

August 17, 2018

RE: Notice of Annual Meeting
Association of Apartment Owners of Maui Ocean Club (referred to as the "AOAO")

Dear Marriott's Maui Ocean Club Owner:

The 2018 Annual Meeting of Association of Apartment Owners of Maui Ocean Club will be held at 9:00 a.m., Hawaii Standard Time, on October 16, 2018, at Marriott's Maui Ocean Club, 100 Nohea Kai Drive, Lahaina, Hawaii 96761.

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

- Election of two (2) members to the AOAO Board of Directors, each to serve a three-year term

The following Annual Meeting materials are included for your review:

- **Agenda**
- **Proposal** to be considered
- **Candidate Profiles** of the candidates for election to the Board of Directors
- **Limited Proxy Submission Method**
- **Limited Proxy**
- **Certificate of Voting Form**

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 4:30 p.m., Hawaii Standard Time on October 9, 2018. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 16, 2018.

In connection with updating your AOAO records, a **Certificate of Voting** form is included. If your interest is owned by an entity (e.g., partnership, corporation, trust, limited liability company), please designate 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. 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 questions regarding the Annual Meeting or the enclosed materials, please contact Bill Countryman, General Manager, by email at bill.countryman@vacationclub.com or by phone at 808-667-8200.

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 AOAO will incur additional expenses to re-notice Owners to obtain the votes required to hold the Annual Meeting. Your vote and participation are important to the Association.

Sincerely,

John Draeger

Secretary/Treasurer

Association of Apartment Owners of Maui Ocean Club

**Association of Apartment Owners of Maui Ocean Club (AOAO)
2018 Annual Meeting**

October 16, 2018 at 9:00 a.m., Hawaii time

Marriott's Maui Ocean Club
100 Nohea Kai Drive
Lahaina, Hawaii 96761

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 Floor
 - Tabulation of Votes
- Board of Directors Report
- Resort Operations Report
- Financial Report
- Voting Results
 - Election of Two (2) Members of the Board
- New Business
 - Announcement of 2019 Annual Meeting Date
- Adjournment

**Association of Apartment Owners of Maui Ocean Club (AOAO)
2018 Annual Meeting**

Proposal

1. Election of Two (2) Members to the Board of Directors, each to serve a three-year term (Item 2.A. on your Limited Proxy)

Two (2) members will be elected, each to serve a three-year term on the Board of Directors. See the Candidate Profiles for a summary of the candidates.

**Association of Apartment Owners of Maui Ocean Club
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Jeff Robert Bojeski
Home: Mansfield, Texas
Occupation: VP & GM US Group Ropak Packaging
Comments: "I am a long time owner, We purchased in Maui over 16 years ago and made it out to the island multiple times. I have served on many boards and I am pass Chairman of the board at Walnut Creek in Mansfield Texas. If elected I will represent all owners interest and ensure dues collected are used to support the ongoing efforts at our resort. I believe I would work hard for all owners, to ensure we help grow the resort and protect our investment. I love Maui and the island life and would like to see our resort be one of the focal points for anyone visiting. Yours Truly, Jeff Bojeski"

Name: Nathan Guikema
Home: Orlando, Florida
Occupation: Marriott Vacations Worldwide Operations
Comments: "I have served as a member of VOA and AOA Boards for several years and continue to partner with the Board and the expert management team to work for the best interests of the timeshare owners. I have served on, and worked with, many HOA Boards and Timeshare Boards and bring my experience and energy to Maui Ocean Club. As long as I am serving in this capacity, will strive to bring my experience to the betterment of the Association."

Name: Peter Rammer
Home: Danville, California
Occupation: Software/Hardware Consultant
Comments: "I have been an Maui Ocean Club Owner for 18 years and Destination Club Owner for 8 years. I love the Maui Ocean Club and all it has to offer. I feel it is the premier destinations in the Vacation Club system and I would like to keep it that way. I have served on several boards and owned a property management company. I feel this practical experience coupled with a high business acumen will make me a valuable addition to our board. I will diligently represent all Ocean Club Owners. I would not take this appointment lightly as I promise to DEVOTE ALL THE TIME NECESSARY to help the Maui Ocean Club prosper and grow for years to come. I want to keep the Maui Ocean Club a place for our families to enjoy for years to come. Mahalo..."

**Association of Apartment Owners of Maui Ocean Club
2018 Annual Meeting**

Candidate Profiles

(continued)

Name: Linda L. Rooney
Home: Zephyr Cove, Nevada
Occupation: School District Superintendent, Retired
Comments: “Our amazing Maui Ocean Club offers a uniquely pristine and outstanding vacation venue for everyone, regardless of age and interests. My goal as a member of the Board of Directors is to continue to seek creative, exciting and innovative strategies for enhancing the many fantastic vacation opportunities for all at our gorgeous resort. I offer my love for our resort, and my dedication and commitment to serving all fellow owners. As a member of homeowners’ associations in California, Nevada, Maui and Kauai, I have served as an officer on several boards, in addition to 40 years of service as a school district administrator in California. While sharing my experiences and expertise, I pledge to remain open, accessible, and committed to actively listening to the creative ideas and suggestions of all owners. I shall serve all Maui Ocean Club neighbors with great enthusiasm, positive energy and my sincere “Spirit of Aloha”.”

Name: Larry Wolfe
Home: Rancho Santa Fe, California
Occupation: Retired - Senior Vice President, Intuit Inc.
Comments: “I am currently a board member of both the Maui Ocean Club VOA and the AOAO. My wife and I are owners with a combination of legacy weeks and Vacation Club Points. We have been coming to Maui for over thirty-five years and call Kaanapali Beach and especially the Marriott resort our second home. During my working career I was a partner in a CPA firm and founded a software company. When I retired I was a senior vice president at Intuit, Inc. responsible for all of its tax products, including TurboTax. I serve on several boards and am chairman of the audit committee for one public company. It has been an honor and privilege to serve on the Maui Ocean Club boards and I hope to continue to have the opportunity to do so for the next term.”

Limited Proxy Submission Method

The accompanying Notice of Annual Meeting describes important issues affecting the Association. To vote:

- 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.

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LIMITED PROXY

**Association of Apartment
Owners of Maui Ocean Club
2018 Limited Proxy**

Date Signed: _____

Voting Member Signature

(X): _____

Printed Name: _____

Voting Member Signature

(X): _____

Printed Name: _____

Legal Name:

NOTE: FOR THIS PROXY TO BE VALID, THE PROXY GIVER MUST PROVIDE THE DATE THAT THE PROXY IS GIVEN, HIS OR HER PRINTED NAME, HIS OR HER SIGNATURE, UNIT NUMBER(S) FOR WHICH THE PROXY IS GIVEN AND THE PRINTED NAME OF THE PERSON OR ENTITY TO WHOM THE PROXY IS GIVEN. PLEASE SIGN AND RETURN THIS LIMITED PROXY BY 4:30 P.M., HAWAII STANDARD TIME, ON OCTOBER 9, 2018, TO THE SECRETARY OF THE ASSOCIATION OR THE MANAGING AGENT. PLEASE NOTE, HOWEVER, THAT VOTES WILL BE COUNTED IF CAST IN PERSON AT THE MEETING ON OCTOBER 16, 2018.

1. The above signed, as member(s) of **Association of Apartment Owners of Maui Ocean Club** ("Association"), do hereby appoint [**Indicate only one choice by filling in the circle at one of (a), (b), (c), (d) or (e). If your choice is (b), please also print the name of the person appointed.**]:

- (a) **Mark Neumann**, 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); **OR**
- (c) No one; this proxy is provided for quorum purposes only [**Please note that if you select this option (c) your vote will be counted for quorum purposes only and shall not be counted towards any action to be taken at the meeting**]; **OR**
- (d) The Board of Directors of the Association as a whole, to be voted on the basis of the preference of a majority of the directors present at the meeting; **OR**
- (e) The members of the Board of Directors present at the meeting, with the vote to be shared with each Board member receiving an equal percentage,

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 Association of Apartment Owners of Maui Ocean Club**, to be held at 9:00 a.m., Hawaii Standard Time, on October 16, 2018, at Marriott's Maui Ocean Club, 100 Nohea Kai Drive, Lahaina, Hawaii 96761, except that my proxy holder's authority is limited as indicated below.

2. **AGENDA ITEM.** (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUE, 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 THE ITEM.)

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

- Jeff Robert Bojeski
- Nathan Guikema
- Peter Rammer
- Linda L. Rooney
- Larry Wolfe

3. **GENERAL POWERS (NON-AGENDA ITEMS).** 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.

4. By filling in the circle below, the above signed owner(s) hereby requests from the Board of Directors a copy of the annual audit report of the Association required under Hawaii Revised Statutes §514B-150.

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

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 no later than 4:30 p.m., Hawaii Standard Time, on October 9, 2018. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 16, 2018.

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 Maui Ocean Club**, which is managed and administered by **Association of Apartment Owners of Maui Ocean Club** (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