

## Board of Directors

Fort Clark Springs Association, Inc.

BOD Special Board Meeting

Saturday, January 20, 2024



The Board of Directors of Fort Clark Springs Association Inc., met on Saturday, January 20, 2024, in the Boardroom, Fort Clark Springs, Kinney County, Texas. The meeting was called to order at 9:00am. by President Lisa Vale. The following directors constituted a quorum: President Lisa Vale, Vice President Guillermo Guzman, Director John Wylie, Secretary Anton Hackebell, and Treasurer Jason Long. Also present was Executive Secretary, Cassie Reyes.

### **DISCUSSION ITEMS:**

**DISCUSSION/ACTION ITEM 1:** Engineer Report- Swim Park- Summary is given by Chris Hale. A little over \$110,000 was put into the project. 80k has come from foundation grants. About 10k from individual donations. Close to 7k from raffle tickets sales. FCSA historical committee donated 1k. Mr. Steve Lucy gives a report on the swim park. His first time visiting the spring was June of 2020. His most recent visit he has compared and looked at the work that has been done since 2020. The assessment included the swimming pool, the bypass channel of the north side of the pool, the spring pool, the drainage pool on the south side of the pool, the general site, and some of the creek walls immediately below the pool structure. Also testing on some of the drainage piping was performed. The main findings were that structural conditions have primarily improved. Water seepage; there is some but there has not been any compromise with the pool structure itself. Pool walls are functional and there are no signs of distress. Recent repairs have enhanced the operations of the pool. There is not an immediate need for other repairs. There is some water that is coming up from the perimeter joint of the base slab and the walls. This is something to just monitor. There has not been a lot of work done in the bypass channel. The water flow through some of the open joints is expected. The spring walls are all in good condition. Joints were repointed when the spring stopped flowing. The only area that should be considered is that there is a large depression at the base wall near where the oak tree is falling and is still alive on the north side of the pool. Biggest enhancement on the side was the sidewalk rework. Testing was done to the two drains that are at the bottom of the primary steps. The pipe on the north side is not connected. The pipe on the south side is connected and is fully functional and discharges into the drainage flow. The level of water on the site is the final area that was looked at. Lower levels of water is not something that we can prevent from happening. Consider a topographic survey of the area between the parking lot and the pool. Director comments. Member comments.

**DISCUSSION/ACTION ITEM 2:** Drawing of the Ballot Position - Sandee Hagen -If there are changes to your resume, you may do that up until noon on Monday and they need to get turned into Cassie. Drawing of the order of candidates will be done. Positions are as follows. Guillermo Guzman. Jason Long. Christina Landsborough-Bitter. Thomas Kovacs.

**DISCUSSION/ACTION ITEM 3:** Triumvir Update -They have, over the last 60 days, had the opportunity to work with Fort Clark Board as well as the staff to accomplish three major goals. The first goal is to get accurate. Without clear accuracy, the board cannot make accurate decisions when it comes to our financials. The second goal/ component is transparency. They want to create reports that everyone from the community

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can look at and understand and be able to ask intelligent questions about, so that they can participate on the board, on subcommittees, and other parts of the organization. A large number of staff are qualified to do certain components of the work and so one of the other components that's going to make it more sustainable is to create clear standard operating procedures that will transition from employee to employee from board member to board member or transitions. In addition to general standard operating procedures for the financial management of the HomeOwners Association, standard operating procedures and things of that nature so when a new board member joins the board, they're handed some information that will help with a smooth transition or when someone moves from one position on the board to another there's clear documented processes in place for them to pick up and work with, so they're not spending half of their term in a learning curve trying to figure out what was done. Director Comments. Member comments.

**DISCUSSION/ACTION ITEM 4:** Investment Account - Treasurer, Jason Long, presents a brokerage account with Fidelity Bank. He states that he has reached out to Edward Jones, Charles Schwab, and his recommendation, Fidelity. He has also spoken to Fort Clark's attorneys and they saw no reason why FCSA couldn't put some, or his opinion, most of FCSA's loose money into this account. He states has also spoken with Coggins, our CPA, and he also consulted with Triumvir, and there were no issues as to why this might not be a great idea. FCSA's current accounts only receive up to \$250,000 from FDIC. Member comments and questions. Director comments.

**DISCUSSION/ACTION ITEM 5:** Member Concerns for Less Cash- Director John Wylie explains how deposits are made into the bank. Deposits are split between the restricted fund and the preservation fund for historical buildings per founding documents; these have to go in three different accounts. Prior to December 2022 this was our process for over 10 years. This money has to be separated at the point of deposit. As of December 2023 we have reverted to the correct process which was in place before prior general manager's decisions.

**DISCUSSION/ACTION ITEM 6:** Member Threat of Litigation-Director John Wylie paraphrases points made on the Breach of Fiduciary and Negligence Demand Letter. A discussion is had to clear the allegations.

**ADJOURN to Executive Session:**

**11:29 am**

**RECONVENE REGULAR OPEN SESSION:**

**1:53 PM**

Personnel discussions have taken place and no actions were taken.

**NEXT REGULAR BOARD MEETING:** Next regular meeting will be, January 25,2024, Fort Clark Boardroom, 5:30 PM.

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**ADJOURNMENT:** The meeting was adjourned at **1:53 PM**.

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**Board of Director**