

## **Minutes of the POATRI Board of Directors Meeting October 27, 2012**

The October 27, 2012 meeting of the Board of Directors was called to order at 10:12 am.

Role call and certification of Board members was taken by the Secretary A=Absent P=Present

P=Paul Burger

P=Jeff Daly,

P= Tom Goff

P=John Gray

P=Marbert Moore

P=Dori Ramsay

P=Vern Stump

A=Randolph Williford

There were 2 public service announcements.

1. Dori Ramsay announced that Rio Grande Electric is offering whole house surge protectors to it's customers for no cost. Call RGEC and when they are next in your area, they will install them. It is one more protection from our storms. Dori and Tom are on RGEC's Advisory Committee and have one more year to serve.
2. Tom Ramsay announced that Reading Round the Ranch will meet on Nov 7, 2012 at the Bad Rabbit Café at 6 pm. The current book is Catch 22. The Movies at the Bunkhouse will meet on Nov 21<sup>st</sup> at 6 pm and the movie will be Catch 22.

Minutes from the July Board Meeting were accepted as presented.

### **Treasurer's Report**

John Gray reported that we are in good condition. Our collections year to date are up 6.24%, We have collected almost \$10,000 from tax sales, Our cabin income is up 71%, retail sales have doubled and our supplemental income is up 68%. In the first nine months, we have exceeded our income projections for the entire year and we have three months to go.

### **Manager's Report**

President Marbert Moore gave the Manager's report. V Boyd resigned at her one year employment period. Since then local directors have been handling day to day operations. Dori is handling the lodge, John is handling roads and café and Marbert delegates.

We received the insurance settlement arising out of storm damage to the cabins. The \$40,000 received will cover all but about \$6,000.00 of the cost of re-roofing all the cabins, the office, the laundry and the bathhouse. Metal roofing will be installed. The contract was awarded to local Buck Murray. Work is to begin shortly and will be completed in about 6 weeks from the start.

We hired a Front Desk Coordinator, Yvonne Diaz, Isaiah Helt has moved from Road Crew to Maintenance Coordinator and Steve Johnson is back to contract maintenance with most of his work around the cabin renovation.

The Smith Well work continues. The building is done, electrical work is now being done. The piping will be delivered next week. Our consulting engineer was here 3 days ago and said that after looking at the water analysis of the new well, we will have much less iron oxide in our water which has caused some brown water on occasion with the 3 Mile wells.

On October 18<sup>th</sup>, TCEQ did their 3 year inspection. John compiled all the paperwork for the inspection. We passed on all our water samples and have some minor paperwork, posting type of compliance to correct. In July, there was a TCEQ violation that has been posted on the website and at the office. The violation was a result of UPS being unable to deliver the sample on time and notification back to us that the sample had not been received came too late to deliver a second sample.

The lodge operation is contributing cash to the assessment side. It is doing very well.

The Management Agreement has been approved by TABC two weeks ago. They are aware that we have a lease with Chris Leland and that he is the Manager of the POATRI B & G license.

### **Committee/Task Force Reports**

Airport-pilots are calling in and showing an interest as word that we are open spreads. The runway will be torn up for a short period of time as the piping for the well is dug across it. There will be FAA notice and physical notice on the ground. It is already been put on Terlingua Ranch's Facebook page.

Audit-none. Marbert Moore again asked for volunteers for the Audit Committee-we have none currently.

Budget & Finance –Work on next year's budget will commence in November.

Hunt Task Force-Jeff will be available at the lodge area for hunt Season and the Game Wardens were present for a Q & A period after the meeting adjourned.

Strategic Plan Taskforce-no report this time, however, there will be one next Board meeting.

Manager TaskForce-the Manager job description has been sent to all Board members. There has been no objection. The next step is to start to advertise. Several applications have been received.

### **Report on Executive Sessions**

There were several Executive Sessions since the last Board meeting. On Aug 4<sup>th</sup> there was a telephonic session. Present: Paul Burger, Tom Goff, John Gray, Marbert Moore, Dori Ramsay, Vern Stump Absent: Jeff Daly, Randall Williford. Also present: POATRI Attorney Jeffrey Thomason

With the conclusion of the Suber Lawsuit, we can report that:

Motion by Tom Goff, seconded by Vern Stump

Motion to request Mr Thomason to request additional findings of fact and conclusions of law.

Unanimous approval of motion.

Motion by Dori Ramsay, second by Tom Goff that POATRI not appeal the Suber judgment.

Unanimous approval of motion.

A second email conference was held over several days to select a contract for repair of the storm damage. Buck Murray was selected.

A third Executive session was held prior to the Workshop on October 26, 2012. The subject was personnel and legal matters.

### **New Business**

#### **Lawsuit Updates**

Marbert reported that there were no appeals by either side of the Suber lawsuit. The outcome is that POATRI has no authority to administer access to the roads. The Board will be looking at options to resolve the easement concerns.

Resolutions to be introduced were presented-there were 2. One on the CPI and one on Article 3.04

There was then a discussion about the Independent Vote Counter for this year's January election. Patsy Culver will be the IVC as she was last year. She is an Alpine CPA who was contacted this year by Dori Ramsay. She will charge the same as last year, \$60 an hour with an estimate of \$12-1500.00. It was also discussed that there will be no acceptance of ballots at the Annual Meeting this year. The bylaws and P & P do not agree and therefore the bylaws prevail. Notice will be made in the newsletter. This will also make it easier for the IVC to count. Since we have only 3 candidates for office and one amendment on the ballot, the board also decided that there would be a combined ballot for election of Directors and bylaw amendments to save money, make it clearer and cost one stamp less for each owner.

#### **Participation by Property Owners**

Clarification on water financials was requested and given, and clarification that a cost of living increase to the assessment rate was discretionary if the Treasurer predicted a surplus, which he has. The question of possibly using that surplus to provide health coverage if we were required to was asked but we are an exempt organization.

#### **Resolutions**

**Resolution** : WHEREAS,

POATRI procedures require the yearly assessment rate be adjusted according to a defined cost of living increase, therefore,

**BE IT HEREBY RESOLVED:**

That the defined cost of living adjustment is one and six tenths percent (1.6%), which equates to a new yearly assessment of \$168.29, to be effective for the calendar year 2013 and reflected on the annual upcoming assessment billing.

Motion By: John Gray

Second:

Ayes: \_\_\_\_\_ 3 \_\_\_\_\_ Nays: \_\_\_\_\_ 4 \_\_\_\_\_ Abstain: \_\_\_\_\_ Absent: 1

Record of voting:

J.Daly \_\_\_Y\_\_\_ R. Williford \_\_\_Absent\_\_\_ M. Moore \_\_\_Y\_\_\_ P. Burger \_\_\_N\_\_\_

T. Goff \_\_\_N\_\_\_ J. Gray \_\_\_N\_\_\_ D. Ramsay \_\_\_N\_\_\_ V Stump \_\_\_Y\_\_\_

Does this item have a financial impact to POATRI? \_\_\_Yes\_\_\_\_\_

If yes, please include a cost analysis and define where this item will fit into the budget.

The Consumer Price Index, South Region is the one we use to adjust our association assessments. It's up 1.6% for the preceding 12 months before September 2012. If applied to our current assessment of \$165.64 it would increase to \$168.29. Assuming 2400 accounts paying, that would mean \$6360 of additional revenue.

**Resolution : WHEREAS,**

The Board would like to clarify the language in Article 3.04, and include electronic balloting for the future( The change being proposed is in yellow). And whereas any change to Article 3 must be approved by the membership. I propose the following be put on the Ballot for the upcoming election. I have included all of 3.04 on the resolution, however, since only the first part of 3.04 is being changed, I propose that the actual ballot only include the language that will be changed.

**Therefore , I submit a resolution to submit the following change to the membership**

**Current 3.04.**

All POATRI Members will be fully informed about each issue being brought before the Members for a vote, and have equal opportunity to place an informed vote on each issue. All issues to be decided by the Members will be decided by mailed ballot. Ballots will be sent to Members in Good Standing as defined in Section 3.03. A simple majority of votes cast by Members in Good Standing is required to carry the election of a Director, or to decide any other issue, except as described in Section 4.01 c below.

Votes must be cast as follows:

- a.** Ballots for the election of Directors shall be mailed or sent electronically to Members not less than 45 days, and not more than 60 days, prior to the Annual Members' Meeting held on the last Saturday in January. Members must then mark the ballots and send them to the Independent Vote Counter so that they are received by the Independent Vote Counter by the last Friday prior to the last Saturday in January. Announcement of the newly elected Board members will be made by the outgoing Board of Directors at the January Board Meeting.
- b.** Ballots for voting for all issues other than the election of Directors shall be mailed or electronically sent to Members not less than 45 days, and not more than 60 days, prior to the election date. Marked ballots must be received by the Independent Vote Counter no later than the day prior to the election date. The Independent Vote Counter will total ballots within five (5) days after the election date. Election results will be available upon request from the Manager's office within seven (7) days of the election. Announcement of election results will be made to the Members at large by the Board of Directors in a timely, cost effective manner.
- c.** If a quorum of Members in Good Standing has been attained at an Annual or Special Members' Meeting, Members in Good Standing who are present may vote on referenda. If the referenda is passed by a majority of those casting votes it shall be referred to the Board of Directors for the Board's consideration and/or further action.

**Proposed 3.04.**

All POATRI Members will be informed about each issue being brought before the Members for a vote, and have the opportunity to place an informed vote on each issue. All issues to be decided by the Members will be decided by either a mailed or **electronic** ballot. Ballots will be sent to Members in Good Standing as defined in Section 3.03. A simple majority of **ballots** cast by Members in Good Standing is required to carry the election of a Director, or to decide any other issue except **those requiring a different result as per state law**, or as described in **Section 4.02 (c)** below.

Votes must be cast as follows:

- a.** Ballots for the election of Directors shall be mailed or sent electronically to Members not less than 45 days, and not more than 60 days, prior to the Annual Members' Meeting held on the last Saturday in January. Members must then mark the ballots and send them to the Independent Vote Counter so that they are received by the Independent Vote Counter by the last Friday prior to the last Saturday in January. Announcement of the newly elected Board members will be made by the outgoing Board of Directors at the January Board Meeting.
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c. If a quorum of Members in Good Standing has been attained at an Annual or Special Members' Meeting, Members in Good Standing who are present may vote on referenda. If the referenda is passed by a majority of those casting votes it shall be referred to the Board of Directors for the Board's consideration and/or further action.

Motion By: Dori Ramsay

Second: Paul Burger

Ayes: \_\_\_\_\_7\_\_\_ Nays: \_\_\_\_\_0\_\_\_ Abstain: Absent: 1

Record of voting:

J.Daly \_\_\_\_\_Y\_\_\_ P. Burger \_\_\_y\_\_\_\_\_ T. Goff\_\_\_\_\_Y\_\_\_ J. Gray\_\_\_Y\_\_\_ M. Moore \_\_\_Y\_\_\_

D. Ramsay \_\_\_Y\_\_\_ V Stump \_\_\_\_\_Y\_\_\_ R. Williford \_\_\_\_\_Absent\_\_\_\_\_

The next item of business was the reporting of Candidates for the Board of Directors Election in January. 3 eligible candidates applied: Michelle Chiles, Don Ferguson, and Dave Howe. One candidate was ineligible.

The Game Warden contributed a hat to select candidate position on the ballot. The draw was as follows:

1. David Howe
2. Don Ferguson
3. Michelle Chiles

The meeting was adjourned with a motion from Jeff Daly and seconded by Tom Goff.

Following the adjournment, the Game Wardens participated in a Q & A session. The candidates for office that were present were available for a forum.

Respectfully submitted,

Dori Ramsay

Secretary