

August 14, 2019

RE: Notice of Annual Meeting
Frenchman's Cove Condominium Owners' Association, Inc.

Dear Marriott's Frenchman's Cove Owner:

The 2019 Annual Meeting of Frenchman's Cove Condominium Owners' Association, Inc. will be held at 5:00 p.m., Eastern time, on September 26, 2019, at Yacht Haven Grande (see Reader Board for exact meeting room location), 5304 Yacht Haven Grande, St. Thomas, US Virgin Islands 00802.

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 one (1) Member to the Board of Directors to serve a three-year term

The following Annual Meeting materials are included for your review by clicking on the link below:

- **Agenda** for the meeting
- **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 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 online no later than 11:59 p.m., Eastern time, on September 19, 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 on-line 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 regarding submitting your Limited Proxy electronically, please contact Morrow Sodali by email at mvci.info@morrrowsodali.com.

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 a form, you may complete it online by entering the name of your designated voting member, signing and submitting electronically. 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 the Annual Meeting, please contact Scott Derrickson, General Manager, by email at scott.derrickson@vacationclub.com or by phone at 340-693-4820.

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 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,

Richard J. Milligan

Secretary/Treasurer

Frenchman's Cove Condominium Owners' Association, Inc.

**Frenchman's Cove Condominium Owners' Association, Inc.
2019 Annual Meeting**

September 26, 2019 at 5:00 p.m., Eastern Time

Yacht Haven Grande
(See Reader Board for Exact Meeting Room Location)
5304 Yacht Haven Grande
St. Thomas, US Virgin Islands 00802

Agenda

- Call to Order
- Roll Call; Certifying of Proxies; Establishment of Quorum
- Proof of Notice of Annual Meeting
- Appointment of Recording Secretary
- 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
- Financial Report
- Resort Operations Report
- Voting Results
 - Election of one (1) Member to the Board of Directors
- New Business
 - Announcement of 2020 Annual Meeting Date
- Adjournment

**Frenchman's Cove Condominium Owners' Association, Inc.
2019 Annual Meeting**

Candidate Profiles

The candidates are listed in alphabetical order.

Name: Raymond J. Gerhart
Home: Salem, South Carolina
Occupation: Principal Engineer
Comments: "I have much experience in teaching and implementing quality assurance and customer service processes. Part of my role as principal engineer required overseeing facilities engineering and energy management for the entire site. In addition, was the Safety Manager, facilitating loss prevention training, property insurance reviews, accident investigation and job safety/ergonomic analysis. During my tenure, our site became an OSHA Star facility, recognizing the quality and depth of the safety processes in place. Continuous improvement with goals and measurements were a major part of my career. My spouse and I consider Frenchman's Cove our second home. I have a strong desire to continue improving all aspects of the facility. I commit to provide whatever time is required to ensure the facility continues to provide outstanding and forever lasting memory experience for everyone who visits Frenchman's Cove."

Name: Bill Whelihan
Home: Orlando, Florida
Occupation: Vice President, Resort Operations
Comments: "My family and I are multi-week owners at Frenchman's Cove and have established important family traditions as a result of our ownership. I believe that the quality of the facilities and services at the resort is due to a successful partnership between the board and the resort team. As we continue the evolution of the property, we must continue our proactive management to protect the asset while managing costs. As the current President of the Frenchman's Cove homeowner's association I have a clear understanding how best to achieve this. I would consider it an immense privilege to continue to serve. I am currently a 15-year associate of Marriott. Prior engagements have included time with the Hyatt and Hilton hotel brands. My current position involves leading a team that directly supports the department leaders of the resorts. I am eager to continue to bring this unique perspective to the decision-making table at Frenchman's Cove."

LIMITED PROXY

**Frenchman's Cove Condominium
Owners' Association, Inc.
Limited Proxy for 2019 Annual Meeting**

Date: _____

Voting Member Signature
(X): _____

Voting Member Signature
(X): _____

Legal Name:

Note: This 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 Limited Proxy on or before September 19, 2019. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before September 26, 2019.

1. The above signed, as member(s) of **Frenchman's Cove Condominium Owners' Association, Inc.**, do hereby appoint EITHER (indicate choice by filling in the circle at (1) OR (2)):

(1) **Bill Whelihan**, President of the Association, or any other officer or director 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 Frenchman's Cove Condominium Owners' Association, Inc.**, to be held at 5:00 p.m., Eastern time, on September 26, 2019, at Yacht Haven Grande (see Reader Board for exact meeting room location), 5304 Yacht Haven Grande, St. Thomas, US Virgin Islands 00802, 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 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 one (1) member to the Board of Directors to serve a three-year term. See the Candidate Profiles for a summary of each candidate. Please vote for no more than one (1) candidate. Selection of more than one (1) candidate will invalidate your vote.

- Raymond J. Gerhart
- Bill Whelihan

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 before the meeting and for which a general power may be used.

THIS LIMITED PROXY IS REVOCABLE BY THE OWNER 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 NINETY (90) DAYS FROM THE DATE OF THE ORIGINAL MEETING FOR WHICH IT WAS GIVEN.

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 Frenchman’s Cove** which is managed and administered by **Frenchman’s Cove Condominium Owners’ Association, Inc.** (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 Frenchman's Cove** which is managed and administered by **Frenchman's Cove Condominium Owners' Association, Inc.** (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