

August 10, 2012

Dear Shareholder:

You are cordially invited to attend a Special Meeting of the Shareholders of ODD FELLOWS SIERRA RECREATION ASSOCIATION on September 23, 2012 at 9:00 a.m. at the Odd Fellows Sierra Park Recreation Hall, Long Barn, California.

The items of business to be acted on during the Meeting include:

- a)** To consider the transfer of all real property located within I.O.O.F. Odd Fellows Sierra Camp Subdivision No. 1 and I.O.O.F. Odd Fellows Sierra Camp Subdivision No. 2 (collectively, the "Park") which is owned by the Corporation together with all improvements and fixtures located thereon (collectively, the "Assets to Be Transferred") to Sierra Park Community Services District (an entity to be formed by the Corporation for, among other things, the operation and maintenance of such real property, improvements and fixtures and the repair and replacement of such improvements and fixtures), *excepting only*, Lot 67 Block 21 (APN 031-064-10) of the Park which is owned by the Corporation (the "Caretaker's Lot"). The Corporation will retain an easement over the streets and roads of the Park for ingress and egress and removal of timber from certain real property adjacent to the Park owned by the Corporation. The Assets to Be Transferred will *not* include any other real property owned by the Corporation, including, but not limited to, certain other real property owned by the Corporation adjacent to the Park (commonly referred to as the "Timber Land" and the "Camp Cedarbrook").
- b)** To consider, along with the transfer of the Assets to Be Transferred as set forth above, the transfer of certain water tanks and water lines located on certain other real property owned by the Corporation adjacent to the Park to Sierra Park Community Services District together with an easement to maintain, repair and replace such water tanks and water lines. The transfer of the water tanks and water lines will *not* include the transfer of ownership of the real property on which said water tanks and water lines are located.
- c)** To consider, after the transfer of the Assets to Be Transferred as set forth above, the transfer of any monies remaining in the Corporation's Oak Valley Community Bank deposit account, the Corporation's Oak Valley Community Bank money market account, Wells Fargo Bank (commonly referred to as the "Water Reserve Fund"), Wells Fargo Bank (commonly referred to as the "Equipment Reserve Fund"), and Wells Fargo Bank (commonly referred to as the "Road Reserve Fund") to Sierra Park Community Services District less:

  - i) all costs and expenses incurred by the Corporation in providing water to lot owners of the Park;
  - ii) all costs and expenses incurred by the Corporation in maintaining and repairing the roads and streets within the Park;
  - iii) all costs and expenses incurred by the Corporation in providing the use to the lot owners of the Park of certain areas of, and improvements to, the Park, owned by the Corporation, including, without limitation, access gate, lake,

recreation hall, picnic area, baseball field, playground, and other similar types of areas and improvements;

iv) all costs and expenses incurred by the Corporation in providing other services to the lot owners of the Park, including, without limitation, pine needle removal, trash disposal, snowplowing, maintenance and repair of vehicles and equipment used to provide services, an onsite caretaker to assist in providing services, improving, maintaining and repairing access gate, lake, recreation hall, picnic area, baseball field, playground, and other similar types of areas and improvements, and certain other services;

v) all expenses and costs incurred by the Corporation in connection with the formation of Sierra Park Community Services District and the qualification of Sierra Park Community Services District as a community services district, the transfer of the Assets to be Transferred and the water tanks and water pipes referenced above and the granting of the easement referenced above, including, but not limited to, attorneys' fees and costs and surveying fees and costs;

vi) all attorneys' fees and costs incurred by the Corporation in connection with litigation set forth hereinafter and in connection with certain other legal matters; and

vii) such reserves as are determined by the Corporation as necessary to provide for any contingent liabilities with regard to any of the foregoing.

No transfer of any monies will take place until the Assets to Be Transferred have been transferred and the Corporation has paid (or reserved against) all costs, expenses and liabilities referenced above.

**d)** To discuss the complaint filed by certain former members of the Odd Fellows Sierra Homeowners' Association against the Corporation with the California Public Utilities Commission;

**e)** To discuss the complaint filed by Odd Fellows Sierra Homeowners' Association against the Corporation with the California Public Utilities Commission;

**f)** To discuss that certain judgment entered against Odd Fellows Sierra Homeowners' Association in favor of the Corporation in Tuolumne County Superior Court, Case No. CV 57297;

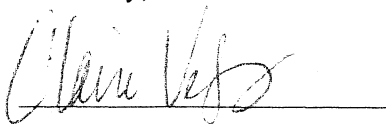
**g)** To discuss three separate small claims actions filed by Charles Varvayanis and Patricia T. Jones against the Corporation in Tuolumne County Superior Court; and

**h)** To conduct such other business as may properly come before the meeting or any adjournment thereof.

Your participation in the affairs of the Corporation is important, regardless of the number of shares you hold. If you do not plan to attend the Meeting, please return the proxy in the envelope provided.

I look forward to seeing you on September 23, 2012

Cordially,



Claire Velayas, Secretary

ODD FELLOWS SIERRA RECREATION ASSOCIATION PROXY

I hereby appoint \_\_\_\_\_ to act as my proxy and vote all stock owned by the undersigned at the special meeting of the shareholders of Odd Fellows Sierra Recreation Association.

It is my understanding that said special meeting of shareholders will take place on September 23, 2012.

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_

Odd Fellows Sierra Recreation Assoc.  
P. O. Box 116  
Long Barn, CA 95383

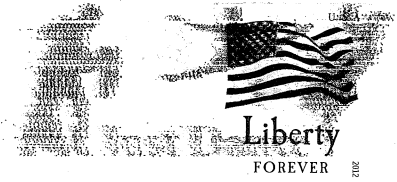


**Odd Fellows Sierra Recreation Assoc.**  
**P. O. Box 116**  
**Long Barn, CA 95335**

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**VARVAYANIS, CHARLES**  
**P.O.Box 395**  
**Long Barn CA 95335**

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