

KIAWAH ISLAND  
**COMMUNITY**  
ASSOCIATION

**BOARD OF DIRECTORS**

**Meeting Minutes**

**April 10, 2023 at 1 p.m.**

**Virtual and In-Person Meeting**

Board Members Present:

Jerry McGee, Chair

Beth Zampino, Vice Chair

Lisa Mascolo, Treasurer

Kevin Donlon, Director

David DeStefano, Secretary

Alex Fernandez, Director

Amanda Mole, Developer Director

Staff Members Present:

Shannon White, COO

Dale Schoon, Director of Finance

Ellen Festa, Executive Assistant

Tony Elder, Director of Operations

Sarah Bond, Director of HR

Member Attendees: (10 In Person / 22 Virtual)

Recording of Meeting: <https://www.youtube.com/watch?v=SOV6NAaY1yw&t=1s>

**1. Call to Order**

Chair Jerry McGee called the meeting of the Kiawah Island Community Association Board of Directors to order @ 1:01 p.m.

**2. Member Comments – Agenda Topics**

Member Todd Boney: Commented on ARB Demand Letter – decision was not taken lightly. 4 components 1) KICA has right to appoint an ARB for Common Area matters. Point raised over 4 or 5 Board meetings with no action taken – should be simple legal matter, 2) Right to appoint a Director by the Developer and effectiveness of votes taken, 3) ARB Reimbursement for shared employee, 4) ability or right of ARB to provide oversight/governance for private property across the island. More complex, but does not



run contrary to efforts that Board and Town have undertaken to form Task Force. Town should not weigh in on any issues regarding KICA governance documents until KICA itself provides an opinion. Hopes to work constructively on this issue.

Member Phil Mancusi-Ungaro: Agrees with Todd Boney comments. Questions on Traffic Calming report: 1) Why was Governor's Drive not included? 2) Need a Sheriff dept. car at 4 way intersection – there is no enforcement, 3) overall how are we looking at the island? still haven't seen raw data from Sheriff – helpful in understanding the effectiveness of calming report.

Alex F. commented on stop sign at intersection – it's not effective, many people not respecting the sign.

### 3. Chair Comments

Jerry M. – we have a lot on our plate. [Audio not clear]..... Lots of issues to be addressed, positive we'll be able to make progress. We appreciate hearing from members and are working on a better system for answering comments to ensure the Board is being responsive.

### 4. Administrative

#### a. Approval of Minutes (VOTE)

a. Approve March 13, 2023 Minutes

**Vote Passed: (7) In favor** – J. McGee, B. Zampino, K. Donlon,  
A. Fernandez, A. Mole, D. DeStefano, L. Mascolo

b. Approve March 17, 2023 Minutes.

Alex commented on Page 2 that shows Jerry making a motion as Chair. As per we agreed, chair is not eligible to make a motion. Should someone else make a motion and replace you? David D. commented we can't change them after the fact, what's there is accurate. Jerry M. asked for a motion to approve the minutes, which are accurate. So moved by Kevin D., seconded by Lisa M.

**Vote Passed: (6) In favor** – J. McGee, B. Zampino, K. Donlon,  
A. Mole, D. DeStefano, L. Mascolo

**(1) Against** – A. Fernandez



**b. Ratification of March 13, 2023 Executive Session vote**

- Extend terms of Finance Committee members Jim DiLella (1) yr. and Debbie Diddle (3) yrs. Lisa also put forth extending term of Jeff Porter for (1) yr. Beth Z. stated they need to ratify the vote for Jim D. and Debbie D. first.

**Vote Passed: (7) In favor** – J. McGee, B. Zampino, L. Mascolo, A. Mole  
K. Donlon, A. Fernandez, D. DeStefano

- Motion made by Alex F. to extend Jeff Porter for (1) yr. on Finance Committee, seconded by Beth Z.

**Vote Passed: (7) In favor** – J. McGee, B. Zampino, L. Mascolo, A. Mole  
K. Donlon, A. Fernandez, D. DeStefano

**c. Approval of 2023-2024 KICA Committee/task forces /Board assignments**

- See Board Packet for list

**Vote Passed: (7) In favor** – J. McGee, B. Zampino, L. Mascolo, A. Mole  
K. Donlon, A. Fernandez, D. DeStefano

**5. Reports**

**a. COO Report – Shannon White**

**Project Updates**

Maritime Walk Bridge

- We now have ownership as of April 4, 2023.
- Work to begin on April 18th, estimated 10 working days to complete - weather permitting
- Projected completion by end of the April.

Greensward/Surfwatch Drainage

- 90% complete – paused for Easter – will begin again next week.

Main Gate Pavers

- Delayed start date due to island occupancy and member concerns during Spring Break and Easter.
- Work will begin April 17<sup>th</sup> – estimate 3 weeks to complete - weather permitting.



### ISA Canvasback Auto Gates

- Completed panel install
- Working on electrical wiring and then project will be complete.

### Allee of Oaks

- Mobilization begins today
- On target for completion by May 5 – weather permitting.

### Cinder Creek Kayak Launch

- Being constructed off site – targeted completion by April 17th.
- On-site install takes about ½ a day.

### Boardwalks

- Proceeding with submission of plans for Boardwalks 13, 14 & 16.

### Summer Island Vehicular Bridge

- 75% of the timbers have been installed
- Timber installs scheduled to be completed with additional hardware adjustments completed in early June.
  - Alex F. asked about status of ADA Compliant boardwalks. Tony provided information about process to determine how many can be changed to ADA compliant. Working with Engineers to look at this.
  - David D. said we can make them with ramps, but not necessarily ADA compliant, which would require parking. Probably can make the ones with parking fully ADA compliant.
  - Discussion about ramps, switchbacks and future plans as per ARB and Board policy directions.
  - Discussion on using ATAX money from the Town to finance this work.
    - Shannon said she spoke to Stephanie Tillerson re: this issue. Stephanie's opinion is that if KICA uses Town/State ATAX money to repair KICA private property – makes the boardwalk public and then we would have to comply with ADA regulations and open up the boardwalks to the public.
    - Alex F. stated we should get an attorney's opinion on this. David D. referenced KICA's boardwalk policy and how they are defined. Discussion about use of ATAX money for 'public' use, public facilities vs. Town, tourist promotion, boardwalk access, etc.



### Marsh Island Walk Bridge

- 80% complete, decking to be completed by end of this week, handrail installation is underway. Hope to have that re-opened by the end of April.

### Preserve Irrigation and Plantings

- Irrigation is in and working on plantings now.

### Landscape Capital Improvements

- Pond pruning in progress, currently working on Pond 38 – Parkway at Green Dolphin.

### Pine Straw

- Bids were received and contract awarded. Will be starting April 20 – completion by Memorial Day

### Concrete Spill

- Contractor has cleaned up the area. They did not accept fault, but accepted responsibility for cleanup. Waiting on DHEC inspection.

### Sandcastle

- Today starts new access policies. Our team is focusing heavily on education and helping members understand the new policies.

### Board Tracker Updates

- KICA Liquidity Statements were published
- Member Survey still in review – Communications will return a draft to Board
- Security Task Force working through the following issues:
  - Signage – Bike Baths
  - Potential electronic message board on inside lane at Main Gate
  - E-bikes

Alex F. asked for status on review of accounts (250 pages) and if there are any other payments made that don't have a contract or agreement in place.

- Shannon said we have reviewed all of our payables including highest paid vendors over \$500K. There were no other payments made that she can see that don't have a contract or agreement.



## **b. Treasurer's Report – Lisa Mascolo / Dale Schoon**

Lisa M.

- CTR funding is on track with the exception of The Cape funding (about \$800K) which is delayed.
- Member Assessments: received 95% as of this date. No current liens outstanding.
- USI Insurance – everyone experiencing challenges, expectation is there will be a premium increase. We're budgeted at \$762K, which includes a 10% increase. Likelihood of seeing less than 10% increase is unlikely.
- FC will examine possibilities for self-insurance and possibly come back with recommendations to the Board.
- Legal fees: \$100K Annual budget – to date we have spent \$51K. FC will be looking at this also.
- FC Strategic Priorities:
  - Budget Philosophy
  - Reserve Policy
  - FC Structure
    - Ex: Separate Audit Committee, Investment Committee
    - Discussion about Audit committee role, what it would be focused on, ex: Internal Controls which is separate from a Financial Audit, how it would be funded and staffed, etc. Compliance vs. Internal controls.
    - FC to review and come up with recommendation.
- FC Tactical Priorities
  - Reporting structure of what is given to community.
  - Look at increasing staff on Dale's team
  - Review Investment Policy, Reserve and Financial Controls Manual

## **c. Recruitment & Retention Update – Sarah Bond**

- Sarah Bond, Director – HR provided an update (see presentation in BOD Packet)
- Request made for historical data on voluntary v involuntary turnover for 2021 & 2022, in order to review trends



**d. Q1 2023 Traffic Report – Tony Elder**

- Tony Elder reviewed the Q1 Traffic calming report and initiatives.
- Initiatives to reduce speeding include:
  - Contractors: Notify contractor companies that their vehicles/workers will be tracked and issued warnings when observed speeding – potentially limit or withdraw access to the island.
  - Island entities: will also be informed about speeding and how it will be reported up the management chain.
  - Members: Track speeding, engage KICA staff to conduct courtesy notifications; if continues, Board will be engaged.
  - Beth Z. suggests a crosswalk, stop ahead and 20 mph signage at intersection.
- Discussion about speeding, location of cameras etc.

**6. Old Business – N/A**

**7. New Business – N/A**

**a. Actions Related to 3-26-2023 Demand Letter to KICA**

- Jerry provided update on Demand Letter from Tim Hazel. We have formed a committee of the Board which will be the entire Board minus Amanda, who will recuse. Jerry asked for motion to form a committee of 6 members of the Board to address the Tim Hazel demand letter, so moved by Alex F., seconded by David D.

**Vote Passed: (6) In favor** – J. McGee, B. Zampino, K. Donlon,

A. Fernandez, D. DeStefano, L. Mascolo

**(1) Abstain** – A. Mole

**b. Selection of Legal Counsel**

- Jerry said we've had to hire legal counsel to address the complex issues identified in the Tim Hazel Demand Letter. We have identified Rosen Hagood as the firm that will advise us. Jerry asked for a motion to approve Rosen Hagood as the legal firm, so moved by Alex F., seconded by Lisa M.

**Vote Passed: (6) In favor** – J. McGee, B. Zampino, K. Donlon,

A. Fernandez, D. DeStefano, L. Mascolo

**(1) Abstain** – A. Mole



## 8. Board Member Comments

## 9. Member Comments

- Member Paul Hennessy:

- 1) Is there an update on status of Governance TF and its continuance, approval of the By-laws and hiring of the independent counsel.

Kevin D. said draft did go around, lots of input from the community, input from the Board, input from the 2<sup>nd</sup> law firm. TF will be meeting to review all of that and have a new version for Board to review. Kevin is hoping to have another period of community input before final Board approval. Mandate of the Governance TF will not change.

- 2) Status of coordination with the Town on their Comprehensive Plan.

Shannon provided an update stating that the Board will be meeting with the Town Comprehensive Planning Group – LS3P, later this week and then the Board will appoint a liaison after that meeting.

- 3) Strategic Plan – is the new Board working on that.

Jerry M. stated that Board has met and has identified some items that will be communicated once finalized.

- 4) Is a similar improvement project going to be done for the bike paths/trails?

Tony said 2.1 miles of trails to be improved are currently out to bid.

- 5) Town of Kiawah may no longer have dedicated policing resources from Charleston County. It's a big deal and is that a factor.

Shannon said Board is aware of this issue.

- Member Phil Mancusi-Ungaro: Is Boardwalk 32 still on schedule this year? Boardwalk 38 also covered in sand – is that in the plan to address?

Shannon said Allee of Oaks asphalt extension that leads to Boardwalk 32 is part of current contract and should be done before Memorial Day.

- Member Todd Boney: Is there an update on Marsh transfer? Consider how an easement could be crafted to ensure we include flexibility on usage.

Shannon said there has been a meeting with Conservancy on this topic and it is ongoing.

Comment on Audit committee – can't be the same as the FC or a sub-committee of the FC. Also commented on Insurance and consideration of self-insurance.





Consider doing an assessment for homeowner's with the Town on how to handle a Cat 2 + storm.

Alex F. commented that we need to be careful when comparing KICA with regimes i/c/w insurance – many things not insurable. KICA doesn't have as much property that is older, we're not at same risk level.

Jerry asked for motion to adjourn. So moved by David D., seconded by Lisa M. Meeting was adjourned at 2:53 p.m.

Respectfully submitted,

*Ellen Festa, Executive Assistant*

