

KIAWAH ISLAND  
COMMUNITY  
ASSOCIATION

**BOARD OF DIRECTORS**  
**Meeting Minutes**  
**October 7, 2024 at 3 p.m.**  
**Virtual and In-Person Meeting**

Board Members Present:

|                                 |                             |
|---------------------------------|-----------------------------|
| Kevin Donlon, Chair             | Dwight Williams, Vice Chair |
| Paul Hennessy, Secretary        | Lisa Mascolo, Treasurer     |
| David DeStefano, Director       | Cherie Gallagher, Director  |
| Amanda Mole, Developer Director |                             |

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

Member Attendees: (17 In Person / 13 Virtual)

Recording of Meeting: <https://www.youtube.com/watch?v=8XvfUtwFV0g>

**1. Call to Order**

Chair Kevin Donlon called the meeting of the Kiawah Island Community Association Board of Directors to order @ 3:00 p.m. Kevin began by reading the following statement:

*“The Board would like to comment on two topics that that are important to Members.*

*First, we requested the opinion of KICA’s legal counsel Rosen Hagood regarding a question that was recently raised as to whether those owners or members in the community who own their properties through trusts, rather than individually, are eligible to serve on KICA’s board of directors. Our legal counsel has confirmed that such owners who are trustees are Members in the Association and are eligible to serve as directors, now or in the future.*

*In contrast to a corporation, LLC, or limited partnership, which are all distinct legal entities separate from their stockholders, members, or partners, a trust is not a person or legal entity but rather a fiduciary relationship with respect to property. A trust is a fiduciary relationship by which one person, the trustee, holds property for the benefit of themselves or some other person, the beneficiary. South Carolina law treats the trustee as the legal owner of the trust property or as the person holding the legal title to trust property. Because a trust is not an entity separate from its trustee and the trustee is the legal owner of the trust*



*property, the trustee is an Owner and Member as defined under KICA’s Covenants and qualifies to serve as a director.*

*The Board has reviewed this advice, and each of our Directors specific circumstances, and we are comfortable that our Directors who own their homes in a trust are qualified to serve on the Board.*

*David De Stefano’s home is not held in trust and he believes he is qualified to serve.*

*Second, the Board has also heard the request that the KICA Covenants need a comprehensive review, to remove ambiguity, to modernize language and to include best governance practices. Often referred to as “Phase 2”, this action has been contemplated by the Governance task Force since early this year. However, a full rewrite should be thoughtfully considered over time, as the Covenants are a core governance document for our community. The Board believes we can solve time sensitive matters such as the E Member, ARB transition and Enforcement Rights through amendments to our current KICA Covenants. We anticipate reviewing in the near term a formal proposal and board mandate for a comprehensive review of the Association Covenants.”*

## **2. Member Comments – Agenda Topics**

Member Maura McIlvain: Commented on agenda items not posted correctly on the website. (Shannon indicated the wrong documents were posted in error and were corrected online prior to this meeting). Comments on Amendment 13, Amendment 15 and Paul’s trust.

Member Brad McIlvain: Comments on legal advice and the policy on what should be released to community. Commented on whether there is a need for Rules and Regulations.

Member Carol Medendorp: Asked why a full review of Covenants can’t be done simultaneously with the 4 amendments?

Paul H. responded that it is complex and has technical and strategic components. He will be working on an overall plan for the Board.

## **4. Administrative**

### **a. Announcement of Votes in Executive Session**

Kevin stated that the November Public Board Meeting has been moved to November 18, 2024 at 1 p.m. There were no votes taken at today’s Executive Session

### **b. Approval of Minutes**



- i. Kevin asked for a motion to approve the September 9, 2024 minutes. So moved by Paul H., seconded by David D.

**Vote Passed: (6) In favor**

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

**(1) Abstain** – L. Mascolo (*Not present at Sept meeting*)

## 5. Reports

### a. COO Report – Shannon White

We completed landscape cleanup from Hurricane Helene. We were very blessed, compared to other locations in Helene's direct path. Currently watching the Gulf of Mexico and Hurricane Milton. It's likely the SC coast will see some impacts from this storm, though the level of the impacts is still uncertain.

- Currently, our highest impact day is forecasted to be Thursday, with this storm pushing water at the coastline, increasing our tide levels and causing coastal flooding in areas, particularly with our high tide at 2 p.m.
- Rainfall is forecasted to be low for us, with 1-2" of rain.
- Tropical storm force winds could arrive in our area on Wednesday.

Tomorrow morning, we will be closing gates on all our drainage basins, in order to (1) preserve capacity in our ponds, and (2) to prevent the water from the higher tides from coming into our pond system. We are receiving regular updates from National Weather Service Charleston and we are remaining in contact with the Town of Kiawah Island. We will continue to watch the progression of this storm, to make any preparations we may need to for the island.

On Sunday, our security team supported the Resort and their Triathlon event. We had a large turnout and no major issues.

Our mass paving of 15 roads is underway. As of Friday, we had completed 6 roads. On Tuesday, we move to upper Surfsong Road. We ask for everyone's patience as our contractor paves this highly traveled road.

We have completed the first round of interviews for the Director of Operations position. We received high interest in the position and have a number of very qualified candidates. Our next



step will be to invite candidates to Kiawah on October 15 and 16 for more comprehensive interviews.

Cherie G. shared some comments on Board Outreach for upcoming Director Election. The Committee hasn't been active yet but will be involved in the process as much as needed. We need qualified applicants to put their hat in the ring and serve on the Board. Cherie encourages everyone to talk to friends, neighbors, past Board members and chairs of committees or anyone that may be interested in serving.

Paul asked about increased construction on Blue Heron Pond Rd. When we schedule road paving, do we take into account the level of current construction? Expressed concerns about investing so much money in new roads when there's still so much construction traffic.

Shannon said we take construction projects into account where possible.

Paul asked if there's a specific schedule for fair/poor bike trails.

Shannon said there is money and schedule being planned for 2025 Budget.

**b. Finance Report – Lisa Mascolo**

Finance Committee has developed a timeline for review and update of the Financial Controls Manual which hasn't had a full rewrite in a few years. A sub-committee is focused on reviewing the FCM and will be preparing a review for the Board with the goal of approving an updated FCM in March. FC is also starting 2025 Budget review with first review scheduled for October 17 and a final review on October 31<sup>st</sup> in preparation for presenting to the Board at a Budget workshop in early November. Board approval of the Budget will occur at the November 18<sup>th</sup> Board meeting.

**c. Joint ARB Task Force Update – Kevin Donlon**

Committee has been working and meeting regularly to come up with a Phase III recommendation - about 95% complete. We solicited feedback from the current ARB, met today and got good feedback. Updated report will go to the Board in early November and will be planning a Community meeting in November – hoping to wrap this up by end of November.

**d. Amenities Committee Update – Cherie Gallagher**



Met with owners in the Preserve about Eagle Point Landing Kayak storage project – they do have legitimate concerns about traffic, unauthorized use of that area and concerns about security. We will be addressing all of those things as the project moves forward. Project is going in front of the ARB for first review. Cherie thinks it's important that we use all island amenities to their fullest. Sympathetic to concerns expressed, but the storage will be built and screened beautifully and will be a benefit to our members.

Sandcastle expansion still being looked at, however any expansion still leaves a parking issue. The architect will be taking this into account. Looking at the possibility of installing artificial turf around adult pool to increase seating.

Committee is still looking at other amenities options, however, most will have a requirement for land and money and could cost millions of dollars. Important to keep that in mind when the time comes.

## 6. Old Business

### a. Covenant Amendments Discussion – Paul Hennessy

Community Workshop will be held on Tuesday, October 8 at 1 p.m. – opportunity to participate in the Amendments. Governance T.F. will be in attendance.

Discussion about the possibility of an Amendment #15 that will partially solve the technical 'member' issue. Document does have a problem, wording does need to be addressed.

Comprehensive review of Covenants is a big project, needs to be carefully planned, budgeted with the appropriate member focus and professional focus. In terms of specific Amendments, nothing new on #11, 13 and 14. Looking at #12, ARB transition team has been asked to look at it and provide some feedback. Paul is optimistic that we can get the Amendments to the Board in November for approval and that the Community can embrace them.

## 7. New Business

### a. Reserve Policy Approval – Lisa Mascolo (VOTE)

Lisa M. made a motion to approve the revised Reserve Policy as unanimously recommended by the Finance Committee. Seconded by David D.

Discussion:



Paul H. commented that he has the highest regard for the skills and expertise of the Finance Committee members, however, fundamentally disagrees with the funding level of 50-100% as recommended by the FC in the revised Reserve Policy. Paul feels this percentage is not adequate, we should look at having a policy that states funding level should be 100%. He feels this is a risk to the community and places a burden on future owners.

Cherie G. expressed concerns that this wasn't posted with sufficient time for feedback.

Lisa, Paul and Shannon indicated that this Policy was originally posted and reviewed in July and no changes have been made since then. Vote was deferred to give more time to review.

**Vote Passed: (6) In favor**

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

**(1) Against** – P. Hennessy

## 8. Board Member Comments

Cherie G. commented that as a Board Member, she's comfortable with Trustees serving as Board Members. She wasn't sure initially, but after reading our Legal Counsel opinion, she is more comfortable.

## 9. Member Comments

Member Larry Wolohan: Commented on Amendments, Director service and Reserve Funds. Shared concerns about Island access and security. Utilize front gate cameras to capture offenders that don't go where they say they are going. Feels this should be a #1 priority.

Member Alex Fernandez: Commented on KICA landscapers blowing leaves onto members property and into drains, etc. Consider vacuum truck that picks up debris and use it to make mulch. Board should consider spending money on this.

Shannon and David D. commented that we are currently in a 30-day test of this equipment on island.

Member Brad McIlvain: Asked if KICA was planning on hosting a meet the candidates for the upcoming Town Council election.



Paul commented that they reached out to the candidates about this and they were not interested in doing it.

Brad also commented on why things are still being discussed in Executive Session that should be in public, for ex: Reserve Policy.

Lisa clarified that there was no discussion about the Reserve Policy in the Exec Session, it was a few seconds where Paul indicated his plans to vote No on the Policy in the formal Board Meeting.

Member Lance Spencer: Offered his availability to speak to anyone as a candidate for the Town Council.

Member Carol Medendorp: Comments on signage that the Resort has put up that is different that what regimes were asked to do. Why are they different? Signage at the location of old East Beach sign now only has small arrow indicating Sanctuary but arrow is misleading. This is causing many cars to have to turn around and the Parkside Villa sign was damaged and needed replacing.

Kevin asked for a motion to adjourn. So moved by Paul H., seconded by David D. Meeting was adjourned at 4:20 p.m.

Respectfully submitted,

*Ellen Festa, Executive Assistant*

