

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
REMEMBER THE ALAMO FOUNDATION**

December 3, 2015

TIME AND PLACE OF MEETING

A special meeting of the Board of Directors (the "Board") of Remember the Alamo Foundation, 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 2:35 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:

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

At the invitation of the Board, the following also attended and participated: from the Texas General Land Office, Kim Barker, Rachel Bell, Brittany Cheateam, 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

Gene Powell, Chairman of the Board (the "Chairman"), called the meeting to order and 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.

Next, 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 with regard to 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.

As its next order of business, the Board discussed matters pertaining to fundraising and the gala. Questions were asked and a discussion ensued.

The Board then reviewed and discussed the Master Plan and was provided with an update with respect to same. The Board asked questions and discussed the status and execution of the Master Plan.

OMNIBUS RESOLUTIONS

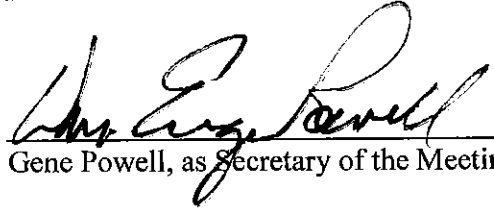
The following resolutions were then duly adopted by the unanimous vote of the members of the Board:

RESOLVED: That the Corporation's President 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 3:00 p.m. local time.


Gene Powell, as Secretary of the Meeting