

September 7, 2019

RE: Notice of Annual Meeting
Waiohai Beach Club Vacation Owners Association (commonly referred to as the “VOA”) and
Written Consent Ballot for Annual Meeting of Association of Apartment Owners of Waiohai Beach
Club (commonly referred to as the “AOAO”)

Dear Marriott’s Waiohai Beach Club Owner:

The 2018 Annual Meeting of Waiohai Beach Club Vacation Owners Association will be held at 10:30 a.m., Hawaii Standard Time, on October 24, 2018, at Marriott’s Waiohai Beach Club, Owners Lounge, 2249 Poipu Road, Koloa, Hawaii 96756.

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 the number of Directors of the VOA
- 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 by clicking on the link below:

- **Agenda**
- **Proposals** to be considered
- **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 4:30 p.m., Hawaii Standard Time, on October 17, 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 4, 2017. If you submit your Limited Proxy on the internet, please do not also mail your Limited Proxy.

AOAO WRITTEN CONSENT BALLOT. As a VOA member, you are also a member of the AOAO. **The AOAO’s Annual Meeting is to be held at 10:00 a.m., Hawaii Standard Time, on October 24, 2018,** at Marriott’s Waiohai Beach Club, Owners Lounge, 2249 Poipu Road, Koloa, Hawaii 96756. Enclosed, for your reference, 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 the AOAO Board of Directors. In order to facilitate voting by the VOA Board on behalf of VOA members at the AOAO Annual Meeting, enclosed is a Written Consent Ballot (“Ballot”) for you to complete and return to us by mail in the enclosed postage pre-paid envelope by 4:30 p.m., Hawaii Standard Time, on October 17, 2018, or, alternatively, you may submit your Ballot online at the secure internet site by such date and time (you may access the secure internet site using the same link set forth in this email). 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 Waiohai Beach 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 17, 2018 deadline, or if there is no majority vote of Owners for a Unit as to issues 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@morrrowsodali.com or by phone at 800-206-5879.

In connection with updating your AOA records, a **Certificate of Voting** form is included. **Only** if your interest is owned by **an entity** (e.g., partnership, corporation, trust, limited liability company), please complete the form by designating 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. Or you may complete the form online by entering the name of your designated voting member, signing and submitting 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 enclosed meeting materials, please contact Jenni Saguid, Administrative Assistant, by email at jenni.saguid@vacationclub.com or by phone at 808-742-4402.

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 expense to re-notice Owners in order to obtain the votes required to hold the VOA Annual Meeting. Your vote and participation are important to the Associations.

Sincerely,

James W. Harris

Secretary/Treasurer

Waiohai Beach Club Vacation Owners Association

**Waiohai Beach Club Vacation Owners Association (VOA)
2018 Annual Meeting**

October 24, 2018 at 10:30 a.m., Hawaii Time

Marriott's Waiohai Beach Club
Owners Lounge
2249 Poipu Road
Koloa, Kauai, Hawaii 96756

Agenda

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

**Waiohai Beach 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.”

**Waiohai Beach Club Vacation Owners Association
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Charles R. Carrigan
Home: Manassas, Virginia
Occupation: Retired. Lieutenant Colonel, United States Marine Corps (1973-1995). Certified Public Accountant (CPA), PricewaterhouseCoopers and IBM (1995-2013)
Comments: “The Association Board provides oversight, direction and advice to management, and represents the interests of the Waiohai owners. As a Marine Officer, I served in numerous senior positions requiring professional leadership and sound judgement. A CPA, served in senior financial management positions at PricewaterhouseCoopers and as an Associate Partner at IBM. Responsibilities included advising clients on long-term strategic planning, improving financial management processes, and developing and implementing successful financial management systems. Also served three years as Condominium Secretary-Treasurer during major building interior renovation. A Marriott Vacation Club (MVC) owner since 1998, I have observed the extensive growth of MVC in properties and owners. I understand the value of the properties, and not insignificant maintenance fees paid annually by owners. I would work, in concert with management, to develop and implement strategies that ensure the current and future development and financial integrity of the Waiohai.”

Name: William H. Cook
Home: Riverside, California
Occupation: Real Estate Information Sales and Real Estate Investment
Comments: “I have over 35 years in the real estate industry and serve on a number of boards, I am currently the VOA Vice President. I was also a member of the AOA board for two terms. With 3 terms under me you would be right to ask for an example of how I have benefited the owners. When the Market Place and the gym were being reworked, the board took issue with how the costs and savings of the project were being split with the Marriott corporate office. I was tasked with negotiating on our behalf and was able to achieve both a hard savings of over \$75,000 in construction costs and continuing savings through changes to space rent allocations. It has been an honor working for you and I hope for the opportunity to continue representing our Waiohai Ohana.”

Name: Robert (Bob) Gullikson
Home: Omaha, Nebraska
Occupation: President/CEO of Gullikson Advisors, Inc.
Comments: “Extensive 30+ year career as a senior level executive with international industry-leading companies including First Data, American Express and CSG Systems. I held positions of diverse responsibilities including operations, engineering, product development, sales, client service and business development. I am a seasoned business and leisure traveler with long standing loyalty to Marriott (Lifetime Platinum Elite). Fresh out of the US Air Force, my career began as an electronic engineering technician with Micor, responsible for design and engineering of hotel management systems for Marriott, Hyatt and others. I quickly moved into management and continued to nurture connections to the travel and entertainment industry through my extensive travels. Being one of the early owners at Waiohai (purchased in 2003), I consider it exceptionally well managed, and as a disciple of continuous improvement and consensus building, I feel I can contribute to its long term success.”

**Waiohai Beach Club Vacation Owners Association
2018 Annual Meeting**

Candidate Profiles

(continued)

Name:	Thomas J. Myers
Home:	San Jose, California
Occupation:	Purchasing Manager - Lockheed (ret)
Comments:	“For the past term, it has been my privilege to serve on the Waiohai Board of Directors. The board and the dedicated Waiohai staff are constantly striving to make Waiohai one of the top resorts. The board's responsibility is to ensure that all decisions are made in the best interests of owners and are fiscally sound. A board priority is to minimize increases in association dues. Major expenses: housekeeping, utilities, funding reserves, and property taxes (25% increase in 2 years). In the fall of 2019, villa renovations will start. To reduce costs, the dining table, wall mounted units and TVs will stay. Furniture will remain, but be re-upholstered. I will continue to listen to your suggestions on the property and villas. Carol and I own two weeks every year. We bring our granddaughters, MacKenzie 5 and Juliet 15 months.”

**Association of Apartment Owners of Waiohai Beach Club (AOAO)
2018 Annual Meeting**

October 24, 2018 at 10:00 a.m., Hawaii Standard Time

Marriott's Waiohai Beach Club
Owners Lounge
2249 Poipu Road
Koloa, Kauai, Hawaii 96756

Agenda

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- Resort Operations Report
- 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 Waiohai Beach Club (AOAO)
2018 Annual Meeting**

Proposal

1. Election of Two (2) Members to the Board of Directors 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. Please see the Candidate Profiles for a summary of the candidates.

**Association of Apartment Owners of Waiohai Beach Club
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: David John Chamberlain
Home: Idaho Falls, Idaho
Occupation: General Surgeon
Comments: "I have enjoyed serving on the Waiohai AOA board for the past 3 years. I take great pride in the Waiohai and want to make sure that it continues to be a paradisiacal place for generations. It takes time to understand how the Waiohai board functions and how the board can serve the owners better. I am currently working on improving communication and input of owners. I have served as Medical Staff President and own a thriving surgical practice. I have experience as president and board member of my community HOA. I own and manage other businesses as well. I feel that the key to success is transparency and good communication to the people we represent. I would like the opportunity to continue to serve and promote ideas of owners. Equally important is to uphold fiscal responsibilities of reducing costs, maintaining budget, maximizing owner benefits and retaining Marriott brand standards. Thank-you"

Name: Thomas Ray Knapp
Home: San Francisco, California
Occupation: Architect
Comments: "I am a licensed architect in the state of California (and in the process of obtaining licensure in the state of Hawaii) with forty years' experience in the design and construction of commercial, institutional, hospitality and residential projects on several continents and the Pacific Rim (Hawaii, Philippines, Marshall Islands, Thailand, and China.) As a LEED Accredited Professional and past member of the Design Board of the National Renewable Energy Laboratory, I have experience in sustainable design and sustainable building management practices. As ten-year owners at Waiohai, my wife and I have a keen interest in Kauai, and belong to the Kauai Historical Society, Grove Farm Museum and the National Tropical Botanical Gardens."

Name: Katherine A. Kreiter
Home: San Francisco, California
Occupation: Chief Executive Officer
Comments: "Kauai holds a special place in my heart. Since my first visit in 1988 (at the Stouffer Waiohai, which once stood on Waiohai's grounds) I look forward to refreshing my life by returning. We bought our week in 2003 - a great decision. I will advocate for the owners to maintain the high standards set during the initial development of the resort. I've held executive positions responsible for operating budgets of up to \$300M and have been a CEO for 12 years. I have also served on boards of various organizations and understand how a successful business operates. In addition, I have served as vice-president for a homeowners' association. I deeply care about all facets of Waiohai operations and volunteered to establish a Waiohai Employees fund. Keeping the resort's high standards, excellent reputation, and quality are paramount to its reputation and the value all of the owners place on their investment. Mahalo."

**Association of Apartment Owners of Waiohai Beach Club
2018 Annual Meeting**

Candidate Profiles

(continued)

Name:	Steven Glen Wischmann
Home:	St. Cloud, Minnesota
Occupation:	CPA
Comments:	“As a practicing CPA in Minnesota for 30 years, my experience as an audit partner at BerganKDV, Ltd. will enhance the boards role of governance, budgeting and efficient financial management. I am a proud owner of 2 weeks at Waiohai and welcome the opportunity to provide my expertise in financial management, budget review and the audit process. I have served on numerous non-profit and for profit boards as president, treasurer and secretary. My goal as a board member will be to continue the excellent owner experience, fiscal management and superior feedback from guests, maintaining Waiohai as one of the best vacation club experiences available. Thank you for your consideration.”

VOA Limited Proxy Submission Methods

The accompanying Notice of Annual Meeting describes important issues affecting the Association. To vote:

1. By Internet
 - a. Log onto proxyvoting.com/MVCI, 24 hours a day, seven days a week by the deadline of 4:30 p.m., Hawaii Standard Time, on October 17, 2018.
 - b. Enter the control number that appears on your VOA Limited Proxy.
 - c. Follow the simple instructions.

2. By Mail
 - a. Mark your selections on the enclosed VOA Limited Proxy.
 - b. Date and sign your name exactly as it appears on your VOA Limited Proxy.
 - c. If you will not be able to attend the VOA Annual Meeting, please appoint a proxy holder to vote on your behalf. You may appoint the designated proxy holder named on your VOA 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 VOA Annual Meeting.
 - d. Mail the Limited Proxy in the enclosed postage-paid envelope.

Written Consent Ballot Submission Methods

To submit your Written Consent Ballot to the VOA indicating your desired vote for matters to be voted on at the AOA Annual Meeting, you may do so by accessing the secure Internet site or via mail as follows:

1. By Internet.
 - a. Log onto proxyvoting.com/MVCI, 24 hours a day, seven days a week, by the deadline of 4:30 p.m., Hawaii Standard Time, on October 17, 2018.
 - b. Enter the control number that appears on your Written Consent Ballot.
 - c. Follow the simple instructions.

2. By Mail.
 - a. Mark your selections on the enclosed Written Consent Ballot.
 - b. Date and sign your name exactly as it appears on the Written Consent Ballot.
 - c. Mail the Written Consent Ballot in the enclosed postage-paid envelope.

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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 Waiohai Beach Club**, which is managed and administered by **Association of Apartment Owners of Waiohai Beach 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

LIMITED PROXY

**Waiohai Beach 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 24, 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 17, 2018.

1. The above signed, as member(s) of **Waiohai Beach 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) **Thomas J. Myers**, 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 Waiohai Beach Club Vacation Owners Association**, to be held at 10:30 a.m., Hawaii Standard Time, on October 24, 2018, at Marriott's Waiohai Beach Club, Owners Lounge, 2249 Poipu Road, Koloa, Kauai, Hawaii 96756, 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 maintaining 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.

- Charles R. Carrigan
- William H. Cook
- Robert (Bob) Gullikson
- Thomas J. Myers

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 Waiohai Beach 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(S)).** 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 17, 2018. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 24, 2018.

WRITTEN CONSENT BALLOT

DESIRED VOTE BY WAIOHAI BEACH CLUB VACATION OWNERS ASSOCIATION (“VOA”) MEMBERS ON PROPOSALS TO BE CONSIDERED AT THE ANNUAL MEETING OF ASSOCIATION OF APARTMENT OWNERS OF WAIOHAI BEACH CLUB (“AOAO”) TO BE HELD AT 10:00 A.M., HAWAII STANDARD TIME, ON OCTOBER 24, 2018 AT MARRIOTT’S WAIOHAI BEACH CLUB, OWNERS LOUNGE, 2249 POIPU ROAD, KOLOA, HAWAII 96756.

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 THE CANDIDATE PROFILES OF THE 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 CIRCLES 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 WAIOHAI BEACH CLUB VACATION OWNERSHIP PROGRAM DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS.

A. Election of AOAO Board Members: 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.

- David John Chamberlain
○ Thomas Ray Knapp
○ Katherine A. Kreiter
○ Steven Glen Wischmann

ASSOCIATION OF APARTMENT OWNERS OF WAIOHAI BEACH 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 circles to indicate my/our desired vote regarding the AOAO Annual Meeting agenda items set forth in this Written Consent Ballot.

Voting Member Signature

Voting Member Signature

(X): _____
Printed Name: _____
Date: _____

(X): _____
Printed Name: _____
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, proxyvoting.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 17, 2018, SO THAT YOUR VOTE CAN BE COUNTED.