

September 3, 2020

RE: Notice of Annual Meeting
Maui Ocean Club Vacation Owners Association (referred to as the “VOA”) and
Written Consent Ballot for Annual Meeting of Association of Apartment Owners of Maui Ocean Club
(referred to as the “AOAO”)

Dear Marriott’s Maui Ocean Club Owner:

The 2020 Annual Meeting of Maui Ocean Club Vacation Owners Association will be held at 9:30 a.m., Hawaii Standard Time, on October 20, 2020, at Marriott’s Maui Ocean Club, 100 Nohea Kai Drive, Lahaina, Hawaii 96761.

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 number of Directors of the VOA Board
- Election of three (3) members to the VOA Board of Directors, two (2) to each serve a three-year term and one (1) to serve out the remainder of an unexpired one-year term
- Application of surplus funds for the VOA

The following Annual Meeting materials are included for your review:

- **Agenda**
- **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 and Ballot electronically through the internet at proxyvoting.com/MVCI by 4:30 p.m., Hawaii Standard Time, on October 13, 2020. The internet procedures are designed to authenticate your electronic submission by use of a personal control number found on your Limited Proxy and Ballot. Or submit your Limited Proxy and Ballot by marking, signing, and dating your Limited Proxy and Ballot and returning them in the prepaid envelope to: Proxy Services Corporation, P.O. Box 9001, Brentwood, New York 11717-9804 by October 13, 2020. If you submit your Limited Proxy and Ballot on the internet, please do not also mail your Limited Proxy and Ballot.

AOAO WRITTEN CONSENT BALLOT. As a VOA member, you are also a member of the AOAO. **The AOAO’s Annual Meeting will be held at 9:00 a.m., Hawaii Standard Time, on October 20, 2020,** at Marriott’s Maui Ocean Club, 100 Nohea Kai Drive, Lahaina, Hawaii 96761. Enclosed, for your reference, is a copy of the agenda for the AOAO Annual Meeting, as well as a copy of the Proposals to be considered at the AOAO Annual Meeting and the Candidate Profiles of the candidates for election to the AOAO Board of Directors. In order to facilitate voting by the VOA Board on behalf of VOA members at the AOAO 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, on October 13, 2020, or, alternatively, you may submit your Ballot online at the secure internet site by such date and time (you may access the secure internet site using the same link set forth in this email). A representative of the VOA Board will then exercise the votes of the VOA members at the AOAO Annual Meeting in accordance with the procedures set forth in Section 4.13 A. of the Maui Ocean Club 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 13, 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.

If you have any questions regarding submitting your Limited Proxy or Written Consent Ballot electronically, please contact Morrow Sodali by email at mvci.info@morrowsodali.com or by phone at 800-206-5879.

In connection with updating your AOA 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 questions regarding the Annual Meetings or the enclosed meeting materials, please contact Bill Countryman, General Manager, by email at bill.countryman@vacationclub.com or by phone at 808-667-8200.

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 votes and participation are important to the Associations.

Sincerely,

John Draeger

Secretary/Treasurer

Maui Ocean Club Vacation Owners Association

**Maui Ocean Club Vacation Owners Association (VOA)
2020 Annual Meeting**

October 20, 2020 at 9:30 a.m., Hawaii time

Marriott's Maui Ocean Club
100 Nohea Kai Drive
Lahaina, Hawaii 96761

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 Floor
 - Tabulation of Votes
- Board of Directors Report
- Resort Operations Report
- Financial Report
- Voting Results
 - Fix Number of Directors of the Board
 - Election of Three (3) Members of the Board
 - Application of Surplus Funds
- New Business
 - Announcement of 2021 Annual Meeting Date
- Adjournment

**Maui Ocean Club Vacation Owners Association (VOA)
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 Declarant 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 nine (9) members, 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, provided that the number of directors may 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 Member, a partner of a partnership Member, an officer or director of a corporate Member or any officer, director or employee of Declarant or member entity of Declarant.”

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

Your choices are three (3), four (4), five (5), six (6), seven (7) eight (8) or nine (9) Directors.

Your Board of Directors recommends maintaining the current number of Directors at five (5).

2. Election of Three (3) members to the VOA Board of Directors, two (2) to each serve a three-year term and one (1) to serve out the remainder of an unexpired one-year term (Item 2.B. on your Limited Proxy)

Three (3) members will be elected, two (2) each to serve a three-year term and one (1) to serve out the remainder of an unexpired one-year term on the Board of Directors. Please see Candidate Profiles for a summary of the candidates.

3. Application of Surplus Funds (Item 2.C. on your Limited Proxy)

Declaration of Covenants, Conditions and Restrictions, Chapter 8, Section 8.7: “Any surplus funds remaining at the end of any year in any Account shall be applied to pay Program Expenses (except for capital improvements) during the next year. At each annual meeting, the Association must adopt a resolution requiring this application of surplus funds. For this purpose, each Owner gives the President of the Association a proxy, and hereby appoints the President such Owner’s special attorney-in-fact, to adopt such a resolution.”

**Maui Ocean Club Vacation Owners Association
2020 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: John Draeger
Home: Pukalani, Hawaii
Occupation: Child and Adolescent Psychiatrist
Comments: "I first moved to Maui in 1994 and am a child and adolescent psychiatrist now applying for my fourth Board term. I've worked extensively with families in Hawaii - in several clinics and most hospitals on Maui and Oahu. With the Hawaii Department of Health, I went to every Maui District school, and for 15+ years I've served on the Board of a Native Hawaiian Agency. The perspective I bring to MOC Board is based on my experiences and deep appreciation for the cultures and the people of the Islands. I'm motivated to extend aloha to visitors who come to Maui to relax and learn from the Islands. In addition to bring a Maui perspective to the Board, I'm a legacy owner, invested in the future of Maui Ocean Club. COVID-19 has had a profound impact on the hospitality industry, including MOC. I am proud to be part of the board and management team that have worked so quickly and efficiently to support our employees as well as maintain the property for owners during this challenging time. I hope to continue to be an active part of this Board's plans to preserve the high quality of the Maui Ocean Club experience."

Name: John Krause
Home: Windermere, Florida
Occupation: VP, IT Portfolio and Program Management, Marriott Vacations Worldwide
Comments: "I am currently the VP of IT Portfolio and Program Management for Marriott Vacations Worldwide and live with my family in Windermere, Florida. I began my career at Disney specializing in resort operations, revenue management and sales and marketing finance with Disney Vacation Club. I then moved into a real estate development role with Hilton Grand Vacation Club before joining Marriott. Since then, I have been with MVWC for over fifteen years holding leadership roles in Resort Finance, Development & Business Planning where I had responsibility for both the planning and implementation of acquisition strategies, inventory sequencing, and phasing initiatives. I am currently responsible for managing MVW's Information Technology project portfolio. I am recently served on Marriott's Ko Olina Beach Club's Board of Directors and held the office of Secretary/Treasurer for six years. My combined experience in finance, development, and planning provides a solid business acumen that can be leveraged to further continue the success of Marriott's Maui Ocean Club."

Name: Mark Neumann
Home: Encinitas, California
Occupation: Retired Entrepreneur - Owner/COE in Electronic Distribution
Comments: "My name is Mark Neumann and as a current member of your Board of Directors I am requesting your vote so that I might continue to be an active voice for each one of you on the various issues as it relates to our proverbial home away from home. My background is one of a successful small business owner, currently retired. I have served on various BODs in business as well as residential, and I have owned here at the Maui Ocean Club since 2000 when we bought unseen, two weeks of a 2-bedroom, ocean front unit. During my tenure the Board has diligently in concert with the management team, focused to enhance the total family vacation experience for all ages. With your vote, I will continue to interface with the management team, BOD members, as well as all owners at large in our ongoing efforts to truly keep the Marriott's MOC 1 & 2 no ka oi!"

**Maui Ocean Club Vacation Owners Association
2020 Annual Meeting**

Candidate Profiles

(continued)

Name: Linda Lee Rooney
Home: Zephyr Cove, Nevada
Occupation: School Superintendent
Comments: “Our amazing Maui Ocean Club offers a uniquely pristine and outstanding vacation venue for everyone, regardless of age and interests. My goal as a member of the Board of Directors is to continue to seek creative, exciting and innovative strategies for enhancing the many fantastic vacation opportunities for all at our gorgeous resort. I offer my love for our resort, and my dedication and commitment to serving all fellow owners. As a member of homeowner associations in California, Nevada, Maui and Kauai, I have enthusiastically volunteered to serve and have been elected as an officer on several boards. Additionally, I have had the honor of serving students, families, professional colleagues and communities in my 40 years of service as a school district administrator in the State of California. Teamwork and the spirit of working together shall always be the hallmarks of my service. While sharing my knowledge, experiences and expertise, I shall pledge to remain open, accessible, and committed to actively listening to the creative ideas and suggestions of all owners. I shall serve each and every Maui Ocean Club neighbor with my unlimited and genuine enthusiasm, my positive energy and my sincere “Spirit of Aloha”.”

Name: Martin Edward Strones
Home: Clinton, Tennessee
Occupation: Senior VP & Director of Operations
Comments: “Travel has been an essential part of my life for over 50 years, first as a 30-year United States Air Force officer working primarily in operations, audit, and inspector general functions. I had also enjoyed senior positions at the Department of Energy, Central Intelligence Agency, and Los Alamos National Laboratory. My career included Senior Vice President positions at Day & Zimmermann, Pinkerton Government Services, and National Program Manager for Johnson Controls. These varied positions required clear understanding and leadership to accomplish detailed and complex missions while balancing financial controls, employee safety and motivation of extensive workforce requirements. During this career, I have stayed at Marriott hotels over 4,000 paid nights, not including Hyatt, Hilton, and other brands. I have travelled to 40+ countries. I am a Chairman level Marriott Vacation Club member. I also own Hyatt Vacation Club weeks. I use my Marriott and Hyatt units myself every year and have travelled to Maui every year since 2005. I am a user focused person with a clear and balanced understanding how to make things work efficiently and effectively. My goal simply stated is make the anticipation of stays at Maui Marriott timeshare an outstanding experience each year.”

**Association of Apartment Owners of Maui Ocean Club (AOAO)
2020 Annual Meeting**

October 20, 2020 at 9:00 a.m., Hawaii time

Marriott's Maui Ocean Club
100 Nohea Kai Drive
Lahaina, Hawaii 96761

Agenda

- Call to Order
- Roll Call; Establishment of Quorum
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- 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
 - Election of Two (2) Members of the Board
- New Business
 - Announcement of 2021 Annual Meeting Date
- Adjournment

Association of Apartment Owners of Maui Ocean Club (AOAO)
2020 Annual Meeting

Proposal

1. Election of Two (2) Members to the Board of Directors each to serve a three-year term (Item 2.A. on your Limited Proxy)

Two (2) members will be elected each to serve a three-year term on the Board of Directors. See the Candidate Profiles for a summary of the candidates.

**Association of Apartment Owners of Maui Ocean Club
2020 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

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Home: Pukalani, Hawaii
Occupation: Child and Adolescent Psychiatrist
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VOA Limited Proxy Submission Methods

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

1. By Internet
 - a. Log onto proxyvoting.com/MVCI, 24 hours a day, seven days a week by the deadline of 4:30 p.m., Hawaii Standard Time, on October 13, 2020.
 - b. Enter the control number that appears on your VOA Limited Proxy.
 - c. Follow the simple instructions.
2. By Mail
 - a. Mark your selections on the enclosed VOA Limited Proxy.
 - b. Date and sign your name exactly as it appears on your VOA Limited Proxy.
 - c. If you will not be able to attend the VOA Annual Meeting, please appoint a proxy holder to vote on your behalf. You may appoint the designated proxy holder named on your VOA 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 VOA Annual Meeting.
 - d. Mail the Limited Proxy in the enclosed postage-paid envelope by the deadline of October 13, 2020.

Written Consent Ballot Submission Methods

To submit your Written Consent Ballot to the VOA indicating your desired vote for matters to be voted on at the AOA Annual Meeting, you may do so by accessing the secure Internet site or via mail.

1. By Internet.
 - a. Log onto proxyvoting.com/MVCI, 24 hours a day, seven days a week, by the deadline of 4:30 p.m., Hawaii Standard Time, on October 13, 2020.
 - b. Enter the control number that appears on your Written Consent Ballot.
 - c. Follow the simple instructions.
2. By Mail.
 - a. Mark your selections on the enclosed Written Consent Ballot.
 - b. Date and sign your name exactly as it appears on the Written Consent Ballot.
 - c. Mail the Written Consent Ballot in the enclosed postage-paid envelope by the deadline of October 13, 2020.

The Written Consent Ballot cannot be cast at the AOA Annual Meeting on October 20, 2020.

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