

KIAWAH ISLAND
COMMUNITY
ASSOCIATION

**Resolution of the KICA Board of Directors
To Establish a Legal Committee of the Board**

WHEREAS the Kiawah Island Community Association, Inc. (hereinafter “KICA”) received a drafted complaint from KICA board members David DeStefano & Alex Fernandez, dated April 3, 2023 (hereinafter “the complaint”), related to the release of additional materials of the 2021 Litigation Committee;

WHEREAS it is necessary for KICA to be able to discuss the complaint and any resulting litigation with its legal counsel, protecting the privilege with the non-conflicted directors;

WHEREAS, the KICA Bylaws, under Article VIII, Section 1 authorizes the KICA Board of Directors to form a committee comprised of one or more Directors to act with the authority of the Board;

WHEREAS, on May 8, 2023, the KICA Board voted to establish a Legal Committee of the Board, related solely to the above-named matter. The vote was approved by a majority of directors (5-0-2).

In Favor: J. McGee, B. Zampino, L. Mascolo, K. Donlon and A. Mole

Against: N/A

Abstain: D. DeStefano and A. Fernandez

RESOLVED therefore, the KICA Board of Directors hereby creates a Legal Committee of the Board for the express purpose of discussion and decisions, with its legal counsel, related to the complaint and any resulting lawsuit which may be filed by the parties.

The Directors who will serve on this Legal Committee of the Board shall include the following:

Jerry McGee, Chair

Kevin Donlon, Director

Beth Zampino, Vice Chair

Amanda Mole, Developer Director

Lisa Mascolo, Treasurer

KICA COO Shannon White shall serve as the staff liaison to this committee.

Be it further RESOLVED that the members of the Legal Committee of the Board will be empowered to make decisions regarding the strategy governing the complaint, any resulting lawsuit, as well as any settlement or compromise of any claims or defenses asserted in the litigation.

Be it further RESOLVED that the Legal Committee of the Board will provide an update at regular board meetings, as appropriate to update the membership, until such matter is concluded.