

Brian Darby, Board Member
Angie Grimm, Board Member
David Thompson, Board Member



Carl E. Gierisch, Jr., President

Vacant, Board Member
Linda P. Evans, Board Member
Albert D. Hammack, Board Member

**AL & LULA MAE SLAUGHTER
PARK FOUNDATION AGENDA
AUGUST 26, 2024
7:00 PM**

**500 S. OAK STREET
ROANOKE, TEXAS 76262**

A. CALL TO ORDER

B. PUBLIC INPUT

This item is available for citizens to address the Al and Lula Mae Slaughter Park Foundation on any issues that are not the subject of a public hearing. No action by law may be taken on the topic. The presiding officer reserves the right to impose a time limit on this portion of the agenda.

C. APPROVAL OF THE MINUTES

1. Consideration and action on approval of the minutes from the regular Al and Lula Mae Slaughter Park Foundation meeting held on November 9, 2015.

D. NEW BUSINESS

1. Consideration and action on Resolution No. 2024-105R-SPF authorizing and approving the Certificate of Termination of the Al and Lula Mae Slaughter Park Foundation, and authorizing the filing of any and all documents with any and all appropriate agencies terminating the Al and Lula Mae Slaughter Park Foundation, and all related actions thereto.

E. ADJOURNMENT

CERTIFICATION



AGENDA FOR THE AL AND LULA MAE
SLAUGHTER PARK FOUNDATION

August 26, 2024
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I certify that the above notice was posted at City Hall, 500 South Oak Street, Roanoke, Texas, on Thursday, August 22, 2024, by 5:00 pm, in accordance with Chapter 551, Texas Government Code.

April S. Hill, City Secretary

*Any person planning to attend this meeting that may require auxiliary aids or services should request accommodations two (2) days prior to the meeting by calling (817) 491-8152. **BRaille IS NOT AVAILABLE.**

A public wireless network is now available in the Council Chambers for use during meetings. It is available from 7am to 11pm Monday thru Friday. The name of the network is: COR-Guests



AI & Lula Mae Slaughter Park Foundation **AGENDA ITEM**

TO: Slaughter Park Foundation Members

SUBJECT: 11/09/2015 - SPF Minutes

MEETING DATE: August 26, 2024

DEPARTMENT: City Secretary

ITEM SUMMARY:

Consideration and action on approval of the minutes from the regular AI and Lula Mae Slaughter Park Foundation meeting held on November 9, 2015.

INFORMATION:

STAFF RECOMMENDATION:

SPECIAL CONSIDERATION:

FINANCIAL CONSIDERATION:

ATTACHMENTS:

1. SPF Minutes 11-09-2015



Linda Evans, Vice-President
Scott Campbell, Treasurer/Secretary

Carl E. Gierisch, Jr., President

Kirby Smith, Director
Gloria Slaughter Hammack, Director

**AL AND LULA MAE SLAUGHTER
PARK FOUNDATION MINUTES
NOVEMBER 9, 2015
2:30 P.M.**

**ROANOKE CITY HALL
108 S. OAK STREET
ROANOKE, TEXAS 76262**

PRESENT: President Carl E. Gierisch, Jr., Vice-President Linda Evans, and Directors:
Gloria Slaughter Hammack, and Kirby Smith.

DEPT STAFF: City Secretary April S. Hill

ABSENT: Treasurer/Secretary Scott Campbell.

A. CALL TO ORDER

President Gierisch called the meeting to order at 2:30 p.m.

B. APPROVAL OF THE MINUTES

1. Motion made by Linda Evans second by Kirby Smith to approve the October 12, 2015 Al and Lula Mae Slaughter Park Foundation Minutes, with correction.
Motion carried unanimously.

C. NEW BUSINESS

1. Motion made by Kirby Smith second by Linda Evans to accept the Financial Report ending September 30, 2015.
Motion carried unanimously.
2. Motion made by Gloria Slaughter Hammack second by Linda Evans recommending Albert Hammack and Dion Jones for appointment to the Al and Lula Mae Slaughter Park Foundation Board.
Motion carried unanimously.
3. Present concepts of Al and Lula Mae Slaughter Park Plan.

President Gierisch gave an overview of the conceptual plan being presented. Mr. Gierisch introduced the Parks & Recreation Director Ronnie Angel and David Speicher of WadeTrim Engineering, who has created the conceptual drawings being presented. Mr. Gierisch further stated that great consideration has gone into determining what would be most beneficial to the park in addition to the residents of the nearby neighborhood.



**MINUTES FOR THE REGULAR MEETING
OF THE AL AND LULA MAE
SLAUGHTER PARK FOUNDATION**

**November 9, 2015
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Mr. Angel and Mr. Speicher explained that during the design of the concept plan, consideration was given to placing the parking lot along the west side of the property, however they had issues with the 100 year floodplain. Mr. Speicher determined the parking lot should not be located within the floodplain, therefore the concept plan depicts the parking lot on the south side of the property. Mr. Angel stated that they were waiting for more direction before putting the amenities (soccer/ball fields) in the rendering.

Several residents (names not given) of the Briarwyck Addition asked where the parking lots would be located.

Mr. Angel explained that the parking area is 200 feet from the nearest home.

David Speicher, Vice President of Wade Trim Engineering, explained that there is a 100 year flood plain located further back and this is why they chose this specific location for the parking area. Mr. Speicher further explained how they planned to utilize the flood plain for an ecological park with ponds and natural trails. There will be native plants/vegetation that is indigenous to the area and will clarify the storm runoff water naturally.

Male Briarwyck resident (name not given) asked if the ponds on the rendering were already located there, or will they be manmade ponds.

Mr. Speicher stated that the ponds would be manmade and are not made to hold water, but rather to filter the water and let it run through.

Female Briarwyck resident (name not given) asked how the access entrances to the park will be laid out.

Mr. Speicher stated that it is still in the conceptual planning phase at this time.

After much discussion of the various types of fields and parking, several residents (names not given) expressed their concerns with traffic and lighting. A resident stated that this will devalue the property.

President Gierisch stated that this concept plan was put together addressing concerns of residents in the Briarwyck Addition.

Male Briarwyck resident stated that if the concerns have been addressed, what about residents who do not want a park to go there.

President Gierisch explained that the property was designated as parkland before Briarwyck was built, as the land was donated for this purpose.

4. Discuss and receive direction on the Al and Lula Mae Slaughter Park Plan.

President Gierisch asked if the board had enough input to put together a plan.



**MINUTES FOR THE REGULAR MEETING
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SLAUGHTER PARK FOUNDATION**

**November 9, 2015
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John Hammack explained the history of the concept for this park, on behalf of the Slaughter family. The original intention of the park was to add much needed practice fields.

President Gierisch stated that they are trying to be sensitive to all the concerns before making a final decision.

President Gierisch thanked everyone for attending the meeting.

The board decided to hold the next meeting on Monday, January 11, 2016.

D. ADJOURNMENT

1. Motion made by Kirby Smith second by Gloria Slaughter Hammack to adjourn the meeting at 3:28 p.m.
Motion carried unanimously.

Carl E. Gierisch, Jr., President

April S. Hill, City Secretary



Al & Lula Mae Slaughter Park Foundation **AGENDA ITEM**

TO: SPF Board Members

SUBJECT: RES NO 2024-105R-SPF - Termination of Board

MEETING DATE: August 26, 2024

DEPARTMENT: Administration

ITEM SUMMARY:

Consideration and action on Resolution No. 2024-105R-SPF authorizing and approving the Certificate of Termination of the Al and Lula Mae Slaughter Park Foundation, and authorizing the filing of any and all documents with any and all appropriate agencies terminating the Al and Lula Mae Slaughter Park Foundation, and all related actions thereto.

INFORMATION:

On Wednesday, May 29, 2024, staff had a phone conversation with Albert Hammack and Eddie Baggs, representing the family of Al & Lula Mae Slaughter, regarding the status of the Slaughter Park Foundation. Due to the fact that the Foundation hasn't met since 2015 and several members of the existing board are no longer able to serve, it was requested by Mr. Hammack and Mr. Baggs that the City take action to terminate the existing board and allow the current Park Board to absorb the responsibilities of continuing the planning efforts for the donated property, known as Al and Lula Mae Slaughter Park and that all future communication regarding the planning efforts be recorded in the minutes of the Parks and Recreation Board so that the family can stay informed of the progress. Mr. Hammack also requested verification of the fund balance in the Foundation's 501c3, which at the time had a fund balance of \$477,634, and expressed his clear concern that the existing funds be specifically earmarked for park amenities and not for hardscape infrastructure such as parking lots or roadways into the property.

STAFF RECOMMENDATION:

Approval of Resolution No. 2024-105R-SPF will allow this action to occur and fulfill the request of the Slaughter family, allowing the Roanoke Parks and Recreation Board, with the support of staff, to move forward on park planning efforts and eventual park development on the property.



Al & Lula Mae Slaughter Park Foundation AGENDA ITEM

SPECIAL CONSIDERATION:

FINANCIAL CONSIDERATION:

ATTACHMENTS:

1. RES NO 2024-105R-SPF - Board Reso - Authorizing Termination of Slaughter Park Foundation - jlm draft - 070124 (1)
2. Texas SOS - Form for Termination - Non-profit corporation - Form 652
3. SOS Form 652 - extra page - listing board members

RESOLUTION NO. 2024-105R – SPF

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE AL AND LULA MAE SLAUGHTER PARK FOUNDATION, A TEXAS NON-PROFIT CORPORATION, AUTHORIZING AND APPROVING THE TEXAS SECRETARY OF STATE'S CERTIFICATE OF TERMINATION OF THE AL AND LULA MAE SLAUGHTER PARK FOUNDATION, WHICH IS ATTACHED HERETO AS EXHIBIT "A"; AUTHORIZING AND APPROVING THE TERMINATION OF THE AL AND LULA MAE SLAUGHTER PARK FOUNDATION; AUTHORIZING THE PRESIDENT, CITY MANAGER, MAYOR, CITY ATTORNEY, AND CITY STAFF TO FILE ANY AND ALL DOCUMENTS WITH ANY AND ALL APPROPRIATE AGENCIES TERMINATING THE AL AND LULA MAE SLAUGHTER PARK FOUNDATION; AUTHORIZING ANY REMAINING ASSETS OF THE AL AND LULA MAE SLAUGHTER PARK FOUNDATION REMAIN WITH THE CITY OF ROANOKE, TEXAS, FOR THE AUTHORIZED PURPOSES OF THE AL AND LULA MAE SLAUGHTER PARK; AND PROVIDING FOR AN IMMEDIATE EFFECTIVE DATE.

WHEREAS, on or about February 19, 2009, the Al and Lula Mae Slaughter Park Foundation was incorporated as a Texas non-profit corporation for the public purpose of the Al and Lula Mae Slaughter Park, a municipal public park, located within the City of Roanoke, Texas, for the following purposes: (1) public park facilities; (2) public park improvements; (3) specific recreation and public park programs; and (4) year round maintenance of the Al and Lula Mae Slaughter Park (hereinafter referred to as the "Authorized Purposes"); and

WHEREAS, the Board of Directors of the Al and Lula Mae Slaughter Park Foundation now desire to terminate said park foundation.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE AL AND LULA MAE SLAUGHTER PARK FOUNDATION, ROANOKE, TEXAS:

Section 1. That the foregoing recitals are hereby found to be true and correct legislative findings of the Board of Directors of the Al and Lula Mae Slaughter Park Foundation, and are fully incorporated into the body of this Resolution.

Section 2. That the Board of Directors of the Al and Lula Mae Slaughter Park Foundation do hereby approve the Certificate of Termination for the Al and Lula Mae Slaughter Park Foundation, attached hereto as ***Exhibit A*** of this Resolution, and authorize the filing of said Certificate of Termination with the Texas Secretary of State's office.

Section 3. That the Board of Directors of the Al and Lula Mae Slaughter Park Foundation do hereby authorize the President, Mayor of the City of Roanoke, Texas, City Manager of the City of Roanoke, Texas, City Attorney and City staff to execute and file with all appropriate agencies any and all documents necessary for the termination of the Al and Lula Mae Slaughter Park Foundation.

Section 4. That the Board of Directors of the Al and Lula Mae Slaughter Park Foundation do hereby authorize any remaining assets of the Al and Lula Mae Slaughter Park Foundation remain with the City of Roanoke, Texas, for the public purpose and use towards the Authorized Purposes of the Al and Lula Mae Slaughter Park Foundation.

Section 5. This Resolution shall become effective from and after its passage.

DULY RESOLVED by the Board of Directors of the Al and Lula Mae Slaughter Park Foundation, on this the 26TH day of August, 2024.

APPROVED:

Carl E. Gierisch, Jr., President

Exhibit A

[Certificate of Termination of the
Al and Lula Mae Slaughter Park Foundation]

[Texas Secretary of State Form 652]

Form 652—General Information
(Certificate of Termination of a Domestic Nonprofit Corporation or Cooperative Association)

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant code provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.

Commentary

When the owners, members or governing authority of a domestic entity have determined that the existence of an entity should terminate, or there is an occurrence of an event specified in the governing documents requiring the winding up, dissolution or termination of a domestic entity, the entity should follow the procedures for winding up the business and affairs of the entity in the manner provided in chapter 11 of the Texas Business Organizations Code (BOC). On completion of the winding up process, a filing entity must file a certificate of termination with the secretary of state. *This form is only applicable to the termination of a nonprofit corporation or a cooperative association.*

Instructions for Form

- **Items 1-4—Entity Information:** The certificate of termination must contain the legal name of the entity and the file number assigned by the secretary of state. It is recommended that the entity type and date of formation be provided to facilitate processing of the document. *Note that this form should only be used for the termination of a nonprofit corporation or a cooperative association.*
- **Item 5—Governing Persons:** The certificate of termination must set forth the name and address of each of the filing entity's governing persons. In general, a nonprofit corporation must have at least three directors, and a cooperative association must have three liquidating trustees. Set forth the name of the individual in the format specified. Do not use prefixes (e.g., Mr., Mrs., Ms.). Use the suffix box only for titles of lineage (e.g., Jr., Sr., III) and not for other suffixes or titles (e.g., M.D., Ph.D.). An address is always required for each governing person.

Please note that a document on file with the secretary of state is a public record that is subject to public access and disclosure. When providing address information for governing persons, use a business or post office box address rather than a residence address if privacy concerns are an issue.

- **Item 6—Event Requiring Winding Up:** The certificate of termination must state the nature of the event requiring winding up of the entity. Sections 11.051 to 11.059 of the BOC contain provisions relating to the winding up of a domestic entity. Section 11.051 provides that winding up of a domestic entity is required on the approval of a voluntary decision to wind up the entity (option A); the expiration of the entity's period of duration as specified in its certificate of formation (option B), the occurrence of an event specified in the governing documents requiring winding up (option C), the occurrence of an event specified by the BOC requiring winding up (option D), or a decree by a court requiring winding up or dissolution of the entity rendered under the BOC or other law (option E).

Select the applicable event requiring the winding up or termination of the entity. *The secretary of state will reject a certificate of termination if item 6 is not completed.*

- **Statement Regarding Completion of Winding Up:** The certificate of termination must provide that the filing entity has complied with the provisions of the BOC governing its winding up. Please review the winding up procedures in subchapter B of chapter 11 of the BOC and any supplemental winding up procedures that may apply to the filing entity.
- **Supplemental Information Required for a Nonprofit Corporation:** The certificate of termination of a nonprofit corporation must contain a statement that:
 - (1) Any property of the nonprofit corporation has been transferred, conveyed, applied, or distributed in accordance with chapters 11 and 22 of the BOC.
 - (2) There is no suit pending against the nonprofit corporation or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against the nonprofit corporation in a pending suit.
 - (3) If the nonprofit corporation received and held property permitted to be used only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but the nonprofit corporation did not hold the property on a condition requiring return, transfer, or conveyance because of the winding up and termination, the distribution of that property has been effected in accordance with a plan of distribution adopted in compliance with the BOC for the distribution of that property.
- **Effectiveness of Filing:** A certificate of termination becomes effective when filed by the secretary of state (option A). However, pursuant to sections 4.052 and 4.053 of the BOC the effectiveness of the instrument may be delayed to a date not more than ninety (90) days from the date the instrument is signed (option B). The effectiveness of the instrument also may be delayed on the occurrence of a future event or fact, other than the passage of time (option C). If option C is selected, you must state the manner in which the event or fact will cause the instrument to take effect and the date of the 90th day after the date the instrument is signed. In order for the certificate to take effect under option C, the entity must, within ninety (90) days of the filing of the certificate, file a statement with the secretary of state regarding the event or fact pursuant to section 4.055 of the BOC.

On the filing of a document with a delayed effective date or condition, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective or evidence that the effectiveness was conditioned on the occurrence of a future event or fact. In addition, at the time of such filing, the status of the filing entity will be shown as “voluntarily terminated” on the records of the secretary of state.

- **Execution:** Pursuant to section 4.001 of the BOC, the certificate of termination must be signed by a person authorized by the BOC to act on behalf of the entity in regard to the filing instrument.

A certificate of termination filed by a nonprofit corporation should be signed by an officer of the corporation (BOC § 20.001).

A certificate of termination filed by a cooperative association should be signed by an officer of the cooperative or by one or more of the persons designated as a liquidating trustee under section 251.401 of the BOC (BOC § 251.402).

A certificate of termination need not be notarized. However, before signing, please read the statements on this form carefully. *A person commits an offense under section 4.008 of the BOC if the*

person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person's intent is to harm or defraud another, in which case the offense is a state jail felony.

- **Payment and Delivery Instructions:** The filing fee for a certificate of termination for a nonprofit corporation or cooperative association is **\$5**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or American Express, Discover, MasterCard, and Visa credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (Form 807). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

Revised 05/11

Form 652
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$5



This space reserved for office use.

**Certificate of Termination
of a Domestic
Nonprofit Corporation or
Cooperative Association**

Entity Information

1. The name of the domestic entity is:
Al and Lula Mae Slaughter Park Foundation
2. The entity is organized under Texas law as a ☒ nonprofit corporation ☐ cooperative association.
3. The date of formation of the entity is: February 19, 2009
4. The file number issued to the entity by the secretary of state is: 801088956

Governing Persons

5. The names and addresses of each of the entity's governing persons are: (see instructions)

GOVERNING PERSON 1

NAME (Enter the name of either an individual or an organization, but not both.)

IF INDIVIDUAL

Carl	E	Gierisch	Jr
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>

OR

IF ORGANIZATION

Organization Name

ADDRESS

500 S. Oak Street	Roanoke	TX	USA	76262
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

GOVERNING PERSON 2

NAME (Enter the name of either an individual or an organization, but not both.)

IF INDIVIDUAL

Angie		Grimm	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>

OR

IF ORGANIZATION

Organization Name

ADDRESS

500 S. Oak Street	Roanoke	TX	USA	76262
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

GOVERNING PERSON 3					
NAME (Enter the name of either an individual or an organization, but not both.)					
IF INDIVIDUAL					
Linda	P	Evans			
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>	
OR					
IF ORGANIZATION					
<i>Organization Name</i>					
ADDRESS					
500 S. Oak Street	Roanoke	TX	USA	76262	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>	

GOVERNING PERSON 4					
NAME (Enter the name of either an individual or an organization, but not both.)					
IF INDIVIDUAL					
Brian		Darby			
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>	
OR					
IF ORGANIZATION					
<i>Organization Name</i>					
ADDRESS					
500 S. Oak Street	Roanoke	TX	USA	76262	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>	

Event Requiring Winding Up

(See instructions.)

6. The nature of the event requiring winding up is set forth below: (Select either A, B, C, D, or E.)

- ☒ A. A voluntary decision to wind up the entity has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.
- ☐ B. The period of duration specified in the governing documents of the entity has expired.
- ☐ C. The occurrence of an event specified in the governing documents of the entity that requires the winding up, dissolution, or termination of the entity
- ☐ D. The occurrence of an event specified in the Texas Business Organizations Code that requires the winding up, dissolution, or termination of the entity
- OR**
- ☐ E. A court decree requiring the winding up, dissolution, or termination of the entity has been rendered under the provisions of the Texas Business Organizations Code or other law.

Completion of Winding Up

7. The filing entity has complied with the provisions of the Texas Business Organizations Code governing its winding up.

Supplemental Information Required For a Nonprofit Corporation

The undersigned authorized person acting on behalf of the named nonprofit corporation certifies that:

1. Any property of the nonprofit corporation has been transferred, conveyed, applied, or distributed in accordance with chapter 11 and chapter 22 of the Texas Business Organizations Code.
2. There is no suit pending against the nonprofit corporation or that adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against the nonprofit corporation in a pending suit.
3. If the nonprofit corporation received and held property permitted to be used only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but the nonprofit corporation did not hold the property on a condition requiring return, transfer, or conveyance because of the winding up and termination, that the distribution of that property has been effected in accordance with a plan of distribution adopted in compliance with the BOC for the distribution of that property.

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 the 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: _____

A person authorized by law to execute the filing instrument
(see instructions)

Printed or typed name of authorized person

GOVERNING PERSON 5

NAME:

David Thompson

500 S. Oak Street Roanoke TX USA 76262

GOVERNING PERSON 6

NAME:

Albert D. Hammack

500 S. Oak Street Roanoke TX USA 76262