

# NOTICE OF ANNUAL MEETING OF THE EQUITY MEMBERS OF LINCOLNSHIRE FIELDS COUNTRY CLUB OF CHAMPAIGN, INC.

NOTICE IS HEREBY GIVEN THAT THE 44th ANNUAL MEETING OF EQUITY  
MEMBERS WILL BE HELD AT THE CLUBHOUSE  
MONDAY, DECEMBER 9, 2019 AT 7:00 PM

*Following is a letter from the President regarding this important meeting. If you are unable to attend the meeting, please complete the attached proxy and either mail it to the Clubhouse or give it to an Equity Member of your choice who will be issued a ballot (in exchange for the proxy) to vote as an Authorized Agent on your behalf.*

Dear Fellow Members:

It is once again time for the Lincolnshire Fields Country Club Annual Meeting. This year's meeting will be held on Monday, December 9, 2019 at 7 pm in the Dining Room at Lincolnshire Fields Country Club. This notice contains a packet of information that will recap all the important information to be conveyed and voted upon at the meeting. ALL members, regardless of category, are welcome to attend and voting members are encouraged to arrive early to register and obtain a ballot. Voting members include Equity, Honorary and Junior membership categories.

This packet includes:

- A recap of fiscal year 2019 operational budget
- Proposed fiscal year 2020 budget
- The proposed budget of Capital Improvements and Purchases for 2020
- A ballot for electing new Board Members

This year we have seen much progress toward improving our service and overall membership value. While we still have work to do, your participation, engagement and use of the club is appreciated. As many of you have already noted, the changes to our dues were implemented at the start of our fiscal year. And to be clear, there will be no additional assessments proposed at our meeting this year.

It's a great time to be a member at Lincolnshire Fields and I am looking forward to our continued improvement. I hope to see everyone at the meeting. However, if you are unable to attend, please send in your proxy to either the Clubhouse, or give it to a fellow Equity member to vote in your stead. If we don't see you at the meeting, on behalf of the Board, I would like to wish you and yours a happy and healthy holiday season.

Sincerely,

*Dave Jones*

Dave Jones, President

Lincolnshire Fields Country Club



**Lincolnshire Fields Country Club of Champaign  
Annual Meeting of Equity Members  
Monday, December 9, 2019**

- 1) President calls meeting to order at 7:00 PM and declares that quorum is present. A quorum consists of 20% of Voting Rights present or by proxy (20% of 214) and a minimum of 10 Equity Members (non-board) present in person.
- 2) Reading by Secretary Tony Tomaso of the Annual Meeting Minutes of December 10<sup>th</sup>, 2018
- 3) President Introductions - Dave Jones
- 4) Treasurer's Financial Reports
- 5) KemperSports Presentation
- 6) Nominating Committee Report - Election of three (3) Directors
- 7) Membership Vote
- 8) Old Business
- 9) New Business
- 10) Report of Voting Results
- 11) Adjournment

## **Minutes of the Annual Meeting of Lincolnshire Fields Country Club**

Monday, December 10, 2018. 7:00 pm Dining Room

President Dave Jones called the meeting to order at 7:05 pm after establishing that there was a quorum.

Secretary Joy Martin entertained a motion to waive the reading of the minutes from the previous year's meeting. The motion was made by Steve Gilbertz, and seconded by Bill Utnage. Motion carried unanimously.

It was then moved by Mr. Utnage, and seconded by Mr. Gilbertz that the minutes of the previous year's meeting be approved as presented. Motion carried unanimously.

President Jones then thanked the outgoing Board members, Brett Kepley and Joy Martin for their tenure on the Board, and introduced the rest of the Board members present: Tony Zahrn, Larry Grill, Todd Mayfield, Sue Peterson, and Steve Hartman.

Mr. Jones then made comments about the state of the Club and the direction he feels that it is heading. He noted that after a full year of Kemper, most of the administrative heavy work had been accomplished, and we were able to have sound financial reporting, with intentional focus on the budget. Mr. Jones mentioned that now that the administrative work is under control, the focus will be moving toward improving the Food and Beverage experience, an area of concern for all members. He also noted that he expects the board to move to more strategic and long term focus to guide the future of the Club.

Mr. Jones then presented the financials including the 2018 Operating Results, 2018 Capital Fund and 2018 year-end Balance Sheet and 2019 Budget. He noted that the budget shows there will be a shift in the amount of dues allocated to operating and capital for 2019, the total amount of dues will not change and are sufficient to operate the club responsibly. Highlights noted included: Total revenues were up just under 1%, and the Club finished the year \$20K under budget; Food and Beverage finished with an increase of \$17k; Golf had a net increase of \$20k; and partially due to better charging of pool guest fees, the pool showed a \$30k increase. Mr. Jones then went on to explain the 2019 Capital Improvements and Purchases budget including some of the more pressing items that will need to be addressed in 2019 as well as forecasting the needs for the next 5 years.

After Mr. Jones' presentations of the budgets, there were no questions and no further discussion.

Mr. Jones then turned the meeting over to General Manager Justin Waffle and the team from Kemper Sports Management: John DiMiglio, Frank Merkel, and Philip Arouca. Mr. Waffle noted several projects that were introduced in 2018, including the KE Camps, and increased communication with a new newsletter format, and

informational emails. Mr. Waffle then explained the membership drive that will be ongoing throughout 2019, with a goal of adding 19 new members.

John DiMiglio from Kemper Sports Management spoke about improving the Food and Beverage operations at the Club. He mentioned that the organizational structure will be improved with enhanced training, strong staff members, and a consistent product. He noted that the focus for 2019 will be defining different dining spaces and menus. He said that he feels confident in Chef Patrick Becker and Food and Beverage Manager JJ DePuy to work to enhance member satisfaction.

Mr. Stephen Dunn, the Membership director, spoke about the 2019 membership drive, which will have two options for new members. Option one involves prepaying the monthly dues for the first twelve months. Option two waives the initiation fee and requires monthly and capitol dues and a 24 month commitment. Referring members get a \$50 credit. Mr. Dunn also noted that he is trying to improve communication with the membership by improving the website and app, and reaching out to members on social media sites like Instagram and Facebook.

Mr. Waffle also mentioned that a membership satisfaction survey went out on December 4, and encouraged the members present to fill it out. He then opened the floor to questions. One member enquired about the main reasons for members leaving the Club. Mr. Waffle responded that the number one reason was moving out of the area.

Mr. Jones then introduced new Board members up for election including Toney Tomaso, Jim Burgener and himself. Election ballots were collected but since there was no contested positions, all 3 members were elected.

There was no Old Business raised by the members present.

Mr. Jones brought up the subject of the procedure of resigning from the Club. He noted that 3 months of dues needed to be paid at the time of the resignation, and that it was consistent throughout all membership categories in accordance with the bylaws and membership category rules as established by the board.

Under New Business, Mr. Jones noted that both Lindy Edmund and Jim Weisiger were both recently voted to serve as board members for the CDGA. No other new business was brought forward by the membership.

The meeting was adjourned at 7:53 pm.

Respectfully submitted,  
Joy Martin  
Secretary

Lincolnshire Fields Country Club  
Unaudited - Annual Meeting

Operating Results for Fiscal Year Ending October 31, 2019							
Department	2019 Actual	2019 Budget	2018 Actual	2017 Actual	2016 Actual	Variance to Budget	Variance to Prior Year
<b>Revenue:</b>							
Dues and Other	\$ 1,506,293	\$ 1,566,044	\$ 1,496,345	\$ 1,494,265	\$ 1,490,733	\$ (59,751)	\$ 9,948
Assessments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Food & Beverage	\$ 743,664	\$ 896,025	\$ 820,770	\$ 810,310	\$ 935,264	\$ (152,361)	\$ (77,106)
Golf (with Net Merch)*	\$ 285,614	\$ 297,845	\$ 288,886	\$ 292,766	\$ 268,143	\$ (12,231)	\$ (3,272)
Pool	\$ 23,876	\$ 24,970	\$ 22,482	\$ 16,377	\$ 9,738	\$ (1,094)	\$ 1,394
Total Revenue	\$ 2,559,447	\$ 2,784,884	\$ 2,628,483	\$ 2,613,718	\$ 2,703,878	\$ (225,437)	\$ (69,036)
<b>Expenses:</b>							
Admin Payroll & Other	\$ (672,332)	\$ (726,077)	\$ (699,726)	\$ (694,211)	\$ (638,566)	\$ 53,745	\$ 27,394
Food & Beverage	\$ (889,903)	\$ (953,011)	\$ (916,348)	\$ (901,310)	\$ (1,039,090)	\$ 63,108	\$ 26,445
Golf	\$ (134,184)	\$ (165,632)	\$ (138,297)	\$ (157,433)	\$ (219,597)	\$ 31,448	\$ 4,113
Grounds	\$ (699,451)	\$ (703,746)	\$ (716,388)	\$ (722,433)	\$ (719,946)	\$ 4,295	\$ 16,937
Pool	\$ (64,935)	\$ (82,640)	\$ (70,369)	\$ (91,084)	\$ (83,464)	\$ 17,705	\$ 5,434
Tennis, net	\$ (15,055)	\$ (14,500)	\$ (15,790)	\$ (11,749)	\$ (22,743)	\$ (555)	\$ 735
Management Fee	\$ (110,961)	\$ (112,074)	\$ (108,530)	\$ (21,194)	\$ -	\$ 1,113	\$ (2,431)
Total Expenses	\$ (2,586,821)	\$ (2,757,680)	\$ (2,665,448)	\$ (2,599,414)	\$ (2,723,406)	\$ 169,746	\$ 81,058
<b>OPERATING RESERVE (LOSS)</b>	\$ (27,374)	\$ 27,204	\$ (36,965)	\$ 14,304	\$ (19,528)	\$ (55,691)	\$ 12,022
Food & Beverage Total, net	\$ (146,239)	\$ (56,986)	\$ (95,578)	\$ (91,000)	\$ (103,826)	\$ (89,253)	\$ (50,661)
Golf, net	\$ 151,430	\$ 132,213	\$ 150,589	\$ 135,333	\$ 48,546	\$ 19,217	\$ 841
Pool, net	\$ (41,059)	\$ (57,670)	\$ (47,887)	\$ (74,707)	\$ (73,726)	\$ 16,611	\$ 6,828
<b>*</b>							
Golf Merchandise Sales	\$ 177,741	\$ 198,264	\$ 197,617				
Golf COGS	\$ 133,247	\$ 148,698	\$ 150,891				
Net Merchandise Contribution	\$ 44,494	\$ 49,566	\$ 46,726				

**Lincolnshire Fields Country Club**  
**Balance Sheet - October, 2019**

	<u>10/31/19</u>	<u>10/31/18</u>	<u>Change</u>
<b>CURRENT ASSETS</b>			
Money Market	122,836.52	330,710.78	(207,874.26)
Checking Accounts	53,122.78	76,852.87	(23,730.09)
<b>CASH ACCOUNTS</b>	<u>175,959.30</u>	<u>407,563.65</u>	<u>(231,604.35)</u>
ACCOUNTS RECEIVABLE	245,872.06	251,291.64	(5,419.58)
Inventory - F&B	44,249.07	39,477.26	4,771.81
Inventory - Golf	95,070.07	70,883.46	24,186.61
Inventory - Grounds Fert/Chem	27,498.20	28,247.03	(748.83)
Other Prepays	19,769.65	20,292.07	(522.42)
<b>INVENTORIES / PREPAID EXPENSES</b>	<u>186,586.99</u>	<u>158,899.82</u>	<u>27,687.17</u>
<b>TOTAL CURRENT ASSETS</b>	<u>608,418.35</u>	<u>817,755.11</u>	<u>(209,336.76)</u>
<b>FIXED ASSETS</b>			
Subtotal-LAND & BUILDINGS	7,803,145.90	7,450,347.37	352,798.53
Subtotal-FURN, FIXTURES & EQUIP	4,393,377.58	4,174,382.99	218,994.59
Subtotal-ACCUM. DEPRECIATION	(6,910,762.44)	(6,510,296.04)	(400,466.40)
<b>NET FIXED ASSETS</b>	<u>5,285,761.04</u>	<u>5,114,434.32</u>	<u>171,326.72</u>
<b>TOTAL ASSETS</b>	<u><u>5,894,179.39</u></u>	<u><u>5,932,189.43</u></u>	<u><u>(38,010.04)</u></u>
<b>CURRENT LIABILITIES</b>			
Accounts Payable	43,477.10	262,300.56	(218,823.46)
Misc Payables	3,879.56	3,421.70	457.86
Credit Line - Bank Champaign	289,866.67	275,000.00	14,866.67
Advance Dues	179,949.29	193,129.17	(13,179.88)
Past Due/Doubtful Accts	10,000.00	10,000.00	-
Gift Certificate Liability	4,472.21	3,501.35	970.86
<b>ACCOUNTS PAYABLE/NOTES PAYABLE</b>	<u>531,644.83</u>	<u>747,352.78</u>	<u>(215,707.95)</u>
ACCRUED PAYROLL TAXES	-	-	-
ACCRUED TAXES AND INTEREST	66,951.58	62,380.86	4,570.72
OTHER ACCRUALS	46,910.09	54,776.15	(7,866.06)
<b>TOTAL CURRENT LIABILITIES</b>	<u>645,506.50</u>	<u>864,509.79</u>	<u>(219,003.29)</u>
<b>LONG TERM LIABILITIES</b>			
LT N/P Comm RE Pool Loan	1,289,936.79	1,357,173.20	(67,236.41)
LT Note on Cart Paths - Bank	-	8,846.09	(8,846.09)
LT Note Payable - Truck	-	4,570.44	(4,570.44)
LT Due on Grounds Equipment	392,937.48	335,232.83	57,704.65
LT N/P Irrigation-Bk Champaig	181,926.05	-	181,926.05
LT Do on Vert Mower	2,296.71	4,330.09	(2,033.38)
LT N/P Pump House-Bk Champaig	-	10,931.42	(10,931.42)
<b>LONG TERM LIABILITIES</b>	<u>1,867,097.03</u>	<u>1,721,084.07</u>	<u>146,012.96</u>
<b>TOTAL LIABILITIES</b>	<u>2,512,603.53</u>	<u>2,585,593.86</u>	<u>(72,990.33)</u>
<b>CAPITAL / MEMBERS' EQUITY</b>			
Members' Equity	1,613,901.36	1,613,901.36	-
Retained Earnings-Bal Fwd	1,767,674.50	1,732,694.21	34,980.29
<b>TOTAL EQUITY</b>	<u>3,381,575.86</u>	<u>3,346,595.57</u>	<u>34,980.29</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>5,894,179.39</u></u>	<u><u>5,932,189.43</u></u>	<u><u>(38,010.04)</u></u>

Lincolnshire Fields Country Club  
 Unaudited - Annual Meeting

<b>Capital Fund</b>
<b>Year Ending October 31, 2019 Results</b>

Beginning Balance at October 31, 2018 \$ 445,378

Additions:

Dues Income for FY 2018	\$	558,741		
Assessment	\$	-		
Proceeds from sale of piano	\$	8,000		
Interest	\$	460		
Total Additions:		\$		567,201

Disbursements:

Pool Loan P&I (\$10,601 per month, balloon 10/2019)	\$	127,214		
Cart Path Loan P&I (\$4,453 per month, paid off 12/2018)	\$	8,891		
Pump House P&I (\$1,844 per month, paid off 4/2019)	\$	11,061		
Vertical Mower P&I (\$181 per month , pays off 11/2020)	\$	2,171		
Irrigation Loan P&I (\$6,901 per month, pays off 2/2022)	\$	159,337		
Grounds Equipment Operating Leases	\$	37,288		
Grounds Equipment Capital Leases	\$	130,813		
Clubhouse Repairs/Paint/Guttering	\$	63,030		
Irrigation System	\$	37,870		
Pool Furniture	\$	9,878		
Underpass improvements	\$	37,938		
Sound system upgrades Clubhouse/Stingrays	\$	31,987		
Pool Pump and Repairs	\$	9,962		
Computers	\$	1,486		
19th Renovation	\$	89,057		
Kitchen/Bar Equipment and Furnishings	\$	20,738		
		\$		778,721

Ending Balance at October 31, 2019 \$ 233,858

Lincolnshire Fields Country Club  
 Unaudited - Annual Meeting

Operating Results for FY '19 Compared to FY '20 Budget			
Department	2019 Actual	2020 Budget	Difference
Revenue:			
Dues and Other	\$ 1,506,293	\$ 1,565,673	\$ 59,380
Assessments	\$ -	\$ -	\$ -
Food & Beverage	\$ 743,664	\$ 842,541	\$ 98,877
Golf (with Net Merch)*	\$ 285,614	\$ 304,023	\$ 18,409
Pool	\$ 23,876	\$ 23,920	\$ 44
Total Revenue	\$ 2,559,447	\$ 2,736,157	\$ 176,710
Expenses:			
Admin Payroll & Other	\$ (672,332)	\$ (661,096)	\$ (11,236)
Food & Beverage	\$ (889,903)	\$ (946,213)	\$ 56,310
Golf	\$ (134,184)	\$ (160,712)	\$ 26,528
Grounds	\$ (699,451)	\$ (730,142)	\$ 30,691
Pool	\$ (64,935)	\$ (74,904)	\$ 9,969
Tennis, net	\$ (15,055)	\$ (13,057)	\$ (1,998)
Management Fee	\$ (110,961)	\$ (114,879)	\$ 3,918
Total Expenses	\$ (2,586,821)	\$ (2,701,003)	\$ 114,182
<b>OPERATING RESERVE (LOSS)</b>	<b>\$ (27,374)</b>	<b>\$ 35,154</b>	<b>\$ 62,528</b>
Food & Beverage Total, net	\$ (146,239)	\$ (103,672)	\$ 42,567
Golf, net	\$ 151,430	\$ 143,311	\$ (8,119)
Pool, net	\$ (41,059)	\$ (50,984)	\$ 10,013
*			
Golf Merchandise Sales	\$ 177,741	\$ 197,565	\$ 19,824
Golf COGS	\$ 133,247	\$ 147,200	\$ 13,953
Net Merchandise Contribution	\$ 44,494	\$ 50,365	\$ 5,871
Golf COGS %	25.0%	25.5%	0.5%



	<b>Budget</b>					<b>5+ Projection</b>
	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2021-2024</b>
<b>Beginning Fund Balance</b>	<b>\$ 233,858</b>	<b>\$ 162,630</b>	<b>\$ 157,939</b>	<b>\$ 191,621</b>	<b>\$ 245,252</b>	<b>\$ 233,858</b>
2020 Dues - Projected	567,576	567,576	567,576	567,576	567,576	2,837,880
2019 Capital Assessment	-	-	-	-	-	-
Total 2020 Funds Available	801,434	730,206	725,515	759,197	812,828	3,071,738
<i>2019 Disbursements</i>						
Operating Lease Payments	37,288	37,288	37,288	18,644	-	130,508
Capital Lease Payments	138,166	109,257	85,951	37,384	2,800	373,558
Loan Payments	282,600	210,022	154,817	127,214	10,601	785,254
Total Committed Payments	458,054	356,567	278,056	183,242	13,401	1,289,320
Uncommitted Funds	343,380	373,639	447,459	575,955	799,427	1,782,418
Emergency Reserves Available	25,000	25,000	25,000	25,000	25,000	25,000
	318,380	348,639	422,459	550,955	774,427	1,757,418
<i>Projects</i>						
Pool Equip/Repairs (Reserves)		15,000	15,000	15,000		45,000
Computer Server Upgrade + 3 New computer for Staff	20,000			12,000	12,000	44,000
Pool Furniture	6,000	5,000		5,000		16,000
RTU HVAC Replacements (Reserves)	26,000		3,500		8,000	37,500
Tennis Courts (Screens/Nets/Reserves)	3,500			90,000	90,000	183,500
Bunkers/Sand	10,000		12,000		13,000	35,000
Practice Tee/Range Improvements		4,000			4,500	8,500
Grounds Projects- Dump Site / Pond & Bridge Repair	20,000		15,000			35,000
Clubhouse Signage & entry repairs	25,000					25,000
Clubhouse Shingle Roof (Reserves)			12,000	12,000	12,000	36,000
Parking Lot Entry/Resurface	-	75,000		20,000	25,000	120,000
Maintenance Shed Repairs/Roof/Reserves	20,000	10,000	10,000			40,000
Dining Room/Clubhouse Upgrades	18,000	35,000	40,000		45,000	138,000
Banquet Equipment	3,000	3,000	3,000		8,000	17,000
Golf Shop Improvements		15,000				15,000
Locker Room Improvements (Reserves)	5,000		15,000	15,000	15,000	50,000
Cart Parking Area (Reserves)				20,000	20,000	40,000
Projected NEW Equipment Commitments	A 24,250	53,700	130,338	141,703	141,703	491,694
Total Projects/NEW Commitments	180,750	215,700	255,838	330,703	394,203	1,377,194
Ending Funds	\$ 137,630	\$ 132,939	\$ 166,621	\$ 220,252	\$ 380,224	\$ 380,224

A - From Ground's projected equipment schedule and KSM review.

Ballot for the Board of Directors for Lincolnshire Fields Country Club  
Meeting Date: December 9, 2019

Please choose up to three of the following Regular Equity members to serve a three year term on the Board from 2020-2022:

\_\_\_\_\_ **Rebecca Guyette**

\_\_\_\_\_ **Sue Peterson**

\_\_\_\_\_ **Todd Mayfield**

**LINCOLNSHIRE FIELDS COUNTRY CLUB  
OF CHAMPAIGN, INC.  
CHAMPAIGN, ILLINOIS**

**Proxy**

I, the undersigned, being the owner of a Transferable Equity Certificate ("TEC") of Lincolnshire Fields Country Club of Champaign, Inc. ("CLUB"), do hereby constitute and appoint Dave Jones, President of the Board of Directors of the Club, or \_\_\_\_\_, my true and lawful attorney-in-fact, agent and proxy to represent me at the Annual Meeting of the Members of the Club to be held on the 9th day of December, 2019 at 7:00 P.M., at the Clubhouse, and at any adjournment thereof, and to vote for me in my name, place and stead, on all matters of business as may come before the meeting, or adjournment, as fully and with the same effect as I could, if personally present.

I reserve the right to reclaim this Proxy if I do attend the Annual Meeting.

Dated: \_\_\_\_\_, 2019

\_\_\_\_\_  
Please Print Name

\_\_\_\_\_  
Signature