

August 30, 2008

TO: Members of Shady Hollow Homeowners Association, Inc. ("Shady Hollow HOA")

The undersigned are members of Shady Hollow HOA who are concerned about the contemplated construction of a cell tower on certain owned property of Shady Hollow HOA which is currently used for recreation purposes and by the members for walking their dogs.

In order to prevent the property of Shady Hollow HOA from being used for cell towers or similar utility structures without a vote of members, the undersigned are proposing that a special meeting of members of Shady Hollow HOA be called in order to consider an amendment to the Bylaws of Shady Hollow HOA. For the members to call a Special Meeting of Members, members holding at least 25% of the votes of members must request in writing that such Special Meeting of Members be called.

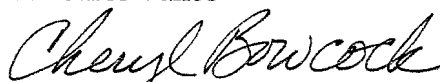
Enclosed with this letter is an Information Statement that describes the proposed amendment to Bylaws of Shady Hollow HOA and the reasons the undersigned believe they should be adopted. If you are in favor of calling a Special Meeting (the "Special Meeting") of Members to consider the proposed Bylaws amendment, please sign and return to one of the undersigned the enclosed "Request of Members of Shady Hollow Homeowners Association, Inc. to Call a Special Meeting of Members" (the "Request for Special Meeting").

If you desire to appoint the undersigned and Brian Vance and Richard Beavers as proxies to vote your membership interest at the Special Meeting (assuming it is called as a result of the Request for Special Meeting), please sign and return to one of the undersigned the enclosed "Proxy for Special Meeting of Members of Shady Hollow Homeowners Association."

If you have any questions regarding these matters, please call Carol Vance at 567-9079 (cell) or 292-8801 (home), or Cheryl Bowcock at 280-0564.

Sincerely,


/s/ Carol Vance


/s/ Cheryl Bowcock

Talking Points

We are collecting signatures for a petition to request a special meeting of the members of the SHHOA. We are required by the bylaws to collect signatures of 25% of the members to be successful. **Emphasize this signature is just for a meeting. It is not a vote.**

The purpose of the meeting is for the membership to vote on a By-Law Amendment that would require the board to obtain signatures of 2/3 of the members before they can do anything like approve a cell tower on SHHOA property.

We also are proposing to adopt the old MUD property as common area to be recognized as a park.

Would you be willing to sign the petition?

This petition is not for a vote or to indicate your position on the issue. It is stating that you want the board to give you an opportunity to vote on the issue.

The bylaws require that we get the signatures of the **members** of the SHHOA. Are they owners of the house? Is there any one else who's name is on the deed? Would they be willing to sign the petition?

We have some information we would like to leave with you. This Information Statement provides an explanation of the history of the issue, the purpose of the requested meeting and our proposed change to the bylaws.

We have provided you with a copy of the proposed bylaw amendment.

There is also a proxy. (if the resident is anti tower you can offer to take the proxy right now if they are not going to be able to attend the meeting and want to vote. If they are hesitant suggest that they review the information and if they decide they want to use a proxy to vote on the issue they can complete that one and mail it to Cheryl. Her address is on the form.) If they do complete this proxy emphasize that they should NOT complete any other proxy documents. The SHHOA may include a proxy form in the meeting notice. If they do the resident should not use it unless they have changed their position.

If they are supporters of the No Cell Tower initiative ask if they are interested in putting a sign in their yard. If they say yes, tell them the cost is \$4 and they can contact Carol or Brian Vance at 292-8801 and make arrangements to pick one up.

INFORMATION STATEMENT FOR SPECIAL MEETING OF MEMBERS OF SHADY HOLLOW HOMEOWNERS ASSOCIATION, INC. ("SHADY HOLLOW HOA")

I. Introduction: This Information Statement is being sent on behalf of certain members of Shady Hollow HOA to provide information regarding amendments to the Bylaws of Shady Hollow HOA expected to be voted upon at a Special Meeting (the "Special Meeting") of members of Shady Hollow HOA.

II. Background of Proposed Bylaws Amendments: In early 2008, the Board of Directors of Shady Hollow HOA informed members of Shady Hollow HOA that they had received a proposal from T-Mobile for the construction of a tower for receiving and transmitting cell phone transmissions (the "Cell Tower") on land previously occupied by a wastewater treatment facility. Various members of Shady Hollow HOA raised objections to such proposal, including Carol Vance, Brian Vance, Cheryl Bowcock, Richard Beavers, David Couch and Carla Collins (the "Bylaws Amendments Proponents"). However, the Bylaws Amendments Proponents do not believe that the Board of Directors of Shady Hollow HOA has been receptive to their concerns. Accordingly, the Bylaws Amendments Proponents are seeking to prevent construction of the Cell Tower and any similar utility structures without approval of the members by amending the Bylaws ("Bylaws") of Shady Hollow HOA.

III. The Proposed Bylaws Amendments: A copy of the existing Bylaws is attached as Schedule I.

Proposed Amendment No. 1 is attached as Exhibit A-1. This amendment will prohibit the construction of a Cell Tower or similar utility structure on the site of the former wastewater treatment plant and/or on any other land currently used as parkland or as part of the common properties of Shady Hollow HOA unless approved by a two-thirds vote of members at a meeting of members of Shady Hollow HOA.

Proposed Amendment No. 2 (attached as Exhibit A-2) prohibits construction of a Cell Tower or similar utility structure on any property owned by Shady Hollow HOA or within its jurisdiction unless approved by a two-thirds vote of members at a meeting of members of Shady Hollow HOA.

Proposed Amendment No. 3 (attached as Exhibit A-3) requires that the members, by a two-thirds vote, must approve any amendment or modification of the new provisions added to the Bylaws by Amendments No. 1 and No. 2 above.

The Bylaws Amendments Proponents recommend that members of Shady Hollow HOA vote **IN FAVOR** of Amendments No. 1, No. 2 and No. 3.

IV. FACTORS TO BE CONSIDERED IN VOTING ON AMENDMENTS TO BYLAWS: The Board of Directors of Shady Hollow HOA has indicated that its motivation in considering allowing construction of the Cell Tower is monetary. The Bylaws Amendments Proponents are not aware of the exact consideration that would be received by Shady Hollow HOA, but have heard a figure of approximately \$250,000 per year mentioned by certain board members.

The Bylaws Amendments Proponents are concerned that construction of a 120-foot cell tower would adversely affect the aesthetics of the community and negatively affect property values, and believe that construction of the Cell Tower or any similar structures should only be taken after approval by a vote of the members.

V. The Special Meeting of Members: If at least 25% of the votes held by members of Shady Hollow HOA request that she do so, the President of Shady Hollow HOA is required by Section 6.02 of the Bylaws to call a Special Meeting of members. Such meeting will be called by a Notice of Meeting signed by the President and mailed to each member. At the Special Meeting, if a quorum of members is present (Section 6.04 of the Bylaws sets the quorum requirement as 10% of the members being present in person or by proxy), a vote of a majority of the members present in person or by proxy (see Article XII of the Bylaws) in favor of a proposed Bylaws amendment will result in adoption of the amendment of the Bylaws.

VI. Action Required of Members in Connection with Special Meeting: If a member desires that the Special Meeting be called to consider the proposed Bylaws amendments, such member should complete and sign the "Request of Members of Shady Hollow Homeowners Association to Call Special Meeting of Members" enclosed with this Information Statement and return it to Cheryl Bowcock, 11004 Whiskey Drive, Austin, Texas 78748.

In order to vote on the proposed Bylaws amendments, a member must either attend the Special Meeting or sign a proxy in favor of a person who attends the Special Meeting. If a member desires Carol Vance, Cheryl Bowcock, Brian Vance and Richard Beavers to act as such member's proxy at the Special Meeting, the member should sign, date and return the Proxy enclosed with this Information Statement to Cheryl Bowcock, 11004 Whiskey Drive, Austin, Texas 78748.

VII. ADDITIONAL INFORMATION: If you have questions or desire additional information regarding the above, you may call Carol Vance at 567-9079 (cell) or 292-8801 (home), or Cheryl Bowcock at 280-0564.

**SCHEDULE I
TO INFORMATION STATEMENT**

Existing Bylaws of Shady Hollow Homeowners Association

EXHIBIT A-1

Amendment to Article II of Shady Hollow HOA Bylaws to add the following provision as Subparagraph G:

G. Own, maintain, dedicate, improve and operate (i) the property described in that Quitclaim Deed dated 2-20-96, from the Shady Hollow Municipal Utility District to the Shady Hollow Homeowners Association, Inc. and recorded in Volume 12630, Page 205 of the Real Property Records of Travis County, Texas (which legal description is incorporated herein by reference), and (ii) any property owned by the Shady Hollow Homeowners Association, Inc. which has not been annexed into Shady Hollow, or within its jurisdiction, as parkland and as a part of the "common Properties and Facilities" of Shady Hollow, for the use and benefit of the members of the Shady Hollow Homeowners Association, Inc. to be used exclusively for park and recreational purposes, unless a conveyance, grant, license, sale, lease and/or use for other than park or recreational purposes has been approved by at least two-thirds (2/3) of the members present (either in person or represented by proxy) at an annual or special meeting of the Association. The Board shall cause these provisions to be recorded in the Real Property Records of Travis County, Texas in the manner required by law to provide constructive notice of these provisions to persons dealing with such property.

EXHIBIT A-2

Amendment to Article II of Shady Hollow HOA Bylaws to add the following provision as Subparagraph H:

H. Prohibit, and take all action reasonably required to prohibit, the construction of cell towers and similar utility structures on any property within Shady Hollow, and on any property owned by the Shady Hollow Homeowners Association, Inc. or within its jurisdiction, including common Properties and Facilities, unless such construction or use is approved by at least two-thirds (2/3) of the members present (either in person or represented by proxy) at an annual or special meeting of members.

EXHIBIT A-3

Amendment of Shady Hollow HOA Bylaws to add the following provision at the end of Article XII:

; provided that the provisions of Sections G and H of Article II may only be amended, modified or terminated by a vote of at least two-thirds (2/3) of the members present (either in person or represented by proxy) at an annual or special meeting of members and may not be amended by action of the board of directors without action of the members.

**REQUEST OF MEMBERS
OF SHADY HOLLOW HOMEOWNERS
ASSOCIATION, INC. ("SHADY HOLLOW HOA")
TO CALL SPECIAL MEETING OF MEMBERS**

The undersigned, pursuant to Section 6.02 of the Bylaws of Shady Hollow HOA, do hereby request that the President of Shady Hollow HOA call a special meeting of the members of Shady Hollow HOA for the purpose of voting upon amendments to the Bylaws of Shady Hollow HOA, said amendments to be adopted pursuant to Article XII of such Bylaws and to be substantially as follows:

1. Amendment No. 1:

Amendment to Article II of Shady Hollow HOA Bylaws to add the following provision as Subparagraph G:

G. Own, maintain, dedicate, improve and operate (i) the property described in that Quitclaim Deed dated 2-20-96, from the Shady Hollow Municipal Utility District to the Shady Hollow Homeowners Association, Inc. and recorded in Volume 12630, Page 205 of the Real Property Records of Travis County, Texas (which legal description is incorporated herein by reference), and (ii) any property owned by the Shady Hollow Homeowners Association, Inc. which has not been annexed into Shady Hollow, or within its jurisdiction, as parkland and as a part of the "common Properties and Facilities" of Shady Hollow, for the use and benefit of the members of the Shady Hollow Homeowners Association, Inc. to be used exclusively for park and recreational purposes, unless a conveyance, grant, license, sale, lease and/or use for other than park or recreational purposes has been approved by at least two-thirds (2/3) of the members present (either in person or represented by proxy) at an annual or special meeting of the Association. The Board shall cause these provisions to be recorded in the Real Property Records of Travis County, Texas in the manner required by law to provide constructive notice of these provisions to persons dealing with such property.

2. Amendment No. 2:

Amendment to Article II of Shady Hollow HOA Bylaws to add the following provision as Subparagraph H:

H. Prohibit, and take all action reasonably required to prohibit, the construction of cell towers and similar utility structures on any property within Shady Hollow, and on any property owned by the Shady Hollow Homeowners Association, Inc. or within its jurisdiction, including common Properties and Facilities, unless such construction or use is approved by at least two-thirds (2/3) of the members present (either in person or represented by proxy) at an annual or special meeting of members.

3. Amendment No. 3:

Amendment of Shady Hollow HOA Bylaws to add the following provision at the end of Article XII:

; provided that the provisions of Sections G and H of Article II may only be amended, modified or terminated by a vote of at least two-thirds (2/3) of the members present (either in person or represented by proxy) at an annual or special meeting of members and may not be amended by action of the board of directors without action of the members.

Executed by the undersigned members of Shady Hollow HOA.

	<u>Name (Printed)</u>	<u>Address</u>	<u>Signature</u>	<u>Date</u>
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____
4.	_____	_____	_____	_____
5.	_____	_____	_____	_____
6.	_____	_____	_____	_____
7.	_____	_____	_____	_____
8.	_____	_____	_____	_____
9.	_____	_____	_____	_____
10.	_____	_____	_____	_____
11.	_____	_____	_____	_____
12.	_____	_____	_____	_____
13.	_____	_____	_____	_____
14.	_____	_____	_____	_____