

KIAWAH ISLAND  
**COMMUNITY**  
ASSOCIATION

**BOARD OF DIRECTORS**

**Meeting Minutes**

**January 9, 2023 at 1 p.m.**

**Virtual and In-Person Meeting**

Board Members Present:

Jerry McGee, Chair

Beth Zampino, Vice Chair

David DeStefano, Director

Lisa Mascolo, Director

Brad McIlvain, Secretary (Phone)

Alex Fernandez, Treasurer

Amanda Mole, Developer Director

Staff Members Present:

Shannon White, COO

Ellen Festa, Executive Assistant

Tony Elder, Director of Operations

Member Attendees: (22)

Recording of Meeting: <https://www.youtube.com/watch?v=rMaw1peAzsA>

**1. Member Comments – Agenda Topics**

Member requests reports be made available to the community prior to the meeting to review and prepare any questions.

Member discussed traffic enforcement report.

- Doesn't think KICA should accept enforcement at 10 mph over posted speed.
- Questioned whether 3 speed devices on Flyway are being combined and/or averaged.

Alex commented that KICA doesn't enforce speed limit. Law enforcement enforces it. David D. asked if we can direct law enforcement to ticket at a certain speed?

Tony Elder stated we are unable to do that.



Member commented that since many Board and Committee meetings are open to the public, if there are materials that are part of the agenda, those materials should be made available to the community in advance.

Jerry stated that with discretion and taking into consideration any sensitive data that might be misinterpreted before being presented, we should certainly make whatever we can available.

## 2. Call to Order

Chair Jerry McGee called the meeting of the Kiawah Island Community Association Board of Directors to order @ 1:15 p.m.

## 3. Chair Comments

Happy New Year – off to a good start this year. Getting close to Sandcastle decision – will vote in February on how we will proceed. Whatever decision is made, it's not cast in stone, can always be revisited. Is it working or not working?

## 4. Administrative

a. Approval of December 5, 2022 Minutes w/below change **(VOTE)**

- Page 6 – ‘motion to ‘include in the budget’ not approve’.

**Vote Passed: (7) In favor** – J. McGee, B. Zampino, B. McIlvain (Phone)

A. Fernandez, A. Mole, D. DeStefano, L. Mascolo

## 6. Reports

### a. COO Report – Shannon White

- Freeze Update at Sandcastle
  - Opened an insurance claim for the freeze damage at the Sandcastle – approx. \$25K in damage. This includes:
    - Fire Suppression System for Oceanview Adult Pool restroom
    - Oceanview Adult Pool pump motor
    - Oceanview Adult Pool salt cell system
    - Electrical and plumbing repairs to Oceanview Adult Pool restrooms
- Water Management Projects
  - Drainage tide flex gates have been received by our contractor for project 4 (V-gate) and project 5 (Governors @ Turtle Point Maint).



- Construction crews are cleaning out the ditch area on Governors Drive, at the site of Project 5 to create a dry detention area.
  - Both Projects 4 & 5 will be completed shortly.
  - The only outstanding part of the water management projects will be the last third of Project 6 (Governors @ Trumpet Creeper).
- Communication Stats for 2022

#### **Top Most-Clicked Links in a Weekly Email Newsletter**

- Pulse Poll: Sandcastle Access Preferences: **1,224**
- Gate Access for Resort Guests (Night Heron Park): **1,112**
- Pulse Poll: Amenities: **934**
- Gate Access for Uber/Lyft/Transportation Services: **908**
- Infrastructure Improvement Projects starting after Labor Day: **793**
- Beachcam Fall Relaunch: **783**
- Resort's opening of The Nest market: **676**

#### **Top Website Pages:**

- Home: kica.us - 16,901 users visited in 2022
- Beach Cam - 7,412
- Login page - 6,913 (Login page to link to make payments, security gate passes or fitness classes)

#### **Email Communications**

- 106 Mass/Designed Email Communications in 2022 - (about 2 per week)
- Weekly Email Newsletters: 48
- Standalone Email Notices to Members: 37
- Commercial Customer Email Notices: 9
- Kiawah Cares Email Newsletters: 11

#### **Social Media Communications**

- Facebook
  - 5,128 Facebook Page Likes
- Instagram
  - 7,860 Instagram Followers



- 680 New Instagram Followers in 2022
- YouTube
  - 28 Videos Edited and Published to YouTube in 2022
  - 362 YouTube Subscribers
  - 54 new subscribers in 2022
- Jerry asked about length of time to repair Beach Cam. Tony reported it was challenging to troubleshoot with layers of coordination between IT, Security and Comcast and it took longer than anticipated.
- Jerry stated we will be reviewing our Communications Plan – making sure we’re being responsive to the community and including content that’s important to the membership – more to come on this.

**b. Treasurer’s Report – Alex Fernandez**

- CTR activity – December was up from November to \$280K. We will finish the year at approximately \$3.217M which exceeds our forecast of \$3.2M. We have estimated \$3.0M for 2023 as well. Real estate folks tell us there will be fewer sales, but prices remain higher.
- Annual assessment invoices have been sent out. Reminder that they are to be paid within 30 days, penalty of 1.5% will be applied if overdue.
- Annual Audit has started. Process will continue for the next 60-75 days so we will be ready to present this at the Annual Meeting on March 17, 2023.

**6. Old Business**

- a. Traffic Report – 2022 4<sup>th</sup> Quarter
- Mark presented the 4<sup>th</sup> Quarter Traffic report

**7. New Business**

- a. Island Emergency Response
- Mark presented KICA’s Emergency Response Highlights
    - KICA Security is part of the Alastar system – 911 Charleston County Dispatch.
    - For a Medical, Fire or Rescue issue – KICA management team gets notified as well as Security Gate.



- KICA Security engages in a support role whenever CCSD, EMS or Fire Rescue is called.
  - TV Monitor at Security Gate which maps the location of any issue that is occurring on the Island when 911 is notified.
  - Medevac can land in numerous locations on the Island, ex: 5 Golf Courses, Night Heron Park, etc. Fire Dept, KICA Staff, CCSD and EMS work together to coordinate if needed. Medevac can be on the Island very quickly. Most recent incident – Medevac was waiting at Night Heron Park before the patient arrived.
  - Jerry suggests that we share this information with the Community.
- b. Maritime Walk Bridge
- Tony Elder presented current situation with the Maritime bridge.
    - Ownership of the bridge has been a question – KICA does not own the bridge. Rather, McAlister development owns the bridge. Bridge was never conveyed to KICA. Attempted to get McAlister to repair or contribute to repairing the bridge – low probability of them doing this.
    - McAlister has agreed to turn the bridge over to KICA.
    - Engineering assessment was done – repairs are surface decking boards only.
    - If someone is injured, liability would be confusing.
  - KICA has made a few minor repairs for safety due to member concerns in the past, but does this indicate its KICA’s bridge.
  - Options discussed:
    - Accept conveyance and KICA makes necessary repairs. Cost: \$36,000
    - Engage in discussions with McAlister, Regimes and Lawyers to determine ownership.
  - Discussion about how best to proceed.
  - **Motion** made by Alex to proceed with repairs not to exceed \$40,000 and proceed with quit claims deed to KICA. Seconded by David D.
  - Discussion about conveyance as it relates to Little Rabbit in The Pointe and Riverview. The bridge is not the same scenario. Conveyance was discussed at the development stage for these two regimes – Riverview chose to convey, The Pointe did not.



- Assumption is that the physical asset would go into our MR&R and ultimate replacement would be our responsibility.
- For liability purposes, it is recommended that the bridge be closed until repairs are made, once KICA takes ownership.
- **Motion** restated by Alex to proceed with quick deed process and proceed with repairs not to exceed \$40,000. Seconded by David D.

**Vote Passed: (7) In favor** – J. McGee, B. Zampino, B. McIlvain (Phone)

A. Fernandez, A. Mole, D. DeStefano, L. Mascolo

c. Governance TF – Request for additional funding.

- Brad stated that as part of the Governance Task Force Charter, they were pre-authorized to spend \$25,000 for legal counsel to assist in the update of our By-Laws and governance documents. We have a good draft currently with the lawyers at this point. Task Force originally intended to modify existing By-laws, with the primary goal to make them clearer and easy to read. Old By-law format wasn't conducive to doing that and Task Force decided to re-write the By-laws instead of modify. As a result of those efforts, we've spent a little more money on the lawyers. The Task Force is asking for an additional \$15,000 to complete the review of the By-laws by legal counsel to make sure it is complete and opine that the By-Laws are consistent with SC law, Covenants and enforceable. Asking the Board to authorize an additional \$15,000 on top of the \$25,000 previously authorized for a total of \$40,000. Amanda made a motion to approve, seconded by David.

**Vote Passed: (7) In favor** – J. McGee, B. Zampino, B. McIlvain (Phone)

A. Fernandez, A. Mole, D. DeStefano, L. Mascolo

## 8. Board Member Comments

Alex has requested on several occasions, all the documentation with reference to previous litigation regarding the appointment of 2 Board members, and he has been denied. He's not asking for the info to be released to the membership, but as a Board Member. Alex said that Jerry instructed Shannon not to release all of the information and doesn't understand the reasoning behind this decision. He referenced a motion made by Beth and seconded by Jerry last year regarding transparency to the membership and release of the alleged complaint by



the previous COO. Yet today, you give instructions to deny me as a Board Member, all the materials, emails and correspondence related to that litigation.

**Motion made** by Alex to formally ask Shannon to release all information to me as a Board Member. Seconded by David D. Brad commented that as Secretary, he should also see that information.

**Discussion:** Brad doesn't know of any good reason Board Members should not be able to see it. We need to understand what happened in the past to learn from the past. Jerry stated that the Board Committee decided that a part of that report was deemed to be kept in confidence and not released. Jerry asked that at this point, after all the issues, why are we bringing this up again and rehashing, especially since the decision was in the favor of those asking for this information? What is the purpose? Alex stated it's for the sake of transparency. David D. stated the Board should be able to see it, I was on the Board at the time and I'd like to see what happened, so much was kept from us. Alex stated I have a fiduciary responsibility that I want to exercise and you're giving instructions not to do so. I don't agree with that. Brad commented on the previous litigation, issues with the Committee formed and his position that the Board should be entitled to see the documentation to see what decisions were made and why. Beth stated she's not interested in seeing the information and feels we should move on which is what we've been trying to do for a year. Lisa concurred.

**Vote Failed: (3) In favor** – B. McIlvain (Phone), A. Fernandez, D. DeStefano  
**(4) Against** - J. McGee, B. Zampino, A. Mole, L. Mascolo

Brad and Alex commented that the issue is not done. Jerry commented that for purposes of today's discussion, the issue has been discussed, voted on and we're moving on.

## 9. Member Comments

Member comment on cell towers and ownership. Town of Kiawah has authority to request co-location on existing towers. KICA should work with the Town on our cell phone network which is not good.

Member commented on Bufflehead becoming a pass through – please take a look at that in season when there's more traffic.



Member asked if there's an incident on the island, what is criteria for determining use of Medevac?

Mark responded that primary is medical condition, but other factors such as traffic, rush hour time of day etc., comes into play also.

Member asked question on Article VII, Section 1 and 2 and reference to ARB 'shall' have jurisdiction in common areas. Does 'shall' create an affirmative obligation?

Shannon stated KICA Board has information with their attorney and they are reviewing and Brad confirmed.

In the Development Agreement, there's a provision that upon termination, the Partners are to convey in excess of 4,000 acres of marshland. Has there been any dialogue about how this will happen? Project plan, surveys, cost analysis etc. Not at this time.

David D. this is one of many, many issues to be discussed with Partners.

Member asked what else needs to be fixed at the Sandcastle that may have been overlooked or not done during the previous renovation of the facility.

Shannon said a full structural review of the building is being done to ensure that needed repairs will be done.

Member commented on the A/V – hard to see and hear comments – audio cuts out. Needs to be revisited.

Member also expressed disappointment that litigation materials were not released.

Member wanted to ensure that the Sandcastle decision to be voted on in February would be released to the Community in time for review, feedback and comments. Member also commented on quality of Audio.

Member commented on improving cell service on the island. Additional resources could be brought in by Town and KICA to improve cell service but it hasn't been done.

Member commented on end of Development Agreement and marsh management and how the Town and KICA could and should work together on this.





Member commented about Amenities Task Force recommendations and how the Board has approved and funded items that most members stated they don't want.

Shannon indicated that Leisure trails are a top priority for many members and are being addressed. David D. stated that any given amenity doesn't need majority vote to want it. Waiting on engineering report for Eagle Point improvements. Keep in mind, we have no more real estate and need to focus on improving the amenities we do have. He doesn't believe 'do nothing' was the top item from the Community.

Member appreciates the intention and the effort that the current board is making to work in a civil way and to move past what has been an acrimonious time. The vote taken today to deny the release of litigation materials is the opposite. It doesn't build trust and doesn't contribute to transparency.

Member agreed with previous member comment. Feels it's disrespectful that Brad was not allowed to speak further. Jerry commented that Brad did speak and did share his thoughts but was repeating his comments and we're going to move on.

Member commented on Sandcastle vote and how important it is to have that voted on so changes can be implemented in time for the season.

Member asked about East Beach signs – they have been missing for some time. Is there an update on all the signage updates and timeframes?

They will be updated this year. We can look at lighting for that sign.

Member asked what was done at the Sandcastle prior to the freeze that could have prevented damage.

Tony commented that we did everything we could do given how the systems were set up and we are making updates to isolate some systems and allow us to prepare better.

Members provided feedback on weekly newsletter and would like to see a table of contents perhaps that shows what's down below on the page instead of having to scroll down.



Member commented on releasing litigation documentation. From a community member standpoint, it needs to be raised again because it seems it's related to the previous covenant issue about appointing a board member. This appears to be a similar issue with board members being appointed who were not elected.

Member asked if the Board is considering framework for a transition plan for ARB transition.

Jerry stated they will be – we're starting to look at how we would transition, what resources we need, do we have the right assets etc.

Member suggested it be on the agenda at the next Board meeting to inform the community.

Jerry said it was a good idea. David D. said Shannon has been working on the nuts and bolts with ARB, the key is when they will transition.

Alex commented about signage project. KICA has spent over \$1M on changing signs, however, Resort and Partners have not done all their sign changes. David commented that it was never 'mandated' but a strong suggestion.

Member is pleased to hear ARB issue is being looked at. Clarified the term 'shall' per legal dictionary...it is an imperative command usually indicating that certain actions are mandatory and not permissive. Member also pleased to see that information can be released to the community ahead of time. However, using 'discretion' to make that determination should be used carefully, since discretion has been used to deny releasing documentation to Board members who have asked, which is disappointing. As a lawyer who has spent an entire career representing boards, I would never advise a Board to deny another Board member information. It's an invitation to a lawsuit and deprives the dissenters of their ability to exercise their fiduciary duties and your refusal to provide them may be a breach of yours.

Brad stated that he agrees with previous Member comment.

With no further business, Jerry M. asked for a motion to adjourn. So moved by Alex F. and seconded by David D. Meeting was adjourned at 3:10 pm.



Respectfully submitted,  
*Ellen Festa, Executive Assistant*

