

Minutes of the POATRI Board of Directors Meeting October 29, 2011

The October 29, 2011 meeting of the Board of Directors was called to order at 10:40 am. A presentation was made by the Texas Parks and Wildlife game wardens prior to the meeting. The entire presentation is available on the POATRI website.

Present were: J Paul Burger, Jeff Daly, Marbert Moore, Charlie Oakes, Frank Oxsheer, Tanya Phillips, , Dori Ramsay , Vern Stump and Randolph Williford. All directors were present.

Public service announcements –

Tom Ramsay reported that the first meeting of Movies at the Bunkhouse meets on the 2nd and 4th Wednesday of the month and the Reading Round the Ranch Book Club meets at the Bad Rabbit café on the 1st Wednesday of the month. That info is also on Terlingua Ranch website. An announcement was made that it was Ed M's birthday and he was serenaded.

Minutes from the April meeting were accepted. Motion Tanya Phillips, seconded by Paul. Minutes approved, with Randall abstaining.

Treasurers Report Marbert Moore gave the treasurer's report. He announced that there is \$77,000 in the Bank from 2010 surplus. It is for pending lawsuits with the remainder to be used for Capital Improvements. Income this year from the lodge is \$63,000. As of the date, we have 2,364 paid assessments, or 63% of billed assessments.

Tanya introduced our Manager, Vanessa Boyd, for anyone who did not meet her Friday.

Manager's Report and Road Report Summary: Vanessa reported on the successful repair of a water leak last week, as well as securing a contract for TCEQ TCR samples and overnight sample delivery. The new owners of the Christmas Mountains requested to have the chain and lock removed from their property. A representative from the Sul Ross Police Department, escorted by Sherriff Ronnie Dodson came and we cut the chain and locks and the invalid GLO sign and gave those into the custody of TX University System. She will be presenting her budget requests to the B&F committee soon for both the 2012 budget as well as capital improvements. In addition to expenses for infrastructure and grounds, she will also be asking for money for POS collections processes. The next couple of weeks will be spent finalizing the drafts of our new data forms for water records, getting a working version of Tripod and testing ballot and billing, preparing for the Newsletter.

Committee and Task Force Reports

Audit –Dan Patchin was glad to be able to begin work on the Committee. The committee has completed the property audit. Diana Wysocki will be doing cash drawer audits. Dan has been working on auditing line item allocations. Both Chuck Corrao and Diana are due to rotate off the committee. Dan is looking for volunteers.

Budget and Finance-The Committee has begun the 2012 Budget process and that will continue through the end of the year.

Communications Committee- The next issue of the newsletter will go to press November 15th. There will probably be a fair amount of information on the upcoming election and ballot items. We will be doing an intro of our new manager for those members who can't get here to meet Vanessa. We will be introducing a new concept-adopting one of the cabins for renovation. In the first 2012 quarterly newsletter, we hope to put in an article on water collection and wildlife guzzlers. Our Facebook page has been re-activated and the manager is working with the Communications Committee to develop an overall strategy to co-ordinate and keep up to date the various places we have a media presence.

Hunt – Jeff Daly will be on premises to assist game wardens and property owners throughout hunt season. Jim Miller has agreed to help, and Jeff would appreciate one more volunteer.

Airport- Vern reported there was no activity this quarter, however, when the work on the Smith well commences there will be an outage.

Road Issues Task Force: Charlie said no issues had been brought to him.

Unfinished Business

Minutes from the Executive Session of October 20, 2011 were reported. The POATRI Board had an electronic executive session to provide direction to the attorney in the Suber case.

New Business

Tanya updated the status of current lawsuits. Nov 28, 2011, the Suber lawsuit goes to trial in Alpine; the other gating suit is awaiting the outcome of this trial. The Mead lawsuit against POATRI that was dismissed is being appealed. It is covered by our insurance.

The Board met on Friday October 28, 2011 to do a 60 day Manager's evaluation. The result of the discussion between our Manager and the Board was a vote of confidence. The Board feels she is growing in the job and is pleased with her progress. All Board members were present, except for Randall Williford.

Sunday Meet and Greet Director is Jeff Daly. He will have a GPS available and will show folks how to use them and help them find their property. Meet and Greet is held the last Sunday of each month.

Participation by Property Owners

Several property owners spoke to road issues. Barbara Trammel commented on the reflection of the poor economy on our assessments. She encouraged us to get our collections going. Tanya said that we are getting the manager set up to do so. Chuck Corrao asked us to get our properties in the auction account up and going and requested we expand where we post our auctions. It is already being done. Owners asked about the restaurant lease and were told that Judy, the current leasee has decided not to renew and we will be posting requests for proposals for a new leasee. Randall asked for all candidates to watch as the vote was counted. All ballots go to an independent vote counter to ensure a secret ballot. There is a policy in the P & P for canvassing the vote and Randall was referred to it.

Resolutions:

1) **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 four and three tenths percent (4.3%), which equates to a new yearly assessment of \$165.64, to be effective for the calendar year 2012 and reflected on the annual upcoming assessment billing.

Motion By: Marbert Moore

Second: Tanya

Ayes: 8 Nays: 1 Abstain: Absent:

Record of voting:

J.Daly __Y__ R. Williford __N__ M. Moore __Y__ P. Burger __Y__

C. Oakes __Y__ F. Oxsheer __Y__ D. Ramsay __Y__ V Stump __Y__ T. Phillips __Y__

2) Resolution: WHEREAS,

On the advice of counsel, the BOD cannot allow a vote to suspend the requirements for Member in Good Standing as the bylaws are currently written, therefore;

BE IT HEREBY RESOLVED: that we rescind the motion that was passed in July that read

I make the motion to suspend the requirements per currently written Bylaw Article 3.03 for payment of the Special assessments for the January 2012 election so that all otherwise qualified members who have fully paid all POATRI assessments due under the Maintenance Agreement and/or any amendments thereto can be allowed to vote on Article 3 changes and also participate in the election of Directors for 2012.

Motion By: Dori

Second: Frank O

Ayes: __8__ Nays: __1__ Abstain: Absent:

Record of voting:

J.Daly __Y__ R. Williford __N__ M. Moore __Y__ P. Burger __Y__

C. Oakes __Y__ F. Oxsheer __Y__ D. Ramsay __Y__ V Stump __Y__ T. Phillips __Y__

3) Resolution: WHEREAS,

The BOD adopted a revised set of Bylaws in the July 2011 Board meeting. That revision required Policy and Procedure Manual revisions to reflect those changes, therefore;

BE IT HEREBY RESOLVED: To adopt the recommended Policy and Procedures manual presented to the BOD at this meeting as a complete document.

Motion By: Dori Ramsay

Second: Vern

Ayes: __8__ Nays: __1__ Abstain: Absent:

Record of voting:

J.Daly __Y__ R. Williford __N__ M. Moore __Y__ P. Burger __Y__

C. Oakes __Y__ F. Oxsheer __Y__ D. Ramsay __Y__ V Stump __Y__ T. Phillips __Y__

4) Resolution: WHEREAS, Article 3 of the Bylaws is being submitted to the membership for a vote on revisions recommended by the BOD. It has come to our attention that there is an additional change to be made in Article 3. One is a result of a moving Section 4.01 (c) to Section 4.02 (c). There is no change in intent or language.

Current language is:

3.04. MEMBERSHIP VOTING RIGHTS.

All POATRI Members will be informed about each issue being brought before the Members for a vote, and have 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 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 referendum 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.

Therefore in Article 3.04, the reference to 4.01 (c) shall be changed to 4.02 (c)

Motion By: Dori Ramsay

Second: Vern

Ayes: __9__ Nays: __0__ Abstain: Absent:

Record of voting:

J.Daly __Y__ R. Williford __Y__ M. Moore __Y__ P. Burger __Y__

C. Oakes __Y__ F. Oxsheer __Y__ D. Ramsay __Y__ V Stump __Y__ T. Phillips __Y__

5) **Resolution:** WHEREAS,

Article 3 of the Bylaws is going to be presented to the membership and whereas the Board would like to clarify the language in 3.04. The change being proposed is in yellow.

Therefore, I submit the resolution as follows:

3.04. MEMBERSHIP VOTING RIGHTS.

All POATRI Members will be informed about each issue being brought before the Members for a vote, and have 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 approve a majority of issues before the membership except those requiring a different result as per state law, or as described in Section 4.02 (c).

There will be a minimum of 3 votes per Member in Good Standing for an election of open positions for the board. Each MIG will have the ability to cast one vote for each open Board position on the ballot. In order to be granted a seat on the

board of directors the successful candidates will be seated in the order of highest votes received until all open positions are filled.

Votes must be cast as follows:

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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: Paul

Second: Frank

Ayes: 8 Nays: 1 Abstain: Absent:

Record of voting:

J. Daly Y R. Williford Y M. Moore Y P. Burger Y C. Oakes Y

F. Oxsheer Y D. Ramsay Y V Stump Y T. Phillips Y

6) Resolution: WHEREAS,

Article 3 of the Bylaws is going to be presented to the membership and whereas the Board would like to clarify the language in 3.04. The change being proposed is in yellow.

Therefore, I submit the resolution as follows:

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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 referendum 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: _____Frank_

Second: _____Randall

Ayes: _____9___ Nays: _0_____ Abstain: Absent:

Record of voting:

J.Daly __Y__ R. Williford ___Y___ M. Moore ___Y___ P. Burger _Y__

C. Oakes __Y__ F. Oxsheer ___Y___ D. Ramsay ___Y___ V Stump _Y__ T. Phillips __Y___

Announcement of Candidates for 2012

7 Applications were received by the deadline. All candidates were checked through TRIPOD and are members in good standing and have met the requirements for being a candidate. Several have not been reviewed for meeting the word limits on the forms but this will be done prior to submission online. The candidates in alphabetical order are:

Don Ferguson, Tom Goff, John Gray, David Krueger, Don Mahan, Tanya Phillips, Gene Stangle

Submitted by the Nominating Committee of 2011 October 29, 2011

A drawing was held for position on the ballot and the candidates will be on the ballot in the following order.

- 1) Tom Goff
- 2) Gene Stangle
- 3) Tanya Phillips
- 4) Don Mahan
- 5) Don Ferguson
- 6) John Gray
- 7) David Krueger

Jeff moved that the meeting be adjourned and Randall seconded.

Respectfully submitted,

Dori Ramsay

Secretary