

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS OF**

ALVIERA COUNTRY CLUB, INC.

via Microsoft Teams videoconference
Held on 30 July 2021, 10:00AM

Directors Present

Bernard Vincent O. Dy - <i>Chairman</i>	Location: Makati; Device: Laptop
Leonardo L. Leonio – <i>Vice-Chairman</i>	Location: Ayala, Alabang; Device: Laptop
Anna Ma. Margarita B. Dy - <i>President</i>	Location: Makati; Device: Laptop
Clarissa Teresita L. Asuncion - <i>Treasurer</i>	Location: Alabang; Device: Laptop
Arturo G. Corpuz	Location: Quezon City; Device: Laptop
Jose P. De Jesus*	Location: Quezon City; Device: iPad
Carlo Leonardo N. Leonio	Location: Alabang; Device: iPad
Oscar S. Reyes*	Location: Makati; Device: iPad

*Independent Director

Others Present

Atty. Anna Liza M. Ang-Co	Location: San Juan City; Device: Laptop
Atty. Reinerr John A. Nuestro	Location: Mandaluyong; Device: Laptop
John Marcial R. Estacio	Location: Makati; Device: iPad
Johann V. Ramirez	Location: Pampanga; Device: Laptop
Jennylle S. Tupaz	Location: Davao; Device: Laptop
Ma. Divina Y. Lopez	Location: Makati; Device: Laptop
Jenny Vie H. Julia	Location: Mandaluyong; Device: Laptop
Peterson Y. Mañalac	Location: Pampanga; Device: Laptop
Jennifer Chua	Location: Makati; Device: Laptop
Annabeth Bernardo	Location: Taguig; Device: Laptop
Leo Canlas	Location: Pampanga; Device: Laptop
Jonathan Ryan S. Dyrning	Location: Taguig; Device: Laptop
Marian Melanie Barbara B. Eugenio	Location: Quezon City; Device: Laptop
Nicholas William Di	Location: San Juan City; Device: Laptop

PROCEEDINGS

I. CALL TO ORDER

Mr. Bernard Vincent O. Dy, Chairman of the Board, called the meeting to order and presided over the same. Atty. Anna Liza M. Ang-Co, the Corporate Secretary, recorded the proceedings.

II. CERTIFICATION OF NOTICE AND DETERMINATION OF QUORUM

The Corporate Secretary certified that notices of the Regular Board Meeting of the Corporation were sent to all the Directors of the Corporation.

After the roll call during which the Directors, Officers and other attendees stated their full name and position, location, specific device being used, and confirmed that they received the notice, agenda and materials and that they could clearly hear and/or see the other attendees, the Corporate Secretary certified that there was a quorum to transact business, there being present, majority of the Directors of the Corporation.

III. APPROVAL OF THE MINUTES OF PREVIOUS MEETINGS

On motion duly made and seconded, the Board approved the minutes of the Regular and Organizational Board Meeting held on 25 November 2020 and the Special Meetings held on 30 April 2021 and 28 June 2021.

IV. MATTERS FOR RATIFICATION

A. 2020 AUDITED FINANCIAL STATEMENTS

Mr. Ramirez, the General Manager, presented the 2020 Audited Financial Statements of the Corporation:

ALVIERA COUNTRY CLUB, INC.		
STATEMENTS OF FINANCIAL POSITION		
	December 31	
	2020	2019
ASSETS		
Current Assets		
Cash in bank (Notes 4, 11 and 13)	P6,138,795	P11,421,415
Accounts and other receivables (Notes 5, 11 and 13)	7,491,892	5,577,716
Inventories (Note 6)	1,648,675	2,022,623
Creditable withholding taxes	17,424	11,332
Total Current Assets	15,296,786	19,033,086
Noncurrent Assets		
Property and equipment (Note 7)	815,644,403	836,709,870
Advances to contractors	1,728,221	1,728,221
Input value-added tax	110,424,931	108,499,117
Other noncurrent assets	1,269,785	1,269,785
Total Noncurrent Assets	929,067,340	948,206,993
TOTAL ASSETS	P944,364,126	P967,240,079
LIABILITIES AND EQUITY		
Current Liability		
Accounts and other payables (Notes 8, 11 and 13)	P85,244,754	P59,838,701
Noncurrent Liability		
Retention payable (Note 11)	9,747,389	10,057,889
Total Liabilities	94,992,143	69,896,590
Equity		
Capital stock (Note 9)	956,745,130	956,745,130
Deficit	(107,373,147)	(59,401,641)
Total Equity	849,371,983	897,343,489
TOTAL LIABILITIES AND EQUITY	P944,364,126	P967,240,079

See accompanying Notes to Financial Statements

The Corporation ended 2020 with Total Assets of PhP944M which is comprised of Current Assets valued at PhP15M and Non-Current Assets worth PhP929M lodged mainly

in Property and Input Value-Added Tax (“VAT”). This figure is lower than the previous fiscal year of 2019.

Three key highlights reported are as follows:

1. Significant 75% decrease in cash due to necessary disbursements were made despite the pandemic and slowdown of activities in 2020
2. 34% increase in Accounts and other Receivables, as the Corporation was challenged in collecting due to strict quarantine protocol.
3. 88% increase in Accounts and other Payables; from the support made by NUEVOCENTRO, INC. (“NCP”).

ALVIERA COUNTRY CLUB, INC.
STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2020	2019	2018
REVENUES			
Membership dues (Note 12)	₱12,231,606	₱4,941,000	₱–
Sale of goods (Note 12)	8,490,267	6,419,259	–
Service income (Note 12)	637,292	717,195	–
Other income (Note 12)	–	505,975	–
Interest income (Notes 4 and 12)	17,220	276,812	77,294
	21,376,385	12,860,241	77,294
EXPENSES			
Cost of sales and services (Notes 6 and 12)	6,353,819	3,224,660	–
Direct operating expenses (Note 12)	52,632,487	43,359,499	339,773
General administrative expenses (Note 12)	10,355,375	9,269,257	3,707,000
	69,341,681	55,853,416	4,046,773
LOSS BEFORE INCOME TAX	47,965,296	42,993,175	3,969,479
PROVISION FOR INCOME TAX (Notes 4, 10 and 11)	6,210	122,845	15,459
NET LOSS	47,971,506	43,116,020	3,984,938
OTHER COMPREHENSIVE INCOME	–	–	–
TOTAL COMPREHENSIVE LOSS	₱47,971,506	₱43,116,020	₱3,984,938

See accompanying Notes to Financial Statements

The Corporation ended 2020 with a higher Total Revenue of PhP21M, driven by membership dues at PhP12M, increase in the number of activated members from 352 to 427, and operations for 12 whole months compared to just 6 months in the year 2019.

The Corporation’s Expenses increased to PhP69M, with 75% coming from Direct Operating Expenses [“DOE”] (Contracted Services, Utilities, Supplies, Depreciation). Despite the increase in DOE, the monthly spending decreased to PhP 4.3M per month in 2020, compared to PhP7.2M per month in 2019. On the other hand, the increase of General Administrative Expenses to PhP10M was due to additional organic personnel to support operations and business taxes.

Given these, 2020 ended with a Net Loss of PhP47M.

Upon motion duly made and seconded, the Board ratified the 2020 Audited Financial Statements as previously approved on 1 June 2021, and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Corporation ratifies the Audited Financial Statements of the Corporation for the taxable year ending 31 December 2020, as previously approved and filed with the Bureau of Internal Revenue and the Securities and Exchange Commission on 1 June 2021.

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

B. APPLICATION WITH THE SECURITIES AND EXCHANGE COMMISSION ONLINE SUBMISSION TOOL (“OST”)

Upon motion duly made and seconded, the Board approved and ratified the Application of the Corporation with the Securities and Exchange Commission Online Submission Tool (“OST”), and passed the following resolutions:

AUTHORIZED FILERS FOR SECURITIES AND EXCHANGE COMMISSION

“WHEREAS, during the regular meeting by the Board of Directors of Alviera Country Club, Inc. (the “Corporation”) held on 30 July 2021 at 10:00AM, where a quorum was present and acted all throughout, the Board of Directors, by unanimous vote, resolved and approved to designate MA. DIVINA Y. LOPEZ, HYACINTHA MEA G. CHIM, SUNSHINE C. MUNDIGUING, ATTY. ANNA LIZA M. ANG-CO (Corporate Secretary), ATTY. REINERR JOHN A. NUESTRO (Assistant Corporate Secretary), and/or NICHOLAS WILLIAM G. DI (Legal Secretary of Co Ferrer Ang-Co & Gonzales Law Offices), to represent the Corporation and act for it in the submission of reportorial requirements with the SEC through Online Submission Tool (“OST”);

“The foregoing Resolution is valid and existing, until withdrawn revoked or modified by the Corporation.”

C. APPOINTMENT OF DATA PROTECTION OFFICER

Upon motion duly made and seconded, the Board ratified the Appointment of the Corporation’s Data Protection Officer, previously approved on 30 April 2021, and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Board of Directors ratifies the appointment of Ms. Amelia Ann T. Alipao as Data Protection Officer of the Corporation, as previously approved on 30 April 2021;

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

D. AUTHORIZATION OF THE GENERAL MANAGER TO SIGN AND ENTER INTO CONTRACTS AND AVAIL OF GLOBE PRODUCTS, FACILITIES AND SERVICES & MANPOWER AGENCIES, UTILITIES AND SUPPLIES

Upon motion duly made and seconded, the Board ratified the authorization of the General Manager to sign and enter into contracts and avail of Globe Products, Facilities and Services & Manpower Agencies, Utilities and Supplies, previously approved on 30 April 2021, and passed the following resolutions:

I. AVAILMENT OF GLOBE PRODUCTS, FACILITIES AND SERVICES

“RESOLVED, as it is hereby resolved, that the Board of Directors approves and ratifies the authority of the General Manager to enter into transactions and contracts with, and/or avail of products, facilities, services of Globe Telecom, Inc., as previously approved on 30 April 2021;

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

II. MANPOWER AGENCIES, UTILITIES, AND SUPPLIES

“RESOLVED, as it is hereby resolved, that the Board of Directors approves and authorizes the procurement of goods and services and/or renewal of currently existing agreements to which the Corporation is a party for the procurement of goods, services, and works from individuals and entities such as, but not limited to, manpower agencies, public utilities, merchant suppliers, other goods and services, as the incumbent General Manager of the Corporation may deem appropriate and necessary in the ordinary course of business of the Corporation;

“RESOLVED FURTHER, that the incumbent General Manager of the Corporation be approved and authorized to negotiate, sign, execute, and/or deliver any and all documents, contracts, instruments, and perform all acts, for and on behalf of the Corporation, as may be appropriate and required by the foregoing transactions authorized above;

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its

transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

E. APPLICATION WITH THE BUREAU OF INTERNAL REVENUE (“BIR”) ENHANCED ELECTRONIC SALES (“eSALES”) SYSTEM

Upon motion duly made and seconded, the Board ratified the Application with the Bureau of Internal Revenue (“BIR”) Enhanced Electronic Sales (“eSales”) System, previously approved on 28 June 2021, and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Board of Directors approves and ratifies the application of the Corporation with the Bureau of Internal Revenue (“BIR”) Enhanced Electronic Sales (“eSales”) System, as previously approved on 28 June 2021;

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

F. ADOPTION OF CORPORATE SEAL

Upon motion duly made and seconded, the Board ratified the Adoption of the Corporate Seal, previously approved on 4 January 2021, and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Board of Directors approves and ratifies the adoption the seal in the form and design below as the Corporate Seal of the Club, as previously approved on 4 January 2021:



“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

V. MATTERS FOR BOARD APPROVAL

A. COMPTROLLER, CHIEF FINANCE OFFICER & COMPLIANCE OFFICER

Upon motion duly made and seconded, the Board approved and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Board of Directors, pursuant to the recommendation of the Nomination and Remuneration Committee, appoints Ms. Ma. Divina Y. Lopez as Club Comptroller, Chief Finance & Compliance Officer and as Member of the Audit and Risk Committee, to serve the remaining term of Ms. Ma. Luisa D. Chiong;

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

B. CHIEF AUDIT EXECUTIVE

Upon motion duly made and seconded, the Board approved and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Board of Directors appoints Ms. Jenny Vie H. Julia as Chief Audit Executive, in compliance with the internal audit recommendation of the Securities and Exchange Commission under SEC Memorandum Circular No. 24 Series of 2019, otherwise known as the “Code of Corporate Governance for Public Companies and Registered Issuers”;

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

C. AUTHORIZED SIGNATORIES

Upon motion duly made and seconded, the Board approved and passed the following resolutions updating its list of Attorneys-in-Fact for general transactions:

“RESOLVED, to appoint and designate the following as Attorneys-in-Fact of the Corporation for general transactions subject to the limits of authority set forth below:

Class “A”

Bernard Vincent O. Dy
Leonardo L. Leonio
Clarissa Teresita L. Asuncion
Carlo Leonardo N. Leonio
Lawrence Conrad N. Leonio
Anna Ma. Margarita B. Dy
Augusto D. Bengzon
John Marcial R. Estacio
Ma. Luisa D. Chiong
Regina F. Magbitang
Jose Emillio B. Jamir
Arturo G. Corpuz
Jennylle S. Tupaz
Ma. Divina Y. Lopez

Class “B”

Marian Melanie Barbara B. Eugenio
Hyacintha Mea G. Chim
Maria Angelica R. Viado
Jonathan Ryan S. Dyning
Johann V. Ramirez

Nature of Transactions:

1. Any sale or disposal made by the Corporation of any asset or its shareholdings in another corporation;
2. Contracts to sell or conditional deeds of sale;
3. Any transaction involving major construction projects or any agreement involving a project which will require the Corporation to perform a significant act, or will impose on the Corporation a significant obligation or liability, including releases, waivers, and quitclaims;
4. Acquisition of land or other real property;
5. Formation of a subsidiary, whether wholly-owned by the Corporation or formed in joint venture with third parties;
6. Any Related Party Transactions should have one (1) Class A signatory each from both Ayala Land, Inc. (ALI) and Leonio Land Holdings, Inc. (LHHI) regardless of the amount;
7. Contracts related to financing transactions such as, but not limited to, credit/loan agreements, underwritings/selling agreements, and other documents to implement the transaction;

8. Contracts related to the issuance of promissory notes, certificate of indebtedness, and other documents to implement the transaction;
9. Letters of intent or memoranda of undertaking or agreement;
10. Donations;
11. Proxies, powers of attorneys (not involved in any litigation/case), right of way agreements, application for, consents, and approvals;
12. Transactions including, but not limited to, application, enrollment, etc., with various government offices and agencies such as, but not limited to, the Securities and Exchange Commission (“SEC”), the Bureau of Internal Revenue (“BIR”), the local government unit, etc. for the use of any required platform, system, or for any other purpose in compliance with any law or government issuance affecting the Club.

Limits of Authority:

1. For any amount exceeding PhP10,000,000.00, or its equivalent in foreign currency, under the joint signatures of any two (2) Class A signatories, each from ALI and LHHI.
2. For any amount exceeding PhP1,000,000.00 but not exceeding PhP10,000,000.00, or its equivalent in foreign currency, under the joint signatures of any two (2) signatories, with at least one (1) Class A signatory.
3. For any amount not exceeding PhP1,000,000.00, or its equivalent in foreign currency, under the joint signatures of any two (2) signatories.

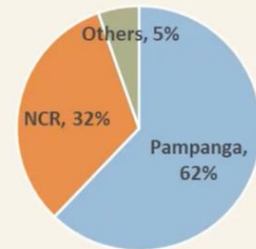
**For ALI related party transactions, a LHHI signatory shall be required regardless of amount. The signatories of LHHI are Leonardo L. Leonio, Clarissa Teresita L. Asuncion, Lawrence Conrad N. Leonio, Carlo Leonardo N. Leonio, Regina F. Magbitang, Lady Claire L. Guiyab, Maria Angelica R. Viado, and Jonathan Ryan S. Dyrning.*

D. NEW CLUB MEMBERS

Mr. Ramirez, the General Manager, reported that there are 36 individuals and 1 corporate account which comprise the new club members for the first half of the year. 62% of the new members are reported to be locals from Pampanga, and they have a good chance to visit the club. Looking at the profession of the new club members who are individuals, majority of them are corporate employees, with a significant number of them being business owners.

D. For approval of new club members as of June 2021

	Last Name	First Name	Address	Profession
1	Abara	Raymund	Pampanga	Corporate Employee
2	Alcordero	Clarence	NCR	Private Practice
3	Blanco	Rafael Jerome	Pampanga	Corporate Employee
4	Cordero	Ryan Christopher	Pampanga	Business owner
5	Chang	Peter D	Pampanga	Business owner
6	Caballero	Lourders Margarita	NCR	Corporate Employee
7	Carlos	John Christian	Pampanga	Business owner
8	Cordero	Ryan Christopher	Pampanga	Business owner
9	Ducut	John Cruz	Pampanga	Business owner
10	De Leon	Raymund	NCR	Corporate Employee
11	Enriquez	Richie	Pampanga	Business owner
12	Friebe	Grace	Pampanga	Corporate Employee
13	Felipe	Roy Rufino	Pampanga	Corporate Employee
14	Fernandez	Laureano	Pampanga	Corporate Employee
15	Hernandez	Eric Jayson	NCR	Corporate Employee
16	Lim	Edward Tan	NCR	Corporate Employee
17	Lawas	Lawrence	NCR	Corporate Employee
18	Macapagal	Maricar	NCR	Private Practice
19	Mariano	Jaime	Tarlac	Business owner
20	Magno	Katrina Charisse	Pampanga	Private Practice
21	Montemayor	Robert	Pampanga	Corporate Employee
22	Muñoz	Patrick Joseph	Pampanga	Corporate Employee
23	Nunag	Shiela	Pampanga	Corporate Employee
24	Pandato	Robin	Pampanga	Private Practice
25	Payumo	William Bailon	NCR	Business owner
26	Pinpin	Ronaldo	Pampanga	Business owner
27	Quidilla	Efren	NCR	Corporate Employee
28	Queri	Raissa Abainza	Pampanga	Corporate Employee
29	Rodriguez	Nelia Veronica	NCR	Business owner
30	Sandico	Mark Stephen Ryan Puzor	NCR	Corporate Employee
31	Sugay	Isser	Pampanga	Private Practice
32	Tan	Erwin Brian	Pampanga	Corporate Employee
33	Villarica	Henry Lester	NCR	Business owner
34	Villaruel	Margarette	Pampanga	Private Practice
35	Yusi	Paulino	Pampanga	Corporate Employee
36	Zamora	Noel	Pampanga	Business owner
37		Roels Food Corporation	Pampanga	Corporate Account



Upon motion duly made and seconded, the Board approved and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Board of Directors ratifies and accepts the following persons as new members of Alviera Country Club, Inc., as of 30 June 2021, as approved by the Membership Committee:

	Last Name	First Name	Address	Profession
1	Abara	Raymund	Pampanga	Corporate Employee
2	Alcordero	Clarence	NCR	Private Practice
3	Blanco	Rafael Jerome	Pampanga	Corporate Employee
4	Cordero	Ryan Christopher	Pampanga	Business owner
5	Chang	Peter D	Pampanga	Business owner
6	Caballero	Lourders Margarita	NCR	Corporate Employee
7	Carlos	John Christian	Pampanga	Business owner
8	Cordero	Ryan Christopher	Pampanga	Business owner
9	Ducut	John Cruz	Pampanga	Business owner
10	De Leon	Raymund	NCR	Corporate Employee
11	Enriquez	Richie	Pampanga	Business owner
12	Friebe	Grace	Pampanga	Corporate Employee
13	Felipe	Roy Rufino	Pampanga	Corporate Employee
14	Fernandez	Laureano	Pampanga	Corporate Employee
15	Hernandez	Eric Jayson	NCR	Corporate Employee
16	Lim	Edward Tan	NCR	Corporate Employee
17	Lawas	Lawrence	NCR	Corporate Employee
18	Macapagal	Maricar	NCR	Private Practice
19	Mariano	Jaime	Tarlac	Business owner
20	Magno	Katrina Charisse	Pampanga	Private Practice
21	Montemayor	Robert	Pampanga	Corporate Employee
22	Muñoz	Patrick Joseph	Pampanga	Corporate Employee
23	Nunag	Shiela	Pampanga	Corporate Employee
24	Pandato	Robin	Pampanga	Private Practice
25	Payumo	William Bailon	NCR	Business owner
26	Pinpin	Ronaldo	Pampanga	Business owner
27	Quidilla	Efren	NCR	Corporate Employee
28	Queri	Raissa Abainza	Pampanga	Corporate Employee
29	Rodriguez	Nelia Veronica	NCR	Business owner
30	Sandico	Mark Stephen Ryan Puzor	NCR	Corporate Employee
31	Sugay	Isser	Pampanga	Private Practice
32	Tan	Erwin Brian	Pampanga	Corporate Employee
33	Villarica	Henry Lester	NCR	Business owner
34	Villaruel	Margarette	Pampanga	Private Practice
35	Yusi	Paulino	Pampanga	Corporate Employee
36	Zamora	Noel	Pampanga	Business owner
37		Roels Food Corporation	Pampanga	Corporate Account

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its

transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

E. REVISION AND AMENDMENT OF THE MEMBER’S HANDBOOK

Mr. Ramirez then presented to the Board the following revisions to the Members Handbook Rules. The purposes of the revisions are to increase usage, to extend the program of associate members senior dependents and nominated guests to 2022 for them to maximize their stay in the Club and to make operations such as tipping and housekeeping items much more organized:

MEMBERS HANDBOOK RULES	CURRENT POLICY & PROCESS	RECOMMENDATION/JUSTIFICATION TO REVISE POLICY
Associate Member	<ul style="list-style-type: none"> Biological Mother & Father of principal member Expired last Dec.2020 	<ul style="list-style-type: none"> Extend to December 2022, not maximized due to quarantine Revise to include Mother & Father in-law
Senior Dependents	<ul style="list-style-type: none"> Shall not be allowed to exercise usage rights until President of the Club has determined the date when such usage rights shall become effective Refers to unmarried children 26 years of age and older but below 35 years old 	<ul style="list-style-type: none"> To allow usage of the club by Senior Dependents starting Aug 15, 2021 to Dec 31, 2022. Introductory rate of P500 / month / person as playing or club rights good for 1 year; subject to adjustments as recommended by club management No consumable. Cash settlement for use/rental of facility or purchase of food products With allowed free guests (5 during weekdays and 3 during weekends.) Revise to include Married children of members
Nominated Guest	<ul style="list-style-type: none"> Expired last December 2020 Nominated by officer, director, stockholder and invited and extend usage rights by the principal shareholder Requires endorsement from Principal shareholder Valid for 1-year usage rights 	<ul style="list-style-type: none"> Extend to December 2022, not maximized due to quarantine Reduce allocation of free guest (principal members from 10 to 5 during weekdays and allocation of 5 to 3 during weekends)
MEMBERS HANDBOOK RULES	CURRENT POLICY & PROCESS	RECOMMENDATION/JUSTIFICATION TO REVISE POLICY
Nanny / Nursemaid Ruling	<ul style="list-style-type: none"> Can accompany principal members while dining in and taking care of their charge Free / No guest fee applies if included in Free guest of Principal Members 	<ul style="list-style-type: none"> No Guest Fee Rule shall only apply to Nannies of the Principal Member Nannies of guests to pay P600 per head guest fee
Members employees in F&B Outlets	<ul style="list-style-type: none"> Employees of members are not allowed in any of the food and beverage facilities and outlets. The Drivers lounge and employees cafeteria are the designated areas for the Member’s employees 	<ul style="list-style-type: none"> To be adjusted to allow members to bring in their employees as guests. Standard free guest allocation or guest fees shall apply.
Gratuities / Tipping Ruling	<ul style="list-style-type: none"> Tipping employees is not allowed 	<ul style="list-style-type: none"> To allow gratuities if members and guests are happy with the service provided
Muffler Ruling	<ul style="list-style-type: none"> All vehicles without noise controlling mufflers will not be allowed within the club premise 	<ul style="list-style-type: none"> To revise the policy allowing members to bring in their vehicles subject to the legal and club guidelines
Smoking / Non Smoking areas	<ul style="list-style-type: none"> “in air-conditioned rooms and enclosed areas” 	<ul style="list-style-type: none"> To revise to “Smoking is allowed only in designated areas of the club” Smoking shall include all forms provided by law.

Upon motion duly made and seconded, the Board approved and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Board of Directors approves and authorizes the amendments to the Members’ Handbook, as follows:

1. Associate Member
 - a. To extend the availment of the incentive from December 31, 2020 to December 31, 2022 or until such time as may be determined by the Club Operations Management; and
 - b. To include in the coverage the parent-in-law of the Regular Member.

2. Senior Dependent
 - a. To include the Member's married legitimate children from the ages of twenty-six (26) to thirty-three (33);
 - b. To charge a monthly fee of at least PhP500.00 for playing and club rights, exclusive of consumables and use of facilities including, but not limited to, the swimming pool complex, gym, and entertainment facilities, which shall be paid for separately upon checkout; and
 - c. To be allowed five (5) free guests on weekdays and three (3) free guests on weekends.

3. Nominated Guest
 - a. To extend the availment of the incentive from December 31, 2020 to December 31, 2022 or until such time as may be determined by the Club Operations Management; and
 - b. To be allowed five (5) free guests on weekdays and three (3) free guests on weekends.

4. Nanny/Nursemaid
 - a. To emphasize that the current policy on nannies and nursemaids as provided for under Clause 4.3 of the Member's Handbook shall pertain to nannies and nursemaids of Members only; and
 - b. To charge a guest fee of at least PhP600.00 for every nanny and nursemaid of non-Members and other guests to the Club for access to the dining areas and other areas as may be allowed by the Club Operations Management.

5. Other Club rules and policies may be revised, suspended, or cancelled to meet the demands and exigencies brought about by the COVID-19 pandemic, such as, but not limited to the requirement for noise-controlling mufflers, gratuity policies, smoking policies, operating hours or schedule, etc.

“RESOLVED FURTHER, that the Board of Directors approves and authorizes the delegation to the Club Operations Management of the authority to amend or revise any other provision of the Member's Handbook as it may deem necessary;

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all

certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

F. SETTING OF THE NOMINATION PERIOD, RECORD DATE, AND SUBMISSION OF PROXIES

Upon motion duly made and seconded, the Board approved and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Corporation hereby approves the period within which to nominate candidates to the Board of Directors, Officers of the Corporation, and Chairpersons and Members to the Board Committees from 14 July 2021 to 28 July 2021;

“RESOLVED FURTHER, that the Corporation hereby sets the record date for the 2021 Annual Stockholders’ Meeting to 31 July 2021 and that the stockholders of the Corporation as of such record date be allowed to attend, vote, and participate in the 2021 Annual Stockholders’ Meeting in accordance with the rules promulgated by the Corporation and by the Securities and Exchange Commission;

“RESOLVED FURTHER, that the Corporation hereby sets the last day for the submission of proxies for stockholders attending and voting at the Annual Stockholders’ Meeting via proxy on 15 September 2021;

“RESOLVED FURTHER, that the Corporation hereby sets the day for the validation of the proxies submitted to 20 September 2021;

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

Mr. Ramirez then reminded the Board of the important dates to remember regarding the nomination period, record date and submission of proxies.

G. LIST OF CANDIDATES FOR THE BOARD OF DIRECTORS, CLUB OFFICERS, AND CHAIRPERSONS AND MEMBERS OF THE COMMITTEES

Mr. Ramirez then presented to the Board the list of nominees to the Board of Directors for the year 2021-2022, as evaluated and approved by the Nomination and Remuneration Committee, with Ms. Jennylle S. Tupaz being the newest nominee.

Upon motion duly made and seconded, the Board approved and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the following nominees to the Board of Directors for the year 2021-2022 be presented to the Stockholders for election at the Annual Stockholders’ Meeting:

LEONARDO L. LEONIO
 BERNARD VINCENT O. DY
 ANNA MA. MARGARITA B. DY
 CLARISSA TERESITA L. ASUNCION
 AUGUSTO D. BENGZON
 ARTURO G. CORPUZ
 JOSE P. DE JESUS*
 CARLO LEONARDO N. LEONIO
 LAWRENCE CONRAD N. LEONIO
 OSCAR S. REYES*
 JENNYLLE S. TUPAZ

*Independent Director

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

Mr. Ramirez then presented to the Board the list of those who were nominated as Club Directors, with the changes (as highlighted) being that of the Chairman and the Vice-Chairman, along with the positions of Comptroller, Chief Finance & Compliance Officer and Chief Audit Executive being filled by Ms. Ma. Divina Y. Lopez and Ms. Jenny Vie H. Julia, respectively.

Position	Incumbent	Nominee
Chairman	Bernard Vincent O. Dy	Leonardo L. Leonio
Vice-Chairman	Leonardo L. Leonio	Bernard Vincent O. Dy
President	Anna Ma. Margarita B. Dy	Anna Ma. Margarita B. Dy
Treasurer	Clarissa Teresita L. Asuncion	Clarissa Teresita L. Asuncion
Assistant Treasurer	Regina F. Magbitang	Regina F. Magbitang
General Manager Development	John Marcial R. Estacio	John Marcial R. Estacio
Club General Manager	Johann V. Ramirez	Johann V. Ramirez
Comptroller, Chief Finance & Compliance Officer	Ma. Luisa D. Chiong	Ma. Divina Y. Lopez
Chief Audit Executive	None	Jenny Vie H. Julia
Corporate Secretary	Atty. Anna Liza M. Ang-co	Atty. Anna Liza M. Ang-Co
Assistant Corporate Secretary	Atty. Reinerr John A. Nuestro	Atty. Reinerr John A. Nuestro

Next, Mr. Ramirez presented to the Board the list of those who were nominated as Members of the Club Committees. The addition is that of Ms. Jennylle S. Tupaz, who will now be a member of the Executive and the Membership Committees.

Committee	Chairperson	Members
Executive	Bernard Vincent O. Dy	Oscar S. Reyes* Leonardo L. Leonio Clarissa Teresita L. Asuncion Anna Ma. Margarita B. Dy Jennyle S. Tupaz
Audit & Risk	Oscar S. Reyes*	Jose P. De Jesus* Clarissa Teresita L. Asuncion Lawrence Conrad N. Leonio Augusto D. Bengzon Johann V. Ramirez – Ex officio member
Nomination & Remuneration	Clarissa Teresita L. Asuncion	Carlo Leonardo N. Leonio Bernard Vincent O. Dy Arturo G. Corpuz Anna Ma. Margarita B. Dy
Membership	Anna Ma. Margarita B. Dy	Carlo Leonardo N. Leonio Jennyle S. Tupaz Johann V. Ramirez – Ex officio member

Upon motion duly made and seconded, the Board approved and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the following nominees as Officers of the Corporation for the year 2021-2022 be presented to the Directors for election at the next Organizational Board Meeting:

Leonardo L. Leonio – *Chairman*
 Bernard Vincent O. Dy – *Vice-Chairman*
 Anna Ma. Margarita B. Dy – *President*
 Clarissa Teresita L. Asuncion – *Treasurer*
 Regina F. Magbitang – *Assistant Treasurer*
 John Marcial R. Estacio – *General Manager for Development*
 Johann V. Ramirez – *Club General Manager*
 Ma. Divina Y. Lopez – *Comptroller, Chief Finance Officer*
 & *Compliance Officer*
 Jenny Vie H. Julia – *Chief Audit Executive*
 Atty. Anna Liza M. Ang-Co – *Corporate Secretary*
 Atty. Reinerr John A. Nuestro – *Assistant Corporate Secretary*

“RESOLVED FURTHER, as it is hereby resolved, that the following nominees as Chairpersons and Members of the Board Committees of the Corporation for the year 2021-2022 be presented to the Directors for election at the next Organizational Board Meeting:

Executive Committee

Bernard Vincent O. Dy - *Chairman*
 Oscar S. Reyes*
 Leonardo L. Leonio
 Clarissa Teresita L. Asuncion
 Anna Ma. Margarita B. Dy
 Jennyle S. Tupaz

Audit and Risk Committee

- Oscar S. Reyes* - *Chairman*
Jose P. De Jesus*
Clarissa Teresita L. Asuncion
Lawrence Conrad N. Leonio
Augusto D. Bengzon
Johann V. Ramirez - *Ex-officio Member*

Nomination and Remuneration Committee

- Clarissa Teresita L. Asuncion - *Chairman*
Carlo Leonardo N. Leonio
Bernard Vincent O. Dy
Arturo G. Corpuz
Anna Ma. Margarita B. Dy

Membership Committee

- Anna Ma. Margarita B. Dy - *Chairman*
Carlo Leonardo N. Leonio
Jennylle S. Tupaz
Johann V. Ramirez - *Ex-officio Member*

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

H. ANNUAL STOCKHOLDERS’ MEETING

Mr. Ramirez informed the Board that the date of the Annual Stockholders Meeting and Organizational Board Meeting is set on September 30, 2021, in accordance with the Corporation’s Amended By-Laws.

The Board was then informed of the guidelines of how the stockholders may participate in the upcoming Annual Stockholders Meeting:

Participation of the Stockholders in the Annual Stockholders’ Meeting (ASM) through Remote Communication via online streaming

- The ability to vote upon any item in the agenda through remote communication or in absentia
- The engagement of third party service providers to install and implement the remote communication system to be utilized during the ASM
- Authorization of the Corporate Secretary to formulate internal rules and procedures in line with the Revised Corporation Code and other SEC regulations on the conduct of the Annual Stockholders’ Meeting through remote communication
- Authorization of any Director or Officer to (i) sign, execute, and deliver any and all statements, contracts, applications, and other documents, and (ii) perform all acts to implement the foregoing

Upon motion duly made and seconded, the Board approved and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Board of Directors sets the Annual Stockholders’ Meeting of the Corporation to 30 September 2021 as mandated by Article VI, Section 1 of the Corporation’s Amended By-Laws, followed immediately by the Organizational Board Meeting;

“RESOLVED FURTHER, that the Corporation be authorized and empowered to hold the 2021 Annual Stockholders’ Meeting through remote communication and to allow the stockholders of record to vote upon any item in the agenda through remote communication or *in absentia*;

“RESOLVED FURTHER, that the Corporation be authorized and empowered to engage third party service providers to install and implement the remote communication system to be utilized during the Annual Stockholders’ Meeting;

“RESOLVED FURTHER, that the Corporation hereby authorizes the Corporate Secretary to formulate internal rules and procedures in line with the Revised Corporation Code and other SEC regulations on the conduct of the Annual Stockholders' Meeting through remote communication;

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certifications, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

I. APPOINTMENT OF EXTERNAL AUDITOR AND FIXING OF THEIR REMUNERATION

Upon motion duly made and seconded, the Board approved and passed the following resolutions:

“RESOLVED, as it is hereby resolved, that the Corporation be authorized and empowered to appoint SyCip Gorres Velayo & Co. (SGV & Co.), its Clark Servicing Office with its Partner-In-Charge, Mr. Jose Pepito Zabat III, as the Corporation’s external auditor, to examine the financial statements of the Corporation as of and for the taxable year ending 31 December 2021, as recommended by the Audit and Risk Committee;

“RESOLVED FURTHER, that the Corporation be authorized and empowered to fix the remuneration of SGV & Co. at PhP190,000.00 exclusive of VAT and out-of-pocket expenses capped at five percent (5%) of the Audit Fee, or such remuneration as may be accepted by the Club Operations Management;

“RESOLVED FINALLY, that any Director or Officer of the Corporation be authorized to (i) represent the Corporation in all of its transactions in connection with the foregoing; (ii) perform all acts to implement these resolutions; and (iii) sign, execute and deliver any and all certificates, statements, contracts, applications, agreements, and other documents as may be necessary to give effect to the foregoing purpose.”

J. CLUB OPERATIONS UPDATE

Mr. Ramirez presented the following Club Operations Update:

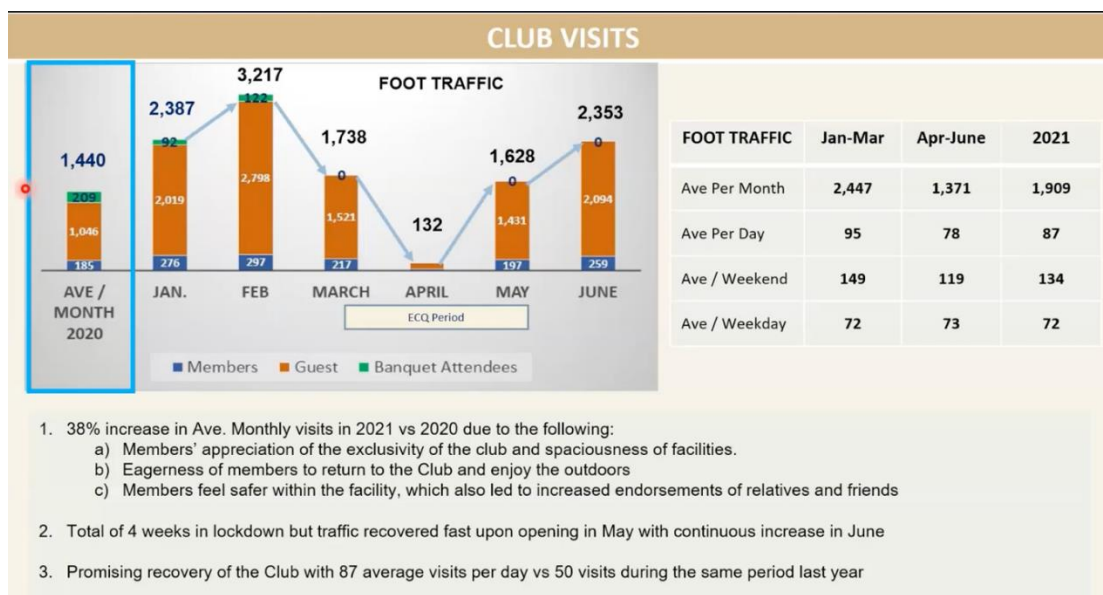
CLUB SHARES SALES STATUS							
Payment Status	Total Shares	Class B Shares	Activated Shares	Class C Shares	Activated Shares	Total Activated (# of Shares)	Total Activated (# of assignees)
Fully Paid	390	362	328	28	22	440	
Booked	127	120	37	7	1		
Reserved	83	74	47	9	5		
Total	600	556	412	44	28	468	

Sales Report	Jan	Feb	Mar	Apr	May	June	YTD June 2021
Class B	12	4	2	1	3	8	30
Class C			1		1		2

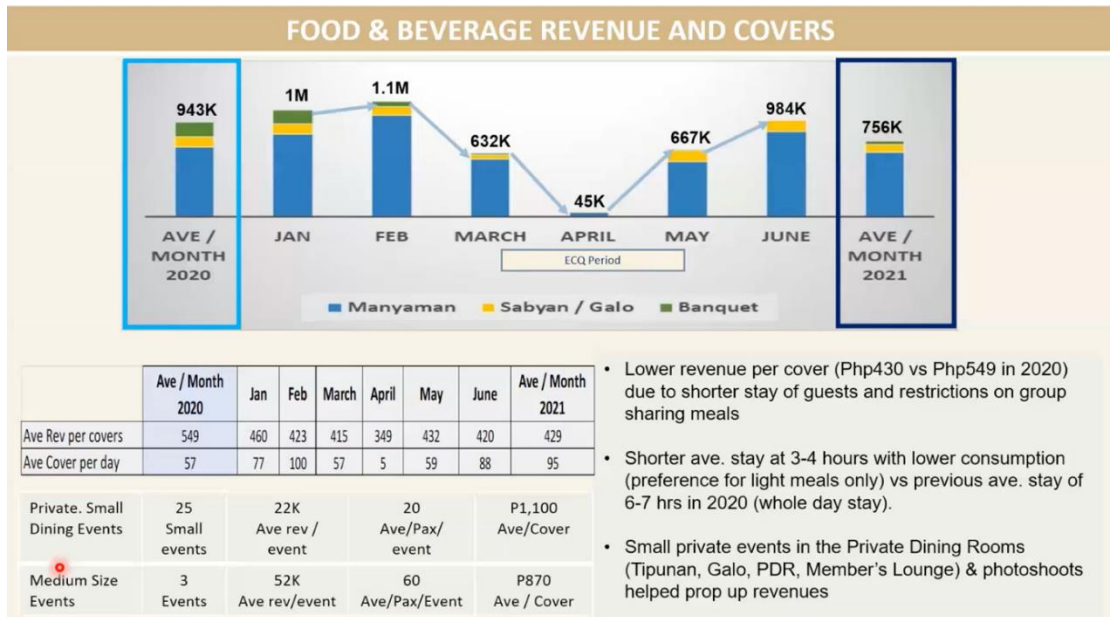
Sales Plan

- Continue offering the following payment terms – (1) Cash,(2) 50-50, (2) 20-20-60 (max of 20 month amortization)
- Easier payment option – G-Cash QR code and Pay Bill options
- Referral incentive program. Members referral, employees P10K worth of Ayala Malls EGC
- Brokers, seller and potential buyers small, open house events. Direct engagement

Mr. Ramirez reported a total of 600 shares sold with total activated assigned shares of 468. He was happy to inform the Board that with 600 shares, the Club is near the breakeven point of 1,000 shares. In terms of sale of Club Shares, the plan is to increase club shares by offering easier payment terms, easier payment options, especially with their new G-Cash facilities along with their referral and incentive programs.



For Club Visits, the last six (6) months have seen a much higher average of 1,909 visits per month compared to last year's average of 1,400 per month, which is at a 38% increase. Mr. Ramirez also reported that around 200 members frequently bring their families to the Club and bring in more guests. Based on the figures, the Club feels that the members are starting to feel safer to spend their leisure time in the premises.



With regard to Food and Beverage Revenues, the average per month has decreased from PhP943,000 to PhP756,000 due to a lower revenue per cover at PhP430 versus last year's figure at PhP549. The Club noticed that members stayed in the Club for a shorter period, with a normal day at the Club comprising members using the pool and eating 1 meal for about 3-4 hours total. This is much lower compared to last year, where members would spend about 7-8 hours at the Club and eat 2 meals a day there.

To address this, the Club plans to open more spaces for smaller private events for groups of 20 people with an average of PhP1,100 per cover. In line with this goal, the past month has been all about Food and Beverage promotions; from holiday promotions to special food and drinks promotions every month. Mr. Ramirez also reported that the Club has partnered with specialized stores for local pasalubong goodies which can be sold in the Club premises. The Club will also have new products to offer their members more choices for the second half of the year.

The Club has also boosted features in relation to their activities, such as the installation of a long-term locker rental system, installation of Wi-fi repeaters around the Club and Avida Houses for rent, and having annual medical check-ups for their employees.

Finally, the Club also made sure that their health and safety protocols are in place to ensure everyone's safety in the premises. The use of face masks and shields are required in the Club, along with PPE suits during disinfection activities, and the installation of air purifiers and additional signages and reminder boards around the Club to inform everyone of what is going on around the Club.

K. PROFIT AND LOSS BUDGET 2021

Mr. Ramirez then presented the 2021 Profit and Loss Budget, as follows:

	BUDGET 2021 (In Millions)	ACTUAL 2020 (In millions)	Var (in Php) 2021 vs 2020	Var (in %) 2021 vs 2020	
F&B and S&R Revenue	13.4	8.6	4.8	55%	<ul style="list-style-type: none"> ➤ Revenue <ul style="list-style-type: none"> • Full year operation vs 9 months in 2020 • Maximize, sustain and increase club visits coming from 2020 average of 1,400 per month • Launch F&B promo and new products to encourage visit ➤ Cost of Sales <ul style="list-style-type: none"> • Effort to reduce operating costs • Continuous review of menu engineering to maintain budget • Continuous review of suppliers price and source out new ones ➤ Expenses <ul style="list-style-type: none"> • Increase in manpower to support club activities and maintain the level of service and experience • Increase in Utilities (Power, Water) due to increase in rates and increase in activities • Insurance due to machine, equipment, vehicles out of warranty ➤ Membership Revenue <ul style="list-style-type: none"> • Collection efficiency and increase members activation
Cost of Sales	4.8	6.3	-1.5	24%	
Gross Profit	8.6	2.3	6.3	273%	
Total Expenses	47.7	39.3	8.3	21%	
Operating Loss: Before Membership Dues	-39.0	-37.0	-2	6%	
Add: Membership Revenue	15.6	12.7	2.9	23%	
Operating Loss: After Membership Revenue	-23.4	-24.3	884	4%	
Depreciation	23.6	23.6	270	0%	
Net Loss	-47.0	-47.9	884	2%	

For Revenue, the Club is looking at a 55% increase from last year to about Php13.4M. With a full year of operations, maximizing high traffic at the start of the year and the lush new promotions, the Club is confident about the revenue they can garner.

Cost of Sales will also improve, as the Club will review their engineering and keeping sourcing out lower price but quality suppliers.

Total Expenses, on the other hand, will increase due to the need for manpower support, to maintain the service level and adding the increase in rates of both power and water, along with the many other activities the Club plans to execute for the remainder of the year.

Membership Revenue sees a 21% increase through collection efficiency and increase in members activation.

With all of these taken into account, Mr. Ramirez states that the Club is looking at a lower Operating Loss by 4% compared to last year's figures.

PROFIT AND LOSS BUDGET 2021				
F&B and S&R Revenue	BUDGET 2021	ACTUAL 2020	Var (in Php) 2021A vs 2020B	Var (in%) 2020A vs 2021B
F&B and S&R Revenue	13.4	8.6	4.8	55%
F&B	13.2	8.4	4.8	57%
Outlets	9.5	6.4	3.1	48%
Banquet	3.7	1.3	2.4	182%
Other food Services		701		
Sports & Recreation	181	179	2.0	1%
Cost of Sales	4.8	6.3	-1.5	24%
Gross Profit	8.6	2.3	6.3	273%

➤ Budget Projection for 12 months vs 9 months in 2020

➤ Outlet Revenues


- Average monthly foot traffic at 1,400
 - Manyaman – Average P500/cover. Average 50/day
 - Sabyan – Average of P250/cover. Average 10/day

➤ Banquet Revenues

- 1Q & 2Q:
 - Concentration on small, private functions
 - Average of 20 pax per event with average of P1,000/cover
- 3Q & 4Q:
 - Acceptance of bigger function.
 - Max of 160 pax per event for big functions. Average of P1,400 per pax
 - Max of 80 pax per event for medium functions at. Average of P1,000/pax
 - Event capacity at 32% lower than the allowed 50% capacity per current quarantine regulation but enough to drive the revenue
 - Revenue from room rental and corkage fees

➤ Cost Management

- Menu Engineering – Weight, portion, yield
- Expansion of supplier pool to improve cost



Breaking down the figures further, the Club sees a big increase in Food & Beverage and Sports & Recreation Revenue mainly through outlets.

PROFIT AND LOSS BUDGET 2021				
Expenses	BUDGET 2021	ACTUAL 2020	Var (in Php) 2021A vs 2020B	Var (in%) 2020A vs 2021B
Total Expenses	47.7	39.3	8.3	21%
Payroll Related Expense	28.3	22.6	5.7	25%
Operating Expense	5.1	6.8	-1.7	-25%
Overhead Expense	12.7	9.3	3.3	36%
Non Operating Expense	1.6	586	1.0	174%
Operating Loss Before Membership dues	-39.0	-37.0	-2.0	6%

➤ Payroll Related

- 25% Increase
 - Due to increased headcount direct & contingent to support increase in activities and maintain the service level

- P10.7M Direct employees
- P10.9M Agency employees
- P6.5M Security employees

➤ Operating Expense

- 25% Decrease
 - Due to managements effort in optimizing procurement of supplies thus limiting wastage, spoilage and losses
 - Standardization of use of supplies, tracking, monitor average consumption

- 406K Travel & Transportation
- 1.9M Operating supplies
- 1.9M Contracted Services
- 720K Others

➤ Overhead Expense


- 35% increase
 - Increase in Power, Water, rates
 - Repair, Maintenance & landscaping materials and services to maintain property upkeep

- 11M Power, Water, Gas
- 578K Repairs, Maintenance, landscaping
- 1m Representation, events, administrative expenses

➤ Non-Operating Expense

- 174% increase
 - Significant increase due to RPT, Business Taxes
 - Insurance for property, machine, vehicle due to out of warranty

- P1M insurance property, vehicle
- P600K RPT, Business & Government permits




For Expenses, while the Club projects to have a higher operating loss before membership dues, they are hopeful that it will bring more members to the Club to avail of their facilities and various promotions.

PROFIT AND LOSS BUDGET 2021				
Operation/Net Loss	BUDGET 2021	ACTUAL 2020	Var (in Php) 2021A vs 2020B	Var (in%) 2020A vs 2021B
	Add: Membership Revenue	15.6	12.7	2.9
Membership Dues	14.1	9.8	4.3	44%
Guest Fees	499	424	74	18%
Unused Consumable	1.0	2.4	-1.4	-59%
Other Revenue		50		
Operating Loss After Memberhip Dues	-23.4	-24.3	884	-4%
Depreciation	23.6	23.6	270	0%
Net Loss	-47.0	-47.9	884	-2%

➤ **Increase in Membership Dues collection**

- Higher Collection Efficiency
- Full year payment option with 272 members paid full year
- Amnesty on penalties on past due accounts to encourage payment on monthly dues
- To collect unused consumable



Finally, for Membership dues, the Club foresees that a more efficient method of collecting membership dues from its members will result in a higher figure for the same category in 2021, as they estimate a jump from Php9.8M to Php14.1M.

L. CAPEX BUDGET 2021

Mr. Ramirez presented the Capital Expenditure (“CAPEX”) Budget for 2021:

CAPEX BUDGET 2021		
Capex: Spend for health and safety, behavioral change adaptation, maintenance		
DEPARTMENT	TOTAL CAPEX COST	REMARKS
Housekeeping	377K	<ul style="list-style-type: none"> • Acquisition of cleaning equipment, pest control and prevention equipment. • Improve the property landscaping
Food & Beverage Outlet	419K	<ul style="list-style-type: none"> • Pest control lights and outdoor fans due to the change in members dine-in behavior with preference to outdoor dining
Kitchen	370K	<ul style="list-style-type: none"> • Additional burner cooking & Baking equipment with the shift from group, buffet preparation to single, solo, ala carte orders
Sports & Recreation	100K	<ul style="list-style-type: none"> • Maintain the pool and courts cleanliness, repairs and upkeep
Maintenance	183K	<ul style="list-style-type: none"> • Compliance on the need for Safety and emergency equipment • Machine and repair tools for property maintenance
Banquet	171K	<ul style="list-style-type: none"> • Additional event equipment to improve small, medium or big events in 3Q
Finance/Storeroom	227K	<ul style="list-style-type: none"> • Improve the need for proper food storage equipment in compliance with food safety • SAP application needed with the increase in inventory for both food and non-food items
Stewarding	108K	<ul style="list-style-type: none"> • Trash segregation program and maintain cleanliness in the kitchen as per health standards
Information Tech.	539K	<ul style="list-style-type: none"> • Compliance to Data Privacy the need for software & hardware for data storage, loss prevention & anti-virus.
Human Resource	79K	<ul style="list-style-type: none"> • Compliance on the need for Emergency Go-Bag kit and installation of exhaust fans in admin, enclosed rooms for health and safety of employees
TOTAL CAPEX REQUEST 2021	Php 2.5M	

Mr. Ramirez explained to the Board that the CAPEX budget is mostly based on health and safety of everyone at the Club, adapting to the behavioral changes of the members of the Club, as well as maintenance of the Club. These include setting up more al fresco areas, which requires more Food & Beverage Outlet CAPEX cost, adapting the kitchen facilities to less group meals and more single orders, which requires more burners to prepare solo and ala carte orders compared to buffet meals previously. Mr. Ramirez also highlighted the

need to comply with health standards, most specifically related to air ventilation, as well as data storage and data protection to prevent data loss. All things considered, the CAPEX Request for 2021 stands at PhP2.5M.

Independent Director Oscar S. Reyes then observed that the results of 2021 are about the same as 2020 subject to realization of Food & Beverage and Membership revenues, which means there is not much room for variances in those two (2) categories since expenses and cost of sales will always be there, so the Club has to implement tighter control and keep a close eye on these matters. Chairman Bernard Vincent O. Dy agreed, stating that this is indeed a difficult period for the Club, particularly with talk of a possible surge of the Delta variant, which means the Club should be more cognizant of the ramifications and continue to manage matters tightly.

Independent Director Reyes then asked how the Board sees the continued operation of the Club as supportive of the Alviera property sales, and if the Club is critical or highly supportive of the property sales. Mr Ramirez then answered that the Club has brokers and sales agents from Avida who bring in their clients and potential buyers to the Club to sell Alviera properties and Club shares at the same time. Mr. Ramirez highlighted that they also entertain walk-ins for Club shares and endorse them to the property sellers, so both parties work hand-in-hand to sell their products to potential customers. Director Clarissa Teresita L. Asuncion added that the Club was really a means to activate the Alviera community, and the Club has actually been able to get people to come to Alviera and a lot of new members are locals from Pampanga. Thus, the Club enhances the value of the whole estate. The idea is that after coming to the Club, the people will decide to buy property and live there.

Independent Director Jose P. De Jesus asked if the group is monitoring the increase in population between the subdivisions. Mr. John Estacio then reported that there are five (5) houses in Alveo with eight (8) under construction, while Avida currently has 20 houses. All in all, of all lots sold in Alviera, the group now stands at a 1% rate of house occupancy.

The Board duly noted the matters reported by Mr. Ramirez. Upon motion and duly seconded, the Board approved the matters presented by Mr. Ramirez.

VII. OTHER MATTERS

A. COVID UPDATE

Mr. Ramirez gave the Board an update on the COVID-19 cases in the Club and in reply to Independent Director Oscar S. Reyes' query. Currently, there are no active cases, but as previously reported there were six (6) organic staff who initially tested positive but have now recovered. The Club then isolated the staff who tested positive, tested both organic and contingent staff and proceeded with the disinfection of the Club premises.

With regard to vaccination, the organic staff are scheduled to be vaccinated from July 30, 2021 to August 3, 2021 while the contingent staff will be vaccinated in the subsequent weeks.

B. GUESTHOUSES

Mr. Ramirez reported that two (2) Three-Bedroom Houses in Avida Settings were converted as guesthouses for the Club's members, with two (2) additional houses to be completed by September 2021. The soft opening started in July 2021, and the Club reported multiple bookings and reservations already.

Independent Director Reyes asked if the vaccination process is mandatory for all employees and contractors, to which Mr. Ramirez responded in the affirmative.

Independent Director De Jesus then asked what vaccine is being given to the employees and contractors. Mr. Ramirez then informed him that it is the AstraZeneca vaccine, while the Porac LGU is using Johnson & Johnson for most of the Porac residents.

Independent Director Reyes asked if the group has any expectations of the impact of the impending activation of the Clark International Terminal on Property Sales and Alviera. Chairman Dy stated that he thinks the development of Clark Metro area will have a spillover effect to Alviera, particularly on the residential side and hopefully on the commercial side. This is because Clark does not have free-hold properties; everything is on lease-hold, which means people will flock to Alviera.

VIII. ADJOURNMENT

There being no other business to transact and on motion duly made and seconded, the meeting was adjourned.

Certified by:

ANNA LIZA M. ANG-CO
Corporate Secretary

30 JULY 2021 MINUTES
READ AND APPROVED:

BERNARD VINCENT O. DY
Chairman

LEONARDO L. LEONIO
Vice-Chairman

ANNA MA. MARGARITA B. DY
Director

CLARISSA TERESITA L. ASUNCION
Director

ARTURO G. CORPUZ
Director

JOSE P. DE JESUS
Independent Director

CARLO LEONARDO N. LEONIO
Director

OSCAR S. REYES
Independent Director