

April 13, 2018

Re: Notice of Annual Meetings
Desert Springs Villas Master Association
Desert Springs Villas Timeshare Association

Dear Marriott's Desert Springs Villas Owner:

The 2018 Annual Meetings of Desert Springs Villas Master Association, Desert Springs Villas Timeshare Association and Desert Springs Villas II Timeshare Association will be held concurrently at 10:00 a.m., Pacific time, on May 18, 2018, at Marriott's Shadow Ridge, Lake View Room, 9003 Shadow Ridge Road, Palm Desert, California 92211.

The purpose of the meeting is to review the operations of the Associations, conduct any other business which may be presented at the meeting and to consider the following:

- Election of two (2) Members to Desert Springs Villas Timeshare Association Board of Directors

The following Annual Meeting materials are included for your review:

- **Proposal** to be considered
- **Candidate Profiles** of the candidates for election to the Board of Directors
- **Limited Proxies Submission Method**
- **Limited Proxies**

Vote by marking, signing and dating your Limited Proxies and returning each in the prepaid envelope to: Proxy Services Corporation, P.O. Box 9001, Brentwood, New York, 11717-9804 by May 18, 2018.

If you have questions regarding the Annual Meetings, please contact Bill Gunderson, General Manager, by phone at 760-779-1201 or by email at mvownerboard.desertspringsvillas@vacationclub.com.

Whether or not you plan to attend the Annual Meetings, I encourage you to vote promptly. If the quorum requirements are not met, the Associations will incur an additional expense to re-notice Owners in order to obtain the votes required to hold the Annual Meetings. Your vote and participation are important to the Associations.

Sincerely,

Shelley J. Chamberlain
Secretary/Treasurer
Desert Springs Villas Master Association

Thomas Cook
Secretary/Treasurer
Desert Springs Villas Timeshare Association

**Desert Springs Villas Timeshare Association
2018 Annual Meeting**

Proposal

1. Election of Two (2) Members to the Board of Directors

(Item 2A on your Desert Springs Villas Timeshare Association Limited Proxy)

Two (2) Members will be elected to the Desert Springs Villas Timeshare Association Board of Directors, each to serve a three-year term. See the Candidate Profiles for a summary of candidates. You are entitled to vote for two candidates (plurality voting applies). Your Limited Proxy is coded to automatically capture the correct number of votes based on your ownership.

**Desert Springs Villas Timeshare Association
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Shelley J. Chamberlain
Home: Indianapolis, Indiana
Occupation: Certified Public Accountant
Comments: "I would be honored to be re-elected to serve on the Board. I have enjoyed watching DSVI change over the past 21 years and adapt to the technology and energy challenges as well as the amenities that new resorts offer. I hope to continue to serve on the board and bring along my 23+ years as a CPA and CFO for a Commercial Property Management Company. I believe that over the past few years the board has approved wonderful enhancements to the property while staying focused on keeping fee increases reasonable. Older resorts continue to face challenges of staying current and appealing to the new millennial generation and the future owners of our resort. If I am fortunate enough to be re-elected I will continue to look for ways to enhance the vacation experience, maintain the first-class appeal of the Marriott Brand with an eye toward containing costs where possible."

Name: Barbara Kelley
Home: Raleigh, North Carolina
Occupation: Professional Development Director and Site Visit Coordinator (Retired)
Comments: "2017 was our family's twentieth year at Desert Springs. We own a 'Legacy Red Week' in Villas I, plus 1500 annual Vacation Points. I hold a Master of Education and a Master of Science in Business. Before working for Asia Society, I taught physical education. I served for five years on the Board of Trustees of the Maine Education Association Benefits Trust (governs the health plan for 65,000 public school employees) and chaired the National Board for Professional Teaching Standards, the only classroom teacher to do so. More recently, I chaired the Bylaws Committee and served on the Board of the Raleigh Racquet Club. I am currently on the Board of the Raleigh (NC) Tennis Association. Many owners and guests are tennis players, and I think I can articulate their perspective well. I take seriously the fiduciary responsibility of serving on the Board and would appreciate your vote."

Name: James Masterson
Home: Pleasanton, California
Occupation: Executive with General Food/Kraft Foods (Retired)
Comments: "I enjoyed a successful 35-year business career as a food industry executive. I held many leadership positions, several of which dealt with organizational re-engineering to meet the customer/consumer needs. Upon retirement I established myself as a Strategic Consultant focused on integrated behavior-based marketing services, business/customer development, in addition to serving as SVP for a communications start-up. My experiences have given me a broad general management background and further challenged my capabilities to thrive as an independent businessman. As an original investor in Villas I and Chairman's Club level owner, I've a vested interest to sustain the tradition of excellence we appreciate as owners. Our DSV management team, supported by our BOD has made valuable contributions over the years and it would be a privilege to follow in their footsteps, serving as a director to secure the future, while protecting the interests of our family's legacy."

**Desert Springs Villas Timeshare Association
2018 Annual Meeting**

Candidate Profiles
(continued)

Name: Harold Wahlquist
Home: Eden Prairie, Minnesota
Occupation: President-Star Bank
Comments: “All of us are indeed privileged to have an investment in a world class resort property at Marriott Desert Springs Villas. As legacy owners, our family has been enjoying all of the amenities at DSVI for over 15 years and we have witnessed, first hand, the huge improvements that have been made to the property and in the training of staff. As the owner of a successful business, I can attest to the importance of client retention and client development in achieving positive results when accompanied with reasonable budgetary expectations. Our Desert Springs Villas Resort must continue to improve so as to maintain its elite, world class status. I ask for your vote on the Board of Directors to help ‘make it happen’. My thanks for your support.”

Limited Proxies Submission Method

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

1. By Mail

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

LIMITED PROXY

**Desert Springs Villas
Timeshare Association
2018 Limited Proxy**

Date: _____
Voting Member Signature:
(X): _____
Voting Member Signature:
(X): _____

Legal Name:

NOTE: FOR THIS PROXY TO BE VALID, THE PROXY GIVER MUST PROVIDE THE NAME OF THE PERSON OR ENTITY TO WHOM THE PROXY IS GIVEN. PLEASE SIGN AND RETURN YOUR LIMITED PROXY ON OR BEFORE MAY 11, 2018 TO THE SECRETARY OF THE ASSOCIATION. PLEASE NOTE, HOWEVER, THAT VOTES WILL BE COUNTED IF CAST IN PERSON OR OTHERWISE PROPERLY RECEIVED ON OR BEFORE MAY 18, 2018.

1. The above signed, as member(s) of **Desert Springs Villas Timeshare Association** (the "Association"), do hereby appoint EITHER (indicate only one choice by filling in the circle at (1) or (2)):
 - (1) **Robert F. Gallagher**, President of the Association, or any other officer or director of the Association in attendance he so designates in his absence; **OR**
 - (2) _____
(Insert name of individual who MUST be in attendance at the Annual Meeting in order for your vote(s) to be counted),

as my true and lawful attorney-in-fact and proxy holder, 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 Desert Springs Villas Timeshare Association** to be held at 10:00 a.m., Pacific time, on May 18, 2018, at Marriott's Shadow Ridge, Lake View Room, 9003 Shadow Ridge Road, Palm Desert, California 92211, 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 WILL NOT CAST A VOTE ON SUCH ITEM.)

A. Election of two (2) Members to the Board of Directors, each to serve a three-year term. See the Candidate Profiles for a summary of the candidates. Please select no more two (2) candidates. A selection of more than two (2) candidates will invalidate your vote.

- Shelley J. Chamberlain
- Barbara Kelley
- James Masterson
- Harold Wahlquist

THIS LIMITED PROXY IS REVOCABLE BY THE MEMBER, IN ACCORDANCE WITH THE BYLAWS OF THE ASSOCIATION, 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 ELEVEN (11) MONTHS FROM THE DATE OF THIS LIMITED PROXY.

LIMITED PROXY

**Desert Springs Villas
Master Association
2018 Limited Proxy**

Date: _____
Voting Member Signature:
(X): _____
Voting Member Signature:
(X): _____

Legal Name:

NOTE: FOR THIS PROXY TO BE VALID, THE PROXY GIVER MUST PROVIDE THE NAME OF THE PERSON OR ENTITY TO WHOM THE PROXY IS GIVEN. PLEASE SIGN AND RETURN YOUR LIMITED PROXY ON OR BEFORE MAY 11, 2018 TO THE SECRETARY OF THE ASSOCIATION. PLEASE NOTE, HOWEVER, THAT VOTES WILL BE COUNTED IF CAST IN PERSON OR OTHERWISE PROPERLY RECEIVED ON OR BEFORE MAY 18, 2018.

1. The above signed, as member(s) of **Desert Springs Villas Master Association** (the “Association”) do hereby appoint EITHER (indicate only one choice by filling in the circle at (1) or (2)):
 - (1) **Thomas M. Cook**, President of the Association, or any other officer or director of the Association in attendance he so designates in his absence; **OR**
 - (2) _____
(Insert name of individual who MUST be in attendance at the Annual Meeting in order for your vote(s) to be counted),

as my true and lawful attorney-in-fact and proxy holder, 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 Desert Springs Villas Master Association** to be held at 10:00 a.m., Pacific time, on May 18, 2018, at Marriott’s Shadow Ridge, Lake View Room, 9003 Shadow Ridge Road, Palm Desert, California 92211, except that my proxy holder’s authority is limited as indicated below.

THIS LIMITED PROXY IS REVOCABLE BY THE MEMBER, IN ACCORDANCE WITH THE BYLAWS OF THE ASSOCIATION, 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 ELEVEN (11) MONTHS FROM THE DATE OF THIS LIMITED PROXY.