

**THIS IS A DRAFT AND WILL BE REPLACED BY THE FINAL, SIGNED
ORDINANCE OR RESOLUTION ADOPTED BY CITY COUNCIL.**

RESOLUTION NO. _____

**ADOPTING THE BYLAWS AND ELECTING OFFICERS OF THE
HEMISFAIR PARK PUBLIC FACILITIES CORPORATION IN
ACCORDANCE WITH CHAPTER 303 OF THE TEXAS LOCAL
GOVERNMENT CODE AND RESOLVING OTHER MATTERS IN
CONNECTION THEREWITH**

WHEREAS, the City Council (the *Council*) of the City of San Antonio, Texas (the *City*) authorized and approved the creation of the Hemisfair Park Public Facilities Corporation (the *Corporation*) under Chapter 303, as amended, Texas Local Government Code (the *Act*), for the purpose of financing or providing for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities, as further described and detailed in the Corporation's Articles (as hereafter defined); and

WHEREAS, the City approved Articles of Incorporation (a copy of which is attached hereto as Exhibit A, the *Articles*) and Bylaws (a copy of which is attached hereto as Exhibit B) for the Corporation; and

WHEREAS, the Corporation's incorporators delivered to the Texas Secretary of State (the *Secretary of State*) the Articles, which the Secretary of State approved and, on the basis thereof, issued a Certificate of Incorporation evidencing the commencement of the Corporation's existence and acknowledging that all conditions precedent required to be performed by its incorporators as having been performed; and

WHEREAS, at the call of a majority of the of the incorporators, and after delivery of adequate notice in compliance with the Act, the Corporation's board of directors (the *Board*) convened in this organizational meeting (the *Meeting*), for the purposes of approving its Bylaws, electing its officers, and undertaking other matters necessary and incidental the Corporation's organization; and

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

SECTION 1. The initial Bylaws of the Corporation, which Bylaws are unchanged in comparison to those Bylaws heretofore approved by the Council, are hereby adopted by the Corporation.

SECTION 2. The individuals named in Article XIII of the Articles shall be deemed to have been appointed, and are hereby appointed, as the initial directors, constituting the initial Board, of the Corporation (and which initial directors are hereafter identified), and by the Board's approval of this Resolution, shall be deemed and determined to have taken all necessary action (including requisite oath of office) that may serve as a prerequisite to the hereafter-named individuals serving in such capacity:

Julián Castro	Director
Diego M. Bernal	Director
Ivy R. Taylor	Director
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

SECTION 3. The Bylaws require that the Corporation at all times maintain a President, a Vice President, a Secretary, a Treasurer, and an Executive Director and specifies that these positions shall be held by:

President	Mayor
Vice President	City Council District 1
Secretary	City Council District 2
Treasurer	Chief Financial Officer
Executive Director	City Manager

SECTION 4. Accordingly, the Board hereby names the following individuals to serve in the indicated offices as the initial officers of the Corporation:

Julián Castro	President
Diego M. Bernal	Vice President
Ivy R. Taylor	Secretary
Ben Gorzell	Treasurer
Sheryl Sculley	Executive Director

SECTION 5. The Corporation is hereby designated as a duly constituted authority and instrumentality of the City (within the meaning of those terms in the regulations of the United Department of the Treasury and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to sections 103, 142 and 144 of the Internal Revenue Code of 1986, as amended) and shall be authorized to act on behalf of the City from time to time for the public purposes identified in the first preamble hereof, 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 laws of the State of Texas, including without limitation Article III, Section 52 of the State Constitution, and no attributes of sovereignty, including the power to tax, the power of eminent domain, and police power, are delegated to the Corporation.

SECTION 6. The City shall not lend its credit or grant any public money or thing of value in aid of the Corporation. Furthermore, obligations issued by the Corporation with the approval of the City shall be deemed not to constitute a debt of the State of Texas, the City, or of any other political corporation, subdivision or agency of the State or a pledge of the faith and credit of any of them, but such obligations shall be payable solely as provided in the Act.

SECTION 7. Upon dissolution of the Corporation, all rights, title, and other interests in and to any real or personal property owned by the Corporation at such time shall be transferred to the City.

SECTION 8. 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 9. This Resolution shall be construed and enforced in accordance with the laws of the State and the United States of America.

SECTION 10. 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 11. 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 12. This Resolution shall become effective immediately upon passage by the Board.

PASSED AND APPROVED this 5th day of December, 2013

**HEMSIFAIR PARK PUBLIC FACILITIES
CORPORATION**

President, Board of Directors

ATTEST:

Secretary, Board of Directors

(CORPORATION SEAL)

EXHIBIT A

Articles of Incorporation

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EXHIBIT B

Bylaws

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