

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

September 19, 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 Crockett Meeting Room at the Alamo Complex Management Office located at 321 Alamo Plaza, Suite 200, San Antonio, Texas 78205 on the date set forth above at 2:17 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.

ATTENDEES

The following directors were present in person at the meeting:

Commissioner George P. Bush
Gene Powell, Chairman
Welcome Wilson, Jr.
Nancy Perot
Jim Dannenbaum

The following director phoned in:

Ambassador Jeanne Phillips

Ramona Bass, Hope Andrade, Dr. Francisco Cigarroa, Lew Moorman, and Red McCombs were not present at the meeting.

At the invitation of the Board, the following also attended the meeting: from the Texas General Land Office, Jeff Gordon, J.R. Hernandez, Anne Idsal, Hector Valle, and Special Council Geoff Connor; Alamo staff, Rachel Bell, Douglass McDonald, Jessica Gonzalez, Christina Robertson, and Joe Gardner; from The DeBerry Group, Kelli Larsen Epp; from Dykema Cox Smith, counsel to the Corporation, Kerry T. Benedict and Nicholas Monaghan. Becky Dinnin, Executive Director of The Alamo Endowment was not present at the meeting.

QUORUM AND CALL TO ORDER

Gene Powell, Chairman of the Board 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 regular meeting of the Board held on May 24, 2017 (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 committee charter for the Board to consider. After further discussion, upon motion duly made and seconded, the members of the Board present unanimously voted to approve the following:

ANNUAL MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION

WHEREAS, the board of directors (the "**Board**") of Remember the Alamo Foundation, a Texas nonprofit corporation (the "**Corporation**"), desires to provide that this meeting constitutes the annual meeting of the Board, as required under Section 3.06 of the Corporation's Bylaws (the "**Bylaws**"); now, therefore, be it

RESOLVED: That this meeting of the Board constitutes the annual meeting of the Board for the year 2017 (the "**Annual Meeting**").

OFFICERS OF THE CORPORATION

WHEREAS, the term of office of each of the members 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
Gene Powell	Chairman and Secretary

Ramona Bass
Lew Moorman

Vice Chairman and Vice President
Treasurer

APPROVAL OF THE APPOINTMENT OF A NEW MEMBER

WHEREAS, the Alamo Endowment, a Texas nonprofit corporation and supported organization of the Corporation (the "**Endowment**") is the sole member of the Corporation;

WHEREAS, the Board believes it is in the best interests of the Corporation for Alamo Complex Management, a Texas nonprofit corporation and supporting organization of the Endowment ("Alamo Complex Management" to change its name to "Alamo Trust, Inc.") to replace the Endowment and be designated as the new sole member of the Corporation (the "**Member Substitution**"); and

WHEREAS, the Board desires to provide any and all approvals necessary to effectuate the Member Substitution, including approvals for the amendment of the Corporation's Certificate of Formation (the "**Certificate**") and the amendment and restatement of the Bylaws; now, therefore be it

RESOLVED: That the Member Substitution is hereby authorized and approved.

AMENDMENT TO THE CERTIFICATE OF FORMATION

WHEREAS, the Board has determined that it is in the best interest of the Corporation to amend Article VII of the Certificate in order to effect the Member Substitution, as provided in the form of an amendment previously reviewed by the Board (the "**Charter Amendment**"); and

WHEREAS, the Endowment has approved the Charter Amendment; now, therefore be it

RESOLVED: That the Charter Amendment is hereby approved.

RESOLVED: That the officers of the Corporation are hereby directed to file the Charter Amendment with the Texas Secretary of State.

AMENDMENT AND RESTATEMENT OF THE BYLAWS

WHEREAS, the Board desires to amend and restate the Bylaws in order to effect the Member Substitution and certain other desired amendments, as provided in the form previously reviewed by the Board (the "**Restated Bylaws**"); and

WHEREAS, the Endowment has approved the Restated Bylaws; now, therefore, be it

RESOLVED: That the Restated Bylaws are hereby approved.

ADOPTION OF CHECK SIGNING AND DISBURSEMENT OF FUNDS POLICY

WHEREAS, the Board desires to authorize disbursements of the Corporation's funds and the signing of checks drawn on such funds, in each case within specified parameters; now, therefore, be it

RESOLVED: That all disbursements of the Corporation's funds, and checks signed on behalf of the Corporation shall be in accordance with a formally adopted Check Signing and Disbursement of Funds Policy to govern the orderly use of the assets of the Corporation in accord with prudence, best practices and applicable accounting standards.

RESOLVED: That the Executive Director, Director of Finance and Chief of Staff of the Corporation may authorize disbursements of the Corporation's funds, and sign checks of the Corporation, in amounts of US \$10,000 or less and checks to stipulated and preapproved utility, insurance or employee benefit vendors.

RESOLVED: That the CEO or board members designated by the President may authorize disbursements of the Corporation's funds, and sign checks of the Corporation, in amounts of US \$50,000 or less.

RESOLVED: That the CEO may authorize disbursements of the Corporation's funds, and sign checks of the Corporation, in amounts exceeding US \$50,000 when so authorized by action of either the Board, the Finance & Audit Committee, the President, or the Chairman of the Board (and that such authorizations shall be given upon a showing that they are within the CEO's authority).

RESOLVED: That the authorizations to disburse funds and to sign checks as set forth in any prior Board resolutions shall cease to be effective as of the adoption of this resolution.

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, 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, 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.

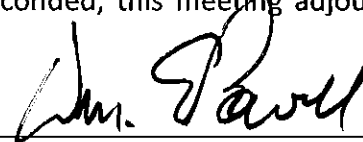
RESOLVED: That each of the lawful acts of the Authorized Officers, or any of them, taken prior to the date hereof in connection with the transactions contemplated by the foregoing resolutions is hereby ratified, adopted, approved and confirmed as if each such act had been presented to and approved by the Board prior to being taken.

QUARTERLY REPORT

Next order of business, Doug McDonald, gave a report on the activities and 2017-2018 plans for the Corporation.

ADJOURNMENT

Commissioner Bush thanks everyone. There being no further business to come before the meeting, upon motion duly made and seconded, this meeting adjourned at 2:30 p.m. local time



Gene Powell, as Secretary of the Meeting