



**UNIVERSAL VACATION CLUB
ANNUAL MEETING OF THE MEMBERS
September 10, 2021**

MINUTES

The Annual Meeting (the “Meeting”) of the Members of the Universal Vacation Club, a California nonprofit corporation (“UVC” or the “Club”), was held in person at 6870 Bermuda Road, Las Vegas, Nevada, and electronically via LifeSize, on Friday, September 10, 2021. The Meeting was called to order at 2:05 pm by Robert Kistner.

Board Members/Officers Present

in person or via teleconference : Robert Kistner, Developer Director and UVC President
Mark Nelson, Developer Director and UVC Vice President
Tania Gonzalez, Developer Director
Michael Buchalter, Developer Director
Deborah McPherson, Member Director
Tim Bush, Member Director
Dolores Underwood, Member Director
Dennis Morrissey, Secretary/Treasurer, Chief Operating Officer,
ResortCom International, LLC (“ResortCom”)

Board Members Absent: Fernando Gonzalez, Developer Director

Invited Guests: Jon Epstein, Esq., Corporate Counsel (via teleconference)
Nicholas Larez, Vice President, UVC International, LLC
 (“UVCI”)
Cynthia Lasher, UVCI Executive Director
Mayra Granados, UVCI Director Member Experience

Members Present: Refer to attendance list

Preliminary Matters

UVC Board President, Robert Kistner, appointed Cynthia Lasher as the Recording Secretary of the Meeting to prepare Minutes of the Meeting. Ms. Lasher accepted that appointment. Mr. Kistner reviewed the agenda for the Meeting. *A motion to approve the Agenda was duly made, seconded, and after discussion, approved unanimously by the Members.*

Introductions

The President introduced the Board, executives, and staff.

Proof of Notice of Meeting/Quorum Certification/Voting Process/Inspector of Elections

Mr. Kistner explained that as previously appointed by the Board of Directors, Cynthia Lasher acts as the Inspector of Elections and worked with the election services company to monitor and prepare the results of the 2021 Annual Meeting. Cynthia Lasher stated that the Club's governing documents require a total of 10% of the total voting power of the Club to establish a quorum to conduct Club business.

Cynthia Lasher shared an Affidavit of Mailing verifying that on July 20, 2021, via digital file and regular mail, a Notice of the Meeting and Ballot was sent to all the Members. Ms. Lasher verified that at least 10% of the voting power of the Club was established thereby constituting a quorum for this Annual Meeting. Ms. Lasher explained the process by which ballots are collected online and via mail, the assignment of additional Inspectors of Election, and the process by which the reporting and results are verified.

The results of the ballot tabulation are that Deborah McPherson was elected to the UVC Board of Directors for a term of three years.

Approval of 2020 Annual Meeting Minutes

The 2020 Annual Meeting Minutes are included in draft form on the myuvci.com/resortcom.com website in the member portal area. ***A motion to waive the reading of the 2020 Annual Meeting Minutes and approve those Minutes as written was duly made and seconded, and after discussion, approved unanimously.*** The "draft" watermark will be removed and the approved version of the Minutes added to the website.

Reports of Officers

Dennis Morrissey, UVC Treasurer, gave a brief financial overview of UVC. UVC is currently meeting budget expectations, effectively controlling expenses, and collecting membership dues. He reviewed the Treasurer's Report that will be included in the October 2021 maintenance fee billing cycle, and explained the breakdown of income from maintenance fees, Capital Expenditure Fund, and other revenue.

Historically, maintenance fee increases are driven by economic impact related to inflation and other costs in Mexico. Although the membership dues did not change in the past two years, the expenses associated with operating and maintaining the resort increased yearly. Some of the increases in costs the resorts absorbed the last two years include: a rise in local taxes on average of 3.5%; salary and wage increases for the staff of on average 6%; energy costs increases of greater than 10% on average; inflationary expense of 2.8 to 5.8%; and insurance expense increases relative to natural phenomenon events, such as hurricanes, driving premium rates up on average 28%. Accordingly, for 2022 the Universal Vacation Club membership dues will increase by approximately 2.2%, based on membership type.

New and Other Business

Only Members present can vote on agenda items. At this Meeting, the items open for voting by the Members were the election of a director (no ballots cast at the Meeting), approval of the agenda, 2020 annual meeting minutes, and adjournment of the Meeting. There were no other agenda items and no additional new or other business items.

Adjournment

At 2:1 pm, a motion to adjourn the Meeting was duly made, seconded, and after discussion approved unanimously.

Respectfully submitted:

Acknowledged by:

Cynthia Lasher, Recording Secretary

Robert Kistner, President