

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

September 2, 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 at the Emily Morgan Hotel at 705 East Houston Street, San Antonio, Texas 78205 and by means of conference telephone on the date set forth above at 3:45 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:

George P. Bush
Ramona Bass
Gene Powell
Welcome Wilson, Jr.
Lew Moorman

Jim Dannenbaum participated at the meeting by conference telephone.

Red McCombs was not in attendance at the meeting.

At the invitation of the Board, Phil Collins attended and participated in the meeting. Geoff Connor, special advisor to the Corporation, also attended and participated in the meeting at the invitation of the Board. Also at the invitation of the Board, Brittany Cheatham, Becky Dinnin, Brittany Eck, Jeff Gordon, and Hector Valle of The Texas General Land Office attended and participated in the meeting. Kerry T. Benedict of Dykema Cox Smith, counsel to the Corporation also attended and participated in the meeting.

QUORUM AND CALL TO ORDER

Gene Powell, who acted as chairman of the meeting, called the meeting to order. Gene Powell 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 special meeting of the Board held on July 29, 2015 (the "Minutes").

The Secretary reviewed the Minutes, which were in the form of the draft 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 considered the election of Gene Powell, to serve as the Chairman of the Board of the Corporation, and certain related amendments to the Bylaws that would be necessary to allow for such election.

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

RESOLVED: Article III, Section 3.02 of the Bylaws is hereby amended to read in its entirety as follows:

“Section 3.02 Number of Directors; Chairman of the Board: The Board shall consist of no more than fifteen or fewer than three (3) directors. The Commissioner of the Texas General Land Office (the “*Commissioner*”) shall be a permanent director, ex-officio, with full voting rights. The remaining directors shall be individuals nominated by the Commissioner and elected by the Member. Directors need not be Texas residents. The Board shall elect a director, nominated by the Commissioner, to serve as the Chairman of the Board, to hold office until his or her resignation or removal by the Board and until a successor director is nominated by the Commissioner and elected by the Board.”

and further

RESOLVED: Article III, Section 3.06 of the Bylaws is hereby amended to read in its entirety as follows:

“Section 3.06 Meetings: The Board shall hold at least (1) regular meeting annually, which shall be known as the Annual Meeting, on a date and at a location designated by the Chairman of the Board in consultation with the Commissioner. Other Board meetings may be held as designated by the Chairman of the Board, in consultation with the Commissioner, in a notice to the Board.”

and further

RESOLVED: Article VI, Section 6.02 of the Bylaws is hereby amended to read in its entirety as follows:

“Section 6.02 Annual Meetings: The Member shall hold at least one (1) regular meeting annually, which shall be known as the Annual Meeting, on a date and at a location designated by the Commissioner. Other Member meetings may be called by the Commissioner in a notice to the Member and to the directors of the Member.”

and further

RESOLVED: That, pursuant to Article XIII of the Bylaws, the amendments set forth above (collectively, the “Amendments”) will be effective upon the approval of such amendments by The Alamo Endowment, a Texas nonprofit corporation and the Corporation’s sole member (the “Member”); and further

RESOLVED: That the resignation of George P. Bush as the Chairman of the Board of the Corporation is hereby acknowledged and approved, effective immediately; and further

RESOLVED: That Gene Powell is hereby elected as the Chairman of the Board of the Corporation, to serve at the pleasure of the Board, effective immediately upon approval by the Member of the Amendments.

As the next order of business, the Board considered ratifying and approving the change of its registered agent and registered office to Capitol Corporate Services, Inc. with the business address of 800 Brazos Street, Suite 400, Austin, Texas 78701.

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

RESOLVED: That the filing of the Statement of Change of Registered Office/Agent with the Secretary of State of the State of Texas on August 14, 2015, and the change of the Corporation’s registered agent and registered office to Capitol Corporate Services, Inc. with the business address of 800 Brazos Street, Suite 400, Austin, Texas 78701, are each hereby ratified and approved.

As the next order of business, the Board considered the election of Ramona Bass as Vice Chairman of the Board of Directors of the Corporation, the reconfirmation of Gene Powell as Secretary of the Corporation, and the reconfirmation of Lew Moorman as Treasurer of the Corporation.

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

RESOLVED: That Ramona Bass is hereby elected as Vice Chairman of the Board of Directors, effective as of the date hereof, to serve with the powers of the Chairman of the Board of the Corporation in the absence of the Chairman of the Board of the Corporation, and to otherwise serve with such other duties and responsibilities as determined by the Chairman of the Board of the Corporation until her successor is duly elected and qualified, or until her earlier death, resignation or removal; and further

RESOLVED: That George P. Bush’s election as President of the Corporation, Ramona Bass’s election as Vice President of the Corporation, Gene Powell’s election as Secretary of the Corporation, and Lew Moorman’s election as Treasurer of the Corporation are each hereby ratified and reconfirmed, and that the following named persons hold the offices of the Corporation set forth below as of the date hereof:

| <u>Name</u> | <u>Office</u> |
|----------------|----------------------------------|
| George P. Bush | President |
| Gene Powell | Chairman and Secretary |
| Ramona Bass | Vice Chairman and Vice President |
| Lew Moorman | Treasurer |

Next, Phil Collins spoke to the Board with regard to his collection and his thoughts on how it would be best displayed at the Alamo complex. The Board asked Mr. Collins questions and discussed the collection and related fundraising opportunities.

Gene Powell then provided the Board with an update on the Corporation’s fundraising plan. The Board asked questions and discussed the content of the plan.

As the next order of business, the Board considered the appointment of Phil Collins as an honorary member of the Board and the display of Phil Collins’s collection at the Alamo complex.

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

RESOLVED: That Phil Collins is hereby appointed as an honorary member of the Board of Directors of Remember the Alamo Foundation, to serve at the pleasure of the Board of Directors and without a vote; and further

RESOLVED: That Phil Collins’s collection be displayed at the Alamo complex in its entirety and in a timely manner.

Next, the Board discussed a possible Texas license plate design for the Alamo. The Board discussed the timing and design of the license plate and applicable legislative requirements.

The Board discussed matters related to the showing of the film “Davy Crockett: King of the Wild Frontier” at the Alamo complex on November 7, 2015. The Board determined that the event would be a community event, rather than a fundraiser. The Board also determined to include a disclaimer for sensitive language contained in the movie. The Board determined that the City of San Antonio would also need to be involved in the event in order to show the film on the Alamo plaza.

OMNIBUS RESOLUTIONS

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

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.

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 4:15 p.m. local time.

Gene Powell, as Secretary of the Meeting