

August 26, 2019

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 2019 Annual Meeting of Marriott's Kauai Beach Club Owners Association will be held at 11:00 a.m., Hawaii Standard Time, on October 10, 2019, 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**

This email contains the link to the secure internet site that will allow you to submit your Limited Proxy electronically and also view the documents related to the Annual Meeting. It has confidential information specific to your account and intended only for the member(s) to whom it is addressed.

If you are unable to attend in person, you may submit your Limited Proxy electronically no later than 4:30 p.m., Hawaii Standard Time, on October 3, 2019. The internet procedures are designed to authenticate your electronic submission by use of a personal control number. To submit your Limited Proxy via Morrow Sodali's online system, please click on [proxyvoting.com/MVCI](http://proxyvoting.com/MVCI). At the site, you must enter the following control number: [# to be provided by proxy vendor]. **PLEASE MAKE NOTE OF YOUR CONTROL NUMBER AS THE INFORMATION IS AVAILABLE ONLY THROUGH MORROW SODALI.**

**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 10, 2019**, at Kaua'i Marriott Resort & Beach Club (see Reader Board for exact meeting room location), 3610 Rice Street, Lihue, Hawaii 96766. Also included on the internet site for your review 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, included on the internet site is a Written Consent Ballot ("Ballot") for you to submit online no later than 4:30 p.m., Hawaii Standard Time, on October 3, 2019. 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 3, 2019 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](mailto: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 on the secure internet site. **Only** if your interest is owned by **an entity** (e.g., partnership, corporation, trust, limited liability company), please complete the form online by designating one (1) voting member by entering his/her name on the form, signing, dating and submitting it 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](mailto:paul.toner@marriotthotels.com) or by phone at 808-246-5010 or Sherri Holcomb, Resort Manager, by email at [sherri.holcomb@vacationclub.com](mailto: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,

*Albert Kanahale*

Secretary/Treasurer

Marriott's Kauai Beach Club Owners Association

**Marriott's Kauai Beach Club Owners Association  
2019 Annual Meeting**

October 10, 2019 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 2018 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 2020 Annual Meeting Date
- Adjournment

**Marriott's Kauai Beach Club Owners Association (VOA)  
2019 Annual Meeting**

**Proposals**

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**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  
2019 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

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Name: George Hammond  
Home: Greenville, South Carolina  
Occupation: Retired, Financial Controller - Nestle USA  
Comments: "With the first step onto property and into your villa, you cherish the Aloha Spirit that greets you. An owner for 20 years, and 16-year VOA Board member, I have diligently worked to enhance that Spirit while protecting your investment and costs. Continuity and stability on the VOA Board has contributed to our successful navigation through renovations, new personnel, and ownership program changes. My particular role has been to know the fiscal history and monitor future expenditures for owners. There are challenges in creating a truly intergenerational property as more original owners share the Aloha Spirit with children and grandchildren. Increased short-term use by Destination guests brings both challenges and rewards, and I'm confident that my presence on the Board will be an asset to owners since I raise issues that need addressing. I would be honored to represent you for another term. Thank you for your past confidence."

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Name: Linda Pond  
Home: Gilroy, California  
Occupation: Realtor and Rancher  
Comments: "As a current member seeking re-election to the Board, I am privileged to serve alongside an outstanding and committed group of Board members whose proven dedication to serving our Owners is well-documented. Recently, it was my great privilege to be selected as Board Rep to work alongside the Design Team for the 2018 Renovation, listening to Owners' concerns, suggestions and translating them into an enhanced villa environment and experience while they are visiting. This Board, with Management Staff, has achieved a successful record of controlling costs and fees, while budgeting for these renovations, upgrades, and other necessary property improvements. My background is in real estate, property management, Trustee and Board of an exclusive Hunt Club Resort. My commitment to Kauai Beach Club and its Owners leads me to respectfully solicit your support once again to continue to represent your best interests and that of our beloved 'Home Away from Home'."

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Name: Linda Lee Rooney  
Home: Zephyr Cove, Nevada  
Occupation: School District Superintendent  
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'."

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**Association of Apartment Owners of Marriott's Kauai Resort and Beach Club (AOAO)  
2019 Annual Meeting**

October 10, 2019 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 2018 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 2020 Annual Meeting Date
- Adjournment

**Association of Apartment Owners of Marriott's Kauai Resort and Beach Club (AOAO)  
2019 Annual Meeting**

**Proposal**

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**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.

**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  
2019 Annual Meeting**

**Candidate Profiles**

Candidates listed in alphabetical order

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Name: Ronald E. Bereit  
Home: Colorado Springs, Colorado  
Occupation: Cameraman and Editor  
Comments: "My passion is to serve as a Marriott Kauai Beach Club Board of Director. By profession, I was a Change Management Consultant and Accountant for 40+ years, as well as serving on City council and planning boards, helping to improve the community's quality of living. Currently I am a Cameraman and Editor for a Christian organization, and love sharing in the Grace Message. I bring extensive professional experience, with significant leadership accomplishments, as well as integrity, credibility and a heart for progress in conjunction with excellence. I would love the chance to give back by lending my advisory skills. The Kauai Beach Club has been our "home" in Kauai since the late 90's. As an owner at the Kauai Beach Club, we have always seen the Kauai Beach Club as a "world class" property, and I would love to be integral part of keeping it special."

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Name: Art Gillespie  
Home: Bozeman, Montana  
Occupation: Retired Fire Chief, Dir. of Public Safety  
Comments: "In addition to serving as President of the VOA Board, I have served on the AOA Board since 2005. I believe that it has been beneficial to our owners to have a member of the timeshare owner's board sit on the AOA Board. Most of the major projects at our Resort are joint projects between the hotel and the timeshare owners. The AOA Board has responsibility for approving, funding and managing those projects. Since approximately 46% of the cost of these projects are paid by the timeshare owners it is important that your representatives on the VOA Board are informed regarding all aspects of these projects and are given the opportunity for input in the decision making process. By serving on both boards I am able to make sure that happens. If you support this arrangement I would appreciate your support so I may continue to work on your behalf."

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Name: Nathan Nathaniel Salant  
Home: Hoover, Alabama  
Occupation: Commissioner of College Sports Leagues  
Comments: "I am experienced CEO of non-profit NCAA D2 leagues who specialized in innovation, marketing, organizing events and bringing financial stability and net profits to organizations that never experienced them. My legal background and experience as a published author and public speaker would be assets. I have owned at the Beach Club since 1998 and never traded a week, so I know the property inside out."

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## Limited Proxy Submission Methods

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

1. By Internet

- a. Log onto [proxyvoting.com/MVCI](http://proxyvoting.com/MVCI), 24 hours a day, seven days a week, by the deadline of 4:30 p.m., Hawaii Standard Time, on October 3, 2019.
- 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 Submission Methods

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

1. By Internet.
  - a. Log onto [proxyvoting.com/MVCI](https://proxyvoting.com/MVCI), 24 hours a day, seven days a week, by the deadline of 4:30 p.m., Hawaii Standard Time, on October 3, 2019.
  - 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.

**Please note the Written Consent Ballot cannot be cast at the AOA Annual Meeting on October 10, 2019.**

**LIMITED PROXY**

**Marriott's Kauai Beach Club Owners Association  
2019 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 3, 2019 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 10, 2019.**

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 10, 2019, 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.

- George Hammond
- Linda Pond
- 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 3, 2019. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 10, 2019.**

**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 10, 2019  
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
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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
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Ronald E. Bereit	# of votes _____
Art Gillespie	# of votes _____
Nathan Nathaniel Salant	# 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): \_\_\_\_\_

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

Printed Name: \_\_\_\_\_

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](http://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 3, 2019, SO THAT YOUR VOTE CAN BE COUNTED.

**Please sign and return your Written Consent Ballot no later than  
4:30 p.m., Hawaii Standard Time, on October 3, 2019.**

**Please note, your Written Consent Ballot cannot be cast at the Annual Meeting on October 10, 2019.**

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