



# Windermere Oaks Water Supply Corporation

424 Coventry Rd  
Spicewood, Texas 78669

**2019 - 2020 Board of Directors:**  
Joe Gimenez, President  
Bill Earnest, Vice President  
Mike Nelson, Secretary/Treasurer  
Dorothy Taylor, Director

**Windermere Oaks Water Supply Corporation (WOWSC) meeting held: Thursday, November 14, 2019**

**2019 - 2020 Board Members Present:** Bill Earnest, Joe Gimenez, Mike Nelson, Dorothy Taylor

## Minutes

The meeting was called to order at 3:08PM by Joe Gimenez. A quorum was established with all four Board Members present.

1. Comments from citizens and members who have signed sign-up sheet to speak (3-minute limit per person).
  1. Rene Ffrench:
    1. Is WOWSC aware of OSHA 11-910?
    2. Executive session, item D: property evaluation by Lloyd Gosselink?
    3. Executive session, item D: real estate, are third parties involved?
    4. Executive session, item E: are there legal issues related to the communication regarding recall petition?
  2. Danny Flunker
    1. Mentioned a Texas supreme court correction
    2. Executive session, item D: What real estate?
    3. It's not a recall petition, it's a removal petition
  3. Bruce Sorgen
    1. Why is this a 3pm meeting and not a 6pm meeting?
2. Executive Session under Texas Government Code § 551.071(1) and (2) regarding:
  1. Ffrench, et al., Intervenor-plaintiffs and Double F Hangar Operations, LLC, et al. v. Friendship Homes & Hangars, LLC, Windermere Oaks WSC, et al., Cause No. 48292, 33<sup>rd</sup> Jud. Dist., Burnet County Dist. Ct.; and
  2. TOMA Integrity, Inc., et al. v. Windermere Oaks WSC, Cause No. 47531, 33<sup>rd</sup> Jud. Dist., Burnet County Dist. Ct., on appeal at 6<sup>th</sup> Ct. of Appeals, No. 06-19-00005-CV.
  3. Appeal of Attorney General ruling filed in Travis County Court in the case of WOWSC v The Honorable Ken Paxton, Attorney General of Texas, for protection of corporate rights and privileges during ongoing litigation.
  4. Evaluation of condition of real estate by Lloyd Gosselink.
  5. Discuss legal issues related to notice, ballots and communications regarding recall petition procedures sent by non-Board Members and legal remedies necessary to implement applicable procedures.
    1. Executive session started at 3:16pm
    2. Executive session ended at 4:35pm
3. Consideration and possible action on items discussed in Executive Session including, but not limited to, possible defense/payment of defense costs by WOWSC of claims against current and former directors pursuant to Tex. Bus. Org. Code §§ 8.101-8.105.
  1. Board meeting reconvened at 4:36pm

2. Motion made and carried by all to have WOWSC corporation provide defense and to cover all past and future defense costs for all Directors, current and former, conditioned upon each signing a sworn statement pursuant to business organizations code 8.104
3. Motion made and carried by all to appoint Shelby O'Brien as defense council for newly named individual directors, current and former, in legal proceedings
4. Discuss and act as necessary regarding implementation of recall petition procedures established by bylaws and applicable law, including authorizing communications with members regarding recall petition procedures.
  1. Bill to run recall petition discussion and Joe recused himself from the discussion
  2. Want to provide mail-in ballot process
  3. Board is looking at holding a Special Members Meeting targeting Saturdays in December and is searching for a suitable place to hold the meeting
  4. Bill Earnest to run Special Members Meeting
  5. Add this topic to the agenda on Wednesday, Nov 20<sup>th</sup>, for further discussion and to formalize
  6. Danny Flunker:
    1. WOWSC received \$200,000 for land and have legal fees
    2. Will it be recalled?
  7. Mark McDonald: Should Bill have recused himself for previous motion?
  8. Rene Ffrench: Any discussion on power outage and generator?
5. New business and discussion and possible action on agenda for next meeting.
  1. Recall Petition
  2. October Financials overview
  3. Manager's report
  4. Certification of qualifications on ballots
  5. Generator update
  6. Y2020 Budget
  7. WTP pretreatment improvement
  8. Power outage
    1. Would generator have kept power outage from impacting pressure / loss of pressure?
6. Set date, time, and place for next meeting
  1. Wednesday, November 20<sup>th</sup>, at 6:00PM at Spicewood Community Center
7. Motion made and carried to adjourn at 4:47PM



Submitted by: Mike Nelson

APPROVED BY WOWSC Board on December 19, 2019

Billing Questions: (830) 598-7511 Ext 1  
Water or Sewer Emergency: Phone (830) 598-7511 Ext 2