The City Council of the City of Bellaire, Texas, met in Special Session on Monday, March 28, 2011, in the Council Conference Room, First Floor of City Hall, 7008 South Rice Avenue, Bellaire, Texas 77401, for the following purpose(s):

A. CALL TO ORDER AND ANNOUNCEMENT OF A QUORUM – Mayor Cindy Siegel.

Mayor Siegel called the City Council of the City of Bellaire, Texas, to order at 6:17 p.m. on Monday, March 28, 2011.

Also present were Mayor Pro Tem Phil Nauert, Councilmen James P. Avioli, Sr., and Andrew Friedberg, Councilwoman Mandy Nathan, and City Clerk Tracy L. Dutton. Councilman Parker arrived at 6:17 p.m. Councilman Will Hickman was absent.

Councilman Parker recused himself from the discussion and evaluation of nominees to be considered for designation by the City Council to serve on the Board of Directors of the Conservancy due to a business-related conflict of interest.

B. CONSIDERATION of and possible action on the approval of the formation of the Evelyn’s Park Conservancy as a 501(c)(3) corporation.

Note: This agenda item was discussed later in the meeting. See pages 4-6 of these minutes.

C. CONSIDERATION of and possible action on the adoption of an ordinance of the City Council of the City of Bellaire, Texas, for the purpose of designating four (4) members to serve on the Board of Directors of the Evelyn’s Park Conservancy, two (2) members of which will serve a term expiring on June 30, 2012, and two (2) members of which will serve a term commencing on the date of incorporation of the Evelyn’s Park Conservancy and expiring on June 30, 2013.

Members of City Council discussed and evaluated the various nominees who had applied for an appointment to the Board of Directors of the Evelyn’s Park Conservancy. Those nominees were as follows (in alphabetical order): Jamie
Allen, Doug Christians, Marybeth Flaherty, Dean D. Hunt, Ronnie Karkowsky, Leslie Little, and Lou Waters.

Upon a discussion regarding the process by which City Council would make their selection of two persons from among those nominated, it was decided that each member of City Council would select two (2) persons from a list or ballot form prepared by the City Clerk. After City Council selected two (2) persons based on a majority vote, City Council would then vote on which of the two (2) persons selected would serve a longer initial term.

Mayor Siegel read the ballot forms into the record as follows:

<table>
<thead>
<tr>
<th>Member of City Council</th>
<th>Nominees Selected</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mayor Siegel</td>
<td>Jamie Allen</td>
</tr>
<tr>
<td></td>
<td>Lou Waters</td>
</tr>
<tr>
<td>Mayor Pro Tem Nauert</td>
<td>Marybeth Flaherty</td>
</tr>
<tr>
<td></td>
<td>Lou Waters</td>
</tr>
<tr>
<td>Councilman Avioli</td>
<td>Dean D. Hunt</td>
</tr>
<tr>
<td></td>
<td>Lou Waters</td>
</tr>
<tr>
<td>Councilman Friedberg</td>
<td>Marybeth Flaherty</td>
</tr>
<tr>
<td></td>
<td>Lou Waters</td>
</tr>
<tr>
<td>Councilwoman Nathan</td>
<td>Marybeth Flaherty</td>
</tr>
<tr>
<td></td>
<td>Lou Waters</td>
</tr>
</tbody>
</table>

The votes were tallied as follows:

- Jamie Allen: 1
- Marybeth Flaherty: 3
- Dean D. Hunt: 1
- Lou Waters: 5

Since four (4) votes were needed to form a majority, Lou Waters was noted to be one of the persons to be appointed to the Board of Directors of the Evelyn’s Park Conservancy. A second vote was taken on another ballot form, the results of which were read into the record by Mayor Siegel as follows:

<table>
<thead>
<tr>
<th>Member of City Council</th>
<th>Nominee Selected</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mayor Siegel</td>
<td>Jamie Allen</td>
</tr>
</tbody>
</table>
Member of City Council  
Mayor Pro Tem Nauert  
Councilman Avioli  
Councilman Friedberg  
Councilwoman Nathan  

Nominee Selected  
Marybeth Flaherty  
Dean D. Hunt  
Marybeth Flaherty  
Marybeth Flaherty  

The votes were tallied as follows:

Jamie Allen 1  
Marybeth Flaherty 3  
Dean D. Hunt 1  

Mayor Siegel indicated that she would change her vote to Marybeth Flaherty, therefore, Marybeth Flaherty received 4 votes and became the second person to be appointed to the Board of Directors of the Evelyn’s Park Conservancy.

Members of City Council next considered which member to appoint for the shorter term and which member to appoint for the longer term. After noting that Marybeth Flaherty’s service to the City was well known to all through her most recent service on and to the Patrons for Bellaire Parks, Councilwoman Nathan moved to appoint Marybeth Flaherty for the longer term expiring on June 30, 2013, and Lou Waters for the shorter term expiring on June 30, 2012. Councilman Friedberg seconded the motion. The motion carried unanimously on a 5-0 vote as follows:

FOR: Mayor Siegel, Mayor Pro Tem Nauert, Councilmen Avioli and Friedberg, Councilwoman Nathan  

OPPOSED: None  

ABSENT: Councilman Hickman  

ABSTAIN: Councilman Parker*  

* As noted previously in these minutes, Councilman Parker recused himself from the discussion and evaluation of nominees to be considered for designation by the City Council to serve on the Board of Directors of the Conservancy due to a business-related conflict of interest.

Mayor Pro Tem Nauert moved to adopt an ordinance of the City Council of the City of Bellaire, Texas, for the purpose of designating four (4)
members to serve on the Board of Directors of the Evelyn’s Park Conservancy, two (2) members of which, Cindy Siegel and Lou Waters, will serve a term commencing on the date of incorporation of the Evelyn’s Park Conservancy and expiring on June 30, 2012, and two (2) members of which, Kim Padgett and Marybeth Flaherty will serve a term commencing on the date of incorporation of the Evelyn’s Park Conservancy and expiring on June 30, 2013. Councilman Friedberg seconded the motion. The motion carried unanimously on a 5-0 vote as follows:

FOR: Mayor *Siegel*, Mayor Pro Tem *Nauert*, Councilmen *Avioli* and *Friedberg*, Councilwoman *Nathan*

OPPOSED: None

ABSENT: Councilman *Hickman*

ABSTAIN: Councilman *Parker* *

* As noted previously in these minutes, Councilman Parker recused himself from the discussion and evaluation of nominees to be considered for designation by the City Council to serve on the Board of Directors of the Conservancy due to a business-related conflict of interest.

B. CONSIDERATION of and possible action on the approval of the formation of the Evelyn’s Park Conservancy as a 501(c)(3) corporation.

Councilman *Parker* joined City Council for discussion and action related to the formation of the Evelyn’s Park Conservancy. For purposes of opening the floor for discussion, Councilman Parker moved to approve the formation of the Evelyn’s Park Conservancy as a 501(c)(3) corporation through the approval of a Certificate of Formation of Evelyn’s Park Conservancy and By-Laws of Evelyn’s Park Conservancy. Mayor Pro Tem *Nauert* seconded the motion.

Members of City Council discussed various sections of the Certificate of Formation and By-Laws of Evelyn’s Park Conservancy and made suggestions or recommendations to address their concerns or issues. One of the recommendations was related to a minor typographical error in the use of the word “therefore.” Councilman Friedberg pointed out that the correct use and spelling of the word should be “therefor” (i.e., no “e” at the end). The word appeared specifically in the By-Laws of Evelyn’s Park Conservancy, Article VI – Committees, Section 2, Committee of Directors, on page 12 and in Article IV – Board of Directors, Section 14, Compensation, on page 7. City Clerk Dutton was asked to let City Attorney Alan Petrov know of those changes and
to request that he perform a global search for any other occurrences of the word that might need to be corrected.

Councilmen Avioli and Parker expressed their concerns with the By-Laws of Evelyn’s Park Conservancy, more specifically, with Article IV – Board of Directors, Section 14, Compensation. Councilman Parker moved that the following change be made to the first sentence in Section 14 (portion to be omitted has been struck through): Directors as such shall not receive any stated salaries or other compensation for their services, but by resolution of the Board may be reimbursed for actual expenses of attendance, if any, at a meeting of the Board. Councilman Avioli seconded the motion.

Discussion continued wherein instances were noted where Directors might incur appropriate expenses on behalf of the Conservancy and need to seek reimbursement. Additionally, it was noted that City Council could remove one or more of their Directors with or without cause if compensation or expenditures by Directors were to become an issue.

Following the discussion of compensation for the Board of Directors, Councilman Friedberg moved to call the question. Mayor Pro Tem Nauert seconded the motion to call the question. The motion carried on a 5-1 vote as follows:

FOR: Mayor Siegel, Mayor Pro Tem Nauert, Councilmen Avioli and Friedberg, Councilwoman Nathan

OPPOSED: Councilman Parker

ABSENT: Councilman Hickman

Mayor Siegel called for a vote on the motion, which failed on a 2-4 vote as follows:

FOR: Councilmen Avioli and Parker

OPPOSED: Mayor Siegel, Mayor Pro Tem Nauert, Councilman Friedberg, Councilwoman Nathan

ABSENT: Councilman Hickman

Discussion next centered on dissolution of the Conservancy and the subsequent distribution of assets. Councilwoman Nathan suggested naming a 501(c)(3) organization within the By-Laws, Article XI – Winding Up and Dissolution, Section 1, Winding Up and Dissolution. Councilman Friedberg indicated that he was uncomfortable naming an organization and felt that this was a concern to be considered by the Board of Directors of the Conservancy.
Following the above-referenced discussions, it was determined that any changes desired by a member or members of City Council to the Certificate of Formation and/or By-Laws of the Evelyn’s Park Conservancy should be carried forward in memorandum form as recommendations to be considered by the initial Board of Directors of the Evelyn’s Park Conservancy. The memorandum would also be forwarded to The Jerry and Maury Rubenstein Foundation.

Councilman Parker moved that the Board of Directors be informed that the City Council had an expectation that the public would be regularly engaged in meetings related to the development of Evelyn’s Park and that input would be sought from the Bellaire community. Councilman Avioli seconded the motion. The motion carried unanimously on a 6-0 vote as follows:

FOR: Mayor Siegel, Mayor Pro Tem Nauert, Councilmen Avioli, Parker and Friedberg, Councilwoman Nathan

OPPOSED: None

ABSENT: Councilman Hickman

City Clerk Dutton was directed to craft a memorandum for City Council’s consideration relating their suggestions and concerns, as discussed this evening, to the Board of Directors of the Evelyn’s Park Conservancy and to The Jerry and Maury Rubenstein Foundation.

Mayor Siegel called for a vote on the formation of the Evelyn’s Park Conservancy as a 501(c)(3) corporation through the approval of a Certificate of Formation of Evelyn’s Park Conservancy and By-Laws of Evelyn’s Park Conservancy, as amended. The motion, as amended, carried unanimously on a 6-0 vote as follows:

FOR: Mayor Siegel, Mayor Pro Tem Nauert, Councilmen Avioli, Parker and Friedberg, Councilwoman Nathan

OPPOSED: None

ABSENT: Councilman Hickman

D. ADJOURNMENT.

Upon a motion duly made and seconded, the Bellaire City Council
unanimously voted to adjourn the Special Session at 7:35 p.m. on Monday, March 28, 2011.

Respectfully submitted,

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Tracy L. Dutton, TRMC
City Clerk
City of Bellaire, Texas

Approved:

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Cynthia Siegel, Mayor
City of Bellaire, Texas