

CONCERNED CITIZENS FOR WASHINGTON CEMETERY CARE, INC.

SPECIAL CCWCC MEMBERSHIP MEETING Sunday, March 14, 1999, 3:00 p.m. Central Congregational Church, 3410 Austin at Holman

Concerned Citizens for Washington Cemetery Care, Inc.

President
Herman Lauhoff

Vice President
Burt Ballanfant

**Recording
Secretary**
Rita K. Davis

Treasurer
James L. Daily

**Corresponding
Secretary**
Bernice N. Mistrot

Historian
Gov D. L. Clements

Directors
Sam Belinoski
William A. Gay
H. Vic Gehring, Jr.
Gustave A. Mistrot, III
H. Edgar Moy
A. John Petzold
William H. Scott, III
Carl E. Young
Leona Zaboroski

Washington Cemetery Historic Trust

President
Burt Ballanfant
Secretary
Bernice N. Mistrot

Treasurer
James L. Daily

Trustees
Gov D. L. Clements
Julie W. Itz
Herman Lauhoff

The purpose of this meeting is to approve a merger between Concerned Citizens for Washington Cemetery Care, Inc. (CCWCC) and Glenwood Cemetery Inc. (GCI). The result of the merger will be that GCI will be the surviving corporation, thus *GCI will have full authority and responsibility for restoration, operation, and maintenance of Washington Cemetery forevermore*, as granted to CCWCC on July 16, 1997 by the 129th District Court in case 97-19963. This action merges the corporations, but not the cemeteries; Washington Cemetery will continue to be called Washington Cemetery. CCWCC will cease to exist, but Washington Cemetery Historic Trust (WCHT) will continue the restoration and historical projects in Washington Cemetery.

This is the result many of us barely dared to hope for when we began to restore the cemetery 22 years ago. After nearly three years of hard work by your Board, beginning with the preparation for the 1997 Court Order and ending with several months of line-by-line negotiation of the details, we finally have a long-term solution for the permanent care of Washington Cemetery. If you like the way Glenwood has been caring for the cemetery for the last two and a half years, and we on the Board think it has never looked better, we ask for your vote to make the arrangement permanent.

While Glenwood is not a "Perpetual Care Cemetery", as the law defines those words (due to its age), it provides the continuous expert care most of us understand those words to mean, and what our goal has been from the beginning. *A major feature of this agreement is that we will no longer require annual maintenance donations just to maintain the status quo.* However, there is still quite a bit of restoration work to be done, and for a few more years, WCHT will continue to request donations to cover the newsletter and perform restoration projects.

Glenwood has the funding, office, staff, equipment, greenhouse, etc. to continue caring for the cemetery indefinitely, long after the people who are presently in charge are no longer there. In contrast, CCWCC is dependent on a handful of part-time volunteers to keep things running. Without an agreement like this, the cemetery would likely return to the way it was 20 years ago when they are no longer able to look after it. None of us would want to see that happen.

The merger has been approved overwhelmingly by both the CCWCC Executive Board and the GCI Board of Directors. State law requires that the merger also be approved by a 2/3 vote of the members of both corporations. Under CCWCC Bylaws, voting members are those who have made a donation in the 12 months preceding the date of the meeting, meaning that the Treasurer must have received your annual donation by March 13, 1999 if you wish to vote. The CCWCC Bylaws also provide that you must be present to vote (no proxies). We urge you all to come, ask questions, and then vote to have Washington Cemetery eternally cared for by one of the most beautiful historic cemeteries in Houston. (Note: Parking at the church is limited, so carpooling is encouraged.)

A summary of the terms of the merger agreement is enclosed. If you would like a copy of the entire 30-page document, please send a 9x12 self-addressed envelope to the CCWCC Secretary, Rita Davis. We'll pay the return postage.

The CCWCC Executive Board recommends a vote FOR the merger.

Herman Lauhoff
President, CCWCC

SUMMARY OF THE
AGREEMENT AND PLAN OF MERGER BETWEEN
GLENWOOD CEMETERY INC. (GCI). AND
CONCERNED CITIZENS FOR WASHINGTON CEMETERY CARE, INC. (CCWCC)

Article 1. Definitions.

"**Court Order**" means that Order dated July 16, 1997 in case no. 97-19963 in the District Court of Harris County, 129th Judicial District.

Six corporate, trust, and real property entities are defined:

"**GCI**" means the corporation Glenwood Cemetery Inc., owner and operator of Glenwood Cemetery.

"**CCWCC**" means the corporation Concerned Citizens for Washington Cemetery Care, Inc.

"**WCHT**" means the Washington Cemetery Historic Trust, now governed by six trustees.

"**Washington Land**" means the entire 21.3 acres defined in the Court Order as Washington Cemetery, that is, the property purchased by the *Deutsche Gesellschaft* in 1887 less the 5.7 acre parcel sold to the City of Houston in 1960.

"**Washington Cemetery**" means the developed portion of the Washington Land, that is, the 13.0 acres on which there are presently graves and identifiable gravesites.

"**New Trust**" means a newly created trust with NationsBank as trustee, to which the CCWCC Endowment Fund will be transferred.

Article 2. The Merger.

2.1 (a) CCWCC is merged into GCI, and GCI is the Surviving Corporation. The separate corporate existence of CCWCC ceases.

2.1 (b) The present CCWCC Endowment Fund will be transferred to the "New Trust", a newly created trust with NationsBank as trustee. The major terms of the New Trust are:

- 1) The corpus of the New Trust shall be irreducible and inviolable,
- 2) Income from the New Trust shall be used for the restoration, operation and maintenance of Washington Land, including the developed portion, and
- 3) Grants or bequests to CCWCC after the merger shall go to the corpus of the New Trust.

2.1 (c) GCI assumes all rights and obligations of CCWCC and shall be subject to the requirements of the Court Order.

2.1 (d) There will be no difference in levels of maintenance or security between Glenwood Cemetery and Washington Cemetery. GCI will endeavor to build a road linking the two cemeteries within five years.

2.2 GCI's Bylaws and Articles of Incorporation become that of the Surviving Corporation (no changes in either one).

2.3 GCI's Board of Directors becomes that of the Surviving Corporation (no changes).

2.4 CCWCC members whose relationship to Washington Cemetery is the same as that of GCI members to Glenwood Cemetery (that is, original lot owners, or surviving spouses, executors, or descendants of deceased lot owners) will become members of GCI upon submission of a signed form declaring their relationship to the original lot owner. Members of the CCWCC Executive Board and WCHT Trustees at the time of the merger will also become members of GCI.

2.5 Closing Date of Merger defined.

2.6 (i) To preserve its historical character, the developed part of the Washington Land will continue to be identified as Washington Cemetery.

(ii) The existing entrance to Washington Cemetery will be retained.

(iii) The chain-link fence between Washington and Glenwood may be removed, but some form of demarcation will continue to identify the historical boundary between the two cemeteries.

(iv) If and when a road is built between the cemeteries that allows access to Washington directly from Glenwood (and vice versa), and only if deemed necessary as a security measure to protect both cemeteries against the vandalism experienced in the past, the existing Washington Cemetery gate may be locked, so that all traffic into either cemetery would have to pass the guardhouse at the front of Glenwood. However, the Washington gate will be always be open for funerals at Washington, even if locked at other times.

2.7 (a) WCHT shall be entitled to review books and records of GCI and the New Trust.

2.7 (b) WCHT may make recommendations to GCI management or the GCI Board regarding the restoration, operation, and maintenance of Washington Cemetery.

2.7 (c) WCHT shall be a third party beneficiary of the merger. [This gives WCHT legal standing to enforce the terms of the Merger and the Court Order.]

2.8 For a period of 5 years, proceeds of lot sales in Washington Cemetery will be distributed as follows:

- 30% to the corpus of the New Trust,
- 20% to GCI, for general operations and administration,
- 50% to GCI, for restoration of Washington Cemetery.

2.9 WCHT may make certain capital improvements and engage in restoration projects subject to approval by the GCI Board, which approval shall not be unreasonably withheld.

5.7 GCI and CCWCC agree not to dispose of any records of the other for at least two years. Further, Washington Cemetery burial and historical records shall be kept and maintained by GCI indefinitely, and shall be accessible for use (including copying) at all reasonable times.

5.8 In the event GCI elects to discard or dispose of any records received from CCWCC after the two year period, GCI shall first notify WCHT of such intention and provide WCHT with a reasonable opportunity to retrieve such records prior to any other disposition.

Articles 3-8: Basic legal requirements of a merger. Lots of legalese.

FREQUENTLY ASKED QUESTIONS

Q. Will Washington Cemetery become part of Glenwood Cemetery?

A. No. The two cemeteries will retain their historical identities, but be operated by one corporation. The Glenwood office will handle all inquires, interments, lots sales, etc. in Washington Cemetery. Burial records of Washington Cemetery will be available at Glenwood, as well as from WCHT.

Q. What is going to happen to the \$528,500 in the CCWCC Endowment Fund?

A. It will be transferred to a "New Trust", managed by NationsBank for GCI, with the same two restrictions it has now:

(a) The principal must be held inviolate, meaning it cannot be spent, and

(b) Income from this fund can be used only for restoration, operation, and maintenance of Washington Cemetery, including the undeveloped land.

Q. What is going to happen to the rest of the CCWCC money?

A. After legal and administrative expenses of the merger have been paid, and the endowment transferred to the New Trust, the balance will be transferred to WCHT, to continue historical and restoration projects within the developed portion of Washington Cemetery.

Q. Will I still have to make annual maintenance donations?

A. No. The interest on the "New Trust" will cover routine grounds maintenance.

Q. Does that mean WCHT will never ask for money again?

A. No. The interest on the "New Trust" is not enough to cover more than routine grounds maintenance. For the immediate future, WCHT will continue to issue a quarterly newsletter to keep you informed about restoration and development projects in the cemetery. To cover postage and printing, WCHT will require a minimum annual donation of \$20 to stay on the mailing list after the merger. We hope that many of you who have not been able to support CCWCC at the suggested \$50 level will now be able to join us. Of course, as always, any amount is always appreciated.

Q. Where is WCHT going to get money for restoration?

A. At the conclusion of Phase 4 of the monument restoration program, we expect to have about \$70,000 available to WCHT for monument restoration and other projects such as Strangers' Rest. That will not be enough to repair and straighten all the monuments that need it and complete the recovery of Strangers' Rest, so we still need donations for those purposes. Also, for five years, 50% of all money from lot sales in the developed portion of Washington Cemetery will be reserved for restoration projects. You can help us maximize this source of income by encouraging your friends, family, and colleagues who may not have a cemetery lot to consider historic Washington Cemetery as the place they'd like to spend eternity.

Q. What's going to happen after five years?

A. We hope the restoration projects will be completed within the five years. What happens after that will be up to Glenwood. Eventually, Glenwood would like to develop the vacant land into gravesites, but that will take a lot of planning and a lot of money for surveying, roads, drainage, watering system, etc. Glenwood already has many lots available for sale, and no immediate need for more. Glenwood would have to invest money in the development of Washington's vacant land long before receiving any benefit from sales. By that time, not many of us will be around to see it.

Q. I have a bequest to CCWCC in my will. Do I need to change my will?

A. No. Bequests to CCWCC after the merger will be added to the principal of the New Trust, and used to generate income to care for Washington Cemetery. That is exactly the same thing that would happen today. The only difference is that the trustee of the endowment fund is NationsBank instead of CCWCC. However, if you are writing a new will, we suggest you consider a bequest to WCHT, so that your bequest may be put to work immediately for restoration and improvement projects. To comply with IRS rules, all bequests (and other donations) must be for the care or improvement of the entire cemetery, not a specific lot.

No.

BALLOT

SPECIAL CCWCC MEMBERSHIP MEETING
Sunday, March 14, 1999, 3:00 p.m.
Central Congregational Church, 3410 Austin at Holman

The CCWCC Executive Board recommends a vote FOR Item 1.

Item 1 APPROVAL OF THE AGREEMENT AND PLAN OF MERGER BETWEEN
GLENWOOD CEMETERY INC. (GCI). AND CONCERNED CITIZENS FOR
WASHINGTON CEMETERY CARE, INC. (CCWCC), dated February 23, 1999

FOR AGAINST

I affirm by my signature below that I am a Voting Member of CCWCC, Inc. on this date.

ID No.	Name	Signature

No.

BALLOT

SPECIAL CCWCC MEMBERSHIP MEETING
Sunday, March 14, 1999, 3:00 p.m.
Central Congregational Church, 3410 Austin at Holman

The CCWCC Executive Board recommends a vote FOR Item 1.

Item 1 APPROVAL OF THE AGREEMENT AND PLAN OF MERGER BETWEEN
GLENWOOD CEMETERY INC. (GCI). AND CONCERNED CITIZENS FOR
WASHINGTON CEMETERY CARE, INC. (CCWCC), dated February 23, 1999

FOR AGAINST

I affirm by my signature below that I am a Voting Member of CCWCC, Inc. on this date.

ID No.	Name	Signature

Prepared by C. Willis Hickman, for
Special CCWCC Membership Meeting, March 14, 1999

I would like to read what I wish to say, because at my age, my mind plays tricks at times.

First, my name is Willis Hickman, and not everyone here today is someone I have had the pleasure of meeting. To those good people and to those I do know, I would like to say, "Thank you, each and every one, for your part in attaining what we are about to achieve."

Secondly, if you will allow me to reminisce a moment, I would like to think back to late 1974 and early 1975. I was casually reading the Chronicle and an article caught my eye. A lady from out of town had visited Washington Cemetery. She then wrote a letter to "Watchem" in the Chronicle deploring the condition of the cemetery. She said she cried when she left it, she was so depressed.

That caused me to do something I have never done. Because my wife had people buried there, I wrote to Watchem too. Because of that letter, I had a call from a wonderful lady, Mrs. Ballanfant, asking if I would meet with her and a small group with a personal interest in Washington Cemetery. We met in her home in January 1975. It was a small group of some 29 people. On that day, the dreams of our Concerned Citizens were born. We took a collection of money to buy stamps for letters to tell others of our dream.

Now, from those few dollars, and God's guidance for over 24 years, and with the determination and diligence of all who have had a part over those years, we have changed this old cemetery from one in which I had to get down on my hands and knees and crawl through the brush to find our family's graves, to the cleanest and most well-maintained condition I have seen it in. Ever.

I wish those who are gone from us could know this day.

Thanks to all of you and let me say, "Don't let this opportunity go unaccepted. It's a good deal for both cemeteries. Please vote YES."