

August 12, 2019

RE: Notice of Annual Meeting
MountainSide Condominium Association, Inc.

Dear Owner:

The 2019 Annual Meeting of the MountainSide Condominium Association, Inc., will be held at 2:00 p.m., Mountain time, on October 9, 2019, at Hyatt Place Park City, 4377 North Highway 224, Park City, Utah 84098.

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

- Election of two (2) Members to the Management Committee, each to serve a two-year term

The following Annual Meeting materials are enclosed for your review:

- **Agenda** for the meeting
- **Proposal** to be considered
- **Candidate Profiles** of the candidates for election to the Management Committee
- **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 this meeting. It has confidential information specific to your account and is intended only for the member to whom it is addressed.

If you are unable to attend in person, you may submit your Limited Proxy electronically no later than 11:59 p.m., Eastern time, on October 2, 2019. The internet procedures are designed to authenticate your electronic submission by use of a personal control number. To submit your proxy via Morrow Sodali's online system, please click on proxylvoting.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 THIS INFORMATION IS AVAILABLE ONLY THROUGH MORROW SODALI.**

If you have questions in regards to submitting your Limited Proxy electronically, please contact Morrow Sodali by email at mvci.info@morrrowsodali.com.

If you have questions about your Limited Proxy or the information enclosed, please contact Tanner Newton, General Manager, by phone at 435-940-2000 or by email at tanner.newton@vacationclub.com.

Whether or not you plan to attend the Annual Meeting, I encourage you to submit your Limited Proxy promptly. If the quorum requirement is not met, the Association will incur an additional expense to re-notice Owners in order to obtain the votes required to hold the Annual Meeting. Your vote and participation are important to the Association.

Sincerely,

Jim Phillips

Secretary

MountainSide Condominium Association, Inc.

**MountainSide Condominium Association, Inc.
2019 Annual Meeting**

October 9, 2019 at 2:00 p.m., Mountain time

Hyatt Place Park City
4377 North Highway 224
Park City, Utah 84098

Agenda

- Call to Order
- Establishment of Quorum
- Appointment of Recording Secretary
- Proof of Notice of Annual Meeting
- Approval of Agenda
- Approval of the 2018 Annual Meeting Minutes
- Appointment of Inspector of Election
 - Nominations from Floor
 - Tabulation of Votes
- Board of Directors Report
- Resort Operations Report
- Financial Report
 - 2020 Budget and Maintenance Fee
- Voting Results
 - Election of two (2) Members to the Management Committee
- New Business
 - Announcement of 2020 Annual Meeting Date
- Adjournment

MountainSide Condominium Association, Inc.
2019 Annual Meeting

Proposal

1. **Election of two (2) Members to the Management Committee** (Item 2a on your Limited Proxy)
Two (2) Members will be elected to serve on the Management Committee, each to serve a two-year term.
See the Candidate Profiles for a summary of the candidates.

MountainSide Condominium Association, Inc.
2019 Annual Meeting

Candidate Profiles

Candidates are listed in alphabetical order

Name: Donald R. Bianchi
Home: Irving, Texas
Occupation: Retired-Manager of Southwest Facilities Operations-Mobile Oil Corporation
Comments: “My wife and I are multiple property owners and have been at MountainSide since 2004. We have enjoyed the beauty of this area, have shared it with family and friends over the years, and have appreciated the effort to maintain this excellent resort. My previous work experience has been in the management and maintenance of buildings, grounds and internal operations (e.g., food, security, mail, etc.) supporting building occupants, as well as serving on inter-governmental task forces focusing on energy efficiencies. I have also served on several boards and homeowners associations. Through my education and experience, I recognize the value of adhering to budgets, listening to input, providing customer satisfaction and protecting investments. Resort type properties like ours have the same requirements. I understand the challenges of providing an environment for a quality vacation experience while working within fiscal responsibilities. I would greatly appreciate the opportunity to represent the interests of our owners.”

Name: James Masterson
Home: Pleasanton, California
Occupation: Food Industry Executive General Foods, Kraft Foods & Strategic Consultant
Comments: “I enjoyed a successful 35-year career as a food industry executive, serving in a variety of leadership positions, several of which dealt with organizational re-engineering to meet customer/consumer needs. Upon retirement, I established myself as a strategic consultant focused on integrated behavior-based marketing services, business/customer development, in addition to service as Senior Vice President for a communications start-up. My experiences have given me a broad general management background and further challenged my capabilities to thrive as an independent businessman. I am a Chairman's Club owner and Lifetime Platinum Rewards member. As a long-term investor in Marriott Vacation Club, my family has been able to enjoy all the best of what Marriott has to offer. I have a vested interest to sustain the tradition of excellence, while protecting the interests of our family’s legacy. If I am fortunate enough to be elected, I will strive to look for ways to enhance the vacation experience in a cost-effective manner.”

Name: Jim Phillips
Home: Fayetteville, Arkansas
Occupation: Business Executive, Lawyer, CPA Certificate Holder, Real Estate Broker/Developer
Comments: “I have greatly appreciated my opportunity to serve on the Board of Directors representing the interests of MountainSide owners for the past several years. My experience on the Board has given me insight into what it takes to keep our resort fresh and well-maintained to provide a quality experience for the owners and guests. We have been fortunate to be able to work closely with the excellent Marriott team in making our resort the treasure that it is. I would like to see continued improvements in the resort and to provide the amenities the owners want. I am always respectful of the owners' desires and want to keep the maintenance fees very reasonable with adequate reserves to protect our investment. If re-elected, I will be honored to continue to use my diverse background to serve your interests as your Board member.”

MountainSide Condominium Association, Inc.
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Candidate Profiles
(continued)

Name: Keven Rowe
Home: Salt Lake City, Utah
Occupation: Attorney
Comments: "I very much appreciate the opportunity to serve on the Board of Directors and as President of the MountainSide Owner's Association. As I look forward to this upcoming Board term, I believe the current management transition at the resort and the natural aging of the resort present unique challenges for the Board of Directors. I have been intimately involved in most of these ongoing issues, including the upcoming planned refurbishment of the resort. I believe that my experience serving as Director will be valuable in addressing these issues. My goal as a Board member has been to ensure the resort is well-run, well-maintained and a great destination for each owner's vacation experience while watching the annual cost of ownership to each owner and protecting the value of each owner's investment. If re-elected, I will continue to do my best to serve the interests of our resort owners."

Name: Steven L. Timm
Home: Cottonwood Heights, Utah
Occupation: General Contractor
Comments: "I have been an owner at Marriott's MountainSide for 14 years. I am born and raised in Salt Lake City, Utah. I am a licensed General Contractor and have experience in cost estimating, commercial construction and project management. I pay attention to the details. I want to maintain the resort in great condition while keeping our owner fees and taxes at a minimum. I would appreciate the opportunity to serve on the Board of Directors."

APPOINTMENT OF LIMITED PROXY

**MountainSide Condominium
Association, Inc.
2019 Appointment of Limited Proxy**

Date: _____

Owner/Voting Member Signature

(X): _____

Owner/Voting Member Signature

(X): _____

Legal Name:

Note: This Appointment of Limited Proxy must be dated and signed by the owner(s) or the designated voting member for the vote(s) to be counted. Please sign and return your Appointment of Limited Proxy on or before October 2, 2019. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before October 9, 2019.

1. The above signed, as member(s) of **MountainSide Condominium Association, Inc.** (the Association), do hereby appoint EITHER (indicate choice by filling in the circle at (1) or (2)):
- (1) **Keven Rowe**, President of the Association, or any officer or director of the Association in attendance he so designates in his absence; **OR**
 - (2) _____
(Insert name of individual, who MUST be in attendance at the Annual Meeting in order for your vote(s) to be counted.)

as my true and lawful attorney-in-fact and proxy holder, revoking all previous proxies, to vote in my place and stead on my behalf, as though I myself were present, with power of substitution, at the **Annual Meeting of MountainSide Condominium Association, Inc.**, to be held at 2:00 p.m., Mountain time, on October 9, 2019, at Hyatt Place Park City, 4377 North Highway 224, Park City, Utah 84098, except that my proxy holder's authority is limited as indicated below.

2. **AGENDA ITEM. (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST MARK THE CIRCLE(S) PROVIDED BELOW. IF YOU LEAVE ANY ITEM IN THIS SECTION BLANK, YOUR PROXY HOLDER MAY NOT CAST A VOTE ON SUCH ITEM.)**
- a. Election of two (2) Members to the Management Committee, each to serve a two-year term. See the Candidate Profiles for a summary of the candidates. Cumulative voting is prohibited. Please vote for no more than two (2) candidates. Selection of more than two (2) candidates will invalidate your vote.
- Donald R. Bianchi
 - James Masterson
 - Jim Phillips
 - Keven Rowe
 - Steven L. Timm

3. **GENERAL POWERS NON-AGENDA ITEM(S).**
You may choose to grant your proxy holder general powers. Please fill in the circle below if you want your proxy holder to vote on other issues which may come up at the meeting and for which a limited proxy is not required.
- I authorize and instruct my proxy holder to use his or her best judgment on all matters which properly come up before the meeting and for which a general power may be used.

THIS LIMITED PROXY IS REVOCABLE BY THE OWNER UPON NOTICE TO THE ASSOCIATION, AND IS VALID ONLY FOR THE MEETING FOR WHICH IT IS GIVEN AND ANY LAWFUL ADJOURNMENT THEREOF. IN NO EVENT IS THIS LIMITED PROXY VALID FOR MORE THAN ELEVEN (11) MONTHS.