

BAYOU ISLAND PARK HOMEOWNERS ASSOCIATION, INC.

Minutes of Special Meeting of the Board of Directors

May 3, 2026

Meeting Details

Date: May 3, 2026

Time Called to Order: 1:02 p.m.

Location: In person, 1130 Bayou Island Drive

Type of Meeting: Special Meeting of the Board of Directors

Directors Present

Director	Role
Han Hsien Seah	President (Chair)
Adrian Jensen	Treasurer
Brian Ho	Director
Simon Zhang	Director

Quorum: The Board's authorized size at the time of the meeting was seven (7) directors, with three (3) seats vacant following recent resignations. All four (4) seated directors were present, constituting a quorum under the Bylaws, and the Board was authorized to transact business.

Also Present: Three community member observers – Graham Rush, Reggie Spiller, and Aruna Kedia.

Appointment of Acting Secretary

Because the Association does not currently have a sitting Secretary, the Chair, Han Hsien Seah, appointed Simon Zhang to serve as Acting Secretary for the duration of this meeting. The Acting Secretary was charged with recording the minutes, noting the vote tally for each motion, and certifying **Resolution 2026-03**, which was prepared in advance and presented for adoption at the meeting. No motion or vote was required for the Chair's appointment.

Chair's Opening Remarks

The Chair noted that three board members — Jody Harrington, Joe Henkel, and Claudia Burch — had recently resigned from the Board, and that Mike Harrington had concurrently resigned as legal counsel to the Association. The Chair stated that the purpose of the special meeting was to: (a) elect a Secretary and Vice President, (b) reduce the size of the Board to five directors, (c) engage successor legal counsel, and (d) authorize required filings with the Texas Secretary of State and other agencies to reflect these changes.

Approval of Agenda

The Chair confirmed that the agenda had been distributed in advance and called for additions or corrections. None were offered. The Board proceeded with the agenda as circulated, taking each item as a separate motion.

Treasurer's Update

Director Adrian Jensen, Treasurer, distributed a written Treasurer's Report dated May 2, 2026 covering the period January 1 through April 30, 2026, which is incorporated into these minutes by reference. Key points reported:

- All 32 lots paid the 2026 annual assessment of \$3,250 in full, for total assessment income of \$104,000.
- Year-to-date spending through April 30 totaled \$22,125.93, or 27.7% of the \$80,000 annual operating budget, tracking in line with expectations.
- The Association's total cash position across all accounts stood at \$149,504.27, exceeding the \$50,000 cash reserve target adopted by the Board on December 1, 2025. A portion of cash reserves had been moved into a Newtek money market account to generate interest income on previously idle funds. The Board acknowledged the Treasurer's report on the Newtek money market account and agreed that formal ratification would be considered at a future meeting.
- Items not included in the 2026 budget — specifically tree pruning, gravel replacement, seasonal decoration, taxes, and a one-time landscaping design fee to Prewett, Read & Associates previously approved by the Board as a goodwill payment — have been tracked separately as unbudgeted to inform the 2027 budget process. The Treasurer recommended that recurring items, particularly tree pruning and taxes, be considered for inclusion as budget line items for 2027.

Item 1: Election of Secretary and Vice President

The Chair noted that the Bylaws require the Association to have both a Secretary and a Vice President, and that both offices were currently vacant following the recent resignations. The Secretary is responsible for the maintenance of meeting minutes, and the Vice President is required to act in the President's stead in the event the President is unable to serve. There was no further discussion.

Motion

A motion was made and seconded that Brian Ho be elected as Vice President and Simon Zhang be elected as Secretary, each to serve until his successor is duly elected and qualified.

Vote

For	4	Against	0
Abstain	0	Result	Carried

The motion carried unanimously. Brian Ho was elected Vice President and Simon Zhang was elected Secretary.

Item 2: Reduction in Number of Directors from Seven to Five

The Chair noted that the Bylaws default the number of directors to five, and that the Board had operated as a five-member body for most of its history. The expansion to beyond five directors occurred only in the past three years. Given the current composition, the Chair stated that reverting to five directors aligns with the historical practice and the Bylaws' default. There was no further discussion.

Motion

A motion was made and seconded that the authorized number of directors of the Association be reduced from seven (7) to five (5), effective immediately.

Vote

For	4	Against	0
Abstain	0	Result	Carried

The motion carried unanimously.

Item 3: Engagement of Successor Legal Counsel

The Chair reported that the Association had received a proposed engagement letter from Roberts Markel Weinberg Butler Hailey PC (RMWBH) of Houston, Texas, an HOA-focused law firm. Director Brian Ho summarized the firm's hourly rate schedule and retainer terms, which are set forth in the proposed engagement letter.

Discussion noted that prior counsel (Mike Harrington) had been providing services on a goodwill basis without formal billing records, such that historical comparison is not available. Directors observed that the Association currently has no pending litigation and that engaging counsel now functions primarily as a precautionary measure. The Chair noted that prior counsel, in his resignation letter, had explicitly recommended that the Board establish a working relationship with successor counsel without delay. The retainer is refundable to the extent unused. The Board discussed continuing to obtain comparative quotes from other firms while maintaining counsel engagement to avoid being uncovered. Directors also discussed the value of asking RMWBH to scope and estimate the cost of a governing-documents review (addressed separately under Item 6) in advance of the next annual meeting.

Motion

A motion was made and seconded that Roberts Markel Weinberg Butler Hailey PC be engaged as successor legal counsel to the Association, and that the President be authorized to execute the engagement letter.

Vote

For	4	Against	0
Abstain	0	Result	Carried

The motion carried unanimously.

Item 4: Authorization to File 5th Amended Management Certificate

The Chair explained that Texas law requires every HOA to file a Management Certificate identifying the responsible agent, mailing address, and applicable fees, with the Harris County Clerk and the Texas Real Estate Commission. The current certificate has not been amended to reflect changes in the Association's officers since January 2025. While the Association has no current delinquencies, an out-of-date Management Certificate may, under Section 209.004 of the Texas Property Code, limit the Association's recovery of attorney's fees and interest on any future delinquent assessments and may impair the enforceability of assessment liens against subsequent purchasers. Filing the 5th Amended Management Certificate is a routine administrative matter to update the Association's record. The filing may be performed by the Board directly or by legal counsel.

Motion

A motion was made and seconded that the President be authorized and directed to prepare, execute, and file a 5th Amended Management Certificate with the Harris County Clerk and the Texas Real Estate Commission in accordance with Section 209.004 of the Texas Property Code, and that the Secretary be authorized to attest to the President's signature.

Vote

For	4	Against	0
Abstain	0	Result	Carried

The motion carried unanimously.

Item 5: Update of Registered Agent

The Chair reported that the Registered Agent had remained Bill Kottwitz, even after Mr. Kottwitz had stepped down from the Board. The Association has previously fallen into involuntary termination with the Texas Secretary of State due to missed filings. The Chair explained that a Registered Agent need not be a Board member, and that commercial registered-agent services are available.

Discussion considered: (a) designating a current Board member as Registered Agent, (b) approaching Mr. Kottwitz to confirm his willingness to continue, and (c) engaging a commercial Registered Agent service. The Board observed that Board composition changes over time and that a commercial service provides continuity independent of Board turnover. The Chair noted personal experience with Northwest Registered Agent Service, LLC at approximately \$125 per year, with mail received at an Austin, Texas office and forwarded electronically to the Association.

The Board reached consensus that a commercial registered-agent service was preferable to designating an individual, citing continuity and reliability.

Motion

A motion was made and seconded that Northwest Registered Agent Service, LLC be designated as the Registered Agent of the Association, and that the President be authorized to file the Statement of Change of Registered Agent with the Texas Secretary of State and to make conforming changes to the Management Certificate.

Vote

For	4	Against	0
Abstain	0	Result	Carried

The motion carried unanimously.

Item 6: Legal Review of Governing Documents

The Chair noted that Texas HOA law has been amended significantly over the past 10–15 years, with new statutory requirements in areas such as meeting notice, electronic voting, and member access to records. The Association's current governing documents predate many of these statutory changes. The Chair noted that in his resignation letter, prior counsel had identified Senate Bill 1588 as having revised Texas HOA law and effectively overridden certain provisions of the Association's Bylaws. A comprehensive review by qualified counsel would identify any provisions that warrant updating for consistency with current Texas law and would inform the Board's consideration of potential amendments.

Graham Rush, a community observer, suggested that the Board could review publicly available standard Texas HOA documents to identify simplifications and ensure the Association's documents are not unnecessarily extensive.

After discussion, the Board concluded that authorizing the review now was appropriate, and that the review need not be completed urgently — with a target completion date prior to the 2027 annual meeting.

Motion

A motion was made and seconded that successor legal counsel be authorized and directed to conduct a comprehensive legal review of the Association's governing documents for compliance with current Texas law, and to provide the Board with a written report and recommended revisions for the Board's consideration, with the understanding that the review need not be completed immediately and should be scoped in coordination with the Board.

Vote

For	4	Against	0
Abstain	0	Result	Carried

The motion carried unanimously.

Item 7: Insurance Renewal and Coverage Adjustments

The Chair reported that the Association is currently covered by three policies — Directors and Officers (D&O), Commercial General Liability, and Property — placed through the Association's existing insurance broker, with renewal due mid-year. A renewal quote has been received and is approximately level with the prior year. Previously, Resident Bill Kottwitz, who has insurance industry experience, had offered the observation that the small-HOA insurance market has limited carrier participation compared with commercial markets. The Board agreed that authorizing the President and Treasurer to handle the renewal jointly was appropriate.

Motion

A motion was made and seconded that the President and Treasurer be jointly authorized to renew the Association's insurance program, including general liability, property, and directors and officers coverages, and to make such adjustments to coverage limits and deductibles as they determine to be in the best interests of the Association.

Vote

For	4	Against	0
Abstain	0	Result	Carried

The motion carried unanimously.

Severability and General Authorization

The Chair noted that **Resolution 2026-03** includes a severability clause and a general authorization clause, and called for a single motion to adopt both.

Motion

A motion was made and seconded that the severability clause and the general authorization clause as set forth in **Resolution 2026-03** be adopted.

Vote

For	4	Against	0
Abstain	0	Result	Carried

The motion carried unanimously.

Adoption and Execution of Resolution 2026-03

The resolutions adopted under Items 1 through 7, together with the severability and general authorization clauses adopted above, are memorialized in Resolution 2026-03 (Omnibus Resolutions Adopted at Special Meeting). The Resolution was signed by each Director present at the meeting and certified by the Secretary, and is incorporated into these minutes by reference.

Other Business

The Chair called for any other business properly before the Board. None was raised.

Adjournment

There being no further business, a motion to adjourn was made and seconded. The motion carried unanimously. The meeting was adjourned at 2:00 p.m.

Respectfully submitted,
Simon Zhang, Secretary