

April 21, 2021

TO: Waikiki Commercial Tenants (Class B Members)

FROM: Jennifer Nakayama, P.E., President and Executive Director

As provided for by law, the activities of the Waikiki Business Improvement District Association (WBIDA) are overseen by a 25-member board of directors that consists of 21 voting members and four non-voting members. With the exception of two seats, the voting members are selected from two distinct classes of commercial property interests in Waikiki: (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. Class B members elect five of the 21 voting members of the board of directors. The remaining 16 voting seats are held by 14 assessed landowners and/or ground lessees elected by the Class A members of the Association, the Mayor or his designee, and the Waikiki Councilmember or his designee. Four non-voting government and community representatives round out the board.

Each class of members will elect its respective representatives to the Association's board of directors for FY 2022 – FY 2024 (July 1, 2021 – June 30, 2024) at the FY 2021 Annual Membership Meeting on May 20, 2021.

At the meeting, you will be entitled to vote for the Class B board candidates. 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). Your total number of votes may be allotted to any one or more Class B board candidates. You may be asked to substantiate your calculated total square footage of net rentable commercial space so please be prepared to provide appropriate documentation (e.g., commercial lease).

If you will not be participating in the May 20, 2021 membership meeting, you may still cast your votes by completing and returning to the WBIDA office the proxy on the back of this notice along with a copy of the documentation supporting your calculation of net rentable commercial space by **May 13, 2021**. 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 for the board candidates. The proxy lists five (5) Class B candidates for the board. You may cast your votes in any manner you desire, so long as the total votes you have cast does not exceed the total number of votes that you are entitled to cast. If the total votes you cast exceeds the total number you are entitled to cast, your entire proxy will be voided. You may mail or deliver your proxy to the WBIDA office at the Wyndham Waikiki Beach Walk, 227 Lewers Street, Box 202 (Plantation Tower, Second Floor), Honolulu, Hawaii 96815; fax to (808) 924-9737; or email to mail@waikikibid.org.

We look forward to your participation on May 20, 2021. Please contact our office at (808) 923-9243 or mail@waikikibid.org if you have any questions. Mahalo!

(Please turn over 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 20, 2021
1)		
2)		
3)		
4)		
5)		
6)		
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 JENNIFER NAKAYAMA, P.E., the President and 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 virtually via GoToMeeting on May 20, 2021, at 11:30 a.m., Hawaiian Standard Time, and at any adjournment of the meeting, as fully as the undersigned could do if personally present. Any proxy previously 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.

The holder of this proxy shall cast the votes of the undersigned for the candidates of the Board of Directors as specified below. If not all votes are specified, then the holder shall vote the unspecified votes for whichever candidate the holder desires in the sole discretion of the holder.

If this box is checked, the votes shall be cast equally among the five (5) nominees.

	Name of Nominee	Business Represented	Property Affiliation	# of Votes in Favor
1.	Dylan Ching	TS Restaurants	Vice President of Operations – Oahu & Kauai	
2.	Reid Hinaga	Bank of Hawaii – Waikiki Banking Center	Vice President & Market Manager	
3.	George Kam	Quiksilver	Ambassador of Aloha	
4.	Paul Kosasa	ABC Stores	President & CEO	
5.	Julie Plant	Honolulu Cookie Company	Vice President of Retail	
Total Votes <i>(This must not exceed your total votes calculated above.):</i>				

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 2022 budget). This proxy may be revoked prior to its exercise. This proxy may be delivered by facsimile or electronic mail.

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.

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 20, 2021
1)	
2)	
3)	
4)	
5)	
6)	
7)	
8)	
9)	
10)	
11)	
12)	
13)	
14)	
15)	
16)	
17)	
18)	
19)	
20)	
21)	
22)	
23)	
24)	
25)	
26)	
27)	
28)	
29)	
30)	
	Total Square Footage (rounded to nearest foot):
	x 5 Board Seats
	Your Total Class B Member Votes:

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