

**AUTHORIZING THE CREATION OF THE "HEMISFAIR PARK AREA REDEVELOPMENT CORPORATION" TO ASSIST WITH PLANNING, DEVELOPING, CONSTRUCTING, MANAGING AND FINANCING PROJECTS WITHIN HEMISFAIR PARK AND ITS SURROUNDING AREA; APPROVING THE ARTICLES OF INCORPORATION AND BYLAWS; AND APPOINTING NINE MEMBERS TO THE BOARD OF DIRECTORS OF THE CORPORATION**

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 laws of the State of Texas and its City Charter;

WHEREAS, a written application from three residents of the City, who are citizens of the State of Texas and at least 18 years of age, has been filed with the City Council of the City (the "City") for the creation of a nonprofit local government corporation in accordance with the provisions of Subchapter D of Chapter 431, Texas Transportation Code, as amended (the "Act"), to aid and act on behalf of 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 Council;

WHEREAS, it is hereby officially found and determined that the formation of a nonprofit local governmental corporation is wise, expedient, necessary, or advisable and that it is in the public interest and to the benefit of the City and its citizens that a nonprofit local government corporation be authorized and created pursuant to the provisions of the Act to aid and act on behalf of the City to accomplish such governmental purposes;

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

**Section 1. Authorization and Approval for Creation of Local Government Corporation.** The City Council hereby authorizes and approves the creation of a nonprofit local government corporation to act on behalf of the City, with all powers granted to such corporations in the Act, to be known as the "HEMISFAIR PARK AREA REDEVELOPMENT CORPORATION" (the "Corporation").

**Section 2. Approval of Article of Incorporation, Bylaws, and Naming of Initial Directors.** The City Council hereby approves the Articles of Incorporation, the Bylaws proposed to be used in organizing and operating the Corporation, and Vision and Guiding Principles for the HemisFair Park Redevelopment (copies of which are attached to this Resolution as Exhibits A, B, and C, respectively, and made a part hereof for all purposes), and hereby grants authority for the incorporation of the Corporation pursuant to Sections 431.101 and 431.102 of the Act. The initial directors named in said Articles of Incorporation shall be deemed to have been appointed, and are hereby appointed, as the initial directors of the board of directors of the Corporation for the respective terms described therein.

**Section 3. Authority to Act on Behalf of City; Appointment of Officers.** The City specifically authorizes the Corporation to act on its behalf to further accomplish the governmental purposes stated in this Resolution and in the Articles of Incorporation attached hereto. The City further authorizes the Board of Directors of the Corporation to appoint any officers it deems necessary to conduct

its business and operations in accordance with the provisions of the Bylaws attached hereto and approved hereby.

**Section 4. Guiding Principles.** The Corporation shall be guided by the following: linkages within the Park and to and from the adjacent areas are necessary to the Park's viability; connectivity which must address both pedestrian and vehicular access including parking; mixed used development should include mixed income housing, commercial, and civic uses; the expansion and preservation of green space; a balance between green space and development; the protection of historical buildings is mandatory, however, the strategic removal of non-historic or temporary buildings may be considered; and the redevelopment within the Park and its surrounding area should consider environmental, social, and economic aspects; the redevelopment of the Park requires long-term dedicated civic leadership.

**Section 5. Incorporation of Recitals.** The City Council hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the City Council hereby incorporates such recitals as a part of this Resolution.

**Section 6. Severability.** If any provision of this Resolution or the application thereof to any circumstance shall be held to be invalid, the remainder of this Resolution and the application thereof to other circumstances shall nevertheless be valid, and the City Council hereby declares that this Resolution would have been enacted without such invalid provision.

**Section 7. Open Meetings.** It is hereby 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;

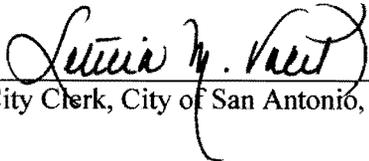
**Section 8. Effective Date.** This Resolution shall become effective on the tenth day from the passage thereof.

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

PASSED AND ADOPTED by an affirmative vote of 10 members of the City Council of the City of San Antonio, Texas, this the 13th day of August, 2009.

  
\_\_\_\_\_  
Mayor, City of San Antonio, Texas

ATTEST:

  
\_\_\_\_\_  
City Clerk, City of San Antonio, Texas

(CITY SEAL)

The undersigned, City Attorney of the City of San Antonio, Texas, hereby certify that I approved as to form the foregoing Resolution prior to its adoption and passages.



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

\*\*\*

[SIGNATURE PAGE TO RESOLUTION]

## EXHIBIT A

### **Articles of Incorporation**

We, the undersigned natural persons, each of whom is at least 18 years of age, a qualified voter, a citizen of the State of Texas and a resident of the City of San Antonio, Texas (the "City"), acting as incorporators of a public, nonprofit local government corporation under and with all the powers described in Subchapter D of Chapter 431, Texas Transportation Code, as amended (the "Act") Chapter 394, Texas Local Government Code; Chapter 22, Business Organizations Code, do hereby adopt the following Articles of Incorporation for such corporation:

#### **ARTICLE I. NAME**

The name of the Corporation is the "HEMISFAIR PARK AREA REDEVELOPMENT CORPORATION" (the "Corporation").

#### **ARTICLE II. AUTHORIZATION**

The Corporation is a public, nonprofit local government corporation governed by the Act, as now existing or as to be amended.

#### **ARTICLE III. DURATION**

Subject to the provisions of Article XIV hereof, the period of duration of the Corporation is perpetual.

#### **ARTICLE IV. PURPOSE AND LIMITATIONS**

(a) The Corporation is organized 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 Council of the City (the "Council").

(b) 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 the Act whether or not so expressly limited in these Articles of Incorporation.

(c) 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.

(d) 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.

(e) 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 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 included as a part of the approval process of the Council 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.

(f) 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 V. MEMBERSHIP**

The Corporation has no members and is a nonstock corporation.

#### **ARTICLE VI. AMENDMENTS**

These Articles of Incorporation may be amended at any time as provided in the Act, to make any changes and add any provisions which might have been included in the Articles of Incorporation in the first instance. Any amendment may be accomplished in the following methods:

(a) The Board of Directors of the Corporation may file a written application with the Council requesting permission to amend these Articles of Incorporation, specifying in such application the amendment proposed to be made, and if the Council by appropriate resolution determines that it is wise, expedient, necessary, or advisable that the proposed amendment be made and shall approve the form of the same and authorize it to be made, then the Board of Directors of the Corporation may amend the articles of incorporation by adopting such amendment at a meeting of the Board of Directors and delivering the articles of amendment to the Secretary of State, or

(b) the Council may, in its sole discretion, and at any time, alter or change the structure, organization, programs, or activities of the Corporation (including the power to terminate the Corporation), subject to any limitation on the impairment of contracts entered into by the Corporation, by adopting an amendment to these Articles of Incorporation and delivering articles of amendment to the Secretary of State.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is City Hall, 100 Military Plaza, San Antonio, Texas 78205, and the name of its initial registered agent at such address is Pat DiGiovanni.

#### **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a board of directors containing nine members. The initial board of directors shall be composed of eleven members, but the number of members of the board of directors may be increased or decreased within the limits provided in this Article by a resolution or ordinance approved by the Council. Members of the board of directors shall be at least 18 years of age

and may be composed of residents and non-residents of the City, and members of the Council and employees and officers of the City are eligible to serve as members of the board of directors; provided, however, residents of the City must at all times comprise at least a majority of the total members appointed to the board of directors. It is the intention of the City that the board of directors shall be composed of people with demonstrated expertise and experience in a variety of areas, and that at a minimum the board of directors shall include the following:

- (i) at least one member with demonstrated experience or expertise in the development of commercial real estate;
- (ii) at least one member with demonstrated experience or expertise in the development of multi-family housing;
- (iii) at least one member with demonstrated experience or expertise in real estate investments or finance;
- (iv) at least one member expected to represent the interests of downtown neighborhoods;
- (v) at least one member expected to represent the interests of downtown business;
- (vi) at least one member with an expertise in either civil engineering, architecture, landscape design, park design, or urban planning.
- (vii) at least one member expected to represent historic preservation interests or in the redevelopment of historic properties;

Following the respective initial term of office shown in Article X below, a director shall hold office for four year terms commencing on August 14 following the respective initial term of office shown in Article X below and ending on August 13 four years later, or until a qualified successor is appointed by the City Council. The Council may remove a director for cause or at any time without cause. A director serves without compensation, but shall be entitled to reimbursement for actual expenses incurred in the performance of duties under the Act. The Corporation and the directors shall be subject to both the Texas Open Meetings Act and the Texas Open Records Act (Chapters 551 and 552, Texas Government Code, as amended).

#### **ARTICLE IX. DIRECTOR LIABILITY**

To the fullest extent permitted by Texas statutes, 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 director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as 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.

(Remainder of page intentionally left blank)

## ARTICLE X. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be eleven. The names and street addresses of the persons who are to serve as the initial directors and the date of expiration of their initial terms as directors (which terms shall commence on the date these Articles of Incorporation are approved with the Secretary of State's office) are as follows:

<u>NAME/POSITION</u>	<u>TERM YEARS</u>	<u>ADDRESS</u>	<u>EXPIRATION DATE OF INITIAL TERM</u>
<u>Bill Shown</u> Real Estate Development	4 Years	104 Newbury Terrace San Antonio, Texas 78209	August 13, 2013
<u>Xavier Gonzalez</u> Historic Preservation	4 Years	8018 Chambers Road San Antonio, Texas 78229	August 13, 2013
<u>Sue Ann Pemberton, AIA</u> Historic Preservation	2 Years	710 North Olive Street San Antonio, Texas 78202	August 13, 2011
<u>Debra Geurrero</u> Affordable Housing	4 Years	3915 Skylark San Antonio, Texas 78210	August 13, 2013
<u>Art Hall</u> Finance	2 Years	2243 Shady Rock Circle San Antonio, Texas 78231	August 13, 2011
<u>Daniel Lopez</u> Downtown Neighborhoods	2 Years	202 Delaware San Antonio, Texas 78210	August 13, 2011
<u>Lisa Schmidt</u> Downtown Neighborhoods	2 Years	1331 South Flores Street, #108 San Antonio, Texas 78204	August 13, 2011
<u>Andres Andujar</u> Downtown Business	2 Years	322 Donella San Antonio, Texas 78232	August 13, 2011
<u>Gini Garcia</u> Downtown Business	2 Years	129 Barrera San Antonio, Texas 78210	August 13, 2011
<u>David Zachry</u> Civil Engineering, Architecture, Landscape Design, Park Design, or Urban Planning,	2 Years	606 Arcadia Place San Antonio, Texas 7809	August 13, 2011
<u>Madison Smith</u> Civil Engineering, Architecture, Landscape Design, Park Design, or Urban Planning,	4 Years	132 East Oakview Place San Antonio, Texas 7809	August 13, 2013

At least a majority of the initial directors reside in the City. Each director, including the initial directors, shall be eligible to serve for additional terms at the discretion of the Council. Directors are removable by the Council for cause or without cause. In the event any director resigns, is removed from

office by the Council or no longer serves on the board of directors of the Corporation for any reason, the Council shall provide for the selection of a new director to complete the unexpired term.

**ARTICLE XI. INCORPORATORS**

The name and street address of each incorporator are:

<u>NAMES</u>	<u>ADDRESSES</u>
Pat DiGiovanni	City Hall, 100 Military Plaza San Antonio, Texas 78205
City Council Member Mary Alice Cisneros	City Hall, 100 Military Plaza San Antonio, Texas 78205
Hon. Julian Castro	City Hall, 100 Military Plaza San Antonio, Texas 78205

Each of the incorporators resides in the City of San Antonio, Texas and is at least 18 years of age.

**ARTICLE XII. LOCAL GOVERNMENT AUTHORIZING CREATION OF CORPORATION**

The local government which has caused the Corporation to be created to act in accordance with the Act is the City of San Antonio, Texas. The City's address is: City Hall, 100 Military Plaza, San Antonio, Texas 78205.

**ARTICLE XIII. AUTHORIZATION AND APPROVAL BY CITY**

Pursuant to a resolution adopted by the Council on August 13, 2009, the City has approved these Articles of Incorporation and has authorized the creation of the Corporation to act on its behalf to further the public purposes set forth in the Resolution and these Articles of Incorporation.

**ARTICLE XIV. DISSOLUTION**

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 or provision for satisfaction of debts and claims.

**ARTICLE XV. MISCELLANEOUS**

(a) No dividends will ever be paid by the Corporation, and no part of the Corporation's net earnings remaining after payment of its expenses and other obligations will be distributed to or inure to be 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 board of directors determines 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 will be used solely for the purposes permitted by the Act and Article IV(a) of these Articles of Incorporation.

(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 will not be transferred to private ownership, but will be transferred and delivered to the City after satisfaction of debts and claims.

\* \* \*

Executed this \_\_\_ day of \_\_\_\_\_, 2009.

**INCORPORATORS**

\_\_\_\_\_, as an Incorporator

\_\_\_\_\_, as an Incorporator

\_\_\_\_\_, as an Incorporator

**ACKNOWLEDGEMENT**

THE STATE OF TEXAS §  
COUNTY OF BEXAR §

I, the undersigned, a Notary Public in and for the State of Texas, do hereby certify that on this \_\_\_ day of \_\_\_\_\_, 2009, personally appeared \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing Articles of Incorporation as incorporators and in their respective capacities, as shown above and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.

\_\_\_\_\_  
Notary Public in and for  
the State of Texas  
My Commission Expires \_\_\_\_\_

(NOTARY SEAL)

## EXHIBIT B

### **Bylaws**

#### **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 officer 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.

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

ADOPTED AND APPROVED this the \_\_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
President, Board of Directors

ATTEST:

\_\_\_\_\_  
Secretary, Board of Directors

SIGNATURE PAGE FOR THE BYLAWS

## EXHIBIT C

### **HemisFair Park Vision and Guiding Principles**

**Vision Statement:** The vision for the redevelopment of HemisFair is to create a vital mixed use area, centered on a city park which maintains and revitalizes the historic buildings while reconnecting the area to the adjacent neighborhoods and providing new mixed use development, compatible in scale with adjacent properties. HemisFair Park will continue to be an accessible neighborhood park that unifies the city, serves as a community gathering place, and is an opportunity for citizens to work, live, and play. HemisFair Park will have many special places and uses; some active, some quiet.

#### **Guiding Principles:**

- 1) **Connectivity:** Linkages within HemisFair Park and to and from the adjacent areas are necessary to the Park's viability. Connectivity must address both pedestrian and vehicular access including parking.
- 2) **Development:** Mixed use development to include mixed income housing, commercial, institutional and civic uses is desired.
- 3) **Green Space:** Expand and preserve green space.
- 4) **Balance:** A balance between green space and development is necessary.
- 5) **Preservation:** Protection of historic buildings within HemisFair Park is mandatory. However, the strategic removal of non-historic or temporary buildings may be considered. Relating development to existing historic buildings is critical to creation of a unique and urban environment.
- 6) **Sustainability:** The redevelopment within HemisFair Park and its surrounding area should consider environmental, social and economic impacts in order to ensure a better quality of life for everyone, now and for future generations.
- 7) **Leadership:** The redevelopment of HemisFair Park requires long term dedicated civic leadership in order to be sustainable.

## CERTIFICATE FOR RESOLUTION

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

1. The City Council of the Issuer (the "Council") convened in regular session, open to the public, on August 13, 2009 (the "Meeting"), at the designated meeting place, and the roll was called of the duly constituted officers and members of said Council, to wit:

Julián Castro, Mayor	David Medina, Jr., Councilmember
Mary Alice P. Cisneros, Councilmember	Ray Lopez, Councilmember
Ivy R. Taylor, Councilmember	Justin Rodriguez, Councilmember
Jennifer V. Ramos, Councilmember	W. Reed Williams, Councilmember
Philip A. Cortez, Councilmember	Elisa Chan, Councilmember
	John G. Clamp, Councilmember

and all of said persons were present, except PHILIP A. CORTAZ, thus constituting a quorum. Whereupon among other business, the following was transacted at the Meeting: a written Resolution No. 2009-08-13-0025R, entitled:

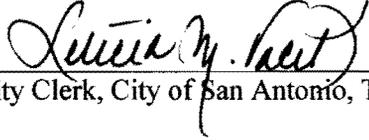
AUTHORIZING THE CREATION OF THE "HEMISFAIR PARK AREA REDEVELOPMENT CORPORATION" TO ASSIST WITH PLANNING, DEVELOPING, CONSTRUCTING, MANAGING AND FINANCING PROJECTS WITHIN HEMISFAIR PARK AND ITS SURROUNDING AREA; APPROVING THE ARTICLES OF INCORPORATION AND BYLAWS; AND APPOINTING NINE MEMBERS TO THE BOARD OF DIRECTORS OF THE CORPORATION

(the "Resolution") was duly introduced for the consideration of the Council. It was then duly moved and seconded that the Resolution be finally passed and adopted in accordance with the Issuer's Home Rule Charter; and after due discussion, such motion, carrying with it the adoption of the Resolution prevailed and carried by the following vote:

YES: 10 NOES: Ø ABSTENTIONS: Ø.

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 Council's minutes of the Meeting; the above and foregoing paragraph is a true, full, and correct excerpt from the Council's minutes of the Meeting pertaining to the adoption of the Resolution; the persons named in the above and foregoing paragraph are duly chosen, qualified, and acting officers and members of the Council as indicated therein; each of the officers and members of the Council was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting, and that the Resolution would be introduced and considered for adoption at the Meeting and 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 the 13<sup>th</sup> day of August, 2009.

  
\_\_\_\_\_  
City Clerk, City of San Antonio, Texas

(SEAL)



EXECUTION PAGE OF CERTIFICATE FOR RESOLUTION  
CREATION OF THE "HEMISFAIR PARK AREA REDEVELOPMENT CORPORATION"