

Meeting of the Board of Directors of the Neptune House Owners Association

January 4, 2016

The Board of Directors (the "Board") of the Neptune House Owners Association (the "Association") met telephonically by conference call at 7:30 a.m. on Monday, January 4, 2016. All members (Phil Totino, Mark Morrisette and Wayne Rioux) were in attendance. Also in attendance was Association Secretary Chris Lindgren.

Approval of Management Agreement with VRI

The Board discussed the management agreement as negotiated with Vacation Resorts International. Upon motion duly made and seconded, the Board unanimously voted to adopt the following resolution:

**Whereas** Vacation Resorts International ("VRI") is in the business of providing professional resort management services, including billing, collections, budgeting, bookkeeping, financial reporting, cash management, group purchasing, reservations, vacation exchange services, staff management, marketing, and sales; and VRI provides such services to more than 140 resorts including Island Manor on Block Island and various coastal Northeast timeshares;

**Whereas** Phil Totino, Wayne Rioux and Mark Morrisette have each independently and collectively conducted diligence on the services of VRI, including speaking to board members of other resorts managed by VRI and specifically speaking to board members at Island Manor, speaking to attorneys who have previously worked with VRI regarding their clients experiences with VRI, and meeting and interviewing various VRI staff members who will be directly responsible for providing services to the Neptune House; and such diligence has yielded a strongly favorable impression of VRI, the services provided by VRI, and the overlap between those services and the needs of the Neptune House; and

**Whereas** the Board has negotiated a contract with VRI and worked with the law firm Sayer, Regan & Thayer for assistance in legal review of the contract;

Now therefore, **be it resolved**, the Board approves the contract as negotiated with VRI and authorizes Phil Totino, as Association President, to enter into the agreement with VRI on behalf of the Association.

Phil indicated that he would forward signed copies of the agreement to VRI, such that the agreement will take effect in practice by mid-week.

Other Business

The Board discussed the Neptune House IT provider's decision to no longer maintain the database of owner accounts and the effect that would have on reminder letters to be sent out shortly by Resort Manager Samantha Disotell to owners who have not paid all fees. The Board also discussed the agenda for its previously-scheduled January 8, 2016 meeting.

Following the above discussion, there being no further business, the meeting was adjourned.

Respectively submitted

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Chris Lindgren, Secretary