



February 13, 2012

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 15, 2012 at Tortuga Beach Club. To prepare you for this important gathering, enclosed is information about the following topics:

- Ballot/Proxy Instructions
- Election of Candidates for Board of Directors
- Waiving of 2012 Statutory Reserves

Ballot/Proxy Instructions

A quorum must be established to conduct business at the Annual Owners Meeting. 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 (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.

Your vote is important. ***Regardless of whether you plan to attend the meeting,*** please submit your ballot/proxy to ensure that you are represented 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. **Save a stamp – vote online. To submit your ballot/proxy and vote online, follow the instructions on the ballot/proxy.** If voting online, make sure to do so by noon on March 14, 2012. If you choose to submit your ballot/proxy by mail, remember that in the case of multiple ownership, all Owners must sign the proxy to make it valid.

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.

You'll notice that our customary format showing candidate information has changed. Each candidate's Board of Directors Candidate Form or information sheet has been copied as submitted. Florida law permits candidates to submit their information on one sheet, no larger than 8 ½" x 11". We will continue this practice for elections in the future.

As we prepare to elect Board Members, we extend our deepest gratitude to Bonnie Dehn – President, Jim Burner – Vice President, Bob Buechel – Secretary/Treasurer and Directors John Hanson 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 2012 Statutory Reserves

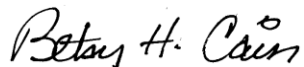
Under Florida law, condominium associations are required to “fully fund” reserves for capital improvements and maintenance at statutory levels. The State also permits the waiver or reduction of this statutory requirement with an affirmative vote by the majority of Owners voting at the Annual Owners Meeting, either in person or by proxy. Your 2012 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 \$85.25 per unit week less than the statutory requirement. **Your Board of Directors recommends a YES vote to waive the statutory reserve funding requirement on the enclosed ballot/proxy.** Without a majority vote for waiver, the State of Florida may require an additional reserve assessment of \$85.25 per unit week.

2012 Resort Operating Highlights

To access information about your association please visit the “HOA Updates” 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 terrific year and to making your vacation experiences memorable.

Sincerely,



Betsy H. Cain
Tortuga Beach Club Resort Manager

Enclosures: Notice and Agenda for 2012 Annual Owners Meeting
Candidates for Board of Directors
Ballot/Proxy
Return Envelope

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

Thursday, March 15, 2012, 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 2011 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 2012 Budget

General Discussion

Teller's Report

- Statutory Funding of Reserves
- Election of Directors

Adjournment