

A RESOLUTION **2014-10-16-0037R**

**AUTHORIZING AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS OF THE CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION; GRANTING PERMISSION TO THE BOARD OF DIRECTORS TO AMEND ITS ARTICLES OF INCORPORATION AND BYLAWS AND TO ADOPT AND FILE ARTICLES OF AMENDMENT; AND APPROVING APPOINTMENTS TO THE BOARD OF DIRECTORS.**

\* \* \* \* \*

**WHEREAS**, the City of San Antonio is a duly created political subdivision of the State of Texas operating as a home-rule municipality pursuant to the Constitution and laws of the State of Texas and its City Charter; and

**WHEREAS**, on November 2, 2006, the City Council authorized and approved the creation of the City of San Antonio Westside Development Corporation (the "Corporation") under authority of Chapter 431, Subchapter D, of the Texas Transportation Code as amended (the "Act"), to aid and act on behalf of the City to accomplish various governmental purposes including:

- (i) the promotion of local economic development and stimulation of business and commercial activity; and
- (ii) the development and diversification of the economy and the elimination of unemployment or underemployment; and

**WHEREAS**, the City is further authorized by the Act, upon receipt of a written application from the Board of the Corporation, to grant permission to the Board to amend the Articles of Incorporation of the Corporation by adopting Articles of Amendment; and

**WHEREAS**, applications from the Board of the Corporation set out in **Attachment I**, have been filed with the City Council requesting permission to amend various sections of the Articles of Incorporation and Bylaws for the purposes of:

- (i) eliminating term limits for Board members;
- (ii) changing the title of the Executive Director to President;
- (iii) changing the titles of Board Officers from President to Chairman and Vice-President to Vice-Chairman;
- (iv) revising the qualifications for persons to serve on the Board of Directors to allow for the Presidents of the University of Texas at San Antonio, Our Lady of the Lake University, St. Mary's University and the Superintendents of Edgewood and San Antonio Independent School Districts, as well as the Chief Executive Officer of the University Health System to nominate Executive staff to serve in their place with voting rights;
- (v) amending the representative categories of Board membership to revise the faith-based category as an "open" category; and

(vi) requiring that a minimum of seven (7) Directors shall be necessary and sufficient to constitute a quorum of the Board; and

**WHEREAS**, it is hereby officially found and determined that the adoption of these amendments is wise, expedient, necessary and advisable, and the City Council therefore desires to authorize the amendments and approve the form and content of the Articles of Amendment; and

**WHEREAS**, the City Council also desires to appoint members to the Board of Directors of the Corporation; and

**WHEREAS**, it is hereby further officially found and determined that the meeting at which this Resolution was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code; **NOW THEREFORE:**

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:**

**SECTION 1. PERMISSION GRANTED TO AMEND BYLAWS AND ARTICLES OF INCORPORATION.** The City Council hereby grants permission to the Board of Directors of the City of San Antonio Westside Development Corporation to amend the Bylaws and the Articles of Incorporation of the Corporation and adopt Articles of Amendment for the purposes described above and in the written application submitted by the Board to the City Council.

**SECTION 2. APPROVAL OF ARTICLES OF AMENDMENT AND BYLAWS AMENDMENTS NOS. 2, 3 AND 4.** The City Council hereby approves the form and content of the amendments to the Articles of Incorporation and to the Bylaws and of the Articles of Amendment and Bylaws Amendments Nos. 2, 3 and 4 (copies of which are set out in **Attachment II**) and hereby grants authority for the Board to amend the Articles of Incorporation and the Bylaws by adopting the amendments to the Articles of Incorporation and the Bylaws and adopting the Articles of Amendment and Bylaws Amendments Nos. 2, 3 and 4 at a properly called and held meeting of the Board and delivering duly adopted Articles of Amendment to the Secretary of State of Texas.

**SECTION 3. APPOINTMENTS.** The following individuals are appointed to the Board of Directors of the Corporation in the designated categories in the WDC Target Area for the remainder of an unexpired term, and for a new two-year term, as indicated, to expire on the dates designated for each category:

Small Business – terms to expire November 28, 2015.

Christopher Martinez  
Donald Rattan  
Mark Hernandez

Large Business – term to expire November 28, 2015.

Stephen O'Donnell

Resident – terms to expire November 28, 2015.

Joseph Carreon

Jason Mata

Housing – term to expire November 28, 2014, and for a new two-year term commencing November 29, 2014, to expire November 28, 2016.

Rod Radle

Financial Institution – term to expire November 28, 2015.

Janie Barrera

University Health System – term to expire November 28, 2014, and for a new two-year term commencing November 29, 2014, to expire November 28, 2016.

Theresa DeLaHaya

School Districts – terms to expire November 28, 2014, and for new two-year terms commencing November 29, 2014, to expire November 28, 2016.

Jose Cervantes – Edgewood Independent School District

Emilio Castro – San Antonio Independent School District

Universities – terms to expire November 28, 2014, and for new two-year terms commencing November 29, 2014, to expire November 28, 2016.

Daniel Yoxall – Our Lady of the Lake

Thomas Mengler – St. Mary's

Jesse Zapata – UTSA Downtown

**SECTION 4. INCORPORATION OF RECITALS.** The statements set forth in the recitals of this Resolution are true and correct, and incorporated as a part of this Resolution.

**SECTION 5. SEVERABILITY.** If any provision of this Resolution or the application of any provision of this Resolution to any circumstance shall be held to be invalid, the remainder of this Resolution and the application of the remainder of this Resolution to other circumstances shall nevertheless be valid, and it is declared that this Resolution would have been enacted without such invalid provision.

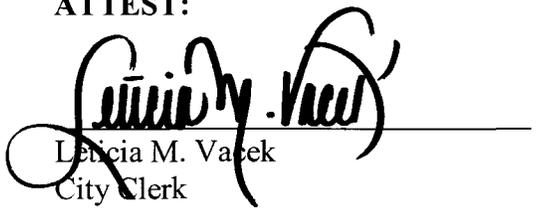
**SECTION 6. EFFECTIVE DATE.** This Resolution shall become effective immediately upon eight affirmative votes; otherwise it shall become effective on the tenth day from its adoption.

**PASSED, ADOPTED AND APPROVED THIS 16th DAY OF OCTOBER, 2014.**



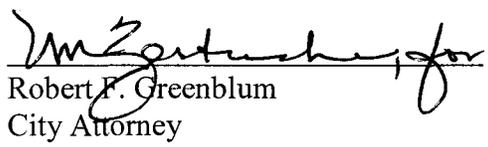
**M A Y O R**  
for Ivy R. Taylor

**ATTEST:**



Leticia M. Vasek  
City Clerk

**APPROVED AS TO FORM:**



Robert F. Greenblum  
City Attorney

\*\* \*\*

**CERTIFICATE FOR RESOLUTION**

I, the undersigned City Clerk of the City of San Antonio, Texas (the "City"), hereby certify as follows:

1. The City Council of the City convened in regular meeting on the 16<sup>TH</sup> day of OCTOBER, 2014 at the designated meeting place, and the roll was called of the duly constituted officers and members of said City Council, to wit:

Ivy R. Taylor, Mayor  
Joe Krier, Councilmember  
Ray Lopez, Councilmember  
Rey Saldana, Councilmember  
Keith Toney, Councilmember  
Ron Nirenberg, Councilmember

Mike Gallagher, Councilmember  
Diego M. Bernal, Councilmember  
Shirley Gonzales, Councilmember  
Rebecca J. Viagran, Councilmember  
Cris Medina, Councilmember

and all of said persons were present, except the following absentees: RAY LOPEZ, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution No. 2014-10-16-0037R, entitled:

**AUTHORIZING CERTAIN AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS OF THE CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION; GRANTING PERMISSION TO THE BOARD OF DIRECTORS TO AMEND ITS ARTICLES OF INCORPORATION AND BYLAWS AND TO ADOPT AND FILE ARTICLES OF AMENDMENT; AND APPROVING APPOINTMENTS TO THE BOARD OF DIRECTORS**

was duly introduced for the consideration of said City Council. It was then duly moved and seconded that said Resolution be passed; and after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES: 10 NOES: 0 ABSTENTIONS: 0

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said City Council's minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said City Council's minutes of said Meeting pertaining to the passage of said Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said City Council as indicated therein; each of the officers and members of said City Council was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for passage at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose; and said Meeting was open to the public and public notice of the time, place and purpose of said Meeting was given, all as required by Texas Government Code, Chapter 551.

SIGNED AND SEALED the 16<sup>TH</sup> day of OCTOBER, 2014.

*Leticia M. Vaca*  
\_\_\_\_\_  
City Clerk, City of San Antonio, Texas

(SEAL)



<b>Agenda Item:</b>	<b>14 ( in consent vote: 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22 )</b>
<b>Date:</b>	10/16/2014
<b>Time:</b>	11:31:52 AM
<b>Vote Type:</b>	Motion to Approve
<b>Description:</b>	A Resolution to approve amendments to the Westside Development Corporation Articles of Incorporation and Bylaws; and approving appointments to the WDC Board of Directors. [Carlos Contreras, Assistant City Manager; Jim Mery, Deputy Director, Center City Development and Operations]
<b>Result:</b>	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Diego Bernal	District 1		x				
Keith Toney	District 2		x				
Rebecca Viagran	District 3		x				
Rey Saldaña	District 4		x				
Shirley Gonzales	District 5		x				
Ray Lopez	District 6	x					
Cris Medina	District 7		x				
Ron Nirenberg	District 8		x				x
Joe Krier	District 9		x				
Michael Gallagher	District 10		x			x	

## **ATTACHMENT I**

**APPLICATION OF THE BOARD OF DIRECTORS  
OF CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION  
A NONPROFIT LOCAL GOVERNMENT CORPORATION  
ACTING FOR AND ON BEHALF OF THE CITY OF SAN ANTONIO, TEXAS  
REQUESTING PERMISSION TO AMEND THE BYLAWS**

We, the undersigned Chairman and Secretary, respectively, of the Board of Directors (the Board”) of the City of San Antonio Westside Development Corporation (the “Corporation”), acting on behalf of the Board of the Corporation pursuant to Resolution of the Board adopted by majority vote thereof at a Special Meeting of the Board at which a quorum was present held on October 14, 2014, hereby request in writing that the City Council (the “City Council”), as governing body of the City of San Antonio, Texas (the “City”) authorize, approve, and grant permission to the Board to amend the Articles of Incorporation and the Bylaws of the Corporation for the purpose of redefining what constitutes a quorum of the Board for Regular and Special Board meetings. Specifically, amend Article II, Section 2.07 of the Bylaws by requiring that a minimum of seven (7) directors shall be necessary to constitute a quorum for the transaction of business.

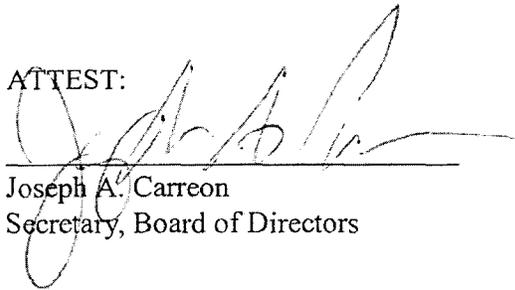
EXECUTED THIS 14th day of October 2014.

**CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION**



Christopher Martinez  
Chairman, Board of Directors

ATTEST:



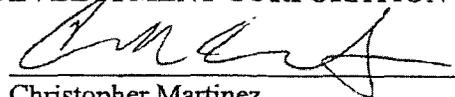
Joseph A. Carreon  
Secretary, Board of Directors

**APPLICATION OF THE BOARD OF DIRECTORS  
OF CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION  
A NONPROFIT LOCAL GOVERNMENT CORPORATION  
ACTING FOR AND ON BEHALF OF THE CITY OF SAN ANTONIO, TEXAS  
REQUESTING PERMISSION TO AMEND THE ARTICLES OF INCORPORATION  
AND BYLAWS AND ADOPT ARTICLES OF AMENDMENT**

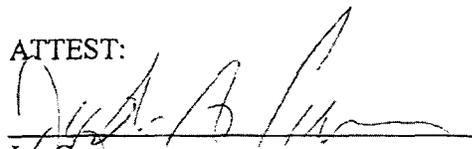
We, the undersigned Chairman and Secretary, respectively, of the Board of Directors (the "Board") of the City of San Antonio Westside Development Corporation (the "Corporation"), acting on behalf of the Board of the Corporation pursuant to Resolution of the Board adopted by majority vote thereof at a Regular Meeting of the Board at which a quorum was present held on February 26, 2014, hereby request in writing that the City Council (the "City Council"), as governing body of the City of San Antonio, Texas (the "City") authorize, approve, and grant permission to the Board to amend the Articles of Incorporation and the Bylaws of the Corporation for the following purposes: (i) eliminate term limits for Board members by eliminating language in Article II of the Bylaws, (ii) revise Article IV of the Bylaws to change the title of the Executive Director to President, (iii) revise Article IV of the Articles of Bylaws to change the titles of Board Officers from President to Chairman and Vice-President to Vice-Chairman; (iv) revise Article Seven of the Articles of Incorporation and Article Two of the Bylaws to change the qualifications for persons to serve on the Board of Directors of the Corporation for six representative categories of Board membership, which include representatives of St. Mary's University, University of Texas at San Antonio, Our Lady of the Lake University, University Health System, Edgewood Independent School District, and San Antonio Independent School District; and (v) amend Article II of the Bylaws and Article VII of the Articles of Incorporation by amending the categories of Board appointments by eliminating the faith-based position and creating an "open category".

EXECUTED THIS 26<sup>th</sup> day of February 2014.

**CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION**

  
\_\_\_\_\_  
Christopher Martinez  
Chairman, Board of Directors

ATTEST:

  
\_\_\_\_\_  
Joe Carreon  
Secretary, Board of Directors

I, the undersigned Secretary of the Board of Directors of the City of San Antonio Westside Development Corporation (the "Corporation"), hereby certify as follows:

1. The Board of Directors of the Corporation convened in Regular Meeting on the 26th day of February, 2014 at the designated meeting place, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

Christopher Martinez, Chairman  
Stephen O'Donnell, Vice Chairman  
Janie Barrera, Treasurer  
Terri De La Haya, Director

Dr. Arturo Vega, Director  
Rod Radle, Director  
Dr. Jesse Zapata, Director  
Mark Hernandez, Director

and all of said persons were present, except the following absentees Joe Carreon, Secretary, Donald Rattan, Dr. Sylvester Perez, Curtis Rodriguez, Dr. Jose Cervantes and Patty Ortiz thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution No. 08272013 entitled:

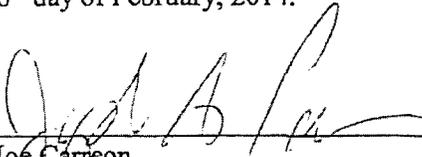
**AUTHORIZING SUBMISSION OF AN APPLICATION TO THE CITY COUNCIL REQUESTING PERMISSION TO AMEND THE BYLAWS AND SPECIFYING THE PROPOSED AMENDMENTS, APPROVING THE FORM AND CONTENT OF PROPOSED AMENDMENTS TO THE BYLAWS**

was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be passed; and, after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES: 8 NAYS: 0 ABSTENTIONS: 0

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said Board of Directors' minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors' minutes of said Meeting pertaining to the passage of said Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board of Directors as indicated therein; each of the officers and members of said Board of Directors was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for passage at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose; and said Meeting was open to the public and public notice of the time, place and purpose of said Meeting was given, all as required by Texas Government Code, Chapter 551.

SIGNED AND SEALED the 26<sup>th</sup> day of February, 2014.



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Joe Carreon  
Secretary, Board of Directors  
City of San Antonio Westside Development Corporation

(SEAL)

**ATTACHMENT II**

**BYLAWS AMENDMENT NO. 2**

**OF**

**CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION**

STATE OF TEXAS §  
COUNTY OF BEXAR §  
CITY OF SAN ANTONIO §

Pursuant to the provisions of Chapter 431, Subchapter D, Texas Transportation Code, Chapter 394, Texas Local Government Code, and Article XII of the Bylaws, the following Bylaws Amendment was adopted by majority/[unanimous] vote of the members of the Board of Directors of the City of San Antonio Westside Development Corporation (the "Corporation").

**ARTICLE ONE**  
**NAME OF CORPORATION**

The name of the Corporation is "*CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION.*"

**ARTICLE TWO**  
**AMENDMENT TO THE BYLAWS**

**Section 1.** Article II, Directors, Section 2.01 of the Bylaws, is hereby amended to revise Article Two to clarify that there was never an intent to place term limits on the Board of Directors of the Corporation, and shall read in its entirety as amended as follows:

***ARTICLE II***  
***DIRECTORS***

*The terms of office, duties and other matters relating to the Board of Directors shall be as provided herein. A director shall hold office for the term to which the director is appointed and qualified and until a successor is appointed and qualified. The terms of the initial Board of Directors shall be for one and two year terms, respectively, in accordance with the terms of Resolution No. 2006R-11-02-1269. Successive terms of office to which a director is appointed shall be two years. The City Council may remove a director at any time for cause or without cause.*

**ARTICLE THREE**  
**NAME AND CURRENT ADDRESS OF SPONSOR**

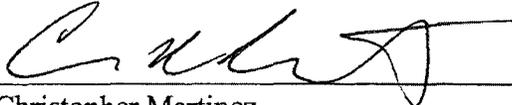
The name of the Sponsor is the City of San Antonio. The current street address of the Sponsor is 100 Military Plaza, San Antonio, Texas 78205.

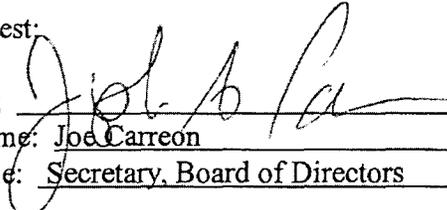
**ARTICLE FOUR**  
**STATEMENT AND DATE OF AUTHORIZATION OF AMENDMENT**

The amendments stated herein and these Bylaws Amendments were authorized and approved by appropriate resolution of the governing body of the Sponsor, Resolution No. \_\_\_\_\_, adopted at a Regular Meeting at which a quorum was present held on July 18, 2013.

EXECUTED THIS 18 DAY OF JULY, 2013.

CITY OF SAN ANTONIO  
WESTSIDE DEVELOPMENT CORPORATION

By:   
Name: Christopher Martinez  
Title: President, Board of Directors

Attest:  
By:   
Name: Joe Carreon  
Title: Secretary, Board of Directors

(CORPORATE SEAL)

**CERTIFICATE FOR RESOLUTION**

I, the undersigned Secretary of the Board of Directors of the City of San Antonio Westside Development Corporation (the "Corporation"), hereby certify as follows:

1. The Board of Directors of the Corporation convened in Special Meeting on the 18th day of July, 2013 at the designated meeting place, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

- |                                   |                               |
|-----------------------------------|-------------------------------|
| Christopher Martinez, President   | Dr. Sylvester Perez, Director |
| Stephen O'Donnell, Vice President | Curtis Rodriguez, Director    |
| Joe Carreon, Secretary            | Jesse Zapata, Director        |
| Janie Barrera, Treasurer          | Dr. Jose Cervantes, Director  |
| Mark Hernandez, Director          | Patty Ortiz, Director         |
| Mac Rattan, Director              |                               |
| Terri De La Haya, Director        |                               |
| Rod Radle, Director               |                               |
| Dr. Art Vega, Director            |                               |

and all of said persons were present, except the following absentees: JOE CARREON, TERRI DE LA HAYA, DR. SYLVESTER PEREZ, DR. JOSE CERVANTES thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution No. 5, entitled: CURTIS RODRIGUEZ

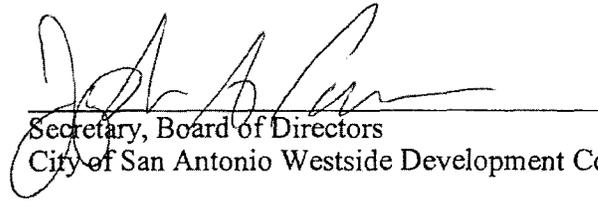
**AUTHORIZING SUBMISSION OF AN APPLICATION TO THE CITY COUNCIL REQUESTING PERMISSION TO AMEND THE ARTICLES OF INCORPORATION AND BYLAWS AND SPECIFYING THE PROPOSED AMENDMENTS, APPROVING THE FORM AND CONTENT OF PROPOSED AMENDMENTS TO THE BYLAWS**

was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be passed; and, after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES: 9 NAYS: 0 ABSTENTIONS:

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said Board of Directors' minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors' minutes of said Meeting pertaining to the passage of said Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board of Directors as indicated therein; each of the officers and members of said Board of Directors was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for passage at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose; and said Meeting was open to the public and public notice of the time, place and purpose of said Meeting was given, all as required by Texas Government Code, Chapter 551.

SIGNED AND SEALED the 18<sup>th</sup> day of July, 2013.



Secretary, Board of Directors  
City of San Antonio Westside Development Corporation

(SEAL)

**SECTION 5. SEVERABILITY.** If any provision of this Resolution or the application of any provision of this Resolution to any circumstance shall be held to be invalid, the remainder of this Resolution and the application of the remainder of this Resolution to other circumstances shall nevertheless be valid, and it is declared that this Resolution would have been enacted without such invalid provision.

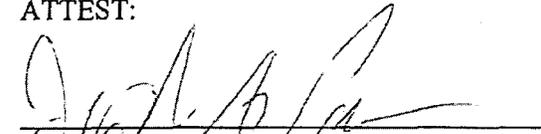
**SECTION 6. EFFECTIVE DATE.** This Resolution shall become effective immediately upon its passage, adoption and approval by the affirmative vote of a majority of the members of the Board of Directors.

*PASSED, ADOPTED AND APPROVED THIS 26<sup>th</sup> DAY OF FEBRUARY, 2014.*

**CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION**

  
\_\_\_\_\_  
Christopher Martinez  
Chairman, Board of Directors

ATTEST:

  
\_\_\_\_\_  
Joe Carron  
Secretary, Board of Directors

\*\* \*\* \* \*\* \* \*\* \*

**BYLAWS AMENDMENT NO. 3**

**OF**

**CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION**

STATE OF TEXAS §  
COUNTY OF BEXAR §  
CITY OF SAN ANTONIO §

Pursuant to the provisions of Chapter 431, Subchapter D, Texas Transportation Code, Chapter 394, Texas Local Government Code, and Article XII of the Bylaws, the following Bylaws Amendment was adopted by majority/[unanimous] vote of the members of the Board of Directors of the City of San Antonio Westside Development Corporation (the "Corporation").

**ARTICLE ONE**  
**NAME OF CORPORATION**

The name of the Corporation is "*CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION.*"

**ARTICLE TWO**  
**AMENDMENT TO THE BYLAWS**

**Section 1.** Article IV, Officers, Sections 4.01, 4.04, 4.05, 4.06, 4.07, 4.08 of the Bylaws, are hereby amended to revise Article IV to change the titles for the Executive Director, President of the Board and Vice President of the Board, and such Sections shall read in its entirety as amended as follows:

***ARTICLE IV***  
**OFFICERS**

**SECTION 4.01. SELECTION OF VARIOUS OFFICERS.** The officers of the Corporation shall be chosen by the Board. The Board shall choose from its members a Chairman President, Vice Chairman President, Secretary, and Treasurer

**SECTION 4.04. EXECUTIVE DIRECTOR PRESIDENT OF CORPORATION.** The Board shall have the power to appoint an Executive Director President of the Corporation, who shall be the Chief Administrative Officer of the Corporation and shall exercise such powers and perform such duties as shall be determined from time to time by the Board, and such other employees and consultants as it deems necessary or appropriate.

**THE PRESIDENT CHAIRMAN OF THE BOARD**

SECTION 4.05. The ~~President~~ Chairman shall preside at all meetings of the directors.

SECTION 4.06. The ~~President~~ Chairman shall be ex-officio a member of all standing committees, shall have general supervision of the management of the business of the Corporation, and shall see that all resolutions of the Board are carried into effect.

SECTION 4.07. The ~~President~~ Chairman shall execute bonds, mortgages and other contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

**THE VICE PRESIDENT CHAIRMAN**

SECTION 4.08. The Vice ~~President~~ Chairman shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

**ARTICLE THREE**  
**NAME AND CURRENT ADDRESS OF SPONSOR**

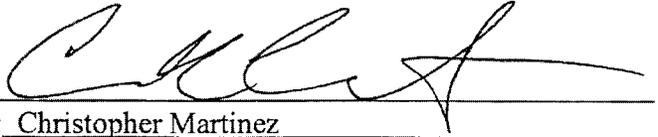
The name of the Sponsor is the City of San Antonio. The current street address of the Sponsor is 100 Military Plaza, San Antonio, Texas 78205.

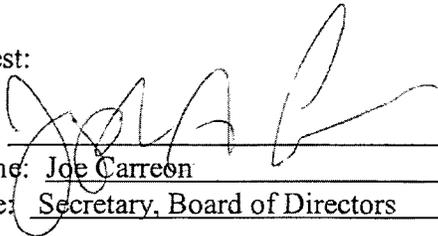
**ARTICLE FOUR**  
**STATEMENT AND DATE OF AUTHORIZATION OF AMENDMENT**

The amendments stated herein and these Bylaws Amendments were authorized and approved by appropriate resolution of the governing body of the City of San Antonio, Resolution No. \_\_\_\_\_, adopted at a Regular Meeting at which a quorum was present held on September \_\_\_\_, 2013. .

EXECUTED THIS 28 DAY OF AUGUST, 2013.

CITY OF SAN ANTONIO  
WESTSIDE DEVELOPMENT CORPORATION

By:   
Name: Christopher Martinez  
Title: Chairman, Board of Directors

Attest:  
  
By: \_\_\_\_\_  
Name: Joe Carreon  
Title: Secretary, Board of Directors

(CORPORATE SEAL)

**BYLAWS AMENDMENT NO. 4  
OF  
CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION**

STATE OF TEXAS           §  
COUNTY OF BEXAR       §  
CITY OF SAN ANTONIO   §

Pursuant to the provisions of Chapter 431, Subchapter D, Texas Transportation Code, Chapter 394, Texas Local Government Code, and Article XII of the Bylaws, the following Bylaws Amendment was adopted by majority/[unanimous] vote of the members of the Board of Directors of the City of San Antonio Westside Development Corporation (the "Corporation").

**ARTICLE ONE  
NAME OF CORPORATION**

The name of the Corporation is "*CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION.*"

**ARTICLE TWO  
AMENDMENT TO THE BYLAWS**

**Section 1.** Article II, Directors, Sections 2.07 of the Bylaws, is hereby amended to revise Article II to amend the definition of Quorum required for Board of Directors needed for Regular and Special Board meetings, and such Section shall read in its entirety as amended as follows:

**ARTICLE II**  
**DIRECTORS**

**SECTION 2.07. QUORUM.** At all meetings of the Board the presence of a ~~majority~~ seven (7) of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by these Bylaws.

**ARTICLE THREE  
NAME AND CURRENT ADDRESS OF SPONSOR**

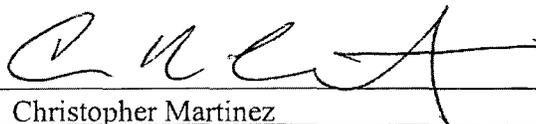
The name of the Sponsor is the City of San Antonio. The current street address of the Sponsor is 100 Military Plaza, San Antonio, Texas 78205.

**ARTICLE FOUR**  
**STATEMENT AND DATE OF AUTHORIZATION OF AMENDMENT**

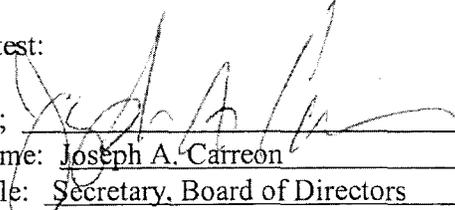
The amendments stated herein and these Bylaws Amendments were authorized and approved by appropriate resolution of the governing body of the City of San Antonio, Resolution No. 10142014, adopted at a Regular Meeting at which a quorum was present held on October 14, 2014.

EXECUTED THIS 14TH DAY OF OCTOBER 2014.

CITY OF SAN ANTONIO  
WESTSIDE DEVELOPMENT CORPORATION

By:   
Name: Christopher Martinez  
Title: Chairman, Board of Directors

Attest:

By:   
Name: Joseph A. Carreon  
Title: Secretary, Board of Directors

(CORPORATE SEAL)

**A RESOLUTION**

**AUTHORIZING SUBMISSION OF AN APPLICATION TO THE CITY COUNCIL REQUESTING PERMISSION TO AMEND THE BYLAWS AND SPECIFYING THE PROPOSED AMENDMENT, APPROVING THE FORM AND CONTENT OF PROPOSED AMENDMENT TO THE BYLAWS**

\* \* \* \* \*

**WHEREAS**, the City of San Antonio, Texas (the "City") is a duly created political subdivision of the State of Texas operating as a home-rule municipality pursuant to the Constitution and laws of the State of Texas and its City Charter; and

**WHEREAS**, on November 2, 2006, the City Council (the "City Council") of the City authorized and approved the creation of the City of San Antonio Westside Development Corporation (the "Corporation") under authority of Chapter 431, Subchapter D, of the Texas Transportation Code as amended (the "Act"), to aid and act on behalf of the City to accomplish of various governmental purposes of the City; and

**WHEREAS**, the Board of the Corporation desires to clarify the previous approved Amendment propose an amendment to the Corporation's Bylaws and to file a written application with the City Council requesting permission to amend the Bylaws to revise Article Two of the Bylaws to clarify there are no term limits for members of the Board; and

**WHEREAS**, it is hereby officially found and determined that the making of such amendment is wise, expedient, necessary, and advisable; and

**WHEREAS**, it is hereby further officially found and determined that the meeting at which this Resolution was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code; **NOW THEREFORE:**

**BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION:**

**SECTION 1. APPROVAL OF APPLICATION REQUESTING PERMISSION TO AMEND BYLAWS.** The Board of Directors of the CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION (the "Corporation") does hereby approve the form and content of a written APPLICATION OF THE BOARD OF DIRECTORS OF CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION REQUESTING PERMISSION TO AMEND THE BYLAWS (the "Application Requesting Amendment"), a true and correct copy is attached hereto in substantially final form as Exhibit A, for the purposes described herein.

**SECTION 2. APPROVAL OF BYLAWS AMENDMENT NO. 2.** The Board of Directors hereby approves the form and content of (i) the amendment to the Bylaws, (a copy of each of which is attached to this Resolution as Exhibit A and made a part hereof for all purposes) and hereby grants authority for the President and Secretary of the Board to file the Application Requesting Amendment with the City Council for its consideration.

**SECTION 3. INCORPORATION OF RECITALS.** The statements set forth in the recitals of this Resolution are true and correct, and incorporated as a part of this Resolution.

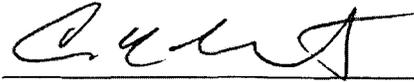
**SECTION 4. SEVERABILITY.** If any provision of this Resolution or the application of any provision of this Resolution to any circumstance shall be held to be invalid, the remainder of this Resolution and the application of the remainder of this Resolution to other circumstances shall nevertheless be valid, and it is declared that this Resolution would have been enacted without such invalid provision.

**SECTION 5. EFFECTIVE DATE.** This Resolution shall become effective on the immediately upon its passage, adoption and approval by the affirmative vote of a majority of the members of the Board of Directors.

*[The remainder of this page intentionally left blank.]*

PASSED, ADOPTED AND APPROVED THIS 18<sup>th</sup> DAY OF ~~SEPTEMBER~~ <sup>JULY</sup>, 2013.

CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION



Christopher Martinez  
President, Board of Directors

ATTEST:



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Joe Carreon  
Secretary, Board of Directors

\*\* \*\* \* \* \* \* \*

**A RESOLUTION 08272013**

**AUTHORIZING SUBMISSION OF AN APPLICATION TO THE CITY COUNCIL REQUESTING PERMISSION TO AMEND THE BYLAWS AND SPECIFYING THE PROPOSED AMENDMENT, APPROVING THE FORM AND CONTENT OF PROPOSED AMENDMENT TO THE BYLAWS**

\* \* \* \* \*

**WHEREAS**, the City of San Antonio, Texas (the “City”) is a duly created political subdivision of the State of Texas operating as a home-rule municipality pursuant to the Constitution and laws of the State of Texas and its City Charter; and

**WHEREAS**, on November 2, 2006, the City Council (the “City Council”) of the City authorized and approved the creation of the City of San Antonio Westside Development Corporation (the “Corporation”) under authority of Chapter 431, Subchapter D, of the Texas Transportation Code as amended (the “Act”), to aid and act on behalf of the City to accomplish of various governmental purposes of the City; and

**WHEREAS**, the Board of the Corporation desires to propose an amendment to the Corporation’s Bylaws and to file a written application with the City Council requesting permission to amend the Bylaws to revise Article IV of the Bylaws to (i) change the title of the Executive Director to President in Article IV of the Articles of Incorporation, and (ii) revise Article IV of the Articles of Incorporation to change the titles of Board Officers from President to Chairman and Vice-President to Vice-Chairman; and

**WHEREAS**, it is hereby officially found and determined that the making of such amendment necessary, and advisable; and

**WHEREAS**, it is hereby further officially found and determined that the meeting at which this Resolution was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code;

**NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION:**

**SECTION 1. APPROVAL OF APPLICATION REQUESTING PERMISSION TO AMEND BYLAWS.** The Board of Directors of the CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION (the “Corporation”) does hereby approve the form and content of a written APPLICATION OF THE BOARD OF DIRECTORS OF CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION REQUESTING PERMISSION TO AMEND THE BYLAWS (the “Application Requesting Amendment”), a true and correct copy is attached hereto in substantially final form as Exhibit A, for the purposes described herein.

**SECTION 2. APPROVAL OF BYLAWS AMENDMENT NO. 2.** The Board of Directors hereby approves the form and content of (i) the amendment to the Bylaws, (a copy of each of which is attached to this Resolution as Exhibit B and made a part hereof for all purposes) and hereby grants authority for the President and Secretary of the Board to file the Application Requesting Amendment with the City Council for its consideration.

**SECTION 3. INCORPORATION OF RECITALS.** The statements set forth in the recitals of this Resolution are true and correct, and incorporated as a part of this Resolution.

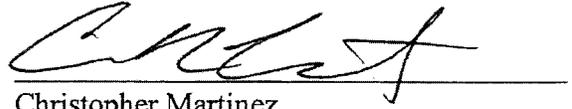
**SECTION 4. SEVERABILITY.** If any provision of this Resolution or the application of any provision of this Resolution to any circumstance shall be held to be invalid, the remainder of this Resolution and the application of the remainder of this Resolution to other circumstances shall nevertheless be valid, and it is declared that this Resolution would have been enacted without such invalid provision.

**SECTION 5. EFFECTIVE DATE.** This Resolution shall become effective on the immediately upon its passage, adoption and approval by the affirmative vote of a majority of the members of the Board of Directors.

*[The remainder of this page intentionally left blank.]*

*PASSED, ADOPTED AND APPROVED THIS 28<sup>th</sup> DAY OF AUGUST, 2013.*

**CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION**



Christopher Martinez  
Chairman, Board of Directors

ATTEST:



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Joe Carreon  
Secretary, Board of Directors

\*\* \*\* \* \* \* \* \*

**CERTIFICATE FOR RESOLUTION**

I, the undersigned Secretary of the Board of Directors of the City of San Antonio Westside Development Corporation (the "Corporation"), hereby certify as follows:

1. The Board of Directors of the Corporation convened in Meeting on the 28th day of August, 2013 at the designated meeting place, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

Christopher Martinez, President  
Stephen O'Donnell, Vice President  
Joe Carreon, Secretary  
Janie Barrera, Treasurer  
Mark Hernandez, Director  
Mark Rattan, Director  
Terri De La Haya, Director  
Rod Radle, Director  
Dr. Art Vega, Director

Dr. Sylvester Perez, Director  
Curtis Rodriguez, Director  
Jesse Zapata, Director  
Dr. Jose Cervantes, Director  
Patty Ortiz, Director

and all of said persons were present, except the following absentees: Janie Barrera, Mark Hernandez, Dr. Art Vega, Dr. Sylvester Perez, Dr. Jose Cervantes thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution No. 08272013 entitled:

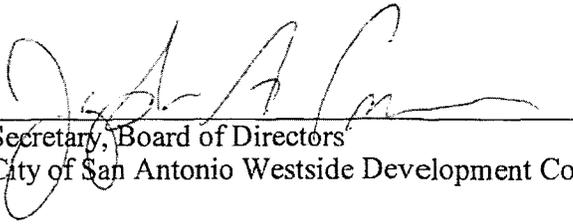
**AUTHORIZING SUBMISSION OF AN APPLICATION TO THE CITY COUNCIL REQUESTING PERMISSION TO AMEND THE BYLAWS AND SPECIFYING THE PROPOSED AMENDMENTS, APPROVING THE FORM AND CONTENT OF PROPOSED AMENDMENTS TO THE BYLAWS**

was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be passed; and, after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES: 9 NAYS: 0 ABSTENTIONS: 0

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said Board of Directors' minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors' minutes of said Meeting pertaining to the passage of said Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board of Directors as indicated therein; each of the officers and members of said Board of Directors was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for passage at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose; and said Meeting was open to the public and public notice of the time, place and purpose of said Meeting was given, all as required by Texas Government Code, Chapter 551.

SIGNED AND SEALED the 28<sup>th</sup> day of August, 2013.

  
Secretary, Board of Directors  
City of San Antonio Westside Development Corporation

(SEAL)

**A RESOLUTION 02262014**

**AUTHORIZING SUBMISSION OF AN APPLICATION TO THE CITY COUNCIL REQUESTING PERMISSION TO AMEND THE BYLAWS AND ARTICLES OF INCORPORATION; SPECIFYING THE PROPOSED AMENDMENT, APPROVING THE FORM AND CONTENT OF PROPOSED AMENDMENT TO THE BYLAWS AND ARTICLES OF INCORPORATION; AND SETTING AN EFFECTIVE DATE.**

\* \* \* \* \*

**WHEREAS**, the City of San Antonio, Texas (the “City”) is a duly created political subdivision of the State of Texas operating as a home-rule municipality pursuant to the Constitution and laws of the State of Texas and its City Charter; and

**WHEREAS**, on November 2, 2006, the City Council (the “City Council”) of the City authorized and approved the creation of the City of San Antonio Westside Development Corporation (the “Corporation”) under authority of Chapter 431, Subchapter D, of the Texas Transportation Code as amended (the “Act”), to aid and act on behalf of the City to accomplish various governmental purposes of the City; and

**WHEREAS**, the Board of the Corporation adopted Resolution 08272013 in August 2013, which proposed amendments to the Corporation’s Bylaws and applied with the City Council requesting permission to amend the Bylaws to revise Article IV of the Bylaws to (i) change the title of the Executive Director to President in Article IV of the Articles of Incorporation, and (ii) revise Article IV of the Articles of Incorporation to change the titles of Board Officers from President to Chairman and Vice-President to Vice-Chairman; and

**WHEREAS**, the Board of the Corporation adopted Resolution 09182013 in September 2013, which proposed an amendment to the Corporation’s Bylaws and applied with the City Council requesting permission to amend the Bylaws to revise Article II of the Bylaws to eliminate term limits for Board members; and

**WHEREAS**, the Board of the Corporation now desires to propose additional amendments to the Corporation’s Bylaws and to file a written application with the City Council requesting permission to amend Article II of the Bylaws and Article VII of the Articles of Incorporation by amending the categories of Board appointments by allowing the Presidents of the University of Texas at San Antonio, Our Lady of the Lake University, St. Mary’s University to nominate Executive staff to sit in their place on the WDC Board of Directors; and; and

**WHEREAS**, the Board of the Corporation now desires to propose additional amendments to the Corporation’s Bylaws and to file a written application with the City Council requesting permission to amend Article II of the Bylaws and Article VII of the Articles of Incorporation by amending the categories of Board appointments by allowing the Superintendents of Edgewood Independent School District and the San Antonio Independent School District to nominate Executive staff to sit in their place on the WDC Board of Directors; and

**WHEREAS**, the Board of the Corporation now desires to propose additional amendments to the Corporation’s Bylaws and to file a written application with the City Council requesting permission to

amend Article II of the Bylaws and Article VII of the Articles of Incorporation by amending the categories of Board appointments by allowing the Chief Executive Officer of the University Health System to nominate Executive staff to sit in their place on the WDC Board of Directors; and

**WHEREAS**, the Board of the Corporation now desires to propose additional amendments to the Corporation's Bylaws and to file a written application with the City Council requesting permission to amend Article II of the Bylaws and Article VII of the Articles of Incorporation by amending the categories of Board appointments by reconstituting the faith-based position and creating an "open category" and adding a developer category that can be filled by a real estate developer; and

**WHEREAS**, it is hereby officially found and determined that the making of such amendments necessary, and advisable; and

**WHEREAS**, it is hereby further officially found and determined that the meeting at which this Resolution was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code;

**NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION:**

**SECTION 1. APPROVAL OF APPLICATION REQUESTING PERMISSION TO AMEND BYLAWS AND ARTICLES OF INCORPORATION.** The Board of Directors of the CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION (the "Corporation") does hereby approve the form and content of a written APPLICATION OF THE BOARD OF DIRECTORS OF CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION REQUESTING PERMISSION TO AMEND THE BYLAWS AND ARTICLES OF INCORPORATION (the "Application Requesting Amendment"), a true and correct copy is attached hereto in substantially final form as Exhibit A, for the purposes described herein.

**SECTION 2. APPROVAL OF BYLAWS AMENDMENT.** The Board of Directors hereby approves the form and content of (i) the amendment to Article II of the Bylaws, (a copy of each of which is attached to this Resolution as Exhibit B and made a part hereof for all purposes) and hereby grants authority for the Chairman and Secretary of the Board to file the Application Requesting Amendment with the City Council for its consideration.

**SECTION 3. APPROVAL OF ARTICLES OF INCORPORATION AMENDMENT.** The Board of Directors hereby approves the form and content of (i) the amendment to Article VII of the Articles of Incorporation, (a copy of each of which is attached to this Resolution as Exhibit C and made a part hereof for all purposes) and hereby grants authority for the Chairman and Secretary of the Board to file the Application Requesting Amendment with the City Council for its consideration.

**SECTION 4. INCORPORATION OF RECITALS.** The statements set forth in the recitals of this Resolution are true and correct, and incorporated as a part of this Resolution.

**SECTION 5. SEVERABILITY.** If any provision of this Resolution or the application of any provision of this Resolution to any circumstance shall be held to be invalid, the remainder of this Resolution and the application of the remainder of this Resolution to other circumstances shall nevertheless be valid, and it is declared that this Resolution would have been enacted without such invalid provision.

**SECTION 6. EFFECTIVE DATE.** This Resolution shall become effective immediately upon its passage, adoption and approval by the affirmative vote of a majority of the members of the Board of Directors.

*PASSED, ADOPTED AND APPROVED THIS 26<sup>th</sup> DAY OF FEBRUARY, 2014.*

**CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION**



Christopher Martinez  
Chairman, Board of Directors

ATTEST:

  
Joe Carreon  
Secretary, Board of Directors

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## CERTIFICATE FOR RESOLUTION

I, the undersigned Secretary of the Board of Directors of the City of San Antonio Westside Development Corporation (the "Corporation"), hereby certify as follows:

1. The Board of Directors of the Corporation convened in Regular Meeting on the 26th day of February, 2014 at the designated meeting place, and the roll was called of the duly constituted officers and members of said Board of Directors, to wit:

Christopher Martinez, Chairman	Dr. Arturo Vega, Director
Stephen O'Donnell, Vice Chairman	Rod Radle, Director
Janie Barrera, Treasurer	Dr. Jesse Zapata, Director
Terri De La Haya, Director	Mark Hernandez, Director

and all of said persons were present, except the following absentees Joe Carreon, Secretary, Donald Rattan, Dr. Sylvester Perez, Curtis Rodriguez, Dr. Jose Cervantes and Patty Ortiz thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written Resolution No. 08272013 entitled:

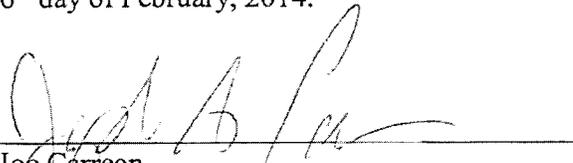
**AUTHORIZING SUBMISSION OF AN APPLICATION TO THE CITY COUNCIL REQUESTING PERMISSION TO AMEND THE BYLAWS AND SPECIFYING THE PROPOSED AMENDMENTS, APPROVING THE FORM AND CONTENT OF PROPOSED AMENDMENTS TO THE BYLAWS**

was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be passed; and, after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES: 8 NAYS: 0 ABSTENTIONS: 0

2. A true, full and correct copy of the aforesaid Resolution passed at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said Board of Directors' minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board of Directors' minutes of said Meeting pertaining to the passage of said Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board of Directors as indicated therein; each of the officers and members of said Board of Directors was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for passage at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose; and said Meeting was open to the public and public notice of the time, place and purpose of said Meeting was given, all as required by Texas Government Code, Chapter 551.

SIGNED AND SEALED the 26<sup>th</sup> day of February, 2014.

A handwritten signature in black ink, appearing to read "Joe Carreon", written over a horizontal line.

Joe Carreon  
Secretary, Board of Directors  
City of San Antonio Westside Development Corporation

(SEAL)

**A RESOLUTION 10142014**

**AUTHORIZING SUBMISSION OF AN APPLICATION TO THE CITY COUNCIL REQUESTING PERMISSION TO AMEND THE BYLAWS AND ARTICLES OF INCORPORATION; SPECIFYING THE PROPOSED AMENDMENT, APPROVING THE FORM AND CONTENT OF PROPOSED AMENDMENT TO THE BYLAWS AND ARTICLES OF INCORPORATION; AND SETTING AN EFFECTIVE DATE.**

\* \* \* \* \*

**WHEREAS**, the City of San Antonio, Texas (the “City”) is a duly created political subdivision of the State of Texas operating as a home-rule municipality pursuant to the Constitution and laws of the State of Texas and its City Charter; and

**WHEREAS**, on November 2, 2006, the City Council (the “City Council”) of the City authorized and approved the creation of the City of San Antonio Westside Development Corporation (the “Corporation”) under authority of Chapter 431, Subchapter D, of the Texas Transportation Code as amended (the “Act”), to aid and act on behalf of the City to accomplish various governmental purposes of the City; and

**WHEREAS**, the Board of the Corporation adopted Resolution 08272013 in August 2013, which proposed amendments to the Corporation’s Bylaws to (i) change the title of the Executive Director to President in Article IV of the Articles of Incorporation, and (ii) revise Article IV of the Articles of Incorporation to change the titles of Board Officers from President to Chairman and Vice-President to Vice-Chairman; and

**WHEREAS**, the Board of the Corporation adopted Resolution 07182013 in July 2013, which proposed an amendment to the Corporation’s Bylaws to amend the Bylaws to revise Article II of the Bylaws to eliminate term limits for Board members; and

**WHEREAS**, the Board of the Corporation adopted Resolution 02262014 in February 2014, which proposed an amendment to the Corporation’s Bylaws and Article of Incorporation to amend the Bylaws by amending the categories of Board appointments by allowing the Presidents of the University of Texas at San Antonio, Our Lady of the Lake University, St. Mary’s University to nominate Executive staff to sit in their place on the WDC Board of Directors; and

**WHEREAS**, Resolution 02262014 in February 2014 also proposed an amendment to the Corporation’s Bylaws and Article of Incorporation to amend the Bylaws by amending the categories of Board appointments by allowing the Superintendent of San Antonio Independent School District and Edgewood Independent School District to nominate Executive staff to sit in their place on the WDC Board of Directors as well as eliminating the Faith Based Category and creating a Community at Large appointment; and

**WHEREAS**, the Board of the Corporation now desires to propose an additional amendment to the Corporation’s Bylaws and to file a written application with the City Council requesting permission to amend Article II of the Bylaws by requiring that a minimum of seven (7) directors shall be necessary to constitute a quorum for the transaction of business; and

**WHEREAS**, it is hereby officially found and determined that the making of such amendment necessary, and advisable; and

**WHEREAS**, it is hereby further officially found and determined that the meeting at which this Resolution was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code;

**NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION:**

**SECTION 1. APPROVAL OF APPLICATION REQUESTING PERMISSION TO AMEND BYLAWS AND ARTICLES OF INCORPORATION.** The Board of Directors of the CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION (the "Corporation") does hereby approve the form and content of a written APPLICATION OF THE BOARD OF DIRECTORS OF CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION REQUESTING PERMISSION TO AMEND THE BYLAWS AND ARTICLES OF INCORPORATION (the "Application Requesting Amendment"), a true and correct copy is attached hereto in substantially final form as Exhibit A, for the purposes described herein.

**SECTION 2. APPROVAL OF BYLAWS AMENDMENT.** The Board of Directors hereby approves the form and content of (i) the amendment to Article II of the Bylaws, (a copy of each of which is attached to this Resolution as Exhibit B and made a part hereof for all purposes) and hereby grants authority for the Chairman and Secretary of the Board to file the Application Requesting Amendment with the City Council for its consideration.

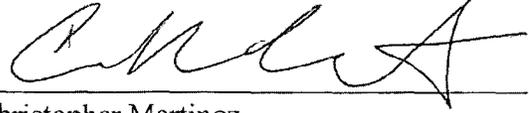
**SECTION 3. INCORPORATION OF RECITALS.** The statements set forth in the recitals of this Resolution are true and correct, and incorporated as a part of this Resolution.

**SECTION 4. SEVERABILITY.** If any provision of this Resolution or the application of any provision of this Resolution to any circumstance shall be held to be invalid, the remainder of this Resolution and the application of the remainder of this Resolution to other circumstances shall nevertheless be valid, and it is declared that this Resolution would have been enacted without such invalid provision.

**SECTION 5. EFFECTIVE DATE.** This Resolution shall become effective immediately upon its passage, adoption and approval by the affirmative vote of a majority of the members of the Board of Directors.

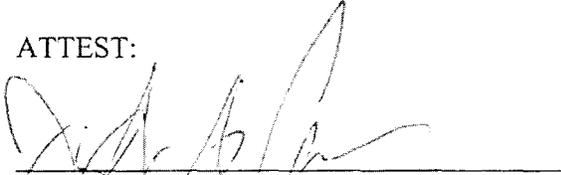
*PASSED, ADOPTED AND APPROVED THIS 14th DAY OF OCTOBER, 2014.*

**CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION**



Christopher Martinez  
Chairman, Board of Directors

ATTEST:



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Joseph A. Catreon  
Secretary, Board of Directors

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