

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 tricity@tisd.net * Web Site www.tricitypoa.org

Semi-Annual Membership Meeting Minutes

February 28, 2015

Meeting was opened at 1:00 pm with invocation by Sanjay Thompson. It was established there was a quorum.

Stanley Kazwell, President of the Board of Directors, took the floor and addressed a number of issues raised by some members. These included the POA Charter being reinstated, the situation regarding liability insurance for the Association, and the basis for new board members being appointed by the existing Board of Directors. Michael Gainer, the Association's attorney, was present and addressed the issue of a property owner being granted partial releases of lien.

Dale Porter, Secretary/Treasurer, then went over the Profit and Loss Statement for all of 2014 on a line by line basis. Stanley Kazwell then took questions from members. Question was raised about POA tractor, a member said it was too much for our needs, perhaps we need to downsize (get a smaller tractor). Another question about using outside contractors for backhoe services since the POA no longer owns a backhoe. Stanley said the Board would look around at prices for backhoes. Jack Ward said used equipment from the oilfields can be picked up for a decent price. Questions were raised about the POA's water and sewer infrastructure, Stanley said it is aging and in need of upgrading. A property owner asked if current revenues were sufficient to cover upgrading water and sewer infrastructure, answer was 'no, not nearly enough'. Arlon Denby asked if the boat ramp was scheduled to be dredged soon; it has silted in to the point where many owners cannot launch their boats. Stanley could not guarantee that the boat ramp would be dredged soon due to the need to make the Association's finances last through the year.

Shelia Brown then discussed what the Boca Chica Beautification Committee was doing around the community and welcomed anyone interested to join in.

A motion was made and seconded that the meeting adjourn. The meeting was adjourned at 2:15 pm.

4/25/2015

Minutes

- 10:00 am: Call to Order
- Introduce Philip Givens (TCEQ Representative)
- Philip Givens begins with FAQ Water Supply Corporations
 - no standby fees allowed under WSC rules (answer to question)
 - WSC is a non-profit corporation
 - WSC is primarily funded by rates (payments)
- Members can appeal to Public Utility Commission (PUC)
- 90 days must
- ~~Drills~~ Several questions regarding whether drilling wells is permitted.
- Board of Directors has sole authority to set rates - members can appeal rates to PUC
- Rate Study
- 1 Vote per member regardless of how many lots
- Agenda must be posted 72 hrs in advance of meeting [Open Meetings Act]

• Meter would have to be pulled in order for membership to cease.

- 5 members on Board of Directors
- Rules
- TCEQ Chapter 290
- Texas Utility Commission

• Texas Rural Water Association - can help

3/6/85

• Texas Water Development Board $\frac{5}{80}$
- Forgiveness

• Bylaws vs. Deed Restrictions

• Inspection records

We Need This

• Capital Improvement Plan - hire an engineer to evaluate the system

Applied Date	Job	Location	Outcome
1. 3/2/2014	Substitute Teacher	Houston, TX	Not hired
	KIPP Houston		
2. 3/4/2014	Office Assistant	Palacios, TX	Not hired
	TRICOPPA Office		
			Interviewed on 3/17
3. 5/15/2014	Army's Electronics	Weslaco, TX	

Office Staff

Stephanie Camp

2015

President Stanley Kazwell

V. President

Secretary

Treasurer

Dale Porter / Thomas Swederski

50% tot fees to developer + Tractor work

By laws Voted 375 For 32 against,

Park Named "The Lady Odowd"

**Notice of Proposal to Amend the Restated By-Laws
of Tri-County Point Property Owners Association**

To: All TRICOPPOA Members

From: TRICOPPOA Board of Directors

Regarding: Proposed Second Restated By-Laws of Tri-County Point Property Owners Association

Memo: The TRICOPPOA Board of Directors has voted to submit a proposal to amend the By-Laws to the Members for a Membership vote at the 2015 Annual Meeting of the Membership scheduled to take place at **1:00 p.m.** on Saturday, October 24, 2015.

Pursuant to Article XV of the current TRICOPPOA By-Laws, this notice shall serve to inform all Members of the proposed By-Law amendments. A true and correct copy of the proposed Second Restated By-Laws of Tri-County Point Property Owners Association is attached hereto, with changes ***BOLD & ITALIC***. The reasons for the proposed amendments are as follows: 1) to increase the number of Directors from three to five; 2) to provide for staggered terms of election for the five Director positions; 3) to create separate officer positions for Secretary and Treasurer; 4) to incorporate the one prior By-Law Amendment into the text of the Second Restated By-Laws (***UNDERLINED & ITALIC***); 5) to update the By-Laws so as to be consistent with current Texas statutory law applicable to property owners' associations; 6) to enhance Membership voting rights by clarifying notice requirements for meetings of the Membership and for meetings of the Board of Directors; 7) to clarify which matters may be addressed by the Board of Directors in executive sessions, and which matters must be addressed in open session of a Board meeting; 8) to clarify that proxies and/or ballots may be received by the Secretary at any time prior to a Membership meeting being called to order; and 9) to allow the Board of Directors by unanimous vote to amend the By-Laws to comply with mandatory Texas statutory law applicable to property owners' associations.

Tri-County Point Property Owner's Association
Cash On Hand
10-22-2015

General Funds

Water and Sewer Bank Account: \$9,230.66

Maintenance Bank Account: \$11,017.89

Savings Bank Account: \$28,964.27

Total Cash On Hand \$49,212.82

Special Funds

Pier Bank Account \$5,369.02

Tri-County Point Property Owner's Association
October 24, 2015, 1 PM. At Boca Chica Community Center
Membership Meeting Agenda

- 1P.M. Call to Order
- Pledge of Allegiance/Invocation
- Establishment of Quorum
- Opening Remarks
- Presentation of last Membership meeting Minutes
- Bylaws Adoption Discussion
- Bylaws Adoption Vote
- Treasurer's Report
- Old Business
- New Business
- Announcement of Bylaw vote results
- Special Presentation and Closing Statements
- Adjournment

Tri-County Point Property Owner's Association
Board Meeting Agenda
10-24-2015

11 AM Call to Order

Confirm Quorum

Old Business

- Review 2015 P&L -- Bank Accounts
- Pier Project Status
- Delinquencies
- Audit

New Business

- Building permits
- Discuss membership/bylaws meeting procedures

11:15 Adjournment

TRI-COUNTY POINT PROPERTY OWNERS ASSOCIATION, INC
14 COUNTY ROAD 480 * PALACIOS, TX 77465
Tel No. (361) 972-3998 * Fax No. (361) 972-0309
E-mail: tricity@tisd.net * Website: www.tricitypoa.org

ANNUAL MEMBERSHIP MEETING MINUTES

OCTOBER 24, 2015

Meeting called to order by Stanley Kazwell at 1:24 pm with invocation and pledge of allegiance following. It was established there was a quorum.

Stanley Kazwell, President of the Board of Directors, took the floor after many attempts to begin the meeting due to irate outbursts and interruptions from a lot owner. Began his transparent, clear, and concise discussion about his financials owed to the POA. He and the Board came to an agreement of payment which he has paid to such agreement and currently has a \$0 balance owed to the POA. Stated as a developer fees should not be applied but Board did not agree however 50% would be applied for lot fees in the future and tractor work would also be applied per agreement.

Financials were distributed along with bylaws ballot for voting.

Opening remarks were set to a 2 minute minimum for anyone to take the floor. Rickey Jackson expressed non-agreement for Stanley as president and ended remarks with topics not related to meeting.

Bylaws discussion was presented by Michael Gainer to ensure no laws broken and to answer any questions. Made aware his title and position to the POA was to protect the lot owners not any of the Board Members. Gainer opened the floor for any questions concerning the bylaws. One suggestion was made to have future voting done line by line instead of a whole. Bylaws were then turned in and counting began.

Dale Porter, Treasurer, took the floor to discuss the financials and opened the floor for any questions concerning the forms handed out. Went over majority of income and expenses. One lot owner questioned what the other account consisted of and was informed the board did not know at the moment but would get back with the answers.

Stanley, President, took the floor to discuss old and new business. Discussed the dog in the pool, guests in the pool, and guest cards. Ideas were taken into consideration and Michael Gainer suggested ways to enforce rules with state laws and fines. One lot owner expressed concern of seeing a cougar in the community.

Presentation of last membership meeting minutes read by Stephanie Camp

Announcement of Bylaws vote results as follows: 375 FOR and 32 Against.

TRI-COUNTY POINT PROPERTY OWNERS ASSOCIATION, INC
14 COUNTY ROAD 480 * PALACIOS, TX 77465
Tel No. (361) 972-3998 * Fax No. (361) 972-0309
E-mail: tricity@tisd.net * Website: www.tricitypoa.org

New treasurer named Thomas Swederski.

Boca Chica Beautification Committee announced raffle winners and urged any members to join. BCBC gave information on pier collections and amount raised so far this year; \$5300.

Stanley announced name of the new park as The Lady Odowd and gave special thanks to her contribution to the park as well as others who helped along the way. Thanks was also given to Brenda Furr for her outstanding hard work done around the association. Jason Hahn and his family were also given a special thanks for their contributions to the community pier.

Closing remarks and statements were made by a few of the lot owners expressing their appreciation for the POA.

Meeting adjourned @ 3:33pm

(PRINT NAME/TITLE)

(DATE)

(SIGNATURE)

PROPOSAL, NEW BYLAWS 2015

Proposal to Amend the Restated By-Laws of Tri-County Point Property Owners Association
to be Voted on by the Membership

Approved by the Board of Directors

Approved by the Proposed Second Restated By-Laws of Tri-County Point Property Owners Association

The Board of Directors of the Tri-County Point Property Owners Association has voted to submit a proposal to amend the By-Laws to the Membership for a membership vote at the 2015 Annual Meeting of the Membership scheduled to take place at the Tri-County Point Community Center by, October 24, 2015.

A true and correct COPY of the current TRICOPPOA By-Laws, this notice shall serve to inform all Members of the proposed By-Law amendments. A true and correct copy of the proposed Second Restated By-Laws of the Tri-County Point Property Owners Association is attached hereto, with changes BOLD & ITALIC. The reasons for the proposed amendments are as follows: 1) to increase the number of Directors from three to five; 2) to amend the staggered terms of election for the five Director positions; 3) to create separate officer positions for President & Treasurer; 4) to incorporate the one prior By-Law Amendment into the text of the Second Restated By-Laws (UNDERLINE & ITALIC); 5) to update the By-Laws so as to be consistent with current Texas law, which is applicable to property owners, associations; 6) to enhance Membership voting rights by clarifying quorum requirements for meetings of the Membership and for meetings of the Board of Directors; 7) to clarify that matters may be addressed by the Board of Directors in executive sessions, and which matters may be addressed in open session of a Board meeting; 8) to clarify that proxies and/or ballots may be received from the Secretary at any time prior to a Membership meeting being called to order; and 9) to allow the Board of Directors by unanimous vote to amend the By-Laws to comply with mandatory Texas statutes applicable to property owners, associations.

TRICOPPOA BYLAWS EFFECTIVE OCTOBER 24, 2015

Property Owners Association

Restated By-Laws; Effective October 24, 2015

These Restated By-Laws of TRI-COUNTY POINT PROPERTY OWNERS ASSOCIATION, were adopted at the 2015 Restated Annual Meeting of the Membership held on the 24th day of October, 2015. A quorum of the Membership was present. At such Annual Meeting, it was RESOLVED that these Restated By-Laws be made immediately effective, providing as follows:

SECTION 1. NAME AND LOCATION

The name of the Corporation is TRI-COUNTY POINT PROPERTY OWNERS ASSOCIATION, hereinafter referred to as the Association, or as the Corporation. The principal office of the Corporation shall be located at 11111 Boca Chica, Boca Chica, Texas 77465, or at such other address as may be designated from time to time by the Board of Directors. Meetings of Members and/or Directors may be held at such address as may be designated by the Board of Directors.

SECTION 2. DEFINITIONS

The word Association shall mean and refer to TRI-COUNTY POINT PROPERTY OWNERS ASSOCIATION, a Texas Corporation, its successors and assigns. The Association is the Organization formed to own and manage the various sections of Boca Chica Development, as the Boca Chica Properties, hereinafter referred to as the Properties, and may be commonly referred to as TRICOPPOA.

The word Properties shall mean and refer to those certain properties described in the official plats, covenants, conditions, and restrictions, and Conditions for BOCA CHICA Sections One (1), Two (2), Three (3), Four (4), Five (5), Six (6), Seven (7), and Eight (8), a subdivision(s) in Jackson County, Texas of record in the Office of the County Clerk, Jackson County, Texas (under Volume 610, Pages 1035 through 1050, Volume 619, Pages 197 through 210, Volume 623, Pages 197 through 210, Volume 627, Pages 1018 through 1031, Volume 643, Pages 217 through 220, Volume 667, Pages 820 through 828, Volume 667, Pages 829 through 836, and Volume 667, Pages 1032 through 1062, respectively) as well as any additional properties which may hereafter be brought within the jurisdiction of the Association.

The word Common Area shall mean and refer to all real property owned or leased by the Association for the benefit and enjoyment of its Members, and such Common Area properties may include property presently owned or leased as Lots in the various maps or plats of Boca Chica Development (if so indicated thereon), or any other property, in the event that the Association utilizes a Lot as a Common Area, such property shall be deemed as a Lot if hereafter conveyed by the Association to any person or entity.

The word Lot shall mean and refer to that portion of any of the plots of land shown upon any record plat of Boca Chica Development on the Properties on which there is or may be a single family dwelling with the exception of any common area and designated reserves.

The word Owner shall mean and refer to the record owner, whether one or more persons or entities, of the fee interest in any Lot which is a part of the Properties, including contract sellers, but excluding those persons or entities who hold title merely as security of the performance of an obligation. Section 6 (Covenants, Conditions, and Restrictions) shall mean and refer to the Declaration of Restrictions, Covenants, and Conditions for Boca Chica Subdivision per the original plat and any additions, amendments, and/or supplements thereto, as well as the Covenants, Conditions, and Restrictions which may hereafter be brought (annexed into) the jurisdiction of the Association.

The word Member shall mean and refer to all Owner(s) (defined in Section 5 above) of one (or more) Lots (as defined in Section 4 above) in Boca Chica Subdivision. Membership shall be appurtenant to and may not be severed from the ownership of one or more Lots. Whenever legal ownership of any Lot passes from one person to another, however effected, it shall not be necessary that any instrument provide for the transfer of membership in the Association, such ownership being the sole qualification for Membership. Each Lot shall be entitled to one (1) Member and shall be entitled to one (1) vote, regardless of the number of individual Owners of that Lot.

"Member in Good Standing" shall mean and refer to any Member whose Membership right- has been suspended as provided in Article XIV of these By-Laws; provided, however, that: (i) a Member, s not eligible to be elected or be suspended; and (ii) any Member may be a candidate and for serve as a Director or Officer of the Association unless such Member is disqualified because of having been convicted of a felony or misdemeanor crime of moral turpitude within 20 years before the date the Board is presented with the candidate's application.

"Suspended Member" shall mean and refer to any person who is a Member of the Association whose Membership has been suspended as set forth hereinafter. During any period in which a Member shall be suspended from the payment of any annual or special assessment levied by the Association, or should a judgment be rendered against such Member, or should such Member be a judgment debtor of the Association, the right to use the common facilities and amenities (if applicable) of such Member may be suspended by the Board of Directors until such Member's assessment has been paid in full. Such rights of a Member may also be suspended after notice, for a period not to exceed sixty (60) days, for violation of any rule or regulation established by the Board of Directors governing the use of the Common Area and common facilities, if any.

ARTICLE XIII MEETINGS OF MEMBERS

Annual Meetings. An annual meeting of the Membership shall be held each year at a time and place to be determined by the Board of Directors.

Special Meetings. Special Meetings may be called by the President, or by any three (3) other Directors, or by a resolution signed by Members who are collectively entitled to cast at least ten percent (10%) of the total Membership votes, or by petition signed by fifty (50) Members.

Notice of Meetings. Written notice of every Membership Meeting shall be mailed, postage prepaid, to each Member at least ten (10) days, but not more than sixty (60) days, prior to the scheduled meeting. The notice shall state the date, time, and place of the meeting, and shall be accompanied by the agenda for the meeting. The agenda, or subject, item or issue which is not on the published agenda for the meeting, shall be included in the notice. It is the responsibility of the Members to keep the Association advised of their current address. A meeting of the Membership held without such notice shall be considered valid for any business transacted. The agenda of every Membership Meeting shall also be posted in a conspicuous location at the Association's office, and also posted on the Association's website. Relative to website notice, the notice must be e-mailed to each Owner who has registered an e-mail address with the Association.

Quorum. The presence, in person or by proxy, at a meeting of Members entitled to cast at least ten percent (10%) of the total eligible votes shall constitute a Quorum. No business may be conducted, other than the appointment of the presence of a Quorum. For purposes of determining a Quorum, any Member who has submitted voting instructions on any item(s) shall be counted as being present by proxy, and the vote(s) shall be counted for that item(s) only. For any meeting at which a Quorum is not made, the Board of Directors may, by a majority vote, reconvene or adjourn that meeting in not less than thirty (30) days nor more than sixty (60) days. Relative to any such reconvened or adjourned meeting, the same notice requirements shall apply as in the original meeting, but the Quorum requirement for the reconvened or adjourned meeting shall be reduced to (50%) of that for the original meeting. At the sole discretion of the Board of Directors, the Common Area or portions regarding any Lots then owned by the Association may be utilized for the sole purpose of holding a meeting of the Membership. See Article XVIII, Section 2 of these By-Laws.

Proxies. All Proxies must be written, dated, and signed by the Member entitled to cast the vote(s) and shall not be considered valid unless received by the Secretary of the Association prior to the start of the Membership Meeting at which the Proxy is to be used. The Secretary will acknowledge receipt of any such Proxies received. No Proxy shall be valid for more than one (1) year. All Proxies shall be irrevocable and shall specify the meeting(s) or action(s) to which they apply, including whether they apply to a reconvened or adjourned meeting. General Proxies shall not be allowed.

Voting at Meetings. Members are entitled to one (1) vote for each Lot owned by the Association. In the case of multiple Owners of a single Lot, they shall decide among themselves how the vote

the meeting to be cast. No more than one vote or ballot shall be recognized for each Lot. Each Member may do so in person at the meeting, or by a duly registered Proxy, or by written communication to the Secretary of their intent to vote in a specific manner on a specific question on the agenda of the meeting. Such written communication shall be valid only if received by the Association prior to the start of the Membership Meeting at which the Proxy is to be used. The Association's Board of Directors may approve any available voting method authorized pursuant to the applicable provisions of Article 11.05 of the Texas Property Code, including, but not limited to absentee ballots, electronic ballots, and pre-cast ballots. Persons who receive and/or tabulate votes (or perform a recount of votes, if or when such duties have access to ballots, and they are precluded from disclosing to any other person how an individual voted).

Section 10.04 - Voting For Directors. All Members as of the date of the Annual Meeting, and prior to the start of the Annual Meeting, shall be eligible to vote in the election of Directors. Cumulative Voting. Cumulative voting shall not be allowed.

Section 10.05 - Minutes. Written minutes of each meeting of the Association Board or Association Membership Meeting shall be prepared by the Secretary of the Association within ten (10) days after the meeting. Members may request a copy of the minutes by sending or delivering in person a self-addressed large envelope bearing postage and a written request for a copy of the minutes; provided, however, that the minutes are to be maintained in the records of the Association until such time as they have been approved by the Board of Directors, if applicable.

Section 10.06 - BOARD OF DIRECTORS

Section 10.06.01 - Board of Directors. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Members, none of whom may reside with any other Director, or be a sibling, parent, or child of another Director. Once installed, Directors shall serve until a successor Director is duly elected and installed. Board positions shall be as follows: a) Position One (1) - this Director shall serve as the Association's President; b) Position Two (2) - this Director shall serve as the Association's Vice-President; c) Position Three (3) - this Director shall serve as the Association's Secretary; d) Position Four (4) - this Director shall serve as the Association's Treasurer; and e) Position Five (5) - this Director shall serve as a Director.

Section 10.06.02 - Term of Office. With the exception of the year 2001 annual meeting/election, each Director shall be elected for a term of three (3) years. Terms shall be staggered so that normally one (1) Director shall be elected each year. At the year 2001 annual meeting/election, 1) the Position One (1) Director, who shall serve as the Association's President, shall be elected for a term of three (3) years; 2) the Position Two (2) Director, who shall serve as the Association's Vice-President, shall be elected for a term of two (2) years; and 3) the Position Three (3) Director, who shall serve as the Association's Secretary, shall be elected for a term of one (1) year. The person receiving the largest number of votes for each such Position, respectively, shall be elected to fill the position. Commencing with the year 2016 Annual Meeting of Members, all five (5) Directors shall be elected for a term of three (3) years with three staggered election cycles, i.e., (i) the Position One (1) Director shall be elected in the first three year election cycle, (ii) the Position Two (2) and the Position Three (3) Director shall be elected the following year in the second three year election cycle, and (iii) the Position Four (4) Director and the Position Five (5) Director shall be elected the following year in the third three year election cycle.

Section 10.06.03 - Removal of Director. A Director may also be removed from office by a two-thirds (2/3) majority of the Association's present in person or by Proxy at a Special Meeting called for that purpose. See also applicable City-Laws.

Section 10.06.04 - Replacement. If a Director position becomes vacant due to death, disability or resignation, the Board of Directors shall appoint a replacement Director to serve the remaining term of such vacant Board position. If a Director position becomes vacant due to removal, the replacement Director shall be elected by the Board of Directors. Such replacement Director must meet all normal qualifications to serve as a Director.

1. Nominations of Directors. Prior to the Annual Meeting of the Membership, any Member desiring to nominate any person for his or her name in nomination with the Secretary on or before sixty (60) days prior to the date of the Annual Meeting. Nominations may not be made from the floor at the Annual Meeting. The Board of Directors shall select candidates for election to the Board (by providing at least 10 days notice before the date of the meeting) and list all interested candidates on the absentee ballot; and the notice must be: (1) posted in a conspicuous place on or (2) provided by: (a) posting the notice in a conspicuous manner as stated; (b) providing written notice to association Members; (c) in a place located on the Association's e-mail; (d) on any Internet website maintained by the Association or other Internet media; and (e) by e-mail to each owner who has registered an e-mail address with the Association and the Board of Directors. Any Member who desires to seek election to the Board of Directors shall submit his or her nomination to the Association's Secretary on or before sixty (60) days prior to the date of the Annual Meeting.

2. Intent to seek the position of Director (required); and
3. A photograph that one side of one 8 1/2 by 11 page biography and a statement of qualifications (Items 1 and 2 may be combined on a single document and neither of such documents may be delivered, mailed, e-mailed or telefaxed to the Association).
4. The election of Director(s), in accordance with Section 2 of this Article, shall take place at the Annual Meeting of the Association. A Member may vote by mailing in a Proxy/Ballot to the Association or alternatively, by attending in person or by proxy at the Annual Membership Meeting. Members may vote by completing a Proxy/Ballot (designating for whom they would like to vote) and mailing such Proxy/Ballot back to the Association (by designated address listed thereon) so that it is received at least seven (7) days before the date of the Annual Meeting. Only the Association's official Proxy/Ballot form (for use by mail), as well as the Association's official Proxy form (for use by designating a proxy holder to attend the Annual Membership Meeting on behalf of such Member), may be used. Any Proxy/Ballots not received by the Association before the date of the Annual Meeting, as well as any Proxy/Ballots or Proxies not utilizing the Association's official form, shall be deemed null and void. Proxy/Ballots received by the Association shall be placed in a locked ballot box which shall be opened and the votes therein tabulated at the Annual Membership Meeting. A Member present in person, or Members present by proxy, at the Annual Membership Meeting, may cast their ballot either a written and signed ballot at the Annual Meeting of the Membership. At the Annual Membership Meeting, the Board of Directors shall appoint a committee of at least three (3) Members from the audience to tabulate all votes and to report the election results to the Membership. The election results shall be announced, including the number of ballots cast for each candidate, and the number of the ballots cast by mail, by those present in person and by those present by proxy, at the Annual Meeting. The candidate receiving the largest number of votes cast for that Board position is elected. The Board of Directors shall tabulate votes (or perform a recount of votes, if or when applicable) have access to ballots, and shall be prohibited from disclosing to any other person how an individual voted.

5. Compensation of Directors. No Director shall receive any compensation as a result of services rendered to the Association; provided, however, that Directors may be reimbursed for reasonable actual and necessary expenses incurred on behalf of the Association.

6. Association Staff. The Board of Directors is authorized to hire a Manager and such other staff as may be appropriate to run the day-to-day business of the Association, subject to Budget approval.

ARTICLE 5 - TYPES OF DIRECTORS

1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times per year at such place and hour as may be fixed from time to time by the President or by at least three (3) Directors, after at least three (3) days notice to each Director.

2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or by the Association or by any three (3) Directors after at least three (3) days notice to each Director.

Board Meetings. Meetings of Directors are open to Members, and there must be at least 72 days advance notice to Owners regarding the date, time and location of Board meetings (except for certain matters related to executive sessions and other forums, subject to statutory compliance). Such notice must be posted in a conspicuous manner on Common Area property or on private property with the owners consent, and on the Association's website. Relative to website notice, the notice must also be e-mailed to Owners who have registered an e-mail address with the Association. Matters for executive session include: matters involving personnel; pending or threatened litigation; contract negotiations; enforcement actions; communications with the Association's attorney; matters involving invasion of privacy of an Owner; and other matters that are confidential by request of an affected party and agreement of the Board. Minutes of Board meetings must be kept (in general terms) and include an explanation of approved resolutions. The Board may take action on the following matters only in an open meeting for which notice has been given to the Owners, as follows: (1) fines; (2) damage assessments; (3) initiation of enforcement actions; (4) initiation of enforcement actions, excluding temporary restraining orders or injunctions involving a threat to health or safety; (5) increases in assessments; (6) levying of special assessments; (7) appeals from a denial of architectural control approval, (8) a suspension or denial of a right of occupancy, before the Owner has an opportunity to attend a board meeting to present the Owner's position and file any defense, on the issue; (9) lending or borrowing money; (10) the adoption or amendment of a dedicatory instrument; (11) the approval of an annual budget or the approval of an amendment to an annual budget that increases the budget by more than 10 percent; (12) the sale or purchase of real property; (13) the filling of a vacancy on the Board; (14) the construction of capital improvements, the repair, replacement, or enhancement of existing capital improvements; or (15) the election or appointment of officers.

Section 10.05. Quorum. A Majority of the number of Directors shall constitute a quorum for the transaction of business. A majority of the Board or decision done or made by at least three (3) of the Directors present at a duly held meeting shall be regarded as the act of the Board.

Section 10.06. Without a Meeting (Unanimous Consent). Any action which may be required or permitted to be taken by the Board of Directors may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all of the Members of the Board of Directors. Such consent shall be filed in the minute book of the Association with the minutes of the Board of Directors. Any action so taken shall have the same effect as though taken at a meeting of the Directors.

ARTICLE 11. POWERS OF THE BOARD OF DIRECTORS

Section 11.01. Powers. The Board of Directors shall have the following rights and powers:
(a) to create and publish rules and regulations governing the use of the Common Areas and recreational facilities;
(b) to regulate the personal conduct of the Members, their Delegates and their Guests, thereon; and to establish penalties for the violation thereof;
(c) to suspend or suspendable provisions of Chapter 209, Title 11, Texas Property Code, automatically suspend a Member's right to use of Common Areas during any period in which such Member is in default in the payment of any assessment, fees, charges or judgment levied by the Association; and rights regarding access to and use of Common Areas may also be suspended after notice of suspension for a period not to exceed sixty (60) days, for infraction of published rules or regulations governing the use of a Common Area. A Member's right to vote may not be suspended;
(d) to confer on the Association all powers, duties and authority vested in or designated to this Association by the State to the Membership by other provision(s) of these By-Laws, the articles of incorporation or the declaration.

Section 11.02. The office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive meetings of the Board of Directors and advise such removed Member of the Board of Directors of such action;

to employ, hire, fire, manage, an independent contractor, or such other employees or contractors as it may deem appropriate and to prescribe their duties and the terms of employment; and

to exercise all such other rights and powers granted under the Covenants, the Articles of Incorporation or any other laws.

It shall be the duty of the Board of Directors to:

1. To cause to be kept a complete record (i.e., minutes) of all its acts and corporate affairs and to present an annual report to the Members at the Annual Meeting of the Members, or at any special meeting of the Association, when such statement is requested in writing by at least ten percent (10%) of the Members of the Association;

2. To supervise all officers, agents, and employees of this Association and to see that their duties are properly performed;

3. To cause to be levied in the Covenants, to:

a. Assess the amount of the annual assessment against properties subject to the jurisdiction of the Association (including, but not limited to, non-current maximum annual assessment) at least thirty (30) days in advance of each assessment period, and take such actions as it deems appropriate to collect such assessments (and to take such action as may be given to secure payment thereof); and

b. To give at least thirty (30) days written notice of each assessment to every Owner subject thereto in advance of the beginning of the assessment period;

4. To cause to be an appropriate officer to issue, upon demand by any person, a statement setting forth whether or not an assessment has been paid. The Board of Directors may make a reasonable charge for such a statement. If such statement indicates that an assessment has been paid, it shall be prima facie evidence of such payment. Further, the Board of Directors may impose a transfer fee (not in excess of \$100.00) relative to the conveyance of any Lot within the Subdivision(s) for the purpose of covering the Association's administrative costs. The amount of any such transfer fee is within the discretion of the Board of Directors.

5. To cause to be obtained such liability and hazard insurance as deemed appropriate on any property or facilities owned or maintained by the Association;

6. To cause to be obtained such bonds or employees having fiscal responsibilities to be bonded, as deemed appropriate, and to cause to be obtained Director and Officer Liability Insurance;

7. To cause to be prepared an annual budget, and a statement of income and expenditures to be presented and approved at its regular annual meeting, and shall make same available to each Member of the Association;

8. To cause the Common Area(s) to be maintained in a safe, satisfactory, and usable condition, the areas to be maintained shall be limited to: Boat Ramp, Fishing Pier, Pool and Bath House;

9. To cause to be maintained in a safe, satisfactory, and usable condition, the water and sewer system owned and operated by the Association;

10. To cause to be, in accordance with Texas law and governmental regulations, fix the amount of the water

and sewer connection charges, the amount of the water bills/charges and the amount of water related fees or charges for use of the water and sewer system owned and operated by the Association;

11. To cause to be maintained in a safe, satisfactory, and usable condition, all equipment and buildings owned by the Association;

ARTICLE V - OFFICERS AND THEIR DUTIES

Section 1. Election of Officers. The officers of this Association shall be a President, a Vice-President, a Secretary and a Treasurer. The President, Vice-President, Secretary and Treasurer shall at all times be Members of the Board of Directors. However, the Board may from time to time designate other officers by resolution (including an Assistant Secretary). All officers shall be Members.

Section 2. Term of Officers. As provided in Article IV, Sections 1 and 2 above, Officers elections shall take place at the time of a Membership Meeting each year.

Section 2. Term of Office. Each officer shall hold office for a term of three (3) years, or until a successor officer shall be elected and installed.

Section 3. Special Appointments. The Board may appoint such other officers as the affairs of the Association may require, any of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 4. Election and Removal. As provided in Article IV, Section 3 above, any officer may be removed from office by a majority vote of the Members at a special called meeting of the Membership (at which the officer to be removed is present). Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall be deemed to make it effective.

Section 5. Vacancies. A Vacancy in any office shall be filled by appointment by a majority vote of the Board of Directors/officers. The officer appointed to such vacancy shall serve for the remainder of the term of the officer so vacated.

Section 6. Special Offices. Special offices created pursuant to Section 4 of this Article, may be combined with the office of President.

Section 7. Duties. The duties of the officers of the Association are as follows:

- a. The President shall preside over all meetings of the Board of Directors and Membership, deciding all matters of procedure and order;
- b. The President shall sign all approved written instruments of the Association, including but not limited to deeds, mortgages, and mortgages, at the direction of the Board;
- c. The President shall formulate goals and plans for the year and present them to the Board of Directors or the Membership, as appropriate, for approval;
- d. The President shall execute all orders, resolutions, and motions duly passed by the Board of Directors or the Membership, as the case may be.

Section 8. Committees. The President shall serve as an Ex-Officio Member of all committees.

Section 9. Vice President. The Vice President shall act in the place and stead of the President in the event of the President's absence, and shall exercise and discharge such other duties as may be required by the Board of Directors.

Section 10. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Membership and submit all minutes at subsequent meetings for approval.

Section 11. Treasurer. The Treasurer shall keep appropriate current records showing the Members of the Association together with their dues.

Section 12. Other Officers. All perform such other duties as required by the Board of Directors.

Section 13. Financial Officer. The Financial Officer shall be responsible for maintaining the records of financial accounts of the Association.

Section 14. Depository. The Depository shall be responsible for depositing receipts into a federally insured account and disbursing funds to the Association as directed by the Board of Directors.

Section 15. Physical Assets. The Physical Assets Officer shall be responsible for maintaining a record of physical assets of the Association that are not in use and shall notify the Board of any change in status.

Section 16. Secure Depository. The Secure Depository shall be responsible for maintaining a secure depository for fiscal assets when not in use.

Section 17. Tax Returns. The Tax Officer shall be responsible for preparation of legal returns required by taxing authorities.

ARTICLE V. COMMITTEES

1) compliance with Federal, State, County, Municipal or local laws, statutes, codes, licensing requirements, guidelines, ordinances, inspection and/or permit requirements, rules or regulations; 2) nature and extent of encumbrances or property; 3) quality of construction; 4) fitness for the intended purpose; 5) compliance with applicable codes; 6) adequacy of construction; 7) location with respect to easements and/or compliance with requirements, standards or guidelines of easement holders (e.g., Utilities); and/or 8) impact on the property owner's property or any other property and/or any other alleged financial loss a result of the property owner's property whatsoever. The property owner(s) assume(s) all risks affiliated with any Committee approval given is provided without any representations or warranties, express or implied.

ARTICLE IV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation, to the extent applicable provision(s) of the Texas Business Organizations Code and subject to the limitations set forth herein, the Corporation may indemnify any Director or Officer (or former ones) for expenses and costs, including reasonable attorney's fees, which are actually and necessarily incurred in connection with any action, suit or proceeding of being or having been a Director or Officer only if it is determined that the person(s) acted in good faith and were reasonably believed to be in the Corporation's best interest at the time of the conduct in any official capacity and that, in all other cases, the conduct was at least not opposed to the Corporation's best interest. In regard to criminal proceedings, the Corporation must find that there was a good faith belief to believe the conduct was unlawful. The intent of this By-Law provision is to allow the Corporation, by a majority vote of its Board of Directors, to indemnify its Directors and Officers to the extent permitted or allowed by law without the necessity of a vote of the Membership.

The Board of Directors shall purchase and maintain insurance against any liability whether or not the Corporation has the power to indemnify against that liability, to the extent that the majority of the Board feels such insurance is reasonable and necessary.

ARTICLE V - DEMANDS AND RECORDS

Any Member, upon written notice stating the specific purpose of the demand to the Secretary of the Association, may demand being deemed proper pursuant to applicable provision(s) of the Texas Business Organizations Code and Chapter 209, Title 11, Texas Property Code, the specific books, records and papers of the Association outlined in the written demand shall, during reasonable business hours, be subject to inspection and copying (at a reasonable cost to the Member) by any Member or Member's agent, accountant, attorney or other professional. In regard, the Board of Directors shall provide for review and copying of the documents, books, records and papers, within the scope of the request, reasonably calculated to satisfy the purpose of the request, with the understanding, however, that the Board may exercise its discretion whether to release information of a confidential or alleged nature (pertaining to the details of another Member's assessment payment history, the deed restriction compliance history, or as provided in the Texas Rules of Professional Conduct, if any) which information is not, in the opinion of the majority of the Board, necessary to satisfy the purpose of the request. The Covenants, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at a convenient location to be designated by the Board of Directors, where copies thereof may be purchased by any Member at a reasonable cost to the Member. Pursuant to the applicable provisions of Chapter 209, Title 11, Texas Property Code, the Association's Assessor's Retention Policy and Records Production Policy (both of which are subject to future amendments and/or supplementation) have been recorded in the Public Records of Real Property of Jackson County, Texas.

ARTICLE VI - CHECKS AND DISBURSEMENTS

The regular account of the Association must have at least two (2) authorized signatories, one of which must be a Director or other authorized Delegate of the Association. No check shall be drawn or signed in blank by any agent, Officer, or Director authorized to sign checks. The Board of Directors may, from time to time, be authorized, by resolution, to designate the authorized signatures for withdrawal of monies. No monies of the Association may ever be disbursed without the specific approval of a duly authorized

Notwithstanding the foregoing, the Board of Directors may pass a resolution providing that the Association's payroll checks to Association employees and/or payment to utility operators may be signed by the Association Manager.

ARTICLE IV: ASSESSMENTS

In addition to those described in the Covenants, each Member is obligated to pay to the Association annual assessments which are secured by a continuing lien upon the property against which the assessment is made. The amount of such assessment shall be due January 1st and delinquent if not paid by March 1st of the same year. The Association shall have a lien (or interest) from the date of delinquency and the Association may bring an action at law against the Member personally obligated to pay the same and/or foreclose the lien against the property. Reasonable attorney's fees for any such action shall be added to the amount of such assessment. No Member may waive or otherwise escape liability for the assessments provided for herein by abandonment of a portion Area(s) or services provided by the Association or by abandonment of a unit.

ARTICLE V: PROPERTY RIGHTS: RIGHTS OF ENJOYMENT

Each Member shall be entitled to the use and enjoyment of the Common Area(s) and recreational facilities owned by the Association. Any Member may delegate (relinquish) in writing his rights of enjoyment of the Common Area(s) and recreational facilities to the person of his choice. Such Member shall notify the Association in writing of the name of any such delegate. The rights and privileges of such delegates are subject to the Rules and Regulations, By-Laws, Articles of Incorporation and Covenants of the Association to the same extent as if they were the Member.

ARTICLE VI: SUSPENSION OF MEMBERSHIP RIGHTS

Reasons for Suspension. Membership rights regarding access to and use of Common Areas may be suspended for failure to fulfill financial obligations to the Association, or for failure to comply with the Rules and Regulations. A Member's right to vote may not be suspended.

ARTICLE VII: FINANCIALS

Delinquency. A Member who fails to remain current in payment of financial obligations to the Association shall be in delinquency automatic and shall occur as soon as the Member is more than 30 days delinquent in payment. The suspension of Membership rights regarding access to and use of Common Areas is also automatic and shall occur as soon as the Member pays any past due obligations together with interest and appropriate delinquency fees imposed by the Association.

Appeal. A Member failing to comply with Association Rules and Regulations, a suspension of his or her rights may be appealed by the Member, but only in writing to the Board of Directors within seven (7) days of the date the suspension is appealed by the Member. The suspension shall not commence until a hearing before the Board of Directors, which shall be held within 15 days of the filing of the appeal by the Member.

ARTICLE VIII: AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) majority vote of Members present in person or by proxy at a meeting called for that purpose. The quorum requirement for the purpose of amending these By-Laws shall be at least fifty Members in Good Standing, present in person or by proxy who together with proxy shall represent at least twenty percent (20%) of the total eligible votes. The vote shall be taken by ballot. The Members who have sent in written voting instructions shall be considered as present by Proxy and shall vote. All Members must be mailed a notice of the proposal to amend the By-Laws, a copy of the proposed amendment(s), and an explanation of the reason for the amendment(s) not less than ten (10) days before the meeting and not less than 60 days before a vote is taken. The above referenced information/explanation shall be included in the notice of meeting required by Article III, Section 3 of these By-Laws.

Notwithstanding the foregoing, these By-Laws may be amended by a unanimous vote of the Board of Directors (or by a vote of the Membership) for the purpose of complying with mandatory Texas statutory provisions. Pursuant to Article V, Section 3 above, any such Board vote must be taken only in an open meeting to which all Members are given the opportunity to be heard.

ARTICLE IV - CONFLICTS WITH OTHER DOCUMENTS

In the event of a conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In the event of a conflict between the Covenants and these By-Laws, the Covenants shall control.

ARTICLE V - PLEADING AND GRAMMAR

Words and phrases used herein shall be construed to mean the plural when applicable, and the use of either gender shall be construed to mean both where applicable.

ARTICLE VI - MISCELLANEOUS

Section 1 - Fiscal Year: The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year.

Section 2 - Quorum: As referenced in Article III, Section 4 of these By-Laws, Lots owned by the Association may be counted only for Quorum purposes as Members present by proxy at any Annual or Special Meeting of the Membership and neither the Board nor any other person or entity shall otherwise be counted for those Lots. Further, Lots owned by the Association are exempt from the payment of annual assessments, fees, dues or charges, only for so long as they are owned by the Association.

Section 3 - Books and Records: At least once every three (3) years the Board of Directors shall provide for an independent audit of the books and records of the Association.

Third Restated By-Laws - Property Owners Association - Second Restated By-Laws

WALTER S. WHEBLOF, we, being all the Directors of TRI-COUNTY POINT PROPERTY OWNERS

Association, have hereunto set our hands on this the day of _____, 2015.

Walter S. Wheblof, Director Vice-President and Director Secretary and Director _____ Treasurer and Director _____

Walter S. Wheblof, do hereby certify:

I have been duly elected and acting Secretary of the TRI-COUNTY POINT PROPERTY OWNERS

ASSOCIATION - Texas Non-Profit Corporation, and,

the following By-Laws constitute the Second Restated By-Laws of said Association, as fully adopted at a Special Meeting of the Members, held on the 24th day of October, 2015.

WALTER S. WHEBLOF, I have hereunto subscribed my name on this the ___ day of _____, 2015.

Walter S. Wheblof

Secretary, Property Owners Association - Second Restated By-Laws