

**Notice of 2021 Annual Meetings
of the
Board of Directors and Members
Disney Vacation Club® Resorts Condominium Associations**

To: William C. Diercksen, President and Director
Leigh Anne Nieman, Director
Alison E. Armor, Director

Shannon Sakaske, Director
Yvonne Chang, Director

To: Disney Vacation Development, Inc. ("DVD"), as Authorized Voting Representative for all units ("Units") declared as part of each project (the "DVC Resorts") for the following associations (the "Associations"):

Disney's Old Key West Resort Condominium Association, Inc.
Disney's Vero Beach Condominium Association, Inc.
Disney Vacation Club at Hilton Head Island Owners Association, Inc.
Disney's BoardWalk Villas Condominium Association, Inc.
The Villas at Disney's Wilderness Lodge Condominium Association, Inc.
Disney's Beach Club Villas Condominium Association, Inc.
Disney's Saratoga Springs Resort Condominium Association, Inc.
Disney's Animal Kingdom Villas Condominium Association, Inc.
Bay Lake Tower at Disney's Contemporary Resort Condominium Association, Inc.
Ali'i Nui Vacation Owners Association, Inc.
Ali'i Nui Villas Condominium Association, Inc.
Ali'i Nui Hotel Condominium Association, Inc.
The Villas at Disney's Grand Floridian Resort Condominium Association, Inc.
Disney's Polynesian Villas & Bungalows Condominium Association, Inc.
Copper Creek Villas & Cabins at Disney's Wilderness Lodge Condominium Association, Inc.
Disney's Riviera Resort Condominium Association, Inc.

Under the terms of the Master Cotenancy Agreements (the "Agreements") for each DVC Resort among DVD, Disney Vacation Club Management, LLC or Disney Vacation Club Hawai'i Management Company, LLC, as applicable, and each owner of an Ownership Interest in a Unit (the "Owners"), DVD has been designated as the Authorized Voting Representative for each Unit in each DVC Resort for any meeting of any of the Associations.

Pursuant to the Agreements and to the applicable provisions of the bylaws of each Association (the "Bylaws"), notice is hereby given to DVD, as the Authorized Voting Representative, the Owners and the members of each Board of Directors for each of the Associations (the "Boards") that **the 2021 Annual Meetings of the Board of Directors and the 2021 Annual Meetings of the Members will take place at 2:00 p.m. EST and 2:10 p.m. EST, respectively, on Thursday, December 9, 2021, at Disney's Contemporary Resort Convention Center**, located at 4600 North World Drive, Lake Buena Vista, Florida 32830. The purposes of the meetings are to conduct all business properly brought before the Boards and the Associations, including to elect the members of the Boards and to review and adopt the proposed 2022 Estimated Annual Budget for each Association (the "Budgets"). The meetings of each of the Boards and Associations will be jointly and simultaneously held.

The following item of business will be conducted at the meetings:

(1) 2022 Estimated Annual Operating and Reserves Budgets. The proposed 2022 Estimated Annual Operating and Reserves Budgets for each of the Associations will be reviewed and presented for adoption.

The 2022 Estimated Annual and Operating Reserves Budgets will be presented at the Member Annual Meetings. As the authorized Voting Representative for each Unit of each DVC Resort, DVD has reviewed the budgets and intends to cast each Unit's vote to approve the budgets when presented for approval at the Member Annual Meetings.

In addition to the matter listed above, an election will be held at the Member Annual Meetings to elect directors to each Board. DVD, as the authorized Voting Representative for each Unit of each DVC Resort, intends to elect the following individuals to each Board:

William C. Diercksen
President and Director

Leigh Anne Nieman
Director

Yvonne Chang
Director

Shannon Sakaske
Director

Alison E. Armor
Director

Board of Directors Annual Meeting Agenda:

1. Call to Order
2. Declaration of Chairperson of the Meeting
3. Calling of the Roll
4. Verification of Quorum
5. Proof of Notice of Meeting
6. Approval of 2020 Minutes
7. New Business:
 - a. Presentation of Budgets
8. Adjournment

Members Annual Meeting Agenda:

1. Call to Order
2. Election of Chairperson of the Meeting
3. Calling of the Roll
4. Verification of Quorum
5. Proof of Notice of Meeting
6. Approval of 2020 Minutes
7. Election of Directors
8. New Business:
 - a. Presentation of Budgets
9. Adjournment

November 9, 2021

Disney Vacation Club At Vero Beach Condominium Association, Inc.

The 2022 Budgets were calculated based on the Association's 2021 fiscal year operating experience and anticipated or known changes in costs for 2022. Please direct Annual Dues questions to Member Accounting at 800-800-9800 or 407-566-3800, Option 3.

Estimated Operating Budget For The Year January 1, 2022 Through December 31, 2022

Revenue Components	175 Vacation Homes		266 Vacation Homes ¹	
	2022 Annual Budget	2022 Annual Budget (Per Vacation Point)	2021 Annual Budget	2022 Annual Budget (Per Vacation Point)
Member Late Fees and Interest	\$105,802	\$0.0655	\$201,828	\$0.0655
Breakage Income	468,896	0.2901	693,895	0.2252
Member Annual Dues Assessment	14,270,536	8.8284	20,594,587	6.6837
TOTAL REVENUES AND INCOME	\$14,845,234	\$9.1840	\$21,490,310	\$6.9744

Cost Components

Administration and Front Desk	\$2,581,669	\$1.5971	\$3,700,379	\$1.2009
Annual Audit	14,900	0.0092	14,900	0.0048
DVC Reservation Component	11,728	0.0073	22,494	0.0073
Fees to the Division	17,850	0.0110	27,116	0.0088
Housekeeping	4,760,921	2.9454	7,471,013	2.4247
Income Taxes	103,593	0.0641	147,904	0.0480
Insurance	1,447,042	0.8952	1,924,912	0.6247
Legal	1,000	0.0006	1,000	0.0003
Maintenance	1,874,663	1.1598	2,289,434	0.7430
Management Fee	1,959,315	1.2121	2,899,488	0.9410
Member Activities	1,132,804	0.7008	1,426,659	0.4630
Security	138,495	0.0857	195,973	0.0636
Utilities	801,254	0.4957	1,369,038	0.4443
TOTAL OPERATING EXPENSES	\$14,845,234	\$9.1840	\$21,490,310	\$6.9744

¹ This estimated operating budget is used solely for the purpose of determining the developer subsidy for purchasers who purchased prior to 1/1/96 as described in Note 5. It does not reflect actual or estimated Association expenses.

Estimated Operating Budget Notes

All capitalized terms not defined in these budget notes will have the same meanings ascribed to such terms in the Component Site Public Offering Statement for Disney Vacation Club at Vero Beach ("Resort"). See also Additional Budget Notes.

Description of Revenue Components:

1. Member Late Fees and Interest - All delinquent Annual Dues payments are subject to a late fee of \$25 per Ownership Interest, plus interest at the maximum rate permitted by law (currently 18 percent) accrued on the amount outstanding from the original due date.
2. Breakage Income - As stated in the Condominium Documents, Disney Vacation Club Management, LLC ("DVCML") rents, during the Breakage Period, certain accommodations that have not been reserved by Members. The Association is entitled to receive, as breakage income, the proceeds of such rentals not to

exceed 2.5 percent of the aggregate of the Condominium Operating Budget (total operating expenses less Member late fees and interest) and Capital Reserve Budget in each calendar year.

3. Member Annual Dues Assessment - The amount assessed to Owners with an Ownership Interest in Disney's Vero Beach Resort.
4. Developer Guarantee for Owners Who Purchased On or After 1/1/96 - DVD has agreed to guarantee to each Purchaser and Owner that they will only be required to pay an assessment for operating expenses of \$8.8284 per Vacation Point through December 31, 2022, exclusive of ad valorem taxes which are billed separately. In consideration of this guarantee and pursuant to Florida law, DVD will be excused from the payment of its share of the expenses which otherwise would have been assessed against its unsold Ownership Interests during the term of the guarantee. As a consequence of this exemption, during the term of this guarantee, existing Owners and current Purchasers will not be specially assessed with regard to Common Expenses, except as hereinafter provided, if Common Expenses exceed the guarantee per Vacation Point amount and DVD will pay any difference between actual expenses and assessments collected from all Owners and income from other sources. Amounts expended for any insurance coverage required by law or the Condominium Documents to be maintained by the Association and depreciation expense related to real property shall be excluded from the calculation of the Developer obligation except that for real property used for the production of fees, revenue or other income depreciation expense shall be excluded only to the extent they exceed the net income from the production of such fees, revenue or other income. DVD will pay such expenses as needed to meet expenses as they are incurred. However, any expenses incurred during the guarantee period resulting from a natural disaster or an act of God, which are not covered by insurance proceeds from the insurance maintained by the Association, will be assessed against all Owners owning Ownership Interests on the date of such natural disaster or act of God, or their successors or assigns, including DVD as to its unsold Ownership Interest, provided that during any period of time DVD controls the Association pursuant to Section 718.301, Florida Statutes, the Association maintains all insurance coverages required by Section 721.165, Florida Statutes. DVD reserves the right, but is under no obligation, to extend and/or increase the amount of this guarantee for one (1) or more periods of one (1) year each after the expiration of this guarantee period on December 31, 2022, as permitted by Florida law.
5. Developer Subsidy for Owners Who Purchased Prior to 1/1/96 - The Vero Beach Resort was structured as a phased condominium and no additional phases are intended to be added to the condominium. Only 175 Vacation Homes have actually been made part of the Condominium. In an effort to afford Owners who purchased prior to 1/1/96 with a fair and equitable assessment, DVD has committed to Owners who purchased prior to 1/1/96 that the net annual assessment for condominium common expenses imposed upon such Owner shall be based upon the assumption that 266 Vacation Homes have actually been added to the condominium. This is accomplished through a developer contributed subsidy, which for the year January 1, 2022 through December 31, 2022, will be \$2.1447 per Vacation Point for Owners who purchased prior to 1/1/96. The amount of the developer contributed subsidy as set forth in this Annual Operating Budget is an estimated amount only. The actual amount will be equal to the amount necessary to pay the difference between the actual Operating Budget determined on a per Vacation Point basis based upon 175 Vacation Homes and the estimated Operating Budget determined on a per Vacation Point basis based upon 266 Vacation Homes. The obligation of DVD to commit to pay this subsidy during the subsidy period is a matter of private contract between DVD and Owners who purchased prior to 1/1/96. DVD does not offer this subsidy to Owners who purchase on or after 1/1/96.

By basing the net annual operating assessment for the budget year 2022 on the presumption that 266 Vacation Homes would have been declared into the Condominium, DVD is able to provide Owners who purchased prior to 1/1/96 with a lower annual operating assessment. It is currently contemplated that no additional Vacation Homes will be added to the Condominium.

As a consequence of this subsidy, assessments during the subsidy period for Owners who purchased prior to 1/1/96 will not exceed an amount on a per Vacation Point basis equal to the Owners' share of the estimated Common Expenses determined as if there were 266 Vacation Homes declared into the Condominium.

Description of Cost Components:

1. Administration and Front Desk - Cost of front desk operations and resort management, including operating supplies and equipment rental. Also includes costs for operational and administrative support from the WALT DISNEY WORLD® Resort ("WDW").
2. Annual Audit - Fee for the independent audit of the Association's financial statements as required by Florida law.
3. DVC Reservation Component - Fee paid to Buena Vista Trading Company for providing the exchange component of the Club central reservation system.
4. Fees to the Division - Annual fee of \$2 per Vacation Home per seven days of annual use availability assessed by the State of Florida for regulation of the timeshare industry in Florida.
5. Housekeeping - Cost of cleaning Vacation Homes and public areas and replacement of disposable amenities in Vacation Homes. Also includes the purchase, replacement and cleaning of linens and towels.
6. Income Taxes - Federal income taxes. Timeshare condominium associations may not claim non-profit status for federal income tax purposes under current regulations.
7. Insurance - Cost of insurance premiums for property coverage, general liability, workers' compensation, crime and Director's and Officer's liability.
8. Legal - Cost of legal counsel regarding Association business.
9. Maintenance - Cost of interior and exterior maintenance and repairs not paid for out of replacement reserves. Also includes landscaping, pest control and fire alarm monitoring.
10. Management Fee - Fee paid to DVCM for providing management services to the Association according to the Property Management Agreement. The fee is equal to 12 percent of the total Operating and Reserve Budget exclusive of real estate taxes, transportation fees, and the management fee, itself.
11. Member Activities - Cost of recreation operations, certain Member activities and events at the Resort. Cost of quarterly Member newsletter, annual Association meetings and printing and postage for Association legal mailings.
12. Security - Cost of guard coverage at the Resort.
13. Utilities - Cost of electricity, gas, water, sewer, solid waste disposal, cable television and telephone service at the Resort.

See also Additional Budget Notes.

Estimated Capital Reserves Budget For January 1, 2022 Through December 31, 2022

Replacement Fund Components	175 Vacation Homes		266 Vacation Homes ¹	
	2022 Annual Budget	2022 Annual Budget (Per Vacation Point)	2022 Build-out Budget	2022 Build-out Budget (Per Vacation Point)
Capital Reserves	\$4,091,835	\$2.5314	\$6,583,767	\$2.1367
Interest Income	(72,665)	(0.0450)	(113,702)	(0.0369)
Easement Contribution	(2,762)	(0.0017)	(2,762)	(0.0009)
TOTAL CAPITAL RESERVES BUDGET	\$4,016,408	\$2.4847	\$6,467,302	\$2.0989

Capital Reserve Analysis For The Year Ended December 31, 2021

Replacement Fund Components	Estimated Fund Balance as of December 31, 2021	Estimated Useful Lives (Years)	Estimated Remaining Useful Lives (Years)	Estimated Current Replacement Costs (175 Vacation Homes)	Estimated Current Replacement Costs (266 Vacation Homes) ¹
Roof Replacement/Repair		5 - 40	3 - 14	\$6,782,068	\$8,335,041
Interior Refurbishment		1 - 28	1 - 15	23,348,877	35,601,582
External Building Painting		6 - 10	1 - 4	2,594,417	3,188,493
Common Element Renovation		1 - 36	1 - 19	19,714,997	24,229,375
Pavement Resurfacing		2 - 15	1 - 12	678,549	833,924
Capital Reserves	<u>\$7,243,249</u>				
TOTAL	<u>\$7,243,249</u>			<u>\$53,118,908</u>	<u>\$72,188,414</u>

¹ This estimated capital reserves budget is used solely for the purpose of determining the developer subsidy for purchasers who purchased prior to 1/1/96 as described in Note 2. It does not reflect actual or estimated Association expenses.

Estimated Capital Reserves Budget Notes

All capitalized terms not defined in these budget notes will have the same meanings ascribed to such terms in the Component Site Public Offering Statement for Disney Vacation Club at Vero Beach.

- Funds Covered** - The annual budget for Capital Reserves covers funds set aside, in accordance with Chapter 721, *Florida Statutes*, using the pooling accounting method, for the repair or replacement of major items pertaining to the Units and Common Elements with a useful life of greater than one year. The interest earned on these funds remains in the Capital Reserves account and is not absorbed into the Operating Budgets.
- Developer Subsidy for Owners Who Purchased Prior to 1/1/96** - The Vero Beach Resort was originally structured as a phased condominium and no additional phases are intended to be added to the condominium. Only 175 Vacation Homes have actually been made part of the Condominium.

In an effort to afford Owners who purchased prior to 1/1/96 with a fair and equitable dues assessment, DVD has committed to Owners who purchased prior to 1/1/96 that the net annual assessment for Common Expenses of the Condominium imposed upon such Owners who purchased prior to 1/1/96 shall be based upon the assumption that 266 Vacation Homes (equivalent to a total of 3,081,338 Vacation Points) have actually been added to the Condominium. This is accomplished through a developer contributed subsidy, which for the year January 1, 2022 through December 31, 2022, will be \$0.3858 per Vacation Point for Owners who purchased prior to 1/1/96.

The amount of the developer contributed subsidy as set forth in this Annual Capital Reserves Budget is an estimated amount only. The actual amount will be equal to the amount necessary to pay the difference between the Annual Capital Reserve Budget determined on a per Vacation Point basis based upon 175 Vacation Homes and the Annual Capital Reserve Budget determined on a per Vacation Point basis based upon 266 Vacation Homes. The obligation of DVD to commit to pay this subsidy during the subsidy period is a matter of private contract between DVD and Owners who purchased prior to 1/1/96. DVD does not offer this subsidy to Owners who purchase on or after 1/1/96.

By basing the net annual capital reserves assessment for the budget year 2022 on the presumption that 266 Vacation Homes would have been declared into the Condominium, DVD is able to provide Owners who purchased prior to 1/1/96 with a lower annual capital reserves assessment. It is currently contemplated that no additional Vacation Homes will be added to the Condominium.

As a consequence of this subsidy, assessments during the subsidy period for Owners who purchased prior to 1/1/96 will not exceed an amount on a per Vacation Point basis equal to the Owners' share of the Annual Capital Reserve Budget determined as if there were 266 Vacation Homes declared into the Condominium. DVD shall not be liable for any capital reserve Common Expenses incurred during the subsidy period that are in excess of budgeted Common Expenses for capital reserves.

3. Easement Contribution - The easement grants access for future residents of a new housing development that is adjacent to the property. The access is limited to a portion of the roadway and sidewalk on the parcel of land located on the west side of A1A across from the resort. DVD contributed \$57,922 to the Association's Reserve account in 2019 to cover future repairs of the roadway and sidewalk included in the easement. The amount is being recognized as reserves revenue equally over a 21-year period.
4. Developer Guarantee - DVD has agreed to guarantee to each Purchaser and Owner that they will only be required to pay an assessment for reserves expenses of \$2.4847 per Vacation Point through December 31, 2022, exclusive of ad valorem taxes, which are billed separately. In consideration of this guarantee and pursuant to Florida law, DVD will be excused from the payment of its share of the Common Expenses which otherwise would have been assessed against its unsold Ownership Interests during the term of the guarantee. As a consequence of this exemption, during the term of this guarantee, DVD will pay any difference between actual expenses and assessments collected from all Owners and income from other sources. DVD will pay such expenses as needed to meet expenses as the expenses are incurred. However, any Common Expenses incurred during the guarantee period resulting from a natural disaster or an act of God, which are not covered by insurance proceeds from the insurance maintained by the Association, will be assessed against all Owners owning Ownership Interests on the date of such natural disaster or act of God, or their successors or assigns, including DVD, provided that during any period of time DVD controls the Association pursuant to Section 718.301, Florida Statutes, the Association maintains all insurance coverages required by Section 721.165, Florida Statutes. DVD reserves the right, but is under no obligation, to extend and/or increase the amount of this guarantee for one (1) or more periods of one (1) year each after the expiration of this guarantee period on December 31, 2022, as permitted by Florida law.

See also Additional Budget Notes.

Additional Budget Notes

1. **2022 Dollars** - All costs are stated in 2022 dollars unless otherwise indicated.
2. **Books and Records** - The books and records for the Association are maintained at: 215 Celebration Place, Suite 300, Celebration, Florida 34747. The person responsible for the upkeep and custodianship of the books and records of the Association is the Treasurer of the Association, (407) 566-3000.
3. **Related Party Transactions** - DVD is a Florida corporation and a related entity of The Walt Disney Company ("TWDC"), a Delaware corporation. DVD acquired a term-for-years interest in the property, located in Indian River County, Florida. DVD developed the Condominium on the property, and sells ownership interests in condominium units, as part of the vacation ownership plan. Unless otherwise extended, the term-for-years interest will expire on January 31, 2042, and vest to the benefit of Walt Disney Parks and Resorts U.S., Inc. ("WDPR"), a Florida Corporation (formerly Walt Disney World Co.), its successors and assigns, as successor by merger to Walt Disney World Hospitality & Recreation Corporation ("WDWHRC"), formerly known as and sometimes identified herein and in DVC Resorts Documents as Lake Buena Vista Communities, Inc. WDPR is also a subsidiary of TWDC.

Certain directors or officers of DVD or Disney Vacation Club Management, LLC ("DVCM") serve on the Board or as officers of the Association. Certain directors or officers of the Association are also employees of TWDC or its affiliates.

DVD retains no less than 2 percent of the total ownership interests in each unit declared in the Condominium and is responsible for annual dues with respect to its retained or unsold ownership interests. DVD has retained ownership interests equivalent to approximately 32,367 vacation points. In addition, DVD had unsold ownership interests equivalent to approximately 15,201 vacation points as of December 31, 2020. During the year ended December 31, 2020, DVD annual dues paid to the Association were \$613,934.

As of December 31, 2020, the amount due from DVD of \$127,250 is primarily related to the voluntary subsidy.

DVCM, a Florida limited liability company, is the manager of the Association and is also a subsidiary of TWDC.

Management fees payable to DVCM are 12 percent of the total annual operating and reserve budget exclusive of real estate taxes, transportation fees, and the management fee, itself. Management fees incurred during the year ended December 31, 2020, were \$1,645,000.

DVCM has an agreement with the Association whereby DVCM may operate a resort hotel with respect to the rental of unreserved accommodations in the Condominium. Proceeds, resulting from the rental of unreserved accommodations, are retained by the Association up to an amount equal to 2.5 percent of the adjusted operating and reserve budget, as defined, in each calendar year, as breakage revenue. During the year ended December 31, 2020, the Association received \$393,675 in breakage revenue.

Substantially all operating expenses have been allocated to the Association from DVCM, and certain operating expenses have been rendered by or incurred through other TWDC entities.

Amounts due to or from DVCM are payable in full and due on demand. As of December 31, 2020, the amount due from DVCM of \$462,063 related to allocable expenses, net of annual dues collected but not yet remitted to the Association.

4. **Management Agreement** - The Association currently has a three-year management agreement ending September 12, 2022 with DVCM. Thereafter, the management agreement automatically renews for successive periods of three (3) years each, upon its scheduled expiration, unless either party gives the other written notice of nonrenewal, as stipulated in the agreement. DVCM provides on-site management and maintenance services, and off-site administrative and accounting services.

Pursuant to the management agreement, DVCM has been delegated the authority by the Association to provide all services, through employees and experts retained by it, incidental to the management and operation of the Condominium. In connection therewith, substantially all operating expenses have been allocated to the Association from DVCM. However, certain operating expenses may be incurred through other TWDC entities.

5. Vacation Homes - Wherever used throughout this budget, the term Vacation Home does not include studio or one bedroom accommodations that comprise part of a two bedroom lockoff Vacation Home.
6. Use Availability Periods - Pursuant to Section 721.13(3)(c)1, Florida Statutes, the total number of 7-day annual use availability periods currently registered with the State of Florida is 8,925.

Estimated Ad Valorem Taxes for January 1, 2022 through December 31, 2022

The amount of ad valorem taxes assessed against each Unit will be determined by the Indian River County Property Appraiser's Office. The estimated ad valorem tax assessments to be included on your 2022 Annual Dues billing statement will be \$0.6274 per Vacation Point. This is DVCM's best estimate of the actual taxes which will be assessed for the tax year 2022. DVCM does not certify this ad valorem tax estimate. Each Owner is responsible for his or her per Vacation Point share of the actual tax bill received each year from the Indian River County Tax Collector's Office. Any difference between the tax estimate and actual taxes paid on the Owner's behalf will be applied towards the Owner's subsequent year's tax assessment.

2022 Estimated Annual Dues Assessment

For Owners Who Purchased On or After 1/1/96: The estimated Annual Dues for the year January 1, 2022 through December 31, 2022 are \$11.9405 per Vacation Point which is comprised of the estimated Annual Operating Budget (\$8.8284 per Vacation Point), the estimated Annual Capital Reserves Budget (\$2.4847 per Vacation Point) and the estimated ad valorem taxes (\$0.6274 per Vacation Point). The total amount of Annual Dues paid by a Purchaser or Owner is determined by multiplying the total number of Vacation Points represented by the Ownership Interest purchased by \$11.9405. For example, if the Ownership Interest is represented by 230 Vacation Points, the estimated Annual Dues would be \$2,746.32.

For Owners Who Purchased Prior to 1/1/96: The estimated Annual Dues for the year January 1, 2022 through December 31, 2022 are \$9.4100 per Vacation Point which is comprised of the estimated Annual Operating Budget (\$6.6837 per Vacation Point), the estimated Annual Capital Reserves Budget (\$2.0989 per Vacation Point) and the estimated ad valorem taxes (\$0.6274 per Vacation Point). The total amount of Annual Dues paid by a Purchaser or Owner is determined by multiplying the total number of Vacation Points represented by the Ownership Interest purchased by \$9.4100. For example, if the Ownership Interest is represented by 230 Vacation Points, the estimated Annual Dues would be \$2,164.30.

