ESTIMATED DIRECT AND OVERLAPPING DEBT STATEMENT
(As of November 1, 1992)

Taxing Body	Gross Debt	% Overlapping	Amount Overlapping
Alamo Community College District	$ 81,600,000	.19	$ 155,040
Bexar County	141,182,224	.19	268,246
Bexar County Hospital District	-0-	.19	-0-
Northside Independent School District	217,715,000	.72	1,567,548
San Antonio River Authority	46,485,000	.19	88,322
Total Gross Overlapping Debt			$2,079,156
City of Helotes	350,000[1]	100.00	350,000
Total Direct and Overlapping Debt			$2,429,156
Ratio of Direct & Overlapping Debt to 1992 Assessed Valuation			2.95%
Ratio of Direct & Overlapping Debt to 1992 Actual Value			2.90%
Per Capita 1992 (Est.) Direct & Overlapping Debt			$1,518.22

[1]Includes the Bonds.

ASSESSED VALUATIONS AND TAX RATES OF OVERLAPPING ISSUERS

	1992 Assessed Valuation[1]	% of Actual	1992 Tax Rate
Alamo Community College District	$30,598,497,769	100%	$0.1158
Bexar County	29,806,631,152	100%	0.3505
Bexar County Hospital District	32,137,712,959	100%	0.2436
Northside Independent School District	7,832,179,951	100%	0.4991
San Antonio River Authority	30,598,497,769	100%	N/A
City of Helotes	82,427,767	100%	0.2822

[1] Assessed Valuation as of 10/17/92 obtained from Bexar Appraisal District.

GENERAL OBLIGATION BONDS AUTHORIZED BUT UNISSUED

Taxing Body	Date of Authorization	Purpose	Amount Authorized	Issued To-Date	Unissued
Alamo Community College District	-None-				
Bexar County	-None-				
Bexar County Hospital District	-None-				
Northside Independent School District	-None-				
San Antonio River Authority	12-16-61	Sewer	$315,000	$301,000	$ 14,000
City of Helotes	-None-				

GENERAL FUND COMPARATIVE STATEMENT OF REVENUES AND EXPENDITURES AND ANALYSIS OF CHANGES IN FUND BALANCES

	Fiscal Year Ended 9/30				
	1992[1]	1991	1990	1989	1988
Fund Balance - Beginning of Year	$247,087	$186,761	$125,179	$ 64,199	$ 87,024
Revenues	$489,431	$445,986	$420,162	$389,756	$299,762
Expenditures	466,047	385,660	358,580	331,093	327,794
Excess (Deficit) of Revenues Over Expenditures	$ 23,384	$ 60,326	$61,582	$ 58,663	$(28,032)
Prior Period Adjustment	-0-	-0-	-0-	2,317[2]	5,207[3]
Fund Balance - End of Year	$270,471	$247,087	$186,761	$125,179	$ 64,199
Note: The above figures for "Expenditures" include the following amounts for "Capital Outlay".	$ 70,535	$ 24,855	$13,101	$14,434	$ 3,189

[1] Unaudited figures obtained from City officials.

[2] The fund balance of the general fund was adjusted at October 1, 1988 for the adjustment of accounts receivable and compensated absences.

[3] The fund balance of the general fund was adjusted at October 1, 1987 for the adjustment of bank accounts and reclassification of sales tax.

Source: The City's annual financial reports.

GENERAL OBLIGATION DEBT SERVICE REQUIREMENTS
(Includes The Bonds)

Fiscal Year Ending 9/30	The Bonds		
	Principal	Interest	Principal & Interest
1993		$ 13,166	$ 13,166
1994	$ 10,000	22,195	32,195
1995	15,000	21,257	36,257
1996	15,000	20,132	35,132
1997	15,000	19,007	34,007
1998	15,000	17,883	32,883
1999	20,000	16,620	36,620
2000	20,000	15,370	35,370
2001	20,000	14,270	34,270
2002	20,000	13,145	33,145
2003	25,000	11,820	36,820
2004	25,000	10,320	35,320
2005	25,000	8,795	33,795
2006	30,000	7,083	37,083
2007	30,000	5,185	35,185
2008	30,000	3,250	33,250
2009	35,000	1,138	36,138
	$350,000	$220,636	$570,636

TAX ADEQUACY

1992 Assessed Valuation	$82,427,767
Debt Service Requirements for Fiscal Year ending 9-30-94	32,195
Indicated Interest and Sinking Fund Tax Rate	.0412
Indicated Interest and Sinking Fund Tax Levy	33,960
Estimated 95% Tax Collections	32,262

GENERAL OBLIGATION PRINCIPAL REPAYMENT SCHEDULE
(The Bonds)

Fiscal Year Ending 9/30	The Bonds Principal Repayment Schedule	Obligations Remaining Outstanding End of Year	Percent of Principal Retired(%)
1994	$ 10,000	$340,000	
1995	15,000	325,000	
1996	15,000	310,000	
1997	15,000	295,000	
1998	15,000	280,000	20.00%
1999	20,000	260,000	
2000	20,000	240,000	
2001	20,000	220,000	
2002	20,000	200,000	
2003	25,000	175,000	50.00%
2004	25,000	150,000	
2005	25,000	125,000	
2006	30,000	95,000	
2007	30,000	65,000	
2008	30,000	35,000	90.00%
2009	35,000	-0-	100.00%
	$350,000		

EMPLOYEES' PENSION PLAN

The City provides pension benefits for all of its full-time employees through a joint contributory defined contribution plan in the Texas Municipal Retirement System (TMRS), an agent multiple-employer public employee retirement system.

Benefits depend upon the sum of the employee's contributions to the plan, with interest, and the city-financed monetary credits, with interest. At retirement, the benefit is calculated as if the sum of the employee's accumulated contributions with interest and the employer-financed monetary credits with interest were used to purchase an annuity.

Members can retire at age 60 and above with 10 or more years of service or with 25 years of service regardless of age. The plan also provides death and disability benefits. A member is vested after 10 years, but he must leave his accumulated contributions in the plan. If a member withdraws his own money, he is not entitled to the employer-financed monetary credits, even if he was vested. The plan provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS and within the actuarial constraints also in the statutes.

The contribution rate for the employees if 5%, and the City matching percent is currently 100%, both as adopted by the governing body of the City. Under the state law governing TMRS, the City contribution rate is annually determined by the actuary. This rate consists of the normal cost contribution rate and the prior service contribution rate, both of which are calculated to be a level percent of payroll from year to year. The normal cost contribution rate finances the currently accruing monetary credits due to City matching percent, which are the obligation of the City as of an employee's retirement date, not at the time the employee's contributions are made. The normal cost contribution rate is the actuarially determined percent of payroll necessary to satisfy the obligation of the City to each employee at the time his retirement becomes effective. The prior service contribution rate amortizes the unfunded actuarial liability over the remainder of the plan's 25-year amortization period. When the City periodically adopts updated service credits and increases in annuities in effect, the increased unfunded actuarial liability is to be amortized over a new 25-year period. Currently, the unfunded actuarial liability is being amortized over the 25 year period which began October, 1987. The unit credit actuarial cost method is used for determining the City contribution rate. Contributions are made monthly by both the employees and the city. Since the city needs to know its contribution rate in advance to budget for it, there is a one-year lag between the actuarial valuation that is the basis for the rate and the calendar year when the rate goes into effect.

The City's total payroll in fiscal year 1991 was $176,273 and the City's contributions were based on a payroll of $172,866. Both

the City and the covered employees made the required contributions, amounting to $4,648 (2.97% of covered payroll for the months in calendar year 1990, 2.89% normal cost plus 0.08% to amortize the unfunded actuarial liability, and 2.60% for the months in calendar year 1991, 2.58% normal cost plus 0.02% to amortize the unfunded actuarial liability) for the city and $8,619 (5%) for the employees. There were no related-policy transactions.

Even though the substance of the City's plan is not to provide a defined benefit in some form, some additional voluntary disclosure is appropriate due to the nontraditional nature of the defined contribution plan which had an initial unfunded pension benefit obligation due to the monetary credits granted by the City for services rendered before the plan began and which can have additions to the unfunded pension benefit obligation through the periodic adoption of increase in benefit credits and benefits. Statement No. 5 of the Governmental Accounting Standards Board (GASB 5) defines pension benefit obligation as a standardized disclosure measure of the actuarial present value of pension benefits, adjusted for the effects of projected salary increases, estimated to be payable in the future as a result of employee service to date. The measure is intended to help users assess the funding status of public employee pension plans, assess progress made in accumulating sufficient assets to pay benefits when due, and make comparisons among public employee pension plans.

The pension benefit obligation shown below is similar in nature to the standardized disclosure measure required by GASB 5 for defined benefit plans except that there is no need to project salary increases since the benefit credits earned for service to date are not dependent upon future salaries. The calculations were made as part of the annual actuarial valuation as of December 31, 1990. Because of the money-purchase nature of the plan, the interest rate assumption, currently 8.5% per year, does not have as much impact on the results as it does for a defined benefit plan. Market value of assets is not determined for each City's plan, but the market value of assets for TMRS as a whole was 106.2% of book value as of December 31, 1990.

Pension Benefit Obligation

Annuitants currently receiving benefits	$ -0-
Terminated employees	-0-
Current employees	
Accumulated employee contributions including allocated invested earnings	16,743
Employer-financed vested	6,831
Employer-financed non-vested	6,657
Total	$ 30,231
Net Assets Available for Benefits, at Book Value	$ 31,277
Assets in Excess of Pension Benefit Obligation	$ 1,046

The book value of assets is amortized cost for bonds and original cost for short-term securities and stocks. The actuarial assumptions used to compute the actuarially determined City contribution rate are the same as those used to compute the pension benefit obligation.

Trend information is useful in providing information about progress made in accumulating sufficient assets to pay benefits when due. Trend information for the calendar years ended December 31, 1988, 1989, and 1990 (latest available), respectively, is as follows: available assets were sufficient to fund 90.2 percent, 92.8 percent, and 94.9 percent of the pension benefit obligation. The unfunded pension benefit obligation represented 12.5 percent, 9.8 percent and 6.8 percent of the annual payroll for employees covered by the TMRS for 1988, 1989 and 1990 respectively. Presenting the unfunded pension benefit obligation as a percentage of annual covered payroll approximately adjusts for the effects of inflation for analysis purposes. It is noted that trend information for the City will be for calendar years rather than for September 30 year ends in order to be consistent with TMRS figures.

The three year historical trend information is being developed prospectively. The information for the last three years is as follows:

	Years Ended 9/30		
	1991	1990	1989
Net Assets Available for Benefits as a Percentage of the Pension Benefit Obligation	103.46%	98.60%	89.16%
Unfunded Pension Benefit Obligation as a Percentage of Covered Payroll	.00	.00	.76
Employer Contributions as a Percentage of Covered Payroll	2.69	3.06	2.90

Source: The City's annual financial report for fiscal year ended 9/30/91.

GENERAL INFORMATION REGARDING THE CITY OF HELOTES, TEXAS

Location:

The City of Helotes is located approximately 20 miles northwest of downtown San Antonio on State Highway 16.

Government:

The City is a Type A General Law city operating under the aldermanic plan of government. The City Council consists of the Mayor and five city councilmembers, all elected by place.

Source of Water:

The City was originally supplied water service by the Bexar County Water Control and Improvement District #17. On August 26, 1985, this District was assumed by the City of San Antonio and said City presently supplies all water to the 358 existing customers located within the City limits of Helotes. The City has no sewer system and the customers have modern septic tank systems.

Population:

Census Report	City of Helotes	Bexar County
1990	1535	1,185,394
1980	not available[1]	988,800
1970	not available[1]	830,460

Economy:

Top employers in the city and the number employed by each are listed below:

Employers	Number Employed
Northside Independent School District	45
Handy Andy Supermarkets	40
Young Brothers Fire Protection	25
Bank of Leon Springs-Helotes	20
Grey Forest Utilities	16
National Underwriting Services	15

Financial Institutions:

The Bank of Leon Springs-Helotes serves the City and has deposits totaling $25,677,628.00 as of October, 1992.

Fire Protection:

The City is served by the Helotes Area Volunteer Fire Department, an independent, non-profit organization consisting of 25 members. The department is well-equipped, owning one Class A Pumper with a 750 gallon capacity, a 1,500 gallon Attack Pumper, one Brush/ EMS Rescue Vehicle which carries 250 gallons, and has a 400 gallon capacity.

Police Protection:

Five full-time policemen and four part-time (reserves) provide protection 24-hours a day, seven days a week. The area is also served by the Bexar County Sheriff's Department.

[1] The City was not incorporated until 1981, thus no census data is available for these years.

Transportation:

Helotes is located approximately 20 miles from San Antonio International Airport. The city is serviced by the VIA metropolitan Transit System. There is excellent access to the interstate highway system with Interstate Highway 10 being only 5 miles away.

Schools:

The City of Helotes is entirely within the Northside Independent School District. There is one elementary school located within the city limits.

BEXAR COUNTY

Bexar County was created in 1836. The south central Texas county is the major component of the San Antonio Metropolitan Statistical Area, and is traversed by Interstate Highways 10 and 35, four U.S. Highways and two State Highways. The economy is based on agriculture, mineral production, medical facilities, manufacturing and tourism. The *Texas Almanac* designates cattle, sorghums, vegetables, hay and corn as principal sources of agricultural income.

The 1990 County census was 1,185,394, an increase of 19.9% since 1980, making it the third most populated county in Texas. Retail sales for 1991 totaled $9.04 billion*. County-wide employment was 445,647 with earnings of $2.27 billion in the first quarter of 1992 as reported by the Texas Employment Commission. The total 1991 Effective Buying Income was $15.23 billion with a median income of $28,200 per household compared to the State median income of $30,122.* A total of 65.5% of the households had Effective Buying Incomes in excess of $20,000, while 15.4% had incomes below $10,000.*

Minerals produced in Bexar County include cement, stone, oil, and gas. There were 486,838 barrels of crude oil and 80 million cubic feet of natural gas recovered in 1991. Fourteen institutions of higher education are located here, including St. Mary's University, the University of Texas at San Antonio, and San Antonio College. The 1991 fall enrollment totalled 47,649 students. Bexar County is heavily supported by large federal expenditures in excess of $1.4 billion dollars as a result of five military bases and is the largest military center in Texas employing over 58,000 civilian/ military personnel. The City of San Antonio is the county seat and had a 1990 population of 935,933. Popular attractions include the River Walk, the Alamo, HemisFair and Sea World of Texas.

Any data on population, value added by manufacturing or production of agricultural products or minerals are from U.S. Census or other official sources.

* Sales & Marketing Management: 1992 Survey of Buying Power; further reproduction not licensed.

Labor Force Statistics - Bexar County

	1992[1]	1991	1990	1989	1988	1987
Civilian Labor Force	562,042	551,681	551,662	559,850	555,846	551,720
Total Employed	523,710	514,533	512,449	518,002	511,089	506,785
Total Unemployed	38,332	37,148	39,213	41,848	44,757	44,935
% Unemployed	6.8%	6.7%	7.1%	7.5%	8.1%	8.1%
% Unemployed (Texas)	7.4%	6.6%	5.9%	6.7%	7.3%	8.4%
% Unemployed (United States)	7.6%	6.7%	5.4%	5.3%	5.5%	6.2%

[1]As of September, 1992.

Source: Texas Employment Commission, Research Analysis Department.

Employment and Wages by Industry - Bexar County

	First Quarter	Fourth Quarter	
	1992	1991	1990
		Number of Employees	
Agriculture	3,022	2,917	2,919
Mining	1,563	1,640	1,616
Construction	20,589	21,741	19,403
Manufacturing	38,551	38,983	37,933
Transportation and Utilities	21,441	22,174	20,962
Trade	121,880	124,728	124,241
Finance, Insurance and Real Estate	35,713	35,950	36,618
Service and Other	129,970	129,188	128,989
State Government	12,680	12,370	12,073
Local Government	60,238	60,175	60,322
Total Employment	445,647	449,866	445,076
Total Wages	$2,273,838,683	$2,479,845,455	$2,305,262,650
Federal Government	42,190	42,029	42,657
Total Wages	$327,247,824	$308,081,316	$344,681,498

Source: Texas Employment Commission, Research Analysis Department.

TAX EXEMPTION

The delivery of the Bonds is subject to the delivery of an opinion of Fulbright & Jaworski, Bond Counsel to the City ("Bond Counsel"), to the effect that interest on the Bonds under existing statutes, regulations, published rulings, and court decisions (1) will be excludable from the gross income, as defined in section 61 of the Internal Revenue Code of 1986, as amended to the date of initial delivery of the Bonds (the "Code"), of the owners thereof for federal income tax purposes, pursuant to section 103 of the Code, and (2) will not be included in computing the alternative minimum taxable income of the owners thereof who are individuals or, except as hereinafter described, corporations. The statutes, regulations, rulings, and court decisions on which such opinions will be based are subject to change.

Interest on all tax-exempt obligations, including the Bonds, owned by a corporation will be included in such corporation's adjusted current earnings for purposes of calculating the alternative minimum taxable income of such corporation, other than an S corporation, a qualified mutual fund, a real estate investment trust, or a real estate mortgage investment conduit. A corporation's alternative minimum taxable income is the basis on which the alternative minimum tax imposed by section 55 of the Code and the environmental tax imposed by the section 59A of the Code will be computed.

In rendering the foregoing opinions, Bond Counsel will rely upon representations and certifications of the City made in a certificate of even date with the initial delivery of the Bonds pertaining to the use, expenditure, and investment of the proceeds of the Bonds and will assume continuing compliance with the provision of the Ordinance authorizing the Bonds (the "Ordinance") by the City subsequent to the issuance of the Bonds. The Ordinance contain covenants by the City with respect to, among other matters, the use of the proceeds of the Bonds and the facilities and equipment financed therewith by persons other than state or local governmental units, the manner in which the proceeds of the Bonds are to be invested, if required, the calculation and payment to the United States Treasury of any "arbitrage profits" and the reporting of certain information to the United States Treasury. Failure to comply with any of these covenants may cause interest on the Bonds to be includable in the gross income of the owners thereof from the date of the issuance of the Bonds.

Except as described above, Bond Counsel will express no other opinion with respect to any other federal, state or local tax consequences under present law, or proposed legislation, resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Bonds. Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations such as the Bonds may result in collateral federal tax consequences to, among others, financial institutions (see discussion below under caption "Qualified Tax-exempt Obligations"), life insurance companies, property and casualty insurance companies, S corporations with subchapter C earnings and profits, certain foreign corporations doing business in the United States, individual recipients of Social Security or Railroad Retirement benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. Prospective purchasers should consult their own tax advisors as to the applicability of these consequences to their particular circumstances.

QUALIFIED TAX-EXEMPT OBLIGATIONS

Section 265 of the Code provides, in general, that interest expense incurred to acquire or carry tax-exempt obligations is not deductible from the gross income of the owner thereof. In addition, interest expense incurred by certain owners that are "financial institutions" within the meaning of such section and which is allocable to tax-exempt interest is completely disallowed as a deduction, with respect to tax-exempt obligations acquired after August 7, 1986. Section 265(b) of the Code provides an exception to this rule for interest expense incurred by financial institutions and allocable to tax-exempt obligations (other than private activity bonds) which are designated by an issuer, such as the City, as "qualified tax-exempt obligations". An issue may be designated as "qualified tax-exempt obligations" only when the amount of such issue, when added to all other tax-exempt obligations (other than private activity bonds) issued by the issuer during the same calendar

year, does not exceed $10,000,000. The Internal Revenue Service has indicated informally that this requirement will be met when the aggregate face amount of all obligations issued by an issuer in a calendar year does not exceed $10,000,000, provided that the issuer does not receive proceeds from the sale of the obligations in excess of $10,000,000, plus accrued interest.

The City has, pursuant to the Ordinance, designated the Bonds as "qualified tax-exempt obligations". Accordingly, it is anticipated that financial institutions that purchase the Bonds will not be subject to the 100 percent disallowance of interest expense allocable to interest on the Bonds under section 265(b) of the Code. However, interest expense incurred by a financial institution which is allocable to the interest on the Bonds would be subject to the 20 percent disallowance rule which was generally applicable under section 265 of the Internal Revenue Code of 1954, as amended.

TAX ACCOUNTING TREATMENT OF DISCOUNT ON CERTAIN BONDS

The initial public offering price of certain stated maturities of the Bonds (the "Discount Bonds") is less than the stated redemption price at maturity (as defined in section 1272 of the Code and Treasury Regulations thereunder) on such Bonds. An amount equal to the difference between the initial public offering price of a Discount Bond (assuming that a substantial amount of the Discount Bond of that stated maturity are sold to the public at such price) and the stated redemption price at maturity constitutes original issue discount to the initial purchaser of such Discount Bonds. Proposed Treasury Regulations provide that such original issue discount may result from the Bonds having an interest payment period longer than six months. A portion of such original discount, allocable to the holding period of such Discount Bond by the initial purchaser, will, upon the disposition of such Discount Bond (including by reason of its payment at maturity), be treated as interest excludable from gross income, rather than as taxable gain, for federal income tax purposes. Such interest is considered to be accrued actuarially in accordance with the constant interest method over the life of a Discount Bond, taking into account the semiannual compounding of accrued interest, at the yield to maturity on such Discount Bond. The allocation of such original issue discount will generally result in an amount treated as interest that is different than the amount of the payment denominated as interest actually received by the owner thereof during his taxable year.

Such interest may be required to be taken into account in determining the alternative minimum taxable income of a corporation, for purposes of calculating a corporation's alternative minimum tax imposed by section 55 of the Code and the environmental tax imposed by section 59A of the Code, and the amount of the branch profits tax applicable to certain foreign corporations doing business in the United States, even though there will not be a corresponding cash payment. In addition, the accrual of such interest may result in certain other collateral federal income tax consequences to, among others, financial institutions, property and casualty insurance companies, life insurance companies, S corporations with subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement Benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. Moreover, in the event of the sale or other taxable disposition of a Discount Bond prior to stated maturity, the amount realized by such owner in excess of the basis of such Discount Bond in the hands of such owner (adjusted upward by the portion of the original issue discount allocable to the period for which such Discount Bond was held) is includable in gross income.

Owners of Discount Bonds should consult with their own tax advisors with respect to the determination for federal income tax purposes of accrued interest upon disposition of Discount Bonds and with respect to the state and local tax consequences of owning Discount Bonds. It is possible that, under applicable provisions governing determination of state and local income taxes, accrued interest on Discount Bonds may be deemed to be received in the year of accrual even though there will not be a corresponding cash payment.

LITIGATION

In the opinion of various officials of the City, there is no litigation or other proceeding pending against or, to their knowledge, threatened against the City in any court, agency, or administrative body (either state or federal) wherein an adverse decision would materially adversely affect the financial condition of the City.

REGISTRATION AND QUALIFICATION OF BONDS FOR SALE

The sale of the Bonds has not been registered under the Securities Act of 1933, as amended, in reliance upon exemptions provided in such Act; the Bonds have not been qualified under the Securities Act of Texas in reliance upon exemptions contained therein; nor have the Bonds been qualified under the securities acts of any jurisdiction. The City assumes no responsibility for qualification of the Bonds under the securities laws of any jurisdiction in which they may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions.

LEGAL INVESTMENTS AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS

Pursuant to Section 9 of the Bond Procedures Act of 1981, as amended, Texas Revised Civil Statutes Annotated Article 717k-6, obligations, such as the Bonds, issued by an issuer constitute negotiable instruments, and are investment securities governed by Chapter 8, Texas Uniform Commercial Code, notwithstanding any provisions of law or court decision to the contrary, and are legal and authorized investments for banks, savings banks, trust companies, building and loan associations, savings and loan associations, insurance companies, fiduciaries, and trustees, and for the sinking fund of cities, towns, villages, school districts, and other political subdivisions or public agencies of the State of Texas. Texas law further provides that obligations, such as the Bonds, which are rated not less than "A" or its equivalent as to investment quality by a nationally recognized rating agency, are eligible to secure deposits of public funds of the State, its agencies, and political subdivisions, and are legal security for those deposits to the extent of their market value. No review by the City has been made of the laws in other states to determine whether the Bonds are legal investments for various institutions in those states. (See "Rating" herein.)

LEGAL OPINIONS AND NO-LITIGATION CERTIFICATE

The City will furnish the Purchaser with a complete transcript of proceedings incident to the authorization and issuance of the Bonds, including the unqualified approving legal opinion of the Attorney General of the State of Texas to the effect that the Initial Bond is a valid and legally binding obligation of the City, and based upon examination of such transcript of proceedings, the approval of certain legal matters by Bond Counsel, to the effect that the Bonds, issued in compliance with the provisions of the Ordinance, are valid and legally binding obligations of the City and, subject to the qualifications set forth herein under "TAX EXEMPTION", the interest on the Bonds is exempt from federal income taxation under existing statutes, published rulings, regulations, and court decisions. The customary closing papers, including a certificate to the effect that no litigation of any nature has been filed or is then pending to restrain the issuance and delivery of the Bonds, or which would affect the provision made for their payment or security, or in any manner questioning the validity of the Bonds will also be furnished. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are contingent on the sale and delivery of the Bonds. The legal opinion of Bond Counsel will be printed on the definitive Bonds.

RATING

A rating application has not been made to any national rating service. The City has never issued debt and therefore does not have a rating from a national service.

AUTHENTICITY OF FINANCIAL INFORMATION

The financial data and other information contained herein have been obtained from the City's records, audited financial statements and other sources which are believed to be reliable. All of the summaries of the statutes, documents and resolutions contained in this Official Statement are made subject to all of the provisions of such statutes, documents and resolutions. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information. Reference is made to original documents in all respects.

FINANCIAL ADVISOR

Rauscher Pierce Refsnes, Inc. serves as Financial Advisor to the City. In this capacity, the Financial Advisor has compiled certain data relating to the Bonds and has assisted in drafting this Official Statement. The Financial Advisor has not independently verified any of the data contained herein or conducted a detailed investigation of the affairs of the City to determine the accuracy or completeness of this Official Statement. Because of its limited participation, the Financial Advisor assumes no responsibility for the accuracy or completeness of any of the information contained herein. The fees for Financial Advisor are contingent upon the issuance, sale and delivery of the Bonds. The City has permitted Rauscher Pierce Refsnes, Inc. the option to bid on the Bonds. Rauscher Pierce Refsnes, Inc. may submit a bid for the Bonds, either independently or as a member of a syndicate organized to submit a bid for the Bonds.

CERTIFICATION OF THE OFFICIAL STATEMENT

At the time of payment for and delivery of the Bonds, the Purchaser will be furnished a certificate, executed by proper officers of the City, acting in their official capacity, to the effect that to the best of their knowledge and belief: (a) the descriptions and statements of or pertaining to the City contained in its Official Statement dated November 19, 1992, and any addenda, supplement or amendment thereto, for the Bonds, on the date of such Official Statement, on the date of sale of the Bonds, and on the date of initial delivery, were and are true and correct in all material respects; (b) insofar as the City and its affairs, including its financial affairs, are concerned, such Official Statement did not and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; (c) insofar as the descriptions and statements including financial data, of or pertaining to entities, other than the City, and their activities contained in such Official Statement are concerned, such statements and data have been obtained from sources which the City believes to be reliable and the City has no reason to believe that they are untrue in any material respect; and (d) there has been no material adverse change in the financial condition of the City, since September 30, 1991. The Official Statement will be approved as to form and content and the use thereof in the offering of the Bonds will be authorized, ratified and approved by the City Council on the date of sale, and the Purchaser will be furnished, upon request, at the time of payment for and the delivery of the Bonds, a certified copy of such approval, duly executed by the proper officials of the City.

AUTHORIZATION OF THE OFFICIAL STATEMENT

The Official Statement will be approved as to form and content and the use thereof in the offering of the Bonds will be authorized, ratified and approved by the City Council on the date of sale, and the Purchaser will be furnished, upon request, at the time of payment for and the delivery of the Bonds, a certified copy of such approval, duly executed by the proper officials of the City.

The Ordinance authorizing the issuance of the Bonds will also approve the form and content of this Official Statement, and any addenda, supplement or amendment thereto issued on behalf of the City, and authorize its further use in the reoffering of the Bonds by the Purchaser.

/s/ Vivian Hultz
Mayor
City of Helotes, Texas

ATTEST:

/s/ Vicki Graham
City Secretary
City of Helotes, Texas

APPENDIX A

Legal Opinion of Fulbright & Jaworski, San Antonio, Texas, Bond Counsel.

OFFICIAL BID FORM

Mayor and City Council
City of Helotes (the "City")
13438 Bandera Road
P.O. Box 507
Helotes, Texas 78023

December 3, 1992

Dear Ladies and Gentlemen:

Subject to the terms of your Official Notice of Sale and Official Statement, dated November 19, 1992 which terms are incorporated by reference to this proposal, we hereby submit the following bid for $350,000 CITY OF HELOTES, TEXAS GENERAL OBLIGATION BONDS, SERIES 1993, dated January 1, 1993 (the "Bonds").

For said legally issued Bonds, we will pay you the par value thereof, plus accrued interest from their date to the date of delivery to us, plus a cash premium of $ 58.40 for Bonds maturing February 1 and bearing interest per annum as follows:

February 1, 1994	7.50 %	February 1, 1999	7.00 %	February 1, 2004	6.00 %
February 1, 1995	7.50 %	February 1, 2000	5.50 %	February 1, 2005	6.20 %
February 1, 1996	7.50 %	February 1, 2001	5.50 %	February 1, 2006	6.25 %
February 1, 1997	7.50 %	February 1, 2002	5.75 %	February 1, 2007	6.40 %
February 1, 1998	7.50 %	February 1, 2003	6.00 %	February 1, 2008	6.50 %
				February 1, 2009	6.50 %

Interest cost, in accordance with the above bid, is:

Gross Interest Cost:	$ 220,635.83
Plus: Premium	$ 58.40
NET INTEREST COST	$ 220,577.43
EFFECTIVE INTEREST RATE	6.312734 %

The Initial Bond shall be registered in the name of Rauscher Pierce Refsnes, Inc. (syndicate manager). We will provide New First City, Texas--Austin, N.A., Austin, Texas, the Paying Agent/Registrar, on forms to be provided by the Paying Agent/Registrar, with our registration instructions at least five business days prior to the date set for initial delivery.

Cashier's Check of the First City, Texas Bank, Austin, Texas, in the amount of $7,000.00, which represents our Good Faith Deposit (is enclosed herewith) or (has been made available to you prior to the opening of this Bid), and is submitted in accordance with the terms as set forth in the Official Notice of Sale, said check is to be applied to the purchase price of the Bonds.

We agree to accept delivery of and make payment for the Bonds in immediately available funds at the principal corporate trust office, New First City, Texas--Austin, N.A., Austin, Texas, not later than 10:00 A.M., Austin, Texas time, on January 5, 1993, or thereafter on the date the Bonds are tendered for delivery, pursuant to the terms set forth in the Official Notice of Sale.

The undersigned agrees to complete, execute, and deliver to the City, by the date of initial delivery of the Bonds, a certificate relating to the "issue price" of the Bonds in the form and to the effect attached to or accompanying the Official Notice of Sale, with such changes thereto as may be acceptable to the City.

Respectfully submitted,

RAUSCHER PIERCE REFSNES, INC.

By: Joyce Holder
Authorized Representative

ACCEPTANCE CLAUSE

The above and foregoing bid is hereby in all things accepted by the City of Helotes, Texas, subject to and in accordance with the Official Notice of Sale and Official Bid Form, this the 3rd day of December, 1992.

Mayor, City of Helotes, Texas

ATTEST:

City Secretary, City of Helotes, Texas

Return Good Faith Check is hereby acknowledged:

Firm: _____

By: _____

CERTIFICATE OF CITY SECRETARY

THE STATE OF TEXAS §
§
COUNTY OF BEXAR §
§
CITY OF HELOTES §

THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 23rd day of July, 1992, the City Council (the *Council*) of the City of Helotes, Texas (the *City*) convened in regular session at its regular meeting place in the City Hall of the City (the *Meeting*), the duly constituted members of the Council being as follows:

Vivian Hultz	Mayor
Verna Thompson	Mayor Pro Tem
Robert Prats	Councilmember
Tom Hopper	Councilmember
Joe Herrera	Councilmember
Marilyn Page	Councilmember

and all of such persons were present at the Meeting, except the following: Vivian Hultz & Tom Hopper, thus constituting a quorum. Among other business considered at the Meeting, the attached ordinance (the *Ordinance*) entitled:

AN ORDINANCE CALLING A BOND ELECTION TO BE HELD IN THE CITY OF HELOTES, TEXAS; MAKING PROVISION FOR THE CONDUCT OF THE ELECTION; AND RESOLVING OTHER MATTERS INCIDENT AND RELATED TO SUCH ELECTION

was introduced and submitted to the Council for passage and adoption. After presentation and discussion of the Ordinance, a motion was made by Councilmember Bob Prats that the Ordinance be passed and adopted. The motion was seconded by Councilmember Joe Herrera and carried by the following vote:

4 voted "For" 0 voted "Against" 0 abstained

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

2. The attached Ordinance is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the Council

of the City on the date of the Meeting are those persons shown above, and, according to the records of my office, each member of the Council was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Ordinance would be considered; and the Meeting and deliberation of the aforesaid public business, including the subject of the Ordinance, was posted and given in advance thereof in compliance with the provisions of Texas Revised Civil Statutes Annotated Article 6252-17, as amended.

IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the City, this 23rd day of July, 1992.

City Secretary,
City of Helotes, Texas

(SEAL)

0014997

AN ORDINANCE CALLING A BOND ELECTION TO BE HELD IN THE CITY OF HELOTES, TEXAS; MAKING PROVISION FOR THE CONDUCT OF THE ELECTION; AND RESOLVING OTHER MATTERS INCIDENT AND RELATED TO SUCH ELECTION.

* *

WHEREAS, the City Council (the *Council*) of the CITY OF HELOTES, TEXAS (the *City*) hereby finds and determines that an election should be held to determine whether the Council shall be authorized to issue general obligation bonds of the City in the amount and for the purpose hereinafter identified; and

WHEREAS, the Council hereby finds and determines that the City does not have an adequate City Hall and that it is in the public interest to call and hold a bond election at the earliest possible date to authorize the issuance of general obligation bonds for the purpose hereinafter identified; and

WHEREAS, the Council hereby finds and determines that the holding of a bond election on the date set forth below, a date other than a uniform election date, is in the public interest; now, therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF HELOTES, TEXAS THAT:

SECTION 1. An election shall be held on the 19th day of September, 1992, a date other than a uniform election date, in the CITY OF HELOTES, TEXAS, which date is not less than fifteen (15) nor more than ninety (90) days from the date of the adoption of this ordinance (the *Ordinance*), for the purpose of submitting the following proposition to the electors of the City:

PROPOSITION

"Shall the City Council of the City of Helotes, Texas be authorized to issue and sell general obligation bonds of the City in the principal amount of $350,000 for the purpose of making permanent public improvements within the City limits, including: building, constructing, improving, or renovating a public building or buildings for municipal purposes that will be utilized as a municipal complex; such bonds to mature serially or otherwise not more than forty (40) years from their date; and any issue or series of said bonds to bear interest at such rate or rates (fixed, floating, variable or otherwise) as may be determined within the discretion of the City Council, provided that such rate of interest shall not exceed the maximum rate per annum authorized by law at the time of the issuance of any issue or series of said bonds; and shall the City Council

of the City be authorized to levy and pledge, and cause to be assessed and collected, annual ad valorem taxes, within the limitations prescribed by law, on all taxable property in said City sufficient to pay the annual interest and provide a sinking fund to pay the bonds at maturity?"

SECTION 2. The entire City shall constitute one election precinct for holding the election. The polling place designated for holding the election shall be at the Helotes City Hall located at 13438 Bandera Road, Helotes, Texas. Betty Ade is appointed Presiding Judge, and Gloria Carpenter is appointed Alternate Presiding Judge. The Presiding Judge shall appoint not less than two (2) nor more than four (4) resident qualified electors of the City to act as clerks to properly conduct the election. However, if the Presiding Judge appointed actually serves, the Alternate Presiding Judge shall serve as one of the clerks. The appointment of such clerks must include a person fluent in the Spanish language to serve as a clerk to render oral aid in the Spanish language to any voter desiring such aid at the polls on the day of the election. In the absence of the Presiding Judge named above, the Alternate Presiding Judge shall perform the duties of the Presiding Judge.

On election day, the polls shall be open from 7:00 o'clock a.m. to 7:00 o'clock p.m.

Absentee voting shall be conducted at the Helotes City Hall, located at 13438 Bandera Road, Helotes, Texas 78023. With the exception of Saturdays, Sundays, and official State holidays, this office or place shall remain open from 8:00 o'clock a.m. to 5:00 o'clock p.m. for absentee voting.

An Absentee Ballot Board is hereby established for the purpose of processing absentee voting results. Betty Ade is appointed the Presiding Judge of the Absentee Ballot Board. The Presiding Judge shall appoint not less than two (2) nor more than four (4) resident qualified electors of the City to serve as members of the Absentee Ballot Board.

SECTION 3. Voting machines shall be used for voting on election day. Paper ballots shall be used for absentee voting by personal appearance and by mail.

SECTION 4. The official ballots shall be prepared in accordance with the Texas Election Code, as amended, so as to permit electors to vote "FOR" or "AGAINST" the aforesaid proposition which shall appear on the ballot substantially as follows:

PROPOSITION

"THE ISSUANCE OF $350,000 OF GENERAL OBLIGATION BONDS TO BUILD, CONSTRUCT, IMPROVE, OR RENOVATE A PUBLIC BUILDING OR

BUILDINGS FOR MUNICIPAL PURPOSES TO BE UTILIZED AS A MUNICIPAL COMPLEX."

SECTION 5. All resident qualified electors of the City shall be permitted to vote at the election and on the day of the election, such electors shall vote at the designated polling place. The election shall be held and conducted in accordance with the provisions of the Texas Election Code, as amended, and the provisions of Texas Revised Civil Statutes Annotated Chapter 1 of Title 22, as amended, and as may be required by any other law. All election materials and proceedings shall be printed in both English and Spanish.

SECTION 6. A substantial copy of this Ordinance shall serve as a proper notice of the election. This notice, including a Spanish translation thereof, shall be posted at three (3) public places within the City and at the City Hall not less than fifteen (15) days prior to the date the election is to be held, and be published on the same day in each of two (2) successive weeks in a newspaper of general circulation in the City, the first of these publications to appear in such newspaper not more than thirty (30) days, and not less than fourteen (14) full days prior to the day of the election.

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

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

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

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

SECTION 11. It is officially found, determined, and declared that the meeting at which this Ordinance is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Ordinance, was given, all as required by Texas Revised Civil Statutes Annotated Article 6252-17, as amended.

SECTION 12. This Ordinance shall be in force and effect from and after the date of its adoption, and it is so ordained

[The remainder of this page intentionally left blank.]

PASSED AND APPROVED, this the 23rd day of July, 1992.

CITY OF HELOTES, TEXAS

Mayor Pro-Tem

ATTEST:

City Secretary

(SEAL OF CITY)

0014969

AFFIDAVIT OF PUBLICATION

THE STATE OF TEXAS §
§
COUNTY OF BEXAR §
§
CITY OF HELOTES §

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared Kit Brenner, who, after being by me duly sworn, upon oath says that he/she is the publisher/editor of the Helotes Echo, a newspaper of general circulation in the City of Helotes, Texas, which newspaper satisfies each of the requirements of Texas Revised Civil Statutes Annotated Article 28a, as amended, so as to constitute an official publication in which legal notices may be published as set forth in Texas Revised Civil Statutes Annotated Article 29a, as amended, and that there was published in said newspaper a true and correct copy of the attached NOTICE OF ELECTION in both the English and Spanish languages on the following dates:

August 26, 1992

September 2, 1992

Kit Brenner
~~Publisher~~/Editor

SUBSCRIBED AND SWORN TO before me, the undersigned authority, on the 3 day of September 1992, to verify which witness my hand and seal of office.

Marie Heike
Notary Public in and for
the State of Texas

(NOTARY SEAL)
My Commission Expires:

0014992

NOTICE OF ELECTION

THE STATE OF TEXAS
COUNTY OF BEXAR
CITY OF HELOTES

TO ALL RESIDENT QUALIFIED ELECTORS OF THE CITY OF HELOTES, TEXAS

TAKE NOTICE that an election will be held in the City of Helotes, Texas, on Saturday, September 19, 1992, in obedience to an ordinance duly passed and adopted by the City Council on July 23, 1992, which ordinance reads substantially as follows:

AN ORDINANCE CALLING A BOND ELECTION TO BE HELD IN THE CITY OF HELOTES, TEXAS; MAKING PROVISION FOR THE CONDUCT OF THE ELECTION; AND RESOLVING OTHER MATTERS INCIDENT AND RELATED TO SUCH ELECTION

WHEREAS, the City Council (the *Council)* of the CITY OF HELOTES, TEXAS (the *City)* hereby finds and determines that an election should be held to determine whether the Council shall be authorized to issue general obligation bonds of the City in the amount and for the purpose hereinafter identified; and

WHEREAS, the Council hereby finds and determines that the City does not have an adequate City Hall and that it is in the public interest to call and hold a bond election at the earliest possible date to authorize the issuance of general obligation bonds for the purpose hereinafter identified; and

WHEREAS, the Council hereby finds and determines that the holding of a bond election on the date set forth below, a date other than a uniform election date, is in the public interest; now, therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF HELOTES, TEXAS THAT:

SECTION 1. An election shall be held on the 19th day of September, 1992, a date other than a uniform election date, in the CITY OF HELOTES, TEXAS, which date is not less than fifteen (15) nor more than ninety (90) days from the date of the adoption of this ordinance (the *Ordinance*), for the purpose of submitting the following proposition to the electors of the City:

PROPOSITION

"Shall the City Council of the City of Helotes, Texas be authorized to issue and sell general obligation bonds of the City in the principal amount of $350,000 for the purpose of making permanent public improvements within the City limits, including: building, constructing, improving, or renovating a public building or buildings for municipal purposes that will be utilized as a municipal complex; such bonds to mature serially or otherwise not more than forty (40) years from their date; and any issue or series of said bonds to bear interest at such rate or rates (fixed, floating, variable or otherwise) as may be determined within the discretion of the City Council, provided that such rate of interest shall not exceed the maximum rate per annum authorized by law at the time of the issuance of any issue or series of said bonds; and shall the City Council of the City be authorized to levy and pledge, and cause to be assessed and collected, annual ad valorem taxes, within the limitations prescribed by law, on all taxable property in said City sufficient to pay the annual interest and provide a sinking fund to pay the bonds at maturity?"

SECTION 2. The entire City shall constitute one election precinct for holding the election. The polling place designated for holding the election shall be at the Helotes City Hall located at 13438 Bandera Road, Helotes, Texas. Betty Ade is appointed Presiding Judge, and Gloria Carpenter is appointed Alternate Presiding Judge. The Presiding Judge shall appoint not less than two (2) nor more than four (4) resident qualified electors of the City to act as clerks to properly conduct the election, However, if the Presiding Judge appointed actually serves, the Alternate Presiding Judge shall serve as one of the clerks. The appointment of such clerks must include a person fluent in the Spanish language to serve as a clerk to render oral aid in the Spanish language to any voter desiring such aid at the polls on the day of the election. In the absence of the Presiding Judge named above, the Alternate Presiding Judge shall perform the duties of the Presiding Judge.

On election day, the polls shall be open from 7:00 o'clock a.m. to 7:00 o'clock p.m.

Absentee voting shall be conducted at the Helotes City Hall, located at 13438 Bandera Road, Helotes, Texas 78023. With the exception of Saturdays, Sundays and [illegible]

AVISO DE ELECCION

EL ESTADO DE TEXAS
CONDADO DE BEXAR
CIUDAD DE HELOTES

A TODOS LOS VOTANTES HABILITADOS QUE RESIDEN EN LA CIUDAD DE HELOTES, TEXAS

NOTIFIQUESE que se celebrará una elección en la Ciudad de Helotes, Texas, el sábado, día 19 de septiembre de 1992, en cumplimiento de una ordenanza que fue debidamente aprobada y adoptada por el Concilio de la Ciudad el día 23 de julio de 1992, y la ordenanza lee substancialmente de esta manera:

UNA ORDENANZA LLAMANDO UNA ELECCION DE BONOS QUE SE CELEBRARA EN LA CIUDAD DE HELOTES, TEXAS; DISPONIENDO EL MANEJO dE IA ELECCION; Y RESOLVIENDO OTROS ASUNTOS QUE SON INCIDENTES Y PERTINENTES A DICHA ELECCION.

VISTO QUE, el Concilio de la Ciudad (el *"Concilio")* DE LA CIUDAD DE HELOTES, TEXAS (la *"Ciudad")* por la presente halla y determina que se deberá celebrar una elección para determinar si el Concilio deberá estar autorizado para emitir los bonos de obligación general de la Ciudad en la cantidad y con el propósito identificado más abajo aquí dentro; y

VISTO QUE, el Concilio por la presente halla y determina que la Ciudad no tiene una Casa de Ayuntamiento adecuada y que sería provechoso al público llamar y celebrar una eleccion de bonos lo más pronto posible para autorizar la emisión de los bonos de obligación general con el propósito identificado más abajo aquí dentro; y

VISTO QUE, el Concilio por la presente halla y determina que sería provechoso al público llamar una elección de bonos en la fecha manifestada abajo, la cual es una fecha no siendo fecha de elección uniforme; ahora, por lo tanto,

ORDENESE POR EL CONCILIO DE LA CIUDAD DE HELOTES, TEXAS, QUE:

SECCION 1. Se celebrará una elección el día 19 de septiembre de 1992, una fecha no siendo fecha de elección uniforme, en la CIUDAD DE HELOTES, TEXAS, y dicha fecha cae entre quince (15) y noventa (90) días después de la fecha en que fue aprobada esta ordenanza (la "Ordenanza"), con el propósito de presentar la siguiente proposición a los votantes de la Ciudad:

PROPOSICION

"Debera de estar authorizado el Concilio de la Ciudad de Helotes, Texas, para emitir y vender los bonos de obligación general de la Ciudad en la cantidad principal de $350,000, con el proposito de hacer mejoras públicas permanentes dentro de las líneas divisorias de la Ciudad, incluyendo: edificar, construir, mejorar, o renovar un edificio o edificios públicos para propósitos municipales que se utilizarán como un complejo municipal; dichos bonos se vencerán en sierie o de otro modo dentro de cuarenta (40) años después de su fecha; y cualesquier emisión o serie de dichos bonos llevará interés a dicha cuota o cuotas (sean fijas, flotantes, variables o de otro modo) como pueda determinarse dentro del miramiento del Concilio de la Ciudad, con tal de que dicha cuota de interés no exceda la cuota máxima por año autorizada por ley durante el tiempo en que fue autorizada dicha emisión o serie de dichos bonos; y deberá de estar autorizado el Concilio de la Ciudad para imponer y empeñar, y hacer que se tasen y recauden cada año los impuestos ad valorem, dentro de las limitaciones prescritas por ley, sobre todos los bienes imponibles en dicha Ciudad que sean suficientes para pagar el interés por año y para establecer un fondo de amortización para pagar los bonos cuando se venzan?"

SECCION 2. La Cuidad entera deberá formar un solo precinto electoral para manejar la eleccion. El sitio de votación que está designado para manejar la elección será la Casa de Ayuntamiento de Helotes que queda a 13438 Bandera Road, en Helotes, Texas. Betty Ade está nombrado (a) Juez Presidente y Gloria Carpenter está nombrado (a) Juez Presidente Alterno (a). El Juez Presidente deberá nombrar a entre dos (2) y cuatro (4) votantes habilitados que residen en la Ciudad para servir de escribanos para manejar la elección apropiadamente. Sin embargo, si el Juez Presidente que está nombrado sirve actualmente, el Juez Presidente Alterno deberá servir como uno de los escribanos. El nombramiento de dichos escribanos deberá incluir una persona que sepa bien el español para servir como escribano para prestar ayuda oral en espanol a cualesquier votante que desee dicha ayuda en los sitios de votación el día de la elección. Si el (la) Juez Presidente que está nombrada(a) arriba llega a estar ausente, el Juez Presidente Alterno debera cumplir con las obligaciones del Juez Presidente.

El día de la elección, los sitios de votación estarán abiertos de las 7 de la mañana a las 7 de la noche.

La votación en ausencia se manejará en la Casa de [illegible]

AFFIDAVIT OF POSTING NOTICE

THE STATE OF TEXAS §
§
COUNTY OF BEXAR §
§
CITY OF HELOTES §

BEFORE ME, the undersigned authority, on this day personally appeared Vicki Graham, who, after being by me duly sworn, upon oath says that she is the City Secretary of the City of Helotes, Texas, and does further state that on the 25th day of August, 1992, she, or her authorized agent, posted a true and correct copy of the attached and following NOTICE OF ELECTION, in both the English and Spanish languages, at each of the public places in the City named below:

1. ONE at the City Hall, City of Helotes, Texas.

2. ONE at Helotes Post Office, a public place within said City.

3. ONE at Handy Andy, a public place within said City.

4. ONE at Stop-N-Go, a public place within said City.

Vicki Graham
City Secretary,
City of Helotes, Texas

SUBSCRIBED AND SWORN TO before me, the undersigned authority, on the 25 day of Sept, 1992, to certify which witness my hand and seal of office.

JUDY L. HENCKEL
MY COMMISSION EXPIRES
January 8, 1995

(SEAL)

Judy L. Henckel
Notary Public in and for
the State of Texas

My Commission Expires:
January 8, 1995

0014993

NOTICE OF ELECTION

THE STATE OF TEXAS §
§
COUNTY OF BEXAR §
§
CITY OF HELOTES §

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TO ALL RESIDENT QUALIFIED ELECTORS OF

THE CITY OF HELOTES, TEXAS

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TAKE NOTICE that an election will be held in the City of Helotes, Texas, on Saturday, September 19, 1992, in obedience to an ordinance duly passed and adopted by the City Council on July 23, 1992, which ordinance reads substantially as follows:

AN ORDINANCE CALLING A BOND ELECTION TO BE HELD IN THE CITY OF HELOTES, TEXAS; MAKING PROVISION FOR THE CONDUCT OF THE ELECTION; AND RESOLVING OTHER MATTERS INCIDENT AND RELATED TO SUCH ELECTION.

* *

WHEREAS, the City Council (the *Council*) of the CITY OF HELOTES, TEXAS (the *City*) hereby finds and determines that an election should be held to determine whether the Council shall be authorized to issue general obligation bonds of the City in the amount and for the purpose hereinafter identified; and

WHEREAS, the Council hereby finds and determines that the City does not have an adequate City Hall and that it is in the public interest to call and hold a bond election at the earliest possible date to authorize the issuance of general obligation bonds for the purpose hereinafter identified; and

WHEREAS, the Council hereby finds and determines that the holding of a bond election on the date set forth below, a date other than a uniform election date, is in the public interest; now, therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF HELOTES, TEXAS THAT:

SECTION 1. An election shall be held on the 19th day of September, 1992, a date other than a uniform election date, in the CITY OF HELOTES, TEXAS, which date is not less than fifteen (15) nor more than ninety (90) days from the date of the adoption of this ordinance (the *Ordinance*), for the purpose of submitting the following proposition to the electors of the City:

PROPOSITION

"Shall the City Council of the City of Helotes, Texas be authorized to issue and sell general obligation bonds of the City in the principal amount of $350,000 for the purpose of making permanent public improvements within the City limits, including: building, constructing, improving, or renovating a public building or buildings for municipal purposes that will be utilized as a municipal complex; such bonds to mature serially or otherwise not more than forty (40) years from their date; and any issue or series of said bonds to bear interest at such rate or rates (fixed, floating, variable or otherwise) as may be determined within the

discretion of the City Council, provided that such rate of interest shall not exceed the maximum rate per annum authorized by law at the time of the issuance of any issue or series of said bonds; and shall the City Council of the City be authorized to levy and pledge, and cause to be assessed and collected, annual ad valorem taxes, within the limitations prescribed by law, on all taxable property in said City sufficient to pay the annual interest and provide a sinking fund to pay the bonds at maturity?"

SECTION 2. The entire City shall constitute one election precinct for holding the election. The polling place designated for holding the election shall be at the Helotes City Hall located at 13438 Bandera Road, Helotes, Texas. Betty Ade is appointed Presiding Judge, and Gloria Carpenter is appointed Alternate Presiding Judge. The Presiding Judge shall appoint not less than two (2) nor more than four (4) resident qualified electors of the City to act as clerks to properly conduct the election. However, if the Presiding Judge appointed actually serves, the Alternate Presiding Judge shall serve as one of the clerks. The appointment of such clerks must include a person fluent in the Spanish language to serve as a clerk to render oral aid in the Spanish language to any voter desiring such aid at the polls on the day of the election. In the absence of the Presiding Judge named above, the Alternate Presiding Judge shall perform the duties of the Presiding Judge.

On election day, the polls shall be open from 7:00 o'clock a.m. to 7:00 o'clock p.m.

Absentee voting shall be conducted at the Helotes City Hall, located at 13438 Bandera Road, Helotes, Texas 78023. With the exception of Saturdays, Sundays, and official State holidays, this office or place shall remain open from 9:00 o'clock a.m. to 6:30 o'clock p.m. for absentee voting.

An Absentee Ballot Board is hereby established for the purpose of processing absentee voting results. Betty Ade is appointed the Presiding Judge of the Absentee Ballot Board. The Presiding Judge shall appoint not less than two (2) nor more than four (4) resident qualified electors of the City to serve as members of the Absentee Ballot Board.

SECTION 3. Voting machines shall be used for voting on election day. Paper ballots shall be used for absentee voting by personal appearance and by mail.

SECTION 4. The official ballots shall be prepared in accordance with the Texas Election Code, as amended, so as to permit electors to vote "FOR" or "AGAINST" the aforesaid proposition which shall appear on the ballot substantially as follows:

PROPOSITION

"THE ISSUANCE OF $350,000 OF GENERAL OBLIGATION BONDS TO BUILD, CONSTRUCT, IMPROVE, OR RENOVATE A PUBLIC BUILDING OR BUILDINGS FOR MUNICIPAL PURPOSES TO BE UTILIZED AS A MUNICIPAL COMPLEX."

SECTION 5. All resident qualified electors of the City shall be permitted to vote at the election and on the day of the election, such electors shall vote at the designated polling place. The election shall be held and conducted in accordance with the provisions of the Texas Election Code, as amended, and the provisions of Texas Revised Civil Statutes Annotated Chapter 1 of Title 22, as amended, and as may be required by any other law. All election materials and proceedings shall be printed in both English and Spanish.

SECTION 6. A substantial copy of this Ordinance shall serve as a proper notice of the election. This notice, including a Spanish translation thereof, shall be posted at three (3) public places within the City and at the City Hall not less than fifteen (15) days prior to the date the election is to be held, and be published on the same day in each of two (2) successive weeks in a newspaper of general circulation in the City, the first of these publications to appear in such newspaper not more than thirty (30) days, and not less than fourteen (14) full days prior to the day of the election.

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

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

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

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

SECTION 11. It is officially found, determined, and declared that the meeting at which

this Ordinance is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Ordinance, was given, all as required by Texas Revised Civil Statutes Annotated Article 6252-17, as amended.

SECTION 12. This Ordinance shall be in force and effect from and after the date of its adoption, and it is so ordained

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PASSED AND APPROVED, this the 23rd day of July, 1992.

CITY OF HELOTES, TEXAS

_____
Mayor

ATTEST:

_____
City Secretary

(SEAL OF CITY)

0014990

YOU WILL, THEREFORE, take notice of all the matters and facts set out in the foregoing Notice of Election.

_____

City Secretary,
City of Helotes, Texas

(SEAL)

0014990

AVISO DE ELECCION

EL ESTADO DE TEXAS)(
)(
CONDADO DE BEXAR)(
)(
CIUDAD DE HELOTES)(

----------O----------

A TODOS LOS VOTANTES HABILITADOS QUE RESIDEN EN LA CIUDAD DE HELOTES, TEXAS

----------O----------

NOTIFIQUESE que se celebrará una elección en la Ciudad de Helotes, Texas, el sábado, día 19 de septiembre de 1992, en cumplimiento de una ordenanza que fue debidamente aprobada y adoptada por el Concilio de la Ciudad el día 23 de julio de 1992, y la ordenanza lee substancialmente de esta manera:

UNA ORDENANZA LLAMANDO UNA ELECCION DE BONOS QUE SE CELEBRARA EN LA CIUDAD DE HELOTES, TEXAS; DISPONIENDO EL MANEJO DE LA ELECCION; Y RESOLVIENDO OTROS ASUNTOS QUE SON INCIDENTES Y PERTINENTES A DICHA ELECCION.

* * * * * * * * * * * * * * * *

VISTO QUE, el Concilio de la Ciudad (el "Concilio") de la CIUDAD DE HELOTES, TEXAS (la "Ciudad") por la presente halla y determina que se deberá celebrar una elección para determinar si el Concilio deberá estar autorizado para emitir los bonos de obligación general de la Ciudad en la cantidad y con el propósito identificado más abajo aquí dentro; y

VISTO QUE, el Concilio por la presente halla y determina que la Ciudad no tiene una Casa de Ayuntamiento adecuada y que sería provechoso al público llamar y celebrar una elección de bonos lo más pronto posible para autorizar la emisión de los bonos de obligación general con el propósito identificado más abajo aquí dentro; y

VISTO QUE, el Concilio por la presente halla y determina que sería provechoso al público llamar una elección de bonos en la fecha manifestada abajo, la cual es una fecha no siendo fecha de elección uniforme; ahora, por lo tanto,

ORDENESE POR EL CONCILIO DE LA CIUDAD DE HELOTES, TEXAS, QUE:

SECCION 1. Se celebrará una elección el día 19 de septiembre de 1992, una fecha no siendo fecha de elección uniforme, en la CIUDAD DE HELOTES, TEXAS, y dicha fecha cae entre quince (15) y noventa (90) días después de la fecha en que fue aprobada esta ordenanza (la "Ordenanza"), con el propósito de presentar la siguiente proposición a los votantes de la Ciudad:

PROPOSICION

"¿Debera de estar autorizado el Concilio de la Ciudad de Helotes, Texas, para emitir y vender los bonos de obligación general de la Ciudad en la cantidad principal de $350,000, con el propósito de hacer mejoras públicas permanentes dentro de las líneas divisorias de la Ciudad, incluyendo: edificar, construir, mejorar, o renovar un edificio o edificios públicos para propósitos municipales que se utilizarán como un complejo municipal; dichos bonos se vencerán en serie o de otro modo dentro de cuarenta (40) años después de su fecha; y cualesquier emisión o serie de dichos bonos llevará interés a dicha cuota o cuotas

(sean fijas, flotantes, variables o de otro modo) como pueda determinarse dentro del miramiento del Concilio de la Ciudad, con tal de que dicha cuota de interés no exceda la cuota máxima por año autorizada por ley durante el tiempo en que fue autorizada dicha emisión o serie de dichos bonos; y deberá de estar autorizado el Concilio de la Ciudad para imponer y empeñar, y hacer que se tasen y recauden cada año los impuestos ad valorem, dentro de las limitaciones prescritas por ley, sobre todos los bienes imponibles en dicha Ciudad que sean suficientes para pagar el interés por año y para establecer un fondo de amortización para pagar los bonos cuando se venzan?"

SECCION 2. La Ciudad entera deberá formar un solo precinto electoral para manejar la elección. El sitio de votación que está designado para manejar la elección será la Casa de Ayuntamiento de Helotes que queda a 13438 Bandera Road, en Helotes, Texas. Betty Ade está nombrado(a) Juez Presidente y Gloria Carpenter está nombrado(a) Juez Presidente Alterno(a). El Juez Presidente deberá nombrar a entre dos (2) y cuatro (4) votantes habilitados que residen en la Ciudad para servir de escribanos para manejar la elección apropiadamente. Sin embargo, si el Juez Presidente que está nombrado sirve actualmente, el Juez Presidente Alterno deberá servir como uno de los escribanos. El nombramiento de dichos escribanos deberá incluir una persona que sepa bien el español para servir como escribano para prestar ayuda oral en español a cualesquier votante que desee dicha ayuda en los sitios de votación el día de la elección. Si el(la) Juez Presidente que está nombrado(a) arriba llega a estar ausente, el Juez Presidente Alterno deberá cumplir con las obligaciones del Juez Presidente.

El día de la elección, los sitios de votación estarán abiertos de las 7 de la mañana a las 7 de la noche.

La votación en ausencia se manejará en la Casa de Ayuntamiento de Helotes, la cual queda a 13438 Bandera Road, en Helotes, Texas 78023. Con la excepción de sábados, domingos, y días de fiesta oficiales del Estado, esta oficina o sitio estará abierto de las 8 de la mañana a las 5 de la tarde para la votación en ausencia.

Por la presente se establece la Junta Sobre la Votación En Ausencia con el propósito de procesar los resultados de la votación en ausencia. Betty Ade está nombrado(a) Juez Presidente de la Junta Sobre la Votación En Ausencia. El(La) Juez Presidente deberá nombrar a entre dos (2) y cuatro (4) votantes habilitados que residen en la Ciudad para servir de miembros de la Junta Sobre la Votación En Ausencia.

SECCION 3. Se usarán máquinas de votar el día de la elección. Se usarán boletas de papel para votar en ausencia en persona y por correo.

SECCION 4. Las boletas oficiales se prepararán de acuerdo con el Código de Elecciones de Texas, como enmendado, de manera que permitan que los votantes voten o "A FAVOR DE" o "EN CONTRA DE" la proposición que ya fue mencionada que aparecerá en la boleta substancialmente de esta manera:

PROPOSICION

"LA EMISION DE $350,000 DE BONOS DE OBLIGACION GENERAL PARA EDIFICAR, CONSTRUIR, MEJORAR, O RENOVAR UN EDIFICIO O EDIFICIOS PUBLICOS PARA PROPOSITOS MUNICIPALES QUE SE UTILIZARA COMO UN COMPLEJO MUNICIPAL."

SECCION 5. Todos los votantes habilitados que residen en la Ciudad deberán estar permitidos votar en la elección y, el día de la elección, dichos votantes deberán votar en el designado sitio de votación. La elección se celebrará y se manejará de acuerdo con las disposiciones del Código de Elecciones de Texas, como enmendado, y las disposiciones del Anotado Capítulo 1 del Título 22 de los Estatutos Civiles Revisados de Texas, como enmendado, y como pueda estar requerido por alguna otra ley. Todos los materiales y procedimientos electorales estarán impresos en inglés y en español.

SECCION 6. Una copia substancial de esta Ordenanza deberá servir como aviso propio de la elección. Este aviso, incluyendo una traducción al español, deberá estar fijado en tres (3) sitios públicos dentro de la Ciudad y en la Casa de Ayuntamiento no menos de quince (15) días antes de la fecha en que se celebrará la elección, y dicho aviso deberá estar publicado el mismo día de cada de dos (2) semanas sucesivas en un periódico de circulación general en la Ciudad, y la primera de estas publicaciones aparecerá en dicho periódico entre catorce (14) y treinta (30) días cumplidos antes del día de la elección.

SECCION 7. Las declaraciones contenidas en el preámbulo por la presente se hallan ser verdaderas, y dichas declaraciones por la presente se hacen parte de esta Ordenanza en todos sentidos y están adoptadas como parte de la decisión y descubrimientos del Concilio.

SECCION 8. Todas las ordenanzas y resoluciones, o partes de éstas, que están opuestas o contradictorias a cualesquier disposición de esta Ordenanza por la presente están revocadas hasta el punto de dicho conflicto, y las disposiciones de esta Ordenanza predominarán y seguirán predominando en cuanto a los

asuntos ordenados aquí dentro.

SECCION 9. Esta Ordenanza se interpretará y tendrá vigor de acuerdo con las leyes del Estado de Texas y los Estados Unidos de América.

SECCION 10. Si alguna disposición de esta Ordenanza o la aplicación de esta a alguna persona o circunstancia se declara inválida, el resto de esta Ordenanza y la aplicación de dicha disposición a otras personas o circunstancias de todas maneras seguirá estando válida, y por la presente este Concilio declara que esta Ordenanza se hubiera legislado sin dicha disposición inválida.

SECCION 11. Se halla, determina y declara oficialmente que la junta en que se adoptó esta Ordenanza estuvo abierta al público y que se dió aviso público de la hora, lugar, y tema del negocio público que se considerará en dicha junta, incluyendo esta Ordenanza, todo como requerido por el Anotado Artículo 6252-17 de los Estatutos Civiles Revisados de Texas, como enmendado.

SECCION 12. Esta Ordenanza tendrá vigor y estará vigente desde y después de la fecha en que fue adoptada, y así se ordena

ACORDADA Y APROBADA este día 23 de julio de 1992.

CIUDAD DE HELOTES, TEXAS

_____
Alcalde

CERTIFICO:

_____
Secretario(a) de la Ciudad

USTED, POR LO TANTO, notará todos los asuntos y hechos en el precedente Aviso de Elección.

_____
Secretario(a) de la Ciudad
Ciudad de Helotes, Texas

CERTIFICATE OF CITY SECRETARY

THE STATE OF TEXAS §
§
COUNTY OF BEXAR §
§
CITY OF HELOTES §

THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 24th day of September, 1992, the City Council (the *Council*) of the City of Helotes, Texas (the *City*) convened in regular session at its regular meeting place in the City Hall of the City (the *Meeting*), the duly constituted members of the Council being as follows:

Vivian Hultz	Mayor
Verna Thompson	Mayor Pro Tem
Robert Prats	Councilmember
Tom Hopper	Councilmember
Joe Herrera	Councilmember
Marilyn Page	Councilmember

and all of such persons were present at the Meeting, except the following: Verna Thompson, Tom Hopper, thus constituting a quorum. Among other business considered at the Meeting, the attached resolution (the *Resolution*) entitled:

A RESOLUTION CANVASSING THE RETURNS AND DECLARING THE RESULTS OF A BOND ELECTION; AND OTHER MATTERS IN CONNECTION THEREWITH

was introduced and submitted to the Council for passage and adoption. After presentation and discussion of the Resolution, a motion was made by Councilmember Prats that the Resolution be passed and adopted. The motion was seconded by Councilmember Herrera and carried by the following vote:

3 voted "For" 0 voted "Against" 0 abstained

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

2. The attached Resolution is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the Council of the City on the date of the Meeting are those persons shown above, and, according

to the records of my office, each member of the Council was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Resolution would be considered; and the Meeting and deliberation of the aforesaid public business, including the subject of the Resolution, was posted and given in advance thereof in compliance with the provisions of Texas Revised Civil Statutes Annotated Article 6252-17, as amended.

IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the City, this 24th day of September, 1992.

Vicki Graham

City Secretary,
City of Helotes, Texas

(SEAL)

0014994

A RESOLUTION CANVASSING THE RETURNS AND DECLARING THE RESULTS OF A BOND ELECTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, on July 23, 1992, the City Council (the *City Council*) of the City of Helotes, Texas (the *City*) ordered an election to be held on September 24, 1992 for the purpose of determining whether the resident, qualified electors of the City would authorize the issuance of general obligation bonds by the City; and

WHEREAS, the City Council has reviewed and investigated all matters pertaining to this election, including the ordering, notices, election officers, holding, and returns thereof; and

WHEREAS, the City Council hereby canvasses the returns of this election, at which there was submitted to all resident, qualified electors of the City for their action thereupon, the following proposition:

PROPOSITION

"Shall the City Council of the City of Helotes, Texas be authorized to issue and sell general obligation bonds of the City in the principal amount of $350,000 for the purpose of making permanent public improvements within the City limits, including: building, constructing, improving, or renovating a public building or buildings for municipal purposes to be utilized as a municipal complex; such bonds to mature serially or otherwise not more than forty (40) years from their date; and any issue or series of said bonds to bear interest at such rate or rates (fixed, floating, variable or otherwise) as may be determined within the discretion of the City Council, provided that such rate of interest shall not exceed the maximum rate per annum authorized by law at the time of the issuance of any issue or series of said bonds; and shall the City Council of the City be authorized to levy and pledge, and cause to be assessed and collected, annual ad valorem taxes, within the limitations prescribed by law, on all taxable property in said City sufficient to pay the annual interest and provide a sinking fund to pay the bonds at maturity?"

; and

WHEREAS, the City Council has diligently inquired into the poll lists and the official election returns which were duly and lawfully made to this City Council by the judges and clerks holding and conducting the election; the poll lists and the official election returns showing separately the votes cast in the election; and

WHEREAS, from these returns, this City Council hereby finds that the following votes were cast in the election by voters who were resident, qualified electors of the City;

PROPOSITION

"THE ISSUANCE OF $350,000 OF GENERAL OBLIGATION BONDS TO BUILD, CONSTRUCT, IMPROVE, OR RENOVATE A PUBLIC BUILDING OR BUILDINGS FOR MUNICIPAL PURPOSES TO BE UTILIZED AS A MUNICIPAL COMPLEX."

	For	Against
	69	50
Absentee Votes	187	38
TOTAL	256	88

NOW, THEREFORE,

IT IS ACCORDINGLY FOUND, DECLARED, AND RESOLVED BY THE CITY COUNCIL OF THE CITY OF HELOTES, TEXAS THAT:

SECTION 1. The City Council of the City officially finds, determines, and declares that the election was duly and properly ordered, that proper legal notice of such election was duly given in the English language and the Spanish language, that proper election officers were duly appointed prior to the election, that the election was duly and legally held, that all resident, qualified electors of the City were permitted to vote at the election, that due returns of the results of the election had been made and delivered, and that the City Council of the City has duly canvassed such returns, all in accordance with the laws of the State of Texas and of the United States of America, the Charter, and the ordinance calling the election.

SECTION 2. A MAJORITY of the resident, qualified electors of the City of Helotes, Texas, voting in the election, having voted FOR the authorization and issuance of $350,000 of bonds and levy and pledge of the tax in payment thereof, as submitted in the aforementioned proposition, and that the City Council of the City hereby determines that the Proposition carried at the election, that the election was duly called, proper notice given, and that the election was held in all aspects in conformity with the law.

SECTION 3. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the City Council.

SECTION 4. All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters ordained herein.

SECTION 5. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 6. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the City Council hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 7. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Texas Revised Civil Statutes Annotated Article 6252-17, as amended.

SECTION 8. This Resolution shall be in force and effect from and after its final passage and it is so ordered.

PASSED, ADOPTED AND APPROVED this, the 24th day of September, 1992.

CITY OF HELOTES, TEXAS

Mayor

ATTEST:

City Secretary

(SEAL OF CITY)

0027703

GENERAL CERTIFICATE

THE STATE OF TEXAS	§
	§
COUNTY OF BEXAR	§
	§
CITY OF HELOTES	§

THE UNDERSIGNED HEREBY CERTIFY that:

1. The City Council of the City of Helotes, Texas (the *City*) has authorized the issuance of the "CITY OF HELOTES, TEXAS GENERAL OBLIGATION BONDS, SERIES 1993", dated January 1, 1993, in the aggregate principal amount of $350,000 (the *Bonds*), authorized by an ordinance passed and adopted on the 3rd day of December, 1992 (the *Ordinance*).

2. The total principal amount of outstanding indebtedness of the City, payable, in whole or in part, from taxes levied under and pursuant to Article XI, Section 4 of the Texas Constitution, including the Bonds, is as follows:

OUTSTANDING TAX OBLIGATIONS	$0
THE BONDS	350,000
TOTAL INDEBTEDNESS	$350,000

A schedule of indebtedness of the City payable, in whole or in part, from taxes is attached hereto as Exhibit A and made a part of this certificate for all purposes.

3. A debt service requirement schedule for the Bonds is attached hereto as Exhibit B and made a part of this certificate for all purposes.

4. The City is a duly incorporated Type A general-law city, having less than 5,000 inhabitants, operating and existing under the laws of the State of Texas.

5. The members of the City Council of the City are as follows:

Vivian Hultz	Mayor
Verna Thompson	Mayor Pro Tem, Place 5
Robert Prats	Councilmember, Place 3
Tom Hopper	Councilmember, Place 4
Joe Herrera	Councilmember, Place 1
Marilyn Page	Councilmember, Place 2

6. L. J. Cott is the duly appointed, qualified, and acting City Manager of the City.

7. Vicki Graham is the duly appointed, qualified, and acting City Secretary of the City.

8. Harvey Hardy is the duly appointed, qualified, and acting City Attorney of the City.

9. The assessed value of all taxable property (net of exemptions) in the City, as shown by the tax rolls for the year 1992, which have been duly approved and are the latest official assessment of taxable property in the City, is as follows:

TOTAL ASSESSED TAXABLE VALUES OF
REAL AND PERSONAL PROPERTY $82,427,767

10. All of the meetings held by the City Council pursuant to which any proceedings were passed, adopted, and approved in connection with the Bonds were meetings open to the public for which public notice had been given, all as required by law and particularly Texas Revised Civil Statutes Annotated Article 6252-17, as amended.

11. The provisions of the Federal Voting Rights Act and the Texas Election Code were fully complied with in the election held on September 19, 1992, being the date of the election authorizing the issuance of the Bonds.

12. Attached as Exhibit C hereto and incorporated by reference for all purposes is an ordinance enacted by the City Council on June 24, 1982 adopting and accepting the provisions of Chapters 1 through 10 of Title 28 of Vernon's Texas Revised Civil Statues, now codified as Section 5.001, as amended, Local Government Code.

13. The City has deposited $13,165.83 into the Bond Fund representing currently available and unencumbered funds and such amount is appropriated for the payment of the debt service payment on the Bonds on August 1, 1993.

14. This certificate is made for the benefit of the persons involved in this transaction and the Attorney General of The State of Texas in connection with his examination into and the approval of the Bonds.

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EXHIBIT A

CURRENTLY OUTSTANDING INDEBTEDNESS PAYABLE FROM TAXES

Description	Amount
General Obligation Bonds, Series 1993	$350,000
TOTAL	$350,000

WITNESS OUR HANDS AND THE SEAL OF THE CITY OF HELOTES, TEXAS, this 3rd day of December, 1992.

CITY OF HELOTES, TEXAS

Mayor

City Secretary

(CITY SEAL)

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0037148

EXHIBIT B

DEBT SERVICE SCHEDULE

The City of Helotes, Texas
$350,000 New Money Issue
General Obligation Bonds
Series 1993

ISSUE DATE: 1/01/93 DELIVERY DATE: 1/05/93

DATES	MATURING PRINCIPAL	PROCEEDS	COUPON RATE	YIELD	PRICE	INTEREST AMOUNT	TOTAL DEBT SERVICE	FISCAL YEAR TOTAL
8/01/93						13,165.83	13,165.83	13,165.83
2/01/94	10,000	10,336.60	7.500	4.250000	103.366000	11,285.00	21,285.00	
8/01/94						10,910.00	10,910.00	32,195.00
2/01/95	15,000	15,880.05	7.500	4.500000	105.867000	10,910.00	25,910.00	
8/01/95						10,347.50	10,347.50	36,257.50
2/01/96	15,000	16,165.50	7.500	4.750000	107.770000	10,347.50	25,347.50	
8/01/96						9,785.00	9,785.00	35,132.50
2/01/97	15,000	16,423.20	7.500	4.900000	109.488000	9,785.00	24,785.00	
8/01/97						9,222.50	9,222.50	34,007.50
2/01/98	15,000	16,590.30	7.500	5.100000	110.602000	9,222.50	24,222.50	
8/01/98						8,660.00	8,660.00	32,882.50
2/01/99	20,000	21,852.80	7.000	5.200000	109.264000	8,660.00	28,660.00	
8/01/99						7,960.00	7,960.00	36,620.00
2/01/00	20,000	20,115.20	5.500	5.400000	100.576000	7,960.00	27,960.00	
8/01/00						7,410.00	7,410.00	35,370.00
2/01/01	20,000	19,870.40	5.500	5.600000	99.352000	7,410.00	27,410.00	
8/01/01						6,860.00	6,860.00	34,270.00
2/01/02	20,000	19,929.20	5.750	5.800000	99.646000	6,860.00	26,860.00	
8/01/02						6,285.00	6,285.00	33,145.00
2/01/03	25,000	25,000.00	6.000	6.000000	100.000000	6,285.00	31,285.00	
8/01/03						5,535.00	5,535.00	36,820.00
2/01/04	25,000	24,799.25	6.000	6.100000	99.197000	5,535.00	30,535.00	
8/01/04						4,785.00	4,785.00	35,320.00
2/01/05	25,000	24,893.50	6.200	6.250000	99.574000	4,785.00	29,785.00	
8/01/05						4,010.00	4,010.00	33,795.00
2/01/06	30,000	29,603.40	6.250	6.400000	98.678000	4,010.00	34,010.00	
8/01/06						3,072.50	3,072.50	37,082.50
2/01/07	30,000	29,724.00	6.400	6.500000	99.080000	3,072.50	33,072.50	
8/01/07						2,112.50	2,112.50	35,185.00
2/01/08	30,000	30,000.00	6.500	6.500000	100.000000	2,112.50	32,112.50	
8/01/08						1,137.50	1,137.50	33,250.00
2/01/09	35,000	35,000.00	6.500	6.500000	100.000000	1,137.50	36,137.50	36,137.50
	350,000	356,183.40				220,635.83	570,635.83	570,635.83
Acc Int						-250.78	-250.78	
Totals	350,000	356,183.40				220,385.05	570,385.05	

TIC (Incl. all expenses) 6.06817309%
TIC (Arbitrage TIC) 6.06817309%
Bond Years 3,494.17

Average Coupon 6.31440487%
Average Life (yrs) 9.98

HELOTES: NEW93

12/07/92 @ 13:31

EXHIBIT B

EXHIBIT C

455150 DEED

ORDINANCE NO. 012

AN ORDINANCE ADOPTING AND ACCEPTING THE PROVISIONS AND BENEFITS OF TITLE 28 OF THE REVISED CIVIL STATUTES OF TEXAS OF 1925, OTHERWISE KNOWN AS CHAPTERS 1 THROUGH 10 OF SAID TITLE 28 - TEX. REV. CIV. STAT. ANN. arts. 961 THROUGH 1133 (VERNON) AS AMENDED RELATING TO "CITIES AND TOWNS"; INSTRUCTING THAT SAID ORDINANCE BE ENTERED UPON THE JOURNAL OF PROCEEDINGS OF THE BOARD OF ALDERMEN OF THE CITY OF HELOTES, AND A COPY OF THE SAME SIGNED BY THE MAYOR AND ATTESTED BY THE CLERK OR SECRETARY UNDER THE CORPORATE SEAL, AND FILED AND RECORDED IN THE OFFICE OF THE COUNTY CLERK IN WHICH THE CITY OF HELOTES IS SITUATED; REPEALING ALL ACTS THERETOFORE PASSED INCORPORATING THE CITY OF HELOTES WHICH ARE IN FORCE BY VIRTUE OF ANY EXISTING CHARTER AFTER THE FILING OF SAID COPY OF THIS ORDINANCE; PROVIDING THAT SAID CITY OF HELOTES SHALL RETAIN, HAVE, EXERCISE AND ENJOY ALL THE RIGHTS, IMMUNITIES, POWERS, PRIVILEGES AND FRANCHISES POSSESSED AND ENJOYED BY SAID CITY OF HELOTES AT THE TIME OF SAID ACCEPTANCE OF SAID TITLE; AND DECLARING AN EMERGENCY.

WHEREAS, the City of Helotes is presently legally incorporated under Chapter 11 of Title 28 of Vernon's Texas Revised Civil Statutes, pursuant to TEX. REV. CIV. STAT. ANN. art 1133 (Vernon), and,

WHEREAS, the City of Helotes is desirous of accepting and adopting the provisions and benefits of said Title 28 of the Revised Civil Statutes of Texas of 1925, otherwise known as Chapters 1 through 10 of Title 28 of Vernon's Texas Revised Civil Statutes - TEX. REV. CIV. STAT. ANN. art. 961-1133 (Vernon) as amended - relating to "Cities and Towns", and

WHEREAS, the City of Helotes has in excess of 600 inhabitants, and

WHEREAS, the Board of Aldermen of the City of Helotes is of the opinion that it is in the best interests of the City of Helotes to adopt and accept the provisions and benefits of Title 28 of the Revised Civil Statutes of Texas of 1925, otherwise known as Chapters 1-10 of said Title 28 of Vernon's Texas Revised Civil Statutes - TEX. REV. CIV. STAT. ANN. arts. 961-1133 (Vernon) as amended,

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE CITY OF HELOTES, TEXAS that:

SECTION 1. The City of Helotes hereby adopts and accepts the provisions and benefits of Title 28 of the Revised Civil Statutes of Texas of 1925, otherwise known as Chapters 1 through 10 of Title 28 of Vernon's Texas Revised Civil Statutes - TEX. REV. CIV. STAT. ANN. art 961-1133 (Vernon) as amended - relating to "Cities and Towns", as authorized by TEX. REV. CIV. STAT. ANN. art 961 (Vernon).

SECTION 2. Upon the passage of this Ordinance, the Board of Aldermen of the City of Helotes shall enter this Ordinance upon the journal of their proceedings, and a copy of the same signed by the Mayor and attested by the Clerk or Secretary under the corporate seal, and filed and recorded in the Office of the County Clerk in which the City of Helotes is situated.

SECTION 3. All acts theretofore passed incorporating the City of Helotes which may be in force by virtue of any existing charter are hereby repealed from and after the filing of said copy of this Ordinance.

SECTION 4. The City of Helotes hereby shall retain, have, exercise and enjoy all the rights, immunities, powers, privileges and franchises

possessed and enjoyed by the said City of Helotes at the time of said acceptance of said title, as authorized by TEX. REV. CIV. STAT. ANN. arts. 962,968 (Vernon).

SECTION 5. The importance of passing this Ordinance affects the health, safety and welfare of the general public and creates an emergency requiring the suspension of the rule requiring Ordinances to be read on three separate days, and such rule is hereby suspended and the Ordinance shall take effect and be in force immediately from and after its passage.

READ, PASSED AND APPROVED this the 24th day of June, A.D., 1982 by the affirmative vote of the necessary quorum of the Board of Aldermen of the City of Helotes present and voting.

THOMAS E. BEATTY, MAYOR

AYES Guy Burnett
Lynne Hill
Verna Thompson
Pat Wootton

NAYS none

CITY OF HELOTES

ATTEST:

City Secretary

APPROVED AS TO LEGALITY

City Attorney

Ret to:
City Secretary
City of Helotes
Helotes, Texas

FILED IN MY OFFICE
ROBERT D. GREEN
COUNTY CLERK BEXAR CO.
1982 JUN 28 PM 12 30

STATE OF TEXAS
COUNTY OF BEXAR
I hereby certify that this instrument was FILED in File Number
Sequence on the date and at the time stamped hereon by me and
was duly RECORDED in the Official Public Records of Real Property of
Bexar County, Texas on
JUN 28 1982
COUNTY CLERK BEXAR COUNTY, TEXAS

VOL 2614 PAGE 739

1 062982 01 $5.00 09125114

SIGNATURE AND NO-LITIGATION CERTIFICATE

THE STATE OF TEXAS	§
	§
COUNTY OF BEXAR	§
	§
CITY OF HELOTES	§

THE UNDERSIGNED HEREBY CERTIFY that:

1. This certificate is executed and delivered with reference to the "CITY OF HELOTES, TEXAS GENERAL OBLIGATION BONDS, SERIES 1993", dated January 1, 1993 (the *Bond Date*), in the aggregate principal amount of $350,000 (the *Bonds*).

2. The Bonds have been duly and officially executed by the undersigned Mayor and City Secretary with their manual or facsimile signatures in the manner appearing hereon, and the undersigned Mayor and City Secretary hereby adopt and ratify their respective signatures in the manner appearing on each of the Bonds in manual or facsimile form, as the case may be, as their true, genuine, and official signatures.

3. On the Bond Date and on the date hereof, the undersigned were and are the duly chosen, qualified, and acting officers indicated therein and were and are authorized to execute the same.

4. The legally adopted, proper, and official corporate seal of the City of Helotes, Texas is impressed, imprinted, or lithographed on all of the Bonds and is impressed on this certificate.

5. No litigation of any nature is now pending before any federal or state court, or administrative body, or to our knowledge threatened, seeking to restrain or enjoin the issuance or delivery of the Bonds or the levy and collection of taxes to pay the principal of and interest on the Bonds, or in any manner questioning the proceedings and authority under which the same is made or affecting the validity of the Bonds thereunder; and neither the corporate existence or boundaries of the City nor the right to hold office of any member of the governing body of the City or any other elected or appointed official of the City is being contested or otherwise questioned; and no authority or proceedings for the issuance of the Bonds have been repealed, revoked, or rescinded.

EXECUTED AND DELIVERED this JAN 07 1993.

(CITY SEAL)

SIGNATURE

OFFICIAL TITLE

Mayor, City of Helotes, Texas

City Secretary, City of Helotes, Texas

The signatures of the officers subscribed above are hereby certified to be true and genuine.

Bank of Leon Springs
(Bank)

By _____
Authorized Officer
Paul Thornton, Vice-President

(BANK SEAL)

0037151

CERTIFICATE AS TO OFFICIAL STATEMENT

THE STATE OF TEXAS	§
	§
COUNTY OF BEXAR	§
	§
CITY OF HELOTES	§

THE UNDERSIGNED HEREBY CERTIFY to the best of our knowledge and belief that:

1. The descriptions and statements of or pertaining to the City of Helotes, Texas (the *City*) contained in its Official Statement dated December 3, 1993, and any addenda, supplement, or amendment thereto relating to the "CITY OF HELOTES, TEXAS GENERAL OBLIGATION BONDS, SERIES 1993", dated January 1, 1993, in the aggregate principal amount of $350,000 (the *Bonds*), on the date of such Official Statement, on the date of sale and on the acceptance of the best bid for the Bonds, and on the date of delivery of the Bonds, were and are true and correct in all material respects.

2. Insofar as the City and its affairs, including its financial affairs, are concerned, such Official Statement did not and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

3. Insofar as the descriptions and statements, including financial data, of or pertaining to entities, other than the City, and their activities contained in such Official Statement are concerned, such statements and data have been obtained from sources which the City believes to be reliable, and the City has no reason to believe that they are untrue in any material respect.

4. There has been no material adverse change in the financial condition of the City since September 30, 1991, the date of the last financial statements of the City referenced in the Official Statement.

WITNESS OUR HANDS AND THE SEAL OF THE CITY OF HELOTES, TEXAS, on this JAN 07 1993.

CITY OF HELOTES, TEXAS

Mayor

ATTEST:

City Secretary

(CITY SEAL)

0037153

CERTIFICATE PERTAINING TO INCORPORATION

STATE OF TEXAS §
§
COUNTY OF BEXAR §
§
CITY OF HELOTES §

I, the undersigned City Secretary of the City of Helotes, Texas (the *City*), DO HEREBY CERTIFY as follows that:

1. The City was duly incorporated by an order of the Commissioners Court of Bexar County, Texas entered on the 17th day of August, 1981, pursuant to the authority conferred by an incorporation election held in the City on August 8, 1981. To the best of my knowledge and belief, this order was thereafter filed and recorded in the office of the County Clerk in which the City is located and a copy of these incorporation proceedings are attached as Exhibit A to this certificate and are incorporated by reference for all purposes.

2. The City has functioned or attempted to function as an incorporated City since the date of such incorporation or attempted incorporation.

3. Such incorporation was validated by various curative and validating statutes enacted by the Legislature of the State of Texas, including, Acts 1991, 72nd Legislature, Page 2964, Chapter 861, effective August 26, 1991, codified as Texas Revised Civil Statutes Annotated Article 974d-39 (the *Act*).

4. There was no litigation pending on August 26, 1991 (the effective date of the Act) challenging or otherwise questioning the validity of the incorporation of the City.

5. This certificate is made for the benefit of the Attorney General of the State of Texas in connection with his investigation into, review, and approval of the issuance of the proposed obligation of the City designated as "City of Helotes, Texas General Obligation Bonds, Series 1993."

WITNESS MY HAND AND THE SEAL OF THE CITY OF HELOTES, TEXAS, this 3rd day of December, 1992.

(CITY SEAL)

Vicki Graham
City Secretary,
City of Helotes, Texas

0038044

EXHIBIT A

VOL 136 PAGE 900

APPLICATION FOR INCORPORATION OF

THE CITY OF HELOTES, TEXAS

O R D E R

ON THIS 3rd day of June, 1981, came on to be considered the application filed in the office of the County Judge of Bexar County, Texas, on the 3rd day of June, 1981, seeking to incorporate the City of HELOTES, TEXAS.

AND IT APPEARING that said application is in due form of law; that same is signed by more than fifty (50) residents of the area sought to be incorporated, who are qualified voters under the provisions of Chapter 11, Title 28, Revised Civil Statutes of Texas, 1925; that the boundaries of the proposed city are duly set forth, and a proper plat thereof accompanies said application, applicable thereto, and that there are more than two thousand (2,000) and less than ten thousand (10,000) inhabitants residing within the territory of the proposed City of HELOTES, TEXAS, and that the territory within the proposed City of HELOTES, TEXAS, is intended and suitable to be used strictly for city purposes, and that, on the basis thereof, the residents of said territory are entitled by law to incorporate themselves into a city, if a majority of them vote in favor of such incorporation.

IT IS, THEREFORE, ORDERED that an election be held on the 8th day of Aug., 1981, in Bexar County, Texas, which is situated within the territory described in said application, for the purpose of submitting to the qualified voters of such territory, the question of the incorporation of the City of HELOTES, TEXAS, under the provisions of Chapter 11, Title 28, Revised Civil Statutes of Texas, 1925.

IT IS FURTHER ORDERED that Barbara G. Galland a resident of said territory, is hereby appointed presiding officer at said election, and he is hereby authorized to select two judges and two clerks to assist in holding said election, and that notice of such election be posted at three (3) public places in said territory for ten (10) days previous to the date of said election, and said election shall be held and conducted as prescribed by the general laws of this State governing general elections.

Albert G. Bustamante

ALBERT G. BUSTAMANTE
County Judge

ORDER DECLARING RESULT OF SPECIAL ELECTION

THE STATE OF TEXAS
COUNTY OF BEXAR

On this the 17th day of August, 1981, the Commissioners' Court of BEXAR County, Texas, convened in COMMISSIONERS COURT session open to the public at the regular meeting place in the Courthouse in SAN ANTONIO, Texas, with the following members present, to-wit:

ALBERT G. BUSTAMANTE, County Judge,
LEO MENDOZA, JR., Commissioner Precinct No. 1,
TOM STOLHANDSKE, Commissioner Precinct No. 2,
_____, Commissioner Precinct No. 3,
_____, Commissioner Precinct No. 4,
BOB GREEN, County Clerk,

and the following absent: COMMISSIONERS JEFF WENTWORTH AND TOM VICKERS constituting a quorum, and among other proceedings passed the following order:

There came on to be considered the returns of an election held on the 8th day of August, 1981, in BEXAR County, Texas, upon the proposition as set forth in the Order of Special Election calling said election and it appearing that said election was in all respects legally held and that said returns were duly and legally made, and that there were cast at said election 494 valid and legal votes, of which number there were cast:

"FOR" 426

Four hundred and twenty six ..... 426 votes

"AGAINST" 68

Sixty eight ..... 68 votes

IT IS THEREFORE FOUND, DECLARED AND SO ORDERED by the Commissioners' Court of Bexar County, Texas, that a two-thirds (2/3) majority of the legally qualified voters in said County voting at said election voted ____ IN FAVOR OF ____ the proposition and that therefore said proposition as set out in the Order of Special Election adopted by this court is declared to have been passed [1].

It is further found and determined that written notice of the date, place and subject of this meeting was posted as required by Article 6252-17 for at least 72 hours preceding the scheduled time of this meeting and that all terms and provisions of said Article 6252-17 have been fully met and complied with. The returns of the posting of said notice shall be attached to the minutes of this meeting and shall be a part thereof for all intents and purposes.

The above order being read, it was moved and seconded that same do pass. Thereupon, the question being called for, the following members of the Court voted AYE: JUDGE BUSTAMANTE, COMMISSIONER MENDOZA, COMMISSIONER STOLHANDSKE

and the following voted NO: ____

PASSED, APPROVED AND ADOPTED this the 17th day of August, 1981

County Judge

Commissioner Precinct No. 1

Commissioner Precinct No. 2

Commissioner Precinct No. 3

Commissioner Precinct No. 4

1. Strike the word "two-thirds" if only a simple majority is required.
2. If a motion was made, prior to the time the words "in favor of" were inserted, to strike out the word "voted" preceding the blank and place in the blank the words "failed to vote for."
3. If a motion failed to carry, strike out the words "have passed" and insert the word "failed."

vol 138 page 135

MARCUS A. [illegible]
ELECTION'S ADMINISTRATOR
BEXAR COUNTY, TEXAS

1981 JUL 17 AM 10 25

RECEIVED JUL 10 2000

COMMISSIONERS COURT
ORDER APPROVING CERTIFICATION OF BELOTES
ELECTION TO INCORPORATE BY CANVASSING
COMMITTEE. (RECORD)

A motion was presented by County Commissioner Tom Stolhandske, duly seconded by County Commissioner Leo Mendoza, Jr., which motion was voted on as follows: Commissioners Mendoza, Stolhandske and Judge Bustamante voting "Aye". It is ordered by the Court that the Certification of Belotes Election to Incorporate by Canvassing Committee be, and hereby is, approved.

CERTIFICATE AS TO TAX EXEMPTION

The undersigned, being the duly chosen and qualified Mayor and City Manager of the City of Helotes, Texas (the *City*), hereby certify with respect to the CITY OF HELOTES, TEXAS GENERAL OBLIGATION BONDS, SERIES 1993 in the aggregate principal amount of $350,000 (the *Bonds*), as follows:

A. General.

1. For all purposes of this certificate, unless otherwise defined, all defined terms herein shall have the same meaning given to them in the Ordinance and the Regulations (each as defined below).

2. Pursuant to state law and the Ordinance authorizing the issuance of the Bonds, we, along with other officers of the City, are charged with the responsibility for issuing the Bonds.

3. This certificate is made pursuant to Treasury Regulations Sections 1.103-13, 1.103-14, 1.103-15, 1.148, 1.149, and 1.150 (the *Regulations*), and sections 103 and 141-150 of the Internal Revenue Code of 1986, as amended to the date hereof (the *Code*).

4. This certificate is based on the facts and estimates described herein in existence on the Closing Date, and, on the basis of such facts and estimates, the City expects that the future events described herein will occur. The City covenants not to take any intentional acts or actions after the Closing Date of the Bonds to earn a Yield upon the investment of the proceeds materially higher than the Yield on the Bonds, except as provided herein.

5. The City has never been disqualified by the Commissioner of Internal Revenue from certifying an issue of its obligations pursuant to Section 1.103-13(a)(2)(iv) of the Regulations, has never been listed in a notice of disqualification in the Internal Revenue Bulletin, and has never been advised that such a disqualification is contemplated.

6. The City's employer identification number is 1-74-2220224-6.

B. Purpose and Size.

1. The Bonds are being issued pursuant to an Ordinance of the City adopted on December 3, 1992 (the *Ordinance*) for the purpose of making permanent public improvements within the City limits, including: building, constructing, improving, or renovating a public building or buildings for municipal purposes to be utilized as a municipal complex (the *Project*).

2. The City will, at all times prior to the last Stated Maturity of the Bonds,

(a) exclusively own, operate, and possess all property acquired, constructed, or improved with Gross Proceeds and not use or permit the use of any property acquired, constructed, or improved with Gross Proceeds in any activity carried on by any person or entity (other than a state or local government), *unless* such use is merely as a member of the general public, or

(b) not directly or indirectly impose or accept any charge or other payment for use of Gross Proceeds or any property acquired, constructed, or improved with Gross Proceeds, other than a charge or other payment merely as a member of the general public or interest earned on Investments acquired with Gross Proceeds pending application for their intended purposes, either or both.

3. The City will not use Gross Proceeds to make or finance loans to any person or entity other than a state or local government. For purposes of the foregoing covenant, Gross Proceeds are considered to be "loaned" to a person or entity if (1) property acquired, constructed, or improved with Gross Proceeds is sold or leased to such person or entity in a transaction which creates a debt for federal income tax purposes, (2) capacity in or service from such property is committed to such person or entity under a take-or-pay, output, or similar contract or arrangement, or (3) indirect benefits, or burdens and benefits of ownership, of Gross Proceeds or any property acquired, constructed, or improved with Gross Proceeds are otherwise transferred in a transaction which is the economic equivalent of a loan.

4. The amounts received from the sale of the Bonds, when added to the amount expected to be received from the investment thereof, do not exceed the amounts required to pay the costs of the Project and of issuing the Bonds.

5. No receipt from the sale of the Bonds or amounts received from the investment thereof will be used to pay the principal of or interest on any currently outstanding debt obligation of the City similar to the Bonds other than the Bonds.

C. Source and Disbursement of Funds.

1. The Bonds are being issued and delivered to Rauscher Pierce Refsnes, Inc. (the *Purchaser*), and the City has received as a result of the sale of the Bonds an amount equal to $350,434.75, which represents a purchase price of par, plus a premium of $58.40, plus accrued interest in the amount of $376.17.

2. The amount representing accrued interest is being deposited on the date hereof in the General Obligation Bonds, Series 1993, Interest and Sinking Fund (the *Bond Fund*) created by the Ordinance and will be used to pay the first payment of interest to become due on the Bonds on August 1, 1993.

3. Of the remaining proceeds of the Bonds received by the City from the Purchaser, approximately $8,820.00 will be used to pay the costs of issuance (other than underwriter's spread) relating to the Bonds, and $341,238.40 will be deposited in a separate checking account of the City (the *Construction Account* or *Fund*) to pay costs of the Project. The City estimates that it will receive $6,000.00 in income or profit from the investment of the amounts deposited to the Construction Fund pending the disbursement of such amounts for the governmental purposes for which the Bonds are being issued. Such amount will be used to pay additional costs of the Project or deposited in the Bond Fund to pay principal of or interest on the Bonds within one year from the date of receipt.

D. Temporary Periods and Time for Expenditures.

1. Within six months from the date hereof, the City will have incurred binding obligations or commitments in the amount of at least $100,000.00 for the Project by entering into contracts for construction, architectural services, engineering services, land acquisition, site development, construction materials, or the purchase of equipment.

2. After entering into said contracts, work on the construction or acquisition of the Project will proceed with due diligence to completion, which is expected to occur on, and the proceeds from the sale of the Bonds and investment earnings thereon are expected to be expended by December 31, 1994.

3. Based on the foregoing, the City expects to invest Gross Proceeds, held in the Construction Fund, without regard as to restriction of Yield until January 7, 1996.

E. Bond Fund.

1. The Bonds are payable from an ad valorem tax levied, within the limits prescribed by law, upon all taxable property located within the jurisdiction of the City. All taxes levied and collected for and on account of the Bonds are to be deposited into the Bond Fund.

2. Except for that portion of the Bond Fund, if any, consisting of deposits made to defease in whole or in part the Bonds, the Bond Fund (i) was created primarily to achieve a proper matching of revenues and debt service with respect to the Bonds within each one year period, beginning on the Closing Date and ending on each anniversary of the Closing Date thereafter until the Bonds are no longer Outstanding and (ii) will be depleted at least once a year except possibly for a carry-over amount not greater than the larger of one year's income from the investment thereof or one-twelfth of the annual debt service requirements on the Bonds. All amounts deposited to the Bond Fund will be spent within 13 months of deposit, and all amounts received from investment of such fund will be deposited therein and will be expended within twelve months of receipt. Any amounts held in

the Bond Fund during such periods are expected to be invested by the City without regard as to restriction of Yield. Any amounts held in the Bond Fund in excess of such periods will be invested at a Yield not to exceed the Yield on the Bonds.

3. All money deposited in the Bond Fund will be used solely to pay the principal of, and interest on, the Bonds as the same becomes due and payable, and there will be no other funds that will be so used or pledged or otherwise restricted so as to be available with reasonable certainty to be so used.

F. Yield, Rebate and Miscellaneous.

1. The Yield on the Bonds is 6.0682572%, calculated on the basis of the information provided in the Issue Price Certificate, attached hereto as Exhibit A.

2. The City has covenanted to account for the Gross Proceeds of the Bonds separately and apart from all other funds of the City from the date hereof.

3. The weighted average maturity of the Bonds is 9.98 years.

4. The City is a governmental unit with general taxing powers, the Bonds are not private activity bonds, 95% or more of the Net Proceeds of such Bonds are to be used for local governmental activities of the City (or of a governmental unit the jurisdiction of which is entirely within the jurisdiction of the City), the aggregate face amount of all tax-exempt obligations (other than private activity bonds) issued by the City (and all entities with which the City would be treated as a single issuer under section 148(f)(4)(C) of the Code) during the calendar year 1993 is not reasonably expected to exceed $5,000,000.00, and the City will not spend the Gross Proceeds of the Bonds so as to cause the Bonds to become private activity bonds. Accordingly, the City does not expect to be required to rebate to the United States Treasury any "arbitrage" profits resulting from the investment of proceeds of the Bonds.

5. In the Ordinance, the City has designated the Bonds as *qualified tax-exempt obligations*, as defined in section 265(b) of the Code.

6. The City does not expect that the proceeds of the Bonds will be used in a manner that would cause the Bonds to be arbitrage bonds within the meaning of section 148 of the Code.

[The remainder of this page intentionally left blank.]

Executed and delivered JAN 07 1993.

CITY OF HELOTES, TEXAS

Mayor

City Manager

0037158

CERTIFICATE OF UNDERWRITER

The undersigned hereby certifies as follows with respect to the sale of the "City of Helotes, Texas General Obligation Bonds, Series 1993" (the "Bonds"), issued in the aggregate principal amount of $350,000, as follows:

1. The undersigned is the underwriter or the manager of the syndicate of underwriters which has purchased the Bonds from the City of Helotes, Texas (the "Issuer") at a competitive sale.

2. The undersigned and/ or one or more other members of the underwriting syndicate, if any, have made a bona fide offering to the public of the Bonds of each stated maturity at the respective prices set forth below.

3. The initial offering price (expressed as a percentage of principal amount or yield and exclusive of accrued interest) for the Bonds of each stated maturity at which a substantial amount of the Bonds of such stated maturity was sold to the public is as set forth below:

Principal Amount at Stated Maturity	Year of Stated Maturity	Offering Price % or "Yield"	Principal Amount at Stated Maturity	Year of Stated Maturity	Offering Price % or "Yield"
$10,000	1994	4.25	20,000	2002	5.80
15,000	1995	4.50	25,000	2003	6.00
15,000	1996	4.75	25,000	2004	6.10
15,000	1997	4.90	25,000	2005	6.25
15,000	1998	5.10	30,000	2006	6.40
20,000	1999	5.20	30,000	2007	6.50
20,000	2000	5.40	30,000	2008	6.50
20,000	2001	5.60	35,000	2009	6.50

4. The term "public", as used herein, means persons other than bondhouses, brokers, dealers, and similar persons or organizations acting in the capacity of underwriters or wholesalers.

5. The offering prices described above reflect current market prices at the time of such sales.

6. The CUSIP number of the Bond with the latest stated maturity is N/A.

7. The undersigned ~~[have]~~ [have not] purchased bond insurance on behalf of the Issuer for the Bonds. The bond insurance has been purchased from _____(the "Insurer") for a premium cost of $_____ (net of any nonguarantee cost, e.g., rating agency fees). The amount of such cost is set forth in the Insurer's commitment and is separately stated from all other fees or charges payable to the Insurer. The premium does not exceed a reasonable charge for the transfer of credit risk taking into account payments charged by guarantors in comparable transactions (including transactions in which a guarantee has no involvement other than as a guarantor). The present value of the debt service savings expected to be realized as a result of such insurance, discounted at a rate equal to the yield on the Bonds, which results after recovery of the insurance premium, exceeds the present value of the bond insurance premium.

8. The undersigned understands that the statements made herein will be relied upon by the Issuer in its effort to comply with the conditions imposed by the Internal Revenue Code of 1986, as amended, and by Bond Counsel in rendering their legal opinion concerning the excludability of interest on the Bonds from the gross income of their owners.

EXECUTED and DELIVERED this 7th day of January, 1993 ~~1992~~.

RAUSCHER PIERCE REFSNES, INC.
(Name of Underwriter or Manager)

By: Joyce Holder

Title: Vice President

FULBRIGHT & JAWORSKI
L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP
300 CONVENT STREET, SUITE 2200
SAN ANTONIO, TEXAS 78205

TELEPHONE: 210/224-5575
FACSIMILE: 210/224-8336

WRITER'S DIRECT DIAL NUMBER:
210/270-7192

HOUSTON
WASHINGTON, D.C.
AUSTIN
SAN ANTONIO
DALLAS
NEW YORK
LOS ANGELES
LONDON
ZURICH
HONG KONG

April 15, 1993

CERTIFIED MAIL NO. P 921 181 332
RETURN RECEIPT REQUESTED

Re: City of Helotes, Texas General Obligation Bonds, Series 1993

Internal Revenue Service Center
Philadelphia, Pennsylvania 19255

Ladies & Gentlemen:

Enclosed are an original and a copy of an Information Return for Tax-Exempt Governmental Bond Issues (Form 8038-G).

Please file the original, file-stamp the copy and return it to us in the enclosed self-addressed, stamped envelope. Thank you for your assistance.

Very truly yours,

James P. Plummer

JPP/cam
Enclosure
cc: W. Jeffrey Kuhn (Firm)

0056721

Form **8038-G** (Rev. October 1989)

Department of the Treasury
Internal Revenue Service

Information Return for Tax-Exempt Governmental Obligations

▶ Under Section 149(e)
▶ See separate instructions
(Use Form 8038-GC if the issue price is under $100,000)

OMB No. 1545-07:
Expires 5-31-9:

Part I Reporting Authority

Check box if Amended Return ▶

1 Issuer's name: City of Helotes, Texas

2 Issuer's employer identification numb: 1-74-2220224-6

3 Number and street: Post Office Box 507

4 Report number: G19 93 - 1

5 City or town, state, and ZIP code: Helotes, Texas 78023

6 Date of issue: 1-7-93

7 Name of issue: General Obligation Bonds, Series 1993

8 CUSIP Number: N/A

Part II Type of Issue (check box(es) that applies and enter the Issue Price)

		Issue price
9	Check box if obligations are tax or other revenue anticipation bonds ▶ ☐	
10	Check box if obligations are in the form of a lease or installment sale ▶ ☐	
11	☐ Education	$
12	☐ Health and hospital	
13	☐ Transportation	
14	☐ Public safety	
15	☐ Environment (including sewage bonds)	
16	☐ Housing	
17	☐ Utilities	
18	☒ Other. Describe (see instructions) ▶ Municipal Buildings	356,174.30

Part III Description of Obligations

		(a) Maturity date	(b) Interest rate	(c) Issue price	(d) Stated redemption price at maturity	(e) Weighted average maturity	(f) Yield	(g) Net interest cost
19	Final maturity	2-1-09	6.5 %	35,000.00	35,000.00			
20	Entire issue			356,174.30	350,000.00	9.98 years	6.068 %	6.196

Part IV Uses of Original Proceeds of Bond Issues (including underwriters' discount)

21	Proceeds used for accrued interest		21	376.17
22	Issue price of entire issue (enter line 20c)		22	356,174.30
23	Proceeds used for bond issuance costs (including underwriters' discount)	23 14,994.30		
24	Proceeds used for credit enhancement	24		
25	Proceeds allocated to reasonably required reserve or replacement fund	25		
26	Proceeds used to refund prior issues	26		
27	Total (add lines 23, 24, 25, and 26)		27	14,994.30
28	Nonrefunding proceeds of the issue (subtract line 27 from line 22 and enter amount here)		28	341,180.00

Part V Description of Refunded Bonds (complete this part only for refunding bonds)

29 Enter the remaining weighted average maturity of the bonds to be refunded ▶ ye

30 Enter the last date on which the refunded bonds will be called ▶

31 Enter the date(s) the refunded bonds were issued ▶

Part VI Miscellaneous

32 Enter the amount of the state volume cap allocated to the issue ▶

33 Enter the amount of the bonds designated by the issuer under section 265(b)(3)(B)(i)(III) (small issuer exception) ▶ 350,000.00

34 Pooled financings:

a Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units ▶

b Check box if this issue is a loan made from the proceeds of another tax-exempt issue ▶ ☐ and enter the name of the issuer ▶ and the date of the issue ▶

Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and be they are true, correct, and complete.

Please Sign Here

Signature of officer: Vivian Hultz — Date: 1-7-93

Type or print name and title: Vivian Hultz, Mayor

For Paperwork Reduction Act Notice, see page 1 of the Instructions.

Form **8038-G** (Rev. 10-

U.S. Government Printing Office: 1989-262-151/0

Office of the Attorney General
State of Texas

JK

DAN MORALES
ATTORNEY GENERAL

January 4, 1993

THIS IS TO CERTIFY that the City of Helotes, Texas (the "Issuer") has submitted to me City of Helotes, Texas General Obligation Bond, Series 1993 (the "Bond") in the principal amount of $350,000 for approval. The Bond is dated January 1, 1993, numbered T-1 and was authorized by an Ordinance of the Issuer passed on December 3, 1992.

I have examined the law and such certified proceedings and other papers as I deem necessary to render this opinion.

As to questions of fact material to my opinion, I have relied upon representations of the Issuer contained in the certified proceedings and other certifications of public officials furnished to me without undertaking to verify the same by independent investigation.

I express no opinion relating to the Official Statement or any other offering material relating to the Bond.

Based on my examination, I am of the opinion, as of the date hereof and under existing law, as follows:

1. The Bond has been issued in accordance with law and is a valid and binding obligation of the Issuer.

2. The Bond is payable from the proceeds of an ad valorem tax levied, within the limits prescribed by law, upon all taxable property within the Issuer.

Therefore, the Bond is approved.

Dan Morales

Attorney General of the State of Texas

No. 26648
city tax
Book No. 93
jhi

73-116
(Rev. 1-91/5)

OFFICE OF COMPTROLLER I

OF THE STATE OF TEXAS I

I, John Sharp, Comptroller of Public Accounts of the State of Texas, do hereby certify that the attachment is a true and correct copy of the opinion of the Attorney General approving the City of Helotes, texas, General Obligation Bonds, Series 1993

numbered T-1 of the denomination of $ 350,000 dated January 1, 19 93, as authorized by issuer, interest various percent, under and by authority of which said bonds were registered in this office, on the 4 day of January, 19 93, as the same appears of record on page 223 Bond Register of the Comptroller's Office, Vol. 95, Register Number 54743.

Given under my hand and seal of office, at Austin, Texas, the 4 day of January, 19 93.

JOHN SHARP
Comptroller of Public Accounts
State of Texas

FULBRIGHT & JAWORSKI
L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP
300 CONVENT STREET, SUITE 2200
SAN ANTONIO, TEXAS 78205

TELEPHONE: 210/224-5575
FACSIMILE: 210/224-8336

WRITER'S DIRECT DIAL NUMBER:
210/270-7184

HOUSTON
WASHINGTON, D.C.
AUSTIN
SAN ANTONIO
DALLAS
NEW YORK
LOS ANGELES
LONDON
ZURICH
HONG KONG

JAN 07 1993

FINAL

IN REGARD to the authorization and issuance of the "City of Helotes, Texas General Obligation Bonds, Series 1993" (the *Bonds*), dated January 1, 1993, in the aggregate principal amount of $350,000, we have reviewed the legality and validity of the issuance thereof by the City of Helotes, Texas (the *City*). The Bonds are issuable in fully registered form only, in denominations of $5,000 or any integral multiple thereof, and have stated maturities of February 1 in each of the years 1994 through 2009, unless redeemed prior to stated maturity in accordance with the terms stated on the face of the Bonds. Interest on the Bonds accrues from the dates, at the rates, in the manner, and is payable on the dates, all as provided in the ordinance authorizing the issuance of the Bonds (the *Ordinance*).

WE HAVE SERVED AS BOND COUNSEL for the City solely to pass upon the legality and validity of the issuance of the Bonds under the laws of the State of Texas, and with respect to the exemption of the interest on the Bonds from federal income taxes and for no other purpose. We have not been requested to investigate or verify, and have not independently investigated or verified, any records, data, or other material relating to the financial condition or capabilities of the City. We express no opinion and make no comment with respect to the sufficiency of the security for or the marketability of the Bonds.

WE HAVE EXAMINED, and in rendering the opinions herein we rely upon, original or certified copies of the proceedings of the City Council of the City in connection with the issuance of the Bonds, including the Ordinance, customary certifications and opinions of officials of the City; certificates executed by officers of the City relating to the expected use and investment of proceeds of the Bonds and certain other funds of the City, and to certain other facts within the knowledge and control of the City; and such other material, including an examination of the Bonds executed and delivered initially by the City, which we found to be in due form and properly executed, and such matters of law as we deem relevant to the matters discussed below. In such examination, we have assumed the authenticity of all documents submitted to us as originals, the conformity to original copies of all documents submitted to us as certified copies, and the accuracy of the statements contained in such certificates. We express no opinion concerning any effect on the following opinions which may result from changes in law effected after the date hereof.

Legal Opinion of Fulbright & Jaworski L.L.P. in connection with the authorization and issuance of $350,000 "City of Helotes, Texas General Obligation Bonds, Series 1993"

BASED ON OUR EXAMINATION, IT IS OUR OPINION that the Bonds have been duly authorized and issued in conformity with the laws of the State of Texas now in force and that the Bonds are valid and legally binding obligations of the City enforceable in accordance with the terms and conditions described therein, except to the extent that the enforceability thereof may be affected by bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights or the exercise of judicial discretion in accordance with general principles of equity. The Bonds are payable from the levy of an annual ad valorem tax, within the limitations prescribed by law, upon all taxable property in the City.

IT IS FURTHER OUR OPINION THAT, assuming continuing compliance after the date hereof by the City with the provisions of the Ordinance and in reliance upon the representations and certifications of the City made in a certificate of even date herewith pertaining to the use, expenditure, and investment of the proceeds of the Bonds, under existing statutes, regulations, published rulings, and court decisions (1) interest on the Bonds will be excludable from the gross income, as defined in section 61 of the Internal Revenue Code of 1986, as amended to the date hereof (the *Code*), of the owners thereof for federal income tax purposes, pursuant to section 103 of the Code, and (2) interest on the Bonds will not be included in computing the alternative minimum taxable income of the owners thereof who are individuals or, except as hereinafter described, corporations.

WE CALL YOUR ATTENTION TO THE FACT THAT, with respect to our opinion in clause (2) above, interest on all tax-exempt obligations, such as the Bonds, owned by a corporation will be included in such corporation's adjusted current earnings for purposes of calculating the alternative minimum taxable income of such corporation, other than an S corporation, a mutual fund, a real estate mortgage investment conduit, or a real estate investment trust. A corporation's alternative minimum taxable income is the basis on which the alternative minimum tax imposed by section 55 of the Code and the environmental tax imposed by section 59A of the Code will be computed.

WE EXPRESS NO OPINION with respect to any other federal, state, or local tax consequences under present law or any proposed legislation resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Bonds. Ownership of tax-exempt obligations such as the Bonds may result in collateral federal tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, certain foreign corporations doing business in the United States, S corporations with subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement Benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations.

MLS/mjw

Fulbright & Jaworski L.L.P.

0035969

December 3, 1992

Attorney General of Texas
Post Office Box 12548
Capitol Station
Austin, Texas 78711

Attention: Bond Division

Re: $350,000 "City of Helotes, Texas General Obligation Bonds, Series 1993", dated January 1, 1993 (the *Bonds*)

Ladies and Gentlemen:

The Initial Bond to be delivered in connection with the captioned financing has been, or soon will be, received by you for approval. In this connection, I enclose a Signature and No-Litigation Certificate relating thereto, executed and completed except as to date.

When the Bonds receive your approval and the Initial Bond is ready for delivery to the Comptroller of Public Accounts for registration, this will be your authority to insert the date of your approval in the Signature and No-Litigation Certificate and to deliver the Initial Bond to the Comptroller.

Should litigation in any way affecting the issuance of the Bonds or the security for the payment thereof develop prior to that date, I will notify you at once by telephone or by telegraph. You may thus be assured that there is no such litigation at the time the Bonds are finally approved unless notice to the contrary has been given in the manner aforementioned.

Thank you for your assistance in this matter.

Very truly yours,

Mayor,
City of Helotes, Texas

0037155

December 3, 1992

Ms. Arlene Chisholm
Bond Registration Division
Comptroller of Public Accounts
111 East 17th Street
Austin, Texas 78774

Re: $350,000 "City of Helotes, Texas General Obligation Bonds, Series 1993", dated January 1, 1993

Dear Ms. Chisholm:

The Initial Bond prepared in connection with the captioned financing will be delivered to you by the Attorney General, when approved by him. We request that you register the Initial Bond on behalf of the City and, when so registered, hand deliver it, along with the approving opinion of the Attorney General, to New First City, Texas--Austin, N.A., 816 Congress Avenue, 10th Floor, Austin, Texas 78701, Attn: Ms. Mary Dyer, for further handling under our instructions to them.

We further request that three copies of the approving opinion of the Attorney General, together with the Comptroller's registration certificate, be mailed directly to the offices of Fulbright & Jaworski, 300 Convent Street, Suite 2200, San Antonio, Texas 78205, Attn: W. Jeffrey Kuhn.

Thank you for your assistance in this matter.

Very truly yours,

Mayor,
City of Helotes, Texas

0037156

December 3, 1992

Ms. Mary Dyer
New First City, Texas--Austin, N.A.
816 Congress Avenue, 10th Floor
Austin, Texas 78701

Attn: Corporate Trust Department

Re: $350,000 "City of Helotes, Texas General Obligation Bonds, Series 1993", dated January 1, 1993 (the *Bonds*)

Dear Ms. Dyer:

The payment for and delivery of the Bonds to the initial purchasers is to occur at your Bank. Preliminary to the delivery of the Bonds, you will receive a single fully-registered obligation in the total principal amount of the Bonds (the *Initial Obligation*) from the Comptroller of Public Accounts of the State of Texas, together with the approving opinion of the Attorney General. When you receive the Initial Obligation, please forward it, together with the approving opinion of the Attorney General, by overnight delivery, to the firm of Fulbright & Jaworski, 300 Convent Street, Suite 2200, San Antonio, Texas 78205, Attn: W. Jeffrey Kuhn, for their examination and review. After the examination of the Initial Obligation by such firm, it will be returned to you, and thereupon you are authorized to deliver it to the initial purchasers thereof, Rauscher Pierce Refsnes, Inc., or their order, upon payment being made therefor in immediately available funds in accordance with the terms of the enclosed Receipt.

When payment for the Initial Obligation has occurred, please transmit the proceeds thereof by the fastest means available in immediately available funds to the City's depository bank.

I enclose two copies of a Signature and No-Litigation Certificate, Certificate as to Official Statement, Certificate as to Tax Exemption, and Receipt, each executed and completed except as to date. When payment for the Initial Obligation is made, please date and release to the initial purchaser one copy of the Signature and No-Litigation Certificate, the Bond as to Official Statement, and Certificate as to Tax Exemption, and return the remaining copies of such certificates and all copies of the Receipt to Bond Counsel at the address shown in the first paragraph of this letter.

Should any litigation having any effect upon the Initial Obligation develop prior to the time you have received payment for it, I will notify you at once by telephone or by telegraph. You may thus be assured that there is no such litigation at the time the Initial Obligation is delivered by you unless you have been advised otherwise as provided herein.

Thank you for your assistance in this matter.

Very truly yours,

Mayor,
City of Helotes, Texas

RECEIPT

THE STATE OF TEXAS §
§
COUNTY OF BEXAR §
§
CITY OF HELOTES §

THE UNDERSIGNED HEREBY CERTIFIES that:

1. This receipt is executed and delivered with respect to the "CITY OF HELOTES, TEXAS GENERAL OBLIGATION BONDS, SERIES 1993", dated January 1, 1993, in the aggregate principal amount of $350,000 (the *Bonds*). The issuer of the Bonds is the City of Helotes, Texas, located in Bexar County, Texas (the *City*).

2. On the date shown hereof, the Bonds were delivered to the initial purchaser:

Rauscher Pierce Refsnes, Inc.

3. All of the Bonds have been paid for in full by the initial purchaser concurrently with the delivery of this receipt, and the City has received the agreed purchase price for the Bonds, as follows:

PRINCIPAL AMOUNT	$350,000
ACCRUED INTEREST	376.17
PREMIUM (DISCOUNT)	58.40
LESS: GOOD FAITH CHECK	7,000.00
*TOTAL AMOUNT RECEIVED	$343,434.57

4. The undersigned has executed this receipt in the capacity hereinafter shown for and on behalf of the City.

EXECUTED AND DELIVERED, this JAN 07 1993.

City Manager,
City of Helotes, Texas

*Total amount actually received by the City = $350,434.75

0037154