

membership plan





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Dear Future Member/Owner:

The right setting transforms a moment. It elevates every second to unforgettable, makes masterpieces of the mundane. Places like this inspire us. They help us breathe more deeply; relax our shoulders a little bit more. Places like this remind us of what life is really about.

Nakoma is one of these places, a stunning jewel of the Sierra Nevada. It feels different out here. There's extra magic in the air. Frank Lloyd Wright himself designed the clubhouse to embody connection – with the land, with the trees and the mountain air, with our closest friends and family, with ourselves.

Remote as it is scenic, Nakoma feels untouchable by the outside world when you're here. Lose track of time and unwind on our championship golf course. Discover Altitude – our new family adventure center – and Ascend, our inspiring collection of mountain-modern homes. Remove the stress of the daily grind at the Spa at Nakoma, over a drink at FLoW Bar & Lounge, or dining in the iconic Wigwam Room. Lose yourself in the peaceful beauty of this place, and keep every moment here close.

There's a lot to be said for mountain-town hospitality. It's what makes life at Nakoma truly special. Whatever the season, Nakoma will make a believer out of anyone.

Find yourself in the Lost Sierra. Escape to serenity. Nakoma ... on the grid, but happily away from gridlock.

A warm welcome to you and yours,

Ryan M. Schoff
President / The Schomac Group, Inc.
General Partner / Nakoma Associates, L.P.

“TOP 30 SUMMER RESORTS”

SKI MAGAZINE (MOUNTAIN SUMMER EDITORS)

“THE BEST IN GOLF”

LINKS

“TOP 100 BEST GOLF SHOPS”

GOLF WORLD BUSINESS

“TOP 100 FAIRWAYS”

GOLF FOR WOMEN

“TOP 25 FRIENDLIEST STAFF”

GOLF ADVISOR



DISCOVER NAKOMA

Discover Artistry // The centerpiece of the Nakoma Resort is its iconic Frank Lloyd Wright designed Clubhouse. Emerging from the surrounding pines, this mountain masterpiece houses a Reception Foyer, Wigwam Dining Room, FLoW Bar & Lounge, Spa and Fitness Facilities, award winning Golf Shop and Ski Touring Center in the winter.

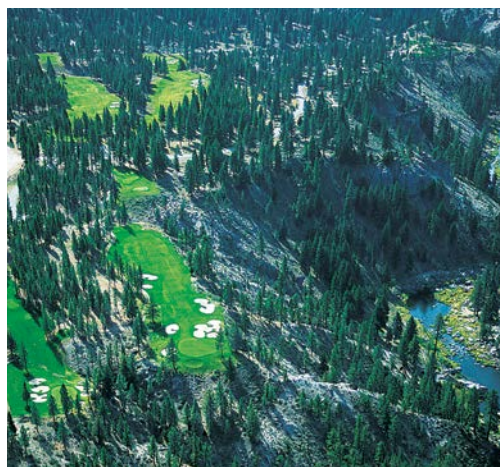
Discover Legendary // Perched above the wild and scenic Feather River, is Nakoma's championship mountain golf course boasting stunning views from every tee box. Keeping an eye on the ball is a challenge in such an exquisite natural environment. The dramatic vistas are perfectly complemented by the Robin Nelson designed championship course that accommodates all ability levels.

Discover Adventure // A hidden gem in the Lost Sierra, the Nakoma Resort is situated less than an hour drive northwest from Truckee/Lake Tahoe and a similar distance from Reno. It is surrounded by the majestic Sierra Nevada, nearly 50 alpine lakes, and the scenic Feather River. In addition to golf, owners have easy access to an abundance of lake, river and stream fishing, hiking, mountain biking, horseback riding, cross-country skiing, snow shoeing, and a year-round calendar of festivals and special events. Downhill skiing awaits at Northstar, one of Lake Tahoe's pre-eminent ski destinations just 45 minutes away. Peace, tranquility, recreation, and adventure satisfy during every Nakoma season.

Discover Amenities // A master planned, gated resort community of only 400 homesites across 1,280 acres, Nakoma's 18-hole championship golf course and 24,000 square foot Clubhouse is further enhanced with a fitness center, meeting rooms, dining rooms and bar/bistro, function rooms, spa facility, sports shop, an indoor swimming pool, hot tub, steam shower and sauna, among other amenities.

Discover Altitude // In the summer of 2017 we opened the doors of the new Altitude Recreation Center. It features a bar & bistro, pool and hot tub facilities, climbing wall, game center, and much more fun for the whole family. Soon after the opening of Altitude, we will begin to break ground on a marketplace, which will have delectable goodies and easy access to the necessities, tennis courts, and for those who crave the Nakoma lifestyle without the hassle of property management, we will be offering the Ascend Mountain Residences.

Discover Opportunity // Perhaps Nakoma's most noteworthy secret is its real estate prices; Shared-ownership opportunities in the existing, Taliesan-designed Residence Club at Nakoma from \$49,500, Resort Homesites starting at \$100,000, Phase I residences starting in the \$600,000s, and mountain-modern homes from the \$300,000 to over \$2 million.



NakomaResort.com

ABOUT YOUR MEMBERSHIP

Homesites at Nakoma are not created equal. You've come to the right place. If you are reading this booklet, you are considering the purchase of a Nakoma Resort Homesite (a "Resort Homesite") in the Gold Mountain community (the "Community"). These Resort Homesites are being sold by the owner of the Nakoma Resort (the "Resort") and the acquisition of one automatically makes its owner and their family Social Members of the Resort. This is done in accordance with a Homesite License Agreement (the "Agreement") between the Resort and those individuals who choose to make Nakoma their home by acquiring a Resort Homesite in the Community.

Through the Agreement, all owners of Resort Homesites enjoy the privilege and benefits of recreational use rights in the Resort's facilities. These recreational use rights permit the Resort Homesite owner, as an incident of ownership, to use and enjoy certain Resort facilities and provides the owner with other ancillary benefits at the Resort such as discounts on food & beverage, merchandise and spa treatments, charging privileges, concierge services, and inclusion in an array of membership activities. These use rights do not require application for membership in the Resort by any owner and do not require any subsequent purchaser of an owner's property to buy or acquire a membership in the Resort. Instead, membership is a privilege that comes with the purchase of a Resort Homesite in the Community.

Under the Resort membership program, a base resort amenity package for use of the Resort Facilities is included for an upfront Initiation Fee of \$10,000 and Resort dues of \$100 per month per owner. The fee and dues grant the use rights and benefits under a Social Membership, which an owner acquires automatically by owning a Resort Homesite. By being a Social Member, each Resort Homesite owner also automatically enjoys the right to upgrade his or her membership to an "Activity," "Single Golf" or "Family

Golf" Membership for an additional annual amount paid to the Resort. The benefits and privileges of these categories of Nakoma Resort memberships are described later in this membership booklet on pages 9 through 14.

The annual upgrade option makes economic sense for owners of Resort Homesites who hold a Social Membership as it provides year-to-year flexibility amongst amenity packages and payment structures. It also avoids member's needing to commit to a long term plan. It is important to point out that this upgrade option will only be available to Social Members. Put differently, the ability to upgrade to, and therefore use Altitude Recreational Center, planned tennis/sport courts, or purchase an annual pass to the golf course is only available to those owners of Homesites and properties in the Community that are subject to a recorded Homesite License Agreement.

Following are some key aspects of the Resort Program:

- Purchasers of a Resort Homesite from the Resort owner **WILL NOT** be obligated to pay the \$10,000 initiation fee.
- If an owner purchases more than one Resort Homesite, they will only pay Resort dues on the property they designate as their "primary" homesite until the first of the following two events occurs: (i) the Homesite has been improved with a residence and a certificate of occupancy for the residence has been issued by the County; or (ii) the Homesite is conveyed to a third party by the Owner.

The Resort Owner shall be entitled to increase the Monthly Dues, subject only to a cap on annual increases in Monthly Dues for Social Memberships that is equal to the lesser of: (i) the increase in the amount of the Regular Assessment levied by the Gold Mountain Homeowners Association, a



YOUR MEMBERSHIP CONTINUED

California nonprofit mutual benefit corporation, or (ii) the increase in the Consumer Price Index – all Urban Consumers, San Francisco Bay Area Index for the immediately preceding calendar year plus five percent (5%).

As a Social Member, an owner of a Resort Homesite can then apply for direct membership upgrades at the Resort if they seek to obtain Activity, Single Golf

or Family Golf membership. Those owners who elect to upgrade their own Social Membership with the Resort, at any level, do not experience an increase in their base dues amount. In other words, the base dues remain consistent across all membership levels and only the upgrade fee is charged on an annual basis. The amount of Resort dues charged for all categories of membership upgrades in the Resort remain subject to adjustment at the discretion of the Resort Owner.



AMENITIES & SERVICES

The following amenities and services associated with a Social Membership are automatically provided for the enjoyment of Members as an owner of a Resort Homesite:

Clubhouse Facilities // Unlimited use of the existing Clubhouse amenities including the indoor swimming pool, fitness center, locker rooms, steam room and sauna, food & beverage facilities and private function rooms.

Membership Coordinator // A coordinator is the direct contact for all Membership questions and needs. This position will serve as an Ambassador for the Resort and ensure that all members and guests receive the highest level of service during his or her time at the Resort.

Concierge Service // Your Resort concierge will update you on weather conditions, arrange your golf tee times, make your dinner reservations, and take care of any other special needs.



Preferred Pricing // Discounts will be offered to all Social Members as follows (greater discounts apply with each membership level upgrade):

- 5% off menu prices at Wigwam Room and FLoW Bar & Lounge
- 5% off menu prices on the Beverage Cart and Snack Shack (Hole #12)
- 10% off all Spa services
- 10% off all Golf Shop merchandise
- 5% off Daily Rack Rate at the Dragon Golf Course
- 10% off Daily Rack Rate for accommodations at The Lodge for Members and their Guests

Nakoma Touring Center // Conveniently located in the Clubhouse, the Touring Center will be headquarters for cross-country skiing and snowshoeing. The staff will groom ski loops that will be appropriate for the beginner, intermediate and advanced skier. Delight in the spectacular mountain views while benefiting from one of the most enjoyable and efficient forms of outdoor exercise. Ski equipment will be available for rental.

Charging Privileges // Each member will be assigned a membership number that will enable them to make charges to their account. Discounts will be automatically applied with each member receiving a monthly statement for review and payment.

The Nakoma Staff // Your attentive Resort staff is dedicated to making every visit to Nakoma fun-filled and worry-free.

SOCIAL MEMBERSHIP SUMMARY

MONTHLY DUES: \$100 // 2017 ENROLLMENT: N/A



Use of the Clubhouse Swimming Pool	✓
Use of the Clubhouse Fitness Center	✓
Use of the Clubhouse Steam Room and Sauna	✓
Use of all Clubhouse Food & Beverage Facilities	✓
Use of Clubhouse Private Function Rooms	✓
Daily use of the Locker Rooms	✓
Membership Services (Director)	✓
Concierge Service	✓
Charging Privileges for use of facilities and services at Nakoma	✓
Discount on menu prices at the Snack Shack or Beverage Cart	5%
Discount on menu prices at Wigwam Room and FLoW Bar & Lounge	5%
Discount for all Spa services	10%
Discount on Golf Shop merchandise	10%
Discount on Daily Rack Rate at the Dragon Golf Course	5%
Discount on daily rate for accommodations at The Lodge at Nakoma for Members and their Guests	10%



MEMBERSHIP UPGRADE: ACTIVITY

MONTHLY DUES: \$100 // 2017 ENROLLMENT: \$950

Use of Altitude Recreational Center	✓
Use of the planned Tennis and Sport Courts	✓
Use of the Clubhouse Swimming Pool	✓
Use of the Clubhouse Fitness Center	✓
Use of the Clubhouse Steam Room and Sauna	✓
Use of all Clubhouse Food & Beverage Facilities	✓
Use of Clubhouse Private Function Rooms	✓
Daily use of the Locker Rooms	✓
Membership Services (Director)	✓
Concierge Service	✓
Charging Privileges for use of facilities and services at Nakoma	✓
Discount on menu prices at the Snack Shack or Beverage Cart	10%
Discount on menu prices at Wigwam Room and FLoW Bar & Lounge	10%
Discount for all Spa services	15%
Discount on Golf Shop merchandise	15%
Discount on Daily Rack Rate at the Dragon Golf Course	10%
Discount on daily rate for accommodations at The Lodge at Nakoma for Members and their Guests	15%
Discount on Activity Rates for Member's Guests	10%



ALTITUDE: Altitude Recreational Center includes a resort-style pool, bar/bistro, expansive fitness facility, children's play area, game center, climbing wall, movie theater, and more.

MEMBERSHIP UPGRADE: GOLF



SINGLE GOLF

MONTHLY DUES: \$100 // 2017 ENROLLMENT: \$1,950

FAMILY GOLF

MONTHLY DUES: \$100 // 2017 ENROLLMENT: \$2,950

Use of Altitude Recreational Center	✓
Use of the planned Tennis and Sport Courts	✓
Annual Membership at the Dragon Golf Course*	✓
Annual Membership at the Feather River Inn Golf Course	✓
Use of the Clubhouse Swimming Pool	✓
Use of the Clubhouse Fitness Center	✓
Use of the Clubhouse Steam Room and Sauna	✓
Use of all Clubhouse Food & Beverage Facilities	✓
Use of Clubhouse Private Function Rooms	✓
Daily use of the Locker Rooms	✓
Membership Services (Director)	✓
Concierge Service	✓
Charging Privileges for use of facilities and services at Nakoma	✓
Discount on menu prices at the Snack Shack or Beverage Cart	10%
Discount on menu prices at Wigwam Room and FLoW Bar & Lounge	10%
Discount for all Spa services	15%
Discount on Golf Shop merchandise	15%
Discount on daily rate for accommodations at The Lodge at Nakoma for Members and their Guests	15%
Discount on Activity Rates for Member's Guests	10%
Discount on Golf Rates for Golf Member's Guests	10%

**25 cart fees included with single golf membership. 50 included with family membership.*





MEMBERSHIP COMPARISON

MEMBERSHIP TYPE	SOCIAL	ACTIVITY	SINGLE GOLF	FAMILY GOLF
MONTHLY DUES	\$100	\$100	\$100	\$100
2017 ENROLLMENT	\$0	\$950	\$1,950	\$2,950
Use of the Clubhouse Swimming Pool	✓	✓	✓	✓
Use of the Clubhouse Fitness Center	✓	✓	✓	✓
Use of the Clubhouse Steam Room and Sauna	✓	✓	✓	✓
Use of all Clubhouse Food & Beverage Facilities	✓	✓	✓	✓
Use of Clubhouse Private Function Rooms	✓	✓	✓	✓
Daily use of the Locker Rooms	✓	✓	✓	✓
Membership Services (Director)	✓	✓	✓	✓
Concierge Service	✓	✓	✓	✓
Charging Privileges for use of facilities and services at Nakoma	✓	✓	✓	✓
Discount on menu prices at the Snack Shack or Beverage Cart	5%	10%	10%	10%
Discount on menu prices at Wigwam Room and FLoW Bar & Lounge	5%	10%	10%	10%
Discount for all Spa services	10%	15%	15%	15%
Discount on Golf Shop merchandise	10%	15%	15%	15%
Discount on Daily Rack Rate at the Dragon Golf Course	5%	10%		
Discount on daily rate for accommodations at The Lodge at Nakoma for Members and their Guests	10%	15%	15%	15%
Discount on Activity Rates for Member's Guests		10%	10%	10%
Discount on Golf Rates for Golf Member's Guests			10%	10%
Use of Altitude Recreational Center		✓	✓	✓
Use of the planned Tennis and Sport Courts		✓	✓	✓
Annual Membership at the Dragon Golf Course			✓	✓
Annual Membership at the Feather River Inn Golf Course			✓	✓

QUESTIONS & ANSWERS

What are the advantages of Resort membership?

Membership provides an immediate array of amenities, services, discounts and preferred pricing to the Member at the Nakoma Resort. It also grants the Member an option to upgrade their membership to an Activities, Single Golf or Family Golf level, an option that is only available by being a Social Member under the Homesite License Agreement.

As a Resort member, what are my privileges?

Every Resort Homesite owner is a Social Member in the Nakoma Resort as a result of purchasing a Resort Homesite. That Social Membership is a vested property right under the Agreement. Please refer to page 9 of this booklet to review the amenities, services, discounts and preferred pricing available to you. Being a Social Member also provides you the option to upgrade your membership directly with the Resort on an annual basis for a fixed fee.

Is there an Initiation Fee associated with Social Membership?

If you purchase a Resort Homesite from the Resort owner then the \$10,000 initiation fee is waived. Please consult your sales agent if you are considering purchasing a homesite from a 3rd party to determine if the property has a membership.

What are the Resort dues for Membership under the program?

The Resort has established the Social Membership dues to be \$100.00 per month. This amount covers all of the ongoing costs associated with a Social Membership other than personal charges incurred by a Member. The amount of Resort dues charged for all categories of membership remain subject to adjustment at the discretion of the Resort Owner. In addition to the monthly dues, Members will be invoiced monthly for any personal charges incurred by the Member or Immediate Family Members

while enjoying the restaurant, the spa or other Resort amenities where personal charging privileges are available.

When do I begin paying Social Membership dues?

You will begin paying dues upon taking title to your property.

Will the public be able to use the Resort Amenities?

Yes and No. Altitude Recreation Center will be for the exclusive use of Members (Resort Homesite owners, Residence Club members and the future owners of the planned Ascend Mountain Residences) and Resort Guests (those staying at the Lodge at Nakoma). The Resort golf course, food & beverage facilities and spa services will remain open to the general public. However, every opportunity to provide priority to Members and their guests will be actively pursued.

How many memberships will be sold?

Social Memberships are tied to the number of homesites in the Community, of which there are currently 400. Therefore, should all homesite owners elect to become Resort Homesites there would be 400 Social Members. At build out, it is anticipated that there will also be up to 40 Ascend at Nakoma owners and up to 100 Residence Club owners as members as well. The Resort has also reserved the right to release a very limited number of memberships in the future such as Founder, Associate, Invitational and/or Honorary memberships. These may or may not be issued.

Have these types of programs been embraced by other prestigious developments?

Yes. While developing this program, it was determined that it is similar to what other successful, luxury developments in the region have done such as Schaffer's Mill, Lahontan and Martis Camp.



QUESTIONS & ANSWERS

Can more than one family or individual share a single membership?

Membership is limited to the Resort Homesite owner and their Immediate Family Members (spouse of the owner and all unmarried children of either the owner or the owner's spouse who are eighteen (18) years of age or younger who are living with the owner on a permanent basis in the home and dependent children over the age of eighteen (18) who are full-time students). If an owner is not married, the owner may designate one other person with the Member on a permanent basis.

What if I decide to rent my home?

If a Resort Homesite owner chooses to rent their home, they will be able to designate the tenant as the "acting" member during the term of the rental agreement. We will just ask to have a copy of the rental agreement or other proof of the renter's tenancy and authorization from the Resort Homesite owner. While the tenant is the acting member, the actual member will be unable to use the benefits associated with the membership. Put differently, only one person can be the designated member at one time. Should the tenant have extended family or house guests during their stay, those guests will be able to use the facilities as well with guest fees applying where necessary.

Do members own the Resort assets?

No. The Resort real estate is held by the Resort ownership, with the members having an ongoing right to use the facilities per the Agreement. This is what is referred to as a non-equity membership.

How are the base dues of \$100.00/month collected?

Members will be invoiced directly by the Resort.

Will the Monthly Dues , Initiation Fee, upgrade fee and Transfer Fees increase?

The Resort Owner shall be entitled to increase the Monthly Dues subject only to a cap on annual

increases in Monthly Dues for Social Memberships that is equal to the lesser of: (i) the increase in the amount of the Regular Assessment levied by the Gold Mountain Homeowners Association, a California nonprofit mutual benefit corporation, or (ii) the increase in the Consumer Price Index – all Urban Consumers, San Francisco Bay Area Index for the immediately preceding calendar year plus five percent (5%). The initiation, upgrade and transfer fees are subject to adjustment at the discretion of the Resort Owner.

What happens if I stop paying my dues? Can the Resort lien and foreclose on my property?

No. The Agreement does not provide for the Resort to lien or foreclose on your property. In fact, the Homesite License Agreement expressly precludes it. If dues become delinquent, all Membership privileges are suspended until such time that they are paid in full. The Resort reserves the right to charge and collect late fees and/or interest on past due amounts, as outlined in the Agreement.

Who establishes the fees and controls the affairs of the Resort?

The base dues have been set at \$100.00/month per the Agreement. The Initiation Fee and annual upgrade fees are determined by the Resort and will be in part based on increases or decreases in the Resort's annual budget.

Can a Resort membership be resold?

No. Membership rights are tied to ownership of a Resort Homesite. In order to exercise the rights of a Social Member, a person must be an Owner or Lessee of a Resort Homesite. The transfer of a Member's Resort Homesite to a new Owner automatically terminates the transferring Member's Membership Rights, and the transferee Owner automatically becomes the Member in accordance with the provisions of the Agreement.

If I sell my Resort Homesite (or home) does the new owner need to pay the Initiation Fee again?

No. The Initiation Fee is a one-time fee associated with becoming a Resort Homesite. Once that is established, the rights run with the land so that a new owner becomes the Resort member upon purchase. However, in order to reimburse the Resort Owner for a portion of the costs incurred to change the Resort's records pertaining to a Resort Homesite, the Resort Owner shall be entitled to charge a one-time transfer fee (payable by either the transferor-owner or the transferee-buyer, as they may agree among themselves) of \$500.00.

If I own or purchase a Resort Homesite in the Community, when can I start enjoying the privileges associated with a Social Membership?

Immediately.

What is the Homesite License Agreement?

The Homesite License Agreement is a recorded instrument between the Resort owner and each owner of a Resort Homesite. It provides the recreational use rights of a Social Membership in the Resort's facilities for the owner of the Resort Homesite. Without the Agreement, an owner has no inherent rights to use many of the assets owned by the Resort and no right to transfer Social Membership privileges to a prospective purchaser of the owner's Homesite. The recreational use rights permit each Resort Homesite owner, as an incident of ownership of a Resort Homesite, to use certain Resort facilities and provide the owner with other ancillary benefits such as discounts, preferred pricing, and services at the Resort. Please refer to page 9 of this booklet for a description of the benefits and privileges of acquiring a Social Membership.

As a member, how often can I use the Resort Facilities?

As often as you wish, subject only to typical reservations policies and availability (tee times, appointment times, restaurant reservations, etc.).

When is the Resort Year?

Each Resort Year begins on April 1 and ends the following year on March 31.

How do I upgrade my membership?

Social Members can upgrade to an Activity, Single Golf or Family Golf membership by contacting the Membership Coordinator at the Resort.

What does it cost to upgrade my membership?

Please contact the Resort Membership Coordinator to learn about current upgrade costs. These rates are subject to change.

If I upgrade, do my monthly dues increase?

No. Members who upgrade only pay the one-time annual upgrade fee and continue to pay the base Social Member dues.

Will I have a membership number and charging privileges?

Yes. All Members will receive a membership number and have charging privileges throughout the Resort Facilities. Members will be billed on a monthly basis for Resort charges. All of the preferred pricing and discounts associated with your level of membership will be integrated into your account and automatically deducted from your monthly bill.



NAKOMA RESORT DISCLAIMER

Some of the recreational amenities described within this booklet are proposed but not yet built. All features, dimensions, drawings, renderings, plans, and specifications are conceptual and subject to change without notice, and the Resort owner expressly reserves the right to modify, revise or withdraw any or all of these at its sole discretion.

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