

**Notice of 2023 Annual Meetings  
of the  
Board of Directors and Members  
The Villas at Disney's Grand Californian Hotel Condominium Association, Inc.  
&  
The Villas at Disneyland Hotel Condominium Association, Inc.**

To: William C. Dierksen, President and Director  
Steve Whittington, Director  
Alison E. Armor, Director

Shannon Sakaske, Director  
Yvonne Chang, Director

To: Disney Vacation Development, Inc. ("DVD"), as Authorized Voting Representative for all units ("Units") declared as part of each project (the "DVC Resorts") for The Villas at Disney's Grand Californian Hotel Condominium Association, Inc. and The Villas at Disneyland Hotel Condominium Association, Inc. (the "Associations")

Attn: William C. Dierksen, Senior Vice President and General Manager

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

Pursuant to the Agreement and to the applicable provisions of the bylaws of each Association (the "Bylaws"), notice is hereby given to DVD, as the Authorized Voting Representative, the Owners and the members of the Board of Directors for each of the Associations (the "Board") that **the 2023 Annual Meetings of the Board of Directors and the 2023 Annual Meetings of the Members will take place beginning at 11:00 a.m. PST on Thursday, December 7, 2023, at The Disneyland Hotel Frontier Tower** located at 1150 Magic Way, Anaheim, California, United States, 92802 via two-way audio. You may also attend the meetings at Disney's Contemporary Resort Convention Center, located at 4600 North World Drive, Lake Buena Vista, Florida 32830. The purposes of the meetings are to conduct all business properly brought before the Board and the Associations, including to elect the members of the Board and to review and adopt the proposed 2024 Estimated Annual Budget for each Association (the "Budgets"). The meetings of each of the Boards and Associations of all Disney Vacation Club Resorts will be jointly and simultaneously held.

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

(1) Resolution to be Adopted. The following resolution will be presented for adoption for each Association:

(a) Excess Assessments. Any assessments collected by or paid to the Association in excess of operating expenses for the year ended December 31, 2023, shall be set aside for future major repairs and replacements and allocated to capital components as provided by the guidelines established by the Internal Revenue Code under IRC Section 118 and Revenue Rulings 75-370 and 75-371. Such amounts shall be deposited into insured interest-bearing accounts and shall be allocated to the various components at the discretion of the Board.

(2) 2024 Estimated Annual Operating and Reserves Budgets. The proposed 2024 Estimated Annual Operating and Reserves Budgets for each of the Associations will be reviewed and presented for adoption.

The resolution outlined above and the 2024 Estimated Annual Operating and Reserves Budgets will be presented at the Member Annual Meetings. As the authorized Voting Representative for each Unit of each DVC Resort, DVD has reviewed the proposed resolution and budgets and intends to cast each Unit's vote to approve the resolution and budgets when presented for approval at the Member Annual Meetings.

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

William C. Dierksen  
President and Director

Shannon Sakaske  
Director

Steve Whittington  
Director

Alison E. Armor  
Director

Yvonne Chang  
Director

**Board of Directors Annual Meeting Agenda:**

1. Call to Order
2. Declaration of Chairperson of the Meeting
3. Calling of the Roll
4. Verification of Quorum
5. Proof of Notice of Meeting
6. Approval of 2022 Minutes
7. New Business:
  - a. Presentation of Budgets
8. Adjournment

**Members Annual Meeting Agenda:**

1. Call to Order
2. Election of Chairperson of the Meeting
3. Calling of the Roll
4. Verification of Quorum
5. Proof of Notice of Meeting
6. Approval of 2022 Minutes
7. Election of Directors
8. New Business:
  - a. Presentation of Resolution for Approval
  - b. Presentation of Budgets
9. Adjournment

November 7, 2023

**The Villas At Disneyland Hotel Condominium Association, Inc.**  
**Estimated Operating Budget For The Year**  
**January 1, 2024 Through December 31, 2024**

The 2024 Budgets were calculated based on the Association's anticipated or known costs for 2024. Please direct Annual Dues questions to Member Accounting at 800-800-9800 or 407-566-3800, Option 3.

**Estimated Operating Budget For The Year January 1, 2024 Through December 31, 2024**

<b><u>169 Vacation Homes</u></b>		
<b>Revenue Components</b>	<b>2024 Annual Budget</b>	<b>2024 Annual Budget (Per Vacation Point)</b>
Member Late Fees and Interest	\$21,134	\$0.0153
Breakage Income	303,014	0.2194
Member Annual Dues Assessment	9,463,955	6.8534
<b>TOTAL REVENUES AND INCOME</b>	<b>\$9,788,103</b>	<b>\$7.0881</b>

<b><u>Cost Components</u></b>		
Administration and Front Desk	\$2,139,259	\$1.5492
Annual Audit	15,300	0.0111
DVC Reservation Component	10,603	0.0077
Housekeeping	3,371,249	2.4412
Income Taxes	84,077	0.0609
Insurance	597,731	0.4328
Legal	1,000	0.0007
Maintenance	1,140,999	0.8263
Management Fee	1,266,164	0.9169
Member Activities	560,211	0.4057
Security	90,213	0.0653
Utilities	511,297	0.3703
<b>TOTAL OPERATING EXPENSES</b>	<b>\$9,788,103</b>	<b>\$7.0881</b>

**Estimated Operating Budget Notes**

All capitalized terms not defined in these budget notes will have the same meanings ascribed to such terms in the Component Site Public Offering Statement for The Villas at Disneyland Hotel Condominium Association, Inc. (the "Resort"). See also Additional Budget Notes.

**Description of Revenue Components:**

1. **Member Late Fees and Interest** - All delinquent Annual Dues payments are subject to a late fee in an amount equal to the greater of \$10.00 or ten percent (10 percent) of the delinquent Annual Dues, plus interest at the maximum rate permitted by law (currently 12 percent) accrued on the amount outstanding from the date which is thirty (30) days after the original due date.

2. Breakage Income - As stated in the Condominium Documents, Disney Vacation Club Management LLC ("DVC") rents, during the Breakage Period, certain accommodations that have not been reserved by Members. The Association is entitled to receive, as breakage income, the proceeds of such rentals not to exceed 2.5 percent of the aggregate of the Condominium Operating Budget (total operating expenses less Member late fees and interest) and Capital Reserve Budget in each calendar year.
3. Member Annual Dues Assessment – The amount assessed to Owners with an Ownership Interest in The Villas at Disneyland Hotel Condominium Association, Inc.

**Description of Cost Components:**

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

**General Notes:**

1. Property Management Subcontract - Certain of the variable and semi-variable expenses related to the provision of certain services to the Condominium as set forth in the 2024 Estimated Annual Operating Budget, including expenses for housekeeping, maintenance and front desk operations, may be lower than they otherwise would be if such services were being provided only to the Condominium instead of included in a property management subcontract that takes into account that the services are also being provided to adjacent accommodations that are not part of the Condominium.
2. Developer Guarantee - Pursuant to a Maintenance/Subsidy Agreement, DVD has agreed to guarantee to the Association that for the calendar year of this Budget no Owner will be required to pay more than the Annual Dues Assessment (exclusive of Ad Valorem Taxes) set forth in this Budget and that DVD will pay the difference between the actual costs incurred in operating the Condominium during the calendar year and all amounts assessed to Owners other than DVD with respect to such operating costs. Provided DVD timely performs its obligations under the Maintenance/Subsidy Agreement, DVD's payments thereunder to the Association shall satisfy fully its obligation to pay assessments attributable to each Ownership Interest owned by DVD. However, any expenses incurred during the calendar year resulting from a natural disaster or an act of God and/or required repair or replacement of damage to the Condominium, which are not covered by insurance proceeds from the insurance maintained by the Association, will be assessed against all Owners on the date of such natural disaster, act of God or other damage, or their successors or assigns, including DVD as to its unsold Ownership Interest. The Maintenance/Subsidy Agreement shall automatically be renewed for successive one-year periods unless DVD elects to terminate the Maintenance/Subsidy Agreement upon thirty (30) days prior written notice to the Association.

See also Additional Budget Notes.

**Estimated Capital Reserves Budget For January 1, 2024 Through December 31, 2024**

<b>Replacement Fund Components</b>	<b>169 Vacation Homes</b>	
	<b>2024 Annual Budget</b>	<b>2024 Annual Budget (Per Vacation Point)</b>
Capital Reserves	\$2,353,572	\$1.7044
<b>TOTAL CAPITAL RESERVES BUDGET</b>	<b>\$2,353,572</b>	<b>\$1.7044</b>

**Capital Reserve Analysis For The Year Ended December 31, 2023**

<b>Replacement Fund Components</b>	<b>Estimated Fund Balance as of December 31, 2023</b>	<b>Estimated Useful Lives (Years)</b>	<b>Estimated Remaining Useful Lives (Years)</b>	<b>Current Replacement Costs (169 Vacation Homes)</b>
Roof Replacement/Repair		10 - 30	10 - 30	\$522,507
Interior Refurbishment		7 - 28	7 - 28	27,647,690
External Building Painting		9	9	566,475
Common Element Renovation		3 - 30	3 - 30	9,085,829
Capital Reserves	\$259,344			
<b>TOTAL</b>	<b>\$259,344</b>			<b>\$37,822,501</b>

**Estimated Capital Reserves Budget Notes**

All capitalized terms not defined in these budget notes will have the same meanings ascribed to such terms in the Component Site Public Offering Statement for The Villas at Disneyland Hotel Condominium Association, Inc. See also Additional Budget Notes.

1. **Funds Covered** - The annual budget for Capital Reserves covers funds set aside for the repair or replacement of major items pertaining to the Units and Common Elements with a useful life of greater than one year. The interest earned on these funds remains in the Capital Reserves account and is not absorbed into the Operating Budgets.

See also Additional Budget Notes.

### Additional Budget Notes

1. 2024 Dollars - All costs are stated in 2024 dollars unless otherwise indicated.
2. Shared Facilities - The use of certain facilities, including without limitation, hotel check-in facility, back office facilities, telephone equipment rooms, etc., are being provided to the Resort pursuant to the terms of either the Property Management Agreement or the Master Declaration as a shared area, the cost of operating and maintaining such facilities being apportioned among its users including Owners. If the Resort was required to provide such facilities within the Condominium Property and solely for the use and benefit of the Owners, the cost of operating the Condominium Property would increase.
3. Books and Records - The books and records for the Association are maintained at: 215 Celebration Place, Suite 300, Celebration, Florida 34747. The person responsible for the upkeep and custodianship of the books and records of the Association is the Treasurer of the Association, (407) 566-3000.
4. Related Party Transactions - DVD is a Florida corporation and a related entity of The Walt Disney Company ("TWDC"), a Delaware corporation. DVD acquired a term-for-years interest in certain property, located in Anaheim, California. DVD developed the Condominium on the property, and sells ownership interests in Condominium units, as part of the vacation ownership plan. DVD developed the Condominium under the terms of a ground lease by and between Walt Disney Parks and Resorts U.S., Inc. ("WDPR"), a Florida corporation (formerly Walt Disney World Co.), its successors and assigns, as successor by merger to Walt Disney World Hospitality & Recreation Corporation, ("WDWHRC"), and DVD. WDPR is also a subsidiary of TWDC. The terms of the ground lease permit DVD to develop certain real property in Orange County, California, for the purpose of offering prospective purchasers ownership interests in Condominium units as part of the vacation ownership plan. Unless otherwise extended, the ground lease will expire on January 31, 2074 and vest to the benefit of WDPR.

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

DVD retains no less than 2 percent of the total ownership interests in each unit declared in the Condominium and is responsible for annual dues with respect to its retained or unsold ownership interests.

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

Management fees payable to DVCM are 12 percent of the total Operating and Reserve Budget exclusive of real estate taxes, transportation fees, and the management fee.

DVCM has entered into an agreement with the Association whereby DVCM may operate a resort hotel operation with respect to the rental of unreserved Vacation Homes in the Condominium. Gross proceeds, resulting from the rental of unreserved Vacation Homes, are retained by the Association up to an amount equal to 2.5 percent of the adjusted Operating and Reserve Budget in each calendar year, as breakage revenue.

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

Amounts due to or from DVCM are payable in full and due on demand.

5. Management Agreement - The Association has a five-year management agreement ending September 28, 2028 with DVCM. Thereafter, the management agreement automatically renews for successive periods of three (3) years each, upon its scheduled expiration, unless either party gives the other written notice of nonrenewal, as stipulated in the agreement. DVCM provides on-site management and maintenance services, and off-site administrative and accounting services.

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

- 6. Vacation Homes - Wherever used throughout this budget, the term Vacation Home does not include studio or one bedroom accommodations that comprise part of a two bedroom lockoff Vacation Home.

**Estimated Ad Valorem Taxes for January 1, 2024 through December 31, 2024**

The amount of ad valorem taxes assessed against the Condominium as a whole will be determined by the Orange County Assessor. The estimated ad valorem tax assessments to be included on your 2024 Annual Dues billing statement will be \$0.9729 per Vacation Point. This is DVCM's best estimate of the actual taxes, which will be assessed for the tax year 2024. DVCM does not certify this ad valorem tax estimate. Each Owner is responsible for his or her per Vacation Point share of the actual tax bill received each year from the tax collector's office. Any difference between the tax estimate and actual taxes paid on the Owner's behalf will be applied towards the Owner's subsequent year's tax assessment. Section 2 of Article XIII A of the California Constitution (enacted by Proposition 13) establishes an acquisition-value assessment system. It provides that real property is to be assessed at its value when acquired through a change of ownership or by new construction. Thereafter, increases in the taxable value of property are limited. As a result, similar properties may have different taxable values. However, the Condominium Documents permit the Association to allocate Ad Valorem Taxes in any equitable manner, including in the same manner in which Common Expenses are allocated. For tax year 2024, the ad valorem taxes are allocated in the same manner as Common Expenses are allocated (on a per Vacation Point basis). In the future, ad valorem tax assessments may be specifically assessed against each Ownership Interests which would result in Owners paying different amounts of taxes depending on when Owners purchased their Ownership Interest

**2024 Estimated Annual Dues Assessment**

The estimated Annual Dues for the year January 1, 2024 through December 31, 2024 are \$9.5307 per Vacation Point, which is comprised of the estimated Annual Operating Budget (\$6.8534 per Vacation Point), the estimated Annual Capital Reserves Budget (\$1.7044 per Vacation Point) and the estimated ad valorem taxes (\$0.9729 per Vacation Point). The total amount of Annual Dues paid by a Purchaser or Owner is determined by multiplying the total number of Vacation Points represented by the Ownership Interest purchased by \$9.5307. For example, if the Ownership Interest is represented by 230 Vacation Points, the estimated Annual Dues would be \$2,192.06.





