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

NOTICE IS HEREBY GIVEN THAT THE 46th ANNUAL MEETING OF EQUITY MEMBERS WILL BE HELD AT THE CLUBHOUSE MONDAY, DECEMBER 6th, 2021 AT 7:00 PM

Following is a letter from the President regarding this meeting. If you are unable to attend the meeting, please complete the attached proxy and either mail it to the Clubhouse or email it to our General Manager, Justin Waffle at <u>GM@LincolnshireFieldsCC.com</u>.

Dear Fellow Members:

It is hard to believe it is once again time for the Lincolnshire Fields Country Club Annual Meeting. Where did the year go? This year's meeting will be held on Monday, December 6, 2021 at 7:00 pm. This meeting will take place in the dining room, in person. It will <u>not</u> be offered virtually/remotely. 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 are welcome to attend and voting members are encouraged to vote by dropping off your ballot at the clubhouse, sending it by mail or by email.

This packet includes:

- A summary of the 2021 operating results, balance sheet and capital expenditures
- A proposed fiscal year 2022 budget
- The proposed budget of Capital Improvements and Purchases for 2022
- A ballot for electing new Board Members

This year has been challenging to say the least. The ongoing pandemic and the uncertainties that come along with it has truly tested all of us. During this difficult time, it was great to have the FUN Club where we all knew we could enjoy golf, food/drink, an escape from our day-to-day struggles and get together with friends and family. Coming out to Lincolnshire this year gave us all a sense of safety and comfort. The Board and I sincerely appreciate your support and understanding throughout this tumultuous year. Your continued participation since reopening the club in May has been outstanding, experiencing record rounds of golf and patronage in our restaurants, helping to minimize the financial impact.

Our members pride and appreciation for Lincolnshire Fields, ensures a bright future for this FUN Club for many years to come. I am looking forward to the opportunity to build on our successes and seize on our opportunities, to ensure the continued long-term viability of the club.

I believe a special thank you must be extended to our incredible staff that saw us through 2021. We all know the rigors businesses are going through right now trying to keep and attract staff. We are thankful for our caring staff that keep the FUN rolling at our Club. I am extremely proud of their commitment to this membership.

I hope to see everyone at the meeting. However, if you are unable to attend the meeting please send in your proxy and ballot to the Clubhouse. If we do not 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,

Toney Tomaso

Toney Tomaso, President Lincolnshire Fields Country Club



Lincolnshire Fields Country Club of Champaign Annual Meeting of Equity Members Monday, December 6th, 2021

- 1) President calls meeting to order at 7:00 PM and declares that quorum is present. A quorum consists of 20% of the total voting rights outstanding which consist of a minimum of 44 members present in person or by proxy (20% of 217).
- 2) Reading by Secretary Traci Logue of the Annual Meeting Minutes of December 7th, 2020
- 3) President Introductions- Toney Tomaso
- 4) Treasurer's Report- Dave Jones
- 5) KemperSports Presentation-Justin Waffle
- 6) Nominating Committee Report- Election of three (3) Directors- Toney Tomaso
- 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 DRAFT

Monday, December 7th, 2020. 7:00 PM Virtual Meeting

The 2020 LFCC Annual Meeting took place at 301 N. Neil Street, Suite 505, Champaign, IL at the law offices of Heyl Royster in the M2 building.

The meeting was attended in person by: Justin Waffle, Tony Zahrn, Dave Jones, Toney Tomaso, Randi Lundstedt, Todd Mayfield, Larry Grill

The meeting was attended via WebEx by: Steve Siebert, Kolby Jackson, Morgan Gonzales, Tim Boudreau, Paul Wilson, Sue Peterson, Tom Clarkson, Brian McAndrew, Lindy Edmund, Steve Wanzek, Greg Hazel, John D., James Weisiger, Seth Swartz, Rick Reifsteck, Jim Burgener, Becca Guyette, Leslie Neitzel, and others.

Quorum: per the bylaws there was a need for 48 by proxy and 62.5 was counted; and we have more than (10) non-Board members present.

Call to Order: by Tony Z. (7:02 pm); a quorum was declared by the President

A Reading of the minutes: Randi L. moved to waive reading of minutes; second by Todd M.; passed unanimously

Treasurers Report by Dave Jones: 5 required finance reports

2020 Operating results

2020 Capital Fund uses

2020 Balance sheet

2021 Balanced Operating Budget

2021 Improvements and purchases

- 1. 2020 Operating Results; loss just over \$9,000.00 this year. Driving force is the COVID shutdown. But we did much better than originally anticipated. We are going to have a small assessment to balance our funds.
- 2. 2020 Balance Sheet; ending cash position was up and our long-term debts are being paid down; we are in a better position than last year.
- 3. 2020 Capital Fund; outlined the key/major use of funds and what balance we currently have there.
- 4. 2021 Operating budget; we are presenting a balanced budget; 2.78 M in operating revenue and expenses
- 5. 2021 Capital Improvements and Purchase Budget; this is also balanced for 2021; anything beyond 2021 is for planning purposes only and not anything we are committed to; this is used as a placeholder to help with planning. No major items on the list of 2021

as there are many from 2020 we did not get to because of COVID, so those will be carried over and dealt with in 2021.

Operational Highlights: Justin Waffle: wanted to thank the great membership for its support during 2020 and a big thanks to the BOD at LFCC going through 2020 and finally the LFCC staff that has been dynamic and tireless in their 2020 efforts.

- 1. Golf: Up 3,100 rounds from last year; we had a great deal of play; how 2020 impacted golf events at LFCC; league play was modified, and we were able to have league play.
- 2. Food & Beverage (FB) was down early, but the last 1/3 of the year we had great momentum and we really came back strong and that was also seen with our new Chef Brian Wong; we have had to modify but we did rise to the occasion
- 3. Increase in dues to offset expenses including minimum wage increase
- 4. Membership has been consistent with the last 5 years (49 new / 53 resignations)
- 5. 2021 Membership Plan: budget is \$77,000.00 and a discussion on how to get to those numbers through initiation fees (Community Outreach); we need your help and keep those membership referrals coming because our current members will always be the ones to help us grow
- 6. 2021 F&B: moved culinary practice into the main kitchen only so Chef controls the product and his team so our quality and consistency in food is at the level we want it and our members expect. Menus courtesy of Chef Brian are consistently updated and changing it to keep in fresh. Discussing as to staffing and consistent training with Tory for 2021. We need the members support with our Take and Bake option to keep our business moving forward during this off-season time and our current COVID surge/mitigation.
- 7. Golf Operations: we will be adopting and using the Golf Genius program and it will be introduced to our members soon to help with all aspects of golf including league experiences. Discussed our Assistant Pro and how the maintenance of the course is coming along ahead of schedule.
- 8. Membership Survey: we had our largest increase in membership satisfaction over the past few years; we considered your feedback, and we are working on the improvements you are looking for concerning F&B and the course.

Tony Zahrn: OLD BUSINESS

Nominating Committee Report: 2021 we have 3 members coming off and we have 5 people running for the 3 slots.

RESULTS: 67.5 proxies were counted

Sam Banks, Traci Logue, Larry Grill were elected to fill the 3 positions

MEMBER QUESTION: how much do we make, on average, when we have golf outings? The average is \$6,000 to \$7,000

NEW BUSINESS: none

CLOSING: remarks by Tony Zahrn

Meeting adjourned at 7:38 PM

Lincolnshire Fields Country Club Unaudited - Annual Meeting

	-		ing		isca	al Year Endin	gΟ		21					
		2021		2021		2020		2019		2018		Variance		ariance to
Department		Actual		Budget		Actual		Actual		Actual		to Budget	F	rior Year
Revenue:														
Dues and Other	\$	1,742,258	\$	1,656,507	\$	1,570,941	\$	1,495,228	\$	1,496,345	ć	85,751	ć	171,317
Food & Beverage	\$	719,224	\$	792,592	\$	619,979	\$	743,664	\$	820,770	\$	(73,368)		99,245
Golf (with Net Merch)*	\$	350,921	\$	304,852	\$	274,241	\$	285,605	\$	288,886	\$	46,069	\$	76,680
Pool	\$	24,261	\$	24,050	\$	14,335	\$	23,876	\$	22,482	\$	211	\$	9,926
Total Revenue	\$	2,836,664	\$	2,778,001	\$	2,479,496	\$	2,548,373	\$	2,628,483	\$	58,663	\$	357,168
Expenses:														
Admin Payroll & Other	\$	(688,977)	\$	(705,673)	\$	(660,005)	\$	(674,128)	\$	(699,726)	\$	16,696	\$	(28,972
Food & Beverage	\$	(867,495)	\$	(945,370)	\$	(834,462)	\$	(892,623)		(916,348)		77,875	\$	(33,033
Golf	\$	(187,013)	\$	(178,606)	\$	(145,662)	\$	(133,890)		(138,297)		(8,407)		(41,351
Grounds	\$	(746,883)	\$	(742,980)	\$	(679,207)	\$	(699,399)	\$	(716,388)	\$	(3,903)	\$	(67,676
Pool	\$	(76,717)	\$	(76,922)	\$	(40,995)	\$	(64,935)	\$	(70,369)	\$	205	\$	(35,722
Tennis, net	\$	(17,161)	\$	(11,764)	\$	(15,588)	\$	(15,054)	\$	(15,790)	\$	(5,397)	\$	(1,573
Management Fee	\$	(137,067)	\$	(116,630)	\$	(112,116)	\$	(110,961)	\$	(108,530)	\$	(20,437)	\$	(24,951
Total Expenses	\$	(2,721,313)	\$	(2,777,945)	\$	(2,488,035)	\$	(2,590,990)	\$	(2,665,448)	\$	77,069	\$	(208,327
OPERATING RESERVE (LOSS)	\$	115,351	\$	56	\$	(8,539)	\$	(42,617)	\$	(36,965)	\$	135,732	\$	148,841
Assessments - Operating	\$	106,682	\$		\$		\$		\$	-	\$	106,682	\$	106,682
~ >	\$	222,033	\$	56	\$	(8,539)	\$	(42,617)	\$	(36,965)	\$	242,414	\$	255,523
Food & Beverage Total, net	\$	(148,271)	\$	(152,778)	\$	(214,483)	\$	(148,959)	\$	(95,578)	\$	4,507	\$	66,212
Golf, net		163,908	\$	126,246	\$	128,579	\$	151,715	\$	150,589	\$	37,662	\$	35,329
Pool, net	\$	(52,456)		(52,872)	<u> </u>	(26,660)	_	(41,059)		(47,887)		416	\$	(25,796
*														
Golf Merchandise Sales	\$	212,676	\$	205,049	\$	154,837	\$	187,870	\$	208,320				
Golf COGS	\$	164,476	\$	147,200	\$	120,341	\$	133,247	\$	150,891				
Net Merchandise Contribution	\$	48,201	\$	57,849	Ś	34,496	Ś	54,623	\$	57,429	•			

Lincolnshire Fields Country Club

Unaudited - Annual Meeting

Capital Fund			
Year Ending October 31, 202	1 Results		
Beginning Cash Balance at October 31, 2020			\$ 361,117
Additions:			
Dues Income for FY 2021	\$	541,763	
Assessment	\$	_	
Proceeds from sale of grounds equipment	\$ \$ \$		
Interest	\$	578	
Total Additions:			\$ 542,341
Disbursements:			
Pool Loan P&I (\$10,735.74 per month)	\$	128,829	
Irrigation P&I (\$6900.69 per month, pays off 2/2022)	\$	82,808	
Blower P&I (\$135.03 per month , pays off 4/2025)	\$	1,620	
Equipment Operating Leases	\$	37,288	
Equipment Capital Leases	\$	149,067	
Bunkers/Sand Project	\$	14,280	
Tree Replacement Program	\$	14,469	
Pool Furniture	\$	22,458	
Tennis Nets	\$	717	
Turfco Blower	\$	8,130	
Internet Upgrade	\$ \$	3,091	
Roof Replacement	\$	90,177	
Security Upgrade	\$	8,644	
			\$ 561,579
Ending Cash Balance at October 31, 2021			\$ 341,879

Balance	Sheet as of 10/31/2021		
	10/31/2021	10/31/2020	Change
CURRENT ASSETS			
Money Market-Capital Fund	314,309.68	173,132.02	141,177.66
Checking Accounts	187,518.23	77,690.82	109,827.41
CASH ACCOUNTS	501,827.91	250,822.84	251,005.07
ACCOUNTS RECEIVABLE	263,945.77	256,207.56	7,738.21
Inventory - F&B	35,687.44	37,124.77	(1,437.33)
Inventory - Golf	48,103.44	73,518.61	(25,415.17)
Inventory - Grounds Fert/Chem	12,189.74	17,340.74	(5,151.00)
Other Prepaids	44,051.51	24,884.37	19,167.14
INVENTORIES / PREPAID EXPENSES	140,032.13	152,868.49	(12,836.36)
TOTAL CURRENT ASSETS	905,805.81	659,898.89	245,906.92
FIXED ASSETS			
Subtotal-LAND & BUILDINGS	7,846,045.85	7,831,765.38	14,280.47
Subtotal-FURN,FIXTURES & EQUIP	4,380,705.26	4,214,620.90	166,084.36
Subtotal-ACCUM. DEPRECIATION	(7,549,162.47)	(7,116,447.55)	(432,714.92)
NET FIXED ASSETS	4,677,588.64	4,929,938.73	(252,350.09)
TOTAL ASSETS	5,583,394.45	5,589,837.62	(6,443.17)
Accounts Payable Misc Payables Credit Line - Bank Champaign Advance Dues Past Due/Doubtful Accts Gift Certificate Liability ACCOUNTS PAYABLE/NOTES PAYABLE	44,008.03 66,433.03 207,828.43 9,953.21 3,741.53 331,964.23	40,496.27 132,323.69 168,000.00 208,402.80 9,953.21 3,728.79 562,904.76	3,511.76 (65,890.66) (168,000.00) (574.37) - 12.74 (230,940.53)
			, ,
ACCRUED PAYROLL TAXES	07.400.70	-	
OTHER ACCRUALS	67,190.72 98,558.07	65,766.78	1,423.94
OTTEN ACCIONES	90,000.07	57,805.76	40,752.31
TOTAL CURRENT LIABILITIES	497,713.02	686,477.30	(188,764.28)
LONG TERM LIABILITIES LT N/P Comm RE Pool Loan LT Note - Blower Bank LT Note Payable - Truck	1,134,030.42 5,197.05	1,213,744.93 6,525.45	(79,714.51) (1,328.40)
LT Due on Grounds Equipment	316,495.83	319,206.84	(2,711.01)
LT CNH Capital Skid Steer Loa LT Do on Vert Mower	-	-	<u></u>
LT N/P Pump House-Bk Champaig	_		-
LONG TERM LIABILITIES	1,455,723.30	1,539,477.22	(83,753.92)
TOTAL LIABILITIES	1,953,436.32	2,225,954.52	(272,518.20)
CAPITAL / MEMBERS' EQUITY			
Members' Equity	1,613,901.36	1,613,901.36	_
Retained Earnings-Bal Fwd	2,016,056.77	1,749,981.74	266,075.03
TOTAL EQUITY	3,629,958.13	3,363,883.10	266,075.03
TOTAL LIABILITIES & FOLUTY	E E00 004 45	E 500 007 00	
TOTAL LIABILITIES & EQUITY	5,583,394.45	5,589,837.62	(6,443.17)

Lincolnshire Fields Country Club

Unaudited - Annual Meeting

Operating Results for FY '21 Compared to FY '22 Budget						
		2021		2022		
Department		Actual		Budget		ifference
_						
Revenue:						
Dues and Other	\$	1,742,258	\$	1,873,301	\$	131,043
Food & Beverage	\$	719,224	\$	763,236	\$	44,012
Golf (with Net Merch)*	\$	350,921	\$	333,649	\$	(17,272)
Pool	\$ _\$ \$	24,261	\$	23,600	\$	(661)
Total Revenue	\$	2,836,664	\$	2,993,786	\$	157,122
Expenses:						
Admin Payroll & Other	\$	(688,977)	\$	(763,912)	\$	74,935
Food & Beverage	\$	(867,495)		(980,941)	\$	113,446
Golf	\$	(187,013)		(202,395)	\$	15,382
Grounds		(746,883)	l	(813,651)	\$	66,768
Pool	Ś	(76,717)		(83,873)	\$	7,156
Tennis, net	Ś	(17,161)		(14,357)	\$	(2,804)
Management Fee	Ś	(137,067)	\$	(113,937)	\$	(23,130)
Total Expenses	\$ \$ \$ \$	(2,721,313)		(2,973,066)		251,753
·	·	, , ,	ľ			,
OPERATING RESERVE (LOSS)	\$	115,351	\$	20,720	\$	(94,631)
Food & Beverage Total, net	\$	(148,271)	\$	(217,705)	\$	(69,434)
Golf, net	\$	163,908	\$	131,254	\$	(32,654)
Pool, net	\$ \$ \$	(52,456)	\$	(60,273)	\$	6,495
*						
Golf Merchandise Sales	\$	212,676	\$	185,691	\$	(26,985)
Golf COGS	\$ _\$ _\$	164,476	\$	131,715	\$	(32,761)
Net Merchandise Contribution	<u>\$</u>	48,201	\$	53,976	\$	5,775
Golf COGS %		22.7%		29.1%		6.4%

LFCC 2022 Capital Fund Summary/Projection Meeting Date:

Meeting Date:	Actual 2021	Budget 2022	2023	2024	2025	2026	5+ Projection 2022-2026	
Beginning Fund Balance Capital Dues IF - Canital nortion	\$ 361,117 541,763	\$ 341,879 572,348	\$ 197,629 \\\$ 572,348	572,348	387,921 572,348	\$ 325,693 572,348	\$ 341,879 2,861,740	
Interest Income Capital Assessments Total Funds Available	578 - 903,458	914,227	- 226'692	823,819	- 960,269	898,041	3,203,619	
Current Loans & Leases (see separate wksht) Operating Lease Payments Capital Lease Payments Loan Payments Total Committed Payments	37,288 149,067 213,258 399,612	37,288 127,479 158,052 322,819	12,428 84,699 130,449 227,576	54,269 130,449 184,718	38,427 129,369 168,796	33,767 128,829 162,596	49,716 339,641 677,148 1,066,505	
Uncommitted Funds	503,846	591,409	542,401	639,101	791,473	735,444	2,137,114	
Specifc Reserves HVAC Replacement Clubhouse/Dining Upgrades Tennis Courts Replace		26,000 90,000	000'06	000'06	30,000		56,000 360,000	
Forms Common Newson Bunker Upgrades Emergency Reserves Total Reserve Fund	,	25,000	25,000 115,000	25,000 115,000	125,000 25,000 270,000	50,000 125,000 25,000 200,000	50,000 250,000 25,000 741,000	
Available	503,846	450,409	427,401	524,101	521,473	535,444	1,396,114	
Projects Dump Site Cart Under pass Path Repair Tennis Court- Windscreens 19th Hole Equipment Pool Vacuum Computer Server & Updates Costom Grinding Maintenance								
water neater golf Course Blower Kitchen Equipment Renairs	8,130	10,000	5.000			22.000	10,000	
Roof Replacement Pool Furniture	90,177	10,000	6,000		25,000		41,000	
bunkets/Saria Waintenance Shed Repairs/Roof Tranis Note	1,4400	30,000	000,		0 200		30,000	
remis nets Practice Tee/Range improvements	È '			4,000	7,300	4,000	8,000	
Clubhouse Signage & entry repairs Parking Lot Resurface Circle Drive Improvements	1	25,000 75,000 10,000				200,000	25,000 275,000 10,000	
Internet Upgrade Camera Upgrades/Stingrays Camera Upgrades/Stingrays Camera Upgrades/Stingrays Coolers Coolers	3,091 8,644	15,000	, ,				15,000	
coil stipp improvements Locker Room Improvements Cart Parking Resurface/Tent Tree Work	14,469	5,000	15,000 15,000 20,000	15,000	20,000		35,000 40,000 10,000	
Projected NEW Equipment Commitments Total Projects/NEW Commitments	. A	72,780	129,930 200,930	142,180 161,180	173,280 220,780	204,128 430,128	722,298 1,290,798	
Ending Fund Balance - Projected	\$ 341,879	\$ 172,629	\$ 226,471	\$ 362,921 \$	300,693	\$ 105,316	\$ 105,316 OK	
A - From Ground's projected equipment schedule and KSM review								

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

Ballot for the Board of Directors for Lincolnshire Fields Country Club Meeting Date: December 6, 2021

Memb	oer Name	Member #
	Country Club to serve and procontribute to the success and business for the last 9 years, v different country clubs, I feel years, I have spent a significat of our wonderful LFCC membilike to represent their interest Lincolnshire Fields Country C.	er): I am interested in becoming a Board Member at Lincolnshire Fields ovide input regarding decisions that impact our membership and help viability of our club. As someone who has operated a membership-based worked at a country club in my youth, and who grew up as a member at 4 would bring a wide-ranging perspective to the board. Over the last 6 nt amount of my free time at LFCC and developed friendships with many ers. Currently, there is not a junior member on the board, and I would its as well as the interest of all current and future members of lub. As a member owned club, we have unique challenges and gical input and calculated decision making, and I want to be a part of that for years to come.
	2016 & 2017 as the Junior Me restructuring the Junior Meml the last two years, this has led to fight for Junior Members, su part of the board during the twith the LFCC staff and Kempthe Ghost Rider program, whis franchisee and believe he can membership. He is a very avid	es Scott has been a member at LFCC since 2012. He served on the board in ember representative. During his tenure, he was instrumental in ber program, which today has almost 90 members in that category. Over I to 14 Junior Members converting to Equity Membership. He continued uch as giving them voting rights at the annual meeting. Scott was also ransition to KemperSports. During that transition, he worked closely er to help make the transition as seamless as possible. He helped create ich today allows us to have free range balls. Scott is a Jersey Mike's Subshelp assist in improving the Food & Beverage experience for the digolfer and participates in most of the events throughout the golf season. Using to grow the Junior Membership and help lay the foundation for the
	in Marketing from the Univers marketing director when she 2016, she and Randy purchase Resources and is currently the	In the Minneapolis area, Laurel was living in Dallas, finishing up her MBA sity of Texas-Dallas, working for Arby's corporation as a regional field met her husband Randy, at an Arby's national conference in Hawaii. In ed the 16-restaurant franchise. She achieved her professional in Human e Vice President of HR for their company. Laurel has been a member of impaign and married Randy in 1997. She has previously served on the gold secretary.
	the University of Illinois and r Royster and has a wealth of ex with his wife Jennifer and two	s have been members of LFCC for over a decade. Toney is a graduate of received his Juris Doctor from LSU. Currently, Toney is a partner at Heyl experience with workers compensation. Toney lives here in Champaign of daughters Sophia and Tessa. Mr. Tomaso has most recently served as d to continue to help shape the future of our club.
	e choose up to <u>two</u> of the fol a three-year term on the Bo	lowing Regular Equity members and <u>one</u> Junior Member to eard from 2022-2024:

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

Proxy

Lincolnshire Fields Country Club of Champa appoint Toney Tomaso, President of the	Transferable Equity Certificate ("TEC") of aign, Inc. ("CLUB"), do hereby constitute and the Board of Directors of the Club, or lawful attorney-in-fact, agent and proxy to
represent me at the Annual Meeting of the Moof December, 2021 at 7:00 P.M., at the Cluble vote for me in my name, place and stead, or	Iembers of the Club to be held on the 6th day house, and at any adjournment thereof, and to all matters of business as may come before with the same effect as I could, if personally
I reserve the right to reclaim this Proxy if I d	o attend the Annual Meeting.
Dated:	, 2021
	Please Print Name
	Signature