

San Antonio Bay Partnership

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The Board of Directors for
The San Antonio Bay Partnership, Inc.
Will meet on
Thursday, January 10, 2013
1:30 to 3:00 p.m.

The University of Houston – Victoria
Meeting Room A (Room 223), University West Bldg.
3007 N Ben Wilson St, Victoria, TX, 77901
(see attached map for location & directions to meeting room)

This meeting is open to the public. Participation in the meeting will also be available via conference call – see the next page for dial in instructions and meeting location.

AGENDA

- I. Welcome, Introductions and Roll Call
- II. Approval of the Agenda
- III. Approval of the Minutes of the November 13th and December 19th, 2012 meetings of the Board of Directors (*Attachment 1-A*)
- IV. Financial Report on income, expenses and payables as of December 31, 2012, and possible action thereon (*Attachment 1-B*)
- V. Discussion of and possible action on funding issues for the San Antonio Bay Partnership, Inc.,
- VI. Report on the status of the CMP-funded Habitat Conservation and Coastal Access Planning Project for the San Antonio Bay Area
- VII. Report on the status of the SABP, Inc. application for federal tax-exempt status as a Section 501(c)(3) charitable organization.
- VIII. Other Business
- IX. Set Date of Next Meeting
- X. Adjourn

ATTACHMENTS

- 1-A: Minutes of the 11-13-12 and 12-19-12 Board of Directors meetings
- 1-B: Financial Report for the Period Ending 12-31-12

If you have any questions, please contact James Dodson at 361-649-1518 or jdodson27@gmail.com

Conference Call Dial-In Procedures

You may join in this meeting by conference call using the following dial-in directions:

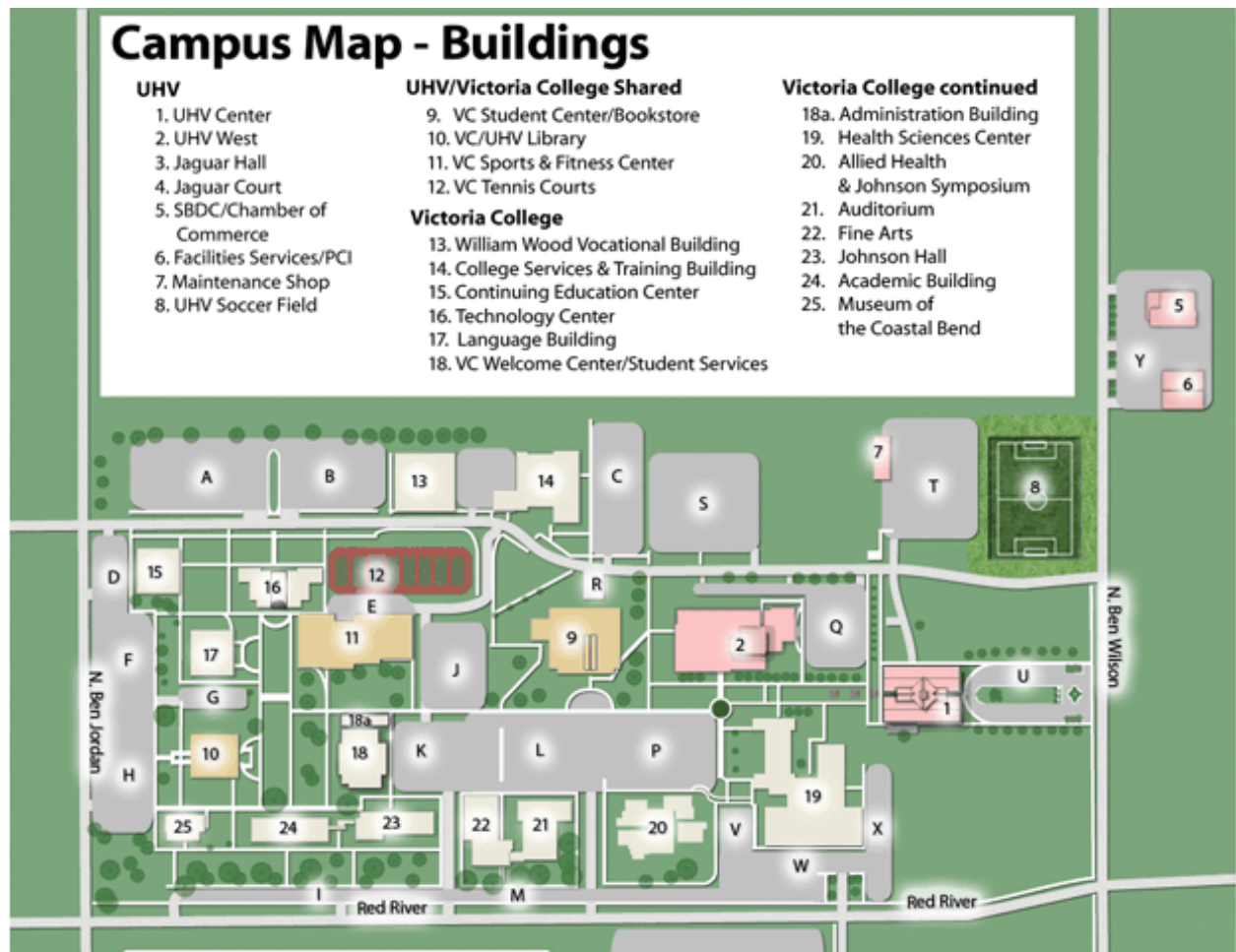
- 1) Dial the toll-free conference system access number: **866-590-5055** and
- 2) When prompted, enter the conference access code: **8463538**, then hit the # sign; you will be automatically added to the conference call.

The conference call will be initiated at 11:00am -- you may dial in anytime after that.

MEETING LOCATION

On the map below:

Meeting Room A (Rm 223) is located on the second floor of the University West Building, which is Building "2" (indicated in pink). Meeting participants must park in UHV Special Events Parking, which is Located in Lot T (indicated in grey), accessed via the north entrance off N. Ben Wilson St., immediately adjacent to the soccer field (#8)



ATTACHMENT 1-A

Minutes of the November 13, 2012 and December 19, 2012
Board of Directors Meetings

**MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS for
THE SAN ANTONIO BAY PARTNERSHIP, INC.**

Tuesday, November 13, 2012

The meeting was held in Meeting Room A (Rm. 223) in the University West Building, at the University of Houston – Victoria. The meeting came to order at 9:35 a.m.

Committee members present: John Kisalus (Chair), Roy Foley and Allen Berger. *Also present were: James Dodson (Facilitator), Rosario Martinez, and Steve Raabe (by phone).*

The Board approved the meeting's agenda with the provision that Agenda Item VIII be moved up to be considered prior to Agenda Item V. Minutes of the October 9, 2012 meeting of the SABP, Inc. Finance Committee approved unanimously; minutes of the October 9, 2012 meeting of the SABP, Inc. Board of Directors meeting were approved with changes (date of meeting changed from August 21, 2012 to October 9, 2012).

Mr. Kisalus asked Mr. Dodson to report, under Item #8, on the application for IRS tax exempt status (501(c)(3)). Mr. Dodson stated he had no indication that the application was yet under review at the IRS.

Postponing Item # IV, Mr. Kisalus then asked Mr. Dodson to move on to Item V on the agenda. Mr. Dodson described recent conversations with the Coastal Bend Bays and Estuaries Program (CBBEP) staff regarding several invoices submitted for payment under the agreement between SABP and CBBEP for funding under the Coastal Management Program (CMP) grant for habitat conservation and coastal public access planning. He stated that the main issue was that Texas General Land Office (TGLO) staff members, who administer CMP grant programs, had questioned CBBEP on some of the activities listed on the timesheets submitted by SABP. The question was whether the activities, mainly those in association with the San Antonio Bay Day event held on in Seadrift on September 30th, were directly in support of the habitat conservation and coastal public access planning work being done by SABP under the contract with CBBEP. Mr. Dodson reported that he had submitted a memo explaining that the San Antonio Bay Day event was a public outreach activity designed to generate more involvement in the habitat conservation and coastal public access planning process, and that his and Laura Raun's activities in organizing and promoting that event were part of the scope of work under the contract. Ms. Martinez reported that they (CBBEP staff) were in communication with TGLO staff about these invoices and were working to resolve the questions so they could pay SABP, Inc. for the invoices.

Another issue that was related to the San Antonio Bay Day event was the fact that Ms. Raun's timesheets for September and October listed more hours in those months than are allowed under the previously executed Letter of Engagement for Public Relations and Communications Services between Ms. Raun and SABP, Inc. Mr. Dodson recommended that the Board consider amending the existing letter agreement, or putting into place another letter agreement, in order to provide more flexibility in how his and Ms. Raun's monthly hours might be allocated to work tasks. The Board discussed several options on how to address this issues, and then directed Mr. Dodson to draw up new letter agreements (effective September 1, 2012, the start date for the Phase II contract between SABP, Inc. and CBBEP for CMP funding) to address these issues and to bring them to the Board for consideration at the next meeting.

Discussion then ensued about how to secure additional funding, both for the local match required under the CMP grant and for general expenses of the organization. There were several suggestions that SABP,

Inc. should identify and approach potential “partners” to solicit funding, and a number of the potential partners were proposed. The Board asked Mr. Dodson to draft a fund-raising strategy to be used as the basis for further discussion at the January meeting.

Mr. Kivalus then asked for the Financial Report under Item IV. Mr. Dodson went over the report presented in the agenda package, noting that the San Antonio Bay Day Event fund (Fund 2) contained a balance of \$1,082.67, which represented a net income after all contributions and expenses. The Board then voted to transfer that balance to the CMP project fund (Fund 1) and directed Mr. Dodson to request a contribution of \$1,000 from the San Antonio River Authority’s 2012 Challenge Grant program using the San Antonio Bay Day revenues as local match. Mr. Dodson noted that one of the expenses charged to Fund 1 in October was a bank service fee of \$32.09 for the printing of additional deposit slips. Mr. Kivalus offered to talk with the account manager at First Victoria to ask that they waive that charge and reverse the debit made to the account.

Under Item IX, Other Business, Mr. Dodson reported that the San Antonio Bay Foundation had recently announced that Mr. Dan Alonso, formerly the Refuge Manager at the Aransas National Wildlife Refuge, has accepted the position of Executive Director, replacing Ms. Tommie Rhoad upon her retirement. Mr. Dodson also reported that Dr. Wade Harrell had been named as the new Whooping Crane Recovery Coordinator and that he will be headquartered at the refuge. It was requested that a meeting be scheduled with Dr. Harrell and that Mr. Alonso be invited to the January 10th meetings.

There being no other business, it was decided to hold the next Board meeting on January 10, 2013, from 1 to 3 p.m., and that a Coastal Public Access Planning Project stakeholder meeting should be scheduled for that morning. The Board also set February 5, 2013 as the date for the February Board meeting, also in association with a stakeholder meeting on the Coastal Public Access Planning Project. Mr. Berger suggested that a future meeting of the Coastal Public Access Planning Project stakeholders be scheduled to take place in either Seadrift or Austwell in order to encourage more local participation.

Mr. Dodson noted that it may be necessary to hold a Board meeting in December 2012 in order to have the Board consider the new Letter Agreements and, if they are approved, to authorize payments on invoices for services rendered under those agreements in September and October 2012.

There being no further business, the meeting adjourned at 10:40 a.m.

Minutes Approved by Action of the Finance Committee for the San Antonio Bay Partnership, Inc. at an official meeting on January 10, 2013.

Date

Terry Baiamonte, Secretary-Treasurer

**MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS for
THE SAN ANTONIO BAY PARTNERSHIP, INC.**

Wednesday, December 19, 2012

The meeting was held in Conference Room 115-A of the City of Victoria's 700 Main Center in Victoria.

The meeting came to order at 1:10 pm.

Board members present: Roy Foley (V. Chair and moderator), and Allen Berger. Terry Baiamonte and John Kisalus participated by conference call (A quorum was present). *Also present were: James Dodson (Facilitator) and Hector Mendieta. Rosario Martinez and Steve Raabe were also on the conference call.*

The Board approved the agenda as printed.

Mr. Foley then moved to Item IV. and asked Mr. Dodson to present the financial report – the report was presented and accepted by Board vote.

Mr. Foley then returned to Item III. Mr. Dodson discussed with the Board the proposed new Letters of Engagement for SABP, Inc. staff (Mr. Dodson and Ms. Laura Raun), which were prepared to address several issues which had come up regarding time billed under the contract between SABP, Inc. and the Coastal Bend Bays and Estuaries Program for the Coastal Management Program funded Habitat Conservation and Coastal Public Access Planning grant project. Mr. Dodson explained how the proposed new Letters of Engagement would allow more flexibility in the monthly allocation of time to various project tasks while still keeping total billable amounts within the funds available in each phase of the planning project. After discussing the proposed changes in the Letters of Engagement, the Board approved the new versions for both Mr. Dodson and Ms. Raun, making them effective September 1, 2012.

Mr. Dodson then, under Item V, requested the Board to authorize payments for invoices submitted for time and expenses, under these new Letters of Engagement, for invoices submitted for September and October 2012. The Board authorized such payments.

Mr. Foley then moved to Item VI – report on status of filing of the 501(c)(3) application. Mr. Dodson reported that SABP, Inc. had, in November, received a letter from the IRS requesting additional information regarding the application for 501(c)(3) status, and that since the timeframe for response was short, he had provided a response, which he had shared in communication with the Board. Subsequently, in early December, IRS sent a follow-up letter requesting additional clarification of information contained in the November response from SABP, Inc. Again, the deadline for response allowed no time for bringing the request to the Board of Directors in a Board meeting. Mr. Dodson worked with Mr. Foley to prepare and submit the second response by the IRS's response deadline. Mr. Dodson indicated that he felt this should provide the IRS with the information they would need to make a determination.

It was noted that the next regular Board of Directors meeting would be held on January 10, 2013, from 1 to 3 p.m. at the University of Houston-Victoria, and that the February Board meeting was tentatively scheduled for February 5th.

The meeting adjourned at 1:50 p.m.

Minutes Approved by Action of the Board of Directors for the San Antonio Bay Partnership, Inc. at an official meeting on January 10, 2013.

Date

Terry Baiamonte, Secretary-Treasurer

ATTACHMENT 1-B

Financial Report for the Period Ending 12-31-12