

**PADRE ISLES PROPERTY OWNERS ASSOCIATION, INC.  
REGULAR MONTHLY BOARD OF DIRECTORS MEETING  
April 24, 2018  
MEETING MINUTES**

**1. CALL TO ORDER**

- a) President Marvin Jones called the meeting to order at 5:31 PM.
- b) Board members present: Nick Colosi, Marvin Jones, Brent Moore, Darrell Scanlan, Marta Sprout, Vicki Marsden, and Carter Tate

**2. CONFLICT OF INTEREST**

- a) No conflict of interest statements submitted by board members or staff.

**3. PRESIDENT’S REPORT**

Marvin Jones reported the following:

- a. We will follow Roberts Rules of Order at our meetings.
- b. We had a Town Hall that focused on Security.
- c. A few Board members are reviewing the financials of the POA and may experience possible negativity.
- d. Public Comment can be saved and addressed after the presentation at Item 5 if relevant.

**4. PUBLIC COMMENT:**

See addenda (attached)

**5. PRESENTATIONS WITH POSSIBLE BOARD ACTIONS:**

- a. ISAC/ TIRZ Representative Report

Marvin read Stan Hulse letter.

- b. Billish Park Construction Status (schedule, costs to date, plan, completion)

Mr Goldston was not available to this topic was addressed by Craig Thompson.

<b>MOTION:</b>	Carter: Motion to draft the letter proposed by the engineer.	
<b>SECOND:</b>	Brent	
<b>AMENDMENT:</b>	Vicki: Motion to add the words: “to fund AEP for the electrical service at Billish Park” at the end.	
<b>VOTE ON AMENDMENT:</b>	AYE = 4. Darrell, Vicki, Brent, Carter	NAY = 3. Nick, Marta Marvin
<b>VOTE ON AMENDED MOTION:</b>	AYE = 5. Darrell, Vicki, Brent, Carter, Nick	NAY = 2. Marvin, Marta
<b>MOTION CARRIED</b>		

c. Submerged Debris Removal-Discussion

Not addressed as Mr Goldston was not present.

d. Canal Marker Replacement-Discussion

Not addressed as Mr Goldston was not present.

e. Bulkhead Inspection Contract

<b>MOTION:</b>	Marta: To rescind the Board’s prior motion to accept, sign and fund Hanson’s \$80K Task Order regarding the bulkhead assessment.	
<b>SECOND:</b>	Nick	
<b>VOTE:</b>	AYE = 4. Nick, Marvin, Marta, Vicki	NAY = 3. Brent, Carter, Darrell
<b>MOTION CARRIED</b>		

6. **EXECUTIVE DIRECTOR REPORT:** (The Board will receive a report from the Executive Director on topics of importance since the previous meeting.)

Ms Perrin reported the following:

- a. Described the software program, Pictometry, that they use to view properties.
- b. Replaced broken boards and cleats at boat ramps.
- c. Hurricane Manual is in draft and under review.
- d. Biggest problem with compliance is abandoned vehicles and boats.
- e. Don’t build right up to the bulkhead.
- f. No signs in yards to promote selling something.

7. **CONSENT AGENDA:** (Routine items; acceptable without further discussion)

- a. Secretary’s Report March 27, 2018 Board Meeting Minutes

Approved

8. **COMMITTEE REPORTS:** (With Possible Board Actions):

- a. Compliance Committee—No meeting

No minutes.

- b. Architectural Control Committee – Heather Cooley-Coxe Board Action

Need documented SOPs.

Moving meetings to 1<sup>st</sup> and 3<sup>rd</sup> Wednesday at 5:30pm to accommodate new committee members.

<b>MOTION:</b>	Marta: I motion that we accept the recommendation for Ray Morais to join the ACC Committee	
<b>SECOND:</b>	Nick	
<b>VOTE:</b>	AYE = 7. Darrell, Brent, Nick, Marvin, Marta, Vicki, Carter	NAY = 0
<b>MOTION CARRIED</b>		

c. Canals and Waterways Committee - Nita Smith

No Wake enforcement is a priority.

d. Bylaws, Policies and Procedures Committee - Marvin Jones - No meeting

No minutes.

e. Security Patrol Committee Report - Becky Perrin – no meeting

No minutes.

f. Bulkhead Committee – Marta Sprout – no meeting

No minutes.

9. **TREASURER'S REPORT - FINANCIAL REPORTS:** (The Board will review, discuss, and then accept all financial reports. No motion required.)

Reviewing all accounts.

10. **RECURRING BUSINESS:** (Motions as required)

a. We need to define and document a background check policy. Moved to the Procedures Committee for review.

11. **NEW BUSINESS:** (With Possible Board Action)

a. CPA Proposal

<b>MOTION:</b>	Nick: Move to hire or contract with the CPA firm Jennings and Holly to perform the POA compliance audit and prepare the 2017 tax return and provide the office with CPA/Accounting services as needed.	
<b>SECOND:</b>	Marta	
<b>VOTE:</b>	AYE = 7. Darrell, Brent, Nick, Marvin, Marta, Vicki, Carter	NAY = 0
<b>MOTION CARRIED</b>		

12. Proposed ARCH Bylaw changes/Member Meeting

<b>MOTION:</b>	Vicki: Motion to set the date of the special meeting for Friday 25 <sup>th</sup> May 2018.	
<b>SECOND:</b>	Nick	
<b>VOTE:</b>	AYE = 4. Nick, Marvin, Marta, Vicki,	NAY = 3. Brent, Carter, Darrell
<b>MOTION CARRIED</b>		

13. Outstanding legal questions and issues (Tate and Moore inquiries)

No motion.

14. Opportunity to amend the ballot with additional items (Moore)

<b>MOTION:</b>	Nick: Motion to accept the special meeting ballot.	
<b>SECOND:</b>	Vicki	
<b>VOTE:</b>	AYE = 6. Nick, Marvin, Marta, Vicki, Brent, Darrell	NAY = 1. Carter,
MOTION CARRIED		

15. Accept the special Meeting Agenda

<b>MOTION:</b>	Marvin: Motion to accept the special meeting agenda.	
<b>SECOND:</b>	Vicki	
<b>VOTE:</b>	AYE = 4. Nick, Marvin, Marta, Vicki,	NAY = 3. Brent, Darrell, Carter,
MOTION CARRIED		

16. Legal determination by PIPOA Attorney John Bell and inability to obtain answers to specific questions.

No motion

**EMAIL VOTE – 8<sup>th</sup> April, 2018:**

<b>MOTION:</b>	<b>Marta: I motion that:</b> "The Board authorizes the Executive Director to contract with Dr. Jorgensen of TAMU-CC for \$1,000 to verify the proxies submitted for the call for the special membership meeting and to proceed with the vote gathering and counting procedure for the special meeting."	
<b>SECOND:</b>	Nick	
<b>VOTE:</b>	AYE = 4 Nick, Marvin, Marta, Vicki	NAY = 2. Brent, Darrell
		VOTE REFUSAL = 1. Carter
MOTION CARRIED		

**RECESS – 10 MINUTES.**

17. Criminal Background Checks

Sent to Policies and Procedures Committee to define.

**12. EXECUTIVE SESSION:**

**13. RECONVENE IN OPEN SESSION:**

**14. Variance Request**

<b>MOTION:</b>	Marvin: Motion to approve the variance to build a palapa	
<b>SECOND:</b>	Darrell	
<b>VOTE:</b>	AYE = 3. Brent, Vicki, Carter	NAY = 3. Nick, Marta
<b>ABSTAINED:</b>	Marvin, Darrell	
MOTION CARRIED		

## 15. ADJOURN

<b>MOTION:</b>	Vicki: Motion to adjourn the meeting at 10:33pm	
<b>SECOND:</b>	Darrell	
<b>VOTE:</b>	AYE = 7. Darrell, Brent, Nick, Marvin, Marta, Vicki, Carter	NAY = 0
MOTION CARRIED		

## ADDENDUM

### 5. Public Comment:

- a. Kelly McFadden – ARCH has 12% of ballots required to proceed to call a special members meeting
- b. Chul Kim McGuire – Wants the 3-minute public comment rule documented.
- c. Karl Rubenstein – You cannot hijack a special meeting and add to the agenda if the call's been made.
- d. Barbara DeToto – suggests we do a prayer before we start. Recommends the 12 Step Prayer.
- e. Cheryl Floyd – wants a variance to build a palapa in her backyard on Cruiser Street.
- f. Jim McFadden – did a personal audit on PIPOA past tax returns and debit card use.
- g. Sheila Allen. Wants Mr McFadden to finish his presentation.

<b>MOTION:</b>	Brent: Motion to suspend the rules	
<b>SECOND:</b>	Vicki	
<b>VOTE:</b>	AYE = 7. Darrell, Brent, Nick, Marvin, Marta, Vicki, Carter	NAY = 0
MOTION CARRIED		

- h. Jim McFadden – (given 10minutes to finish his presentation) He will publish on the Facebook page: DiscussIslandIssues.
- i. Leslie Hess – accusations of secret meetings and bullying.

These people spoke after the section 5 presentations as their comments were germane to that area

- j. Michelle Jeffers – Concerned that previous board members still on the board claim no knowledge of any misuse of financial accounts
- k. Ron Jeffers – Concern with using Pictometry

**EMAIL VOTE DISCUSSION – 8<sup>th</sup> April, 2018:** *As this was not discussed in open session, following is a copy of the email discussion:*

TO: PIPOA Board Members

FROM: Marvin Jones-PIPOA Board President

The Board Secretary has received a petition from Kelly McFadden with what is represented via sworn affidavit to be the proxies of more than ten percent of the votes of the POA requesting a special membership meeting to consider the ARCH propositions. Dr. Jorgensen, from A & M University at Corpus Christi has agreed to verify the proxies and tabulate the ballots submitted in a special meeting for \$1,000 in a similar manner to the way the annual meeting balloting was conducted. I believe that would be the best process to follow in order to minimize problems that could result in having the Board, staff, or a committee of volunteers handle it.

We do not have an adopted Board Policy or Procedure on how to handle verification of a call for a special meeting. Although the Executive Director clearly has authority to spend \$1,000, a question has arisen regarding a budget expense category for this purpose. I believe the category titled "balloting" does, in fact, fulfill the requirement. However, in the interest of being inclusive, I feel a board vote on the matter is appropriate.

Attached is a Memo from John Bell on this issue explaining the obligation of the POA to verify the proxies used in requesting the meeting and paying any costs incurred in doing so.

Under State Property Code 209.0051(h) an email vote without prior notice to the members is allowed. Each Board member is hereby noticed to express the Board Member's opinion to all other Board Members and vote. Please "Reply All" so that each Board Member has the opportunity to consider your views. This will be a limited meeting conducted electronically to solely consider this one item, and it will be reported at the next Board meeting for inclusion in the minutes.

**Motion-** The Board authorizes the Executive Director to contract with Dr. Jorgensen of TAMU-CC for \$1,000 to verify the proxies submitted for the call for the special membership meeting and to proceed with the vote gathering and counting procedure for the special meeting. If you wish to vote for the authorization, vote yes, if you wish to vote against the authorization, then vote no. A Board Member should now make the above motion. A second is required.

Please respond at your earliest opportunity, as time is of the essence. With no objection, I will call the question at 5:00 PM CT, April 9, 2018.

I have been in contact with John Bell, the Board Attorney, regarding this matter. He concurs that the above-described procedure and this vote is within the law and PIPOA standards. Your cooperation in this matter is appreciated.

Best Regards,

Marvin Jones-PIPOA Board President

Marta Sprout <marta@martasprout.com>

Ap  
r 8

to Marvin, Nicholas, me, Brent, Darrell, Carter, John, Becky

**I motion that:** "The Board authorizes the Executive Director to contract with Dr. Jorgensen of TAMU-CC for \$1,000 to verify the proxies submitted for the call for the special membership meeting and to proceed with the vote gathering and counting procedure for the special meeting." exactly as stated below.

Best wishes,

*Marta Sprout*  
*PIPOA Vice President*



**Nicholas Colosi**

Apr 8

to Marvin, me, Brent, Darrell, Carter, John, Becky, Marta

I second the motion. Professor Jorgensen has been interviewed, researched, & approved by the previous Board that his qualification to perform this service is acceptable. We need no further evaluation to accept and engage him as qualified to assist us. I vote to proceed quickly in this matter. nick colosi



**Marta Sprout** <marta@martasprout.com>

Apr 8

to Nicholas, Marvin, me, Brent, Darrell, Carter, John, Becky

I agree and vote yes to the motion.



**Brent Moore**

Apr 8

to Marta, Nicholas, Marvin, me, Darrell, cartertate, jdbell, Becky

Fellow board members, I have three issues with this meeting and the questionable speed at which this is being thrust upon the Board for action.

First:

I support full compliance of our PIPOA bylaws. I acknowledge and agree that a special meeting can be called by a) the president, b) 2 board members or c) 10% of the membership. However, there are unresolved questions on the floor which have still not

been answered by staff, our attorney or our president. The primary question to me is "are the proxies which have been submitted legal?" Who has verified they were obtained properly and in proper format? I am aware of a group which believes they are not legal and have indicated their interest in bringing suit against our POA if we move forward in support...without doing our due diligence to seek the answers. I asked questions at the last board meeting and Carter asked similar questions recently via email. To my knowledge, the questions have not been answered. Why? Why should we move forward without clearly understanding the issues?

I do not know if the proxy procedure/format was legal and do not want to be a part of something that brings additional cost or legal exposure to our organization. I believe these are simple questions which could be answered by the 3rd party attorney who previously performed the ARCH review. I believe the previous board authorized a 3rd party attorney to review all "New issues" so John Bell could focus on his routine duties for us.

Second:

Two motions were made at the last meeting. The first (to limit the modification of bylaws to only the membership) passed with a 4 to 3 vote. The second (essentially to restrict removal of a board member) failed with a 3 to 4 vote. This board has the ability to save the POA all the expenses, as well as future expenses, by simply voting on the remaining (second) issue again with different wording (exact wording to that of the ARCH proposal?) than my previously proposed motion. It is that simple.

Third:

It has been my understanding as long as I have been on this board, that any special meeting (if called) should consider other agenda items, as submitted/requested by the Board. With that said, and in order to reduce costs to the PIPOA, I would like to submit additional agenda items for consideration AND for additional amendments (per some of my constituents/POA membership) to be placed on the ballot (if this motion passes). If that request is denied, I am prepared to ask other board members to support me in calling a special meeting for these amendments specifically and to send an additional ballot with the proposed amendments.

Again, I believe all of these issues (and associated costs) can be eliminated by the Board simply calling for a vote on the ARCH amendments. All we have to do is act.

So, given all the above, I vote "no" until we can get the answers to board questions. I also ask that this email, as well as the rest of the board responses, be published with the minutes of the discussion at our next meeting.

Sincerely,  
Brent Moore



**Vicki Marsden** <vamarsden@gmail.com>

Ap  
r 8

to Marvin, Marta, Nicholas, Brent, Darrell, Carter, John, Becky

Hi Marvin,

I agree and vote yes to the motion.

Thanks,

Vicki Marsden





**Marvin Jones**

Apr 9

to me, Marta, Nicholas, Brent, Darrell, Carter, John, Becky

I vote yes to the motion Marvin Jones

**Marvin L. Jones**  
Attorney At Law



**Darrell & Terri Scanlan**

Apr 9

to Marvin, Becky, Brent, Carter, John, Marta, Nicholas, me

Taking the view of elimination of unnecessary spending, I vote no on the \$1,000 expenditure since the first issue passed at the last meeting. It would also be simple to vote again on the second issue. I also believe that we should wait until the "proxies" are verified to have been gathered properly, are legal, and are of the proper format. We need to avoid potential litigation that could arise from the board not properly executing the process.

Thanks,

Darrell



**Nicholas Colosi**

Apr 9

to Darrell, Marvin, Becky, Brent, Carter, John, Marta, me

I vote yes to the motion. Nick Colosi

Sent from my iPhone



**Carter L. Tate**

Apr 9

to Marvin, Marta, Nicholas, me, Brent, Darrell, John, Becky

Number One....

There is a successfully Passed Motion from last board meeting that accomplishes what this proposed fiasco is designed to do...

Number Two....

I'm not sure what this "excursion" is designed to accomplish except to stroke the ARCH group..

By the time this is over and I do understand Marvin that you have the votes and could care less about what I think, you will spend \$7500 on this hootch...

That will absolutely be "shared" with the members..

Number Three....

I understand that the motion to amend made last meeting is "inconvenient" to whatever it is you have up your sleeve but I am strongly against having this so quickly shoved down our throats this way and dislike having to "vote by 5" on Your shenanigans.. I'm working and still thinking about what to do..

I will raise hell about the successful motion not being recognized..

Number Four....

I'm not sure that the college really knows what it is in for... these signatures must be verified... not the names.. anybody can get the names, this is a mess.. we are required to "verify" that these proxy's are legit, I do believe that they probably are but we must verify that they are not just check to see if the name is actually a property owner... that cannot be done plus the actual vote count and meeting for \$1000, aren't y'all a little suspicious that this price is way to low for the project ? Or are you just blinded by wanting to get something done ??

Number Five...

There is no question in my mind that the structural components of calling a "Special Meeting" by ARCH were not complete, there is no question that you must have a "power of Attorney" first.... before you have a "attorney in fact" I sent you all the definition and received nary a comment..

This must be dealt with as a point of law...

Number Six....

I will not vote on this internet vote and demand an explanation as to why we must spend any money on this because we have already done the work....

I reiterate .... I made a motion on this subject and is Passed....

Have John draft the amendment and let's move down the road !!

Carter L. Tate

Sent from my iPhone

<18 Memo-Jones-Verification-0402-11-15-ARCH.pdf>



**Marvin Jones**

Apr 9

to Carter, Marta, Nicholas, me, Brent, Darrell, John, Becky

The time is 6:00 PM CT. I hereby call the question regarding the above motion. All Board Members have responded with reasonable time to state their views. The vote is 4 votes for yes. Those voting yes are: Marta Sprout, Nick Colosi, Vicki Marsden, and Marvin Jones. The vote is 2 votes for no. Voting no are Brent Moore and Darrel Scanlan. It appears from Mr. Carter Tate's remarks that he did not vote on this motion. Therefore, the vote is 4 votes Yes and 2 votes No. The motion is passed.

Thank you for your cooperation.

Best Regards,

Marvin Jones- PIPOA Board President



**Vicki Marsden <vamarsden@gmail.com>**

Apr 9

to Marvin

Hi Marvin,

Do I need to document this to put it on file? I feel that I should so it's an official record. Your thoughts?



**Carter Tate**

Ap  
r 9

to Marvin, Marta, Nicholas, me, Brent, Darrell, John, Becky

THIS VOTE IS FORCED, NOT ENOUGH TIME FOR REASONABLE CONSIDERATION AND OUT OF ORDER  
!  
YOU SHOULD ALL BE ASHAMED OF YOURSELVES.. I WISH NOT TO HAVE MY NAME ASSOCIATED  
WITH SUCH FOOLISHNESS

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