

San Antonio Bay Partnership

**The Finance Committee and the Board of Directors for
The San Antonio Bay Partnership, Inc.
Will meet on**

**Thursday, February 23, 2012
1:30 to 4:00 pm**

**700 Main Center, Room 204
700 N. Main St., Victoria, TX 77901
(Corner of N. Main St. & North St.)**

These meetings are open to the public. Participation in the meetings will be available via conference call – see the next page for dial in instructions.

Finance Committee Meeting

AGENDA

- I. Welcome, Introductions and Roll Call
- II. Approval of the Agenda
- III. Approval of the Minutes of the January 19, 2012 meeting of the Finance Committee
(Attachment 1-A)
- IV. Discussion of, and possible action on, fundraising, grant and contract opportunities for the San Antonio Bay Partnership, Inc.
- V. Discussion of, and possible action on, staffing contracts for the San Antonio Bay Partnership, Inc. (Attachment 1-B)
- VI. Report on Indemnity Coverage Options for SABP, Inc. Board Members
- VII. Other Business
- VIII. Set Date of Next Meeting
- IX. Adjourn

The Meeting of the Board of Directors for the San Antonio Bay Partnership, Inc. will commence immediately following the Finance Committee meeting. See Agenda on the next page.

Board of Directors Meeting

AGENDA

- I. Welcome, Introductions and Roll Call
- II. Approval of the Agenda
- III. Approval of the Minutes of the January 19, 2012 Meeting of the Board of Directors
(Attachment 2-A)
- IV. Secretary/Treasurer's Report
- V. Discussion of, and possible action on adding new members to the Board of Directors for the San Antonio Bay Partnership
- VI. Report on, discussion of, and possible action on, the filing of the required forms for obtaining federal tax-exempt status as a Section 501(c)(3) charitable organization.
(Attachment 2-B)
- VII. Report on the status of a contract between SABP, Inc. and the Coastal Bend Bays and Estuaries Program, Inc. (CBBEP)
- VIII. Discussion of, and possible action on, staffing contracts for the San Antonio Bay Partnership, Inc. (Attachment 2-C)
- IX. Reports:
 - a. Status and Trends Task Force meeting held 2-23-12
 - b. Watershed Steward Workshop for San Antonio Bay being presented by the Texas Watershed Steward program, in Victoria, on April 18, 2012.
- X. Scheduling the next SABP Stakeholder meeting
- XI. Other Business
- XII. Set Date of Next Meeting
- XIII. Adjourn

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 1:25pm -- you may dial in anytime after that.

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

ATTACHMENTS

Finance Committee Meeting Agenda

- 1-A:** Minutes of the 1-19-12 Finance Committee meeting
- 1-B:** Proposed Letter Agreement for Contractual Staffing

Board of Directors Meeting Agenda

- 2-A:** Minutes of the 1-19-12 Board of Directors meeting
- 2-B:** Copy of materials for 501(c)(3) application
- 2-C:** (See Attachment 1-B)

ATTACHMENT 1-A
Minutes of the January 19, 2012
Finance Committee Meeting

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

Thursday, January 19, 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 12:10 pm.

All Committee members were present: Terry Baiamonte (Chair), Roy Foley and John Kisalus (by phone). *Also present were: James Dodson (Facilitator), Norman Boyd, Jerry James, Hector Mendieta, Brian Koch, Leo Trevino, and Rosario Martinez.*

The Committee approved the agenda as printed. Mr. Kisalus moved for the adoption of the minutes of the December 13, 2012 meeting of the SABP, Inc. Finance Committee; Mr. Foley seconded the motion; the minutes were approved unanimously.

Ms. Baiamonte opened discussion on Agenda Item IV. and asked Mr. Dodson to comment on the topics included in this item. Mr. Dodson indicated that in order to enter into a contract with the Coastal Bend Bays and Estuaries Program (CBBEP) to perform certain work under the Texas Coastal Management Program (CMP) grant for habitat conservation and public access planning in the San Antonio Bay area, SABP, Inc. would have to provide \$4,920 in local matching funds. He also stated that if SABP, Inc. can raise that amount, the San Antonio River Authority (SARA) would provide \$4,920 under a “challenge grant” in which they would match local contributions up to a total of \$25,000. Jerry James noted that the City of Victoria would contribute \$1,000 and also suggested contacting some of the Victoria Barge Canal area industries to seek additional contributions.

Steve Raabe mentioned that the National Fish and Wildlife Foundation may be another group to contact about potential funding as they are looking for partnerships which could further their objectives.

Mr. Dodson suggested that SABP, Inc. consider holding a fundraiser dinner, similar to those held by many other organizations, at the new Pump House Restaurant on the Guadalupe River in Riverside Park. Discussion regarding this idea ensued and it was agreed to form a small group to investigate this concept further.

Mr. Dodson asked Leo Trevino if the proposed contract between SABP and CBBEP for activities in support of the CMP habitat conservation and public access planning project could be executed prior to having the full \$4,920 in required match in hand. Mr. Trevino responded that he thought it would be possible.

Ms. Baiamonte then opened discussion on Agenda Item V. regarding the form of an agreement for employment on a contract basis, to be used by SABP, Inc. in procuring the services of a Program Facilitator and a Public Information Specialist. It was decided to solicit examples of such agreements from various entities (SARA, CBBEP, TSSWCB and NRCS) to determine if any of them might work for the purposes of SABP, Inc.

The issue of securing indemnity coverage for SABP, Inc. Board Members was discussed under Agenda Item VI. Steve Raabe noted that an insurance agency in Goliad has provided reasonably priced coverage for the board members of the Goliad County Water Supply Corporation. Ms. Baiamonte offered to get more information on that coverage from the insurance company in Goliad.

Under “Other Business,” Mr. Raabe requested that SABP, Inc. provide him with a letter regarding the need to carry over the \$25,000 in funding which SARA had committed in the current fiscal year to the

next fiscal year. He would then be able to encumber the funding and make it available to SABP, Inc. in the next fiscal year, which begins in July 2012.

It was decided to hold the next Finance Committee meeting in conjunction with the next SABP Stakeholder meeting being scheduled for February 2012.

There being no other business, the meeting adjourned at 1:00 pm.

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

Terry Baiamonte, Secretary-Treasurer

ATTACHMENT 1-B:
Proposed Letter Agreement for Contractual Staffing

**Letter of Engagement
Project Management and Facilitation Services**

This agreement, dated _____, 2012, is between James A. Dodson, 410 N. Vine Street, Victoria, Texas, 77901, and the San Antonio Bay Partnership, Inc. (SABP), 405 W. Power Ave., Victoria, TX 77901.

Under this agreement, James A. Dodson will provide project management, facilitation and administration services to the SABP, as follows:

A. Duration

1. This engagement will begin on _____, 2012, and end on _____, 2013, with an automatic extension for 12 months unless one or the other party elects to end it.
2. At any time, both sides can decide to extend the contract or renew it at a later date.

B. Services Rendered

1. James A. Dodson will serve as Coastal Management Program (CMP) Project Manager.
2. Services to be rendered will relate to the CMP-funded habitat conservation and public access planning project.
3. As CMP Project Manager, James A. Dodson will be responsible for project development and coordination; planning and facilitating stakeholder meetings; project reporting and billing; and maintaining communications with the SABP, Inc. Board and Steering Committee members.

C. Compensation

1. As compensation for the services described herein, the SABP will pay James A. Dodson \$75/hour for up to 40 hrs/month, for a term of six (6) months, for a total of \$18,000; with an automatic renewal for another 6 mos. (\$18,000) unless the Board decides otherwise.
2. No fringe benefits will be provided.
3. Project-related travel will be reimbursed @ \$0.50/mi.
4. James A. Dodson will invoice monthly at the beginning of the month following the period when services were rendered.
4. The SABP will pay James A. Dodson for services rendered to the CMP-funded habitat conservation and public access planning project within 10 days of receiving reimbursement for this billing under the terms of reimbursement contained in the contract between SABP and the Coastal Bend Bays and Estuaries Program (CBBEP), the CMP Contract manager.

These parties agree to this letter of engagement:

James A. Dodson
Consultant

Date

John C. Kialus, Chairman
Board of Directors, San Antonio Bay Partnership, Inc

Date

**Letter of Engagement
Public Information and Communications Services**

This agreement, dated _____, 2012, is between Laura Raun Public Relations (LRPR), 111 W. 8th Street, Austin, Texas, 78701, and the San Antonio Bay Partnership, Inc. (SABP), 405 W. Power Ave., Victoria, TX 77901.

Under this agreement, LRPR will provide public information and communications services to the SABP, as follows:

A. Duration

1. This engagement will begin on _____, 2012, and end on _____, 2013, with an automatic extension for 12 months unless one or the other party elects to end it.
2. At any time, both sides can decide to extend the contract or renew it at a later date.

B. Services Rendered

1. LRPR will serve as Public Information Specialist under the direction of the Coastal Management Program (CMP) Project Manager.
2. Services to be rendered will relate to the CMP-funded habitat conservation and public access planning project.
3. As Public Information Specialist, LRPR will be responsible for developing and disseminating project information for public and media consumption; handling media relations; and advising on project-related website content and appearance (see attached Work Plan).

C. Compensation

1. As compensation for the services described herein, the SABP will pay LRPR \$75/hour for up to 10 hrs/month, for a term of six (6) months, for a total of \$4,500; with an automatic renewal for another 6 mos. (\$4,500) unless the Board decides otherwise.
2. No fringe benefits will be provided.
3. Project-related travel will be reimbursed @ \$0.50/mi.
4. LRPR will invoice monthly at the beginning of the month following the period when services were rendered.
4. The SABP will pay LRPR for its services rendered to the CMP-funded habitat conservation and public access planning project within 10 days of receiving reimbursement for this billing under the terms of reimbursement contained in the contract between SABP and the Coastal Bend Bays and Estuaries Program (CBBEP), the CMP Contract manager.

These parties agree to this letter of engagement:

Laura Raun, President,
Laura Raun Public Relations

Date

John C. Kivalus, Chairman
Board of Directors, San Antonio Bay Partnership, Inc

Date

Work Plan: Laura Raun Public Relations

SABP will use publicity to help widen participation in the CMP-funded habitat conservation and public access planning program by explaining how residents, landowners, environmental interests, businesses and recreational visitors can benefit from getting involved in the development of the habitat conservation and public access management plan. Publicity should focus on two areas.

1. Media relations:
 - a. Aim for media outlets that reach target audiences (residents, landowners, businesses and recreational visitors)
 - b. Write news releases and articles that explain how audiences can benefit from specific elements which might be contained in the conservation and public access management plan, such as cleanup events, easements and wetlands restoration
 - c. Use photos, maps and diagrams where possible
 - d. Create “infographics” which will quickly and concisely illustrate important program elements

2. Website content:
 - a. Create content that explains how audiences can benefit from specific elements which might be contained in the conservation and public access management plan, such as cleanup events, easements and wetlands restoration
 - b. Use photos, maps and diagrams where possible
 - c. Create “infographics” which illustrate important program elements

ATTACHMENT 2-A
Minutes of the January 19, 2012
Board of Directors Meeting

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

Thursday, January 19, 2012

The meeting was held in Meeting Room A (Rm. 223) in the University West Building, at the University of Houston – Victoria.

Mr. Kusalus called the meeting to order at 1:30 pm.

All Committee members were present: Terry Baiamonte, Roy Foley and John Kusalus. *Also present were: James Dodson (Facilitator), Norman Boyd, Jerry James, Hector Mendieta, Brian Koch, Leo Trevino, Rosario Martinez and Bob McCan.*

Mr. Kusalus asked if there were any additions to the meeting agenda. The Board approved the agenda as printed.

Mr. Kusalus asked if there were any additions or corrections to the minutes of the Meeting of the SABP, Inc. Board of Directors held on December 13, 2011. Ms. Baiamonte moved to approve the minutes as presented; Mr. Foley seconded the motion; the motion was approved unanimously.

Mr. Kusalus asked Ms. Baiamonte to present the Secretary/Treasurers report. Ms. Baiamonte asked that, since all of those present at the Board meeting had also been present at the Finance Committee meeting, the minutes simply reflect that the matters addressed in the Finance Committee meeting were acknowledged by those present in the Board meeting.

Mr. Kusalus opened discussion on Item V. and asked Mr. Dodson to discuss the proposed Conflict of Interest Policy and Whistleblower Policy. Mr. Dodson noted that the Board would need to adopt a Conflict of Interest Policy in order to comply with provisions in the application for 501(c)(3) status, and that the proposed Conflict of Interest Policy was modeled after a sample of one adopted by the De-Go-La RC&D, Inc. Mr. Dodson added that De-Go-La RC&D, Inc. had also adopted a “Whistleblower Policy” designed to ensure compliance with various laws and regulations and to protect board members, employees and contractors from any “retaliation” for disclosing alleged unlawful activities, policies or practices. He recommended that the Board consider adopting both.

The Board discussed the proposed Conflict of Interest Policy and provided several suggestions for language changes, including a change which would prohibit persons with a conflict of interest from taking part in any discussions or decisions regarding the conflict. After these wording changes were agreed upon, Ms. Baiamonte moved for adoption, subject to the proposed wording changes being made; Mr. Foley seconded the motion. The motion was approved unanimously.

The Board then discussed the proposed “Whistleblower Policy.” Ms. Baiamonte expressed concern about the wording of the proposed policy, which she thought might imply that if a board member, employee or contractor failed to disclose alleged unlawful activities, policies or practices, then retaliation by SABP, Inc. might be an acceptable option – which would be sending the wrong message if the policy were adopted as written. The question was raised as to whether such a policy was even necessary. Mr. Kusalus decided to table the item and take another look at it at a later time.

Mr. Kusalus then moved to Item VI – a discussion on adding additional members to the SABP, Inc. Board of Directors. The Board discussed how many new members might need to be added, noting that the SABP, Inc. Bylaws allow for up to nine board members -- so long as there is an odd number. There was also discussion regarding the criteria to use for adding new members, with the goal being to expand representation in both the geographic and interest categories. The board decided to look at expanding

the number of board members from the present three to either five or seven if qualified, willing candidates could be identified, and directed that the issue be brought up at the SABP Stakeholder meeting to be held later that day to see if there were any “nominations” or suggestions that group could make.

Mr. Kusalus then asked Mr. Dodson to report on the status of the preparation and filing of the required forms for obtaining federal tax-exempt status under Section 501(c)(3) of the IRS Code. Mr. Dodson stated that a draft application form had been prepared, but that there were numerous attachments still to be developed. He asked the Board if there were any comments or suggestions regarding the information contained in the draft application. Several minor changes were suggested and noted by Mr. Dodson, who indicated that the final application should be ready to submit by the next Board meeting.

Mr. Dodson reported that SABP, Inc. should, as soon as the 501(c)(3) application is filed, be able to sign a contract with the Coastal Bend Bays and Estuaries Program (CBBEP), under which SABP, Inc. will perform habitat conservation and public access planning activities in association with a Texas Coastal Management Program grant.

Mr. Dodson also reported that, since there was no funding yet available for contractual services, there was no new information to be provided regarding contract staffing arrangements for SABP, Inc.

Mr. Kusalus then asked Mr. Dodson to report on the agendas for the Status and Trends Task Force and the Public/Stakeholder meetings which would follow the Board meeting that afternoon. Mr. Dodson briefed the Board on what was planned for those meetings.

It was decided to hold the next SABP, Inc. Board of Directors meeting in conjunction with the next Status and Trends Task Force meeting, the date of which would be determined at the Status and Trends Task Force meeting immediately following the Board meeting.

There being no other business, the meeting adjourned at 3:10 pm.

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

Terry Baiamonte, Secretary-Treasurer

ATTACHMENT 2-B
Copies of Materials for 501(c)(3) Application