

SPICEWOOD AIRPORT AND PILOTS ASSOCIATION, INC.

Minutes Special Called Board Meeting

May 10, 2022

Approved May 14, 2022

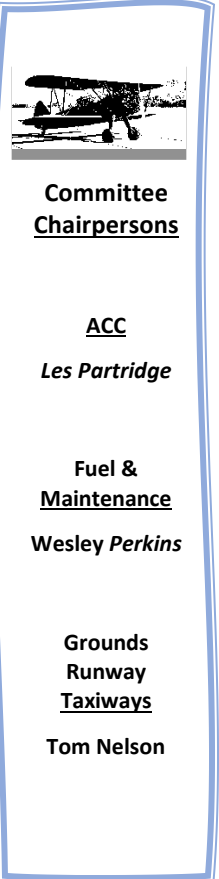
Board of Directors Present

Meeting Location

<u>Present</u>	<u>Present by Phone</u>	<u>Absent</u>
President, Jacen Puerta	Vice President, Doug Duggan	None
Director, Patricia Gerino	Treasurer, David Kerley	
Secretary, Wesley Perkins	Director, Jason Brunner	
Attorney, Kathryn Allen	Director, Les Partridge	

Jacen Puerta's Hangar
132 Bonanza Circle
Scheduled Time: 16:00 Hrs.

- I. **Established Quorum:** All Board members present.
- II. **Executive Session Called to Order:** Actual Time 16:07 hrs.
- III. **Discussion Topics with Kathryn E. Allen, PLLC:**
 - 1) Zachary Wright's nomination to be a candidate for the Board Election.
 - 2) Two Participations Agreements between:
 - a. Dana Martin and SAPA
 - b. Malcolm Bailey and SAPA
- IV. **Executive Session Adjourned at 17:54 hrs.**
- V. **General Session Commenced at 17:54 hrs.**
- VI. **Board Actions Taken During the Special Called Board Meeting on May 10, 2022**
 - 3) Zachary Wright's Application to be a candidate for the Board Elections
 - a. The Nomination Committee rejected Mr. Wright's application sighting an untenable conflict of interest and possible legal challenges regarding the construction of his hangar within the Rwy.17 protected airspace. This airspace is referred to by the FAA as the Primary Surface area which extends horizontally 125 ft. from the centerline of the runway to the east and west as presented by the aircraft Hold Short lines on each taxiway.
 - b. The FAA's Hazard Determination became final on April 26, 2022 and declares the hangar to be a threat to life-safety and recommended that it be removed.
 - c. SAPA previously sent a letter to Mr. Wright requesting his plan to remediate the hazard. No response was received.
 - d. Mr. Wright's attorney notified SAPA's Board that Wright would file a lawsuit against the association if we did not add Mr. Wright to the ballot.
 - e. Wesley Perkins made a Motion to suspend Mr. Wright's membership continent on SAPA receiving a legal opinion and until such time that the hazard was mitigated to the satisfaction of the FAA.
 - i. Doug Duggan 2nd the Motion.



- ii. "Yea" Votes: Wesley Perkins and Doug Duggan
 - iii. "Nay" Votes: Leslie Partridge and Patricia Gerino
 - iv. "Abstained": Jacen Puerta, David Kerley, and Jason Brunner
 - v. The Motion failed.
- f. Wesley Perkins made a Motion to add Mr. Wright to the ballot.
- i. No Seconds to the Motion were made.
 - ii. The Motion failed.
- g. By effect of no alternate actions taken, the Board upheld the Nomination Committee's decision to reject Mr. Wright's nomination.
- 2) Participation Agreements
- a. Two agreements were created by Dana Martin: one between Ms. Martin and SAPA, and the other between Malcolm Bailey and SAPA.
 - b. According to SAPA's attorney, both agreements violated the Declaration of CCRs in an egregious manner given that both Martin and Bailey are the developers of the airport, wrote the Declaration of CCRs and the original Bylaws, yet wrongfully created a contradictory agreement for personal gain.
 - c. Ms. Martin executed the agreement with herself while serving on the SAPA Board of Directors, without the full knowledge of the Board at that time, without Board approval or ratification, stated falsely in the agreements that neither she nor Bailey were members of SAPA at the time the agreements were executed, and offered in exchange for payments to SAPA, Martin and Bailey would receive a vote in all elections but not be bound by SAPA's Declaration and Bylaws as all other members.
 - d. Ms. Martin filed both Participation Agreements with the Burnet County Clerk's office with the apparent attempt to validate the Agreements.
 - e. Jacen Puerta made a motion to nullify both Participation Agreements along with Martin's and Bailey's SAPA memberships.
 - i. David Kerley 2nd the motion and offered an amendment to notify both parties immediately.
 - ii. Votes were 6-0 in favor of the Motion, with Patricia Gerino abstaining based on her friendship with Ms. Martin.
 - iii. The Motion passed.
 - f. Kathryn Allen LLC drafted the notice for Wesley Perkins to email to Ms. Martin and Mr. Bailey. *[Both notices were emailed the next day on May 11, 2022].*

VII. **The General Session Adjourned at:** Time 20:10 hrs.

