

MINUTES of the BOARD of the LINDEN HERITAGE FOUNDATION

January 12, 2016

The meeting of the Founding Board was called to order by President Sam Higdon at 8:12 pm via Skype. Present were Sam Higdon, Joe Lovelace, Jim Jacob, Sue Lazara, and Jana Bounds. The agenda was taken up and the following proceedings ensued:

BYLAWS RATIFICATION and CFO CONFIRMATION: Mr. Lovelace presented a Ratification document for board consideration, the first purpose of the document being to ratify the Bylaws which were finalized September 1, 2015 and then signed successively by the Founding Directors (being passed by snail mail among the founding directors of the Foundation). The second purpose of the proposed Ratification document was to officially name and ratify Jana Bounds as the Chief Financial Officer of the Linden Heritage Foundation. The question being called, the Ratification was adopted unanimously. (M by Lazara, S by Jacob)

PROSPECTIVE BYLAWS AMENDMENT: Mr. Jacob introduced the suggestion that the phrase "Active Membership" as used in the Bylaws of the Linden Heritage Foundation has proven awkward, resulting in substitution of the term "Individual Membership" on Foundation printed outreach cards, Facebook, and website. Following discussion, a consensus was reached whereby the present Executive Committee will prepare to lay on the table, at the first Foundation Board Meeting of 2016, a recommendation for a Bylaws amendment to replace the phrase "Active Membership" with the phrase "Individual Membership."

FINANCIAL REPORT: Ms. Bounds reviewed the written financial report based on QuickBooks accounting, showing a total to date of \$24,040.01 + \$1.85 interest in gross revenue, \$4,615.81 in gross expenses to date, and a present balance of \$19,426.05. The vote to accept the financial report was unanimous. (M by Jacob, S by Lovelace)

ANNUAL MEETING: Mr. Jacob reported that Notices of the upcoming Annual Meeting have been sent to all voting members, with Ms. Bounds having mailed a printed notice to those with no email addresses of record. In total, 157 were sent and approximately one-third of the members have responded so far, with the result of a 40/60 split: 48 RSVP's have been received, with 19 saying they will attend and 29 sending regrets.

Mr. Lovelace brought to the Board's attention the fact that elections and other business cannot be transacted at the Annual Meeting until a quorum is present in the room. He shared quorum guidelines explaining that 10% of the voting members are required to meet the minimum. Ms. Bounds stated that the Foundation presently has 209 members, which reduces to 185 when memorials are subtracted. It was then calculated that the present 19 attending would just barely suffice as a quorum, but more attendees are expected. To know when a quorum is reached on January 23, Ms. Bounds will intercept arrivals and ask each attendee to initial the member attendance list to allow Ms. Bounds to determine the count of voting members present. When a minimum 10% quorum is reached, she will give notice to Mr. Higdon and the

business meeting can be called to order. As each member initials the attendance list, Ms. Bounds will give them a printed ballot with the slate of 13 nominees listed thereon.

SLATE & BALLOT: The 13-member SLATE of DIRECTORS was presented by the Nominating Committee was laid on the table by Mr. Lovelace and the report was duly accepted by the Board. (M by Lazara and S by Bounds) A written BALLOT was laid on the table by Mr. Jacob and adopted by unanimous vote as presented. (M by Lovelace and S by Lazara)

VOTING: Mr. Lovelace will explain the voting procedure and the report of the Nominating Committee, along with the fact that members are entitled to nominate persons not on the printed ballot of the 13 persons nominated to the slate named by the Nominating Committee. Only Members may vote for any matter of business and only members may nominate, so in making a nomination the member should state their name and membership status. The President will then call for nominations from the floor. If no nominations are forthcoming from the floor the vote can be taken by voice vote – otherwise it shall be taken by paper ballot and tallied by the members of the Nominating Committee (or otherwise appointed for the purpose by the President). No matter how many nominations are made from the floor, each member may vote for a maximum of 13 names. It was decided that lacking proper notice and provision for electronic voting, that members will be allowed to attend the Annual Meeting on January 23 by electronic media but that actual ballots will be distributed on paper only.

ANNUAL MEETING HOSPITALITY: It was agreed that for the January 23 meeting, Mr. Lovelace will take responsibility for setting up the equipment in the Hall, that Mr. Higdon will provide bakery treats, and that Ms. Lazara will take responsibility for decorations, drinks and supplies. Mr. Lovelace will also print 50 ballots and an appropriate number of printed agendas for the Annual Meeting.

FIREHOUSE SECURITY SOLUTION: Mr. Higdon reported that Chief of Police McWaters will post “No Trespassing” signs on the Firehouse property and have his patrol officers keep close watch on the building. The officers discussed how to properly secure the building and prevent unauthorized entry -- to limit the risk of vandalism, fire, personal injury claims, stray animal issues, etc. It was decided to engage Will Head and Michael Head according to a format suggested by Ms. Lazara for closing three door openings and seven window openings from unauthorized entry and water infiltration. The bid for this work, received from Will Head, is \$450 for labor and materials. Mr. Lovelace offered to write an indemnification agreement for the two workmen to sign prior to commencing this work. The work is to be completed by January 17 -- assuming the indemnification document is presented and signed by the carpentry team in time for work to commence no later than the morning of Thursday, January 15.

PRESERVATION TEXAS SUMMIT – 2016 TEXAS MOST ENDANGERED BUILDINGS: Ms. Lazara reminded the Directors that the Most Endangered List is not announced publicly until February 18 and that Preservation Texas requests that the naming of the Firehouse to this list be kept internal until after that date. Ms. Lazara has read the registration form for the February 18

Summit, and the first four Foundation members registering on the Preservation Texas website for the Feb. 18 Summit event will receive a 20% discount on the day's program and meal package – which package includes attendance at all the educational sessions of the day plus lunch and dinner. It was decided that all nominees on the new slate should be invited to this event since this is a prime opportunity to make useful RFP contacts and should be aggressively used as such. No allocation was made by the Board to pay part of the expenses of those who attend but it is hoped that several of our own new Directors and/or other Members will be able to attend.

NATIONAL REGISTER ELIGIBILITY: Ms. Lazara has received recent notification that her submittal of January 4 for Determination of Eligibility was successful for the Firehouse/Water Tower site as well as for a prospective downtown National Register Historic District. This qualifies both properties on Lot 5 of Block 2 – the pair of sites being offered in the RFP -- for up to 45% tax credits. The same credits will be potentially available to those who may restore other contributing structures in the Historic District as well, so this eligibility is a major financial asset for all the building owners collectively. Importantly, Ms. Lazara reported that eligibility to the National Register is a requirement for the Firehouse to be considered for a Texas Preservation Trust Fund Planning Grant. With both eligibility secured and the deed recorded, the Foundation's application for a Firehouse Planning Grant can now go forward and Ms. Lazara is presently preparing it for submittal to the Texas Historical Commission later this month.

It was decided that Ms. Lazara should share the good news of the National Register Eligibility at the January 23 annual meeting and that this announcement should be followed up with a celebratory notice on Facebook, Twitter, and on LindenHeritage.org.

COMMITTEES: The Standing Committees named in the Foundation Bylaws were reviewed and suggestions made for a short list of Special Committees that the present officers consider prudent to place before the new Board at their very first meeting. Mr. Jacob will prepare a "Committee Sheet" for the January Annual Meeting listing the Standing Committees and the suggested Special Committees (as recommended by present Officers to the new Board of Directors). Ms. Lazara was requested to speak to John Knapp and report upon his interest in taking up the key office of Foundation Secretary, with both its traditional and its special technical/operational duties. If John is interested, Mr. Jacob will speak to him about some of the detailed challenges and importance of that office. It is believed that there are few persons qualified for this position in the present membership, and for this reason that it would be prudent to confirm Mr. Knapp's willingness in advance. He will not be offered the office by appointment, however, and he would need to be duly nominated and elected by the new Board.

WARRANTY DEED: Mr. Lovelace reported that the deed from the City of Linden to the Linden Heritage Foundation has been signed, notarized, and duly recorded with the County Clerk. Mr. Lovelace has also been in communication with Mr. Frank Lanier, Mr. Bob Swisher, and Mr. Randy Grubbs concerning our perceived need to correct the plat to show that Mr. Lanier's

interest in Lot 5 is accurately described as the easternmost strip of size 6' EW x 50' NS. Right now, Mr. Lanier is on notice to let us know if any other records may exist other than the ones identified by the parties already. Once the disclosure is complete, Mr. Lovelace recommends that a solid legal description will be available to describe Mr. Lanier's interest in Lots 5 & 6 of Block 2, so that negotiations for the Foundation to purchase all interest in Mr. Lanier's 1998 deed from the Robertson heirs, as recorded in Book 1054-846, can take place. Mr. Lovelace has included Kerry Wells in these discussions and it was agreed by the Officers that Mr. Wells should be authorized to negotiate with Mr. Lanier on behalf of the Foundation. (M Jacob S Lazara)

The meeting was adjourned at 10:15 pm by President Sam Higdon. (M Jacob S Bounds)

Respectfully submitted,

Sue Lazara, Secretary