

KAPALUA BAY VILLAS, INC.
NOTICE OF ANNUAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 annual meeting of Kapalua Bay Villas, Inc. has been called by the Board of Directors, pursuant to Article II, Section 8 of our Bylaws, and will be held:

DATE: Friday October 26th 2018
TIME: 9:00 A.M. (Check-in to begin at 8:30 a.m.)
PLACE: Kapalua Bay Villas Office

Only owners of record or their proxy holders will be entitled to attend and/or vote at the meeting.

ALL OWNERS ARE ENCOURAGED TO ATTEND THE ANNUAL MEETING. HOWEVER, **PLEASE RETURN YOUR PROXY WHETHER OR NOT YOU PLAN TO ATTEND IN PERSON SO THAT WE WILL BE ASSURED OF HAVING A QUORUM WITHOUT INCURRING THE EXPENSE OF SENDING FOLLOW-UP LETTERS IN ORDER TO HAVE SUFFICIENT OWNER REPRESENTATION FOR THE TRANSACTION OF BUSINESS.** IF YOU ATTEND THE MEETING IN PERSON, YOUR PROXY WILL BE RETURNED UPON REQUEST. BE SURE TO MAIL OR DELIVER YOUR PROXY TO THE ASSOCIATION OFFICE ON TIME. STATE LAW REQUIRES THAT PROXIES FOR THE FRIDAY OCTOBER 26TH, 2018 ANNUAL MEETING BE RECEIVED NOT LATER THAN 4:30 P.M. WEDNESDAY OCTOBER 24TH 2018.

**YOU MAY FAX YOUR PROXY TO OUR OFFICE: (808)669-4021OR
EMAILTO: management@bayvillasao.com or admin@bayvillasao.com**

Date of Notice: September 24th 2018



Kapalua Bay Villas

10/02/2018

Enclosed you will find information regarding this year's Annual Homeowners Meeting for the Bay Villas.

The Homeowners meeting will be held at The Kapalua Bay Villas Office at 9am on Friday October 26th. Sign in will start at 8:30am.

There are two positions available for the Board of Directors.

Candidates are:

Incumbent Mike Lewis (22G-5)
Incumbent Cindy Corrigan (14B-2)
Scott Scherr (30G-2 and 28G-1,2)
Brenda Swanney Caropino (35G-3,4,5)

Please fill out and return your proxy to the Bay Villas office by Wednesday October 24th 2018.

You can fax your proxy to 808-669-4021, email it to Management@bayvillasaoao.com, or mail to 500 Bay Drive, Lahaina, HI 96761 in enclosed prepaid envelope.

If you are interested in joining other homeowners on the evening of the 26th for cocktails and pupus at the Taverna Restaurant Kapalua, please RVSP so on the bottom of the proxy.

Sincerely,

Tess Odekirk
Kapalua Bay Villas Homeowners Association

PROXY

**ANNUAL MEETING ON OCTOBER 26, 2018
THE ASSOCIATION OF APARTMENT OWNERS
OF
THE KAPALUA BAY VILLAS**

COMPLETE AND SIGN THIS FORM BELOW:

I (we) the undersigned, being the owner(s) of the apartment set forth below at The Bay Villas, Kapalua, Maui, Hawaii, do hereby constitute and appoint: (Check A, B, C or D)

A. For quorum purposes only; or

B. The following person(s): _____ and any one or more of them, with full power of substitution as my (our) true and lawful attorney pursuant to the laws of the Association of Apartment Owners, to vote as my (our) proxy at the 2018 Annual Meeting of said Association to be held on October 26, 2018, and at any of all adjournments thereof, for the election of Directors and for all other transactions that may come before said meeting, according to the total number of votes I (we) would be entitled to vote if I (we) were personally present. By these presents, I hereby revoke any proxy or proxies heretofore given for this purpose and ratify and confirm all that the above named attorney or agent may do by virtue hereof; or

C. The Bay Villas Board of Directors shall vote my proxy as decided by a majority of the Board; or

D. Each member of The Bay Villas Board of Directors present at the meeting shall vote an equal percentage of my proxy.

IF YOU HAVE NOT SELECTED ONE OF THE ABOVE, THIS PROXY SHALL BE CONSIDERED A PROXY FOR QUORUM PURPOSES ONLY.

IF YOU DESIRE THAT YOUR PROXY VOTE FOR YOU ON GENERAL MATTERS BUT WANT TO INSTRUCT HIM OR THEM TO VOTE YOUR PROXY FOR ONE OR MORE CANDIDATES FOR DIRECTOR, THEN SET FORTH BELOW THE NAME OR NAMES FOR WHOM YOU WISH ALL YOUR VOTES TO BE CAST FOR DIRECTOR

Two (2) Directors to be elected, each for a term of two (2) years.

1. _____
2. _____

IF YOU ARE PRESENT IN PERSON AT THE ANNUAL MEETING, YOU SHALL HAVE THE RIGHT TO REVOKE THIS PROXY.

OWNER(S) SIGNATURE _____
PRINT NAME _____

APARTMENT NO(S). _____ DATE _____

PLEASE SIGN AND PRINT YOUR NAME EXACTLY AS IT APPEARS ON YOUR APARTMENT OWNERSHIP DOCUMENTS. DATE AND PROMPTLY RETURN THIS PROXY TO: Management@bayvillasaoao.com or The Bay Villas, 500 Bay Drive, Lahaina, HI 96761 or fax to 808-669-4021.

NOTE: Hawaii Revised Statutes section 514B-123(d)(1) provides that a proxy, to be valid, must be delivered to the association of apartment owners manager(s), if any, NOT LATER THAN 4:30 P.M. ON SECOND BUSINESS DAY PRIOR to the date of the meeting to which it pertains (**That is, no later than 4:30 p.m., Wednesday Oct. 24th 2018**).

For owners only

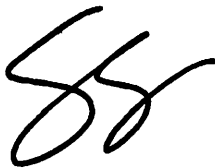
We/I will be attending the cocktail party Friday Oct. 26th at 5:30 pm at Taverna Kapalua. Please indicate by checking YES or NO.

YES NO No of Pax:

To: Kapalua Bay Villas Board of Directors

I am interested in serving on the BOD for the Kapalua Bay Villas. My wife (Rebecca) and I have been coming to Kapalua since 2008. We purchased our first condo in 2013 and our second condo in 2017. I am an Emergency Physician in Las Vegas NV and currently the Regional Medical Director for TeamHealth. I manage 9 emergency departments, 3 hospital medicine programs, and 36 post acute sites in Nevada and Idaho. I am also the current medical director for Clark County Fire. I believe my collaborative leadership style will help serve the Kapalua Bay Villas Board of Directors.

Thank you for your consideration,

A handwritten signature in black ink, appearing to read 'SS', is positioned below the text 'Thank you for your consideration,'.

Scott A Scherr MD FACEP
Regional Medical Director TeamHealth
Medical Director Clark County Fire Department
Cell (702)289-9698

Mike Lewis
Bay Villa Unit: 22 G-5
Home: 1730 Galaxy Drive
Newport Beach, CA 92660

My wife Kathy and I have owned our Kapalua Bay Villa for almost 22 years and normally spend around eight weeks in Kapalua each year.

I am now retired but spent much of my career as a Chief Financial Officer of three publicly traded companies, including disk drive manufacturer Western Digital Corporation. I also have been Chief Executive Officer of privately held companies in the managed healthcare and finance fields. I earned my CPA while working at Price Waterhouse Coopers and also spent time as a manager in the Management Services Department of Ernst & Young.

As Secretary and then Treasurer of our KBV Board for the past eight years, I worked with the leadership to oversee the continued improvement of our property, the paying off of our debt, the strengthening of our financial internal controls while increasing the frequency of detailed financial reporting to the membership.

If I am re-elected to the KBV Board, I would work to continue the cost-effective improvement of our property being conducted by our current leadership. I will work to assure that we have adequate reserves against future major repair and replacement projects without requiring large increases in our homeowners' fees.

I continue to believe that it is the responsibility of the Board to provide adequate governance to assure that 1) the interests of the homeowners are fairly represented at the Board meetings; 2) the articles and by-laws of the association are being complied with; 3) the business of the association is being conducted in a cost-efficient manner without conflict of interest; and 4) the assets of the association are secure and properly maintained.

As before, my vision for the Kapalua Bay Villas community is that it maintains the aloha tradition of Kapalua, with emphasis on the natural beauty provided by a low-density, high quality environment. The Kapalua Bay Villas have been an elite resort destination. I believe that with continuing, visionary association leadership, that status can be maintained and enhanced.

Mike Lewis

Cindy Corrigan
Bay Villa Unit: 14B2
Home- Huntington Beach, Ca

Aloha,

My husband Kevin and I have owned our Kapalua Bay Villa for 8 years . We usually spend six to seven weeks in Kapalua annually.

I am retired but had a 35 year career in the aerospace industry. My last position before retiring was the Vice president, Office of Internal Governance, for United Launch Alliance (ULA), a joint venture between The Boeing Company and Lockheed Martin. I had responsibility for Internal Audit and Financial Controls, the Ethics program, Regulatory Compliance and Global Trade Controls. The external agencies I interacted with included the General Counsel of the US Air Force, The State Department specifically Defense Trade Controls and the Federal Trade Commission. I began my career at Boeing when I joined McDonnell Douglas Aircraft Company in Long Beach, Calif. Over the years I held executive leadership positions within Boeing Commercial Airplanes in Engineering, Supplier Management, Marketing and Integrated Process Management.

I have been a Board member of the KBV for the past 8 years. We are very fortunate to have a very professional and competent property manager who does an excellent job keeping the property looking beautiful and well managed. Our board has strived to ensure consistency in maintaining the look and feel of the property and operating in a healthy financial position. I believe it is essential that the association maintains a healthy financial position while ensuring that it is run ethically and with transparency.

My objective and vision for the Kapalua Bay Villas is to continue maintaining the high standards of our beautiful property, much of which have been accomplished through incremental cost effective continuous improvements without raising homeowner dues in the 8 years we have owned our property.

Mahalo
Cindy Corrigan

Owner Statement and Qualifications

Brenda Lee Swanney Caropino
Kapalua Bay Villa 35G 3,4, & 5

Chris, my husband, and I live in Palos Verdes Peninsula, California. After visiting Maui for many years we decided to buy a unit at Kapalua Bay Villas in 2010. The Kapalua Bay Villa area is a special location and it would be my pleasure to help maintain and improve the area so that it remains as special that it is today.

I retired as a Registered Dental Hygienist in 2008 to run my family's company, which has been owned and operated by the family for the past 87 years. We are one of the first towing companies to have a contract with the Los Angeles Police Department. I currently reside on the Official Police Garage Board of Directors as the secretary for the past four years. My hope is to keep the family company running until my two older children are ready to take my place and at that time I can retire, I figure it will be within the next four years.

In 2017 I was elected to the Westfield Park and Recreation Board and currently serve as the Treasurer. The Westfield Park and Recreation Board's job is to preserve and maintain the parklands, trails, tennis court, park and horse riding arena park in our area. I have currently gotten an approved contract to do the much needed maintenance of the horse arena footing and surrounding trail. This project has taken me three years to get to this point on this project, yes I started prior to getting elected to be on the board.

As my three children were growing up I helped and ran different groups that they were associated with; Girl Scout and Cub Scout Leader, Boy Scout Merit Badge Councilor, Boy Scout Eagle Project Advisor, different types of committees associated with their activities.

I have had experiences working with and being a team leader of different types of groups and committees. I like the way Kapalua Bay Villa area is run and managed and I hope to be able to join the Kapalua Bay Villa Board to help maintain and preserve this beautiful area for us all to enjoy.

Aloha,

Brenda Lee Swanney Caropino