

Board of Directors

Fort Clark Springs Association, Inc.
Regular Meeting
June 21, 2014



The Board of Directors of Fort Clark Springs Association, Inc. met in regular session on Saturday, June 21, 2014 in the Board Room, Fort Clark Springs, Kinney County, Texas. The meeting was called to order at 9:00 a.m. by President Roby Roberson. Roll call established a quorum 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: Cassel noted that a letter from Martha Padron was received but will be deferred to as it pertains to an agenda item. Roberson also shared with the audience a list of agenda items that will make it to future agendas for the BOD to address.

APPROVAL OF MINUTES: Cassel noted three minor grammatical errors that would be pointed out, and Hagen agreed there were some typos as well. Hagen moved to approve the Regular Board Meeting Minutes for May 17, 2014 and the Special Meeting Minutes for June 11, 2014 with minor corrections. Motioned carried with a unanimous vote.

DIRECTOR OF OPERATIONS REPORT:

Stevens opened with apologies for her voice being hoarse and feeling haggard from the previous early morning events. Thanks, appreciation and gratitude were given to volunteers that helped out – Kinney County Fire Department, EMS, State Troopers, Border Patrol, and local Sheriff's Department and FCSA Staff. This year's flooding was more serious in comparison to last year's. Unit 1 had a few families evacuated and the Unit 25 became an island. Eyes have been opened to the seriousness of the need for an emergency plan. Stevens reminded the membership to have patience so that we can come together and work together for the betterment of the Fort. Stevens went on to show comparison of 6 years of audits for FCSA. This comparison shows the ups and downs over the years in total expenses and income for all departments. Stevens also showed comparisons of the bank totals over the years with totals prior to 2012 being significantly lower. Financials for 2014 monthly and YTD were also displayed. Stevens notes the RV Park is the biggest income producer on the Fort. Also noted is the Adult Center will be open on Saturdays from 8am – 5pm starting today, June 21, for the next 4 weeks. Also, expense will go up for the summer months due to the swim park opening with lifeguard staff. Issues going forward – we are still trying to get affordable health insurance; insurance renewal for the Fort is coming up; budget for the new fiscal year will be coming up soon. Stevens also asked Mr. Philip Garcia-head of Maintenance to address the RV Park electrical issues. Mr. Garcia informed the BOD that appropriate steps were taken to have Rio Grande come out and look at the situation. Mr. Garcia also stated that he conferred with Mr. Roberson and Dan Laws from Rio Grande Electric in regards to legal matters of doing the work—in which was determined because we are a private property we could do the work without a Master Electrician. Mr. Kurt Partlow who worked with the Air Force as an electrician did most of the work. Roberson interjected that he trusted Phil's work.

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

Architectural Committee: Glen White reported 8 permits submitted and approved. Expiring permit reminder sent out.

Golf Committee: Debbie Issacs reported no meeting last month without quorum. There was a golf clinic for children with 12-13 kids participating. Thanks to Stan & Lisa Conoly for putting it together.

Preservation Committee: No report.

Community Council: Hagen read an e-mail submitted by Allison Watkinson. Community Council met on June 14. Two BOD members present. Two \$500 scholarships awarded. Discussion surrounding the Historical Building Repairs & Restoration Committee regarding the appointment of Council members Phylis Giblin and Debbie Isaacs who were voted and approved. It was also noted that should the BOD dissolve this committee that Fort Clark Days monies would not be distributed until a final decision is made and Community Council is also requesting their donation of \$8,936.40 (from last year) be returned so that it can be put into an account for future building restoration and repairs. New Adult Center hours were announced. Council members voted to look into having a more formal relationship with FCSA for next year's Fort Clark Days specifically regarding the liability insurance which was a large sum of money. Committee members are still needed for Fort Clark Days. Philip Garcia, Maintenance Manager for FCSA, was a guest speaker and was able to answer questions and give information of ongoing and future projects around the Fort. Watkinson thanked Mr. Garcia for his willingness to attend the meeting.

Recycling Committee: Bill Herman reported that another truck load would be going out this coming weekend. He also noted that more volunteers are need—specifically behind the scenes in the off hours for putting together gaylords, and moving things around. Cassel added a reminder to members to please rinse out beer cans and soda cans as they attract pests.

Roberson asked the BOD to go out of order of the agenda since there were guests present in regards to an agenda item that was not first on the list. The BOD agreed.

Discussion/Approval - Placement of USGS water flow measurement device: Cassel moved to open discussion from the USGA guests. Hagen 2nd the motion. The motion carried with all directors in favor. Peggy Sue Postell with Kinney County Ground Water Conservation District works in conjunction with USGS as well as TCEQ. The Ground Water District has a 5 year plan in which includes a yearly management plan. In this they have Desired Future Conditions (DFCs) which include Las Moras Spring flow. Within their management plan DFCs for Las Moras Spring flow is not getting accurate readings due to the pool. Mark Noll and Mike Diamond from USGS have determined that good accurate data needs to include the flow of the pool. What they proposed to do is move the gauge from its current location to down channel or on the bridge so they can collect accurate data. Further discussion ensued

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regarding construction of a new gauge and disturbing or not disturbing the creek. Roberson stated they didn't want the creek to be disturbed. Hagen questioned if this proposal would violate TCEQ or disturb the riparian area or wildlife. Mr. Noll answered that TCEQ has never had an issue with it previously. Herman expressed that it would be good to see drawing of what is being proposed to see what it would look like. Mr. Noll stated that they could give 2 options for the proposed sight for approval. Mr. Noll stated this would be a USGS expense and they just need approval from the BOD. He also stated that they could have drawings done by July BOD meeting to submit and put on the agenda. Hagen moved to hold approval for the project until the USGS returns with proposal and drawings so the BOD can make a more informed decision. Herman 2nd the motion. The motion passed with a unanimous vote.

Discussion/Approval - Fourth of July Celebration: Cassel started the discussion by turning time over to Martha Padron who proceeded to read the letter submitted to the BOD. Padron stated that they would like the same items/locations donated this year that have been done in the past, for example: chairs, tables, employees, and use of Butcher Block area, or Amphitheater, or swimpark and to use these items/place free of charge. She stated in a meeting with Director of Operations Stevens the topic of liability was brought up in regards to insurance. Padron stated that the 4th of July Celebration is non-profit and for the benefit of our veterans and community. Cassel asked Padron to be specific in what she is asking from the BOD. Padron stated that they would like free use of the Butcher Block area, and access to the Fort for the Parade (with Matt Bland and employees to assist with traffic control). All of this includes using tables and chairs, sheets for the stage and trash cans placed, and the wagon for the parade. This also includes the creekside for fireworks. All of this free of charge. Herman brought up the issue of solving the insurance problem. Padron state a waiver could be used. Cassel stated that this year the Fort should foot the bill, but in the future this should be addressed. Hagen agreed that this is a serious discussion. Roberson questioned the cost of insurance. Stevens stated the insurance cost depends on the fireworks. Stevens stated in the past that event insurance was never insisted on, but now it is in the interest of the Fort for event insurance to be in place. Roberson recognized audience member Mr. Haenn who then stated that someone needs to approach the City of Brackettville to see if they could underwrite the liability of this event. Hagen questioned if the Association would benefit through taxes if this was a donation. Stevens asked Padron if their organization was a 501c(3). Padron stated they were not. Stevens stated the Association would not benefit in the donation. Hagen moved to authorize Director of Operations Stevens to contact Warren Blesh of Port Insurance for event insurance for the 4th of July Celebration. Cassel 2nd the motion. Motion passed unanimously. Cassel moved to authorize the 4th of July Celebration to use the Butcher Block and creekside and all other items requested. Hagen 2nd the motion. Motion passed unanimously.

Discussion/Approval - \$2,500 Donation to Kinney County Fire Department: Roberson read the letter submitted for donation by the Kinney County Fire Department. The annual donation assists in purchasing fire apparatus and continued training. Hagen moved to make the annual donation of \$2500 to the Kinney County Fire Department. Cassel 2nd the motion. Sweet asked what fund the money comes out of and if it was budgeted. Stevens' response was the money comes out of the general fund and it was budgeted under donations. Motion passed unanimously.

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Discussion/Approval - A/C unit for FCSA Main Lobby: Roberson read the quotes for bid on replacing the A/C units: \$10,283.75 (2) \$6,960 (3) \$6,200.00

Hagen moved to open discussion and possible approval for replacement of the A/C units for the administration. Cassel asked what the differences were in the units quoted. The question was also raised regarding who and where the vendors are from. Stevens directed the Board that Philip Garcia would return to the meeting shortly if they wanted to wait and direct their questions to him because he would be able to explain what the bids include. Roberson asked if they should table the discussion. Herman suggested/moved to have a 5 minute recess to wait for Mr. Garcia to return. Sweet 2nd the suggestion/motion. The motion passed unanimously.

RECESS FOR 5 MINUTE BREAK AT 10:50 AM

RETURN TO OPEN SESSION 11:01 AM

Return to Discussion/Approval – A/C unit for FCSA Main Lobby: Questions were posed to Philip Garcia, Maintenance Manager, regarding the difference in the quotes for A/C units. His response is that Carrier is a more expensive unit and the other two quotes are for RUUD units. He stated the more expensive quote was for the Carrier unit and the lesser quotes are for the RUUD units. Cassel moved to approve the lowest bid of \$6,200 for the A/C units. Hagen 2nd the motion. Motion passed unanimously. Roberson continued discussion regarding the optional extended warranty of 10 year parts/labor. Hagen moved to not include the extended warranty. Cassel 2nd the motion. Motion passed unanimously to NOT include the optional warranty.

Discussion/Approval – Having YTD Budget, actual expenses and previous year on financial report as we had previously. Same to Membership. This was addressed during the Director of Operations report.

Discussion/Approval – The renting of Theater for Seminoles: Roberson started discussion saying he received a call from one of the Seminoles regarding the theater. Director of Operations Stevens informed the BOD that David Box and she were already in discussion with Tommy Perryman regarding the upcoming Seminole Celebration. Roberson stated that Mr. Perryman was not real clear on the discussion of use of the theater and cost and told him he needed to contact Chief Warrior. Mr. Box addressed the BOD and audience that discussion with Mr. Perryman of the Seminole Organization that events at Fort Clark would include a discounted member's rate at the Post Theater and Service Club. Although no contract has been finalized discussion is still continuing. Stevens stated that Fort Clark should be the location for the Seminole Celebration. She also stated in meetings with Mr. Perryman and Ms. Goodlow she suggested they meet with the BOD to propose their events. Roberson stated that Mr. Perryman seemed confused in regards to the cost of using the venues. Stevens also stated that the cost was lowered to 20% discount for 501c(3) organizations. William Haenn suggested to allow the venues be used for free because it is the 100th anniversary of the disbandment. Herman stated that the BOD should not do anything until details are worked out.

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Discussion/Approval – Resolution to rescind DO from Selling Property w/o Board

approval: Cassel posed the question if this discussion should be done in executive session. There was confusion as to whether or not this is an actual resolution. Stevens offered to have ReAnna Hay try to explain. Mrs. Hay explained that this statement of authority was done when property attached with membership was sold or transferred. There are limitations so that the Director of Operations cannot sell Dickman Hall, or give easements and there are limits on the dollar amount. This statement of authority is for the protection of the Fort. Having this keeps us going; to take it away slows us down. The Title Company requested this statement of authority or a corporate resolution. Hagen stated that she can't see why there is objection to this statement of authority. Cassel moved to table this discussion until we have more information. Herman 2nd the motion. The motion passed unanimously. Sweet asked if the discussion could be done by e-mail instead of waiting for a meeting. Response to this question is no. Mrs. Hay suggested to bring information to the next executive session.

Discussion/Approval – Spending Monies from Budget: Roberson started discussion stating that even though the budget was approved that spending before it is done should be done line item by line item. Sweet agrees with Roberson and states that line by line was not approved. Hagen stated that it was done. Stevens stated that during budget workshops that information regarding the wish lists of the departments and specific needs were itemized. She also stated that no money will be spent on big items because the money is not there. No action was taken due to lack of motion.

Discussion/Approval – Appointment of Architectural Committee: Roberson started discussion stating that only one other person-Mr. Rolan Boysan- submitted their name for the committee. Herman moved to approve Phylis Giblin, Ailene Reid, and Glenn White to continue serving on the Architectural committee. Hagen 2nd the motion. Motion carried unanimously.

Discussion/Approval – Preservation Committee: Cassel asked who submitted the information. Stevens responded that Garland Young who is the current representative has submitted this information. Roberson stated that the suggested committee members consist of 2 Fort Clark Historical Society, 2 of the Community Council, 2 from the Kinney County Historical Commission, and 2 FCSA Board of Directors. Sweet questioned term limits. Debbie Isaacs, a current member of the committee, stated there never has been term limits, but feels there should be. The new submitted resolution is suggesting term limits. Roberson stated that he didn't think the BOD needs to condone or support the committee. He also stated that if there is money to be spent then Board approval would be needed. Debbie Isaacs stated the first priority in preserving the buildings is to keep the tax break. This re-establishing of the committee is to give the committee structure. Hagen moved to table the reestablishment or reformation of the committee until they have more detailed information of the history and original resolutions. Herman 2nd the motion. Motion passed unanimously.

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Discussion/Approval – Designating Assistant VP: Cassel stated that Mr. Herman should be designated as 2nd Vice President because he is extremely busy and represents the Fort very well. William Haunn made a statement that this action requires a change to our By-Laws. Hagen moved to table the vote to compare this action to Section 209 and the FCSA By-Laws. Cassel 2nd the motion. Motion carried unanimously.

Discussion/Approval – Appointment of Trustee for Foreclosures: Roberson asked other members of the Board regarding this appointment. Stevens stated the trustee is who shows at the court house for foreclosures. Roberson asked what are the duties of the trustee. Response given was the trustee is to be the legal representative to sign documents, file documents, and sign over deeds. Roberson asked if this would make the statement of authority null and void. Mrs. Hay stated it would not because the other document was a Title Company requirement. Herman moved to appoint the Director of Operation Jodee Stevens as the trustee for foreclosures for the Fort. Hagen 2nd the motion. Hagen amended the original motion to appoint the Director of Operations Jodee Stevens as Trustee to act on behalf of the Association as relates to foreclosures. Herman 2nd the amended motion. Motion carried unanimously.

Discussion/Approval – Fort owned properties open to members: Herman suggested to table the discussion due to time and the fact the Fort owns many properties. Sweet stated this topic was his suggestion because of the Bridge group that wanted to use the Adult Center on a Saturday when the Center was closed. He also feels that anyone who wants to have a birthday party should also be allowed to use it. Stevens stated that starting today the Adult Center would be open on a trial basis for the entire day on Saturday. Sweet continued that the line dancing group also wanted to use the Post Theater. Herman interjected the Post Theater is a rentable building. Mrs. Diller addressed the BOD and stated they would prefer to use the Teen Center. Sweet commented that is another issue because the original purpose of the Teen Center was supposed to be for children of a certain age. Hagen stated that some of our buildings generate income and that we should not cater to special groups. She continued to say there are several buildings that are free to use and to remind the membership there are hours of operation involved. Sweet stated that keys could be handed out and that members are fully capable of using the building without supervision. Hagen argued that in the past keys were copied and lost. This is also a security and safety issue. Roby suggested for a calendar to be kept with events scheduled. Cassel interjected that she agreed the use of these places should be allowed; however, the policy cannot be blanket. She thought this discussion should be continued and be more specific. Cassel suggested for the discussion to be tabled. A motion was made by Herman to table the discussion to determine which buildings are in question. Hagen 2nd the motion. The vote was called - Hagen, Herman, Roberson, and Cassel voted in favor or tabling. Sweet voted against. Motion carried.

Discussion – Statement of Authority To Transfer Real Property: Director of Operations stated that this was a duplicate agenda item given during the make-up of the agenda by Roberson.

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15-MINUTE MEMBER DISCUSSION:

Renee Ford: A letter addressed to the BOD was read in which Ms. Ford praised the Fort in all its beauty and what it offers to her and her family. She expressed concern for rumors that Jodee Stevens is a dictator and micromanager. Mrs. Ford addressed these concerns stating that as an employee of the Association she has never deemed Ms. Stevens in this light. She continued to state that Ms. Stevens would not ask any of her employees to do something she is not willing to do herself. She implored the BOD to ask questions instead of jumping to conclusions. She implored the membership for understanding and patience with employees because most of the employees are members of the Fort and we all love where we are and want the best for the Fort as well. Art Baker: Questioned the Audit Report. William Haenn: Mother Nature has given us a wake-up call—the creek needs to be cleaned. He stated that the increase of income in 2012 was due to cancelling the employee health insurance and not a levy. In defense of Mr. Art Baker – he is just trying to get accurate financial information for 30 years. Martha Padron: already talked about her committee. John Rosettsky: Brings up the issue of ferrel animals—cats, dogs, hogs, and bobcats. We are providing them a food source and danger to ourselves. Stop feeding them. We need to address the issue of empty/abandoned homes because they attract bugs and pests. Ann Landgren: Gives encouragement to the BOD because it is a difficult position. Asks members to encourage each other instead of bullying. Stop talking badly. We need to do things to benefit all of us and not just someone's agenda. She asks forgiveness for her part in the bullying or talking badly. Partlow: Passes her time.

RECESS OPEN MEETING TO GO INTO EXECUTIVE SESSION (Contracts, Personnel discussion, Administrative Matters). TIME: 12:45 PM

RETURN TO OPEN SESSION – Oral Summary of discussion held: TIME: 1:55 PM

Discussed the Old Quarry Society contract for the new year. Sweet stated the contract is the same as last year. Hagen moved to approve the contract with Old Quarry Society. Herman 2nd the motion. Motion passed unanimously. Also discussed was a contract with Big Canyon TV. Cassel moved to approve the contract with Big Canyon TV. Hagen 2nd the motion. Roberson called for any more discussion and Sweet stated that he still thinks that other bids should be sought after. Roberson call for the vote-Hagen, Herman, Roberson, and Cassel voted in favor of approving the Big Canyon TV contract for 3 years. Sweet voted against. Discussion regarding a CC&R's violation was brought before the board to determine the next steps toward curing the violation. Due dilligence of the Association has been done, but concerns that if the Association does the work and something is damaged the BOD doesn't want to be in a bad position. Hagen moved to direct Jodee Stevens to contact the FCSA attorney to seek counsel regarding this violation and what our responsibility is. Cassel 2nd the motion. Additional discussion was that this needs to be dealt with as quickly as possible. The vote was called and the motion passed unanimously. The final item of discussion was regarding a golf pro for the Fort. Jodee Stevens has been given instructions of the BOD decision made regarding the golf pro. Cassel stated that this action needed to be done quickly.

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CONFIRMATION OF NEXT REGULAR BOARD MEETING, TIME AND DATE: The next regular board meeting will be held on July 19, 2014, at 9:00 a.m. in the Board Room.

Hagen moved to adjourn the meeting. Herman 2nd the motion. The motion passed unanimously.

WITH NO FURTHER BUSINESS, THE MEETING WAS ADJOURNED AT 1:59 P.M.

Myrna Cassel, Secretary

M.E. (Roby) Roberson, President

Minutes submitted by: Monique Jensen