POATRI Board of Directors Special Meeting Minutes

Draft Minutes for Board Review and Approval

Date	May 26, 2026
Meeting	Special Meeting of the Board of Directors
Location	Terlingua Ranch Bunkhouse
Time Called to Order	1:00 PM
Presiding Officer	President Vince Slominski

1. Roll Call and Quorum

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

Directors present:

Vince Slominski, President
Jim Spofford, Vice President
Alan Garcia, Director
Larry Drgac, Director

Directors absent:

Chuck Hinson, Director (attempted to participate remotely via Zoom from abroad; experienced technical difficulties and was unable to join)

The President noted the high level of public interest in the meeting and welcomed attendees. Approximately 31 members of the public were present.

2. Review of Prior Meeting Minutes

Copies of the minutes from the prior Board meeting were distributed to directors. Community member Marilynn Anthenat requested time to review the minutes to confirm that previously raised issues had been included. The President briefly rearranged the agenda to allow time for that review before formal consideration. The minutes have not yet been posted to the POATRI website.

3. Public Comment

A public comment sign-up sheet was created at the start of the meeting. An additional sheet was made available. The Board acknowledged the need to formalize public comment procedures, including timing and speaker time limits consistent with the PPM's three-minute limit for public service announcements.

4. President's Report

President Slominski presented a brief report. The Board acknowledged that POATRI is undergoing significant operational changes and that community opinions vary. Director Garcia noted the importance of due diligence during this period, commended staff for their continued work, and emphasized preserving the integrity of the Board through the transition.

5. Urgent New Business: Bank Signature Authority

The Board identified as urgent the need to resolve bank signature authority. The Secretary and Treasurer positions were vacant, leaving authorized signatories incomplete. Updating bank signature authority requires those officer positions to be filled.

6. Director Vacancies and Application Process

The Board confirmed that two director positions are being actively recruited to fill current vacancies, correcting an earlier public posting that had referenced three. Applications are under review by the Director Application Committee. The application deadline is June 7, 2026.

7. Resolution: Director Appointments at Special Meetings

The Board considered and approved a change to the timing of director appointments. Previously, appointments were limited to the next regular quarterly Board meeting. The Board voted to allow director appointments to occur at a Special Board Meeting whenever the number of sitting directors is six or fewer. Existing application timelines under PPM Section 6 remain unchanged.

Vincent Slominski moved that the Board be authorized to seat appointed directors at a Special Board Meeting when the number of sitting directors is six or fewer, while maintaining existing Director Application Committee timelines. Jim Spofford seconded. Motion carried 4-0.

8. Election of Officers: Secretary and Treasurer

The Board identified the election of a Secretary and Treasurer as urgent, both to restore bank signature authority and to ensure monthly financial reporting. Under Bylaws Article 5.01, officers are elected from the Board of Directors.

Vincent Slominski moved to elect Chuck Hinson as Secretary and Alan Garcia as Treasurer. Larry Drgac seconded. Motion carried 4-0.

Chuck Hinson was elected Secretary and Alan Garcia was elected Treasurer. Debbie McClarty will continue preparing financial reports. Linda Shank volunteered to assist with financial reporting duties.

9. Water Policy: Rates, Equal Treatment, and Conservation

The Board discussed a proposal to tie water sales and discounts to member good standing status. Data presented showed that accounts not in good standing account for approximately 52% of non-potable water usage and 18% of free potable water usage.

The proposed rate structure discussed was as follows:

- Non-potable water: $0.10/gallon for members in good standing; $0.20/gallon for those not in good standing
- Potable water: $0.25/gallon for all members
- Weekly free potable allowance of 25 gallons for members in good standing only

Current limits previously established were restated as 50 gallons of potable water twice monthly (100 gallons/month) and 500 gallons of non-potable water every two weeks.

The Board discussed whether differential rates would conflict with the Protective Covenants' equal treatment requirements. Director Garcia noted that water sales are accounted under lodge operations, which creates a question about whether covenant provisions governing association services apply equally to lodge transactions. No rate changes were adopted. The Board tabled the differential water rate proposal pending a formal legal opinion on what incentive structures are permissible under the Protective Covenants.

10. Water Conservation: Cabins and Short-Term Rentals

The Board received reports of short-term rental guests accessing lodge water and other facilities. Prior conservation measures have included low-flush toilets and approximately 5-minute shower timers. The Board noted that private wells on individual tracts cannot be regulated by POATRI.

11. Collections, Delinquencies, and Incentives

The Board discussed options for encouraging payment from delinquent members, including payment plans, application of service fees toward outstanding dues, and expanded amnesty. No policy changes were adopted on this topic pending legal clarity on permissible incentive structures under the Protective Covenants.

12. Amnesty Program: Revised Terms

The Board clarified conflicting prior understandings of the amnesty program and adopted a revised amnesty policy with the following terms:

- Eligibility is expanded to include family members and heirs of prior owners.
- Terms: 40% of outstanding amounts forgiven; 60% paid by the incoming owner.

- Applications submitted before adoption of this revised policy are governed by prior terms. Applications submitted on or after the date of adoption are governed by the new terms.

Concerns were raised about potential abuse if non-paying owners transfer property to relatives as a mechanism to access amnesty. Proponents emphasized the value of reengaging dormant properties and increasing the number of paying members.

Jim Spofford moved to adopt the revised amnesty policy as described above. Alan Garcia seconded. Motion carried 4-0.

13. Liens, Collections, and Tax Sale Excess Proceeds

The Board reviewed its lien and collections practices. Collections are generally limited to four years of assessments, and POATRI has a four-year window to act after a lien is filed. Since 2022, POATRI has pursued excess proceeds from tax sales rather than accepting direct county checks. Multiple properties are subject to upcoming tax sales, with the potential to recover several thousand dollars in excess proceeds. The Board confirmed its intent to pursue those claims.

14. Bathhouse Renovation: Women's Restroom

The Board received a report on the condition of the women's restroom at the lodge facility, including persistent odor, poor shower conditions, and standing water. The men's side of the bathhouse was previously renovated. The Board confirmed that $10,000 has been approved for the renovation, to be funded from the maintenance account. Investigation revealed that septic vent caps and sewer line caps were missing and have been replaced, but odor persists and appears to be bathhouse-related. Further inspection and repairs will proceed under the approved budget.

15. Director Removal: Justin Andrews

The Board reported that Director Justin Andrews was removed from the Board following an executive session held prior to this meeting. The removal was pursuant to Bylaws Article 4.05(e), based on a finding of violation of the Code of Ethics and Standard of Conduct, by unanimous vote of the remaining directors. The Board stated that the removal did not involve any criminal conduct or issues of moral turpitude.

In response to member questions, the Board declined to disclose the specific conduct or evidence considered in executive session, citing confidentiality. The Board indicated it would consider posting the applicable Code of Ethics and conduct procedures to provide transparency into the framework applied.

Members raised concerns about the removal of an elected director without a membership vote. The Board noted that Bylaws Article 4.05(e) expressly authorizes removal in executive session by unanimous vote of the remaining directors for violations of fiduciary duties or the Code of Ethics, without requiring a membership vote. Disagreement was expressed by some members regarding whether adequate warning or opportunity to cure had been provided prior to removal.

16. Governance: Resolutions Proposed by Director Andrews

The Board noted that Director Andrews had previously proposed seven governance-focused resolutions. Those resolutions were not adopted, as the motion did not receive a second. Questions were also raised about whether the resolutions had been properly introduced through the workshop process and whether the 14-day agenda notice requirement under Bylaws Article 4.09 had been satisfied. The Board indicated it would review relevant recordings to confirm compliance.

A suggestion was made to form a governance task force to improve policy and process maturity. No formal action was taken on this at this meeting.

17. Meeting Participation and Logistics

The Board acknowledged the increased attendance at this meeting and the logistical challenges it presents. Online participation via Zoom requires a dedicated host. The Board discussed the need to structure public comment timing, speaker limits, and engagement processes to conduct meetings efficiently while maintaining meaningful member access.

18. Operations Manager Recruitment

The Board discussed the status of the Operations Manager search. The position was posted on Indeed and Cool Works; the Indeed posting was removed due to cost. Between 7 and 15 applications have been received. The Board expressed a preference for candidates with local familiarity, balanced against overall qualifications. Members were encouraged to submit referrals for local candidates privately to the Board. Interviews are to be scheduled and postings will be expanded to free platforms including LinkedIn.

19. Community Announcement

A Turkey Shoot event was announced at the American Legion at noon on Saturday. Due to turkey availability, ham may be substituted as the prize.

20. Adjournment

The meeting was adjourned.

Submitted by:

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Chuck Hinson, Secretary

Date: ________________________

Approved by Board on: ________________________