

February 22, 2019

RE: Notice of Annual Meeting
Coöperatieve Vereniging Aruba Surf Club
d.b.a. Aruba Surf Club Cooperative Association

Dear Marriott's Aruba Surf Club Owner:

The 2019 Annual Meeting of Aruba Surf Club Cooperative Association will be held on May 16, 2019, at 9:00 a.m. Eastern time, at Aruba Marriott Resort & Stellaris Casino, Amsterdam Ballroom I & II (see Reader Board for exact meeting room location), L.G. Smith Boulevard 101, Palm Beach, Aruba.

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) A-Members to the Board of Directors each to serve a term of three years
- Election of one (1) A-Member to the Board of Appeals to serve a term of three years

The following Annual Meeting materials are enclosed for your review:

- **Agenda** for the meeting
- **Proposals** to be considered
- **Candidate Profiles** of the A-Member candidates for election to the Board of Directors
- **Candidate Profiles** of the A-Member candidates for election to the Board of Appeals
- **Annual Meeting Rules**
- **Limited Proxy Submission Method**
- **Limited Proxy**

If you are unable to attend in person, you may submit your Limited Proxy via postal mail 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. Please note that your vote(s) will be counted if received by May 9, 2019. You may also submit your Limited Proxy via Fax to 631-243-7980. If you submit your Limited Proxy via Fax, 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. 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 about the information enclosed, please contact Joop Bangma, General Manager, by telephone at 011-297-520-6932 or by email to his Executive Administrative Assistant, Jenny Boekhoudt, at jenny.boekhoudt@marriotthotels.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 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,

Bill Brown

Secretary
Aruba Surf Club Cooperative Association

**Aruba Surf Club Cooperative Association
2019 Annual Meeting**

May 16, 2019 at 9:00 a.m., Eastern Time

Aruba Marriott Resort & Stellaris Casino
Amsterdam Ballroom I & II
(See Reader Board for Exact Meeting Room Location)
L.G. Smith Boulevard 101
Palm Beach, Aruba

Agenda

- Call to Order
- Election of Chairperson
- Roll Call and Establishment of Quorum
- Appointment of Recording Secretary
- Establishment of Meeting Rules
- Proof of Notice of Annual Meeting
- Approval of Agenda
- Approval of 2018 Annual Meeting Minutes
- Appointment of Inspector of Election
- Board of Directors Report
- Financial Report
- Resort Operations Report
- Voting Results
 - Election of two (2) A-Members to the Board of Directors each to serve a term of three years
 - Election of one (1) A-Member to the Board of Appeals to serve a term of three years
- New Business
 - Announcement of 2020 Annual Meeting Date
- Adjournment

**Aruba Surf Club Cooperative Association
2019 Annual Meeting**

Proposals

- 1. Election of Board of Directors** (Item 2A on your Limited Proxy)
Two (2) A-Members will be elected to the Board of Directors each to serve a three-year term. See the Candidate Profiles for a summary of candidates.

- 2. Election of Board of Appeals** (Item 2B on your Limited Proxy)
One (1) A-Member will be elected to the Board of Appeals to serve a three-year term. See the Candidate Profiles for a summary of candidates.

**Aruba Surf Club Cooperative Association
2019 Annual Meeting**

A-Member Candidate Profiles for Board of Directors

The candidates are listed in alphabetical order.

Name: Edward (Ed) Fechner
Home: Wayne, New Jersey
Occupation: SVP Business Development and Sales – TD Bank
Comments: “As owners in Aruba for 13 years and Palm Desert for 20, our family has reaped the benefits of the outstanding work done by the property management team and board of directors to provide families like mine with so many memorable experiences and impeccable quality amenities. I would like to now become part of the process to ensure that the Surf Club continues its standards of excellence. My career has included numerous managerial and leadership positions from store manager at Macy’s to SVP Business Development for TD Bank. I have managed diverse groups of people, dealt effectively with labor unions and creatively led sales teams to success. I understand budgets, have demonstrated fiscal responsibility and have made positive contributions as a result of my creativity, open-mindedness and team spirit. I presently serve on the Richmond, MA strategic planning board and past president of our homeowners association.”

Name: Brad M. Friedlander
Home: N. Chelmsford, Massachusetts
Occupation: Technology Consultant
Comments: “I have owned and stayed at Aruba Surf Club since the construction of our building in 2002. I am very interested in seeing that the resort continues to provide all of us with the best possible vacation experience at a reasonable cost. As a one-week owner, I can best represent the interests of many of our owners. I own many rental residential real estate properties. I have experience in managing a condominium association as trustee and president. I have a strong business and financial background along with an extensive knowledge of technology. For many years, I was a management consultant in the travel, tourism, and hospitality industry. I am familiar with the business side of managing a timeshare as well as the personal side of being an owner. I will combine this knowledge and my experience with my drive to make ASC better for all of us.”

Name: Kenneth Gordon
Home: Furlong, Pennsylvania
Occupation: Head of Digital Media at Sanofi
Comments: “Thank you for considering me to serve on the Surf Club board. I am a long time owner of a 3BR at the Surf Club and at Grande Vista in Florida. I have experience serving on my community board as president. While on the board we conducted bids for new vendors for all services and a new management company. While on the board we reduced expenses. I was recently selected to serve on mayor’s advisory board for Ventnor, NJ, my summer home and work with the local government to help improve the community and reduce taxes. I lead a digital team at a pharmaceutical company. I have experience managing large budgets, RFP process and cost containment. It would be an honor to serve on the Surf Club board and I’m confident I can bring my passion and knowledge to continue to improve on what the board has previously accomplished.”

**Aruba Surf Club Cooperative Association
2019 Annual Meeting**

**A-Member Candidate Profiles for Board of Directors
(continued)**

Name: Robert J. (Bob) Kirkland
Home: Berlin, New Jersey
Occupation: Retired after 36 years in Engineering and Sales at a Fortune 200 industrial gas company, last position was Global Sales Manager
Comments: “We have been owners at the Surf Club since 2004, adding a second week after retiring. I have a B.S. from the U.S. Naval Academy and an MBA from Lehigh University. We live in an HOA development and I have been on the board for 4 years, the last 3 as President. I also served 9 years on a local school board with 2 years as President. We love spending time at the Surf Club and thank Joop and his team and the Board for all their efforts. I believe that my experience in Engineering/Finance/Contracts, coupled with my prior and existing board service, will allow me to assist the management team in continuing to make the Surf Club the outstanding resort it is. Now that I’m retired, I have the time and commitment to serve all owners as a Board member. Thank you for considering me for this position.”

**Aruba Surf Club Cooperative Association
2019 Annual Meeting**

A-Member Candidate Profiles for Board of Appeals

The candidates are listed in alphabetical order.

Name: Ronald Maggiore
Home: Charleston, South Carolina
Occupation: Retired - University Administrator and Faculty Member
Comments: "I've been an active member of the Marriott family since 2005. Now retired from a long career as a university administrator. I was responsible for bringing together diverse interests of faculty, staff and students to establish common goals and priorities. In addition, I managed university funds in excess of \$50M annually. Marriott's Aruba Surf Club is an amazing place with great community and a desire to maintain a unique, respectful community that serves the interests of all. I have the time, commitment, and planning and financial skills to serve Marriott's Aruba Surf Club community in this important role."

Name: Harvey A. Strickon
Home: Great Neck, New York
Occupation: Attorney
Comments: "I have been a practicing attorney for over 47 years and have been with my current law firm for over 27 years as a member of the Corporate department. I am a graduate of The City College of New York (with a degree in public accounting) and the New York University School of Law. My practice concentrates on Bankruptcy and Financial Restructuring, as well as mediation, being a member of four (4) mediation panels, three of which are court appointed and one being maintained for the Attorney Grievance Committee. My biography is featured in Who's Who in America, Who's Who in American Law, Who's Who in the East, and Who's Who in the World. Because of my financial and corporate background, and my long term ownership of Marriott time shares, I would be well suited to serve as a member of the Board of Directors."

Aruba Surf Club Cooperative Association

Annual Meeting Rules

May 16, 2019 at 9:00 a.m., Eastern Time

Aruba Marriott Resort & Stellaris Casino
Amsterdam Ballroom I & II
(See Reader Board for Exact Meeting Room Location)
L.G. Smith Boulevard 101
Palm Beach, Aruba

1) **Attendance**

- a) Attendance at the Annual Meeting is restricted to Owners and proxy holders representing Owners, management staff, legal counsel, parliamentarian, and other persons who have been specifically invited by the President.
- b) All meeting attendees must register. (At registration the attendee will receive their voting card and ballot cards. The voting and ballot cards are not transferable except when shares are owned jointly by husband and wife. When directed by the presiding officer, a member will vote by raising the voting card while remaining seated and the voting card will be necessary to obtain any written ballot).

2) **Debate**

- a) An Owner or proxy who wishes to speak and is entitled to speak shall go to the microphone and, only upon recognition by the chair, shall state his/her name, and show his/her voting card.
- b) An Owner or proxy shall not speak a second time on any motion until all Owners or proxies who wish to speak a first time have been recognized.
- c) No Owner or proxy shall speak in debate more than twice on the same motion, or longer than 3 minutes per speech, without permission of the assembly, granted by a majority vote without debate.
- d) The timekeeper will indicate when there is 1/2 minute remaining and when the time has elapsed.
- e) A share that is owned jointly by husband and wife has speaking rights of one owner or one proxy.

3) **Votes**

In accordance with 4.3.b. of the Bylaws of Aruba Surf Club Cooperative Association “A majority of the total votes represented at a meeting at which a quorum is present shall decide any question . . .”

4) **Election**

- a) The names of the four candidates for the two positions of A-Member that were submitted with the meeting notice shall automatically be included on the ballot. The Chair will then entertain nominations from the floor for additional A-Member candidates.
- b) Nominations shall include the members name only.
- c) Immediately after the close of nominations, the election shall take place.
- d) In accordance with 5.3 of the Bylaws of Aruba Surf Club Cooperative Association, directors shall be elected by plurality vote (cumulative voting is prohibited).
- e) Tellers are bound to secrecy regarding the votes cast at the Annual Meeting.

5) **Parliamentary Authority** The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern this Annual Meeting in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the association and these rules.

Aruba Surf Club Cooperative Association

Annual Meeting Rules (continued)

- 6) **Adoption and Suspension of Rules**
 - a) These rules shall be adopted by a two-thirds vote.
 - b) These rules may be suspended by a majority vote.

- 7) **Electronic Devices** Mobile phones and pagers shall be silenced during all meetings. Video cameras and recording equipment, other than that approved by the president, shall not be permitted in the meeting room.

- 8) **Meeting Disruption** If an attendee inappropriately disrupts the meeting, the Chair will immediately stop the debate and call the attendee to order. If the attendee does not cooperate, he/she will be asked to leave. If he/she continues inappropriate behavior, he/she will be escorted out of the meeting by the hotel security.

- 9) **Question and Answer Session** A 3x5 index card will be provided at registration for Owners to write down questions. A question and answer session will be held following adjournment of the meeting. Responses to any unanswered questions will be provided within 60 days of the meeting.

LIMITED PROXY

**Coöperatieve Vereniging Aruba Surf Club
d.b.a. Aruba Surf Club Cooperative Association
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 May 9, 2019. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before May 16, 2019.

1. The above signed, as member(s) of **Coöperatieve Vereniging Aruba Surf Club d.b.a. Aruba Surf Club Cooperative Association**, (the Association), do hereby appoint EITHER (indicate choice by filling in the circle at (1) or (2)).
 - (1) **Linda Forehand**, President, or any other officer or director of the Association in attendance she so designates in her absence; **OR**
 - (2) _____
(Insert name of Alternate Proxy Holder, who must be in attendance at the Annual Meeting in order for your vote(s) to be cast.)

as my true and lawful attorney-in-fact and proxy holder, 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, hereby revoking all previous proxies with power of substitution, at the **Annual Meeting of Members of Coöperatieve Vereniging Aruba Surf Club d.b.a. Aruba Surf Club Cooperative Association**, to be held at 9:00 a.m., Eastern time, on May 16, 2019, at Aruba Marriott Resort & Stellaris Casino, Amsterdam Ballroom I & II (see Reader Board for exact meeting room location), L.G. Smith Boulevard 101, Palm Beach, Aruba, 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 two (2) A-Members to the Board of Directors each to serve a three-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.

- Edward (Ed) Fechner
- Brad M. Friedlander
- Kenneth Gordon
- Robert J. (Bob) Kirkland

B. Election of one (1) A-Member to the Board of Appeals to serve a three-year term. See the Candidate Profiles for a summary of the candidates. Please vote for no more than one (1) candidate. Selection of more than one (1) candidate will invalidate your vote.

- Ronald Maggiore
- Harvey A. Strickon

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 Aruba Surf Club** which is managed and administered by **Coöperatieve Vereniging Aruba Surf Club, d.b.a. Aruba Surf Club Cooperative 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 Aruba Surf Club** which is managed and administered by **Coöperatieve Vereniging Aruba Surf Club, d.b.a. Aruba Surf Club Cooperative 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

Limited Proxy Submission Method

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

1. 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.
 - d. Mail the Limited Proxy in the enclosed postage-paid envelope.