PROPERTY OWNERS ASSOCIATION OF TERLINGUA RANCH, INC.
MINUTES OF THE REGULAR QUARTERLY MEETING
OF THE BOARD OF DIRECTORS
Saturday, July 25, 2026

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1. CALL TO ORDER, ROLL CALL, AND QUORUM

The Regular Quarterly Meeting of the Board of Directors of the Property Owners Association of Terlingua Ranch, Inc. (POATRI) was held on Saturday, July 25, 2026, at the Terlingua Ranch Lodge, Brewster County, Texas. Notice of the meeting and the agenda were given in accordance with Article 4.09 of the Bylaws. The meeting was called to order at 10:09 a.m. by Vice President Larry Drgac.

The Secretary called the roll. The following Directors were present in person:

- Brad Anthenat
- Larry Drgac
- Alan Garcia
- Chuck Hinson
- Linda Shank

Director Amy Law participated by Zoom. Director Vince Slominski was absent. Sixteen property owners attended in person and eleven participated by Zoom.

Six of the seven sitting Directors were present, and the Vice President declared that a quorum was present pursuant to Article 4.10(b) of the Bylaws. All votes recorded in these minutes were taken by roll call and are reported by individual Director in accordance with Section IV, Item 12 of the Policies and Procedures Manual.

The Vice President noted that a conferencing camera malfunction delayed the start of the meeting and that the audio feed was routed through an alternate device so that remote participants could hear the proceedings.

2. ELECTION OF OFFICERS

The Vice President advised that Vince Slominski had stepped down as President while remaining a Director, and that officers could not be seated at the preceding special meeting because officer elections must be conducted at a Regular Meeting. The Board proceeded to elect officers.

2.1 President

Director Linda Shank moved to nominate Brad Anthenat as President of the Board of Directors, and Director Alan Garcia seconded the motion. The roll call vote was as follows: Anthenat, yes; Drgac, yes; Garcia, yes; Shank, yes; Law, yes; Hinson, yes. Slominski was absent. The motion carried by a vote of six in favor and none opposed.

Brad Anthenat thanked the Board and assumed the chair. He clarified for the record that Vince Slominski had resigned the office of President only and continues to serve as a Director.

2.2 Vice President

Larry Drgac stated that he would continue to serve as Vice President.

2.3 Treasurer

Director Alan Garcia stated that he was stepping down as Treasurer. President Brad Anthenat moved to nominate Linda Shank as Treasurer, and Director Chuck Hinson seconded the motion. The roll call vote was as follows: Anthenat, yes; Drgac, yes; Garcia, yes; Hinson, yes; Shank, yes; Law, yes. Slominski was absent. The motion carried by a vote of six in favor and none opposed.

2.4 Secretary

Chuck Hinson stated a desire to step down as Secretary. President Brad Anthenat moved to nominate Alan Garcia as Secretary, and Director Chuck Hinson seconded the motion. The roll call vote was as follows: Anthenat, yes; Drgac, yes; Garcia, yes; Hinson, yes; Shank, yes; Law, yes. Slominski was absent. The motion carried by a vote of six in favor and none opposed.

The President thanked the incoming officers and thanked the outgoing officers for their service.

3. PUBLIC SERVICE ANNOUNCEMENTS

The President invited public service announcements. Director Amy Law announced that the monthly property owner potluck, ordinarily held on the first Thursday of each month, will not be held in August 2026. No other announcements were offered.

4. APPROVAL OF MINUTES

Director Alan Garcia moved to approve the minutes of the April 2026 Regular Quarterly Meeting, the May 26, 2026 Special Meeting, and the June 15, 2026 Special Meeting in a single motion. The motion was seconded. The roll call vote was as follows: Hinson, yes; Anthenat, yes; Drgac, yes; Shank, yes; Garcia, yes; Law, no as to the April minutes only. Slominski was absent. The motion carried by a vote of five in favor and one opposed for April, six in favor and none opposed for the other meetings.

5. PRESIDENT'S REPORT

The written final report of outgoing President Vince Slominski, dated July 25, 2026, was read into the record by President Brad Anthenat. The report advised that he could not attend because he was closing on the sale of one home and the purchase of another; that POATRI faces significant challenges that he believes the Board will meet and that he plans to help where he can; that he was stepping down as President effective that day but remaining on the Board; that serving as President had been a major learning experience but that the organization is better served by a President who is present full time, whereas he is at his Terlingua Ranch home approximately sixty percent of the time; and that he hoped members would recognize the limits imposed by the Bylaws and policies and extend greater patience to Directors, who are unpaid volunteers serving in a time consuming role. A written copy of the report is to be filed with these minutes as Exhibit A upon receipt.

President Brad Anthenat stated that he is available to any member who wishes to discuss a concern, idea, or suggestion, and that this is his goal for the six months remaining until the next election. He addressed the community workshop held on July 24, 2026, stating that there was little constructive discussion and considerable disrespect from both sides of the room, and asked that members and Directors treat one another civilly as neighbors and fellow property owners even where their views of POATRI's best interests conflict. He thanked Vince Slominski for stepping in as President at a time when the Board was reduced to four Directors and all four officer positions were held by those Directors.

6. TREASURER'S REPORT

Treasurer Linda Shank presented and read her report, which is attached as Exhibit B, together with the unaudited financial statements for the six-month period ended June 30, 2026.

The unaudited financial statements for the six-month period ended June 30, 2026, previously reviewed and approved by the Budget and Finance Committee, were accepted for presentation at this meeting and for posting on poatri.org. Printed copies of the standard financial reports for the first six months of 2026 were available at the back of the room.

The Treasurer advised that Ron Kirby, CPA, will prepare the 2025 federal income tax returns and the 2025 audited financial statements, and plans to be at the Ranch during the first week of September 2026 to complete his field work. The audited statements will be posted on poatri.org once finalized and reviewed.

7. COMMITTEE REPORTS

The President noted that committee activity has been limited during a period in which the Board was without a Manager and, for part of the quarter, reduced to four Directors.

7.1 Road Maintenance Committee

Vice President Larry Drgac reported orally that recent rains have affected road conditions and that the single road crew now working is addressing them as quickly as possible. A winch truck has been purchased so that a transmission can be reinstalled in the second maintainer, which will return the Association to two maintainers. The Association is down one maintainer operator and is seeking a competent maintainer operator. Directors and property owners were asked to refer candidates.

7.2 Water Committee

Vice President Larry Drgac reported orally that the wells and water tables are stable and that there is no present need to ration water. In response to a question from Treasurer Linda Shank regarding the well status and water sales figures previously provided by management, the Vice President stated that those figures were not available for this meeting and would be provided at the next meeting.

7.3 Communications Committee

No Communications Committee meetings have been held since the last Board meeting. The President stated that committees and task forces would be addressed as action items under New Business.

8. OLD BUSINESS

8.1 Operations Manager Search Update

The President read a status summary of the Operations Manager search into the record. The summary reported that twenty three applications were received, that five candidates advanced to individual Zoom interviews with members of the Board using a consistent interview format, that three candidates emerged as the strongest contenders, and that two of the three finalists were invited to visit Terlingua Ranch and meet with Directors in person. The status of those visits has not yet been documented. No Operations Manager has been hired.

The President stated that the concerns raised at the July 24, 2026 workshop are being addressed in part, that the Board has continued to discuss whether the role should be filled by one person or more than one, and that housing is a consideration for a candidate who does not own property on the Ranch. He stated that the two-page job description will be distributed to Directors and made available to interested property owners, and that the Board's present course is to hire a Manager.

8.2 Interim Management

The President reported that following the resignation of Jim Spofford, who was serving as interim Manager, the Board held an emergency meeting and appointed Directors Brad Anthenat and Amy Law to serve as interim Managers so that operations would be covered.

He explained that two Directors were appointed to provide overlap around planned absences and a return to full-time employment, acknowledged the inherent tension in a Director acting as a supervisor of staff, and stated that the gap in coverage during the transition was approximately one week.

8.3 Bathhouse Update

The President reported that the Board approved $10,000 in April 2026 for bathhouse upgrades and that $7,283.25 has been spent to date, leaving approximately $2,700. Demolition has started and completion is expected within four to six weeks. The work is intended to improve accessibility and to come as close to ADA compliance as the building allows. The constraints are those of a fifty-five-year-old rock building limited in size and in accessibility, the principal limitation being the width of the existing rock doorway.

The maintenance lead has developed a plan providing for walk in or wheelchair accessible entry to the shower area and comparable access to a toilet. Within the remaining budget, operations intends to use a rock saw to widen the doorway and to construct a ramp, since the entry currently requires a step up. Grab bars have been purchased and at least one fold-down shower seat will be installed, and the intent is to install them before the renovation is complete.

Treasurer Linda Shank asked whether the amount spent reflects cash outlay only or also the value of internal labor. The President stated that the figure reflects materials only, and the question of tracking the total cost of internal labor on the project was raised for future consideration. The President will provide a further update at the October 2026 Regular Quarterly Meeting.

8.4 Site Master Plan and Three Mile Project

No update was available. The Vice President stated that the project has been ongoing for at least eleven years and involves obtaining easements from the property owners along the last three miles of the road so that the county will accept the road and provide maintenance. The Board clarified for the record that if easements are granted, the county, not POATRI, would pay for maintenance of that segment.

Treasurer Linda Shank added that POATRI's 425 acres are presently land locked without public access, which prevents the property from being used as loan collateral, and that granting the county an easement would give the affected owners public access and could increase the value and utility of their property. Director Vince Slominski is expected to chair the task force for this project.

9. NEW BUSINESS

9.1 Committees and Task Forces

The Board reviewed the standing committees and task forces with the goal of populating them before the October 2026 Board meeting. The President clarified that committees make recommendations to the Board and do not adopt resolutions, that the President serves on all committees by default and is not a voting member of any committee, and that committee recommendations come to the Board for action.

Standing committees and task forces were identified as follows:

- Budget and Finance Committee: Linda Shank, chair as Treasurer pursuant to the Board Procedural Manual. Members: Marilyn Anthenat, Jim Spofford, Amy Law, and Chuck Hinson. The Committee meets by Zoom at 6:30 p.m. on the second Wednesday of each month, and a schedule will be distributed. Additional volunteer members are needed.
- Audit Committee: not currently constituted. The Treasurer reported that no Audit Committee has existed for several years, that an audit handbook exists in the Policies and Procedures Manual, and that the Committee's principal purpose would be to review internal controls so that the external auditor can rely on completed internal procedures.

The Board discussed simplifying the internal audit process and report, and volunteers were requested.

- Road Maintenance Committee: Larry Drgac, chair. Members: Hayley DeArman and Vince Slominski.
- Water Committee: Larry Drgac, chair. Chuck Hinson volunteered to assist. Additional volunteers were requested.
- Communications Committee: Alan Garcia, chair as Secretary. Members: Hayley DeArman, Joi Chevalier, and Amy Law. The Committee is responsible for communicating Board actions, minutes, and discussions to property owners, and for the newsletter. Additional volunteers were requested.
- Director Application Committee: consists of the chairs of all existing committees, the President, and the Manager, pursuant to the Board Procedural Manual.
- Document Review Task Force: Alan Garcia, chair. Members: Brad Anthenat, Carol Vaughn, and Anthony DeArman.
- Legal Task Force: Amy Law, chair, appointed by the President and accepted. Members: Brad Anthenat, Chuck Hinson, and Hayley DeArman. The President noted that participation in this task force is limited by confidentiality considerations and directed interested persons to contact the chair.

9.2 Banking Resolutions

President Brad Anthenat moved that the banking resolutions be read. Treasurer Linda Shank read three resolutions, one for each banking institution, to update the authorized signers following the election of officers. The President explained that the banks require formal Board resolutions in order to make these changes.

Maverick Bank

The resolution provides that the following Directors, who are also Board officers, are authorized as signers on the POATRI reserve account and certificate of deposit at Maverick Bank in Alpine, Texas: Brad Anthenat, President; Larry Drgac, Vice President; Linda Shank, Treasurer; and Alan Garcia, Secretary. All other names are to be removed from these accounts, effective July 25, 2026.

Director Alan Garcia moved to adopt the resolution, and Director Larry Drgac seconded the motion. The roll call vote was as follows: Hinson, yes; Garcia, yes; Drgac, yes; Anthenat, yes; Shank, yes; Law, yes. Slominski was absent. The motion carried by a vote of six in favor and none opposed. The resolution is attached as Exhibit C.

West Texas National Bank

The resolution provides that the following Directors, who are also Board officers, are authorized as signers on the POATRI operating account, deposit account, payroll account, contingency fund account, and contingency fund certificate of deposit at West Texas National Bank, and are authorized to access corporate safe deposit box number 24: Brad Anthenat, President; Larry Drgac, Vice President; Linda Shank, Treasurer; and Alan Garcia, Secretary. All other names are to be removed from these accounts, effective July 25, 2026.

Director Larry Drgac moved to adopt the resolution, and Director Alan Garcia seconded the motion. The roll call vote was as follows: Hinson, yes; Garcia, yes; Drgac, yes; Anthenat, yes; Shank, yes; Law, yes. Slominski was absent. The motion carried by a vote of six in favor and none opposed. The resolution is attached as Exhibit D.

The Treasurer invited questions from the audience regarding the banking structure and explained that the account system was established over a number of years with checks and balances, and that Debbie McLarty maintains the records for all accounts and reconciles them monthly. No questions were raised.

Morgan Stanley

The resolution provides that the following Directors, who are also Board officers, are authorized as signers on the POATRI Morgan Stanley preferred savings account: Brad Anthenat, President, and Linda Shank, Treasurer. All other names are to be removed from this account, effective July 25, 2026.

Director Larry Drgac moved to adopt the resolution, and Director Chuck Hinson seconded the motion. The roll call vote was as follows: Hinson, yes; Garcia, yes; Drgac, yes; Anthenat, yes; Shank, yes; Law, yes. Slominski was absent. The motion carried by a vote of six in favor and none opposed. The resolution is attached as Exhibit E.

9.3 Resolution Regarding Director Vacancy and Election Eligibility Following Resignation

President Brad Anthenat read a proposed resolution to amend Article 4.07 of the Bylaws. The proposed amendment would provide that a Director who resigns before completing the term associated with that Director's seat shall be ineligible for appointment or election to the Board until a period equal to the unexpired balance of that term plus one additional three year term has elapsed from the effective date of the resignation, which would apply to a resigning Director the same restriction that Article 4.05 applies to a removed Director.

Discussion was held among the Directors and members present.

Director Alan Garcia moved to table the resolution for further discussion in future workshops, and President Brad Anthenat seconded the motion. The roll call vote was as follows: Hinson, yes; Garcia, yes; Drgac, yes; Anthenat, yes; Shank, yes; Law, yes. Slominski was absent. The motion carried by a vote of six in favor and none opposed.

The President asked the Director Application Committee to consider whether a Director's resignation should be disclosed to the membership.

9.4 Resolution Amending Article 4.09 of the Bylaws Regarding Physical Presence for Attendance, Quorum, and Voting

President Brad Anthenat read a proposed resolution to amend Article 4.09 of the Bylaws by adding a new subsection 4.09(i). The proposed subsection provides that a Director shall be considered present only when physically present at the meeting location specified in Article 4.09(c); that a Director who is not physically present shall be reported as absent for all purposes under the Bylaws, including the attendance and removal provisions of Article 4.05; that a Director participating by remote means shall not be considered present and shall not be counted in determining the number of votes required for Board action; that a Director who is not physically present may listen to the meeting and, when recognized by the presiding officer, provide factual information or answer questions, but that such involvement does not constitute attendance, does not excuse the absence, and does not authorize the Director to make or second motions, participate in formal deliberations as a Director, or vote; and that the subsection does not apply to an emergency telephonic or electronic Board meeting properly called and conducted pursuant to Article 4.09(h).

Discussion was held among the Directors and members present.

Director Alan Garcia proposed that the resolution be amended to strike its application to Special Board Meetings. President Brad Anthenat moved to amend the resolution so that the new Article 4.09(i) applies to Regular Quarterly Board Meetings only, and Director Alan Garcia seconded the motion. President Brad Anthenat then moved that the resolution as amended be put to a vote, and Director Alan Garcia seconded the motion. The roll call vote was as follows: Hinson, yes; Garcia, yes; Drgac, yes; Anthenat, yes; Shank, yes; Law, yes. Slominski was absent. The motion carried by a vote of six in favor and none opposed.

In response to a question from the Treasurer regarding the effective date, the President read the further resolved clause providing that, in accordance with Article 7.02(c) of the Bylaws, the amendment becomes effective five days after the date on which the vote to adopt the resolution is taken. The amendment is therefore effective July 30, 2026. It was noted for the record that Director Law's participation and votes at this meeting were valid because the amendment was not yet in effect. The resolution is attached as Exhibit F.

9.5 Resolution Amending Article 4.04 of the Bylaws Regarding Director Eligibility for Entity Held Property

President Brad Anthenat read a proposed resolution to amend Article 4.04 of the Bylaws by adding new subsections providing that where a POATRI property tract, membership interest, or account is held in the name of a limited liability company, no more than one person affiliated with that company may serve as a Director at the same time, and establishing how the restriction would be applied during the candidate application process, following an election, and on appointment to fill a vacancy. The stated purpose of the resolution is to align Director eligibility with the existing voting rule of one account, one vote, so that the principle becomes one account, one seat.

Discussion was held among the Directors and members present. The Directors agreed that the restriction should extend to all non-individual ownership entities, including partnerships, corporations, trusts, and estates, rather than to limited liability companies alone, and that the language should be reviewed so that it does not create unintended additional restrictions.

Director Larry Drgac moved to table the resolution so that it may be rewritten to apply to all ownership entity types and to state the intended principle more clearly, and Director Alan Garcia seconded the motion. The roll call vote was as follows: Hinson, yes; Garcia, yes; Drgac, yes; Anthenat, yes; Shank, yes; Law, yes. Slominski was absent. The motion carried by a vote of six in favor and none opposed.

The Board indicated that a revised resolution is expected to be presented at the October 2026 Regular Quarterly Meeting.

9.6 Other New Business

The President asked whether there was any further new business from the Directors. There was none.

10. PARTICIPATION BY MEMBERS

The President opened Participation by Members. The Secretary called the names on the sign in sheet in order and also monitored the Zoom chat for questions. The following members addressed the Board.

George Baum

Mr. Baum stated that he has owned property on the Ranch for six years, that this was his first meeting, and that he would like to help the Association where he can. He asked about the rate of assessment payment, whether the Board can enforce payment, and whether payment could be made easier through automatic debit or monthly installments.

The Board responded that payment plans are available through Property Owner Services, that payments may be made by credit card through poatri.org or by check, and that non payment has been a longstanding issue. The Treasurer stated that the assessment is a legal obligation, that non payment reduces the funds available for road maintenance and affects every owner, and that owners should encourage their neighbors to pay rather than withhold payment out of dissatisfaction. The President stated that the Board has examined a number of enforcement options and that collection efforts begun several years ago are on hold as a result of pending litigation.

Jim Spofford

Mr. Spofford stated that more needs to be done to improve the Board and the organization, and that despite having resigned from the Board he remains committed to that goal.

Linda Avitt

Ms. Avitt referred to an email exchange with the President regarding the bathhouse renovation and gave positive feedback on that exchange and on the work being done. She asked whether grab bars are included in the project. The President confirmed that grab bars are within the scope of the project and are among the materials already purchased.

AnneMarie Posey

Ms. Posey requested that the grab bars installed be rough textured rather than smooth and that fold-down shower seats be included. She asked whether laundry facilities for property owners, separate from housekeeping, remain under consideration. The President stated that there are no immediate plans, and that the Board needs a mechanism so that the project list continues to move forward as projects arise and take priority.

Ms. Posey also stated that candidates for the Board should be given clear information about what is expected and required of Directors. She raised the absence of an Operations Manager, of which she had not been aware, and the President advised that the Board had appointed himself and Director Amy Law as interim managers. She further stated that the ballot should include more information about the Director applicants. The Board agreed that the ballot should clearly direct voters to the online location of the full applications, and the Secretary stated that this is an appropriate matter for the Director Application Committee to take under advisement.

No comments or questions were received from Zoom participants.

11. ADJOURNMENT

The President thanked the property owners for attending and participating. Director Larry Drgac moved to adjourn, and Director Chuck Hinson seconded the motion. The roll call vote was as follows: Hinson, yes; Garcia, yes; Drgac, yes; Anthenat, yes; Shank, yes; Law, yes. Slominski was absent. The motion carried by a vote of six in favor and none opposed.

12. MATTERS CARRIED FORWARD

- The amendment to Article 4.09 requiring physical presence for attendance, quorum, and voting at Regular Quarterly Board Meetings becomes effective July 30, 2026.
- The resolution regarding Director eligibility following resignation is tabled for discussion at future workshops.
- The resolution amending Article 4.04 regarding entity held property is tabled and will be rewritten to cover all ownership entity types, with a revised version expected by the October 2026 meeting.
- Committee and task force rosters are to be finalized and meeting schedules distributed before the October 2026 meeting.
- Ron Kirby, CPA, is scheduled to be on site during the first week of September 2026 for field work on the 2025 federal income tax returns and 2025 audited financial statements.
- Bathhouse work is expected to be completed within four to six weeks, with a quarterly update to be provided at the October 2026 meeting.
- The Director Application Committee is asked to consider disclosure of Director resignations to the membership and improvements to the information provided on the ballot.
- The next Regular Quarterly Meeting of the Board of Directors is scheduled for Saturday, October 31, 2026.

13. EXHIBITS

- Exhibit A: President's Report dated July 25, 2026, to be filed upon receipt from the outgoing President

- Exhibit B: Treasurer's Report and unaudited financial statements for the six month period ended June 30, 2026
- Exhibit C: Resolution regarding authorized signers, Maverick Bank
- Exhibit D: Resolution regarding authorized signers, West Texas National Bank
- Exhibit E: Resolution regarding authorized signers, Morgan Stanley
- Exhibit F: Resolution amending Article 4.09 of the Bylaws
- Exhibit G: Sign in sheet for Participation by Members

Respectfully submitted,

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Alan Garcia, Secretary
Property Owners Association of Terlingua Ranch, Inc.

Approved by the Board of Directors on ____________________.

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Brad Anthenat, President
Property Owners Association of Terlingua Ranch, Inc.