

September 9, 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 2019 Annual Meeting of Waiohai Beach Club Vacation Owners Association will be held at 10:30 a.m., Hawaii Standard Time, on October 25, 2019, 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 18, 2019. 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 18, 2019. 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 25, 2019,** 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 18, 2019, 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 18, 2019 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,

Katherine K. Head

Secretary/Treasurer

Waiohai Beach Club Vacation Owners Association

**Waiohai Beach Club Vacation Owners Association (VOA)
2019 Annual Meeting**

October 25, 2019 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 2018 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 2020 Annual Meeting Date
- Adjournment

**Waiohai Beach Club Vacation Owners Association (VOA)
2019 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
2019 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Katherine Head
Home: San Carlos, California
Occupation: Senior Vice President, Production & Manufacturing
Comments: "It has been a privilege to serve on the Waiohai Board for the past six years. My husband and I have been owners since 2009; Waiohai feels like a second home. The Board and the Waiohai Management Team work together very effectively to create a beautiful, well-run resort. As a Board member, my goal is to represent owner interests by maintaining Waiohai's high standards while at the same time minimizing costs. We are all concerned about maintenance fees, yet we want the best possible vacation experience. I have 30 years' experience in college textbook publishing. As Senior Vice President of Production/Manufacturing for Thomson Learning, I was responsible for strategic planning, quality and cost control, and purchasing millions of dollars of services annually. My job experience and skills are put to good use as a board member, and it would be my honor to continue to serve as your representative."

Name: Cam Henderson
Home: Beaverton, Oregon
Occupation: Retired, formerly VP, Chief Information Officer for Portland General Electric
Comments: "My name is Cam Henderson. My family owns timeshare weeks at Waiohai, Newport and Trust Points. We made our first purchase in 2004 and have increased our ownership over the years. We have enjoyed many vacations at Waiohai and other Marriott properties and are very pleased with our participation in the Marriott Vacation Club. I have served as Vice President, Chief Information Officer for two publicly traded companies. I have an MBA in finance from the University of Texas and a CPA (currently inactive). I currently serve on two non-profit boards, including the Portland Salvation Army Advisory Board and their Property Committee. I have held three previous board positions, including on my local homeowner's association where I served as treasurer for several years. I retired in 2018. I believe my experience would enable me to effectively serve the best interests of the Waiohai owners. Thank you for your consideration."

Name: Jonathon Killmer
Home: Scottsdale, Arizona
Occupation: Retired Partner, PricewaterhouseCoopers, LLP, Certified Public Accountants
Comments: "My name is Jonathon E Killmer, and I am a retired partner with PricewaterhouseCoopers, an international accounting firm. I have been an owner at Waiohai since 2004. I also own properties on Maui and Hilton head and Scottsdale. Besides my professional background as a CPA, I have also served on a number of corporate and not for profit boards, as well as serving on a very large HOA of 700 units and 11 buildings. I have been President of the board for two years and am presently the finance committee chair, which I have now chaired for 4 years. These experiences provide me with the appropriate background to effectively serve our Vacation Club Owners and to provide input on further preserving and enhancing owners' investments in this wonderful property."

**Waiohai Beach Club Vacation Owners Association
2019 Annual Meeting**

Candidate Profiles

(continued)

Name: Katherine A. Kreiter
Home: San Francisco, California
Occupation: CEO
Comments: “Aloha! Is 3 times the charm? I have run for a board position almost every year since we bought our unit in 2003. I have been successful in getting on two ballots and am trying for a 3rd. Why am I so determined? It’s simple - I have a passion to ensure that the Waiohai keeps its Ohana spirit and high standards, and that all of you have the experiences you expect when you’re there. I also have the leadership skills you expect from a board member- HOA experience, more than 28 years C-suite experience - 13 at a CEO level, and have managed budgets up to \$350 million. On my first visit to Kauai I stayed at the Stouffer Waiohai, the pre-Iniki property at the Waiohai site and fell in love with the area. My goal is to ensure that the Waiohai continues to be your home away from home.”

Name: Richard C. Oppman
Home: Castle Rock, Colorado
Occupation: Business & Marketing Consultant-Self Employed
Comments: “Waiohai has been our home resort for 10 years, with 5 weeks here, in addition to weeks in Vegas, Orlando and Destinations Points. Waiohai exemplifies Kauai paradise, and preserving that aloha feeling and the best possible vacation experience for all owners, vacationers, guests and staff is my reason for running for its BOD. As a BOD member of a California winery, the hospitality business is very competitive, and continual improvement of the guest experience is in constant tension against operating and upgrade cost pressures, all more challenging in Hawaii. With this winery hospitality experience, municipal experience as a 15 year Planning Commissioner, industry program management experience developing new products and markets, and along with the team of our Waiohai BOD members and Staff, I will actively strive to maintain Waiohai as the premier MVCI resort, and increase its value for owners and vacation desirability for Destinations users.”

Name: Jeffrey O. Powell
Home: Salt Lake City, Utah
Occupation: National Sales Manager, Mexico and Central America Elekta, Inc. Medical Equipment Sales
Comments: “My wife and I have been owners at Waiohai for 9 years now and are very interested in keeping this property as one of the most desirable in the Marriott Vacation Club system. I have had over 35 years of personnel and property management with both General Electric and Elekta, Inc. I have managed multi-million dollar budgets for both sales and property management in several different countries. My wife and I are now retired and are enjoying using our Vacation Club ownership and many of the various facilities but Waiohai is still our "home". I would consider it an honor to serve on the Association Board of Directors. I feel that my experience in personnel and property management would be an asset to the Board.”

**Waiohai Beach Club Vacation Owners Association
2019 Annual Meeting**

Candidate Profiles

(continued)

Name:	Sandra E. Wright
Home:	Stephenville, Texas
Occupation:	Retired Tax Managing Director
Comments:	“As a managing Director (CPA) with Deloitte Tax during the past 23 years, my client service responsibilities included innovation, identifying process efficiencies, project scoping, budgeting and financial management. My clients included numerous hospitality industry firms and clients in many other industries. As a 30 year business traveler, I have extensive travel experience and Lifetime Platinum Elite status with Marriott. Being a trusted advisor to my clients required professional leadership, diplomacy, and sound, logical judgement. As preconstruction, multi-week owners, our family feels that Waiohai is our second home. I will work tirelessly on behalf of the owners to maintain Waiohai's outstanding appearance and high quality operations in order to maximize owner benefits and property value while controlling costs. Increasing the resort's desirability as a destination and maintaining its excellent reputation and quality are key to ensuring the value of our investment as owners.”

**Association of Apartment Owners of Waiohai Beach Club (AOAO)
2019 Annual Meeting**

October 25, 2019 at 10:00 a.m., Hawaii Standard 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 2018 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
 - Election of Two (2) Members of the Board
- New Business
 - Announcement of 2020 Annual Meeting Date
- Adjournment

**Association of Apartment Owners of Waiohai Beach Club (AOAO)
2019 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. Please see the Candidate Profiles for a summary of the candidates.

**Association of Apartment Owners of Waiohai Beach Club
2019 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Darren N. Abrams
Home: Plano, Texas
Occupation: Corporate Banker
Comments: “Vision, thoughtfulness, and prudent judgment by the board is critically important to maintain Waiohai’s luxury, quality and financial stability while preserving owner investment value and assuring premier resort experiences. My background in corporate banking, finance committee, and board participation has provided management, advisory, financial, and analytical expertise (including real estate investments) that helps me quickly identify efficiencies and optimal solutions to challenges (financial & otherwise). I’m excited by the opportunity to bring these strengths to the board in order to ensure that: Waiohai personnel work with owners’ best interests in mind, every dollar spent is critically examined and returns value to owners, financial stability is maintained, and waste is minimized. Being Waiohai owners for a decade and having a love for Kauai for even longer, I look forward to enjoying the beautiful property, outstanding layout, ocean proximity and great location for years to come.”

Name: Thomas R. Knapp
Home: San Francisco, California
Occupation: Architect
Comments: “As Owners at Waiohai, my wife and I have been returning to our home resort every winter for the past twelve years, and I have a keen interest in assuring Waiohai remains that embodiment of paradise we have come to love. I am licensed in California, Hawaii and (for a single project) in Florida, and have experience in the design, project management and construction management of projects from Thailand to Curacao, including Philippines and Marshall Islands in the Pacific. For several years, I was a Board member on the Architectural Review Board of the National Renewable Energy Lab in Golden, CO, and am accredited by the U.S. Green Building Council under the Leadership in Energy and Environmental Design program.”

Name: Katherine A. Kreiter
Home: San Francisco, California
Occupation: CEO
Comments: “Aloha! Is 3 times the charm? I have run for a board position almost every year since we bought our unit in 2003. I have been successful in getting on two ballots and am trying for a 3rd. Why am I so determined? It’s simple - I have a passion to ensure that the Waiohai keeps its Ohana spirit and high standards, and that all of you have the experiences you expect when you’re there. I also have the leadership skills you expect from a board member- HOA experience, more than 28 years C-suite experience - 13 at a CEO level, and have managed budgets up to \$350 million. On my first visit to Kauai I stayed at the Stouffer Waiohai, the pre-Iniki property at the Waiohai site and fell in love with the area. My goal is to ensure that the Waiohai continues to be your home away from home.”

**Association of Apartment Owners of Waiohai Beach Club
2019 Annual Meeting**

Candidate Profiles

(continued)

Name: Richard C. Oppman
Home: Castle Rock, Colorado
Occupation: Business & Marketing Consultant-Self Employed
Comments: “Waiohai has been our home resort for 10 years, with 5 weeks here, in addition to weeks in Vegas, Orlando and Destinations Points. Waiohai exemplifies Kauai paradise, and preserving that aloha feeling and the best possible vacation experience for all owners, vacationers, guests and staff is my reason for running for its BOD. As a BOD member of a California winery, the hospitality business is very competitive, and continual improvement of the guest experience is in constant tension against operating and upgrade cost pressures, all more challenging in Hawaii. With this winery hospitality experience, municipal experience as a 15 year Planning Commissioner, industry program management experience developing new products and markets, and along with the team of our Waiohai BOD members and Staff, I will actively strive to maintain Waiohai as the premier MSCI resort, and increase its value for owners and vacation desirability for Destinations users.”

Name: Sandra E. Wright
Home: Stephenville, Texas
Occupation: Retired Tax Managing Director
Comments: “As a managing Director (CPA) with Deloitte Tax during the past 23 years, my client service responsibilities included innovation, identifying process efficiencies, project scoping, budgeting and financial management. My clients included numerous hospitality industry firms and clients in many other industries. As a 30 year business traveler, I have extensive travel experience and Lifetime Platinum Elite status with Marriott. Being a trusted advisor to my clients required professional leadership, diplomacy, and sound, logical judgement. As preconstruction, multi-week owners, our family feels that Waiohai is our second home. I will work tirelessly on behalf of the owners to maintain Waiohai's outstanding appearance and high quality operations in order to maximize owner benefits and property value while controlling costs. Increasing the resort's desirability as a destination and maintaining its excellent reputation and quality are key to ensuring the value of our investment as owners.”

VOA Limited Proxy Submission Methods

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

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 18, 2019.
 - 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 18, 2019.
 - 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.

Please note the Written Consent Ballot cannot be cast at the AOA Annual Meeting on October 25, 2019.

LIMITED PROXY

Waiohai Beach Club
Vacation Owners Association
2019 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 25, 2019 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, 2019.

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) **William Cook**, 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 25, 2019, 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.

- Katherine Head
- Cam Henderson
- Jonathon Killmer
- Katherine A. Kreiter
- Richard C. Oppman
- Jeffrey O. Powell

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 16, 2019. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 25, 2019.

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 25, 2019 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.

- Darren N. Abrams
○ Thomas R. Knapp
○ Katherine A. Kreiter
○ Richard C. Oppman
○ Sandra E. Wright

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 16, 2019, 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 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