

Board of Directors

Fort Clark Springs Association, Inc.

Regular Meeting

January 16, 2019



The Board of Directors of Fort Clark Springs Association, Inc., met in regular session on Wednesday, January 16, 2019, in the Board Room, Fort Clark Springs, Kinney County, Texas. The meeting was called to order at 9:30 a.m. by President Dan Sullivan. The following directors present constituted a quorum: Sullivan, Vice President Bill Herman, Secretary Maria Perkins and Treasurer Debbie Isaacs and Director John Hope. Also present were Executive Officer Richard Lawrence, CPA Andrew Smullen and Executive Secretary Christina Rodriguez.

APPROVAL CONSENT AGENDA: Minutes were removed from the consent agenda.

SECRETARY'S REPORT: Perkins read out loud the secretary's report which consisted of two letters of concern from members.

TREASURER'S REPORT: Isaacs read the reconciled balances of the bank accounts and bank transfers from December 2018.

EXECUTIVE OFFICER REPORT: Lawrence reported a statement in response to a member who had a concern voiced by the secretary in last months' meeting. He discussed concerns about the motel doors installation and gave a number of reasons for that. He discussed that the adjustor is looking over the roofs after the hail storm. Warranty from Elite roofing comes into play. Hunting has brought in approximately \$85,327.00 so far this year and about \$10,000.00 more than this time last year.

MOTION TO APPROVE CONSENT AGENDA: Isaacs made a motion to approve the Consent Agenda, Herman seconded the motion. *Motion passed unanimously.*

COMMITTEE AND ORGANIZATION REPORTS:

Airport Committee: Perkins reported they will be hosting a fly in for pilots the weekend of April 26th. Fly ins are a recruitment tool to get new pilots out here to see the fort. They plan to work with the historical society to include a historical tour. April 27th from 1-3 pm they will be hosting an open house. They voted to replace Larry McNurlin with Chris Perkins on the Airport Committee.

Architectural Committee: None

Election Committee: Sandy Hagen reported that all 7 candidates will be drawing a ballot today. It is verified that all candidates are property owners. Each candidate must have 2 representatives. The biographies from the candidates must be 250 words or less. Pictures for the Biographies will be taken after the meeting.

Equine Committee: Linda O'Brien reported there was nothing to report.

Golf Committee: Isaacs reported that the committee met a couple of weeks ago. She discussed the golf tournament.

Preservation Committee: Bill Peak reported that they came up with 1 bid from a local contractor for the awning over Dickman Hall. They will be getting a changed estimate from the contractor which will be sent to the Historic Committee, if approved by them he will send it to Mrs. Isaacs as the liaison to bring to the Board for approval. Then it has to be sent back to the Historic Commission for approval which could take up to 30 to 60 days. For the windows at Seminole Hall a local contractor has turned in a bid and they are looking to receive more bids for the windows.

Recycle Committee: Helena McBride reported that on November 28, 2018 41 bales of cardboard were sent out and 52 large cartons. For the cardboard they received \$2,066.00 and \$206.00 for the cartons. After shipping \$1,470.72 was profit. The years' profit for 2018 was \$1,621.00 after 45 tons of stuff was sent, which is not on our landfill.

COMMUNITY COUNCIL REPORT: Lisa Vale reported how well attended the movies for December turned out as well as the one that was shown on the 12th of January. They are requesting to get volunteers for the movie nights which will be on the second Saturday of the month from now on. A new committee for Fort Clark Day 2020 has been formed and the chairperson will be Sandra Vance. An informational meeting will be on Tuesday, February 12, 2019 at 6:30 p.m. at the Adult Center. An adhoc committee was formed for college scholarships. Committee members are Phylis Giblin, Carol Stanfill, and Chuck Fields. She discussed member concerns about work orders. Candidate forum is set for Saturday February 9th at 9:30 a.m. Candidates have been invited and given the format. Community Council held their annual elections. Steve Giblin is the new Vice President, Jennifer Link is the new Treasurer and will serve a one year term, and Kathi Warm was re-elected as Secretary.

Member Comments on Action Items: Ann Barron's agenda item was about the Declarations. William Link also spoke about the Declarations. Kim Van Ort discussed the Facility Use Agreement for the Stables. Sandra Hagen discussed the Code of Ethics. Lisa Vale wanted clarification as to why the police are on the fort. For speed limits and traffic signs.

ACTION ITEMS

Consider a motion to send to the FCSA membership for approval proposed amendments to the Revised Declarations; two amendments presented. One by Debbie Isaacs, that under Part IX, Subsection (a) added "or Charter Membership" Isaacs made a motion to postpone until a later date determined by the Board of Directors, **Motion passed unanimously**. The second amendment by Mr. Dan Sullivan, that under Part VIII, number 4 be replaced with "Meet and process permit requests and any other business brought before the Committee once a week," Maria made a motion to change to "as necessary" or at the discretion of the Committee, Herman seconded the motion, **Motion passed unanimously**.

Consider approval of Facility Use Agreement for FCSA Old Cavalry Stable; Sullivan moved to have a workshop to invite the Equine Committee, the Horse Club and the Board, Hope seconded the motion, **Motion passed with 4 in favor, and 1 recused herself**.

Authorize the Executive Officer to engage in an independent auditing firm to tabulate and certify results of the election of directors: Herman moved to approve, Perkins seconded the motion, **Motion passed unanimously**.

Authorize the Executive Officer to engage the Association's law firm for the purpose of reviewing and to make recommendations for revision of all governing documents; Perkins moved to approve, Herman seconded the motion, **Motion passed unanimously**.

Consider appointment of Mr. Christopher Perkins to the FCSA Airport Committee; Isaacs moved to approve, Hope seconded the motion, **Motion passed unanimously**.

Set a date and time for a formal tour of the front office to include meeting all employees that work there to learn what they do. Isaacs moved to approve, Isaacs amended to a guided tour of our facilities of all of our assets to meet and greet. **Motion failed 2 in favor, 2 opposed and 1 abstained**.

OLD/UNFINISHED BUSINESS: Minutes from October 17, 2018. Isaacs made a motion to approve the minutes from Secretary Maria Perkins, Perkins seconded the motion. **Two in favor and three opposed, Motion failed**. Sullivan made a motion to approve the minutes from President Dan Sullivan, Hope seconded the motion. **Three in favor and two opposed, Motion passed 3 in favor, 2 opposed**.

Minutes from December 19, 2018. Perkins made a motion to table the December 19, 2018 minutes to the February meeting for approval, Isaacs seconded the motion. **Motion passed unanimously**.

NEW BUSINESS: Schedule a workshop in February to work with Unit 1 members who have a list of concerns that we all need to be involved with solving. The Horse Club will also be discussed.

RECESS to Executive Session: Contracts, Personnel Issues, Member Issues

12:52 p.m.

RETURN TO OPEN SESSION: Oral Summary of discussion held

2:12 p.m.

The BOD was given a heads up on future plans by MUD possibly building a retention pond. The Historical Society moved the flag pole for safety reasons. Sam Lark was renewed his ground lease agreement for 10 years. The BOD approved the move of banking to Chase Bank subject to comptroller coming back with safety and security measures in place. He will present it to the Board and the BOD can move forward with the change. Some employee issues were taken care of that are confidential. Review of a permit granted to the Auxiliary building that did not require a variance. That was the position the Architectural Committee took, but they wanted the BOD to concur with their decision. The Board approved sending information and requests to the new HOA attorneys. They have agreed to cancel the arrangements with Todd Durden to file suit in foreclosures of collections procedures. There have been 8 complaint letters involving an employee. The BOD has agreed to respond by proposing to make a commitment to formulate an FCSA communication policy with the assistance of legal counsel. The policy will establish a protocol for editorial review and approval by the BOD of all official communications to be publicly released. The policy will also identify the official social media sources for information as well as set parameters for use of personal and private social media forms by employees and board members to release unauthorized FCSA related communications. All this data will be done with the approval and input of our HOA attorneys. This will assure that the problem that the complaint letters were focused on will not occur again.

CONFIRMATION OF NEXT REGULAR BOARD MEETING, TIME AND DATE: The next regular board meeting will be held on Wednesday February 20, 2019, at 9:30 a.m. in the Board Room.

WITH NO FURTHER BUSINESS, THE MEETING WAS ADJOURNED AT 2:19 p.m.

Maria Perkins - Secretary