

San Antonio Bay Partnership

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

**Will meet on
Tuesday, May 22, 2012
11:00 am to 1:30 pm**

**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)

These meetings are open to the public. Participation in the meetings will be available via conference call – see the page four for dial in instructions. *(Note: these meetings takes place during lunch time -- please bring a lunch if you'd like.)*

Finance Committee Meeting:

AGENDA

- I. **Welcome, Introductions and Roll Call**
- II. **Approval of the Agenda**
- III. **Approval of the Minutes of the February 23, 2012 meeting of the Finance Committee
(Attachment 1-A)**
- IV. **Financial Report on income, expenses and payables as of May 15, 2012, and possible
action thereon (Attachment 1-B)**
- V. **Discussion of fundraising issues for the San Antonio Bay Partnership, Inc.**
- VI. **Discussion of, and possible action on, quoted premium for Indemnity Coverage 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.

See page 3 for meeting location, parking and page 4 for conference call information.

Board of Directors Meeting:

AGENDA

- I. **Welcome, Introductions and Roll Call**
- II. **Approval of the Agenda**
- III. **Approval of the Minutes of the February 23, 2012 Meeting of the Board of Directors (Attachment 2-A)**
- IV. **Discussion of, and possible action on, adding new members to the Board of Directors for the San Antonio Bay Partnership**
- V. **Secretary/Treasurer's Report**
- VI. **Report on the status of the SABP, Inc. application for federal tax-exempt status as a Section 501(c)(3) charitable organization.**
- VII. **Discussion of, and possible action on, a potential committee structure for the San Antonio Bay Partnership management and planning program (Attachment 2-B)**
- VIII. **Report on the status of the CMP-funded Habitat Conservation and Coastal Access Planning Project for the San Antonio Bay Area**
- IX. **Report on the agenda for the General Public/Stakeholders meeting to be held immediately following the Board of Directors meeting (2 – 5 pm)**
- X. **Other Business**
- XI. **Set Date of Next Meeting**
- XII. **Adjourn**

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

See page 3 for meeting location, parking and page 4 for conference call information.

ATTACHMENT 1-A

Minutes of the February 23, 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, February 23, 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 11:08am.

All Committee members were present: Terry Baiamonte (Chair), Roy Foley and John Kisalus. *Also present were: James Dodson (Facilitator), Rosario Martinez and Bob McCan. Leo Trevino and Laura Raun were on the conference call.*

The Committee approved the agenda as printed. Minutes of the January 19, 2012 meeting of the SABP, Inc. Finance Committee approved unanimously.

Ms. Baiamonte opened discussion on Agenda Item IV. Mr. Dodson noted the need to raise at least \$4,920 from contributions in order obtain an equivalent amount in donations under the “Challenge Grant” from San Antonio River Authority and that these funds would be used to provide the required local match for the funds available under the CMP 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. It was noted that the City of Victoria Environmental Services Division had already pledged to donate \$1,000, and Mr. Dodson offered to donate \$3,000 of his professional services time as an in-kind match if the CMP project contract between the Coastal Bend Bays and Estuaries Program (CBBEP) and the Texas General Land Office (TGLO) could be amended to provide for in-kind services as local match.

Mr. Trevino described the recent discussions between CBBEP and TGLO regarding such an amendment to the CMP project contract and indicated he didn’t think it would be a problem. He also delineated the activities SABP would be responsible for under the contract between CBBEP and SABP, Inc. for this project.

Finance Committee members discussed the idea of holding a fund raising workshop to investigate methods of raising local matching dollars and potential sources of contributions. It was also recommended that a presentation on SABP be developed to use in fund raising efforts. No action was taken on this agenda item.

Ms. Baiamonte then opened discussion on Agenda Item V. regarding proposed contracts between SABP, Inc. and Laura Raun (Laura Raun Public Relations), and James Dodson for professional services to conduct the Phase I activities in the CMP project scope of work. Mr. Dodson explained the proposed agreements and the work each contract would cover. Mr. Foley moved that the Finance Committee recommend that the Board of Directors approve the contracts ; Mr. Kisalus seconded the motion; the motion was approved unanimously.

Ms. Baiamonte opened discussion on Agenda Item VI, regarding indemnity coverage for SABP, Inc. Board Members. Ms. Baiamonte indicated she was working with an insurance broker in Goliad to investigate the coverage options and costs. Committee members discussed what amount of coverage would be appropriate and suggested to Ms. Baiamonte that \$1,000,000 should be used as the basis for getting quotes on this kind of coverage.

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MEETING OF THE FINANCE COMMITTEE FOR THE BOARD OF DIRECTORS for
THE SAN ANTONIO BAY PARTNERSHIP, INC.
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It was decided to hold the next Finance Committee meeting in conjunction with the next SABP Stakeholder meeting.

There being no other business, the meeting adjourned at 2:15 pm.

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

Date

Terry Baiamonte, Secretary-Treasurer

ATTACHMENT 1-B

Financial Report for Period Ending May 15, 2012

Income: Cash

Donation from City of Victoria Environmental Services Division	\$1,000.00
Donation from San Antonio River Authority (Challenge Grant)	\$4,000.00*
* Includes \$850.00 previously paid by SARA for fees associated with the submittal of the 501(c)(3) application for IRS determination of status of SABP, Inc. as a charitable organization	
Payment from CBBEP on SABP Inv. #1 to CBBEP for CMP project facilitation services	<u>\$2,767.50</u>
Total Income:	\$7,767.50

Expenses - Paid:

Application fee for 501(c) (3) determination by IRS	\$ 850.00
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Expenses – Encumbered (to be paid after Finance Committee Approval):

LRPR Invoice No 1 for March 2012	\$ 367.50
LRPR Invoice No 2 for April 2012	\$ 615.50
James Dodson (dba GroundSwell Enterprises) Invoice No 1 for March 2012	\$2,400.00
James Dodson (dba GroundSwell Enterprises) Invoice No 2 for April 2012	<u>\$ 67.87</u>
Total to be paid:	\$3,450.87

Account Balance after all payments: **\$3,466.63**

In-Kind Services Credits:

Donation of Professional Services – James Dodson – April 2012	\$1,950.00
Donation of Professional Services – James Dodson – May 1 -15, 2012	\$1,050.00
Donation of Professional Services – Various persons working on Status & Trends Reports Through May 15, 2012	\$1,136.59

ATTACHMENT 2-A

Minutes of the February 23, 2012
Board of Directors Meeting

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

Thursday, February 23, 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 2:15pm.

All Board members were present: John Kisalus (Chair), Roy Foley and Terry Baiamonte. *Also present were: James Dodson (Facilitator), Rosario Martinez and Bob McCan. Steve Raabe, Leo Trevino and Laura Raun were on the conference call.*

The Board approved the agenda as printed. Minutes of the January 19, 2012 meeting of the SABP, Inc. Board of Directors were approved unanimously.

Mr. Kisalus asked Ms. Baiamonte to present the Secretary/Treasurers report. Ms. Baiamonte reported that all Board members were present at the Finance Committee meeting held immediately prior to the current Board meeting and, unless there were questions about issues discussed in the Finance Committee meeting, she would consider the Treasurer's report accomplished. There were no questions.

Mr. Kisalus opened discussion on Item V. regarding the addition of new members for the SABP, Inc. Board of Directors. Mr. Dodson reported that Mr. McCan was interested in and ready to serve as a Board member, but that the Board's bylaws required that the number of Board members must always be an odd number, and if the Board appointed only Mr. McCan, it would result in an even number of Board members. Discussion then followed as to potential Board member candidates, in addition to Mr. McCan. Board members mentioned a number of possible candidates, and several Board members offered to contact potential candidates to determine their interest in SABP, Inc. and willingness to serve on the Board.

Mr. Kisalus then moved to Item VI – report on status of filing of the 501(c)(3) application. Mr. Dodson indicated that the application was complete, including the \$850.00 filing fee provided by the San Antonio River Authority and that the application would be sent to the IRS by mail the next day.

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. Kisalus opened discussion on Item VII. regarding the status of a contract between SABP, Inc. and CBBEP for planning services to be performed by SABP, Inc. in association with the "Habitat Conservation and Coastal Access Planning" project grant from the Texas Coastal Management Program. Mr. Trevino indicated that CBBEP was preparing the contract to reflect the scope of work and budget previously presented to the SABP Board of Directors and that the effective date of the contract would be March 1, 2012. The Board authorized Mr. Kisalus to execute the final contract on behalf of SABP, Inc.

Mr. Kisalus asked Ms. Baiamonte to report on Item VIII, Staffing Contracts for SABP, Inc. Ms. Baiamonte reported that the proposed contracts were discussed at the Finance Committee meeting earlier and that the Finance Committee recommended approval. Ms. Baiamonte then made a motion for approval; Mr. Foley seconded that motion; the contracts were approved unanimously.

Mr. Kivalus then asked Mr. Dodson for reports on the activities of the Status and Trends Task Force and the upcoming Texas Watershed Stewards Workshop. Mr. Dodson noted that several of the Status and Trends reports were underway and others would be started soon. He also provided the Board with information regarding the Texas Watershed Stewards Workshop, which SABP was co-hosting in Victoria on April 18, 2012.

Under "Other Business," Mr. Raabe requested that SABP, Inc. request that SARA encumber the \$25,000 it had pledged to SABP, Inc. as a Challenge Grant designed to stimulate other contributions towards the local match requirements of the CMP grant. Mr. Dodson indicated he would get a letter to that effect to SARA if the Board authorized it. Mr. Foley moved to authorize Mr. Dodson to submit such letter to SARA; Ms. Baiamonte seconded the motion; the motion was unanimously approved.

Board members also asked Mr. Dodson to prepare a "Program Boundaries" map including the "local" watersheds of San Antonio Bay located in Calhoun, Victoria and Refugio counties, and the entire extent of the Aransas National Wildlife Refuge properties. Mr. Dodson indicated he would prepare such a map and circulate it for comments.

It was decided to hold the next Finance Committee and Board of Directors meetings on May 22, 2012 and to schedule the CMP project stakeholder work group meeting and a General Public/Stakeholder meeting prior to and following the Finance Committee and Board of Directors meetings.

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

ATTACHMENT 2-B

Recommendations for a committee structure for the San Antonio Bay
Partnership's management and planning program

