

EXHIBIT A-1

February 25, 2026 Unanimous Consent of Board to
Retain GPR as Association New Mgt. Company

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
CLUB TAHOE RESORT ASSOCIATION**

The undersigned, constituting all of the voting members of the Board of Directors of Club Tahoe Resort Association, Inc., a Nevada non-profit corporation, hereby authorize, consent to and adopt the following resolution(s) pursuant to the Nevada Revised Statutes:

Recitals.

1. Club Tahoe Resort Association, Inc. (“Association”) is a Nevada corporation duly organized and existing under the laws of the State of Nevada;
2. NRS 82.271, made applicable to the corporation pursuant to NRS 81.410, provides the Board may take action without a meeting provided the prior written consent of the Directors is obtained and the Board has unanimously consented to do so in this matter. This Unanimous Written Consent is effective February 25, 2025.
2. The Board has reviewed the report and recommendation from the Management RFP Committee (“Committee”) dated January 29, 2025 in which the Committee recommends the proposal from Grand Pacific Resorts (“GPR”) dated November 14, 2024, with the January 14, 2025 management fee restructure addendum, be selected for the continuing management of the resort. The Board unanimously agrees to take action to work with GPR to obtain a contract acceptable for the management of the Association.
3. No meeting of the Board is scheduled to take place in time to make the decision to move forward with GRP.
4. This Unanimous Consent will be reported at the next regularly scheduled meeting of the Board and the action identified in the minutes of the meeting.
5. Signatures may be evidenced by emails attached evidencing each director’s agreement with this Unanimous Consent.

NOW THEREFORE, BE IT RESOLVED: The Board hereby approves providing notice to begin working with GPR to arrive at an acceptable contract as soon as possible. Upon reaching an agreement on an acceptable contract, any officer of the Board may execute the contract.

IN WITNESS THEREOF, the undersigned directors have executed this Unanimous Consent to be effective February 25, 2025.

On Feb 25, 2025, at 1:51 PM, Donald Wall <donaldewall@sbcglobal.net> wrote:

Agreed and approve.

Don

On Tuesday, February 25, 2025 at 10:10:55 AM PST, Keith Wilson <kkawilson@yahoo.com> wrote:

Agreed, approved.

Keith Wilson

Cell: 949-743-4777

On Tuesday, February 25, 2025 at 09:53:52 AM PST, Marc Pearl <mpearlboise@gmail.com> wrote:

Approved.

Marc Pearl
Sent from my iPhone

On Feb 25, 2025, at 11:58 AM, Gloria DeAlba <gloriadealba@me.com> wrote:

All,

I agree with and approve the unanimous written consent for the Board to take action without a meeting as detailed in the prepared document regarding the Board's acceptance of the RFP committee's recommendation for a new management company, thank you.

Kindly,
Gloria

Sent from my iPhone

EXHIBIT A-2

January 2, 2206 Correspondence to GPR

Whitney Selert
Ph: 725.286.2801
WSelert@ohaganmeyer.com

John Orr
Ph: 725.286.2814
JOrr@ohaganmeyer.com

January 2, 2026

Mandy S. Shavinsky
SNELL & WILMER
1700 South Pavilion Center Drive
Suite 700
Las Vegas, NV 89135
E: mshavinsky@swlaw.com

Re: Garvey v. Club Tahoe

Dear Ms. Shavinsky:

We are in receipt of your letter dated December 18, 2025 and wanted to bring to your attention a few additional pertinent facts and a request moving forward.

First, the Association's general counsel, Gayle Kern, previously advised and formally explained to GPR and the Association's Board of Directors in an October 17, 2025 email why the attempted re-call election was invalid. As I understand it, there were only two ways to hold a valid election. One was upon vote by a quorum of the sitting board to call the special membership meeting required to remove board members. The October 16, 2025 letter from Board members Becker and Ogden did not satisfy that requirement because those two did not constitute a proper quorum. The other was by way of petition in writing a specified percentage of member votes. To date, nobody has a copy of any such petition. If you receive such in response to your request for that information, please extend me the courtesy of a copy.

An Amended Complaint was recently filed by Mr. Haskins on behalf of Mssrs. Garvey and Payton in which it is alleged that the recall petition was mailed to board member Keith Wilson at the Association's business address. It is further alleged that mailing was signed for by someone identified as "Kevin." We believe Kevin was maintenance staff. Regardless, whatever was in that mailing never made it to Mr. Wilson or to the Association's Board for proper consideration or action. It is my understanding Ms. Kern's office has also directly requested a copy of the alleged recall petition from Mr. Haskins and any other documents demonstrating that a recall election was properly noticed or conducted in October. To my knowledge, neither the Association, the Board, myself or Ms. Kern have received the alleged petition.

Finally, you should also know that the Association, through me, already suggested to Mr. Haskins nearly two months ago that we short-circuit this dispute by simply scheduling and holding a properly noticed election. For reasons unknown, that request was refused. The

Association remains willing to facilitate that process. Whether that can be accomplished by agreement or court order or can be practically accomplished at all prior to the next scheduled annual meeting and election in April 2026, the Association will need GPR's assistance to create and verify an accurate member list, provide the required notices, voting instructions and otherwise facilitate that process.

In that regard, based on advice of its legal counsel, Ms. Kern, and the lack of any supporting documentation otherwise, it is the Association's position that the attempted recall election in October was procedurally improper and invalid and your client, GRP, should only be taking direction from and providing information to the Association's board as elected and comprised during the April 2025 election unless and until a court orders otherwise. At this point, the allegations of Mssrs. Garvey and Payton are insufficient to do otherwise or to permit the interruption of the Association's business relationship with GPR or any other vendors.

If you could ask your client to please outline the requirements and expected timeline for that process, such might be beneficial to all parties and the Court, which may ultimately be tasked with resolving this dispute.

Thank you in advance for your time and attention and please direct any further questions regarding the legal authority of the Association's board to my attention.

Thank you,

Whit Selert

Whit Selert of
John Orr of
O'Hagan Meyer PLC

Cc:
Richard E. Haskin
Gayle A. Kern

EXHIBIT A-3

February 3, 2026 Email from Shavinsky

From: [Shavinsky, Mandy](#)
To: [Whitney Selert](#)
Cc: [Kevin Golden](#); [Gayle Kern](#)
Subject: [EXTERNAL] RE: SERVICE: Garvey/Payton v. Club Tahoe - Correspondence [IMAN-ACTIVE.FID911995]
Date: Tuesday, February 3, 2026 12:39:36 PM
Attachments: [image001.png](#)
[image002.png](#)

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Hi Whit –

As discussed, Richard Haskin told me that he believed his client would be willing to allow GPR to conduct an election in April if the items below were addressed:

- (i) Use of association-owned weeks to vote for directors – He mentioned that association-owned weeks had been used to vote for directors in the past. He and/or his client believe this is improper.
- (ii) Use of proxies to vote for directors – He mentioned that dated proxies were used to vote for directors in the past (I don't know if this is the case or not). In the correspondence that I sent that week, my client proposed to use proxies for the purpose of establishing a quorum only and not for the purpose of voting for directors. Assuming the current board is okay with this approach, this should be a non-issue.

If we reach consensus on the two items above, Haskin has agreed to draft a stipulation for review by all parties concerning the election. It remains to be seen whether the stipulation will contain objectionable requirements concerning the election, but this is at least a start.

Let me know if you have any questions. Thanks.

Mandy S. Shavinsky, P.C.

O: [702.784.5229](tel:702.784.5229) | **M:** [702.526.7275](tel:702.526.7275)
mshavinsky@swlaw.com

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& WILMER**

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From: Whitney Selert <wselert@ohaganmeyer.com>
Sent: Tuesday, February 3, 2026 10:45 AM
To: Shavinsky, Mandy <mshavinsky@swlaw.com>
Cc: Kevin Golden <kgolden@ohaganmeyer.com>; Gayle Kern <gkern@lkglawfirm.com>
Subject: RE: SERVICE: Garvey/Payton v. Club Tahoe - Correspondence [IMAN-ACTIVE.FID911995]

[EXTERNAL] wselert@ohaganmeyer.com

Mandy are you free this morning?

Whit

Whitney “Whit” Selert

Partner

300 South 4th Street | Suite 1250 | Las Vegas | Nevada | 89101
PH 725.286.2808

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From: Shavinsky, Mandy <mshavinsky@swlaw.com>

Sent: Monday, February 2, 2026 11:11 AM

To: Whitney Selert <wselert@ohaganmeyer.com>

Cc: Kevin Golden <kgolden@ohaganmeyer.com>; Gayle Kern <gkern@lkglawfirm.com>

Subject: [EXTERNAL] RE: SERVICE: Garvey/Payton v. Club Tahoe - Correspondence [IMAN-ACTIVE.FID911995]

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Whit –

I spoke with Richard Haskin earlier today regarding a possible path to holding an election in April. Let me know if you have time to speak today.

Thanks.

Mandy S. Shavinsky, P.C.

O: [702.784.5229](tel:702.784.5229) | **M:** [702.526.7275](tel:702.526.7275)
mshavinsky@swlaw.com

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From: Whitney Selert <wselert@ohaganmeyer.com>

Sent: Wednesday, January 28, 2026 11:13 AM

To: Shavinsky, Mandy <mshavinsky@swlaw.com>
Cc: Kevin Golden <kgolden@ohaganmeyer.com>; Gayle Kern <gkern@lglawfirm.com>
Subject: FW: SERVICE: Garvey/Payton v. Club Tahoe - Correspondence [IMAN-ACTIVE.FID911995]
Importance: High

[EXTERNAL] wselert@ohaganmeyer.com

Good morning Ms. Shavinsky:

In response to the letter I sent Mr. Haskins yesterday (copy of which I emailed to you this morning) he gave the below response on which it does not appear you were copied, but which is relevant to the current state of affairs. In short, he is claiming to also be filing a motion for preliminary injunction (which he has not yet done for some reason) and **stipulating** that the so-called "recall board" will stop representing itself to be the "duly elected" board of the Association or otherwise trying to act in that capacity. That should help clear the path for our clients to communicate and cooperate on further board business, including but not limited to holding the next election.

Let me know if you disagree and thanks in advance for your time and attention,

Whit

Whitney "Whit" Selert

Partner

300 South 4th Street | Suite 1250 | Las Vegas | Nevada | 89101
PH 725.286.2808

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From: Richard Haskin <rhaskin@gibbsgiden.com>
Sent: Wednesday, January 28, 2026 9:38 AM
To: Krystle Platero <kplatero@ohaganmeyer.com>
Cc: Whitney Selert <wselert@ohaganmeyer.com>; Jorge "Coco" Padilla <jpadilla@ohaganmeyer.com>; Kevin Golden <kgolden@ohaganmeyer.com>; Gayle Kern <gkern@lglawfirm.com>; Madison Wedderspoon <mwedderspoon@gibbsgiden.com>
Subject: [EXTERNAL] RE: SERVICE: Garvey/Payton v. Club Tahoe - Correspondence [IMAN-ACTIVE.FID911995]
Importance: High

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Krystle

Thank you for the letter, and I will offer a response to that letter shortly.

In the interim, we are preparing our opposition to the Motion for OST. However, Second Judicial District Rule 11(3) provides as follows: “[f]or good cause shown, the judge who is to try the case, or if the judge is not in the courthouse during regular judicial hours, the chief judge or, if the case is within the jurisdiction of the family division, the presiding judge of the family division, may make an ex parte order shortening time upon a satisfactory showing to the judge that a good faith effort has been made to **notify the opposing counsel of the motion**.” We did not conduct a meet and confer with respect to the Motion for Preliminary Injunction nor did your office ever notify our office of the motion. Also, we filing a Motion for Preliminary Injunction, which we will have on file this week.

Our opposition to the Motion for OST will be based on the failure to notify Plaintiffs of the motion as required and the fact that we will similarly be filing a Motion for Preliminary Injunction, and that the two motions should be heard simultaneously. We would be willing to stipulate to keep the “status quo,” as you frame it, pending the outcome of the Motion for Preliminary Injunction. I did not see a proposed Order on the injunction, so it is hard for me to decipher what interference is being sought to stop or what status quo means.

In an effort to resolve this matter, pending the hearing on our competing injunctions, we will stipulate to the following:

1. The injunctions will be heard on the same day;
2. The newly elected Board will cease and desist from calling itself the “duly elected board” and similar terms and publishing such statements to the Membership; and
3. The newly elected Board will cease and desist from holding any noticed or formal Board meetings and otherwise acting as a Board under either NRS 116, 117, or 119.

If this is acceptable, I will prepare a draft stipulation and send it to you today. Please let me know.

Richard E. Haskin, Esq., Partner



O: (310) 552-3400 x 107 | DD: (702) 781-1760 | C: (818) 693-9264
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EXHIBIT A-4

February 10, 2026 GPR Email

From: [Gayle Kern](#)
To: [Whitney Selert](#)
Subject: [EXTERNAL] FW: Club Tahoe
Date: Wednesday, February 11, 2026 8:11:43 AM
Attachments: [image001.png](#)
[image002.png](#)

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From: Shavinsky, Mandy <mshavinsky@swlaw.com>
Sent: Tuesday, February 10, 2026 11:35 AM
To: Gayle Kern <gkern@lkglawfirm.com>
Cc: Assistants <assistants@lkglawfirm.com>
Subject: RE: Club Tahoe

Hello Gayle –

I’ve corresponded with my client numerous times since our last discussion on the membership roster.

GPR’s position remains that they do not want to take sides or “favor” one board over the other – that has been their position since the dispute over the identity of the board started. GPR’s goal, until a resolution is reached, is to focus solely on managing the resort. Owner list requests, in GPR’s opinion, should first go to the board for approval, as list management is attributed to the board secretary in the Bylaws. Since the “proper” board is in dispute, GPR’s position is that it does not have the appropriate authority to act on owner list requests. If the old board wants to send out the list on their own in the meantime, then that is their decision to make. But, in GPR’s opinion, owner list requests are not part of the ongoing management of the resort, which is currently being conducted without clear board guidance, and therefore, GPR will not be able to respond until we receive direction from a properly seated board of directors.

Thank you for your patience in connection with this matter.

Mandy S. Shavinsky, P.C.

☎: [702.784.5229](tel:702.784.5229) |
mshavinsky@swlaw.com

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From: Gayle Kern <gkern@lkglawfirm.com>
Sent: Monday, February 9, 2026 11:12 AM
To: Shavinsky, Mandy <mshavinsky@swlaw.com>
Cc: Assistants <assistants@lkglawfirm.com>
Subject: Club Tahoe

[EXTERNAL] gkern@lkglawfirm.com

I received another email from Larry Lichtenegger. Please advise who he should contact at GPR for the member roster.

Sincerely,

Gayle

Gayle A. Kern, Esq. (she/her/hers)



Our Reno office is currently closed to the public. We are open to clients with an appointment. The best way to contact us is by e-mailing the applicable team member. For general HOA matters you may also email Assistants@lkglawfirm.com and for collection matters you may also email accountquestions@lkglawfirm.com.



Reno Office:

5421 Kietzke Lane, Suite 200

Reno, NV 89511

Phone: (775) 324-5930

Fax: (775) 324-6173

Email: gkern@lkglawfirm.com
Website: www.lkglawfirm.com

Las Vegas Office:
2525 Box Canyon Drive
Las Vegas, Nevada 89128
Phone: (702) 538-9074
Fax: (702) 538-9113

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EXHIBIT A-5

February 23, 2026 Email Shavinsky to Kern and Selert

From: [Shavinsky, Mandy](#)
To: [Gayle Kern](#); [Whitney Selert](#)
Subject: [EXTERNAL] Communication to Owners
Date: Monday, February 23, 2026 3:51:35 PM
Attachments: [TestImportant Update Regarding Annual Meeting and Board Governance.msg](#)

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Gayle/Whit-

GPR representatives asked me to provide you with an advance copy of a communication GPR intends to send out to the owners in the next day or so regarding the annual meeting/election.

Please let me know if you have any questions. Thank you.

Mandy S. Shavinsky, P.C.

O: [702.784.5229](tel:702.784.5229) | **M:** [702.526.7275](tel:702.526.7275)
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EXHIBIT A-6

February 23, 2026 Email from Club Tahoe

RE: Update Regarding Annual Meeting and Board
Governance

From: [Club Tahoe](#)
To: tthomas@gpresorts.com
Subject: [Test]:Important Update Regarding Annual Meeting and Board Governance
Date: Monday, February 23, 2026 11:39:42 AM

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To view this email as a web page, go [here](#).

Club Tahoe logo



Association's Annual Meeting

Dear Timeshare Owner,

We are writing to provide an important update regarding the Association's Annual Meeting and the election of directors.

At this time, the Association is facing an unusual and complex governance issue. There are currently two separate boards of directors, each of which asserts that it has valid authority to act on behalf of the Association. This dispute involves active litigation, and is presently before the Washoe County District Court. A request is pending for the court to determine which board, if any, is the lawful and authorized board of directors for the Association.

Because this issue is the subject of ongoing litigation and uncertainty, management is not in a position to determine which board is valid. As a result, we cannot properly conduct an Annual Meeting or election of directors under the authority of either board while this dispute remains unresolved. We take no position on which board is the proper governing body, and will remain neutral, focusing solely on the operation of the resort until a determination is made on the properly seated board.

Accordingly, the management company is not in a position to hold the Annual Meeting and election of directors as required by the governing documents. These proceedings will remain on hold until the court issues a determination resolving the

dispute regarding the Association's governance, or the two boards independently agree on an alternative path forward.

We understand that this delay may be frustrating and appreciate your patience during this process. Once the court has reached a decision or the governance issue is otherwise clarified, we will promptly provide notice to the membership regarding the rescheduling of the Annual Meeting and election.

Thank you for your understanding and cooperation.

Sincerely,

Grand Pacific Resort Services, L.P.

Managing Agent for Club Tahoe Resort Association

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Grand Pacific Resorts 5900 Pasteur Court Suite 200, Carlsbad CA 92008 (760) 431-8500

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No promotional content has been included in this message. If you believe you have received this email in error, please contact us at gpvspecialist@gpresorts.com to update your communication preferences.

We have updated our records and intend only to send e-communication to residents who have consented to receipt of this communication. We will make all corrections necessary. If you believe an error has been made, please contact us at gpvspecialist@gpresorts.com.

Salesforce MC



This email was sent by: Grand Pacific Resort Services, L.P.
5900 Pasteur Ct Ste 200, Carlsbad, CA, 92008 US

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EXHIBIT A-7

February 26, 2026 Email Club Tahoe to Membership

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

----- Forwarded message -----

From: **Club Tahoe** <clubtahoeboard@233744282.mailchimpapp.com>

Date: Thu, Feb 26, 2026 at 9:45 PM

Subject: Club Tahoe Resort Owners Update 022626

To: <kwilsonctboard@gmail.com>



February 26, 2026

IMPORTANT - PLEASE READ

Dear Club Tahoe Resort Owners,

The Board of Directors is writing to formally update the ownership of recent developments and ongoing litigation impairing the management and operation of the Association, which many of you have inquired about recently.

Last October, two Board members attempted to call a Special Meeting of the members for the purposes of holding a recall election for a new Board on October 25, 2025. Their request was immediately forwarded to the Association's legal counsel, who advised those Directors, in writing, that pursuant to Art. IV, Sec. 4 of the governing by-laws a Special Meeting of the members can only be called by a majority vote of the board or a petition representing 15% of the members, and that any meeting or election conducted in would be legally void. Those Directors chose to proceed with both the meeting and election on October 25, at which they claim to have "unanimously" elected a new Board, which has since been issuing directives to the Association's recently contracted management company, Grand Pacific Resorts (GPR) that are inconsistent with the directives of the sitting Board.

That group has refused requests to cease and desist from interfering with the Association's management, claiming they had a valid member petition supporting the Special Meeting and recall election, but they have refused to produce a copy to support that claim. That group has initiated litigation to validate its claims and that litigation has caused GPR refuse to deal with the sitting Board pending resolution of that claim.

The Association has moved for a preliminary injunction to prevent further interference with Association management and requesting an election be held as soon as practicable to ensure the Association is represented by a Board that has been duly elected in strict compliance with the governing by-laws. We have asked GPR to post a copy of the relevant pleadings on the Association website so the members can see for themselves the positions taken by each party.

Unfortunately, because GPR feels paralyzed by this litigation, it has recently notified the Board that it is unable to facilitate the Annual Election and regularly scheduled board election in April 2026 pending resolution of the litigation. We have repeatedly requested GPR work with the sitting Board to facilitate that election, but those requests have been unsuccessful. We expect GPR will communicate with you explaining that position.

Please be assured The Board is taking these matters seriously and is working

with the Association's legal counsel to remedy this situation as expeditiously as possible to restore efficient management and operations of the Association we all cherish.

Thank you for your patience, support, and dedication to our community.

We look forward to hearing from you.

Sincerely,

Club Tahoe Resort
Board of Directors

Keith Wilson, President
Gloria DeAlba, Vice President
Don Wall, Treasurer
Marc Pearl, Director

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