

Notice to Class B Members

May 4, 2011

TO: Waikiki Commercial Tenants (Class B Members)

FROM: Jan M. Yamane, Executive Director

The Waikiki Business Improvement District Association (WBIDA) has two classes of members with voting rights: (1) landowners and/or ground lessees (Class A); and (2) commercial tenants (Class B).

You are a commercial tenant leasing space located within the Waikiki BID and a registered Class B member of the Association. At the annual meeting, you will be entitled to vote on issues which are brought before the membership for approval. Your Class B voting rights are based on the amount of total square footage of net rentable commercial space that you lease within the Waikiki BID. The total number of votes that you will be entitled to cast at the meeting is equal to the total square footage of net rentable commercial space that you lease within the Waikiki BID multiplied by the number of Class B seats on the board (5). You may be asked to substantiate your calculated total square footage of net rentable commercial space **so please bring appropriate documentation with you to the meeting (e.g., commercial lease).**

If you will not be attending the May 26, 2011 membership meeting, you may still cast your votes by completing and returning to the WBIDA office the proxy on the second page of this notice along with a copy of the documentation supporting your calculation of net rentable commercial space by **May 19, 2010.** At the top of the proxy, you will find your “vote calculator.” This will assist you in determining the total number of votes you are entitled to cast.

You may mail or deliver your proxy and supporting documentation to the WBIDA office at the Wyndham Waikiki Beach Walk, Plantation Tower, Second Floor, 227 Lewers Street, Box 202, Honolulu, Hawaii 96815; fax to (808) 924-9737; or email to mail@waikikibid.org.

We look forward to seeing you on May 26, 2011. Please contact our office at (808) 923-9243 or mail@waikikibid.org if you have any questions. Mahalo!

(Please see next page for Class B Member Proxy)

Class B Member Vote Calculator	
Business Name/Address <i>(Please use additional sheet(s) as necessary)</i>	Square footage of net rentable commercial space leased as of May 4, 2011
1)	
2)	
3)	
4)	
5)	
6)	
7)	
Total Square Footage (rounded to nearest foot):	
x 5 Board Seats	
Your Total Class B Member Votes:	

Waikiki Business Improvement District Association
Class B Member Proxy

The undersigned Class B member of the WAIKIKI BUSINESS IMPROVEMENT DISTRICT ASSOCIATION, a Hawaii nonprofit corporation (the "Association"), hereby appoints JAN M. YAMANE, the Executive Director of the Association, the true and lawful attorney of the undersigned with full power of substitution, to act as the proxy of the undersigned and to vote on all matters that may come before the meeting of the members of the Association to be held at the Waikiki Beach Marriott Resort & Spa, Paoakalani Tower, Milo 4 & 5, 2552 Kalakaua Avenue, Honolulu, Hawaii 96815, on May 26, 2011, at 4:00 p.m., Hawaiian Standard Time, and at any adjournment of the meeting, as fully as the undersigned could do if personally present. Any proxy heretofore given by the undersigned to vote and act at such meeting is hereby revoked. Receipt of notice of said meeting is hereby acknowledged and any deficiencies of said notice are hereby waived.

It is understood that this proxy may confer discretionary authority with respect to matters not known or determined at the time of the delivery hereof to the undersigned (e.g., FY 2012 budget). This proxy may be revoked prior to its exercise. This proxy may be delivered by facsimile.

Print Name of Member, and Title if Applicable

Signature of Member

Company

Date

Minor discrepancies in signatures and member information shall not invalidate this proxy.