



P.O.A.T.R.I.
BOARD OF DIRECTORS'
QUARTERLY MEETING MINUTES
SATURDAY, July 27, 2019

The July 27, 2019 quarterly meeting of the POATRI Board of Directors was called to order by President Kathy Pothier at 10:05AM

Kathy Pothier, acting on behalf of Secretary Marilyn Anthenat, called the roll and certified the board members present. (A = Absent, P = Present)

Marilynn Anthenat - A; Rick Bradbury - P; Russell Bundy - P; Phillip Green - A;
Chris King - P; Kathy Pothier - P; Carolyn Small - A; Bill Vogl - P.

There were no public service announcements from the audience.

Kathy introduced the new deputy assigned to Terlingua Ranch, Christian Montoya.

We observed a moment of silence in honor of Jim Miller, Sr. who passed away last week. Jim was a long-time property owner, former board member and very good friend of the ranch. Jim will be sorely missed.

We wish a speedy recovery to board member Carolyn Small who had successful hip surgery on July 24th. She was hoping to be release either Friday afternoon or today.

Next Potluck is August 8, 2019 at 6pm here in the meeting room. Bring a dish to share and meet other owners.

The minutes of the April 2019 quarterly meeting were accepted as emailed and posted on poatri.org. Kathy Pothier moved, Russell Bundy seconded, and the minutes were accepted unanimously.

- **President's Report** by Kathy Pothier is attached at the end of these minutes.

- **Treasurer's Report** by Chris King. Chris has usually has charts available to be projected on the screen, however there were some technical issues. The financials will be posted on poatri.org. Cabin income is down slightly compared to our 2019 budget. Café income is up compared to 2019 budget. Lodge income overall is up compared to 2019 budget. Cost of Goods for the Café is relatively flat compared to 2019 budget. Cost of Goods for the whole lodge operations is down significantly compared to 2019 budget. Anita has done a good job of keeping costs of goods down overall. The increases in our budget are due to increased payroll and insurance costs. Net income at the end of June is \$120,916 which is up 3.2% over this point in 2018. The 1970 120 has been sold for \$5,000 and that money goes directly to the Contingency Fund. That transaction happened in July so it will be reflected in the third quarter numbers.

- **Manager's Report** by Anita Goss is attached at the end of these minutes



Committee/Task Force Reports

- **Budget and Finance Committee** – Chris King reported that the committee has a preliminary 5-year strategic plan and will begin working on the plan. The members of this committee are Chris King, chair, Bill Vogl, Ed Marcato, Russell Bundy and Allison Weiss
- **Audit Committee** – had no report. The members of this committee are Barbara Levedahl – Chair, Yvonne Diaz, Susanah Whitten and treasurer Chris King.
- **Communications Committee** – no report. Rick asked for more volunteers for this committee. The members of this committee are Rick Bradbury, Chair and Dale Weiss.
- **Three Mile Road Paving Task Force** report was given by Nancy Reyes and is attached at the end of these minutes. Members of this task force are Nancy, Larry Drgac and Dale Weiss.

During the presentation by Nancy Reyes on behalf of the Three Mile Road Paving Task Force report, there was discussion regarding this report and the project by members of the audience who are not in favor of this project. When a request to help find owners by putting an article in the newsletter, an audience member stated she is an owner who would never sign the easement over to the county. There are other owners who have stated they will not sign the easement and that at this point the project would continue. Another audience member asked if the opposition statements by owners refusing to sign would be included in the newsletter along with the appeal to help find owners. This same audience member stated that if a pro easement appeal was going to be in the newsletter, then those against the easement project should also have a spot in the newsletter. A board member stated that was not the purpose, that the spot in the newsletter was specifically to try to locate contact info for the members that the task force has been unable to contact. Another audience member, who is not a property owner, but stated he is the attorney representing the members who do not want to sign the easement, stated that this was not an appeal to find members. The same member asked why, after 2 years of this project have you still not located all the members and when there are 4 owners who have said no, are you continuing this project? A board member responded that we would continue the process and gather the information for all the property owners along the three-mile portion of Terlingua Ranch Road. That even though 4 have said no, we would continue the process. Even though the easements are recorded, they won't be effective until Brewster County accepts them. Is the goal to bring about eminent domain? The answer is no. The goal is to get the signed easements recorded. Then there was discussion about paving the road. The original goal is not paving, it's to add the last three miles to the County road system – to add the last three miles to be added into the County road systems to have enforcement of speeding, drunk driving, etcetera, There is and always has been the assumption of everyone associated with this project that each and every owner along the last three miles has a choice. We are being transparent. There are no other agendas. Is it feasible to poll other owners to find out other opinions? Does the county have the authority to conduct eminent domain? POATRI does not have the authority to conduct eminent domain. An owner in the audience said that he supported the 3-mile project, but he would not support going against any owner who said no. That is the attitude of this board as well. An audience property owner asked then how about if you shelve the project since you already know there are 4 owners who will not ever sign? The board affirmed that even though there are 4 owners who will not ever sign, we will continue the project to find out what all 22 owners say. The President called to end the discussion



and to continue it after the board had conducted the remainder of the board agenda and the quarterly meeting had been adjourned. All audience members agreed to continue after the meeting adjourned.

50th Anniversary Planning Committee Report was given by Kathy Pothier and Anita Goss. In early July, Barbara Trammell, Carolyn Small, Anita Goss and I met to begin planning the 50th Anniversary of Terlingua Ranch. July 2nd, 3rd, and 4th, 2020 is the date chosen. We have tentatively planned to begin the festivities with a meet and greet and welcome dinner here at the lodge on Thursday evening, July 2nd. On Friday, July 3rd folks are welcome to visit area outfitters for Jeep, River, ATV tours; Horseshoes/washers/Frisbee Disc Golf, dominos at the lodge and a Shrimp Boil at lunch at the Bad Rabbit Café. Finishing off the day with a Barbeque and dance on the patio. Saturday, July 4th brings the same day time activities. Later in the day folks will caravan South for float decorating for the July 4th Parade. The parade will end at the Fire & EMS Station for a hot dog dinner and dance at the small chili cookoff site. Please note that these are all tentative plans and more “things to do” may be added as more folks join the planning committee. Missy Walker and Pam Gordon have agreed to join the planning committee. If there are other folks who would like to be a part of this celebration, please contact Anita or Kathy.

OLD BUSINESS:

TCEQ update - Anita reported that we are still waiting communication from TCEQ regarding next steps necessary to permit the Smith well.

Revised Social Media Policy was approved by our attorney and sent to the board for approval. The approved policy and resolution will be ratified by the board. The resolution and policy are attached at the end of these minutes.

POATRI Facebook Page Update. Anita reported that this page will be up soon. The POATRI facebook page is not a replacement for notices on POATRI.org, it will be in addition to. Notices will be placed on POATRI.org and Facebook.

Board Google Drive – The current Google Drive for the Board is unable to be shared. In order to share the Drive, we must pay for a subscription. There are a variety of levels and costs of subscriptions. After discussion and questions regarding the best option for the board, Rick Bradbury volunteered to present a report comparing the best options and his recommendations to the board by August 5th.

NEW BUSINESS:

Property Owner Participation – No property owners came forward to make comments.

Lodge Discount Policy/Room Rates This was discussed at length during the workshop on Friday and the policy was presented. The old policy was primarily focused on discounts and this new policy focuses on a flat rate for property owners and discounts for non-property owners. The important point is that we are leaving dollars on the table by not being able to fluctuate the non-property owner rates according to the seasonal nature of our lodge business.

Resolutions and Voting - The updated, attorney reviewed social media policy and resolution are attached to the end of these minutes.

The updated lodge rate policy and resolution are attached at the end of these minutes.

There was no other new business.



Russell Bundy moved, and Rick Bradbury seconded the meeting be adjourned at 11:20AM. It was unanimously approved.

Respectfully submitted,

Kathy Pothier on behalf of Secretary Marilyn Anthenat



President's Report
July 27, 2019

It's election time again folks. Don't worry about writing these dates down as they will be in the minutes as well as the next newsletter.

We are seeking candidates for Board of Directors: We are looking forward to the next Board of Director election and are seeking qualified candidates to run for the available seats which will be available in January 2020. To be eligible, a property owner must (1) have continuously owned property on Terlingua Ranch for at least one year; (2) be a member in good standing; (3) not be a POATRI employee; and (4) not be related to another Director or to a POATRI employee. Directors have a responsibility to always act with the best interests of POATRI in mind and a legal duty to not take any action that places the interests of others above the interest of POATRI. Directors are required to attend at least three of the four quarterly meetings each year. Up to five nights complimentary lodging, subject to availability, is offered to Directors during the quarterly meetings. If you are interested in participating, but do not want to serve as a Director, there are openings on the various committees. Applications for Director will be available beginning September 1st and a link to the application will be available on the poatri.org website. In addition, applications will also be available at the office.

Applications are due at the ranch office no later than 5:00 pm on Friday, October 25, 2019. If you are interested in becoming a candidate and would like more information about the duties and responsibilities of being a Director, please call any of the current Directors whose names are listed on the poatri.org website. Information is also available on the poatri.org website under the Library tab.

Voting: Property owners may want to check to ensure their voting eligibility in the upcoming election:

- Is your correct address on file at the office?
- If you are a new property owner, have you notified property owner services?
- Are you current on all assessments?
- When you receive your ballot, be sure to complete the ballot and mail it back to the address listed by the deadline.
 - Ballots can only be received at the address printed on the ballot. Receipt at any other address will invalidate your ballot.
 - If you have not received an official ballot from POATRI by the end of December, call or contact the ranch office.

Important Dates for Upcoming Director Election:

Sept 1, 2019	Director Application available online and in office
On or before Sept 23, 2019	Newsletter Reminder
Oct 25, 2019	Deadline for Director Application at 5pm
Oct 26, 2019	Drawings for Ballot Positions
Nov 26, 2019	Property Owner Deadline to be a Member in Good Standing to vote in this election.
Nov 26, 2019	Voter List and Ballots Created and Posted on POATRI.org
Dec 6, 2019	Deadline for Voter List Corrections by Property Owners
Jan 25, 2020	Election Results
Jan 25, 2020	New Directors Announced and Seated

Kathy Pothier
President



MANAGER'S REPORT

JULY 2019 (2nd Quarter BOD Meeting)

The Lodge has finally slowed down for the first time this year. We are getting some much-needed work done while its slow. Hats off to Jeff Trommer, the maintenance crew and Jeremy and Jake from the Road Crew for getting the New Vent Hood mounted and operational! We did some deep cleaning while the guys were on the roof, thanks to the Café crew as well. Great Job!

We are currently looking for staff here at the lodge. If you know of anyone interested in maintenance or road crew, or cook positions, please send them our way.

The Cabins are finished now, and the new ada rooms are getting rave reviews. We have purchased new exterior metal doors for the bunk house and they will be installed in August. Then onto the Laundry Room for some much needed new flooring.

TCEQ is still working with us to get the water system up to date, I have nothing new to report at this time.

We have had some changes in staffing, and the office is closing at 5pm for the summer, we will look at going back to a more robust schedule for the office in the fall of this year.

Calvin Glover has moved into property services, and Bill Brown has moved into the front desk supervisor position.

Wes Abbott has left the Lodge, we want to thank him for everything he contributed in making the lodge what it is today, and all of the upgrades he was instrumental in helping make happen over the last three years. Klaus Thiel has also retired from the ranch; we want to wish them both well in their new endeavors.

Jeff Trommer has taken over maintenance supervisor and Kevin has moved from the café into maintenance with Jeff and Chris Bowen.

As of now we have 5048 member accounts with 4424 Paying accounts and 624 exempt accounts. There are currently 2902 of those in good standing compared to 2nd Qtr. July 2018 of 2881 members in good standing. As the year progresses, we will be gaining more Migs historically speaking.

Thanks
Anita Goss



3 Mile Task Force
Report to POATRI Board
For Board Meeting July 26-27, 2019

After January Board meeting, Task Force prepared and sent letters to all tract owners, enclosing petitions and form easements for them to sign and return to Ranch Office.

- **22** easements and petitions have been sent out (26 tracts total but some owners have multiple tracts).
- As of this Board meeting, **7** easements and petitions have been signed and returned to the Ranch Office. Of those seven easements, **5** have been recorded in the Brewster County real property records and the recorded easements will be sent to the respective owners; 2 more will be recorded within the next few days.
- **9** owners - Task Force has received no response or has been unable to contact (due to bad mailing addresses, no or bad email addresses, no phone numbers, or owner is deceased). We received contact information for 3 of those individuals and we are resuming efforts to contact them. For owners with delinquent property taxes or POATRI road maintenance fees, we will investigate possibilities for those tracts.
- **4** owners so far have declined to sign for various reasons (people drive too fast already so don't want road paved; paving road will destroy charm of Terlingua Ranch; language of easement is too broad and allows County to take all of their property, not just the existing roadway defined as easement property in the document).
- **2** owners we're waiting to hear from: in the process of transferring ownership; had additional questions but indicated would sign.

The biggest obstacle we face (assuming the 4 hold-out owners will change their minds) is being able to contact the 9 owners we have not been able to reach.

Task Force recommendations:

The Task Force would like more time to continue to try to contact owners.

Nancy Reyes, Task Force Chair
Dale Weiss
Larry Drgac

Marilynn Anthenat, Board Liaison



RESOLUTION BY THE BOARD OF DIRECTORS

Discussion: WHEREAS,

We have received a reviewed and recommended social media policy from our attorney,

Therefore;

BE IT HEREBY RESOLVED:

To remove the current Social Media Policy and replace it with the attached Social Media Policy

This resolution amends replaces revokes adds

Article _____ Section ____ of the

By-laws Policy and Procedures Manual _____

Article _____ Section 1, #9

Effective Date: July 26, 2019

Motion By: Chris King

Second: Russell Bundy

Ayes: 5 Nays: 0 Abstain: 0 Absent: 3

Record of Voting:

M Anthenat - A; R Bradbury - Y; R Bundy - Y; P Green - A; C King - Y; K Pothier
- Y; C Small - A; B Vogl - Y



SOCIAL MEDIA POLICY

1. Definitions

- 1.1. **Declaration's Definitions.** Any capitalized terms used in this Policy have the meanings set forth in the Declaration, unless otherwise specified in this Policy.
- 1.2. **Content.** "Content" means content, written communication, material, suggestions, feedback, images, photographs, pictures, or otherwise graphical information.
- 1.3. **Social Media.** Social media or social networking includes all means of communicating or posting of information or content of any sort online (internet), including but not limited to blogs, wikis, file-sharing, user-generated video and audio, social networks and other social networking applications. At present, many organizations are fully engaged with social media websites such as Facebook, Twitter, YouTube and LinkedIn and the Board intends to embrace and include in this Policy all new social media environments that may appear in the future which are not currently named.
- 1.4. **Good Standing.** "Good Standing" means an Owner who: (a) is current in the payment of assessments and other charges due and owing to the Association that are authorized by the Declaration or other dedicatory instrument of the Association and/or state law; and (b) is not the subject of an Association enforcement action for a violation of the Declaration or any other dedicatory instrument applicable to the Association.

2. Association's Social Media Websites or Newsletters

- 2.1. **Authority.** The Association may employ Social Media on behalf of the Association.
- 2.2. **Purpose.** Any website, form of Social Media, newsletter or other publication created on behalf of the Association shall be for informational and communication purposes only. The purpose of this Policy is to establish guidelines for Members, stakeholders and affiliated groups. This Policy covers the conduct and expectations, policies, audiences, definitions, standards, guidelines when participating in the Association's Social Media or social networking platforms. The Association must ensure the use of Social Media communications maintains its brand, identity, integrity and reputation while minimizing risks, inside or outside of the workplace.
- 2.3. **Unauthorized Social Media.** A Member shall not create a website, form of Social Media, newsletter or other publication that appears to be authorized by the Association or the Board, unless:
 - a. the Board has provided the Member written authorization to create or form such a website, social media, newsletter, and/or other publication; or
 - b. the Member prominently states on the website, Social Media, newsletter and/or other publication that it is "not official" and "not approved by Westgate Homeowners' Association, Inc."

3. Authorized Users

- 3.1. **Members and Employees.** Only Members and employees of the Association are permitted to post on the Association's Social Media websites. Employees must be authorized by the Association's manager, based on employee job responsibilities, to



engage in work-time Social Media sites. All employees must identify themselves as employees of the Association or their affiliation and expertise when posting to the Association's Social Media. Members must be at least eighteen (18) years of age to post on the Association's Social Media websites. By posting Content, the user represents and warrants that he or she is a current Member of the Association in Good Standing. All Members must request permission from the Association in writing to join a website or form of Social Media by providing information regarding the property owned within the Association. Additionally, a Tenant may request permission from the Association in writing to join a website or form of Social Media by providing a copy of his/her lease, bill or valid Texas identification.

- 3.2. **Revoking Access.** If the Association deems in its sole discretion that a user of any of its Social Media websites is not a Member or is a Member that is not in good standing, the Association may revoke the user's access to the Association's Social Media websites.

4. Permitted Uses

- 4.1. **Permitted Content.** All Content on the Association's Social Media websites, shall be respectful, positive, and in good taste. A Member **shall not** publish any Content that:
- a. the Member does not have the right to publish;
 - b. is for the purpose of advertising a commercial business or proposition (not including business referrals or residential classifieds);
 - c. is in connection with pyramid schemes, chain letters, junk email, spamming, or any duplicative or unsolicited messages (commercial or otherwise);
 - d. is inappropriate, profane, obscene, indecent, discriminatory, hateful, or abusive;
 - e. is defamatory, illegal, infringing, or otherwise tortuous;
 - f. attempts to identify or identifies potential infractions of the law and/or governing documents of the Association;
 - g. may be perceived as violating another person's right to privacy, including but not limited to Member addresses and/or license plate numbers; or
 - h. attempts to address or addresses Association business.
- 4.2. **Other Users' Legal Rights.** A Member shall not use the Association's Social Media websites to abuse, harass, stalk, or threaten another person, or to otherwise violate the legal rights (such as rights of privacy and publicity) of another person.

5. Moderation by the Association

- 5.1. **Moderating Activity.** The Association may but is not required to monitor or moderate Content posted on the Association's Social Media websites.
- 5.2. **Deleting Content.** Upon a report or other notice to the Association that any Content violates the Association's governing documents, including this Policy, the Board, in its sole discretion, may delete the Content without notice to the user who posted it.



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- 5.3. **Revoking Access.** If the Board, in its sole discretion, determines that a Member has violated the Association's governing documents, including this Policy, the Board may revoke the Member's access to the Association's Social Media websites.
- 5.4. **Admin(s).** Rules regarding use of the Association's Social Media website(s) shall be set at the sole discretion of either the Board, or by the Admin(s) selected by the Board. Members agree to abide by and adhere to the rules set forth by the Board or Admin(s).
6. **No Representations.** The Association makes no representations about the accuracy or veracity of Content published on its Social Media websites by Members or third parties. The Association does not guarantee that any information on its Social Media websites published by Members or third parties is current, exhaustive, complete, or suitable for any purpose.
7. **Emergencies.** All Association safety and/or emergency issues should immediately be reported to local authorities at 911.
8. **Compliance and/or Service Requests.** Violations of the Declaration and/or any governing documents of the Association shall not be reported through the Association's Social Media website(s). Service requests shall not be submitted through the Association's Social Media website(s).
9. **Subpoena.** All content from a website or any form of Social Media may be subject to a subpoena and discoverable in litigation or in preparation for litigation.
10. **Disclaimer.** The Association does not control or endorse the content, messages, or information submitted or posted by Members or third parties. As such, the Association disclaims any liability in connection with the use of its Social Media websites or from Members' participation in such use. The Association specifically disclaims any liability for offensive, inappropriate, obscene, unlawful, or otherwise objectionable content or information a Member may encounter on the Association's Social Media websites. The Association disclaims any liability in connection with the proliferation of users' Content.
11. **Limitation of Liability.** The Association neither assumes nor authorizes any other person to assume for it any other liability in connection with the use of its Social Media websites. In no event will the Association be liable to any Member or third party for (a) any lost profits or revenue, incidental or consequential damages (including, indirect, special, punitive, or exemplary damages) arising out of the use or inability to use the Association's Social Media websites, or (b) any claim by any other party, even if the Association has been advised of or had (or should have had) any knowledge (whether actual or constructive) of the possibility of such damages. The Association is not liable for the effects of any service outages, breach of servers (server or client side), or the resulting effects of such occurrences. The Association's liability under this Policy to any particular Member in any particular year will not exceed an amount equal to: [the amount of any assessments paid to the Association by the Member in that year] x [(the amount the Association remitted to the relevant Social Media website in that year) / (the Association's total expenses that year)].

This limitation will not limit any liability for gross negligence or damages that may not be limited by law.



RESOLUTION BY THE BOARD OF DIRECTORS

Discussion: WHEREAS,

Our currently Lodge discount policy does not allow for fluctuating, seasonal room rates

Therefore;

BE IT HEREBY RESOLVED:

To replace the Lodge Discount Policy in the Policies and Procedures Manual with the attached Lodge Rates Policy and set the Members in Good Standing rate at \$70.00 per room. This rate will become effective August 1, 2019.

This resolution amends replaces revokes adds
 Article _____ Section _____ of the
 By-laws Policy and Procedures Manual _____
 Article _____ Section III, #9

Effective Date: July 27, 2019

Motion By: Russell Bundy

Second: Chris King

Ayes: 5 Nays: 0 Abstain: 0 Absent: 3

Record of Voting:

M Anthenat - A; R Bradbury - Y; R Bundy - Y; P Green - A; C King - Y;
K Pothier - Y; OC Small - A; B Vogl - Y



LODGE RATE POLICY

A. Property Owner Rates

- Members in Good Standing are eligible for a flat rate on rooms reserved at Terlingua Ranch Lodge. These rates apply only to spouses and dependent children residing with the members in good standing. Employees/partners of non-family MIGS, such as educational institutions, corporations and/or partnerships will also be eligible for the property owner rates for themselves and their spouses and dependent children residing with the employee/partner.
- The board will evaluate the Members in Good Standing rate yearly at the July quarterly meeting. Any changes in the members in good standing rates would be effective August 1st each year.

B. Non-Property owner rates

- The Ranch Manager has the authority to set the rates for non-property owner room rates in order to respond to the fluctuating, seasonal nature of the Lodge business.

C. Non-Property owner discounts

- Groups paying for a minimum of 8 rooms (two quads) are eligible for a 25% discount per room per night.
- Senior Citizens (62 or older), military members (active and veterans), and students are eligible for a 10% discount. Proof of eligibility must be provided at check-in.
- Non-Property Owner discounts may not be combined.