

*WORLDMARK, THE CLUB*  
**SPECIAL MEETING OF THE BOARD OF DIRECTORS**  
May 21, 2020  
Telephonic

**1. CALL TO ORDER**

In attendance were John Henley, President and Director; Cecilia Cuevas, Vice President, Secretary and Director; Linda Hildebrant, Director; Bob Hartsock, Director; Kevin Maciulewicz, Director; Geoff Richards, Wyndham Destinations Chief Operating Officer; Annie Roberts, Wyndham Destinations Senior Vice President; Richard Scinta, Wyndham Destinations Vice President – Club and Association Governance; Stephanie Shugarts, Wyndham Destinations Director – Owner Relations; Jodi Rogers, Wyndham Destinations Vice President – Accounting; David Oigarden, Wyndham Destinations Vice President - Counsel; Sheriff Masry, Wyndham Destinations Divisional Vice President; and Matt Carvalho, WorldMark outside counsel.

**2. EXECUTIVE SESSION**

The Board adjourned the general meeting and reconvened in executive session to discuss legal matters.

**3. RESOLUTION**

The Board reconvened the general meeting and made the following motion:

**UPON A MOTION TO APPROVE THE MANAGEMENT COMPANY AUTHORITY  
RESOLUTION AS PRESENTED**, duly made by John Henley and seconded by Cecilia Cuevas, the motion was unanimously approved. The resolution is attached as Exhibit A.

**4. ADJOURNMENT**

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



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M. Cecilia Cuevas, Secretary

**RESOLUTION**  
**ADOPTED BY THE**  
**WORLDMARK, THE CLUB BOARD OF DIRECTORS**

**WHEREAS**, the Board has delegated authority to the Management Company pursuant to the Amended and Restated Management Agreement; and

**WHEREAS**, the Board wishes to expressly confirm that responding to the COVID-19 crisis is within the scope of that delegated authority; and

**WHEREAS**, the Board has been and shall continue to be regularly briefed and updated regarding the Management Company's response to the COVID-19 crisis, including, but not limited to, the closing and proposed reopening of Club resorts, enhanced cleaning and staffing protocols at Club resorts, and the implementation of social distancing and other safety precautions at Club resorts:

Based on the foregoing, the Board hereby confirms the continued delegated authority of the Management Company to reopen Club resorts based on criteria articulated by the Management Company, so long as the Management Company continues to provide the Board with regular updates regarding the Management Company's response to the COVID-19 crisis.

**CERTIFICATE OF SECRETARY**

The undersigned, Secretary of WorldMark, The Club, certifies that the foregoing Resolution was duly passed by the Board at its regular meeting held on May 21, 2020.



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M. Cecilia Cuevas, Secretary