

# HOUSTON RECOVERY CENTER LGC

## MEETING OF BOARD OF DIRECTORS MINUTES

December 6, 2012

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 December 6, 2012, meeting of the Board of Directors (the "Board") of the Corporation.

A. In a manner permitted by the Corporation's Bylaws, the meeting was called by providing all Directors with notice of the date, time, place, and purposes of the meeting 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 on December 3, 2012, in the same manner and location as required by law of the City of Houston, Texas (the "City").

C. The meeting was called to order by Kay Austin, Chairman of the Board, at approximately 1:05 p.m. on Thursday, December 6, 2012, in the City Council Annex Chambers, 900 Bagby St. (Public Level), Houston, Texas 77002. Ms. Austin appointed Carolyn Lacye as Acting Secretary for the meeting. Ms. Austin called the roll. The following Directors were present:

Kay Austin; Arlo Weltge, MD; Deborah Duncan; David S. Buck, MD; Elizabeth T. Nunnally; Stephen L. Williams (ex-officio); and David E. Perse, MD (ex-officio).

The following Directors were absent:

Timothy N. Oettmeier (ex-officio).

Also present were Tom Allen and Ursula Williams, legal counsel for the Corporation. Ms. Austin announced that a quorum of the Directors was present.

D. Ms. Austin noted that a draft of the Minutes of the Corporation's meeting of November 15, 2012, had been distributed to the Board. A motion was made by Dr. Weltge and seconded by Ms. Nunnally to approve the Minutes. The motion passed unanimously.

E. Ms. Austin opened the meeting to members of the public who wished to address the Board. There was no response from the persons present.

F. Reggie Aitch (representing In prosperity, Inc.) and Andy Icken (Chief Development Officer for the City) presented information to the Board regarding employee benefits. Following the presentation, Messrs. Aitch and Icken responded to questions from the Board. Mr. Aitch agreed to provide a sample "co-employment" agreement to Mr. Allen.

G. Tom Davis (Executive Staff Analyst for the City) advised the Board regarding the selection and installation of communications equipment for the Sobering Center. Mr. Davis responded to questions from the Board and agreed to provide the Board with estimates of installation and maintenance costs for the various equipment options.

H. Ms. Williams reported on the status of a draft contract for one or more employees of the Corporation. The Board informally authorized Ms. Williams to work with Ms. Nunnally and Mr. Stephen Williams to develop terms of a draft contract.

I. Mr. Allen advised the Board regarding an anticipated assignment by the City to the Corporation of certain rights and obligations arising from the City's lease of real property from Star of Hope Mission. Mr. Allen stated that no action by the Corporation is required at this time. Mr. Allen reminded the Board of the memorandum sent to the Board on November 28, 2012, and of the arrangement by which, with regard to the lease, John Liles of the City's Legal Department is representing the City and Mr. Allen is representing the Corporation.

J. Pursuant to Section 551.074(a)(1), Texas Government Code, Ms. Austin announced that the Board now would convene in a closed meeting to discuss the hiring of an operations manager for the Sobering Center and the possible designation of representatives to negotiate on behalf of the Board with candidate(s) for the said position. After Ms. Austin's announcement, the Board moved from the City Council Annex Chambers to a private room elsewhere in the Annex Building. Following its closed meeting, the Board returned to the City Council Annex Chambers and resumed its public meeting.

K. On the motion of Dr. Buck, seconded by Dr. Weltge, the Board voted unanimously to extend to Mr. Leonard Kincaid an offer to be employed by the Corporation at an annual salary in the range of \$100,000 to \$125,000 (depending on benefits), with the exact terms of the offer to be determined at the discretion of Ms. Duncan, Ms. Nunnally, and Dr. Perse, and as advised by Ms. Williams.

L. The Board agreed to meet at 1:00 PM on Thursday, December 13, 2012.

There being no further business, the meeting ADJOURNED at approximately 2:45 p.m.

HOUSTON RECOVERY CENTER LGC

By:

*C. Lacye*

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Carolyn Lacye  
Acting Secretary