

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

December 9, 2022

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 Friday, December 9, 2022. Members Douglas Carnahan, Cheryl Moore, Mark Morrisette and Phil Totino were in attendance (member Jeff Anliker was unable to attend). Also in attendance were Secretary Chris Lindgren, Resort Manager Samantha Disotell, and Mike McManus of VRI Americas (VRI).

### Administrative Items

Upon motion duly made and seconded, the Board voted to approve the minutes of its meeting on September 9, 2022, as circulated in advance to the Board members.

Secretary Chris Lindgren reviewed the proposed timeline for the Owners Meeting to be held using videoconferencing technology on March 25, 2023, including the mailing of materials for the nomination of candidates for director (as director terms are staggered, there will be two open director positions at the 2023 Annual Meeting).

Chris then reviewed the Annual Meeting Notice and Call for Nominations, along with the Nomination Form, to be mailed to owners by VRI on January 9, 2023. Nomination forms will be due back to the Secretary by February 9.

President Phil Totino addressed items to be reviewed by the Board at its February 10 meeting and mailed to owners the following week, including a cover letter from the Board, the agenda for the March 25 Owners Meeting, a ballot for owners to indicate their choices for the two open positions on the Board of Directors, statements from the candidates for those Director positions, the minutes of the March 26, 2022 Owners Meeting, and – if then available – the resort's 2022 annual financial report and accompanying Treasurer's letter. Phil indicated that he would prepare a draft of the cover letter and meeting agenda for review by the Board at that meeting.

Phil also indicated that he and Treasurer Mark Morrisette will prepare draft slides to be used by presenters at the March 25 Owners Meeting, and that he will also circulate to the Board for comment a draft newsletter for VRI to send to owners following the Owners Meeting, reporting on the meeting and other developments.

### Operations Review

Phil reviewed management's Monthly Report as of December 1, summarizing the status of 2022 projects on the resort's Repair and Maintenance Project List and reviewing the status of 2022 and 2023 projects on the resort's Five-Year Property Improvement Plan. He also reviewed marketing and rental activities and the resort's financial status. Resort Manager Samantha Disotell and Mike McManus of VRI provided additional detail as appropriate.

The Board reviewed and approved end-of-year bonus amounts for the resort staff who report to Samantha Disotell, based on Samantha's recommendations.

### Budget and Policies

Phil addressed the resort's revised 25-Year Reserve Plan, which had been discussed by the Board at its September 9, 2022 meeting. Upon motion duly made and seconded, the Board voted to approve that revised 25-Year Reserve Plan.

Samantha reported on the closeout of the resort season, indicating that the year went well with few complaints. She reported that owners had followed the resort's policies regarding pets and smoking and complied with the rules for the new tennis/pickleball court. The Board considered the resort's Rules and Regulations in light of Samantha's report and determined that no changes are needed to that policy.

Mike and Phil addressed a proposed renewal and slight revision of the Memorandum of Agreement for marketing services with Social Synergy Services, for a term to extend through December 31, 2023. Upon motion duly made and seconded, the Board voted to approve the Memorandum of Agreement with Social Synergy Services as proposed.

#### Strategic Initiatives

The Board discussed its three strategic initiatives in advance of the 2023 Owners Meeting. With respect to developing plans for unit interior improvements, Phil reviewed the inventory of needed upgrades, noting that the inventory would be further updated for the Board's next meeting.

With respect to developing a proposal for adding amenities to the units, Mike indicated that he would be obtaining rough estimates for installing air conditioning and de-humidification, dishwashers, granite kitchen countertops and an elevator for Building B.

With respect to investigating the potential installation of solar panels, given the many considerations involved and the offer of two owners to assist in a review, Phil recommended establishing a committee to take on the work. Upon motion duly made and seconded, the Board voted to establish a Solar Panel Initiative Committee for the purposes of 1) investigating the feasibility of installing solar panels on the Neptune House property, 2) evaluating alternatives, taking into account the net financial advantage to be gained, and 3) making a recommendation to the Board of Directors, and furthermore to appoint as members of the committee the following people, subject to their consent to serve: Phil Totino, Alex MacDonald, David Cohen, Samantha Disotell, and Michael McManus.

Director Cheryl Moore left the meeting.

#### Agenda Items for Next Meeting

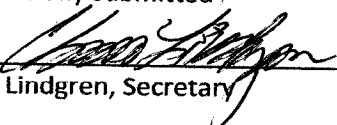
Phil indicated that, at its February 10 meeting, in addition to the materials relating to the Owners Meeting, the Board will review VRI's fees report for 2022, guest satisfaction results reported by Interval International, and a preliminary projection of 2024 maintenance fees. The Board will also determine any year-end amount in the Operating Account to be transferred to the Reserve Account and approve any changes to the Reseller's Handbook. In Executive Session at that meeting, the Board will review VRI's performance and conduct a self-evaluation of the Board's performance.

#### Executive Session

Resort Manager Samantha Disotell left the meeting. The Board members then met in executive session with Secretary Chris Lindgren and, initially, Mike McManus present, during which time the Board approved a bonus amount for Samantha.

Following the executive session, upon motion duly made and seconded, the Board voted to adjourn the meeting at 9:13 a.m.

Respectfully submitted,

  
Chris Lindgren, Secretary