

**MINUTES OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
ALAMO COMPLEX MANAGEMENT**

December 3, 2015

**TIME AND PLACE OF MEETING**

A special meeting of the Board of Directors (the "Board") of Alamo Complex Management, a Texas nonprofit corporation (the "Corporation"), was held in the William King Conference Room at the Emily Morgan Hotel located at 705 E. Houston Street, San Antonio, Texas 78205 on the date set forth above at 2:00 p.m., local time, pursuant to a meeting notice duly given to all of the members of the Board in accordance with Section 3.07 of the Bylaws of the Corporation (the "Bylaws").

**ATTENDEES**

The following directors were present in person at the meeting:

Welcome Wilson, Jr., Chairman  
Hope Andrade  
Ramona Bass  
George P. Bush  
Dr. Francisco Cigarroa  
Jim Dannenbaum  
Red McCombs  
Lew Moorman  
Gene Powell

At the invitation of the Board, the following also attended and participated: from the Texas General Land Office, Kim Barker, Rachel Bell, Brittany Cheatham, Becky Dinnin, Brittany Eck, Jeff Gordon, Kenny McLeskey and Hector Valle; from Dykema Cox Smith, counsel to the Corporation, Kerry T. Benedict and Joshua Sutin; from Wayne Collie CPA, Wayne Collie; from Akin, Doherty, Klein & Feuge, PC, Tom Akin; and from Alamo Complex Management, Joe Gardner.

**QUORUM AND CALL TO ORDER**

Welcome Wilson, Jr., Chairman of the Board (the "Chairman"), called the meeting to order. Gene Powell acted as secretary of the meeting (the "Secretary"). Based on the number of directors in attendance at the meeting, it was determined that a quorum was present and that the meeting could proceed.

## **REVIEW AND APPROVAL OF MINUTES**

The first order of business before the meeting was the review of the minutes from the special meeting of the Board held on September 2, 2015 (the "Minutes").

The Secretary reviewed the Minutes, which were in the form of the drafts previously distributed to the Board. After the Secretary's review of the Minutes, the Board unanimously approved the Minutes.

## **BUSINESS CONDUCTED AT THE MEETING**

Next, the Board welcomed Dr. Francisco Cigarroa and Hope Andrade as its new Board members, as elected by The Alamo Endowment, a Texas nonprofit corporation and supported organization of the Corporation.

Then, the Board discussed the amendments to the Bylaws that were approved at the special meeting of the Board held on September 2, 2015 (the "Bylaw Amendments"). The Board asked questions regarding the Bylaw Amendments and discussed them with Kerry T. Benedict.

After further discussion, upon motion duly made and seconded, the members of the Board unanimously voted to approve the following resolution:

**RESOLVED:** That the Bylaw Amendments are hereby ratified and approved.

Next, the Board discussed the construction projects at the Alamo Complex (the "Construction Projects"). Kim Barker presented an update on the Construction Projects and the Board asked questions. After further discussion, the Board determined that Jim Dannenbaum would manage the process of vetting engineers for engagement on the Construction Projects.

Then, the Board considered the Corporation's retirement benefits. Nathan Sharp and Michael Maresh discussed the content and benefits of, and ultimately recommended, a retirement plan offered by InTrust Fiduciary (the "Plan"). The Board asked questions of Mr. Sharp and Mr. Maresh with regard to the Plan.

After further discussion, upon motion duly made and seconded, the members of the Board unanimously voted to approve the following resolution:

**RESOLVED:** That the Plan and its implementation are hereby approved in all respects.

Next, Becky Dinnin presented a general report to the Board on matters pertaining to the Alamo Complex. The Board determined that Lew Moorman would review the visitation questionnaire currently utilized at the Alamo Complex and report back to the Board.

The Board then considered engaging SWBC as a third party administrator of the Corporation's employee benefit plans. The Board asked questions and a discussion ensued.

After further discussion, upon motion duly made and seconded, the members of the Board unanimously voted to approve the following resolution:

**RESOLVED:** That SWBC is hereby approved as the third party administrator of the Corporation's employee benefit plans.

Next, Kerry T. Benedict and Joshua Sutin presented a legal report to the Board with regard to the status of the preparation and filing of the Corporation's Form 990 with the Internal Revenue Service. The Board asked questions and a discussion ensued.

Next, Joe Gardner presented a financial report to the Board. Questions were asked with regard to the content of the report and a discussion ensued.

### **OMNIBUS RESOLUTIONS**

The following resolutions were then duly adopted by the unanimous vote of the members of the Board:

**RESOLVED:** That the Corporation's President, Executive Director and such other officers determined by the Board (the "Authorized Officers"), are, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation, to do or cause to be done all such further acts and things as the Authorized Officers, or any of them, shall, as evidenced by the doing or causing thereof, deem necessary, desirable or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions, with the doing of the same or causing the same to be done by the Authorized Officers, or any of them, establishing conclusively the authority therefor and the approval by the Board of the actions so taken; and further

**RESOLVED:** That each of the lawful acts of the Authorized Officers, or any of them, taken prior to the date hereof in connection with the transactions contemplated by the foregoing resolutions is hereby ratified, adopted, approved and confirmed as if each such act had been presented to and approved by the Board prior to being taken.

### **ADJOURNMENT**

There being no further business to come before the meeting, upon motion duly made and seconded, this meeting adjourned at 2:35 p.m. local time.



Gene Powell, as Secretary of the Meeting