

October 12, 2017

RE: Notice of Annual Meeting
Oceana Palms Condominium Association, Inc.

Dear Marriott's Oceana Palms Owner:

The 2017 Annual Meeting of Oceana Palms Condominium Association, Inc., will be held at 11:00 a.m., Eastern time, on November 16, 2017, at the West Palm Beach Marriott (see Reader Board for exact meeting room location), 1001 Okeechobee Boulevard, West Palm Beach, Florida 33401.

The purpose of the meeting is to review the operations of the Association, conduct any other business which may be presented at the meeting and to consider the following:

- Waiving or Reduction of Fully Funded Reserves
- Election of three (3) Members to the Board of Directors each to serve a two-year term

The following Annual Meeting materials are included for your review:

- **Agenda** for the meeting
- **Proposals** to be considered
- **Candidate Profiles** of the candidates for election to the Board of Directors
- **Limited Proxy Submission Methods**
- **Limited Proxy**

If you are unable to attend in person, you may submit your Limited Proxy electronically through the Internet at proxyvoting.com/MVCI by 11:59 p.m., Eastern time, on November 9, 2017. The Internet procedures are designed to authenticate your electronic submission by use of a personal control number found on your Limited Proxy. Or submit your Limited Proxy by marking, signing, and dating your Limited Proxy and returning it in the prepaid envelope to: Proxy Services Corporation, P.O. Box 9001, Brentwood, New York 11717-9804 before November 9, 2017. If you submit your Limited Proxy on the Internet, please do not also mail your Limited Proxy.

If you have any questions regarding submitting your Limited Proxy electronically, please contact Morrow Sodali by email at mvci.info@morrowsodali.com.

In connection with updating your records, a **Certificate of Voting** form is included. Please designate your voting member by entering their name on the enclosed form, sign, date and return with your Limited Proxy in the business return envelope provided. You may also complete the Certificate of Voting form on the secure Internet site. Single, individual Owners do not need to complete a form.

If you have any questions about the Annual Meeting or the information enclosed, please contact Chris Cano, General Manager, by phone at 561-227-3606 or by email at Chris.Cano@vacationclub.com.

Whether or not you plan to attend the Annual Meeting, I encourage you to submit your Limited Proxy promptly. If the quorum requirement is not met, the Association will incur additional expense to re-notice Owners in order to obtain the votes required to hold the Annual Meeting. Your vote and participation are important to the Association.

Sincerely,

Sally Rich

Secretary/Treasurer

Oceana Palms Condominium Association, Inc.

Oceana Palms Condominium Association, Inc.
2017 Annual Meeting

November 16, 2017 at 11:00 a.m., Eastern Time

West Palm Beach Marriott
(See Reader Board for exact meeting room location)
1001 Okeechobee Boulevard
West Palm Beach, Florida 33401

Agenda

- Call to Order
- Election of Chairman
- Calling of Roll, Certification of Proxies, Establishment of Quorum
- Appointment of Recording Secretary
- Approval of Agenda
- Proof of Notice of Annual Meeting
- Approval of 2016 Annual Meeting Minutes
- Appointment of Inspector of Election
 - Nominations from Floor
 - Tabulation of Votes
- Resort Operations Report
- Voting Results
 - Waiving or Reduction of Fully Funded Reserves
 - Election of Three (3) Members to the Board of Directors
- Financial Report
- New Business
 - Announcement of 2018 Annual Meeting Date
- Adjournment

Oceana Palms Condominium Association, Inc.
2017 Annual Meeting

Proposals

1. Reserve Funding Waiver (Item 2A on your Limited Proxy)

The State of Florida requires condominium associations to include in their annual budgets reserves for capital improvements and deferred maintenance. Under Florida law, the amount to be reserved must be computed using a formula based upon the estimated useful life and estimated replacement cost of each item. However, the State permits the annual waiver or reduction of the statutory reserve contribution with an affirmative vote by the majority of those Owners voting by proxy or in person at a duly called meeting of the Association. Without such a majority Owner vote for waiver or reduction of reserve funding the statutory formula will be followed, which may result in a higher total maintenance fee assessment than if a majority Owner vote is obtained.

Your Board of Directors recommends a “YES” vote for waiver or reduction of the required reserve contribution.

2. Election of Three (3) Members to the Board of Directors (Item 2B on your Limited Proxy)

Three (3) Members will be elected to the Board of Directors each to serve a two-year term. See the Candidate Profiles for a summary of candidates.

**Oceana Palms Condominium Association
2017 Annual Meeting**

Candidate Profiles

The candidates are listed in alphabetical order.

Name: Raymond Corbin
Home: Troy, Michigan
Occupation: Semi-Retired
Comments: “My name is Ray Corbin age 65 and current Oceana Palms Board President. My wife and I are proud owners of Oceana Palms since the beginning of the facility and make multiple visits annually. We believe strongly in Marriott as owners of 5 weeks and Destination Points. I semi-retired in 2012 after 43 years in the automotive industry, the last 15 years as a CEO/ COO of 2 large companies, then formed a senior management consulting firm, working on strategic and tactical plans for companies. I bring the experience, leadership and teamwork skills to continue in this role as a board team member. I believe I represent and am first and foremost responsible to you the owners. We need the voice of the owner factored into decisions being made on issues like facilities and maintenance fees. As your representative on the Board, I promise to represent you well. Thank you!”

Name: Lynn Denemark
Home: Bloomingdale, Illinois
Occupation: Retired
Comments: “We purchased our first week (Spring Break for our grandchildren) at Oceana Palms in March 2010 - our second purchase was March 2012 - We use our week every Spring Break and are booked for 2018. We have stayed at numerous Marriott Hotels, Resorts and The Vacation Clubs, they are: Paris, Miami, Lauderdale, Marco, The Pulses in South Beach, New York City and soon in D.C., the 5 in Orlando, Newport Beach and Dessert Springs, CA, both MVC’s in Phoenix, Williamsburg and St. Thomas. We certainly have seen the best and some not so good. I marvel at how Oceana performs year after year, they do listen to us the Owners. I hope to sit on the board so as to continue to have Oceana Palms excel, and to bring to the table my experiences from traveling to Marriott properties and my experience in finance, travel and fundraising.”

Name: David Hayes
Home: Holbrook, Massachusetts
Occupation: Attorney
Comments: “My wife and I own four timeshare weeks, one of which is at Oceana Palms. I recently retired after working 39 years for Sodexo. I served as Vice President of Purchasing and Human Resources in addition to being Associate General Counsel and General Counsel. Prior to joining Sodexo I served in the Army Judge Advocate Corps for five years during which I had the privilege of being Assistant Professor of Law at Then United States Military Academy School of Law. Subsequent to that I held the position of Assistant Dean at Boston University School of Law. Currently I serve on the Board of Directors of the A W Charleston. We normally visit Oceana Palms three to five times per year. Now that I have the time I would like to share my experience to assist in making a wonderful vacation location even better.”

**Oceana Palms Condominium Association
2017 Annual Meeting**

Candidate Profiles
(continued)

Name: Alan Martin
Home: Morris Plains, New Jersey
Occupation: Retired
Comments: “Every spring my wife Linda, son Michael and I road trip to Oceana Palms. Michael, who is in a wheelchair, and I spend most of our vacation at the pool area where we reacquaint with staff, friends and visiting family. My reason for volunteering is my background in business and understanding of the needs of the disabled allows me to make suggestions to prepare for Oceana Palms future planning for a growing aging population. In summary: Executive in 3 turn-around and 2 start-up companies, President and Chief Operating Officer of a high tech scientific research organization, President Staff of a Fortune 100 company, Lecturer for National Electrical Contractors Association conducting seminars, workshops, and speaking at major conventions, College Professor in Business Graduate and Undergraduate candidates, Business Management Consultant focusing on Generation Transition, Staff Writer for major trade magazine and author and member on the Board of Directors for the Rehabilitation Center of Morris County.”

Name: Sally Rich
Home: Cranberry Township, Pennsylvania
Occupation: Government Business Operations-Health Insurance
Comments: “During the past two years Sally has served on the Oceana Palms Board of Directors in the role of Secretary/Treasurer. In addition, Sally has prior Marriott board experience serving on the Hilton Head Harbour Club Board; as both Treasurer and President. During that time, the Harbour Club Board and Marriott Team executed a complete unit refurbishment and contained year over year maintenance fee increases. Sally’s career experience is in Finance and Operations, where she focused on delivering outstanding customer quality and satisfaction. Sally is a Certified Public Accountant, semi-retired and currently works as the Financial Officer in a family-owned business. Sally and her husband own four Oceana Palms timeshare weeks. She is very committed to representing the owners and working with the other Board members and Marriott team to continue the property’s status as a preferred vacation destination.”

Name: Paul Ryan
Home: Orlando, Florida
Occupation: Regional Senior Director - Operations
Comments: “Paul is a veteran leader with Marriott Vacation Club and has worked in a variety of hotel, corporate, and vacation ownership settings in his 25+ year career, including more than 15 years as a General Manager. Paul is currently the Regional Senior Director of Operations for Marriott Vacation Club, responsible for the 7 Orlando-area Florida MVC Resorts. Paul previously served on the Board at Oceana Palms and Ocean Pointe and currently serves on Boards for Marriott’s Crystal Shores and Aruba Ocean Club. His background as both a Board member and resort operator suits him well for serving as a Director on the Board for Oceana Palms. Paul has a clear understanding of what drives memorable vacation experiences and the commitment to excellence required to create such an environment and he hopes to have an opportunity to do so once again at Oceana Palms.”

Limited Proxy Submission Methods

The accompanying Notice of Annual Meeting describes important issues affecting the Association. To submit your Limited Proxy:

1. By Internet

- a. Log onto proxyvoting.com/MVCI, 24 hours a day, seven days a week by the deadline of 11:59 p.m., Eastern time, on November 9, 2017.
- b. Enter the control number that appears on your Limited Proxy.
- c. Follow the simple instructions.

2. By Mail

- a. Mark your selections on the enclosed Limited Proxy.
- b. Date and sign your name exactly as it appears on your Limited Proxy.
- c. If you will not be able to attend the Annual Meeting, please appoint a proxy holder to vote on your behalf. You may appoint the designated proxy holder named on your Limited Proxy, or you may write in the name of another person that you wish to act as your proxy holder. The person you designate must be in attendance at the Annual Meeting for your votes to be counted.
- d. Mail the Limited Proxy in the enclosed postage-paid envelope.

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LIMITED PROXY

**Oceana Palms Condominium Association, Inc.
2017 Limited Proxy**

Date: _____

Voting Member Signature

(X): _____

Voting Member Signature

(X): _____

Legal Name:

Note: This Limited Proxy must be dated and signed by the owner(s) or the designated voting member for the vote(s) to be counted. Please sign and return your Limited Proxy on or before November 9, 2017. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before November 16, 2017.

1. The above signed, as member(s) of **Oceana Palms Condominium Association, Inc.**, do hereby appoint EITHER (indicate choice by filling in the circle at (1) OR (2)):

(1) **Raymond Corbin**, President of the Association, or any other officer or director in attendance she so designates in her absence; OR

(2) _____
(Insert name of individual, who MUST be in attendance at the Annual Meeting in order for your vote(s) to be counted.)

as my true and lawful attorney-in-fact and proxy holder, revoking all previous proxies, to vote in my place and stead on my behalf, as though I myself were present, with power of substitution, at the **Annual Meeting of Oceana Palms Condominium Association, Inc.**, to be held at 11:00 a.m., Eastern time, on November 16, 2017, at West Palm Beach Marriott (See Reader Board for exact meeting room location), 1001 Okeechobee Boulevard, West Palm Beach, Florida 33401, except that my proxy holder's authority is limited as indicated below.

2. **AGENDA ITEM(S).** (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST MARK THE CIRCLE(S) PROVIDED BELOW. IF YOU LEAVE ANY ITEM IN THIS SECTION BLANK, YOUR PROXY HOLDER MAY NOT CAST A VOTE ON SUCH ITEM).

A. Reserve Funding Waiver. See Proposals for details.

WAIVING OF RESERVES, IN WHOLE OR IN PART, OR ALLOWING ALTERNATIVE USES OF EXISTING RESERVES MAY RESULT IN UNIT OWNER LIABILITY FOR PAYMENT OF UNANTICIPATED SPECIAL ASSESSMENTS REGARDING THOSE ITEMS.

Do you want to provide for less reserve funding than is required by §718.112(2)(f), Florida Statutes, for the Association's next fiscal year?

In 2017, your Reserve Maintenance Fee contribution was \$289.48 per unit week. Your Board of Directors recommends a vote “YES” for waiver or reduction of the statutory reserve annual contribution for 2018. A majority “No” Vote will result in the Reserve Maintenance Fee contribution for 2018 being \$736.75 per unit week. This represents the Fully Funded annual contribution level for 2018.

- Yes **(Recommended by your Board of Directors)**
- No

If you voted “Yes”, vote for one of the Board proposed options below: (The option with the most votes will be the one implemented by the Association.)

- Between \$260 - \$340 Reserve Maintenance Fee contribution per Unit Week
(Recommended by your Board of Directors)
- Between \$500 - \$580 Reserve Maintenance Fee contribution per Unit Week

B. Election of three (3) Members to the Board of Directors each to serve a two-year term. See the Candidate Profiles for a summary of the candidates. Please vote for no more than three (3) candidates. Selection of more than three (3) candidates will invalidate your vote.

- Raymond Corbin
- Lynn Denemark
- David Hayes
- Alan Martin
- Sally Rich
- Paul Ryan

3. **GENERAL POWERS (NON-AGENDA ITEM(S))**. You may choose to grant your proxy holder general powers. Please fill in the circle below if you want your proxy holder to vote on other issues which may come up at the meeting and for which a limited proxy is not required.

- I authorize and instruct my proxy holder to use his or her best judgment on all matters which properly come before the meeting and for which a general power may be used.

THIS LIMITED PROXY IS REVOCABLE BY THE OWNER AND IS VALID ONLY FOR THE MEETING FOR WHICH IT IS GIVEN AND ANY LAWFUL ADJOURNMENT THEREOF. IN NO EVENT IS THIS LIMITED PROXY VALID FOR MORE THAN NINETY (90) DAYS FROM THE DATE OF THE ORIGINAL MEETING FOR WHICH IT WAS GIVEN.

Please sign and return your Limited Proxy on or before November 9, 2017. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before November 16, 2017.

Owner ID/Villa/Week:

CERTIFICATE OF VOTING MEMBER – INDIVIDUALS

[This Certificate of Voting Member (Individuals) form should only be used for those Interests owned by multiple individuals. Partnerships, corporations, trusts, limited liability companies and other entity owners shall use the Certificate of Voting Member (Entity) form on page 2.]

The undersigned, being the owners (each, an “Owner” and, collectively, the “Owners”), of ownership interest(s) (each, an “Interest”), in the program or property known as **Marriott’s Oceana Palms** which is managed and administered by **Oceana Palms Condominium Association, Inc.** (the “Association”), hereby designate the below-listed individual as the “Voting Member” to cast the vote, on Owners’ behalf, for each such Interest, in all matters pertaining to the Association, until this Certificate of Voting Member is revoked or suspended by written instrument executed by the Owners.

Each Owner hereby acknowledges and agrees that the execution and delivery of this Certificate of Voting Member shall automatically revoke, and shall entirely replace and supersede, any voting certificate(s) executed by the Owners relating to the Association prior to the dates set forth below.

In designating a Voting Member, all Owners must sign below.

VOTING MEMBER

(type or print)

OWNERS:

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Owner ID/Villa/Week:

CERTIFICATE OF VOTING MEMBER - ENTITY

[This Certificate of Voting Member (Entity) form should only be used for Interests owned by entities (e.g. partnerships, corporations, trusts, limited liability companies). For Interests owned by multiple individuals, please use the Certificate of Voting Member (Individuals) form on page 1.]

The undersigned, being the owner (the "Owner"), of ownership interest(s) in the program or property known as **Marriott's Oceana Palms** which is managed and administered by **Oceana Palms Condominium Association, Inc.** (the "Association"), hereby designates the below-listed individual as the "Voting Member" to cast the vote, on Owner's behalf, until this Certificate of Voting Member is revoked or suspended by written instrument executed by Owner.

Owner hereby acknowledges and agrees that the execution and delivery of this Certificate of Voting Member shall automatically revoke, and shall entirely replace and supersede, any voting certificate(s) executed by Owner for the Association prior to the date set forth below.

By the execution of this Certificate of Voting Member in the space provided below, the individual signing this Certificate of Voting Member, on behalf of Owner, represents that he/she is authorized to sign this Certificate of Voting Member on behalf of the Owner.

VOTING MEMBER

(type or print)

ENTITY OWNER LEGAL NAME:

Signed By: _____

Printed Name: _____

As its (choose one):

President Vice President General Partner Other _____

Date: _____

ATTEST:

(Attest not required if entity is a Trust)

Signed By: _____

Printed Name: _____

As its (choose one):

Secretary Assistant Secretary