

WORLDMARK, THE CLUB
REGULAR MEETING OF THE BOARD OF DIRECTORS
November 16, 2021
Scottsdale, AZ

1. CALL TO ORDER

In attendance were Cecilia Cuevas, President and Director; Linda Hildebrant, Vice President and Director; Bob Hartsock, Secretary and Director; Mark Payette, Director; Kevin Maciulewicz, Director; Richard Scinta, Wyndham Destinations Vice President – Club and Association Governance; Stephanie Shugarts, Wyndham Destinations Director – Owner Relations; Jodi Rogers, Wyndham Destinations Vice President – Accounting; Trina Miller, Wyndham Destinations Vice President - InSight; Sheriff Masry, Wyndham Destinations Divisional Vice President; Shawn Losk, Wyndham Destinations Director – Accounting; Kristin Bendt, Wyndham Destinations Manager – Hospitality Content; David Oigarden, Wyndham Destinations Vice President – Legal; Geoff Richards, Wyndham Destinations Chief Operating Officer; Jonathan Laskey, Wyndham Destinations Regional Vice President; and WorldMark members John Henley, Lonny Selstad and David Bauer.

2. MEETING MINUTES

The Board reviewed the minutes from the September 22, 2021 board meeting, after which the following motion was made:

UPON A MOTION TO APPROVE THE MINUTES FROM THE SEPTEMBER 22, 2021 BOARD MEETING, duly made by Linda Hildebrant and seconded by Kevin Maciulewicz, the minutes were unanimously approved.

The Board reviewed the minutes from the October 26, 2021 special board meeting, after which the following motion was made:

UPON A MOTION TO APPROVE THE MINUTES FROM THE OCTOBER 26, 2021 BOARD MEETING, duly made by Kevin Maciulewicz and seconded by Linda Hildebrant, the minutes were unanimously approved.

3. PRESIDENT'S REPORT

Cecilia Cuevas recognized John Henley for more than 26 years of service on the Board of Directors and shared appreciation for the President transition during the pandemic.

4. TREASURER'S REPORT

Jodi Rogers reviewed the Treasurer's Report dated October 31, 2021, including profits and losses, total revenues, total expenses, assessment receivables and reserves.

5. RESORT OPERATIONS HIGHLIGHTS

Sheriff Masry reviewed the Resort Operations Highlights for the period ending October 31, 2021.

6. SERVICES AND CLUB MANAGEMENT UPDATE

Trina Miller provided an update on Club Services statistics, booking campaigns and charitable giving.

7. MONTHLY FINANCIAL REVIEW

The Financial Review Committee was provided the Financial Package for the month ending August 31 on October 4, and for the month ending September 30 on October 27.

UPON A MOTION TO ACKNOWLEDGE AND RATIFY THE REVIEW OF THE REFERENCED FINANCIAL PACKAGES, duly made by Mark Payette and seconded by Linda Hildebrant, the motion was unanimously approved.

8. TRANSFER AUTHORIZATION

The Board, by written resolution dated February 14, 2019, authorized management to transfer association funds from the operating and reserve accounts related to the operation of the resorts and association. The detail of all such transfers made during the period of August 1, 2021 through September 30, 2021 was provided to the Board as part of the Monthly Financial Packages.

UPON A MOTION TO RATIFY ALL OF THE TRANSFERS MADE TO AND FROM THE ASSOCIATION'S OPERATING AND RESERVE ACCOUNTS FOR THE PERIOD OF AUGUST 1 THROUGH SEPTEMBER 30, duly made by Bob Hartsock and seconded by Mark Payette, the motion was unanimously approved.

9. 2021 ELECTION RESULTS

The board reviewed the certified election results as provided by the election tabulator Computershare. Cecilia Cuevas was elected to the Members' Only seat and Linda Hildebrant was elected to the At-large seat. Kevin Maciulewicz was elected to the Declarant seat.

UPON A MOTION TO ACCEPT THE CERTIFIED ELECTION RESULTS, duly made by Bob Hartsock and seconded by Mark Payette, the motion was unanimously approved.

10. BOARD OFFICERS

The board discussed the officer positions on the board and reviewed a proposed slate of officers to include Cecilia Cuevas as President, Bob Hartsock as Vice President, Linda Hildebrant as Secretary, and Jodi Rogers as CFO.

UPON A MOTION TO APPROVE THE SLATE OF OFFICERS AS PRESENTED, duly made by Linda Hildebrant and seconded by Mark Payette, the motion was unanimously approved.

11. BOARD COMMITTEES

The board discussed the responsibilities and composition of the various committees.

UPON A MOTION TO APPOINT CECILIA CUEVAS AND LINDA HILDEBRANT TO THE LITIGATION COMMITTEE, APPOINT BOB HARTSOCK, LINDA HILDEBRANT AND KEVIN MACIULEWICZ TO THE AUDIT COMMITTEE, APPOINT CECILIA CUEVAS AND LINDA HILDEBRANT TO THE ELECTION COMMITTEE AND APPOINT LINDA HILDEBRANT AND MARK PAYETTE TO THE FINANCIAL REVIEW COMMITTEE, duly made by Kevin Maciulewicz and seconded by Bob Hartsock the motion was unanimously approved.

12. CLUB GUIDELINES

The Board tabled discussion on Club guidelines for a future meeting.

13. DELINQUENCY POLICY

Jodi Rogers reviewed the delinquency policy and proposed that the policy be updated in the next meeting to memorialize the cancellation date for accounts that remain delinquent at 270 days.

14. FUTURE MEETING DATES

The Board reviewed the proposed dates for 2022 board meetings and acknowledged the dates and/or times may shift.

Thursday, March 3 – Orlando

Thursday, June 16

Thursday, September 22

Thursday, November 10

15. ADJOURMENT

There being no further business before the Board, the meeting was adjourned.

A handwritten signature in cursive script, reading "Linda Hildebrant", is written over a horizontal line.

Linda Hildebrant, Secretary