

August 20, 2018

RE: Notice of Annual Meeting
OceanWatch Villas Owners Association

Dear Marriott's OceanWatch at Grande Dunes® Owner:

The 2018 Annual Meeting of OceanWatch Villas Owners Association will be held at 8:30 a.m., Eastern time, on October 9, 2018, at Marriott's OceanWatch at Grande Dunes®, Starfish Room, 8500 Costa Verde Drive, Myrtle Beach, South Carolina 29572.

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 Board of Directors, each to serve a three-year term

The following Annual Meeting materials are enclosed for your review:

- **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 11:59 p.m., Eastern time, on October 2, 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 9, 2018. If you submit your Limited Proxy on the internet, please do not also mail your Limited Proxy.

In connection with updating your records, a **Certificate of Voting** form is included. **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 completing the form, please designate one (1) voting member by writing their name on the enclosed form, sign, date and return with your Limited Proxy in the business return envelope provided. Or, you may complete the form electronically by entering the name of your designated voting member, signing and submitting online. Single, individual Owners do not need to complete a form. 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 have any questions regarding submitting your Limited Proxy electronically, please contact Morrow Sodali by email at mvci.info@morrowssodali.com.

If you have any questions about your Limited Proxy or the information enclosed, please contact Paul Bishop, General Manager, by phone at 843-692-5501 or by email at paul.bishop@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,

Birgit Koellner-Gozlan

Secretary
OceanWatch Villas Owners Association

**OceanWatch Villas Owners Association
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: George Arena
Home: Mooresville, North Carolina
Occupation: Retired, former President of Microwave Data Systems
Comments: “George Arena, age 65, resident of Mooresville, NC (Charlotte) since 2004. We have owned 4 weeks at Ocean Watch since 2007. My prior residence was in Rochester, New York and my education includes a BS from Clarkson University and an MBA from Rochester Institute of Technology. My primary occupation, from 1985-2000, was as co-founder and Vice President and then President of Microwave Data Systems, in Rochester, now a division of General Electric. In North Carolina, I have served on the HOA Board of Sailview, a 485-home community on Lake Norman, including as president my final year. I was a Commissioner of Lincoln County from 2008-2012 and a member of the Centralina Council of Governments and Centralina Economic Development Commission. I believe Ocean Watch is an outstanding property and I would be pleased to offer my time and experience to the owners to serve on the Board of Directors.”

Name: Raymond Corbin
Home: Troy, Michigan
Occupation: Owner, Corbin ClearPath Consultants
Comments: “My name is Ray Corbin and my wife Carol and I have proudly owned at Ocean Watch since 2005. Ocean Watch is our annual fall vacation spot so it is important to me to serve this great resort which we love. I was an executive in the automotive industry for 43 years and now own a management consulting firm working on strategic and tactical plans for small companies. This gives me a strong business operations background. In addition, I have other recent Marriott Vacation Club Board experience. If elected I promise to bring passion and my experience to support Ocean Watch. I believe as a Director I represent you foremost as the “Voice of the Owner” especially in matters concerning maintenance and resort improvements, all balanced by reasonable maintenance fees. My goal will be continued close collaboration between the onsite management team and the Board. Thank you for your consideration.”

Name: Leslie Holliday
Home: Bethel Park, Pennsylvania
Occupation: Retired, Teacher; active vocal media services
Comments: “My wife and I became Marriott owners with our first purchase of 2 weeks at OceanWatch in 2008. Since then, we have added weeks at three other Marriott resorts, and we have some Destination Points--enough to be respectable. :-) From our travels, we are convinced that OceanWatch may be THE most beautiful of all the Marriott Vacation Club campuses, and I am looking forward to joining the Board to make everything about vacations here enjoyable. The careful stewardship of finances, the ability to assess and set goals, and the commitment to create a better future for OceanWatch is what inspires me to join the Board. Thank you for all that YOU do as voting members of OceanWatch owners, and thank you for your support as we continue to improve!”

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Candidate Profiles
(continued)

Name: Richard Kornacki
Home: Duncan, South Carolina
Occupation: Retired, Chief Operating Office & Executive Vice President (Michelin North America)
Comments: “West Point graduate. I would be honored to represent your interests as a member of the board of directors of Marriott’s Ocean Watch at Myrtle Beach, SC. My wife and I have been proud owners at M.O.W. for ten years and have attained the Chairman’s Club status. Being retired and living in Duncan, S.C., I believe that I can devote the necessary time, effort and energy to make Marriott’s Ocean Watch an even greater vacation experience. I will work tirelessly to listen to your suggestions and make every effort to make substantive improvements. Retired following a successful 33-year career at Group Michelin culminating as Executive Vice-President and Chief Operating Officer. Experienced in executive leadership, manufacturing, materials transformation, information technology, human resources, engineering and large-scale project management in both the United States and France. A United States Army veteran attaining the rank of Captain, predominantly as an Army Aviator, I served tours in the United States, South Korea and the Dominican Republic. I am also a graduate of Clemson University, obtaining a Master in Business Administration.”

Name: Robert McBrayer
Home: Huntsville, Alabama
Occupation: Retired, from Nasa. Managed major scientific payloads for the Shuttle missions.
Comments: “My name is Robert McBrayer, and I am retired. I worked 38 years as an engineer and manager for the National Aeronautics and Space Administration (NASA), working numerous projects supporting Gemini, Apollo, Skylab and Space Shuttle Programs. I held numerous management positions at the Marshall Space Flight Center. After retirement I worked for several aerospace companies, and independently consulted with NASA on various major projects. I also have extensive leadership experience with National, International, and Statewide volunteer organizations and with church committees, including chairing a committee for design and construction of a \$3.5 million Sunday School Building. Since 2006, my wife and I have been owners of deeded properties at SurfWatch/OceanWatch, and Marriott Vacation Club Points. Our family has enjoyed time at Marriott Resorts and I would like volunteering my time to support OceanWatch management as a Director.”

Name: Daniel Tovar
Home: Catharpin, Virginia
Occupation: Chief Technology Officer
Comments: “I have been a proud MVCI owner of deeded properties and points for the last 20 years and have a vested interest in what has become the provider of my family's greatest memories. I would like to bring my vacationing experiences and my leadership as a Program Manager to the Board of Directors so that Ocean Watch can continue to be the resort we have all come to love. I have been a Program Manager for multi-million dollar IT systems for the federal government for two decades and am experienced at tracking costs and managing multiple projects on time and within budget from beginning to end. Most importantly, I'm a father who believes in the Marriott brand for providing unforgettable memories to my family.”

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Candidate Profiles
(continued)

Name: Grafton Wells
Home: Staunton, Virginia
Occupation: Law Enforcement, Police Chief
Comments: "I am Grafton "Butch" Wells, retired Police Chief from Staunton, VA. My wife, Donna, and I have been Ocean Watch owners for approximately 10 years. During and following my 34-year law enforcement career I have served on numerous Executive Boards, to include: Virginia Police Chiefs Executive Association, Augusta County Board of Supervisors, YMCA, United Way, Spring Lakes Home Owners Association. It is abundantly clear our Ocean Watch manager, staff, and board work toward the same goal: to make our resort one of Marriott's Premier Vacation Resorts. I would like to help with this effort. While serving previous Boards I continuously encouraged teamwork, friendliness, honesty, creativity, and willingness to listen. If chosen I would do my best to bring those same qualities to Ocean Watch."

Limited Proxy Submission Methods

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

1. By Internet

- a. Log onto proxyvoting.com/MVCI, 24 hours a day, seven days a week by the deadline of 11:59 p.m., Eastern time, on October 2, 2018.
- b. Enter the control number that appears on your Limited Proxy.
- c. Follow the simple instructions.

2. 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

**OceanWatch Villas Owners Association
2018 Limited Proxy**

Date Signed: _____

Voting Member Signature:

(X): _____

Voting Member Signature:

(X): _____

Legal Name:

Note: All owners (or the designated voting member, if applicable) must sign and date the Limited Proxy for the vote(s) to be counted. Please sign and return your Limited Proxy on or before October 2, 2018. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before October 9, 2018.

1. The above signed, as member(s) of **OceanWatch Villas Owners Association** (the "Association"), do hereby appoint **EITHER** (indicate **only one choice** by filling in the circle at (1) or (2)):

(1) **Brian Myers**, 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 OceanWatch Villas Owners Association** to be held at 8:30 a.m., Eastern time, on October 9, 2018, at Marriott's OceanWatch Villas at Grande Dunes®, Starfish Room, 8500 Costa Verde Drive, Myrtle Beach, South Carolina 29572, except that my proxy holder's authority is limited as indicated below.

2. **AGENDA ITEM(S). (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUE(S), 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 Board of Directors each to serve a three (3) year term. See the Candidate Profiles for a summary of the candidates. Please vote for no more than two (2) candidates. Selection of more than two (2) candidates will invalidate your vote.

- George Arena
- Raymond Corbin
- Leslie Holliday
- Richard Kornacki
- Robert McBrayer
- Daniel Tovar
- Grafton Wells

3. GENERAL POWERS NON-AGENDA ITEM(S).

A. 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 MEMBER, IN ACCORDANCE WITH THE BYLAWS OF 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.

Owner ID/Villa/Week:

CERTIFICATE OF VOTING MEMBER – INDIVIDUALS

[This Certificate of Voting Member (Individuals) form should only be used for those Interests owned by multiple individuals. Partnerships, corporations, trusts, limited liability companies and other entity owners shall use the Certificate of Voting Member (Entity) form on page 2.]

The undersigned, being the owners (“each, an “Owner” and, collectively, the “Owners”), of ownership interest(s) (each, an “Interest”), in the program or property known as **Marriott’s OceanWatch at Grande Dunes®** which is managed and administered by **OceanWatch Villas Owners Association** (the “Association”), hereby designate the below-listed individual as the “Voting Member” to cast the vote, on Owners’ behalf, for each such Interest, in all matters pertaining to the Association, until this Certificate of Voting Member is revoked or suspended by written instrument executed by the Owners.

Each 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 the Owners relating to the Association prior to the dates set forth below.

In designating a Voting Member, all Owners must sign below.

VOTING MEMBER

_____ (type or print one (1) name; Voting Member must be on Deed)

OWNERS:

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

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). For Interests owned by multiple individuals, please use the Certificate of Voting Member (Individuals) form on page 1.]

The undersigned, being the owner (the "Owner"), of ownership interest(s) in the program or property known as **Marriott's OceanWatch at Grande Dunes®** which is managed and administered by **OceanWatch Villas Owners Association** (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