



Friends of Brazoria Wildlife Refuges
Minutes of the Meeting of the Board of Directors
Tuesday, December 16, 2014
Discovery Center, Brazoria National Wildlife
Refuge

Board Member	Present	Absent
Ed Barrios	x	
Ron Bisbee	x	
Marty Cornell	x	
Mickey Dufilho		X
Phil Huxford		X
Jeanne Manry	x	
Neal McLain	x	
Denis Mudderman		X
David Plunkett	x	
Dick Schaffhausen	x	
Tom Taroni	x	
Torry Tvedt	x	

Having 9 members present, a quorum of at least 50% of the Board of Directors was reached to enable the conduct of official business.

There were no attending general membership members.

Attending staff of the Texas Mid-coast National Wildlife Refuge Complex (TMCNWRC) was Tom Schneider.

There were no guests attending.

A **Call to Order** was made by President Ed Barrios at 2:12 pm

A proposed **Agenda** was offered by Ed Barrios and upon a motion by Jeanne Manry and a second by Torry Tvedt, amended to include a discussion of a shelter at the Hudson Woods Unit of the San Bernard National Wildlife Refuge (SBNWR). The motion passed with no objection.

Secretary Mickey Dufilho being absent, Ed Barrios offered for approval a draft of the **minutes of the September 29, 2014 meeting of the Board**, pending resolution of financial questions voiced via email by Marty Cornell. Discussion ensued on discrepancy of the financial portion of these minutes. Marty used a PowerPoint format (Attachment 1) to illustrate issues with these financial numbers, which had several entries misallocated, especially in regard to funds received and expenses for the 2013 Migration Celebration (MC13). It was noted that there is no record of deposit of the entry fees for the photo contest; in MC13 there were 180 entrants who should have each paid \$2.50 for a total of \$450. (An email has subsequently been sent to Denis Mudderman, leader of the MC13

photo contest, to help clarify this discrepancy.) It was also noted that there is no evidence of having received a \$250 match from Merrill Lynch for the contribution by Steve Polemanakos. Based on this analysis, it was agreed that Marty will draft a revision of the September minutes, with Jeanne correcting the financial section, and then email these revisions to the board for approval. The **Action Register** was reviewed and revision are shown below, along with new items (**in bold**) that resulted from this meeting.

Friends of Brazoria Wildlife Refuge Board Action Register Updated 12/16/14				
Action Item	Who?	Due Date?	Status	Comments
List Volunteer Opportunities - need to review list and put together a plan	Ed Barrios	1Mar15	On Going	Ed will get with Jennifer Sanchez to develop an updated list.
Internal Audit - Mickey and Jeanne	Mickey and Jeanne	1-Nov-14	Deferred to FY 2015	It was determined that there was insufficient documentation of invoices to enable an audit of past books. Protocol is being revised to insure that future records are properly recorded. Not enough info. to audit from
Discovery Center Exhibits Grant - prioritize list - meeting scheduled 4:00 San Bernard Refuge on 5/23/13	Marty, Phil Tom & Mickey	15-Jul-14	done	
Partnership Agreement - reconcile agreement and send draft	Denis Mudderman	1-Oct-14	On Going	Dec 15 messages sent by EB to DM for update.
Interpretive signs for Big Slough Boardwalk	Tom Schneider	15-Oct-14	On Going	Waiting on frames & signs no progress since September
Large wall map of the BNWR	Tom Schneider	15-Oct-14	On Going	Needs to be laminated. No progress since Sept
Movie on BNWR, highlighting EE opportunities	Tom Schneider	30-Oct-14	On Going	The video has been shot under contract by Joe Lange and awaits the addition of credits.
Spec out Rollup shutters for Cross Trails shelters	Marty Cornell	1Mar15	On Going	Looking for a supplier 3 shelters/ 2 sides each- No progress since Sept meeting Taken measurements
Interpretive signs on Otter Slough Trail	Tom Schneider	1Mar15	On Going	4 signs are installed and 2 more are coming
Develop a New Outdoor Environmental	Mickey Dufilho/David/Tom	1Mar15	On Going	HPI company may have what we need, no progress

Education Display (outreach)				
Find Low-cost Friends Insurance	Ed Barrios	16dec14	Complete	Discussion below.
Design Podium for Discovery Center	Ron Bisbee	1Mar15	On Going	Original builder moved, looking for others.
MOU for transfer of property from Friends to Refuge	Jennifer Sanchez	1Mar15	On Going	Jennifer to send out sample document; no action taken
Purchase DVD Player for outreach	Ed Barrios	1Mar15	Closed	Torry offered to one donate if needed, but need was no longer relevant with today's technology
Discovery Center parking lot beautification, cost estimate	Tom Schneider	1Mar15	On Going	Has measurements/put down weed barrier, nothing done 16Dec, will try to get Kneupper to take over
Meeting to determine membership and membership dues and how to communicate with members	Mickey and Dick	1Mar14	On Going	Jeanne sent info to Dick on stats of those who paid dues; other action pending.
Activate new website	Krissy/Ed	TBD	On hold	Phil thinks his daughter would be interested in taking over website
Get information and contact to Jennifer on Wind Generation for Discovery Center	Phil	TBD	On Going	Phil not present at 16Dec14 meeting, need update report.
Develop criteria and costs for Bobcat Woods Trail Expansion and Upgrade Grant Make Reservation for the February 19, 2015 Volunteer Appreciation Dinner at the Freeport Community House Draft a revision of the Bylaws to add restrictions to discretionary spending by board members Provide a letter of support for our grant application to expand the Bobcat Woods Trail Provide a description of a mid-canopy observation platform	Marty	31-Dec-14	Done	Draft application completed, presented to board 16dec14
	Ed Barrios	December, 2014	On Going	
	Ed Barrios	1Mar15		
	Jennifer Sanchez	15Jan15		
	Curtis Jones	15Jan15		

<p>for the Bobcat Woods trail.</p> <p>Provide USGS map of the proposed Bobcat Woods Trail expansion</p> <p>Arrange for a letter from Earl Shipp accepting the role of Honorary Chairman of the 2015 <i>A Taste for Nature</i> fundraiser</p> <p>Clarify questions relating to the “exclusion of alcoholic beverages” and the inclusion of legal fees in the insurance package.</p> <p>Email a proposal for insurance coverage for board approval</p> <p>Order a TrimLine canopy package</p>	Curtis Jones	15Jan15		
	Ed Barrios	15Jan15		
	Ed Barrios	ASAP		
	Ed Barrios	ASAP		
	Marty Cornell	1Mar15		

A **Refuge Update** was given by Tom Schneider:

- The Urban Initiative program is getting increased emphasis by the U.S. Fish and Wildlife Service (USFWS) and thus by Region 2, which is supporting the Houston Urban Initiative (HUI) and is close to filling a GS11 environmental specialist position to be stationed in Houston. The reporting line for this employee is uncertain; it may be to Jennifer Sanchez or Nancy Brown.
- One garden, on White Oak Bayou, remains to be completed of the three gardens of the HUI garden project (Friends grant 20140901). Jennifer has completed the report for this USFWS grant to the Texas Mid-coast National Wildlife Refuge Complex.
- Two members of the Complex fire crew are leaving but their positions will be replaced.
- Bid requests are out for a replacement of Shane Kasson as manager of the SBNWR.
- The Christmas open house will once again be held at the Discovery Center; this year from December 26th through the 31st, 8:00 to 4:30 daily. Jen Brown will be in charge, holding sessions on animal tracks, reptiles, and microscopes. Volunteer help will be needed.
- The Volunteer Appreciation Dinner will be held on February 19, 2015 at the Freeport Community House. Ed Barrios is to make reservations.
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Treasurer Jeanne Manry presented the following **Financial Report**, noting the new Holman Trust funds to be used for the purchase of 122 acres on the San Bernard River. Since this money is not technically a grant, but rather an account where Friends is holding mitigation money (\$204,000 from Phillips 66 and \$461,950 from Air Liquide) until the tract purchase can be made, it was decided to describe the funds as a “project”. The monies are fees collected from the construction

of pipelines across refuge property. Jeanne noted that Friends has received a donation of \$10,000 from Tom Smith, conditionally to be used toward the purchase of the Holman tract, but if not needed for this purpose, to be contributed to our general funds account.

Jeanne reported that she has found a discrepancy of \$3,594.28, in reconciling the Friends books with the TDECU statement, with the Credit Union showing a lower figure. She is looking to find the reason for this difference. [Jeanne has since found the discrepancy to be due to triple electronic payment of one invoice, and the excess payments have since been re-deposited into the Friends account.]

The funds of the HUI “birds-of-prey” grant 20130815 have been spent for the designated raptor shows as well as literature and a card rack. This grant is thus closed.

\$37,826.57 has been spent on the Discovery Center grant 20130910. Since this grant is a 50% challenge cost share arrangement, Friends should have received half of this expenditure (\$18,913.28), but zero funds are recorded in our books. Jeanne is investigating this discrepancy.

As noted above by Tom Schneider, Friends grant 20140901 is ongoing, pending the completion of the Houston Urban Initiative Nature Gardens.

FOBWR FINANCIAL STATEMENT				
Updated: Dec 17, 2014				
ACCOUNT BALANCE	-			\$984,258.77
-	-			
GRANT No. & Name	Grantor	Total Awarded	Amount Spent	Amt. Available
Funded Grants & Allocated Funds				
20080201 Deerslayer Program	Fines	\$3,825.00	\$3,825.00	\$0.00
20131230 McGovern Brazoria Refuge	Katherine McGovern	\$72,000.00	\$38,182.30	\$33,817.70
20131220 McGovern San Bernard Refuge	Katherine McGovern	\$57,000.00	\$6,055.02	\$50,944.98
20070803 Revolving Reimbursement, base acct	Houston Endowment	n/a	n/a	\$20,000.00
20100623 Dow Woods Pavilion	Challenge Cost Share USFWS	\$69,525.00	\$63,141.62	\$6,383.38
20130919 Trull Foundation Land Acquisition	Trull Foundation	\$10,000.00	\$0.00	\$10,000.00
20130927 Land Acquisition Discovery #2	Houston Endowment	\$300,000.00	\$171,386.57	\$128,613.43
20140403 Law Enforcement Restitution	Federal Court Fines	\$1,735.11	\$0.00	\$1,735.11
20141120 Holman Trust Track (151)	Phillips 66/Air Liquide/TS	\$675,950.00	\$0.00	\$675,950.00
TOTAL ALLOCATED FUNDS				\$927,444.60
**\$23,100 of San Bernard McGovern funds has been allocated by the Board to projects that develop the Dow Woods Unit.				
Reimbursable Grants	Grantor/Amount	Amount Spent	Amt. Reimbursed	Amt Available
20130815 Houston Urban Initiative- Birds of Prey	USFWS- \$9,500	\$9,500.00	\$9,500.00	\$0.00

20130910 Discovery Center Challenge Cost Share	USFWS- \$50,000.	\$37,826.57	\$0.00	\$12,173.43
20140901 Houston Urban Nature Garden	USFWS- \$18,000.	\$6,387.82	\$6,387.82	\$11,612.18
NON ALLOCATED FUNDS				\$56,814.17

Jeanne emphasized that invoices are required for any expenditure, including those of individual discretion authorized by the Friends Bylaws (\$400 for officers and \$100 for non-officer board members). Invoices must accompany a Request for Payment form; a copy of this form as recently revised is attached (Attachment 2). It was noted that our Bylaws have no limit on the number of discretionary transactions that can be made. It was thus agreed that Ed Barrios will draft a revision of the Bylaws to add restrictions to such discretionary spending and present it to the board on or before March 1, 2015.

Marty Cornell presented details of the cash flow of the 2014 Migration Celebration (MC14) compared to those of MC06 through MC13 (Attachment 3). Notable is a \$945 deficiency in deposits for kickoff dinner ticket sales; so far it was found that Denis Mudderman is \$360 in arrears for his ticket sales. It was also noted that there has been no corporate match from Merrill Lynch for the \$250 contribution of Steve Polemanakos. Without these funds, MC14 netted a loss of \$1,229 and a decline of \$7,929 from MC13. Principle factors for this include a decision to forgo the operation of a food booth by Friends (a swing of -\$2,350), the missing \$945 in dinner ticket money, the complete lack of school donations to our Birds-of-Prey program (down \$1,000 from MC13), a decline of \$2,050 of event funding, and an increase of \$3,849 in expenses.

A review of active **Grants** by Marty noted that, since November 2013, there has been no progress in completing the crossing of Bastrop Bayou at the Dow Woods Unit of the SBNWR. Refuge management was encouraged to address this issue.

Purchase of the 11.05 acre Poole tract, using a grant of \$10,000 from the Trull Foundation (grant 20130919) along with other funding, is on hold pending the resolution of back taxes owed by one of the eight owners of this property.

Marty has distributed, to board members and selected refuge staff, a draft application for a grant to repair and extend the Bobcat Woods Trail. Curtis Jones needs to supply a USGS topographic map and a design description of an understory observation platform, and Jennifer Sanchez needs to supply a letter of support of the TMCNWR for this project to be part of the submission to the Texas Parks and Wildlife Department, Texas Recreational Trails Grant Program. Ed Barrios is to arrange for a letter from Earl Shipp accepting the position of Honorary Chairman of the 2015 *A Taste for Nature* fundraiser.

A shelter for the Hudson Woods Unit of the SBNWR is to be built using \$21,295.03 remaining from a grant from Joe Hudson to the Community Foundation of Brazoria County designated for improvements to Hudson Woods, and augmented by funds from Friends. A motion was made by Marty Cornell, seconded by Ron Bisbee, to allocate up to \$35,000 for the construction of this shelter. It was noted that approximately \$45,000 of San Bernard McGovern funds are presently uncommitted*. The motion passed by unanimous vote. A prefab building will be used to avoid

time-consuming approval by Region 2 engineering. The building will likely be about 30' by 30' with roll-up door sides, be electrified, and have sinks (It will be located near the pump house).

[*currently \$50,944.98 of McGovern money dedicated to the SBNWR remains unspent, but \$23,100 of this has been reserved by the board as a contingency to finish the Dow Woods Trail project which entails completing the crossing of Bastrop Bayou. However only a final payment of \$12,000 is due to the contractor upon completion of this culvert crossing, and \$6,383.38 remaining from the Dow Woods Shelter grant (# 20100622) will be applied to this obligation, leaving only \$5,616.62 of needed funding from McGovern money.]

Ed Barrios reviewed several options for **Insurance** to cover the activities of FOBWR. At the recommendation of Joan Patterson of the National Wildlife Refuge Association, Ed has been discussing our insurance needs with Alliant Insurance, a company specializing in insurance for environmentally oriented non-profit organizations. Based on his research, Ed recommends that we buy insurance to cover:

- A commercial package policy that would protect our financial assets; ~\$448,
- An umbrella policy to cover events with less than 500 attendees [Ed, refresh my memory]; ~\$515 for two million dollars of protection,
- A policy to cover the liability of Directors and Officers; \$500.

Ed does not recommend that we purchase a volunteer accident policy (\$1,530), as volunteers on refuge property would be covered by the refuge, and volunteers engaged in off-refuge activities such as outreach events are typically covered by their own insurance and/or Texas Parks and Wildlife if they are Master Naturalists in good standing.

Ed will clarify questions relating to the “exclusion of alcoholic beverages” (noting that we purchase event insurance for *A Taste for Nature*) and the inclusion of legal fee coverage in the insurance package. He will then email a proposal for insurance coverage to board members for a vote of approval.

Ed reported that Earl Shipp has agreed to be the honorary chairman of the **2015 A Taste for Nature** fundraiser to be held next fall. He also noted that Earl will offer as an auction item dinner for ten at the Dow Plantation House. In discussing venues, Earl suggested that we use the Dow Academic Center at Brazosport College and engage Churrascos as the caterer who would provide appetizers to our specifications.

Marty Cornell gave an overview of the features and benefits of a TrimLine canopy from Flourish Corporation, which would provide protection from sun, wind, and rain. It would hold displays for both the Friends and partners such as the Cradle of Texas chapter of the Texas Master Naturalists. The addition of walls would enable the use of displays currently unsuitable for outdoor events. He recommended a package that would include:

- A 10' X 15" canopy with zipper-attached sides
\$1,485
- An upgrade configuration that would allow either a 10' X 10' or 10' X 15' configuration \$310
- Standard walls
\$320

- Extra bracing (StaBar Kit)
\$105
- A 30"-wide awning
\$125
- 3 pole bags
\$237

A motion was made by Neal McLain to authorize up to \$3,500 for the purchase of this canopy; the motion was seconded by Ron Bisbee and unanimously approved by the board.

It was agreed that the next general meeting of the members of the Friends of Brazoria Wildlife Refuges will be held in January and include, as required by the Bylaws, the election of board members for 2015. Per the Bylaws, the board will then select the officers for 2015.

The meeting was adjourned by President Ed Barrios at 5:17 pm.

Submitted by Marty Cornell, substituting for Secretary Mickey Dufilho.