



Notice of Annual Meeting Celebrating Our Valued Owners

Your Management team is so proud to have such great Owners that we're throwing a party just for you. Join us as our Guests of honor on **Saturday, April 24, 2010 at 12:30pm.**

Make plans now to bring the entire family for an afternoon filled with fun and food. Festivities will include a barbecue, live entertainment, activities for kids of all ages, an educational expo, prize raffle and the annual Homeowners' Association meeting. The barbecue starts at 12:30pm and will be held at the Adult Pool, just off the resort lobby. Thanks again for being great Owners. Please join us as we celebrate your ownership.

The annual meeting of the members of the Grand Pacific Palisades Resort Owners Association will be held on **April 24, 2010 at 2pm at the Grand Pacific Palisades Ballroom.** You are urged to fill in, date, sign and return the enclosed postage-paid proxy card whether or not you plan to attend the meeting. Such action will not affect your right to vote in person should you decide to attend.

(Continued on page 2)

Owner Appreciation Program

To All Owners at Grand Pacific Resorts:

I was recently approving a large purchase order for replacement furniture at one of our resorts, and I had an "Ah Ha!" moment... Why not make the same great **bulk wholesale pricing** available to all our Homeowners, as another benefit of ownership? After all, as your management company, we continually negotiate great prices and find the most durable products for the 1,000+ condos we manage on your behalf. Retail furniture stores mark up most of these items 50-100%! Why not pass on the savings to all of you for your homes?!

So, we are launching a "test" of our new **Owner Appreciation Program...**

For the **week before and the week after your resort's Annual Meeting**, you can purchase **at zero mark-up** some of the same high-quality items you find in your vacation ownership unit.

Using our bulk buying power on what is known in the hospitality industry as FF&E – furniture, fixtures and equipment – Grand Pacific Resorts is going to make selected items available to you at our wholesale prices. Grand Pacific Resorts *will not make a single penny* on this service. It is being offered to you at cost because you are a valued member of the Grand Pacific Resorts family.



We are going to start small and grow the program over the next few years. Initially, we will test out just a few products where we can pass on our fantastic pricing, compared to what's

available to you out in the marketplace. For some products, like home electronics, retail margins are already razor thin, and you can already buy at nearly the same price at Costco or Best Buy. But for other products, like mattresses and bedding for instance, the mark-ups at retail stores are huge, so we can pass through great prices to you.

Replace that lumpy box springs and begin enjoying a peaceful night's rest on **The Evergreen by Sleep Therapy**, made exclusively for Grand Pacific Resorts. This is the same fantastic mattress we use in all our newest GPR condos and would cost you *hundreds of*

(Continued on page 3)





Board Meeting Highlights

January 14, 2010 – President Dr. Joseph Spirito called the meeting to order at 9am. Board members in attendance were Dr. Joseph Spirito, David Brown, Robert Shipley, Mary Dieckmann and Linda Simkins Ruane. Representing Management were Nigel Lobo, Vice President of Resort Operations; Patrick Fernane, Director of Inventory Management and Owner Services; Jay Anderson, General Manager; Craig Carboniere, Operations Manager and Cindy Jacques, Insurance Manager. Owners were also present. Lois Sklar took the minutes.

The following actions took place:

- The Board approved the Minutes from the October 15, 2009 Board of Directors' Meeting.
- An overview of resort operations, including Front Desk, Activities, Housekeeping, Maintenance, Landscaping, Conservation efforts and Fiscal Performance was presented.
- The Board approved increasing the amount of the Fidelity Bond.
- The Board approved the RCI Affiliation Agreement.
- The Board approved the ACC Marketing and Sales Agreement (David Brown abstained).

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Notice of Annual Meeting Celebrating Our Valued Owners

(Continued from page 1)

If a quorum of the membership is not present at the meeting, either in person or by proxy, the Association may be required to adjourn and reschedule the meeting at an additional expense to the Association, which is paid from your assessments. Therefore, you are urged to complete, sign and return the proxy card immediately.

By signing and returning the proxy card, you, as an owner and member of Grand Pacific Palisades Resort Owners Association, appoint Dr. Joseph Spirito as Proxyholder unless an alternate Proxyholder is named. (Note that the proxyholder must be in attendance at the Annual Meeting.) With full power of substitution, he will vote and otherwise represent you at the annual meeting on **April 24, 2010**, and at any reconvening thereof. He will vote your membership as fully as you would if you were personally present, upon such business as may properly come before the meeting. You may revoke this proxy in writing at any time and it will not be used if you attend the meeting and vote in person. The proxy will be voted as you indicate and, if no indication has been made, it will be voted as the Proxyholder deems advisable on the matters set forth above. You will find statements from the various candidates on the enclosed insert. Note: Checking the blank marked "withhold" will ensure that your proxy will not be voted, but will still count toward the quorum requirement.

We look forward to seeing you...

Remember, RSVP with Owner Services today by calling 888-477-6967.

GRAND PACIFIC MARBRISA RESORT™
Hilton Grand Vacations Club *Affiliated Resort*

Expansive Views and Expanded Vacation Opportunities

- The newest, largest and most luxurious resort in our GPR family of resorts
- Hilton Grand Vacations Club's first affiliated resort on the California Coast
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For this exciting opportunity to expand your vacation ownership call 877-879-6802



We Pledge To Serve You

At Grand Pacific Palisades we are committed to ensuring your stay is memorable and we embrace any opportunity we have to surpass your vacation expectations! Each dedicated associate of Grand Pacific Palisades Resort and Hotel has taken a pledge to provide exceptional Guest Service. We understand fulfilling each of our Guest's expectations is no simple task,

Owner Appreciation Program

(Continued from page 1)

dollars more at your local department or furniture store!

We will be sending you more info about our new Owner Appreciation Program and how it can save you money around the time of our Annual Owners' Meeting, which takes place on **Saturday, April 24th**. You will be able to order by phone, email, FAX or in person at the meeting. And all items purchased through the Owner Appreciation Program will be shipped directly to you **at cost**.

Grand Pacific Resorts values the trust you place with us to ensure the quality of your family's vacation experience. Our whole team works hard to serve you. Now we look forward to strengthening your purchasing power and helping you save your hard-earned dollars by passing



on our bulk purchasing pricing to you, as another benefit of your GPR ownership.

Respectfully,

David Brown, Co-President

Make the Most Of Your Ownership

Learn how to make the most of your ownership with our complimentary classes.

RCI Weeks 101 Class Schedule

Brought to you by Owner Services & RCI

March 13th, April 10th,
May 8th, June 12th

HGVC 101 Class Schedule

Brought to you by Owner Services

March 6th & 20th, April 3rd & 17th
May 1st & 15th, June 5th & 19th

Please reserve your attendance and verify date, place and times and ensure your detailed information is available to you at the classes, by contacting Owner Services at 888-477-6967.

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List your unit for rent online and receive:

- Fast Track Payment Processing – receive your Owner Rental Proceeds within two weeks of your rental.



- Instant email acknowledgement of your listing.
- No waiting on mail processing time! First in, highest return!
- Waive \$25 mail processing fees for listing your rental.
- List your weeks now for 2010.



GRAND PACIFIC RESORTS
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www.gpresorts.com/rentmyweek

however, based on your feedback we are succeeding.

Feedback is essential for us to grow as a Resort, therefore our devoted Management Team works around the clock to obtain this much desired information. Your feedback helps us define our Guest Service programs, and the results have produced some of the best Guest Service scores the property has ever seen. We encourage you to

share any suggestions or feedback with our associates. During your next stay please complete a Guest survey or call Guest Services at 760-827-3200 to ask for the Manager on Duty.

Happy Travels!

Jay Anderson, General Manager

Board Meeting Highlights

(Continued from page 2)

- The Fitness Center and resort improvements were discussed during Owner Forum.
- The meeting adjourned at 10:15 am.

Note: If you wish to have a copy of the Minutes for your records, please send your request along with a (\$.63) stamped self addressed envelope to Grand Pacific Resort Services, L.P., 5900 Pasteur Court, Suite 200, Carlsbad, CA 92008, Attn: Lois Sklar.

2010 Meeting Dates

Saturday, April 24, 2010

12:30pm Board Meeting
2pm Annual Owners' Meeting
At Grand Pacific Palisades

Thursday, July 8, 2010

9am at Grand Pacific Palisades

Thursday, October 14, 2010

9am at Grand Pacific Palisades

Note: Owners are welcome to attend any regular Board meeting. Board meeting agendas are posted at the resort four days prior to the meeting. If you would like a copy of the final agenda for any Board meeting mailed to you, please contact your Resort Manager prior to the meeting. Since meeting times and location are subject to change, please contact your Resort Manager in advance to reconfirm the exact time and location.

Calendar of Events

Through April 4th – Whale Watching

Organized whale watching dates back to 1950 when the Cabrillo National Monument in San Diego was declared a public venue for observing Gray Whales. Continue the tradition this spring by taking your family on a whale watching tour departing from either Oceanside and San Diego.



March 20 – World Water Day Festival

The AHLF Discovery Center is the only venue in San Diego County which regularly hosts this important environmental outreach event for children and adults to learn about the critical issues facing our world's water supply. Crafts, entertainment and cool stuff to do for all ages! 10am-4pm at the Lagoon Discovery Center, 1580 Cannon Rd., Carlsbad.

March 22 – LPGA Classic

The best female golfers in the world come to Carlsbad for the inaugural LPGA Classic Presented by J Golf. LPGA



Photo courtesy
Carlsbad Convention & Visitors Bureau

stars will grace the La Costa fairways and battle for the \$1.7 million purse. 7am at La Costa Resort, 2100 Costa Del Mar Carlsbad.

April 10 – Bluegrass Day

Set along the Carlsbad coastline, blues bands will play with a backdrop of a seasonal bloom of 50+ acres of Giant Tecolote Ranunculus at The Flower Fields. 9am-6pm at the Flower Fields, 5704 Paseo Del Norte, Carlsbad.

April 15 – Migratory Bird Festival

May is International Migratory Bird month and the Discovery Center will be hosting its 2nd Annual Migratory Bird Festival. Learn all about migratory birds and the challenges they face for survival in this time of disappearing habitat and climate change. Live birds and entertainment. 10am-4pm at the Lagoon Discovery Center, 1580 Cannon Rd., Carlsbad.

**Event dates and times
are subject to change.*



GRAND PACIFIC
PALISADES RESORT

Grand Pacific Palisades Resort & Hotel

5805 Armada Drive
Carlsbad, CA 92008
760-827-3200

Owner Services

5900 Pasteur Court, Suite 200
Carlsbad, CA 92008
888-477-6967

**International Owners 760-827-4100*

Grand Pacific Resort Management

5900 Pasteur Court, Suite 200
Carlsbad, CA 92008
760-431-8500

Grand Pacific Palisades
Resort & Hotel Reservations
800-725-4723

Grand Pacific Palisades
Resort Owners Reservations
800-568-3515

Owner Rewards Department
800-753-5557

Assessment Billing & Collection
800-234-6222

Bonus Time and ResorTime.com
877-477-7368

Visit your Vacation Timeshare online at
www.GrandPacificPalisades.com

Grand Pacific Resort Services, L.P.
5900 Pasteur Court, Ste. 200
Carlsbad, CA 92008

GRAND PACIFIC
PALISADES RESORT



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Annual Owner 2010 PROXY

The undersigned acknowledges receipt of the notice for the Annual Meeting of the Grand Pacific Palisades Owners Association to be held on April 24, 2010, and appoints Dr. Joseph Spirito as Proxyholder with full power of substitution, unless an Alternate Proxyholder is named. This proxy will be voted as indicated. Where no indication is made, or if you fail to cast all the votes to which you are entitled, the Proxyholder will cast all unused votes as seen fit on any business which may properly come before the meeting or any reconvening thereof.

Alternate Proxyholder: _____

(Must be present at Annual Meeting)

Signature: _____ Date: _____

Print Name: _____ Unit #/Week: _____

Address: _____

City: _____ State: _____ Zip: _____

E-Mail Address: _____

CANDIDATES: Three (3) candidates will be elected. As an Annual Owner, you may cast a total of six (6) votes for each interval you own. Cast them all for one candidate or divide them among as many as you wish. Fill in the number of votes you want that candidate to receive. Please print clearly. Unreadable names will not be counted. **Do not cast fractional votes! Do not use a "✓" or an "X".**

___ David Brown (*Incumbent*) ___ Robert Shipley (*Incumbent*)

___ Linda Simkins Ruane (*Incumbent*) ___ Withhold

___ Write-In _____

WE NEED YOUR VOTE! This is a postage-paid proxy card. Just drop it in the mail once you have completely filled it in. This proxy must be received no later than: **April 22, 2010.**



GRAND PACIFIC PALISADES RESORT
OWNERS ASSOCIATION

Biennial Owner 2010 PROXY

The undersigned acknowledges receipt of the notice for the Annual Meeting of the Grand Pacific Palisades Owners Association to be held on April 24, 2010, and appoints Dr. Joseph Spirito as Proxyholder with full power of substitution, unless an Alternate Proxyholder is named. This proxy will be voted as indicated. Where no indication is made, or if you fail to cast all the votes to which you are entitled, the Proxyholder will cast all unused votes as seen fit on any business which may properly come before the meeting or any reconvening thereof.

Alternate Proxyholder: _____

(Must be present at Annual Meeting)

Signature: _____ Date: _____

Print Name: _____ Unit #/Week: _____

Address: _____

City: _____ State: _____ Zip: _____

E-Mail Address: _____

CANDIDATES: Three (3) candidates will be elected. As a Biennial Owner, you may cast a total of three (3) votes for each interval you own. Cast them all for one candidate or divide them among as many as you wish. Fill in the number of votes you want that candidate to receive. Please print clearly. Unreadable names will not be counted. **Do not cast fractional votes! Do not use a "✓" or an "X".**

___ David Brown (*Incumbent*) ___ Robert Shipley (*Incumbent*)

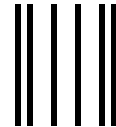
___ Linda Simkins Ruane (*Incumbent*) ___ Withhold

___ Write-In _____

WE NEED YOUR VOTE! This is a postage-paid proxy card. Just drop it in the mail once you have completely filled it in. This proxy must be received no later than: **April 22, 2010.**



GRAND PACIFIC PALISADES RESORT
OWNERS ASSOCIATION



**NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES**

BUSINESS REPLY MAIL

FIRST-CLASS MAIL PERMIT NO. 642 CARLSBAD, CA

POSTAGE WILL BE PAID BY ADDRESSEE

**VICE PRESIDENT OF RESORT OPERATIONS
GRAND PACIFIC RESORT SERVICES, L.P.
PO BOX 4403
CARLSBAD CA 92018-9986**



Board of Directors Statement of Candidates



GRAND PACIFIC PALISADES RESORT
OWNERS ASSOCIATION

David Brown (*Incumbent*)

Carlsbad, CA

EDUCATION – BA Columbia College, NY; JD University of Virginia Law School

QUALIFYING EXPERIENCE – I currently serve as a Board Member at Grand Pacific Palisades Resort. In addition, I'm Co-President of Grand Pacific Resorts. From 1980 to 1988 I served as general counsel to Vistana Resort in Orlando, Florida, and learned a great deal about how one of the largest, most successful and reputable timeshare resorts in the world operates. From 2000 to 2005, I served as chairman of the California chapter of ARDA (American Resort Development Association based in D.C.), and have worked with the California and Florida legislatures on matters relating to vacation ownership for 20 years.

OBJECTIVES – Grand Pacific Palisades Resort is a Gold Crown Resort in every sense of the word. It takes a group of committed professionals to maintain guest service levels at the high standards we all expect. The resort must continue to work diligently to maintain and upgrade our facilities and amenities. Our resort staff, with their great sense of camaraderie, continually performs "above and beyond."

My goal is to provide the highest quality vacation experience possible for our owners, exchangers and their guests, and to continue to work as a team with the Board to accomplish our goals. I think maintenance fees must remain moderate as compared to other California timeshare resorts, while striving to keep our quality ratings in the top 10-15% statewide. I believe that Grand Pacific Palisades offers the finest vacation experience in the entire timeshare system worldwide, and I am proud to be part of it. I appreciate your support.

Robert Shipley (*Incumbent*)

Carlsbad, CA

EDUCATION – UC Riverside (Cum Laude), UC Davis, Martin Luther King School of Law

QUALIFYING EXPERIENCE – I have had my own law practice in Carlsbad since 1983 with an emphasis in Business, Employment and Real Estate litigation. I founded the Small Business Resources Committee for the Carlsbad Chamber of Commerce and was President of the Carlsbad Chamber of Commerce in 1996 and elected Chair of the Economic

Enhancement Council for 1997. I have been four times elected President of the North San Diego County Children's Museum, and for the last nine years have served on the Board of Directors for Tri-City Christian Schools. Finally, I serve on several community association boards, and have been engaged by the Management Company and Developer on several occasions to assist with avoiding and defending litigation disputes.

OBJECTIVES – There are two primary reasons I would like to remain on the Board of Directors:

- (1) I believe my experience as an attorney provides the Association legal advice and analysis during the board meetings. Often, an attorney's presence on the board can be a stabilizing factor.
- (2) I believe our resort must maintain its Gold Crown status; this means we constantly need to evaluate the condition of the property and the quality of our service, seeking to upgrade each at every opportunity.

Linda Simkins Ruane (*Incumbent*)

Carlsbad, CA

EDUCATION – Some College; Computer Sciences and Multimedia Technology

QUALIFYING EXPERIENCE – I have been a timeshare owner for nearly 20 years; have served on the Board of Directors for Carlsbad Seapointe Resort since 1998, and Grand Pacific Palisades Resort since 1999. I have owned and operated businesses in Carlsbad since 1977, including the Daily News Café, Linda's Frozen Yogurt and California Wear clothing store. I am proficient in accounting and business administration and currently consult with hotels for Internet design, programming and marketing. My husband and I have two children, 14 and 18 years old.

OBJECTIVES – I appreciate the investment homeowners have made in this resort and understand their desire to have a pleasurable vacation experience. My goals are to ensure that this resort maintains the high standards of an RCI Gold Crown Resort in the most cost efficient manner. I believe every homeowner has the right to voice their opinion on how the resort can best meet their needs. I will work with the Board of Directors and Resort Management to protect your investment.

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Red Wolf Lakeside Lodge

Tahoe Vista, CA
Studio, Sleeps 2

Owner rates from \$99
Standard rates from \$149
Reservation window: 30 days
★★★★★



Royal Garden at Waikiki

Honolulu, Oahu, HI
Hotel Room, Sleeps 2

Owner rates from \$76
Standard rates from \$89
Reservation window: 65 days
★★★★★



Magic Tree Resort

Kissimmee, FL
One Bedroom, Sleeps 4

Owner rates from \$89
Standard rates from \$109
Reservation window: 75 days
★★★★★

Free Nights



Coronado Beach Resort

Coronado, CA
One Bedroom, Sleeps 4

3rd Night Free!
Owner rates from \$149
Standard rates from \$359
Reservation window: 60 days
★★★★★



Palm Canyon

Palm Springs, CA
Junior Villa, Sleeps 4

3rd Night Free!
Owner rates from \$81
Standard rates from \$125
Reservation window: 30 days
★★★★★



Desert Rose

Las Vegas, NV
One Bedroom, Sleeps 4

4th Night Free!
Owner rates from \$64
Standard rates from \$95
Reservation window: 120 days
★★★★★

Warm Weather Destinations



Carlsbad Inn Beach Resort

Carlsbad, CA
One Bedroom, Sleeps 4

Owner rates from \$159
Standard rates from \$359
Reservation window: 30 days
★★★★★



Coronado Beach Resort

Coronado, CA
One Bedroom, Sleeps 4

Owner rates from \$149
Standard rates from \$359
Reservation window: 60 days
★★★★★



Premiere Vacation Club at Bell Rock

Sedona, AZ
Studio, Sleeps 2

Owner rates from \$89
Standard rates from \$149
Reservation window: 90 days
★★★★★

Spring Break Travel



Tahoe Village Condominiums

Stateline, NV
Two Bedroom, Sleeps 4

Owner rates from \$155
Standard rates from \$170
Reservation window: 21 days
★★★★★



Sea of Cortez Premiere Vacation Club

San Carlos, Guaymas, MX
Studio, Sleeps 2

Owner rates from \$79
Standard rates from \$99
Reservation window: 95 days
★★★★★



The Sofia Hotel

San Diego, CA
Deluxe Queen, Sleeps 2

Owner rates from \$99
Standard rates from \$139
Reservation window: 90 days
★★★★★

Visit [www.ResorTime.com/\\$99orless](http://www.ResorTime.com/$99orless)

For frequently updated Nightly Deals all under \$99.

Call Resort Reservations at 800.846.5557

Discounted Rates Only Available When Booking Through ResorTime.com
Use Promo Code: Owner Savings



ResorTime.com
Luxury Escapes! Discount Rates!

Nightly rates are quoted as affiliate timeshare owner rates and some units are not available at the owner rate. Rates, resorts and availability are subject to change. Reservation Window is the timeframe which owners are eligible for Bonus Time rates.



Valuable Owner Benefits...

Rent



GRAND PACIFIC RESORTS

Owner Rental Program

- Rent Your Week and Earn Cash!
- New Fast Track Payment Processing gets your rental proceeds to you within two weeks of your unit being rented
- Receive email notifications of rental status

Enroll ONLINE at
www.GPResorts.com/rentyourweek
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GRAND PACIFIC EXCHANGE

The Many Benefits

- No Annual Membership Fees
- Exchange Fees from \$159
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Deposit and Exchange ONLINE at
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Reserve



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Your Bonus Time Network

- Owner Rates from ONLY \$99
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