12, 2007, and also represent the first installment of the \$596,000,000 bonds approved at an election held on May 12, 2012. The 2012 Bonds were issued to provide funds to: (1) finance improvements to streets, bridges, and sidewalks, drainage improvements and flood control, parks, recreation, open space, and athletics, library, museum, and cultural arts facilities, and public safety facilities, and (2) pay the costs of issuance of the 2012 Bonds. The 2012 Bonds were delivered on August 29, 2012.

On August 2, 2012, the City sold \$19,340,000 “City of San Antonio, Texas Combination Tax and Revenue Certificates of Obligation, Series 2012” (the “2012 Certificates”). The 2012 Certificates were issued to provide funds for the payment of contractual obligations to be incurred for making permanent public improvements and for

other public purposes, to include (1) constructing, improving renovating, and equipping municipal facilities, (2) constructing, improving, renovating and demolishing, and equipping public safety facilities, (3) constructing, improving, renovating, and equipping cultural, recreation, and park facilities, (4) constructing, improving, and renovating drainage facilities, sidewalks, bridges, and streets (along with drainage incidental thereto) throughout the City, and (5) other expenses necessary, incidental, or related to the foregoing. The 2012 Certificates were delivered on August 29, 2012.

On August 8, 2012, the City sold \$17,635,000 “City of San Antonio, Texas Tax Notes, Series 2012” (the “2012 Notes”). The 2012 Notes were issued to provide funds to acquire property interests for the Edwards Aquifer Protection Venue Program with the intent of protecting water quality and quantity in the Edwards Aquifer and the payment of costs of various professional services necessary for and related to the design and installation of the project. The Notes were delivered on August 29, 2012.

On October 11, 2012, the City sold \$550,373,641.50 “City of San Antonio, Texas Public Facilities Corporation Improvement and Refunding Lease Revenue Bonds, Series 2012” (the “Convention Center Refinancing and Expansion Project”). The Bonds were issued for the purpose of providing proceeds to (1) refund all outstanding City indebtedness issued to finance or refinance the Existing Convention Center, (2) finance the acquisition, constructing and equipping of the Expansion Project, (3) pay capitalized interest on the CIBs and (4) pay the costs of issuing the Bonds. The 2012 Lease Revenue Bonds were delivered on October 31, 2012.

The obligations the City has sold and are currently outstanding since July 3, 1995 are listed on the following table.

OUTSTANDING OBLIGATIONS ISSUED SINCE JULY 3, 1995

<u>Sale Date</u>	<u>Bond Issue</u>
April 19, 2001	\$50,230,000 City of San Antonio, Texas Airport System Forward Refunding Revenue Bonds, Series 2003
November 8, 2001	\$251,280,000 City of San Antonio, Texas General Improvement Forward Refunding Bonds, Series 2002
March 20, 2003	\$40,905,000 City of San Antonio, Texas General Improvement Refunding Bonds, Series 2003
May 1, 2003	\$44,150,000 City of San Antonio, Texas Municipal Drainage Utility System Revenue Bonds, Series 2003
June 12, 2003	\$24,685,000 City of San Antonio, Texas, Starbright Industrial Development Corporation Contract Revenue Bonds, Series 2003 (Taxable)
June 19, 2003	\$56,515,000 City of San Antonio, Texas General Improvement Refunding Bonds, Series 2003A
March 18, 2004	\$13,245,000 City of San Antonio, Texas Taxable General Improvement Refunding Bonds, Series 2004
December 2, 2004	\$33,090,000 City of San Antonio, Texas General Improvement Forward Refunding Bonds, Series 2006
March 24, 2005	\$61,060,000 City of San Antonio, Texas Municipal Drainage Utility System Revenue Bonds, Series 2005
March 31, 2005	\$116,170,000 City of San Antonio, Texas General Improvement and Refunding Bonds, Series 2005
March 31, 2005	\$10,535,000 City of San Antonio, Texas Combination Tax and Revenue Certificates of Obligation, Series 2005
May 5, 2005	\$38,085,000 City of San Antonio, Texas Passenger Facility Charge and Subordinate Lien Airport System Revenue Improvement Bonds, Series 2005 (AMT)
May 10, 2005	\$129,930,000 City of San Antonio, Texas Convention Center Hotel Finance Corporation Contract Revenue Empowerment Zone Bonds, Series 2005A (AMT)

(Table continues on next page.)

<u>Sale Date</u>	<u>Bond Issue</u>
May 10, 2005	\$78,215,000 City of San Antonio, Texas Convention Center Hotel Finance Corporation Contract Revenue Bonds, Taxable Series 2005B
November 9, 2006	\$170,785,000 City of San Antonio, Texas General Improvement and Refunding Bonds, Series 2006
November 9, 2006	\$73,155,000 City of San Antonio, Texas Combination Tax and Revenue Certificates of Obligation, Series 2006
November 16, 2006	\$17,850,000 City of San Antonio, Texas Airport System Revenue Refunding Bonds, Series 2006 (AMT)
November 29, 2007	\$121,220,000 City of San Antonio, Texas General Improvement and Refunding Bonds, Series 2007
November 29, 2007	\$106,755,000 City of San Antonio, Texas Combination Tax and Revenue Certificates of Obligation, Series 2007
November 29, 2007	\$82,400,000 City of San Antonio, Texas Airport System Revenue Improvement Bonds, Series 2007 (AMT)
November 29, 2007	\$74,860,000 City of San Antonio, Texas Passenger Facility Charge and Subordinate Lien Airport System Revenue Improvement Bonds, Series 2007 (AMT)
October 22, 2008	\$10,120,000 City of San Antonio, Texas Taxable General Improvement Refunding Bonds, Series 2008
December 4, 2008	\$75,060,000 City of San Antonio, Texas General Improvement Bonds, Series 2008
December 4, 2008	\$85,005,000 City of San Antonio, Texas Combination Tax and Revenue Certificates of Obligation, Series 2008
December 4, 2008	\$15,320,000 City of San Antonio, Texas Tax Notes, Series 2008
March 2, 2010	\$156,255,000 City of San Antonio, Texas General Improvement Refunding Bonds, Series 2010
March 2, 2010	\$9,090,000 City of San Antonio, Texas Municipal Facilities Corporation Lease Revenue Refunding Bonds, Series 2010 (Development & Business Services Center Project)
June 16, 2010	\$8,800,000 City of San Antonio, Texas General Improvement Bonds, Series 2010A
June 16, 2010	\$191,550,000 City of San Antonio, Texas General Improvement Bonds, Taxable Series 2010B (Direct Subsidy – Build America Bonds)
June 16, 2010	\$38,375,000 City of San Antonio, Texas Combination Tax and Revenue Certificates of Obligation, Series 2010
June 17, 2010	\$9,655,000 City of San Antonio, Texas Tax Notes, Series 2010A
December 9, 2010	\$42,220,000 City of San Antonio, Texas Airport System Revenue Improvement and Refunding Bonds, Series 2010A
December 9, 2010	\$20,885,000 City of San Antonio, Texas Airport System Revenue Refunding Bonds, Taxable Series 2010B
December 9, 2010	\$37,335,000 City of San Antonio, Texas Passenger Facility Charge and Subordinate Lien Airport System Revenue Improvement and Refunding Bonds, Series 2010
July 12, 2011	\$59,485,000 City of San Antonio, Texas General Improvement Bonds, Series 2011
July 12, 2011	\$79,780,000 City of San Antonio, Texas Combination Tax and Revenue Certificates of Obligation, Series 2011
July 12, 2011	\$9,445,000 City of San Antonio, Texas Tax Notes, Series 2011
July 12, 2011	\$27,925,000 City of San Antonio, Texas Municipal Facilities Corporation Lease Revenue Bonds, Series 2011 (Public Safety Answering Point Project)

(Table continues on next page.)

<u>Sale Date</u>	<u>Bond Issue</u>
March 27, 2012	\$33,410,000 City of San Antonio, Texas General Improvement Refunding Bonds, Series 2012
May 1, 2012	\$70,135,000 City of San Antonio, Texas Airport System Revenue Refunding Bonds, Series 2012 (AMT)
May 1, 2012	\$25,790,000 City of San Antonio, Texas Passenger Facility Charge and Subordinate Lien Airport System Revenue Refunding Bonds, Series 2012 (AMT)
August 2, 2012	\$148,600,000 City of San Antonio, Texas General Improvement Bonds, Series 2012
August 2, 2012	\$19,340,000 City of San Antonio, Texas Combination Tax and Revenue Certificates of Obligation, Series 2012
August 8, 2012	\$17,635,000 City of San Antonio, Texas Tax Notes, Series 2012
October 11, 2012	\$550,373,641.50 City of San Antonio, Texas Public Facilities Corporation Improvement and Refunding Lease Revenue Bonds, Series 2012 (Convention Center Refinancing and Expansion Project)

Reference is made to Appendix 1 for the Notices of Redemption for obligations refunded from April 1, 2012 through March 31, 2013.

The City's defeased, but outstanding obligations at February 1, 2013 was \$214,970,000.

MISCELLANEOUS

The information set forth herein has been obtained from the City's records and other sources which are considered reliable. Any statement in this report which includes a matter of opinion, whether or not expressly so stated is intended as such, and not as a representation of fact. The information contained in this report is provided as of the respective dates specified herein and is subject to change without notice, and the filing of this report shall not, under any circumstances, create any implication that there has been no change in the affairs of the City or in the other matters described herein since the date as of which such information is provided.

The historical information set forth in this report is not necessarily indicative of future results or performance due to various factors, including, among others, those discussed in the City's offering documents pertaining to its outstanding obligations. These offering documents have been filed with the MSRB through its EMMA System.

In the ordinances, the City disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although holders of the obligations may seek a writ of mandamus to compel the City to comply with its agreements. See "CONTINUING DISCLOSURE OF INFORMATION" in each of these offering documents.

PLANNED ISSUANCES

The following information is from the Debt Management Plan.

Long-Term Debt Planning. The City employs a comprehensive multi-year, long-term capital improvement planning program that is updated annually. Debt management is a major component of the financial planning model which incorporates projected financing needs for infrastructure development that is consistent with the City's growth while at the same time measuring and assessing the cost and timing of each debt issuance.

The assumptions in the FY 2012-2013 Debt Management Plan include: (i) assessed valuation growth at -0.43% in fiscal year 2012, 1.61% growth projected in fiscal year 2013, a projected growth rate of 2.00% in fiscal year 2014, increasing by 0.50% in each fiscal year from 2015 through 2017, and decreasing to 2.00% in fiscal year 2018 and held constant thereafter; (ii) tax collections at 97.5%; (iii) tax freeze for elderly and disabled (proposition 3); (iv) the adopted debt service tax rate which remains constant at 21.15 cents through fiscal year 2028; and (v) \$596,000,000 General Improvement Bonds authorized by the voters in the May 12, 2012 election of which \$72,198,213 has been previously issued, with issuances anticipated to be sold as follows: \$125,563,456 in fiscal year 2013, \$173,704,951

in fiscal year 2014, \$179,658,691 in fiscal year 2015, and \$44,874,689 in fiscal year 2016. Based on these assumptions and the projected maximum debt service tax rate of 21.15 cents, additional bond authorizations in May of 2017 and May of 2022 are included in the Debt Plan in the currently estimated amount of \$582,000,000 for each authorization. In addition, the FY 2012-2013 Debt Management Plan includes the issuance of certificates of obligation, which are scheduled to be sold as follows: approximately \$101,055,000 for fiscal years 2013 through 2016 and approximately \$20,140,000 for fiscal years 2017 through 2021. Additionally, the FY 2012-2013 Debt Management Plan includes the issuance of short-term tax notes, which are scheduled to be sold as follows: approximately \$38,637,862 for fiscal years 2013 through 2014.

The City is currently contemplating the issuance of refunding bonds in 2013 for the purpose of refunding a portion of the outstanding Municipal Drainage Utility System Revenue Bonds. In addition, the City is currently contemplating the issuance of refunding bonds in 2013 for the purpose of refunding all or a portion of the outstanding Starbright Industrial Development Corporation Contract Revenue Bonds, Series 2003 (Taxable) (Starbright Project).

The City is also currently contemplating the issuance of certificates of obligation in 2013 to finance the acquisition of energy conservation equipment for the City's LED Project. The City expects that all the debt service on those obligations will be realized in energy savings resulting from this project. Additionally, the City is currently contemplating the issuance of private placement tax notes in 2013 to finance various City facilities and infrastructure.

Additionally, the City routinely reviews the possibility of refunding certain of its outstanding debt to effectuate interest cost savings.

General Obligation Bonds. The City is authorized to issue bonds payable from ad valorem taxes pursuant to the City Charter, the general laws of the State, and ordinances adopted by the City Council. Such bonds must be authorized by the voters of the City at elections held within the City. The City had \$550,000,000 ad valorem tax-supported debt approved by its voters on May 12, 2007, none of which remains unissued. The City currently has \$596,000,000 ad valorem tax-supported debt, which was approved by its voters on May 12, 2012, and \$523,801,787 remains unissued. For the fiscal year ended September 30, 2012, the City had \$1,017,995,000 general obligation bonds outstanding.

Certificates of Obligation. The City is authorized to issue certificates of obligation pursuant to the City Charter, applicable State laws, and ordinances adopted by the City Council. Certificates of obligation are issued for various purposes to include financing revenue-producing capital improvements and for infrastructure support and development. For the fiscal year ended September 30, 2012, the City had \$334,620,000 certificates of obligation outstanding, which comprise 24.17% of the total outstanding ad valorem tax-supported debt.

Tax Notes. The City is authorized to issue short term tax notes, having a maturity not exceeding seven years, pursuant to the general laws of the State and ordinances authorized by the City Council and are payable from ad valorem taxes. For the fiscal year ended September 30, 2012, the City had \$32,015,000 tax notes outstanding.

Airport System Improvement Revenue Bonds. The City updated the Master Plan ("Vision 2050") which was approved by City Council on March 31, 2011 and provides direction for the development of the Airport for five, ten, and twenty years into the future. For the five-year plan, Vision 2050 update recommends modest improvements to complement the Capital Improvement Plan. Among the recommended improvements to be financed and constructed by the City are renovating and renewing Terminal A, land acquisition, and constructing a taxiway connector, Airport maintenance facility, and an administrative center. Additionally, recommended improvements included in Vision 2050 to be financed and constructed by non-City sources such as Customer Facility Charges and third party and/or tenant financing, include an expansion of the Airport fuel farm, a consolidated rental car center, and the expansion of tenant ground service equipment maintenance and storage facilities.

Debt Limitations. The amount of ad valorem tax-supported debt that the City may incur is limited by City Charter and by the Constitution of the State of Texas (the "State"). The City Charter establishes a limitation on the general

obligation debt supported by ad valorem taxes to an amount not to exceed ten percent of the total assessed valuation.

The State Constitution and the City Charter provide that the ad valorem taxes levied by the City for general purposes and for the purpose of paying the principal of and interest on the City's indebtedness must not exceed \$2.50 for each \$100 of assessed valuation of taxable property. There is no constitutional or statutory limitation within the \$2.50 rate for interest and sinking fund purposes; however, the Texas Attorney General has adopted an administrative policy that prohibits the issuance of debt by a municipality, such as the City, if its issuance produces debt service requirements exceeding that which can be paid from \$1.50 of the foregoing \$2.50 maximum tax rate calculated at 90% collections. In addition, Section 1331.051, Texas Government Code, and the City Charter prohibit the total debt of the City from exceeding 10% of the total assessed valuation of property shown by the last assessment roll, and the City Charter excludes (1) any indebtedness secured in whole or in part by special assessments, (2) the debt of any improvement district, and (3) any indebtedness secured by revenues, other than taxes of the City or of any department or agency thereof.

Ad Valorem Tax Rate. The ad valorem tax rate approved by City ordinance for the fiscal year ended September 30, 2012, was \$0.56569 per \$100 assessed valuation, of which the debt service component is \$0.21150 and the maintenance and operation portion is \$0.35419.

Ratings. The City's general obligation debt is rated "AAA," "Aaa," and "AAA" by Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business, Moody's Investors Service, Inc., and Fitch Ratings, respectively. The positive trend in the City's credit strength is evidenced by the S&P upgrade in October 2008 from "AA+" to its current "AAA," as well as a Moody's rating upgrade in November 2007 from "Aa2" to "Aa1." More recently, recalibration of their respective rating scales by Moody's and Fitch have resulted in rating changes from each of those rating agencies to "Aaa" and "AAA," respectively.

Due to the ongoing uncertainty regarding the economy and debt of the United States of America, including, without limitation, the general economic conditions in the country and developments arising from the Budget Control Act of 2011, including the deliberations and results thereof of the Joint Select Committee on Deficit Reduction, and other political and economic developments that may affect the financial condition of the United States government, the United States debt limit, and the bond ratings of the United States and its instrumentalities, obligations issued by state and local governments could be subject to a rating downgrade (as evidenced by the placement by Moody's of the City's "Aaa" ad valorem tax-backed credit rating on negative outlook because of perceived indirect linkage to the United States government). Additionally, if a significant default or other financial crisis should occur in the affairs of the United States or of any of its agencies or political subdivisions, then such event could also adversely affect the market for and ratings, liquidity, and market value of outstanding debt obligations.

* * *

GENERAL OBLIGATION DEBT

Debt Statement:

Assessed Valuation, Outstanding Debt Payable from Ad Valorem Taxes, and Debt Ratios

Assessed Valuation ¹

Table 1A

Tax Year 2012 Actual Market Value of Taxable Property		\$83,636,807,340
Less:		
Residence Homestead Exemptions - Optional 65 or Older	\$4,534,045,156	
Residence Homestead Exemptions - Disabled	112,219,200	
Disabled Veterans' Exemptions	188,356,708	
Disabled Veterans' 100% Exemptions	459,067,993	
Historical Property Exemptions	81,155,282	
Freeport Goods Exemptions	467,404,774	
Tax Abatement/Phase-In Exemptions	855,475,502	
Residence Homestead Appraised Value 10% Limitations	46,803,049	
Agricultural Productivity Loss	514,409,042	
Pollution Control Exemptions	61,260,756	
Low Income Housing Exemptions	38,622,802	
Energy Exemptions	6,243,648	
Absolute Value Exemptions	4,405,258,814	
Pro-Rated Exemptions	29,557,369	
Total Exemptions	\$11,799,880,095	
Tax Year 2012 Net Taxable Assessed Valuation (100% of Actual Market) ²		\$71,836,927,245

¹ Based on Tax Year 2012 Net Taxable Assessed Valuation certified by the Bexar Appraisal District as of July 20, 2012.

² The City anticipates that the taxable assessed value of real property subject to the 65 years of age and older and disabled homeowners tax freeze totals approximately \$673,763,722, resulting in a fiscal year 2013 loss in ad valorem tax revenue of approximately \$3,811,414.

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Debt Payable from Ad Valorem Taxes**Table 1B**

The Outstanding Ad Valorem Tax Debt (at 3/31/13)	
General Obligation Bonds	\$ 972,245,000
Combination Tax and Revenue Certificates of Obligation	328,400,000
Tax Notes	<u>27,710,000</u>
Total Gross Outstanding Ad Valorem Tax Debt (at 3/31/13)	\$ 1,328,355,000
<i>Less: Self-Supporting Debt</i> ¹	<u>75,687,500</u>
Total Net Debt Payable from Ad Valorem Taxes	\$ <u>1,252,667,500</u>
Interest and Sinking Fund Balance at 9/30/12	\$ 58,608,411
Ratio of Gross Debt to Actual Market Value ²	1.59%
Ratio of Gross Debt to Net Taxable Assessed Value ²	1.85%
Ratio of Net Debt to Actual Market Value ²	1.50%
Ratio of Net Debt to Net Taxable Assessed Value ²	1.74%
Tax Year 2012 Actual Market Value of Taxable Property ²	\$ 83,636,807,340
Tax Year 2012 Net Taxable Assessed Value (100% of Actual Market) ²	\$ 71,836,927,245
Per Capita 2012 Net Taxable Assessed Valuation ^{2,3}	\$ 51,810
Per Capita Gross Debt ³	\$ 958
Per Capita Net Debt ³	\$ 903

¹ To maintain this debt as self-supporting, payments will be made from the General Fund, Solid Waste Management Fees, Advanced Transportation District Sales Tax Revenue, Police Confiscated Property Funds, Brooks City-Base Tax Increment Financing Revenue, Golf Course Revenue, Midtown Tax Increment Reinvestment Zone Revenue, Information Technology Assessment Fees, Parking System Revenue, Stormwater Revenue, and Edwards Venue Project Sales Tax Revenue. Though expected to be self-supporting from these respective sources, the sole or primary source of payment for these obligations is the City's pledge of ad valorem tax collections, within the limitations prescribed by law.

² Based on Tax Year 2012 Net Taxable Assessed Valuation certified by the Bexar Appraisal District as of July 20, 2012.

³ Based on the City's Department of Planning and Development Services estimated population of 1,386,547 in 2013.

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Outstanding Principal and Interest Requirements

Table 2

Fiscal Year	Existing Debt Service ^{1,2}	The 2012 Notes			The 2012 Bonds			The 2012 Certificates			Total Debt Service Requirement ²
		Principal	Interest	Annual Debt Service	Principal	Interest	Annual Debt Service	Principal	Interest	Annual Debt Service	
2013	\$ 78,435,880		\$133,300	\$ 133,300		\$ 3,231,900	\$ 3,231,900		\$ 332,950	\$ 332,950	\$ 82,134,030
2014	139,289,587	\$ 4,355,000	223,050	4,578,050	\$ 5,000,000	6,388,800	11,388,800	\$ 750,000	658,400	1,408,400	156,664,837
2015	125,437,224	4,445,000	135,050	4,580,050	8,000,000	6,153,800	14,153,800	760,000	647,100	1,407,100	145,578,174
2016	109,802,209	4,530,000	45,300	4,575,300	10,000,000	5,743,800	15,743,800	780,000	627,700	1,407,700	131,529,009
2017	104,076,652				8,500,000	5,281,300	13,781,300	800,000	604,100	1,404,100	119,262,052
2018	104,056,693				8,000,000	4,868,800	12,868,800	825,000	583,725	1,408,725	118,334,218
2019	102,321,969				7,000,000	4,493,800	11,493,800	845,000	562,900	1,407,900	115,223,669
2020	96,771,347				6,860,000	4,147,300	11,007,300	865,000	541,475	1,406,475	109,185,122
2021	92,081,351				8,160,000	3,771,800	11,931,800	895,000	510,600	1,405,600	105,418,751
2022	89,771,225				6,490,000	3,405,550	9,895,550	930,000	474,100	1,404,100	101,070,875
2023	79,406,171				8,840,000	3,022,300	11,862,300	1,000,000	430,500	1,430,500	92,698,971
2024	71,875,507				9,200,000	2,571,300	11,771,300	1,025,000	379,875	1,404,875	85,051,682
2025	66,350,730				7,000,000	2,201,300	9,201,300	1,075,000	332,750	1,407,750	76,959,780
2026	62,225,795				7,000,000	1,921,300	8,921,300	1,120,000	288,850	1,408,850	72,555,945
2027	51,236,729				7,000,000	1,641,300	8,641,300	1,165,000	243,150	1,408,150	61,286,179
2028	51,238,764				9,000,000	1,321,300	10,321,300	1,210,000	195,650	1,405,650	62,965,714
2029	24,493,007				7,195,000	997,400	8,192,400	1,260,000	146,250	1,406,250	34,091,657
2030	24,495,310				7,490,000	703,700	8,193,700	1,305,000	101,475	1,406,475	34,095,485
2031	24,495,762				7,795,000	398,000	8,193,000	1,345,000	61,725	1,406,725	34,095,487
2032	13,535,151				8,070,000	121,050	8,191,050	1,385,000	20,775	1,405,775	23,131,976
2033	13,530,606										13,530,606
2034	13,530,295										13,530,295
2035	13,529,676										13,529,676
2036	13,528,164										13,528,164
2037	13,525,167										13,525,167
2038	13,525,098										13,525,098
2039	13,522,172										13,522,172
2040	13,525,800										13,525,800
	\$1,619,614,041	\$13,330,000	\$536,700	\$13,866,700	\$146,600,000	\$62,385,800	\$208,985,800	\$19,340,000	\$7,744,050	\$27,084,050	\$1,869,550,591

¹ As of March 31, 2013.

² Excludes debt service anticipated to be paid by Build America Bonds direct subsidy.

Tax Adequacy**Table 3**

2012 Net Taxable Assessed Valuation ¹	\$71,836,927,245
Maximum Annual Debt Service Requirements, Fiscal Year Ended 2014	\$ 156,664,837
Indicated Interest and Sinking Fund Tax Rate	\$ 0.2237
Indicated Interest and Sinking Fund Tax Levy at 97.5% Collections	\$ 156,681,726

¹ Based on Tax Year 2012 Net Taxable Assessed Valuation certified by the Bexar Appraisal District as of July 20, 2012.

Interest and Sinking Fund Management Index**Table 4**

Interest and Sinking Fund Balance, Fiscal Year Ended 2012	\$ 58,608,411
2012 Actual Interest and Sinking Fund Rate	0.2115
2012 Interest and Sinking Fund Tax Levy at 97.5% Collections Produces ¹	<u>145,012,536</u>
Total Available for Debt Service	\$ 203,620,947
Less: Ad Valorem Debt Service Requirements, Fiscal Year Ended 2013 ²	<u>169,357,908</u>
Estimated Surplus at Fiscal Year Ended 2013 ³	\$ 34,263,039

¹ Includes deductions for loss in ad valorem tax revenue due to delinquencies, tax increment reinvestment zone contribution, the 65 years of age and older exemption, and the disabled homeowners tax freeze exemption.

² Excludes debt service anticipated to be paid by Build America Bonds direct subsidy.

³ Does not include revenues derived from self-supporting debt operations, delinquent tax collections, penalties and interest on delinquent tax collections, or investment earnings.

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Ad Valorem Tax Debt Principal Repayment Schedule

Table 5

Fiscal Year	Currently Outstanding Obligations ¹	The 2012 Notes	The 2012 Bonds	The 2012 Certificates	Obligations Remaining Outstanding End of Year	Cumulative Percent of Principal Retired
2013	\$ 51,750,000				\$1,276,605,000	3.90%
2014	89,330,000	\$ 4,355,000	\$ 5,000,000	\$ 750,000	1,177,170,000	11.38%
2015	79,575,000	4,445,000	8,000,000	760,000	1,084,390,000	18.37%
2016	67,605,000	4,530,000	10,000,000	780,000	1,001,475,000	24.61%
2017	65,030,000		8,500,000	800,000	927,145,000	30.20%
2018	68,395,000		8,000,000	825,000	849,925,000	36.02%
2019	70,005,000		7,000,000	845,000	772,075,000	41.88%
2020	67,840,000		6,860,000	865,000	696,510,000	47.57%
2021	66,340,000		8,160,000	895,000	621,115,000	53.24%
2022	66,905,000		6,490,000	930,000	546,790,000	58.84%
2023	59,490,000		8,840,000	1,000,000	477,460,000	64.06%
2024	54,635,000		9,200,000	1,025,000	412,600,000	68.94%
2025	51,570,000		7,000,000	1,075,000	352,955,000	73.43%
2026	49,710,000		7,000,000	1,120,000	295,125,000	77.78%
2027	40,765,000		7,000,000	1,165,000	246,195,000	81.47%
2028	42,720,000		9,000,000	1,210,000	193,265,000	85.45%
2029	18,015,000		7,195,000	1,260,000	166,795,000	87.44%
2030	18,815,000		7,490,000	1,305,000	139,185,000	89.52%
2031	19,655,000		7,795,000	1,345,000	110,390,000	91.69%
2032	9,575,000		8,070,000	1,385,000	91,360,000	93.12%
2033	9,945,000				81,415,000	93.87%
2034	10,335,000				71,080,000	94.65%
2035	10,740,000				60,340,000	95.46%
2036	11,160,000				49,180,000	96.30%
2037	11,595,000				37,585,000	97.17%
2038	12,050,000				25,535,000	98.08%
2039	12,520,000				13,015,000	99.02%
2040	13,015,000				0	100.00%
	<u>\$1,149,085,000</u>	<u>\$13,330,000</u>	<u>\$146,600,000</u>	<u>\$19,340,000</u>		

¹ As of March 31, 2013.

Debt Obligations – Capital Leases Payable

Table 6

The City has entered into various lease purchase agreements for the acquisition of various fire trucks, printers and related components, an inventory theft detection system, hybrid vehicles, a mainframe computer, electrocardiograms, refuse collection containers, refuse collection trucks (diesel and compressed natural gas), brush grappler trucks, brush tractor/trailer combinations, personal protective equipment, energy/water savings conservation improvements, in-car police video equipment, and various emergency medical services equipment. Shown below is the gross value of the assets at September 30, 2012. Payments on each of the lease purchases will be made from budgeted annual appropriations approved by the City Council. The following is a schedule of the projected remaining future minimum lease payments under these capital leases together with the net minimum lease payments as of September 30, 2012.

Description	Lease Termination Date	Minimum Lease Payment	Amount Representing Interest	Total Minimum Lease Payments
Library Theft Detection System Phase II	2/1/2013	\$ 91,304	\$ 1,279	\$ 92,583
Automated Refuse Collection Containers	2/1/2013	1,092,938	12,064	1,105,002
Hybrid Vehicles	5/1/2013	101,079	1,647	102,726
Automated Sideload and Manual Rearload Refuse Collection Trucks	11/1/2013	233,535	6,467	240,002
Library Theft Detection System Phase III	2/1/2014	229,811	7,865	237,676
770 Set of Personal Protective Equipment	2/1/2014	336,712	11,523	348,235
3 Printers & Related Components	5/1/2014	192,890	5,575	198,465
17 Refuse Collection Trucks, 5 Brush Grappler Trucks, and 10 Brush Tractor/Trailers	11/1/2015	2,708,643	185,498	2,894,141
15 Automated Refuse Collection Trucks (CNG)	2/1/2016	2,032,708	166,088	2,198,796
42 Automated Refuse Collection Trucks	5/1/2016	5,858,198	390,403	6,248,601
In-Car Video Equipment	8/1/2016	4,196,996	202,566	4,399,562
Emergency Medical Services Equipment	8/1/2016	603,714	29,138	632,852
8 Automated Refuse Collection Trucks & 1 Brush Collection Tractor	2/1/2017	784,724	66,449	851,173
Brush Collection Trucks & Refuse Trucks	8/1/2019	5,513,581	300,719	5,814,300
Energy/water savings conservation improvements (Aviation)	11/1/2026	3,087,725	851,378	3,939,103
Energy/water savings conservation improvements (Convention, Sports, and Entertainment Facilities)	11/1/2026	8,441,026	2,288,382	10,729,408
Total		<u>\$35,505,584</u>	<u>\$4,527,041</u>	<u>\$40,032,625</u>

The adopted budget for FY 2013 includes appropriations for lease purchase arrangements to acquire brush collection trucks, brush tractor/trailer combinations, refuse collection trucks, helicopters, and electrocardiograms. The funding for these lease purchase arrangements is anticipated to occur in June 2013 and January 2014.

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Tax Data**Table 7**

Tax Year	Fiscal Year Ended 9/30	Net Taxable Assessed			Percent Collections	Percent Collected
		Valuation ¹	Tax Rate	Tax Levy	Current	Total ²
2003	2004	44,583,138,927	0.57854	257,931,292	97.96	99.39
2004	2005	46,481,974,620	0.57854	268,916,816	98.32	99.66
2005	2006	49,868,955,425	0.57854	288,511,855	98.43	99.78
2006	2007	56,767,701,702	0.57854	326,326,395	98.43	99.54
2007	2008	65,954,866,793	0.57230	372,822,531	98.41	99.33
2008	2009	72,541,141,480	0.56714	405,009,920	98.30	98.99
2009	2010	72,743,219,689	0.56569	405,896,458	97.90	98.46
2010	2011	71,007,546,958	0.56569	396,621,452	98.18	98.80
2011	2012	70,681,198,861	0.56569	395,465,973	98.42	98.42
2012	2013	71,836,927,245	0.56569	402,562,900	In Process of Collection	

¹ Based on Net Taxable Assessed Valuation certified by the Bexar Appraisal District.

² Includes collection of prior years' tax levies in subsequent years.

Tax Rate Distribution**Table 8**

Tax Rate	Fiscal Year Ended September 30				
	2013	2012	2011	2010 ¹	2009 ¹
General Fund	\$0.35419	\$0.35419	\$0.35419	\$0.35419	\$0.35564
Interest and Sinking Fund	0.21150	0.21150	0.21150	0.21150	0.21150
Total Tax Rate	\$0.56569	\$0.56569	\$0.56569	\$0.56569	\$0.56714

¹ FY 2010 and FY 2009 General Fund tax rate was reduced by \$0.00145 and \$0.00516, respectively, to offset a transfer of the San Antonio Metropolitan Health Department health clinics to the University Health System.

Principal Taxpayers**Table 9**

Name	Type of Property	FY 2013 Taxable Assessed Valuation	Percent of FY 2013 Taxable Assessed Valuation
H.E. Butt Grocery Company	Retail/Grocery	\$ 800,582,309	1.11%
VHS San Antonio Partners LP	Hospital/Healthcare	373,700,888	0.52%
Toyota Motor Manufacturing Texas, Inc.	Automobile Manufacturer	430,975,450	0.60%
Methodist Healthcare System	Hospital/Healthcare	378,379,773	0.53%
Wal-Mart Stores, Inc.	Retail/Grocery	344,485,280	0.48%
United Services Automobile Association	Insurance/Banking	312,635,770	0.44%
Hyatt Regency Hotels	Hotel Chain	306,888,140	0.43%
AT&T	Telecommunications	217,467,115	0.30%
La Cantera Retail LTD Partnership	Shopping Center	230,608,710	0.32%
Marriott Corporation	Hotel Chain	244,869,182	0.34%
Total		\$3,640,592,617	5.07%

Net Taxable Assessed Valuation for Tax Years 2003-2012**Table 10**

Tax Year	Fiscal Year Ended 9/30	Net Taxable Assessed Valuation ¹	Change From Preceding Year	
			Amount	Percent
2003	2004	44,583,138,927	--	--
2004	2005	46,481,974,620	1,898,835,693	4.26
2005	2006	49,868,955,425	3,386,980,805	7.29
2006	2007	56,767,701,702	6,898,746,277	13.83
2007	2008	65,954,866,793	9,187,165,091	16.18
2008	2009	72,541,141,480	6,586,274,687	9.99
2009	2010	72,743,219,689	202,078,209	0.28
2010	2011	71,007,546,958	(1,735,672,731)	(2.39)
2011	2012	70,681,198,861	(326,348,097)	(0.46)
2012	2013	71,836,927,245	1,155,728,384	1.64

¹ Based on Net Taxable Assessed Valuation certified by the Bexar Appraisal District.

Net Taxable Assessed Valuation and Ad Valorem Tax Debt**Table 11**

Tax Year	Fiscal Year Ended 9/30	Net Taxable Assessed Valuation ¹	Ad Valorem Gross Debt	Debt Ratios Percent
2003	2004	44,583,138,927	821,843,108	1.84
2004	2005	46,481,974,620	872,090,124	1.88
2005	2006	49,868,955,425	850,300,000	1.71
2006	2007	56,767,701,702	945,755,000	1.67
2007	2008	65,954,866,793	1,039,105,000	1.58
2008	2009	72,541,141,480	1,148,950,000	1.58
2009	2010	72,743,219,689	1,300,330,000	1.79
2010	2011	71,007,546,958	1,303,345,000	1.84
2011	2012	70,681,198,861	1,384,630,000	1.96
2012	2013	71,836,927,245	1,276,605,000	1.78

¹ Based on Net Taxable Assessed Valuation certified by the Bexar Appraisal District.

Authorized but Unissued Ad Valorem Tax Debt**Table 12**

Date of Authorization	Improvements	Amount Authorized	Debt Issued To Date ¹	Debt Authorized But Unissued
5/12/2012	Streets, Bridges, and Sidewalks	\$337,441,000	\$34,547,717	\$302,893,283
5/12/2012	Drainage and Flood Control	128,031,000	13,533,258	114,497,742
5/12/2012	Parks, Recreation, and Open Space	87,150,000	16,688,672	70,461,328
5/12/2012	Library, Museum, and Cultural Arts Facilities	29,032,000	3,851,870	25,180,130
5/12/2012	Public Safety Facilities	14,346,000	3,576,696	10,769,304
		<u>\$596,000,000</u>	<u>\$72,198,213</u>	<u>\$523,801,787</u>

¹ Includes a portion of the net reoffering premium in the amount of \$9,400,926.98 allocated against voter authorization.

Classification of Assessed Valuation

Table 13

	Fiscal Year	% of	Fiscal Year	% of	Fiscal Year	% of	Fiscal Year	% of	Fiscal Year	% of
	2013	Total	2012	Total	2011	Total	2010	Total	2009	Total
Real, Residential, Single-Family	\$ 40,755,032,198	48.73	\$ 41,126,475,500	49.76	\$41,545,063,167	50.21	\$41,874,226,527	49.57	\$42,379,587,143	50.54
Real, Residential, Multi-Family	6,196,781,784	7.41	5,821,338,731	7.04	5,787,311,586	6.99	5,936,081,386	7.03	5,686,137,117	6.78
Real, Vacant Lots/Tracts	1,406,787,407	1.68	1,457,710,546	1.76	1,465,446,716	1.77	1,507,407,160	1.78	1,551,163,930	1.85
Real, Acreage (Land Only)	1,068,624,445	1.28	1,089,056,357	1.32	1,124,853,425	1.36	1,187,081,271	1.41	1,295,846,206	1.55
Real, Farm and Ranch Improvements	22,598,798	0.03	22,785,007	0.03	24,533,694	0.03	23,083,342	0.03	27,398,518	0.03
Real, Commercial	18,922,368,334	22.62	18,422,352,304	22.29	18,458,843,251	22.31	19,156,215,159	22.67	18,242,464,859	21.76
Real, Industrial	761,012,474	0.91	637,426,463	0.77	641,607,475	0.78	651,574,994	0.77	701,273,377	0.84
Real, Minerals Oil and Gas	-0-	0.00	-0-	0.00	-0-	0.00	-0-	0.00	-0-	0.00
Real and Tangible Personal Utilities	410,219,291	0.49	440,069,158	0.53	468,038,016	0.57	477,303,626	0.56	496,330,676	0.59
Tangible Personal, Commercial	7,300,967,412	8.73	6,809,105,529	8.24	6,607,287,674	7.99	6,968,027,360	8.25	6,835,083,996	8.15
Tangible Personal, Industrial	1,700,256,330	2.03	1,725,024,595	2.09	1,721,566,410	2.08	1,864,069,550	2.21	2,034,128,586	2.43
Tangible Personal, Mobile Homes	88,423,763	0.11	92,189,230	0.11	92,913,065	0.11	90,223,318	0.11	89,492,559	0.11
Real Property, Inventory	250,913,786	0.30	195,932,328	0.24	161,865,139	0.20	197,818,599	0.23	230,207,670	0.27
Special Inventory Tax	347,378,324	0.41	312,008,952	0.37	280,992,548	0.34	306,978,180	0.36	344,646,120	0.41
Exempt Property	4,405,442,994	5.27	4,505,102,057	5.45	4,355,859,409	5.26	4,241,520,992	5.02	3,938,556,910	4.70
Total Assessed Value	\$ 83,636,807,340	100.00	\$ 82,656,576,757	100.00	\$82,736,181,575	100.00	\$84,481,611,464	100.00	\$83,852,317,667	100.00
Less:										
Residence Homestead Exemptions –										
Optional 65 or Older	\$ 4,534,045,156		\$ 4,583,120,248		\$ 4,538,144,177		\$ 4,504,707,310		\$ 4,451,675,460	
Residence Homestead Exemptions –										
Disabled	112,219,200		121,726,804		123,702,621		124,482,957		137,024,202	
Disabled Veterans’ Exemptions	188,356,708		181,546,134		180,551,683		179,241,541		206,549,501	
Disabled Veterans’ 100% Exemptions	459,067,993		459,127,690		415,390,159		369,382,470		-0-	
Historical Property Exemptions	81,155,282		75,129,021		56,881,324		63,860,434		56,749,425	
Freeport Goods Exemptions	467,404,774		457,446,014		473,800,266		582,723,688		521,601,167	
Tax Abatement/Phase-In Exemptions	855,475,502		876,490,549		769,829,993		757,817,893		633,584,120	
Residence Homestead Appraised Value										
10% Limitations	46,803,049		61,669,749		126,736,441		236,319,657		574,509,580	
Agricultural Productivity Loss	514,409,042		516,838,960		523,579,819		551,206,047		583,159,038	
Pollution Control Exemptions	61,260,756		64,178,415		65,649,478		68,742,411		74,761,059	
Low Income Housing Exemptions	38,622,802		37,931,985		40,234,832		24,762,410		56,171,391	
Energy Exemptions	6,243,648		6,055,667		6,055,667		5,548,644		30,225,777	
Absolute Value Exemptions	4,405,258,814		4,504,909,082		4,355,677,994		4,241,335,152		3,938,383,660	
Pro-Rated Exemptions	29,557,369		29,207,578		52,400,163		28,261,161		46,781,807	
Total Exemptions	\$ 11,799,880,095		\$ 11,975,377,896		\$11,728,634,617		\$11,738,391,775		\$11,311,176,187	
Net Taxable Assessed Valuation ¹	\$ 71,836,927,245		\$ 70,681,198,861		\$71,007,546,958		\$72,743,219,689		\$72,541,141,480	

¹ Based on Net Taxable Assessed Valuation certified by the Bexar Appraisal District.

REVENUE SOURCES AND EXPENDITURES

Sources of Revenues

The City's General Fund revenue sources include ad valorem taxes, sales taxes, franchise taxes, contributions from City-owned utilities, fines, penalties, licenses and permits, various service charges, and miscellaneous sources.

General Fund Comparative Statement of Revenues and Expenditures and Analysis of Changes in Fund Balances

Table 16

The following statements set forth in condensed form reflect the historical operations of the City. The City has prepared such summary for inclusion herein based upon information obtained from the City's Comprehensive Annual Financial Report and financial records. Reference is made to such statements for further and complete information.

	Fiscal Year Ended September 30				
	2012	2011 ¹	2010	2009	2008
Fund Balance - Beginning of Year	\$ 232,692,630	\$ 230,822,170	\$ 206,505,933	\$ 205,547,529	\$ 160,297,414
Revenues					
Taxes	\$ 500,678,710	\$ 483,197,137	\$ 479,774,856	\$ 477,114,895	\$ 468,494,837
Licenses and Permits	8,469,233	8,679,145	7,769,156	7,089,526	7,756,357
Intergovernmental	7,996,874	5,402,948	7,767,630	6,029,919	6,467,906
Revenues from Utilities	299,306,298	308,451,148	292,726,075	275,605,421	304,157,929
Charges for Services	47,960,498	50,134,656	45,850,142	42,799,773	43,010,464
Fines and Forfeits	14,401,007	13,697,473	11,506,403	13,110,500	12,248,623
Miscellaneous	<u>19,350,606</u>	<u>20,698,991</u>	<u>12,099,140</u>	<u>13,657,600</u>	<u>15,921,433</u>
Total Revenues	<u>\$ 898,163,226</u>	<u>\$ 890,261,498</u>	<u>\$ 857,493,402</u>	<u>\$ 835,407,634</u>	<u>\$ 858,057,549</u>
Expenditures²					
General Government	\$96,609,427	\$ 81,728,707	\$ 82,942,315	\$ 80,141,831	\$ 84,269,944
Public Safety	540,124,078	530,955,086	505,044,615	488,427,529	456,687,403
Streets and Roadways	43,711,136	45,357,138	44,237,331	12,088,398	11,476,555
Health Services	78,719,028	76,619,419	73,897,959	66,405,446	65,892,132
Sanitation	3,310,971	3,354,097	3,212,390	3,300,913	3,446,274
Welfare	41,857,130	44,342,218	41,141,560	43,938,387	46,712,271
Culture and Recreation	83,644,099	83,290,670	76,982,520	75,995,242	74,574,211
Economic Dev. and Opportunity	<u>16,142,461</u>	<u>13,427,585</u>	<u>2,906,867</u>	<u>3,113,889</u>	<u>3,142,690</u>
Total Expenditures	<u>\$ 904,118,330</u>	<u>\$ 879,074,920</u>	<u>\$ 830,365,557</u>	<u>\$ 773,411,635</u>	<u>\$ 746,201,480</u>
Excess of Revenues Over Expenditures	<u>\$ (5,955,104)</u>	<u>\$ 11,186,578</u>	<u>\$ 27,127,845</u>	<u>\$ 61,995,999</u>	<u>\$ 111,856,069</u>
Other Financing Sources (Uses)					
Operating Transfers In	\$ 18,877,275	\$ 14,603,171	\$ 36,580,928	\$ 13,749,869	\$ 18,719,550
Operating Transfers Out	<u>(62,662,108)</u>	<u>(55,499,262)</u>	<u>(66,495,011)</u>	<u>(86,411,669)</u>	<u>(95,755,000)</u>
Total Other Financing Sources (Uses)	\$ (43,784,833)	\$ (40,896,091)	\$ (29,914,083)	\$ (72,661,800)	\$ (77,035,450)
Add Encumbrances ²	<u>33,558,660</u>	<u>31,579,973</u>	<u>25,916,475</u>	<u>11,624,205</u>	<u>10,429,496</u>
Fund Balance - End of Year	<u>\$ 216,511,353</u>	<u>\$ 232,692,630</u>	<u>\$ 229,636,170</u>	<u>\$ 206,505,933</u>	<u>\$ 205,547,529</u>

¹ The variance between the ending fund balance for FY 2010 and the beginning fund balance for FY 2011 is due to the implementation of GASB 54, which consolidated several funds which were reported as Special Revenue funds in FY 2010.

² Expenditures are reported on a budgetary basis with encumbrances added back to arrive at a "Generally Accepted Accounting Principles" fund balance.

Collections and Equivalent Rates

Net sales tax collections and the equivalent ad valorem tax rates on a fiscal year basis are as follows:

Municipal Sales Taxes

Table 17

Fiscal Year Ended 9/30	Sales Tax Collected ¹	Ad Valorem Tax Levy ^{1,2}	Percent of Ad Valorem Tax Levy	Net Taxable Assessed Valuation ³	Equivalent Tax Rate
2003	156,322,600	240,299,754	65.05	41,535,547,008	0.3764
2004	162,383,500	257,931,292	62.96	44,583,138,927	0.3642
2005	167,331,757	268,916,816	62.22	46,481,974,620	0.3600
2006	210,141,500	288,511,855	72.84	49,868,955,425	0.4214
2007	224,479,807	326,326,395	68.79	56,767,701,702	0.3954
2008	232,348,127	372,822,531	62.32	65,954,866,793	0.3523
2009	221,745,867	405,009,920	54.75	72,541,141,480	0.3057
2010	223,475,321	405,896,458	55.06	72,743,219,689	0.3072
2011	236,818,058	396,621,452	59.71	71,007,546,958	0.3335
2012	259,925,780 ⁴	395,465,973 ⁵	65.73	70,681,198,861	0.3677

¹ Includes the City's General Fund component of sales tax at the rate of 1%. Also includes 1/8 of 1% sales and use tax authorized by voters in a May 6, 2000, May 7, 2005, and November 2, 2010 elections, to fund various venue projects, including park land acquisition and improvements over the Edwards Aquifer and linear parks along the Salado and Leon Creeks. Beginning in Fiscal Year 2005, also includes the Advanced Transportation District revenues received by the City from the 1/4 of 1% Advanced Transportation District sales tax levied within the City (of which the City receives 25% of such total taxes collected). On November 6, 2012, the City approved a 1/8 of 1% sales and use tax to fund two early childhood education centers of excellence and an early childhood education program within the City. The tax revenue will be combined with State funds, allowing for full-day pre-kindergarten programs. This sales and use tax increase brings the cumulative sales and use tax rate imposed and collected within the City by all governmental entities for all purposes at 8.25%, which is the maximum rate currently permitted under applicable State law.

² Total Ad Valorem Tax Levy for debt service and maintenance and operations.

³ Based on Net Taxable Assessed Valuation certified by the Bexar Appraisal District.

⁴ Of total taxes of \$500,678,710 deposited to the General Fund, as evidenced in Table 18, \$219,648,726 was derived from these Sales Tax collections imposed for general municipal purposes.

⁵ Of total taxes of \$500,678,710 deposited to the General Fund, as evidenced in Table 18, \$239,808,587 was derived from these ad valorem tax collections levied for maintenance and operating purposes.

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Comparison of Selected Sources of Revenues

Table 18

Fiscal Year Ended 9/30	Taxes ¹	Charges for Services	Miscellaneous	Fines and Forfeits	Licenses and Permits	Inter-Governmental	CPS Energy	San Antonio Water System (SAWS)	Total
2003	320,518,083	27,283,429	9,810,913	11,282,396	13,912,258	2,878,131	204,016,870	6,449,286	596,151,366
2004	343,707,952	30,029,118	10,758,387	11,713,073	17,026,379	2,695,842	189,505,855	6,899,244	612,335,850
2005	367,030,243	33,622,089	14,286,093	12,025,344	20,715,743	3,055,128	213,384,307	8,390,366	672,509,313
2006	399,359,902	35,276,831	13,830,931	10,947,472	19,764,737	3,445,582	246,084,171 ²	10,283,651	738,993,277
2007	430,451,032	25,220,809	14,306,653	15,114,609	6,926,703 ³	4,035,641	248,539,890 ⁴	9,147,334	753,742,671
2008	468,494,837	43,010,464	15,921,433	12,248,623	7,756,357	6,467,906	293,795,634 ⁵	10,362,295	858,057,549
2009	477,114,895	42,799,773	13,657,600	13,110,500	7,089,526	6,029,919	265,459,226 ⁶	10,146,195	835,407,634
2010	479,774,856	45,850,142	12,099,140	11,506,403	7,769,156	7,767,630	283,502,448 ⁷	9,223,627	857,493,402
2011	483,197,137	50,134,656	20,698,991	13,697,473	8,679,145	5,402,948	297,629,648 ⁸	10,821,500	890,261,498
2012	500,678,710	47,960,498	19,350,606	14,401,007	8,469,233	7,996,874	288,096,190 ⁹	11,210,108	898,163,226

¹ Comprised of property, sales, alcoholic beverage, business taxes, penalties, and interest and judgments; excludes hotel/motel occupancy tax.

² Includes an additional transfer of \$8,438,363 for deposit to the Community Infrastructure and Economic Development Fund (“CIED Fund”), a collaborative effort between CPS Energy and the cities and counties within its service area to enhance the aesthetic appeal of public areas by minimizing the visual impact of overhead electric facilities and to promote certain economic development and environmental stewardship/energy efficiency projects.

³ Beginning in FY 2007, Planning and Development Services revenues are no longer included in the general fund and are now a special revenue fund.

⁴ Includes an additional transfer of \$8,294,548 for the CIED Fund.

⁵ Includes an additional transfer of \$9,459,706 for the CIED Fund.

⁶ Includes an additional transfer of \$9,203,091 for the CIED Fund.

⁷ Includes an additional transfer of \$9,630,153 for the CIED Fund.

⁸ Includes an additional transfer of \$10,053,786 for the CIED Fund.

⁹ Includes an additional transfer of \$10,839,151 for the CIED Fund.

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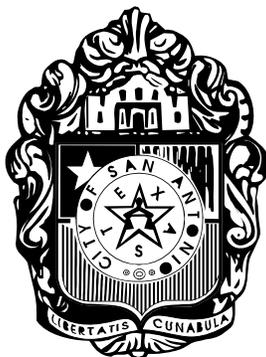
Expenditures for Selected Functions ¹**Table 19**

Fiscal Year Ended 9/30	General Government	Public Safety	Streets and Roadways	Health Services	Sanitation	Welfare	Culture and Recreation	Economic Development & Opportunity	Total
2003	52,283,057	361,305,240	11,855,629	13,689,587	2,513,841	15,763,551	58,917,420	5,368,634	521,696,959
2004	53,456,752	375,315,914	10,656,685	13,383,921	2,380,287	15,920,832	57,072,648	7,687,550	535,874,589
2005	64,019,958	402,544,348	10,477,732	13,994,642	2,576,616	19,757,168	63,010,213	4,391,706	580,772,383
2006	66,956,066	427,598,173	10,769,231	12,032,617	2,857,185	21,738,552	71,495,663	3,973,352	617,420,839
2007	74,049,275	436,295,038	10,759,928	12,927,741	2,823,782	38,673,480	68,900,503	3,449,979	647,879,726
2008	81,879,822	454,465,713	11,476,199	65,049,068	3,301,294	44,546,595	74,030,686	3,045,737	737,795,114
2009	77,659,285	486,694,550	12,088,398	65,494,020	3,131,583	40,543,992	75,582,098	3,011,010	764,204,936
2010	81,117,340	501,629,528	42,517,625	73,343,125	3,138,080	38,452,697	73,884,389	2,607,476	816,690,260
2011	78,057,000	528,318,939	43,981,014	76,307,031	3,351,682	42,704,089	80,657,876	10,504,577	863,882,208
2012	87,997,608	538,313,780	39,744,666	78,136,020	3,310,971	40,153,187	82,740,560	15,184,974	885,581,766

¹ Expenditures for selected functions do not include non-debt related designations and encumbrances; such designations and encumbrances are included in subsequent year's budget.

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CITY OF SAN ANTONIO, TEXAS



Airport System

\$50,230,000 Airport System Forward Refunding Revenue Bonds, Series 2003 (AMT)

**\$38,085,000 Passenger Facility Charge and Subordinate Lien
Airport System Revenue Improvement Bonds, Series 2005 (AMT)**

\$17,850,000 Airport System Revenue Refunding Bonds, Series 2006 (AMT)

**\$74,860,000 Passenger Facility Charge and Subordinate Lien
Airport System Revenue Improvement Bonds, Series 2007 (AMT)**

\$82,400,000 Airport System Revenue Improvement Bonds, Series 2007 (AMT)

**\$37,335,000 Passenger Facility Charge and Subordinate Lien
Airport System Revenue Improvement and Refunding Bonds, Series 2010**

\$42,220,000 Airport System Revenue Improvement and Refunding Bonds, Series 2010A

\$20,885,000 Airport System Revenue Refunding Bonds, Taxable Series 2010B

**\$25,790,000 Passenger Facility Charge and Subordinate Lien
Airport System Revenue Refunding Bonds, Series 2012**

\$70,135,000 Airport System Revenue Refunding Bonds, Series 2012

March 31, 2013

AIRPORT SYSTEM IMPROVEMENT REVENUE BONDS

The following Tables 1 through 6 present historical operating performance of the Airport System, all of which have been prepared by the City’s Aviation Department.

The total domestic and international enplaned passengers at the International Airport on a monthly basis, along with year to year percentage changes for each of the last five calendar years are shown as follows:

Total Domestic and International Enplaned Passengers					Table 1
	2008	2009	2010	2011	2012
January	300,948	282,949	286,314	291,442	300,104
February	311,028	272,587	266,241	271,345	288,861
March	366,454	349,504	347,406	354,980	356,855
April	348,920	327,649	342,751	337,932	341,161
May	367,490	322,411	344,753	354,245	350,308
June	394,731	361,590	377,165	382,325	380,919
July	407,974	375,205	398,187	384,521	388,330
August	362,433	331,789	338,102	342,832	352,989
September	289,849	293,187	304,635	321,083	303,788
October	349,458	332,830	349,750	350,901	347,570
November	330,126	327,352	330,582	338,426	348,831
December	338,029	328,386	336,184	341,749	343,648
Total	4,167,440	3,905,439	4,022,070	4,071,781	4,103,364
Increase (Decrease)					
Over Prior 12-Month Period		(262,001)	116,631	49,711	31,583
% Increase (Decrease)					
Over Prior 12-Month Period		(6.29%)	2.99%	1.24%	0.78%

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The total enplanements at the International Airport by airline for each of the last five calendar years are shown below:

Domestic and International Enplaned Passengers by Airline

Table 2

Airlines	2008		2009		2010		2011		2012	
	Number	% Total								
ABC Aerolineas dba InterJet ¹	--	--	--	--	--	--	--	--	75,281	1.83
Aerolitoral	21,607	0.52	9,784	0.25	22,890	0.57	28,862	0.71	79,984	1.95
Aeroméxico ²	14,220	0.34	3,736	0.10	106	0.00	44,181	1.08	--	--
AirTran ³	67,367	1.62	120,839	3.09	135,917	3.38	115,315	2.83	--	--
Alaska Airlines ¹	--	--	--	--	--	--	--	--	13,846	0.34
American	754,666	18.11	706,179	18.08	724,228	18.01	691,986	16.99	697,723	17.00
American Eagle ⁴	--	--	--	--	--	--	18,809	0.46	--	--
Atlantic Southeast ⁵	26,942	0.65	20,535	0.53	--	--	36,128	0.89	--	--
Chautauqua	6,743	0.16	13,871	0.35	--	--	--	--	--	--
Comair	44,445	1.07	5,332	0.14	--	--	--	--	--	--
Continental ⁶	497,165	11.93	450,614	11.54	436,879	10.86	399,848	9.82	--	--
Delta	213,328	5.12	249,021	6.38	561,028	13.95	609,943	14.98	641,332	15.63
ExpressJet	77,669	1.86	--	--	--	--	--	--	--	--
Frontier	96,555	2.32	84,347	2.16	62,120	1.54	81,709	2.01	15,931	0.39
Go Jet ⁶	50,729	1.22	55,759	1.43	--	--	--	--	--	--
Mexicana	52,510	1.26	56,920	1.46	42,342	1.05	--	--	--	--
Midwest	20,470	0.49	--	--	--	--	--	--	--	--
Northwest ⁷	234,321	5.62	172,295	4.41	--	--	--	--	--	--
Pinnacle ⁵	20,617	0.49	12,431	0.32	--	--	--	--	--	--
SkyWest	150,281	3.60	177,121	4.53	170,108	4.23	--	--	--	--
Spirit	31,182	0.75	3,940	0.10	--	--	--	--	--	--
Southwest	1,455,014	34.91	1,469,818	37.63	1,497,648	37.24	1,519,659	37.32	1,701,994	41.48
United	109,098	2.62	38,938	1.00	104,617	2.60	296,296	7.28	627,886	15.30
US Airways	174,617	4.19	169,931	4.35	198,139	4.93	207,994	5.11	218,585	5.33
Viva AeroBus ¹	--	--	--	--	--	--	--	--	15,249	0.37
Other Carriers	47,894	1.15	84,028	2.15	66,048	1.64	21,051	0.52	15,553	0.38
Total	4,167,440	100.00	3,905,439	100.00	4,022,070	100.00	4,071,781	100.00	4,103,364	100.00
% Increase (Decrease)										
Over Prior 12-Month Period			(6.29%)		2.99%		1.24%		0.78%	

¹ Commenced operations in 2012.

² Combined and shown under Aerolitoral.

³ Combined and shown under Southwest.

⁴ Combined and shown under American.

⁵ Combined and shown under Delta.

⁶ Combined and shown under United.

⁷ Ceased as Northwest and became Delta of January 1, 2010.

The total enplaned and deplaned international passengers at the International Airport are shown below:

Total Enplaned and Deplaned International Passengers					Table 3
	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u> ¹
January	14,880	11,323	12,526	8,705	27,029
February	10,359	7,108	10,094	9,854	22,337
March	14,218	10,803	13,441	14,600	28,677
April	10,393	9,972	13,203	13,996	28,766
May	14,070	6,951	13,001	13,684	27,550
June	21,295	14,243	13,284	13,370	38,127
July	24,421	16,186	19,274	19,222	50,764
August	17,352	13,481	12,579	13,116	43,086
September	10,167	7,636	6,701	11,125	28,033
October	10,761	9,549	7,023	11,388	33,690
November	13,848	13,603	7,605	14,351	44,274
December	15,455	18,431	8,239	38,620	49,385
Total	<u>177,219</u>	<u>139,286</u>	<u>136,970</u>	<u>182,031</u>	<u>421,718</u>
Increase (Decrease)					
Over Prior 12-Month Period		(37,933)	(2,316)	45,061	239,687
% Increase (Decrease)					
Over Prior 12-Month Period		(21.40%)	(1.66%)	32.90%	131.67%

¹ The increase in total enplaned and deplaned international passengers from 2011 to 2012 is attributable to three new airlines operating in 2012. These airlines are AirTran, InterJet, and Viva AeroBus.

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The historical aircraft landed weight at the International Airport in 1,000 pound units, by air carrier, in the designated calendar year is shown below. Landed weight is utilized in the computation of the Airport's landing fee.

Air Carrier Landed Weight (1,000 lbs.)

Table 4

Carriers	2008		2009		2010		2011		2012	
	Weight	% Total								
ABC Aerolineas dba InterJet ¹	--	--	--	--	--	--	--	--	120,015.30	2.07
Aerolitoral	29,896.20	0.48	11,893.30	0.22	25,022.50	0.45	32,630.00	0.57	105,829.10	1.82
Aeromar	988.30	0.02	576.50	0.01	576.70	0.01	202.40	0.00	--	--
Aeromexico ²	21,328.90	0.34	5,114.00	0.09	279.00	0.00	57,702.00	1.01	--	--
AirTran ³	70,371.50	1.13	134,093.00	2.45	154,698.50	2.75	121,632.50	2.13	--	--
Alaska Airlines ¹	--	--	--	--	--	--	--	--	15,266.30	0.26
American	850,168.00	13.69	779,142.00	14.20	763,731.00	13.56	739,589.00	12.96	727,526.20	12.52
American Eagle ⁴	--	--	--	--	17,943.30	0.32	26,666.00	0.47	--	--
Atlantic Southeast ⁵	31,481.00	0.51	22,121.40	0.40	11,438.60	0.20	40,639.90	0.71	--	--
Chautauqua	7,791.30	0.13	15,022.20	0.28	3,875.20	0.07	--	--	--	--
Comair	47,213.00	0.76	5,673.00	0.10	19,762.70	0.35	94.00	0.00	--	--
Compass Air ⁵	--	--	--	--	67,941.90	1.21	66,691.10	1.17	--	--
Continental ⁶	615,721.00	9.92	520,630.00	9.49	475,545.00	8.44	442,583.00	7.75	--	--
Continental Express	--	--	--	--	20,828.00	0.37	20,846.30	0.37	--	--
Delta	230,978.00	3.72	248,632.00	4.53	487,363.10	8.65	625,328.70	10.96	769,714.60	13.24
DHL Airways	84,428.00	1.36	1,774.00	0.03	--	--	--	--	--	--
ExpressJet	106,801.20	1.72	--	--	--	--	--	--	--	--
Federal Express	335,296.90	5.40	315,539.30	5.75	334,244.70	5.93	401,113.80	7.03	414,223.80	7.13
Frontier	126,237.00	2.03	111,719.00	2.04	77,483.80	1.38	94,732.90	1.66	17,538.40	0.30
Go Jet ⁶	61,707.00	0.99	68,139.00	1.24	78,658.00	1.40	74,169.00	1.30	--	--
Martinaire	6,154.00	0.10	6,961.50	0.13	5,233.00	0.09	4,972.50	0.09	--	--
Mesa	23,182.00	0.37	21,574.00	0.39	18,425.00	0.33	--	--	--	--
Mesaba ⁵	--	--	--	--	76,753.90	1.36	40,403.80	0.71	--	--
Mexicana	110,842.70	1.79	88,959.10	1.62	62,251.40	1.11	142.20	0.00	80.00	0.00
Midwest Express	26,555.00	0.43	--	--	--	--	--	--	--	--
Northwest ⁷	295,433.70	4.76	200,465.10	3.65	17,601.50	0.31	--	--	--	--
Pinnacle ⁵	25,465.50	0.41	19,996.00	0.37	42,308.70	0.75	19,492.30	0.34	--	--
SkyWest	178,488.00	2.87	201,526.00	3.67	205,167.50	3.64	--	--	--	--
Spirit	41,198.40	0.66	5,649.20	0.10	138.00	0.00	--	--	--	--
Southwest	2,118,360.00	34.12	2,031,640.00	37.02	1,932,976.00	34.32	1,929,756.00	33.81	2,140,012.00	36.82
Trans States	9,999.00	0.16	--	--	--	--	--	--	--	--
US Airways	68,895.20	1.11	170,248.80	3.10	230,879.40	4.10	235,673.30	4.13	247,741.70	4.26
United	136,758.40	2.20	52,298.70	0.95	60,506.30	1.07	270,513.90	4.74	744,779.10	12.82
United Parcel	385,499.90	6.21	346,353.00	6.31	297,698.60	5.29	330,302.10	5.79	366,660.90	6.31
Viva AeroBus ¹	--	--	--	--	--	--	--	--	17,898.00	0.31
Other Carriers	161,952.60	2.61	101,796.80	1.86	142,871.70	2.54	131,417.10	2.30	124,227.90	2.14
Total	6,209,191.70	100.00	5,487,536.90	100.00	5,632,203.00	100.00	5,707,293.80	100.00	5,811,513.30	100.00

¹ Commenced operations in 2012.

² Combined and shown under Aerolitoral.

³ Combined and shown under Southwest.

⁴ Combined and shown under American.

⁵ Combined and shown under Delta.

⁶ Combined and shown under United.

⁷ Ceased as Northwest and become Delta as of January 1, 2010.

The following is a summary of cargo activities at the International Airport:

Enplaned Air Cargo Weights (U.S. Tons)				Table 5
<u>Calendar Year</u>	<u>Mail</u>	<u>Freight</u>	<u>Total Cargo</u>	<u>% Change</u>
2008	13,781.45	48,450.81	62,232.26	--
2009	12,202.33	40,611.08	52,813.41	(15.13)
2010	13,412.89	45,154.32	58,567.21	10.89
2011	14,824.95	43,488.21	58,313.16	(0.43)
2012	15,046.02	40,224.04	55,270.06	(5.22)

Tables 6 and 7 reflect the historical performance of parking operations at the International Airport. The current parking rates at the International Airport are shown below.

Current Parking Rates (effective October 1, 2012) **Table 6**

Hourly Parking

<u>Time Utilized</u>	<u>(\$)</u>
0 – ¼ Hour	0.00
¼ – ½ Hour	1.00
½ – 1 Hour	2.00
1 – 1 ½ Hours	3.00
1 ½ – 2 Hours	4.00
2 – 4 Hours	7.00
4 – 6 Hours	11.00
6 – 24 Hours	24.00

Long Term Parking ¹

<u>Time Utilized</u>	<u>(\$)</u>
0 – ¼ Hour	0.00
¼ – 1 Hour	2.00
1 – 2 Hours	4.00
2 Hour – 3 Hours	7.00
3 Hours – 4 Hours	9.00
4 Hours – 24 Hours	10.00

¹ The overflow parking lot is utilized once the long term parking lot is at full capacity. The overflow daily parking rate is \$8.00.

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The historical revenues and expenses of the parking system at the International Airport and parking revenues as a percentage of Gross and Net Revenues of the Airport System are shown below:

Airport Parking System Revenues

Table 7

	Fiscal Year Ended September 30				
	2008	2009	2010	2011	2012
Parking Revenues	\$17,244,123	\$16,513,093	\$17,169,664	\$19,319,267	\$19,999,670
Parking Expenses	(3,769,960)	(3,739,868)	(3,602,059)	(3,629,456)	(3,541,257)
Net Parking Revenues	\$13,474,163	\$12,773,225	\$13,567,605	\$15,689,811	\$16,458,413
Gross Parking Revenues as a % of Airport System Gross Revenues	26.45%	26.56%	26.81%	23.20%	22.18%
Net Parking Revenues as a % of Airport System Net Revenues	57.09%	56.93%	56.13%	40.43%	38.17%
Airport System Gross Revenues	\$65,187,888	\$62,180,333	\$64,045,889	\$83,288,806	\$90,163,733
Airport System Net Revenues	\$23,602,094	\$22,437,240	\$24,172,125	\$38,808,642	\$43,114,987

Source: City of San Antonio, Department of Finance.

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The historical financial performance of the Airport System is shown in tables 8 and 9 and has been provided by the City's Finance Department.

A comparison of the major categories comprising Gross Revenues and Operation and Maintenance Expenses for the past five fiscal years is shown below:

Comparative Statement of Gross Revenues and Expenses **Table 8**

	Fiscal Year Ended September 30				
	2008	2009	2010	2011	2012
Gross Revenues					
<u>Airline Revenues</u>					
Scheduled Carrier Landing Fees	\$6,465,537	\$5,752,737	\$7,236,225	\$8,664,750	\$9,266,975
Non-Scheduled Carrier Landing Fees	1,210,747	1,788,595	2,360,307	1,446,665	1,570,581
Terminal Building Rentals ¹	11,233,739	12,850,279	11,973,132	19,007,289	16,550,453
FIS Space Fees	1,325,182	431,116	511,187	600,585	1,562,989
Ramp Fees	413,633	345,501	398,366	2,109,150	2,728,096
Baggage Handling System Charges	-0-	-0-	-0-	5,105,855	2,438,722
Passenger Loading Bridges	-0-	-0-	-0-	782,666	297,011
City Gate Fees	-0-	-0-	-0-	-0-	1,118,592
Subtotal Airlines Revenues	\$20,648,838	\$21,168,228	\$22,479,217	\$37,716,960	\$35,533,419
<u>Non-Airline Revenues</u>					
Concession Contracts	\$16,093,691	\$14,731,620	\$15,635,177	\$16,776,304	\$18,603,922
Parking Fees	17,244,123	16,513,093	17,169,664	19,319,267	19,999,670
Property Leases	7,670,764	7,624,105	7,488,208	7,697,458	7,533,494
Stinson Airport	237,873	260,451	331,355	401,957	372,843
General Aviation Fuel	-0-	-0-	-0-	593,364	597,077
Interest Income	2,546,135	791,665	192,354	186,599	211,455
Misc. Revenues	446,464	1,091,171	749,914	596,897	901,456
Transfer from Other Funds	300,000	-0-	-0-	-0-	5,432,543
RON Fees	-0-	-0-	-0-	-0-	977,854
Subtotal Non-Airline Revenues	\$44,539,050	\$41,012,105	\$41,566,672	\$45,571,846	\$54,630,314
Total Gross Revenues	\$65,187,888	\$62,180,333	\$64,045,889	\$83,288,806	\$90,163,733
Operating & Maintenance Expenses					
Airfield Area	\$1,873,361	\$2,436,739	\$2,499,112	\$2,189,071	\$-0-
Service Area	340,824	265,027	354,503	291,297	-0-
Terminal B	3,052,839	2,984,514	3,156,933	3,414,755	-0-
Terminal A	4,584,861	4,678,958	4,601,709	4,857,592	-0-
Fire & Rescue	4,036,895	3,919,226	3,895,150	4,433,517	4,694,290
Access	845,346	813,042	833,489	728,766	-0-
Central Plant	688,753	739,003	659,252	609,264	-0-
Commercial & Industrial	60,434	3,435	41,676	78,246	-0-
Other Buildings & Area	59,261	5,455	37,927	25,532	-0-
Parking	3,769,960	3,739,868	3,602,059	3,629,456	3,541,257
Stinson Airport	716,957	783,710	704,100	641,799	658,596
Administration	13,020,708	8,636,490	8,822,961	10,577,136	12,081,007
Maintenance & Control	1,387,287	1,514,218	1,605,743	1,823,892	8,617,127
Security	5,701,668	6,269,170	5,822,768	5,813,629	6,272,464
Operations	1,122,477	1,380,100	1,276,138	1,228,199	1,280,662
Ground Transportation	324,163	534,267	636,006	723,263	-0-
Contract Monitoring	-0-	672,872	696,833	-0-	-0-
Environmental Stewardship	-0-	366,999	627,405	807,744	528,018
Airport Safety/Wildlife Programs	-0-	-0-	-0-	301,190	454,582
Baggage Handling System	-0-	-0-	-0-	2,250,199	-0-
Passenger Loading Bridges	-0-	-0-	-0-	55,617	-0-
Airside & Landside Maintenance	-0-	-0-	-0-	-0-	2,970,794
Custodial & Terminal Service	-0-	-0-	-0-	-0-	4,994,179
Fleet Maintenance	-0-	-0-	-0-	-0-	955,770
Total Operating & Maintenance Expenses	\$41,585,794	\$39,743,093	\$39,873,764	\$44,480,164	\$47,048,746
Net Revenues	\$23,602,094	\$22,437,240	\$24,172,125	\$38,808,642	\$43,114,987

¹ Through FY 2010, the Signatory Airlines were eligible to receive a credit against their terminal rents, in an amount equal to 50% of funds available in excess of the 25% debt service coverage requirement after the payment of all Operation and Maintenance Expenses, debt service requirements, and deposits to the bond funds. Terminal building rentals are shown net of credit. Beginning in FY 2011, there is no rebate; however, the Signatory Agreement provides for certain credits which will apply toward the next fiscal year's rates and charges. The first credits are, therefore, applied during FY 2012.

The ratios of Gross Revenues and Net Revenues to the debt service requirements of the outstanding Parity GARBs for the past five fiscal years ended September 30 are shown below:

Historical Debt Service Coverage

Table 9

	Fiscal Year Ended September 30				
	2008	2009	2010	2011	2012
Gross Revenues ¹	\$65,187,888	\$62,180,333	\$64,045,889	\$83,288,806	\$90,163,733
Airline Rental Credit	5,040,274	4,165,260	4,178,122	-0-	-0-
Adjusted Gross Revenues	\$70,228,162	\$66,345,593	\$68,224,011	\$83,288,806	\$90,163,733
Operating Expenses	(41,585,794)	(39,743,093)	(39,873,764)	(44,480,164)	(47,048,746)
Net Revenue	\$28,642,368	\$26,602,500	\$28,350,247	\$38,808,642	\$43,114,987
Annual Debt Service Requirements	\$19,775,825	\$22,121,151	\$17,150,414	\$24,985,745	\$23,044,827
Less: Capitalized Interest	2,837,926	4,061,585	-0-	734,451	1,391,591
Net Annual Debt Service Requirements	\$16,937,899	\$18,059,566	\$17,150,414	\$24,251,294	\$21,653,236
Gross Revenue Debt Service Coverage ²	3.55x	3.00x	3.98x	3.33x	3.91x
Net Revenue Debt Service Coverage	1.45x	1.20x	1.65x	1.55x	1.87x
Net Revenue Debt Service Coverage – Including Reduction of Debt Service Due to Capitalized Interest	1.69x	1.47x	1.65x	1.60x	1.99x

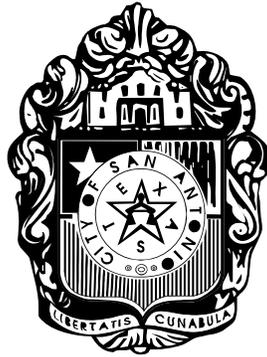
¹ As reported in the City's audited financial statements.

² Calculated using Gross Revenues adjusted for airline rental credit in fiscal year 2008 – fiscal year 2010.

Source: City of San Antonio, Department of Finance.

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CITY OF SAN ANTONIO, TEXAS



Hotel Occupancy Tax Revenue Bonds

March 31, 2013

HOTEL OCCUPANCY TAX REVENUE BONDS

On October 31, 2012, all of the City's outstanding hotel occupancy tax bonds were refunded with the Series 2012 City of San Antonio, Texas Public Facilities Corporation Improvement and Refunding Lease Revenue Bonds.

Please refer to Tables 2 and 6 that follow. For the Hotel Occupancy Tax Revenue Bonds Tables 1, 3, 4, and 5, please refer to the Public Facilities Corporation Tables 18, 20, 21, and 1, respectively.

General Municipal Hotel Occupancy Tax Revenues ¹

Table 2

Fiscal Year Ended 09/30	Total Revenue	Tax Rate ¹	% Change Between Years ²
1976	1,057,221	3%	21.44%
1977	1,131,117	3%	6.99%
1978	1,861,673	4%	23.44%
1979	2,250,840	4%	20.90%
1980	2,924,985	4%	29.95%
1981	3,873,596	4%	32.43%
1982	4,446,054	4%	14.78%
1983	4,461,303	4%	0.34%
1984	7,541,146	6%	12.69%
1985	8,827,764	6%	17.06%
1986	8,594,295	6%	(2.64%)
1987	10,245,610	7%	2.18%
1988	12,102,399	7%	18.12%
1989	14,486,352	7%	19.70%
1990	16,145,200	7%	11.45%
1991	16,774,313	7%	3.90%
1992	18,572,317	7%	10.72%
1993	22,064,501	7%	18.80%
1994 ¹	22,661,797	7%	2.71%
1995 ¹	24,240,718	7%	6.97%
1996 ¹	26,609,765	7%	9.77%
1997 ¹	27,086,920	7%	1.79%
1998 ¹	30,526,702	7%	12.70%
1999 ¹	31,243,787	7%	2.35%
2000 ¹	34,304,229	7%	9.80%
2001 ¹	35,829,309	7%	4.45%
2002 ¹	35,005,236	7%	(2.30%)
2003 ¹	34,714,607	7%	(0.83%)
2004 ¹	36,046,558	7%	3.84%
2005 ¹	40,266,458	7%	11.71%
2006 ¹	45,634,242	7%	13.33%
2007 ¹	49,694,193	7%	8.90%
2008 ¹	53,210,962	7%	7.08%
2009 ¹	45,733,251	7%	(14.05%)
2010 ¹	46,460,193	7%	1.59%
2011 ¹	48,974,389	7%	5.41%
2012 ¹	52,841,231	7%	7.90%
Average Annual Rate of Increase			9.60%

¹ The General Hotel Occupancy Tax (“HOT”) of 7% does not include the 2% Expansion HOT (see Public Facilities Corporation Table 18). The total hotel occupancy tax collected in San Antonio for all entities is 16.75%, 9% is the City’s Municipal HOT, 1.75% is the Bexar County’s HOT, and the remaining 6% is imposed by and payable to the State of Texas.

² Adjusted for changes in tax rate to show true growth based on single tax rate.

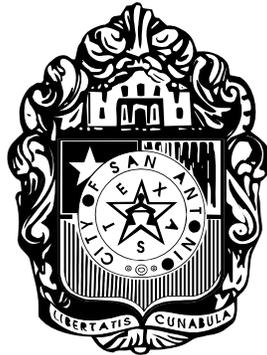
Source: City of San Antonio, Department of Finance.

Fiscal Year Ending 09/30	Series 1996 Revenue Bonds	Series 2004A Revenue Refunding Bonds	Series 2006 Revenue Refunding Bonds	Series 2008 Variable Rate Demand Revenue and Refunding Bonds	Total
2013	-	-	-	-	-
2014	-	-	-	-	-
2015	-	-	-	-	-
2016	-	-	-	-	-
2017	-	-	-	-	-
2018	-	-	-	-	-
2019	-	-	-	-	-
2020	-	-	-	-	-
2021	-	-	-	-	-
2022	-	-	-	-	-
2023	-	-	-	-	-
2024	-	-	-	-	-
2025	-	-	-	-	-
2026	-	-	-	-	-
2027	-	-	-	-	-
2028	-	-	-	-	-
2029	-	-	-	-	-
2030	-	-	-	-	-
2031	-	-	-	-	-
2032	-	-	-	-	-
2033	-	-	-	-	-
2034	-	-	-	-	-
	-	-	-	-	-

¹ On October 31, 2012, all of the City's outstanding hotel occupancy tax bonds were refunded with the Series 2012 City of San Antonio, Texas Public Facilities Corporation Improvement and Refunding Lease Revenue Bonds.
Source: City of San Antonio, Department of Finance.

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CITY OF SAN ANTONIO, TEXAS



Municipal Drainage Utility System

\$44,150,000 Municipal Drainage Utility System Revenue Bonds, Series 2003

\$61,060,000 Municipal Drainage Utility System Revenue Bonds, Series 2005

March 31, 2013

MUNICIPAL DRAINAGE UTILITY SYSTEM REVENUE BONDS

The System's operating revenues and expenditures are shown below for the past five years.

Condensed Statement of Operations

Table 1

	Fiscal Year Ended September 30				
	2012	2011	2010	2009	2008
Revenues:					
Stormwater Drainage Service Fee	\$38,187,270	\$37,575,574	\$36,972,482	\$36,306,220	\$33,493,145
Fee In Lieu of Detention Pond	2,801,639	2,808,810	2,143,087	2,694,645	5,211,330
Miscellaneous	695,142	45,477	107,178	22,907	71,973
Interest Income	133,526	156,629	168,358	530,178	1,006,093
Transfers from Other Funds	<u>5,822</u>	<u>-0-</u>	<u>1,000,000</u>	<u>-0-</u>	<u>-0-</u>
Total Revenues	<u>\$41,823,399</u>	<u>\$40,586,490</u>	<u>\$40,391,105</u>	<u>\$39,553,950</u>	<u>\$39,782,541</u>
Less: Fee In Lieu of Detention Pond Revenues ¹	<u>(2,923,988)</u>	<u>(2,939,600)</u>	<u>(2,349,765)</u>	<u>(3,104,971)</u>	<u>(6,103,415)</u>
Total Stormwater Revenues Available for Debt Service Requirements	\$38,899,411	\$37,646,890	\$38,041,340	\$36,448,979	\$33,679,126
Expenditures:					
Drainage Improvement	\$28,475,280	\$27,572,958	\$25,868,936	\$22,244,082	\$21,656,457
Maintenance ²	833,835	753,715	800,931	1,799,168	2,882,081
Transfers to Other Funds	<u>17,599,999</u>	<u>14,021,020</u>	<u>13,226,142</u>	<u>12,249,226</u>	<u>12,924,022</u>
Total Expenditures	<u>\$46,909,114</u>	<u>\$42,347,693</u>	<u>\$39,896,009</u>	<u>\$36,292,476</u>	<u>\$37,462,560</u>
Less: Fee In Lieu of Detention Pond Expenditures	<u>(5,138,175)</u>	<u>(4,039,451)</u>	<u>(1,713,771)</u>	<u>(5,172,179)</u>	<u>(6,796,148)</u>
Total Stormwater Expenditures	\$41,770,939	\$38,308,242	\$38,182,238	\$31,120,297	\$30,666,412
Excess of Stormwater Revenues over Expenditures and Other Financing Uses	\$(2,871,528)	\$ (661,352)	\$ (140,898)	\$ 5,328,682	\$ 3,012,714
Fund Balance at Beginning of Year	\$35,030,387	\$36,780,647	\$36,285,552	\$33,024,077	\$30,704,097
Less: Fee In Lieu of Detention Pond Fund Balance at Beginning of Year	(23,000,605)	(24,093,162)	(23,457,169)	(25,524,376)	(26,217,110)
Less: Capital Expenditures	-0-	-0-	-0-	-0-	-0-
Plus: Fee In Lieu of Detention Pond Capital Expenditures	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>
Stormwater Fund Balance at End of Year	<u>\$ 9,158,254</u>	<u>\$12,026,133</u>	<u>\$12,687,485</u>	<u>\$12,828,383</u>	<u>\$ 7,499,701</u>

¹ Includes Fee in Lieu of Detention Pond, along with interest and other miscellaneous income related thereto.

² Includes transfers to SAWS for collection of the Stormwater Drainage Service Fee and to pay the costs of certain designated projects.

The ratios of total revenues to the average annual and maximum annual debt service requirements for the System are shown below:

Coverage and Fund Balances

Table 2

Fiscal Year 2012 Total Revenues Available for Debt Service Requirements	\$38,899,411
Average Annual Debt Service Requirements	\$ 6,974,439
Coverage of Annual Average Debt Service Requirements	5.58x
Maximum Annual Debt Service Requirements for Fiscal Year 2027	\$ 7,307,694
Coverage of Maximum Debt Service Requirements	5.32x

A comparison of the revenues and expenditures for the past five fiscal years and the projections for the subsequent five years is shown below:

Historical and Projected System Operating Cashflow **Table 3**

Historical ¹	Fiscal Year Ended September 30				
	2008	2009	2010	2011	2012
Stormwater Revenues:					
Gross Operating Revenues	\$33,493,145	\$36,306,220	\$36,972,482	\$37,575,574	\$38,187,270
Gross Non-Operating Revenues	<u>185,981</u>	<u>142,759</u>	<u>1,068,858</u>	<u>71,316</u>	<u>712,141</u>
Total Gross Revenues Available for Debt Service	<u>\$33,679,126</u>	<u>\$36,448,979</u>	<u>\$38,041,340</u>	<u>\$37,646,890</u>	<u>\$38,899,411</u>
 The Bonds Debt Service Requirements	 \$7,308,625	 \$7,301,638	 \$7,302,038	 \$7,304,500	 \$7,307,919
 The Bonds Debt Service Coverage	 4.61x	 4.99x	 5.21x	 5.15x	 5.32x
Projected	Fiscal Year Ended September 30				
	2013	2014	2015	2016	2017
Stormwater Revenues:					
Gross Operating Revenues	\$38,368,076	\$38,751,757	\$39,139,275	\$39,530,668	\$39,925,975
Gross Non-Operating Revenues	<u>50,683</u>	<u>50,683</u>	<u>50,683</u>	<u>50,683</u>	<u>50,683</u>
Total Gross Revenues Available for Debt Service	<u>\$38,418,759</u>	<u>\$38,802,440</u>	<u>\$39,189,958</u>	<u>\$39,581,351</u>	<u>\$39,976,658</u>
 The Bonds Debt Service Requirements	 \$7,303,100	 \$7,304,656	 \$7,303,694	 \$7,304,850	 \$7,307,663
 The Bonds Debt Service Coverage	 5.26x	 5.31x	 5.37x	 5.42x	 5.47x

¹ Includes an increase of 8.24% in Stormwater Drainage Fees effective October 1, 2007.

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Table 4 below shows the debt service payable on the Bonds.

Debt Service Schedule

Table 4

Fiscal Year Ended 9/30	Series 2003			Series 2005			Total Debt Service Requirements		
	Principal	Interest	Fiscal Year Debt Service	Principal	Interest	Fiscal Year Debt Service	Principal	Interest	Fiscal Year Debt Service
2013	\$1,460,000.00	\$1,512,737.50	\$2,972,737.50	\$1,740,000.00	\$2,590,362.50	\$4,330,362.50	\$3,200,000.00	\$4,103,100.00	\$7,303,100.00
2014	1,520,000.00	1,453,137.50	2,973,137.50	1,835,000.00	2,496,518.75	4,331,518.75	3,355,000.00	3,949,656.25	7,304,656.25
2015	1,580,000.00	1,391,137.50	2,971,137.50	1,935,000.00	2,397,556.25	4,332,556.25	3,515,000.00	3,788,693.75	7,303,693.75
2016	1,645,000.00	1,326,637.50	2,971,637.50	2,040,000.00	2,293,212.50	4,333,212.50	3,685,000.00	3,619,850.00	7,304,850.00
2017	1,715,000.00	1,259,437.50	2,974,437.50	2,150,000.00	2,183,225.00	4,333,225.00	3,865,000.00	3,442,662.50	7,307,662.50
2018	1,790,000.00	1,180,387.50	2,970,387.50	2,265,000.00	2,067,331.25	4,332,331.25	4,055,000.00	3,247,718.75	7,302,718.75
2019	1,885,000.00	1,088,512.50	2,973,512.50	2,385,000.00	1,945,268.75	4,330,268.75	4,270,000.00	3,033,781.25	7,303,781.25
2020	1,980,000.00	991,887.50	2,971,887.50	2,515,000.00	1,816,643.75	4,331,643.75	4,495,000.00	2,808,531.25	7,303,531.25
2021	2,080,000.00	890,387.50	2,970,387.50	2,650,000.00	1,681,062.50	4,331,062.50	4,730,000.00	2,571,450.00	7,301,450.00
2022	2,190,000.00	783,637.50	2,973,637.50	2,795,000.00	1,538,131.25	4,333,131.25	4,985,000.00	2,321,768.75	7,306,768.75
2023	2,295,000.00	675,815.63	2,970,815.63	2,945,000.00	1,387,456.25	4,332,456.25	5,240,000.00	2,063,271.88	7,303,271.88
2024	2,405,000.00	567,128.13	2,972,128.13	3,105,000.00	1,228,643.75	4,333,643.75	5,510,000.00	1,795,771.88	7,305,771.88
2025	2,520,000.00	453,237.50	2,973,237.50	3,270,000.00	1,061,300.00	4,331,300.00	5,790,000.00	1,514,537.50	7,304,537.50
2026	2,640,000.00	332,262.50	2,972,262.50	3,450,000.00	884,900.00	4,334,900.00	6,090,000.00	1,217,162.50	7,307,162.50
2027	2,770,000.00	203,775.00	2,973,775.00	3,635,000.00	698,918.75	4,333,918.75	6,405,000.00	902,693.75	7,307,693.75
2028	2,905,000.00	68,993.75	2,973,993.75	3,825,000.00	507,875.00	4,332,875.00	6,730,000.00	576,868.75	7,306,868.75
2029				4,020,000.00	311,750.00	4,331,750.00	4,020,000.00	311,750.00	4,331,750.00
2030				4,225,000.00	105,625.00	4,330,625.00	4,225,000.00	105,625.00	4,330,625.00
	<u>\$33,380,000.00</u>	<u>\$14,179,112.51</u>	<u>\$47,559,112.51</u>	<u>\$50,785,000.00</u>	<u>\$27,195,781.25</u>	<u>\$77,980,781.25</u>	<u>\$84,165,000.00</u>	<u>\$41,374,893.76</u>	<u>\$125,539,893.76</u>

CITY OF SAN ANTONIO, TEXAS



Municipal Facilities Corporation

**\$9,090,000 Municipal Facilities Corporation,
Lease Revenue Refunding Bonds, Series 2010**

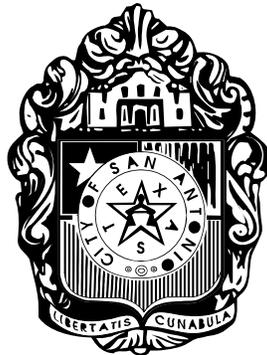
**\$27,925,000 Municipal Facilities Corporation,
Lease Revenue Bonds, Series 2011**

March 31, 2013

MUNICIPAL FACILITIES CORPORATION LEASE REVENUE BONDS

Please refer to the General Obligation Debt Tables 1A, 1B, 6, 8, 16, and 17, respectively, for disclosure requirements related to these issuances.

CITY OF SAN ANTONIO, TEXAS



Starbright Industrial Development Corporation

**\$24,685,000 Starbright Industrial Development Corporation
Contract Revenue Bonds, Series 2003 (Taxable) (Starbright Project)**

March 31, 2013

**STARBRIGHT INDUSTRIAL DEVELOPMENT CORPORATION
CONTRACT REVENUE BONDS**

Historical Revenues and Benefits Received from the City’s Electric and Gas System (CPS Energy)¹ Table 2

	Fiscal Years Ended September 30				
	2008	2009	2010	2011	2012
Gross Benefits from CPS Energy:	\$293,795,634 ²	\$265,459,226 ³	\$283,502,448 ⁴	\$297,629,648 ⁵	\$288,096,190 ⁶
Less charges for furnishing gas and electricity to City:	<u>(26,028,299)</u>	<u>(25,642,871)</u>	<u>(27,108,145)</u>	<u>(28,229,243)</u>	<u>(27,421,244)</u>
Net Cash:	<u>\$267,767,335</u> ²	<u>\$239,816,355</u> ³	<u>\$256,394,303</u> ⁴	<u>\$269,400,405</u> ⁵	<u>\$260,674,946</u> ⁶

¹ The information shown in Table 2 lists the revenues and benefits received by the City from CPS Energy during the respective fiscal years of the City.

² Includes an additional transfer of \$9,459,706 for deposit to the Community Infrastructure and Economic Development Fund (“CIED Fund”), a collaborative effort between CPS Energy and the cities and counties within its service area to enhance the aesthetic appeal of public areas by minimizing the visual impact of overhead electric facilities and to promote certain economic development and environmental stewardship/energy efficiency projects.

³ Includes an additional transfer of \$9,203,091 for the CIED Fund.

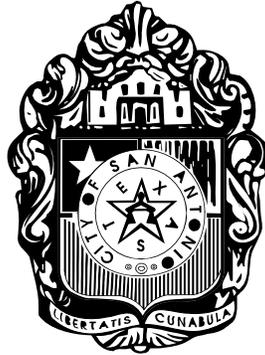
⁴ Includes an additional transfer of \$9,630,153 for the CIED Fund.

⁵ Includes an additional transfer of \$10,053,786 for the CIED Fund.

⁶ Includes an additional transfer of \$10,839,151 for the CIED Fund.

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CITY OF SAN ANTONIO, TEXAS



Convention Center Hotel Finance Corporation

**\$129,930,000 Contract Revenue Empowerment Zone Bonds,
Series 2005A (AMT)**

\$78,215,000 Contract Revenue Bonds, Taxable Series 2005B

March 31, 2013

CONVENTION CENTER HOTEL FINANCE CORPORATION CONTRACT REVENUE BONDS

\$129,930,000 Contract Revenue Empowerment Zone Bonds, Series 2005A (AMT Bonds)
\$78,215,000 Contract Revenue Bonds, Taxable Series 2005B

Please refer to Tables 5 and 6 that follow and to the Public Facilities Corporation Tables 18, 19, 20, 21, and 1, respectively, for disclosure requirements related to these issuances.

The financial information and operating data for the City's Convention Center Hotel which is included in Table 5 was provided by Hotel Investments, L.P. (the "Developer") in accordance with the Continuing Disclosure Agreement, dated as of May 15, 2005, by and between the City of San Antonio, Texas Convention Center Hotel Finance Corporation (the "Issuer"), and the Developer. Neither the City nor the Issuer has any responsibility with respect to the accuracy of such information.

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Cash Flow Summary of City of San Antonio, Texas Convention Center Hotel

Table 5

CITY OF SAN ANTONIO, TEXAS CONVENTION CENTER HOTEL FINANCE CORPORATION
 Contract Revenue Empowerment Zone Bonds, Series 2005A (AMT Bonds) & Contract Revenue Bonds, Taxable Series 2005B
 Operating Statistics and Revenues, Expenditures, Net Income and Coverage Ratios for the Year Ending December 31, as shown:

	2008	2009	2010	2011	2012
OPERATING STATISTICS:					
Available Rooms (Daily)	1,003	1,003	1,003	1,003	1,003
Available Rooms (Annually)	285,855	366,095	366,095	366,095	367,098
Occupied Rooms (Annually)	157,805	225,664	250,238	253,857	264,596
Occupancy Percentage	55.20%	61.64%	68.35%	69.34%	72.08%
Average Room Rate	\$171.79	\$167.94	\$167.38	\$161.27	\$158.58
Revenue Per Occupied Room (RevPAR)	\$94.83	\$103.52	\$114.41	\$111.83	\$114.30
(\$000s)					
REVENUES:					
Rooms	\$27,109	\$37,897	\$41,884	\$40,940	\$41,960
Food/Beverage	16,396	20,542	21,903	22,775	22,153
Telephone	599	823	842	750	512
Garage/Parking	1,139	1,946	2,087	2,319	2,700
Other Income	910	2,680	1,240	1,293	626
Total Revenues	\$46,153	\$63,888	\$67,956	\$68,077	\$67,951
DEPARTMENTAL EXPENSES:					
Rooms	\$7,471	\$9,625	\$10,783	\$10,823	\$11,095
Food/Beverage	13,067	14,840	15,287	15,342	15,007
Telephone	312	420	421	416	388
Garage/Parking	701	738	642	662	831
Other Expenses	58	76	54	0	0
Total Departmental Expenses	\$21,609	\$25,699	\$27,187	\$27,243	\$27,321
TOTAL DEPARTMENTAL INCOME:	\$24,544	\$38,189	\$40,769	\$40,834	\$40,630
UNDISTRIBUTED OPERATING EXPENSES:					
Administration & General	\$3,999	\$5,280	\$4,962	\$4,871	\$5,251
Marketing Fees	2,984	4,188	3,748	4,131	4,391
Property Operations & Maintenance	1,795	2,655	2,514	2,756	2,894
Energy	1,970	2,552	2,846	2,327	2,342
Total Undistributed Expenses	\$10,748	\$14,675	\$14,070	\$14,085	\$14,878
GROSS OPERATING PROFIT (HOUSE PROFIT)	\$13,796	\$23,514	\$26,699	\$26,749	\$25,752
OTHER DEDUCTIONS					
Management Fee	\$1,149	\$1,894	\$2,323	\$2,350	\$2,342
Ground Lease	0	0	182	354	367
Property Taxes (13)	3,557	3,924	3,395	3,536	4,391
Insurance (13)	503	552	529	514	514
Reserve for Replacement (13)	462	1,102	1,819	2,480	2,676
Total Fixed Charges	\$5,671	\$7,472	\$8,248	\$9,234	\$10,290
NET INCOME (1)	\$8,125	\$16,042	\$18,451	\$17,515	\$15,462
INVESTMENT EARNINGS: (2)					
Debt Service Reserve Fund - Empowerment Zone Bonds	\$57	\$114	\$114	\$114	\$114
Debt Service Reserve Fund - Subordinate	0	0	0	0	0
Debt Service Reserve Fund - Taxable Bonds	19	39	39	39	39
Total Investment Earnings	\$76	\$153	\$153	\$153	\$153
TOTAL HOTEL REVENUES AVAILABLE FOR DEBT SERVICE	\$8,201	\$16,195	\$18,604	\$17,668	\$15,615
EMPOWERMENT ZONE BONDS DEBT SERVICE:					
Gross Debt Service (11)	\$5,095	\$6,435	\$6,435	\$6,435	\$6,435
Less: Capitalized Interest	0	0	0	0	0
Net Empowerment Zone Debt Service	\$5,095	\$6,435	\$6,435	\$6,435	\$6,435
TAXABLE BONDS DEBT SERVICE:					
Gross Debt Service (12)	\$3,172	\$4,007	\$6,157	\$6,230	\$6,303
Less: Capitalized Interest	0	0	0	0	0
Net Taxable Debt Service	\$3,172	\$4,007	\$6,157	\$6,230	\$6,303
TOTAL DEBT SERVICE	\$8,267	\$10,442	\$12,592	\$12,665	\$12,738
TOTAL CASH FLOW AFTER DEBT SERVICE	-\$66	\$5,753	\$6,012	\$5,003	\$2,877
CASH FLOW AVAILABLE FOR DISTRIBUTION	-\$66	\$5,753	\$6,012	\$5,003	\$2,877
PREFERRED EQUITY RETURN FUND (12%) (3)	\$0	\$5,753	\$6,012	\$5,003	\$2,877
BASIC RENTAL FUND (4)	\$0	\$0	\$0	\$0	\$0
CITY TAX CONTRIBUTION REPAYMENT FUND	\$0	\$0	\$0	\$0	\$0
SURPLUS REVENUE FUND	\$0	\$0	\$0	\$0	\$0
INCENTIVE OPERATOR FEE FUND (5)	\$0	\$0	\$0	\$0	\$0
REVENUE SHARING FUND:					
Developer Revenue Share (90%)	\$0	\$0	\$0	\$0	\$0
City Revenue Share (10%)	0	0	0	0	0
Total Revenue Sharing	\$0	\$0	\$0	\$0	\$0
SUMMARY OF TAX REVENUES (14)					
State HOT Revenues (Room Revs x 6%)	\$1,482	\$2,055	\$2,302	\$2,316	\$2,380
State Sales Tax Revenues (Food & Bev, Telephone and Parking x 6.25%)	901	1,058	970	1,110	1,118
Local HOT Revenues (Room Revs x 7%)	1,820	2,474	2,798	2,778	2,884
Expansion HOT Revenues (City-wide x 2%) (6)	15,521	12,111	13,558	14,120	15,567
Total Tax Revenues	\$19,724	\$17,698	\$19,628	\$20,324	\$21,949
DEBT SERVICE COVERAGE ANALYSIS					
Debt Service Coverage (7)	0.99	1.55	1.48	1.40	1.23
Debt Service Coverage with State Tax Revenues (8)	1.28	1.85	1.74	1.67	1.50
Debt Service Coverage with State & Local HOT Revenues (9)	1.50	2.09	1.96	1.88	1.73
Debt Service Coverage with State, Local HOT & Expansion HOT Revenues (10)	3.38	3.25	3.04	3.00	2.95

NOTES:

- (1) First operating year represents 285 day period in 2008.
- (2) Actual Interest Earnings are calculated at 4.14% for the Debt Service Reserve Funds.
- (3) Equal to the lesser of the Preferred Return Rate times Total Equity Contribution plus any accrued Preferred Return owed, or Cash Flow Available For Distribution.
- (4) Basic Rental of \$350,000 beginning 5 lease years after opening real and escalating at 3% thereafter.
- (5) Incentive Operator Fee, when Net Income is greater than \$24,000,000, is equal to 15% of the Cash Flow available for distribution less the Preferred Equity Return less Basic Rental.
- (6) Please see Table 6 of the Official Statement for a detailed description (FY 2008 - FY 2010 have been restated to show reported amounts).
- (7) Total Hotel Revenues Available for Debt Service divided by Total Debt Service.
- (8) Total Hotel Revenues Available for Debt Service plus State HOT Revenues and State Sales Tax Revenues divided by Total Debt Service.
- (9) Total Hotel Revenues Available for Debt Service plus State HOT Revenues, State Sales Tax Revenues, and Local HOT Revenues divided by Total Debt Service.
- (10) Total Hotel Revenues Available for Debt Service plus State HOT Revenues, State Sales Tax Revenues, Local HOT Revenues, and Expansion HOT Revenues divided by Total Debt Service.
- (11) Annual Debt Service for 2008 (\$6,435,200) divided by 360 days = \$17,876/day times 285 days (# days hotel open in 2008).
- (12) Annual Debt Service for 2008 (\$4,006,748) divided by 360 days = \$11,130/day times 285 days (# days hotel open in 2008).
- (13) Totals are funded amounts into CMA through monthly sweeps.
- (14) Source: City of San Antonio.

Available City Tax Revenues for Credit Support of Debt Service

Table 6

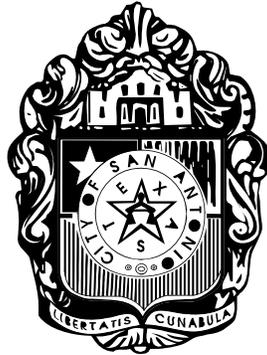
Fiscal Year Ended 09/30	Project Specific Revenues			Total Hotel Project Specific Revenue ¹	Citywide 2.00% Expansion HOT Revenue ²	Combined Total City Tax Revenues
	6.00% State HOT Revenue	6.25% State Sales Tax Revenue	7.00% Local HOT Revenue			
2006					\$13,037,882.00	\$ 13,037,882.00
2007					14,198,340.90	14,198,340.90
2008	\$ 929,032.82	\$ 594,507.98	\$ 1,160,714.36	\$ 2,684,255.16	15,203,132.05	17,887,387.21
2009	2,040,156.02	1,092,248.21	2,470,545.35	5,602,949.58	13,066,643.25	18,669,592.83
2010	2,272,796.89	1,070,363.86	2,757,321.10	6,100,481.85	13,274,340.95	19,374,822.80
2011	2,356,691.57	1,056,469.25	2,823,075.35	6,236,236.17	13,992,682.56	20,228,918.73
2012	<u>2,393,041.23</u>	<u>1,127,119.73</u>	<u>2,900,033.88</u>	<u>6,420,194.84</u>	<u>15,097,494.49</u>	<u>21,517,689.33</u>
Total	<u>\$9,991,718.53</u>	<u>\$4,940,709.03</u>	<u>\$12,111,690.04</u>	<u>\$27,044,117.60</u>	<u>\$97,870,516.20</u>	<u>\$124,914,633.80</u>

¹ Based on actual, unaudited collections.

² Collections represent reported revenue as displayed in the CAFR and include accruals which are an estimate of future collections. FY 2006 – FY 2010 have been restated to show reported amounts.

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CITY OF SAN ANTONIO, TEXAS



Public Facilities Corporation

**\$550,373,641.50 Public Facilities Corporation
Improvement and Refunding Lease Revenue Refunding Bonds, Series 2012
(Convention Center Refinancing and Expansion Project)**

March 31, 2013

PUBLIC FACILITIES CORPORATION LEASE REVENUE BONDS

Please refer to Tables 1, 2, 17, 18, 19, 20, and 21 that follow. For Tables 3-16, please refer to the General Obligation Debt Tables 16, 18, 19, 17, 6, 1A, 1B, 7, 8, 9, 10, 11, 12, and 13, respectively, for disclosure requirements related to this issuance.

Convention Statistics

Table 1

Calendar Year	Hotel Occupancy (%) ¹	Revenue per Available Room (\$ Rev PAR) ¹	Room Nights Sold ¹	Convention Attendance ²	Convention Room Nights ²	Convention Delegate Expenditures (\$ Millions) ^{2,3}
2003	63.8	54.07	6,535,974	429,539	613,747	387.0
2004	64.4	55.80	6,669,644	491,287	621,640	510.5
2005	68.8	63.06	7,283,824	503,601	699,932	523.3
2006	69.1	69.43	7,439,783	467,426	736,659	485.8
2007	66.3	69.90	7,397,123	455,256	647,386	473.1
2008	64.6	70.82	7,669,475	563,164	691,525	607.5
2009	57.1	55.94	7,167,603	399,408	660,736	474.5
2010	59.3	57.02	7,768,002	535,400	736,325	636.1
2011	61.3	58.08	8,236,019	499,171	637,593	593.0
2012	63.5	60.79	8,651,826	449,202	635,829	533.7

¹ Data obtained from Smith Travel Research (“STR”) based on hotels in the San Antonio selected zip code reports dated January 2013 and January 2012, which applies to 2012 data and 2003-2011 data, respectively.

² Reflects only those conventions hosted by the City of San Antonio, Convention and Visitors Bureau.

³ Beginning in 1998, the estimated dollar value is calculated in accordance with the 1998 DMAI Foundation Convention Income. Survey Report conducted by Deloitte & Touche LLP, which reflected the average expenditure of \$900.89 per convention and trade show delegate. January 2004 through September 2008 are based on an average expenditure of \$1,039.20 per convention and trade show delegate, and October 2008 through present are based on an average expenditure of \$1,188.05 per convention and trade show delegate.

Source: City of San Antonio, Convention and Visitors Bureau.

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Debt Service Requirements
Table 2

Fiscal Year Ended 09/30	CIB Principal (\$)	CIB Interest (\$)	CAB Maturity Amount (\$)	Annual Debt Service (\$)	Total Debt Service Requirement (\$) ¹
2013	-	18,556,781.25	-	18,556,781.25	9,278,390.62
2014	-	21,207,750.00	-	21,207,750.00	21,207,750.00
2015	-	21,207,750.00	-	21,207,750.00	21,207,750.00
2016	-	21,207,750.00	-	21,207,750.00	21,207,750.00
2017	2,770,000.00	21,207,750.00	-	23,977,750.00	23,977,750.00
2018	2,880,000.00	21,096,950.00	-	23,976,950.00	23,976,950.00
2019	2,995,000.00	20,981,750.00	-	23,976,750.00	23,976,750.00
2020	3,115,000.00	20,861,950.00	-	23,976,950.00	23,976,950.00
2021	3,270,000.00	20,706,200.00	-	23,976,200.00	23,976,200.00
2022	5,540,000.00	20,542,700.00	-	26,082,700.00	26,082,700.00
2023	7,050,000.00	20,265,700.00	-	27,315,700.00	27,315,700.00
2024	8,720,000.00	19,913,200.00	-	28,633,200.00	28,633,200.00
2025	10,545,000.00	19,477,200.00	-	30,022,200.00	30,022,200.00
2026	12,260,000.00	18,949,950.00	-	31,209,950.00	31,209,950.00
2027	15,460,000.00	18,336,950.00	-	33,796,950.00	33,796,950.00
2028	17,400,000.00	17,873,150.00	-	35,273,150.00	35,273,150.00
2029	19,460,000.00	17,329,400.00	-	36,789,400.00	36,789,400.00
2030	22,000,000.00	16,356,400.00	-	38,356,400.00	38,356,400.00
2031	24,475,000.00	15,476,400.00	-	39,951,400.00	39,951,400.00
2032	27,075,000.00	14,497,400.00	-	41,572,400.00	41,572,400.00
2033	29,910,000.00	13,414,400.00	-	43,324,400.00	43,324,400.00
2034	32,935,000.00	12,218,000.00	-	45,153,000.00	45,153,000.00
2035	16,215,000.00	10,900,600.00	19,930,000.00	47,045,600.00	47,045,600.00
2036	-	10,252,000.00	38,760,000.00	49,012,000.00	49,012,000.00
2037	-	10,252,000.00	40,805,000.00	51,057,000.00	51,057,000.00
2038	42,930,000.00	10,252,000.00	-	53,182,000.00	53,182,000.00
2039	46,850,000.00	8,534,800.00	-	55,384,800.00	55,384,800.00
2040	51,005,000.00	6,660,800.00	-	57,665,800.00	57,665,800.00
2041	55,420,000.00	4,620,600.00	-	60,040,600.00	60,040,600.00
2042	60,095,000.00	2,403,800.00	-	62,498,800.00	62,498,800.00
	<u>520,375,000.00</u>	<u>475,562,081.25</u>	<u>99,495,000.00</u>	<u>1,095,432,081.25</u>	<u>1,086,153,690.62</u>

¹ Excludes portion of interest on the CIBs satisfied by capitalized interest derived from Bond proceeds in the amount of \$9,278,390.63.

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Assessed Valuation and Tax Rate of Overlapping Issuers

Table 17

Governmental Subdivision	FY 2013 Gross Assessed Valuation ¹	FY 2013 Net Taxable Valuation ¹	FY 2013 Tax Rate
Alamo Colleges	\$112,183,794,514	\$102,146,590,901	\$ 0.149150
Alamo Heights Independent School District	5,574,270,137	5,320,938,042	1.218000
Bexar County	112,198,116,327	98,764,672,513	0.296187
Bexar County Road & Flood Control	112,198,116,327	103,608,967,978	0.030679
Bexar County Hospital District d.b.a. University Health System	112,183,794,514	104,563,198,517	0.276235
East Central Independent School District	2,376,074,409	2,111,404,695	1.296000
Edgewood Independent School District	1,356,595,328	963,486,584	1.398000
Harlandale Independent School District	1,503,689,847	1,197,179,906	1.538500
Judson Independent School District	7,119,768,107	6,221,060,340	1.425000
North East Independent School District	31,408,600,051	28,208,437,673	1.425000
Northside Independent School District	38,101,544,502	33,915,309,394	1.375500
San Antonio Independent School District	15,375,472,690	12,361,875,754	1.357600
San Antonio River Authority	112,183,794,514	102,431,718,786	0.017370
Somerset Independent School District	285,458,105	239,350,377	1.278000
South San Antonio Independent School District	1,624,992,861	1,319,516,495	1.454900
Southside Independent School District	779,992,431	637,479,170	1.368900
Southwest Independent School District	2,316,079,344	1,545,863,507	1.273000

¹ Assessed taxable valuation and tax rate data provided by Bexar Appraisal District as of September 16, 2012.

Expansion Hotel Occupancy Tax Revenues – 2% Collection Rate ^{1,2}

Table 18

Months	Fiscal Year Ended September 30				
	2008	2009	2010	2011	2012
October	\$ 1,153,781.77	\$ 1,105,104.00	\$ 1,034,395.43	\$ 1,142,998.23	\$ 983,476.69
November	1,112,537.74	1,404,164.29	914,985.38	942,319.20	1,069,700.61
December	1,083,578.11	1,158,531.14	762,383.14	909,689.71	1,068,758.80
January	783,742.56	682,254.57	887,841.43	963,399.43	1,084,443.71
February	1,333,594.39	770,250.29	1,178,089.71	1,090,359.43	1,110,223.71
March	1,564,302.24	1,299,564.86	1,411,690.86	1,477,886.00	1,674,850.00
April	1,422,052.89	1,689,864.00	1,259,756.29	1,286,880.83	1,358,173.81
May	1,601,479.77	1,216,005.14	1,103,036.51	1,174,451.11	1,368,507.43
June	1,436,207.68	654,148.86	1,210,160.68	1,256,431.47	1,426,590.45
July	1,338,640.50	1,212,577.48	1,525,328.15	1,471,310.17	1,697,739.23
August	1,143,946.52	1,397,157.39	1,097,669.22	1,132,596.12	1,278,252.27
September	1,229,267.88	477,021.23	889,004.15	1,144,360.86	976,777.78
	<u>\$15,203,132.05</u>	<u>\$13,066,643.25</u>	<u>\$13,274,340.95</u>	<u>\$13,992,682.56</u>	<u>\$15,097,494.49</u>

¹ Collections represent reported revenue as displayed in the CAFR and include accruals which are an estimate of future collections. Fiscal year 2008 – fiscal year 2010 have been restated to show reported amounts.

² The proceeds from the Expansion HOT are pledged to payment of the debt service requirements on the Convention Center Hotel Bonds to the extent the other sources are determined to be insufficient.

Source: City of San Antonio, Department of Finance.

General Hotel Occupancy Tax Revenues – 7% Collection Rate ^{1,2}

Table 19

Month	FY 2003	FY 2004	FY 2005	FY 2006	FY 2007	FY 2008	FY 2009	FY 2010	FY 2011	FY 2012
October	\$ 2,008,478.20	\$ 1,885,344.21	\$ 1,821,956.26	\$ 3,058,231.18	\$ 3,129,247.90	\$ 4,038,236.21	\$ 3,867,864.00	\$ 3,620,384.00	\$ 4,000,493.81	\$ 3,442,168.41
November	2,860,273.53	2,711,127.76	3,741,194.28	3,008,473.58	4,157,839.11	3,893,882.08	4,914,575.00	3,202,448.84	3,298,117.19	3,743,952.12
December	2,143,765.32	2,372,587.93	2,425,948.12	3,637,021.70	4,305,321.60	3,792,523.40	4,054,859.00	2,668,341.00	3,183,914.00	3,740,655.80
January	2,070,585.36	1,943,197.79	1,916,179.92	2,689,800.16	3,272,723.64	2,743,098.95	2,387,891.00	3,107,445.00	3,371,898.01	3,795,553.00
February	1,890,112.41	2,377,800.48	1,964,355.05	2,728,401.20	2,903,187.20	4,667,580.35	2,695,876.00	4,123,314.00	3,816,257.99	3,885,783.00
March	2,712,203.84	2,766,311.72	3,311,555.63	3,690,470.56	3,230,295.52	5,475,057.84	4,548,477.00	4,940,918.00	5,172,601.00	5,861,975.00
April	4,175,553.58	4,412,339.92	4,796,075.25	5,165,078.46	6,030,214.17	4,977,185.13	5,914,524.00	4,409,147.00	4,504,082.89	4,753,608.35
May	3,677,793.70	4,449,886.45	4,638,737.56	5,270,886.33	5,656,128.15	5,605,179.21	4,256,018.00	3,860,627.80	4,110,578.87	4,789,775.99
June	3,113,104.21	3,117,312.40	4,112,971.41	4,622,917.29	4,353,297.99	5,026,726.87	2,289,521.00	4,235,562.37	4,397,510.15	4,993,066.59
July	3,331,068.00	2,988,183.23	4,156,221.69	4,499,528.11	4,399,462.27	4,685,241.74	4,244,021.17	5,338,648.51	5,149,585.59	5,942,087.32
August	3,685,549.51	3,724,446.47	4,350,928.21	4,553,589.76	5,222,071.57	4,003,812.82	4,890,050.87	3,841,842.27	3,964,086.41	4,473,882.95
September	<u>3,046,118.84</u>	<u>3,298,020.05</u>	<u>3,030,334.62</u>	<u>2,709,843.21</u>	<u>3,034,404.00</u>	<u>4,302,437.57</u>	<u>1,669,574.32</u>	<u>3,111,514.51</u>	<u>4,005,263.00</u>	<u>3,418,722.24</u>
	<u>\$34,714,606.50</u>	<u>\$36,046,558.41</u>	<u>\$40,266,458.00</u>	<u>\$45,634,241.54</u>	<u>\$49,694,193.12</u>	<u>\$53,210,962.17</u>	<u>\$45,733,251.36</u>	<u>\$46,460,193.30</u>	<u>\$48,974,388.91</u>	<u>\$52,841,230.77</u>

¹ The Convention Center Hotel Bonds are secured by a lien on and pledge of that portion of the 7.00% General HOT collected at the Convention Center Hotel. Otherwise, such revenues are unencumbered.

² Collections represent reported revenue as displayed in the CAFR and include accruals which are an estimate of future collections. FY 2003 – FY 2007 have been restated to match CAFR amounts.

Source: City of San Antonio, Department of Finance.

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Hotel Occupancy Tax – Top Ten Hotels ¹

Table 20

Fiscal Year Ended September 30

	2008		2009		2010		2011		2012	
	Rooms	Total Tax Paid								
Grand Hyatt * ²	1,003	\$1,261,849	1,003	\$3,160,453	1,003	\$4,190,708	1,003	\$4,373,928	1,003	\$3,697,855
Marriott Rivercenter *	1,000	4,001,864	1,000	3,714,766	1,000	4,018,766	1,000	4,217,994	1,000	3,529,178
Hyatt Regency *	633	2,557,136	633	2,383,771	633	2,368,941	633	2,330,719	633	2,081,870
Westin La Cantera Resort ***	508	2,213,674	508	1,593,314	508	1,799,198	508	1,877,113	508	1,979,256
Hyatt Hill Country Resort **	500	2,691,633	500	1,979,915	500	2,010,045	500	2,179,964	500	1,908,887
Marriott Riverwalk *	502	2,109,716	502	1,930,534	502	2,206,423	502	2,443,024	502	1,903,600
Westin Riverwalk *	474	2,087,370	474	1,947,388	474	2,010,035	474	2,350,083	474	1,776,452
Hilton Palacio Del Rio *	481	2,141,006	481	1,772,702	481	2,076,226	481	1,989,974	481	1,772,065
Omni La Mansion Del Rio *	337	1,639,414	337	1,290,898	337	1,510,371	337	1,544,362	337	1,351,976
Hotel Contessa *	<u>265</u>	<u>1,334,156</u>	<u>265</u>	<u>1,012,189</u>	<u>265</u>	<u>1,288,078</u>	<u>265</u>	<u>1,323,439</u>	<u>265</u>	<u>924,710</u>
Totals	<u>5,703</u>	<u>\$22,037,818</u>	<u>5,703</u>	<u>\$20,785,930</u>	<u>5,703</u>	<u>\$23,478,791</u>	<u>5,703</u>	<u>\$24,630,600</u>	<u>5,703</u>	<u>\$20,925,849</u>

* These hotels are within walking distance of the Henry B. Gonzalez Convention Center.

** This hotel is near SeaWorld San Antonio Adventure Park.

*** This hotel is near the Six Flags Fiesta Texas Amusement Park.

¹ Represents approximately 12.87% of total rooms available in the City and approximately 30.80% of the City's Hotel Occupancy Tax Receipts for FY 2012.

² The Convention Center Hotel Bonds are secured by a lien on and pledge of that portion of the 7.00% General HOT collected at the Convention Center Hotel. Otherwise, such revenues are unencumbered.

Source: City of San Antonio, Department of Finance.

San Antonio Hotel Occupancies and Average Daily Rates/History¹**Table 21**

<u>Calendar Year</u>	<u>Room Count²</u>	<u>Increase/Decrease</u>	<u>Average Daily Room Rate (\$)</u>	<u>Increase/Decrease</u>	<u>Hotel Occupancy</u>	<u>Increase/Decrease</u>
2003	32,298	1.9%	82.00	(3.4%)	63.0%	(0.5%)
2004	32,432	0.4%	83.85	2.3%	63.6%	1.0%
2005	32,946	1.6%	88.72	5.8%	67.9%	6.8%
2006	33,543	1.8%	97.14	9.5%	68.2%	0.4%
2007	34,862	3.9%	101.68	4.7%	65.9%	(3.4%)
2008	37,919	8.8%	106.27	4.5%	64.1%	(2.7%)
2009	40,406	6.6%	95.48	(10.2%)	56.2%	(12.3%)
2010	43,307	7.2%	95.85	0.4%	58.2%	3.6%
2011	43,979	1.6%	95.65	(0.2%)	61.0%	4.8%
2012	44,310	0.8%	97.01	1.4%	63.4%	3.9%

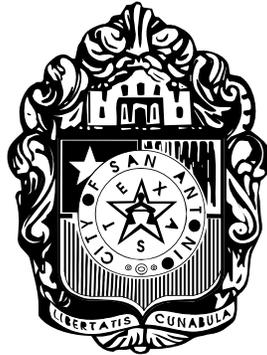
¹ According to STR historical reports dated January 2013 and January 2012, which applies to 2012 data and 2003-2011 data, respectively. STR is the lodging industry's leading information and data provider and maintains the most comprehensive database of hotel performance information nationwide. Information is based on hotels in the San Antonio market. Information is subject to adjustment as hotels submit adjusted data and/or additional hotels begin participating in the STR survey with actual data replacing estimated data.

² Based on end of year historical reports from STR.

Source: City of San Antonio, Convention and Visitors Bureau.

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CITY OF SAN ANTONIO, TEXAS



**Obligations Defeased During
April 1, 2012 – March 31, 2013**

Appendix 1

NOTICE OF REDEMPTION

NOTICE IS HEREBY GIVEN that the City of San Antonio, Texas (the *City*), acting through its City Council (the *City Council*), has called for redemption the following outstanding obligations:

“City of San Antonio, Texas General Improvement and Refunding Bonds, Series 2001”, dated November 15, 2001 (the *Bonds*), bearing interest, and stated to mature on February 1 in each year as follows:

<u>CUSIP Nos.*</u>	<u>Stated Maturity</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>
796236 WT0	2013	425,000	4.200
796236 8G5	2014	465,000	5.250
796237 JG1	2015	475,000	5.250

THE THIRTIETH DAY OF MAY 2012 (the *Redemption Date*) is the date fixed for redemption of the Bonds pursuant to an ordinance adopted by the City Council on March 1, 2012. You are hereby notified that the Bonds should be presented for redemption on or before the Redemption Date and that interest shall cease to accrue from and after that date, and that on such date there shall become due and payable on each of the Bonds the redemption price equal to the principal amount thereof, without premium, plus unpaid accrued interest to the Redemption Date.

NOTICE IS FURTHER GIVEN that the Bonds will be payable at and should be submitted either in person or by certified or registered mail to The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (as the successor in interest to The Chase Manhattan Bank, Houston, Texas) at the following address:

The Bank of New York Mellon
Attn: Bond Redemption Unit
111 Sanders Creek Parkway
East Syracuse, New York 13057

In compliance with section 1441 of the Internal Revenue Code and the attendant regulations, the redeeming institution is required to withhold 30% of the principal amount of the bonds being redeemed unless it is provided with a Form W-9 certifying the holders social security number or federal employer tax identification number, a Form W-8 Withholding Certificate establishing a lower rate of withholding, or other documentation acceptable to the redeeming institution and the Internal Revenue Service.

THIS NOTICE is issued and given pursuant to the option of redemption reserved to the City in the proceedings authorizing the issuance of the Bonds.

WITNESS MY OFFICIAL SIGNATURE this March 1, 2012.

CITY OF SAN ANTONIO, TEXAS

/s/ Leticia M. Vacek

City Clerk

*The CUSIP number is included solely for the convenience of the Bondholders. Neither the City, the Escrow Agent, Co-Bond Counsel, nor the Paying Agent/Registrar shall be responsible for the selection or the use of the CUSIP number, nor is any representation made as to its correctness on the Bonds or as indicated in any redemption notice.

NOTICE OF REDEMPTION

NOTICE IS HEREBY GIVEN that the City of San Antonio, Texas (the *City*), acting through its City Council (the *City Council*), has called for redemption the following outstanding obligations:

“City of San Antonio, Texas Combination Tax and Revenue
Certificates of Obligation, Series 2002”, dated November 15, 2002
(the *Certificates*), bearing interest, and stated to mature on
February 1 in each year as follows:

<u>CUSIP Nos.*</u>	<u>Stated Maturity</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>
796236 5J2	2013	1,405,000	5.500
796236 5K9	2014	410,000	5.000
796237 LX1	2015	435,000	5.500
796237 LY9	2016	460,000	5.500
796237 LZ6	2017	485,000	5.500
796237 MA0	2018	515,000	5.500
796237 MB8	2019	545,000	5.500
796236 5R4	2020 ⁽¹⁾	570,000	5.000
796236 5R4	2021 ⁽¹⁾	600,000	5.000
796236 5R4	2022 ⁽¹⁾	630,000	5.000
796236 5S2	2023	665,000	5.000

⁽¹⁾ 2022 Term Certificate

THE THIRTIETH DAY OF MAY, 2012 (the *Redemption Date*) is the date fixed for redemption of the Certificates pursuant to an ordinance adopted by the City Council on March 1, 2012. You are hereby notified that the Certificates should be presented for redemption on or before the Redemption Date and that interest shall cease to accrue from and after that date, and that on such date there shall become due and payable on each of the Certificates the redemption price equal to the principal amount thereof, without premium, plus unpaid accrued interest to the Redemption Date.

NOTICE IS FURTHER GIVEN that the Certificates will be payable at and should be submitted either in person or by certified or registered mail to The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (as the successor in interest to The Bank of New York Trust Company, N.A., Jacksonville, Florida) at the following address:

The Bank of New York Mellon
Attn: Bond Redemption Unit
111 Sanders Creek Parkway
East Syracuse, New York 13057

In compliance with section 1441 of the Internal Revenue Code and the attendant regulations, the redeeming institution is required to withhold 30% of the principal amount of the

bonds being redeemed unless it is provided with a Form W-9 certifying the holders social security number or federal employer tax identification number, a Form W-8 Withholding Certificate establishing a lower rate of withholding, or other documentation acceptable to the redeeming institution and the Internal Revenue Service.

THIS NOTICE is issued and given pursuant to the option of redemption reserved to the City in the proceedings authorizing the issuance of the Certificates.

WITNESS MY OFFICIAL SIGNATURE this March 1, 2012.

CITY OF SAN ANTONIO, TEXAS

/s/ Leticia M. Vacek
City Clerk

*The CUSIP number is included solely for the convenience of the Certificateholders. Neither the City, the Escrow Agent, Co-Bond Counsel, nor the Paying Agent/Registrar shall be responsible for the selection or the use of the CUSIP number, nor is any representation made as to its correctness on the Certificates or as indicated in any redemption notice.

NOTICE OF REDEMPTION

NOTICE IS HEREBY GIVEN that the City of San Antonio, Texas (the *City*), acting through its City Council (the *City Council*), has called for redemption the following outstanding obligations:

“City of San Antonio, Texas General Improvement and Refunding Bonds, Series 2002”, dated November 15, 2002 (the *Bonds*), bearing interest, and stated to mature on February 1 in each year as follows:

<u>CUSIP Nos.*</u>	<u>Stated Maturity</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>
796236 6U6	2013	490,000	5.500
796236 6V4	2014	520,000	5.500
796237 MC6	2015	555,000	5.500
796237 MD4	2016	580,000	5.500
796237 ME2	2017	485,000	5.500
796237 MF9	2018	515,000	5.500
796237 MG7	2019	545,000	5.500
796236 7B7	2020 ⁽¹⁾	570,000	5.000
796236 7B7	2021 ⁽¹⁾	600,000	5.000
796236 7B7	2022 ⁽¹⁾	630,000	5.000
796236 7C5	2023	665,000	5.000

⁽¹⁾2022 Term Bond

THE THIRTIETH DAY OF MAY, 2012 (the *Redemption Date*) is the date fixed for redemption of the Bonds pursuant to an ordinance adopted by the City Council on March 1, 2012. You are hereby notified that the Bonds should be presented for redemption on or before the Redemption Date and that interest shall cease to accrue from and after that date, and that on such date there shall become due and payable on each of the Bonds the redemption price equal to the principal amount thereof, without premium, plus unpaid accrued interest to the Redemption Date.

NOTICE IS FURTHER GIVEN that the Bonds will be payable at and should be submitted either in person or by certified or registered mail to The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (as the successor in interest to The Bank of New York Trust Company, N.A., Jacksonville, Florida) at the following address:

The Bank of New York Mellon
Attn: Bond Redemption Unit
111 Sanders Creek Parkway
East Syracuse, New York 13057

In compliance with section 1441 of the Internal Revenue Code and the attendant regulations, the redeeming institution is required to withhold 30% of the principal amount of the bonds being redeemed unless it is provided with a Form W-9 certifying the holders social

security number or federal employer tax identification number, a Form W-8 Withholding Certificate establishing a lower rate of withholding, or other documentation acceptable to the redeeming institution and the Internal Revenue Service.

THIS NOTICE is issued and given pursuant to the option of redemption reserved to the City in the proceedings authorizing the issuance of the Bonds.

WITNESS MY OFFICIAL SIGNATURE this March 1, 2012.

CITY OF SAN ANTONIO, TEXAS

/s/ Leticia M. Vacek
City Clerk

*The CUSIP number is included solely for the convenience of the Bondholders. Neither the City, the Escrow Agent, Co-Bond Counsel, nor the Paying Agent/Registrar shall be responsible for the selection or the use of the CUSIP number, nor is any representation made as to its correctness on the Bonds or as indicated in any redemption notice.

NOTICE OF REDEMPTION

NOTICE IS HEREBY GIVEN that the City of San Antonio, Texas (the *City*), acting through its City Council (the *City Council*), has called for redemption the following outstanding obligations:

“City of San Antonio, Texas Combination Tax and Revenue
Certificates of Obligation, Series 2004”, dated March 1, 2004 (the
Certificates), bearing interest, and stated to mature on February 1
in each year as follows:

<u>CUSIP Nos.*</u>	<u>Stated Maturity</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>
796236 M46	2014	2,700,000	4.750
796236 M53	2015	940,000	3.400
796236 M61	2016	970,000	3.500
796236 M79	2017	1,010,000	3.625
796236 M87	2018	1,045,000	3.750
796236 M95	2019	1,085,000	3.875
796236 N29	2020	1,130,000	4.000
796236 N45	2022	1,240,000	4.750
796236 N52	2023	1,300,000	4.750
796236 N60	2024	1,360,000	4.875

THE FIRST DAY OF FEBRUARY, 2013 (the *Redemption Date*) is the date fixed for redemption of the Certificates pursuant to an ordinance adopted by the City Council on March 1, 2012. You are hereby notified that the Certificates should be presented for redemption on or before the Redemption Date and that interest shall cease to accrue from and after that date, and that on such date there shall become due and payable on each of the Certificates the redemption price equal to the principal amount thereof, without premium, plus unpaid accrued interest to the Redemption Date.

NOTICE IS FURTHER GIVEN that the Certificates will be payable at and should be submitted either in person or by certified or registered mail to The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (as the successor in interest to JPMorgan Chase Bank, Dallas, Texas) at the following address:

The Bank of New York Mellon
Attn: Bond Redemption Unit
111 Sanders Creek Parkway
East Syracuse, New York 13057

In compliance with section 1441 of the Internal Revenue Code and the attendant regulations, the redeeming institution is required to withhold 30% of the principal amount of the bonds being redeemed unless it is provided with a Form W-9 certifying the holders social security number or federal employer tax identification number, a Form W-8 Withholding

Certificate establishing a lower rate of withholding, or other documentation acceptable to the redeeming institution and the Internal Revenue Service.

THIS NOTICE is issued and given pursuant to the option of redemption reserved to the City in the proceedings authorizing the issuance of the Certificates.

WITNESS MY OFFICIAL SIGNATURE this March 1, 2012.

CITY OF SAN ANTONIO, TEXAS

/s/ Leticia M. Vacek
City Clerk

*The CUSIP number is included solely for the convenience of the Certificateholders. Neither the City, the Escrow Agent, Co-Bond Counsel, nor the Paying Agent/Registrar shall be responsible for the selection or the use of the CUSIP number, nor is any representation made as to its correctness on the Certificates or as indicated in any redemption notice.

NOTICE OF REDEMPTION

NOTICE IS HEREBY GIVEN that the City of San Antonio, Texas (the *City*), acting through its City Council (the *City Council*), has called for redemption the following outstanding obligations:

“City of San Antonio, Texas General Improvement Bonds, Series 2004”, dated March 1, 2004 (the *Bonds*), bearing interest, and stated to mature on February 1 in each year as follows:

<u>CUSIP Nos.*</u>	<u>Stated Maturity</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>
796236 J73	2014	1,730,000	4.200
796236 K71	2022	2,520,000	4.750
796236 K89	2023	2,640,000	4.750
796236 K97	2024	2,770,000	4.750

THE FIRST DAY OF FEBRUARY, 2013 (the *Redemption Date*) is the date fixed for redemption of the Bonds pursuant to an ordinance adopted by the City Council on March 1, 2012. You are hereby notified that the Bonds should be presented for redemption on or before the Redemption Date and that interest shall cease to accrue from and after that date, and that on such date there shall become due and payable on each of the Bonds the redemption price equal to the principal amount thereof, without premium, plus unpaid accrued interest to the Redemption Date.

NOTICE IS FURTHER GIVEN that the Bonds will be payable at and should be submitted either in person or by certified or registered mail to The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (as the successor in interest to JPMorgan Chase Bank, Dallas, Texas) at the following address:

The Bank of New York Mellon
Attn: Bond Redemption Unit
111 Sanders Creek Parkway
East Syracuse, New York 13057

In compliance with section 1441 of the Internal Revenue Code and the attendant regulations, the redeeming institution is required to withhold 30% of the principal amount of the bonds being redeemed unless it is provided with a Form W-9 certifying the holders social security number or federal employer tax identification number, a Form W-8 Withholding Certificate establishing a lower rate of withholding, or other documentation acceptable to the redeeming institution and the Internal Revenue Service.

THIS NOTICE is issued and given pursuant to the option of redemption reserved to the City in the proceedings authorizing the issuance of the Bonds.

WITNESS MY OFFICIAL SIGNATURE this March 1, 2012.

CITY OF SAN ANTONIO, TEXAS

/s/ Leticia M. Vacek
City Clerk

*The CUSIP number is included solely for the convenience of the Bondholders. Neither the City, the Escrow Agent, Co-Bond Counsel, nor the Paying Agent/Registrar shall be responsible for the selection or the use of the CUSIP number, nor is any representation made as to its correctness on the Bonds or as indicated in any redemption notice.

NOTICE OF REDEMPTION

To the Holders of the
CITY OF SAN ANTONIO, TEXAS
AIRPORT SYSTEM REVENUE IMPROVEMENT BONDS, SERIES 2002

NOTICE IS HEREBY GIVEN that the **CITY OF SAN ANTONIO, TEXAS** (the "**City**") has called for redemption at the redemption price equal to **100% of par**, plus accrued interest, on **July 1, 2012** (the "**Redemption Date**"), all of the City's outstanding **AIRPORT SYSTEM REVENUE IMPROVEMENT BONDS, SERIES 2002**, dated March 1, 2002, which are further described as follows (the "**Bonds**"):

CITY OF SAN ANTONIO, TEXAS
AIRPORT SYSTEM REVENUE IMPROVEMENT BONDS, SERIES 2002

<u>MATURITY (JULY 1)</u>	<u>PRINCIPAL AMOUNT MATURING IN YEAR (\$)</u>	<u>PRINCIPAL AMOUNT BEING REFUNDED (\$)</u>	<u>STATED INTEREST RATE (%)</u>	<u>CUSIP No. (796242)</u>
2013	3,370,000	3,370,000	5.750	HK4
2014	3,570,000	3,570,000	5.750	HL2
2015	3,785,000	3,785,000	5.750	HM0
2016	4,010,000	4,010,000	5.750	HN8
2017	4,245,000	4,245,000	5.750	HP3
***	***	***	***	***
2019	9,245,000	9,245,000	5.400	HR9
***	***	***	***	***
2021	10,300,000	10,300,000	5.250	HS7
***	***	***	***	***
2023	11,450,000	11,450,000	5.250	HQ1
***	***	***	***	***
2027	26,855,000	26,855,000	5.250	HT5

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 Paying Agent for the Bonds called for redemption, with funds sufficient to pay the redemption price of the Bonds and the interest thereon to 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 Paying Agent.

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.

NOTICE IS FURTHER GIVEN THAT the Bonds will be payable at and should be submitted either in person or by certified or registered mail to the following address:

First Class/Registered/Certified Mail:

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

By Overnight or Courier:

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

By Hand:

The Bank of New York Mellon
Trust Company, N.A.
GIS Unit Trust Window
4 New York Plaza, 1st 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 BONDHOLDERS. NEITHER THE PAYING AGENT NOR THE CITY ARE RESPONSIBLE FOR ANY ERROR OF ANY NATURE RELATING TO THE CUSIP NUMBERS.

Dated: May 30, 2012

NOTICE OF REDEMPTION

To the Holders of the
**CITY OF SAN ANTONIO, TEXAS PASSENGER FACILITY CHARGE
AND SUBORDINATE LIEN AIRPORT SYSTEM REVENUE IMPROVEMENT BONDS, SERIES 2002**

NOTICE IS HEREBY GIVEN that the **CITY OF SAN ANTONIO, TEXAS** (the "**City**") has called for redemption at the redemption price equal to **100% of par**, plus accrued interest, on **July 1, 2012** (the "**Redemption Date**"), all of the City's outstanding **PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN AIRPORT SYSTEM REVENUE IMPROVEMENT BONDS, SERIES 2002**, dated March 1, 2002, which are further described as follows (the "**Bonds**"):

**CITY OF SAN ANTONIO, TEXAS
PASSENGER FACILITY CHARGE AND
SUBORDINATE LIEN AIRPORT SYSTEM REVENUE IMPROVEMENT BONDS, SERIES 2002**

<u>MATURITY (JULY 1)</u>	<u>PRINCIPAL AMOUNT MATURING IN YEAR (\$)</u>	<u>PRINCIPAL AMOUNT BEING REFUNDED (\$)</u>	<u>STATED INTEREST RATE (%)</u>	<u>CUSIP No. (796242)</u>
2013	1,230,000	1,230,000	5.750	JE6
2014	1,300,000	1,300,000	5.750	JF3
2015	1,380,000	1,380,000	5.750	JG1
2016	1,465,000	1,465,000	5.750	JH9
2017	1,550,000	1,550,000	5.750	JJ5
2018	1,640,000	1,640,000	5.750	JK2
***	***	***	***	***
2021	5,510,000	5,510,000	5.250	JM8
***	***	***	***	***
2023	4,185,000	4,185,000	5.250	JL0
***	***	***	***	***
2027	9,830,000	9,830,000	5.250	JN6

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 Paying Agent for the Bonds called for redemption, with funds sufficient to pay the redemption price of the Bonds and the interest thereon to 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 Paying Agent.

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.

NOTICE IS FURTHER GIVEN THAT the Bonds will be payable at and should be submitted either in person or by certified or registered mail to the following address:

First Class/Registered/Certified Mail:
The Bank of New York Mellon
Trust Company, N.A.
Institutional Trust Services
P.O. Box 2320
Dallas, Texas 75221-2320

By Overnight or Courier:
The Bank of New York Mellon
Trust Company, N.A.
Institutional Trust Services
2001 Bryan Street, 9th Floor
Dallas, Texas 75201

By Hand:
The Bank of New York Mellon
Trust Company, N.A.
GIS Unit Trust Window
4 New York Plaza, 1st 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 BONDHOLDERS. NEITHER THE PAYING AGENT NOR THE CITY ARE RESPONSIBLE FOR ANY ERROR OF ANY NATURE RELATING TO THE CUSIP NUMBERS.

Dated: May 30, 2012

NOTICE OF DEFEASANCE
 To the Holders of the
CITY OF SAN ANTONIO, TEXAS
HOTEL OCCUPANCY TAX REVENUE BONDS, SERIES 1996
MATURING IN THE YEARS 2013 THROUGH 2017

NOTICE IS HEREBY GIVEN that the City of San Antonio, Texas (the "City"), has deposited cash and direct obligations of the United States government into an irrevocable Escrow Fund established with U.S. Bank National Association in order to pay, and has legally defeased, all of the City's outstanding Hotel Occupancy Tax Revenue Bonds, Series 1996, dated March 1, 1996 (the "Series 1996 Bonds"), maturing on August 15 in the years 2013 through 2017, inclusive (the "Defeased Bonds"), which are more specifically described below:

<u>MATURITY (AUGUST 15)</u>	<u>PRINCIPAL AMOUNT MATURING IN YEAR (\$)</u>	<u>MATURITY VALUE (PRINCIPAL AND ACCRETED INTEREST) MATURING IN YEAR (\$)</u>	<u>CUSIP No.* (796261)</u>
2013	2,811,249.70	7,915,000.00	BS3
2014	2,620,114.00	7,900,000.00	BT1
2015	2,540,174.00	8,210,000.00	BU8
2016	2,322,659.25	8,055,000.00	BV6
2017	<u>2,096,917.10</u>	<u>7,730,000.00</u>	BW4
Total	<u>12,391,114.05</u>	<u>39,810,000.00</u>	***

None of the Defeased Bonds have been called for early redemption; therefore, principal and interest on the Defeased Bonds will continue to be paid on the scheduled due dates until final maturity. Due and proper arrangements have been made for providing The Bank of New York Mellon Trust Company, N.A., the Paying Agent for the Series 1996 Bonds, with funds sufficient to pay the principal of and interest on the Defeased Bonds on the scheduled payment dates.

Questions regarding the Defeased Bonds may be sent to the Paying Agent at the following address:

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

* The above referenced CUSIP numbers are provided for the convenience of the Bondholders. Neither the Paying Agent, the Escrow Agent, nor the City are responsible for any error of any nature relating to CUSIP numbers.

Dated: October 31, 2012

NOTICE OF REDEMPTION

To the Holders of the
CITY OF SAN ANTONIO, TEXAS
HOTEL OCCUPANCY TAX SUBORDINATE LIEN REVENUE REFUNDING BONDS, SERIES 2004A

NOTICE IS HEREBY GIVEN that the **CITY OF SAN ANTONIO, TEXAS** (the "*City*") has called for redemption at the redemption price equal to **100% of par**, plus accrued interest, on **December 3, 2012** (the "*Redemption Date*"), all of the City's outstanding **HOTEL OCCUPANCY TAX SUBORDINATE LIEN REVENUE REFUNDING BONDS, SERIES 2004A**, dated June 1, 2004, which are further described as follows (the "*Bonds*"):

CITY OF SAN ANTONIO, TEXAS
HOTEL OCCUPANCY TAX SUBORDINATE LIEN REVENUE AND REFUNDING BONDS,
SERIES 2004A

<u>MATURITY</u> <u>(AUGUST 15)</u>	<u>PRINCIPAL AMOUNT</u> <u>MATURING IN YEAR (\$)</u>	<u>STATED</u> <u>INTEREST RATE (%)</u>	<u>CUSIP No.</u> <u>(796261)</u>
2029	10,390,000	5.000	BF1

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 Paying Agent for the Bonds called for redemption, with funds sufficient to pay the redemption price of the Bonds and the interest thereon to 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 Paying Agent.

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.

NOTICE IS FURTHER GIVEN THAT the Bonds will be payable at and should be submitted either in person or by certified or registered mail to the following address:

First Class/Registered/Certified Mail:

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

By Overnight or Courier:

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

By Hand:

The Bank of New York
Mellon
Trust Company, N.A.
GIS Unit Trust Window
4 New York Plaza, 1st 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 BONDHOLDERS. NEITHER THE PAYING AGENT NOR THE CITY ARE RESPONSIBLE FOR ANY ERROR OF ANY NATURE RELATING TO THE CUSIP NUMBERS.

Dated: October 31, 2012

NOTICE OF REDEMPTION

To the Holders of the
CITY OF SAN ANTONIO, TEXAS
HOTEL OCCUPANCY TAX SUBORDINATE LIEN REVENUE REFUNDING BONDS, SERIES 2006

NOTICE IS HEREBY GIVEN that the **CITY OF SAN ANTONIO, TEXAS** (the "**City**") has called for redemption at the redemption price equal to **100% of par**, plus accrued interest, on **August 15, 2013** (the "**Redemption Date**"), all of the City's outstanding **HOTEL OCCUPANCY TAX SUBORDINATE LIEN REVENUE REFUNDING BONDS, SERIES 2006**, dated September 15, 2006, maturing on and after August 15, 2014, which are further described as follows (the "**Bonds**");

CITY OF SAN ANTONIO, TEXAS
HOTEL OCCUPANCY TAX SUBORDINATE LIEN REVENUE REFUNDING BONDS, SERIES 2006

<u>MATURITY (AUGUST 15)</u>	<u>PRINCIPAL AMOUNT MATURING IN YEAR (\$)</u>	<u>STATED INTEREST RATE (%)</u>	<u>CUSIP No. (796261)</u>
2014	310,000	4.000	DA0
2015	325,000	4.000	DB8
2016	335,000	4.000	DC6
2017	350,000	4.000	DD4
2018	6,420,000	4.000	DE2
2019	6,680,000	4.350	DF9
2020	6,965,000	4.375	DG7
2021	7,275,000	4.375	DH5
2022	7,590,000	4.500	DJ1
2023	7,930,000	4.500	DK8
2024	8,290,000	4.500	DL6
2025	8,660,000	4.500	DM4
2026	9,055,000	4.500	DN2

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 Paying Agent for the Bonds called for redemption, with funds sufficient to pay the redemption price of the Bonds and the interest thereon to 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 Paying Agent.

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.

NOTICE IS FURTHER GIVEN THAT the Bonds will be payable at and should be submitted either in person or by certified or registered mail to the following address:

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

By Overnight or Courier:

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

By Hand:

The Bank of New York
Mellon Trust Company, N.A.
GIS Unit Trust Window
4 New York Plaza, 1st 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 BONDHOLDERS. NEITHER THE PAYING AGENT NOR THE CITY ARE RESPONSIBLE FOR ANY ERROR OF ANY NATURE RELATING TO THE CUSIP NUMBERS.

Dated: October 31, 2012

NOTICE OF REDEMPTION

To the Holders of the
CITY OF SAN ANTONIO, TEXAS
HOTEL OCCUPANCY TAX SUBORDINATE LIEN VARIABLE RATE DEMAND
REVENUE AND REFUNDING BONDS, SERIES 2008

NOTICE IS HEREBY GIVEN that the **CITY OF SAN ANTONIO, TEXAS** (the "*City*") has called for redemption at the redemption price equal to **100% of par**, plus accrued interest, on **November 21, 2012** (the "*Redemption Date*"), all of the City's outstanding **HOTEL OCCUPANCY TAX SUBORDINATE LIEN VARIABLE RATE DEMAND REVENUE AND REFUNDING BONDS, SERIES 2008**, dated July 1, 2008, which are further described as follows (the "*Bonds*"):

CITY OF SAN ANTONIO, TEXAS
HOTEL OCCUPANCY TAX SUBORDINATE LIEN VARIABLE RATE DEMAND
REVENUE AND REFUNDING BONDS, SERIES 2008

<u>MATURITY</u> <u>(AUGUST 15)</u>	<u>PRINCIPAL AMOUNT</u> <u>MATURING IN YEAR (\$)</u>	<u>STATED</u> <u>INTEREST RATE (%)</u>	<u>CUSIP No.</u> <u>(796261)</u>
2034	128,600,000	Variable	DU6

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 Paying Agent for the Bonds called for redemption, with funds sufficient to pay the redemption price of the Bonds and the interest thereon to 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 Paying Agent.

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.

NOTICE IS FURTHER GIVEN THAT the Bonds will be payable at and should be submitted either in person or by certified or registered mail to the following address:

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Trust Company, N.A.
Institutional Trust Services
P.O. Box 2320
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The Bank of New York
Mellon
Trust Company, N.A.
GIS Unit Trust Window
4 New York Plaza, 1st 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 BONDHOLDERS. NEITHER THE PAYING AGENT NOR THE CITY ARE RESPONSIBLE FOR ANY ERROR OF ANY NATURE RELATING TO THE CUSIP NUMBERS.

Dated: October 31, 2012

CITY OF SAN ANTONIO, TEXAS



**Municipal Securities Rulemaking Board
("MSRB") filing through its
Electronic Municipal Market Access
("EMMA") System**

Appendix 2

**MUNICIPAL SECURITIES RULEMAKING BOARD (“MSRB”) FILING THROUGH ITS
ELECTRONIC MUNICIPAL MARKET ACCESS (“EMMA”) SYSTEM**

The City will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified material events, to the MSRB through its EMMA system, where it is available free of charge at www.emma.msrb.org.

Effective July 1, 2009 (the “EMMA Effective Date”), the SEC implemented amendments to the Rule which approved the establishment by the MSRB of EMMA, which is now the sole successor to the national municipal securities information repositories with respect to filings made in connection with undertakings made under the Rule after the EMMA Effective Date. Commencing with the EMMA Effective Date, all information and documentation required to be filed by the City will be made with the MSRB in electronic format in accordance with MSRB guidelines. Access to such filings will be provided, without charge to the general public, by the MSRB.

In relation to debt of the City issued prior to the EMMA Effective Date, the Issuer remains obligated to make any required information filings, including material event notices, with the Texas SID so long as it is required to do so pursuant to the terms of any undertakings made under the Rule. Prior to the EMMA Effective Date, the MAC was designated by the State and approved by the SEC staff as a qualified SID. Subsequent to the EMMA Effective Date, the MAC entered into a Subscription Agreement with the MSRB pursuant to which the MSRB makes available to the MAC, in electronic format, all Texas-issuer continuing disclosure documents and related information posted to EMMA’s website simultaneously with such posting. Until the City receives notice of a change in this contractual agreement between the MAC and EMMA or of a failure of either party to perform as specified thereunder, the City has determined, in reliance on guidance from the MAC, that making its continuing disclosure filings solely with the MSRB will satisfy its obligations to make filings with the SID pursuant to its continuing disclosure agreements entered into prior to the EMMA Effective Date.