

Board of Directors

Fort Clark Springs Association, Inc.
Regular Meeting
April 19, 2014



The Board of Directors of Fort Clark Springs Association, Inc. met in regular session on Saturday April 19, 2014 in the Board Room, Fort Clark Springs, Kinney County, Texas. The meeting was called to order at 9:00 a.m. by acting President Bill Herman. A quorum was established with the following directors present: Roby Roberson, Sandra Hagen, and B.E. Sweet. Also present was Jodee Stevens, Director of Operations, and Monique Jensen, Office Manager. Observers recorded in Board Minutes Binder.

ANNOUNCEMENTS/CORRESPONDENCE: Herman asked and reminded membership present there is no videotaping of the meeting allowed except by FCSA. Sweet commented there is not law stating that members could not video tape. Herman responded the BOD passed a resolution in September 2012 that only FCSA was authorized to videotape/record the BOD meetings.

APPROVAL OF MINUTES: Hagen moved to approve the Regular Board Meeting Minutes for March 15, 2014 with minor corrections such as the word recycling was misspelled. Roberson seconded the motion. Motioned carried with all voting in favor.

DIRECTOR OF OPERATIONS REPORT: Stevens opened with a jovial Happy Easter! Stevens started by addressing the financials showing a loss for the month of March – financials were included/copied on the back of the agenda. The auditing firm was paid and depreciation expense was included. Stevens continued her report with the status of the transition of the Teen Center/New Gym stating the Gorgus room at the Adult Center has been painted. She reminded the membership that the Las Moras Grill would be re-opening on Sunday (Easter Sunday) with a new menu. There is excitement for the new menu but we have kept a few of the popular items. There are newly painted tables, new feast tables built by our maintenance crew. Stevens also anticipates working with Old Quarry Society and Community Council in the future to have outdoor movies with the new portable screen used at the annual meeting.

COMMITTEE AND ORGANIZATION REPORTS: The following committees presented oral reports to the board: Architectural, Golf, Preservation, Community Council and Recycling.

ARCHITECTURAL: Phylis Giblin reported lots of spring cleaning going on with permits for painting, sheds, and home additions. She reminds the membership the committee meets every Tuesday morning at 9:00am.

GOLF: Debbie Issaacs reported that there was not Quorum at their last meeting but discussion was held. Discussion included abuse of the 90° rule killing the grass and golf rates.

PRESERVATION: Garland Young reported the French Drain at the Commissary has been started. Work at the Service Club in regards to the ramp is done but new work has come to light – the back stairs are a hazard because of rotting wood. The committee is looking forward for work at Seminole Hall. Committee is also looking to get professional opinion in regards to windows for the Commissary and Firehouse.

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COMMUNITY: Allison Watkinson reported their regular meeting was held and a couple of issues were addressed. They started out with dispelling rumors in regards to Fort Clark Days. She stated that Fort Clark Days is a function of Community Council but if no one would step up to Chair the committee that Director of Operations Jodee Stevens would NOT let it falter. Fortunately, 2 members have come forward but they are still in need of 7 more people to assist the committee/planning. She continues on to state the majority of the members present expressed disappointment in the turn of events at the Annual Meeting. Members present expressed their disappointment and feelings of not being represented appropriately by the 2 Directors that did not show or boycotted the meeting. She stated members felt they should have attended and then expressed their dissent/boycott and left. She finished with reminding the Directors and the membership that everyone on the Fort loves this place and wants what is best for the Fort and the people. She reminded the membership their next meeting will be May 10th in Shafter Hall.

RECYCLING: Judy Winchell reported the recycling center has been busy with Winter Texans getting ready to leave.

Discussion/Consideration: Annual Meeting Roberson moved for discussion of the Annual Meeting. Hagen 2nd. All directors voted in favor and motion passed. Discussion started with Roberson expressing his and Sweet's decision to not attend the meeting was not last minute. He stated the notice according to Texas HOA Law did not meet the standards and he quoted the law. He states that the 1900 e-mails sent out did not constitute the membership in which ALL members entitled to a vote should have been notified. Sweet conquered with Roberson. Roberson then added he and Sweet propose to have an annual meeting with an election for a new Director. Hagen stated that Director of Operations Jodee Stevens was directed through e-mail by herself and including Roberson, Sweet and Herman to seek legal opinion which was Tully Shahan (no objection to seek legal advice given by Roberson and Sweet was given). Mr. Shahan then responded with a letter stating that sufficient notice had been given and the meeting was lawful. She also reminded the membership they already had notice because it is in the By-Laws of the Association. She added that due diligence was shown. She then proceeded to read a succession of e-mails between the Board of Directors and Mr. William Haenn (all of which were sent to a small group of membership—not including the entire membership of the Fort) in which he challenges the notice and suggests the Board Of Directors to boycott the annual meeting. Roberson stated he personally sought legal opinion when he was being deposed through his work by asking those attorneys their opinion of the situation at hand (without all of his information in front of him) and was told by them it was not a legal notice—therefore it would be an illegal meeting. In the midst of discussion Director of Operation Stevens directed comments to the Board of Directors that during Executive Sessions starting as early as January she had been prompting them to think ahead to the Annual Meeting and mentioned that due to no election happening this year they would not have to send out the mass mailing. And to that no Director opposed or said anything to the contrary. Hagen stated Mr. William Haenn sent a registered letter in the mail demanding for an Annual Meeting to be held so a meeting must be held in light of the Annual Meeting on March 29th being adjourned due to lack of a Quorum. Discussion followed regarding the rescheduling and was determined that

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May 17, 2014 prior to the Regular BOD Meeting would be a good time. Discussion continued to determine how to send the notice. Herman posed the question regarding post cards or letters and whether or not they needed to be sent to every membership considering there are members who have several memberships. It was stated that only 1 notice per member not membership should be sent. Herman moved to schedule the Annual Membership Meeting to May 17, 2014 at 9:00am in the Board Room with postcards to go out as notice. Roberson 2nd the motion. Sweet questioned the date and asked for June 1st or some Saturday in June. It was noted that the meeting is within the timeframe according to the demand letter. Three Directors in favor and Sweet abstained--motion passed. Hagen then posed the question regarding cost to send notice. Director of Operations Stevens stated that we would do as much as we can to save money and gave an estimate of \$1500-\$2000. Hagen made a motion to authorize Director Stevens to spend \$2000 to send out notice. Roberson 2nd the motion. Motion passed with all directors voting in favor. Roberson posed the question regarding having an election. Herman suggested to Roberson that if the 4 Directors worked for the good of the Fort then they should be able to accomplish things.

Discussion/Consideration: Historical Building Repairs & Restoration

Committee/Members Roberson moved for discussion about the Historical Building Repairs & Restoration Committee and the debacle that surrounds it. Hagen 2nd the motion for purpose of discussion. All in favor and motion passed. Roberson started the discussion with suggesting to abolish or remove all connections with FCSA of the standing committee because there seems to be no clear concise purpose. It's evident the Committee wants to restructure into a new committee. Hagen states that's not clear and asks if it's permissible to have someone from the committee to ask these questions to. Roberson stated there is not clear path of money in how it was spent and the connection between the funds, the committee, and FCSA. Roberson also states it is also unclear as to how decisions are made and nobody knows about it aside from reports given during BOD meetings. Garland Young (current committee President) and Debbie Issaacs (current committee Community Council representative) both joined the discussion to give a history of the committee. Garland Young stated that if the committee is abolished then that decision needs to be made by the membership. He also advises the Board that they have final say in the money that is spent. Helen Marie Jones and Bill Haenn also interjected discussion about the history of events in the formation of the committee and donations made. Director Stevens stated the committee needs to be re-written. Roberson agreed. Hagen moved to table discussion and action regarding the Historical Building Repairs & Restoration Committee/Members to review. Roberson 2nd the motion. Motion passed with all Directors in favor.

15-MINUTE MEMBER DISCUSSION:

Allison Watkins: Stated she wanted to make 3 points: 1) to implore everyone to stop with the name calling and using adjectives attached to names—it's disrespectful and not helpful and brings people down and turns people off in regards to Fort Clark Springs; 2) some people argue that we are not an HOA go to the HOA laws when they want enforcement for example the annual meeting—it's in the FCSA By-Laws which everyone receives when they buy property on the Fort; 3) Historical Restoration & Preservation committee did not go underground—they report monthly in the BOD meetings and at very Community Council

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meeting. Sweet questioned Ms. Watkinson regarding the meeting with Jodee Stevens about the Adult Center. Ms. Stevens stated that she was able to meet and that it was determined that Mr. David Box would gather information about usage and the hours of operation. She also stated that the survey she will put out won't be sent until June. Art Baker: Wants to address the Board of Directors and the membership with a recorded document "Statement of Authority to Transfer Real Property" which was read by Director Roberson. He posed the question to Director of Operations Stevens why this information was needed. Her response was this document was put into place so the BOD could sell foreclosed properties. Mr. Baker states according to this document that Jodee Stevens can sell anything on the Fort that she wants. Mr. Baker also inquired about a full copy of the financial statement and was told it was available at the Front Office. John Rosettsky: Agreed with Ms. Watkinson. Mary Francis Partlow: All her questions were answered. Bill Haenn: States—Don't be concerned with was Mr. Baker brought up—resolution contrary to declaration makes it invalid, also states that Texas Law is superior to any of our By-Laws. He also notes that the Restoration and Preservation committee went underground as of June 2012-Dec 2013 and defies anyone to find in minutes about the committee. He wanted to offer that a formal letter was written to the BOD from the Friends of Fort Clark Historical District requesting a partnership to promote Fort Clark Springs and never received a letter stating the reason why FCSA would not reciprocate promotion of the Fort. Darlene Sandwick: 1) Concerned about the tabling of election of BOD member and expresses the need for another Director otherwise nothing will get done. 2) She is very disappointed in the audit report because she feels he didn't tell us anything, and states the impound fund is designated for further advancement of the building improvements and that the money that exists in documentation is really not available for daily use. Reality is that we don't have the money that is expressed. 3) Ms. Sandwick expresses that if there was more openness then maybe there wouldn't be as many rumors, and would like for the members to have more say and not told to "sit down and shut up". Dan Sullivan: Relinquishes his time until next month in the interest of time. Judy Winchell: Wants to add her feelings that the Directors who did not show at the annual meeting disappointed her and as far as she's concerned should pay for the meeting that took place.

CONFIRMATION OF NEXT REGULAR BOARD MEETING, TIME AND DATE: The next meeting will be the Annual Membership Meeting and regular board meeting will be held on May 17, 2014, at 9:00 a.m. in the Board Room.

WITH NO FURTHER BUSINESS, THE MEETING WAS ADJOURNED AT 11:40 P.M.

Sandra Hagen, Secretary

William Herman, President