

August 27, 2018

RE: Notice of Annual Meeting
Marriott's Kauai Beach Club Owners Association (the "VOA") and
Written Consent Ballot for Annual Meeting of Association of Apartment Owners of Marriott's Kauai
Resort and Beach Club (the "AOAO")

Dear Marriott's Kauai Beach Club Owner:

The 2018 Annual Meeting of Marriott's Kauai Beach Club Owners Association will be held at 11:00 a.m., Hawaii Standard Time, on October 11, 2018, at Kaua'i Marriott Resort & Beach Club (see Reader Board for exact meeting room location), 3610 Rice Street, 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 the VOA
- Election of two (2) members to the VOA Board, each to serve a three-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 electronically through the Internet at proxyvoting.com/MVCI by 4:30 p.m., Hawaii Standard Time, on October 5, 2018. The Internet procedures are designed to authenticate your electronic submission by use of a personal control number found on your Limited Proxy. Or 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 5, 2018. If you submit your Limited Proxy on the internet, please do not also mail your Limited Proxy.

AOAO WRITTEN CONSENT BALLOT. As a VOA member, you are also a member of the AOAO. The AOAO's Annual Meeting is to be held at **10:00 a.m., Hawaii Standard Time, on October 11, 2018**, at Kaua'i Marriott Resort & Beach Club (see Reader Board for exact meeting room location), 3610 Rice Street, Lihue, Hawaii 96766. Enclosed, for your reference, is a copy of the agenda for the AOAO Annual Meeting, as well as a copy of the Proposal to be considered at the AOAO Annual Meeting and the Candidate Profiles for 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 5, 2018, 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 Marriott's Kauai Beach 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 5, 2018 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@morrrowsodali.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, please contact Paul Toner, General Manager, by email at paul.toner@marriotthotels.com or by phone at 808-246-5010 or Sherri Holcomb, Resort Manager, by email at sherri.holcomb@vacationclub.com or by phone at 808-632-8035.

Whether or not you plan to attend the VOA Annual Meeting, 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 expenses to re-notice Owners to obtain the votes required to hold the VOA Annual Meeting. Your vote and participation are important to the Associations.

Sincerely,

Henry Lum
Secretary/Treasurer
Marriott's Kauai Beach Club Owners Association

**Marriott's Kauai Beach Club Owners Association
2018 Annual Meeting**

October 11, 2018 at 11:00 a.m., Hawaii Time

Kaua'i Marriott Resort & Beach Club
(See Reader Board for Exact Meeting Room Location)
3610 Rice Street
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 2017 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 of the Board
 - Election of Two (2) Members to the Board
 - Application of Surplus Funds
- New Business
 - Announcement of 2019 Annual Meeting Date
- Adjournment

**Marriott's Kauai Beach Club Owners Association (VOA)
2018 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."

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

Your Board of Directors strongly recommends maintaining the current number of Directors at five (5). Our recommendation takes into consideration the additional travel, lodging and other costs that would increase your maintenance fees by adding members to the Board of Directors. In addition, your Board of Directors believes having up to nine (9) potential Directors or an even number of Directors, along with the possibility of the number of Directors changing annually, would make managing the activities of our Association very difficult. We have had five (5) members on the Board of Directors since the Association was formed 20 years ago and that number has proved to provide the appropriate number of Board Members to effectively and efficiently conduct the business of our Association.

2. Election of Two (2) Members to the Board of Directors (Item 2.B. 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.

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."

**Marriott's Kauai Beach Club Owners Association
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Lavelle Brown
Home: Northeast Seattle, Washington
Occupation: Director of Finance, University of Washington Hall Health Center
Comments: "Aloha Association Owners, I have been honored and privileged to serve as a Board Member of this very special and unique resort property that is steeped in tradition and historical significance. As a Native Hawaiian with deep family and cultural roots in Hawaiian culture and values in order to promote programs that enhance the guest experience so important to success. I have also used my extensive business, administrative and entrepreneurial experience while a Board Member in facilitating discussion, deliberating and deciding on important issues confronting the Association, and approving budgets, projects, and improvements. Working alongside dedicated and committed fellow Board Members we have successfully forged a strong and cohesive oversight and policy making team whose primary goal is to serve the best interest of our owners and provide effective advocacy in all matter relative to governance."

Name: George Emerson
Home: Bonita, California
Occupation: Project Manager in support of US Navy Command and Control Programs
Comments: "I would be pleased to represent the owners at Kauai Beach Club (KBC); I own 3 annual weeks at KBC. We've come to KBC for over 10 years. I have owned other timeshare properties and feel that the Marriott product is the best. I bring over forty years' experience (20 years as an officer in the Navy and 26 years as a Defense Contractor) successfully managing large dollar-value Department of Defense projects. I have an MS degree in Operations Research and Systems Analysis. Also, I serve on my churches financial council. Providing a service to Marriott owners and guests is my first priority. My second priority is to provide insight to the board for the best use of our dollars in bettering the Marriott Hotel and timeshare property."

Name: Joseph T. Gaddis
Home: Centennial, Colorado
Occupation: Business Development/Consultant
Comments: "I have been an owner at the Kauai Beach Club since 1996, owning a total of 3 weeks with Marriott Vacation Club. Since purchasing at Kauai, my wife and I have attended the Annual Owners Meeting over half the time since we love this property and wanted to keep updated and to provide our support to the outstanding job the present Board is doing. If selected to represent the Owners of this lovely property I would bring my years of experience in various management and leadership positions (in both the military and in civilian firms), business development, contract and task management and managing our own business to assist in any role assigned. I would also bring the input from my wife, a listening ear. One of my major goals would be to work on improving communication from our "Home" to the Owners throughout the year."

**Marriott's Kauai Beach Club Owners Association
2018 Annual Meeting**

Candidate Profiles

(continued)

Name: Art Gillespie
Home: Gilroy, California
Occupation: City of Gilroy, CA Fire Chief, Retired
Comments: "It has been my honor and a privilege to have served our owners for over 20 years as a member of the Board of Directors and for the last 15 years as your President. Along with my fellow Board members and our outstanding management team at the Kauai Beach Club, we have provided our owners with the dedicated and proven leadership to see us through the devastating floods of 2004/2005, several major renovations and the makeover of our beautiful grounds and landscaping. I would be honored to have your vote so that I may continue to serve your interests. I have had the privilege of assisting many of you over the years in resolving various issues and I look forward to being able to continue representing you. Thank you for your support."

Name: Cecelia Hannon Levatino
Home: Manor Las Cruces, New Mexico
Occupation: Las Cruces City Councilor/Realtor
Comments: "For 17 years, I have enjoyed ownership at the Kauai Beach Club and vacation there every year. My work experience includes office management of a start-up company working directly with the Board of Directors through their IPO. For 11 years I owned and operated a party planning/decorating business. I also manufactured handbags for many years. My most recent employment was working for a young couple, managing the repairs and re-construction of a very large home with major construction error. Over the years I have worked with attorneys, business managers realtors and mortgage brokers. I have served on two Board of Directors, The Association of Celebrity Personal Assistants for seven years, and most recently, Neighbors and Newcomers for three years. I enjoy working with people and helping to strengthen organizations. I am a hard-worker, and now have the time to devote to working with the Marriott Kauai Beach Club Association."

Name: Linda Lee Rooney
Home: Zephyr Cove, Nevada
Occupation: School District Superintendent, Retired
Comments: "Our amazing Kauai Beach 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 homeowners' associations in California, Nevada, Maui and Kauai, I have served as an officer on several boards, in addition to 40 years of service as a school district administrator in California. While sharing my experiences and expertise, I pledge to remain open, accessible, and committed to actively listening to the creative ideas and suggestions of all owners. I shall serve all Kauai Beach Club neighbors with great enthusiasm, positive energy and my sincere "Spirit of Aloha"."

**Association of Apartment Owners of Marriott's Kauai Resort and Beach Club (AOAO)
2018 Annual Meeting**

October 11, 2018 at 10:00 a.m., Hawaii Time

Kaua'i Marriott Resort & Beach Club
(See Reader Board for Exact Meeting Room Location)
3610 Rice Street
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 2017 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 One (1) Member to the Board
- New Business
 - Announcement of 2019 Annual Meeting Date
- Adjournment

**Association of Apartment Owners of Marriott's Kauai Resort and Beach Club (AOAO)
2018 Annual Meeting**

Proposal

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

One (1) member will be elected to serve a three-year term on the Board of Directors. Cumulative voting applies, examples of which are set forth below. For Owners of Commercial Apartments or Hotel Room Apartments, you are entitled to cast the number of votes equal to the number of Directors to be elected multiplied by the number of votes attributable to your Apartment. For Owners of timeshare interests, for each every year week that you own you are entitled to cast the number of votes equal to the number of Directors to be elected multiplied by the number of votes attributable to your Apartment, divided by 52, and for each every other year week that you own, you are entitled to cast the number of votes equal to the number of Directors to be elected multiplied by the number of votes attributable to your Apartment, divided by 104. You may vote in any whole number increment you desire. See the Candidate Profiles for a summary of the candidates.

COMMERCIAL APARTMENT EXAMPLE: Mr. Jones is the Owner of a Commercial Apartment having 250 votes and for cumulative voting purposes, is therefore entitled to two hundred fifty (250) votes (number of Board Members to be elected [1] multiplied by number of votes attributable to his Commercial Apartment [250]). He may cast his votes in any whole number increment he desires. He may, for example, choose to split his votes between two different candidates by completing the Limited Proxy as shown below: One hundred fifty (150) votes for Candidate A (he writes in "150" in the # votes space next to Candidate A), one hundred (100) votes for Candidate B (he writes in "100" in the # votes space next to Candidate B), zero (0) votes for Candidate C (he writes in "0" in the # votes space next to Candidate C), and zero (0) votes for Candidate D (he writes in "0" in the # votes space next to Candidate D).

Total Votes 250	Candidate A	# Votes	<u>150</u>
	Candidate B	# Votes	<u>100</u>
	Candidate C	# Votes	<u>0</u>
	Candidate D	# Votes	<u>0</u>

HOTEL ROOM APARTMENT EXAMPLE: Mr. Jones is the Owner of a Hotel Room Apartment having 50 votes and for cumulative voting purposes, is therefore entitled to fifty (50) votes (number of Board Members to be elected [1] multiplied by number of votes attributable to his Hotel Room Apartment [50]). He may cast his votes in any whole number increment he desires. He may, for example, choose to split his votes between two different candidates by completing the Limited Proxy as shown below: Thirty five (35) votes for Candidate A (he writes in "35" in the # votes space next to Candidate A), fifteen (15) votes for Candidate B (he writes in "15" in the # votes space next to Candidate B), zero (0) votes for Candidate C (he writes in "0" in the # votes space next to Candidate C), and zero (0) votes for Candidate D (he writes in "0" in the # votes space next to Candidate D).

Total Votes 50	Candidate A	# Votes	<u>35</u>
	Candidate B	# Votes	<u>15</u>
	Candidate C	# Votes	<u>0</u>
	Candidate D	# Votes	<u>0</u>

**Association of Apartment Owners of Marriott's Kauai Resort and Beach Club (AOAO)
2018 Annual Meeting**

Proposal

(continued)

TIMESHARE APARTMENT EXAMPLE: Mr. Jones is the Owner of one (1) two bedroom every year week and is therefore entitled to three (3) votes (number of Board Members to be elected [1] multiplied by number of votes attributable to his Apartment [156] divided by 52). He may cast his votes in any whole number increment he desires. He may, for example, choose to split his votes between two different candidates by voting as shown below: Two (2) votes for Candidate A (he writes in "2" in the # votes space next to Candidate A), one (1) vote for Candidate B (he writes in "1" in the # votes space next to Candidate B), zero (0) votes for Candidate C (he writes in "0" in the # votes space next to Candidate C), and zero (0) votes for Candidate D (he writes in "0" in the # votes space next to Candidate D).

Total Votes 3	Candidate A	# Votes	_2
	Candidate B	# Votes	_1
	Candidate C	# Votes	_0
	Candidate D	# Votes	_0

NOTE: THE BOX ON YOUR LIMITED PROXY THAT IS LABELED "TOTAL VOTES" WILL INDICATE THE TOTAL NUMBER OF VOTES YOU MAY CAST.

**Association of Apartment Owners of Marriott's Kauai Beach Resort and Beach Club
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Charles Baron
Home: Newport Coast, California
Occupation: MCVI West Region Vice President, Asset Manager
Comments: "I have served on several Marriott Vacation Club and Ritz-Carlton Club Condominium Association boards over the past ten years and hope to have an opportunity to leverage that experience to support the owners of this resort as a member of its Board of Directors. I am confident my 22 years of experience in hospitality, corporate finance, and management consulting will prove an asset to the Association. My background includes twelve years of Asset Management working with Marriott Vacation Club and Ritz-Carlton resorts in Hawaii, the Western and Eastern United States, and the Caribbean. Over the years, I have worked closely with all areas of Marriott Vacation's business and have a breadth of experience to draw from. Prior experience also includes ten years of Business Planning, Investment Banking and Management Consulting experience, all with a concentration on identifying business solutions that deliver bottom line results."

Name: Terri Johnson
Home: Eugene, Oregon
Occupation: Retired, Finance Director
Comments: "Kauai Beach Club is a wonderful property and I would be honored to serve on the Board of Directors. I have experience serving on a homeowners association board as president and treasurer, and have firsthand knowledge of the importance of ensuring resort operations meet owner expectations and that Kauai Beach Club remains financially secure. I have also been on the LEARN Foundation board of directors (for underprivileged youth) and Committee member for Food for Lane County's annual fundraiser the last 10 years. Recently retired, formerly the finance director for a local school in District 4J, Eugene, OR for over 20 years, my husband and I look forward to traveling as we own three other Marriott timeshare weeks and are interested in continuing the high quality of service and maintenance here at Kauai Beach Club."

Name: Chris Tatum
Home: Honolulu, Hawaii
Occupation: Area General Manager, Marriott Resort Hawai'i & General Manager, Waikiki Beach Marriott Resort & Spa
Comments: "I currently have a dual role as Area General Manager for Marriott International responsible for their portfolio of resort hotels in Hawai'i and General Manager of the Waikiki Beach Marriott Resort & Spa. I have been a past chairman of the Hawai'i Lodging & Tourism Association and Visitor Industry Charity Walk; served on the board of the Hawaii Visitors and Convention Bureau; was chairman of the Oahu Visitors Bureau; and was a member of the 2011 APEC Hawaii Host Committee. Most importantly I know the challenges and responsibilities that come with being a homeowner. I would be honored to serve as a Board of Director; will ensure that bylaws set forth by the Association of Apartment Owners of Marriott's Kauai Resort and Beach Club are upheld; and will protect the interests of the owners."

VOA Limited Proxy Voting Methods

The accompanying Notice of Annual Meeting describes important issues affecting the Association. To vote:

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 5, 2018.
 - 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.

Written Consent Ballot Voting 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 as follows:

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 5, 2018.
 - 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.

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LIMITED PROXY

**Marriott's Kauai Beach Club Owners Association
2018 Limited Proxy**

Date Signed: _____

Voting Member Signature

(X): _____

Printed Name: _____

Voting Member Signature

(X): _____

Printed Name: _____

LEGAL NAME:

NOTE: PLEASE SIGN AND RETURN YOUR LIMITED PROXY ON OR BEFORE 4:30 P.M., HAWAII STANDARD TIME, ON OCTOBER 5, 2018 TO THE SECRETARY OF THE ASSOCIATION OR THE MANAGING AGENT. PLEASE NOTE, HOWEVER, THAT VOTES WILL BE COUNTED IF CAST IN PERSON OR OTHERWISE PROPERLY RECEIVED ON OR BEFORE OCTOBER 11, 2018.

1. The above signed, as member(s) of **Marriott's Kauai Beach Club Owners Association** (the "Association"), do hereby appoint EITHER [**Indicate only one choice by filling in the circle at (a) or (b). If your choice is (b), please also print the name of the person appointed**]:

(a) **Arthur Gillespie**, President of the Association, or any other officer or director of the Association in attendance he so designates in his absence; **OR**

(b) _____ (Insert name of individual, who **MUST** be in attendance at the Annual Meeting in order for your vote(s) to be counted),

as my true and lawful attorney-in-fact and proxy holder, hereby revoking all previous proxies, to vote in my place and stead on my behalf, and in accordance with my wishes as indicated herein, as though I myself were present and voting, with power of substitution, at the **Annual Meeting of Marriott's Kauai Beach Club Owners Association** to be held at 11:00 a.m., Hawaii Standard Time, on October 11, 2018, at the Kaua'i Marriott Resort & Beach Club (see Reader Board for exact meeting room location), 3610 Rice Street, Lihue, Hawaii, 96766, except that my proxy holder's authority is limited as indicated below.

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 WILL NOT CAST A VOTE ON SUCH ITEM.)**

A. The number of directors shall be fixed each year by the Association at its Annual Meeting, but shall not consist of less than three (3) nor more than nine (9) members. Please select either keeping the number of members of the Board of Directors at five (5), or changing the number of the Board of Directors to three (3), four (4), six (6), seven (7), eight (8) or nine (9) members. Please do not make more than one (1) selection below. Selecting both choices will invalidate your vote. Further, if you select changing the number of members of the Board of Directors from the current five (5) members to a different number and you fail to clearly indicate the number of

members desired in the space provided below, your vote will be invalid. Please see Proposals for additional detail. **Your Board of Directors strongly recommends maintaining the current number of Directors at five (5) members.**

- Keep the number of Directors on the Board of Directors at five (5) members
- Change the number of Directors on the Board of Directors to ____ members (if you select this option, you must insert **one** of the following numbers in the preceding blank in order for your vote to be valid: 3, 4, 6, 7, 8 or 9)

B. Election of two (2) members to the Association's Board of Directors, each to serve a three-year term. Please select no more than two (2) candidates. A selection of more than two (2) candidates will invalidate your vote. Please see the Candidate Profiles for a summary of the candidates.

- Lavelle Brown
- George Emerson
- Joseph T. Gaddis
- Art Gillespie
- Cecelia Hannon Levatino
- Linda Lee Rooney

C. To have the President of the Association vote to apply any surplus funds, remaining at the end of the year in any Account, towards the payment of Program Expenses (except for capital improvements) during the next year. Per Section 8.7 of the Marriott's Kauai Beach Club Ownership Program Declaration of Covenants, Conditions and Restrictions (the "Timeshare Declaration"), each Owner gives the President of the Association a proxy and appoints the President as such Owner's special attorney-in-fact to adopt the foregoing resolution. All capitalized terms not otherwise defined in this Limited Proxy shall have the meanings given to them in the Timeshare Declaration.

FOR

3. **GENERAL POWERS (NON-AGENDA ITEMS).** You may choose to grant your proxy holder general powers. Please fill in the appropriate circle below if you want (or do not want) your proxy holder to vote on other issues that may come up at the meeting and for which a limited proxy is not required. **(PLEASE NOTE THAT IF YOU DO NOT MARK ANY CIRCLE IN THIS SECTION 3, YOUR PROXY HOLDER WILL NOT CAST ANY VOTE FOR YOU ON OTHER ISSUES THAT MAY COME UP AT THE MEETING.)**

- I authorize and instruct my proxy holder to use his or her best judgment on all matters which properly come before the meeting and for which a general power may be used.
- I do **NOT** authorize my proxy holder to vote on any other matters (non-agenda items) which properly come before the meeting.

THIS LIMITED PROXY IS REVOCABLE BY THE OWNER, ONLY BY ACTUAL NOTICE OF REVOCATION TO THE SECRETARY OF THE ASSOCIATION OR THE MANAGING AGENT, 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 11 MONTHS FROM THE DATE OF THIS LIMITED PROXY.

Please sign and return your Limited Proxy no later than 4:30 p.m., Hawaii Standard Time, on October 5, 2018. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 11, 2018.

WRITTEN CONSENT BALLOT

**DESIRED VOTE BY MARRIOTT'S KAUAI BEACH CLUB OWNERS ASSOCIATION ("VOA")
MEMBERS ON PROPOSALS TO BE CONSIDERED AT THE ANNUAL MEETING OF
ASSOCIATION OF APARTMENT OWNERS OF MARRIOTT'S KAUAI RESORT AND BEACH CLUB
("AOAO") TO BE HELD AT 10:00 A.M., HAWAII STANDARD TIME, ON OCTOBER 11, 2018
AT MARRIOTT'S KAUA'I RESORT & BEACH CLUB, 3610 RICE STREET, LIHUE, HAWAII 96766**

MEMBER NAME(S):

APARTMENT NO(S) AND TIMESHARE INTEREST(S) NO(S):

PLEASE INDICATE YOUR DESIRED VOTE ON THE AOAO ANNUAL MEETING AGENDA ITEM SET FORTH IN SECTION A. BELOW. PLEASE SEE THE ENCLOSED AOAO ANNUAL MEETING NOTICE, PROPOSAL FOR ADDITIONAL DETAILS, AND CANDIDATE PROFILES FOR THE AOAO BOARD OF DIRECTORS. FOR YOUR DESIRED VOTE ON THE AGENDA ITEM TO BE COUNTED BY THE VOA BOARD, YOU MUST WRITE-IN THE NUMBER OF VOTES IN THE MANNER INDICATED BELOW. A REPRESENTATIVE OF THE VOA BOARD WILL THEN CAST THE VOTES, ON BEHALF OF THE VOA MEMBERS, AT THE AOAO ANNUAL MEETING IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN SECTION 4.13.A OF THE MARRIOTT'S KAUAI BEACH CLUB VACATION OWNERSHIP PROGRAM DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS.

A. Election of AOAO Board Member: Election of one (1) member to the AOAO's Board of Directors to serve a three-year term. Cumulative voting applies and shall take place at the meeting. By indicating the number of votes for the specified candidates below, the undersigned hereby gives notice that he/she/it intends to cumulatively vote for a member of the AOAO's Board of Directors. For each every year week that you own, you are entitled to cast the number of votes equal to the number of Directors to be elected multiplied by the number of votes attributable to your Apartment, divided by 52, and for each every other year week that you own, you are entitled to cast the number of votes equal to the number of Directors to be elected multiplied by the number of votes attributable to your Apartment, divided by 104. You may vote in any whole number increment you desire. See the Candidate Profiles for a summary of the candidates.

EXAMPLE: Mr. Jones is the Owner of one (1) two bedroom every year week and is therefore entitled to three (3) votes (number of Board Members to be elected [1] multiplied by number of votes attributable to his Apartment [156] divided by 52). He may cast his votes in any whole number increment he desires. He may, for example, choose to split his votes between two different candidates by voting as shown below: Two (2) votes for Candidate A (he writes in "2" in the # votes space next to Candidate A), one (1) vote for Candidate B (he writes in "1" in the # votes space next to Candidate B), and zero (0) votes for Candidate C (he writes in "0" in the # votes space next to Candidate C).

Total Votes 3

Candidate A	# Votes	<u> 2 </u>
Candidate B	# Votes	<u> 1 </u>
Candidate C	# Votes	<u> 0 </u>

NOTE: THE BOX BELOW LABELED "TOTAL VOTES" WILL INDICATE THE TOTAL NUMBER OF VOTES YOU MAY CAST.

Total Votes

Charles Baron
Terri Johnson
Chris Tatum

of votes _____
of votes _____
of votes _____

ASSOCIATION OF APARTMENT OWNERS OF MARRIOTT'S KAUAI RESORT AND BEACH CLUB ANNUAL AUDIT REPORT.

By filling in the circle below, the undersigned Owner(s) hereby requests from the AOA Board of Directors a copy of the annual audit report of the AOA required by Hawaii Revised Statutes §514B-150. If you do not fill in the circle below, you are indicating that you do not wish to receive a copy of the annual audit report of the AOA.

- Please send me a copy of the annual audit report of the AOA

I/We, the Owner(s) of the Vacation Ownership Interest(s) pertaining to the Apartment(s) listed above, have marked the above circle to indicate my/our desired vote regarding the AOA Annual Meeting agenda item set forth in this Written Consent Ballot.

Voting Member Signature

Voting Member Signature

(X): _____
Printed Name: _____

(X): _____
Printed Name: _____

Date: _____

Date: _____

PLEASE EITHER RETURN YOUR **COMPLETED** WRITTEN CONSENT BALLOT IN THE ENCLOSED POSTAGE PRE-PAID ENVELOPE OR VOTE ONLINE AT THE SECURE INTERNET SITE USING THE FOLLOWING LINK, proxyvoting.com/MVCI AND YOUR PERSONAL CONTROL NUMBER FOUND ON YOUR WRITTEN CONSENT BALLOT, 24 HOURS A DAY, SEVEN DAYS A WEEK BY NO LATER THAN 4:30 P.M., HAWAII STANDARD TIME, ON OCTOBER 5, 2018, SO THAT YOUR VOTE CAN BE COUNTED.

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)].

The undersigned, being the owner (the "Owner"), of ownership interest(s) in the program or property known as Kaua'i Marriott Resort & Beach Club, which is managed and administered by **Association of Apartment Owners of Marriott's Kauai Resort and Beach Club** (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