

August 19, 2019

RE: Notice of Annual Meeting
Association of Owners of Kalanipu'u Condominium (commonly referred to as the "AO")

Dear Marriott's Kauai Lagoons – Kalanipu'u Owner:

The 2019 Annual Meeting of the Association of Owners of Kalanipu'u Condominium will be held at 10:30 a.m., Hawaii Standard Time, on October 16, 2019, at Marriott's Kauai Lagoons – Kalanipu'u, Resort Activities Room, 3325 Holokawelu Way, Lihue, Hawaii 96766.

The purpose of the Annual Meeting is to review the operations of the AO, conduct any other business which may be presented at the Annual Meeting and to consider the following:

- Election of one (1) Member to the Board of Directors to serve a three-year term
- Election of Delegate and Alternate Delegate from the Association to represent the Association at the Kauai Lagoons Community Association Annual Meeting

The following Annual Meeting materials are included for your review:

- **Agenda**
- **Proposals**
- **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 10, 2019.

In connection with updating your AOA records, a **Certificate of Voting** form is included. If your interest is owned by an entity (e.g., partnership, corporation, trust, limited liability company), please designate 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. 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 any questions regarding the Annual Meeting or the enclosed materials, please contact Thomas Jordan, General Manager, or by email at thomas.jordan@vacationclub.com or by phone at 808-632-8206.

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 expenses 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,

Ed Fuller

Secretary/Treasurer

Association of Owners of Kalanipu'u Condominium

**Association of Owners of Kalanipu'u Condominium
2019 Annual Meeting**

October 16, 2019 at 10:30 a.m., Hawaii time

Marriott's Kauai Lagoons-Kalanipu'u
Resort Activities Room
3325 Holokawelu Way
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 the Floor
 - Tabulation of Votes
- Board of Directors Report
- Resort Operations Report
- Financial Report
- Voting Results
 - Election of One (1) Member of the Board
- New Business
 - Election of Delegate and Alternate Delegate
 - Announcement of 2020 Annual Meeting Date
- Adjournment

**Association of Owners of Kalanipu'u Condominium
2019 Annual Meeting**

Proposals

1. Election of One (1) Member to the Board of Directors to serve a three-year term

One (1) Member will be elected to the Board of Directors, by the Front Desk Owner, to serve a three-year term.

This agenda item will be presented and voted on at the Annual Meeting.

2. Election of Delegate and Alternate Delegate to represent the Association at the Kauai Lagoons Community Association Annual Meeting

Each District shall elect (or appoint) a Delegate who shall be responsible for casting all votes attributable to Units owned by Class "A" Members in the District on all Association matters requiring a membership vote. In addition, each District shall elect (or appoint) an alternate Delegate who shall be responsible for casting such votes in the absence of the Delegate. If a District has an association, Delegates and alternate Delegates shall be members of the Board of that association.

This agenda item will be presented and voted on at the Annual Meeting.

Limited Proxy Submission Method

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

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 for your vote to be counted.
- d. Mail the Limited Proxy in the enclosed postage-paid envelope.

LIMITED PROXY

**Association of Owners of
Kalanipu'u Condominium
2019 Limited Proxy**

Date Signed: _____

Unit Number: _____

Voting Member Signature

(X): _____

Printed Name: _____

Voting Member Signature

(X): _____

Printed Name: _____

Legal Name: _____

NOTE: FOR THIS PROXY TO BE VALID, THE PROXY GIVER MUST PROVIDE THE DATE THAT THE PROXY IS GIVEN, HIS OR HER PRINTED NAME, HIS OR HER SIGNATURE, UNIT NUMBER(S) FOR WHICH THE PROXY IS GIVEN AND THE PRINTED NAME OF THE PERSON OR ENTITY TO WHOM THE PROXY IS GIVEN. PLEASE SIGN AND RETURN THIS LIMITED PROXY BY 4:30 P.M., HAWAII STANDARD TIME, ON OCTOBER 10, 2019, TO THE SECRETARY OF THE ASSOCIATION OR THE MANAGING AGENT. PLEASE NOTE, HOWEVER, THAT VOTES WILL BE COUNTED IF CAST IN PERSON AT THE MEETING ON OCTOBER 16, 2019.

1. The above signed, as member(s) of the **Association of Owners of Kalanipu'u Condominium** (the "Association"), do hereby appoint [**Indicate only one choice by filling in the circle at one of (a), (b), (c), (d) or (e). If your choice is (b), please also print the name of the person appointed.**]:
- (a) **Charles Baron**, 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); **OR**
 - (c) No one; this proxy is provided for quorum purposes only [**Please note that if you select this option (c) your vote will be counted for quorum purposes only and shall not be counted towards any action to be taken at the meeting**]; **OR**
 - (d) The Board of Directors of the Association as a whole, to be voted on the basis of the preference of a majority of the directors present at the meeting; **OR**
 - (e) The members of the Board of Directors present at the meeting, with the vote to be shared with each Board member receiving an equal percentage,

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 the Association of Owners of Kalanipu'u Condominium**, to

be held at 10:30 a.m., Hawaii Standard Time, on October 16, 2019, at Marriott's Kauai Lagoons – Kalanipu'u, Resort Activities Room, 3325 Holokawelu Way, Lihue, Hawaii 96766, except that my proxy holder's authority is limited as indicated below.

2. **GENERAL POWERS (NON-AGENDA ITEM).** 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.
3. By filling in the circle below, the above signed owner(s) hereby requests from the Board of Directors a copy of the annual audit report of the Association required under Hawaii Revised Statutes §514B-150.
- Please send me a copy of the annual audit report of the Association

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 by 4:30 p.m., Hawaii Standard Time, on October 10, 2019. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 16, 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 **Marriott's Kauai Lagoons – Kalanipu'u**, which is managed and administered by **Association of Owners of Kalanipu'u Condominium** (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