

March 7, 2019

Re: Notice of Annual Meeting
Timber Lodge Condominium Association
Timber Lodge Timeshare Association

Dear Owner:

The 2019 Annual Meetings of Timber Lodge Condominium Association and Timber Lodge Timeshare Association will be held consecutively at 1:00 p.m., and 1:30 p.m., Pacific time, on April 9, 2019, at Marriott Grand Residence Club, Media Center/Library – Mezzanine Level, 1001 Heavenly Village Way, South Lake Tahoe, California 96150.

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

The following Annual Meeting materials for each Association are enclosed for your review:

- **Proposals** to be considered
- **Candidate Profiles** of the candidates for election to the Boards of Directors
- **Limited Proxies and Ballot Submission Method**
- **Limited Proxies and Ballot**

If you are unable to attend in person, you may submit your Limited Proxies and Ballot by marking, signing and dating your Limited Proxy and returning each in the prepaid envelope to: Proxy Services Corporation, P.O. Box 9001, Brentwood, New York 11717-9804 by April 2, 2019.

If you have any questions about your Limited Proxies and Ballot or the information enclosed, please contact Tom McCormack, Market General Manager, by phone at 530-542-6601 or by email at tom.mccormack@vacationclub.com

Whether or not you plan to attend the Annual Meetings, I encourage you to submit your Limited Proxies and Ballot 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 is important to the Associations.

Sincerely,

Daniel Craig

Secretary

Timber Lodge Condominium Association
Timber Lodge Timeshare Association

**Timber Lodge Condominium Association
2019 Annual Meeting**

Proposals

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

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

Cumulative voting applies. You are entitled to cast as many votes as the number of weeks you own, multiplied by the number of Directors to be elected. For this election, you are electing two (2) Directors to the Board of Directors.

Note: The box on the front of your Ballot labeled “Total Votes” indicates the total number of votes you may cast.

Example (Every Year Owner):

Mr. Smith owns two (2) weeks **every year** and is therefore entitled to four (4) votes (number of weeks owned [2], multiplied by number of Board Members to be elected [2]). He may split his votes in any whole number increment he desires. He may choose to split his votes between two (2) candidates. He may complete his Ballot as seen below. Two (2) votes for Candidate A (he writes in “2” in the appropriate space), two (2) votes for Candidate B (he writes in “2” in the appropriate space), zero (0) votes for Candidate C (he writes in “0” in the appropriate space), zero (0) votes for Candidate D (he writes in “0” in the appropriate space), zero (0) votes for Candidate E (he writes in “0”) in the appropriate space) and zero (0) votes for Candidate F (he writes in “0” in the appropriate space).

Total Votes 4	Candidate A # of votes	<u>2</u>
	Candidate B # of votes	<u>2</u>
	Candidate C # of votes	<u>0</u>
	Candidate D # of votes	<u>0</u>
	Candidate E # of votes	<u>0</u>
	Candidate F # of votes	<u>0</u>

Example (Every Other Year Owner):

Ms. Jones owns one (1) week **every other year** and is therefore entitled to one (1) vote (number of weeks owned [0.5], multiplied by number of Board Members to be elected [2]). She may cast her vote in any point five (0.5) increment she desires. She may choose to split her vote between two (2) candidates. She may complete her Ballot as seen below. Point five (0.5) votes for Candidate A (she writes “0.5” in the appropriate space), point five (0.5) votes for Candidate B (she writes “0.5” in the appropriate space), zero (0) votes for Candidate C (she writes “0” in the appropriate space), zero (0) votes for Candidate D (she writes in “0” in the appropriate space) zero (0) votes for Candidate E (she writes in “0” in the appropriate space) and zero (0) votes for Candidate F (she writes in “0” in the appropriate space).

Total Votes 1	Candidate A # of votes	<u>0.5</u>
	Candidate B # of votes	<u>0.5</u>
	Candidate C # of votes	<u>0</u>
	Candidate D # of votes	<u>0</u>
	Candidate E # of votes	<u>0</u>
	Candidate F # of votes	<u>0</u>

**Timber Lodge Timeshare Association
2019 Annual Meeting**

Proposals

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

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

Plurality voting applies. As you are electing two (2) Members to the Board, you are entitled to one (1) vote for two (2) candidates. Please vote for two (2) candidates.

**Timber Lodge Condominium Association
Timber Lodge Timeshare Association
2019 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name:	John Albert
Home:	Orlando, Florida
Occupation:	Vice President of Operations
Comments:	“I am confident that my 39 years of experience combined with my historical knowledge of Timber Lodge and Tahoe issues will be an asset to the Association. My Resort management and engagement with the ARDA-Resort Owners Coalition also provides a unique knowledge base to support the Resort.”

Name:	Fred Batt
Home:	Folsom, California
Occupation:	Academic Library Administrator
Comments:	“My wife and I retired to grandchildren, travel and volunteer endeavors. As part of our travel plans, we acquired some Lake Tahoe timeshares (Ridge Tahoe) as well as Marriott properties (Ko Olina, Shadow Ridge, Timber Lodge and points in the Marriott Vacation Club program). Our families can now minimally look forward to high quality vacation accommodations for the rest of our lives. Marriott Rewards points air/hotel packages as well as Marriott Vacation Club points have sent us to London, Paris, Rome, Marbella, Barcelona, Sydney and other places that I never thought we would ever visit. We use the system well. Given these properties, I have a vested interest in the future of Marriott programs. Serving on the Board of Directors of Timber Lodge (the timeshare closest to my residence) is a logical way of staying close to the processes involving our large vacation investments.”

Name:	Robert E. Gilmore
Home:	Poway, California
Occupation:	Technology Consultant
Comments:	“Executive problem solver who understands how to wield technology to solve specific business problems and deliver return of investments. I would like to serve as Director and bring my experience to Timber Lodge.”

Name:	Andrew V. Howard
Home:	Dallas, Texas
Occupation:	Attorney
Comments:	“ANDREW V. HOWARD I would love to help the Board of Marriott’s Timber Lodge to make strategic decisions that maintains its goal of excellent service. EDUCATION J.D., Regent University School of Law, Virginia Beach, Virginia May 1995 MBA, Regent University School of Business, Virginia Beach, Virginia August 1992 BA, University of Dallas, Dallas Texas May 1990 PROFESSIONAL EXPERIENCE The Law Offices of Andrew V. Howard, P.C. 1995 – Present RBCLife Sciences, Inc. Vice President Marketing, 1995-1999 PROFESSIONAL AFFILIATIONS Texas Bar College, 2015-2018 Texas Bar, 1995 Northern District Texas, 2006 DSA Lawyers Council, 1997-1999 DSA Internet Task Force, 1997-1999 Board Member, God’s Child Project South Central, 2004-2009 Advisory Board Member, Lay Witnesses for Christ, to Olympic athletes, 2009-2010 Member TDDLA-A Defense Lawyers Association 2015-Present Board Member, RBCLife Sciences, Inc. 2009-Present Board Member, Global North Texas, Citizen Diplomat for International Visitors, Vice Chair, 2014-Present”

**Timber Lodge Condominium Association
Timber Lodge Timeshare Association
2019 Annual Meeting**

Candidate Profiles
(continued)

Name: Obe Schrader
Home: Pittsburgh, California
Occupation: Semi-Retired Transit & Management Consultant
Comments: "After Vietnam Era Military Service, I began my civilian life and took on ever more responsible positions in construction of Transit Systems in the United States and throughout the world. 12 years ago, I started my own Management Consulting Company using what I had learned in my 40+ years to the benefit of entities in need of that kind of expertise. I have stayed at Marriott's Timber Lodge as an owner of over 14 years and even consider it my second home. I have watched it expand and improvement projects completed and would like the opportunity to bring 'Added Value' to the Association Board to help continue these successes. I have the energy, the experience and definitely the desire to become a more active and positive part of the Marriott Timber Lodge Family. Give me that opportunity and I guarantee you that the Association and Owners will not be disappointed with their choice."

Name: Michael P. Zubovich
Home: South Riding, Virginia
Occupation: Chief Compliance Officer, Unisys Corporation
Comments: "Mr. Zubovich presently serves, since January 2007, as Chief Compliance Officer at Unisys Corporation, a Professional Services firm headquartered in Blue Bell, Pennsylvania. Prior to that, Mr. Zubovich served twenty years in various leadership positions, including Deputy Regional Director, with the Defense Contract Audit Agency, a United States Government agency responsible for performing contract audits at entities possessing contracts with the Department of Defense and other federal agencies. As a result of his thirty-two years of experience in both the private and public sectors, Mr. Zubovich would bring to the board a demonstrated leadership capability and extensive knowledge of complex financial and operational issues, as well as extensive management and corporate governance experience gained from these roles."

Limited Proxies and Ballot Submission Method

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

By Mail

- 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 and Ballot, 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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**TIMBER LODGE TIMESHARE ASSOCIATION
BALLOT**

**Timber Lodge Condominium Association
2019 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 Timber Lodge (Timeshare Declaration), Timber Lodge Timeshare Association (Timeshare Association) has the power and duty to exercise the vote for each Timeshare Condominium that is entitled to vote in Timber Lodge 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 2019 Annual Meeting. Please return your completed and signed Ballot by no later than April 9, 2019. 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 ISSUE, 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.)

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

Total Votes

John Albert	# of votes: _____
Fred Batt	# of votes: _____
Robert E. Gilmore	# of votes: _____
Andrew V. Howard	# of votes: _____
Obe Schrader	# of votes: _____
Michael P. Zubovich	# of votes: _____

LIMITED PROXY

**Timber Lodge
Condominium Association
2019 Limited Proxy**

Date Signed: _____

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 APRIL 2, 2019 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 APRIL 9, 2019.

1. The above signed, as Member(s) of **Timber Lodge Condominium Association** (the Association), do hereby appoint EITHER (indicate **only one choice** by filling in the circle at (1) or (2)):
- (1) **David Babich**, 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 and voting, with power of substitution, at the **Annual Meeting of Timber Lodge Condominium Association**, to be held at 1:00 p.m., Pacific time, on April 9, 2019 at Marriott Grand Residence Club, Media Center/Library – Mezzanine Level, 1001 Heavenly Village Way, South Lake Tahoe, California 96150, except that my proxy holder's authority is limited as indicated below.

AGENDA ITEM

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

THIS LIMITED PROXY IS REVOCABLE BY THE MEMBER 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

**Timber Lodge
Timeshare Association
2019 Limited Proxy**

Date Signed: _____

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 APRIL 2, 2019 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 APRIL 9, 2019.

1. The above signed, as Member(s) of **Timber Lodge Timeshare Association** (the Association), do hereby appoint EITHER (indicate **only one choice** by filling in the circle at (1) or (2)):

(1) **David Babich**, 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 and voting, with power of substitution, at the **Annual Meeting of Timber Lodge Timeshare Association**, to be held at 1:30 p.m., Pacific time, on April 9, 2019, at Marriott Grand Residence Club, Media Center/Library – Mezzanine Level, 1001 Heavenly Village Way, South Lake Tahoe, California 96150, 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, 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.)**

A. Election of two (2) Members to the 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.

- John Albert
- Fred Batt
- Robert E. Gilmore
- Andrew V. Howard
- Obe Schrader
- Michael P. Zubovich

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