

**MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
THE ALAMO ENDOWMENT**

September 7, 2016

TIME AND PLACE OF MEETING

The annual meeting of the Board of Directors (the “Board”) of The Alamo Endowment, 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 1:00 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:

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

Ramona Bass 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

George P. Bush, Chairman of the Board, 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").

DIRECTORS OF THE CORPORATION

WHEREAS, the term of office of each of the members of the Board has not expired as of the date of this Annual Meeting and no new directors are to be elected at this Annual Meeting; now, therefore, be it

RESOLVED: The following persons constitute the current Board as of the date of the Annual Meeting:

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

RATIFICATION OF APPOINTMENT 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 Becky Dinnin as the Executive Director of the Corporation (the “Executive Director”), effective as of July 1, 2016, to serve for the term of office fixed in the Bylaws and until her successor is duly elected and qualified or until her earlier death, resignation or removal; and

WHEREAS, the resolutions approved in the Written Consent also granted Becky Dinnin, in her capacity as the Executive Director, with (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 management of the Corporation’s bank accounts; 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 the appointment of Becky Dinnin as the Executive Director and the related authority granted to Becky Dinnin in connection with such office, 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
Ramona Bass	Vice President
Gene Powell	Secretary
Lew Moorman	Treasurer
Becky Dinnin	Executive Director

AMENDMENT TO BYLAWS

WHEREAS, the Board desires to amend Section 3.10 of the Bylaws; now, therefore, be it

RESOLVED: That Section 3.10 of the Bylaws is hereby amended to read in its entirety as follows ((i) the underlined language represents language that is to be added to Section

3.10 of the Bylaws as compared to the language currently contained in that section, (ii) such underlining is being used in this resolution for illustrative purposes only, and (iii) such language will not be underlined in the Bylaws):

“Section 3.10 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Articles of Incorporation) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be. Any photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by a member of the Board or of such committee may be substituted or used for any purpose for which the original could be used for purposes of this Section 3.10. An electronic transmission of a consent by a member of the Board or of any committee to the taking of such action shall be regarded as a signed writing if the transmission contains or is accompanied by information from which it can be determined that such transmission was transmitted by such member and the date on which such member transmitted such transmission.”

Next, the Board considered resolutions on behalf of the Corporation in the Corporation’s capacity as the sole member of Alamo Complex Management, a Texas nonprofit corporation and supporting organization of the Corporation (“Alamo Complex Management”). After further discussion, upon motion duly made and seconded, the members of the Board present unanimously voted to approve the following resolutions in the Corporation’s capacity as the sole member of Alamo Complex Management:

ANNUAL MEETING OF THE SOLE MEMBER OF ALAMO COMPLEX MANAGEMENT

WHEREAS, the Corporation is the sole member of Alamo Complex Management; and

WHEREAS, the Corporation, as the sole member of Alamo Complex Management, desires to provide that this meeting constitutes the annual meeting of the sole member of Alamo Complex Management, as required under Section 6.02 of Alamo Complex Management’s Bylaws (as amended, the “ACM Bylaws”); now, therefore, be it

RESOLVED: That this meeting constitutes the annual meeting of the sole member of Alamo Complex Management for the year 2016 (the “Annual ACM Member Meeting”).

DIRECTORS OF ALAMO COMPLEX MANAGEMENT

WHEREAS, the Corporation, in its capacity as the sole member of Alamo Complex Management, has the authority to elect members of the board of directors of Alamo Complex Management, as nominated by the Commissioner of the Texas General Land Office, pursuant to Section 3.02 of the ACM Bylaws; and

WHEREAS, the term of office of each of the members of the board of directors of Alamo Complex Management has not expired as of the date of this Annual ACM Member Meeting and no new members of the board of directors of Alamo Complex

Management are to be elected at this Annual ACM Member Meeting; now, therefore, be it

RESOLVED: The following persons constitute the current board of directors of Alamo Complex Management as of the date of the Annual ACM Member Meeting:

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

Then, the Board considered resolutions on behalf of the Corporation in the Corporation's capacity as the sole member of Remember the Alamo Foundation, a Texas nonprofit corporation and supporting organization of the Corporation ("Remember the Alamo Foundation"). After further discussion, upon motion duly made and seconded, the members of the Board present unanimously voted to approve the following resolutions in the Corporation's capacity as the sole member of Remember the Alamo Foundation:

ANNUAL MEETING OF THE SOLE MEMBER OF REMEMBER THE ALAMO FOUNDATION

WHEREAS, the Corporation is the sole member of Remember the Alamo Foundation; and

WHEREAS, the Corporation, as the sole member of Remember the Alamo Foundation, desires to provide that this meeting constitutes the annual meeting of the sole member of Remember the Alamo Foundation, as required under Section 6.02 of Remember the Alamo Foundation's Bylaws (as amended, the "RTAF Bylaws"); now, therefore, be it

RESOLVED: That this meeting constitutes the annual meeting of the sole member of Remember the Alamo Foundation for the year 2016 (the "Annual RTAF Member Meeting").

DIRECTORS OF REMEMBER THE ALAMO FOUNDATION

WHEREAS, the Corporation, in its capacity as the sole member of Remember the Alamo Foundation, has the authority to elect members of the board of directors of Remember the Alamo Foundation, as nominated by the Commissioner of the Texas General Land Office, pursuant to Section 3.02 of the RTAF Bylaws; and

WHEREAS, the term of office of each of the members of the board of directors of Remember the Alamo Foundation has not expired as of the date of this Annual RTAF

Member Meeting and no new members of the board of directors of Remember the Alamo Foundation are to be elected at this Annual RTAF Member Meeting; now, therefore, be it

RESOLVED: The following persons constitute the current board of directors of Remember the Alamo Foundation as of the date of the Annual RTAF Member Meeting:

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

As the next order of business, Gene Powell presented a status report on the Alamo Plaza Master Plan (the “Master Plan”). Mr. Powell advised the Board on the progress that the Master Plan team has made since April 5, 2016 and the related accomplishments. Mr. Powell reported that the Master Plan team has worked closely with Preservation Design Partnership and Fisher Heck Architects on the project. He outlined the team’s evidence based planning approach. Mr. Powell introduced Lewis Fisher of Fisher Heck Architects to the Board. Mr. Fisher provided an update on the project, including the methods utilized in connection with implementing the Master Plan. Messrs. Powell and Fisher also provided a historical report and a report on archaeological field work. The Board asked questions and a discussion ensued.

Then, Kelli Larsen Epp of The DeBerry Group presented the Reimagine the Alamo Communications and Public Outreach report, which included an update on major press announcements as well as the results from the June 20, 2016 social media launch. Ms. Epp then presented a report on traditional media efforts. The Board discussed these matters with Ms. Epp and asked a number of questions.

As the next order of business, Becky Dinnin presented the Alamo Endowment Executive Director’s report. Ms. Dinnin updated the Board on the persons that she has met with and those that she planned to meet with in the fall of 2016, including public officials, local leaders, groups, and executives. Ms. Dinnin provided an update on the the transition to Ian Oldaker as Chief Operating Officer of Alamo Complex Management. Ms. Dinnin also discussed the 2016-2017 budget, as well as fundraising goals for the year. A discussion ensued. Ms. Dinnin then discussed Board ethics and annual disclosure requirements as well as the potential Board meeting dates for the year 2017. Ms. Dinnin distributed packets to the Board for execution by each member of the Board in connection with the Board’s annual disclosure requirements. Then, Ms. Dinnin discussed key dates to be considered when scheduling meetings to be held in 2017 as well as the possible formats of each meeting. The Board discussed a number of key dates and asked questions. A discussion ensued.

At 2:00 p.m., local time, the Board entered into executive session. At 2:15 p.m., local time, the Board returned from executive session.

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 last annual meeting of the Board, 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, including in its capacity as the sole member of Alamo Complex Management and Remember the Alamo Foundation (together, the “Supporting Organizations”), or either of them, 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 last annual meeting of the Board, for or on behalf of the Corporation, including in its capacity as the sole member of the Supporting Organizations, be, and such actions hereby are, ratified and approved in all respects.

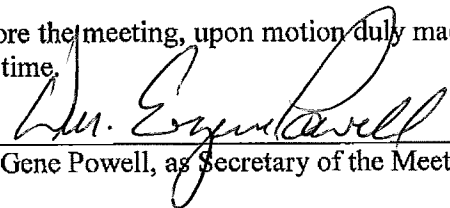
OMNIBUS RESOLUTIONS

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, including in its capacity as the sole member of the Supporting Organizations, or either of them, 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 2:15 p.m., local time.


Gene Powell, as Secretary of the Meeting