

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

February 8, 2017

TIME AND PLACE OF MEETING

A regular meeting of the Board of Directors (the "Board") of Remember the Alamo Foundation, a Texas nonprofit corporation (the "Corporation"), was held in the Large Conference Room at the Texas General Land Office located at 1700 N. Congress Avenue, 9th Floor, Austin, Texas 78701-1495 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:

Hope Andrade
George P. Bush
Welcome Wilson, Jr.

The following directors attended the meeting by conference telephone:

Gene Powell, Chairman
Red McCombs
Nancy Perot

Ramona Bass, Dr. Francisco Cigarroa, Jim Dannenbaum, Lew Moorman, 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, Brittany Eck, Don Forse, Jeff Gordon, J.R. Hernandez, Anne Idsal, Kenny McLeskey, Anna-Lisa Montoya, Bryan Preston, Molly Quirk, and Hector Valle; from The Alamo Endowment, Becky Dinnin and Rachel Bell; from Alamo Complex Management, Ian Oldaker and Jessica Gonzalez; from The DeBerry Group, Kelli Larsen Epp; from PDP Architects, Dr. George Skarmeas; from NGOgro, LLC, Douglass McDonald; and from Dykema Cox Smith, counsel to the Corporation, Kerry T. Benedict.

QUORUM AND CALL TO ORDER

Gene Powell, Chairman of the Board, appointed Becky Dinnin, Executive Director of The Alamo Endowment, as chairperson and secretary of the meeting. Ms. Dinnin called the meeting to order. 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 regular meeting of the Board held on September 7, 2016 (the "Minutes").

Ms. Dinnin reviewed the Minutes, which were in the form of the drafts previously distributed to the Board. After Ms. Dinnin's review of the Minutes, the members of the Board attending unanimously approved the Minutes.

BUSINESS CONDUCTED AT THE MEETING

As the next order of business, Kerry T. Benedict discussed the proposed resolution for the Board to consider. After further discussion, upon motion duly made and seconded, the members of the Board attending unanimously voted to approve the following resolution:

AMENDMENT TO BYLAWS

WHEREAS, the Board desires to amend Section 3.03 of the Bylaws; and

WHEREAS, The Alamo Endowment, a Texas nonprofit corporation and sole member of the Corporation, has approved the amendment to Section 3.03 contemplated hereby; now, therefore, be it

RESOLVED: That Section 3.03 of the Bylaws is hereby amended to read in its entirety as follows:

“Section 3.03 Election and Term of Directors:

- (a) A person who meets the qualifications for director and who has been duly nominated by the Commissioner may be elected as a director by the Member. Unless such director resigns or is removed by the Member, each director will hold office until a successor is nominated and elected. Directors may serve consecutive terms.
- (b) Except for the Commissioner, each director will serve three-year terms. No person shall serve as a director for more than three (3) consecutive terms, except for the Commissioner whose term will coincide exactly with his/her term in office as the Commissioner of the Texas General Land Office.”

Next, Becky Dinnin provided a financial update to the Board, including with respect to granted funds. Ms. Dinnin detailed a project that Pam Rosser, the Alamo Complex preservationist, is working on that would utilize a portion of the granted funds. Ms. Dinnin updated the Board on the capital campaign, reporting on the meetings that have been held to date and those upcoming meetings for the planning of a Fall 2017 event. Ms Dinnin then reported on fundraising strategy. Ms Dinnin advised that The Alamo Endowment, the Corporation's sole

member, has paid certain of the Corporation's expenses, which the Corporation would reimburse in the future. Ms. Dinnin provided the Board with a copy of the Corporation's 2015 Form 990-EZ and reported to the Board on its contents. The Board asked Ms. Dinnin questions and a discussion ensued.

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

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 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 2:35 p.m. local time



Becky Dinnin, as Secretary of the Meeting