



**UNIVERSAL VACATION CLUB
ANNUAL MEETING OF THE MEMBERS
September 7, 2016**

MINUTES

The Annual Meeting (the “Meeting”) of the Members (the “Members”) of the Universal Vacation Club, a California nonprofit corporation (“UVC” or the “Club”), was held on Wednesday, September 7, 2016, at 6870 Bermuda Road, Las Vegas, Nevada. The Meeting was called to order at 1:05 pm by Robert Kistner.

Board Directors/Officers Present: Robert Kistner, Developer Director and UVC President
Mark Nelson, Vice President and Developer Director
Carlos Aquino, Developer Director
Paul Moreno, Developer Director
Deborah McPherson, Member Director
Jim Duffy, Member Director (via teleconference)
Tim Bush, Member Director (via teleconference)
Dennis Morrissey, Treasurer/Secretary

Board Directors Absent: Fernando Gonzalez, Developer Director

Members Present: Refer to attendance list

Invited Guests: Jon Epstein, Esq., General Counsel (via teleconference)
Rhonda Mayer, UVCI Director of Club Services
Cynthia Lasher, UVCI Client Services Manager

Preliminary Matters

The President appointed Cynthia Lasher as the Recording Secretary of the Meeting to prepare Minutes of the Meeting. Mr. Kistner reviewed the agenda for the Meeting. ***A motion to approve the Meeting agenda was duly made, seconded, and after discussion, approved unanimously by the Members. A motion to appoint Cynthia Lasher as the Inspector of Election for the 2016 Annual Meeting was duly made, seconded, and after discussion, approved unanimously by the Members.***

Introductions

The President introduced the Board of Directors, executives, and staff members present, and UVC legal counsel.

Proof of Notice of Meeting/Quorum Certification/Voting Process/Announcement

Cynthia Lasher stated that the Club’s governing documents require 10% of the total voting power of

the Club to establish a quorum to conduct Club business. On August 1, 2016, via digital file and regular mail, a notice of the Meeting and ballot were sent to the Members. Ms. Lasher verified that at least 10% of the voting power of the Club was present in person or by proxy thereby constituting a quorum for the Meeting. Ms. Lasher explained the process by which ballots were collected online and via mail. The results were tallied by an independent servicing company and overseen by Ms. Lasher as the Inspector of Elections. The results of the ballot tabulation are that Tim Bush was elected to the UVC Board of Directors for a term of three years.

Approval of 2015 Annual Meeting Minutes

The 2015 Annual Meeting Minutes are included in draft form on the UVC website. These Minutes had been approved by the Board at an earlier meeting. During this Meeting the Members have an opportunity to address any needed corrections. ***A motion to approve the 2015 Annual Meeting Minutes as written was duly made by Deborah McPherson, seconded by Jim Duffy, and after discussion, approved unanimously.***

Reports of Officers

Dennis Morrissey, UVC Treasurer, gave a brief financial overview of UVC. The Club is currently meeting budget expectations, effectively controlling expenses, and collecting membership dues. UVC derives 79.11% of its income from maintenance fees, with smaller percentages derived from the capital expense fund and other income. For Fiscal Year 2017, the Club will have no increase to the maintenance fees, which are used for the daily operation and servicing of the resorts and Club. The capital/reserve portion of the Membership dues is used for long-term improvements and maintenance of the properties. Current maintenance collections are at \$27.25 million of the total \$31.9 million invoiced. Collections are trending 1.46% ahead of last year.

New and Other Business

Mr. Nelson reminded the group that since this is a Meeting of the Members, only Members present can vote on agenda items. At this Meeting, the only agenda items and motions open for voting were the agenda, the 2015 Annual Meeting Minutes, the Inspector of Elections, and adjournment. The election results themselves were tabulated prior to the Meeting and did not require a Member vote. There were no other agenda items to present to the Membership. No additional new or other business was brought before the Meeting.

Adjournment

At 1:13 pm, a motion to adjourn the Meeting was duly made by Deborah McPherson, seconded by Jim Duffy, and after discussion approved unanimously.

Respectfully submitted:

Acknowledged by:

Cynthia Lasher, Recording Secretary

Robert Kistner, President

Approved as to form only:

DRAFT