

**EXTRAORDINARY ASSEMBLY OF CONDO OWNERS OF THE CONDOMINIUM REGIME
“EL CANTIL” PRIVATE UNIT ONE AND PRIVATE UNIT TWO AND SUB-REGIMES EL
CANTIL SUR AND EL CANTIL NORTE**

In the city of Cozumel, Quintana Roo, being **8:00 AM (EIGHT HOURS WITH ZERO MINUTES)** of the **FIRST DAY OF NOVEMBER OF THE YEAR TWO THOUSAND NINETEEN**, in **EL SALÓN DE EVENTOS DEL HOTEL CASA MEXICANA** located on **AVENIDA RAFAEL E. MELGAR #475 SUR BETWEEN 5 AND 7 SUR OF THE COLONIA CENTRO, OF COZUMEL, QUINTANA ROO** the condo owners of the Property in Condominium Regime named **“EL CANTIL” PRIVATE UNIT ONE AND PRIVATE UNIT TWO AND SUB-REGIMES EL CANTIL SOUTH TOWER AND EL CANTIL NORTH TOWER** (in the following referred to as the “Condominium”) gathered in **SECOND CALL** to an Extraordinary Assembly of condo owners of the Condominium, to which they were previously and rightfully notified by means of a Call issued on the second day of the month of October, of the year two thousand nineteen (**Attachment A**), in accordance to what is established in the Condominium By-laws.

Once the roll call of all condo owners is verified, as well as their legal representatives and attending proxies, whom are mentioned in the list of attendees, correctly signed and attached to the present document as **Attachment B**, they proceed with the Introduction of the Special Guests for this Extraordinary Assembly. Therefore, the Pertaining Vigilance Committee of the Condominium in duty called to Order all present and introduced as Special Guests for this Assembly the following people:

First, the Notary Manuel Jesús Villanueva Marrufo, Public Notary 56 of the City of Cozumel, Quintana Roo. Second, the Attorney Johana Margarita Rodriguez Romero. Also, present, Mr. Yigall Marcel Rodriguez Romero as interpreter hired by the Condominium Regime for this Assembly, of the English - Spanish and Spanish-English languages.

The Vigilance Committee in duty assigns the next people:

As parliamentarian, **Mr. Robert Lee Balgenorth** is assigned, to make sure that all those present conduct themselves in an educated manner and to keep the moral and cordiality standards among the present Assembly, and as officials (sergeants) to escort those who break the order of the present Assembly, they assign: **Mr. John Ward Thomas** and **Mr. Sidney Charles Stolper**.

Subsequently, they proceed to designate **Unanimously** in relation to the vote of all present that represents **69.12% (Sixty Nine Point One Two Per Cent)** of the votes of the undivided interest in relation to the Master Condominium, **Mr. William Joseph Mencarow** as **Chairman** of the Assembly, as well as **Attorney Johana Margarita Rodriguez Romero** as **Secretary** and as vote tellers: **Mr. Gary Robert Gomola** and **Mr. Jeffery Alan Jozwiak**, who after accepting their duties, proceeded to review the attendance list signed by the condo owners that are part of the Condominium **“EL CANTIL” PRIVATE UNIT ONE AND PRIVATE UNIT TWO AND SUB-REGIMES EL CANTIL SOUTH TOWER AND EL CANTIL NORTH TOWER** in accordance to the documents showed by the condo owners, with which they credit their personality and right to attend this Assembly, in person or by means of a proxy. As for the powers, they are attached to the minutes of this Assembly as **Attachment C**. And the vote tellers validated that in this Condo Owner Assembly there was **69.12% (Sixty-Nine Point One Two Per Cent)** represented of the undivided interest in relation to the Master Condominium, calculated as per the table of Votes of the undivided interest.

With evidence on the certification extended by the vote tellers and with basis on the By-laws, the Chairman declared the Assembly to be legally installed in **Second Call** and for valid all the agreements that this one votes on, becoming such an obligation for all the condo owners, including the absent and dissidents.

Therefore, they proceed to the First Point of the Agenda:

FIRST POINT.- In fulfillment of point I of the Agenda, they proceed to the certification that there is legal quorum for this Present Extraordinary Assembly. Hence, it is explained to all present that each condo owner will have the right to a number of votes according to the percentage of the value of their unit and in relation to the Master Condominium.

The distribution of votes for each unit, regarding the percentages of undivided interest will be the following:

Condominium in SOUTH TOWER	Owner	Undivided Interest %	Undivided Interest % in relation to the Master Condominium
L-A	El CANTIL CONDOMINIOS SA DE CV (Alan Craig Dannerman Sirmai)	4.9297	2.203
L-B	Fideicomiso-SOL Y LUNA INVESTMENTS LLC (DAVID WILLIAM AHRENDSEN)	3.6099	1.6132
L-C	Fideicomiso- LCS UNIT LLC (SIDNEY CHARLES STOLPER)	5.3936	2.4103
3-A	Fideicomiso- DANIEL JOSEPH y COLEEN FYE KLIETHERMES	4.9959	2.2326
3-B	Fideicomiso- CHRISTOPHER MICHAEL y CAROLYN JANE SUTTON	3.771	1.6852
3-C	El CANTIL CONDOMINIOS SA DE CV (BOBBY FREEMAN Y PETER POOLOS)	5.1875	2.3182
4-A	MAÑANA 4A EL CANTIL SUR S. R.L. de C.V. (Rep. Javier Villalobos)	4.8817	2.1815
4-B	Fideicomiso-EL CANTIL 4B LLC (Charles Bud Corkin)	3.8892	1.738
4-C	Fideicomiso- CASA TROPICAL LLC (GARY ROBERT GOMOLA)	5.2272	2.3359
5-A	Fideicomiso-EL CANTIL 5AS LLC (Jack William Musser)	4.8888	2.1847
5-B	Fideicomiso- JAIME ALBERTO OLMO Y NORMA IRIS PEDRAZA	3.897	1.7415
5-C	Fideicomiso-JONATHAN EUGENE HOLTER y DORIS MARINA HOLTER	5.2296	2.337
6-A	Fideicomiso-FRANCIS BERNARD DOONAN	4.8978	2.1887
6-B	Fideicomiso-EL CANTIL 6BS PROPERTIES LLC (GREGORY NATHAN HANSON)	3.81	1.7026
6-C	Fideicomiso-TMJE PROPERTIES LLC (DAVID BOOK)	5.3001	2.3685
7-A	Fideicomiso- 7ASURCANTIL LLC (WILLIAM JOSEPH MENCAROW)	5.0521	2.2577
7-B	Fideicomiso- EL CANTIL 3BN LLC (GORDON LA VAN SWANSON JR)	3.9043	1.7447

7-C	GUSTAVO VILDOSOLA RAMOS	5.2138	2.3299
8-A	Fideicomiso- PHAS EL CANTIL LLC (GREGOR SCOTT BAILAR)	6.6082	2.953
8-B	Fideicomiso- EL CANTIL PHB LLC (Dana Clark)	2.5197	1.126
8-C	Wynston Albert Dearboy Dannerman Dominguez, Emilee Ilene Dannerman Melendez y Ayden Marshall Dannerman Melendez (2do y 3ro representados por Saby Karina Melendez Chan)	6.7929	3.0356

Condominium in NORTH TOWER	Owner	Undivided Interest %	Undivided Interest % in relation to the Master Condominium
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L-A	Fideicomiso- WILLIAM MARTIN y HEATHER LYNNE BRYAN	2.7636	1.5286
L-B	Fideicomiso- LYNN SUSAN y MARK EDWARD KAY	2.1308	1.1786
L-C	Fideicomiso-JEFFERY ALAN JOZWIAK y SARAH SHAUGHNESSY JOZWIAK	2.1817	1.2068
L-D	Wynston Albert Dearboy Dannerman Dominguez, Emilee Ilene Dannerman Melendez y Ayden Marshall Dannerman Melendez (2do y 3ro representados por Saby Karina Melendez Chan)	3.4149	1.8888
2-A	Fideicomiso- ROBERT WALTER y MARY FORSTER SCHOENTHALER	4.2272	2.3382
2-B	Fideicomiso- PSALM 91:2 LLC (Robert Donald Van de Vuurst)	3.2637	1.8052
2-C	Fideicomiso- DANNMARK PROPERTIES LLC (Victor Peter Markuski JR.)	3.5451	1.9609
3-A	Fideicomiso- PURISCH PROPERTIES LLC (ARNOLD y ELLEN PURISCH)	4.2272	2.3382
3-B	Fideicomiso- EL CANTIL 3BN LLC (GORDON LA VAN SWASON JR.)	3.2637	1.8052
3-C	Fideicomiso- JOAN HILDA Y GEORGE JOHN BACZYNSKI	3.5451	1.9609
4-A	Fideicomiso- JOHN WARD THOMAS	4.2272	2.3382
4-B	Fideicomiso- THE SMITH AND WENSVEEN VACATION RENTAL LLC (EARL LEO SMITH III y JANICE SMITH)	3.2637	1.8052
4-C	Fideicomiso- KANDY JEAN STAHL	3.5451	1.9609
5-A	Fideicomiso- JEAN MARIE BRILL y MICHAEL JON BRILL	4.2272	2.3382
5-B	RAMON VILLANUEVA LOPEZ	3.2637	1.8052
5-C	Fideicomiso- ROBERT LEE BALGENORTH y MICHAELA EDITH ELLA BALGENORTH	3.5451	1.9609
6-A	EI CANTIL CONDOMINIOS SA DE CV	4.2272	2.3382
6-B	Fideicomiso- THOMAS RICHARD KIECKHAFFER y TRISHA LEE KIECKHAFFER	3.2637	1.8052
6-C	Fideicomiso- ELCANTIL 6CN LLC (DANIEL CLARK KENNY)	3.5451	1.9609

7-A	Wynston Albert Dearboy Dannerman Dominguez, Emilee Ilene Dannerman Melendez y Ayden Marshall Dannerman Melendez (2do y 3ro representados por Saby Karina Melendez Chan)	3.0013	1.6601
7-B	Fideicomiso- REGINA BONESO y ROBERT MITCHELL BONESO	2.0337	1.1249
7-C	Wynston Albert Dearboy Dannerman Dominguez, Emilee Ilene Dannerman Melendez y Ayden Marshall Dannerman Melendez (2do y 3ro representados por Saby Karina Melendez Chan)	2.2714	1.2563
7-D	Wynston Albert Dearboy Dannerman Dominguez, Emilee Ilene Dannerman Melendez y Ayden Marshall Dannerman Melendez (2do y 3ro representados por Saby Karina Melendez Chan)	3.5584	1.9682
8-A	EL CANTIL CONDOMINIOS SA DE CV (A.V. Bonitas Construcción S.A. de C.V.)	4.2272	2.3382
8-B	Wynston Albert Dearboy Dannerman Dominguez, Emilee Ilene Dannerman Melendez y Ayden Marshall Dannerman Melendez (2do y 3ro representados por Saby Karina Melendez Chan)	3.2637	1.8052
8-C	Fideicomiso-CANTIL COZUMEL LLC (PAUL ERHARD)	3.5451	1.9609
9-A	Emilee Ilene Dannerman Melendez y Ayden Marshall Dannerman Melendez (representados por Alan Craig Dannerman)	6.9624	3.8511
9-B Rest	Wynston Albert Dearboy Dannerman Dominguez, Emilee Ilene Dannerman Melendez y Ayden Marshall Dannerman Melendez (2do y 3ro representados por Saby Karina Melendez Chan)	5.4658	3.0233

It is announced to all present that Unit 9-A and 9-B Rest, both from the North Tower CANNOT vote for being in arrears with their payments to the Condo Regime. Therefore, these private units will not be taken into account for the installation of the present Assembly. The aforementioned agrees with Article 32 Paragraph 3 of the Condominium Law for the State of Quintana Roo.

Following, it is manifested that, from the previous list of units, the following are absent: **LAS, 3BS, 3CS, 7CS, 8CS, LDN, 2CN, 6AN, 6CN, 7AN, 7CN, 7DN, 8AN, 8BN** and they are in breach of **Article 14 of the Condominium By-laws of El Cantil**. All present are reminded that the said article specifies clearly the obligation and responsibility that each condo owner has, to do everything in their power to be present in person or by means of proxy to ALL Condominium Assemblies; Since, the repeated non-attendance can damage or even block the decision-making process for the well-being of the Condominium. It is emphasized that because of the clear breach of this Article, the Units (Owners) that persist with the intention of not attending and are not making necessary arrangements to obtain a proxy to attend in their behalf, fines in accordance with **Article 65 of the cited By-laws**, could be levied.

The vote tellers now certify that there is: 74.10% (Seventy Four Point One Zero Per Cent) of the undivided interest of the Sub-Regime of the South Tower and 64.54% (Sixty Four Point Five Four Per Cent) of the Sub-Regime of the North Tower and that the Undivided Interest in relation to the Master Condominium "El Cantil" is: 69.12% (Sixty Nine Point One Two Per Cent) Therefore: It is established by this Assembly that the undivided interest of Both Towers (North and South) in Relation to the Master Condominium "El Cantil" is of 69.12% (Sixty Nine Point One Two Per Cent) is the one that will be used for all the decisions taken by the present Assembly.

This point is approved with a **Unanimous vote** of all present that represent **69.12% (Sixty-Nine Point One Two Per Cent)** of the votes of the undivided interest in relation to the Master Condominium, it is approved as it was described in the present minutes.

SECOND POINT.- In fulfillment of point II of the Agenda and once discussed about the election of the Chairman, Secretary and two Vote Tellers, with a **Unanimous vote** of all present who represent **69.12% (Sixty Nine Point One Two Per Cent)** of the votes of the undivided interest in relation to the Master Condominium, this point is approved as it was described earlier in the minutes: **Mr. William Joseph Mencarow** as **Chairman** of the Assembly; Likewise, **Attorney Johana Margarita Rodriguez Romero** as **Secretary** and as Vote Tellers: **Mr. Gary Robert Gomola** and **Mr. Jeffery Alan Jozwiak**.

THIRD POINT.- In fulfillment of point III of the Agenda, the Chairman of the Assembly, **Mr. William Joseph Mencarow**, declares that the Assembly is legally installed in **Second Call**, that the vote tellers certified the Signed Attendance Sheet of the Condo Owners that are present in person or by means of a legal proxy, in accordance to the fulfillment of the First Point. It is reminded to all present that this Assembly has established the undivided interest of Both Towers (North and South) in relation to the Master Condominium "El Cantil" of **69.12% (Sixty Nine Point One Two Per Cent)** and is the one that will be used to make all the decisions, in accordance with the fulfillment of the First Point.

The Assembly approves this point with a **Unanimous** vote of those present that represent **69.12% (Sixty-Nine Point One Two Per Cent)** of the votes of the undivided interest in relation to the Master Condominium.

FOURTH POINT.- In fulfillment of point IV of the Agenda, the Chairman reads the Agenda proposed for the present Assembly, same that is transcribed as follows:

"AGENDA"

- I- Verification of Attendance list (Which will verify the number of co-owners present, representatives or legal proxies calculated in accordance to their undivided interest, done Per Sub Regimes and Master Regime).
- II- Appointment of Assembly chairman, Secretary and two vote tellers.
- III- Declaration by the Assembly Chairman that the Meeting is duly and legally installed in accordance with the regulations.
- IV- Reading of The Agenda.
- V- Discussion and/or vote for the ratification of the Minutes of the Extraordinary Assembly of Nov 2, 2018.
- VI- Discussion and in its case approval of certain modifications of the Rules and Regulations for El Cantil Regime.
- VII- Discussion and/or vote for Architectural Committee Guidelines.
- VIII- Administrator and Vigilance Committee Report on progress since the last meeting.
- IX- Legal Report.
- X- Discussion and Ratification of Administration.
- XI- Discussion and Election and/or Ratification of Vigilance Committee Members.
- XII- Discussion and/or vote regarding the Financial Statements for 2018.
- XIII- Discussion and/or vote regarding the Financial Statements for the first 3 Quarters of 2019.
- XIV- Administrator's report on the status of the collection of amounts owed by Units 9AN and 9B Rest (9BN) as well as discussion and vote to proceed with legal action in order to collect the amounts owed.
- XV- Discussion and Approval of the General Budget for 2020 and Reserve Fund expenses.
- XVI- General Business
- XVII- Designation of Special Agent who will cause a formal record of the Assembly minutes before a Public Notary as well as their registration before the Public Registry of Deeds and Commerce in Cozumel.
- XVIII- Adjournment.

Once the agenda is discussed, it is approved with a **Unanimous vote** of all present that represent **69.12% (Sixty-Nine Point One Two Per Cent)** of the votes of the undivided interest in relation to the Master Condominium, as it has been properly described in the present minutes.

FIFTH POINT.- In fulfillment of point V of the Agenda, the Chairman of the Assembly indicates that it is necessary to ratify the Minutes of the Condominium Extraordinary Assembly of November 2nd, 2018. **Mrs. Trisha Lee Kieckhafer** issues a motion so that the reading of the minutes of the mentioned assembly might be dispensed due to the fact that the document is very long and that the ratification of the same might be approved. Therefore, it is put to a vote and the Assembly decides according to the following:

Resolution:

It is approved to ratify the Minutes of the Condominium Extraordinary Assembly of November 2nd, 2018 with a **unanimous vote** of all present that represent **69.12% (Sixty-Nine Point One Two Per Cent)** of the votes of the undivided interest in relation to the Master Condominium.

SIXTH POINT - In fulfillment of point VI of the Agenda, they proceed with the discussion and in its case approval, on certain modifications to the By-laws of “El Cantil” Condominium.

It is explained that the required quorum of 75% of the undivided interest has not been reached in order to make a decision about this matter. Therefore, not having anything to discuss nor vote in the present point, the Assembly moves on to the next point in the agenda.

SEVENTH POINT.- In fulfillment of Point VII of the Agenda, they proceed to the discussion and vote to approve the Architectural Committee Guidelines.

It is explained that the required quorum of 75% of the undivided interest has not been reached in order to make a decision about this matter. Therefore, not having anything to discuss nor vote in the present point, the Assembly moves on to the next point in the agenda.

EIGHT POINT.- In fulfillment of Point VIII of the Agenda, **Mr. Ashley Grant Sartison**, as a representative of **CBP Cozumel S.A. de C.V.**, Administrative company of the Condominium Regime Property of “El Cantil”, proceeds to present the Administrative report about the progress since the last Assembly, by means of slideshows. This report is very extensive in pages, therefore, even though it is not attached to the present minutes as an attachment, each one of the owners confirms to have received it through email.

Mr. Thomas Richard Kieckhafer takes the floor as Secretary of the Vigilance Committee and proceeds to present the Vigilance Committee report. He explains that the Committee has been very occupied and making progress with the legal matters, as well as implementing measures to be more efficient. After a long discussion, the Assembly takes the next:

Resolution:

The Administrator's and Vigilance Committee Report are approved by a majority of votes of those present that represent **96.9540% (Ninety-Six Point Nine Five Four Zero Per Cent) in favor, 0% (Zero Per Cent) against and 3.0460% (Three Point Zero Four Six Zero Per Cent) abstain**, of the votes of the undivided interest in relation to the Master Condominium.

NINTH POINT.- In fulfillment of point IX of the Agenda, regarding the Legal Report: The **Attorney Alberto Barrena Alcaraz**, as the Attorney of the Condominium Regime “El Cantil”, proceeds to present a legal report. A question and answer session is started about the legal procedures.

Taking the floor, **Mrs. Doris Marina Holter** presents a legal report in behalf of the lawyer firm **IC Abogados**, the lawyers in charge of the procedure of the Federal Zone. And explains that she has it available in both languages (english and spanish) as well as the most recent resolution from September 6th, 2019 from SEMARNAT about the Federal Zone. **Mrs. Trisha Lee Kieckhafer** issues a motion to add the report in both languages and the answer from the court to the present minutes as an Attachment. This is approved by a **unanimous vote** of those present that represent **69.12% (Sixty Nine Point One Two Per Cent)** of the votes of the undivided interest in relation to the Master Condominium, that this report is attached in both languages to the present minutes, as well as the most recent answer from the court as **Attachment D**.

Not having anything else to approve in this matter, they proceed with the next point in the agenda.

TENTH POINT.- In fulfillment of the point X of the Agenda, they proceed with the discussion and Ratification of the Administrator.

The **Attorney Victor Irizzont Manzanero**, who in this Assembly represents, by means of a simple power of attorney, **Mr. Earl Smith**, legal representative of the foreign company who owns the unit **4BN**, emits a motion with the motive to change the agenda. To be able to change point X (Discussion and Ratification of the Administrator) and proposes to discuss this point after having the discussion and/or vote of the next points XI, XII, XIV AND XV. Such motion is not accepted and the Assembly proceeds with the discussion and fulfillment of point number X.

Mr. Sidney Charles Stolper emits a motion to ratify the company named **CBP Cozumel S.A. de C.V.**, Administrative Company of the **CONDOMINIUM REGIME PROPERTY OF "EL CANTIL", PRIVATE UNIT ONE AND PRIVATE UNIT TWO AND SUB-REGIMES EL CANTIL SOUTH TOWER AND EL CANTIL NORTH TOWER**, along with all the powers bestowed in the Regime Assembly of **July 16th, 2015**. **Same powers that are attached as follows for reference purposes only:**

A.- GENERAL POWER FOR LITIGATION AND COLLECTIONS, with all the general and special authorities that require a specific clause pursuant to law, in terms of the first paragraph of article two thousand five hundred and fifty-four of the Federal Civil Code, two thousand eight hundred and ten of the Civil Code for the State of Quintana Roo, and its correlatives of other Codes of the States of the Mexican Republic.

B.- GENERAL POWER TO ADMINISTER ASSETS, in terms of the second paragraph of article two thousand five hundred and fifty four of the Federal Civil Code, two thousand eight hundred and ten of the Civil Code for the State of Quintana Roo, and it's correlatives of other Codes of the States of the Mexican Republic and for the representative, in name and representation of the company is able to make with the Tax office (Secretaria de Hacienda y Credito Publico), with (Servicio de Administración Tributaria) and any other of the Federal, State, or Municipal governmental office, all types of actions specially of a fiscal or administrative character, including among them: getting a Tax identification Number, obtaining the Certificate of fiscal identification for the company, as well as the digital certificate, do the errands in order to create the electronic advanced signature; present declarations, notices, informs, promotions, requests and notices in front of authorities as well as fiscal pronouncements; process returns and compensations of taxes that the granter company generates; likewise receive notices and attend to all types of summons in front of the fiscal authorities.

C.- GENERAL POWER FOR LITIGATIONS AND COLLECTIONS IN LABOR MATTERS AND TO ADMINISTER ASSETS IN LABOR MATTERS, in accordance with Article 2554 (two thousand five hundred and fifty four) of the Federal Civil Code, two thousand eight hundred and ten of the Civil Code for the State of Quintana Roo, and it's correlatives of other Codes of the States of the Mexican Republic with all general faculties related to the execution of the mandate, as well as the special ones that require a specific clause pursuant to law, among the ones naming but not limiting them: we can quote the following: to contract, to contract before arbitrators, to articulate and release statements, to acknowledge signatures and documents, to make and receive payments, to consent in sentences, having the proxies faculties to contract and fire workers and employees of the company and being able sign all

types of labor contracts and fees for services provided, all types of agreement as per the termination of such contracts. Likewise the proxy can appear in front of any labor authority, especially hearings in the conciliatory stage of the process and celebrate agreements with such audiences' that could occur, being able to represent the association as boss in terms of Articles 9, 11, 523, 692 Fraction II and 873 to 876 and all correlatives of the Federal Labor Law, in all stages of the process and finally represent the association in front of individuals and in front of all Labor authorities, Conciliation and Arbitrary, being those Federal, Local or Municipal and in General for them to be able to have part in any litigation or collection doing and administration acts in labor matters, owning and having the most ample faculties even if they require a special clause. Likewise, the proxies will be able to represent the company in front of National Institute of Housing for the Workers (INFONAVIT), Social Security Department (IMSS) and all other institutes where the workers of the company will have to be registered, to be able to make requests and the necessary processes for the resolution of matters that come up, in which they will appear with character of legal representatives of the commanding company to be able to process all the necessary things to be able to add or remove workers and make all sorts of activities to be able to register them or cancel registration in such institutes and corresponding registries.

D.- POWER TO SIGN ENTITLEMENTS AND CREDIT OPERATIONS (THIS IS: CHECKS OR OTHER SIMILARS), to sign, accept, issue, cash, cancel, credit documents, open/close bank accounts of any type including checking accounts, in national currency or in dollars, within the national territory or abroad, being able to authorize who they seem convenient, by means of an specific special power, in accordance to bank laws, necessary to be able to sing and make and issue checks, and in general, being able to act in anything related to the rights and obligations that result from all types of entitlements and credit operations in terms of article Nine of the General Law of Entitlements and credit operations.

With **31 Votes in favor, 1 against and 1 Abstention** of the **33 Units** present, the Assembly **approves** the ratification of **CBP Cozumel S.A. de C.V.**, as the Administrative Company of the Condominium Regime. Being hereby present, **Mr. Ashley Grant Sartison**, as the legal representative of CBP Cozumel S.A. de C.V., new Administrative company protests to remain in its elected office and to fulfill it correctly.

ELEVENTH POINT.- In fulfillment of point XI of the Agenda, about the election and/or ratification of the Members of the Vigilance Committee. It is reminded to the Assembly that the present members of the Vigilance Committee are the following people: As **President Mr. Gregory Nathan Hanson**, as **Secretary Mr. Thomas Richard Kieckhafer**, as **Treasurer Mrs. Jean Marie Brill** and **Mrs. Doris Marina Holter** and **Mr. Robert Lee Balgenorth** as **Spokesmen (Vocals)**.

In regard to the duties of the Vigilance Committee we have the following:

It is clarified to ALL present that no owner is obligated to remain as a member of the Vigilance Committee if they do not wish to do so. And if it is required to make a change on the members, the voting for electing new members will be by means of an exception to the rule of the undivided interest, that is: 1 vote per Unit in conformity with Article 28 Fraction II of the Condominium Property Law of the State of Quintana Roo.

It is explained to those present that Mr. Gregory Nathan Hanson in recent dates, has expressed his desire to renounce his duties as **President** of the Vigilance Committee due to personal matters.

Therefore, it is explained to the Assembly the need to accept the resignation of **Mr. Hanson** but also to revoke all the powers that had been bestowed in his favor as **President**. Therefore, the Assembly makes the next:

Resolution:

With **30 Votes in favor, 0 against and 3 Abstentions** of the **33 Units** present the Assembly **approves** the resignation of **Mr. Hanson** as president of the Vigilance Committee and in this act revoke all the powers previously bestowed in his favor with the effect on the functions he performed as member of such Committee. Simultaneously, he is released of all responsibility that may result, not having anything to reclaim from him in a present or future way more than just extend gratitude for his loyal and good performance in his duty.

Act that follows it is explained the need to choose and/or ratify the possible changes in positions between the members of the actual Committee. Therefore, after a long discussion there is the next resolution:

Resolution:

With **31 Votes in favor, 0 against and 2 Abstentions** from the **33 Units** present the Assembly **approves** the following people as new members of the Vigilance Committee of the Condominium Regime:

Mr. Thomas Richard Kieckhafer as President
Mr. Ramón Villanueva Lopez as Secretary
Mrs. Jean Marie Brill as Treasurer
Mrs. Doris Marina Holter as Spokesman
Mr. Francis Bernard Doonan as Spokesman

Therefore, in this act the aforementioned people, being here present, accept their respective duties and pledge to fulfill it faithfully. Following, the Assembly proceeds to bestow on the new members of the Vigilance Committee the sufficient Powers to represent the Condominium Property Regime named **"EL CANTIL" UNIDAD PRIVATIVA UNO Y PRIVATIVA DOS Y SUBRÉGIMENES EL CANTIL TORRE SUR Y EL CANTIL TORRE NORTE**. Therefore, in accordance to the Article 2810 of the Civil Code for the State of Quintana Roo, they bestow the next Faculties and Powers, **including in these the Faculty to Bestow or Revoke powers to third parties (other people) for the rightful representation of the Property in Condominium Regime:**

A.- GENERAL POWER FOR LITIGATION AND COLLECTIONS, with all the general and special authorities that require a specific clause pursuant to law, in terms of the first paragraph of article two thousand five hundred and fifty-four of the Federal Civil Code, two thousand eight hundred and ten of the Civil Code for the State of Quintana Roo, and its correlatives of other Codes of the States of the Mexican Republic.

B.- GENERAL POWER TO ADMINISTER ASSETS, in terms of the second paragraph of article two thousand five hundred and fifty four of the Federal Civil Code, two thousand eight hundred and ten of the Civil Code for the State of Quintana Roo, and it's correlatives of other Codes of the States of the Mexican Republic and for the representative, in name and representation of the company is able to make with the Tax office (Secretaria de Hacienda y Credito Publico), with (Servicio de Administración Tributaria) and any other of the Federal, State, or Municipal governmental office, all types of actions specially of a fiscal or administrative character, including among them: getting a Tax identification Number, obtaining the Certificate of fiscal identification for the company, as well as the digital certificate, do the errands in order to create the electronic advanced signature; present declarations, notices, informs, promotions, requests and notices in front of authorities as well as fiscal pronouncements; process returns and compensations of taxes that the granter company generates; likewise receive notices and attend to all types of summons in front of the fiscal authorities.

C.- GENERAL POWER FOR LITIGATIONS AND COLLECTIONS IN LABOR MATTERS AND TO ADMINISTER ASSETS IN LABOR MATTERS, in accordance with Article 2554 (two thousand five hundred and fifty four) of the Federal Civil Code, two thousand eight hundred and ten of the Civil Code for the State

of Quintana Roo, and it's correlatives of other Codes of the States of the Mexican Republic with all general faculties related to the execution of the mandate, as well as the special ones that require a specific clause pursuant to law, among the ones naming but not limiting them: we can quote the following: to contract, to contract before arbitrators, to articulate and release statements, to acknowledge signatures and documents, to make and receive payments, to consent in sentences, having the proxies faculties to contract and fire workers and employees of the company and being able sign all types of labor contracts and fees for services provided, all types of agreement as per the termination of such contracts. Likewise the proxy can appear in front of any labor authority, especially hearings in the conciliatory stage of the process and celebrate agreements with such audiences' that could occur, being able to represent the association as boss in terms of Articles 9, 11, 523, 692 Fraction II and 873 to 876 and all correlatives of the Federal Labor Law, in all stages of the process and finally represent the association in front of individuals and in front of all Labor authorities, Conciliation and Arbitrary, being those Federal, Local or Municipal and in General for them to be able to have part in any litigation or collection doing and administration acts in labor matters, owning and having the most ample faculties even if they require a special clause. Likewise, the proxies will be able to represent the company in front of National Institute of Housing for the Workers (INFONAVIT), Social Security Department (IMSS) and all other institutes where the workers of the company will have to be registered, to be able to make requests and the necessary processes for the resolution of matters that come up, in which they will appear with character of legal representatives of the commanding company to be able to process all the necessary things to be able to add or remove workers and make all sorts of activities to be able to register them or cancel registration in such institutes and corresponding registries.

D.- POWER TO SIGN ENTITLEMENTS AND CREDIT OPERATIONS (THIS IS: CHECKS OR OTHER SIMILARS), to sign, accept, issue, cash, cancel, credit documents, open/close bank accounts of any type including checking accounts, in national currency or in dollars, within the national territory or abroad, being able to authorize who they seem convenient, by means of an specific special power, in accordance to bank laws, necessary to be able to sing and make and issue checks, and in general, being able to act in anything related to the rights and obligations that result from all types of entitlements and credit operations in terms of article Nine of the General Law of Entitlements and credit operations.

TWELTH POINT.- In fulfillment of point XII of the Agenda, they proceed with the discussion and vote to approve the 2018 Financial Statements. Taking the floor, **Mr. Ashley Grant Sartison**, as a representative of **CBP Cozumel S.A. de C.V., Administrative Company of the Condominium Regime Property of "El Cantil"**, proceeds to present to the Assembly the Financial Statements of 2018 as a whole year. A copy of the same is added to the content of the present minutes as follows:

El Cantil (ECC Cozumel A.C.)			
Budget vs. Actuals (Cash basis) / Presupuesto vs Real (Base de efectivo)			
January- December 2018 / enero a diciembre, 2018			
	Actual / Gastos Reales	Budget / Presupuesto	Difference / Diferencia
Income / Ingresos			
Interest income/Intereses Ganados	9,477.55		9,477.55
Onity card replacement fee / Cobros para reemplazo de tarjetas Onity	660.00		660.00
Ordinary Dues / Cuotas Ordinarias	5,934,500.73	7,443,824.00	(1,509,323.27)
Penalty for Late Payment / Penalidad por falta de pago	750.00		750.00

Unpaid ordinary dues recovery / Cobro de cuotas ordinarias no pagadas	383,801.99	-	383,801.99
Water payments / Pagos de agua	387,836.26	412,800.00	(24,963.74)
Total Income / Total de ingresos	6,717,026.53	7,856,624.00	(1,139,597.47)
Expenses / Gastos			
Bank charges/Cargos Bancarios	1,516.12	1,800.00	(283.88)
Employee expenses/Gastos de empleados			-
Annual dinner / Cena anual	8,555.56	14,000.00	(5,444.44)
Payroll / Nomina	1,302,903.59	1,082,100.00	220,803.59
Payroll Expenses / Seugro, Infonativit, IVA, ISR	472,347.10	434,100.00	38,247.10
Rewards / Premios	8,000.00	8,100.00	(100.00)
Uniforms / Uniformes	35,489.56	21,000.00	14,489.56
Total Employee expenses/Gastos de empleados	1,827,295.81	1,559,300.00	267,995.81
Legal - Assembly expenses/Gastos de asamblea	425,362.40	500,000.00	(74,637.60)
Legal fees/Honorarios por asistencia Legal	877,889.86	1,099,800.00	(221,910.14)
Maintenance/Mantenimiento			-
Cleaning supplies / Productos de limpieza	23,499.08	43,500.00	(20,000.92)
Extinguisher/Extintores	8,862.40		8,862.40
Gardening / Jardineria	15,078.62	10,200.00	4,878.62
General maintenance / Mantenimiento general	150,624.44	234,600.00	(83,975.56)
Paint and paint supplies / Pintura	61,733.58	30,000.00	31,733.58
Roof Sealing/Impermeabilizacion del Techo	11,022.85		11,022.85
Total Paint and paint supplies / Pintura	72,756.43	30,000.00	42,756.43
Plumbing and Electrical / Plomeria y Electrico		73,200.00	(73,200.00)
Electrical / Electrico	110,560.60		110,560.60
Plumbing / Plomeria	231,063.70		231,063.70
Total Plumbing and Electrical / Plomeria y Electrico	341,624.30	73,200.00	268,424.30
Pool Repairs, Supplies / Reparacion alberca	295,975.14	147,600.00	148,375.14
Telephone repairs / Reparacion al sistema de Telmex		5,100.00	(5,100.00)
Tools / Herramienta	27,911.71	29,400.00	(1,488.29)
Total Maintenance/Mantenimiento	936,332.12	573,600.00	362,732.12
Office expenses/Gastos de oficina	29,817.30	30,900.00	(1,082.70)

Professional services fees/Servicios profesionales			-
Accounting fees / Gastos de contabilidad	89,721.00	82,800.00	6,921.00
Administration Extraordinary / Administracion extr.	254,400.00	254,400.00	-
Administration fee ordinary / Administracion ord	888,900.00	888,900.00	-
Elevator maintenance / Mantenimiento de elevador	298,093.90	295,500.00	2,593.90
Fumigation / Fumigacion	71,652.96	76,800.00	(5,147.04)
Security / Seguridad	252,812.00	264,600.00	(11,788.00)
Professional services/Servicios profesionales	1,855,579.86	1,863,000.00	(7,420.14)
Taxes - Federal Zone/Zona Federal		203,100.00	(203,100.00)
Taxes IVA ISR /Impuestos IVA ISR	253,111.00	267,000.00	(13,889.00)
Taxes Pier concession/Concesion de muelle		25,000.00	(25,000.00)
Utilities/Servicios			-
Electricity / Luz	334,206.00	291,300.00	42,906.00
Gas / Gas	294,114.64	351,000.00	(56,885.36)
Internet / Internet	9,655.00	9,600.00	55.00
Television / Television	414,207.00	414,300.00	(93.00)
Water / Agua	685,114.36	666,900.00	18,214.36
Total Utilities/Servicios	1,737,297.00	1,733,100.00	4,197.00
Total Expenses / Total de gastos	7,944,201.47	7,856,600.00	87,601.47
Total loss / Total de perdida	(1,227,174.94)	24.00	(1,227,198.94)

El Cantil (ECC Cozumel A.C.)

Budget vs. Actuals Projects (Cash basis): Presupuesto vs Real Proyectos (Base en efectivo)

January - December, 2018 / enero a diciembre, 2018

	Prior to 1-Jan-18	Jan 1 – Dec 31, 2018	Estimate to complete	Total Estimate at Completion	Budget	Variance
	Antes de 1-ene-18	1-ene a 31-dic, 2018	Aprox para completer	Total aprox para completer	Presupuesto	Diferencia
Reserve fund assessment / Cuotas de fondo de reserva		1,117,505.00			1,200,000.00	-82,495.00
Unpaid reserve dues recovery / Cuota para cuotas de reserva no pagadas		82,491.00			0.00	82,491.00
Total Reserve Income / Total recibido		1,199,996.00			1,200,000.00	-4.00

Projects Current / Proyectos Actuales

Transfer of Pier Concession to ECC / Transferencia de derechos del muelle a ECC	181.00	0.00	20,000.00	20,181.00	20,181.00	0.00
Transformers Sur - Relocate off Private Property/Mover de propiedad privada	6,525.00	187,234.94	16,000.00	209,759.94	210,000.00	-240.06
Total Projects Current / Proyectos Actuales	6,706.00	187,234.94	36,000.00	229,940.94	230,181.00	-240.06
Projects Finished / Proyectos completados						
Railings sea-side balconies / Barandales terrazas frente al mar	2,537,455.68	280,780.87	0.00	2,818,236.55	2,831,905.00	-13,668.45
Generator Purchase and Installation / Compra e instalacion de nueva planta electrica	240,317.80	842,939.09	0.00	1,083,256.89	1,119,655.67	-36,398.78
Pool chairs / Tables / Umbrellas / Sillas, mesas y sombrillas para area de alberca	0.00	10,080.00	0.00	10,080.00	10,080.00	0.00
Building exterior paint window sealing / Pintura del edificio y Sellado de ventanas	1,537,102.42	1,076,267.96	0.00	2,613,370.38	2,560,000.00	53,370.38
Onity System/Sistema Onity	126,346.64	7,941.73	0.00	134,288.37	190,000.00	-55,711.63
Repair South Tower water feature / Reparar fuente del torre sur	46,193.64	30,796.07	0.00	76,989.71	92,500.00	-15,510.29
Transfer of Federal Zone Concession to ECC Cozumel/Transf de la Zona Federal	146,056.08	137,505.88	0.00	283,561.96	257,654.00	25,907.96
Total Finished Projects / Total de proyectos completados	4,633,472.26	2,386,311.60	0.00	7,019,783.86	7,061,794.67	-42,010.81
Projects on Hold / Proyectos Suspendidos						
Bridge modifications / Modificaciones al puente	17,587.00	0				
New lighting for entire pool/beach area/Iluminacion nueva para área de la alberca/playa	0	0				
Pool area deck / Pisos del área de la alberca	0	0				
Railings LDN to Palace/Barandales LDN a Palace	0	0				
Security Gates in Lobbies/Las Rejas de Seguridad en los Vetibulos	0	0				
Total Projects on Hold / Total de proyectos suspendidos	17,587.00	0				
Net Profit Jan-Dec 2018 / Ganancia enero a diciembre 2018		-1,373,550.54				

El Cantil (ECC Cozumel A.C.)	
Self insurance fund (Cash basis) / Fondo de Seguro (Base en efectivo)	
January-December 2018 / enero a diciembre, 2018	
Revenue / Ingresos	1,081,073.99
Expenses / Gastos	1,150,376.18
Excess or (Loss) of Revenue over Expenses / Ganancia o Perdida	(69,302.19)

El Cantil (ECC Cozumel A.C.)	
Fund balance change report (Cash basis) /	

Reporte de cambios de saldos de fondos (Base en efectivo)				
January-December 2018 / enero a diciembre, 2018				
Description	Operating	Reserve	Insurance	Total
Descripcion	Operativo	Reserva	Seguro	Total
Balance/ Saldo 31-Dec-17	1,231,666.78	1,611,028.63	4,336,595.59	7,179,291.00
Current Period / Periodo actual				
Profit Loss / Ganancia y Perdida	(1,227,174.94)	(1,373,550.54)	(69,302.19)	(2,670,027.67)
Foreign currency exchange / Tipo de cambio	(39,290.48)	(55,436.03)	(81,099.28)	(175,825.79)
Balance / Saldo 31-Dec-2018	(34,798.64)	182,042.06	4,186,194.12	4,333,437.54

El Cantil (ECC Cozumel A.C.)	
Changes in Cash Balance (Cash Basis) / Cambios en saldos en efectivo (Base en Efectivo)	
January-December, 2018 / enero a diciembre, 2018	
Net income or (loss) / Ganancia o (perdida)	
Operating Fund (Fondo operativo)	(1,227,174.94)
Reserve Fund (Fondo de reserva)	(1,373,550.54)
Insurance Fund (Fondo de seguro)	(69,302.19)
Total	(2,670,027.67)
Other sources or uses of cash / Otras fuentes o usos de efectivo	
Change in employee loans / Cambios a prestamos a empleados	-
Charge in accounts receivable / Cambios a cuentas por recibir	-
Net cash operating / Neto de efectivo operativo	(2,670,027.67)
Gain or (loss) on currency conversion / Ganancia o (perdida) en TC	(175,825.79)
Balance 31-Dec-2017 / Saldo 31-dic-2017	7,179,291.00
Balance 31-Dec-2018 / Saldo 31-dic-2018	4,333,437.54

El Cantil (ECC Cozumel A.C.)			
Cash Balance Report / Reporte de saldos			
December 31, 2018 / 31 de diciembre, 2018			
Cibanco Operating Account	178,054.18		
Cibanco Reserve Fund Pesos	138,166.53		
Monex USD account	2,670,899.18	\$135,992.83 USD	19.64 Exchange
Monex pesos	1,316,317.65		
Petty Cash	30,000.00		
Total	4,333,437.54		

Supplemental Information / Informacion Adicional

El Cantil (ECC Cozumel A.C.)					
Delinquent Dues and Penalties / Cuotas no pagadas y penalidades					
December 31, 2018 / 31-diciembre, 2018					
Condo	Ordinary & Self Insurance Dues/ Cuotas ordinarias y cuotas de seguro	Reserve Dues/ Cuotas de reserva	Water bills / Gastos de agua	Fees and penalties / Penalidades	Total
9AN	904,921.00	142,492.00	30,240.25	2,227,794.00	3,305,447.25
9BN	562,571.00	111,864.00	36,917.24	3,427,918.00	4,139,270.24

El Cantil (ECC Cozumel A.C.)	
Prepaid Dues Balances / Saldos de cuotas prepagadas	
December 31, 2015 / 31-diciembre-2015	532,447.44
December 31, 2016 / 31-diciembre-2016	1,657,399.53
December 31, 2017 / 31-diciembre-2017	2,045,111.50
March 31, 2018 / 31-marzo-2018	1,098,062.41
June 30, 2018 / 30-junio-2018	2,259,146.50
September 30, 2018 / 30-septiembre-2018	1,563,353.75
December 31, 2018 / 31-diciembre-2018	1,047,500.05

Resolution:

This point is approved by a majority of votes of those present that represent **97.1959% (Ninety-Seven Point One Nine Five Nine Per Cent) in favor, 0% (Zero Per Cent) against and 2.8041% (Two Point Eight Zero Four One Per Cent) abstain**, of the votes of the undivided interest in relation to the Master Condominium.

THIRTEENTH POINT.- In fulfillment of Point XIII of the Agenda, they proceed with the discussion and vote to approve the **Financial Statements from January to September 2019**, being the first three quarters. Taking the floor, **Mr. Ashley Grant Sartison**, as legal representative of **CBP Cozumel S.A. de C.V., Administrative Company of the Condominium Regime Property of "El Cantil"**, proceeds to present before the Assembly the Financial Statements of the first three quarters of 2019. A copy of these Financial Statements is added to the content of the Present Minutes as follows:

El Cantil (ECC Cozumel A.C.)			
Budget vs. Actuals (Cash basis) / Presupuesto vs Real (Base de efectivo)			
January- September 2019 / enero a septiembre, 2019			
	Actual / Gastos Reales	Budget / Presupuesto	Difference / Diferencia
Income / Ingresos			
Interest income/Intereses Ganados	8,929.56		8,929.56
Onity card replacement fee / Reemplazo de tarjetas Onity	2,240.00		2,240.00
Ordinary Dues / Cuotas Ordinarias	4,964,697.08	5,582,850.00	-618,152.92
Penalty for Late Payment / Penalidad por falta de pago	3,000.00		3,000.00

Unpaid ordinary dues recovery / Cuotas ordinarias no pagadas	383,801.99		383,801.99
Water payments / Pagos de agua	375,007.95	309,600.69	65,407.26
Total Income / Total de ingresos	5,737,676.58	5,892,450.69	(154,774.11)
Expenses / Gastos			
Bank charges/Cargos Bancarios	1,120.29	1,275.03	(154.74)
Employee expenses/Gastos de empleados			
Payroll / Nomina	966,285.47	981,000.00	(14,714.53)
Payroll Expenses / Seugro, Infonavit, IVA, ISR	379,572.85	380,000.00	(427.15)
Total Employee expenses/Gastos de empleados	1,345,858.32	1,361,000.00	(15,141.68)
Legal fees/Honorarios por asistencia Legal	28,322.08		
298/2016	154,929.60		154,929.60
301/2018	136,864.92		136,864.92
46/2017	26,999.00		26,999.00
9AN Debt Collection Suit/Demanda para Colectar Deuda	342,274.16		342,274.16
Federal Zone Legal / Gastos legales de zona federal	398,133.47		398,133.47
Total Legal fees/Honorarios por asistencia Legal	1,087,523.23	675,000.00	412,523.23
Maintenance/Mantenimiento			
Cleaning supplies / Productos de limpieza	18,567.74	16,125.03	2,442.71
Extinguisher/Extintores	7,029.60	9,000.00	(1,970.40)
Gardening / Jardinaria	4,517.43	11,250.00	(6,732.57)
General maintenance / Mantenimiento general	36,308.76	176,249.97	(139,941.21)
Electrical Generator/Planta Electrica	32,529.46		32,529.46
Onity System / Sistema Onity	25,448.74		25,448.74
Onity Replacement Cards / Tarjetas Onity	18,124.43		18,124.43
Onity Upgrade and Repair /Nuevo equipo y reparacion Onity	84,006.52		84,006.52
Total Onity System / Sistema Onity	127,579.69	-	127,579.69
Total General maintenance / Mantenimiento general	196,417.91	176,249.97	20,167.94
Paint and paint supplies / Pintura	25,793.99	45,000.00	(19,206.01)
Plumbing and Electrical / Plomeria y Electrico			
Electrical / Electrico	91,174.29		91,174.29
Plumbing / Plomeria	78,605.78		78,605.78
Total Plumbing and Electrical / Plomeria y Electrico	169,780.07	74,999.97	94,780.10
Pool Repairs, Supplies Salt / Reparacion y productos alberca	216,882.14	187,499.97	29,382.17
Tools / Herramienta	6,390.13	15,000.03	(8,609.90)
Total Maintenance/Mantenimiento	645,379.01	535,124.97	110,254.04
Office expenses/Gastos de oficina	19,095.12	26,250.03	(7,154.91)
Professional services fees/Gastos de servicios profesionales			
Accounting fees / Gastos de contabilidad	68,069.00	71,250.03	(3,181.03)
Administration Extraordinary / Administracion extraordinaria	190,800.00	190,800.00	-
Administration fee ordinary / Administracion ordinaria	700,008.75	700,008.75	-
Elevator maintenance contract / mantenimiento de elevador	232,808.85	232,808.85	-
Fumigation / Fumigacion	53,197.76	45,000.00	8,197.76
Security / Seguridad	189,000.00	198,450.00	(9,450.00)
Total Professional services fees/Gastos de servicios profesionales	1,433,884.36	1,438,317.63	(4,433.27)
Taxes IVA ISR /Impuestos IVA ISR	129,157.00	202,500.00	(73,343.00)
Uniforms / Uniformes	1,571.39	11,250.00	(9,678.61)
Utilities/Servicios			

Electricity / Luz	317,303.00	225,000.00	92,303.00
Gas / Gas	150,683.39	161,657.76	(10,974.37)
Internet / Internet	7,181.00	7,499.97	(318.97)
Television / Television	314,958.56	307,500.03	7,458.53
Water / Agua	503,390.26	525,000.00	(21,609.74)
Total Utilities/Servicios	1,293,516.21	1,226,657.76	66,858.45
Total Expenses	5,957,104.93	5,477,375.42	479,729.51
Net Operating Income	(219,428.35)	415,075.27	(634,503.62)

El Cantil (ECC Cozumel A.C.)
Budget vs. Actuals Projects (Cash basis): Presupuesto vs Real Proyectos (Base en efectivo)
January - September, 2019 / enero a septiembre, 2019

	Prior to 1-Jan-19	Jan 1 – Sep 30, 2019	Estimate to complete	Total Estimate at Completion	Budget	Variance
	Antes de 1-ene-19	1-ene a 30-sep, 2019	Aprox para completer	Total aprox para completer	Presupuesto	Diferencia
Reserve fund assessment / Cuotas de fondo de reserva		354,054.00			375,000.00	(20,946.00)
Reserve fund recovery / Cobro de cuotas de reserva no pagadas		17,194.00			-	17,194.00
Total Reserve Income / Total recibido		371,248.00	-	-	375,000.00	(3,752.00)
Projects Current / Proyectos Actuales						
Transfer of Pier Concession to ECC / Transferencia de derechos del muelle a ECC	181.00	0.00	20,000.00	20,181.00	20,181.00	-
New South Pier Ladder / Escalera Nueva Muelle Sur	-	-	58,000.00	58,000.00	58,000.00	-
Hurricane Shutters for Electrical Installations / Anticiclónicas instal. Electricas	-	11,740.53	78,259.47	90,000.00	90,000.00	-
Roof Sealing of both Towers / Impermeabilizar techos de ambos torres	-	189,535.37	80,464.63	270,000.00	270,000.00	-
Total Projects Current / Proyectos Actuales	181.00	201,275.90	236,724.10	438,181.00	438,181.00	-

Projects Finished / Proyectos completados						
Transformers Sur - Relocate off Private Property/Mover de propiedad privada	193,759.94	42,011.67	-	235,771.61	210,000.00	(25,771.61)
Total Finished Projects / Total de proyectos completados	193,759.94	42,011.67	-	235,771.61	210,000.00	(25,771.61)
Projects on Hold / Proyectos Suspendidos						
Bridge modifications / Modificaciones al puente	17,587.00	-				
New lighting for entire pool/beach area/Iluminacion nueva para área de la alberca/playa	-	-				
Pool area deck / Pisos del área de la alberca	-	-				
Railings LDN to Palace/Barandales LDN a Palace	-	-				
Security Gates in Lobbies/Las Rejas de Seguridad en los Vetibulos	-	-				
Total Projects on Hold / Total de proyectos suspendidos	17,587.00	-				
Net Profit Jan-Dec 2019 / Ganancia enero a diciembre 2019		127,960.43				

El Cantil (ECC Cozumel A.C.)	
Self insurance fund (Cash basis) / Fondo de Seguro (Base en efectivo)	
January-September 2019 / enero a septiembre, 2019	
Revenue / Ingresos	824,982.01
Expenses / Gastos	923,999.52
Excess or (Loss) of Revenue over Expenses / Ganancia o Perdida	(99,017.51)

El Cantil (ECC Cozumel A.C.)	
Fund balance change report (Cash basis) / Reporte de cambios de saldos de fondos (Base en efectivo)	
January-September 2019 / enero a septiembre, 2019	

Description	Operating	Reserve	Insurance	Total
Descripcion	Operativo	Reserva	Seguro	Total
Balance/ Saldo 31-Dec-18	(34,798.64)	182,042.06	4,186,194.12	4,333,437.54
Current Period / Periodo actual				
Profit Loss / Ganancia y Perdida	(219,428.35)	127,960.43	(99,017.51)	(190,485.43)
Foreign currency exchange / Tipo de cambio	(11,919.66)	(467.82)	(25,922.55)	(38,310.03)
Balance / Saldo 30-Sept-2019	(266,146.65)	309,534.67	4,061,254.06	4,104,642.08

El Cantil (ECC Cozumel A.C.)	
Changes in Cash Balance (Cash Basis) / Cambios en saldos en efectivo (Base en Efectivo)	
January-September 2019 / enero a septiembre, 2019	
Net income or (loss) / Ganancia o (perdida)	
Operating Fund (Fondo operativo)	(219,428.35)
Reserve Fund (Fondo de reserva)	127,960.43
Insurance Fund (Fondo de seguro)	(99,017.51)
Total	(190,485.43)
Other sources or uses of cash / Otras fuentes o usos de efectivo	
Change in employee loans / Cambios a prestamos a empleados	-
Charge in accounts receivable / Cambios a cuentas por recibir	-
Net cash operating / Neto de efectivo operativo	(190,485.43)
Gain or (loss) on currency conversion / Ganancia o (perdida) en TC	(38,310.03)
Balance 31-Dec-2018 / Saldo 31-dic-2018	4,333,437.54
Balance 30-Sep-2019 / Saldo 30-sep-2019	4,104,642.08

El Cantil (ECC Cozumel A.C.)			
Cash Balance Report / Reporte de saldos			
September 30, 2019 / 30 de septiembre, 2019			
Cibanco Operating Account	197,916.92		
Cibanco Reserve Fund Pesos	121,632.60		
Monex USD account	3,033,437.90	153,669.60	19.74 Exchange
Monex pesos	721,654.66		
Petty Cash / Caja chica	30,000.00		
Total	4,104,642.08		

Supplemental Information / Informacion Adicional	
El Cantil (ECC Cozumel A.C.)	
Delinquent Dues and Penalties / Cuotas no pagadas y penalidades	
September 30, 2019 / 30 de septiembre, 2019	

Condo	Ordinary & Self Insurance Dues/ Cuotas ordinarias y cuotas de seguro	Reserve Dues/ Cuotas de reserva	Water bills / Gastos de agua	Fees and penalties / Penalidades	Total
9AN	1,151,695.00	156,934.00	43,547.38	2,666,814.00	4,018,990.38
9BN	756,299.00	123,201.00	59,622.51	4,384,393.00	5,323,515.51

El Cantil (ECC Cozumel A.C.)	
Unpaid Dues Recovery Balance / Saldo de recobro de cuotas no pagadas	
December 31, 2018 / 31-diciembre-2018	522,998.99
March 31, 2019 / 31-marzo-2019	669,834.98
June 30, 2019 / 30-junio-2019	825,267.96
September 30, 2019 / 30-septiembre-2019	980,700.98

El Cantil (ECC Cozumel A.C.)	
Prepaid Dues Balances / Saldos de cuotas prepagadas	
December 31, 2015 / 31-diciembre-2015	532,447.44
December 31, 2016 / 31-diciembre-2016	1,657,399.53
December 31, 2017 / 31-diciembre-2017	2,045,111.50
March 31, 2018 / 31-marzo-2018	1,098,062.41
June 30, 2018 / 30-junio-2018	2,259,146.50
September 30, 2018 / 30-septiembre-2018	1,563,353.75
December 31, 2018 / 31-diciembre-2018	1,047,500.05
March 31, 2019 / 31-marzo-2019	1,927,809.38
June 30, 2019 / 30-junio-2019	1,112,214.33
September 30, 2019 / 30-septiembre-2019	813,113.29

Resolution:

This point is approved by a majority of votes of those present that represent **91.3458% (Ninety-One Point Three Four Five Eight Per Cent)** in favor, **2.8041% (Two Point Eight Zero Four One Per Cent)** against and **5.8501% (Five Point Eight Five Zero One Per Cent)** abstain, of the votes of the undivided interest in relation to the Master Condominium.

FOURTEENTH POINT.- In fulfillment of point XIV of the Agenda, **Mr. Ashley Grant Sartison**, as a representative of **CBP Cozumel S.A. de C.V., Administrative Company of the Condominium Regime Property of "El Cantil"**, starts a discussion about the amounts owed by the Units 9AN and 9B Rest (9BN) as well as a discussion and vote to proceed with the collection of the amounts owed.

Mr. Ashley Grant Sartison first makes a formal announcement of public knowledge of the amounts that Units **9AN** and **9BN (Rest)** owe to the Condominium Regime, as follows:

El Cantil (ECC Cozumel A.C.)
Delinquent Dues and Penalties / Cuotas no pagadas y penalidades
September 30, 2019 / 30 de septiembre, 2019

Condo	Ordinary & Self Insurance Dues/ Cuotas ordinarias y cuotas de seguro	Reserve Dues/ Cuotas de reserva	Water bills / Gastos de agua	Fees and penalties / Penalidades	Total
9AN	1,151,695.00	156,934.00	43,547.38	2,666,814.00	4,018,990.38
9BN	756,299.00	123,201.00	59,622.51	4,384,393.00	5,323,515.51

Therefore and since this Administration has tried to collect the amounts and the owners of such units have refused to the full payment, for being in breach of **Articles 13, 47, 56, 58 and others** of the Condominium By-laws and based on the **Articles 41 to 47 of the Law of Property in Condominium of the State of Quintana Roo and the interpretation of the law**, **Mrs. Trisha Lee Kieckhafer** emits a motion to approve the previous table and to exercise legal action through a civil execution trial against Units **9AN and 9BN (Rest)** to be able to collect all the owed amounts, default interests and/or penalties, water expenses, insurances and others that are stipulated in the “El Cantil” Condominium By-laws. Therefore, the Assembly takes the next:

Resolution:

It is approved by a majority of votes present that represent **91.3458% (Ninety-One Point Three Four Five Eight Per Cent)** in favor, **2.8041% (Two Point Eight Zero Four One Per Cent)** against and **5.8501% (Five Point Eight Five Zero One Per Cent)** abstain, of the votes of the undivided interest in relation to the Master Condominium; **In regards to the report of the owed amounts by 9AN and 9BN (Rest) and to execute legal action against the mentioned Units, this due to their negligence and reiterated breach, therefore the sanctions that they have become creditors to will keep accumulating with their lack of fulfillment.**

FIFTEENTH POINT.- In fulfillment of point XV of the Agenda, regarding the discussion and approval of the General Budget for 2020 and Reserve Fund expenses. **Mr. Ashley Grant Sartison**, as a representative of **CBP Cozumel S.A. de C.V., Administrative Company of the Condominium Regime Property of “El Cantil”**, starts with the discussion about some points of the budget.

A motion is issued so that **Mr. Gregor Bailar, Mr. John Ward Thomas and Mr. Jason Andrew Clark** form a Committee in charge of investigating about the tv service options either for the Condominium Regime or for the individual units. This Committee will present the options to the Vigilance Committee, and the Vigilance Committee will be authorized to make a decision in regards to the best option, and price, which shall not exceed the assigned amount for this point in the budget: **\$450,000.00 Pesos (Four Hundred and Fifty Thousand Mexican Pesos 00/100)**. At the same time, any change will be notified to the condo owners with three months in advance. The assembly approves this motion by a majority of votes present that represent **93.3220% (Ninety-Three Point Three Two Two Zero Per Cent)** in favor, **0% (Zero Per Cent)** against and **6.6780% (Six Point Six Seven Eight Zero Per Cent)** abstain, of the votes of the undivided interest in relation to the Master Condominium.

Following, **Mr. Ashley Grant Sartison** presents the next table of the General Budget for 2020:

Category/Categoría	Budget / Presupuesto 2019	Total 2019 Estimate at Complete / Total	Budget / Presupuesto 2020
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		Estimado al fin del año	
Water Income / Ingreso por Agua Potable	(412,801.00)	(400,880.00)	(140,400.00)
Accounting fees / Contador	95,000.00	91,372.00	95,000.00
Administration – extraordinary / Administración - Extraordinario	254,400.00	254,400.00	254,400.00
Administration – ordinary / Administración - Ordinario	933,345.00	933,345.00	933,345.00
Bank charges / Cobros Bancarios	1,700.00	1,700.00	1,700.00
Fumigation / Fumigación	60,000.00	74,902.00	74,500.00
Legal expense / Gastos Legales	1,080,000.00	1,356,054.00	1,310,000.00
Office expense / Gastos de Oficina	35,000.00	19,517.00	30,000.00
R & M – General	280,500.00	117,228.00	196,000.00
R & M – Electrical / Electrico	50,000.00	90,524.00	50,000.00
R & M – Elevator / Elevador	310,412.00	313,000.00	315,000.00
R & M – Onity system / Sistema Onity		126,703.00	25,000.00
R & M – Painting / Pintura	60,000.00	25,479.00	30,000.00
R & M – Plumbing / Plomeria	50,000.00	109,283.00	90,000.00
R & M – Pool / Piscina	250,000.00	285,753.00	285,000.00
Security / Seguridad	264,600.00	252,000.00	259,560.00
Small tools / Herremientas	20,000.00	10,954.00	15,000.00
Taxes – Federal Zone / Impuestos Zona Ferderal	223,410.00		234,580.00
Taxes – IVA & ISR / Impuestos IVA y ISR	270,000.00	238,857.00	180,000.00
Taxes – Pier Concession / Impuestos Concesion de Muelle	30,000.00		150,000.00
Uniforms / Uniformes	15,000.00	15,000.00	20,000.00
Utilities – Electricity / Servicios - Electricidad	300,000.00	422,045.00	425,000.00
Utilities – Gas / Servicios - Gas	323,315.00	255,683.00	325,000.00
Utilities – Internet / Servicios - Internet	10,000.00	9,575.00	10,000.00
Utilities – Television / Servicios - Televisión	410,000.00	434,233.00	450,000.00
Utilities – Water / Servicios - Agua	660,000.00	561,825.00	216,000.00
Wages & benefits / Nomina	1,869,919.00	1,842,660.00	1,904,392.00
Total Expenses / Total Gastos	7,856,601.00	7,842,092.00	7,879,477.00
Total Income and Expenses / Total de Ingreso y Gastos	7,443,800.00	7,441,212.00	7,739,077.00
Difference to 2019 Budget (Expenses) / Diferencia entre Presupuesto 2019 (Gastos)		14,509.00	(22,876.00)
Total Income and Expense Difference / Total Ingreso y Gasto Diferencia		2,588.00	(295,277.00)

Resolution:

The budget for 2020 is approved as presented above, by a majority of votes of those present that represent **97.1959% (Ninety-Seven Point One Nine Five Nine Per Cent) in favor, 2.8041% (Two Point Eight Zero Four One Per Cent) against and 0% (Zero Per Cent) abstain**, of the votes of the undivided interest in relation to the Master Condominium.

Subsequently, **Mr. Ashley Grant Sartison** presents the next table of insurance of the building for 2020:

Category/Categoria	Budget / Presupuesto 2019	Budget / Presupuesto 2020
Insurance Fund / Fondo para Seguro	1,100,000.00	1,100,000.00
Insurance Policy / Poliza de Seguro	923,999.52	
Contribution to Self-Insurance / Contribución a Auto Seguro	176,000.48	
NOTE: Insurance Fund Dues to be billed quarterly / NOTA: Las cuotas de fondo de seguro serán cobradas de manera trimestral.		

The table of insurance of the building for 2020 as explained beforehand is approved by a **unanimous** vote of those present that represent **69.12% (Sixty-Nine Point One Two Per Cent)** of the votes of the undivided interest in relation to the Master Condominium.

Following with the discussion of the Reserve Fund, a motion is issued so that **Ramon Villanueva Lopez, Heather Lynne Bryan, Dana Marie Clark, Mary Foster Schoenthaler and Sidney Charles Stolper** form a Committee in charge of investigating the options for pool and beach area furniture. This Committee will present the options to the Vigilance Committee, and the Vigilance Committee will be authorized to make a decision in regard to the best option and the amount will be according to the amount assigned for this point in the Reserve Fund Table. This motion is approved by a majority of votes of those present that represent **92.9793% (Ninety-Two Point Nine Seven Nine Three Per Cent) in favor, 0% (Zero Per Cent) against and 7.0207% (Seven Point Zero Two Zero Seven Per Cent) abstain**, of the votes of the undivided interest in relation to the Master Condominium.

Following, **Mr. Ashley Grant Sartison** proceeds to explain the details of the reserve fund and presents the next Reserve Fund table for 2020:

El Cantil (ECC Cozumel A.C.)				
Reserve Fund Projects / Proyecto del Fondo de Reserva				
	Spent through September 30,2019 / Total gastado hasta el	Estimate at Completion/ Aprox Para Completar	Reserve Fund Balance / Saldo	Approved Budget / Presupuesto Aprobado

	30-sept-2019			
Reserve Fund Balance Sept 30, 2019 /Saldo del Fondo de Reserva 30-sept-2019			309,534.67	
Reserve Funds to be billed 4th Qtr / Cuotas de reserva por recibir en 4o trim.			125,000.00	
Subtotal of funds on hand for projects 2019 / Subtotal de fondos de reserva 2019			434,534.67	
PREVIOUSLY APPROVED PROJECTS/ PROYECTOS APROBADOS ANTERIORMENTE				
New South Pier Ladder / Escalera Nueva Muelle Sur	-	58,000.00	58,000.00	58,000.00
Hurricane Shutters for Electrical Installations / Anticiclonicas instal. Electr	11,740.53	90,000.00	78,259.47	90,000.00
Roof Sealing of both Towers / Impermeabilizar techos de ambos torres	189,535.37	270,000.00	80,464.63	270,000.00
Subtotal Current Projects / Proyectos Aprobados	201,275.90	418,000.00	216,724.10	
PROJECTS ON HOLD / PROYECTOS SUSPENDIDOS				
New lighting for entire pool/beach area/Iluminacion nueva para área de la alberca/playa				400,000.00
Pool área deck / Pisos del área de la alberca				3,100,000.00
Railings LDN to Palace/Barandales LDN a Palace				1,100,000.00
Subtotal On Hold Projects / Proyectos Suspendidos			-	4,600,000.00
NEW APPROVED PROJECTS/PROYECTOS NUEVOS APROBADOS				Approved Funds / Fondos Aprobados
Balcony Edge Repairs / Reparacion de Goteros				250,000.00
Electrical Repairs needed after electrical fire / Reparación Electricas despues de Fuego				60,000.00
Heat Pump for Hot Tub / Bomba de Calor para Jacuzzi				160,000.00
Heat Pump and/or Solar Heater for Pool / Bomba de Calor y/o calentador solar para la Piscina				300,000.00
Lightning Rods for both Towers/Pararayos para Ambos Torres				250,000.00

New Pool Furniture / Nuevos Muebles para el Area de la Piscina				750,000.00
Subtotal New Projects / Proyectos Nuevos				1,770,000.00
Target Fund Balance / Restantes del fondo de reserva despues de finalizer proyectos			0	0
Subtotal of funds needed for projects / Subtotal que se necesita para proyectos				1,986,724.10
Subtotal of funds needed for projects less balance on hand / Subtotal de proyectos menos fondos actuales				1,552,189.43
NOTE: Reserve Fund Dues to be billed quarterly / NOTA: Las cuotas de fondo de reserva serán cobradas de manera trimestral.				

The table of the reserve fund expenses is approved as it was presented above, by a majority of votes of those present that represent **86.3014% (Eighty-Six Point Three Zero One Four Per Cent) in favor, 0% (Zero Per Cent) against and 13.6986% (Thirteen Point Six Nine Eight Six Per Cent) abstain**, of the votes of the undivided interest in relation to the Master Condominium.

SIXTEENTH POINT.- In fulfillment of point XVI of the agenda, the Chairman of the Assembly asks if anyone has any business they would like to discuss. Not having any, the Assembly moves on to the next point in the agenda.

SEVENTEENTH POINT.- In fulfillment of point XVII of the agenda, **Mr. Gregor Bailar** proposes as special agent of the same, **Mr. Ashley Grant Sartison** to issue the required certified copies of this Assembly and to protocolize the present minutes and register them before any legal authority if necessary for the resolutions taken in this Assembly to be valid.

By majority of votes of those present that represent **92.9793% (Ninety-Two Point Nine Seven Nine Three Per Cent) in favor, 0% (Zero Per Cent) against and 7.0207% (Seven Point Zero Two Zero Seven Per Cent) abstain**, of the votes of the undivided interest in relation to the Master Condominium, **Mr. Ashley Grant Sartison** is designated to be the special agent for him to do whatever is necessary or convenient, in order to formalize, protocolize and give legal effect to the resolutions of this Assembly, including going to the Notary of his choice to protocolize the present minutes, and also to perform any process needed in order to register the present minutes in any registry.

EIGHTEENTH POINT.- In fulfillment of point XVIII of the agenda, having no further matters to discuss they proceed with the adjournment of the Assembly and to conclude the drafting of the present minutes, the reading of such and once approved they are signed by the President, the Secretary and the designated Vote Tellers.

The following documents are attached to the present minutes:

ATTACHMENT A- AGENDA

ATTACHMENT B- ATTENDANCE LIST

ATTACHMENT C- POWERS

ATTACHMENT D- REPORT BY THE LAWYERS OF THE FEDERAL ZONE AND RECENT ADMINISTRATIVE RESOLUTION.

The meeting that was held in **Second Call** was adjourned being **4:30 PM (Sixteen Hours with Thirty Minutes)** of the **1 day of November of the year Two Thousand Nineteen**.

CHAIRMAN

SECRETARY

Mr. William Joseph Mencarow

Attorney Johana Margarita Rodriguez Romero

VOTE TELLER

VOTE TELLER

Mr. Gary Robert Gomola

Mr. Jeffery Alan Jozwiak

****Signatures will be on the Spanish version**