

September 4, 2020

RE: Notice of Annual Meeting
Kalanipu'u Vacation Owners Association (referred to as the "VOA")
Written Consent Ballot for Annual Meeting of Association of Owners of Kalanipu'u Condominium
(referred to as the "AO")

Dear Marriott's Kauai Lagoons – Kalanipu'u Owner:

The 2020 Annual Meeting of Kalanipu'u Vacation Owners Association will be held 11:00 a.m., Hawaii Standard Time, on October 21, 2020, at Marriott's Kauai Lagoons – Kalanipu'u, Resort Activities Room, 3325 Holokawelu Way, Lihue, Hawaii 96766.

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

- Fix the number of Directors of Kalanipu'u Vacation Owners Association
- Election of one (1) Member to Kalanipu'u Vacation Owners Association Board of Directors to serve a three-year term

The following Annual Meeting materials are enclosed for your review:

- **Agenda**
- **Proposals** to be considered
- **Candidate Profiles** of the candidates for election to the Boards of Directors
- **Limited Proxy Submission Method**
- **Limited Proxy**

If you are unable to attend in person, you may 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 by October 15, 2020.

AO WRITTEN CONSENT BALLOT. As a VOA member, you are also a member of the AO. **The AO's Annual Meeting is to be held at 10:30 a.m., Hawaii Standard Time, on October 21, 2020,** at Marriott's Kauai Lagoons – Kalanipu'u, Resort Activities Room, 3325 Holokawelu Way, Lihue, Hawaii 96766. Enclosed, for your reference, is a copy of the agenda for the AO Annual Meeting, as well as a copy of the Proposals to be considered at the AO Annual Meeting. In order to facilitate voting by the VOA Board on behalf of VOA members at the AO Annual Meeting, enclosed is a Written Consent Ballot ("Ballot") for you to complete and return to us by mail in the enclosed postage pre-paid envelope by 4:30 p.m., Hawaii Standard Time, by October 15, 2020. A representative of the VOA Board will then exercise the votes of the VOA members at the AO Annual Meeting in accordance with the procedures set forth in Section 5.14 A. of the Kalanipu'u Vacation Ownership Program Declaration of Covenants, Conditions and Restrictions (the "Timeshare Declaration"). Please note that if there are not sufficient Ballots returned by Owners of a Unit by the October 15, 2020 deadline, or if there is no majority vote of Owners for a Unit as to issues on the Ballot, the VOA Board, through its representative, may vote on behalf of such Unit in the manner it considers to be in the best interests of the Owners, as is permitted by the Timeshare Declaration.

In connection with updating your AO records, a **Certificate of Voting** form is included. **Only** if your interest is owned by **an entity** (e.g., partnership, corporation, trust, limited liability company), please complete the form by designating one (1) voting member by entering his/her name on the enclosed form, sign, date and return it with your Limited Proxy in the business return envelope provided. Or you may complete the form online by entering the name of your designated voting member, signing and submitting electronically. Please note, completing the Certificate of Voting is different from appointing a proxy holder. See your Limited Proxy

for specific instructions on appointing a proxy holder if you are unable to attend the Annual Meeting. **If you previously completed and returned a Certificate of Voting form, you do not need to complete the form again unless you wish to designate a new voting member.**

If you have any questions about the Annual Meetings or the enclosed information, please contact Thomas Jordan, General Manager, by phone at 808-632-8206 or email at thomas.jordan@vacationclub.com.

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

Sincerely,

Andrew McGovern

Secretary/Treasurer

Kalanipu'u Vacation Owners Association

**Kalanipu'u Vacation Owners Association
2020 Annual Meeting**

October 21, 2020 at 11:00 a.m., Hawaii Standard Time

Marriott's Kauai Lagoons-Kalanipu'u
Resort Activities Room
3325 Holokawelu Way
Lihue, Hawaii 96766

Agenda

- Call to Order
- Establishment of Quorum
- Appointment of Recording Secretary
- Proof of Notice of Annual Meeting
- Approval of Agenda
- Approval of 2019 Annual Meeting Minutes
- Appointment of Inspector of Election
 - Nominations from Floor
 - Tabulation of Votes
- Board of Directors Report
- Resort Operations Report
- Financial Report
- Voting Results
 - Fixed Number of Directors to the Board of Directors
 - Election of One (1) Member of the Board
- New Business
 - Announcement of 2021 Annual Meeting Date
- Adjournment

**Kalanipu'u Vacation Owners Association
2020 Annual Meeting**

Proposals

1. The Number of Directors shall be fixed each year by the Association at its Annual Meeting
(Item 2.A. on your Limited Proxy)

Bylaws, Article IV, 4.01: "The initial Board of Directors consisting of three (3) directors shall be appointed by the incorporator of the Association and they shall hold office until the first annual meeting of the Association. Thereafter, the Association shall be managed and controlled by a Board of Directors of not less than three (3) nor more than five (5) members (but the number will always be fixed at an odd number), and until the Association shall otherwise determine, the Board of Directors shall consist of three (3) members. The number of Directors shall be fixed each year by the Association at its annual meeting, and if not so set then shall remain the same as the previous year, provided that the number of directors may only be decreased or increased subject to the foregoing limitations and, if increased, the additional directors may be elected by the Association at any special meeting called for such purpose. Each director shall be (a) an Owner and a member of the Association, or (b) a manager, member, officer or designated representative of an entity Owner that is a member of the Association (including Developer for so long as Developer is an Owner and member of the Association)."

Increasing the number of the Board of Directors may increase Operating expenses to the Association.

Your choices are three (3) or five (5) Directors.

Your Board of Directors recommends maintaining the current number of Directors at three (3).

2. Election of One (1) Member to the Board of Directors (Item 2.B. on your Limited Proxy)

One (1) Member will be elected to the Board of Directors to serve a three-year term. Please see the Candidate Profile for a summary of the candidate.

**Kalanipu'u Vacation Owners Association
2020 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Edwin D. Fuller
Home: Laguna Hills, California
Occupation: President, Laguna Strategic Advisors
Comments: "I have worked in the Hawaiian market on behalf of Marriott International for over 25 years, and indirectly throughout my 40 years with Marriott International, in both Operations and Marketing. My experience with Marriott included a close operating relationship with MVCI and specifically in the development of the Kauai Marriott Resort, Marriott's Kauai Beach Club and Marriott's Kauai Lagoons-Kalanipu'u. I have owned a timeshare in Kauai since the opening of Marriott's Kauai Beach Club. I am looking forward to the opportunity to continue to represent all the members by serving on the Board of Directors as in this past year."

**Association of Owners of Kalanipu'u Condominium
2020 Annual Meeting**

October 21, 2020 at 10:30 a.m., Hawaii time

Marriott's Kauai Lagoons-Kalanipu'u
Resort Activities Room
3325 Holokawelu Way
Lihue, Hawaii 96766

Agenda

- Call to Order
- Roll Call; Establishment of Quorum
- Appointment of Recording Secretary
- Proof of Notice of Annual Meeting
- Approval of Agenda
- Approval of 2019 Annual Meeting Minutes
- Appointment of Inspector of Election
 - Nominations from the Floor
 - Tabulation of Votes
- Board of Directors Report
- Resort Operations Report
- Financial Report
- Voting Results
 - Election of One (1) Member of the Board
- New Business
 - Election of Delegate and Alternate Delegate
 - Announcement of 2021 Annual Meeting Date
- Adjournment

**Association of Owners of Kalanipu'u Condominium
2020 Annual Meeting**

Proposals

1. Election of One (1) Member to the Board of Directors to serve a three-year term (Item A. on your Written Consent Ballot)

One (1) Member will be elected to the Board of Directors to serve a three-year term. See Candidate Profile.

2. Election of Delegate and Alternate Delegate to represent the Association at the Kauai Lagoons Community Association Annual Meeting

Each District shall elect (or appoint) a Delegate who shall be responsible for casting all votes attributable to Units owned by Class "A" Members in the District on all Association matters requiring a membership vote. In addition, each District shall elect (or appoint) an alternate Delegate who shall be responsible for casting such votes in the absence of the Delegate. If a District has an association, Delegates and alternate Delegates shall be members of the Board of that association.

This agenda item will be presented and voted on at the Annual Meeting.

**Association of Owners of Kalanipu'u Condominium
2020 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name:	Andrew McGovern
Home:	Orlando, Florida
Occupation:	Senior VP, Human Resources, Marriott Vacations Worldwide
Comments:	“I have worked in the lodging industry for over 23 years and currently hold a B.S. and MBA from Colorado State University. During my tenure with Marriott International/Marriott Vacations Worldwide I have held both Operational and Human Resources roles. In addition, I have a number of years’ experience serving as a Director on an HOA board. As part of my tenure with Marriott I spent a significant amount of time in Hawaii and have a deep respect for the culture and the people of Hawaii. I would welcome the opportunity to continue to serve the members of Kalanipu’u.”
