

PHILLIPS | MUDD

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Sent via regular U.S. mail and e-mail.

To the (current & former) equity and associate members
Of the College Park Woods Swimming Club, Inc.

**RE: NOTICE OF SPECIAL MEETING FEBRUARY 16, 2017 AT 7:30PM
MEMBER VOTING CERTIFICATE AND PROPOSED AMENDED BY-LAWS**

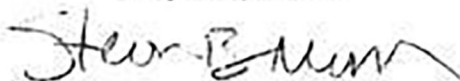
Dear Club members:

As you may know, the Board of Directors has retained me as the corporate attorney. On October 18, 2016, the current members and Board of Directors unanimously voted to sell the Club's properties to the City of College Park and amend its by-laws. On January 24, 2017, the Board has made an offer to sell the property to the City of College Park. The Board now seeks your approval to amend the corporate by-laws so that (A) Associate Members will not be entitled to any proceeds from the sale; and (B) Equity Members may donate any proceeds from the sale into a charitable trust to preserve the pool. **If you vote in favor of the new by-laws, you will be giving up your rights to the sale proceeds.** You should consult an attorney for any questions you may have. If you do not have an attorney, contact the Lawyer Referral Services program sponsored by the Prince George's County Bar Association via telephone at (301) 952-1440.

The Board of Directors will hold a special meeting on **February 16, 2017 at 7:30PM** at the Club house for a final vote of the following issues: (1) to approve the amended by-laws; (2) to ratify the election results from the October 18, 2016 Annual Membership Meeting; and (3) to ratify the offer to sell the property to the City of College Park; and (4) to dissolve the Company. Please be advised that this meeting's sole purpose is to vote on these issues, and properly record each member's vote. Enclosed is a Vote Form and Proposed Amended Bylaws for your review.

If you cannot attend the meeting, you should sign, complete and send the Voting Certificate to Barbara, Judith or me as soon as possible but no later than **March 1, 2017**. If you have any further questions, feel free to contact a Board member or me. My e-mail address is steven@phillipsmudd.com. Thank you for your prompt attention and consideration in this matter.

Very Truly Yours,



Steven B. Mudd, Esquire

Enclosures

COLLEGE PARK WOODS SWIMMING CLUB, INC.
Member Voting Certificate

I, _____, whose address is _____
being either a current or formal member of
the College Park Woods Swimming Inc., do hereby affirm and represent that:

YES

NO

1. I have read and reviewed the proposed amended by-laws for the Club.

2. I understand that I have been given an opportunity to speak to an attorney about the proposed amended by-laws and the legal effects it will have on my right to receive any proceeds from the sale of the Club's properties.

Name of Attorney (if any): _____

3. I approve the proposed amended by-laws for the Club.

4. I consent and ratify the election results of Directors and Corporate Officers that was held on October 18, 2016, to wit: (a) Barbara Pianowski as President; (b) Richard Heath as Vice-President; (c) Carolyn Bernache as Secretary; and (d) Judith Oarr as Treasurer; and (e) each Director/Officer shall serve a two year term commencing on December 1, 2016 and ending on November 30, 2018.

5. I consent and ratify the unanimous decision reach on October 18, 2016 by the Board and present members to sell the Club's properties, both real and personal, to the City of College Park, Maryland.

6. Upon said sale, I consent and ratify the decision to dissolve the company in accordance with terms and conditions of the proposed amended by-laws.

7. I understand the legal effects of my vote, am legally competent to vote; and I have made my selections knowingly and voluntarily without threat of duress.

DATE

SIGNATURE

(SEAL)

STATE _____)

) ss:

COUNTY _____)

BE IT KNOWN that before me, a notary public, on this ____ day of _____, 2017, the signatory acknowledged that the execution of this Voting Certificate was of his/her free will and act:

(SEAL)

NOTARY PUBLIC/NOTORIAL OFFICER

My commission expires on: _____