

Letter to Membership

January 14, 2022

Re: Prospective Settlement of Legal Proceedings with ADK

Dear Members:

We are writing to follow up with the status of our legal proceedings with the main club (“ADK”).

We have decided that it is in the best interests of our organization and members to settle our legal dispute with ADK and disassociate.

If the settlement agreement is finalized and we disassociate, we will no longer be affiliated with, or a chapter of, ADK. We will operate as a stand-alone organization, continue to operate Camp Nawakwa, and offer various benefits to our members. ADK intends to form a new unincorporated New York chapter and ADK will provide more information to you in that regard. You will have the option to remain a member of either our stand-alone organization or ADK, both or neither.

In order to effect this disassociation, ADK demanded a donation. After much debate and negotiation, the Board authorized a donation.

At the special meeting of the Board, the Board voted to authorize, in principle, a disassociation from and settlement with ADK, which includes a fund donation to ADK in the amount of \$50,000. A true and correct copy of the notice of Resolution is attached to this letter. Your attention is directed to our by-laws, in particular Article V Section 2 and Article VII Section 1, for a further explanation of the process related to this resolution.

We understand that you may have questions regarding the foregoing. We have scheduled a special membership meeting (notice of which is enclosed herewith) on February 24, 2022 at 7:00 p.m. via Zoom. Notice of that meeting will follow separately.

In the meantime, we thank you for your understanding and for your membership and continued support.

Very truly yours,



Eve Mancuso, Secretary

RESOLUTION
OF
BOARD OF DIRECTORS
OF
NEW YORK CHAPTER, INC. OF THE ADIRONDACK MOUNTAIN CLUB, INC.

I, Eve Mancuso, as Secretary of the Board of New York Chapter, Inc. of the Adirondack Mountain Club, Inc., a non-profit corporation organized and existing under the laws of the State of New York (the "Corporation"), DO HEREBY CERTIFY that the following is a true and correct copy of a resolution duly adopted by the Board of Directors at a duly noticed meeting of the Board, and that such resolution has not been rescinded or revoked, and is as present in full force and effect:

WHEREAS the Board of Directors, by vote at the duly noticed meeting on January 5, 2022, at which a quorum was present, authorized, in principle, a disassociation from and settlement with ADK, which includes a fund donation to ADK in the amount of \$50,000.;

RESOLVED that the Corporation is authorized to effect a disassociation from and settlement with ADK, which includes a fund donation to ADK in the amount of \$50,000;

AUTHORIZED the directors and officers of the Corporation to take all necessary and proper steps to carry out the foregoing resolution.

I hereby certify that 10 out of 10 directors were present at the meeting, with a total of 10 voting as follows: 10 voted to approve the resolution, and 0 nay votes.

I am the Secretary of the Corporation, and I am authorized and empowered to certify the above resolution.

Dated January 17, 2022



Eve Mancuso, Secretary