

KIAWAH ISLAND
COMMUNITY
ASSOCIATION

BOARD OF DIRECTORS

Meeting Minutes

April 8, 2024 at 3 p.m.

Virtual and In-Person Meeting

Board Members Present:

Kevin Donlon, Chair

Lisa Mascolo, Treasurer

David DeStefano, Director

Amanda Mole, Developer Director

Dwight Williams, Vice Chair

Paul Hennessy, Secretary

Cherie Gallagher, Director

Staff Members Present: Shannon White – COO, Tony Elder – Director of Ops,
Dale Schoon - Director of Finance, Ellen Festa – Executive Assistant

Member Attendees: (15 In Person / 11 Virtual)

Recording of Meeting: <https://www.youtube.com/watch?v=9l2ACvWOrIk>

1. Call to Order

Chair Kevin Donlon called the meeting of the Kiawah Island Community Association Board of Directors to order @ 2:59 p.m. Reminded everyone that we will start with Member comments on Agenda topics, and then have Member comments on any topic at the end of the meeting.

2. Member Comments – Agenda Topics

Member Maura McIlvain: Encourages Board to consider all options for the V-gate as part of any renovations. For ex: Does V-Gate still serve a purpose, does it need to be fully staffed, flooding mitigation, etc.?

Member Alex Fernandez: Supports the change to the Finance Committee Charter re: changing the voting rights of Director of Finance to be non-voting. V-Gate assessment was



raised to \$100 to fund renovations. Look at whether the gate is needed. Employee conditions are poor and a decision needs to be made.

Member Brad McIlvain: Commented on making change to agenda to include Executive Session topics since By-laws require this.

3. Chair Comments

Kevin read out on the following.

- OnBoard implementation, now utilizing this online platform for all Board meeting materials.
- Moving Board meetings to 3 pm so that we can hold Exec Sessions prior. Board has discussed Executive Sessions and benefits of discussing some things in private outside of Executive Session topics defined in the By-laws. We will push as much as we can to Board meetings and schedule ‘workshops’ to discuss other topics and then also have an Executive Session.
- Joint ARB Task Force – Board has selected a candidate for the open slot vacated by Madeleine Kaye. The name will be announced after the selected candidate has been notified.
- Board has received multiple emails re: LSVs. Board discussed the matter and has decided not to make any changes to the current policy.
- Capt. Sams – very little we can say at this time. Engaging in discussions with TOKI and Conservancy. Continue to negotiate the terms of the Deed with KP. David D. added that we had a good meeting with the Town and their attorneys, and the Conservancy and their attorneys. Discussed how we can collaborate. Attorney to attorney actions being taken to clarify the Deed issue and hope to move forward.
- Board nailed down 6 prominent priorities during their Orientation workshop. They are:
 - Captain Sams conveyance
 - Amendments to KICA Covenants
 - Develop comprehensive Gate security and enforcement plan
 - Investigate additional amenities for KICA Members
 - ARB Transition
 - Better coordination with Partners, Town and Conservancy



4. Administrative

a. Announcement of Votes in Executive Session

- *At the March 18, 2024 executive session:*
 - *The following minutes were approved – Jan 3, Jan 8 & Jan 18*
 - *Kiawah Conservancy uses 4 lots for collateral, so they are not under conservation easement. Conservancy requested forgiveness of their 2024 assessments for a total of \$6,162.00. The Board voted to forgive the Conservancy's 2024 assessments, with a vote of 7-0.*
- *At the April 8, 2024 executive session:*
 - *Minutes for March 18 exec session were approved.*
 - *The Board voted to approve a KICA member to the Joint ARB TF – name to be announced later. The vote was 7-0.*

b. Approval of Minutes

- i. Kevin asked for a motion to approve the March 18, 2024 minutes. So moved by Lisa M., seconded by David D.

Vote Passed: (7) In favor

K. Donlon, D. Williams, L. Mascolo, A. Mole,
D. DeStefano, C. Gallagher, P. Hennessy

- ii. Kevin asked for a motion to approve the March 21, 2024 minutes. So moved by Paul H., seconded by Dwight W.

Vote Passed: (7) In favor

K. Donlon, D. Williams, L. Mascolo, A. Mole,
D. DeStefano, C. Gallagher, P. Hennessy

c. Approval of 2024-2025 KICA Committee/Task Forces / Board assignments

Kevin asked for a motion to approve the Committee and Task Forces Board assignments as a slate as follows: So moved by Paul H., seconded by Lisa M.

Committees

Finance Committee

Chair/Treasurer – Lisa Mascolo

HR Committee

Co-Chairs – Kevin Donlon & Dwight Williams



Board Outreach & Education Committee
Co-Chairs – Paul Hennessy & Cherie Gallagher

Security & Enforcement Committee
Co-Chairs – David DeStefano & Dwight Williams

Amenities Experience Committee
Chair – Cherie Gallagher

Task Forces

Governance Task Force
Chair – Paul Hennessy (plus Amanda Mole, Developer Director)

Joint ARB Task Force
KICA BOD Reps – David DeStefano & Kevin Donlon

Outside Groups

Architectural Review Board
KICA Seat – Ed Monahan, Director of Livability

Kiawah Conservancy
KICA Liaison – Shannon White, COO

TOKI Marsh Management Work Group
BOD Liaison – Amanda Mole

Vote Passed: (7) In favor

K. Donlon, D. Williams, L. Mascolo, A. Mole,
D. DeStefano, C. Gallagher, P. Hennessy

5. Reports

a. COO Report – Shannon White

Boardwalks

- Boardwalk 14 (Eugenia) is scheduled to be completed this week.
- Boardwalk 9 (Eugenia) is underway now.
- BWs 16 (Eugenia) and 32 (Surfsong) are anticipated to start this week & be completed prior to Memorial Day.
- All 5 new shower areas are completed & operational.

Landscape Capital Improvement projects



- This week we begin a major project on Bass Creek Lane & Otter Island Road to clear vines from trees in road right-of-way areas that border pond & marsh areas. Anticipated to be completed by the end of April.
- Major pond pruning projects, to clear out heavy overgrowth, completed at entry ponds and Blue Heron RT pond, prior to Grey Widgeon. Our lakes team will come behind to plant grasses to heal & stabilize any areas necessary.
- Our contractor is now moving to ponds 98 (Otter Island), 67 (Tallow Tree) & 39 (Tennis Club/Maritime)

Annual pine straw is scheduled to start mid-April and be completed by Memorial Day weekend.

KICA is welcoming a national speaker for all-employee training sessions on Wed & Thurs. The topic is creating meaningful service, as we prepare to enter our busiest season.

Upcoming dates:

- **Saturday, April 27, 1-4 p.m. – Celebrate Kiawah – 21st year**
- **Saturday, May 4, 6-9 p.m. – POPS Derby Day**
- **Thursday, May 2, 3-4 p.m. – Our World Lecture Series - featuring Roger Warren.**

b. Finance Report – Lisa Mascolo / Dale Schoon

Lisa M. reported that we have a fair number of applicants for the Finance Committee openings which is a good thing. Reviewing and interviewing candidates and hope to make a decision in coming week. Insurance review is coming up in April and MR&R review in May.

Dale S. reported on collection of assessments: 97% collected with \$500K outstanding across 176 properties. Last year at this time we were at 92% with \$1M outstanding. At 90 days overdue, Sandcastle access and RFID restrictions will go in place.

CTR: \$525K YTD with 70 properties closed. Activity ramping up with 51 closings pending including 13 for the Cape – so we're in good shape.



6. Old Business (N/A)

7. New Business

a. Finance Committee Charter (VOTE)

Lisa M. reviewed the two changes to the Finance Committee (FC) charter showing that Director of Finance (Dale S.) will be a non-voting member and adding (4) members to the FC for a total of (9). Kevin D. asked for a motion to approve the changes to the Finance Committee Charter. So moved by Paul H., seconded by David D.

Paul H. commented on Internal Controls and that the Charter indicates that the FC acts as an Audit Committee to review control issues raised by the Auditors. The Auditors don't look at our controls in detail. Would like to have the FC consider changing the language to reflect that acting in the capacity of an Audit committee – consider assessing the adequacy of our control environment. Lisa M. agreed it's something the FC should look at.

Vote Passed: (7) In favor

K. Donlon, D. Williams, L. Mascolo, A. Mole,
D. DeStefano, C. Gallagher, P. Hennessy

Lisa is hoping to have members selected for the Board to review next week so that she can have an orientation session with the new members prior to the April 25th Finance Committee meeting.

b. Amenities Experience Charter (VOTE)

Cherie G. reviewed the Goals and Objectives and activities the new Committee will be focused on. There will be (9) members of the community – will solicit the membership. Kevin asked for a motion to approve the new Charter. So moved by Lisa M, seconded by David D.

Paul H. commented on the importance of economic balance when looking at all amenities. Private parties, revenue, expenses, subsidies, user fees, etc.

Vote Passed: (7) In favor

K. Donlon, D. Williams, L. Mascolo, A. Mole,
D. DeStefano, C. Gallagher, P. Hennessy



c. Potential Project Discussions

Shannon W. provided details on the following projects that had been reviewed by the previous Board. Updating the current Board on these projects:

i. Kayak Storage at Eagle Point Boat Landing

Expand current 60 spaces at Cinder Creek. Long waiting list (81 people). Three options at Eagle Point. Option 1 is preferred since the back of the kayak units would be easier to screen with plantings. Options 1 and 2 will be going to the ARB for review - preference is Option 1.

Board comments: How to handle current customers that may want to move from Cinder Creek. Bathroom is not included since it would need to be raised 14 feet. Discussion on 2 tiers vs. 3 tiers and how to manage.

Important to include MR&R calculations. Board moved consideration of project to new Amenities Experience Committee.

ii. V-Gate Renovation

Previous KICA Board requested a way to enclose the V-gate, where the officers stand, to remove them from the elements of heat, cold & rain. Received comments from ARB re: doors matching and wood paneling.

Paul H. said we need to decide if the gate is still needed as well as staffing.

Dwight commented that there's still a need for security. Looking at different electronic options that may improve the gate, but eliminating the gate is premature. Lisa M. asked if we have info on how many get turned around at V-Gate. Shannon provided info on who is authorized behind the V-gate.

Consider a survey of owners behind the gate to see if they think the extra \$\$\$ is worth it. David D. commented on adding a door on both sides so that officers can stand outside in good weather. Board moved consideration of project to Security & Enforcement Committee.

iii. Governor's Drive leisure trail

Challenging location. Drawings push the trail 300 feet down Governors Drive making bikers more visible to vehicles. Discussion on options:

Use of speed table at that location? David D. doesn't think speed table is a good idea. Look at stantions or 90 degree turn so that bikers need to slow down or



walk their bikes across. Paul H. thinks there are other options to look at. Cherie G. feels 300 feet is very long – not in favor of speed table. Lisa M. suggests forcing them to walk their bikes across – try for awhile. Paul H. said regarding funding, it's a fine distinction about whether this is MR&R Infrastructure or Operating Capital. Feels it's new, not MR&R. FC needs to weigh in on this. Board moved consideration of project to Security & Enforcement Committee.

8. Board Member Comments

Kevin D. commented on how we're trying to set ourselves up with a structured process and action approach. Referenced the 6 priorities to set up goals and align our goals as much as possible with our Committees, use the expertise of our members, get our members more involved. Let Committees work on issues and make recommendations to the Board, then have the Board give an opinion to Staff. Gets more people involved.

Paul H.: Legal briefing provided by Rosen Hagood on 'Duties of the Board' at Board Orientation. Focus was on duties and responsibilities, conflicts of interest etc. We're going to make that document public and hope it's useful.

Paul H. also respectfully disagreed with Member Brad McIlvain's earlier comment about Exec. Session. Feels there is a place that is both appropriate and constructive for debate, guidance and input - more like a workshop than an executive session which has topics clearly defined in the By-laws. The By-laws also specifically say that other matters, as long as they don't devolve into a vote, can be discussed. It is useful and helpful as long as we're being conscious of Executive Session limitations.

David D. – Town can't have Exec Sessions, if there's a particular topic that we need to discuss, have a workshop. Over the past year, there haven't been many Exec Session topics that couldn't have been discussed in public.

Cherie G. – need to make distinction between Exec. Session and workshop. Cherie added comments on her Board service and her approach to service. Commented that Board officers are not diverse. Paul H. asked Cherie to clarify diverse comments and she referenced the Kiawah Island Club membership.



Paul H disagrees, he pledged to represent the island of Kiawah across the board.
Dwight W. also doesn't feel Club membership is an issue.

Cherie understands that negotiations are important so that KICA gets what they want. She commented on collegiality and how they are all working well together. Capt. Sam's is our biggest priority.

Cherie spoke on newly formed Regime Council headed up by Carol Medendorp and Todd Boney and her role as the KICA Board liaison. Council is starting to gather contact information for all the Regimes, will meet quarterly and share information.

9. Member Comments

Member Philip Mancusi Ungaro: Commented on speed table, cars can go over it at the speed limit. Consider electronic light signs at V-Gate intersection. Asked about his term on Security & Enforcement Committee.

David D. clarified that the Task Force was changed to a Committee and all can apply through April 13. It was discussed at a public meeting that it would be all new members.

Member Carol Medendorp: Enjoyed the Board discussion about speed tables. Family pool was too cold this morning, we continue to have issues with heating the pool.

Shannon indicated that the ambient temperatures which have been cold, impact the heating – it's a big pool to heat by 9 a.m.

Carol asked about resort and regime signage status.

Shannon indicated resort is working on designs now. David D. stated KICA has no way of forcing anyone to change their signs.

Kevin D. suggested a summer intern to inventory all signs. Amanda M. indicated that they do have an inventory of what's been done and what's pending. Lisa M. suggested this is something the Regime Council can look at. Paul H. asked who has responsibility for signage. It depends upon who owns it. Discussion about approach. Take a look at the inventory and provide status at next meeting.



Member Alex Fernandez: Kayak storage prices should be increased. Fees for new storage should be higher. Comments on Gate access for 3 million cars equates to wear and tear on our roads. Members and Commercial pay the bulk of those repairs – many others don't contribute. Ex: Governors Club members who no longer have homes on Kiawah, Kiawah River Estates, etc. Road maintenance is KICA's largest expense – it's an issue that needs to be looked at especially as Seafields and Orange Hill developments open.

Member Maura McIlvain: Commented on 4 topics: 1) Bike safety signs behind 2nd gate still not installed, 2) Consider opening Executive Session 'workshops' to public 3) Have any decisions been made on use of \$800K undesignated surplus as per Financial Report given at Annual Meeting? 4) Security – is there really a security issue around how many people come on the island who don't belong?

Member Brad McIlvain: Commented on importance of Regime Council to improve communications. Respectfully disagrees with Paul H. on Exec Session and importance of hearing discussions that lead to decisions. Four Officers being Club members is an issue that should be addressed.

Member Greg Vanderwerker: Comments on Capt. Sams and the importance of getting a clean Deed.

Kevin asked for a motion to adjourn. So moved by David D., seconded by Lisa M. Meeting adjourned at 4:32 p.m.

Respectfully submitted,

Ellen Festa, Executive Assistant

