

KIAWAH ISLAND
COMMUNITY
ASSOCIATION

BOARD OF DIRECTORS

Meeting Minutes

March 7, 2022 at 1 p.m.

Virtual Meeting

Board Members Present:

Dave Morley, Chair

Jerry McGee, Vice Chair

Alex Fernandez, Treasurer

Amanda Mole, Developer Director

Brad McIlvain, Secretary

David DeStefano, Director

Beth Zampino, Director

Staff Members Present:

Shannon White - COO

Ellen Festa, Executive Assistant

Emily Jenkins – Communications Specialist

Tony Elder – Director of Operations

Member Attendees: 22

Recording of Meeting:

1. Member Comments – Agenda Topics

- Member requested that the changes in the By-law for Referendum be consistent with consent agreement and that language is included to show that petition numbers are reported to the membership at the Annual Meeting. Commented about the policies related to the Assessment change and looking for more information about this.
- Comment on change in assessment and how timing will impact members as it relates to CO and effective date of change. Dave M. stated they will address this question when they review the information later in the meeting.

2. Call to Order

Chair Dave Morley called the meeting of the Kiawah Island Community Association Board of Directors to order.



3. Chair Comments

Dave Morley congratulated the winners of our recent election, Lisa Mascolo and David DeStefano. We have heard and are taking seriously all the comments we've received about development in the area of Beachwalker Drive, Kiawah Beach Drive and Kiawah Island Parkway. We have several initiatives in place to address these concerns. The Town and KICA are coordinating and will use the same engineering firm since these two areas work in tandem. We will clarify our questions to fully understand the implications and will have a public meeting to get community input. The Board is taking this issue seriously.

4. Administrative

a. Approval of January 10, 2022 Minutes **(Vote)**

Vote Passed: (7) In favor – D. Morley, B. McIlvain, A. Fernandez, A. Mole, J. McGee, D. DeStefano, B. Zampino

5. Reports

a. COO Report – Shannon White

Director of Finance

- Shannon introduced Dale Schoon, our new Director of Finance. Dale joins us from Park City, Utah, and we're very thrilled to have him on our team.

Infrastructure Projects

- We are working on outbound bricks by the VGate.
- KIP at Green Dolphin – flood management project - there are a few rough spots - contractor will be back in to fix those bumps.
- Road Paving project underway – completed 16 roads in the West Beach area. Pushed back a week due to rain in the forecast.
- Next section is Vanderhorst section -timeline will be sent out to community soon.
- Pool heaters are on and functioning at the Sandcastle.



Sandcastle User Group - they will be doing a survey in the coming weeks to get community feedback on some of the things they are considering.

Personnel

- 9 full-time positions down in KICA. Admin (1), Security (2), Sandcastle (2), Land (3), Lakes (1). We will also be losing 8 H2B Visa employees, SC did not win in the federal H2B lottery, so we will also be down in this area for a total of 17. Working on hiring into Land and looking into alternative ways to help Land team. Thanks to the Board for implementing our incentives which helps with our employee retention.
- Dave M. also wanted to thank and recognize Jane Ovenden for coming out of retirement to help us while we were looking for a Director of Finance. Alex F. also added his thanks to Jane.

b. Treasurer's Report - Alex Fernandez

CTR

- Quarterly report is now on the website. CTR numbers for first 2 months came in at record numbers- \$574K which is above what we budgeted - we're in a good state. Now that we have a Director of Finance – we recommit to publishing our Quarterly reports within 20 days of closing.

Audit

- Finance Committee met on March 2, 2022 and reviewed the Audit report. A few minor changes were made for clarity to our membership. We have a clean report, and it is posted on the Website. Alex will go over details at the Annual Meeting.

6. New Business

a. Approval of 2021 Audit (Alex)

Based on the recommendation of the Finance Committee, Alex F. made a motion to accept the 2021 Audit as submitted by our Auditors -Keefe McCullough. Jerry M. seconded.

Vote Passed: (7) In favor – D. Morley, B. McIlvain, A. Fernandez, A. Mole,



b. By-law Change – Referendum 25% number to match voting #s (Brad)

By-law change addresses how to calculate the numbers needed to reach 25% threshold for purposes of referendum. The number to meet the threshold will be based on total available votes as determined at the last KICA Board Election. This is consistent with our Covenants. We can provide the number, we will publish it and it will be re-calculated every year. We can add to the language that the number shall be reported at the Annual Meeting and that number will be in place until the next Annual Meeting. Brad moves to amend the By-laws with the additional language, Alex seconded the motion.

Vote Passed: (7) In favor – D. Morley, B. McIlvain, A. Fernandez, A. Mole, J. McGee, D. DeStefano, B. Zampino

c. Residential & Commercial assessment structure (Alex)

Policy change to align assessment structure between Commercial and Residential properties. Improved property assessments will begin when CO is completed, not when a permit is issued. Will go into effect on May 1, 2022. For members that may have already pulled a permit and are being charged, we will not pro-rate, but will not charge an improved assessment until CO is issued. Alex made a motion to approve, seconded by David D.

Vote Passed: (7) In favor – D. Morley, B. McIlvain, A. Fernandez, A. Mole, J. McGee, D. DeStefano, B. Zampino

d. Governance Task Force (Brad)

Task Force will look at By-laws and Covenants making sure they are updated and current and will deal with inconsistencies. Task Force will be chaired by a Board Member and 3-5 members of the community. They will review and make recommendations to the Board. They will also be authorized to hire outside legal counsel to assist and is authorized to spend \$25,000. We will look to do this this year. Brad moved to create Task Force, seconded by Alex F. We will send out notice for volunteers.



Vote Passed: (7) In favor – D. Morley, B. McIlvain, A. Fernandez, A. Mole,
J. McGee, D. DeStefano, B. Zampino

7. Board Member Comments

Alex F. stated we have 2 openings on the Finance Committee. We have advertised and currently have 15 applications – applications will close on March 15th at 5 p.m. and the Finance Committee, will review, interview, and bring recommendations to the Board.

Dave M. also commented about the formation of a Development Task Force to study the impacts of development on the island.

Jerry M. said we would be reaching out to the community for anyone that has specialized tech experience as we look at Salesforce.

8. Member Comments

- Member asked what the delta is by aligning the Commercial and Residential assessments. Shannon and Alex stated that the delta was relatively small – under \$100K. This makes it much more fair to the community.
- As per Judge ruling from the bench, the Board should take up the issue of the timeframes involved in initiating a petition.
- Member commented on Stop sign and would like to see the actual speed data vs. averages reporting. Member asked about speed collection data from the other direction.
 - Shannon indicated that the Board will be reviewing the data in April as part of the quarterly report. Alex F. stated that he has seen more enforcement in that area. David D. also did see an enforcement presence as well.
- Member commented on the speed limit changes and has noticed a difference – great move by the Board.
- Member heard at recent Council meeting about relocating the main gate, hope that the traffic study includes that.
 - Shannon commented that the queue at the main gate is either related to passes, or queuing at the Beachwalker intersection, which is perceived to be main gate, but is actually at the intersection. Town is looking at the intersection, and we can continue to look at the queues at main gate, but that is not the sole source of the problem.



- Member commented about the 5 different voting members (A, B, C, D, E). Who are they? how many votes do they have? Feels the board should be more forthcoming in releasing voting information. Covenants reference ‘the Company’ it’s votes, it’s shares – more definition on who is the Company.
 - Shannon stated that we can look at all of this information and produce an ‘education’ article with more details about member types.
- Member commented on aerial footage showing extent of tree removals at the Cape site. How do the guidelines and parameters differ from commercial vs residential projects?
 - Amanda stated Partners follow the normal ARB process. As a multi-family, multi-building development, it does have a different element than a single-family dwelling. ARB tries to preserve trees where they can, but they rely heavily on a robust mitigation plan which is in place. They also have to follow DHEC requirements for site drainage etc. For Parcel 13, they have the same issues, but drainage is already in place in that area.
- Member feels a better effort should be made to preserve as many trees as possible.
- Member stated that how votes are calculated is not straightforward, so as information is disclosed to the community, it would be helpful to know who does that calculation and how often. Kudos to the board for creating the Development oversight committee. There are a lot of qualified people that can participate. Also thank you for creating the Governance Task Force. It would also be helpful to know the observations and recommendations of the existing task forces. Who bears the risk of increasing oil prices in our road projects and contracts?
 - Tony stated that we are tracking SCDOT asphalt price indexes, and per the contract, if that index gets too high, we can stop the work.
- Comment on intersection project, options available.
 - Shannon commented there are a lot of issues to solve, it’s not an easy solution and KICA is working with Town to scope the best solutions. We are implementing a temporary solution at the gate by installing a median to eliminate the cutovers and jumping the line situation.
- Member asked if Kimley Horn is considering all the new development before they make recommendations for the Beachwalker intersection and Security Gate.
 - Shannon stated that they are incorporating summer capacity in their planning.



With no further business, motion to adjourn made by Dave M. – motion approved by Jerry M. and seconded by Amanda M. Meeting was adjourned at 2:06 pm.

Respectfully submitted,

Ellen Festa, Executive Assistant

DRAFT

