

SPECIAL MEETING

**Kestrel Air Park Runway Association
907 Flightline Drive, Spring Branch, Texas 78070
November 2, 2006 at 7p.m.**

Meeting called to order by President, Vic White at 7:04p.m. Vic opened with a statement that the KAPRA Secretary, Leigh Spears was out of town and that Lori Pannell had been appointed as interim Secretary for the purpose of this meeting.

For a quorum to be established 27 membership units needed to be present. A quorum was met with 36 members present in person or by proxy.

Vic began the meeting by review the rules of a Special Meeting as quoted in the By-Laws of Kestrel Air Park Association, Article 3, paragraph 3.5. One point of this paragraph states that the only business to be discussed at a Special Meeting is the business that was stated in the notice of the meeting. Vic asked that all discussion be kept to these items only. At that time Charles Luther asked to speak and stated his points were in reference to items on the agenda. Vic asked Charles to wait until such items were being discussed and that he could voice his opinion at that time. Vic then read from the By-Laws Article 4, paragraph 4.6 which describes how Board of Directors can be removed. Janet Thurman asked Vic to reread the paragraph Elizabeth Schwartz questioned why the BOD's had been removed and Vic told her that the By-Laws give provision for removal "with or without cause" and that they were removed without cause. At this time Charles Luther asked to have the floor. He proceeded to tell everyone that he had been around since the creation of Kestrel and that he was one of the originally appointed BOD's for Unit 1 & KAPRA. Says that the process by which he was removed from the runway board is unlawful and that he and other old board members will challenge this removal in court if forced to do so. Charles stated that if they do so they can tie up any funds associated with the runway. He also claimed that the old board (which he references as the dually appointed board) met October 31, 2006 to make changes to the By-Laws and to rescind the gate compromise that was rescinded by the new BOD's. John Allen asked Charles if they followed the By-Laws in giving the BOD's a 3 day notice as required and the answer was no. It was then determined that their meeting consisted of Ron Sprague, Charles Luther and Bernie Fried by phone. Neither Jack Wallace nor Peter Schwartz was present. Charles then stated that some people not present at the meeting and people other than the old board feel that they have been defamed and may take legal action on that behalf. Charles then handed over original copies of By-Law changes that they made along with the copy of the gate rescission agreement.

AGENDA:

1. Vic read paragraph #1 from meeting notice stating that members needed to ratify and affirm all actions in reference to the BOD's removal. Jack Wallace made motion with Wade Lively 2nd. No discussion was brought. Roll call of members was taken with verbal vote and affirmation was determined with 2 members abstaining, 3 members voting no and 31 members voting yes.

2. Vic read paragraph #2 from meeting notice stating a vote of members was needed to remove Bernie Fried from the position of VP Operations. Jack Wallace made a motion with John Allen 2nd. Ray Thurman brought discussion as to why and stated that at BOD meeting when new officers were appointed that Bernie assumed he was still in that position since no one made mention of replacement. Lori Pannell then explained she was Secretary for that meeting and that Bernie Fried was present as a board member whose duty at that meeting was to appoint new officers. Discussion was made at that meeting that the only positions needing to be filled were those spelled out in the By-Laws.... President, Vice President, Secretary & Treasurer Vic White was chosen as President, Wade Lively as Vice President, Lori Pannell as Secretary

and Connie White as Treasurer. Bernie never brought up the Ops position but voted to place all members just stated into the positions stated. It was not until months later that Bernie started questioning his position as VP Operations Roll call of members was taken with verbal vote with 4 abstaining, 2 no's and 30 yes's. Item passed.

3. Vic read paragraph #3 from meeting notice asking members to ratify the gate resolution that was rescinded on October 16, 2006 by the newly elected BOD's. Janet Thurman asked why the members were voting on this matter. John Allen explained that the BOD's has the power to make such a decision without the input from membership but since the old board is challenging them in the matter, the new board decided to let the membership have a say in whether or not KAPRA wants to be put in the middle of the gate argument between Unit 1 and Unit 2. He explained that this is simply a rescission of a document that would have prevented Unit 1 and Unit 2 from being able to discuss the matter and come to a compromise that is acceptable to all. Jon Spears made motion, Wade Lively 2nd. Jack Wallace made a motion to take the vote, Wade Lively 2nd• Roll call of the members was taken with verbal vote with 5 abstaining, 0 no's and 31 yes's Item passed.

Report from current BOD's was given by Jack Wallace stating that the board will be reviewing our By-Laws and trying to clean up vague areas within and make them more user friendly.

Jack Wallace then made a motion to adjourn. Wade Lively 2nd• Meeting adjourned at 7:49 p.m.