

WORLD MARK, THE CLUB
SPECIAL MEETING OF THE BOARD OF DIRECTORS
May 23, 2025

1. CALL TO ORDER

In attendance were Cecilia Cuevas, President and Director; Bob Hartsock, Vice President and Director; Mark Payette, Secretary and Director; Kevin Maciulewicz, Director; Martin Hernandez, Director; Richard Scinta, Wyndham Destinations Vice President – Club and Association Governance; Stephanie Shugarts, Wyndham Destinations Director – Owner Relations; Tim Dierks, Wyndham Destinations Vice President – Owner Utilization; Lisa McMenamin, Wyndham Destinations Director – Club Management; Becky Guthrie, Wyndham Destinations Regional Vice President; David Oigarden, Wyndham Destinations Vice President, Legal; Annie Roberts, Wyndham Destinations Vice President Club & Owner Services; and Art Spaulding, WorldMark outside counsel.

2. WAIVE NOTICE

All directors waived notice of the meeting.

3. ADVENTURE TRAILS AFFILIATION

The board of directors, Wyndham management and the Club's outside counsel discussed the Adventure Trails Affiliation Agreement at length.

UPON A MOTION TO APPROVE THE ADVENTURE TRAILS AGREEMENT WITH AN INITIAL TERM OF FIVE (5) YEARS, duly made by Mark Payette and seconded by Martin Hernandez, the motion was unanimously approved.

4. ATTORNEY ENGAGEMENT

Becky provided the board with an update on the ongoing challenges with Schooner Landing. She asked the board to enter into an engagement letter with Michelle de Rosa to represent the Club in negotiations with Schooner Landing.

UPON A MOTION TO ENGAGE MICHELLE DE ROSA TO REPRESENT THE CLUB IN SCHOONER LANDING MATTERS IN AN AMOUNT NOT TO EXCEED \$50,000, duly made by Mark Payette and seconded by Cecilia Cuevas, the motion was unanimously approved.

5. DUES PAYMENTS TO SCHOONER LANDING

During the Schooner Landing discussion, Becky indicated that Schooner Landing had serviced WorldMark owners at the property fifty days of 2025. These 50 days represent \$97,676.50 of the annual dues charged to WorldMark for 2025.

UPON A MOTION TO PAY THE 50 DAYS OF DUES IN AN AMOUNT NOT TO EXCEED \$100,000, duly made by Bob Hartsock and seconded by Martin Hernandez, the motion was unanimously approved.

6. ASSISTANT SECRETARY

Stephanie Shugarts explained that the vacant position on the River Village IIB board requires candidates to be an officer of WorldMark, The Club. Owner Helene Paros has shown interest in serving on this board.

UPON A MOTION TO APPOINT HELENE PAROS AS ASSISTANT SECRETARY OF THE CLUB FOR THE PURPOSE OF SERVING ON THE RIVER VILLAGE IIB BOARD, duly made by Bob Hartsock and seconded by Martin Hernandez, the motion was unanimously approved.

7. **ADJOURNMENT**

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

A handwritten signature in black ink, appearing to read 'M. Payette', is enclosed within a thin black rectangular border.

Mark Payette, Secretary