

August 31, 2018

RE: Notice of Annual Meeting
Kalanipu'u Vacation Owners Association (referred to as the "VOA")
Written Consent Ballot for Annual Meeting of Association of Owners of Kalanipu'u Condominium
(referred to as the "AO")

Dear Marriott's Kauai Lagoons – Kalanipu'u Owner:

The 2018 Annual Meeting of Kalanipu'u Vacation Owners Association will be held 11:15 a.m., Hawaii Standard Time, on October 17, 2018, at Marriott's Kauai Lagoons – Kalanipu'u, Resort Activities Room, 3325 Holokawelu Way, Lihue, Hawaii 96766.

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 Kalanipu'u Vacation Owners Association
- Election of one (1) member to Kalanipu'u Vacation Owners Association Board of Directors

The following Annual Meeting materials are enclosed for your review:

- **Agenda**
- **Proposals** to be considered
- **Candidate Profiles** of the candidates for election to the Boards of Directors
- **Limited Proxy Submission Method**
- **Limited Proxy**

If you are unable to attend in person, you may 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 12, 2018.

AO WRITTEN CONSENT BALLOT. As a VOA member, you are also a member of the AO. **The AO's Annual Meeting is to be held at 11:00 a.m., Hawaii Standard Time, on October 17, 2018**, at Marriott's Kauai Lagoons – Kalanipu'u, Resort Activities Room, 3325 Holokawelu Way, Lihue, Hawaii 96766. Enclosed, for your reference, is a copy of the agenda for the AO Annual Meeting, as well as a copy of the Proposals to be considered at the AO Annual Meeting. In order to facilitate voting by the VOA Board on behalf of VOA members at the AO 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 12, 2018. A representative of the VOA Board will then exercise the votes of the VOA members at the AO Annual Meeting in accordance with the procedures set forth in Section 5.14 A. of the Kalanipu'u 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 12, 2018 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.

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 any questions about the Annual Meetings or the enclosed information, please contact Thomas Jordan, General Manager, by phone at 808-632-8206 or email at thomas.jordan@vacationclub.com.

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,

Andrew McGovern

Secretary/Treasurer

Kalanipu'u Vacation Owners Association

**Kalanipu'u Vacation Owners Association
2018 Annual Meeting**

October 17, 2018 at 11:15 a.m., Hawaii Standard Time

Marriott's Kauai Lagoons-Kalanipu'u
Resort Activities Room
3325 Holokawelu Way
Lihue, Hawaii 96766

Agenda

- Call to Order
- Establishment of Quorum
- Appointment of Recording Secretary
- Proof of Notice of Annual Meeting
- Approval of Agenda
- Approval of 2017 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
 - Fixed Number of Directors to the Board of Directors
 - Election of One (1) Member of the Board
- New Business
 - Announcement of 2019 Annual Meeting Date
- Adjournment

**Kalanipu'u Vacation Owners Association
2017 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 the incorporator of the Association 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 five (5) members (but the number will always be fixed at an odd number), 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, and if not so set then shall remain the same as the previous year, provided that the number of directors may only 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) an Owner and a member of the Association, or (b) a manager, member, officer or designated representative of an entity Owner that is a member of the Association (including Developer for so long as Developer is an Owner and member of the Association)."

Increasing the number of the Board of Directors may increase Operating expenses to the Association.

Your choices are three (3) or five (5) Directors.

Your Board of Directors recommends maintaining the current number of Directors at three (3).

2. Election of One (1) Member to the Board of Directors (Item 2.B. on your Limited Proxy)

One (1) Member will be elected to the Board of Directors to serve a three-year term. Please see the Candidate Profiles for a summary of the candidates.

**Kalanipu'u Vacation Owners Association
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Edwin D. Fuller
Home: Laguna Hills, California
Occupation: President, Laguna Strategic Advisors
Comments: "I have worked in the Hawaiian market on behalf of Marriott International for over 25 years, and indirectly throughout my 40 years with Marriott International, in both Operations and Marketing. My experience with Marriott included a close operating relationship with MVCI and specifically in the development of the Kauai Marriott Resort, Marriott's Kauai Beach Club and Marriott's Kauai Lagoons-Kalanipu'u. I have owned a timeshare in Kauai since the opening of Marriott's Kauai Beach Club. I am looking forward to the opportunity to continue to represent all the members by serving on the Board of Directors as Vice President as in this past year."

Name: Harry D. Mayo III
Home: North Bergen, New Jersey
Occupation: Retired Director of Human Resources and Director of Organizational Development
Comments: "As a former Director of Human Resources and Director of Organizational Development, I set policies for the human aspects of the organization, tasks which were rewarding and made a difference to both management and employee satisfaction. If elected, I would bring that same "human" touch to the policies and people of Kalanipu'u. My wife and I own ten Marriott properties, but of them all, we think Kauai Lagoons-Kalanipu'u is far and away the best property we've seen, and I want to work hard to diligently make sure that it stays far and away the best. I've met and talked with the Kauai Lagoons management and staff, and I think that together with the other Board members we can work to see that this property remains one of the best, if not THE best, in the Marriott portfolio."

**Association of Owners of Kalanipu'u Condominium
2018 Annual Meeting**

October 17, 2018 at 11:00 a.m., Hawaii time

Marriott's Kauai Lagoons-Kalanipu'u
Resort Activities Room
3325 Holokawelu Way
Lihue, Hawaii 96766

Agenda

- Call to Order
- Roll Call; Establishment of Quorum
- Appointment of Recording Secretary
- Proof of Notice of Annual Meeting
- Approval of Agenda
- Approval of 2017 Annual Meeting Minutes
- Appointment of Inspector of Election
 - Nominations from the Floor
 - Tabulation of Votes
- Board of Directors Report
- Resort Operations Report
- Financial Report
- Voting Results
 - Election of One (1) Member of the Board
- New Business
 - Election of Delegate and Alternate Delegate
 - Announcement of 2019 Annual Meeting Date
- Adjournment

**Association of Owners of Kalanipu'u Condominium
2018 Annual Meeting**

Proposals

1. Election of One (1) Member to the Board of Directors to serve a three-year term (Item 2.A. on your Limited Proxy)

One (1) Member will be elected to the Board of Directors to serve a three-year term. See Candidate Profiles for a summary of candidates.

2. Election of Delegate and Alternate Delegate to represent the Association at the Kauai Lagoons Community Association Annual Meeting

Each District shall elect (or appoint) a Delegate who shall be responsible for casting all votes attributable to Units owned by Class "A" Members in the District on all Association matters requiring a membership vote. In addition, each District shall elect (or appoint) an alternate Delegate who shall be responsible for casting such votes in the absence of the Delegate. If a District has an association, Delegates and alternate Delegates shall be members of the Board of that association.

This agenda item will be presented and voted on at the Annual Meeting.

**Association of Apartment Owners of Kalanipu'u Condominium
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Harry D. Mayo III
Home: North Bergen, New Jersey
Occupation: Retired Director of Human Resources and Director of Organizational Development
Comments: "As a former Director of Human Resources and Director of Organizational Development, I set policies for the human aspects of the organization, tasks which were rewarding and made a difference to both management and employee satisfaction. If elected, I would bring that same "human" touch to the policies and people of Kalanipu'u. My wife and I own ten Marriott properties, but of them all, we think Kauai Lagoons-Kalanipu'u is far and away the best property we've seen, and I want to work hard to diligently make sure that it stays far and away the best. I've met and talked with the Kauai Lagoons management and staff, and I think that together with the other Board members we can work to see that this property remains one of the best, if not THE best, in the Marriott portfolio."

Name: Andrew McGovern
Home: Orlando, Florida
Occupation: Senior VP, Human Resources, Marriott Vacations Worldwide
Comments: "I have worked in the lodging industry for over 20 years and currently hold a B.S. and MBA from Colorado State University. During my tenure with Marriott International/Marriott Vacations Worldwide I have held both Operational and Human Resources roles. In addition, I have a number of years' experience serving as a Director on an HOA board. As part of my tenure with Marriott I spent a significant amount of time in Hawaii and have a deep respect for the culture and the people of Hawaii. I would welcome the opportunity to continue to serve the members of Kalanipu'u."

Limited Proxy and Written Consent Ballot Submission Method

1. Mark your selections on the enclosed Limited Proxy and Written Consent Ballot to arrive by 4:30 p.m., Hawaii Standard Time, on October 12, 2018.
 - a. Please note, however, Limited Proxy vote(s) will be counted if cast in person at the VOA Annual Meeting on October 17, 2018.
 - b. Please note the Written Consent Ballot **cannot** be cast at the AO Annual Meeting on October 17, 2018.
2. Date and sign your name exactly as it appears on your Limited Proxy and Written Consent Ballot.
3. **For Limited Proxy only:** 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 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 for your vote to be counted.
4. Mail the Limited Proxy and Written Consent Ballot in the enclosed postage-paid envelope.

LIMITED PROXY

**Kalanipu'u Vacation
Owners Association
2018 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 12, 2018, 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 17, 2018.

1. The above signed, as member(s) of the **Kalanipu'u 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) **Charles Baron**, 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 the Kalanipu'u Vacation Owners Association**, to be held at 11:30 a.m., Hawaii Standard Time, on October 17, 2018, at Marriott's Kauai Lagoons – Kalanipu'u, Resort Activities Room, 3325 Holokawelu Way, Lihue, Hawaii 96766, 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 five (5) members (but the number will always be fixed at an odd number). Please select either three (3) or five (5) directors. Please do not select more than one (1) choice. A selection of more than one (1) choice will invalidate your vote. Please see Proposals for details.

- Three (3) Directors
 Five (5) Directors

B. Election of one (1) member to the Association's Board of Directors to serve a three-year term. Please see the Candidate Profiles for a summary of the candidates.

- Edwin D. Fuller
- Harry D. Mayo III

3. **GENERAL POWERS (NON-AGENDA ITEM).** 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 by 4:30 p.m., Hawaii Standard Time, on October 12, 2018. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 17, 2018.

WRITTEN CONSENT BALLOT

DESIRED VOTE BY KALANIPU’U VACATION OWNERS ASSOCIATION (“VOA”) MEMBERS ON PROPOSALS TO BE CONSIDERED AT THE ANNUAL MEETING OF THE ASSOCIATION OF OWNERS OF KALANIPU’U CONDOMINIUM (“AO”) TO BE HELD AT 11:00 A.M., HAWAII STANDARD TIME, ON OCTOBER 17, 2018, AT MARRIOTT’S KAUAI LAGOONS – KALANIPU’U, RESORT ACTIVITIES ROOM, 3325 HOLOKAWELU WAY, LIHUE, HAWAII 96766.

MEMBER NAME(S):

APARTMENT NO(S) AND TIMESHARE INTEREST(S) NO(S):

PLEASE INDICATE YOUR DESIRED VOTE ON THE AO ANNUAL MEETING AGENDA ITEM SET FORTH IN SECTION A BELOW. FOR YOUR DESIRED VOTE ON THE AGENDA ITEM TO BE COUNTED BY THE VOA BOARD, YOU MUST MARK THE CIRCLE IN THE MANNER INDICATED BELOW. A REPRESENTATIVE OF THE VOA BOARD WILL THEN CAST THE VOTES, ON BEHALF OF THE VOA MEMBERS, AT THE AO ANNUAL MEETING IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN SECTION 5.14.A OF THE KALANIPU’U VACATION OWNERSHIP PROGRAM DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS.

A. Election of AOA Board Member: Election of one (1) member to the AOA’s Board of Directors to serve a three-year term. **Please select no more than one (1) candidate.** A selection of more than one (1) candidate will invalidate your vote. Please see the Candidate Profiles for a summary of the candidates.

- Harry D. Mayo III
- Andrew McGovern

ASSOCIATION OF OWNERS OF KALANIPU’U CONDOMINIUM ANNUAL AUDIT REPORT. By filling in the square below, the undersigned Owner(s) hereby requests from the AO Board of Directors a copy of the annual audit report of the AO required by Hawaii Revised Statutes §514B-150. If you do not fill in the square below, you are indicating that you do not wish to receive a copy of the annual audit report of the AO.

- Please send me a copy of the annual audit report of the AO

I/We, the Owner(s) of the Vacation Ownership Interest(s) pertaining to the Apartment(s) listed above, have marked the above circle to indicate my/our desired vote regarding the AO Annual Meeting agenda item set forth in this Written Consent Ballot.

Voting Member Signature
(X): _____
Printed Name: _____

Voting Member Signature
(X): _____
Printed Name: _____

Date: _____

Date: _____

PLEASE RETURN YOUR **COMPLETED** WRITTEN CONSENT BALLOT IN THE ENCLOSED POSTAGE PRE-PAID ENVELOPE NO LATER THAN 4:30 P.M., HAWAII STANDARD TIME, ON OCTOBER 12, 2018 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 Kauai Lagoons – Kalanipu'u**, which is managed and administered by **Association of Owners of Kalanipu'u Condominium** (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