CERTIFICATE OF CITY CLERK

THE STATE OF TEXAS	§
	§
COUNTIES OF BEXAR, COMAL AND MEDINA	§
	§
	§
CITY OF SAN ANTONIO	§

THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 7th day of November, 2013, the City Council (the *Council*) of the City of San Antonio, Texas (the *City*) convened in regular session at its regular meeting place in the City Hall of the City (the *Meeting*), the duly constituted members of the Council being as follows:

Julián Castro	Mayor
Carlton Soules	Mayor Pro Tem
Diego M. Bernal	Council Member
Ivy R. Taylor	Council Member
Rebecca J. Viagran	Council Member
Rey Saldaña	Council Member
Shirley Gonzales	Council Member
Ray Lopez	Council Member
Cris Medina	Council Member
Ron Nirenberg	Council Member
JOE KRIER	Council Member

and all of such persons were present at the Meeting, except the following: GONZALES, thus constituting a quorum. Among other business considered at the Meeting, the attached resolution (the *Resolution*) entitled:

> RESOLUTION BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO AUTHORIZING AND APPROVING THE CREATION OF HEMISFAIR PARK PUBLIC FACILITIES CORPORATION; AUTHORIZING AND APPROVING THE ARTICLES OF INCORPORATION AND BYLAWS FOR THIS PUBLIC FACILITIES CORPORATION; AND OTHER MATTERS IN CONNECTION THEREWITH

was introduced and submitted to the Council for passage and adoption. After presentation and due consideration of the Resolution, a motion was made by Council Member SALDAÑA that the Resolution be finally passed and adopted in accordance with the City's Home Rule Charter. The motion was seconded by Council Member TAYLOR and carried by the following vote:

10 voted "For" Ø voted "Against" Ø abstained

all as shown in the official Minutes of the Council for the Meeting.

2. The attached Resolution is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the Council of the City on the date of the Meeting are those persons shown above, and, according to the records of my office, each member of the Council was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Resolution would be considered; and the Meeting and deliberation of the aforesaid public business was open to the public, and written notice of said meeting, including the subject of the Resolution, was posted and given in advance thereof in compliance with the provisions of Chapter 551, as amended, Texas Government Code.

IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the City, this 7th day of November, 2013.

City Clerk
City of San Antonio

(CITY SEAL)

VZ
11/7/13
Item No. 35

2013-11-07-0038R

RESOLUTION BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO AUTHORIZING AND APPROVING THE CREATION OF HEMISFAIR PARK PUBLIC FACILITIES CORPORATION; AUTHORIZING AND APPROVING THE ARTICLES OF INCORPORATION AND BYLAWS FOR THIS PUBLIC FACILITIES CORPORATION; AND OTHER MATTERS IN CONNECTION THEREWITH

* * * * * * * * * * *

WHEREAS, Chapter 303, as amended, Texas Local Government Code (the *Act*), authorizes municipalities to create one or more nonmember, nonstock, nonprofit public facilities corporations to act on behalf of the sponsoring municipality for the purpose of financing or providing for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of "public facilities" (as defined in the Act) of the sponsor in an orderly, planned manner and at the lowest possible costs (collectively, the *Public Purposes*); and

WHEREAS, the City Council (the *Governing Body*) of the City of San Antonio, Texas (the *City*), has determined that it is in the public interest and to the benefit of its residents and the citizens of the State of Texas (the *State*) to authorize the creation of a nonprofit public facilities corporation (the *Corporation*) to act on behalf of the City, as such Corporation's sponsoring entity, to accomplish, with respect to certain public facilities within the City, the Public Purposes (with such primary purpose being the Corporation's serving as a City land bank of the type described under Section 379C.014, as amended, Texas Local Government Code (the *Land Bank Statute*)); and

WHEREAS, the Governing Body has reviewed the proposed Articles of Incorporation and Bylaws for the Corporation; and

WHEREAS, to provide for the Public Purposes heretofore described, the Governing Body determines that it is in the public interest and to the benefit of the City's residents and the citizens of this State that the Corporation be created;

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO THAT:

SECTION 1. The Governing Body hereby finds and determines that it is advisable to authorize and approve the creation of the Corporation, to be known as the Hemisfair Park Public Facilities Corporation.

SECTION 2. The Governing Body hereby approves the Articles of Incorporation and Bylaws proposed to be used in organizing the Corporation (a copy of each of which is attached to this Resolution as Exhibit A and Exhibit B, respectively, and made a part hereof for all purposes), and hereby grants authority for the incorporation of the Corporation.

SECTION 3. The Corporation shall have broadest possible powers available under the terms of the Act and the Corporation's Articles of Incorporation, as are expressly provided (or are necessarily derived by implication) to carry out the Corporation's Public Purposes.

SECTION 4. The Corporation is hereby designated as a public corporation, constituted authority, and public instrumentality of the City authorized to issue bonds on behalf of the City for the purposes of Section 103 of the Internal Revenue Code of 1986, as amended, and shall be authorized to act on behalf of the City for accomplishing the Public Purposes, but the Corporation is not intended to be and shall not be a political subdivision or a political corporation within the meaning of the Constitution and the laws of the State, including without limitation Article III, Section 52(a) of the State Constitution. The City does not delegate to the Corporation any of its attributes of sovereignty, including the power to tax, the power of eminent domain, or its police power.

SECTION 5. Upon dissolution of the Corporation, the City may accept title to or other interest in any other real or personal property owned by the Corporation at such time.

SECTION 6. The City Manager and the City Clerk, respectively, of the City (or the designee of either of the foregoing) are hereby authorized to deliver to the Texas Secretary of State an original and an appropriate number of copies of the Articles of Incorporation for the Corporation, a certified copy of this Resolution approving the Articles of Incorporation, and the fee charged for filing these documents under Chapter 22, as amended, Texas Business Organizations Code (or other applicable law), and to do all things proper and necessary to carry out the intent of this Resolution.

SECTION 7. The Governing Body authorizes the City Clerk of the City, or a designee thereof, in consultation with legal counsel and other City consultants and advisors, to take all actions necessary to call and conduct the organizational meeting of the Corporation and to file, at the expense of the Corporation, any and all documents with the offices of the Secretary of State, the Comptroller of Public Accounts, and the United States Department of Treasury, as appropriate, to effectuate the creation and organization of the Corporation.

SECTION 8. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Governing Body.

SECTION 9. All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

SECTION 10. This Resolution shall be construed and enforced in accordance with the laws of the State and the United States of America.

SECTION 11. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Governing

Body hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 12. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 13. The effective date of this Resolution shall be governed by the provisions of Section 1-15 of the City Code of San Antonio, Texas. This Resolution shall take effect immediately if passed by eight (8) affirmative votes; otherwise, this Resolution shall take effect ten (10) days from the date of passage.

PASSED AND APPROVED this the 7th day of November, 2013.

CITY OF SAN ANTONIO, TEXAS

Mayor

ATTEST:

City Clerk

(CITY SEAL)

I, the undersigned, City Attorney of the City of San Antonio, Texas, hereby certify that I read, passed upon, and approved as to form the foregoing Resolution prior to its adoption and passage as aforesaid.

Michael D. Bernard, City Attorney
City of San Antonio, Texas

EXHIBIT A

Articles of Incorporation

ARTICLES OF INCORPORATION

OF THE

HEMISFAIR PARK PUBLIC FACILITIES CORPORATION

THE STATE OF TEXAS

COUNTY OF BEXAR

CITY OF SAN ANTONIO

WE, THE UNDERSIGNED natural persons, not less than three in number, each of whom is at least 18 years of age, a citizen of the State of Texas (the *State*), and a member of the City Council (the *Governing Body*) of the City of San Antonio, Texas (the *City*), acting as incorporators of a public instrumentality, constituted authority, and nonprofit corporation (the *Corporation*) under the "Public Facility Corporation Act", codified as Chapter 303, as amended, Texas Local Government Code, (and referred to herein as the *Act*) with the approval of the Governing Body, as evidenced by the resolution of the Governing Body adopted on November 7, 2013 (the *Resolution*), which Resolution is attached hereto as Exhibit "A" and made a part of these Articles of Incorporation for all purposes, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE
NAME

The name of the Corporation is the "Hemisfair Park Public Facilities Corporation".

ARTICLE TWO
AUTHORIZATION

The Corporation is a nonprofit public corporation.

ARTICLE THREE
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE FOUR
PURPOSE; POWERS AND LIMITATIONS

(a) The purpose of the Corporation is to assist the City in financing, refinancing, or providing "public facilities" (as defined in the Act), or facilities directly related thereto, at the request of the Governing Body, relating to the renovation, expansion, redevelopment, construction, acquisition, provision, conveyance, and leasing of real property of the City currently comprising land that was part of HemisFair, a world exposition recognized by the Bureau International des Expositions (*Hemisfair Park*) and to serve as a land bank of the City and of the type described in Section 379C.014, as amended, Texas Local Government Code.

(b) The Corporation shall have and possess the broadest possible powers available under applicable law to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, placement in service and conveyance of public facilities of the City relating to and now or hereafter made a part of the City's Hemisfair Park, all as under the terms of and in compliance with the Act. The Corporation is authorized to issue "bonds" (as defined and permitted by the Act); provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such obligations are first approved by resolution of the Governing Body. Notwithstanding the foregoing, the Corporation may enter into such contracts and incur such other obligations, as permitted under the Act, without first receiving such Governing Body approval.

(c) The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the regulations of the Act, the United States Treasury Department, the rulings of the Internal Revenue Service prescribed and promulgated pursuant to sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the City as provided in these Articles of Incorporation.

(d) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in Paragraph (a) of this Article Four, together with all of the other powers granted to corporations that are incorporated under the Act and to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Texas Non-Profit Corporation Act, as amended (now codified at Chapter 22, as amended, Texas Business Organizations Code), or any other applicable laws of the State.

(e) The Corporation shall have the purposes and powers permitted by the Act, but the Corporation does not have, and shall not exercise the powers of sovereignty of the City, including the power to tax, the power of eminent domain, or the City's police power; however, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code), the Corporation is a governmental unit and its actions are governmental functions.

(f) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments, or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State, the City, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(g) The Governing Body, in its sole discretion, may alter the Corporation's structure, organization, programs, or activities in a manner that is consistent with the Act, but subject to limitations provided by law relating to the impairment of contracts entered into from time to time by the Corporation.

ARTICLE FIVE
NO MEMBERS; NONSTOCK

The Corporation has no members and is a nonstock corporation.

ARTICLE SIX
AMENDMENT

These Articles of Incorporation may be amended at any time and from time to time by the Board of Directors (the *Board*; each member thereof, a *Director*), with the approval of the Governing Body by resolution, subject, to and in accordance with Paragraph (g) of Article Four hereof. Any officer of the Corporation (or the designee thereof) shall take (or cause to be taken) said action as may be necessary to cause the effectiveness of any such amendment effectuated in accordance with this Article Six.

ARTICLE SEVEN
ADDRESS

The street address of the initial registered office of the Corporation is 100 Military Plaza, San Antonio, Texas 78205, and the name of the Corporation's initial registered agent at that address is Leticia M. Vacek, City Clerk of the City.

ARTICLE EIGHT
BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by an eleven (11) member Board, (or such greater or lesser number (if then permitted by the Act) to be equivalent at all times with the total number of positions constituting the Governing Body), which shall be composed in its entirety of persons who are members of the Governing Body, and whose terms of office shall be fixed by, and run coterminous with, their respective terms of office as members of the Governing Body (but in no event shall any term exceed six years). A Director shall hold office for the term to which the Director is qualified and until a successor is qualified. A Director serves without compensation but shall be entitled to reimbursement for actual expenses incurred in performing services as a Director.

(b) The number of Directors constituting the initial Board shall be eleven (11). The names and street addresses of the persons who are to serve on the initial Board (which is composed of the current members of the Governing Body as of the date of its adoption of the Resolution) and the date of expiration of their initial terms as Directors (which terms shall commence on the date of these Articles of Incorporation are filed with the Secretary of State's office and end on the last day of their respective terms of office as members of the Governing Body) are as follows:

[The remainder of this page intentionally left blank.]

NAMES	ADDRESSES
Julián Castro	100 Military Plaza, San Antonio, Texas 78205
Diego M. Bernal	100 Military Plaza, San Antonio, Texas 78205
Ivy R. Taylor	100 Military Plaza, San Antonio, Texas 78205
Rebecca J. Viagran	100 Military Plaza, San Antonio, Texas 78205
Rey Saldaña	100 Military Plaza, San Antonio, Texas 78205
Shirley Gonzales	100 Military Plaza, San Antonio, Texas 78205
Ray Lopez	100 Military Plaza, San Antonio, Texas 78205
Cris Medina	100 Military Plaza, San Antonio, Texas 78205
Ron Nirenberg	100 Military Plaza, San Antonio, Texas 78205
Carlton Soules	100 Military Plaza, San Antonio, Texas 78205
_____	100 Military Plaza, San Antonio, Texas 78205

(c) The Corporation's officers shall include a president, vice president, secretary, treasurer, executive director, and any other officers that the Corporation considers necessary or desirable, as more specifically provided in, and as identified and named pursuant to the provisions of the Corporation's Bylaws.

(d) Meetings of the Board are subject to the Texas Open Meetings Act, Texas Government Code, Chapter 551, and the Corporation is subject to the Texas Public Information Act, Texas Government Code, Chapter 552.

ARTICLE NINE
BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board and shall, together with these Articles of Incorporation, govern the initial affairs of the Corporation until and unless amended in accordance with the provisions of the Act and these Articles of Incorporation. The Bylaws and each amendment and repeal of the Bylaws must be approved by resolution of the Governing Body (the Governing Body has approved the Corporation's initial Bylaws in the Resolution).

ARTICLE TEN
INCORPORATORS

The name and street address of each incorporator is:

NAME	ADDRESS
Julián Castro	100 Military Plaza, San Antonio, Texas 78205
Diego M. Bernal	100 Military Plaza, San Antonio, Texas 78205
Ivy R. Taylor	100 Military Plaza, San Antonio, Texas 78205

Each incorporator is a member of the Governing Body.

ARTICLE ELEVEN
GOVERNING BODY APPROVAL

(a) The City has specifically authorized the Corporation to act on its behalf to further the public purposes set forth in these Articles of Incorporation and has approved these Articles of Incorporation pursuant to the Resolution.

(b) The City is the Corporation's "sponsor" (as defined in the Act) and has caused this Corporation to be created. The City's and the Corporation's principal office address is 100 Military Plaza, San Antonio, Texas 78205.

ARTICLE TWELVE
DISSOLUTION

(a) The Governing Body, by written resolution, may authorize and direct the dissolution of the Corporation. However, the Corporation shall not be dissolved, and its business shall not be terminated, by act of the Governing Body or otherwise, so long as the Corporation shall be obligated to pay any bonds, notes, or other evidences of indebtedness.

(b) No action shall be taken pursuant to Paragraph (a) of this Article Twelve or pursuant to Paragraph (b) of Article Fourteen hereof, in any manner or at any time that would impair any contract, lease, right, or other obligation theretofore executed, granted, or incurred by the Corporation.

ARTICLE THIRTEEN
NOT A PRIVATE FOUNDATION

If the Corporation is ever determined to be a "private foundation" within the meaning of section 5.09(a) of the Internal Revenue Code of 1986, as amended (the *Code*), the Corporation:

(a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

(b) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(c) shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(d) shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and

(e) shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE FOURTEEN
MISCELLANEOUS

(a) All properties owned by the Corporation shall be held for the use and benefit of the public on a nondiscriminatory basis. No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses and other obligations shall be distributed to or inure to the benefit of its Directors or officers, or any individual, private firm, or private corporation or association, except in reasonable amounts for services rendered.

(b) If, after the close of any fiscal year, the Corporation's Board shall determine that sufficient provision has been made for the full payment of all current expenses, together with all amounts payable on the contracts, agreements, bonds, notes, and other obligations of the Corporation, and that all of the terms, provisions, and covenants therein have been met, then any net earnings derived from lawfully permitted sources thereafter accruing shall be used solely for the purposes permitted by the Act and Paragraph (a) of Article Four hereof.

(c) If the Corporation ever should be dissolved when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and delivered to the City after satisfaction of debts and claims.

(d) No part of the Corporation's activities shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in any political campaign of or in opposition to any candidate or measure (as such terms are defined in Chapter 251, as amended, Texas Election Code).

ARTICLE FIFTEEN
DIRECTOR LIABILITY; INDEMNIFICATION

(a) To the fullest extent permitted by State law, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitations than permitted prior to such amendment), a member of the Board of the Corporation shall not be liable, or shall be liable only to the extent provided in these Articles of Incorporation, to the Corporation for monetary damages for an act or omission in the Director's capacity a Director. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or amendment.

(b) The Corporation may indemnify any Director, officer, employee or agent or former Director, officer, employee or agent of the Corporation for expenses and costs, including attorney's fees, actually or necessarily incurred by the person in connection with any claim asserted against the person, by action in court or other forum, by reason of such person having been a Director, officer, employee or other agent, except that the Corporation may not provide indemnity in a matter if the Director, officer, employee, or agent is guilty of negligence or misconduct in relation to the matter.

Name: _____
Julián Castro

Name: _____
Diego M. Bernal

Name: _____
Ivy R. Taylor

(Signature of Initial Incorporators)

THE STATE OF TEXAS §
§
COUNTY OF BEXAR §

Before me, on this day personally appeared Julián Castro, Diego M. Bernal, and Ivy R. Taylor, known to me to be the persons whose true and genuine signatures were subscribed to the foregoing instrument in my presence.

Given under my hand and official seal of office this _____.

(NOTARY SEAL)

_____
Notary Public, State of Texas

Printed Name:_____
My Commission Expires:_____

EXHIBIT A

Resolution

EXHIBIT B

Bylaws

BYLAWS OF

HEMISFAIR PARK PUBLIC FACILITIES CORPORATION

ARTICLE I
PURPOSE AND POWERS

Section 1.1 Purpose. The Hemisfair Park Public Facilities Corporation (the *Corporation*) has been incorporated and hereby organized in the public interest acting as an instrumentality acting on behalf of the City of San Antonio, Texas (the *City*), as its duly constituted authority and instrumentality in accordance with the Public Facility Corporation Act (codified at Chapter 303, as amended, Texas Local Government Code) (the *Act*), and other applicable laws. The purpose of the Corporation is to assist the City in financing, refinancing, or providing "public facilities" (as defined in the Act), or facilities directly related thereto, at the request of the City Council of the City (the *Governing Body*), relating to the renovation, expansion, redevelopment, construction, acquisition, provision, conveyance, and leasing of real property of the City currently comprising land that was part of HemisFair, a world exposition recognized by the Bureau International des Expositions (*Hemisfair Park*) and to serve as a land bank of the City and of the type described in Section 379C.014, as amended, Texas Local Government Code.

Section 1.2 Powers. The Corporation shall have the broadest possible powers available to accomplish its purpose (as specified in the Corporation's Articles of Incorporation (the *Articles*)).

Section 1.3 Nonprofit Corporation. The Corporation shall be a public, nonprofit corporation, and no part of its net earnings remaining after payment of its evidences of indebtedness and other obligations and expenses shall inure to the benefit of any person other than the City.

ARTICLE II
BOARD OF DIRECTORS

Section 2.1 Powers, Number and Term of Office.

(a) The property and affairs of the Corporation shall be managed and controlled by a board of directors (the *Board*; each member thereof, a *Director*), subject to the restrictions imposed by law, the Act, the Articles, and these Bylaws. The Board shall exercise all of the powers of the Corporation except to the extent exercise of such power is delegated to a committee created under Section 2.7 hereof.

(b) The Board shall consist of eleven (11) Directors, each of whom shall be appointed by the Governing Body. The Board shall consist of a greater or lesser number (if then permitted by the Act) to be equivalent at all times with the total number of positions constituting the Governing Body of the City, which shall be composed in its entirety of persons who are members of the Governing Body, and whose terms of office shall be fixed by, and run coterminous with, their respective terms of office as members

of the Governing Body. The number of Directors may be changed by amendment to these Bylaws, but such number must be at least three (3).

(c) The Directors constituting the initial Board shall be those Directors named in the Articles. Successor Directors shall have the qualifications, and shall be appointed to the terms set forth in the Articles. The terms for each Director shall not exceed six years and a Director shall not hold an officer position for a term greater than three years.

(d) Any Director may be removed from office by the Governing Body for cause or at any time without cause.

(e) In case of a vacancy on the Board through death, resignation, disqualification, or other cause, a successor to hold office shall be the person appointed or otherwise qualified to hold the related position on the Governing Body.

Section 2.2 Additional Powers. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all lawful acts and things as are not by statute, other law, the Articles, or these Bylaws, prohibited. Without prejudice to such general powers and other powers conferred by statute, other law, and by these Bylaws, it is hereby expressly declared the Board shall have the powers set forth in Section 303.041 of the Act, as the same may be amended from time to time.

Section 2.3 Meetings of Directors. The Directors may hold their meetings at such place or places as the Board may from time to time determine; provided, however, in the absence of any such determination by the Board, the meetings shall be held at the principal office of the Corporation as specified in the Articles. The Board shall also conduct at least one annual regular meeting of the Corporation. In addition, regular meetings of the Board shall be held without the necessity of notice to Directors at such times and places as shall be designated from time to time by the Board. Special meetings of the Board shall be held whenever called by the President, by the Secretary, by a majority of the Directors, or by a majority of the Governing Body.

(a) Subject to Section 2.4 hereof, the Secretary shall give notice to each Director of each special meeting in person or by mail, telephone or telegraph, at least two (2) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which every Director shall be present, even though without any notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law.

(b) Subject to Section 2.4 hereof, whenever any notice is required to be given to the Board, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except attendance of a Director at a meeting for the express purpose of objecting to the

transaction of any business on the grounds that the meeting is not lawfully called or convened. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2.4 Open Meetings Act. All meetings and deliberations of the Board shall be called, convened, held, and conducted, and notice shall be given to the public, in accordance with the Texas Open Meetings Act, as amended, Chapter 551, Texas Government Code.

Section 2.5 Quorum. A majority of the entire membership of the Board shall constitute a quorum to conduct official business of the Corporation. The act of a majority of the Board present at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by law.

Section 2.6 Conduct of Business.

(a) At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with rules of procedure as from time to time prescribed by the Board.

(b) At all meetings of the Board, the President shall preside. In the absence of the President, the Vice President shall preside. In the absence of both the President and Vice President, a member of the Board selected by the members present, shall preside.

(c) The President shall be a voting member of the Board.

(d) A vacancy in the office of any Director shall be filled by a vote of a majority of the Governing Body.

Section 2.7 Committees of the Board. The Board may designate two (2) or more Directors to constitute an official committee of the Board to exercise such authority, as approved by resolution of the Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board. It is provided, however, that all final, official actions of the Corporation may be exercised only by the Board (unless the Board's resolution empowering such committee otherwise so states). Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation. Any such meetings must be conducted in accordance with the provisions of the Section 2.4 hereof (unless such requirement is suspended in the Board's resolution empowering such committee).

Section 2.8 Compensation of Directors. Directors shall not receive any salary or compensation for their services as Directors; however, Directors shall be reimbursed for their actual expenses incurred in the performance of their official duties as Directors.

ARTICLE III
OFFICERS

Section 3.1 Titles and Terms of Office.

(a) The officers of the Corporation shall include a President, a Vice President, a Secretary, a Treasurer, and an Executive Director, and such other officers as the Board may from time to time elect to fill a vacancy. One person may hold more than one office, except that the President shall not hold the office of Secretary. Officers identified in Subsections 3.1(b) and 3.1(c) below shall hold such identified officer position so long as the corresponding City position identified in such subsections is also held by such individual; officers identified in Subsection 3.1(d) shall serve for three year terms or until his or her successor is elected or appointed. Upon the expiration of the terms of these other officers identified in Subsection 3.1(d), each of such officers shall have the right to be reappointed or reelected.

(b) The President will be the Mayor of the City. The Vice President will be the incumbent for City Council District 1, and the Secretary will be the incumbent for City Council District 2. Other officers will be appointed by the Governing Body.

(c) The Executive Director will be the City Manager of the City. The Treasurer will be the Chief Financial Officer of the City.

(d) Other officers, including any Assistant Secretary, will be appointed by the Governing Body and must be a Director or an employee of the City.

(e) All officers shall be subject to removal from office at any time by a vote of a majority of the Governing Body.

Section 3.2 Powers and Duties of the President. The President shall be the chief operating executive officer of the Corporation, and subject to the authority of the Board, the President shall be in general charge of the properties and affairs of the Corporation, and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments in the name of the Corporation. The President shall preside over the meetings of the Corporation.

Section 3.3 Vice President. The Vice President shall have such powers and duties as may be prescribed by the Board and shall exercise the powers of the President during that officer's absence or inability to act, in their respective order. Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 3.4 Treasurer. The Treasurer shall be the chief fiscal officer of the Corporation, and shall have the responsibility to see to the handling, custody, and security of all funds and securities of the Corporation in accordance with these Bylaws. When necessary or proper, the Treasurer may endorse and sign, on behalf of the Corporation, for collection or issuance, checks, notes, and other obligations in or drawn upon such bank, banks or depositories as shall be designated by the Board consistent with these Bylaws. The Treasurer shall see to the

entry in the books of the Corporation full and accurate accounts of all money received and paid out on account of the Corporation. The Treasurer shall, at the expense of the Corporation, give such bond for the faithful discharge of his/her duties in such form, and amount as the Board may require. All check writing authority will follow all applicable City policies concerning authorizations, signatures, and disbursements.

Section 3.5 Secretary. The Secretary shall keep the minutes of all meetings of the Board and books provided for that purpose, shall give and serve all notices, may sign with the President in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation, shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation during business hours, and shall in general perform all duties incident to the office of Secretary subject to the control of the Board. In the absence of the Secretary, the President or other presiding officer may appoint any person to act as Secretary of the meeting.

Section 3.6 Assistant Secretaries. Each member of the Board, with the exception of the President, Vice President, and Secretary, may be appointed as Assistant Secretary to the Board to perform all duties incident to the office of Secretary and to be undertaken at the direction of the Secretary (or these Bylaws, in the Secretary's absence).

Section 3.7 Executive Director. The Executive Director shall provide administrative support services for the Corporation, and perform duties as prescribed by Board. The Executive Director shall have such powers and perform such duties as provided by these Bylaws and as may be delegated to him or her by the Board. Until such time as may be amended by the Board, the Executive Director shall have general and active management of the business of the Corporation and shall perform all the duties usually incident to the office of the Executive Director.

Section 3.8 Engagement of Consultants. The Executive Director may retain legal counsel and financial advisors, and other necessary consultants and advisors for the Corporation, subject to the approval of the majority of the Board.

Section 3.9 Compensation. Officers shall not receive any salary or compensation for their services, except that they shall be reimbursed for the actual expenses incurred in the performance of their official duties as officers.

ARTICLE IV
FISCAL PROVISIONS

Section 4.1 Restrictions on Payment of Funds. No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its Directors or officers or any individual, firm, corporation, or association, except that in the event the Board shall determine that sufficient provision has been made for the full payment of the expenses, bonds, and other obligations of the Corporation, then any net earnings of the Corporation thereafter accruing shall be paid to the

City. No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 4.2 Execution of Financial Instruments. All checks, demands for money, withdrawals of money, notes, time and demand deposits and certificates of deposit shall be signed by the Treasurer of the Corporation, or his or her designee, or such other person or persons as the Board from time to time may designate by resolution or other action of the Board or as may be designated in any financing documents relating to the issuance of bonds or other obligations of the Corporation, provided that in the case of checks at least one of the authorized signatories shall be an officer of the Corporation.

ARTICLE V
FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

Section 5.1 Framework and Master Plan of the Hemisfair Park Area Redevelopment.

(a) It shall be the Board's objective, utilizing powers available to the Corporation, to assist with the implementation the Framework and Master Plan of the Hemisfair Park Area Redevelopment (the *Master Plan*) and to take all action necessary or incidental thereto, including service as the City's land bank under Section 379C.014, as amended, Texas Local Government Code.

(b) In carrying out its obligations under subsection (a), the Corporation shall be authorized to exercise all rights and powers granted under the Act.

(c) The Board shall periodically submit reports to the Governing Body as to the status of its activities in carrying out its obligations under this Section.

(d) Any and all agreements between the Corporation and other parties shall be authorized, executed, and approved, and delivered in accordance with applicable law.

Section 5.2 Annual Corporate Budget. Prior to the commencement of each fiscal year of the Corporation, the Board shall adopt a proposed budget of expected revenues from sources set out in Section 5.5 of this Article and proposed expenditures for the next ensuing fiscal year. The budget shall contain such classifications and shall be in such form as may be prescribed from time to time by the Governing Body. The budget shall not be effective until the same has been approved by the Governing Body.

Section 5.3 Books, Records, Audits.

(a) The Corporation shall keep and properly maintain in accordance with generally accepting accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.

(b) At the direction of the Governing Body, the books, records, accounts, and financial statements of the Corporation may be maintained for the Corporation by the accountants, staff and personnel of the City.

(c) The Corporation, or the City if the option of subsection (b) is selected, shall cause its books, records, accounts, and financial statements to be studied at least once each fiscal year by an outside, independent auditing and accounting firm selected by the Governing Body and approved by the Board. Such an audit shall be at the expense of the Corporation and shall be delivered to the Governing Body within 150 days of the end of the fiscal year of the Corporation.

(d) All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any purpose at any reasonable time and at all times the Governing Body shall have access to the books, records, and financial statements of the Corporation. All books and records of the Corporation shall be kept at the principal office of the Corporation where they shall be available to the public in accordance with the applicable provisions of the Public Information Act (codified at Chapter 552, as amended, Texas Government Code).

Section 5.4 Deposit and Investment of Corporation Funds.

(a) All proceeds from loans or from the issuance of bonds, notes, or other debt instruments (*Obligations*) issued by the Corporation in accordance with the provisions of the Act shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance.

(b) Subject to the requirements of contracts, loan agreements, indentures or other agreements securing Obligations, all other money of the Corporation, if any, shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the corporation upon the signature of its Treasurer and such other persons as the Board designates. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Executive Director, or the designee thereof.

Section 5.5 Expenditure of Corporate Money. The proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, revenues generated by and payable to the Corporation pursuant to the Act or any other source of revenues that are payable to the Corporation, and the proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:

(a) Expenditures that may be made from a fund created with the proceeds of Obligations, and expenditures of money derived from sources other than the proceeds of Obligations may be used for the purpose of financing or otherwise providing for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities of the City under the terms of the Act; or

(b) All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by Section 5.2 of this Article or in contracts meeting the requirements of paragraph (d) of Section 5.1 of this Article.

Section 5.6 Issuance of Obligations. No Obligations, including refunding obligations, shall be authorized or sold and delivered by the Corporation unless the Governing Body approves such Obligations by action taken prior to the date of initial delivery of the Obligations to the initial purchasers thereof.

ARTICLE VI
MISCELLANEOUS PROVISIONS

Section 6.1 Principal Office.

(a) The principal office and the registered office of the Corporation shall be the registered office of the Corporation located at 100 Military Plaza, San Antonio, Texas 78205, as specified in the Articles.

(b) The Corporation shall have and shall continually designate a registered agent at its office, as required by the Act.

Section 6.2 Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year of the City.

Section 6.3 Seal. The seal of the Corporation shall be determined by the Board.

Section 6.4 Resignations. A Director's resignation of his or her position on the Governing Body shall automatically serve as a resignation of the corresponding Director position, without necessity of further action.

Section 6.5 Approval or Advice and Consent of the Governing Body. To the extent that these Bylaws refer to any approval by the City or refer to advice and consent by the Governing Body, such advice and consent shall be evidenced by a certified copy of a resolution, order or motion duly adopted by the Governing Body.

Section 6.6 Services of City Staff and Officers. To the extent possible, the Corporation shall utilize the services and the staff employees of the City. All requests for staff time or inquiries of staff will be requested through the City Manager of the City. The Corporation shall pay reasonable compensation to the City for such services, and the performance of such services shall not materially interfere with the other duties of such personnel of the City.

Section 6.7 Indemnification of Directors, Officers and Employees.

(a) The Corporation is, for the purposes of the Texas Tort Claims Act (codified at Subchapter A of Chapter 101, as amended, Texas Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions, as provided in the Articles.

(b) As permitted in Section 303.037 of the Act, the Corporation may indemnify any Director, officer, employee, or agent or former Director, employee, or agent of the Corporation for expenses and costs, including attorneys' fees, actually or necessarily incurred by the person in connection with any claim asserted against the person, by action in court or other forum, by reason of such person having been a Director, officer, employee, or other agent, except that the Corporation may not provide indemnity in a matter if the Director, officer, employee, or agent is guilty of negligence or misconduct in relation to the matter. The legal counsel for the Corporation is authorized to provide a defense for members of the Board, officers, and employees of the Corporation.

ARTICLE VII
EFFECTIVE DATE, AMENDMENTS; MISCELLANEOUS

Section 7.1 Effective Date. These Bylaws shall become effective upon the occurrence of the following events:

(a) the approval of these Bylaws by the Governing Body, which approval may be granted prior to the creation of the Corporation; and

(b) the adoption of the Bylaws by the Board.

Section 7.2 Amendments to Articles of Incorporation and Bylaws. The Articles and these Bylaws may be amended only in the manner provided in the Articles and the Act.

Section 7.3 Interpretation of Bylaws. These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstances, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

Section 7.4 Dissolution. Upon the dissolution of the Corporation after payment of all obligations of the Corporation, all remaining assets of the Corporation automatically shall vest in the City without further conveyance, transfer, or other act.

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Agenda Item:	**35 (in consent vote: 7, 8, 9, 10, 11, 12, 13, 14, 16, 17, , , 18, 19, 20, 21, 22, 23, 25, 26, 27, 28, 29, 30, 31, 32, 33, 35)**
Date:	11/07/2013
Time:	11:18:38 AM
Vote Type:	Motion to Approve
Description:	A Resolution creating the HemisFair Park Public Facilities Corporation. [Carlos Contreras, Assistant City Manager; Lori Houston, Director, Center City Development]
Result:	Passed

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