

February 21, 2020

RE: Notice of Annual Meeting  
Coöperatieve Vereniging Marriott Vacation Club International of Aruba  
d/b/a Marriott Vacation Club International of Aruba Cooperative Association

Dear Marriott's Aruba Ocean Club Owner:

The 2020 Annual Meeting of Marriott Vacation Club International of Aruba Cooperative Association will be held at 8:30 a.m., Atlantic time, on May 15, 2020, at Marriott's Aruba Ocean Club, Champions Sports Bar, L.G. Smith Boulevard # 99, Palm Beach, Aruba.

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:

- Election of one (1) A-Member to the Board of Directors to serve a two-year term
- Election of one (1) A-Member to the Board of Appeals to serve a three-year term
- Three (3) proposed Amendments to the Articles of Association
- Three (3) proposed Amendments to the Bylaws

The following Annual Meeting materials are enclosed for your review:

- **Agenda** for the meeting
- **Proposals** to be considered
- **Candidate Profiles** of the A-Member candidates for election to the Board of Directors
- **Candidate Profiles** of the A-Member candidates for election to the Board of Appeals
- **Annual Meeting Rules**
- **Limited Proxy Submission Method**
- **Limited Proxy**

If you are unable to attend in person, you may submit your Limited Proxy via postal mail 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. Please note that your vote(s) will be counted if received by May 8, 2020.

In connection with updating your records, a **Certificate of Voting** form is included. **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 completing the form, please designate one (1) voting member by writing their name on the enclosed form, sign, date and return with your Limited Proxy in the business return envelope provided. Single, individual Owners do not need to complete a form. 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 have questions about the Annual Meeting or the information enclosed, please contact Pedro Vargas, General Manager, by phone at 011-297-520-6088 or by email at [pedro.vargas@marriott.com](mailto:pedro.vargas@marriott.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,

*Irwin Cohen*

Secretary/Treasurer

Marriott Vacation Club International of Aruba Cooperative Association

**Coöperatieve Vereniging Marriott Vacation Club International of Aruba  
d/b/a Marriott Vacation Club International of Aruba Cooperative Association  
2020 Annual Meeting**

May 15, 2020 at 8:30 a.m., Atlantic Time

Marriott's Aruba Ocean Club  
Champions Sports Bar  
L.G. Smith Boulevard # 99  
Palm Beach, Aruba

**Agenda**

- Call to Order
- Establishment of Quorum
- Election of Chairperson
- Appointment of Recording Secretary
- Establishment of Meeting Rules
- 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
- Financial Report
- Resort Operations Report
- Voting Results
  - Election of one (1) A-Member to the Board of Directors
  - Election of one (1) A-Member to the Board of Appeals
  - Amendments to the Articles of Association
  - Amendments to the Bylaws
- New Business
  - Announcement of 2021 Annual Meeting Date
- Adjournment

**Coöperatieve Vereniging Marriott Vacation Club International of Aruba  
d/b/a Marriott Vacation Club International of Aruba Cooperative Association  
2020 Annual Meeting**

**Proposals**

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1. **Election of Board of Directors** (Item 2A on your Limited Proxy)

One (1) A-Member will be elected to the Board of Directors to serve the remaining two years of a three-year term.

See the Candidate Profiles for a summary of candidates.

2. **Election of Board of Appeals** (Item 2B on your Limited Proxy)

One (1) A-Member will be elected to the Board of Appeals to serve a three-year term.

See the Candidate Profiles for a summary of candidates.

The following amendments to the Articles of Association (the “Articles”) and to the Bylaws are proposed by your Board of Directors for your consideration.

The amendment to Article 17, 17.2 of the Articles and Article VI, 6.2 of the Bylaws allows for plurality of the votes cast for the election of Board of Directors rather than the affirmative vote of a majority of the total votes cast, which in the past was not always obtainable. The amendment to Article IV, 4.3 of the Bylaws would require a majority of the total votes cast, rather than a majority of the total votes represented.

The amendment to Article 17, 17.3 of the Articles and Article IV, 4.4 of the Bylaws lowers the Annual Meeting quorum requirement from 25% to 15%. Additional mailing campaigns were required in recent years in order to reach quorum, resulting in additional printing and postage expenses to the Association.

The amendment to Article 17, 17.4 of the Articles would allow for an annual meeting to be adjourned if quorum is not met to another date and time rather than requiring a new meeting be called, which would result in additional printing and postal expenses to the Association.

These amendments also ensure consistency between the Articles and the Bylaws.

**Your Board of Directors recommends you vote ‘For’ each of these proposals.**

3. **Proposed Amendments to the Articles of Association** (the “Articles”) (Item 2C on your Limited Proxy)

GENERAL MEETING OF MEMBERS, Article 17, 17.2 of the Articles will be amended by deleting the lined through words and adding the underlined words.

“All resolutions of the meetings of Members shall be adopted by ~~absolute majority~~ plurality of the votes cast, if not provided otherwise in these Articles of Association or in the Bylaws.

Votes on matters shall be taken verbally or by written ballot.”

GENERAL MEETING OF MEMBERS, Article 17, 17.3 of the Articles will be amended by deleting the lined through words and adding the underlined words.

“Resolutions can only be adopted in a General Meeting of Members in which at least more than ~~twenty-five (25%)~~ fifteen percent (15%) of the total number of Shares issued is represented in person or by proxy.”

**Coöperatieve Vereniging Marriott Vacation Club International of Aruba  
d/b/a Marriott Vacation Club International of Aruba Cooperative Association  
2020 Annual Meeting**

**Proposals**  
(continued)

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GENERAL MEETING OF MEMBERS, Article 17, 17.4 of the Articles will be amended by deleting the lined through words and adding the underlined words.

“If the required number of Shares is not represented in the General Meeting of Members, ~~a new meeting shall be called as regulated in the Bylaws~~ the meeting may be adjourned to a different date and time.”

4. **Proposed Amendments to the Bylaws** (Item 2D on your Limited Proxy)

Article IV. MEMBERSHIP AND VOTING PROVISIONS, 4.3 Voting of the Bylaws will be amended by deleting the lined through words and adding the underlined words.

“(b) A majority of the total votes ~~represented cast~~ at a meeting at which a quorum is present shall ~~decide any question~~ adopt any resolutions, unless the Articles of Association or these Bylaws or Aruban law provide otherwise.”

Article IV. MEMBERSHIP AND VOTING PROVISIONS, 4.4 Quorum of the Bylaws will be amended by deleting the lined through words and adding the underlined words.

“Unless otherwise provided in these Bylaws, the presence in person or by proxy of ~~twenty-five percent (25%)~~ fifteen percent (15%) of the voting interests (i.e., the presence of Members holding ~~twenty-five percent (25%)~~ fifteen percent (15%) of the total vote as opposed to ~~twenty-five percent (25%)~~ fifteen percent (15%) of the Members) shall constitute a quorum.”

Article VI. DIRECTORS, 6.2 First Board and Election of Directors, third paragraph of the Bylaws will be amended by deleting the lined through words and adding the underlined words.

“All Directors (other than the initial Directors appointed by the Developer) shall be elected at the annual meeting of Members by ~~the affirmative vote of a majority of the total~~ a plurality of the votes cast either in person or by proxy. Each voter shall be entitled to cast votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. Directors shall be appointed or elected for a term of three (3) years.”

**Coöperatieve Vereniging Marriott Vacation Club International of Aruba  
d/b/a Marriott Vacation Club International of Aruba Cooperative Association  
2020 Annual Meeting**

**A-Member Board of Directors Candidate Profiles**

The candidates are listed in alphabetical order.

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Name: Irwin H. Cohen  
Home: Smithtown, New York  
Occupation: CEO: Real Estate Property Management & Brokers  
Comments: “For the current term I have been privileged to serve on the Board of Directors of the Ocean Club during the most difficult and challenging period since its Inception. Along with the Board, Marriott design and construction management teams, I effectively contributed to the review of design, construction elements, contractual and legal terms of the refurbishment and renovation project which included our Lobby, Patio, Port e Cache, common areas and Villas. This time consuming, but entirely satisfying, effort allowed me to offer my extensive engineering, contracts and financial expertise gained during my 40 year tenure as the CEO of a highly regarded Property Management firm in NYC. Now I ask for your vote to allow me to continue to contribute with the same level of Interest, dedication and Intensity to assure that our plan will be successfully accomplished and provide for other continuing improvements to our home away from home.”

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Name: Michael Martino  
Home: Tuckahoe, New York  
Occupation: Real Estate property management, finance and development  
Comments: “Having purchased in 2001, my family and I have wonderful memories of our vacations spent at the Ocean Club. My reason for volunteering is to preserve the ability of my family and those of our neighbors to continue to enjoy those memories for years to come. I believe my background and expertise in the real estate finance/management/development industry is well suited to further support the vision of the Board of Directors to reinforce the magnificent future of the Ocean Club. My more than 30 years of real estate experience ranges from finance, development, general consulting and troubleshooting, asset management in excess of \$5 billion of real estate, and administration of a multi-million dollar construction/rehabilitation program. Additionally, I have invested many years in my community as: Zoning Board Chairperson, Master Plan Committee Co-Chair, elected as a two term Mayor, and am presently volunteering on numerous not for profit boards.”

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**Coöperatieve Vereniging Marriott Vacation Club International of Aruba  
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2020 Annual Meeting**

**A-Member Board of Appeals Candidate Profiles**

The candidates are listed in alphabetical order.

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Name: David Miles  
Home: Leesburg, Virginia  
Occupation: Chairman of the Miles LeHane Companies-Human Resources Consulting  
Comments: “My wife Melanie and I own the equivalent of 15 Marriott timeshares, both in deeded property and in destination points. With my background of 25 years of service with Marriott (retired 1992) and 20+ years as co-owner of Miles LeHane Companies, a strategic management and leadership consulting firm, and author of two books, I truly understand the Spirit to Serve. I believe the Board needs to work closely with the property management team and all associates, to achieve this level of service and operating effectiveness. My current focus on serving the Board would bring my finance, human resources, leadership development, food and operations experience together. It would be an honor to serve and kindly ask for your vote. Thank you”

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Name: Paul Romano  
Home: Freehold, New Jersey  
Occupation: Senior Solution Architect  
Comments: “I am a long time (since 2001) owner at the Ocean Club and currently own 4 weeks. I have worked in IT my entire career and have held senior management positions for multiple fortune 500 companies. I have extensive volunteer experience, including having served on my hometown environmental, recreation and open space commissions. The reason why I'd like to serve on the Board of Directors include the vested interest I have ensuring the Ocean Club remains in well run, extremely desirable, valuable property within the Marriott Vacation Club portfolio, looking to bring prior experiences I have gained on the other Boards I have served on to the Ocean Club Board. My goal is to ensure that the Ocean Club continues to be one of the most highly sought vacation destinations, along with being a good value for the money we spend here. I'd like to ensure that the Ocean Club becomes a positive, shining example for all the other vacation club properties to emulate.”

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**Coöperatieve Vereniging Marriott Vacation Club International of Aruba  
d/b/a Marriott Vacation Club International of Aruba Cooperative Association**

**Annual Meeting Rules**

May 15, 2020 at 8:30 a.m., Atlantic time

Marriott's Aruba Ocean Club  
Champions Sports Bar  
L.G. Smith Boulevard # 99  
Palm Beach, Aruba

1. **Attendance**
  - a. Attendance at the Annual Meeting is restricted to Owners and proxy holders representing Owners, management staff, legal counsel, parliamentarian, and other persons who have been specifically invited by the President.
  - b. All meeting attendees must register.
  - c. At registration, the attendees with voting rights (Owners and proxy holders) will receive voting and ballot cards. The voting and ballot cards are not transferable except when shares are owned jointly by husband and wife. When directed by the presiding officer, a member will vote by raising the voting card while remaining seated.
  
2. **Debate**
  - a. An Owner or proxy holder who wishes to speak and is entitled to speak shall go to the microphone, showing his/her voting card and, upon recognition by the Chair, shall state his/her name. No Owner or proxy holder shall speak in debate more than once on the same motion, or longer than 3 minutes per speech. Time may be extended if a motion to do so is adopted by a majority vote without debate.
  - b. The timekeeper will indicate when there is 1/2 minute remaining and when the time has elapsed.
  - c. A share that is owned jointly by husband and wife has speaking rights of one owner or one proxy holder.
  
3. **Votes** In accordance with 4.3(b) of the Bylaws of Marriott Vacation Club of Aruba Cooperative Association, "A majority of the total votes represented at a meeting at which a quorum is present shall decide any question, unless the Articles of Association or these Bylaws or Aruban law provide otherwise."
  
4. **Election**
  - a. The President shall appoint an Inspector of Election and a minimum of 2 Tellers. The Inspector and Tellers are bound to secrecy regarding the votes cast at the Annual Meeting.
  - b. The names of candidates for any position to be elected that were submitted with the meeting notice, if any, shall automatically be included on the ballot. The Chair will entertain nominations from the floor for additional candidates, provided that nominations for B-member on the Board of Directors may only be made by B-members.
  - c. Nominations shall include the nominee's name only.
  - d. Immediately after the close of nominations, the election shall take place.
  
5. **Parliamentary Authority** In accordance with Article XXII of the Bylaws of Marriott Vacation Club of Aruba Cooperative Association, "*Robert's Rules of Order* (latest edition) shall govern the conduct of the Association's meetings when not in conflict with the Articles of Association or these Bylaws."
  
6. **Suspension of Rules** Suspension of these rules shall require a two-thirds vote.
  
7. **Electronic Devices** Mobile phones and pagers shall be silenced during all meetings. Video cameras and recording equipment, other than those approved by the President, shall not be permitted in the meeting room.

**Coöperatieve Vereniging Marriott Vacation Club International of Aruba  
d/b/a Marriott Vacation Club International of Aruba Cooperative Association**

**Annual Meeting Rules**

(continued)

8. **Meeting Disruption** If an attendee disrupts the meeting, the Chair will immediately stop the debate and call the attendee to order. If the attendee does not cooperate, the Chair shall inquire “What penalty shall be imposed on the member?” and disciplinary procedures shall be followed as provided in the parliamentary authority. Among the penalties the members may adopt is requiring that the offender leave the meeting room for all or part of the remainder of the meeting.
  
9. **Question and Answer Session** A 15-minute Question and Answer Session will be held following adjournment of the meeting to respond to written questions. Reports given during the meeting will be limited to the presentation of the reports. All questions as a result of those reports will be entertained during the Question and Answer Session. Responses to any unanswered questions will be provided to the inquirer within 60 days of the meeting.



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 Aruba Ocean Club** which is managed and administered by **Coöperatieve Vereniging Marriott Vacation Club International of Aruba, d/b/a Marriott Vacation Club International of Aruba Cooperative Association** (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 one (1) name; Voting Member must be on Deed)

**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 Aruba Ocean Club** which is managed and administered by **Coöperatieve Vereniging Marriott Vacation Club International of Aruba, d/b/a Marriott Vacation Club International of Aruba Cooperative Association** (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 one (1) name)

**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

**LIMITED PROXY**

**Coöperatieve Vereniging Marriott Vacation Club International of Aruba  
d/b/a Marriott Vacation Club International of Aruba Cooperative Association  
Limited Proxy for 2020 Annual Meeting**

Date: \_\_\_\_\_

Voting Member Signature

(X): \_\_\_\_\_

Voting Member Signature

(X): \_\_\_\_\_

**Legal Name:**

**Note: This Limited Proxy must be dated and signed by the Member(s) or the designated voting member for the vote(s) to be counted. Please sign and return your Limited Proxy on or before May 8, 2020. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before May 15, 2020.**

1. The above signed, as Member(s) of **Coöperatieve Vereniging Marriott Vacation Club International of Aruba d/b/a Marriott Vacation Club International of Aruba Cooperative Association**, (the "Association"), do hereby appoint EITHER (indicate choice by filling in the circle at (1) or (2)).

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

(2) \_\_\_\_\_  
(Insert name of Alternate Proxy Holder, who must be in attendance at the Annual Meeting in order for your vote(s) to be cast.)

as my true and lawful attorney-in-fact and proxy holder, hereinafter to be named: "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 Members of Marriott Vacation Club International of Aruba Cooperative Association**, to be held at 8:30 a.m., Atlantic time on May 15, 2020, at Marriott's Aruba Ocean Club, Champions Sports Bar, L.G. Smith Boulevard # 99, Palm Beach, Aruba, except that my Proxy Holder's authority is limited as indicated below. Failure to select one of the options above shall be deemed a selection of Andrea Allen as your proxy holder.

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

A. Election of one (1) A-Member to the Board of Directors to serve the remaining two years of a three-year term. See the Candidate Profiles for Board of Directors for a summary of the candidates. Please vote for no more than one (1) candidate. Selection of more than one (1) candidate will invalidate your vote.

- Irwin H. Cohen
- Michael Martino

B. Election of one (1) A-Member to the Board of Appeals to serve a three-year term. See the Candidate Profiles for Board of Appeals for a summary of the candidates. Please vote for no more than one (1) candidate. Selection of more than one (1) candidate will invalidate your vote.

- David Miles
- Paul Romano

C. Vote to amend the following provisions to the Articles of Association (see Proposals for full details of the proposed Amendments):

GENERAL MEETING OF MEMBERS, Article 17, 17.2

- For
- Against

GENERAL MEETING OF MEMBERS, Article 17, 17.3

- For
- Against

GENERAL MEETING OF MEMBERS, Article 17, 17.4

- For
- Against

D. Vote to amend the following provisions to the Association Bylaws (see Proposals for full details of the proposed Amendments):

Article IV. MEMBERSHIP AND VOTING PROVISIONS, 4.3 Voting

- For
- Against

Article IV. MEMBERSHIP AND VOTING PROVISIONS, 4.4 Quorum

- For
- Against

Article VI. DIRECTORS, 6.2 First Board and Election of Directors, third paragraph

- For
- Against

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 other matters which are properly brought before the Annual Meeting of Members to be held at 8:30 a.m., Atlantic time on May 15, 2020, at Marriott's Aruba Ocean Club, Champions Sports Bar, L.G. Smith Boulevard # 99, Palm Beach, Aruba.

THIS LIMITED (AND AS FAR AS APPLICABLE GENERAL) PROXY IS REVOCABLE BY THE MEMBER AND IS VALID ONLY FOR THE MEETING FOR WHICH IT IS GIVEN AND ANY LAWFUL ADJOURNMENT THEREOF. IN NO EVENT IS THIS LIMITED (AND AS FAR AS APPLICABLE GENERAL) PROXY VALID FOR MORE THAN NINETY (90) DAYS FROM THE DATE OF THE ORIGINAL MEETING FOR WHICH IT WAS GIVEN. IN THE EVENT THAT A MEETING IS RESCHEDULED DUE TO A FAILURE TO MEET QUORUM REQUIREMENTS, ANY PROXY GIVEN FOR THE ORIGINAL MEETING SHALL REMAIN VALID FOR THE PURPOSES OF THE RESCHEDULED MEETING; REGARDLESS OF THE DATE OF THE RESCHEDULED MEETING.

## **Limited Proxy Submission Method**

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

1. 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.
  - d. Mail the Limited Proxy in the enclosed postage-paid envelope.