

Houston Forensic Science LGC, Inc.

MEETING OF BOARD OF DIRECTORS
MINUTES

May 9, 2014

The undersigned, being the duly appointed Acting Secretary of the Houston Forensic Science, LGC, Inc., (the "Corporation"), hereby certifies that the following are true and correct minutes of the May 9, 2014 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 May 5, 2014, 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 Scott Hochberg, Chairman of the Board, at 9:00 a.m. on Friday, May 9, 2014, in the Council Annex Chambers, 900 Bagby St. (Public Level), Houston, Texas 77002.
- D. Ms. Wieringa called roll. The following Directors were present: Scott Hochberg, Nicole B. Cásarez, Hiram A. "Art" Contreras, Catherine Lamboley, Sandra Guerra Thompson, and Tom P. Allen (ex-officio).

The following Directors were absent: Dr. Enrique V. Barrera, Mr. Anthony T. Robinson, and Judge Willie E. B. Blackmon.

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

- E. Mr. Hochberg announced new Board member, Ms. Carolyn Hanahan. He noted that Ms. Hanahan's appointment to the Board would be effective during the week after the Board meeting. Mr. Hochberg provided a summary of Ms. Hanahan's credentials and welcomed her to the Board of Directors.
- F. Mr. Hochberg noted that a draft of the minutes of the Corporation's meeting on April 11, 2014 had been distributed to the Board. Mr. Contreras made a motion to approve the minutes of the April 11, 2014 minutes, and the motion was seconded by Ms. Thompson. The motion passed unanimously, and the minutes of the April 11, 2014 meeting were adopted.
- G. Mr. Hochberg asked if any members of the public wished to address the Board. Mr. Hochberg noted that no one asked to address the Board, and the meeting continued.

- H. Mr. Hochberg announced that the City of Houston honored Ms. Rios with the Bravo Award.
- I. President and CEO, Dr. Daniel Garner, provided a President's report to the Board. Dr. Garner discussed personnel status, corporate policies, quality assurance and case metrics reports, and technology updates. He provided a biography for Mr. Larry Depew, a digital forensics consultant, who would be visiting and conducting a presentation at the first Houston Forensic Science Center lectureship series event.
- J. CFO and Treasurer, Ms. Linda Harvey, provided a Treasurer's report. She introduced Ms. Leticia Quiroz, the new Manager of Cost Accounting, and provided a summary of her background and experience. Ms. Harvey reviewed the Compiled Financial Statements-Cash Basis for March 31, 2014.
- K. Ms. Lori Wilson, Acting Quality Assurance Manager for the Corporation conducted a presentation regarding laboratory quality control.
- L. Ms. Sandy Thompson provided a report to the Board regarding the Texas Criminal Justice Integrity Unit meeting on "Notification in the Wake of an 'Irregularity' in Criminal Case." Ms. Thompson reported on some of the discussions and suggestions that were presented at the meeting.
- M. Director of Human Resources, Ms. Caresse Young, provided a progress report on employee retirement benefits. Ms. Young noted that the contracts for the employee retirement benefits plan are still being reviewed. She explained that the corporation will not be able to participate in the City of Houston 457(b) plan. Ms. Young reported on the fees associated with the employee retirement benefits as well.
- N. Mr. Tom Allen presented on the discussion of proposed modification to the Certificate of Formation to be in accordance with Department of Justice requirements for access to CODIS database. Mr. Allen noted that this will require City Council approval before being filed with the Secretary of State. The Board discussed their concerns with this amendment and other possible long term solutions. Mr. Hochberg made a motion that the Board adopt the "Resolution Approving First Amendment of Certificate of Formation," and the motion was seconded by Ms. Thompson. Mr. Hochberg made a motion to amend the resolution to add the words "the analysis of forensic DNA evidence on behalf of criminal justice agencies, which analysis may involve". The amendment was adopted without objection. The Board discussed various other options and concerns. Mr. Hochberg's motion, as amended, passed unanimously. (The adopted Resolution is No. 2014-001.)
- O. CFO and Treasurer, Ms. Linda Harvey, presented the proposed modifications to the adopted FY '15 budget. Mr. Hochberg requested that with the new information available, the Board grant authority to change what will be presented to the City of Houston. Ms. Harvey presented the changes to the budget. Mr. Hochberg made a motion that the Board approve of the budget changes and also approve for additional reductions to be made in accordance with consensus of Dr. Garner, his staff, Mr. Hochberg, and Ms. Cáñez as they may become apparent between now

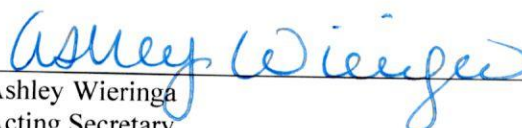
and the time the budget is discussed with Mr. Kelly Dowe. The motion was seconded by Ms. Lamboley, and the motion was unanimously approved.

P. Mr. Hochberg announced that the Board is obligated under the employment contract with Dr. Garner to conduct a performance evaluation; he proposed that this review be conducted at the June 13, 2014 meeting during a closed session. Mr. Hochberg requested a small working group consisting of Ms. Lamboley, Ms. Cáarez, and Ms. Hanahan meet to suggest a procedure for this evaluation.

Q. There being no other business, the meeting was ADJOURNED at 11:30 a.m.

Houston Forensic Science LGC, Inc.

By:


Ashley Wieringa
Acting Secretary

HOUSTON FORENSIC SCIENCE LGC, INC.

Resolution No. 2014- 001

**RESOLUTION APPROVING
FIRST AMENDMENT OF CERTIFICATE OF FORMATION**

WHEREAS, as authorized by the DNA Identification Act of 1994 (codified at 42 U.S.C. § 14132), the Federal Bureau of Investigation ("FBI") manages the national Combined DNA Index System ("CODIS"); and

WHEREAS, a central purpose of Houston Forensic Science LGC, Inc. ("HFSLGC" or the "Corporation") is "to operate an independent center providing ... accurate and timely analysis of forensic evidence"; and

WHEREAS, access to CODIS is essential to the Corporation's fulfillment of the said purpose; and

WHEREAS, the FBI has advised HFSLGC that the Corporation may not access CODIS unless the Corporation amends its Certificate of Formation to help ensure the Corporation's compliance with the quality control and privacy requirements of the DNA Identification Act; and

WHEREAS, to comply with the FBI's instructions, the Corporation has prepared a Certificate of Amendment to the Corporation's Certificate of Formation (the "Amendment," an unsigned copy of which is attached to this Resolution as Exhibit "A" and incorporated herein for all purposes); **NOW, THEREFORE**;

BE IT RESOLVED BY THE DIRECTORS OF THE CORPORATION:

Section 1. That the Corporation APPROVES the Amendment to the Corporation's Certificate of Formation in the form attached hereto as Exhibit "A";

Section 2. That, in keeping with Article XIV of the Corporation's Certificate of Formation, HFSLGC requests the consent of the Houston City Council to the filing of the said Amendment with the Secretary of State of Texas;

Section 3. That, after the Houston City Council has so consented, the

Corporation instructs the Executive Director of the Corporation to execute the said Amendment and to file the Amendment with the Secretary of State, together with any required filing fee.

Section 4. That this Resolution shall take effect immediately upon its adoption by the Board of Directors.

ADOPTED this 9 day of May, 2014.

CERTIFICATE

The undersigned hereby certifies that this Resolution 2014-001 was duly adopted by the Board of Directors of Houston Forensic Science LGC, Inc., on the 9 day of May, 2014.

Executed this 13 day of May, 2014.

Ashley Wieringa
(Signature)

Ashley Wieringa
(Printed Name of Secretary or Acting Secretary)

Form 424
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See instructions



This space reserved for office use.

Certificate of Amendment

Entity Information

The name of the filing entity is:

Houston Forensic Science LGC, Inc.

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- | | |
|---|---|
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Professional Corporation |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership |

The file number issued to the filing entity by the secretary of state is: 801620684

The date of formation of the entity is: June 26, 2012

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

EXHIBIT "A"

Registered Agent
(Complete either A or B, but not both. Also complete C.)

☐ A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

☐ B. The registered agent is an individual resident of the state whose name is:

First Name	MI	Last Name	Suffix
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The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

Street Address (No P.O. Box)	City	TX State	Zip Code
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3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

☒ Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

New ARTICLE IV(D):

D. To the extent authorized by the DNA Identification Act of 1994, 42 U.S.C. § 14132, the Corporation may engage in the analysis of forensic DNA evidence on behalf of criminal justice agencies, which analysis may involve access to the Combined DNA Index System ("CODIS") established and managed by the Federal Bureau of Investigation. With regard to every such activity the Corporation shall comply with:

1. The quality control requirements stated in 42 U.S.C. § 14132(b)(1) & (2); and
2. The privacy requirements stated in 42 U.S.C. § 14132(b)(3), specifically including the requirement that stored DNA samples and DNA analyses be disclosed only:
 - (a) to criminal justice agencies for law enforcement identification purposes;
 - (b) in judicial proceedings, if otherwise admissible pursuant to applicable statutes or rules;
 - (c) for criminal defense purposes, to a defendant, who shall have access to samples and analyses performed in connection with the case in which such defendant is charged; or
 - (d) if personally identifiable information is removed, for a population statistics database, for identification research and protocol development purposes, or for quality control purposes.

☐ **Alter** each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

☐ **Delete** each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing (Select either A, B, or C.)

- A. ☒ This document becomes effective when the document is filed by the secretary of state.
B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: _____

By: _____

Signature of authorized person

Daniel D. Garner, Ph.D.
President and Chief Executive Officer
Houston Forensic Science LGC, Inc.

Printed or typed name of authorized person (see instructions)