

**MINUTES OF THE ANNUAL MEETING  
OF THE BOARD OF DIRECTORS OF  
ALAMO COMPLEX MANAGEMENT**

September 7, 2016

**TIME AND PLACE OF MEETING**

The annual meeting of the Board of Directors (the “Board”) of Alamo Complex Management, a Texas nonprofit corporation (the “Corporation”), was held in the William Room at the Emily Morgan Hotel located at 705 E. Houston Street, San Antonio, Texas 78205 on the date set forth above at 2:15 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  
George P. Bush  
Dr. Francisco Cigarroa  
Jim Dannenbaum  
Lew Moorman  
Nancy Perot  
Gene Powell

Ramona Bass, Red McCombs, and Ambassador Jeanne Phillips were not present at the meeting.

At the invitation of the Board, the following also attended the meeting: from the Texas General Land Office, Kim Barker, Aaron DeLeon, Jeff Gordon, J.R. Hernandez, Anne Idsal, Kenny McLeskey, Bryan Preston, and Hector Valle; from the Corporation, Becky Dinnin and Rachel Bell; from Alamo Complex Management, Ian Oldaker, Reba Collins, and Allegra Zwaan; from The DeBerry Group, Kelli Larsen Epp; from Dykema Cox Smith, counsel to the Corporation, Kerry T. Benedict and Nick Monaghan; and from Fisher Heck Architects, Lewis Fisher and Mark Navarro.

**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 THE MINUTES**

The first order of business before the meeting was the review of the minutes from the regular meeting of the Board held on June 1, 2016 (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 members of the Board present unanimously approved the Minutes.

## **BUSINESS CONDUCTED AT THE MEETING**

As the next order of business, Kerry T. Benedict discussed the proposed resolutions of the Board for consideration at this meeting. After further discussion, upon motion duly made and seconded, the members of the Board present unanimously voted to approve the following resolutions:

### **ANNUAL MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION**

**WHEREAS**, the Board desires to provide that this meeting constitutes the annual meeting of the Board, as required under Section 3.06 of the Bylaws; now, therefore, be it

**RESOLVED:** That this meeting of the Board constitutes the annual meeting of the Board for the year 2016 (the "Annual Meeting").

### **RATIFICATION OF APPOINTMENT OF CHIEF OPERATIONS OFFICER AND RESIGNATION OF EXECUTIVE DIRECTOR**

**WHEREAS**, pursuant to Section 4.06 of the Bylaws, by means of a unanimous written consent without a meeting (the "Written Consent"), the Board appointed Ian Oldaker as the Chief Operations Officer of the Corporation (the "Chief Operations Officer"), effective as of June 1, 2016, to serve for the term of office fixed in the Bylaws and until his successor is duly elected and qualified or until his earlier death, resignation or removal; and

**WHEREAS**, the resolutions approved in the Written Consent also granted Ian Oldaker, in his capacity as the Chief Operations Officer, with the authority of an "Authorized Officer" of the Corporation, as defined in the Joint Action of the Sole Member and Board of Directors by Unanimous Written Consent, dated June 25, 2015 (the "2015 Consent"), which includes (i) the authority to execute and deliver any agreement in the name of the Corporation and to otherwise obligate the Corporation with respect to the Corporation's business within general guidelines and budgets approved by the Board, and (ii) general authority over the Corporation's bank accounts, as provided in the 2015 Consent; and

**WHEREAS**, pursuant to the Written Consent, the Board accepted the resignation of Becky Dinnin as the Executive Director of the Corporation (the "Executive Director"), effective as of 11:59 p.m. on June 30, 2016; and

**WHEREAS**, the Board desires to ratify and approve the Written Consent and all actions and resolutions contained therein; now, therefore, be it

**RESOLVED:** That the Written Consent is, and all actions and resolutions approved thereunder, including (i) the appointment of Ian Oldaker as the Chief Operations Officer and the related authority granted to Ian Oldaker in connection with such office; and (ii) the acceptance of the resignation of Becky Dinnin as the Executive Director, be, and hereby are, ratified and approved.

#### **OFFICERS OF THE CORPORATION**

**WHEREAS**, the term of office of each of the officers of the Corporation has not expired as of the date of this Annual Meeting and no new officers are to be appointed at this Annual Meeting; now, therefore, be it

**RESOLVED:** The following persons constitute the current officers of the Corporation as of the date of the Annual Meeting:

<u>Name</u>	<u>Office</u>
George P. Bush	President
Welcome Wilson, Jr.	Chairman
Jim Dannenbaum	Vice Chairman
Ramona Bass	Vice President
Gene Powell	Secretary
Lew Moorman	Treasurer
Ian Oldaker	Chief Operations Officer

As the next order of business, Kenny McLeskey discussed the 2016-2017 Operating Budget. Mr. McLeskey presented the money collected and then walked through the Operating Budget and its account as of July 31, 2016. The Board asked questions and a discussion ensued.

Next, Ian Oldaker presented the Conceptual 3-Year Business Plan. Mr. Oldaker discussed a summary of the 2015-16 fiscal year. Mr. Oldaker then provided the 2016 – 2017 total budget, along with a departmental breakdown. He discussed the immediate needs of the Corporation, including with respect to necessary hires. Mr. Oldaker then went on to share a conceptual 3-year business plan. He indicated that his primary objectives will be sustainability and self-sufficiency and to provide a world-class visitor experience. Mr. Oldaker described some of his other goals for operations and described certain updates and recent improvements to the Alamo Complex, including redesigned site signage and some experimenting with Church layout and experience. He then described 2015 attendance at the Alamo Complex and the increase of attendance in 2016. Mr. Oldaker also discussed the results of a recent visitor survey. The Board offered suggestions and there was further discussion.

Next, Anne Idsall provided a brief report on budget appropriations.

As the next order of business, Kim Barker presented the Alamo Complex Preservation update. Ms. Barker reported on physical projects and research projects that had been completed at the Alamo Complex in 2016 to date and others that were ongoing or planned. The Board asked a number of questions and a discussion ensued.

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

#### **RATIFICATION OF PRIOR ACTS**

**RESOLVED:** That all actions of the Board taken since the Corporation's formation, whether such actions were approved by means of a meeting of the Board or by unanimous written consent of the Board, for or on behalf of the Corporation, be, and such actions hereby are, ratified and approved in all respects.

**RESOLVED:** That all actions of the officers of the Corporation taken since the Corporation's formation, for or on behalf of the Corporation, be, and such actions hereby are, ratified and approved in all respects.

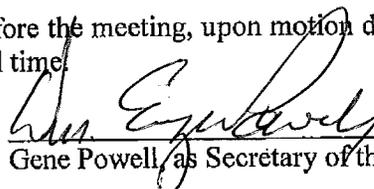
#### **OMNIBUS RESOLUTIONS**

**RESOLVED:** That in addition to the specific authorizations conferred by the foregoing resolutions, the officers of the Corporation (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, if specific forms of resolutions are necessary, desirable or appropriate to accomplish the transactions contemplated by the foregoing resolutions, then the same shall be deemed to have been, and hereby are, adopted, and the Secretary of the Corporation is authorized to certify the adoption of all such resolutions as though such resolutions had been presented to and approved by the Board.

**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 3:15 p.m., local time.

  
Gene Powell, as Secretary of the Meeting