

Board of Directors

Fort Clark Springs Association, Inc.
Regular Meeting
August 16, 2014



The Board of Directors of Fort Clark Springs Association, Inc. met in regular session on Saturday, August 16, 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, Myrna Cassel, and B.E. Sweet and Bill Herman. Also present was Jodee Stevens, Director of Operations, and Monique Jensen, Office Manager. Observers recorded in Board Minutes Binder.

ANNOUNCEMENTS/CORRESPONDENCE: Cassel briefly summarized an e-mail received by a winter resident requesting audience members to recognize themselves when they speak because she sometimes doesn't recognize their voice on the video recording. She also read member complaint letters from J.L. Baird that was delivered to the Board. Cassel referred this letter possibly to the Architectural Committee or the CC&R Agent on staff.

APPROVAL OF MINUTES: Cassel moved to approve the Regular Board Meeting Minutes for July 19, 2014 with minor corrections such as adding Bill Herman as present at the Meeting. Hagen 2nd the motion. The motion carried with a unanimous vote.

DIRECTOR OF OPERATIONS REPORT:

Stevens stated that for the past 6 weeks she has been preparing the budget for the new fiscal year. With preparing and working on the budget, it has brought forward thoughts for the coming year to bring back camaraderie with the membership to unite and celebrate the Fort's History by working with Fort Clark Days and bringing more Golf Tournaments to the Fort. Stevens hopes to have a movie night with the new portable screen to help as a fund raiser for different departments, organizations on the Fort. She would like to see the Motel remodel finished and the continuation of clean up.

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

Architectural Committee: Phylis Giblin thanked Mr. Herman for attending all of the weekly meetings that happen every Tuesday morning at 9am in the Board Room. Permits for Units 3, 14, and 35 were submitted and approved.

Golf Committee: Debbie Isaacs reported the committee met and reviewed old business. Discussion of marketing strategies with Gift Certificates available now at the Pro Shop. Labor Day Tournament and Happy Cervantes Tournament are coming up. New Business discussed: Workdays on Aug 25 and Sept 8 to clean up.

Preservation Committee: Garland Young reported the committee met and approved the contract to finish the Service Club. They are getting bids for the siding and rafters. Approved work on Seminole Hall with repairs to decking, close the area where bats come in, and work on front for cosmetic purposes. They discussed the Fire Station and how it would reduce taxes. Also discussed were the Adult Center, and Commissary to get the buildings back in line with the Historical Commission.

Community Council: Allison Watkinson reported that Mr. Roberson and Mr. Herman attended the last meeting and thanked them both for their participation. A Memorandum of Agreement for Fort Clark Days and the association was presented to Jodee Stevens recently to start discussion of a partnership. Steve Giblin resigned as First Vice President due to obtaining a full time job at the School District Maintenance Department. A volunteer to serve in his position is being sought after. Community Council voted to pursue the Halloween Ghostly Tour fundraising event. Kinney County Chamber of Commerce was introduced and upcoming events were announced. Member comments include: complimenting the Web page, the length of BOD meetings and audience rights at the meetings, request for the Newsletter to be sent out on a weekly basis.

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Recycling Committee: Bill Herman reported there will be another electronics recycling day possibly in the next week. A list of approved electronics will be posted. Another load is ready to go out.

RV Committee: No Report.

Discussion/Approval: Fort Clark Springs Insurance Policy

Hagen moved to discuss the policy for 2014-2015 that was presented by our Insurance Broker on August 13th. Cassel 2nd the motion. Motion to discuss the insurance policy passed unanimously. Hagen starts discussion with giving congratulations and thanks to Jodee Stevens and Philip Garcia and maintenance staff for job well done without loss and reinforcement of safety programs. They are the reason why the Association received a dividend for \$6629 due to excellent work safety. Roberson explained why the Association requires event insurance. Per our insurance Broker, it was explained that event insurance should be in place as an extra layer for all extra events that happen on the Fort. Roberson suggests that for all events that don't directly affect the Fort they should have event insurance, but for events such as Fort Clark Days and the Fireworks display the Association should donate the event insurance for these. In light of protecting the Association the current policy includes added additional coverage for employee fraud and bank account theft by computer hacking or "Computer Fraud". Hagen moved to approve the Insurance Policy for 2014-2015 to include the Computer Fraud addition for the amount of \$164,812. Cassel 2nd the motion. Motion carried unanimously.

Discussion/Approval: FCSA By-Laws – Elections to send to attorney

Cassel suggested to submit the Ad Hoc Committee's original submission without any changes to get legal opinion from Langley & Banack. Hagen added with the caveat for the Board of Directors to make changes with advice from the attorneys. Roberson recognized Dan Sullivan who admonished the Board of Directors that the By-Laws should have been sent immediately to the attorneys. His concerns with the By-Laws being rewritten including the stipulation that all ballots would NOT be returned to the Director of Operations because then someone could take those ballots and forge votes. It was noted that all ballots are returned after the election is done so that bad addresses could be corrected/updated for our records. Hagen stated that the Ad Hoc committee's supposed intentions were to bring the Election By-Laws current with HOA laws. Ms. Stevens noted the proposed amended By-Laws aren't completely in line with the HOA laws. Roberson recognized Garland Young who asked the questioned if the By-Laws come back with changes is it the intent of the Board of Directors to uphold the changes. Hagen moved to approve Myrna Cassel to send the complete proposed version of the Election By-Laws as submitted by the Ad Hoc Committee to Langley & Banack the Association's lawfirm. Cassel 2nd the motion. Motion carried unanimously.

Discussion/Approval: Statement of Authority to Transfer Real Property

Herman moved to discuss the statement of Authority. Cassel 2nd the motion. Roberson started discussion by stating the document refers to the wrong Business Code. Hagen suggested a change to the current statement to include "This Statement of Authority does not confer additional authorization to sell property by the President or the Director of Operations or any other Board Member in excess of that already stated in Fort Clark Springs Association, Inc. By-Laws, Article VII (1)d." Cassel moved to table the discussion of the Statement of Authority to research the correct language and accurate law. Hagen 2nd the motion. Motion carried unanimously.

Discussion: Documents on Website

ALL current recorded documents that govern our association are online.

**RECESS FOR BREAK AT 10:35 AM
RETURN TO OPEN SESSION 10:45 AM**

Discussion: HOA Documentation Roberson started discussion by stating that he contends that votes taken to call the Association an HOA according to HOA laws was done illegally. He states that declarations as far back as 1971 states that changes can only be made by a majority of the membership, therefore the election in 2002 only had 1475 members vote according to the auditing firm. He continues that was not

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even half of the membership. Hagen and Cassel both question Roberson why he did not share the information he was consulting to the rest of the Board of Directors. Discussion ensued that we need to find where the declarations were changed so that the question of whether or not FCSA is an HOA can be answered.

Discussion: Workshops – Budget

Closed workshop scheduled for Monday, August 18th at 6:30pm for the discussion of next year's budget. No action will be taken.

Discussion: Tax Office to Collect Assessments

Roberson suggested and contacted the Tax Office to outsource them to send out our billing for monthly assessments and collection for foreclosures. Stevens stated that there is no monthly billing aside from the once a year mail out of coupons. The question was asked why should there be a need to outsource this process. Roberson's answer was that it could be cheaper and more efficient. Stevens suggested for Roberson to make an appointment to meet with staff to find out what the process is.

15-MINUTE MEMBER DISCUSSION:

Art Baker: Finance-questions about the audit. Roberson suggested to direct these questions to the auditing firm. Deane Bauman: We are losing sight of the fact we are a corporation. Don't interpret the law—it's not your job. Allison Watkinson: Consider adding a key sign out for the Teen Center so that "Member led for free Activities" can use them until the Adult Center floor can be done. John Rosettsky: Links from other website to our website is dangerous. Who is officially allowed to set up authorized sites on behalf of Fort Clark Springs? Don't let anyone else do our talking. Garland Young: Regarding the tax office, they don't have the right to foreclose on our stuff. Act according to the higher law—don't let false info going around make the BOD look bad. The BOD should stand up for what is true and not be a part of the rumor mill in e-mails. Woodie Hornburg: For the first time in 20 years during August 3-10 the Marquee was blank without any activities. We should have activities. How do you expect to entice people to come? Bring back the pot luck.

**RECESS OPEN MEETING TO GO INTO EXECUTIVE SESSION (Personnel discussion, Foreclosures).
TIME: 11:38 PM**

RETURN TO OPEN SESSION – Oral Summary of discussion held: TIME: 1:58 PM

Roberson stated that staff was directed to move forward with the personnel issue discussed. Also, foreclosures were discussed.

CONFIRMATION OF NEXT REGULAR BOARD MEETING, TIME AND DATE: The next regular board meeting will be held on September 20, at 9:00 a.m. in the Board Room.

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