

April 13, 2018

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

Dear Marriott's Desert Springs Villas II 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 three (3) Members to Desert Springs Villas II 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

Benjamin Steinberg
Secretary/Treasurer
Desert Springs Villas II Timeshare Association

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

Proposal

1. Election of Three (3) Members to the Board of Directors

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

Three (3) Members will be elected to the Desert Springs Villas II 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 three candidates (plurality voting applies). Your Limited Proxy is coded to automatically capture the correct number of votes based on your ownership.

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

Candidate Profiles

Candidates listed in alphabetical order

Name: Tom Corridan
Home: San Tan Valley, Arizona
Occupation: Insurance Law Expert and Consultant
Comments: “It has been an honor and pleasure to have served the owners of DSV II as a Director and past President. During these years, we have seen numerous enhancements and upgrades to your facility along with beautiful refurbishments all of which have made positive impacts on our vacation experiences. We experience a top-ranked resort with a worldwide reputation of excellence. As an Owner and Board member of our resort, I have devoted my efforts on your behalf to protect our property, its enhancements, maintain the value of your ownership, and insure your pride in our resort and your vacation experiences. I have gained valuable experience into the complexities and labors demanded of our management team and understand the teamwork required of your board and Marriott management to continue our goal of excellence. I wish to continue my efforts and seek another term as one of your Board members.”

Name: Sharon August Jones
Home: Tustin, California
Occupation: General Manager-Leica Navigation and Positioning (Retired)
Comments: “I currently serve as Vice President of Desert Springs Villas Master Association and Vice President of Desert Springs II. My business career includes being General Manager of Leica Navigation and Positioning and Vice President of Product Development for Magellan Systems. Frankly, I like the way owners, Marriott management and the board maintains the property in a way that keeps the same inviting impression of Desert Springs Villas that drew us here the first time. New challenges that Marriott’s Desert Springs Villas II must grapple with are: outsmarting rising water/energy costs, AND at the same time solve issues that come up on our beautiful, but now aging, campus. I feel we have achieved the best forward-thinking maintenance and design within the given resources. This has been an artful, sometimes painful, balance to achieve. If you agree, I would very much appreciate your vote.”

Name: Charles Larson
Home: Naples, Florida
Occupation: President-Industrial Research Institute
Comments: “My background in technology and business has helped me to effectively interact with and manage people. I spent 29 years working in New York City followed by 12 years in Washington, DC. Having owned four weeks at DSV for 21 years and retiring to Naples, Florida, I have the time, experience and interest to serve on the Board of Directors. I am a registered professional engineer in the State of New Jersey, a Fellow of the American Association for the Advancement of Science, a Life Fellow of the American Society of Mechanical Engineers and have served on corporate boards in Colorado and Utah. My wife and I have two children and three grandchildren, all of who love visiting us in Palm Desert.”

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

Candidate Profile(s)
(continued)

Name: Benjamin Steinberg
Home: Edina, Minnesota
Occupation: Real Estate Finance, Management and Investment
Comments: "I would appreciate the privilege of continuing to serve you as Director of DSV II. My career, education, and real estate experience have provided me with a special background, allowing me to make prudent operational and governance decisions. After achieving Urban Land Economics and Juris doctor degrees and practicing real estate law, I continued my career as a commercial real estate finance specialist (shopping centers, hotels, office, and apartment buildings) which evolved into my ownership and management of these types of properties. I have also been President of the boards of real estate trade associations and have led nonprofit organizations which acquire and develop housing for the less fortunate seniors. I intend to continue my focus on cost-containment issues and on prudent additions of amenities. My service as DSV II Director has included DSV II President, negotiating leases and agreements (including tennis) with Marriott, audit committee, building/grounds committee, and Master Association President."

Name: Jane Stickel
Home: Sandy, Utah
Occupation: Director, Regulatory Affairs, BD Medical (Retired)
Comments: "I have a broad experience including strategic planning, financial planning and operations. Having worked in the medical device industry for 35 years, I have been responsible for upholding the quality and integrity of the products I was responsible for. I have a keen sense of what customers value and feel I can incorporate this experience into Desert Springs Villas II to bring the utmost value to the vacation experience. I have held various position on Boards in the Life Sciences industry and currently serve on two non-profit Boards. My engineering background coupled with my career experience has given me an understanding of project management, risk management, and regulatory governance, all of which would be an asset in working with the Desert Springs Board. I enjoy the volunteer work that I do and hope you decide I am qualified to best serve your interests."

Limited Proxy 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 Meeting, 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
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.

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.

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