

September 12, 2019

RE: Notice of Annual Meeting
GRCLT Condominium, Inc.

Dear Member:

The 2019 Annual Meeting of GRCLT Condominium, Inc., will be held at 1:00 p.m., Pacific time, on October 22, 2019, at Marriott Grand Residence Club, Media Center/Library – Mezzanine Level, 1001 Heavenly Village Way, South Lake Tahoe, California 96150.

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 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:

- **Proposal** to be considered
- **Candidate Profiles** of the candidates for election to the Board of Directors
- **Minutes** from the 2018 Annual Meeting
- **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 22, 2019.

If you have any questions about your Limited Proxy or the information enclosed, please contact Greg Campbell, General Manager, by phone at 530-542-8401 or by email at gregory.campbell@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 an 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,

Jim McBee

Secretary
GRCLT Condominium, Inc.

**GRCLT Condominium, Inc.
2019 Annual Meeting**

Proposal

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

Three (3) Members will be elected to serve on the Board of Directors, each to serve a two-year term. Because you are electing three (3) members to the Board, you are entitled to three (3) votes for each interest you own. You may cast your votes in any whole number increment you desire (cumulative voting applies). Your vote is automatically multiplied by the number of interests owned. See the Candidate Profiles for a summary of the candidates.

Example: Mr. Smith is the Owner of a thirteen (13) week interest and is therefore entitled to thirty-nine (39) votes (number of weeks owned [13] multiplied by [3] the number of Board Members to be elected). He may cast his votes in any whole number he desires. If he chooses to split his votes between three (3) candidates, he may write in 13 (thirteen) in the # of votes space next to the name of Candidate A, 13 (thirteen) in the # of votes space next to the name of Candidate B, 13 (thirteen) in the # of votes space next to the name of Candidate C and 0 (zero) in the votes space next to the name of Candidate D. Alternatively, Mr. Smith may choose to allocate his thirty-nine (39) votes in any other manner he sees fit.

Total Votes 39	Candidate A	# of votes:	<u>13</u>
	Candidate B	# of votes:	<u>13</u>
	Candidate C	# of votes:	<u>13</u>
	Candidate D	# of votes:	<u>0</u>

Note: The box labeled “Total Votes” will indicate the total number of votes you may cast.

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Candidate Profiles

Candidates listed in alphabetical order

Name:	David Bier
Home:	Davis, California
Occupation:	Retired Wall Street Executive
Comments:	“Retired Wall Street executive, owns multiple units. Your longest serving elected Director and current Board President. My goals are to be fair-minded and tireless owner advocate. I have earned the respect of owners, colleagues on the Board, as well as the Management company. I personally negotiated Fitness Center handover to the Association, a great and annual perpetual savings and also personally negotiated the almost \$1,000,000 returned to us as settlement of all claims in connection with sewer utility overcharges. Ensured our owners continue to pay one of the lowest maintenance fees per week (by far!) in the system, yet balance the needs of our resort, owners, and guests and our world-class manager. Have done this all the while maintaining the highest industry standards, including high guest satisfaction. I would be honored to be elected to serve you once again as I volunteer to work in the interest of ALL owners.”

Name:	James Deatherage
Home:	Bend, Oregon
Occupation:	Retired Firefighter
Comments:	“MGRC owner since 1999, I have been on the Board now for five terms and have established an excellent working relationship and dialog with the Marriott Management Team. The last two terms as Vice President where I step in to run the Board meetings in the absence of our President. My focus will be to continue to control costs, stabilize fees, expenditures and to promote means for income to the Association. I bring experience in Real Estate, Property Management and Construction and Maintenance. I am retired after 30 years of service with a San Francisco Bay area Fire Department. I am pleased with the direction our property is heading with our management team providing more and more exciting and fun activities for all to enjoy and the beautiful condition the property has maintained. I am always available to be contacted and welcome and encourage owner involvement. Together we can achieve more. I value your vote.”

Name:	Gary Giboney
Home:	Salinas, California
Occupation:	Chief Deputy Auditor – Controller, County of Monterey
Comments:	“As the current Chief Financial Officer of the Association, I have been honored to serve for fifteen years on the Grand Residence Club Board including roles as Board Secretary and on the Finance and other special Committees. I have been an owner over fifteen years with five quarters and a Destinations Member. My experience includes serving as the Chief Financial Officer and President for several large non-profits as well as financial management positions with several Fortune 100 Companies. I currently serve as the Chief Deputy Auditor-Controller for the County of Monterey and teach graduate business school classes for a University. I have an MBA in Finance from the University of Chicago and am a CPA (State of Illinois). I would be honored to continue to use my experience with not-for-profit groups, local governments and accounting/finance for the association, if re-elected.”

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Candidate Profiles

continued

Name: Austin Sass
Home: South Lake Tahoe, California
Occupation: Retired, South Lake Tahoe City Council
Comments: "I am submitting my application because I feel my experience as a longtime local will benefit all Marriott Lake Tahoe owners. That includes being elected to the South Lake Tahoe City Council and serving from 2015 through 2018 including one year as the Mayor. I served four years on the TRPA and the Tahoe Transportation District Board. Prior to that I was Director Sales/Marketing for Zephyr Cove Resort and Director of Sales at Heavenly for six years. The above experience gives me hands on knowledge of all facets of the local tourism industry as well as a deep understanding of all of the regulatory issues in Lake Tahoe. This includes TRPA land use, permitting, allocations, lake clarity, the vacation home rental industry, local taxes, transportation, local governmental agencies and how Tahoe is being marketed. I understand how decisions are made, who is influencing them and the economics driving their direction. Thank you for your consideration."

GRCLT Condominium, Inc.

Annual Meeting

October 22, 2018

The Annual Meeting of GRCLT Condominium, Inc., was held on October 22, 2018, at Marriott Grand Residence Club, Lake Tahoe, Media Room, 1001 Heavenly Village Way, South Lake Tahoe, California 96150.

Present from the Board of Directors were: James Deatherage, Vice President; Gary Giboney, Treasurer; Jim McBee, Secretary; Lewis Feldman, Director and James Ray Newlon, Director

Absent from the Board of Directors were: John Albert, Director and David Bier, President

Present from Marriott Vacation Club® International, representing the Management Company, were: Jane Berg, Regional Vice President of Operations-West; Greg Campbell, General Manager; Jennifer Kammerer-Market Director of Finance-Southwest; Tom McCormack, Market General Manager; Melissa Reynolds, Senior Assistant Controller; Manuel Sanchez, Director of Room Operations; Vakhid Shimanski, Director of Finance; Nathaniel Spain, Front Office Manager and Sheri Runyon, Executive Assistant

There were ten Owners present as evidenced by the sign-in sheet to be attached to the approved minutes of record.

CALL TO ORDER

James Deatherage, Vice President, called the meeting to order at 1:04 p.m., Pacific time.

ESTABLISHMENT OF QUORUM

Mr. Deatherage verified and announced the quorum requirement of 15% was met with 45% votes represented in person or by Limited Proxy.

APPOINTMENT OF RECORDING SECRETARY

Mr. Deatherage appointed Sheri Runyon to serve as Recording Secretary.

PROOF OF NOTICE OF ANNUAL MEETING

Notice of Annual Meeting was mailed to all Owners of record on September 12, 2018. The Affidavit of Mailing was filed with the Association records.

APPROVAL OF AGENDA

A motion was made by Lewis Feldman to approve the Agenda as presented. The motion was seconded by James Ray Newlon and unanimously carried.

APPROVAL OF THE 2017 ANNUAL MEETING MINUTES

A motion was made by Jim McBee to approve the October 24, 2017 Annual Meeting Minutes as presented. The motion was seconded by Gary Giboney and unanimously carried.

APPOINTMENT OF INSPECTOR OF ELECTION

Mr. Deatherage appointed Nathaniel Spain to serve as Inspector of Election. Mr. Deatherage opened the floor to nominations. There being none, nominations were closed. Mr. Deatherage requested any outstanding ballots be turned in.

BOARD OF DIRECTORS REPORT

Mr. Deatherage and Gary Giboney presented the Board of Directors Report. Highlights included:

- The 2019 Budget was approved with a 4.06% overall maintenance fee increase; a 3.78% increase for Fractional Owners
- The roof is due to be replaced in 2022 and will be evaluated within three years of the anticipated timeline to determine if the entire roof will need replaced; several roof repairs were completed this year

- Lewis Feldman provided updates in the South Lake Tahoe area including the Highway 50 Loop Road timeline and pending approval of an event center in the current Montbleu parking area, which can accommodate as many as 6,000 people for year-round indoor events

RESORT OPERATIONS REPORT

Greg Campbell presented the Resort Operations report. Highlights included:

- Resort associates participated in fundraising for such numerous local charities, including Children's Miracle Network
- Overall Guest Satisfaction Score is 86.4% year-to-date

FINANCIAL REPORT

Vakhid Shimanski presented the Financial Report. Highlights included:

- 2019 Maintenance Fee increased by 4.06%
- Primary factors contributing to the increase include Reserve contributions to properly fund future years refurbishments and replacements, property insurance premiums and wage increases

VOTING RESULTS

Mr. Spain announced the voting results:

- Jim McBee and James Ray Newlon were each elected to serve a two-year term on the Board of Directors

NEW BUSINESS

Announcement of 2019 Annual Meeting Date

The 2019 Board of Directors and Annual Meetings are scheduled for October 22, 2019.

ADJOURNMENT

There being no further business to come before the Association, a motion was made by Jim McBee to adjourn the meeting at 1:29 p.m. The motion was seconded by James Ray Newlon and unanimously carried.

Limited Proxy Submission Method

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

1. Mark your selections on the enclosed Limited Proxy.
2. Date and sign your name as exactly as it appears on your Limited Proxy.
3. 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 vote to be counted.
4. Mail the Limited Proxy in the enclosed postage-paid envelope.

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LIMITED PROXY

**GRCLT Condominium, Inc.
2019 Limited Proxy**

Date Signed: _____

Voting Member

Signature: _____

Voting Member

Signature: _____

Legal Name:

NOTE: FOR THIS PROXY TO BE VALID, THE PROXY GIVER MUST PROVIDE THE NAME OF THE PERSON OR ENTITY TO WHOM THE PROXY IS GIVEN. PLEASE SIGN AND RETURN YOUR LIMITED PROXY ON OR BEFORE OCTOBER 15, 2019, TO THE SECRETARY OF THE ASSOCIATION. PLEASE NOTE, HOWEVER, THAT VOTES WILL BE COUNTED IF CAST IN PERSON OR OTHERWISE PROPERLY RECEIVED ON OR BEFORE OCTOBER 22, 2019.

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

(1) **David Bier**, President of the Association, or any other officer or director of the Association in attendance he so designates in his absence; **OR**

(2) _____
(Insert name of individual who MUST be in attendance at the Annual Meeting in order for your votes 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 GRCLT Condominium, Inc.**, to be held at 1:00 p.m., Pacific time, on October 22, 2019, at Marriott Grand Residence Club, Media Center/Library – Mezzanine Level, 1001 Heavenly Village Way, South Lake Tahoe, California 96150, except that my proxy holder’s authority is limited as indicated below.

2. **AGENDA ITEM. (FOR YOUR VOTES TO BE COUNTED ON THE FOLLOWING ISSUE, YOU MUST VOTE ON THE ITEM BELOW. IF YOU LEAVE ANY ITEM IN THIS SECTION BLANK, YOUR PROXY HOLDER WILL NOT CAST A VOTE ON SUCH ITEM.)**

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.

Total Votes	David Bier	# votes: _____
	James Deatherage	# votes: _____
	Gary Giboney	# votes: _____
	Austin Sass	# votes: _____

THIS LIMITED PROXY IS REVOCABLE BY THE MEMBER, IN ACCORDANCE WITH THE BYLAWS OF THE ASSOCIATION, 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 ELEVEN (11) MONTHS.