



***Club Caribe Villa del Palmar
Annual Members Meeting***

Villa del Palmar Cancun, Cancun, Mexico

Thursday, May 5, 2016

MINUTES

A meeting (the “Meeting”) of the Members of the Club Caribe Villa del Palmar (the “Club” or “Club Caribe”), was held on Thursday, May 5, 2016, at Villa Del Palmar Cancun, in Quintana Roo, Mexico. The Meeting was called to order at 10:30 a.m. by Club President Robert Kistner.

Members Present: Refer to Annual Meeting Sign-In List

Preliminary Matters

Robert Kistner, President of this meeting according to article 43 of the Time Share Law of the State of Quintana Roo, welcomed the members to the Meeting and introduced the theme of the Meeting as “Roaring 20’s Extravaganza!” He asked if there were any Spanish-only speaking attendees in the audience and indicated that translation headsets were available for those who preferred to hear the proceedings in Spanish.

Mr. Kistner announced that this year there were more than 100 people present at the Annual Meeting events. Mr. Kistner reminded the members of the proper procedure to ask questions and indicated that roundtable discussions would be held following the Meeting for any account-specific issues.

Inspectors of Election – Escrutadores

The President appointed Cynthia Lasher, UVCi Client Services Manager, as the Recording Secretary of the Meeting to prepare Minutes of the Meeting. Ms. Lasher accepted the appointment. Mr. Kistner indicated that Cynthia Lasher had been appointed Recording Secretary and she and Mark Nelson, Attorney for Club Caribe, had been appointed Escrutadores to handle the counting of the ballots for the election.

Introductions

Mr. Kistner introduced the Board Members, executives of the resort and development group, management and staff, and members of the Member Advisory Committee and Eagles Wings Foundation.

A motion to approve the Agenda was duly made, seconded, and after discussion, approved unanimously by the Members.

Quorum Certification/Ballot Collection

Cynthia Lasher stated that the Time Share Law of the State of Quintana Roo requires a total of 50 percent plus one of the total voting power of the Club to establish a quorum to conduct Club business in first call, and no minimum on a second call. Ms. Lasher stated that on April 5, 2016, a Notice of the Meeting and Proxy was sent to the Members in accordance with the Club Rules and Regulations and that, on second call, with 10 percent of the voting power of the Club present, quorum was constituted.

Election of Board of Directors

Mr. Kistner explained that pursuant to the Club's Governing Documents, the Directors on the Board serve staggered terms. This year four directors would be elected for a period of two years. The other three directors will be up for re-election in 2017. The 2016 Board of Directors candidate nominations are Carlos Aquino, Don Horton, Ron Van Denakker and Robert Kistner.

A motion for nominations from the floor was duly made, seconded, and approved unanimously by the Members. There were no nominations from the floor. ***A motion to close the nominations was duly made, seconded and approved unanimously by the Members.*** At that time, the ballots were collected from the floor by the Escrutadores who retired to tally the votes.

Minutes from 2015

A motion to waive the reading and approve the Minutes as written from the last Club Caribe Annual Meeting, held May 2015, was duly made, seconded and approved unanimously by the Members.

Club President Update

Robert Kistner commented on the growth in membership of the Club and data regarding Club space usage. He explained inventory management strategies and shared statistics on member usage. He also discussed Interval International and the changes they have made to improve customer service and the exchange experience for the members. Mr. Kistner presented an overview of the Points Redemption Program, its requirements and benefits. Lastly, he shared a brief overview and renderings of the new Garza Blanca properties in development.

Club Director's Report

Rhonda Mayer, Director of Club Services, presented an update on Club business, ResortCom servicing and the Member Advisory Committee. She discussed member engagement, enhancement to the new member activation program, call calibration and efforts to standardize service levels on agent calls, and methods for feedback on the member website. She reviewed ResortCom's focus for the year which includes upgrades and new features to the phone system.

Club Treasurer Report

Dennis Morrissey, Director of Developer Services, presented information to illustrate the Club's 2016 financial performance and net zero budget overview. He described how the reserve accounts are funded and assured the members that Club Caribe continues to maintain and properly fund the necessary amounts to ensure the Resort operates at the highest level of service.

Currently, the Club is meeting expectations, effectively controlling expenses and collecting membership dues. Mr. Morrissey explained how increases in maintenance fees are ordinarily driven by economic impact related to inflation in Mexico, employee wages, utilities and taxes or the benefit or impact of currency devaluation between Mexican peso and United States dollar. This year the Club was able to maintain resort operating costs nearly in line with the prior year. In Fiscal Year 2016 the Club assessed no increase to the maintenance fees.

Resort Update – Villa Group/TAFER

Carlos Aquino, Vice President Hospitality for TAFER Group, spoke on behalf of both the Villa Group and TAFER and gave resort updates. Topics included Clarabridge survey scores and how the resorts use these benchmarks to improve service, and a discussion of TAFER's purpose and passion points. Mr. Aquino also summarized some of the major Tafer and Villa Group programs and events offered at the resorts including events in the wellness and culinary arts. He also explained some of the signature operating programs such as the Perfect Room, Perfect Plate, Babysitting Certification, and the Art of Doing Business programs. He discussed improvements to the food and beverage venues and services. The overview also touched on other topics such as Kids Club and the Activities programs. He concluded with examples of community outreach to local organizations in all Villa Group and Tafer destinations.

Referral and PreArrival

Patrick Stewart explained the specifics of the Pre-Arrival Program including when the Pre-Arrival team contacts arrivals, and the products and services offered in advance in order to create a better vacation and enhance the members' experience. He also gave a presentation on the Referral Program, and explained how the members could take advantage of this program to introduce the resort group to their friends and family, earn Palmares (resort credits), and be entered into a grand prize contest.

Eagle's Wings Foundation (EWF) Update

- Mr. Kistner introduced EWF Board Member and Puerto Vallarta area representative Sara de Cardona, and congratulated her on receiving the Woman of the Year Award recently awarded for her social involvement in Puerto Vallarta. He also introduced Martha Azcona as the Cabo and now Cancun representative, and thanked former EWF Board member Julieta Reynoso for her efforts initiating the Cancun program. Ms. Cardona presented information on EWF including its goals and influence. EWF raises funds to grant directly to institutions in cities where Villa Group resorts have been developed – orphanages, senior homes, libraries, scholarships, and assistance for the blind, infirmed and underprivileged. Ms. Cardona presented a video about Eagle's Wings Foundation, and welcomed representatives from the following organizations, who will receive a combined grant amount of \$20,000 in 2016:
 - 1.- "Con tu Ayuda si cambias una Vida" AC \$2,000 USD (Escuelita de Sonia)– rural school
 - 2.- "Vida y Familia de Quintana Roo" AC \$2,500 USD (VIFAC)– family services
 - 3.- "Asociacion de Padres de Familia con Hijos Deficientes Mentales de Benito Juarez" AC \$2,500 USD (APAFHDEM) – education for disabled children
 - 4.- "Fundacion Ciudad de la Alegria" AC \$2,500 USD (Mano Amiga)– homeless shelters and assistance for pregnant women
 - 5.- DIF Isla Mujeres \$7,000 USD – social services
 - 6.- Cruz Roja Isla Mujeres \$3,500 USD – Red Cross

Announcement of Board of Directors Election Results

An election was held for the Club Caribe Board of Directors reinforcing the staggered pattern of terms to ensure continuity on the Board going forward. The directors that were re-elected for a period of two years were Carlos Aquino, Don Horton, Ron Van Denakker and Robert Kistner.

New and Other Business

The dates of the 2017 Club Caribe Member Meeting are confirmed for Wednesday/Thursday May 3-4, 2017. No new or other business was brought before the Meeting.

Adjournment

At 11:35 am, a motion to adjourn the Meeting was duly made, seconded and approved unanimously by the Members.

Respectfully submitted:

Acknowledged by:

Cynthia Lasher, Recording Secretary

Robert Kistner, President

Mark Nelson, Escrutador