CERTIFICATE OF BOARD SECRETARY

THE STATE OF TEXAS	§
	§
COUNTY OF BEXAR	§
	§
HEMISFAIR PARK PUBLIC	§
FACILITIES CORPORATION	§

THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 5th day of December, 2013, the Board of Directors (the *Board*) of the Hemisfair Park Public Facilities Corporation (the *Corporation*) convened in special session at its regular meeting place in the City Hall of the City (the *Meeting*), the duly constituted members of the Board being as follows:

Julián Castro	President
Diego M. Bernal	Vice President
Ivy R. Taylor	Secretary
Rebecca J. Viagran	Director
Rey Saldaña	Director
Shirley Gonzales	Director
Ray Lopez	Director
Cris Medina	Director
Ron Nirenberg	Director
Carlton Soules	Director
Joe Krier	Director

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

> RESOLUTION BY THE BOARD OF DIRECTORS OF THE HEMISFAIR PARK PUBLIC FACILITIES CORPORATION ACKNOWLEDGING THE DESIGNATION BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO OF HEMISFAIR PARK PUBLIC FACILITIES CORPORATION AS A LAND BANK IN ACCORDANCE WITH TEXAS LOCAL GOVERNMENT CODE 379C.014; ACCEPTING TITLE TO PORTIONS OF HEMISFAIR PARK OWNED BY THE CITY OF SAN ANTONIO, SUBJECT TO RESTRICTIVE COVENANTS; AND OTHER MATTERS NECESSARY AND INCIDENTAL TO THE FOREGOING

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

AYES: 11 NOES: 0 ABSTAIN: 0

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate, the Resolution has been duly recorded in the Board's minutes of the Meeting pertaining to the adoption of the Resolution; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting in accordance with the Bylaws, and that the Resolution would be introduced and considered for adoption at the Meeting; each of such officers and members consented, in advance, to the holding of the Meeting for such purpose; and the Meeting was open to the public, and public notice of the time, place, and purpose of the Meeting was given, all as required by Chapter 551, Texas Government Code, as amended.

SIGNED AND SEALED this December 5, 2013.

Secretary, Board of Directors

(SEAL)

VZ
12/5/13
Item No. 5D

HPPFC 2013-12-05-0002R

A RESOLUTION

BY THE BOARD OF DIRECTORS OF THE HEMISFAIR PARK PUBLIC FACILITIES CORPORATION ACKNOWLEDGING THE APPROVAL BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO OF HEMISFAIR PARK PUBLIC FACILITIES CORPORATION AS A LAND BANK IN ACCORDANCE WITH TEXAS LOCAL GOVERNMENT CODE 379C.014; ACCEPTING TITLE TO PORTIONS OF HEMISFAIR PARK OWNED BY THE CITY OF SAN ANTONIO, SUBJECT TO RESTRICTIVE COVENANTS; AND OTHER MATTERS NECESSARY AND INCIDENTAL TO THE FOREGOING.

* * * * * * *

WHEREAS, the City Council (the *Council*) of the City of San Antonio, Texas (the *City*) authorized the creation of the Hemisfair Park Public Facilities Corporation (the *Corporation*) under and pursuant to Chapter 303, as amended, Texas Local Government Code (the *Act*), for the purpose identified in the Corporation's Articles of Incorporation (being, primarily, service as a land bank of the City under Section 379C.014, as amended, Texas Local Government Code (the *Land Bank Statute*)); and

WHEREAS, the Corporation's Articles of Incorporation have been filed with and accepted by the Texas Secretary of State, the Texas Secretary of State has issued the Corporation's Certificate of Formation, and the Corporation's Board of Directors (the *Board*) has undertaken organizational matters, as specified in and as required by the Act, and (as a result of the foregoing), the Corporation is a duly organized and existing Texas public facilities corporation authorized and empowered to undertake actions consistent with its stated purposes and as authorized by applicable law (including the Act); and

WHEREAS, by Ordinance No. 2013-12-05-0834 adopted on December 5, 2013, the Council has approved the Corporation as a "land bank" under the Land Bank Statute and has authorized the transfer to the Corporation of portions of City property known as Hemisfair Park (such transferred property, as further described by the property descriptions attached hereto as Exhibit A, the *Transferred Property*), subject to restrictive covenants limiting hotel development imposed by Council pursuant to Ordinance No. 2013-10-17-0711 adopted on October 17, 2013 (the *Restrictive Covenants*); and

WHEREAS, the Corporation now desires to acknowledge and accept the Council's approval of the Corporation as the City's land bank under the Land Bank Statute, to accept the transfer of the Transferred Property (subject to the Restrictive Covenants), and to authorize the Corporation's officers to take such action as may be necessary or incidental to the accomplishment of any of the foregoing; and

WHEREAS, the Corporation hereby finds and determines that the adoption of this Resolution is in the best interests of the Corporation; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE HEMISFAIR PARK PUBLIC FACILITIES CORPORATION THAT:

SECTION 1. The Board hereby acknowledges and accepts the Council's approval of the Corporation as a land bank under the Land Bank Statute. As a result of the foregoing, the Corporation acknowledges and accepts the duties and responsibilities accompanying such approval as the City's land bank under the Land Bank Statute, including necessary actions in furtherance and in accordance with the Urban Land Bank Demonstration Program for Hemisfair Park formulated by the City and adopted by the Council on December 5, 2013 and as necessary or incidental to the assistance of the implementation of the Hemisfair Park Master Plan adopted by the Council on February 9, 2012.

SECTION 2. The Corporation, as the City's land bank under the Land Bank statute, hereby accepts the transfer of the Transferred Property, subject to the Restrictive Covenants, heretofore authorized and approved by the Council.

SECTION 3. Any officer of the Corporation, serving in such capacity from time to time in accordance with the Corporation's Bylaws, is hereby authorized to take such actions as are necessary or incidental to accomplishing those matters that are the subject of Sections 1 and 2 of this Resolution. Such authorization shall include (but is not limited to) execution of any contracts, deeds, easements, rights-of-way, leases, other agreements evidencing an interest in real property, and/or certificates determined to be necessary or required by any such officer and any such execution shall constitute the act and deed of the Corporation for all purposes.

SECTION 4. 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 Board.

SECTION 5. All 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 6. This Resolution shall be construed and enforced in accordance with the laws of the State and the United States of America.

SECTION 7. 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 Board hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 8. 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 and in accordance with the Corporation's Bylaws.

SECTION 9. This Resolution shall become effective immediately upon passage by the Board.

VZ
12/5/13
Item No. 5D

PASSED AND APPROVED this the 5th day of December, 2013.

HEMISFAIR PARK PUBLIC FACILITIES CORPORATION

President, Board of Directors

ATTEST:

Secretary, Board of Directors

(CORPORATION SEAL)

EXHIBIT A

Legal Description of Transferred Property to be Attached