



February 11, 2009

Dear Tortuga Beach Club Owner,

It is my privilege to invite you to a Special Owners Meeting and the Annual Owners Meeting for Tortuga Beach Club Condominium Association, Inc. The Special Owners Meeting for the purpose of ratifying the existing By-Laws will take place at 1:50 p.m. on Thursday, March 12, 2009 at Tortuga Beach Club. This year's Annual Meeting will begin at 2:00 p.m. To prepare you for these important gatherings, enclosed is information about the following topics:

- Ratification of Existing By-Laws
- Election of Candidates for Board of Directors
- Waiving of 2009 Statutory Reserves
- Ballot/Proxy Instructions
- Notice and Agenda for Special Owners Meeting and 2009 Annual Owners Meeting
- List of Candidates for Board of Directors
- Ballot/Proxy and Return Envelope

A quorum must be established to conduct business at the Special Owners Meeting and the Annual Owners Meeting, so please complete and return your enclosed Ballot/Proxy promptly, regardless of whether you plan to attend the meetings.

Ratification of Existing By-Laws

Changes to the Florida Condominium Act became effective October 1, 2008 and require all Board members to stand for election at the Annual Meeting every year unless the By-Laws provide for a staggered, two-year term and are ratified by a majority (51%) of all owners. The Directors elected last year may complete their two-year terms. A "sit-out" clause is no longer allowed under Florida law. Board members may run for re-election at the expiration of their term. ***To provide continuity of experience, the Board of Directors unanimously recommends that the owners vote to ratify the existing By-Laws at the Special Owners Meeting. Please vote on this very important issue. To maintain a two-year board term as provided for in our condominium documents, at least fifty-one percent (51%) of the total number of unit week owners must vote for approval.***

Election of Candidates for Board of Directors

At this year's Annual Owners Meeting, three Board Members will be elected from the list of candidates presented in this mailing. Your Board of Directors and Hilton Grand Vacations thanks each of the Owners who expressed a desire to serve on the Board. Your interest in the Association is vital.

As we prepare to elect Board Members, we extend our deepest gratitude to John Hanson - President, Jim Burner – Vice President, Bob Buechel – Secretary/Treasurer, Bonnie Dehn and Beryl Munson for their service to the Board. Their hard work and dedication to the best interests of Tortuga Beach Club are greatly valued.

Waiving of 2009 Statutory Reserves

Under Florida law, condominium associations are required to “fully fund” reserves for capital improvements and maintenance at statutory levels. The State also permits the waiver or reduction of this statutory requirement with an affirmative vote by the majority of Owners voting at the Annual Owners Meeting, either in person or by Proxy.

Your 2009 budget and related maintenance fee bill included an allocation deemed sufficient by your Board of Directors to fund reserves for your property, based on long-range cash flow projections. However, the allocation is \$207 less than the statutory requirement.

Your Board of Directors recommends that you vote FOR waiver of the statutory reserve requirement on the enclosed Ballot/Proxy. The State of Florida may require an additional reserve assessment unless a majority of the votes cast vote in favor of waiver or reduction.

Ballot/Proxy Instructions

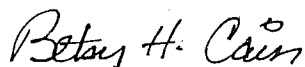
If you are unable to attend the Special Owners Meeting or the Annual Owners Meeting in person, please submit your Ballot/Proxy and cast your votes by mail using the enclosed Ballot/Proxy and return envelope. Please remember that all Owners must sign.

2009 Resort Operating Highlights

To access information about your association please visit the “News” page of your resort’s website at www.hgvc.tortugabeachclub. Please also feel free to contact me with any questions or feedback at 239-472-0400.

As always, the staff and I look forward to welcoming you back to the familiar comforts of Tortuga Beach Club.

Sincerely,



Betsy H. Cain
Tortuga Beach Club Resort Manager

Enclosures: Notice of Special Owners Meeting/ Notice of Annual Meeting
Summary of the Board of Directors Candidates
Ballot/proxy
Return envelope

**NOTICE OF SPECIAL OWNERS MEETING
TORTUGA BEACH CLUB CONDOMINIUM ASSOCIATION, INC.**

**Thursday, March 12, 2009, 1:50 p.m. EST
at the Clubhouse, Tortuga Beach Club
959 East Gulf Drive, Sanibel Island, Florida**

AGENDA

Call to Order
Roll Call/Determination of Quorum
Call for Outstanding Proxies
Teller's Report – Ratification of Existing By-Laws
Adjournment

**NOTICE OF ANNUAL OWNERS MEETING
TORTUGA BEACH CLUB CONDOMINIUM ASSOCIATION, INC.**

**Thursday, March 12, 2009, 2:00 p.m. EST
at the Clubhouse, Tortuga Beach Club
959 East Gulf Drive, Sanibel Island, Florida**

AGENDA

Call to Order
Roll Call/Determination of Quorum
Call for Outstanding Proxies
Approval of 2008 Meeting Minutes
Manager's Report
Board of Directors Report
Financial Report
Insurance Report
Resales Update
Rental Update
Ratification of 2009 Budget
General Discussion
Teller's Report
 - Statutory Funding of Reserves
 - Election of Directors
Adjournment

(2009 Board of Directors Candidates are on the reverse side)

TORTUGA BEACH CLUB CONDOMINIUM ASSOCIATION, INC.
2009 Election of Directors Candidate Information

NAME: Mr. James B. Burner
HOME: Naperville, Illinois
UNIT/WEEK(S): Unit 108, week 14; Unit 143, weeks 12 through 14; Unit 150, weeks 4 through 14
COMMENTS: I have served as Secretary/Treasurer, Vice President and President of Tortuga's Board. I successfully negotiated two contracts with The Dunes Golf and Tennis Club; the most recent one improves Tortuga's privileges to that of full Dunes members. I earned an M.B.A. in Finance from Dartmouth College. Prior to my retirement from a major utility, I was the officer responsible for a 40-site facilities management operation. I am especially concerned that Tortuga is maintained as a premier resort, considering that it is over 25 years old.

NAME: Mr. Dominick F. Carbone
HOME: Bonita Springs, Florida
UNIT/WEEK(S): Unit 104, week 48
COMMENTS: I retired as Treasurer of New York Telephone and spent 10 years as CFO and administrative head of Sarah Lawrence College. I earned a BA in Economics from Union College, MS in Business Administration from Columbia Graduate School of Business and taught finance as an adjunct Professor at the Stern School of Business (NYU). I served as Treasurer and President of Hi Ridge HOA, Hampton Bays and served on various professional committee and organization boards. I believe the Association must act, plan resources and budgets should be held to zero growth during these economic times while maintaining the financial and operating integrity of the Association. I advocate more visibility and personal communication by the officers to make sure the constituency feels their voice is heard and respected.

NAME: Mrs. Bonnie L. Dehn
HOME: Andover, Minnesota
UNIT/WEEK(S): Unit 156, weeks 1, 2, 3 & 4; Unit 119, week 3; Unit 121, week 43
COMMENTS: I am currently serving on the Tortuga Board. I have served on many different "for profit" and non-profit boards in Minnesota, including past city council and planning commissions and local and state task forces. Bob and I own and operate a family farm and since 1979 have produced culinary herbs and organic vegetables in Minnesota. I would like to continue to serve as a representative of Tortuga Beach Club owners and continue the image and amenities we have enjoyed in the past.

NAME: Mr. George G. Egan
HOME: Bonita Springs, Florida
UNIT/WEEK(S): Unit 134, week 9 and two weeks at the Manhattan Club
COMMENTS: I owned and operated my own contracting business. I am well versed and highly skilled in all phases of construction management and have on-site proficiency in a variety of contracting skills. I am now homesteading in Lee County, Florida. I have the ability to be on site at Tortuga in short order whenever an emergency or need may arrive. I am also highly skilled in contract negotiations.

NAME: Mr. Allen Elias
HOME: Cape Coral, Florida
UNIT/WEEK(S): Unit 150, week 26
COMMENTS: I have over 20 years of publishing experience and was responsible for a \$5 million budget. I am involved in youth soccer on a volunteer basis as well as the Guardian Ad Litem program. I have been a Lee County resident for 30 years.

NAME: Mr. William Grablauskas
HOME: Barnegat, New Jersey
UNIT/WEEK(S): Unit 119, weeks 39 & 40; Unit 117, weeks 41 & 42
COMMENTS: I have been an owner since 1983. I was married to Vincentina 40 years last May, and have 1 son and 4 grandchildren. I have been President and CEO of Atlantic Acoustics, Inc., a major interior construction company in New Jersey since 1981. I am Past President and a 15-year board member of Drywall & Interior Systems Contractors of NJ. I am running for the Board on a platform of fiscal responsibility and keeping fees in line with the present economy.

NAME: Mr. John Hanson
HOME: Apple Valley, Minnesota
UNIT/WEEK(S): Unit 125, weeks 10, 11, 12, 13 & 44
COMMENTS: I have served on 12 different Boards plus the Tortuga Board of Directors. My experience includes Vice President with responsibility for Human Resources and Facilities Management. I am committed to keeping Tortuga Beach Club a high quality resort focused on meeting the need and interest of the owners.

LIMITED BALLOT/PROXY - SPECIAL OWNERS MEETING
TORTUGA BEACH CLUB CONDOMINIUM ASSOCIATION, INC.
Thursday, March 12, 2009, 1:50 p.m.
Clubhouse, Tortuga Beach Club, 959 East Gulf Drive, Sanibel Island, Florida

I/We hereby cast my/our vote as follows:

RATIFICATION OF EXISTING BY-LAWS: *Florida law now requires all Board members to stand for election at the Annual Meeting every year unless 51% of the total voting interests vote to ratify the exiting By-Laws which provide for a two-year staggered term.*

- * YES, I vote to ratify Article IV, Section 1 of the existing By-Laws.
 NO, I do not vote to ratify Article IV, Section 1 of the existing By-Laws.

*** Your Board of Directors recommends a "YES" vote.**

LIMITED BALLOT/PROXY – 2009 ANNUAL MEETING
TORTUGA BEACH CLUB CONDOMINIUM ASSOCIATION, INC.
Thursday, March 12, 2009, 2:00 p.m.
Clubhouse, Tortuga Beach Club, 959 East Gulf Drive, Sanibel Island, Florida

I/We hereby cast my/our vote as follows:

ELECTION OF DIRECTORS: *Please vote for three (3) candidates from the list of candidates below. Upon return of your ballot/proxy, your vote will be multiplied by the number of weeks you own.*

- | | |
|--|--|
| <input type="checkbox"/> James B. Burner | <input type="checkbox"/> Allen Elias |
| <input type="checkbox"/> Dominick F. Carbone | <input type="checkbox"/> William Grablauskas |
| <input type="checkbox"/> Bonnie L. Dehn | <input type="checkbox"/> John Hanson |
| <input type="checkbox"/> George G. Egan | |

WAIVER OF STATUTORY FUNDING OF RESERVES: *In the 2009 budget, the reserve funding allocation is \$207 per unit week less than statutory funding. WAIVING OF RESERVES, IN WHOLE OR IN PART, OR ALLOWING ALTERNATIVE USES OF EXISTING RESERVES MAY RESULT IN UNIT OWNER LIABILITY FOR PAYMENT OF UNANTICIPATED SPECIAL ASSESSMENTS REGARDING THOSE ITEMS.*

- * YES, I approve waiving statutory funding of Reserves.
 NO, I do not approve waiving statutory funding of Reserves.

*** Your Board of Directors recommends a "YES" vote.**

I/We hereby appoint the Secretary of the Association on behalf of the Board of Directors, or _____ as my proxy to represent the undersigned, and direct him/her to cast my/our vote for such business, **other than the items listed above**, as may come before the meeting. In all other matters duly presented before the meeting, my/our proxy holder has the authority to vote as he/she sees fit.

Signature

Date

Name (please print)

Unit Number(s)

Week(s)

This proxy is revocable and is valid only for the meeting for which it is given and any lawful adjournment thereof and in no event for more than ninety (90) days. All owners must sign. Please mail original in the enclosed envelope. Thank you.

INSTRUCTIONS

1. IF YOUR UNIT WEEK **IS OWNED BY ONLY ONE PERSON, PLEASE DISREGARD THIS FORM.**
2. If your Unit Week is **owned by more than one person**, the owners must designate one of them as the Voting Member. This Certificate to appoint one of the Unit Week owners as Voting Member should be filled out and signed by **all** of the owners of the Unit Week and returned to the Association prior to the meeting.
3. If a Unit Week is **owned jointly by a husband and wife**, the following three provisions are applicable:
 - (a) They may, but shall not be required to, designate a Voting Member
 - (b) If they do not designate a Voting Member and if both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.
 - (c) Where they do not designate a Voting Member, and only one is present at a meeting, the person present may cast the Unit Week's vote, just as though he or she owned the Unit Week individually, and without establishing the concurrence of the absent person.
4. If a Unit Week is owned by a corporation, the officer or employee thereof entitled to cast the vote must be designated and the Voting Certificate signed by the President or Vice President of the corporation and attested to by the Secretary or Assistant Secretary of the corporation.

**TORTUGA BEACH CLUB CONDOMINIUM ASSOCIATION, INC.
CERTIFICATE OF APPOINTMENT OF VOTING MEMBER**

This is to certify that the undersigned, constituting **all** of the record owners of Unit Week Number(s) _____ in Condominium Unit Number(s) _____ of Tortuga Beach Club, a Condominium, have designated:

(Name of Voting Member)

as their representative to cast all votes and to express all approvals that such owner may be entitled to cast or express at all meetings of the membership of the Association and for all other purposes provided by the Declaration of Condominium of the condominium and the Articles and By-Laws of the Association.

This Certificate is made pursuant to Article VII of the Declaration of Condominium and Article II, Section 5, of the By-Laws, and shall revoke all prior Certificates. It shall be valid until revoked by a subsequent Certificate.

DATED this _____ day of _____, 200_____

Owner/President/Vice President

Owner/Secretary/Assistant Secretary

Owner

Owner