

**CASCADAS DE BAJA ASSOCIATION
BOARD OF DIRECTORS MEETING
DoubleTree Club at the Irvine / Orange County Airport
Wednesday, October 3, 2018
9:30 a.m. (PDT)**

MINUTES

I. CALL MEETING TO ORDER

Having established quorum, Marty Russell called the meeting to order at 9:35 a.m. (PDT). The following people were in attendance:

Board Members

Marty Russell	President
Larry Greenberg	Vice President / Treasurer
Richard Bort	Secretary
Mark Giddings	Director
Glen Brush	Director

Advisors to the Board

Patricia Giddings	Chairman Emeritus
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Advisory Committee Members

Mark Gross	Chair
Earl Asbury	Member
Erick Malm	Member
David Belanich	Member

Club Cascadas Staff

Mauricio Quezada	COO Cascadas de Baja Association / CVI
Miguel Torres	General Manager – Cascadas de Baja Association

Management Staff

Rich Muller (<i>Telephonically</i>)	COO – VRI / TPI
Douglas L. Wilcox	Sr. Vice President of Resort Operations – TPI
Asael Sandoval	Director of Resort Operations – VRI / TPI
Luis Moran	Assistant Vice President of HOA Accounting – TPI
Bryan Jackson	Director, Exchange & Satellite Services

Guests

Dave Stoenner	Sales Director – Cascadas Vacations, Inc.
Debbie Brush	Cascadas de Baja Member
Steven Akers	Cascadas de Baja Member
Patricia Reilly	Cascadas de Baja Member's Wife

II. APPROVAL OF AGENDA

Glen Brush made a motion and Richard Bort seconded the motion to approve the agenda as presented. The motion passed unanimously.

III. OPEN FORUM – MEMBER COMMENTS

Mr. Steven Akers introduced himself and provided the Board with a handout of topics he would like the Board to address. Mr. Akers asked the Board about the process of choosing villas for unit remodeling each year and the costs associated with the remodel. The Board thanked Mr. Akers for his questions and explained the reasons for choosing each of the villas each year for remodel. Mr. Akers thanked the Board for their answers.

IV. MARRIOTT MERGER UPDATE

Rich Muller reported to the Board on the Interval Leisure Group (ILG) and Marriott Vacation Club merger. Mr. Muller provided everyone with a history of both companies, the transaction, and how the companies merged to provide optimal service to their clients. He explained how ILG and Marriot were continuing to work together on the many aspects of the merger.

V. TPI PRESENTATION

Bryan Jackson gave a presentation on the TPI exchange and rental program to the Board. He described the basics of both programs and explained how members can utilize the system and the options offered to everyone. He also explained how TPI values their relationship with Club Cascadas and how they have tailored their program around the uniqueness of Club. TPI's goal is to assist each member in getting the most out of their membership.

VI. EXECUTIVE SESSION

Larry Greenberg made a motion and Richard Bort seconded the motion to recess the Cascadas de Baja Regular Session and enter the Cascadas de Baja Association Executive Session meeting at 11:21 a.m. (PDT).

The Board exited Executive Session at 12:15 p.m. (PDT) and recessed for lunch. The Regular Session of the Cascadas de Baja Association meeting resumed at 12:45 p.m. (PDT).

VII. APPROVAL OF MEETING MINUTES

A. June 22, 2018 Board Meeting Minutes

Mark Giddings made a motion and Richard Bort seconded the motion to approve the minutes of the June 22, 2018 Board meeting. The motion passed unanimously.

B. June 23, 2018 Organizational Board Meeting Minutes

Mark Giddings made a motion and Richard Bort seconded the motion to approve the organizational minutes of the June 23, 2018 Board meeting. The motion passed unanimously.

VIII. REVIEW OF PREVIOUS ACTION ITEMS

The Board reviewed, discussed and updated the action items. Several action items were completed including the creation of plan for restaurant remodel and closure, obtaining quotes for the 2019 remodel, and the investigation of additional options for insurance. Several action items including the installation of the Wi-Fi infrastructure, the website, and the relocation of the Gym were still in progress.

REPORTS

A. COO's Report

i. Arroyo

Mauricio Quezada reported to the Board on the actions that have been taken to help deal with the arroyo problems. Mr. Quezada explained how he has engaged a new attorney with more experience with working with government entities. He expressed how the new attorney has been able to help provide him with new beneficial information but explained that the arroyo injunction protects vendors from being removed from the area.

Mr. Quezada also informed the Board that he was honored to receive an invitation to apply to join the Board of Directors for the Hotel Association of Cabo. If elected in November, he will use the position to help with issues concerning Cabo which includes the arroyo problem.

ii. Restaurant Remodeling Plan

Mauricio Quezada reported that while the restaurant kitchen will be closed for remodel, the resort will use the employee kitchen to cook food and that all beverages will be served from the pool bars or the Clubhouse Too. He also explained how onsite management was still looking into additional options like beach grills to provide alternative food and drink services. Miguel Torres and Mauricio Quezada both explained that dinner service will not be affected because staff will be able to set up the tables on the beach after construction ends at 5pm.

Mauricio Quezada also reported that he had contacted Remi Mar and has obtained a vendor's quote to purchase new kitchen equipment.

B. Quarterly Update

Miguel Torres presented a PowerPoint providing the Board with an update on each of the departments at Club. In his presentation, he reported on the classes still being provided to help

staff obtain their basic education certificates, information on staff turnover, staff retirements, and IT upgrades being made throughout the resort.

i. Report on Resurfacing Pools and Jacuzzis

Miguel Torres reported that the resurfacing of the pools and Jacuzzis with new pebbletech has been completed.

ii. Progress on Gym / Kids Club Relocation

Miguel Torres reported that staff were still working on the relocation of the Kids Club into the gym space.

C. Committee Reports

i. Facilities

a. Facilities Committee Charter

Mark Giddings presented a copy of the Facilities Committee Charter to the Board for review (Exhibit A).

b. Update on Unit Remodel Project Buildings 21, 22 & 24

Mark Giddings proudly announced that Building 24 was open and a great success. He reported that Building 22 was opened but construction debris still remains outside and around Building 21. Issues occurred with the resort's transformer that caused some delays in finishing the buildings. Landscape between the two buildings has not been completed yet. He reported that the last building of the 2018 remodel, Building 21, still had visible scaffolding on the outside but the building would be ready for members on November 15th.

c. 2019 Remodel Plan

Larry Greenberg made a motion and Richard Bort seconded the motion to approve \$1,400,000 which includes a 5% contingency and a 5% upgrade fund for Capital Projects for the 2019 remodel of Building 4 (Perla 4 and Perlita 4), and the Clubhouse Building which includes the Arcos and Luna villas. The motion passed unanimously.

ii. Finance

Larry Greenberg reported that the finance committee met with Luis Moran at the TPI office on September 24th and Mauricio Quezada by phone to review the 2018 forecast and the budget draft for 2019. Mr. Greenberg stated that the committee recommended no increase in the 2019 maintenance fees.

a. Finance Committee Charter

Larry Greenberg introduced the Finance Committee Charter (Exhibit B).

iii. **Governance**

a. Richard Bort made a motion and Larry Greenberg seconded the motion, superseding a similar one approved at the June 22, 2018 Board meeting, to approve the formation of the Finance, Facilities, Governance, and Personnel committees. The motion passed unanimously.

b. **Governance Guidelines**

Richard Bort presented the Governance Guidelines to the Board (Exhibit C). Richard Bort made a motion and Larry Greenberg seconded the motion to accept the Governance Guidelines.

c. **Governance Committee Charter**

Mr. Bort reviewed the Governance Committee Charter with the Board (Exhibit D).

Larry Greenberg made a motion and Glen Brush seconded the motion to approve expenditure of an amount not to exceed \$10,000 to engage legal counsel to support the revision of the bylaws. The motion passed unanimously.

d. **Policy Regarding Inspection of the Association's Records**

Richard Bort made a motion and Glen Brush seconded the motion to approve the policy regarding the Inspection of the Association's Records as presented with the following amendments: On the second point add "and general ledger at year end" after year end annual financial statements and insert "This policy is subject to change when the bylaws are revised and approved" at the end of the document. (Exhibit E). The motion passed unanimously.

iv. **Personnel**

a. **Personnel Committee Charter**

Mark Gross presented the Personnel Committee Charter (Exhibit F).

Mr. Gross informed the Board and management that the Personnel Committee would like to be made aware of any major personnel changes before a final decision is made.

v. **General Discussion**

a. **Committee Resolution**

Richard Bort made a motion and Larry Greenberg seconded the motion to approve the charters as presented of each of the individual committees (Finance, Facilities, Governance, and Personnel). The motion passed unanimously.

b. **Committee Meeting Dates and Times**

Committees will meet as needed.

D. Management Report

i. Occupancy Report

The Board reviewed and discussed the occupancy report. The Board noted that occupancy at Club Cascadas was down by 4.1% over last year which may be caused by the remodeling.

ii. TPI Property Inspection Summary

The Board reviewed the Cascadas de Baja Inspection Report Summary prepared by Mark Giddings on behalf of TPI.

iii. Website Update

Asael Sandoval gave a presentation on the latest version of the new Club Cascadas website. He explained that the new website was fully functional and is informative, interactive, appealing, easy to navigate, and secure. Mr. Sandoval also informed the Board that two versions of the website had been created: a desktop version and a mobile version.

The Board provided positive comments and feedback on the presentation. The Board directed Mauricio Quezada to give final approval to have the company deliver the website to the ILG IT team for them to run security checks before they can host the new website on their system (Action Item).

E. Member & Guest Reviews / Correspondence

The Board reviewed and discussed member and guest comments received from May to July of 2018.

IX. FINANCIAL MATTERS

A. Financial Statements for the Period Ended August 31, 2018

Luis Moran presented the August 31, 2018 financial statements. Having reviewed the financial report, Richard Bort moved, and Larry Greenberg seconded the motion, to accept the financial statements dated as of August 31, 2018. The motion passed unanimously.

B. Proposed 2019 Budget

Richard Bort made a motion and Larry Greenberg seconded the motion to approve the Operating Budget for 2019 with no increase in maintenance fees, as recommended by the Finance Committee. The motion passed unanimously.

Glen Brush made a motion and Larry Greenberg seconded the motion to approve the 2019 Capital Replacement Fund Budget in the amount of US\$327,082 (excluding the Remodeling Budget). The motion passed unanimously.

C. Foreign Exchange Hedging

Richard Bort made a motion and Larry Greenberg seconded the motion to approve to hedge 75% of the peso budget, representing MXN \$55,000,000 pesos, using the same methodology as previously. The motion passed unanimously.

D. 2018 Audit Engagement Letter

Richard Bort made a motion and Larry Greenberg seconded the motion to engage Schonwit and Associates for the review of the financial statements of the Cascadas de Baja Association for the year ending December 31, 2018. The motion passed unanimously.

X. NEW BUSINESS

A. TPI Newsletter Ad

The Board approved the inclusion of a quarter page TPI flyer in the Club newsletters.

B. Approval of 2019 Annual Maintenance Fee Mailer

Larry Greenberg made a motion and Marty Russell seconded the motion to approve the following items with the following changes:

i. Cover Letter

In the first paragraph replace “We enclose” with “Enclosed is,” insert “Summary” after “Operating” and add “and all subsidiaries” after “Association”

ii. ABC Policy

In the paragraph beginning “After May 15” delete “or return it to the Developer” at the end of the paragraph.

In the first boxed paragraph, add “or bonus week” after “your week in the rental.”

iii. Buckslips

No changes needed.

The motion passed unanimously.

C. Approval of 2019 Meeting Dates

Maty Russell made a motion and Larry Greenberg seconded the motion to approve the following meeting schedule for 2019:

Tuesday, March 19, 2019	Board Meeting
Friday, June 14, 2019	Board Meeting
Saturday, June 15, 2019	Annual Meeting
Thursday, October 1, 2019	Budget Board Meeting

The motion passed unanimously.

XI. REVIEW OF NEWLY-ADDED ACTION ITEMS

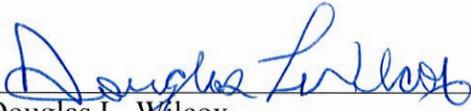
Newly added action items will be distributed by email.

XII. ADJOURNMENT

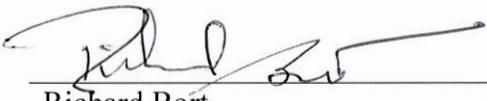
With no further business to discuss, Marty Russell made a motion and Richard Bort seconded the motion to adjourn the meeting. The motion passed unanimously, and the meeting adjourned at 4:12 p.m. (PDT).

Submitted by:
Trading Places International
Its: Managing Agent

Approved by:
Cascadas de Baja Association



Douglas L. Wilcox,
Sr. VP of Resort Operations



Richard Bort,
Secretary

EXHIBIT A

Facilities Committee Charter

Purpose

The purpose of the Cascadas de Baja Association Facilities Committee is to develop and maintain quarterly reports on short, mid, and long-term goals for the Club's restoration, remodeling, additions, and improvements.

Scope

The scope of duties and responsibilities of the Facilities Committee are:

1. Report on short term goals which include projects needing immediate attention, and/or, current ongoing projects.
2. Report on midterm goals which include projects approved by the Board to be accomplished during maintenance weeks, and for the upcoming year.
3. Report on long term goals which include proposed projects approved by the Board to improve the property for the benefit of the Club as a whole, and for its Members.
4. Prepare rough estimates and breakdowns of all subcontractors, materials, and labor to perform and complete proposed and/or approved projects.
5. Prepare estimates and budget proposals for Finance Committee review.
6. New concepts for proposed projects will include sketches/plans/blueprints, finance estimate, completion estimate, and beneficial justification.
7. Maintain ongoing budget reports for all projects, and work being completed.
8. Bi-annual onsite inspections and review of resort grounds, amenities, and surrounding areas.
9. Review and consideration of Owner/Member input and suggestions, concerning the Club's improvements, and Owners desires and needs.
10. Annual review of this charter and assess its performance and requirements.

The Facilities Committee will present to the Board an ongoing strategic plan to assure the future relevancy, local market share, and success of the Club through the consistent improvement following the original designs and innovations of Architect and Designer Ed Giddings.

EXHIBIT B

Finance Committee Charter

Purpose

The purpose of the Cascadas de Baja Association Finance Committee is to ensure that the Association's finances are soundly managed for the long-term benefit of all Association Members. This means that it shall be the goal of the Finance Committee to assure that Board of Directors has the information necessary to make financial commitments with Members' long-term best interests in mind.

Scope

The scope of duties and responsibilities of the Finance Committee shall be to:

1. Monitor all Board and management budget decisions to maintain compliance with sound financial practices and to preserve appropriate financial resources.
2. Review all budget requests by management of the Association and its subsidiaries and make recommendations to the Board for adoption of budgets that meet the long-term objectives.
3. Monitor on an on-going basis the financial performance of the Association and its subsidiaries with respect to the approved budgets and the changing needs of the organization.
4. Ensure that management of the Association and its subsidiaries prepare realistic budget plans for the current and upcoming years, that the COO maintains a long-term financial projection that foresees all major expenditures for ten years into the future, and projects the funding required to maintain appropriate reserves.
5. Review the financial reports prepared by TPI for the Association and its subsidiaries to assure that the appropriate information for decision making is readily available and clearly reported.
6. Ensure that management has proper financial controls in place and that all expenses are properly authorized.
7. Review the reports of auditors and accountants as appropriate.
8. Annually review and assess this charter.

The Finance Committee shall also undertake such additional activities in furtherance of its stated Purpose and within the scope of its primary functions as the committee may from time to time determine.

EXHIBIT C

Club Cascadas Governance Guidelines

These Governance Guidelines establish the basic principles of corporate governance by which Cascadas de Baja Association and its subsidiaries (collectively referred to as the Association or Club Cascadas) operate. Club Cascadas believes that a strong system of corporate governance is critical to creating long-term value for members. In pursuit of this objective, the interests of all Club Cascadas constituents are considered: members, employees, partners and suppliers, and the local Cabo San Lucas community. It is important to balance the interests of Club Cascadas constituents, as there can be no long-term membership value creation without fair treatment of all those who touch or are touched by the Club.

The source of governance of Club Cascadas is the Bylaws, which provide the principles and general rules concerning the way Club Cascadas should function. The Bylaws define the rights and obligations of both the association and its members, protect members' ownership rights and property values, and promote harmony among the constituents.

These guidelines are approved, and may be amended, by the Board of Directors. The Governance Committee reviews the guidelines annually and recommends to the Board any amendments to these guidelines.

Role of the Board

The Association is governed by a Board of Directors. The directors of the Association are elected by its members to oversee the actions and results of the Club Cascadas management. The Board's responsibilities include:

- providing general oversight of the business
- approving Club Cascadas' corporate strategy
- approving major management initiatives
- approving annually an operating budget and a capital expenditure budget
- providing oversight of legal and ethical conduct
- overseeing the company's management of significant business risks
- evaluating Board processes and performance
- selecting, compensating, evaluating, and, when necessary, replacing the chief operating officer, and compensating other senior managers

The Board is assisted by a management company engaged under contract to provide certain administrative and member services.

The Board has delegated operational authority to a Chief Operating Officer (COO), who is an employee of Club Cascadas. (The COO may be an "independent contractor" for purposes of his compensation and taxation.)

To assure effective oversight, the Board has adopted a number of governance practices, including:

Evaluation of the Chief Operating Officer

The Personnel Committee is responsible for assessing the performance of the chief operating officer at least annually. The results of this assessment are reviewed with the Board in establishing the COO's compensation for the next year.

Risk Management

Throughout the year, significant areas of risk are brought to the Board, or the appropriate committee, for consideration. Once each year, the Board reviews a summary of the company's risk assessment and risk management processes and policies.

Conflicts of Interest

Occasionally a director's business or personal relationships may give rise to an interest that conflicts, or appears to conflict, with the interests of Club Cascadas. A director must disclose to the company all relationships that create a conflict or appearance of a conflict. The Board takes appropriate steps to ensure that all directors voting on an issue are disinterested with respect to that issue. A director will be excused from discussions on the issue, as appropriate.

Selection of Agenda Items for Board Meetings

The president establishes the agenda for each Board meeting. All directors, the COO, and Board Advisors are encouraged to discuss with the president or corporate secretary any additional items they believe should be considered for the agenda. Each director may raise at any regular Board meeting subjects for discussion that are not on the meeting's formal agenda.

Director Access to Management

All directors have direct access to the COO, the General Manager of the resort, and Director of Sales whenever they deem it necessary. However, directors are reminded of the necessity to allow the COO, General Manager, and Director of Sales to conduct their business independently as part of the management team without undue influence from individual directors.

Board's Interaction with the Media, Members, and Other Constituencies

The Board believes that the COO should speak for Club Cascadas. If comments from the Board are appropriate, they should come from the president or from the Board's designated spokesperson.

Members or other interested parties may communicate directly with the COO or the management company, Trading Places international. Such communications should be directed in writing.

Board Committees

The Board has established the following committees, whose roles are solely to advise and make recommendations to the Board:

- Facilities Committee
- Finance Committee

- Governance Committee
- Personnel Committee

Only directors and Board advisors may serve on the committees. Each committee shall be composed of at least two directors (as required by the bylaws).

The charter of each committee is reviewed and approved annually by the respective committees and by the Governance Committee.

Committee Meetings

Each committee determines the frequency and timing of the meetings of the committee. Each committee prepares minutes or detailed notes of its meetings.

The chair of each committee, in consultation with the members of the respective committee, develops the committee's agenda.

EXHIBIT D

Governance Committee Charter

Purpose

The purpose of the Cascadas de Baja Association Governance Committee is to ensure that the Association is governed appropriately by the Board of Directors and senior management for the long-term benefit of all Association Members. This means that it shall be the goal of the Governance Committee to assure that Club Cascadas is being managed first and foremost with Members' long-term best interests in mind consistent with best practices in managing the physical property, finances, human resources, and relations with vendors and governmental entities.

Scope

The scope of duties and responsibilities of the Governance Committee shall be to:

1. Monitor all Board decisions and activities to maintain compliance with the Association's bylaws.
2. Maintain, and update as necessary, the Club Cascadas Organization Chart showing the reporting relationships among the Board, management company, COO, Director of Sales, General Manager, and department heads of the resort.
3. Recommend changes to the Association's bylaws for consideration by the Board, when deemed necessary.
4. Develop criteria and procedures for the solicitation and selection of Board Advisors; and recommend to the Board for its approval candidates for Board Advisor to be appointed by the Board.
5. In the event of a vacancy on the Board, develop criteria and procedures for the solicitation and selection of director candidates, and recommend to the Board for its approval candidates for director to be appointed by the Board in accordance with the bylaws.
6. Monitor and make recommendations to the Board on matters of Board policies and practices, including policies on corporate governance.
7. Annually review the Governance Guidelines and make recommendations to the Board for any modifications.
8. Review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.
9. Annually review and assess this charter.

The Governance Committee shall also undertake such additional activities in furtherance of its stated Purpose and within the scope of its primary functions as the committee may from time to time determine.

EXHIBIT E

Policy Regarding Inspection of the Association's Records

Approved October 3, 2018

Section 3.8(e) of the Association's Bylaws provides that "the minutes and accounting books and records shall be open to inspection on the written demand of any Member, at any reasonable time during usual business hours, for a purpose reasonably related to the Member's interests as a Member."

The purpose of this Board Policy is to clarify the meaning of Section 3.8(e) of the Association's Bylaws.

The Association has authorized the management company to make the Association's corporate records available for any Member in good standing during a mutually agreed upon time during regular business hours with reasonable advance notice, which the Board considers to be at least 14 days. Such records include:

- the minutes of any meetings of the Association's Board of Directors, and
- the Association's year-end annual financial statements and general ledger at year end that have been reviewed by an independent CPA on behalf of the Association.

The conclusions and decisions resulting from Board deliberations are reported to Members in the form of minutes, which are considered to be an Association record. The notes, spreadsheets, worksheets, proposals, conversations, disagreements (if any), and the like leading to those decisions are not corporate records unless the Board decides to enter a specific document into the record.

The Association's roster of Members and any records of employees, employment, or compensation are expressly considered to be confidential and, therefore, will not be made available to any Member unless mandated by a law or a court of competent jurisdiction.

If a Member is interested in learning how decisions involving all the complex issues of governing an association are made by the Board, the Member is entitled to attend Board meetings, which are open to all Members (Bylaws Section 3.5(l)).

This policy is subject to change when the bylaws are revised and approved.

EXHIBIT F

Personnel Committee Charter

Purpose

The purpose of the Cascadas de Baja Association Personnel Committee is to review and recommend any necessary business concerning human resources, including HR policy, employee contracts, benefits, and related issues. Advises the Board, COO and the General Manager on HR issues.

Composition

Members: The Committee consists of as many members as the Board determines, but in any event not fewer than two members. The members of the Committee will be appointed by the Board of Directors upon the recommendation of the Governance Committee. The current President of the Board of Directors, COO and the General Manager will have a standing seat on the committee.

Qualifications: Each Committee member must be a member of the Cascadas de Baja Association in good standing.

Chair: The Chair of the Committee can be a current member of the Board of Directors or be appointed by the Board of Directors.

Removal and Replacement: The members of the Committee may be removed or replaced, and any vacancies on the Committee will be filled by the Board, upon the recommendation of the Governance Committee.

Scope

The scope of duties and responsibilities of the Personnel Committee shall be:

1. Responsible for assessing the performance of the chief operating officer at least annually. The results of this assessment are reviewed with the Board of Directors in establishing the COO's compensation for the following year.
2. Makes recommendations to the Board of Directors regarding personnel policies, employment contracts, independent contractor contracts, job descriptions, salaries and benefits, and it forwards recommendations to the Board of Directors
3. Review the Association's benefit programs and severance policies, including review of benefit plans and making recommendations to the Board of Directors.
4. Review, and recommend changes as necessary, to the Club Cascadas Organization Chart showing the reporting relationships among the Board of Directors, Management Company, COO, Director of Sales, General Manager, and department heads of the resort.
5. Assist the Board of Directors, COO, Director of Sales, General Manager when requested with personnel grievance issues.
6. Periodically review the Employee Handbook and if updates are necessary, make recommendations to the Board of Directors.

7. When requested, assist the Board of Directors, COO, Director of Sales, General Manager with, questions or policies regarding *ethics*, (a system of moral principles and moral philosophy).
8. Monitor and make recommendations to the Board on matters regarding corporate HR.
9. Review this Charter regularly and make recommendations to the Board for approval and adoption of the Charter, including any additions, deletions or modifications, as may be deemed appropriate.

The Personnel Committee shall also undertake additional activities in furtherance of its stated purpose and within the scope of its primary functions as the committee may from time to time determine or as directed by the Board, COO or the General Manager.

Meetings

The Personnel Committee meets on an as needed basis.

The committee prepares minutes or detailed notes of its meetings.

The chair of each committee, in consultation with the members develops the committee's agenda.