

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 derivative lawsuit demand letter from KICA members Timothy Hazel, Perry Molinoff, Todd Boney & Larry Rutkowski, dated March 26, 2023 (hereinafter "the demand letter");

WHEREAS the demand letter is specifically related to the master developer and the Architectural Review Board, and the Developer Director Amanda Mole is an employee of the master developer and Chair of the Architectural Review Board.

WHEREAS it is necessary for KICA to be able to discuss the demand letter and any resulting litigation with its legal counsel, protecting the privilege with the elected 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 April 10, 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 (6-0-1).

In Favor: J. McGee, B. Zampino, L. Mascolo, D. DeStefano, A. Fernandez and K. Donlon
Against: N/A
Abstain: A. Mole

WHEREAS, three (3) directors – Jerry McGee, Beth Zampino & Alex Fernandez – will be completing their KICA board service on March 21, 2024 and three (3) newly elected directors will be seated on the same date.

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 demand letter and any resulting lawsuit which may be filed by the parties.

The Directors who will serve on the Legal Committee of the Board shall include the disinterested, elected directors. This specifically precludes any board member appointed by Kiawah Partners. the following:

Jerry McGee, Chair	David DeStefano, Secretary
Beth Zampino, Vice Chair	Alex Fernandez, Director
Lisa Mascolo, Treasurer	Kevin Donlon, Director

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 demand letter, 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.