

October 17, 2019

RE: Follow-up to Corrected Notice of Annual Meeting  
Waiohai Beach Club Vacation Owners Association (the "VOA")

Dear Marriott's Waiohai Beach Club Owner:

Notice of the 2019 Annual Meeting of Waiohai Beach Club Vacation Owners Association was emailed on September 9, 2019 and a corrected Notice of the 2019 Annual Meeting with a revised Limited Proxy was emailed on September 18, 2019.

**IMPORTANT: The original Limited Proxy you submitted electronically will be discarded due to the omission of one of the candidates for election to the Board of Directors. Therefore, you will need to submit a new Limited Proxy with the corrected information.** You may submit the corrected Limited Proxy via the website [proxyvoting.com/MVCL](http://proxyvoting.com/MVCL). Please note that all Limited Proxies must be received by 4:30 p.m., Hawaii Standard Time, on October 23, 2019. As indicated above, your previously submitted Limited Proxy will be discarded due to the omission of the name of one of the candidates, therefore, **if you do not submit a corrected Limited Proxy by the above noted deadline, your proxy holder will not be able to cast the applicable votes for you at the VOA's annual meeting.** When submitting your Limited Proxy online, please note that the internet procedures are designed to authenticate your electronic submission by use of a personal control number. On the website you must enter the following control number: [# to be provided by proxy vendor]. **PLEASE MAKE NOTE OF YOUR CONTROL NUMBER AS THE INFORMATION IS AVAILABLE ONLY THROUGH THE PROXY VENDOR, MORROW SODALI.**

If you have any procedural questions regarding submitting your Limited Proxy, please contact Morrow Sodali by email at [mvcinfo@morrowssodali.com](mailto:mvcinfo@morrowssodali.com) or by phone at 800-206-5879.

If you have questions regarding the Annual Meeting or the Limited Proxy, please contact Jenni Saguid, Administrative Assistant, by email at [jenni.saguid@vacationclub.com](mailto:jenni.saguid@vacationclub.com) or by phone at 808-742-4402.

Sincerely,

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**

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**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  
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**Candidate Profiles**

Candidates listed in alphabetical order

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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."

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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."

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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."

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**Waiohai Beach Club Vacation Owners Association  
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**Candidate Profiles**

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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."

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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."

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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."

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**Waiohai Beach Club Vacation Owners Association  
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**Candidate Profiles**

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| 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.” |

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