The Proposed Merger of Berry Hills and Edgewood Country Clubs
The Best of Both Worlds

Two clubs for the price of one.

Challenging Golf – 7 Days a Week

Fulfilling Dining – 7 Days a Week

Swimming and Tennis at Two Campuses

Fitness Facilities Every Day

More Services and Amenities for the Same Price
Challenging

Two great golf courses to choose from – 7 days a week.

Having two great golf courses to choose from provides one of the biggest member benefits from the merger of Berry Hills Country Club and Edgewood Country Club.

As a member of the Country Club of Charleston, general members will be able to play the Berry Hills Golf Club or the Edgewood Golf Club, as they prefer. And because each golf course can be scheduled to be closed on a different day each week, at least one of the courses will be always be open for play seven days week!

Having two courses will be a big advantage when it comes to scheduling golf outings because the course schedule can be managed so that one course is open for member play when the other is booked for an important revenue-producing outing. Plus, two courses for the members to use for selected special events and tournaments will add an element of variety and challenge to the club’s golf calendar.

No matter how you slice it, the two challenging golf courses at the Country Club of Charleston will guarantee you get even more out of your country club membership!

“If you’ve ever wanted to play golf at the club – and the course is closed for a tournament – that won’t be the case anymore. Or, if you have company in from out of town and want to take them to the club but it’s closed, that’s a thing of the past as well.”
Fulfilling

More dining choices – 7 days a week.

At the Country Club of Charleston there will virtually always be a dining venue available for the members to enjoy at one of the club’s two campuses as part of their membership benefit. With over 1,000 members in the new club, the opportunity to offer new and popular dining events, such as Wednesday Family Dinner Night or Sunday Brunch, will expand to include four dining venues, all with different menus. And all without any additional cost to the members.

Dining at the Country Club of Charleston will mean excellent food and service at prices that provide good value for the membership – at all of the club’s dining facilities. Plus, through savings from labor efficiency and more efficient use of the dining facilities and staffs, the club will be better able to cover its costs so food prices should, at the very least, remain more stable as food costs increase.

Even if you continue to dine when and where you always have, you’ll know you have another whole set of facilities and menus at your disposal when the need arises. And you won’t be paying any more. Now, that’s a satisfying feeling!

“All of the dining facilities at both campuses are part of the club and members will have complete access to them. Members will have the option to dine at either campus as a part of their membership benefit.”
Dear Members,

We have a big decision to make. It doesn’t have to be made today – or even on Saturday, July 14th.

It WILL be made, though – either proactively or reactively. With our declining and aging population base, it’s accepted knowledge that the Kanawha Valley cannot sustain two independent country clubs well into the future.

We read about these situations every day – most recently in the Pittsburgh area which attempted a merger of three clubs several years ago. The merger failed; and since then, two of the clubs are now public.

So, it’s a question of how and when events take place that will shape the futures of both clubs.

Let us be clear. We’re not saying “the sky is falling.” We’re just pointing out that it’s getting pretty cloudy – and we’re trying to get ahead of the curve while the control is in our collective hands from a proactive stance, rather than in a reactive realm.

Your Boards of Governors from both clubs have voted unanimously to proceed with the merger and vote of the memberships – between Berry Hills Country Club and Edgewood Country Club – and we’ve done it for economic reasons that will help both clubs come together to THRIVE, not merely survive.

Think of it as “2 for 1” and “Getting the Best of Both Clubs.” Here are just a few of the advantages:

- **Golf** – 7 days a week
- **Dining** – 7 days a week
- **Pools** – Use of 2 facilities
- **Fitness** – Use of 2 facilities
- **Social Outings** – Increased attendance/revenues

We realize this is a big decision for many of you. And, for many of you, it’s a no-brainer.

Lots of rumors have been swirling around, and we’ve done our best to address every question we’ve heard in this comprehensive brochure – everything from capital improvements to the availability of tee times.

In this brochure, you will also find:

- **Membership Information**
- **Dues Structures**
- **Frequently Asked Questions**

Members from each club have worked diligently on this proposed merger for many months. An independent accountant from another part of the state has also reviewed the financial statements, pro formas and cash flow documents.
Multiple banks have stepped forward enthusiastically and have asked to be considered to finance the merged operations, should the initiative pass.

While we’ve addressed the areas of operations, facilities management, financial synergies and projected growth that would result from the proposed merger, we realize some of you may be uncomfortable about a merger because of different reasons.

Maybe you have concerns along these lines:

“I joined (Berry Hills or Edgewood) because I wanted to be a member of that club. And I want to keep it that way.”

These feelings are perfectly understandable and valid. We would just invite you to think of things in this way:

You can still stay on your “campus” and enjoy your facilities just like you always have. In fact, the proposed merger will only strengthen the position that you can CONTINUE to have your own individual campus well into the future.

It’s all about perspective. If you look through this lens, you’ll still be able to keep what you have – and you’ll be gaining security for the future (even if you never use any of the facilities of the other club).

Others may look through the lens of “2 for 1” and “getting the best of both clubs.” We know from our experiences with the reciprocity process that members from both clubs are indeed taking advantage of these additional opportunities. But that’s up to you. You can choose never to set foot on the other campus if you don’t want to.

It all depends on your perspective. And we’re doing everything we can to help you form your own perspective – and to make the most informed decision possible for yourself.

We value your input, and we want to hear from you about any questions or concerns you may have as you ponder this decision. We’re making every effort toward transparency by providing as much information as possible across multiple platforms – through written communications such as this brochure, e-mail updates and information posted on the websites of both clubs.

In addition, we’re having a series of informational meetings in the coming weeks, leading up to the membership vote on Saturday, July 14th. Those knowledgeable about the merger will be available at each meeting to answer your questions personally, and we welcome the opportunity to talk with you and your families face-to-face.

This decision and our futures (either collectively or individually) rest in your hands. Thanks for taking the time to thoroughly consider your options.

Respectfully,

Scott Miller, President, BHCC
Bobby Reishman, President, ECC
Background and Objectives

Why are the two clubs proposing a merger?
To provide additional facilities for members while stabilizing dues levels and insuring the long-term economic viability of both clubs. Since 2000, the game of golf and private clubs have seen a decrease in participation by 10%. Both Berry Hills Country Club and Edgewood Country Club have experienced a decline in general memberships in recent years. It is difficult for a city of Charleston’s size, barely 50,000 people, to support two prosperous and growing clubs over the long term.

What is the strategic vision for having just one club in Charleston?
The vision is to execute a merger of equals -- between the two strongest country clubs in West Virginia, to form an exceptional club with over 1,000 total members, which can be sustained for decades into the future. A stronger membership base, combined with the operational and cost efficiencies that will be realized through a merger of the clubs, will help insure the prosperity and sustainability of both clubs. And, a club with two campuses is very attractive to potential members – providing two types of golf facilities and additional racquet facilities and increased dining opportunities for all members.

Will the clubs’ names change and, if so, what is the proposed name for the new club?
The new club will be known as The Country Club of Charleston. However, the heritage and tradition of each of the current clubs will be preserved by continuing to refer to the golf facilities as the Berry Hills Golf Club and the Edgewood Golf Club. The physical locations will be known as the Country Club of Charleston Berry Hills and Edgewood campuses.

Are there plans to close one of the facilities?
Absolutely not. One of the main objectives of the merger is to be able to offer the members all the advantages of separate campuses for golf, dining and other activities. Closing one of the clubs and eliminating the amenities at either club would defeat that purpose. Following a successful merger, the facilities will be referred to as the Berry Hills Campus and the Edgewood Campus and both will continue to offer the full range of member benefits.
What if I want to use the amenities offered by my current club and not use the other?
You will not have to change your usage in any way. In fact, the amenities and facilities at your current club's campus are likely to improve.

What if I don’t want to hang around the members of the other club?
Then don't. Continue to associate with your current group of friends and enjoy all the benefits available to you at your current campus. There are going to be plenty of things to do and enjoy at each club campus. There will just be more to do at both.

FINANCIAL BENEFITS OF THE MERGER

Have financial projections been prepared to estimate the cost savings that will be realized through combined operations of the clubs?
Yes. The Treasurers of both clubs have worked with the respective Boards and independent outside advisors to prepare extensive analyses of the financial impact of the merger. These analyses take into account current and future membership trends; opportunities for banquet and dining revenue growth; increased golf outing activity and revenue; consolidation of house and grounds staffs; savings on golf course maintenance through staff consolidations, volume of purchases and shared maintenance equipment; and consolidation of office personnel and management restructuring; as well as savings realized through debt consolidation and refinancing. Financial synergies and cost saving is the primary driver of most the country club mergers that are taking place all across the country today.

If the merger happens, what capital improvements will take place?
Because Edgewood recently completed an extensive capital improvement effort, it is anticipated that the bulk of immediate capital improvements will occur at the Berry Hills campus. While these improvements will be subject to the action of the new Board of Governors, a number of areas have been targeted for improvement at Berry Hills, including the kitchen, men's locker room, parking, as well as general golf course changes and improvements. Design for these improvements at Berry Hills would begin immediately following approval the merger.

How will these capital improvements at Berry Hills be funded?
The merger committee anticipates the estimated cost of these immediate improvements at Berry Hills to be approximately $500,000. It is anticipated that the new Board will add this additional investment as part of a total refinancing of the combined clubs’ existing debt in order to fund the Berry Hills improvements immediately.

What is the debt situation for each club?
Based on year-end 2011 financial statements, the combined debt obligations owed to financial institutions at both clubs was approximately $4,500,000, with approximately $3,100,000 of that debt at Edgewood and $1,400,000 at Berry Hills. The approximate 2:1 ratio of existing debt at the clubs exists primarily due to the extensive capital improvements recently completed at Edgewood. Just a few years ago, following improvements and renovations at Berry Hills, the debt ratio was reversed. (At that time, the long-term debt at Berry Hills was approximately $2,700,000 and at Edgewood was $2,100,000.)

A combined balance sheet of the two clubs as of December 31, 2011 is shown as an exhibit at the end of the questions and answers section of this brochure.

Have the clubs’ financial statements been audited?
As a matter of standard operating procedure, neither club has felt it necessary to complete a formal audit of their financial statements on an annual basis. With regard to the proposed merger, the merger committee and representatives from both clubs have determined that an extensive financial audit and preparation of certified financial statements would not be cost beneficial to either club at this time. The completion of financial audits, which would go beyond the standard level of financial reporting at either club, would involve extensive cost and is not required by club bylaws or the clubs’ financial institutions.

However, the Treasurers of both clubs routinely prepare extensive analyses of the clubs’ financial records. Representatives from the Berry Hills Treasurer’s independent public accounting firm perform a detailed analysis of account balances on a monthly basis. At Edgewood, the club’s financial statements are prepared internally and analyzed by the Treasurer and the Finance Committee of the Board.

Can that long-term debt be refinanced to reduce monthly debt service costs?
Combining the debt service and obtaining refinancing under more favorable terms offers one of the strongest
benefits of the merger. It is estimated that by refinancing the current combined debt at today’s more favorable interest rates the club will realize a monthly savings of more than $4,500, or over $54,000 annually! Even by adding the additional $500,000 for immediate capital improvements at Berry Hills, the new club will reduce its monthly debt service payment through refinancing.

**Is this refinancing realistic and available?**

The merger committee believes the Country Club of Charleston will become a very attractive borrower to banks and other lenders. In fact, multiple Charleston area financial institutions have provided letters of interest expressing their desire to make financing available to the Country Club of Charleston, subject to underwriting and final approval.

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**MEMBERSHIP CATEGORIES AND DUES**

**How many members does each club currently have?**

Currently, both Berry Hills and Edgewood have an equivalent number of members – about 525 at each club. At Berry Hills there are 280 general members and 140 social members. Edgewood has 260 general members and 130 social members. The remainder of the members at each club are included in small amounts spread throughout other membership categories.

**What will happen to my membership in the consolidation?**

Membership categories will remain exactly as they currently exist at both clubs for a period of two years following the effective date of the merger. For new members joining the club after the effective date of the merger, the membership categories set forth in the bylaws will apply. After the expiration of the two-year period following the effective date, all memberships will be converted into one of the new classes of membership set forth in the bylaws of the Country Club of Charleston.

**Will my dues be affected by the merger?**

No. Existing Berry Hills and Edgewood members will not experience any increase in their dues and fees for the first two years. Any increases or decreases after that time will be set by the Board of Governors – comprised of representatives from both campuses – as needed, as they have in the past. The Board will have the authority to increase dues and fees by up to a maximum of 5% per year. After the initial two year period, all dues will convert to the schedule shown on the following page. It is the consensus of the merger committee that any future increases to cover operating expenses or improvements will be substantially lessened by virtue of the stronger financial position of the new club following the merger.

**Are there any exceptions to the freeze on current categories and dues for two years?**

Yes, one exception applies to single members at Edgewood who currently pay 60% of the dues of general members. Since Berry Hills does not have a single member classification, the plan is for the dues of the Edgewood single members to remain unchanged at 60% of the amount for general dues for the first year, increase to 80% of the general dues for the second year, and then increase to 100% of the general dues after two years in order to make the dues structure equitable across the board. If the Board of Governors should want to reconsider the single membership dues category, it could be revisited at any time in the future.

The existing categories of membership and dues structure at both clubs as well as the new membership categories and dues for the Country Club of Charleston are shown in the following page.

**Are there any changes to the categories of membership?**

No, there will be a moratorium on these categories of membership for a two-year period following approval of the merger and existing members of both clubs will be grandfathered into their current member category. However, after two years, members in the Edgewood Golf Only and Dining categories will be required to select another category of membership from those offered by the club. Golf and Dining memberships will no longer be offered. For the first two years following the effective date of the merger, these Golf and Dining members will continue to pay the same dues as they currently pay.

**Will I change membership categories due to the merger?**

No. For two years following the effective date of the merger, your monthly dues and membership category will remain unchanged. After two years, all members will fall into the appropriate membership category for the Country Club of Charleston, as specified in the membership categories and dues chart on the following page.
### General Memberships

<table>
<thead>
<tr>
<th>Category</th>
<th>Edgewood Current Dues</th>
<th>Berry Hills Current Dues</th>
<th>Country Club of Charleston Proposed Dues</th>
</tr>
</thead>
<tbody>
<tr>
<td>General Membership</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Family</td>
<td>$374.69</td>
<td>$389.18</td>
<td>$390.00</td>
</tr>
<tr>
<td>Single</td>
<td>$224.80</td>
<td>$306.70</td>
<td>Age x $100 = Annual Dues</td>
</tr>
<tr>
<td>Age 35-39</td>
<td>$374.69</td>
<td>$389.18</td>
<td>$350.00</td>
</tr>
<tr>
<td>Age 31-34</td>
<td>$224.80</td>
<td>$306.70</td>
<td>Age x $100 = Annual Dues</td>
</tr>
<tr>
<td>Age 30 and Under</td>
<td>$195.00</td>
<td>$215.50</td>
<td>Age x $100 = Annual Dues</td>
</tr>
</tbody>
</table>

### Social Memberships

<table>
<thead>
<tr>
<th>Category</th>
<th>Edgewood Current Dues</th>
<th>Berry Hills Current Dues</th>
<th>Country Club of Charleston Proposed Dues</th>
</tr>
</thead>
<tbody>
<tr>
<td>Social</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Family</td>
<td>$281.19</td>
<td>$187.49</td>
<td>$227.00</td>
</tr>
<tr>
<td>Single</td>
<td>$168.71</td>
<td>$143.59</td>
<td>$175.00</td>
</tr>
<tr>
<td>Age 35-39</td>
<td>$281.19</td>
<td>$187.49</td>
<td>$175.00</td>
</tr>
<tr>
<td>Age 31-34</td>
<td>$168.71</td>
<td>$143.59</td>
<td>$120.00</td>
</tr>
<tr>
<td>Age 30 and Under</td>
<td>$109.00</td>
<td>N/A</td>
<td>$120.00</td>
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</table>

### Other Memberships

<table>
<thead>
<tr>
<th>Category</th>
<th>Edgewood Current Dues</th>
<th>Berry Hills Current Dues</th>
<th>Country Club of Charleston Proposed Dues</th>
</tr>
</thead>
<tbody>
<tr>
<td>Senior</td>
<td>$279.50</td>
<td>$255.22</td>
<td>$292.50</td>
</tr>
<tr>
<td>Non-Resident A</td>
<td>$200.00</td>
<td>$247.81</td>
<td>$215.00</td>
</tr>
<tr>
<td>Non-Resident B</td>
<td>$76.83</td>
<td>$111.13</td>
<td>$100.00</td>
</tr>
<tr>
<td>Golf</td>
<td>$150.00</td>
<td>N/A</td>
<td>After 2 Years Must Select Another</td>
</tr>
<tr>
<td>Associate</td>
<td>$179.90</td>
<td>$191.51</td>
<td>After 2 Years Must Select Another</td>
</tr>
<tr>
<td>Dining</td>
<td>$216.29</td>
<td>$100.00</td>
<td>After 2 Years Must Select Another</td>
</tr>
<tr>
<td>Honorary/Charter</td>
<td>N/A</td>
<td>BHCC Honorary/Charter</td>
<td>CCC Honorary/Charter</td>
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</tbody>
</table>

### Food Minimum/Service Fee

<table>
<thead>
<tr>
<th>Category</th>
<th>Edgewood Current Dues</th>
<th>Berry Hills Current Dues</th>
<th>Country Club of Charleston Proposed Dues</th>
</tr>
</thead>
<tbody>
<tr>
<td>Food Minimum/Service Fee</td>
<td>$50.00</td>
<td>$185.00</td>
<td>$50.00</td>
</tr>
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</table>

### Other Golf Fees

<table>
<thead>
<tr>
<th>Category</th>
<th>Edgewood Current Dues</th>
<th>Berry Hills Current Dues</th>
<th>Country Club of Charleston Proposed Dues</th>
</tr>
</thead>
<tbody>
<tr>
<td>Guest Fee</td>
<td>$55.00</td>
<td>$60.00</td>
<td>$60.00</td>
</tr>
<tr>
<td>House Guest</td>
<td>$30.00</td>
<td>$30.00</td>
<td>$30.00</td>
</tr>
<tr>
<td>Unaccompanied Guest (w/cart)</td>
<td>$85.00</td>
<td>$85.00</td>
<td>$85.00</td>
</tr>
<tr>
<td>Cart Fee - Full 18</td>
<td>$36.00</td>
<td>$30.50</td>
<td>$31.00</td>
</tr>
<tr>
<td>Cart Fee - Half 18</td>
<td>$18.00</td>
<td>$15.25</td>
<td>$16.00</td>
</tr>
<tr>
<td>Cart Fee - Full 9</td>
<td>$24.00</td>
<td>$19.50</td>
<td>$20.00</td>
</tr>
<tr>
<td>Cart Fee - Half 9</td>
<td>$12.00</td>
<td>$9.75</td>
<td>$10.00</td>
</tr>
<tr>
<td>Golf Only - 18</td>
<td>$25.00</td>
<td>N/A</td>
<td>$26.00</td>
</tr>
<tr>
<td>Golf Only - 9</td>
<td>$12.50</td>
<td>N/A</td>
<td>$14.00</td>
</tr>
<tr>
<td>Push Cart - Member Owned</td>
<td>$5.00</td>
<td>N/A</td>
<td>$5.00</td>
</tr>
<tr>
<td>Push Cart - 18 Rental</td>
<td>$14.00</td>
<td>N/A</td>
<td>$14.00</td>
</tr>
<tr>
<td>Push Cart - 9 Rental</td>
<td>$7.00</td>
<td>N/A</td>
<td>$7.00</td>
</tr>
<tr>
<td>Golf Bag Storage</td>
<td>$80.00</td>
<td>$115.00 + $35.00/Bag</td>
<td>$120.00 + $35/Bag</td>
</tr>
<tr>
<td>Optional Full Locker</td>
<td>$150.00</td>
<td>$170.00</td>
<td>$170.00</td>
</tr>
<tr>
<td>Optional Half Locker</td>
<td>$85.00</td>
<td>$85.00</td>
<td>$85.00</td>
</tr>
<tr>
<td>Mandatory Range &amp; Handicap</td>
<td>$275.00</td>
<td>$200.00</td>
<td>$240.00</td>
</tr>
</tbody>
</table>
**What if I am currently a member of both clubs?**  
Great news! Your dues and fees will basically be reduced significantly (in the range of a 50% savings) since you will only belong to one club that offers all the benefits of two separate campuses. Your membership in the Country Club of Charleston will give you access to all the facilities and benefits that previously had been offered by both clubs individually. Currently there are less than 10 members that are members at both clubs.

**What about new members who join within the next two years? What are their dues?**  
The information on membership classifications is shown in the chart on page 9 and specifies all of the membership levels available after the merger for new members and after the initial two years for existing members.

**Is there a food minimum for the new club?**  
No. The merger committee has recommended there be no monthly or quarterly food minimum and no service charge on food and beverage checks except for banquet events. Instead, a monthly service fee of $50 will be included. The monthly service fee is considered a prepaid fixed gratuity.

Berry Hills members will continue to pay a quarterly food minimum and service charge at current rates for two years following the effective date of the merger. Thereafter, a monthly service fee will be in effect – currently proposed at $50 per month. There will be no change for Edgewood members who currently pay a $50 monthly service fee. Members joining the new club after the effective date of the merger will pay the monthly service fee.

**Is there an initiation fee for new members?**  
Subject to the action of the Board of Governors of the Country Club of Charleston, it is anticipated that initially there will be an initiation fee of $3,000 for new general members to join the Country Club of Charleston. The initiation fee for new social members will be $1,000.

**Will there be an open enrollment?**  
We have anticipated an open enrollment period of 60 days following approval of the merger. This enrollment period will allow new members to join the Country Club of Charleston without paying an initiation fee. Existing social members will also be allowed to upgrade their membership and avoid the proposed initiation fee. All new members joining during the open enrollment period are subject to a two-year membership commitment.

**Will my member number change?**  
If there are duplicate numbers, new numbers will be issued at the time of the merger.

**Will there be corporate memberships in the new club?**  
Yes, they are included in the general membership classifications.

**What is the policy for college students that are away at school? Can they use the club’s facilities when they are home without becoming members on their own?**  
Yes, the proposed bylaws for the Country Club of Charleston provide that students may use the facilities through age 25 as long as they remain a resident of the member household.

**What about children over the age of 21 but out of school? Are they eligible to come to the clubs on their own?**  
No, the bylaws provide that privileges will cease at age 21 if not a student and resident of the member household.

### Governance and Staff

**Who has been responsible for the merger proposal?**  
Interested representatives from each club and the Board of Governors of each club met independently over the past year to evaluate the need, potential and benefits for proposing a merger to the membership of both clubs. After 14 months of due diligence with finance committees, synergy committees, dues and membership categories committees, bylaws committees, and execution of the plan of merger and consolidation, the Board of Governors of both clubs have called a special meeting to vote on the merger and consolidation between Berry Hills Country Club and Edgewood Country Club, or to abandon such merger.

**Who will run the new club?**  
In accordance with the Plan of Merger and Consolidation, following the effective date of the merger, The Country Club of Charleston Board of Governors will be comprised of a 12-person Board of Governors (six members selected from each of the current clubs’ memberships) with committees similarly structured. Officers of the board will be elected from among the board’s members.
The members of the Board of Governors for the Country Club of Charleston following the effective date of the merger are:

The Country Club of Charleston
Board of Governors

From Berry Hills Country Club
Derek Godwin
Kent Harwell
Scott Miller
Raj Shah
Jim Snyder
Mark Staun

From Edgewood Country Club
Dale Clowser
Ed Gaunch
Brace Mullett
Robert Reishman
Salem Smith
Paul White

How can two clubs be managed at one time?
If the plan of merger is approved, the two clubs will become one club. Governance will be provided by a 12-person board of governors (six from each club) with committees similarly structured. There will be one general manager and clubhouse managers at each campus.

Will the bylaws be changed?
Yes. A proposed set of bylaws is included in the packet of information provided to the members. An effort has been made to incorporate the best features from the existing bylaws of both clubs.

Who will have voting rights in the new club?
Voting rights will be given to all members of the club in the General Membership categories, including Junior Intermediate and Junior members.

What will happen to the staff at both clubs?
The general manager and the Board will manage the club in the best interest of the membership by taking into account current and future membership trends; banquet and dining revenue; golf outing activity and revenue; consolidation of house and grounds staffs; savings on golf course maintenance through staff consolidation, volume of purchases, and shared maintenance equipment; and the consolidation of office personnel and management restructuring. It is anticipated that some efficiency and synergy will be realized through attrition.

Will the compensation and benefits of the staff change?
The compensation and benefits of the staff will only change with an increase in responsibilities.

Can members use both golf courses?
Yes. Having two great golf courses to choose from is going to provide one of the biggest member benefits from the merger. As a member of the Country Club of Charleston, members will be able to play the Berry Hills course or the Edgewood course, as they prefer. And because each golf course can be scheduled to be closed on a different day each week, at least one of the courses will be always be open for play seven days week!

What days will the clubhouses be open?
A clubhouse will be open and ready to accommodate golfers seven days a week.

What is the club policy for outside golf outings at both courses?
Golf outings are an important source of revenue for both clubs. Currently, Mondays are set aside for course maintenance and group or corporate outings. Outings on other days will still require Board approval.

Most importantly, having two courses to choose from will be a big advantage for the membership when it comes to scheduling golf outings. That’s because the course schedule can be managed so that one course is open for member play when the other is booked for an outing.

What is the tee time policy for each course?
Tee times will still be made in the same way as before. There will not be any change to the advance notice required for tee times. As far as tee times are concerned, there will be no changes made.

Will the policy on bringing guests to play golf be changed?
We anticipate the same rules regarding guest play will remain in effect.

Can I carry my clubs at either course? What about using a pull cart?
Current rules will apply at each course.

What about related golf fees for guests, cart rental, etc.? Will they remain the same?
Yes. The current fees for guests, cart rental, bag storage, locker rental, and range fees will remain just as they
are at both courses for the next two years. Then, after two years following the merger, the golf fees will be subject to change at Board discretion based on volume and usage. The proposed golf fees for the Country Club of Charleston after two years are shown on the membership dues chart above and are very much in line with fees currently charged at both Berry Hills and Edgewood.

Where will the Member-Guest golf event be held this year and in the following years?
This year there will be one Member-Guest event at each club. Next year the Member-Guest event may be consolidated and played on both courses. Having two great golf courses for the members to use for selected special events and tournaments will add an element of variety and challenge to the club’s golf calendar. This will ultimately be a decision for the golf committee.

What about golf lessons? Who will teach and at which club?
There will be golf professionals at both courses, so members will have the option of two professional staffs and two practice and teaching facilities to choose from.

Will there be a junior golf camp this coming summer?
Yes. The intention is to schedule day camps for juniors to play golf, tennis and swim according to member demand.

Dining

Are there plans to close one of the facilities?
Absolutely not. One of the main objectives of the merger is to be able to offer the members all the advantages of separate campuses for golf, dining and other activities. Closing one of the clubs and eliminating the amenities at either club would defeat that purpose.

Will the club hours change if the merger takes place?
The hours will remain the same initially. Following completion of the merger, club management may adjust the hours of operation based on the usage of the facilities at each campus.

Will the club be open seven days a week?
Yes, one of the two clubs will always be open seven days a week.

Will both locations celebrate holidays?
There are two possible answers to this question. Traditional celebrations like Labor Day, Thanksgiving etc. will reflect member demand. If both facilities are being booked, both can be open, but the reality is one facility with increased participation will be the norm. If the issue is whether both clubs will be closed for a holiday, the answer is no.

Will the dining change if the clubs merge?
Only for the better! There will virtually always be a dining venue available at one of the two clubhouses. Plus, dining choices will expand to include four dining venues, all with different menus. Staggered closings will allow more efficient use of dining facilities and staffs. The same is true for the golf courses – at least one will be open for play seven days a week.

Can I visit both facilities to dine?
Yes, of course. All facilities at both campuses are part of the club and members will have complete access to them.

What are the hours at both dining rooms?
We don’t anticipate a change in dining room hours until member usage dictates the most popular times.

Is there a food minimum for the new club?
No. The merger committee has recommended there be no monthly or quarterly food minimum and no service charge on food and beverage checks except for banquet events. Instead, a monthly service fee of $50 will be included. The monthly service fee is considered a prepaid fixed gratuity.

Berry Hills members will continue to pay a quarterly food minimum and service charge at current rates for two years following the effective date of the merger. Thereafter, a monthly service fee will be in effect – currently proposed at $50 per month. There will be no change for Edgewood members who currently pay a $50 monthly service fee. Members joining the new club after the effective date of the merger will pay the monthly service fee.

What if I show up with my family at ECC for Wednesday Night Family Dinner without a reservation and they are full that evening?
Hopefully, members will better utilize reservations as it can significantly reduce labor costs. However, a slight delay would be the only inconvenience.

Will there always be a Sunday brunch at one of the two locations?
It is anticipated that a Sunday brunch will be hosted at one location or the other each week, based on member demand and usage. With over 1,000 members in the new club, the
opportunity to offer new and popular dining events will expand.

**Who do I call about dinner reservations? If one club is full, can I go to the other?**
Initially, we would anticipate calling the desired facility as you do now. However in the future, reservation phone numbers may well be consolidated as administrative services are merged. You always have the option to dine at either campus. They will both be part of your membership benefit.

**Will menu prices increase if the merger is approved?**
Not because of the merger. The goal will be to provide excellent food and service at prices that provide good value for the membership at all of the club's dining facilities. The merger committee anticipates significant savings in labor efficiency and more serving days without labor increases. The goal is to cover costs so prices should, at the very least, remain more stable as food costs increase.

### Fitness Facilities

**What about fitness facilities and privileges? Will Berry Hills members have access to both Edgewood and Nautilus for workouts?**
The fitness and spa facilities at Edgewood will be available to all members of the club. In addition, since the space there could be limited at times of high use, the Nautilus membership, which is available at no additional cost to current Berry Hills members, will also be expanded to include current Edgewood members. New members joining the club will also be able to take advantage of the fitness facility at the Edgewood campus and at the Nautilus.

**Special Events and Parties**

**Can I still use my current club to host special events?**
Yes, and the facilities at both locations will be available to host parties, private events, and business meetings. Members will have complete freedom to choose either facility for these activities. Each club has different size rooms and facilities. An event coordinator will be available to work with members to make sure needs are met.

**Swimming**

**Will both pools be available for swimming?**
Yes, now members can swim at both campuses using either pool, as they prefer. Many members will enjoy the flexibility of an added pool but, of course, a member's pool preference doesn't need to change.

**What will the hours of operation of the pools be?**
The hours will be as requested by the members and approved by the Board.

**What if I don’t want to drive to the other club for my child’s swim lessons?**
You won't have to because it is anticipated that the club will offer lessons at both swimming facilities.

**Tennis and Racquet Sports**

**As a member will I be able to use the tennis facilities on both campuses?**
Yes. As is the case for golf, swimming, dining and other activities, members will have full access to all the facilities on both campuses. Plus, after the merger, former Berry Hills members will also be able to enjoy the squash courts at Edgewood's downtown campus.

**When will the courts be open?**
Memorial Day through Labor Day.

**What will happen to the tennis program at my club?**
There will be more playtime, competition and better events and outings.

**Will tennis lessons be available at both campuses?**
It is anticipated that the club will offer lessons at both tennis facilities.

**Will there be a junior tennis camp this coming summer?**
Yes. The intention is to schedule day camps for juniors to play tennis according to member demand.
Which club will oversee the calendar?
There will be one calendar to be managed by a joint team. Members will be able to call one phone number to get needed information to book facilities at either campus for a party or private event.

Who do I call about hosting a dinner event?
Initially, we would anticipate calling the desired facility as you do now. However in the future, reservation phone numbers may well be consolidated as administrative services are merged. You always have the option to host an event at either campus. Access to all the facilities will be part of your membership benefit.

Will it cost the same to host a wedding or private dinner at either club?
Costs will be the same assuming the menu choices and other selections are the same. The cost will be a factor of the services and food ordered.

Who is eligible to vote on the merger proposal?
Per the existing by-laws of both clubs, only General members in good standing are granted voting rights. Only those members whose accounts are current and in good financial standing are eligible to vote.

What does the Board of Governors recommend?
The Board of Governors of both clubs unanimously approved the Plan of Merger and Consolidation with and into the Country Club of Charleston. The Boards are submitting the Plan of Merger and Consolidation to their respective Membership for their approval of the merger and the transactions contemplated thereby.

What is the vote required to approve the merger proposal at the Special Meeting of Berry Hills Country Club?
The bylaws of Berry Hills require 15% of the eligible voting members to constitute a quorum for the special meeting. If a quorum exists at the special meeting, approval and adoption of the merger requires an affirmative vote of at least two-thirds of the votes cast by the members present. Any “no” or “abstain” votes cast will effectively be counted as votes against the merger.

For purposes of approval of the adjournment/postponement proposal, the affirmative vote of the majority of the members present is required.

Is the voting process different for Edgewood members?
Approval and adoption of the merger by Edgewood requires an affirmative vote of at least two thirds of the votes cast. However, the Edgewood bylaws allow an option for proxy voting by mail. Edgewood members will receive a packet of information about the proposed merger, including a proxy card. After reviewing these documents carefully, members who choose to vote by proxy may do so by indicating on the proxy card how they want their membership interest to be voted. Then by completing and returning the proxy card their interest may be represented at the special meeting. The proxy card must be received before the special meeting in order for their vote to be counted.

Can Edgewood members change their vote by proxy card?
Yes, any proxy vote can be changed at any time before the proxy is voted at the special meeting by (1) sending written notice to the Edgewood Corporate Secretary revoking the proxy (2) completing and submitting a new proxy card (the latest vote will be counted) or (3) attending the special meeting and voting in person, thereby revoking any earlier proxy. Abstentions are counted as present and entitled to
vote for purposes of determining a quorum. An abstention, cast either in person or by proxy, will have the effect of a “NO” vote in connection with the merger.

When will the merger be complete?
It is anticipated the merger could be completed just as soon as all legal requirements and filings have been completed. However, there is no assurance of when or if the merger will occur. First, approval must be obtained in accordance with the bylaws and membership of both clubs. Other conditions to closing provided in the merger agreement also need to be satisfied or waived.

It is anticipated that members will begin to enjoy all the benefits and have access to the amenities offered by the new club immediately following approval of the merger.

What if I support the merger, what’s next? What should I do now?
Edgewood members should vote “FOR” the proposal and mail their proxy card as soon as possible so that their membership interest may be represented at the special meeting. Proxy cards must be received before the special meeting. Of course, Edgewood members can attend the special meeting of the membership at Edgewood scheduled for Saturday, July 14, 2012 and vote in person if they prefer.

Berry Hills members entitled to vote must attend the special meeting at Berry Hills on Saturday, July 14, 2012 in order to vote “FOR” the plan of consolidation and merger. Proxy voting by mail is not allowed per the Berry Hills bylaws.

What if I oppose the merger, what’s next?
Plan to attend at least one of the informational sessions scheduled at both clubs to seek answers to your questions or concerns. If still opposed and entitled to vote, attend the special meeting of your club on Saturday, July 14, 2012 and cast your vote in opposition.

What if the merger isn’t approved by the shareholders?
Then both clubs will continue to operate independently.

What should I do or who should I contact if I have questions?
If you would like more information you have a number of good options. The leadership at both clubs plans to host information meetings onsite at each club. These meetings will span a two-week time period in order to be as accommodating as possible for every member who is interested to attend. It is hoped these alternative dates for the informational meetings will help the members with scheduling conflicts.

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BERRY HILLS COUNTRY CLUB
EDGEOUD COUNTRY CLUB

COMBINED BALANCE SHEET
12/31/2011

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Notes: A special assessment of the members currently in place for improvements and renovations at Edgewood will end in December 2012 and will reduce liabilities at Edgewood to approximately $3,000,000 at year-end 2012. Current liabilities include the current portion of bank debt.
Important Dates

Meetings for the purpose of providing additional information and addressing questions from the members about the proposed merger are scheduled for the clubs’ members:

**Berry Hills Country Club**

Informational Meeting #1:
Wednesday, June 27, 2012
3:00 - 7:00 pm

Informational Meeting #2:
Saturday, July 14, 2012
9:00 - 11:00 am

**Edgewood Country Club**

Informational Meeting #1:
Wednesday, June 27, 2012
6:00 pm

Informational Meeting #2:
Saturday, July 14, 2012
11:00 am

Special meetings of the membership of both clubs for the purpose of voting on the plan of consolidation and merger are scheduled for:

**Berry Hills Country Club**

Saturday, July 14, 2012
12:00 Noon
1 Berry Hills Drive
Charleston, WV 25314

**Edgewood Country Club**

Saturday, July 14, 2012
12:30 pm
1600 Edgewood Drive
Charleston, WV 25302
Berry Hills Country Club
# 1 Berry Hills road
Charleston, West Virginia 25314
(304) 744-1393
www.berryhillscc.com

Board of Governors
Officers
Scott Miller – President
Jim Snyder – Vice President
Mark Staun – Secretary
Derek Godwin – Treasurer

Board Members
Bob Gray
Jerry Nelson
Kent Harwell
Scott Miller
Raj Shah
Martha Walker

Edgewood Country Club
1600 Edgewood Drive
Charleston, West Virginia 25302
(304) 343-5557
www.edgewoodcc.com

Board of Governors
Officers
Robert Reishman – President
Paul S. White – Vice President
Bruce C. Leckie – Secretary
Stephen Kawash – Treasurer

Board Members
Pat Bibbee
Brace Mullett
Byron Calhoun
Robert McCoy
Charles Capito
Lizbeth Robey

David Clayman
Wilson Shuman
Dale Clowser
Salem Smith
Marianne Kapinos
Muhammad Riaz