



Tortuga Beach Club
959 East Gulf Drive
Sanibel Island, FL 33957



AM15/00000

February 8, 2010

Dear Tortuga Beach Club Owner,

It is my privilege to invite you to the Annual Owners Meeting for Tortuga Beach Club Condominium Association, Inc. This year's Annual Meeting will take place at 2:00 p.m. on Thursday, March 11, 2010 at Tortuga Beach Club. To prepare you for this important gathering, enclosed is information about the following topics:

- Election of Candidates for Board of Directors
- Waiving of 2010 Statutory Reserves
- Ballot/Proxy Instructions
- Notice and Agenda for 2010 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 Annual Owners Meeting, so please complete and return your enclosed Ballot/Proxy promptly, regardless of whether you plan to attend the meeting.

Election of Candidates for Board of Directors

At this year's Annual Owners Meeting, two Board Members will be elected from the list of candidates presented in this mailing. Your Board of Directors and Hilton Grand Vacations thank 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 on the Board. Their hard work and dedication to the best interests of Tortuga Beach Club are greatly valued.

Waiving of 2010 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 2010 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 \$103.90 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

We encourage all Owners to attend the Annual Owners Meeting. For those Owners unable to attend the meeting in person, you may submit a ballot/proxy. Your proxy allows you to appoint another person to vote on your behalf for such business other than election of directors and statutory funding of reserves in the event you are unable to attend the meeting. You may appoint the secretary of the association (or if the secretary is unable to attend, any person the secretary designates), or you may appoint any other person who will be in attendance at the meeting as your proxy. If you appoint a proxy and later decide you will be able to attend the meeting in person, you may withdraw your proxy when you register at the meeting.

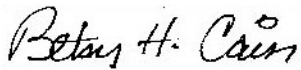
We are pleased to offer two options for submitting your proxy and casting your vote: (1) by mail using the enclosed return envelope or (2) online. To submit your ballot/proxy and vote online, please log on to using PIN: and follow the instructions.

2010 Resort Operating Highlights

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

The staff and I look forward to another great year in 2010 and to making your vacation experiences memorable.

Sincerely,



Betsy H. Cain
Tortuga Beach Club Resort Manager

Enclosures: Notice of Annual Meeting and Agenda with Candidates for Board of Directors on the back
Ballot/proxy with Voting Certificate on the back
Return envelope

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

Thursday, March 11, 2010, 2:00 p.m.

**Clubhouse, Tortuga Beach Club
959 East Gulf Drive, Sanibel Island, Florida**

AGENDA

Call to Order

Roll Call

Call for Outstanding Proxies

Approval of 2009 Annual Meeting Minutes

Old and Unfinished Business

New Business

- Manager's Report
- Board of Directors' Report
- Financial Report
- Insurance Report
- Resales Update
- Rental Update
- Ratification of 2010 Budget

General Discussion

Teller's Report

- Statutory Funding of Reserves
- Election of Directors

Adjournment

2010 Board of Directors Candidates are on the reverse side

**TORTUGA BEACH CLUB CONDOMINIUM ASSOCIATION, INC.
2010 BOARD OF DIRECTORS CANDIDATES**

NAME: Mr. Bob Buechel

HOME: St. Louis, Missouri

UNIT/WEEK: 108, week 31; 102, week 32; 146, week 47

COMMENTS: As owners since 1995, our family feels very fortunate to be part of Tortuga Beach Club. The staff and complex are the best in the time share industry and I would like to continue towards maintaining that standard. As a current board member running for re-election, I take great pride in recent improvements. Utilization of my Engineering degree and over 30 years of project management experience has been instrumental in developing competitive bidding procedures for all major capital improvements for the best price and highest quality. As an owner in the summer and at Thanksgiving, I would be proud to continue working for you as a board member.

NAME: Mrs. Betsy Bell Ganatra

HOME: West Bloomfield, Michigan

UNIT/WEEK: 144, week 51; 152, week 52

COMMENTS: I am a Psychologist with BS and MA degrees in Education. I have taught in the Detroit, Southfield and Farmington Hills public schools. My board experience includes being President and a board member of Bloomfield Pines Homeowners Association and on the Farmington Hills City 2000 Plus Committee.

NAME: Mr. Mark Muhler

HOME: Mt. Airy, Maryland

UNIT/WEEK: 131, weeks 43 and 44

COMMENTS: I have over 25 years of management experience in both the manufacturing and aerospace industries with responsibilities for management of Engineering, IT, Quality, Customer and Supplier Assurance and ISO Business Standards departments. I am a senior member of the American Society for Quality (ASQ), holding certifications in Quality Auditing and Six Sigma disciplines. I am currently employed by Northrop Grumman Corporation – Electronics Systems Sector as a Fellow Quality Engineer. A professional musician, I am currently utilizing my musical talents as an active member in my church's music ministry program. I enjoy spending time with family and friends and playing golf. I have thoroughly enjoyed my time spent at Tortuga Beach Club over the past 17 years and look forward to the possibility of serving as a board member.

NAME: Mr. Beryl Munson

HOME: Medina, Minnesota

UNIT/WEEK: 145, week 3; 143, week 4; 144, weeks 5 and 6; 127, weeks 7-9; 147, weeks 9-11; 134, week 11; 141, weeks 12 and 13

COMMENTS: My wife and I are 28 year Tortuga owners. I will continue to strive to keep our resort well maintained at a high standard. I have 50 years experience in agri-business management, and own and actively manage Munco Inc. which produces 750,000 turkeys annually. In addition to serving a term on the Tortuga Beach Club Board, my board experience includes six different organizations involving church, community and the poultry industry.

NAME: Mr. James Olenik

HOME: Charlotte, North Carolina

UNIT/WEEK: 107, week 32

COMMENTS: Our purchase agreement date is August 23, 1981. On this calm, deep blue sky day, the sales agent brought us on a golf cart to see a concrete shell building overlooking the beautiful Gulf of Mexico. It was love at first sight, and we bought on the spot! For 28 years we have enjoyed glorious vacations and made cherished memories at our beloved Tortuga. Now it's time to give back. A masters degree from Nova Southeastern in Commercial Construction and management, extensive experience building shopping centers, Publix Supermarkets as well as commercial property management and REO portfolio management and disposition for a major lending institution, makes me well qualified to understand and deal with the needs of Tortuga Beach Club. I would be honored to serve on the Board.

**TORTUGA BEACH CLUB CONDOMINIUM ASSOCIATION, INC.
LIMITED PROXY/BALLOT**

2010 ANNUAL MEETING
Thursday, March 11, 2010
2:00 p.m.
Clubhouse, Tortuga Beach Club
959 East Gulf Drive, Sanibel Island, Florida

Lead ID#: _____
Contract Number: _____

Save a stamp - vote online. Log on to using PIN: and follow the instructions!

EXECUTION OF PROXY (REQUIRED)

This proxy is revocable by the Owner(s) and is valid only for the meeting for which it is given and any lawful adjournment. In no event is the proxy valid for more than ninety (90) days from the date of the original meeting for which it is given.

_____ Signature of Owner	_____ Date	_____ Signature of Owner	_____ Date
_____ Signature of Owner	_____ Date	_____ Signature of Owner	_____ Date

Note: All parties listed on this proxy or voting owner authorized under the voting certificate section below must sign and date to be valid.

LIMITED AUTHORITY (OPTIONAL)

WAIVER OF STATUTORY RESERVES . In the 2010 budget, the reserve funding allocation is \$103.90 per unit week less than the statutory funding requirement. **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.**

Your Board of Directors recommends that you vote "Yes" on this issue.

- Yes, I approve waiving of the statutory funding of the reserves
- No, I do not approve waiving of the statutory funding of the reserves.

ELECTION OF DIRECTORS (OPTIONAL)

Please vote for two (2) candidates from the list below. Upon return of your ballot/proxy, your vote will be multiplied by the number of weeks you own.

I/we hereby cast my/our vote(s) as follows:

_____ Mr. Bob Buechel	_____ Mr. Beryl Munson
_____ Mrs. Betsy Bell Ganatra	_____ Mr. James Olenik
_____ Mr. Mark Muhler	

APPOINT ALTERNATE PROXY (OPTIONAL)

Signing the Execution of Proxy above appoints the secretary of the association, or any Board Member in attendance that the secretary so designates in their absence, as your attorney-in-fact and proxyholder and directs them to cast your vote for such business and in accordance with any votes as indicated herein or as may come before the meeting or any adjournment thereof.

You may choose to appoint another person instead of the secretary of the association as your proxyholder. If you choose to appoint an alternate proxyholder, please indicate on the line below.

(print name of alternate proxyholder)

VOTING CERTIFICATE

1. If your Unit Week is **OWNED BY ONLY ONE PERSON, PLEASE DISREGARD THIS SECTION.**
2. If your Unit Week is **OWNED BY MORE THAN ONE PERSON**, the owners must designate one of them as the Voting Member. This section 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, LIMITED LIABILITY COMPANY, TRUST, PARTNERSHIP OR OTHER LEGAL ENTITY**, the officer, managing member, general partner, trustee or other authorized representative thereof entitled to cast the vote must be designated and this section signed by such entities authorized representative. This is to certify that the undersigned, constituting **all** of the record owners of _____ of Tortuga Beach Club Condominium Association, Inc., have designated

(Please Print Name of Voting Member):

as their representative of the above referenced timeshare interest 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, Articles, By-Laws and other charter documents of the Tortuga Beach Club Condominium Association, Inc. This voting 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 voting certificates. It shall be valid until revoked or suspended by a subsequent voting certificate or other written instrument.

Signature

Name

Title

Owner Name:
Lead Number#:
Contract Number: