

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

May 24, 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 2500, San Antonio, Texas 78205 on the date set forth above at 11:15 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 Bylaws of the Corporation (the "Bylaws").

**ATTENDEES**

The following directors were present in person at the meeting:

Hope Andrade  
George P. Bush  
Jim Dannenbaum  
Red McCombs  
Lew Moorman  
Welcome Wilson, Jr.

Gene Powell, Chairman, attended the meeting by conference telephone.

Ramona Bass, Dr. Francisco Cigarroa, Nancy Perot 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, Aaron DeLeon, Jeff Gordon, J.R. Hernandez, Anne Idsal, Hector Valle and Special Counsel Geoff Connor; from The Alamo Endowment, Becky Dinnin and Rachel Bell; from Alamo Complex Management, Douglass McDonald, Jessica Gonzalez and Christina Roberts; from The DeBerry Group, Trish DeBerry and Kelli Larsen Epp; and from Dykema Cox Smith, counsel to the Corporation, Kerry T. Benedict.

**QUORUM AND CALL TO ORDER**

Becky Dinnin, on behalf of Gene Powell, Chairman of the Board, acted as chairperson of the meeting and called the meeting to order. Ms. Dinnin also 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 regular meeting of the Board held on February 8, 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 attending unanimously approved the Minutes.

## **BUSINESS CONDUCTED AT THE MEETING**

As the next order of business, Kerry T. Benedict discussed the proposed resolutions 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 resolutions:

### **APPROVAL OF THE FINANCE & AUDIT COMMITTEE**

**WHEREAS**, pursuant to Section 5.01 of the Bylaws, both the Commissioner of the Texas General Land Office (the "Commissioner") and the Board desire to establish the Finance & Audit Committee as a standing committee of the Board (the "Finance & Audit Committee") to oversee the Corporation's accounting, budgets, and finances; and

**WHEREAS**, the Board does not intend to delegate to the Finance & Audit Committee the power to exercise the authority of the Board in the management of the Corporation; now, therefore, be it

**RESOLVED**: That the Commissioner and the Board hereby establish, pursuant to the authority granted under Section 5.01 of the Bylaws, the Finance & Audit Committee, whose purposes, powers and responsibilities are set forth in the Remember the Alamo Foundation Finance & Audit Committee Charter, substantially in the form presented to the Board (the "Finance & Audit Committee Charter").

**RESOLVED**: That the Board hereby adopts and approves the Finance & Audit Committee Charter.

**RESOLVED**: That the Commissioner shall appoint members of the Finance & Audit Committee, to hold such position at the pleasure of the Commissioner until their respective successors are appointed and qualified or until their earlier death, disqualification, resignation or removal.

**RESOLVED**: That the Board does not delegate to the Finance & Audit Committee the power to exercise the authority of the Board in the management of the Corporation in connection with the above 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.

As the next order of business Becky Dinnin, Executive Director of the Corporation, provided a financial report. Ms. Dinnin discussed financial matters and described the receipt of a recent grant, the proceeds of which were being utilized to complete a restoration project at the study in the Alamo Church sacristy. The Board asked Ms. Dinnin questions and discussed these matters.

Ms. Dinnin then provided a report on fundraising activities. She indicated that donors would be able to sign up for certain discounts and be on the Alamo's mailing list. Ms. Dinnin described to the Board the different levels of membership and certain other items pertaining to fundraising.

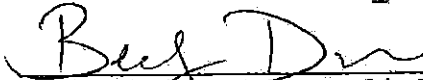
Ms. Dinnin provided an update on the Reimagine the Alamo campaign. She reported on certain local meetings that had been taken place, including with corporate entities.

Ms. Dinnin provided an update to the Board on the current fundraising goals. The Board asked questions and discussed.

Ms. Dinnin discussed with the Board the goal of driving more students to the Alamo Complex and certain logistical items regarding future meetings.

**ADJOURNMENT**

There being no further business to come before the meeting, upon motion duly made and seconded, this meeting adjourned at 11:30 a.m. local time

  
Becky Dinn, as Secretary of the Meeting