

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

Tuesday, December 13, 2011

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 12:30 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 Pearce, Dmitri Sobolev, Hector Mendieta, Brian Koch, Leo Trevino, and Rosario Martinez; Laura Raun also participated by conference call.*

As Mr. Kisalus, the Board Chair, was participating by phone, it was decided that Mr. Foley, the Vice-Chair would conduct the meeting. Mr. Foley asked if there were any additions to the meeting agenda. The Board approved the agenda as printed.

Mr. Foley asked if there were any additions or corrections to the minutes of the Meeting of the SABP, Inc. Board of Directors held on November 15, 2011. Ms. Baiamonte moved to approve the minutes as presented; Mr. Kisalus seconded the motion; the motion was approved unanimously.

Mr. Foley asked Ms. Baiamonte to present the Secretary/Treasurers report. Ms. Baiamonte reported that the Finance Committee recommended the proposed FY 2012 operating budget for SABP, Inc. and made a motion for approval/adoption; Mr. Kisalus seconded the motion; the motion was approved unanimously.

Other items in the Secretary/Treasurers report included: acquisition of a federal “EIN;” establishing a SABP, Inc. checking account at First Victoria National Bank; setting up the SABP, Inc. “Books” in the *Quicken* accounting software (Ms. Baiamonte volunteered); fundraising efforts, including potential funding from grants and contracts; investigating the cost of procuring indemnity coverage for board members; and the need to adopt a conflict of interest policy for board members and employees.

Mr. Foley opened discussion on Item V. and asked Mr. Dodson to report on the proposed contract between SABP, Inc. and CBBEP related to facilitation of activities in support of a habitat conservation and public access planning project funded by the Texas Coastal Management Program (TCMP). Mr. Dodson explained the proposed arrangement, including the fact that SABP, Inc. would need to raise local matching funds in the amount of \$4,920 in order to access a portion of the TCMP funding. Ms. Baiamonte moved to authorize the Board Chair, Mr. Kisalus, to enter into the contract with CBBEP at the appropriate time (when funding was available and SABP, Inc. had filed the application for 501(c)(3) status); Mr. Kisalus seconded the motion; the motion was approved unanimously.

Mr. Foley then moved to Item VI – a discussion of potential staffing arrangements for SABP, Inc. Mr. Dodson presented a proposed staffing plan which includes two contract employees: a CMP Project Manager at 40 hours per month, and a Public Information Specialist at 10 hours per month; both positions would be for a twelve month period (subject to available funding) and carry no fringe benefits; project related travel would be reimbursed at \$0.50 per mile. Ms. Baiamonte moved to approve the staffing plan as presented; Mr. Kisalus seconded the motion; the motion was approved unanimously.

Mr. Trevino noted to the Board that the funds available under the TCMP project were on a “reimbursable” basis and it would therefore take several months for the reimbursement request to be processed and payment made to SABP, Inc. He suggested that SABP, Inc. should make that anticipated delay explicit in its arrangements with contract employees.

Mr. Foley 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 the forms were still being prepared, and that several required elements had been completed including an adopted budget for FY2012 (which the Board had just approved) and the acquisition of the federal EIN. He noted, however, that it now appeared that the SABP, Inc. would need to adopt a "Conflict of Interest Policy" as per the filing requirements. Mr. Pearce offered to provide a copy of a Conflict of Interest Policy which had been adopted by the De-Go-La RC&D, Inc. The Board asked Mr. Dodson to put the adoption of the Conflict of Interest Policy on the agenda for the next meeting. Mr. Dodson indicated that the San Antonio River Authority has offered to provide the \$850 filing fee required by the IRS for the Section 501(c)(3) application.

Mr. Foley then asked Mr. Dodson to report on the agendas for the joint Steering Committee and Subcommittees meeting which would follow the Board meeting at 2pm. Mr. Dodson briefed the Board on what was on those agendas, including the planning of an upcoming general stakeholder meeting to be held on a date (to be determined) in January 2012. He suggested that the SABP, Inc. Finance Committee and Board meetings should be scheduled in conjunction with the stakeholder meeting.

Mr. Foley then opened discussion under Item IX – Other Business. Mr. Dodson noted that SABP, Inc. had been asked to co-host a Texas Watershed Steward Workshop, sponsored and conducted by the Texas Watershed Steward Program, which was part of the Texas AgriLife Extension Service. The proposed day-long workshop would be open to the public, but targeted to SABP stakeholders. Mr. Dodson recommended that SABP, Inc. participate and that a date in February might be appropriate. The Board concurred. Mr. Foley indicated that UHV might be able to provide meeting space for the event.

Mr. Mendieta asked Mr. Trevino if CBBEP was involved in the new TPWD initiative to establish a seagrass scientific research area in the Upper Laguna Madre, noting that it would include restrictions on boater access to popular fishing areas. Mr. Trevino indicated that CBBEP did not have a position on the TPWD proposal, but generally supported appropriate management measures for the protection of seagrass in Texas bays and estuaries.

It was decided to hold the next SABP, Inc. Board of Directors meeting on January 19, 2012, immediately after the SABP, Inc. Finance Committee meeting and prior to the general Stakeholder meeting – if January 19th worked for the stakeholder meeting.

There being no other business, the meeting adjourned at 1:30pm.

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

Date

Terry Baiamonte, Secretary-Treasurer