

# HOUSTON RECOVERY CENTER LGC

## MEETING OF BOARD OF DIRECTORS MINUTES

August 16, 2012 (Organizational Meeting)

The undersigned, being the duly appointed Acting Secretary of Houston Recovery Center LGC (the "Corporation"), hereby certifies that the following are true and correct minutes of the organizational meeting of the Board of Directors (the "Board") of the Corporation.

- A. The organizational meeting was duly called by a majority of the Corporation's incorporators by sending written notice of the date, time, place, and purposes of the meeting, which notice was provided to all Directors more than three days before the date of the meeting.
- B. In accordance with Chapter 551, Texas Government Code, which Chapter is made applicable to the Corporation by Section 431.004, Texas Transportation Code, a notice of the meeting was duly filed at 9:20 a.m. on August 13, 2012, in the same manner and location as required by law of the City of Houston, Texas.
- C. The organizational meeting was called to order by Kay Austin, Chairman of the Board, at 4:10 p.m. on Thursday, August 16, 2012, in the Mayor's Conference Room at Houston City Hall, 901 Bagby St. (Tunnels Level), Houston, Texas 77002.
- D. The Honorable Annise Parker, Mayor, City of Houston, made brief remarks to the Board and thanked the Directors for their service.
- E. Andy Iken, Chief Development Officer, City of Houston, made brief remarks to the Board.
- F. The Honorable Ed Gonzalez, Mayor Pro Tem and Member of the City Council, City of Houston, made brief remarks to the Board.
- G. Ms. Austin acknowledged the incorporators' call for the organizational meeting and the filing of the Corporation's Certificate of Formation with the office of the Texas Secretary of State.
- H. Ms. Austin appointed Director Elizabeth T. "Betty" Nunnally as Acting Secretary for the meeting. Ms. Nunnally called the roll. The following Directors were present:

Kay Austin; Deborah Duncan; Arlo Weltge, MD; David S. Buck, MD; Elizabeth T. Nunnally; Timothy N. Oettmeier, Executive Assistant Chief, Houston Police Department ("HPD"), Designee of Charles A. McClelland, Jr., Chief, HPD (ex-officio); and David E. Perse, MD, Director, Emergency Medical Services, City of Houston (ex-officio).

The following Director was absent:

Stephen L. Williams, Director, Health and Human Services Department, City of Houston (ex-officio).

Ms. Austin announced that a quorum of the Directors was present.

I. Ms. Austin introduced David Feldman, City Attorney for the City of Houston, who presented information regarding ethics and governance issues applicable to Texas local government corporations. Mr. Feldman responded to questions from the Directors.

J. Ms. Austin confirmed that all Directors had received copies of the proposed Bylaws of the Corporation, which Bylaws were approved by the Houston City Council through its adoption of City of Houston Resolution No. 2012-14. Dr. Weltge moved to accept the said Bylaws as the Bylaws of the Corporation, which motion was seconded by Dr. Buck. The motion passed unanimously.

K. Dr. Weltge moved to adopt the Newly Revised 11<sup>th</sup> Edition of Robert's Rules of Order (2011) as supplementary rules of procedure for the Board. Ms. Duncan seconded the motion, which passed unanimously.

L. Dr. Perse briefed the Board regarding the waiver program created by Section 1115 of the Federal Social Security Act. At Dr. Perse's invitation, Steven B. Schnee, PhD, Executive Director, MHMRA of Harris County, provided additional information regarding the program. Drs. Perse and Schnee noted that Harris County is one of twelve counties that together constitute the Regional Healthcare Partnership for Region 3 and that, as the "Anchor" entity for Region 3, the Harris County Hospital District will coordinate discussion and review of the Region's plan prior to the plan's submission to the State of Texas.

M. Dr. Weltge moved for the Board's adoption of a resolution authorizing the City of Houston (the "City") to include the Corporation in the City's proposal for participation in the Section 1115 waiver program, with the understanding that the Corporation will have an opportunity to modify the specifics of its proposed participation before the program is finalized. Ms. Duncan seconded Dr. Weltge's motion. After discussion, the motion passed unanimously.

N. On a motion made and seconded, the Board voted unanimously to authorize Ms. Duncan and Ms. Nunnally to confer with the ex officio Directors and other resources (including Star of Hope Mission ("SOH"), HPD, and other City Departments) to develop recommendations for the recruitment and selection of an Executive Director of the Corporation.

O. The Board considered a proposal to amend the Corporation's Certificate of Formation to include the City Attorney of the City, or his or her designee, as an ex-officio Director of the Corporation. After discussion, the Board delayed action on the proposal until a future meeting.

P. Dr. Weltge moved to appoint Tom P. Ailen, First Assistant City Attorney for the City, as the Corporation's "designated officer" to take all actions required by Chapter 105, Texas Local Government Code, to open a bank account for the Corporation. Ms. Duncan seconded the motion, which passed unanimously.

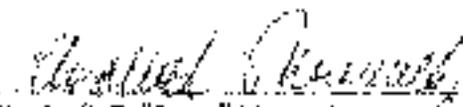
Q. On a motion made and seconded, the Board voted unanimously to adopt 1:00 p.m. on the first Thursday of each month as the time and day for the Board's regular meetings. The Board will meet in the Council Annex Chambers, 900 Bagby St. (Public Level), Houston, Texas 77002, depending on the availability of the said facility.

R. Dr. Weltge requested that at its next meeting the Board consider possible terms of an operating agreement among the Corporation, SOH, and the City, as well as how the Corporation may be able to integrate its operations with Harris County at some point in the future.

The meeting ADJOURNED at approximately 6:20 p.m.

HOUSTON RECOVERY CENTER LLC

By:

  
Elizabeth T. "Betty" Nunnally  
Acting Secretary