

MINUTES
OF THE
MEETING OF THE BOARD OF DIRECTORS

CALL TO ORDER

The regular Meeting of the Board of Directors of Pismo Coast Village, Inc. was called to order November 13, 2021, by President Garry Nelson at 10:00 AM.

PLEDGE OF ALLEGIANCE AND INVOCATION

Mr. Buchaklian led the Pledge of Allegiance and Mr. Johnson gave the invocation.

PRESIDENT'S MESSAGE

Mr. Nelson welcomed the Directors to the meeting. He expressed his appreciation and thanked them for their support throughout the year. Due to the continued County Covid-19 restrictions in place, shareholders did not participate in this meeting. A tribute was paid to past Board member, Kurt Brittain, who passed in October 2021. Board members expressed their gratitude for the impact that he had had in their lives. Mr. Brittain had served on the Board from 3/24/1990 to 7/17/1999 and 1/19/2002 to 4/1/2016 for a total of twenty-three years and four months.

ROLL CALL

Mr. Skaggs called roll. All members of the Board of Directors were present except Mr. Hardesty and Mrs. King. Mr. Skaggs declared a quorum.

PRIOR MINUTES REVIEWED

Mr. Williams moved that the minutes of the Board of Directors' Meeting held September 18, 2021, be accepted as submitted. Mr. Hearne seconded, and the motion carried unanimously.

CHIEF EXECUTIVE OFFICER/GENERAL MANAGER'S REPORT

Mr. Jamison, Chief Executive Officer/General Manager, began his Manager's Report by giving a brief overview of the Company's year-end which was positive from a revenue and expense standpoint. Occupancy for 2021 ended with a new record of 127,819 nights compared to 98,773 in 2020 and 120,415 in 2019. Occupancy trends for the beginning of FY 2021/2022 have been healthy with 11,626 site nights for October 2021, but slightly lower compared to 12,289 for October 2020. A more normal cycle of occupancy for this fiscal year is expected. General Store revenue was significantly higher in FY2020/2021 compared to the prior fiscal year.

Mr. Jamison then gave an update on Resort activities and general operations. An arborist was brought in to conduct an onsite walk-through and make recommendations regarding the maintenance of the park's trees from a liability standpoint. Mr. Jamison also commented on the success of the 2021 Halloween activities that took place in the Resort, and stated that guests who had decorated their campsites were anticipating more participation and activities for Halloween 2022. Labor challenges that the Company has been experiencing were reviewed. There have been staffing shortages in some of the departments, and help-wanted ads continue to run for additional help.

Charles Amian, Operations Manager, attended the National Association of RV Parks & Campgrounds Outdoor Hospitality Conference and Expo in Raleigh, North Carolina 11/8-11/12. A topic of discussion at the convention surrounded electric vehicle charging and the future needs of the RV industry. Mr. Jamison communicated with a panel member that was part of this convention topic to obtain feedback in regards to possible preparation the Resort could take for the addition of electric vehicles in the future. The Board members discussed viable options for

incorporating electric vehicle charging within the park. It was indicated that Resort staff have been monitoring guests that check in with electric vehicles.

EXECUTIVE AND PERSONNEL & COMPENSATION/BENEFITS COMMITTEE REPORT

Mr. Pappi, Chair, reported that there were two joint meetings held with the Executive Committee; one on Monday, October 25, 2021 via Zoom and one on Friday, November 12, 2021. All Committee members were present for both meetings, along with CEO/General Manager, Jay Jamison. At the 10/25/2021 joint meeting, Mr. Jamison presented an overview of the Resort activities to the Committee including the approval of Mr. Williams as CFO. Mr. Williams was asked to review and report to the Committee the financials and cash in the Company's accounts. The Committee discussed possible changes to the 401(k) Plan and profit sharing, and reviewed the employee bonus distribution for the year. Staffing and difficulty finding individuals to fill open positions were also discussed. At the 11/12/2021 joint meeting, Mr. Jamison presented an overview of the Resort activities to the Committee which included the occupancy report and financials. The Committee reviewed the logistics of the restroom #3 renovation project, and discussed the continued concerns regarding trailer washes in the Resort as well as the Flag Policy. The Professional Liability Insurance Policy was reviewed and revised. The Committee discussed concerns with shareholders exceeding share time. The Committee also confirmed the location of the 2022 January Annual Shareholders' Meeting and approved that the Meeting will be held virtually. A Motion out of Committee will be presented during Closed Session. Both meetings were adjourned at 5:00 PM.

FINANCE COMMITTEE REPORT

Mr. Williams, Chair, reported that the Committee met this morning, November 13. All Committee members were present. Mr. Jamison attended as a guest. The Committee reviewed and approved the September 2021 financial statements for the fiscal year end as well as the October 2021 financial statements. The Committee considered and approved to move immediate funds from the general checking account to a variety of accounts based on insured levels. A Motion out of Committee will be presented during Closed Session. The meeting adjourned at 9:50 AM.

OPERATIONS COMMITTEE REPORT

Mr. Enns, Chair, reported that the Committee met this morning, November 13. All Committee members were present except Mr. Hardesty. The Committee reviewed the Resort's Flag Policy. They considered and approved a "prohibit display of vulgar, abusive or obscene content" rule. The Committee reviewed patron comments as well as verbiage for family members and guests of shareholders share usage rules in the Shareholder Information Manual. The decision was made to take no action at this time to change verbiage. This item may be revisited in the future. A Motion out of Committee will be presented during Closed Session. The meeting adjourned at 9:30 AM.

AUDIT COMMITTEE REPORT

In Mrs. King's absence, Mr. Hearne reported the Committee met Friday, November 12. All Committee members were present. Brandi Collins, Accounting Manager, was present as a guest. Ms. Collins shared that she's begun a deeper learning about other departments, including reservations and advanced reservations. The Committee concluded that Ms. Collins, for privacy and non-public information concerns, should have her own printer and "directional privacy monitor screen" for the sole use of accounting work performed. The Committee also recommended in near term that the accounting department is provided a delegated office space that can be locked ensuring privacy and non-public information be protected. The Committee met with Brown Armstrong accountants, Ryan Nielsen and Melissa Cabezzas, to convene the Audit exit interview.

Field work was completed and final reporting is expected the week of November 15, 2021. A separate letter will be sent to the Audit Committee detailing the work completed. No significant findings regarding transactions or income statements were of discovery. Additionally, no significant misconduct, misstatements, or disagreement with the accounting principles or with staff were discovered or reported. There were no significant changes year over year with respect to the standard operating procedures except for resort occupancy levels, which were understandable given Covid-19 protocols enacted during 2020 as compared to 2021. It should be noted that the staff received many compliments from Brown Armstrong regarding the levels of engagement, response for documentation and answering questions as they arose. The Audit Committee commends the staff for the prompt and timely responses ensuring the audit process was complete and thorough. Lastly, the Committee discussed 2021 accomplishments and business carryover recommendations to the new Audit Committee formed in 2022. The meeting adjourned at 12:05 PM.

ENVIRONMENTAL, HEALTH & SAFETY ADVISORY COMMITTEE REPORT

Mr. Skaggs, Chair, reported that the Committee met Friday, November 12. All Committee members were present. Charles Amian, Operations Manager, was attending the National Association of RV Parks & Campgrounds Outdoor Hospitality Conference and Expo. Mr. Amian provided copies of the Guests Injury Report. The concrete slab near the recreation gazebo indicated in the incident reported on 10/18/2021 involving a guest tripping, had been removed and replaced by Maintenance. Mr. Amian also provided copies of the Employee Injury Update which shows a list of open cases. There were no new employee injuries to report. Copies of the EH&SA Advisory List dated 11/12/2021 were also provided. Completed items were reviewed and checked off. The Committee conducted an interview with Dan Hollender, Maintenance Supervisor. Per Mr. Hollender, work is continuing on the advisory list items with the anticipation of completing Advisory No. 4. The concrete cracks are being filled with Sikaflex sealant to eliminate trip and fall areas. The replacement of the old backhoe is still being reviewed with consideration of a used backhoe with limited hours. The proposed restroom #3 renovation specifications are also being reviewed. The project is anticipated to begin in December 2021. Mr. Hollender also stated that a Maintenance employee has been hired for landscaping and irrigation systems upkeep. The Committee reviewed the EH&SA future agenda improvements, suggestions or comments from the Committee members. There was a general discussion of this item, but the Committee is satisfied with the current meeting agendas and had no improvements. The meeting adjourned at 10:15 AM.

NOMINATING COMMITTEE REPORT

Mr. Willems, Chair, reported that the Committee met Friday, November 12. All Committee members were present. The Committee finalized the Board slate for 2022. A motion was made to select the slate which unanimously passed. The Committee made recommendations for next year's Nominating Committee. The meeting adjourned at 1:30 PM.

Mr. Nelson recessed the meeting at 10:45 AM. He reconvened the meeting in Closed Session at 10:55 AM.

OLD BUSINESS

There were no old business items for discussion.

NEW BUSINESS

STOCK REPORT

Mr. Skaggs reported that he had reviewed the stock transfers shown on the Stock Transfers List dated November 13, 2021, and these transfers have met the criteria for changing ownership and have been approved for transfer.

OPERATIONS COMMITTEE REPORT

The Operations Committee presented for Board approval its Motion Out of Committee to accept and include new language on page six of the Shareholder Information Manual under Campsite Manners which states: "Flags or other forms of displays that are either abusive, vulgar or obscene, will not be permitted in the Resort. Judgement of the flags are the sole discretion of management." A discussion ensued. Per Mr. Jamison, Pismo Coast Village strives to create a safe, family atmosphere and discourages flags or banners that are divisive. A vote was taken, and the motion carried unanimously.

Mr. Enns also discussed the possibility of future policy changes to the onsite RV washing rules and reviewed vendor issues that supply this service. It will be at the Company's discretion to handle situations with individual vendors as issues arise.

EXECUTIVE COMMITTEE REPORT

The Executive Committee presented for Board approval its Motion Out of Committee to donate \$25,000 to the Pismo Preserve to purchase a bench in memory of Jay and Debbie Jamison's daughter, Danielle. A discussion ensued by Mr. Roberts. Per Mr. Williams, the donation is being presented to the Conservancy as a dedication. A vote was taken with all in favor except one opposed. The motion carried.

FINANCE COMMITTEE REPORT

The Finance Committee presented for Board approval its Motion Out of Committee to move immediate funds from the general checking account to a variety of accounts based on insured levels, and at the oversight of the Executive Committee, to protect the funds that are added to more existing accounts. A discussion ensued by Mr. Roberts regarding the movement of funds. A vote was taken, and the motion carried unanimously.

ANNUAL MEETING PREPARATION

The Nominating Committee presented for Board approval, its Motion Out of Committee finalizing the Committee's recommended slate of nominees for directors for 2022, and to include the slate as Management's recommendation in the Proxy Statement to be mailed to shareholders in December 2021. A vote was taken, and the motion carried unanimously. The Board unanimously adopted the following resolution:

RESOLUTION 1262/1247

Resolved that the Board accept the Nominating Committee's recommendation for the slate of nominees for directors for 2022 and to include the slate as Management's recommendation in the proxy statement to be mailed to shareholders. The recommended slate is as follows:

David Bessom
Sam Blank
Harry Buchaklian
Rodney Enns
William Fischer
Wayne Hardesty
Dennis Hearne
Terris Hughes
Marcus Johnson

Karen King
Garry Nelson
Ronald Nunlist
George Pappi, Jr.
Dwight Plumley
Jerry Roberts
Brian Skaggs
Gary Willems
Jack Williams

Mr. Williams moved, Mr. Hearne seconded, and the Board unanimously approved the following resolution:

RESOLUTION 1263/1248

Resolved that the Company hereby fixes December 1, 2021, as the record date to determine those shareholders entitled to notice of and the right to vote at the Annual Meeting of Shareholders to be held January 15, 2022.

Mr. Blank moved, Mr. Williams seconded, and the Board unanimously approved the following resolution:

RESOLUTION 1264/1249

Resolved that the appropriate officers of the Company be, and they hereby are, authorized and directed to take any other action necessary or appropriate to facilitate the Annual Meeting of Shareholders to be held January 15, 2022.

The vote on the following resolution was postponed for additional material review and was voted upon by the Board via email which was approved unanimously:

RESOLUTION 1265/1250

Resolved that the Form of Proxy Statement, Notice to Shareholders, Shareholder Transmittal Letter and Form of Proxy presented to the Board at this meeting are hereby approved, both as to form and content, and adopted, assuming the Form of Proxy is the same as last year's Form of Proxy with the exception of the proxy holders, and those proxy holders would be the current officers of the Corporation.

Resolved further, that the appropriate officers of the Corporation take any and all action necessary or appropriate to file necessary copies with all cognizant governmental agencies, and to distribute the Proxy materials, once approved by cognizant governmental agencies, to shareholders in anticipation of the Annual Shareholders' Meeting scheduled for January 15, 2022.

Resolved further that the appropriate officers of the Company, upon the advice of legal counsel, are hereby authorized and directed to make any further changes in the foregoing Proxy materials which may be required by any cognizant governmental agency in order to obtain their approval for the distribution of those materials to shareholders.

The vote on the following resolution was postponed for additional material review and was voted upon by the Board via email which was approved unanimously:

RESOLUTION 1266/1251

Resolved that the January 15, 2022 Annual Meeting of Shareholders to be held as a virtual electronic meeting using Zoom video conferencing. Due to concerns regarding the coronavirus pandemic and to assist in protecting the well-being and health of our shareholders and employees, the meeting will be held virtually via the Internet only, with no physical in-person meeting excluding the Board of Directors.

Resolved further, that technology will be incorporated into the 2022 Annual Shareholders' Meeting that is designed to increase efficiency, allow for social distancing and provide for shareholder participation. In addition to on-line attendance, shareholders can hear all portions of the meeting, submit written questions during the meeting, vote by phone during the open poll portion of the meeting, and listen to live responses to shareholder questions.

DIRECTOR'S YEARLY ROUNDTABLE

Each director was given an opportunity to express his/her desire to serve as an officer, chair of a committee, or committee member next year.

There being no further business, the meeting was adjourned at 11:51 AM.

The above minutes of the November 13, 2021, Board of Directors' Meeting are correct and accepted as presented.

/S/ Brian J. Skaggs

Brian J. Skaggs, V. P. – Secretary