

WORLDMARK, THE CLUB
REGULAR MEETING OF THE BOARD OF DIRECTORS
September 17, 2020
Telephonic - Orlando, FL

1. CALL TO ORDER

In attendance were John Henley, President and Director; Cecilia Cuevas, Vice President, Secretary and Director; Linda Hildebrant, Director; Kevin Maciulewicz, Director; Bob Hartsock, Director; Geoff Richards, Wyndham Destinations Chief Operating Officer; 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 -- Legal; Tim Dierks, Wyndham Destinations Director – Club Management; Sheriff Masry, Wyndham Destinations Divisional Vice President; Shawn Losk, Wyndham Destinations Director, Accounting; Sharron Lawley, Wyndham Destinations Manager, Club Management; and Annie Roberts, Senior Vice President, Owner Services and Club Management.

2. MEETING MINUTES

The Board reviewed the minutes from the June 11, 2020 regular board meeting, after which the following motion was made:

UPON A MOTION TO APPROVE THE MINUTES FROM THE JUNE 11, 2020 REGULAR BOARD MEETING, duly made by Cecilia Cuevas and seconded by Bob Hartsock, the minutes were unanimously approved.

3. PRESIDENT'S REPORT

John commended Wyndham's efforts to manage the Club through the pandemic.

4. TREASURER'S REPORT

Jodi Rogers reviewed the Treasurer's Report dated August 31, 2020, including profits and losses, total revenues, total expenses, assessment receivables and reserves.

5. RESORT OPERATIONS HIGHLIGHTS

Sheriff Masry reviewed the third quarter Resort Operations Highlights including the Vacation Ready program.

6. SERVICES AND CLUB MANAGEMENT UPDATE

Tim Dierks provided an update on Club Services statistics and included a detailed explanation of the communications with owners during the pandemic.

7. MONTHLY FINANCIAL REVIEW

The Financial Review Committee was provided the Financial Package for the month ending May 31 on June 30, the month ending June 30 on July 30, and the month ending July 31 on August 28.

UPON A MOTION TO ACKNOWLEDGE AND RATIFY THE REVIEW OF THE REFERENCED FINANCIAL PACKAGES, duly made by Cecilia Cuevas and seconded by John Henley, 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 May 1, 2020 through July 31, 2020 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 MAY 1, 2020 – JULY 31, 2020, duly made by Cecilia Cuevas and seconded by Linda Hildebrant, the motion was unanimously approved.

9. RCI MASTER AFFILIATION AGREEMENT

The board reviewed the proposed sixth amendment to the Master Club Affiliation Agreement.

UPON A MOTION TO APPROVE THE SIXTH AMENDMENT TO THE MASTER CLUB AFFILIATION AGREEMENT AS PRESENTED, duly made by Linda Hildebrant and seconded by Bob Hartsock, the motion was unanimously approved.

10. RATIFICATION OF UNANIMOUS CONSENT

In August, the board reviewed and approved by unanimous consent the temporary adjustment of the minimum night stay requirement to two nights and the check-out time to 10 a.m. to support the efforts to operate the resorts during the during the Covid-19 pandemic.

UPON A MOTION TO RATIFY THE UNANIMOUS CONSENT DATED AUGUST 20, 2020, duly made by Linda Hildebrant and seconded by Bob Hartsock, the motion was unanimously approved. The unanimous consent is attached as Exhibit A.

11. PROPOSED 2021 BUDGET

Jodi Rogers reviewed the proposed 2021 budget including the proposed 2022 reserve budget and answered questions for the board.

12. ADJOURMENT

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



Robert Hartsock, Secretary

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF WORLDMARK, THE CLUB**

The undersigned, constituting all of the duly elected and acting Directors of WorldMark, The Club, a California nonprofit mutual benefit corporation (the "Club"), hereby adopt the following resolution by unanimous written consent, without a meeting, pursuant to Section 7211(b) of the California Nonprofit Mutual Benefit Corporations Code and Section 4.6 of the Club's Bylaws:

WHEREAS, WorldMark, The Club (the "**Club**") continues to navigate the ongoing novel coronavirus / COVID-19 situation, and remains focused on taking steps to ensure owners' vacations are safe;

WHEREAS, Wyndham Resort Development Corporation (the "**Manager**") has developed Vacation Ready, an enhanced set of cleaning methods and standards to minimize risk and maximize safety. These best practices were created to ensure the proper hygiene and infection-prevention processes are in place for everyone's safety;

WHEREAS, to fully implement these protocols and follow mandatory social distancing measures, Manager must allot additional time for housekeeping to service the suite and minimize shorter stays;

WHEREAS, to assist resort teams to uphold the enhanced cleaning methods and standards, the Club is adopting a minimum two-night stay for all reservations;

WHEREAS, to support efforts to fulfill all health and safety measures, the checkout time across all resorts will be enforced at 10 a.m.

NOW, THEREFORE, BE IT RESOLVED, that the Board approves the temporary requirement for all reservations to have a minimum two-night stay indefinitely and the implementation of 10 a.m. checkout time across all resorts.

The Secretary of the Club is hereby directed to file this resolution adopted hereby with the minutes of the proceedings of the Board of Directors.

DATED: August 20, 2020

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John Henley, Director

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Linda Hildebrant, Director

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Cecilia Cuevas, Director

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Kevin Maciulewicz, Director

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Bob Hartsock, Director