

## Minutes of POATRI Board of Directors Meeting on Saturday October 30, 2010

On Saturday October 30, 2010 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

-Call to Order by Tanya Phillips, President at 10:13 AM

The Minutes of the previous regular Board meeting held on July 30, 2010 were read.

Tanya Phillips moved that the minutes of the meeting be accepted as read, Frank Oxsheer seconded.

Voting:

- In favor: Tanya Philips, Frank Oxsheer, Paul Burger, Marbert Moore, Charlie Oaks, Jeff Daly

-Opposed: Randall Williford.

Motion carries, the minutes have been accepted.

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A summary of all 8 Executive Sessions and/or Workshops for the third quarter were read by the Secretary as follows:

1) Friday July 30, 2010 – Terlingua Ranch – Executive Session

Discussion and possible action regarding board governance issue – hearing for Randolph Williford regarding allegation of possible violation of Bylaw 6.01 Restricted Acts of Directors. –open to all members.

Action taken: Motion by Tanya Phillips to end the hearing. Motion carried 6-1 (with Oxsheer voting against). The meeting was adjourned with no action taken against Mr. Williford.

2) Thursday September 16, 2010 – 4:00 pm – Alpine, TX.

Workshop with board to discuss and plan for mediation of Braun lawsuit. 6 Directors attended (absent – Burger). No Action or Voting occurred

3) Thursday September 16, 2010 – 6:00 pm – Alpine, TX.

Workshop with 2 attorneys to discuss and plan for mediation of Braun lawsuit. 6 Directors attended (absent – Burger). No Action or Voting occurred.

4) Friday September 17, 2010 – 8am - Alpine, TX .

Mediation of Braun suit with mediator David Jackson – 6 Directors attended (absent – Burger). No Action or Voting occurred.

5) Tuesday September 28, 2010 – Executive Session – Teleconference – (all 7 board members present)  
Discussion and actions to take regarding the mediation with Braun from Sept 17.

4 motions were made – (please refer to second page to read the motions & voting)

6) Wednesday October 13, 2010 – Teleconference workshop Interview potential corporate attorney – David Moore of Boerne, TX.

6 Directors attended (absent – Williford)

No Action or Voting occurred

7) Friday October 15, 2010 – Teleconference workshop

-Interview potential corporate attorney – Chris Weber of San Antonio, TX

Attending –Phillips, Moore, Oakes, Daly

Absent – Williford, Burger, Oxsheer

-No Action or Voting occurred

8) Friday October 30, 2010 – Executive Session – Terlingua Ranch

- Discussion and possible action with regard to 3 current lawsuits and correspondence on same.

-Discussion and possible action with regard to negotiation of contract for services with David Moore as Corporate Attorney for POATRI.

-Discussion and possible action with regard to new resolutions to be placed on the agenda.

- No voting occurred

- Actions taken: The BOD has directed the President to set up a conference call with Cannon & Wilson for a status update on the 3 lawsuits for next week. The BOD has directed the President to make an offer for a 4 month contract for services to David Moore.

9) Each board member presented and defended their resolutions for the members on the Saturday Oct 30, 2010, 3<sup>rd</sup> quarter Board Meeting as follows:

PROPERTY OWNERS ASSOCIATION OF TERLINGUA RANCH, INC. QUARTERLY BOARD OF DIRECTORS  
MEETING October 30, 2010. There were 10 Resolutions presented:

**Resolution 1: WHEREAS,**

The Ranch Manager, Frank Autrey, has determined a need for and requested the following capital expenditures prior to the close of 2010, and since the Budget and Finance Committee projects a \$90,000 surplus for the calendar year 2010, and Whereas, The Board has reviewed the Ranch Manager's request and the reasons for his request for each particular non-budgeted expenditure from the projected surplus for year 2010, therefore;

BE IT HEREBY RESOLVED:

The General Manager, Frank Autrey, is hereby authorized to make acquisitions of a water truck and two pickup trucks, in an amount not to exceed \$50,000.00, and the expenditure of funds for the testing and in-service work of Water Well #5, in an amount not to exceed \$20,000.00.

Motion By: Marbert Moore

Second: Paul Burger

Ayes: \_\_\_7\_\_\_ Nays: \_\_\_0\_\_\_ Abstain: Absent:

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 2: 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 two percent (2.0%), which equates to a new yearly assessment of \$158.81, to be effective for the calendar year 2011 and reflected on the annual upcoming assessment billing.

Motion By: Marbert Moore

Second: Paul Burger

Ayes: \_\_\_6\_\_\_ Nays: \_\_\_0\_\_\_ Abstain: 1 Absent:

Record of voting:

J.Daly \_\_\_y\_\_\_ R. Williford \_\_\_Abstain\_\_\_ M. Moore \_\_\_y\_\_\_ P. Burger \_\_\_y\_\_\_

C. Oaks \_\_\_y\_\_\_ F. Oxsheer \_\_\_y\_\_\_ T. Phillips \_\_\_y\_\_\_

**Resolution 3**

WHEREAS,

The current insurance policies, six (6) total, have renewal dates ranging from 31 December to 10 April; and whereas the uncommon renewal dates produce some complexity in bookkeeping and budget planning since the budget for a particular fiscal year begins ~1 January,

BE IT HEREBY RESOLVED:

That the Board request that the Ranch Manager seek to establish annual renewal dates of all insurance policies as of 31 December of each year.

Motion By: Marbert Moore

Second: Randolph Williford

Ayes: \_\_\_7\_\_\_ Nays: \_\_\_0\_\_\_ Abstain: Absent:

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 4**

WHEREAS,

POATRI has several bank accounts, specifically, an account styled, "Contingency Fund" at West Texas National Bank and another styled, "Reserve Account" at Fort Davis State Bank, Fort Davis, Texas, both of which earn minimal interest,

BE IT HEREBY RESOLVED:

That the Treasurer is authorized to transfer any and all amounts into and out of said accounts into interest bearing accounts that maximize return for the funds invested therein, such that monies so transferred are available upon demand by POATRI'S operational needs in regards to optimum interest earned versus time restraints of withdrawals.

Motion By: Marbert Moore

Second: Tanya Phillips

Ayes: \_\_\_7\_\_\_ Nays: \_\_\_\_\_ Abstain: Absent:

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 5**

WHEREAS,

The Policy and Procedures Manual of POATRI suggests that the external auditor shall be reviewed every five (5) year, and

Whereas the Calendar Year 2009 external auditor, Joe Torres, has been engaged as external auditor for the past seven (7) years,

BE IT HEREBY RESOLVED:

That the BOARD authorizes the Treasurer to solicit requests for proposals for the external auditor and tax preparation position for the calendar year 2010.

Motion By: Marbert Moore

Second: Tanya Phillips

Ayes: \_\_\_7\_\_\_ Nays: \_\_\_0\_\_\_ Abstain: Absent:

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 6**

WHEREAS,

POATRI has the best interest of its employees at heart, which includes the possibility of an employer sponsored health plan,

BE IT HEREBY RESOLVED

That the Ranch Manager be authorized to review all options for a health plan for Terlingua Ranch Employees and report back to the Board of directors on the next quarterly meeting in January 2011, with such findings, such that the Board can consider and enact such coverage.

Motion By: Marbert Moore

Second: Frank Oxsheer

Ayes: \_\_\_7\_\_\_ Nays: \_\_\_0\_\_\_ Abstain: Absent:

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 7**

WHEREAS,

The Ranch Manager, Frank Autrey’s, probationary period ends November 17, 2010,

BE IT HEREBY RESOLVED:

That the BOARD enter into contractual negotiations for an employment contract with Mr. Autrey.

Motion By: Marbert Moore

Second:

Ayes: \_\_\_7\_\_\_ Nays: \_\_\_0\_\_\_ Abstain: Absent:

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 8**

WHEREAS,

It is the opinion of this board that it is in the best interest of all members of POATRI,

BE IT HEREBY RESOLVED:

That the board will include a ballot in the director election packet that states:

<insert the entire Article 3.10 and 3.11 as currently printed in Bylaws>

The POATRI board of directors have made a resolution to remove Article 3 Sections 3.10 and 3.11, in their entirety, from the Bylaws and to renumber section 3.12 as 3.10. Article 3 must be submitted to the members by mailed ballot for a vote. Please vote on this resolution:

Yes, I am voting to remove Article 3 Sections 3.10 and 3.11 from the Bylaws.

Or

No, I am voting to amend Article 3 Sections 3.10 and 3.11. (no revision)

Motion By: Tanya Phillips

Second: Frank Oxsheer

Ayes: \_\_\_7\_\_\_ Nays: \_\_\_0\_\_\_ Abstain: Absent:

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 9**

WHEREAS,

The balance of duties, responsibilities and security between the POATRI board members and paid staff members are of primary concern to all members of Terlingua Ranch,

BE IT HEREBY RESOLVED:

That Section III Page 9, titled "Passwords and Other Security Arrangements", items 7 and 8 of the P&P manual which currently reads:

"7. The General Manager or his/her designee shall serve as: Webmaster of terlinguaranch.com; Administrator of the email system; Administrator of the computer network.

8. The General Manager shall serve as webmaster for poatri.org. Only the webmaster of poatri.org and the President of the Board will have the password(s) controlling that web site."

be replaced with the wording:

"7. The General Manager and/or his/her designee shall serve as webmasters of terlinguaranch.com. The General Manager will serve as the administrator of the terlinguaranch.com email system and the computer network. Only the GM & the President of the board will have the administrative password(s) controlling that website, the terlinguaranch.com email system, and the computer network.

8. The President of the board and/or his/her designee (another BOD member) shall serve as webmasters for poatri.org. Only the President of the Board and webmaster of poatri.org will have the administrative password(s) controlling that web site and the poatri.org email system."

Motion By: Tanya Phillips

Second: Charlie Oakes

Ayes: \_\_\_4\_\_\_ Nays: \_\_\_3\_\_\_ Abstain: Absent:

Record of voting:

J.Daly \_\_\_y\_\_\_ R. Williford \_\_\_n\_\_\_ M. Moore \_\_\_n\_\_\_ P. Burger \_\_\_n\_\_\_

C. Oaks \_\_\_y\_\_\_ F. Oxsheer \_\_\_y\_\_\_ T. Phillips \_\_\_y\_\_\_

**Resolution 10**

WHEREAS,

in the spirit of making it easier for members running for the POATRI’s Board of Directors to obtain a label printing friendly voter mailing list for the purpose of candidates contacting POATRI’s members,

BE IT HEREBY RESOLVED:

That Section III of the Policy & Procedures Manual, Availability of Records, Item 11 which currently reads: “Members in Good Standing may obtain a copy of the POATRI Members List in an edit protected, fixed content format, or in hard copy, upon the submission of a written request to the General Manager. The General Manager is authorized to charge a reasonable fee for providing the Member’s List.”

Be changed to read, “Members in Good Standing may obtain a copy of the POATRI Voter’s List in a non edit protected, non fixed content electronic format, or in hard copy; upon the submission of a written request to the Ranch Manager. The Ranch Manager is authorized to charge a reasonable fee for providing the Voter’s List in Hard Copy. An Electronic copy may be emailed or placed on a CD at no additional charge.

Motion By: Paul Burger  
Second: Frank Oxsheer  
Ayes: \_\_\_7\_\_\_ Nays: \_\_\_0\_\_\_ Abstain: Absent:

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 11**

WHEREAS,

The board wishes to carefully consider any and all changes to the governing documents of the corporation so that it can make informed decisions that benefit the majority of property owners,

BE IT HEREBY RESOLVED:

That with the exception of Bylaw 3.10 & 3.11, all other bylaw changes be suspended until the board can review the changes and submit them to the Corporate Attorney for input on legal standing and precedence. After such review the board will make any necessary revisions and submit the changes to the membership at the January 2011 meeting.

Motion By: Tanya Phillips  
Second: Frank Oxsheer  
Ayes: \_\_\_5\_\_\_ Nays: \_\_\_2\_\_\_ Abstain: Absent:

Record of voting:

J.Daly \_y\_\_\_ R. Williford \_\_\_n\_\_\_ M. Moore \_\_\_y\_\_\_ P. Burger \_\_\_n\_\_\_  
C. Oaks\_\_\_y\_\_\_ F. Oxsheer \_\_\_y\_\_\_ T. Phillips \_\_\_y\_\_\_

## **COMMITTEE REPORTS:**

- Marbert Moore presented the Treasurer's report. He needs to provide authority to the Banks to allow money to be moved among accounts. A resolution will be presented by Marbert for the Board to grant this authority to Marbert.

- Frank Autry then presented the Ranch manager's report. In general all is well. Lack of rain recently has hindered road maintenance. Regarding the 'resort', 28 cabins are available right now with plans to have all 32 rooms open by hunt season.

The laundry is actually making a small profit. Also, they are looking into a salt based swimming pool treatment in order to hold down costs and reduce the time spent on pool maintenance.

The Men's side of the Bathhouse is in good condition, but the women's side needs remodeling. They may look at switching genders to let the ladies have the better facility – but fear that confusion may cause problems.

Frank is also looking at selling 'deed back tracts' on E-Bay, but acknowledge this may require more work than the potential gain in the end, so it will need to be carefully investigated. There were a number of questions and comments from the audience for the most part asking Frank for clarifications on what he presented and also providing additional information.

Dory Ramsey presented the Audit committee report

Marbert Moore presented the budget & finance committee report. We have a very good cash reserve in the bank.

Randall Williford presented the hunt committee report.

At the end of the meeting a random drawing was held to determine director candidate placement on the upcoming ballot for election. The order is as follows:

Jeff Daly, Vern Stump, Dan Patchin, Don Ferguson, Mike Taylor, Frank Oxsheer, Dori Ramsay

Meeting was adjourned.

Respectfully Submitted

Jeffery Daly, Secretary