

August 30, 2018

RE: Notice of Annual Meeting
Maui Ocean Club Vacation Owners Association (referred to as the "VOA") and
Written Consent Ballot for Annual Meeting of Association of Apartment Owners of Maui Ocean Club
(referred to as the "AOAO")

Dear Marriott's Maui Ocean Club Owner:

The 2018 Annual Meeting of Maui Ocean Club Vacation Owners Association will be held at 9:15 a.m., Hawaii Standard Time, on October 16, 2018, at Marriott's Maui Ocean Club, 100 Nohea Kai Drive, Lahaina, Hawaii 96761.

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 number of Directors of the VOA Board
- Election of two (2) members to the VOA Board of Directors, 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 online no later than 4:30 p.m., Hawaii Standard Time, on October 9, 2018. 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. 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 will be held at 9:00 a.m., Hawaii Standard Time, on October 16, 2018,** at Marriott's Maui Ocean Club, 100 Nohea Kai Drive, Lahaina, Hawaii 96761. 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 of the Candidates for election to 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 9, 2018. 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 Maui Ocean 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 9, 2018 deadline, or if there is no majority vote of Owners for a Unit as to issue 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@morrowsodali.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 or the meeting materials, please contact Bill Countryman, General Manager, by email at bill.countryman@vacationclub.com or by phone at 808-667-8200.

Whether or not you plan to attend the Annual Meetings, 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 in order to obtain the votes required to hold the VOA Annual Meeting. Your votes and participation are important to the Associations.

Sincerely,

John Draeger

Secretary/Treasurer

Maui Ocean Club Vacation Owners Association

**Maui Ocean Club Vacation Owners Association (VOA)
2018 Annual Meeting**

October 16, 2018 at 9:15 a.m., Hawaii time

Marriott's Maui Ocean Club
100 Nohea Kai Drive
Lahaina, Hawaii 96761

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 Number of Directors of the Board
 - Election of Two (2) Members of the Board
 - Application of Surplus Funds
- New Business
 - Announcement of 2019 Annual Meeting Date
- Adjournment

**Maui Ocean Club Vacation 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.”

Increasing the number of the Board of Directors may increase Operating expenses to the Association.

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

Your Board of Directors recommends maintaining the current number of Directors at five (5).

**2. Election of Two (2) Members to the Board of Directors, each to serve a three-year term
(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. Please see 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.”

**Maui Ocean Club Vacation Owners Association
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Jeff Robert Bojeski
Home: Mansfield, Texas
Occupation: VP & GM US Group Ropak Packaging
Comments: "I am a long time owner, We purchased in Maui over 16 years ago and made it out to the island multiple times. I have served on many boards and I am pass Chairman of the board at Walnut Creek in Mansfield Texas. If elected I will represent all owners interest and ensure dues collected are used to support the ongoing efforts at our resort. I believe I would work hard for all owners, to ensure we help grow the resort and protect our investment. I love Maui and the island life and would like to see our resort be one of the focal points for anyone visiting. Yours Truly, Jeff Bojeski"

Name: Nathan Guikema
Home: Orlando, Florida
Occupation: Marriott Vacations Worldwide Operations
Comments: "I have served as a member of VOA and AOA Boards for several years and continue to partner with the Board and the expert management team to work for the best interests of the timeshare owners. I have served on, and worked with, many HOA Boards and Timeshare Boards and bring my experience and energy to Maui Ocean Club. As long as I am serving in this capacity, will strive to bring my experience to the betterment of the Association."

Name: Peter Rammer
Home: Danville, California
Occupation: Software/Hardware Consultant
Comments: "I have been an Maui Ocean Club Owner for 18 years and Destination Club Owner for 8 years. I love the Maui Ocean Club and all it has to offer. I feel it is the premier destinations in the Vacation Club system and I would like to keep it that way. I have served on several boards and owned a property management company. I feel this practical experience coupled with a high business acumen will make me a valuable addition to our board. I will diligently represent all Ocean Club Owners. I would not take this appointment lightly as I promise to DEVOTE ALL THE TIME NECESSARY to help the Maui Ocean Club prosper and grow for years to come. I want to keep the Maui Ocean Club a place for our families to enjoy for years to come. Mahalo..."

**Maui Ocean Club Vacation Owners Association
2018 Annual Meeting**

Candidate Profiles

(continued)

Name: Linda L. Rooney
Home: Zephyr Cove, Nevada
Occupation: School District Superintendent, Retired
Comments: “Our amazing Maui Ocean 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 Maui Ocean Club neighbors with great enthusiasm, positive energy and my sincere “Spirit of Aloha.”

Name: Larry Wolfe
Home: Rancho Santa Fe, California
Occupation: Retired - Senior Vice President, Intuit Inc.
Comments: “I am currently a board member of both the Maui Ocean Club VOA and the AOA. My wife and I are owners with a combination of legacy weeks and Vacation Club Points. We have been coming to Maui for over thirty-five years and call Kaanapali Beach and especially the Marriott resort our second home. During my working career I was a partner in a CPA firm and founded a software company. When I retired I was a senior vice president at Intuit, Inc. responsible for all of its tax products, including TurboTax. I serve on several boards and am chairman of the audit committee for one public company. It has been an honor and privilege to serve on the Maui Ocean Club boards and I hope to continue to have the opportunity to do so for the next term.”

**Association of Apartment Owners of Maui Ocean Club (AOAO)
2018 Annual Meeting**

October 16, 2018 at 9:00 a.m., Hawaii time

Marriott's Maui Ocean Club
100 Nohea Kai Drive
Lahaina, Hawaii 96761

Agenda

- Call to Order
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- Financial Report
- Voting Results
 - Election of Two (2) Members of the Board
- New Business
 - Announcement of 2019 Annual Meeting Date
- Adjournment

**Association of Apartment Owners of Maui Ocean Club (AOAO)
2018 Annual Meeting**

Proposal

1. Election of Two (2) Members to the Board of Directors, each to serve a three-year term (Item 2.A. 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.

**Association of Apartment Owners of Maui Ocean Club
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Jeff Robert Bojeski
Home: Mansfield, Texas
Occupation: VP & GM US Group Ropak Packaging
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**Association of Apartment Owners of Maui Ocean Club
2018 Annual Meeting**

Candidate Profiles

(continued)

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Occupation: School District Superintendent, Retired
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Home: Rancho Santa Fe, California
Occupation: Retired - Senior Vice President, Intuit Inc.
Comments: “I am currently a board member of both the Maui Ocean Club VOA and the AOAO. My wife and I are owners with a combination of legacy weeks and Vacation Club Points. We have been coming to Maui for over thirty-five years and call Kaanapali Beach and especially the Marriott resort our second home. During my working career I was a partner in a CPA firm and founded a software company. When I retired I was a senior vice president at Intuit, Inc. responsible for all of its tax products, including TurboTax. I serve on several boards and am chairman of the audit committee for one public company. It has been an honor and privilege to serve on the Maui Ocean Club boards and I hope to continue to have the opportunity to do so for the next term.”

LIMITED PROXY

**Maui Ocean Club Vacation
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 9, 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 16, 2018.

1. The above signed, as member(s) of **Maui Ocean Club Vacation 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) **Mark Neumann**, 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 Maui Ocean Club Vacation Owners Association**, to be held at 9:15 a.m., Hawaii Standard Time, on October 16, 2018 at Marriott's Maui Ocean Club, 100 Nohea Kai Drive, Lahaina, Hawaii 96761, 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. Your Board of Directors strongly recommends maintain the current number of Directors at five (5) 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 details.

- 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 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.

- Jeff Robert Bojeski
- Nathan Guikema
- Peter Rammer
- Linda L. Rooney
- Larry Wolfe

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 Maui Ocean Club Vacation 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 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.

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 9, 2018. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 16, 2018.

WRITTEN CONSENT BALLOT

**DESIRED VOTE BY MAUI OCEAN CLUB VACATION OWNERS ASSOCIATION (“VOA”) MEMBERS
ON PROPOSALS TO BE CONSIDERED AT THE ANNUAL MEETING OF
ASSOCIATION OF APARTMENT OWNERS OF MAUI OCEAN CLUB (“AOAO”)
TO BE HELD AT 9:00 A.M., HAWAII STANDARD TIME, ON OCTOBER 16, 2018,
AT MARRIOTT’S MAUI OCEAN CLUB, 100 NOHEA KAI DRIVE, LAHAINA, HAWAII 96761**

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 AND PROPOSAL FOR ADDITIONAL DETAILS AND PROFILES OF CANDIDATES FOR THE AOAO BOARD OF DIRECTORS. FOR YOUR DESIRED VOTE ON THE AGENDA ITEM TO BE COUNTED BY THE VOA BOARD, YOU MUST MARK THE CIRCLE 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 MAUI OCEAN CLUB VACATION OWNERSHIP PROGRAM DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS.

A. Election of AOAO Board Member: Election of two (2) members to the AOAO’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.

- Jeff Robert Bojeski
- Nathan Guikema
- Peter Rammer
- Linda L. Rooney
- Larry Wolfe

ASSOCIATION OF APARTMENT OWNERS OF MAUI OCEAN CLUB ANNUAL AUDIT REPORT. By filling in the circle below, the undersigned Owner(s) hereby requests from the AOAO Board of Directors a copy of the annual audit report of the AOAO 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 AOAO.

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

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 ON-LINE AT THE SECURE INTERNET SITE USING THE FOLLOWING LINK proxymoting.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 9, 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 **Marriott's Maui Ocean Club**, which is managed and administered by **Association of Apartment Owners of Maui Ocean 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