

HOUSTON FORENSIC SCIENCE LGC, INC.

MEETING OF BOARD OF DIRECTORS MINUTES

June 20, 2012 (Organizational Meeting)

The undersigned, being the duly appointed Acting Secretary of Houston Forensic Science LGC, Inc. (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 Directors (the "Directors") 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 on June 15, 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 Scott Hochberg, Chairman of the Board, at 2:05 p.m. on Wednesday, June 20, 2012, in the Council Annex Chambers, 900 Bagby St. (Public Level), Houston, Texas 77002. Patti Richards, Acting Secretary, called the roll. The following Directors were present:

Scott Hochberg, Nicole B. Cásarez, Marcia Johnson, Enrique V. Barrera, Hiram A. "Art" Contreras, Catherine Lamboley, Willie E. B. Blackmon, Sandra Guerra Thompson, and Tom P. Allen (ex-officio).

The following Director was absent:

Donna Fujimoto Cole.

Mr. Hochberg announced that a quorum of the Directors was present.

D. Mr. Hochberg began introductions of the Directors. The introductions were interrupted by the arrival of Annise Parker, Mayor of the City of Houston, who made brief remarks to the Directors and thanked them for their service. After Mayor Parker's departure, Mr. Hochberg completed his introductions of the Directors.

E. Mr. Hochberg announced that Agenda items would be taken out of order to accommodate schedules of the presenters.

F. Mr. Hochberg 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. Mr. Feldman's presentation concluded at approximately 3:55 p.m., at which time Mr. Hochberg announced a brief recess.

G. Mr. Hochberg called the meeting back to order at approximately 4:10 p.m. Mr. Hochberg introduced Tim Oettmeier, Executive Assistant Chief of the Houston Police Department ("HPD"), who presented information regarding HPD's forensic science operations. Mr. Oettmeier responded to questions from the Directors. Mr. Oettmeier's presentation concluded at approximately 5:30 p.m.

H. Mr. Allen announced that the temporary office of the Corporation is 900 Bagby St., Suite 422, Houston, 77002. The telephone number for the temporary office is 832-393-6384. Mr. Allen also reported that the Corporation's Certificate of Formation has been rejected by the office of the Texas Secretary of State for an as-yet-unknown ministerial error, which error will be corrected. Owing to certain requirements in the Texas Business Organizations Code, at its next meeting the Board will be asked to ratify all actions taken at today's organizational meeting.

I. Mr. Allen advised the Board that the Corporation's formal Minute Book is not yet available, although a temporary Minute Book is in use. On motion by Mr. Barrerra, seconded by Mr. Blackmon and approved by a voice vote of the Directors, the Board deferred consideration of approval of the Minute Book until the next meeting.

J. Having confirmed that a draft of proposed Bylaws for the Corporation had been distributed to all Directors, Mr. Hochberg moved to adopt the said draft as the Bylaws of the Corporation, which motion was seconded by Mr. Blackmon. Ms. Johnson moved to amend the last sentence of Section 2.14 of the draft, so that the said sentence would read as follows: "A director who has made, or who should have made, such a disclosure shall neither participate in nor vote on the Board's consideration of matters related to the transaction." Mr. Hochberg seconded Ms. Johnson's motion, which motion was put to a vote. Ms. Johnson's motion passed by a vote of 8-0, and the draft of the proposed Bylaws was amended accordingly. After further discussion, Mr. Hochberg called for a vote to adopt the draft of the proposed Bylaws, as amended. Mr. Hochberg's motion passed by a vote of 8-0, and the Bylaws were adopted.

K. Mr. Hochberg moved to adopt the Newly Revised 11th Edition of *Robert's Rules of Order* (2011) as supplementary rules of procedure for the Board, but only to the extent the said publication is not inconsistent with the Corporation's Certificate of

Formation, the Corporation's Bylaws, and all applicable state and municipal laws. Mr. Barrera seconded the motion, and the matter was put to a vote. The motion passed by a vote of 8-0.

L. Mr. Hochberg called for nominations for the office of Vice Chairman of the Board. Mr. Hochberg nominated Ms. Johnson and asked if there were any further nominations. No further nominations having been made, Mr. Hochberg announced that nominations were closed and called for a vote. Ms. Johnson was elected Vice Chairman of the Board by a vote of 8-0.

M. Mr. Blackmon moved to ratify as an action of the Board Mr. Hochberg's execution of Mr. Allen's letter dated June 11, 2012, which letter is addressed jointly to Mr. Feldman and Mr. Hochberg. An accurate copy of the said letter is attached to these Minutes as Exhibit "1." Mr. Contreras seconded the motion. After brief discussion, the motion passed by a vote of 8-0.

N. Mr. Hochberg moved to postpone indefinitely the Board's adoption of the applicable substantive provisions of City of Houston Executive Order No. 1-28. The motion was seconded and passed by a vote of 8-0.

O. Mr. Hochberg requested the formation of three ad hoc groups of Directors to consider certain issues likely to require the Board's attention in the near future; the groups were as follows:

Group No. 1 (to consider matters related to the hiring of Executive Staff):
Ms. Cásarez, Mr. Contreras, Mr. Blackmon.

Group No. 2 (to consider matters related to the Technical Advisory Group, as defined in Article VIII of the Corporation's Certificate of Formation):
Ms. Thompson, Mr. Barrera, Ms. Johnson.

Group No. 3 (to consider matters related to the transition of assets from HPD to the Corporation): Ms. Lamboley, Ms. Cole, Mr. Allen.

P. Pursuant to Section 2.11 of the Bylaws, Mr. Hochberg appointed Ms. Richards as Acting Secretary of the meeting, which appointment was retroactive to Mr. Hochberg's initial call to order.

Q. After discussion, Mr. Hochberg announced that the next meeting of the Board is scheduled for July 9, 2012, beginning at 10:00 a.m., location to be determined.

The meeting ADJOURNED at 6:30 p.m.

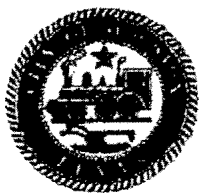
ATTACHMENT(S) INCORPORATED INTO AND MADE A PART OF THESE
MINUTES: Exhibit "1"

HOUSTON FORENSIC SCIENCE LGC, INC.

By:

A handwritten signature in cursive script, appearing to read "Patti Richards", is written over a horizontal line.

Patti Richards
Acting Secretary



CITY OF HOUSTON
Legal Department

Annise D. Parker
Mayor

P. O. Box 1562
Houston, Texas 77251-1562

Telephone - Dial 311
www.houston.tx.gov

June 11, 2012

David M. Feldman, City Attorney
City of Houston, Texas (the "City")

Hon. Scott Hochberg, Chairman
Board of Directors
Houston Forensic Science LGC, Inc. (the "Corporation")

Gentlemen:

Since June 2007, I have served the City as a First Assistant City Attorney, a position I hope and expect to maintain for several more years. Earlier today, Mayor Annise Parker, as authorized by Article VI(1) of the Corporation's Certificate of Formation, designated "the City Attorney, or his or her designee, as an ex-officio, non-voting member of the Corporation's Board of Directors." As you know, Mr. Feldman in turn has designated me to serve the Corporation in the said capacity. The purpose of this letter is to address issues that may arise as a result of my concurrent service to the City and to the Corporation, both of whom will be my clients.

Rule 1.06(b) of the Texas Disciplinary Rules of Professional Conduct provides in part that, except to the extent permitted by paragraph (c) of the same Rule,¹ a lawyer shall not represent a person if the representation

- (1) involves a substantially related matter in which that person's interests are materially and directly adverse to the interests of another client of the lawyer or the lawyer's firm; or
- (2) reasonably appears to be or become adversely limited by the lawyer's or law firm's responsibilities to another client

¹ Rule 1.06(c) states that "[a] lawyer may represent a client in the circumstances described in (b)" as long as

- (1) the lawyer reasonably believes the representation of each client will not be materially affected; and
- (2) each affected or potentially affected client consents to such representation after full disclosure of the existence, nature, implications, and possible adverse consequences of the common representation and the advantages involved, if any.

EXHIBIT

David M. Feldman
Hon. Scott Hochberg
June 11, 2012
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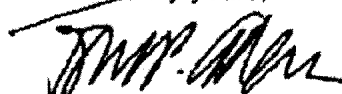
The extent to which Rule 1.06 may apply to an attorney representing both a local government corporation ("LGC") and the LGC's sponsoring local government is unclear, in part because LGCs are relatively new legal entities. It is reasonable to assume, however, that from time to time I will be expected to handle legal matters for the Corporation that are "substantially related" to matters in which I have represented or will represent the City. For example, the City and the Corporation may require agreements addressing funding, facilities, equipment, services, and similar topics. In these circumstances I will represent the Corporation's interests, not the City's, and it is foreseeable that such agreements will be "substantially related" to past matters I have handled for the City.

It appears unlikely, however, that my representation of the City will be "materially and directly adverse" to my representation of the Corporation, and equally unlikely that my representation of the Corporation will be "adversely limited" by my responsibilities (or by the Legal Department's responsibilities) to the City. Accordingly, at this juncture my providing legal services to both the City and the Corporation does not appear to be inconsistent with Rule 1.06(b). **I ask that you notify me as soon as possible if at any time the City or the Corporation disagrees with this conclusion, especially with regard to the negotiation and preparation of agreements between the two entities.**

Also, while providing legal services to the City and the Corporation I am likely to acquire "confidential information" (as defined by Rule 1.05(a) of the Texas Disciplinary Rules of Professional Conduct) from both entities. In keeping with Rule 1.05(c)(1), by this letter I request the City's express authorization to reveal the City's confidential information to the Corporation, but only if and to the extent necessary for my proper representation of the Corporation. I further request the Corporation's express authorization to reveal the Corporation's confidential information to the City, but only if and to the extent necessary for my proper representation of the City. **Please confirm the said authorizations by countersigning this letter where indicated below and returning the letter to me.**

I look forward to providing legal services to both the City and to the Corporation, both to the best of my ability. Please let me know if you have any questions whatsoever.

Very truly yours,



Tom P. Allen

David M. Feldman
Hon. Scott Hochberg
June 11, 2012
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AGREED:

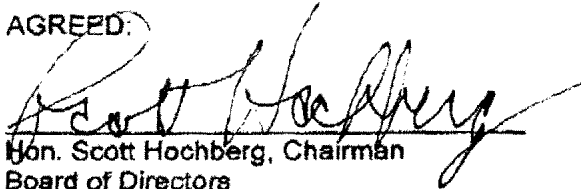


David M. Feldman, City Attorney
City of Houston, Texas

DATE SIGNED:

6-11-12

AGREED:



Hon. Scott Hochberg, Chairman
Board of Directors
Houston Forensic Science LGC, Inc.

DATE SIGNED:

6/15/12