

Minutes of POATRI Board of Directors Meeting on Saturday January 29, 2011

PROPERTY OWNERS ASSOCIATION OF TERLINGUA RANCH, INC.

FOURTH QUARTERLY BOARD OF DIRECTORS MEETING, January 29, 2011

On Saturday January 29, 2011 beginning at 10:00 AM a regular meeting of the POATRI Board of directors was held at Terlingua Ranch Lodge.

The following Board members were present:

Paul Burger, Jeffery Daly, Marbert Moore, Charlie Oaks, Frank Oxsheer, Tanya Phillips, Randall Williford

I.) Call to Order by Tanya Phillips, President at 10:05 AM

a.) The Minutes of the previous regular Board meeting held on October 31, 2010 were read.

-Paul Burger moved that the minutes of the meeting be accepted as read, Frank Oxsheer seconded.

Ayes: ___7___ Nays: ___0___ Abstain: Absent 0

Record of voting:

J.Daly __ Y_ R. Williford __ Y __ M. Moore _ Y _ P. Burger __ Y __ C. Oaks __ Y _____

F. Oxsheer ___ Y ___ T. Phillips _ Y _____

The Motion carries.

-Treasurer's Report: Marbert Moore reported that collections were proceeding to come in as usual. He asked that a simple late fee be made to replace the existing sliding system. POATRI presently has a good cash reserve of about \$115K but Marbert advised that the legal fees for pending litigation will impact this reserve. Nonetheless, POATRI appears to be in good financial condition.

In the absence of a Ranch Manager, Marbert also presented a brief Ranch manager's report .

Audit Committee: Dori Ramsey presented a brief summary of auditing work since the last meeting

Budget & Finance Committee: Marbert Moore presented the accounting for the various Ranch expenses, and reported all were within budget.

Hunt Committee: Randall Williford stated that this year's hunting was quite good. Although a few incidents were reported by the Game Wardens, it was generally conducted in a lawful and orderly manner.

Strategic Planning Task Force: There were 615 tract transfers in 2010, with 225 going to new owners.

Road Committee: Charlie Oakes presented a plan whereby the road maintenance crew would be reduced to two members. Also discussed was the need to limit the personal use of the Ranch pickup truck Terlingua Ranch business.

Bylaws review committee – Bylaw recommendations have been submitted, but enactment will not take place until there is a review by POATRI's Lawyer, David Moore.

Software evaluation Committee – “TOPS” Software was investigated and the preliminary impression was that it may be a suitable replacement for the current custom written management software. More research is needed however, as it is planned to evaluate other accounting software as well.

EXECUTIVE SESSIONS

There was one executive session by e-mail on January 6, 2011 regarding the leasing of the restaurant. A motion vote was made by Tanya Phillips to accept the lease arrangement for the ‘Bad Rabbit’ cafe.

Record of voting: (via e-mail)

Ayes: ___5___ Nays: ___1___ Abstain: 1 Absent 0

Record of voting:

J.Daly ___ Y_ R. Williford ___ N ___ M. Moore _ Y_ P. Burger ___ Y ___ C. Oaks ___ Y ___

F. Oxsheer ___ Y ___ T. Phillips _ A ___

The motion carried. 5 Yea, 1 Nay, 1 Abstain

NEW BUSINESS

Our new corporate Attorney, David Moore, introduced himself and gave a quick rundown of the pending litigation. He then entertained and answered questions from the membership.

There was then a general discussion which included the comments and questions of the membership present at the meeting on various topics including: Appliances for the cabins (electric wiring problematic) ; how to combine the two mailings (i.e. voting and maintenance fee payments); member communications re: sending regular newsletters to the membership; the newer Ranch employees – Dean, Sarah, Andrea, Pam – and the two candidates for Ranch Manager Steven Chene and Larry Leaming.

In addition, prior to the presentation of the actual resolutions each board member had the opportunity to present, discuss and defend their resolutions before the members at the Saturday Oct 30, 2010, 3rd quarter Board Meeting.

There were 3 Resolutions presented during the meeting.

Resolution 1

1) (By Randall Williford) Be it hereby resolved POATRI set aside \$20,000 for appliances for the cabins, including refrigerators and microwave ovens. – (Motion failed due to the lack of a second)

Resolution 2

2) (By Tanya Phillips) Be it hereby resolved the Board accepts the 2011 Budget as presented by the Budget & Finance Committee, including setting aside \$12,000 for newsletter mailings. Seconded by Frank Oxsheer.

Ayes: ___7___ Nays: ___0___ Abstain: Absent 0

Record of voting:

J.Daly __ Y_ R. Williford __ Y __ M. Moore _ Y _ P. Burger __ Y __ C. Oaks__ Y _____
F. Oxsheer _____ Y ____T. Phillips _ Y _____

RESOLUTION PASSED

Resolution 3

3) (By Tanya Phillips) Be it hereby be resolved that we designate Ed Marcato as the representative for Terlingua Ranch on the TFEMS (Terlingua Fire and EMS) Board. It was seconded by Charlie Oaks–.

Voting – It was a unanimous vote of all the Boardmembers.

Ayes: __6____ Nays: _____0___ Abstain____1___: Absent: 0

Record of voting:

J.Daly __ Y_ R. Williford __ A __ M. Moore _ Y _ P. Burger __ Y __ C. Oaks__ Y _____
F. Oxsheer _____ Y ____T. Phillips _ Y _____

RESOLUTION PASSED

----- ELECTIONS -----

The votes were tallied for the recent Board Member election and the amendment to section 3 of the bylaws election.

438 - Dori Ramsey; **411**- Vern Stump; **397**- Jeffery Daly ; **361** – Frank Oxsheer; **348** Don Ferguson, **306** Dan Patchin, **193**- Mike Taylor.

Therefore the Board members for the 2011-2012 year are:

Tanya Phillips, Marbert Moore, Charlie Oaks, Randall Williford, Paul Berger, Dori Ramsey, Vern Stump, Jeffery Daly, and Frank Oxsheer

The voting on accepting the section 3.11 & 3.12 Bylaws changes passed by a vote of **313 YES, 263 NO**

Therefore Articles 3.10 and 3.11 will be removed from the bylaws and Article 3 will be renumbered accordingly.

The Meeting adjourned at about 11:55 AM

Respectfully Submitted

Jeffery Daly, Secretary 04 Feb-10