

October 12, 2018

Re: Notice of Annual Meetings
Newport Coast® Villas Timeshare Association
Newport Coast® Villas Condominium Association
Newport Coast® Villas Master Association

Dear Marriott's Newport Coast Villas Owner:

The 2018 Annual Meetings of Newport Coast Villas Timeshare Association, Newport Coast Villas Condominium Association and Newport Coast Villas Master Association will be held concurrently at 4:00 p.m., Pacific time, on November 13, 2018, at Newport Beach Marriott Hotel & Spa, (See Reader Board for meeting room location), 900 Newport Center Drive, Newport Beach, California 92660.

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

- Election of two (2) Members to the Timeshare Association Board of Directors, each to serve a two-year term
- Election of two (2) Members to the Condominium Association Board of Directors, each to serve a two-year term
- Election of two (2) Members to the Master Association Board of Directors, each to serve a two-year term

The following Annual Meeting materials are enclosed for your review:

- **Proposals** to be considered
- **Candidate Profiles** of the candidates for election to the Boards of Directors
- **Limited Proxies Submission Method**
- **Limited Proxies**
- **Ballot for Newport Coast Villas Condominium Association**

If you are unable to attend in person, you may submit your Limited Proxies and Ballot by marking, signing and dating your Limited Proxies and Ballot and returning them in the prepaid envelope to: Proxy Services Corporation, P.O. Box 9001, Brentwood, New York 11717-9804 by November 13, 2018.

If you have any questions about your Limited Proxies, Ballot, or the information enclosed, please contact Lisa Romero, Executive Assistant, by phone at 949-464-6002 or by email at nevbod@VacationClub.com.

Whether or not you plan to attend the Annual Meetings, I encourage you to submit your Limited Proxy 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,

Bill Whelihan

Secretary
Newport Coast Villas Timeshare Association
Newport Coast Villas Condominium Association
Newport Coast Villas Master Association

**Newport Coast Villas Timeshare Association
2018 Annual Meeting**

Proposal

1. Election of two (2) Members to the Board of Directors (Item 2 on your Limited Proxy)

Two (2) Members will be elected to serve on the Board of Directors, each to serve a two-year term. The Timeshare Association is responsible for management and disposition of the Timeshare Project and requires a separate vote of its members. Your Limited Proxy is coded to automatically capture the correct number of votes based on your Ownership. See Candidate Profiles for a summary of the candidates.

**Newport Coast Villas Condominium Association
2018 Annual Meeting**

Proposal

1. Election of two (2) Members to the Board of Directors (Item 1 on your Ballot for Newport Coast Villas Condominium Association)

Two (2) Members will be elected to serve on the Board of Directors, each to serve a two-year term. The Condominium Association governs the rights with respect to the use, possession, enjoyment, management or disposition of a Project Condominium and requires a separate vote of its members. According to the Bylaws for this Association, each one (1) week Owner is entitled to 24 votes for each Director being elected or issue being voted upon. This year you are electing two (2) members to the Board and are entitled to 48 votes (24 votes multiplied by 2 Directors) for every week you own. You may cast your votes in any whole number increment you desire (cumulative voting applies). See Candidate Profiles for a summary of the candidates.

EXAMPLE: Mr. Smith is the Owner of one week and is therefore entitled to 48 votes (number of weeks owned [1], multiplied by [24] votes for each week, then multiplied by the number of Directors to be elected [2]). He may cast his votes in any whole number he desires. He may choose to split his votes among the candidates; he completes the Ballot as seen below: Twenty-four (24) votes for Candidate A (he writes in “24” in the # votes space next to Candidate A), twenty-four (24) votes for Candidate B (he writes in “24” in the # votes space next to Candidate B), zero (0) votes for Candidate C (he writes in “0” in the # votes space next to Candidate C) and zero (0) votes for Candidate D (he writes in “0” in the # votes space next to Candidate D).

Total Votes 48	Candidate A # Votes <u> 24 </u>
	Candidate B # Votes <u> 24 </u>
	Candidate C # Votes <u> 0 </u>
	Candidate D # Votes <u> 0 </u>

NOTE: THE BOX BELOW NUMBER 1 ON YOUR BALLOT THAT IS LABELED “TOTAL VOTES” WILL INDICATE THE TOTAL NUMBER OF VOTES YOU MAY CAST.

**Newport Coast Villas Master Association
2018 Annual Meeting**

Proposal

1. Election of two (2) Members to the Board of Directors (Item 2 on your Limited Proxy)

Two (2) Members will be elected to serve on the Board of Directors, each to serve a two-year term. The Master Association is responsible for the management and disposition of the Master Association Property. As provided by the Declaration, you are entitled to the number of votes equal to the number of Directors to be elected multiplied by the number of weeks you own. You may vote in any whole number increment you desire (cumulative voting applies). See Candidate Profiles for a summary of the candidates.

EXAMPLE: Mr. Jones is the Owner of two (2) weeks and is therefore entitled to four (4) votes (number of Board Members to be elected [2] multiplied by number of weeks owned [2]). He may cast his votes in any whole number increment he desires. He may choose to split his votes between two different candidates, by completing the Limited Proxy as seen below: Two (2) votes for Candidate A (he writes in “2” in the # votes space next to Candidate A), two (2) votes for Candidate B (he writes in “2” in the # votes space next to Candidate B), zero (0) votes for Candidate C (he writes in “0” in the # votes space next to Candidate C) and zero (0) votes for Candidate D (he writes in “0” in the # votes space next to Candidate D).

Total Votes 4	Candidate A # Votes <u> 2 </u>
	Candidate B # Votes <u> 2 </u>
	Candidate C # Votes <u> 0 </u>
	Candidate D # Votes <u> 0 </u>

NOTE: THE BOX BELOW NUMBER 2 ON YOUR LIMITED PROXY THAT IS LABELED “TOTAL VOTES” WILL INDICATE THE TOTAL NUMBER OF VOTES YOU MAY CAST.

**Newport Coast Villas Timeshare Association
Newport Coast Villas Condominium Association
Newport Coast Villas Master Association
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Andrew Gallardo
Home: Valencia, California
Occupation: Director of Fitness, Kaiser Permanente
Comments: “My name is Andy Gallardo and I would be honored to serve on the Newport Coast Villas Board of Directors. My background and experience make me the ideal candidate for the position. Currently, I am the Director of Fitness for Kaiser Permanente Southern California where I am tasked with helping our physicians and staff lead a healthy lifestyle. Prior to my current position, I served as head of public relations for Six Flags Magic Mountain. In this role I oversaw media and community relations. I have also managed communications for Nintendo of America, the City of Chicago and the State of California. I have a BA from Arizona State University and an MA from the University of Southern California. I am a certified personal trainer with the National Academy of Sports Medicine. I live in Valencia, California with my wife Laura, and my sons, Blake, 15 and Brady, 14.”

Name: Bethanne Mowery
Home: Hainesport, New Jersey
Occupation: Executive Director
Comments: “My family and I are two-week Marriott Vacation Club owners with extreme pride of ownership and loyalty to Marriott. I’m a frequent traveler and passionate volunteer, who is also an accomplished executive with 30 years of progressive experience in business, logistics, quality improvement and relationship building. I have 28 years of employed service at a global education company. I direct the end-to-end management of nearly 17,000 sites across 180 countries with a budget exceeding \$200 million. I earned an MBA with honors, a Six-Sigma certification and two corporate presidential awards. I serve as treasurer for the Credit Union of New Jersey, where I’ve been on the board since 1990. I serve as Vice President for Anchor House, a charitable organization for abused children. I served maximum-term as treasurer for the court appointed special advocates (CASA). I’m on the advisory-board for the Teal Tea Foundation (cancer charity). My interests include photography, animals and the outdoors.”

Name: Keven Rowe
Home: Salt Lake City, Utah
Occupation: Attorney
Comments: “I am running for the Master Association, Condominium Association and Timeshare Association Boards this year. I have had the opportunity to serve as a Director for these associations and have enjoyed my time and feel that I made a contribution and would appreciate to continue serving. I am a long-time Marriott Vacation Club owner at MountainSide in Park City and Newport Coast Villas. I have served as President of the MountainSide Board of Directors for many years along with my service on the Newport Coast Villas Boards. As a result, and as a real estate attorney, I feel that I have valuable experience that I would bring to the Boards at Newport Coast Villas. Our family loves the resort as a special and unique home away from home. If elected to the Board, I would work hard to keep it that way in a cost-effective manner.”

**Newport Coast Villas Timeshare Association
Newport Coast Villas Condominium Association
Newport Coast Villas Master Association
2018 Annual Meeting**

Candidate Profiles
(continued)

Name: Vince Tobin
Home: Goodyear, Arizona
Occupation: Retired NFL Coach
Comments: "I coached in the NFL from 1986 to 2004. I was the defensive co-coordinator for the Chicago Bears, Indianapolis Colts and the Detroit Lions. In 1996, I was appointed head coach of the Arizona Cardinals. We won their first playoff game since 1947 for the Cardinals in 2008, a span of 51 years. In 1965, I received my Bachelors and Masters Degrees in Guidance and Counseling from the University of Missouri where I played football and went on to coach for nine years after graduation. I have been a Marriott Vacation Club owner since 1999. My wife Kathy and I own ten weeks at Newport Coast. Currently, I'm living in Phoenix, Arizona where I'm on the Board of Directors of Abrazo West Hospital. Because of my experience with several successful organizations, if re-elected I believe I would continue be an asset to the Marriott Board."

Limited Proxies and Ballot Submission Method

The accompanying Notice of Annual Meetings describes important issues affecting each Association. To submit your Limited Proxies and Ballot:

- a. Mark your selections on the enclosed Limited Proxies and Ballot.
- b. Date and sign your name exactly as it appears on your Limited Proxies and Ballot.
- 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 Meetings for your vote to be counted.
- d. Mail the Limited Proxies and Ballot in the enclosed postage-paid envelope.

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LIMITED PROXY

**Newport Coast Villas
Timeshare Association
2018 Limited Proxy**

Date: _____

Voting Member Signature: _____

(X): _____

Voting Member Signature: _____

(X): _____

Legal Name:

NOTE: FOR THIS LIMITED 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 NOVEMBER 6, 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 NOVEMBER 13, 2018.

1. The above signed, as member(s) of **Newport Coast Villas Timeshare Association** (the Association), do hereby appoint EITHER (indicate **only one choice** by filling in the circle at (1) or (2)):
 - (1) **John Albert**, 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, revoking all previous proxies, to vote in my place and stead on my behalf, as though I myself were present, with power of substitution, at the **Annual Meeting of Newport Coast Villas Timeshare Association** to be held at 4:00 p.m., Pacific time, on November 13, 2018, at Newport Beach Marriott Hotel & Spa, (See Reader Board for meeting room location), 900 Newport Center Drive, Newport Beach, California 92660, 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 VOTE ON THE ITEM BELOW. IF YOU LEAVE ANY ITEM IN THIS SECTION BLANK, YOUR PROXY HOLDER WILL NOT CAST A VOTE ON SUCH ITEM.)**

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

- Andrew Gallardo
- Bethanne Mowery
- Keven Rowe
- Vince Tobin

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.

LIMITED PROXY

**Newport Coast Villas
Condominium Association
2018 Limited Proxy**

Date: _____

Voting Member Signature:

(X): _____

Voting Member Signature:

(X): _____

Legal Name:

NOTE: FOR THIS LIMITED 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 NOVEMBER 6, 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 NOVEMBER 13, 2018.

1. The above signed, as member(s) of **Newport Coast Villas Condominium Association** (the Association), do hereby appoint EITHER (indicate **only one choice** by filling in the circle at (1) or (2)):

(1) **John Albert**, 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, as though I myself were present, with power of substitution, at the **Annual Meeting of Newport Coast Villas Condominium Association** to be held at 4:00 p.m., Pacific time, on November 13, 2018, at Newport Beach Marriott Hotel & Spa, (See Reader Board for meeting room location), 900 Newport Center Drive, Newport Beach, California 92660 except that my proxy holder's authority is limited as indicated below.

2. AGENDA ITEM

See separate Ballot for election of two (2) Members to the Condominium Association Board of Directors, each to serve a two-year term. See Candidate Profiles for a summary of the candidates. (Cumulative voting applies.)

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LIMITED PROXY

**Newport Coast Villas
Master Association
2018 Limited Proxy**

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

Legal Name:

NOTE: FOR THIS LIMITED 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 NOVEMBER 6, 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 NOVEMBER 13, 2018.

1. The above signed, as member(s) of **Newport Coast Master Association** (the Association) do hereby appoint EITHER (indicate **only one choice** by filling in the circle at (1) or (2)):
 - (1) **John Albert**, 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, as though I myself were present, with power of substitution, at the **Annual Meeting of Newport Coast Villas Master Association** to be held at 4:00 p.m., Pacific time, on November 13, 2018, at Newport Beach Marriott Hotel & Spa, (See Reader Board for meeting room location), 900 Newport Center Drive, Newport Beach, California 92660, 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 VOTE ON THE ITEM BELOW. IF YOU LEAVE ANY ITEM IN THIS SECTION BLANK, YOUR PROXY HOLDER WILL NOT CAST A VOTE ON SUCH ITEM.)**

Election of two (2) Members to the Master Association Board of Directors, each to serve a two-year term. See Candidate Profiles for a summary of the candidates. (Cumulative voting applies).

Total Votes	Andrew Gallardo	# votes _____
	Bethanne Mowery	# votes _____
	Keven Rowe	# votes _____
	Vince Tobin	# votes _____

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.

**NEWPORT COAST VILLAS TIMESHARE ASSOCIATION
BALLOT**

**Newport Coast Villas
Condominium Association
2018 Annual Meeting**

Date Signed: _____

Voting Member

Signature: _____

Voting Member

Signature: _____

Legal Name:

Pursuant to Section 4.2(e) of the Timeshare Declaration of Covenants, Conditions and Restrictions for Newport Coast Villas (Timeshare Declaration), Newport Coast Villas Timeshare Association (Timeshare Association) has the power and duty to exercise the vote for each Timeshare Condominium that is entitled to vote in Newport Coast Condominium Association (Condominium Association) matters. Please indicate on this Ballot the manner in which you would like the vote of all Timeshare Condominiums to be voted with respect to each matter (set forth below) for which a vote is to be taken at the Condominium Association's 2018 Annual Meeting. Please return your completed and signed Ballot by no later than November 13, 2018. If fifty-one percent (51%) or more of all Members vote on a particular matter, the Timeshare Association shall cast the vote for all Timeshare Condominiums in the manner approved by fifty-one percent (51%) of the Members. If fewer than fifty-one percent (51%) of all Members vote any given matter, the Timeshare Association may exercise the vote for all Timeshare Condominiums on such matter in the manner it deems to be in the best interest of the Owners.

Please Note: All capitalized terms used, but not defined herein, shall have the meanings given to them in the Timeshare Declaration.

1. **AGENDA ITEM: (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST VOTE ON THE ITEM BELOW. IF YOU LEAVE ANY ITEM IN THIS SECTION BLANK, YOUR PROXY HOLDER WILL NOT CAST A VOTE ON SUCH ITEM.)**

Election of two (2) Members to the Condominium Association Board of Directors, each to serve a two-year term. See Candidate Profiles for a summary of the candidates. (Cumulative voting applies.)

Total Votes

Andrew Gallardo	# votes _____
Bethanne Mowery	# votes _____
Keven Rowe	# votes _____
Vince Tobin	# votes _____