

**Waiohai Beach Club Vacation Owners Association (VOA)
2020 Annual Meeting**

October 28, 2020 at 10:30 a.m., Hawaii Time

Marriott's Waiohai Beach Club
Owners Lounge
2249 Poipu Road
Koloa, Kauai, Hawaii 96756

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
 - Fix the Number of Directors
 - Election of One (1) Member to the Board
 - Application of Surplus Funds
- New Business
 - Announcement of 2021 Annual Meeting Date
- Adjournment

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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 One (1) Member to the Board of Directors, to serve a three-year term (Item 2.B. on your Limited Proxy)

One (1) member will be elected, to serve a three-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.”

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Candidate Profiles

Candidates listed in alphabetical order

Name: David Anderson
Home: Billings, Montana
Occupation: Vice President - Strategic Development
Comments: "I am a Principal, Owner, and Vice President of Electrical Consultants, Inc. (ECI), a 700-man national design engineering firm performing electrical and communications design for utilities and alternative energy developers throughout the US and abroad. Direct experience in the islands include the Kaheawa II Wind Energy Project on Maui, and the Kahuku Wind Energy Project and Waianae Solar Project on Oahu, as well as several other ongoing solar facility projects. Currently, I serve on the Board of Trustees for the Northwest Public Power association (NWPPA) as well as on the Board of Directors for ECI/EPC Services Company, and Katabatic Brewing Company. I have also served on the Boards of multiple non-profits over the years as well including Big Brothers Big Sisters of Yellowstone County, COR Enterprises, and Billings Optimists Club, and continue to sponsor them. For the past 28 years, we have been coming to the Hawaiian Islands at least once annually for 2-5 week periods. We were early purchasers of both Waiohai and Ko'Olina MVC weeks, and vacation regularly at these resorts and at MVC's Maui Ocean Club and Kalanipu'u. As a Marriott Lifetime Platinum Elite and a Chairman's Club member, my commitment to the Marriott programs is unquestionable."

Name: Karen L. Borie
Home: Newport Beach, California
Occupation: Consultant
Comments: "I would love to be considered for a position on the Marriott Waiohai Beach Club Board of Directors. My spouse and I are blessed owners of three weeks at the Waiohai in Kauai. We vacation at the Waiohai for 3-5 weeks every year, it is truly our home with the Aloha spirit! Experience in Food/Grocery Industry, creating, operating and managing a \$150M business, via progressive and forward thinking. I could serve the Waiohai Board team with numerous open-minded suggestions and opportunities. Assisting and consulting with the board, working with the management team to support our continued successes on the paths to the enrichment of everyone at the Waiohai. Served on the Homeowner's Board, as VP and Treasurer, the Reliez Valley HOA for 11 years in Lafayette, CA. We reside in Newport Beach, CA. Have 2nd home in Rancho Mirage, CA, where I currently serve on the Homeowner's BOD'S for the last 3 years as a Director and VP. Believing in working as a team, I would love the opportunity to lend my expertise and assistance working with the board to continue to keep the Waiohai MVC a never-ending, beautiful, progressive and forward-thinking experience for families to share memories together."

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Candidate Profiles

(continued)

Name: Rasha Hasaneen
Home: Mooresville, North Carolina
Occupation: Executive
Comments: “My name is Rasha Hasaneen and I have been an owner at Waiohai since it re-opened in the early 2000's. I am currently Vice President of Product Management & Innovation for Trane Technologies, a leader in sustainable HVAC and refrigeration solutions and resorts like Waiohai Beach Club represent a significant segment of our customer base. I am a seasoned executive with over 25 years of experience and a broad background in general management, marketing, engineering, strategy, planning, lean thinking and innovation. I have almost 10 years of experience serving on non-profit boards and currently serve on the HOA Board for my housing community as well as a non-profit Board in Charlotte. For me, serving on the Waiohai Beach Club Board of Directors is an ideal way to stay connected to the resort, learn about the challenges facing the Waiohai Beach Club Associations, while bringing the breadth and depth of my experience to the governance of the organization. I believe it is my duty to give back to my communities in this way and hope you will consider for a position to serve on the Board of Directors for the Association.”

Name: Thomas Knapp
Home: Koloa, Hawaii
Occupation: Architect
Comments: “I am a licensed architect in the states of California and Hawaii with over forty years experience in the design and construction of commercial, institutional, hospitality and residential projects on several continents and the Pacific Rim (Hawaii, Philippines, Marshall Islands, Thailand, and China.) As a U. S. Green Building Council LEED Accredited Professional and past member of the Design Board of the National Renewable Energy Laboratory, I have experience in sustainable design and sustainable building management practices. As twelve-year owners at Waiohai, and as local residents (Koloa), my wife and I have a keen interest in Kauai, and belong to the Kauai Historical Society, Grove Farm Museum and the National Tropical Botanical Gardens.”

Name: Cheryl Scott
Home: Dewey, Arizona
Occupation: Retired; Customer Quality Manager
Comments: “I believe my career as a Honeywell Aerospace Customer Quality Manager (led by Business Leaders and me as the contact to the external customer) would benefit the Marriott business model and customers' overall satisfaction. Management of quality issues and resolution were my responsibilities to my external customers (i.e., Sikorsky, Boeing, Department of Defense), while still meeting the internal Business goals. My education is a Bachelor of Science degree in General Business along with a certified Black Belt and Lean Expert through my employment. I am also a Marriott Vacation Club owner for the past 18 years. I have worked with several Marriott Resorts (domestic and international), hotels, customer service, and the websites that are through Marriott and the umbrella hotels. My work experience combined with my long standing customer relationship with Marriott enables me to add perspective to both the business and the customer side. Thank you for this opportunity and I look forward to hearing from you.”

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Candidate Profiles

(continued)

Name:	Sandra Wright
Home:	Stephenville, Texas
Occupation:	CPA/Consultant
Comments:	“As a Managing Director (CPA) with Deloitte Tax during the past 23 years, my client service responsibilities included innovation, identifying process efficiencies, project scoping, budgeting and financial management. My clients included numerous hospitality industry firms and clients in many other industries. As a 31 year business traveler, I have extensive travel experience and Lifetime Titanium Elite status with Marriott. Being a trusted advisor to my clients required professional leadership, diplomacy, and sound, logical judgement. As preconstruction, multi-week owners, our family feels that Waiohai is our second home. I will work tirelessly on behalf of the owners to maintain Waiohai’s outstanding appearance and high quality operations in order to maximize owner benefits and property value while controlling costs. Increasing the resort’s desirability as a destination and maintaining its excellent reputation and quality are key to ensuring the value of our investment as owners.”

**Association of Apartment Owners of Waiohai Beach Club (AOAO)
2020 Annual Meeting**

October 28, 2020 at 10:00 a.m., Hawaii Standard Time

Marriott's Waiohai Beach Club
Owners Lounge
2249 Poipu Road
Koloa, Kauai, Hawaii 96756

Agenda

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- Adjournment

**Association of Apartment Owners of Waiohai Beach Club (AOAO)
2020 Annual Meeting**

Proposal

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 serve a three-year term on the Board of Directors. Please see the Candidate Profiles for a summary of the candidates.

**Association of Apartment Owners of Waiohai Beach Club
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Candidate Profiles

Candidates listed in alphabetical order

Name: Jonathon Killmer
Home: Scottsdale, Arizona
Occupation: Partner, PricewaterhouseCoopers
Comments: “My name is Jon Killmer and my wife and I have been owners at Waiohai Beach Club since 2004. It is our family custom to come to Waiohai every year. Professionally, I am a retired Partner of the Firm, PricewaterhouseCoopers and I have an extensive financial and consulting background. I have also served on numerous not for profit boards as well as a member of several corporate boards. I presently serve as a board member, and was President for two years, of a large condominium development of 700 units, with an annual budget of \$6.5 million. I feel my background and experience would be valuable to serving on the board at Waiohai Beach Club. We love our property in Hawaii and would be please to serve as a board member.”

Name: Thomas Knapp
Home: Koloa, Hawaii
Occupation: Architect
Comments: “I am a licensed architect in the states of California and Hawaii with over forty years experience in the design and construction of commercial, institutional, hospitality and residential projects on several continents and the Pacific Rim (Hawaii, Philippines, Marshall Islands, Thailand, and China.) As a U. S. Green Building Council LEED Accredited Professional and past member of the Design Board of the National Renewable Energy Laboratory, I have experience in sustainable design and sustainable building management practices. As twelve-year owners at Waiohai, and as local residents (Koloa), my wife and I have a keen interest in Kauai, and belong to the Kauai Historical Society, Grove Farm Museum and the National Tropical Botanical Gardens.”

Name: Timothy Miscovich
Home: Clarkston, Michigan
Occupation: Resort General Manager
Comments: “We are multiple weeks owners and have exclusively vacationed at Waiohai since 2005. In that time, we have come to appreciate this Magnificent Resort and the True Spirit of Ohana displayed from every team member. In addition to currently serving as the AOA Board President for one-term, I currently serve as a general manger of a 360 room Michigan Resort Complex. My experience also includes serving as a finance and operations consultant for more than 200 Marriott brand hotels, a training facilitator at Walt Disney World Resort, and a corporate tax director at Ernst & Young. Serving on this board brings a great responsibility to manage our finances, ensure our operations and facilities are kept in immaculate condition, ensuring a great working relationship with our MVC management company, and to provide our gracious staff every resource to provide an exemplary visit for our owners and guests. My personal belief is that we must ultimately provide not only great guest service, but an outstanding Guest Experience at Waiohai. Being part of the board would allow me to best utilize my hospitality experiences to ensure our continued success as one of the most outstanding resorts in North America! Aloha! Tim Miscovich.”

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Candidate Profiles

(continued)

Name: Cheryl Scott
Home: Dewey, Arizona
Occupation: Retired; Customer Quality Manager
Comments: "I believe my career as a Honeywell Aerospace Customer Quality Manager (led by Business Leaders and me as the contact to the external customer) would benefit the Marriott business model and customers' overall satisfaction. Management of quality issues and resolution were my responsibilities to my external customers (i.e., Sikorsky, Boeing, Department of Defense), while still meeting the internal Business goals. My education is a Bachelor of Science degree in General Business along with a certified Black Belt and Lean Expert through my employment. I am also a Marriott Vacation Club owner for the past 18 years. I have worked with several Marriott Resorts (domestic and international), hotels, customer service, and the websites that are through Marriott and the umbrella hotels. My work experience combined with my long standing customer relationship with Marriott enables me to add perspective to both the business and the customer side. Thank you for this opportunity and I look forward to hearing from you."

Name: Frederick Sine
Home: Bainbridge Island, Washington
Occupation: Airline Executive
Comments: "My wife and I have been deeded owners here since 2005 and have thoroughly enjoyed our many stays. We appreciate the hard work and diligence of the staff and executives who have made that possible. We also are deeded owners at two other Hawaii timeshare properties managed by Marriott. My experience as an airline executive has given me a sound foundation to understand the needs and expectations of discriminating travelers and the approaches necessary to meet and exceed those expectations. In addition, my background in managing large organizations and the accompanying capital and operating budgets has given me the knowledge necessary to ensure that the expenditures associated with operating and maintaining the resort are appropriate and financially sound. Maintaining the quality of the experience takes constant attention and the Marriott Corporation has done an outstanding job in this respect. There is, however a need to continually shape and maintain the vision for the resort for the future and to steer the various entities towards that goal. I believe that my experience, background and interest equip me to faithfully represent the best interests of all deeded owners as well as those who come to the resort as quests in that effort."

Name: Sandra Wright
Home: Stephenville, Texas
Occupation: CPA/Consultant
Comments: "As a Managing Director (CPA) with Deloitte Tax during the past 23 years, my client service responsibilities included innovation, identifying process efficiencies, project scoping, budgeting and financial management. My clients included numerous hospitality industry firms and clients in many other industries. As a 31 year business traveler, I have extensive travel experience and Lifetime Titanium Elite status with Marriott. Being a trusted advisor to my clients required professional leadership, diplomacy, and sound, logical judgement. As preconstruction, multi-week owners, our family feels that Waiohai is our second home. I will work tirelessly on behalf of the owners to maintain Waiohai's outstanding appearance and high quality operations in order to maximize owner benefits and property value while controlling costs. Increasing the resort's desirability as a destination and maintaining its excellent reputation and quality are key to ensuring the value of our investment as owners."
