POATRI Board of Directors Quarterly Meeting Minutes

Draft Minutes for Board Review and Approval

Date	April 25, 2026
Meeting	Q1 Board of Directors Quarterly Meeting
Location	Terlingua Ranch Bunkhouse
Time Called to Order	10:06 AM
Initial Presiding Officer	President Amy Law

1. Roll Call and Quorum

Roll call was taken. A quorum was present, and the meeting proceeded.

Directors present:

Amy Law, President
Larry Drgac, Vice President
Vincent Slominski, Secretary
Jim Spofford
Chuck Hinson
Justin Andrews

Directors absent:

Marbert Moore, Treasurer
Alan Garcia
Dave Johnson

2. President's Report

Amy Law presented the Q1 2026 President's Report. The report included the following items:

New board members Vincent Slominski and Justin Andrews were seated at the Q4 Board meeting in January 2026.

Alan Garcia, who had been elected by the membership but was not immediately seated, was welcomed as a director following board discussion and a decision made on or about February 11, 2026.

- Kleo Belay had been hired as Interim Operations Manager.
- The POATRI Document Review Task Force had been formed, chaired by Alan Garcia. Members were identified as Alan Garcia, Justin Andrews, Marbert Moore, Brad Anthenat, and Carol Vaughn.
- The purpose of the Document Review Task Force is to correct grammar and inconsistencies, ensure the governing documents are consistent and aligned, and present recommendations to the Board for review and approval.
- A final agreed judgment had been entered in the lawsuit filed against POATRI, Cause No. CVV 22155, heard by Judge Kimball in the 394th District Court in Brewster County. The judgment was summarized as confirming POATRI's easement for ingress and egress across Terlingua Ranch roads for maintenance purposes and prohibiting owners from blocking or barricading roads in a manner that denies access to POATRI or other Terlingua Ranch property owners.

Following the President's Report, Amy Law stepped down as President of the POATRI Board of Directors. Because Larry Drgac was Vice President, Larry Drgac assumed the role of presiding officer until a new President was elected.

3. Treasurer's Report

Marbert Moore was absent. Amy Law presented the Treasurer's Report submitted by Marbert Moore.

The report included the following items:

- The Budget and Finance Committee meets monthly by Zoom and reviews the latest financials. Committee members were identified as Marbert Moore, Chuck Hinson, Dave Johnson, Alan Garcia, Linda Shank, and Marilynn Anthenat.
- The bylaws require an outside financial review or audit each year. Ron Kirby, CPA, completed the 2024 audit, and the report was posted on the POATRI website. No update was given regarding the 2025 audit.
- POATRI finances are divided into supplemental and non-supplemental categories. Supplemental categories include lodging, cafe, RV, tents, and other resort amenities. Non-supplemental categories include road maintenance, property records, and TRMA-mandated items.
- Non-supplemental revenue is generated by the property owner assessment, currently $229.90 and adjusted to match CPI. Supplemental revenue is generated by lodge operations.
- Assessment collections were reported at 43% as of March 31, 2026, described as the highest in four years. The report referenced 4,626 owner accounts and an increase of 102 accounts over the prior five years due to new owners and subdivisions.

Payroll was identified as the single largest POATRI expense and was reported to have increased significantly. The report stated that efforts were being made toward tighter payroll and operations control to match costs to revenue.

Insurance costs were reported to have increased considerably. A new insurance agent in Fort Stockton had been contacted, policies had been reviewed and modified, and the insurance premium had been paid in full in March, with a reported savings of approximately $40,000.

Q1 Balance Sheet and Profit & Loss statements were reported as available as handouts and posted online. Financials were compared against the budget and 2026 projections.

4. Prior Minutes and Public Service Announcements

Larry Drgac invited public service announcements. None were offered.

Justin Andrews moved to approve the prior minutes. Chuck Hinson seconded. Motion carried 6-0, with Marbert Moore, Alan Garcia, and Dave Johnson absent.

5. Committee Reports

Road Maintenance Committee

Chuck Hinson presented the Road Maintenance Committee report. He reported that new employee operators were being trained and that the committee was working on reorganizing a program previously started.

Water Committee

Larry Drgac presented the Water Committee report. He reported that the wells were holding and that George from Study Butte Water had reviewed POATRI's operations and found them running smoothly so far.

Communications Committee

Dave Johnson, Communications Committee Chair, was absent. No Communications Committee report was submitted.

6. Old Business

Lawsuit / Final Agreed Judgment

Amy Law referred back to the lawsuit and final agreed judgment discussed during the President's Report. The County Clerk's Office was identified as a source for the judgment, and it was stated that a link would be posted on POATRI.org.

Site Master Plan

Chuck Hinson reported that two different site plans existed, that he and Amy Law had finished the site plan and distributed it, and that questionnaires would be sent out for feedback within the next couple of weeks.

Water Resolution

Vincent Slominski presented a proposed water resolution concerning different water rates for Members in Good Standing and members not in good standing, and no free water for non-compliant members. Members raised questions regarding whether POATRI may legally treat members differently. The matter was deferred for further review. No vote was taken.

Ranch Mailboxes

Amy Law gave an update regarding ranch mailboxes. USPS was identifying abandoned boxes, and POATRI was exploring reassignment, replacement, or purchase of new postal units.

7. Board Leadership Changes

Election of President

Amy Law stepped down as President. Justin Andrews nominated Vincent Slominski for President. Jim Spofford seconded. Motion carried 6-0, with Marbert Moore, Alan Garcia, and Dave Johnson absent. Vincent Slominski was elected President and assumed the role of presiding officer.

Election of Secretary

Chuck Hinson nominated Amy Law for Secretary, and Jim Spofford seconded. Justin Andrews nominated himself for Secretary, and Vincent Slominski seconded.

Votes for Justin Andrews were cast by Justin Andrews, Vincent Slominski, Jim Spofford, and Larry Drgac. Amy Law and Chuck Hinson abstained. Marbert Moore, Dave Johnson, and Alan Garcia were absent. Justin Andrews was elected Secretary by a vote of 4-0 with two abstentions. Following the vote, Amy Law withdrew her candidacy. Justin Andrews assumed the role of Secretary.

8. Personnel Changes and Operations

Vincent Slominski reported that POATRI had multiple personnel openings and was accepting future applications for Road Maintenance and Kitchen positions. Discussion followed regarding hiring authority, including whether the Board or Operations Manager was responsible for hiring ranch employees. Amy Law stated that hiring and firing ranch employees is the Operations Manager's duty and not a Board function.

In response to member questions, Vincent Slominski identified Kleo Belay as the current Interim Operations Manager. Vincent Slominski reported that Kleo Belay was under investigation by the Board, that the matter was confidential, that she had been placed on paid administrative leave, and that the Board was reviewing the disposition of her employment.

Jim Spofford stated that the Board could not discuss personnel details publicly, that the Board was attempting to gather facts and make a rational decision, and that personnel details could not be shared for POATRI's legal protection.

9. Facilities and Operations Updates

The following operating hours were announced as effective May 3:

Office: closing at 5:00 PM on weekdays and 9:00 PM on Friday and Saturday.

Laundry: 2:00 PM to 12:00 AM.

Pool: 10:00 AM to 10:00 PM.

Bad Rabbit: 7:00 AM to 8:00 PM.

10. Document Review Task Force Update

Amy Law noted that the Document Review Task Force had been discussed during the President's Report. It was noted that Justin Andrews did not have a copy of the report.

The update included that Alan Garcia and Justin Andrews were developing a spreadsheet of proposed changes for Board consideration. Discussion included the need for a document hierarchy or order of precedence. Brad Anthenat shared a preliminary proposal for a wiki system to track changes and version history, with a possible demo by July. Jim Spofford supported the concept of a media wiki for clarity.

11. Amnesty Program Proposal

An amnesty program proposal was presented with proposed fee reductions of 60% for family/inherited owners, 50% for standard buyers, and 40% for investors. Chuck Hinson noted that the proposal may raise the same issue discussed during the water-resolution discussion regarding whether members may be treated differently.

Justin Andrews moved to table the matter for further research. Larry Drgac seconded. Motion carried 6-0, with Marbert Moore, Alan Garcia, and Dave Johnson absent.

12. New Business

Bathhouse Remodel

Vincent Slominski stated that many agenda items would not be discussed.

Amy Law moved to authorize spending up to $10,000 to remodel the women's side of the bathhouse, including items such as replacing the shower, redoing tile, replacing vanities, and replacing faucets. Justin Andrews seconded. Discussion included whether septic work was included, the scope of the remodel, timeline, and ADA compliance. Motion carried 6-0, with Marbert Moore, Alan Garcia, and Dave Johnson absent.

13. Governance and Procedure Motions

Justin Andrews presented a series of governance and procedure motions intended to clarify Board practices and documentation. Discussion included whether the issues were already addressed in existing documents, whether they should be handled through document review, and whether directors needed additional time before voting on governance matters.

Jim Spofford stated that the issues raised were important and systemic, that the organization needed to fix systems rather than focus on blaming individuals, and that the Document Review Task Force was an appropriate process for reviewing the matters.

13.1 Board Decisions and Deliberations in Properly Noticed Meetings

Justin Andrews moved that the Board formally adopt a requirement that all substantive deliberations, discussions, and decisions regarding Association business occur only during properly noticed Board meetings, and that no decisions or directions be based on informal consensus reached during workshops or similar settings. Discussion included whether the requirement was already reflected in existing governing documents or practice and whether it should be incorporated through document review. No second was made. The motion died for lack of second.

13.2 Workshops as Informational and Preparatory Only

Justin Andrews moved that workshops be explicitly defined as informational and preparatory only, with no binding decisions, directions, or commitments made outside properly noticed Board meetings, and that this be reflected in practice moving forward. Discussion included the distinction between informal advice to management and official Board action, and whether the issue should be further defined in the governing documents. No second was made. The motion died for lack of second.

13.3 Audience Questioning and Motion Regarding Meeting Flow

During discussion of the governance motions, audience member Brenda Drgac questioned Justin Andrews regarding the meaning and source of fiduciary-duty language and referenced artificial intelligence. Justin Andrews moved that Brenda Drgac be asked to leave based on disruption of the meeting flow. No second was made. The motion died for lack of second. Discussion then returned to the governance motions.

13.4 Board Versus Operational Authority

Justin Andrews moved that the Board reaffirm that operational decisions, including staff, management, and day-to-day activities, are delegated to management except where explicitly reserved for the Board, and that individual board members shall not direct staff outside proper Board action. Discussion included whether the issue was already addressed in existing documents and whether it should be reviewed through the Document Review Task Force. No second was made. The motion died for lack of second.

13.5 Professional Conduct During Meetings

Justin Andrews moved that the Board adopt and enforce basic standards of professional conduct during meetings, including allowing members to complete presentations without interruption and limiting discussion to recognized turns by the presiding officer. Discussion included the chair's role in maintaining decorum, the existing code of ethics, Robert's Rules, and whether the issue should be reviewed through the Document Review Task Force. No second was made. The motion died for lack of second.

13.6 Documentation of Board Actions

Justin Andrews moved that all Board decisions, directions, and positions be clearly documented in meeting minutes, including motions, votes, and any formal decisions adopted by the Board. Discussion included the role of minutes, the secretary's duties, whether current minutes document Board action, and revisiting Robert's Rules to improve Board discussion. No second was made. The motion died for lack of second.

13.7 Timing, Agenda Process, Workshops, and Future Action Items

Discussion followed regarding timing, agenda process, workshops, and future action items. Amy Law asked why the ideas had not been brought to the Board the day before. Justin Andrews stated that motions cannot be voted on in workshops and that the ideas had been discussed during the prior workshop.

Vincent Slominski stated that future action items should be placed on the agenda in advance and that, as President, he would place future items on the agenda if provided. Vincent Slominski also stated that he wanted agendas posted earlier and in more locations for transparency so members could know what the Board would be voting on and come prepared.

Discussion included whether agenda posting earlier than the bylaws require would be permitted, the use of 'other business as needed,' and the difference between facility repair items and governance items that may require additional preparation. Vincent Slominski stated that the Board was ready to move on from the topic.

14. Committee Appointments / Road Committee Discussion

Vincent Slominski asked about the process for appointing committee members and whether appointments are made in a workshop, at a meeting, or by the committee chair. Discussion included committee-chair authority, task-force membership, and whether the President is a de facto member of each committee.

Vincent Slominski noted that this was his first Board meeting to chair and asked for patience and assistance as he learned POATRI procedures. Amy Law read bylaw provisions concerning committees and chairs.

Vincent Slominski stepped down as chair of the Road Committee. Hayley DeArman volunteered to serve on the Road Committee. Larry Drgac agreed to serve as Road Committee chair.

15. Public Comments

Public comments were received and summarized as follows:

- Brad Anthenat advocated for transparency, study of the governing documents, and continuity despite board turnover.
- Marilynn Anthenat supported Brad Anthenat's comments and emphasized transparency, adherence to the bylaws, avoiding rumor, and getting ahead of issues.
- Judy Eron thanked Hayley DeArman, Marilynn Anthenat, and Brad Anthenat for their continued involvement and raised concerns about road conditions, including Brewster Road, and safety concerns related to erosion.
- Charlie Watkins discussed road-accessibility issues and the need for improved infrastructure and more money spent on his road.
- Anthony DeArman asked whether the road being discussed was the same road that had been part of a prior pilot program involving approximately $30,000 approved by the Board several years earlier, and whether that constituted a failure in the program.
- Rooster reported severe road conditions after rain and raised emergency-access concerns with current road conditions in BBV.

16. Adjournment

The meeting was adjourned at 12:00 PM.

Submitted by:

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Justin Andrews, Secretary

Date: __________________________

Approved by Board on: __________________________