

**BYLAWS OF THE
HEMISFAIR PARK AREA REDEVELOPMENT CORPORATION**

ARTICLE I. PURPOSES

The HemisFair Park Area Redevelopment Corporation (the “Corporation”) is organized for the purpose of aiding and acting on behalf of the City of San Antonio (the “City”) to accomplish certain governmental purposes of the City, to wit: assist with acquiring property, planning, developing, constructing, managing, maintaining, and financing projects within HemisFair Park (the “Park”) and areas adjacent to or near the Park in order to promote economic development, employment, and to stimulate business, housing, tourism, and commercial activity within the City, all at the request of the City, all at the request of the City Council (the “Council”).

To the extent provided by state law, land in the Park which is designated or used for park purposes may be used only for park purposes, provided that portions of the Park may be designated and used for non-park purposes if substantially equivalent portions of land within or contiguous to the Park not then designated or used for park purposes are designated for park purposes.

The Corporation shall be guided by the “Vision and Guiding Principles for the HemisFair Park Area Redevelopment” drafted by the Mayor’s appointed HemisFair Park Redevelopment Corporation Ad Hoc Committee on May 6, 2009.

The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of the State of Texas to local government corporations incorporated under Subchapter D of Chapter 431, Texas Transportation Code (the “Act”) whether or not so expressly limited in the Articles of Incorporation.

The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (2), Section 101.001 Texas Civil Practice and Remedies Code. The operations of the Corporation are governmental and not proprietary functions for purposes of the Texas Tort Claims Act, Section 101.001 *et seq.*, Texas Civil Practice and Remedies Code. The Corporation shall have the power to acquire land in accordance with the Act as amended from time to time, subject to the approval of the Council.

Prior to the consummation of the sale and delivery of any bonds, notes, or other forms of debt instruments, the Corporation shall obtain the approval thereof from the Council.

In the exercise of its powers, the Corporation may enter into loan, lease, trust, or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements, and the specific uses, and the methods of withdrawal and expenditure, of the proceeds of the bonds, notes, or other debt instruments proposed to be issued by the Corporation, shall be stated and described in the proceedings authorizing such bonds, notes, or other debt instruments, and must be approved by Council as required above. In connection with the issuance of its bonds, notes, or other debt instruments, the Corporation shall select consultants, general counsel, bond counsel, and financial advisors acceptable to the City Attorney and City Manager.

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 distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Appointment Powers, Number, Eligibility, and Term of Office. The affairs of the Corporation shall be managed by a board of directors (the “Board”), whose members shall be comprised in number, shall have the qualifications, and shall be appointed by the Council in the manner as provided in the Corporation's Articles of Incorporation, containing 11 members.

Section 2. Filling of Vacancies. Vacancies on the Board, including vacancies to be filled by reason of an increase in the number of directors, shall be filled for the unexpired term by a resolution or ordinance duly adopted by the Council.

Section 3. Meetings of Directors. The Directors may hold their meetings and may have an office and keep the books of the Corporation at the offices of the City, or such other places or places within the City as Board may from time to time determine; provided however, that in the absence of any determination, the principal office of the Corporation shall be at the office of the City Manager, City of San Antonio, Texas, which is located at 100 Military Plaza, San Antonio, Texas 78205.

The Board shall meet in accordance with and file notice of each meeting of the Board for the same length of time and in the same manner and location is required of a City under Chapter 551, Government Code (the “Open Meetings Act”).

The Corporation and the Board are subject to Chapter 552, Government Code (the “Open Records Act”).

Section 4. Annual Meetings. The annual meeting of the Board shall be held as the time and at the location in the City designated by the resolution of the Board for the purposes of transacting such business as may be brought before the meeting.

Section 5. Regular Meetings. Regular meeting of the Board shall be held at such times and places as shall be designated, from time to time, by resolution of the Board.

Section 6. Special and Emergency Meetings. Special and emergency meetings of the Board shall be held whenever called by the President of the Board or by a majority of the Directors who are serving duly appointed terms of office at the same time the meeting is called.

The Secretary shall give notice of each special meeting in person, by telephone, electronic transmission (e.g., facsimile transmission or electronic mail) or mail at least three days before the meeting of each Director. Notice of each emergency meeting shall also be given in the manner required of the City under the Open Meetings Act. 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 or emergency meeting.

Section 7. Quorum. A majority of the Board shall constitute a quorum for the consideration of matters pertaining to the purpose of the Corporation. If at any meeting of the Board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of majority of the Directors present and voting at a meeting at which a quorum in attendance shall constitute the act of the Board, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

A Director who is present at a meeting of the Board at which any corporate action is taken shall be presumed to have assented to such action, unless his or her dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.

Section 8. Conduct of Business. At the meetings of the Board, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board may determine.

At all meetings of the Board, the President shall preside, and in the absence of the President, the Vice President shall preside. In the absence of the President and the Vice President, an acting presiding office shall be chosen by the Board from among the Directors present.

Section 9. Compensation of Directors. Directors, as such, shall not receive any salary or compensation for their services as Directors, but shall be entitled to reimbursement for actual expenses incurred in the performance of duties under the Act.

ARTICLE III. OFFICERS

Section 1. Title and Term of the Office. The officers of the Corporation shall be the President, the Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time elect. One person may hold more than one office, except that one person shall not concurrently hold the offices of the President and Secretary. The term of the office for each office shall be one year with the term. Officers may be re-elected.

Section 2. Powers and Duties of the President. The President shall be a member of the Board and shall preside at all meetings of the Board. The President shall be the principal executive officer of the Corporation and, subject to the Board, he or she shall be in general charge of the properties and affairs of the Corporation. In furtherance of the purposes of the Corporation and subject to the limitations contained in the Articles of Incorporation, the President or any Vice President may sign and execute all bonds, notes, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Corporation. The President shall have such other duties as are assigned by the Board. The President may call special and emergency meetings of the Board as provided in these Bylaws.

Section 3. Power and Duties of the Vice President. The Vice President shall be a member of the Board. The Vice President shall perform the duties and exercise the powers of the President upon the President's death, absence, disability, or resignation, or upon the President's inability to perform the duties of his or her office. 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. A Vice President shall have such other powers and duties as may be assigned to him or her by the Board or the President.

Section 4. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation which come into his or her hands. When necessary or proper, he or she may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board; he or she may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such other officer as is designated by the Board; whenever

required by the Board, he or she shall render a statement of his or her cash account; he or she shall enter or cause to be entered regularly in the books of the Corporation to be kept by him or her for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; he or she shall perform all acts incident to the position of Treasurer subject to the control of the Board; and he or she shall, if required by the Board, give such bond for the faithful discharge of his or her duties in such form as the Board may require. The Treasurer need not be a member of the Board.

Section 5. Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board in books provided for that purpose; he or she shall attend to the giving and serving of all notices; in furtherance of the purposes of the Corporation and subject to the limitations contained in the Articles of Incorporation he or she may sign with the President in the name of the Corporation and/or attest the signatures thereof, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation; he or she shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to the inspection of any Director upon application at the office of the Corporation during business hours; and he or she shall in general perform all duties incident to the office of Secretary subject to the control of the Board. The Secretary need not be a member of the Board.

Section 6. Executive Director and Staff. The City Manager of the City or the designee thereof will serve as the Executive Director of the Corporation. The City Manager's office shall provide administrative support services for the Corporation, and shall perform duties as prescribed by the Board and the Council. The Executive Director has the authority to hire the Corporation's staff. Staff functions for the Corporation may be performed by City staff, as directed by the City Manager, and the Corporation shall pay the costs for such services as from time to time shall be billed to the Corporation by the City.

Section 7. Compensation. Officers, as such, shall not receive any salary or compensation for their services as Officers, but shall be entitled to reimbursement for actual expenses incurred in the performance of duties under the Act.

Section 8. Officer's Reliance on Consultant Information. In the discharge of a duty imposed or power conferred on an officer of the Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, which were prepared or presented by:

(a) one or more other officers or employees of the Corporation, including members of the Board; or

(b) the City, legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

Section 9 Hearing Officer. The Executive Director or the designee thereof shall serve as "hearing officer" of the Corporation for the purpose of conducting any public hearing required under the Internal Revenue Code of 1986 as a condition precedent to the issuance of tax-exempt bonds by the Corporation.

Section 10 Surety Bonds. The Board may require the President, Vice President, the Secretary, the Treasurer, and Executive Director to give the Corporation bonds in such sums and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of their office and for the restoration to the Corporation, in case of such person's death, resignation, retirement or removal

from office, of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

Section 11. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, proprietorship, employee benefit plan, trust or other enterprise against any expense, liability or loss, whether the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article III.

Section 12. Indemnification. The Corporation shall have the power to indemnify any director, officer or former director or officer, employee, or agent thereof, of the Corporation for expenses and costs (including attorneys' fees) actually and necessarily incurred by such director, officer, employee, or agent in connection with any claim asserted against such director, officer, employee, or agent by action in court or otherwise by reason of such director's, or officer's being or having been a director, officer, employee, or agent, except in relation to matters as to which such director, officer, employee, or agent shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. If the Corporation has not fully indemnified such director, officer, or agent, the court in the proceeding in which any claim against such director, officer, employee, or agent has been asserted or any court having the requisite jurisdiction of an action instituted by such director, officer, employee, or agent on such director's, officer's, employee's, or agent's claim for indemnity may assess indemnity against the Corporation, its receiver, or trustee for the amount paid by such director, officer, employee's or agent (including attorneys' fees) in satisfaction of any judgment or in compromise of any such claim (exclusive in either case of any amount paid to the Corporation), actually and necessarily incurred by such director, officer, employee, or agent in connection therewith to the extent that the court shall deem reasonable and equitable; provided, nevertheless, that indemnity may be assessed under this Section 12 only if the court finds that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section 13. Facsimile Signatures. The provisions of the Texas Uniform Facsimile Signature of Public Officials Act shall be applicable to the Corporation.

ARTICLE IV.

FISCAL PROVISIONS

Section 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 of directors 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.

Section 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 President, Vice President, Secretary, Treasurer, or Executive Director of the Corporation or such other person or persons as the Board of Directors from time to time may designate by resolution or other action of the Board of Directors 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.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year of the City.

Section 4. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board. 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 Open Records Act (Chapter 552, Tex. Government Code, as amended).

Section 5. Staff and Functions. Staff functions for the Corporation may be performed by individuals appointed by the Board of Directors. The Corporation shall pay, to the extent funds of the Corporation are legally available, the amount of costs for such services from fees or revenues collected by it.

ARTICLE V. SEAL

The corporate seal shall be circular and shall have inscribed in the outer circle "HemisFair Park Area Redevelopment Corporation." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VI. CODE OF ETHICS

It is the policy of the Corporation that Directors and officers must follow the City's, Code of Ethics adopted on September 9, 2007 as it may be amended from time to time by the Council.

ARTICLE VII. AMENDMENT AND INTERPRETATION OF BYLAWS

Section 1. Amendment of Bylaws. These Bylaws may be amended at any time and from time to time by majority vote of the Board.

Section 2. Interpretation of Bylaws. These Bylaws and all the terms and provisions hereof 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 circumstance, 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.

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ADOPTED AND APPROVED this the ____ day of _____, 2009.

President, Board of Directors

ATTEST:

Secretary, Board of Directors

SIGNATURE PAGE FOR THE BYLAWS

