

**MEETING OF THE POATRI BOARD OF DIRECTORS
SATURDAY JANUARY 30, 2010**

The meeting was called to order at approximately 1:00 PM CST by President Liz Demetri

The Rules for Public Participation were read into the minutes.

Statements concerning the recent resignation of General Manager, Les Bullard and the issue of the office break in were read.

The following Directors were certified and seated. Liz Demetri, Jim Miller, Merrill Jordan, Tom Durham, TJ Ramey, Frank Oxsheer, Tanya Phillips, Charlie Oakes, and Jeff Daly.

A Public Service Announcement was made by Alan Baker concerning advanced CPR training to be offered.

The minutes of the October 31, 2009 were accepted as read.

Two telephone conferences were conducted since the October meeting. Legal issues relating to gates were discussed as well as the revised Texas Business Code. There was a brief discussion of the 2010 budget.

The following reports were given.

- Treasurer's report and budget report- Merrill Jordan
- General Manager's Operations report-Liz Demetri
- Water System repair and condition report- Tom Durham
- Audit Committee- Marbert Moore
- Budget and Finance- Merrill Jordan
- Hunt Committee- No report
- Road Issue Task force – Tom Durham

Unfinished Business

- The Resolutions to be presented were read into the minutes.

- The report from the Executive Session of Friday was given.

- This consisted primarily of the 2010 budget.

- Resignation of the GM and the hiring of a replacement.

Public Forum

- Robert Fuller-communication
- Marcus Haspar- fee structure
- Dean Willis- NRC for exempt
- Barbara Jaeger- bike rally
- George Barnstone- meeting rules
- Kathleen OKeefe- newsletter
- Carlos Talley- sale of resort

Dori Ramsey- road condition is good
Barbara Trammel- many questions
Jane Brewster- budget
Julianne Braun- communications
Don Mahan- balanced budget
Richard Whitebear- proxy
Jerry Brewster- road conditions

New Business

The following resolutions were read and voted upon.

BE IT HEREBY RESOLVED: That the 2010 budget as presented to the Board of Directors be accepted as presented.

Motion by: Merrill Jordan Second by: Jim Miller

Ayes: 9 Nays: 0 Abstain: 0 Motion Passes

BE IT HEREBY RESOLVED: That the POATRI P & P, section III- Availability of records be amended to conform to the Texas Business Organization Code effective January 01, 2010 and read as follows;

Availability of records

Records maintained by POATRI shall be available for examination in the offices of POATRI upon written request by any member of the Association in good standing in accordance with Section 3.03 of the Bylaws. The request must conform to Texas Business Organization Code, 3.153 and 22.351.

Motion by: Liz Demetri Second by: Jeff Daly

Ayes: 9 Nays: 0 Abstain: 0 Motion Passes

BE IT HEREBY RESOLVED: That Article 7.02 of the POATRI Bylaws be amended as follows to be in compliance with the Texas Business Organization Code 8.052 effective January 01, 2010.

7.02 WHEN IDEMNIFICATION IS PROHIBITED

POATRI shall not indemnify a person who is found liable to POATRI or is found liable to another person or entity on the basis of improperly receiving a personal benefit from POATRI, unless so ordered by a court of law pursuant to Texas Business Organization Code 8.052.

Motion by: Liz Demetri

Second by; Jeff Daly

Ayes; 9

Nays;0

Abstain:0

Motion passes:

BE IT HEREBY RESOLVED: Article 7.05 of the POATRI Bylaws be amended to comply with Texas Business Organization Code effective January 01, 2010 and read as follows:

7.05 ADOPTION OF THE REMAINING RELEVANT PORTIONS OF TEXAS BUSINESS ORGANIZATION CODE, CHAPTER 8 AND 22.235.

The remaining relevant portions of Texas Business Organization Code, Chapter 8: Idemnification and Insurance, and 22.235 are hereby included in this Article by reference.

“Texas Business Organization Code” (the “TBOC”) means the Texas civil statute by that name enacted by Acts 2003, 78th Leg.,ch.182,sec 1, eff. Jan. 01, 2010 as amended.

Motion by : Liz Demetri

Second by: Jeff Daly

Ayes: 9

Nays: 0

Abstain: 0

Motion Passes

ERE

BE IT H BY RESOLVED: That Article 7.01 of the POATRI Bylaws be amended to read as follows. (This is a clean-up of the wording)

7.01 WHEN IDEMNIFICATION IS REQUIRED

The Corporation shall indemnify POATRI Directors, officers, committee and or task force members, employees volunteers or agents as follows if the person was, is or is threatened to be , named a defendant or respondent in any proceeding as a result of his/her actions or omissions within the scope of his/her official POATRI capacity, if:

- a. The person conducted him/herself in good faith; and
- b. reasonably believed:
 1. in the case of conduct in his/her official capacity, that his/her conduct was in POATRI’s best interests; and
 2. in all other cases, that his/her conduct was at least not opposed to POATRI’s best interest; and

- c. In case of a criminal proceeding, the person may be indemnified only if he/she had no reasonable cause to believe that the conduct was unlawful.

Motion by: Liz Demetri Second by: Jeff Daly

Ayes: 9 Nays: 0 Abstain: 0 Motion passes

BE IT HEREBY RESOLVED : That Article 1.01 of the Bylaws be amended to add the physical address of the Principle Office. The Article shall now read as follows:

1.01 PRINCIPLE OFFICE

POATRI's Principle Office is located 16 miles east off of Highway 118 on Terlingua Ranch Road, Brewster County, Texas. The mailing address is post Office Box 638, Terlingua Texas 79852. Physical address is 16000 Terlingua Ranch Road, Terlingua, Texas 79852.

POATRI's Registered Agent is its General Manager, who is located at the principle office. In the absence of a general Manager, the Registered Agent will be the POATRI Board President. POATRI may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any POATRO office.

Motion by: Liz Demetri Second by: Jeff daly

Ayes: 9 Nays: 0 Abstain: 0 Motion passes

Announcement of Ballot Results for Directors

Candidates Listed

- 400 Tom Durham
- 444 Paul Burger
- 647 Randolph Williford
- 617 Marbert Moore

Quorum Count for Official Member Meeting

524 YES

246 NO

Outgoing Director, TJ Ramey gave a very impassioned speech to the membership as to what he felt they, the property owners, needed to do to keep Terlingua Ranch a viable entity now and in the future.

Meeting was adjourned