

**Notice of 2013 Annual Meetings
of the
Board of Directors and Members
Disney Vacation Club® Resorts Condominium Associations**

To: Kenneth M. Potrock, President and Director
Leigh Anne Nieman, Director
Sonya Deese-Byrnes, Director

Jeff Craigmile, Director
Yvonne Chang, Director

To: Disney Vacation Development, Inc., as Authorized Voting Representative for all Units declared into the following Condominiums:

Disney's Old Key West Resort Condominium Association, Inc.
Disney's Vero Beach Condominium Association, Inc.
Disney Vacation Club at Hilton Head Island Owners Association, Inc.
Disney's BoardWalk Villas Condominium Association, Inc.
The Villas at Disney's Wilderness Lodge Condominium Association, Inc.
Disney's Beach Club Villas Condominium Association, Inc.
Disney's Saratoga Springs Resort Condominium Association, Inc.
Disney's Animal Kingdom Villas Condominium Association, Inc.
Bay Lake Tower at Disney's Contemporary Resort Condominium Association, Inc.
Ali'i Nui Vacation Owners Association, Inc.
Ali'i Nui Villas Condominium Association, Inc.
Ali'i Nui Hotel Condominium Association, Inc.
The Villas at Disney's Grand Floridian Resort Condominium Association, Inc.

Attn: Kenneth M. Potrock, Senior Vice President and General Manager

Under the terms of the Master Cotenancy Agreements (the "Agreements") among Disney Vacation Development, Inc. ("DVD"), Disney Vacation Club Management Corp. or Disney Vacation Club Hawai'i Management Company, LLC, as applicable and each Owner of an Ownership Interest in a Unit of a Disney Vacation Club Resort (the "DVC Resort"), DVD has been designated as the authorized Voting Representative for each Unit in each DVC Resort at all meetings of each DVC Resort condominium association (the "Associations").

Pursuant to the Agreements and to the applicable provisions of the Bylaws (the "Bylaws") of each Association, notice is hereby given to the Members of all Associations (the "Members") and the Members of each Board of Directors for each of the Associations (the "Boards") that **the Board of Directors Annual Meeting and the Member Annual Meeting will take place at 2:00 p.m. EST and 2:15 p.m. EST, respectively, on Thursday, December 12, 2013**, at Disney's Contemporary Resort Convention Center, located at 4600 N. World Drive, Lake Buena Vista, Florida 32830. The purposes of the meetings are to conduct all business properly brought before the Associations, to elect the Board for each Association, and to review and adopt the proposed 2014 Estimated Annual Budgets for each Association (the "Budgets"). The meetings of each of the Associations of the above-named Disney Vacation Club Resorts will be jointly and simultaneously held.

The following items of business will be conducted at the meetings:

(1) Resolutions to be Adopted. The following resolutions will be presented for adoption:

(a) Excess Assessments. Any assessments collected by or paid to the Association in excess of operating expenses for the year ended December 31, 2013, shall be set aside for future major repairs and replacements and allocated to capital components as provided by the guidelines established by the Internal Revenue Code under IRC Section 118 and Revenue Rulings 75-370 and 75-371. Such amounts shall be deposited into insured interest-bearing accounts and shall be allocated to the various components at the discretion of each Board.

(b) Use of Reserve Funds. The amounts assessed to fund the Capital Reserves Budget are not payments for yearly Association operating services.

(2) 2014 Estimated Annual Operating and Reserves Budgets. The proposed 2014 Estimated Annual Operating and Reserves Budgets for each of the Associations will be reviewed and presented for adoption.

The resolutions outlined above and the 2014 Estimated Annual and Operating Reserves Budgets will be presented at the Member Annual Meeting. As the authorized Voting Representative for each Unit of each Condominium, DVD has reviewed the proposed resolutions and budgets and intends to cast each Unit's vote to approve the resolutions and budgets when presented for approval at the Member Annual Meeting.

In addition to the matters listed above, an election will be held at the Member Annual Meeting to elect and/or appoint directors to each Board. Pursuant to Florida Statutes, this Member Annual Meeting will constitute the required meeting for transferring control of the Board of Disney's Animal Kingdom Villas Condominium Association, Inc. to the Members. DVD, as the authorized Voting Representative for each Unit of each DVC Resort, intends to elect and/or appoint, as the case may be for each Association, the following individuals to each Board:

Kenneth M. Potrock
Senior Vice President and General Manager
Disney Vacation Development, Inc.

Jeff Craigmile
Chief Counsel
Walt Disney Parks and Resorts U.S., Inc.

Leigh Anne Nieman
Director of Member Experiences
Disney Vacation Development, Inc.

Sonya Deese-Byrnes
General Manager - Disney Vacation Club Resorts
Disney Vacation Club Management Corp.

Yvonne Chang
Director of Club Management and Regulatory Affairs
Disney Vacation Development, Inc.

Board of Directors Annual Meeting Agenda:

1. Call to Order
2. Declaration of Chairman of the Meeting
3. Calling of the Roll
4. Verification of Quorum
5. Proof of Notice of Meeting
6. Approval of 2012 Minutes
7. New Business:
 - a. Presentation of Budgets
8. Adjournment

Members Annual Meeting Agenda:

1. Call to Order
2. Election of Chairman of the Meeting
3. Calling of the Roll
4. Verification of Quorum
5. Proof of Notice of Meeting
6. Approval of 2012 Minutes
7. Election of Directors
8. New Business:
 - a. Presentation of Resolutions for Approval
 - b. Presentation of Budgets
9. Adjournment

November 12, 2013

Disney's BoardWalk Villas Condominium Association, Inc.

The 2014 Budgets were calculated based on the Association's 2013 fiscal year operating experience and anticipated or known changes in costs for 2014. Please direct Annual Dues questions to Member Accounting at 800-800-9800 or 407-566-3800, Option 3.

Estimated Operating Budget For The Year January 1, 2014 Through December 31, 2014

383 Vacation Homes

Revenue Components	2014 Annual Budget	2014 Annual Budget (Per Vacation Point)
Interest Income - Taxes and Operating	\$5,631	\$0.0012
Member Late Fees and Interest	214,264	0.0438
Breakage Income	615,813	0.1260
Member Annual Dues Assessment	19,723,698	4.0344
TOTAL REVENUES AND INCOME	\$20,559,406	\$4.2054

Cost Components

Administration and Front Desk	\$3,756,815	\$0.7684
Annual Audit	14,382	0.0029
DVC Reservation Component	28,746	0.0059
Fees to the Division	39,066	0.0080
Housekeeping	5,321,398	1.0886
Income Taxes	120,814	0.0247
Insurance	423,510	0.0866
Legal	1,000	0.0002
Maintenance	3,378,796	0.6911
Management Fee	2,376,933	0.4862
Member Activities	1,077,574	0.2205
Sales Tax on Support Facilities	283,423	0.0580
Security	331,028	0.0677
Transportation	1,832,003	0.3747
Utilities	1,573,918	0.3219
TOTAL OPERATING EXPENSES	\$20,559,406	\$4.2054

Estimated Operating Budget Notes

All capitalized terms not defined in these budget notes will have the same meanings ascribed to such terms in the Component Site Public Offering Statement for Disney Vacation Club at Disney's BoardWalk Villas. See also Additional Budget Notes.

Description of Revenue Components:

1. Interest Income - Taxes and Operating - Interest earned on (i) ad valorem tax deposits held in escrow and (ii) operating budget deposits invested until expended for operating expenses.
2. Member Late Fees and Interest - All delinquent Annual Dues payments are subject to a late fee of \$25 per Ownership Interest, plus interest at the maximum rate permitted by law (currently 18 percent) accrued on the amount outstanding from the original due date.

3. Breakage Income - As stated in the Condominium Documents, Disney Vacation Club Management Corp. ("DVCMC") rents, during the Breakage Period, certain accommodations that have not been reserved by Members. The Association is entitled to receive, as breakage income, the proceeds of such rentals not to exceed 2.5 percent of the aggregate of the Condominium Operating Budget (total operating expenses less the sum of interest income and Member late fees and interest) and Capital Reserve Budget in each calendar year.
4. Member Annual Dues Assessment - The amount assessed to Owners with an Ownership Interest in Disney's BoardWalk Villas.

Description of Cost Components:

1. Administration and Front Desk - Cost of front desk operations and resort management, including operating supplies and equipment rental. Also includes costs for operational and administrative support from the WALT DISNEY WORLD® Resort ("WDW").
2. Annual Audit - Fee for the independent audit of the Association's financial statements as required by Florida law.
3. DVC Reservation Component - Fee paid to Buena Vista Trading Company for providing the exchange component of the Club central reservation system.
4. Fees to the Division - Annual fee of \$2, per Vacation Home, per week, assessed by the State of Florida for regulation of the timeshare industry in Florida.
5. Housekeeping - Cost of cleaning Vacation Homes and public areas; replacement of disposable amenities in Vacation Homes. Also includes the purchase, replacement and cleaning of linens and towels.
6. Income Taxes - Federal income taxes. Timeshare condominium associations may not claim non-profit status for federal income tax purposes under current regulations.
7. Insurance - Cost of insurance premiums for property coverage, general liability, workers' compensation, crime and Director's and Officer's liability.
8. Legal - Cost of legal counsel regarding Association business.
9. Maintenance - Cost of interior and exterior maintenance and repairs not paid for out of replacement reserves. Also includes landscaping, pest control and fire alarm monitoring.
10. Management Fee - Fee paid to DVCMC for providing management services to the Association according to the Property Management Agreement. The fee is equal to 12 percent of the total Operating Budget (total operating expenses less the sum of interest income, Member late fees and interest, and breakage income) and Capital Reserve Budget exclusive of transportation fees and the management fee.
11. Member Activities - Cost of recreation operations, certain Member activities and events at the Resort. Cost of quarterly Member newsletter, annual Association meetings and printing and postage for Association legal mailings.
12. Sales Tax on Support Facilities - State sales tax paid on the Condominium's share of costs incurred in connection with the operation or maintenance of the Support Facilities in accordance with the Master Declaration of Covenants Conditions and Restrictions encumbering the Condominium property.
13. Security - Cost of guard coverage at the Resort.

14. Transportation - Cost of WDW transportation provided to the Resort.
15. Utilities - Cost of electricity, gas, water, sewer, solid waste disposal, cable television and telephone service at the Resort.

General Notes:

1. Property Management Subcontract - Certain of the variable and semi-variable expenses related to the provision of hospitality services to the Condominium as set forth in the 2014 Estimated Annual Operating Budget, including expenses for housekeeping, maintenance and front desk operations, may be lower than they otherwise would be if such services were being provided only to the Condominium instead of included in a property management subcontract that takes into account that the services are also being provided to adjacent accommodations that are not part of the Condominium.
2. Developer Guarantee - DVD has agreed to guarantee to each Purchaser and Owner that they will only be required to pay an assessment for operating expenses of \$4.0344 per Vacation Point through December 31, 2014, exclusive of ad valorem taxes which are billed separately. In consideration of this guarantee and pursuant to Florida law, DVD will be excused from the payment of its share of the expenses which otherwise would have been assessed against its unsold Ownership Interests during the term of the guarantee. As a consequence of this exemption, during the term of this guarantee, existing Owners and current Purchasers will not be specially assessed with regard to Common Expenses, except as hereinafter provided, if Common Expenses exceed the guarantee per Vacation Point amount and DVD will pay any difference between actual expenses and assessments collected from all Owners and income from other sources. Amounts expended for any insurance coverage required by law or the Condominium Documents to be maintained by the Association and depreciation expense related to real property shall be excluded from the calculation of the Developer obligation except that for real property used for the production of fees, revenue or other income depreciation expense shall be excluded only to the extent they exceed the net income from the production of such fees, revenue or other income. DVD will pay such expenses as needed to meet expenses as they are incurred. However, any expenses incurred during the guarantee period resulting from a natural disaster or an act of God, which are not covered by insurance proceeds from the insurance maintained by the Association, will be assessed against all Owners owning Ownership Interests on the date of such natural disaster or act of God, or their successors or assigns, including DVD, provided that during any period of time DVD controls the Association pursuant to Section 718.301, Florida Statutes, the Association maintains all insurance coverages required by Section 721.165, Florida Statutes. DVD reserves the right, but is under no obligation, to extend and/or increase the amount of this guarantee for one (1) or more periods of one (1) year each after the expiration of this guarantee period on December 31, 2014, as permitted by Florida law.

See also Additional Budget Notes.

Estimated Capital Reserves Budget For January 1, 2014 Through December 31, 2014

Replacement Fund Components	383 Vacation Homes	
	2014 Annual Budget	2014 Annual Budget (Per Vacation Point)
Capital Reserves	\$4,395,373	\$0.8991
Interest Income	(102,360)	(0.0209)
TOTAL CAPITAL RESERVES BUDGET	\$4,293,013	\$0.8782

Capital Reserve Analysis For The Year Ended December 31, 2013

Replacement Fund Components	Estimated Fund Balance as of December 31, 2013	Estimated Useful Lives (Years)	Estimated Remaining Useful Lives (Years)	Estimated Current Replacement Costs (383 Vacation Homes)
Roof Replacement/Repair		7 - 40	1 - 22	\$4,919,638
Interior Refurbishment		1 - 30	1 - 25	30,756,099
External Building Painting		6 - 7	1 - 2	3,936,211
Common Element Renovation		3 - 45	1 - 40	14,906,599
Pavement Resurfacing		3 - 25	1 - 8	641,361
Capital Reserves	\$38,951,382			
TOTAL	\$38,951,382			\$55,159,908

Estimated Capital Reserves Budget Notes

All capitalized terms not defined in these budget notes will have the same meanings ascribed to such terms in the Component Site Public Offering Statement for Disney Vacation Club at Disney's BoardWalk Villas. See also Additional Budget Notes.

- Funds Covered** - The annual budget for Capital Reserves covers funds set aside, in accordance with Florida Statutes using the pooling accounting method, for the repair or replacement of major items pertaining to the Units and Common Elements with a useful life of greater than one year. The interest earned on these funds remains in the Capital Reserves account and is not absorbed into the Operating Budgets.
- Developer Guarantee** - DVD has agreed to guarantee to each Purchaser and Owner that they will only be required to pay an assessment for reserves expenses of \$0.8782 per Vacation Point through December 31, 2014, exclusive of ad valorem taxes, which are billed separately. In consideration of

this guarantee and pursuant to Florida law, DVD will be excused from the payment of its share of the Common Expenses which otherwise would have been assessed against its unsold Ownership Interests during the term of the guarantee. As a consequence of this exemption, during the term of this guarantee, DVD will pay any difference between actual expenses and assessments collected from all Owners and income from other sources. DVD will pay such expenses as needed to meet expenses as the expenses are incurred. However, any Common Expenses incurred during the guarantee period resulting from a natural disaster or an act of God, which are not covered by insurance proceeds from the insurance maintained by the Association, will be assessed against all Owners owning Ownership Interests on the date of such natural disaster or act of God, or their successors or assigns, including DVD, provided that during any period of time DVD controls the Association pursuant to Section 718.301, Florida Statutes, the Association maintains all insurance coverages required by Section 721.165, Florida Statutes. DVD reserves the right, but is under no obligation, to extend and/or increase the amount of this guarantee for one (1) or more periods of one (1) year each after the expiration of this guarantee period on December 31, 2014, as permitted by Florida law.

See also Additional Budget Notes.

Additional Budget Notes

1. 2014 Dollars - All costs are stated in 2014 dollars unless otherwise indicated.
2. Support Facilities - The use of certain facilities, including without limitation, general support and structural improvements, hotel check-in facility, back office facilities, telephone equipment rooms, etc., are being provided to the Resort pursuant to the terms of either the Property Management Agreement or as a support facility under the terms of the Master Declaration, the cost of operating and maintaining such facilities being apportioned among its users including Owners and are included in certain of the Cost Components in the 2014 Estimated Operating Budget, including Administration and Front Desk, Housekeeping, Maintenance, Utilities and Member Activities. If the Resort was required to provide such facilities within the Condominium Property and solely for the use and benefit of the owners, the cost of operating the Condominium Property would increase.
3. Books and Records - The books and records for the Association are maintained at: 1390 Celebration Boulevard, Celebration, Florida 34747. The person responsible for the upkeep and custodianship of the books and records of the Association is the Treasurer of the Association, (407) 566-3000.
4. Related Party Transactions - DVD is a Florida corporation and a subsidiary of The Walt Disney Company ("TWDC"), a Delaware corporation. DVD acquired the property under a ground lease by and between Walt Disney Parks and Resorts U.S., Inc. ("WDPR"), a Florida corporation (formerly Walt Disney World Co.), its successors and assigns, as successor by merger to Walt Disney World Hospitality & Recreation Corporation ("WDWHRC"), and DVD. WDPR is also a subsidiary of TWDC. DVD developed the Condominium on the property located in Orange County, Florida, and sells ownership interests in condominium units as part of the vacation ownership plan. Unless otherwise extended, the ground lease will expire on January 31, 2042, and vest to the benefit of WDPR.

Certain directors or officers of DVD or DVCMC serve on the Board or as officers of the Association. Certain directors or officers of the Association are also employees of TWDC or its affiliates.

During the year ended December 31, 2012, DVD voluntarily subsidized the operations of the Association for common expenses incurred, in the amount of \$172,097.

DVD retains no less than 2 percent of the total ownership interests in each unit declared in the Condominium and is responsible for annual dues with respect to its retained or unsold ownership interests. DVD has retained ownership interest equivalent to approximately 97,836 vacation points. In addition, DVD also had unsold ownership interests equivalent to approximately 53,885 vacation points as of December 31, 2012. During the year ended December 31, 2012, DVD annual dues paid to the Association were \$656,690.

As of December 31, 2012, the amount due to DVD related to operating expenses was \$325,194.

DVCMC, a Florida corporation, is the manager of the Association and is also a subsidiary of TWDC.

Management fees payable to DVCMC are 12 percent of the total operating and reserve budget exclusive of real estate taxes, transportation fees, and the management fee. Management fees incurred during the year ended December 31, 2012, were \$2,210,835.

DVCMC has entered into an agreement with the Association whereby DVCMC may operate a resort hotel operation with respect to the rental of unreserved accommodations in the Condominium. Gross proceeds, resulting from the rental of unreserved accommodations, are retained by the Association up to an amount equal to 2.5 percent of the adjusted operating and reserve budget, as defined, in each calendar year, as breakage revenue. During the year ended December 31, 2012, the Association received \$570,150 in breakage revenue.

Substantially all operating expenses have been allocated to the Association from DVCMC, and certain operating expenses have been rendered by or incurred through other TWDC entities.

Amounts due to or from DVCMC are payable in full and due on demand. As of December 31, 2012, the amount due to DVCMC for allocable expenses was \$801,052.

5. Management Agreement - The Association currently has a three-year management agreement ending June 27, 2014 with DVCMC. Thereafter, the management agreement automatically renews for successive periods of three (3) years each, upon its scheduled expiration, unless either party gives the other written notice of nonrenewal, as stipulated in the agreement. DVCMC provides on-site management and maintenance services, and off-site administrative and accounting services.

Pursuant to the Agreement, DVCMC has been delegated the authority by the Association to provide all services, through employees and experts retained by it, incidental to the management and operation of the Condominium. In connection therewith, substantially all operating expenses have been allocated to the Association from DVCMC. However, certain operating expenses may be incurred through other Disney entities.

6. Vacation Homes - Wherever used throughout this budget, the term Vacation Home does not include studio or one bedroom accommodations that comprise part of a two bedroom lockoff Vacation Home.
7. Use Availability Periods - Pursuant to Section 721.13(3)(c)1, Florida Statutes, the total number of 7-day annual use availability periods currently registered with the State of Florida is 19,533.

Estimated Ad Valorem Taxes for January 1, 2014 through December 31, 2014

The amount of ad valorem taxes assessed against each Unit will be determined by the Orange County Property Appraiser's Office and the Reedy Creek Improvement District Appraiser, respectively. The ad valorem tax assessments to be included on your 2014 Annual Dues billing statement will be \$1.0941 per Vacation Point. This is DVCMC's best estimate of the actual taxes which will be assessed for the tax year 2014. DVCMC does not certify this ad valorem tax estimate. Each Owner is responsible for his or her per Vacation Point share of the actual tax bill received each year from the tax collector's office. Any difference between the tax estimate and actual taxes paid on the Owner's behalf will be applied towards the Owner's subsequent year's tax assessment.

2014 Estimated Annual Dues Assessment

The estimated Annual Dues for the year January 1, 2014 through December 31, 2014 are \$6.0067 per Vacation Point, which is comprised of the estimated Annual Operating Budget (\$4.0344 per Vacation Point), the estimated Annual Capital Reserves Budget (\$0.8782 per Vacation Point) and the estimated ad valorem taxes (\$1.0941 per Vacation Point). Total amount of Annual Dues paid by a Purchaser or Owner is determined by multiplying the total number of Vacation Points represented by the Ownership Interest purchased by \$6.0067. For example, if the Ownership Interest is represented by 230 Vacation Points, the estimated Annual Dues would be \$1,381.54.

