

**RESOLUTION OF THE BOARD OF DIRECTORS
OF SAN GERONIMO AIRPARK PROPERTY OWNERS ASSOCIATION
RATIFYING PAST DECISIONS OF THE BOARD**

WHEREAS, San Geronimo Airpark Property Owners Association (hereinafter the "Association") is a Texas non-profit corporation duly organized and existing under Texas law; and,

WHEREAS, the Association is a Defendant in that certain civil litigation styled *Larry Geiger, Diane Geiger, Greg Paul, and Jeanette Hunt v. Brian Goode, Ron O'Dea, Thomas Rich, Don Woodham, Steve Jones Individually and in their capacities and as Board Members and San Geronimo Airpark Owners Association*, Cause No. 2021-CI-14619, pending in the 166th Judicial District Court of Bexar County, Texas (hereinafter the "Geiger Litigation"); and,

WHEREAS, the Plaintiffs allege, in the pleadings in the Geiger Litigation, that the Board of Directors violated the requirements of Section 209.0056 of the Texas Property Code by not providing notice to all the membership of the June 26, 2021 and August 20, 2021 annual meetings where it intended to conduct an election for two open board seats and to conduct other business; and,

WHEREAS, the Plaintiffs allege, in the pleadings in the Geiger Litigation, that the Board of Directors violated Section 209.0051(h) of the Texas Property Code by amending the bylaws of the Association without a meeting; and,

WHEREAS, the Plaintiffs allege, in the pleadings in the Geiger Litigation, that the Board of Directors violated the requirements of Section 12.1 of the Association's bylaws by changing the bylaws of the Association to state that those with ½ acre of property got one vote towards any election or vote and those members with over half an acre got two votes without a 2/3 approval of the membership at a membership meeting; and,

WHEREAS, the Plaintiffs allege, in the pleadings in the Geiger Litigation, at the August 20, 2021 meeting and election 127 ballots were issued and as many as 20 lots were considered part of the airpark without legal annexation, including Larry Tschirhart's lot, and Larry Tschirhart cannot serve on the Board of Directors; and,

WHEREAS, the Plaintiffs allege, in the pleadings in the Geiger Litigation, that the Board of Directors violated Section 209.00592(a-1) of the Texas Property Code by not allowing absentee ballots to be cast at the August 20, 2021 meeting election for board seats; and,

WHEREAS, the Plaintiffs allege, in the pleadings in the Geiger Litigation, that the Board of Directors violated Section 209.0051 of the Texas Property Code by not having open meetings in at least the last five years; and,

WHEREAS, the Plaintiffs allege, in the pleadings in the Geiger Litigation, that the Board of Directors voted to remove runway lights without conducting an open meeting; and,

WHEREAS, the Plaintiffs allege, in the pleadings in the Geiger Litigation, that the Board of Directors modified proxy requirements without conducting an open board meeting and without a vote of membership; and,

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WHEREAS, the Plaintiffs allege, in the pleadings in the Geiger Litigation, that the Board of Directors is considering an amendment to the covenants and discussed and voted on amending the covenants in closed board meetings; and,

WHEREAS, the Plaintiffs allege, in the pleadings in the Geiger Litigation, that the acts of the Board of Directors are ultra vires acts in violation of the declaration, bylaws, and Texas Property Code, in addition to not being in the best interest of the Association; and,

WHEREAS, the Board denies the allegations referenced in the preceding paragraphs; and,

WHEREAS, the Texas Legislature has, by the adoption of Senate Bill 1969, passed into law during the 86th Session of the Texas Legislature, signed by Governor Greg Abbot to be effective as of September 1, 2019, adopts "Subchapter J. Ratification of Defective Corporate Acts; Proceedings" as part of Chapter 22, Texas Business Organization Code, which governs non-profit corporations in the State of Texas, including the Association; and,

WHEREAS, Board of Directors desires to exercise the authority granted the Texas Legislature under Section 22.502 and Section 22.503, Texas Organization Code to approve the actions and decisions made by the Board of Directors as referenced in the claims and defenses asserted in the Geiger Litigation;

WHEREAS, Subchapter J, Chapter 22, Texas Business Organizations Code, expressly permits retroactive ratifications of defective corporate acts;

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED by majority vote of the Board of Directors as follows:

1. All decisions made by the Board of Directors of the Association as referenced in the claims and defenses asserted in the Geiger Litigation, and all of the terms and conditions set forth therein, are hereby ratified and approved; and;

2. The Board of Directors of the Association hereby affirms that no other provision of corporate statute, no provisions of the Association's governing documents and no provision of any plan or agreement to which the Association is a party would require approval by the Members of the Association to the acts being ratified, such that the act of the Board is all that is necessary to ratify decisions made by the Board of Directors of the Association as referenced in the claims and defenses asserted in the Geiger Litigation.

Thus, approved by the Board of Directors at a duly-called meeting of the Board of Directors, by majority vote, as certified by the signature of the President and Secretary of the Association below.

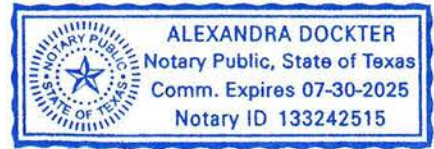
Signed this the 16 day of November, 2021.

SAN GERONIMO AIRPARK PROPERTY OWNERS
ASSOCIATION

By: Thomas Rich
Thomas Rich, President

By: [Signature]
Larry Tschirhart, Secretary

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

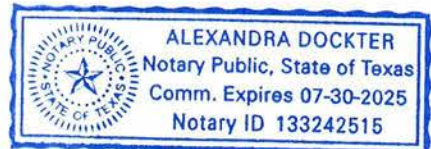


Before me, the undersigned notary public, on this day personally appeared Thomas Rich, acting on behalf of San Geronimo Airpark Property Owners Association, known to me or proved to me by presentation to me of a governmentally-issued identification card to be one of the persons whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed it for the purposes and consideration expressed in it.

Given under my hand and seal of office the 16th day of November, 2021.

[Signature]
Notary Public, State of Texas

STATE OF TEXAS §
 §
COUNTY OF BEXAR §



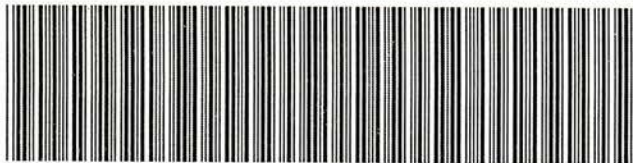
Before me, the undersigned notary public, on this day personally appeared Larry Tschirhart, acting on behalf of San Geronimo Airpark Property Owners Association, known to me or proved to me by presentation to me of a governmentally-issued identification card to be one of the persons whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed it for the purposes and consideration expressed in it.

Given under my hand and seal of office the 16th day of November, 2021.

[Signature]
Notary Public, State of Texas

AFTER RECORDING RETURN TO:
San Geronimo Airpark Property Owners Association
c/o ALLEN, STEIN & DURBIN, P.C.
P.O. Box 101507
San Antonio, TX 78201

6178 002/2186190



VG-76-2021-20210320251

File Information

**FILED IN THE OFFICIAL PUBLIC RECORDS OF BEXAR COUNTY
LUCY ADAME-CLARK, BEXAR COUNTY CLERK**

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Any provision herein which restricts the sale or use of the described real property because of race is invalid and unenforceable under Federal law

STATE OF TEXAS, COUNTY OF BEXAR

I hereby Certify that this instrument was FILED in File Number Sequence on this date and at the time stamped hereon by me and was duly RECORDED in the Official Public Record of Bexar County, Texas on:
11/16/2021 2:05 PM



Lucy Adame-Clark
Lucy Adame-Clark
Bexar County Clerk