**NOTICE OF THE 2014 ANNUAL MEETING OF THE STOCKHOLDERS**

**OF**

**MOUNTAIN VIEW COUNTRY CLUB, INC.**

August 6, 2014

Notice is hereby given, pursuant to Section 1 of Article V of the Bylaws of Mountain View Country Club, Inc. (the “Club”), that the annual meeting of the stockholders of the Club will be held on Saturday, August 16, 2014, commencing at **2:00** **p.m.**, at the clubhouse of the Club located in Greensboro, VT.

The following individuals have been nominated for election to a three-year term on the Board of Directors of the Club:

**A**. Reed Irwin

**B.** Bob Parrish

**C.** Jennifer Ranz

**D.** Gordon Stoner

The President and the Board of Directors of the Club have proposed that the Club’s Bylaws be amended in certain respects (i) to improve and provide increased transparency and definition for various of the Club's governance practices, including (a) the respective roles of the Board of Directors and the President and (b) the respective procedures to be followed by the Board of Directors and by the Club’s stockholders for nominating persons to serve as members of either the Club’s Nominating Committee or Board of Directors, (ii) to abbreviate the period a member of the Club may remain a member if in default in the payment of any initiation fee, dues or assessment, (iii) to require the Club to post certain notices on the Club’s website as well as at the Club’s clubhouse, (iv) to require the Club to post the Club’s Bylaws on the Club‘s website, instead of keeping a copy thereof on file for inspection at the Club’s clubhouse, and (v) to clarify or abbreviate the Bylaws in various other respects.

Copies of the proposed amendments are available for inspection at the clubhouse of the Club. There, upon request, any stockholder may inspect the three-ring binder entitled “MVCC Bylaws”, which binder contains (i) the Club’s current bylaws, (ii) the proposed new bylaws, and (iii) a marked copy of the Club’s current bylaws, showing each of the revisions proposed to be made therein. Copies of the foregoing items (i), (ii) and (iii) are also posted on the Club’s website.

Immediately following the conclusion of the meeting, an organizational meeting of the new Board of Directors of the Club will be held at the clubhouse of the Club in Greensboro, VT.

Respectfully submitted,

Philip H. Gray,

Secretary of the Club