

**PROPOSED RESOLUTIONS**  
**SPECIAL MEETING**  
**OF THE BOARD OF DIRECTORS OF**  
**ALAMO TRUST, INC.**

December 20, 2017

**AMENDMENTS TO THE BYLAWS OF ALAMO TRUST, INC.**

**RESOLVED:** That the proposed amendment to Article III, Section 3.06 of the Amended and Restated Bylaws (the “*Bylaws*”) of Alamo Trust, Inc. is hereby approved, and that such provision is amended to read in its entirety as follows:

“Section 3.06 Meetings: The Board shall hold at least (1) regular meeting annually, which shall be known as the Annual Meeting, on a date and at a location designated by the Chairman of the Board in consultation with the Commissioner. Other Board meetings may be held as designated by the Chairman of the Board, the President or any four members of the Board, in each case, in consultation with the Commissioner, in a notice to the Board. All Board meetings shall be open to the public, though the Board may enter into executive session during such meetings (i) to allow for consultation with counsel, (ii) to deliberate the purchase, exchange, lease or sale of real or personal property, or (iii) to discuss personnel matters.”

and further

**RESOLVED:** That the proposed amendment to Article III, Section 3.07 of the Bylaws of Alamo Trust, Inc. is hereby approved, and that such provision is amended to read in its entirety as follows:

“Section 3.07 Notice: Written notice of each meeting of the Board shall be given to each director at least two (2) days prior to the date of the meeting. The notice of any meeting shall state the date, time, and place of such meeting and the purpose or purposes for which it is called. Notice may be provided in writing, by electronic mail, or by telephone facsimile. Notice of each Board meeting shall also be posted on the “thealamo.org” (or similar Alamo) website at least two (2) days prior to the date of the meeting.”

and further

**RESOLVED:** That the proposed amendment to Article XI of the Bylaws of Alamo Trust, Inc. is hereby approved, and that such provision is amended to read in its entirety as follows:

“Section 11.03 Texas Public Information Act: All books and records of this Corporation shall be subject to the Texas Public Information Act, TEX. GOV’T CODE, Chapter 552 et. seq.”

### **TEXAS PUBLIC INFORMATION ACT**

**RESOLVED:** That the Corporation’s Chief Executive Officer (the “*CEO*”) is hereby authorized, empowered and directed, in the name and on behalf of the Corporation to do all things necessary and appropriate to ensure that the Corporation complies with the provisions of the Texas Public Information Act, TEX. GOV’T CODE, Chapter 552 et. seq. (the “*Texas Public Information Act*”), and, in furtherance thereof, the CEO is hereby authorized to (i) prepare and adopt such organizational and administrative policies; (ii) execute such documents, (iii) consult with and engage legal counsel; and (iv) take such other action, in each case, as the CEO deems advisable; and further

### **ADOPTION OF DOCUMENT RETENTION AND DESTRUCTION POLICY**

**WHEREAS,** the Board of Directors of the Corporation (the “*Board*”) has reviewed the Document Retention and Destruction Policy that has been proposed for the Corporation in the form provided to the Board (the “*Document Retention Policy*”); and

**WHEREAS,** the Board has determined that it is advisable and in the best interests of the Corporation to adopt and approve the Document Retention Policy; now, therefore be it

**RESOLVED:** That the Document Retention Policy is hereby adopted and approved.

### **OMNIBUS RESOLUTIONS**

**RESOLVED:** That 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 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.