

**TRI-COUNTY POINT PROPERTY
OWNERS ASSOCIATION, INC.**

14 County Road 480

Palacios, Texas 77465

Tel. No. 361.972.3998

Fax No. 361.972.0309

e-mail: tricounty@awesomenet.net

NOTICE OF 2011 ANNUAL MEETING OF MEMBERS

DATE: July 15, 2011

TO: TRI-COUNTY POINT PROPERTY OWNERS

One (1) Director/Officer shall be elected at the 2011 annual meeting of members of the Tri-County Point Property Owners Association (the "Association") scheduled for 1:00 PM on Saturday, August 20, 2011. Position 3 (Director and Secretary/Treasurer) shall be elected for a term of three (3) years. Article IV, Section 5 of the Association's By-Laws provides that any person seeking a Director/Officer position must file his or her name in nomination on or before sixty (60) days prior to the date of the Annual Meeting.

Pertinent information regarding the Association's 2011 annual meeting is as follows:

- Date and Time:** Saturday, August 20, 2011 - 1:00 PM
- Location:** Carancahua Community Center
- Agenda:**
- 1) Establishment of quorum
 - 2) Minutes of last meeting
 - 3) Introduction of candidates running for Secretary/Treasurer
 - 4) Voting
 - 5) Treasurer's report
 - 6) Additional reports (if any)
 - 7) Election results
 - 8) Adjourn

If you are unable to attend the meeting, you may either: 1) complete, date and sign the enclosed "Proxy" form (designating an adult person of your choice as your proxy holder) and deliver such Proxy to your proxy holder to attend the annual meeting on your behalf and return the Proxy by mail to the Association. The Association's Board members urge you to attend the annual meeting or to otherwise exercise your right to vote (via "Proxy").

NOTE: ONLY DEEDED MEMBERS IN GOOD STANDING (I.E., PROPERTY DEED IN YOUR NAME, MAINTENANCE ASSESSMENTS PAID IN FULL) ARE ELIGIBLE TO VOTE.

NOTICE: CANDIDATES WHO SENT BIOGROPHYS ARE PRINTED FRONT AND BACK.

TRI-COUNTY POINT PROPERTY OWNERS ASSOCIATION, INC.

**14 County Road 480
Palacios, Texas 77465
(361) 972-3998**

P R O X Y/BALLOT

Property Description: Lot _____, Block _____, Section _____

I, _____, as owner of the above-described property located within Boca Chica Subdivision, Jackson County, Texas, revoke any previous proxies and appoint Sarah Greer, the corporation's manager, as my proxy to attend the annual meeting of the members of TRI-COUNTY POINT PROPERTY OWNERS ASSOCIATION, INC., a Texas non-profit corporation, on Saturday, the 20th day of August, 2011, and any continuation or adjournment thereof and to represent and vote for me (as set forth hereinafter) in the same manner and with the same effect as if I were personally present. I authorize my proxy to substitute the corporation to act under this proxy, to revoke any substitution, and to file this proxy and any substitution or revocation with the corporation.

I am a member in good standing of the TRI-COUNTY POINT PROPERTY OWNERS ASSOCIATION, INC., a Texas Non-Profit Corporation (i.e., all assessments, dues and/or charges have been paid, and my assessment account with the corporation is paid current). I hereby cast my vote and/or instruct my proxy designated herein above to cast my vote for the following candidates to fill the one (1) open position on the corporation's Board of Directors. **In order to be validated, this Proxy/Ballot must be completed, signed and mailed (to the letterhead address above) so that it is received by the corporation on or before August 17, 2011.**

Please vote for only one (1) candidate for one (1) open position. Please place a mark beside the candidate selected. Please return the completed, dated and signed Proxy/Ballot in an envelope marked "BALLOT." Your Proxy/Ballot may be invalidated if you fail to strictly follow the instructions set forth herein. The position and candidates are as follows:

Secretary/Treasure

____ Gene Finn

____ Victoria Grimes

____ Jason Mikeska

____ Michael Mayfield

DATED: _____, 2011.

Signature: _____

Printed Name: _____

*******This form is to be used only if you are unable to attend the annual meeting (in person or by proxy), and choose to vote by mail. This Proxy/Ballot may be used for purposes of voting for Directors/Officers and for establishing a quorum.**

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**14 County Road 480
Palacios, Texas 77465
Tele (361) 972-3998**

PROXY

Property Address: Lot _____, Block _____, Section _____

I, _____, as owner of the above-described property located within Boca Chica Subdivision, Jackson County, Texas, revoke any previous proxies and appoint _____, or Sarah Greer, Manager, as my proxy to attend the annual meeting of the members of TRI-COUNT POINT PROPERTY OWNERS ASSOCIATION, INC., a Texas non-profit corporation, on Saturday, August 20, 2011, and any continuation or adjournment thereof and to represent, vote, execute consents, and otherwise act for me in the same manner and with the same effect as if I were personally present. I authorize my proxy to substitute any other person to act under this proxy, to revoke any substitution, and to file this proxy and any substitution or revocation with the corporation.

DATED: _____, 2011.

Signature: _____

Printed Name: _____

******* This form is to be used only if you are unable to attend the annual meeting, and you are appointing a proxy holder to attend the annual meeting on your behalf.**

Originals only, no faxes or copies.

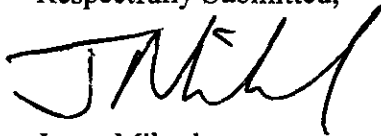
June 16, 2011

Tri County Point Property Owners Association

I, Jason Mikeska intend to run for the Tri-County Point Property Owners Assoc. board position of secretary treasure. I have been a property owner for nearly 3 years. I am married and have a son. I am a police officer for the City of Victoria in Victoria, Texas. I am currently a licensed irrigator through T.C.E.Q. and have owned by own sprinkler business for fifteen years.

I care about the community. I would like to see the area grow and become a better place for families to come and enjoy their properties.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read 'JMikeska', written in a cursive style.

Jason Mikeska

I AM seeking to be
Reelected to the Board of Director
as Sec/Treas for the TRI @ Point
POA

As A Director I have been
working with the board to make
improvements in our community
we have got a lot done but
there is a lot more to be done
and we are working on it.

I have been a member of
this community for twenty
eight years. And have enjoyed
being here. Looking forward to
many more years here

THANK YOU
FOR YOUR SUPPORT

Gene Finiv
291 SEA BASS DR

Home add

1010 CR 389

GRANTEX TX 76530

June 16, 2011

Victoria Grimes
701 Champions Road
Victoria, Texas 77904
361-782-8034

To Whom It May Concern:

I would like to declare my desire to run for the Tri-County Board seat of Secretary-Treasurer year 2011.

I have recently retired from Shell Oil after a 35 year career. I began as a roustabout and one of the very first women in California Oilfields. I was Shell's first woman supervisor in the field. I have supervised oil and gas production, water plants, offshore platforms, and an exploration project in Alaska. I was the first woman to hold an offshore Installation Manager position/license in the Gulf of Mexico. I worked also in auditing for contractors for Shell. My last position was Emergency Incident Commander for Shell for the state of Alaska. I have also worked for many charities for children.

I am married to Rob. We have lots in Sec 4. We have 6 children and 19 grand children. I would like to contribute to the community where we plan to spend a lot of our retirement time.

Thank you for your consideration,



Victoria Grimes

6-16-11

From: <vljranches@ykcwb.com>
To: <tricounty@awesomenet.net>; <vljranches@ykc.com>
Sent: Wednesday, June 01, 2011 12:32 PM
Subject: RE: May 20, 2011 Letter

TO: TRI-COUNTY, PRESIDENT

Thanks for bringing this matter to our attention. I am a new member and do not know all the ins and outs, but I would absolutely suggest having a meeting with all the members that you are able to contact and ENCOURAGE to be at the next meeting. If things are even more crucial and need attention sooner, then perhaps a "Called Meeting" would be in order. I do not believe that any increases or decisions can be made without a "Business Meeting", and by a vote of all that are present at the meeting. My experience in life, is that, the more folks you involve, the more ideas and solutions are forthcoming and everyone feels that they have a say. There ideas are listen to, and their vote does count. This is the democratic way!!!!

Also I would like to see all the records of all checks received and dispersed, that have been written, the amounts and to whom and for what service rendered, in 2011.. This would enable me to make a wise decision. I don't think anyone can make a decision without ALL of the facts. Let me know a good time for me to come by and look at the books. I am willing to donate my time, so that it does not cause more labor on your part. If you are not comfortable with me, Vickie Grimes, is more than qualified and willing. We absolutely need an audit of the BOOKS !!

You have been doing an outstanding job and for that I say Thank You!! Reply requested!!!

Sincerely,

Jo Ann Jansky
vljranches@ykc.com

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Palacios, Texas 77465
361-972-3998 Office
361-972-0309 Fax

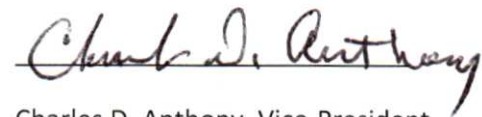
March 9, 2011

To reduce the cost of operations the office will be closed on Monday's and half a day Friday for office personnel. Office personnel will only get ~~X~~ hours per week until further notice.

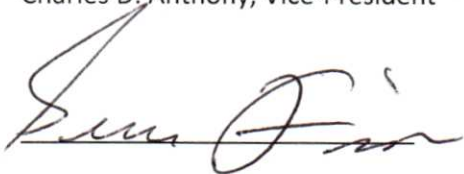
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Mark Paulsen, President



Charles D. Anthony, Vice-President



Gene Finn, Secretary/Treasurer

A quick board meeting was held after the annual meeting on August 20, 2011. Attending was Mark Paulsen, David Anthony, and Vicki Grimes.

Introductions were made.

Vicki discussed her qualifications and past experience.

Vicki was briefed on the office project and the projected projects for the equipment shed and community building by Mark and David.

Vicki was made aware of audit results, accountant hiring, office hours and staff, and general situation of the association by Mark and David.

It was decided that Vicki would gather information and organize it so we may put forth some plans to address some of the hot topics of the community. Vicki will generate a list of document needs. She will begin to seek volunteers for various information gathering projects. She will learn as much as she can about the current operating conditions of the association and seek outside benchmarking information. She will spend some time with the accountant in order to fulfill her duties as the treasurer. She will meet with Sara and Susan to learn about office practices, get keys, and get signed on as an officer with their bank. She will become thoroughly knowledgeable about the business end of the association, safety, regulatory demands, contractor requirements and hiring practices, bidding process, call out procedures, etc.

After Vicki has time to become familiar with the operations, another board meeting will be held to create a "go forward" plan.

Communication is key to the success of any of our plans. The board members will talk frequently by phone. We recognize there is a sense of urgency for many community concerns. Next meeting we will prioritize, plan, document, seek community input and communicate our budget and plan of action.

Victoria Grimes

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Office 361-972-3998
Fax 361-972-0309
tricounty@tisd.net
tricountypoa.org

Annual Meeting
August 20, 2011

Meeting called to order at 1:20 p.m. , motion to call to order and seconded.

Called for a reading of 2010 minutes, 2010 minutes were read. Question was asked - What year was vote taken to build the new office? Answer: It was a board decision.

Question was asked- what gives the Board the right to make decisions; Lawyer Michael Gainer responded, this is a non profit Board of Directors and have the authority to expend funds. The question was asked why didn't the subject of a new office come up at the annual meeting; Answered- a lot of time between meetings, and the Board has to make decisions in that time. Question asked, why not have another meeting; Answer- Board may call a special meeting and Lawyer recommended a special meeting and election for water. It was asked where this was written in the by-laws; Lawyer read the by laws to explain. Legal Council recommends if there were outstanding loans, sometimes decisions are made the Board has the right, but recommends that it goes before the membership.

Objections to the decisions and how do we prevent in the future? Answer- When you elect Directors you are placing your trust and authority in those Persons. Asked Gene Finn if he would speak with the new director after meeting? Office was in bad shape and needed to be replaced, motion to approve minutes, seconded, and approved.

Benny Quattlebaum - "Anything over \$5,000.00 has to voted on by 75 o/o landowners" Michael Gainer attorney "has to be majority vote" Asked by member " how was it legal if its over the cap?" Attorney answered "not in the bylaws". Several voiced it should be. Office didn't get bad over night it should have been discussed.

If there is a proposed change then there had to be a committee to make that change. What happens if you take that right, then what happens if water pump breaks? Explained that was an emergency - ok with emergencies. Motion made to limit expenditures; attorney advised that is an improper motion. He says it is common for Associations to have committees make motions.

Changing bylaws would take majority of home owners, but most owners so not participate, don't have to like it but it's a fact. Article 15; members present 2/3 of vote at a special meeting.

Michael Mayfield candidate for Secretary/Treasurer not present.

Jason Mikeska; Question and answer session as to why he should be elected for Board of Directors.

Vicki Grimes; Question and answer session as to why she should be elected for Board of Directors.

Gene Finn; Question and answer session as to why he should be re-elected for Board of Directors.

Time for voting.

Question & Answer:

What does deposit in wrong account mean?

Deposited into the wrong account and transferred back into the correct account.

Voluntary Assessment- any fee above and beyond annual Assessment dues.

What is the balance on note for new office building?

Ballpark figure about \$24,998.00 length of note was 5 years.

Original bylaws; get deed, become member then dues are assessed. If they haven't filed deed can't be billed for membership, but they are being billed, such as someone purchasing from tax sale.

Answer: Generally a deed is issued at sale- writer redemption membership is made up by owners of lots, ownership isn't date of deed, its date of purchase.

What can be done about the overgrown lots?

Answer: Each lot owner is responsible; however there are a lot of absentee owners. The Association tries to mow, but it depends on finances, trying not to spend. 1598 lots about 40 homes, so the Association has taken responsibility to try and mow, it is expensive to try and find these people. Someone said "if it's not your lot, it's not your problem".

Treasures report:

Last year \$700.00; this year cuts were made, audit was conducted and everything was in place how it should be. \$24,600 in the bank for maintenance and water has \$4,379.00. Maintenance was cut back to try and cut cost as well. We have three people in the office, one 30 hours per week; one 20 hours every two weeks and one 8 hours for two weeks.

Impeller at the pool is going out, motor needs replacing at sewer plant. Board is looking into purchasing a vehicle to cut down on mileage expenses. Question asked as to why we need a vehicle?

Answer: maintenance; and trips to Victoria for sampling and supplies.

Mr. Jessup worked 21 hours last week and put 88 miles on his personal vehicle, pays own fuel and wear and tear on vehicle, not going to do it anymore.

Question: What type of driving would be done in vehicle? Just driving to move stuff, also would depend on the type of vehicle.

Talked about water again: concerns if something breaks down, no money to fix. If we give water system away, not as much mileage and less maintenance. Would have to be voted on in a special meeting. A few private sources are looking at having it gifted to them. Mark Paulsen explained that the infer structure at sewer plant will someday have to be replaced, we either get rid of the system, get a loan or grant, or have to go up on the rates again. Member asked the Board to get a proposal and then membership vote. Vicki Grimes volunteered to head up a sub committee to get it written up. State audit on water and sewer said we can go up to \$90.00 per month base rate for water and sewer.

Has Board considered assessing a fee on lots that are not tied into them? Need to implement a fee if they have a meter. Explained it has to be in our tariff to add fees. How many voluntary cut offs? Sarah answered about 20 o/o and again it takes a tariff change to add or change fees.

Members in Sections one and two are not interested in fixing the sewer problems because they had to purchase and install septic systems.

Question- What can we do about getting lots mowed?

Response: Have sent out notices that lots need to be mowed, how to enforce maybe charging for mowing to reduce fires and snakes. The cost is great for us to mow them. Bylaws say home owners shall keep property mowed, ect.

Arguing back and forth about what to do, be a community and mow neighbor's lot.

Benny made a motion to have a special meeting to discuss water; Mr. Flippin seconded the motion.

Property owner asked what was being done about construction on property with the porta potty? Mr. Thompson replied that state law requires you have one on site while construction is going on.

Maybe someone would come and cut the lots for hay. Responded to that with; we had someone doing that but so many people complained because they weren't getting any money out of it being done. Question asked about getting a contractor to mow. Send letters out that we will mow and charge you or you can contract it yourself for this said amount (?). Tess Flores said she would find someone to mow it for hay.

The Association owns 3 lots and have them for sale.

Members asked if they could possibly get quarterly reports and yes you can but only in office not by mail the cost is to high.

Is the office open on Saturday? "NO" People who are out of town want the office open later on Fridays.

Voting complete, new secretary/treasurer is Vicki Grimes.

Had a motion to vote on special meeting for water once the numbers are received, majority voted for special meeting. The Board agreed to research and get hard #'s before meeting and will give 30 days notice as to time and date of the special meeting.

Tess Flores made a motion to adjourn the meeting, Gary Lox seconded the motion, meeting adjourned.

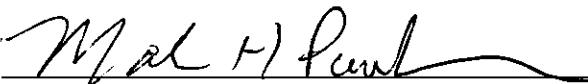
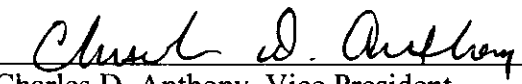

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Tel-(361)972-3998 Fax (361) 972-0309
Email: tricounty@awesomenet.net
Website: WWW.tricountypoa.org

Board Meeting
September 16 , 2011

A board meeting was held via telephone conference on 9-16. Decisions/actions are as follows:

1. Office door locks were changed
2. Water well, sewer plant and sites, etc locks will be changed out
3. Backhoe and tractor/shredder were moved to Sec 2 site
4. David talked to lawyer- say as little as possible until sheriff has looked at evidence
5. Boxed up all their personal belongings
6. Took their names off bank accounts
7. Notified the Sheriffs office of financial irregularities in check ledgers
8. Volunteers Tess Flores and Joan Quattlebaum helping in the office to clean and organize
9. Talked to the unemployment office - wait until they file for full unemployment
10. We will terminate all three Jessup family members on Monday morning upon their return

We will take care of additional problems as they arise. We will keep in constant communication with each other.

 _____ Mark Paulson, President	<u>9-19-11</u> Date
 _____ Charles D. Anthony, Vice President	<u>9-21-11</u> Date
 _____ Victoria Grimes, Secretary-Treasurer	<u>9-19-11</u> Date

Tri- County Point Property Owners Association, Inc.
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September 7, 2011

A quick board meeting was held after the annual meeting on August 20, 2011. Attending was Mark Paulsen, David Anthony, and Vicki Grimes.

Introductions were made.

Vicki discussed her qualifications and past experience.

Vicki was briefed on the office project and the projected projects for the equipment shed and community building by Mark and David.

Vicki was made aware of audit results, accountant hiring, office hours and staff, and general situation of the association by Mark and David.

Changes to the signature cards for the maintenance account, checking and savings as well as the water and sewer account will be: we are adding the new Secretary/Treasurer Victoria Grimes and removing Gene Finn and Susan Jessup from all Tri-County accounts.

It was decided that Vicki would gather information and organize it so we may put forth some plans to address some of the hot topics of the community. Vicki will generate a list of document needs. She will begin to seek volunteers for various information gathering projects. She will learn as much as she can about the current operating conditions of the association and seek outside benchmarking information. She will spend some time with the accountant in order to fulfill her duties as the treasurer. She will meet with Sarah and Susan to learn about office practices, get keys, and get signed on as an officer with their bank. She will become thoroughly knowledgeable about the business end of the association, safety, regulatory demands, contractor requirements and hiring practices, bidding process, call out procedures, etc.

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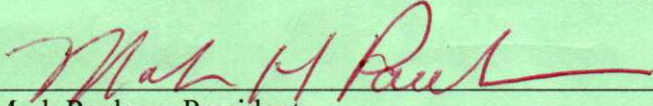
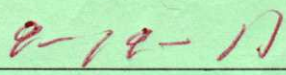
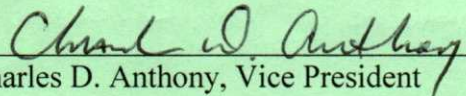
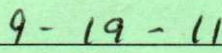
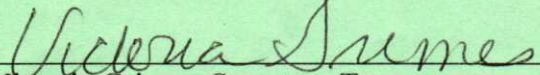
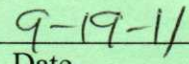
Sarah Greer, Manager

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Board Meeting
September 15, 2011

After numerous phone calls held during the week, a phone conference was held with Mark Paulson, Charles Anthony, and Victoria Grimes. The findings of the more in-depth audit was discussed. Some of the irregularities found include ledger entries that did not match the actual check recipients, double pay checks for numerous pay periods, purchases for items not on the equipment list or property and excessive mileage requests.

It was decided to move the backhoe and tractor with shredder down to the proposed location on section for the new equipment shed. The office door locks are to be changed. The bank is to be notified of changes to the employee line up. Susan and Sarah are to be taken off the account. We will be using Estella Vasquez and Tess Flores temporarily for the continuation of transferring records into the computer.. David will call the lawyer for advice. The audit will continue and another meeting will be held tomorrow to review developments.

 _____ Mark Paulson, President	 _____ Date
 _____ Charles D. Anthony, Vice President	 _____ Date
 _____ Victoria Grimes, Secretary-Treasurer	 _____ Date

Aug 20th, 2011

Meeting called to order at 1:20 pm
motion to call to order
seconded

Called for a reading of 2010 minutes
2010 minutes read.

questioned asked - what yr was
vote taken to build new office -
It was a board decision -
Asked - what gives board right to
make decision -

lawyer reported this is non profit.
Board of directors has authority to
expend funds.

- Asked - why not brought up at
meeting

Answered - lot of time between meetings
Board has to make decisions in that
time.

~~Q~~ Asked - why not have another meeting
Ans - Board may call special meeting -
lawyer recommended special meeting
+ election for water -

Asked - where is it at in bylaws -
look in bylaws -