

**MINUTES OF THE ANNUAL MEETING OF
THE BAY CLUB ASSOCIATION OF APARTMENT OWNERS
AT THE WAIKOLOA BEACH RESORT
November 14, 2007**

The annual meeting of the members of the Association of Apartment Owners of the Bay Club at Waikoloa Beach Resort, a nonprofit corporation duly created and existing under and by virtue of the laws of the State of Hawaii, was called to order on Wednesday, November 14, 2007 at 9:00 a.m. at the Hilton Waikoloa Village Hotel, Water's Edge Ballroom, 69-425 Waikoloa Beach Drive, Waikoloa, Hawaii 96738 by meeting Chairman and President of the AOA, Russell Malkoske.

The following owners were present in person or by proxy:

Russell Malkoske (The Bay Club Vacation Owners Association)

The chairman reported that a quorum was established with 97.1 percent of the membership present in person or by proxy, and that the annual meeting was properly authorized and convened.

The chairman presented and recited the minutes of the 2006 annual meeting, which were approved as presented.

The chairman announced that the by-laws required the election of one director for a three-year term. The Board nominated James Desmond. Upon motion duly made and seconded, Mr. Desmond was unanimously elected.

General Manager, Scott Fuchigami, provided to the membership an operations report for the 2007 year.

There being no other business, the meeting was adjourned at approximately at 9:20 a.m.

Respectively submitted,



Robert Ireland
Secretary