

THE BARRACKS AT ROCK PRAIRIE OWNERS ASSOCIATION, INC.
P.O. BOX 276
WELLBORN, TEXAS 77881

NOTICE OF 2019 ANNUAL MEETING OF
THE BARRACKS AT ROCK PRAIRIE OWNERS ASSOCIATION, INC.

Dear Member:

It is our pleasure to give you notice of and invite you to attend the Annual Meeting of the members of The Barracks at Rock Prairie Owners Association, Inc. (the "Association"). **The Annual Meeting will take place at 10:00 a.m. on February 15, 2019 at Phillips Event Center at Briarcrest, located at 1929 Country Club Drive, Bryan Texas 77802.** This notice is being provided in accordance with the Bylaws of the Association.

As you know, Greens Prairie Investors, Ltd., a Texas limited partnership and Heath Phillips Investments, LLC, a Texas limited liability company are, collectively, the Declarant under the Amended and Restated Declaration of Covenants, Conditions and Restrictions for The Barracks at Rock Prairie, as amended (the "Declaration"). As permitted by the Declaration and Texas law, it is now time for one-third (1/3) of the Board members appointed by the Declarant to resign and for the owners to elect his/her replacement to the Board. Currently, the three (3) members of the Board of Directors of the Association have been appointed by the Declarant.

A proposed agenda for the Annual Meeting of members is enclosed for your consideration and review. Also enclosed with this notice are 1) a proxy form; and (2) a candidate profile information sheet (see last paragraph for procedures associated with nominations to the Board). ***This is an important step for your community and it is important that your vote be counted. All members are encouraged to attend the Annual Meeting; however, if you do not plan to attend the meeting, please consider providing your proxy to another member who will attend the meeting. A form proxy is attached to this notice.***

If you choose to use the proxy included in the notice, a blank line is provided in the proxy where you may designate the proxy holder of your choice. In the event you fail to designate a proxy holder, yet deliver the executed proxy to the Association prior to the meeting, the President of the Association will be your designated proxy holder. The proxy can be mailed, emailed, faxed or delivered to the Association at the address below, or presented to the Secretary (or the Secretary's designee) at the meeting but prior to the time the meeting is called to order. If you elect to mail, email, fax or hand deliver your proxy to the Association, **the proxy must be received by 5:00 p.m. C.S.T., at least three (3) days prior to the Annual Meeting to be effective.** If you elect to have your proxy presented to the Secretary, proxies must be received prior to the time the meeting is called in order to be effective. **Please note that if you elect to send your proxy to the Association, it is advisable that you sign two proxies and provide one original to your proxy holder.** This will enable the proxy holder to present the proxy to the Secretary at the meeting in the event the proxy mailed, emailed, faxed or delivered to the Association was not received on a timely basis.

The current Board of Directors extends to you the opportunity to nominate yourself or another owner as a candidate for election to the Board of Directors. Nominations are open to any member in good standing and should be made using the attached form. Please submit your nominations to The Barracks at Rock Prairie Owners Association, Inc. by: (1) Email at hoa@barrackstownhomes.com; (2) U.S.

Mail directed to The Barracks at Rock Prairie Owners Association, Inc., c/o Heath Phillips Investments, LLC, Attn.: Hollie Keeton, P.O. Box 276, Wellborn, Texas 77881; or (3) Fax transmitted to Heath Phillips Investments, LLC Attn: Hollie Keeton, Fax No. (979) 557-2692. The deadline for receipt of nominations is February 12, 2019. Please be advised that nominations may also be made from the floor during the meeting.

Sincerely, the Board of Directors

FEBRUARY 15, 2019 ANNUAL MEETING AGENDA

9:30 a.m. Registration
10:00 a.m. Introductions
Call to Order, President
Roll Call and certifying proxies
Proof of Notice of Meeting or waiver of notice
Reading of minutes of preceding meeting
Reports of officers
Election of Directors
Unfinished business
New Business
Adjournment

VOTING PROCEDURES

Procedures for voting are set forth in *Article 3* of the Bylaws. You may vote in one of the following manners:

1. Attend the Annual Meeting on February 15, 2019 and vote in person.

OR

2. Complete a proxy form (copy enclosed) to designate someone to vote on your behalf. The completed proxy may be: (i) submitted to the Secretary of the Association or the Secretary's Designee prior to the call to order of the Annual Meeting; **OR** (ii) mailed, emailed, faxed or delivered to:

The Barracks at Rock Prairie Owners Association, Inc.
c/o Hollie Keeton, Heath Phillips Investments, LLC
Mailing Address: P.O. Box 276, Wellborn, Texas 77881
Physical Address: 305 Deacon Drive W., College Station, Texas 77845
Fax: (979) 557-2692
Email: hoa@barrackstownhomes.com

If you elect to mail, email, fax or deliver the completed proxy, it must be received by 5:00 p.m. C.S.T., at least three (3) days prior to the Annual Meeting.

The person designated as the proxy must be present at the meeting in which the proxy will be voted. If the proxy is mailed, emailed, faxed or delivered, please provide your proxy holder a duplicate original of the proxy. If the proxy is not received within the deadline above, a duplicate original proxy may be submitted prior to the call to order of the Annual Meeting.

A member who signs a proxy may revoke it at any time before it is voted, and if a member signs more than one proxy, the later proxy shall revoke the earlier one. If a member signs a proxy and registers to vote in person at the Annual Meeting the proxy will be automatically revoked.

Any one of the following conditions will result in a voided proxy:

- If the proxy is not signed
- If the proxy is not completed (other than failure to designate a proxy holder which in such event the President of the Association will be the designated proxy holder)
- If the proxy is mailed, emailed, faxed or delivered but not received within the time periods set forth in these instructions

The following are enclosed in this packet:

- Official Notice of the Annual Meeting
- Proxy Form for the Annual Meeting

THIS NOTICE IS ISSUED BY THE AUTHORITY OF THE BOARD OF DIRECTORS OF THE BARRACKS AT ROCK PRAIRIE OWNERS ASSOCIATION, INC.

**THE BARRACKS AT ROCK PRAIRIE OWNERS ASSOCIATION, INC.
PROXY**

Annual Meeting of the Members

February 15, 2019 at 10:00 a.m.

Phillips Event Center at Briarcrest, 1929 Country Club Drive, Bryan, Texas 77802

PROXY

The undersigned member(s) hereby appoint(s) _____* as proxy agent with full power of substitution and with discretionary authority, to vote the number of votes to which I (we) am (are) entitled to vote at the Annual Meeting of The Barracks at Rock Prairie Owners Association, Inc., a non-profit Texas corporation (the "**Association**"), to be held at the time and place set forth above, and at any adjournment, as fully and with the same effect that the undersigned would be entitled to if personally present, to vote for the election of one (1) owner to the Board of Directors.

This proxy revokes all proxies previously granted by me (us) with respect to the Association and shall be valid for this meeting only.

The undersigned hereby ratifies and confirms all that said proxy agents may lawfully do by virtue hereof or certifies its vote for the above-listed homeowners (one owner only needs to sign).

Name (Print) _____

Signature _____

Address/Unit No. _____

Date _____

* ____ For Quorum Purposes Only (if you are unable to attend the meeting and do not wish to designate a proxy, please check for quorum purposes only)

RETURN COMPLETED PROXY TO THE ASSOCIATION PRIOR TO 5:00 P.M. C.D.T. ON FEBRUARY 12, 2019 TO:

**The Barracks at Rock Prairie Owners Association, Inc.
c/o Hollie Keeton, Heath Phillips Investments, LLC
Mailing Address: P.O. Box 276, Wellborn, Texas 77881
Physical Address: 305 Deacon Drive W., College Station, Texas 77845
Fax: (979) 557-2692
Email: hoa@barrackstownhomes.com**

In the event you fail to designate a proxy holder, yet deliver the executed proxy to the Association prior to the meeting, the President of the Association will be your designated proxy holder.

THE BARRACKS AT ROCK PRAIRIE OWNERS ASSOCIATION, INC.
PROXY

THE BARRACKS AT ROCK PRAIRIE OWNERS ASSOCIATION, INC.
CANDIDATE PROFILE INFORMATION:

Name: _____

Street Address: _____

Mailing Address: _____

Telephone Number: _____

E-mail Address: _____

Occupation: _____

Education: _____

Previous Community Association or Non-Profit Experience: _____

If elected to the Board, please describe your goals for The Barracks at Rock Prairie community: _____

Nominee Signature: _____

Street Address: _____

Printed Name: _____

Date: _____

Please return this form by February 12, 2019.

MEMBER SUBMITTING NOMINATION:

Printed Name: _____

Street Address: _____

RETURN COMPLETED CANDIDATE PROFILE TO THE ASSOCIATION PRIOR TO 5:00 P.M. C.D.T.
ON FEBRUARY 12, 2019 TO:

The Barracks at Rock Prairie Owners Association, Inc.
c/o Hollie Keeton, Heath Phillips Investments, LLC
Mailing Address: P.O. Box 276, Wellborn, Texas 77881
Physical Address: 305 Deacon Drive W., College Station, Texas 77845
Fax: (979) 557-2692
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THE BARRACKS AT ROCK PRAIRIE OWNERS ASSOCIATION, INC.
CANDIDATE PROFILE INFORMATION