

Minutes of the meeting of the Board of TPRA held at the Brubaker/Shaw residence on Saturday, July 22, 2006, at 9.00 am.

Present: Board members; Beth Brubaker, Sandra Hagan, Malcolm Shaw, Dennis Kist, Ed Schade.

Call to Order.

The meeting began at 9.10 am. Mr. Schade sought the floor as a preamble to business, opining that after a very careful and detailed study of the by-laws, he had an interest in ensuring that the events of the past annual meeting should not take place at future annual meetings. His reading of the by-laws had also led him to believe that an amendment for purposes, by way of example, of increasing member dues, was potentially not as steep a curve for the Board as had been previously supposed.

Minutes of Annual Meeting

The draft minutes of the Annual Meeting were read. On motion from Mr. Kist these were approved as amended, for submission and approval by the attendees of the next Annual Meeting in July of 2007. Amended minutes are attached hereto for further Board approval.

Appointment of Officers

By common assent (a unanimous vote for all posts) the following Officer positions were nominated, accepted and filled:

President: Dennis Kist

Vice-President Sandra Hagan

Treasurer Beth Brubaker

Secretary Malcolm Shaw

Board Member At Large Ed Schade

Mr. Schade asked to be relieved of executive responsibility for the present period, due to pressures of other duties. He agreed to take on assignments as requested.

Cattle Lease Considerations.

1. The president raised the issue that an interim operational document had been signed by the outgoing president, with Vern Wagner and/or Wagner/Meyers Enterprises. Mr. Schade was requested, and agreed to obtain, such documents, tapes and other media, which form part of the TPRA official record, from outgoing Board members Sandmeier and Graham, to assure continuity and compliance with whatever ad hoc arrangements may be in place, pending formalization of the cattle lease.
2. The president took on the responsibility for drafting a lease for Board approval, and Mr. Wagner's subsequent signature. The primary lease will be for a one-year renewable arrangement, subject to Mr. Wagner's compliance with the terms of the primary lease.
3. On Board enquiry, the Treasurer confirmed that the latest payment on the existing month-to-month arrangement had indeed been received, albeit through Mr. Sandmeier, rather than through the PO Box as stipulated.

New Board Matters

The Treasurer agreed to contact the Association attorney, Greg Powell, with names and contact information of the new Board. The Treasurer also agreed to confirm with the attorney his continuing status as Resident Agent. The vice-president agreed to check the corporate status of the Association with the Secretary of State's office, in particular whether the Association has permanent standing.

Roads

To date, the Prairie Trail work is complete; the Reinecker Road construction has been left undone, though both bids were received in January and approved on 4/29 at the Board meeting. Marvin Mundt now knows the work is approved.

The previous Board's issue with the fencing and road on the south side of Lot 67 was resolved by motion from the vice-president, with second, for the Association to pay costs of moving the existing fence post(s) to follow the contour of the existing road, rather than incur the expense of reconstructing said road. Motion passed unanimously.

The President appointed the Secretary to be the liaison with Mr. Mundt regarding the roads.

The Secretary was asked to communicate with Mr. Mundt, who is presently convalescing from cancer therapy, to establish who is carrying out road works, what the status of their licenses might be, and their liability coverage.

The President also offered to follow-up with Mr. Rusty Evans regarding the matter of his offering a roller at the AGM, with which he proposes to improve the section of Bare Trail adjoining his property. The Association needs to know what his requirements are, and how they might be met.

The Board concurred on the need to update surveys and seek plat amendments to reflect realities of road construction and usage. In particular, the issue concerns a survey or plat amendment needed to formalize the status of the new road, which runs alongside Lot 170.

By-Laws

Mr. Schade had in hand a copy of the by-laws, dated 7/12/93; Registration Book 498 pp. 65-73. All present agreed to peruse same, as well as Ranch covenants, and make suggestions for changes at the next meeting of the Board.

The question arose for discussion, whether such improvements as fencing and water improvements might or might not be made from Ranch income; the final postulate was the possibility of separating grazing income from membership fee income, with the option to use part of the former for improvements. Discussion tabled until all members have analyzed the by-laws.

Website

Mr. Schade will consult with Mr. Sandmeier regarding transfer of www.TPRA.info to the Board. Should this be denied, the Board will create a new website and inform the membership. The Secretary will undertake this duty, should it be necessary.

Audit

The Treasurer moved to have an audit of the Association's accounts performed, by a CPA based within near proximity of the Ranch. Motion carried unanimously after second.

Back Dues

Wagner/Meyers owes approximately \$9,000 in back dues on the four lots it owns. Discussion established that the monies are owed and attach to the owner of record, regardless of pending litigation or other factors. The

Treasurer will check with counsel to see what liens are current on these lots and what steps need to be taken to enforce the liens.

Foreclosure notices have been served on Butler and Muath, though the latter's mail is regularly returned. The Treasurer will contact the county Treasurer for the most recent tax information.

Other Business

Given the controversy surrounding the award of the grazing lease to the present lessee and the probability of such controversy being ongoing, the Secretary moved to maintain all existing documentation, including but not limited to correspondence, minutes, meeting notes, tapes of meetings and subcommittee reports, as a permanent part of the Board's records. On second, motion was carried unanimously.

Next Meeting

Set for Aug. 26, at 9.00 am, at the Brubaker-Shaw residence.

There being no other business before the Board, the closed session was adjourned at 11.10 am, on seconded motion from the president.

Respectfully submitted:

Malcolm Shaw