

**ALAMO TRUST, INC. BOARD OF DIRECTORS  
MEETING MINUTES 04/14/22**

**TIME AND PLACE OF MEETING**

A meeting of the Board of Directors (the “Board”) of Alamo Trust, Inc., a Texas nonprofit corporation (the “Corporation”), was held in the Crockett Conference Room, located at 321 Alamo Plaza, San Antonio, Texas 78205, on Thursday, April 14, 2022 at 9:00 a.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 Third Amended and Restated Bylaws of the Corporation.

**ATTENDEES**

The following directors attended the meeting:

Hope Andrade, Treasurer

The following directors attended the meeting via video conference:

Welcome Wilson Jr., Chairman

Peter John Holt

Hector Valle

Francisco Cigarroa, Jim Dannenbaum, and Will Hurd were not present at the meeting.

At the invitation of the Board, the following also attended the meeting: from the Corporation, Kate Rogers, Greg Campbell, Jill DeYoung, Christina Robertson, and Daniela Serna; from the Texas General Land Office, Jeff Gordon, General Counsel; from the Corporation’s consultants, Ray DeLaughter of VantageCFO, Tom Butler of Broaddus & Associates, Jim Burnett of OJB, Judy Pesek, Michael Ray, Bevin Savage-Yamazaki, and Luis Santi-Merayo of Gensler and Patrick Gallagher of Gallagher & Associates.

It was confirmed that all participants in the meeting could hear and be heard by all other participants in the meeting.

**QUORUM AND CALL TO ORDER**

Welcome Wilson, Jr., Chairman of the Board (the “Chairman”), called the meeting to order at 9:06 a.m. 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.

**APPROVAL OF PRIOR MEETING MINUTES**

The first order of business before the meeting was the review of the minutes of the Board meeting held on Thursday, January 20, 2022 (the “Minutes”). The Minutes were reviewed, which were in the form of the drafts previously submitted to the Board. Upon motion duly made by Hope Andrade and seconded by Peter John Holt, the Board unanimously approved the Minutes.

**PUBLIC COMMENT SESSION**

The meeting was then opened to public comment. The Chairman determined that no members of the public were in attendance and that no members of the public had requested to make comments at the meeting. Accordingly, no public comments were offered to the Board.

## **BUSINESS CONDUCTED AT THE MEETING**

### **Executive Director Report**

Kate Rogers, Executive Director of the Corporation, provided reports on the Corporation's Church preservation efforts, Alamo Collection acquisition, Marketing, Membership, Fundraising, Staffing and Trainings, Alamo Plan, Museum Planning. Kate reported specifically on the happenings for the spring season and Commemoration, private events, May 4<sup>th</sup> Donor Cultivation Event, Foundation prospects and Exhibition Hall Collections Building (EHCB) opening. Following, Christina Robertson, Chief Operating Officer reported on the operational survey conducted in partnership with Gallagher & Associates mainly in terms of visitor services.

### **Treasurer's Report**

Hope Andrade, Treasurer introduced Ray DeLaughter, CFO of VantageCFO to provide a report of financial matters related to the Corporation. Ray has been engaged with the Corporation for about four weeks and working on finance and accounting initiatives to ensure better organization and efficiency and improvement of processes. Ray shared the Request For Proposals to seek a new audit firm and is working on FY 2023 Budget. Ray presented the Corporation's Weekly Cash Report and Attendance Report as of 4/10/22.

## **CONSULTANT PRESENTATION CONDUCTED AT THE MEETING**

### **Broadus and Associates Overview**

The Corporation's consultant, Tom Butler, Program Manager from Broadus & Associates gave a Project Update and presented information as related to the EHCB, including the Top Off Ceremony to follow, as well as the Education Center Building progress and Phase I sub-contractor analysis data.

### **OJB**

Jim Burnett of OJB conducted a detailed PowerPoint presentation and video regarding their design approach of the Alamo Plan's exterior areas and gardens.

### **Gensler**

Luis Santi-Merayo of Gensler shared their latest architectural concept design of the Visitor Center and Museum (VCM) and Upper Paseo in detail by gallery space.

### **Gallagher & Associates**

Patrick Gallagher of Gallagher & Associates reported on the overall concept design of telling the story within the walls of the VCM. Patrick shared aspects of the ongoing conversations regarding the digital app to orient and reserve bookings, the ongoing research of the South Gate and Lunette, as well as the ongoing progress on the 4D theater plus IMAX feature.

### **EXECUTIVE SESSION**

At 10:50 a.m., local time, the Board went into executive session to complete the annual review of the Executive Director. No Board action was taken during executive session. The Board returned from executive session at 11:05 a.m., local time.

Upon motion duly made by Peter John Holt and seconded by Hope Andrade, the Board unanimously approved the Executive Director Review as presented in the executive session.

### **APPROVAL OF RTAF BYLAW CHANGES**

Per the detailed 'Discussion on Proposed RTAF Bylaw Changes at the ATI Board Meeting on April 14, 2022' document attached to board meeting materials (generalized below):

The following changes were made to the ATI Third Amended and Restated Bylaws:

- 1) Section 3.02 – twenty (20) instead of fifteen (15) as the maximum number of directors
- 2) Section 4.06 – addition of the title of Executive Director along with Chief Executive Officer

### **ELECTION OF RTAF BOARD MEMBERS**

The following candidates were presented by Welcome Wilson, Jr. and nominated to the Remember the Alamo Foundation Board of Directors: Rebecca Quintanilla Cedillo, John W. Crain, Dan Geddes, Derrick Howard and Abigail Kampmann. Upon motion duly made by Peter John Holt and seconded by Hope Andrade, the Board unanimously approved these five (5) candidates to the RTAF Board.

### **OLD BUSINESS**

None.

### **NEW BUSINESS**

None.

### **ADJOURNMENT**

There being no further business to come before the meeting, upon motion duly made by Peter John Holt and seconded by Hope Andrade, this meeting of the Board adjourned at 11:11 a.m. local time.

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Hope Andrade, as acting Secretary of the Meeting