

WORLDMARK, THE CLUB
REGULAR MEETING OF THE BOARD OF DIRECTORS

November 20, 2025
Orlando, FL

1. CALL TO ORDER

In attendance were Cecilia Cuevas, President and Director; Mark Payette, Secretary and Director; Kevin Maciulewicz, Director; Bob Hartsock, Vice President and Director; Martin Hernandez, 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; Lisa McMenamin, Wyndham Destinations Director – Club Management; Becky Guthrie, Wyndham Destinations Regional Vice President; Kristin Bendt, Wyndham Destinations Manager – Hospitality Content; Stacey Mullis, Wyndham Destinations Senior Director - Accounting; Tim Dierks, Wyndham Destinations Vice President – Owner Utilization; and David Oigarden, Wyndham Destinations Vice President, Legal.

2. MEETING MINUTES

The Board reviewed the minutes from the October 1 regular board meeting upon which the following motion was made:

UPON A MOTION TO APPROVE THE MINUTES FROM THE OCTOBER 1, 2025 MEETING, duly made by Martin Hernandez and seconded by Bob Hartsock, the minutes were unanimously approved.

The Board reviewed the minutes from the October 21 special board meeting upon which the following motion was made:

UPON A MOTION TO APPROVE THE MINUTES FROM THE OCTOBER 21, 2025 SPECIAL MEETING, duly made by Martin Hernandez and seconded by Kevin Maciulewicz, the minutes were unanimously approved.

The Board reviewed the minutes from the October 29 special board meeting upon which the following motion was made:

UPON A MOTION TO APPROVE THE MINUTES FROM THE OCTOBER 29, 2025 SPECIAL MEETING, duly made by Kevin Maciulewicz and seconded by Mark Payette, the minutes were unanimously approved.

3. PRESIDENT’S REPORT

Cecilia Cuevas expressed her appreciation to the board and management staff for their partnership during her 15 years serving on the WorldMark board. .

4. TREASURER’S REPORT

Jodi Rogers reviewed the Treasurer’s Report dated October 31, 2025, including profits and losses, total revenues, total expenses, assessment receivables and reserves.

5. RESORT OPERATIONS HIGHLIGHTS

Becky Guthrie reviewed the Resort Operations Highlights for the period ending October 31, 2025.

6. SERVICES AND CLUB MANAGEMENT UPDATE

Lisa McMenamin provided an update on Club staffing and services, statistics, website updates and the results of the new WorldMark app soft launch.

7. MONTHLY FINANCIAL REVIEW

The Financial Review Committee was provided the Financial Package for the month ending September 30 on October 30.

UPON A MOTION TO ACKNOWLEDGE AND RATIFY THE REVIEW OF THE REFERENCED FINANCIAL PACKAGE, duly made by Martin Hernandez and seconded by Bob Hartsock, 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 September 1, 2025 through September 30, 2025 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 SEPTEMBER 1, 2025 THROUGH SEPTEMBER 30, 2025, duly made by Martin Hernandez and seconded by Bob Hartsock, the motion was unanimously approved.

9. BRANDING UPDATE

Becky Guthrie provided an update on the Club's branding indicating that "by Wyndham" will be removed from WorldMark usage.

10. SCHOONER LANDING UPDATE

Becky Guthrie provided an update on Schooner Landing, indicating the agreement is mutually signed and the final dues have been wired to the association.

11. RESORT PORTFOLIO UPDATE

Richard Scinta updated the board on some resort inventory changes and indicated the board would need to meet before the end of the year to approve the inventory agreement. The agreement will be presented to the board after it has been reviewed by the Club's counsel.

12. 2025 ELECTION RESULTS

The board reviewed the certified election results as provided by the election tabulator Computershare. Martin Hernandez, Kevin Maciulewicz and Michael Tacher were elected to the board.

UPON A MOTION TO ACCEPT THE CERTIFIED ELECTION RESULTS, duly made by Kevin Maciulewicz and seconded by Cecilia Cuevas, the motion was unanimously approved.

13. BOARD OFFICERS

The board discussed the officer positions on the board and reviewed a proposed slate of officers to include Bob Hartsock as President, Mark Payette as Vice President, Martin Hernandez as Secretary, and Jodi Rogers as CFO.

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

14. BOARD COMMITTEES

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

UPON A MOTION TO APPOINT KEVIN MACIULEWICZ AND BOB HARTSOCK TO THE LITIGATION COMMITTEE, APPOINT MICHAEL TACHER AND MARK PAYETTE TO THE AUDIT COMMITTEE, APPOINT MICHAEL TACHER AND MARTIN HERNANDEZ TO THE ELECTION COMMITTEE, APPOINT MARK PAYETTE AND MARTIN HERNANDEZ TO THE FINANCIAL REVIEW COMMITTEE, AND APPOINT BOB HARTSOCK AND KEVIN MACIULEWICZ TO THE MANAGEMENT AGREEMENT COMMITTEE, duly made by Martin Hernandez and seconded by Kevin Maciulewicz, the motion was unanimously approved.

15. ADJOURNMENT

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

A handwritten signature in black ink, appearing to read "Martin Hernandez", is written over a horizontal line.

Martin Hernandez, Secretary