

KIAWAH ISLAND
COMMUNITY
ASSOCIATION

BOARD OF DIRECTORS
Meeting Minutes
November 18, 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: (24 In Person / 54 Virtual)

Recording of Meeting: <https://www.youtube.com/watch?v=Jc80up7IYPM>

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.

2. Member Comments – Agenda Topics

Member Phil Mancusi-Ungaro: Commented on crosswalk, Amendment 13, Rules/Regs, Properties definition, Enforcement – who makes the determination, Amendment 15 (still needs work to clarify members/owners.) Paul H. said focus is limited to Board Service. Requested information on validity of current Board members. Kevin stated this was discussed in a previous meeting.



Member Todd Boney: Comments on Amendment (lessor), KICA performing assessment of appraised value – replacement cost vs. value appraised. Budget: Look at cost per owner and cost increase per member.

Unknown Member: Comments on budget vote.

Kevin D. said there is no vote today, will be done December 9 and a Community Budget meeting will be scheduled in next 3 weeks.

4. Presentation of 2025 Budget

Lisa M. and Dale S. presented the 2025 Budget and answered various Board members and audience questions. (see Budget Overview from Board Packet)

Board Member Paul H. comment: Have the Finance Committee look at designated Funded Depreciation in detail. There is \$2.9M in that fund - serves no useful purpose to the Association and its operations. Kevin D. stated it serves a purpose, but maybe doesn't need to be as big.

5. Administrative

a. Announcement of Votes in Executive Session

At the Executive Session earlier today:

- Approved Sept 9, 2024 and October 7, 2024 Exec Session Minutes
- There were no other votes taken at today's Executive Session

b. Approval of Minutes

- i. Kevin asked for a motion to approve the October 7, 2024 minutes. So moved by Lisa M., seconded by David D.

Vote Passed: (7) In favor

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

Treasurer Lisa Mascolo left the meeting at 3:54 pm.

6. Reports

a. COO Report – Shannon White



I am pleased to share that as of Monday, November 4, we have a new Director of Operations in place. I am pleased to introduce you to Mr. Jody Forrest. Background information was shared.

We are keeping an eye on the remnants from Tropical Storm Sara and whether it will bring us tropical rainfall later this week on Wed/Thurs. Hoping this is our last storm of the hurricane season.

We will have a 3-4 hour water interruption later this week in the Trumpet Creeper area to repair a 10" water line conflict with our flood management project 6 drainage work. Communications will go out to the impacted homes.

b. Finance Report – Dale Schoon

Q3 Financials are posted on the KICA website. Flood assessment fully collected with only \$270 outstanding.

c. Joint ARB Task Force Update – Kevin Donlon

Work group has been working for about a year and a half. Currently compiling our Phase III report with a recommendation on how to transition from Kiawah Partners to KICA. We're in the final stages and looking to schedule a Community meeting in early December to share a draft of the report and get feedback before bringing it to the Board and the Partners for further discussion.

d. 2025 Election Update – Cherie Gallagher and Paul Hennessy

Cherie said we have 3 candidates for the 2 open Board seats. The names will be announced this Friday along with their Candidate Statements. We have determined they are eligible, but are saddened that this had to be part of finding candidates this year. A lot of people were disenfranchised from running due to the eligibility issue. Please vote for the Amendment that addresses this issue in January.

7. Old Business

a. Covenant Amendments – Paul Hennessy

Thanks to our Governance Task Force colleagues: Glenn Thomson, Beverly Fieroh, Amanda Mole, Andy Capelli, and Shannon White; with assistance from Ellen Festa. Advised by Frank Blanchard at Rosen Hagood.



This is part of a continuing effort, past and future to enhance governance documents and practices at KICA. A more comprehensive Covenant review that some have suggested is being considered separately by the Board. There have been multiple efforts at community outreach across a number of different platforms and multiple constituencies. These efforts will continue until the membership vote occurs.

The community and the Board have the following key documents:

- a. The (5) Amendments
- b. Redline of the KICA Covenants
- c. FAQs

Today five separate Amendments are being submitted to the Board for approval to convene a membership vote to amend the KICA Covenants. A high-level synopsis follows:

Amendment #11: remove the right of the developer to appoint a Director; elimination of the unique 'Type 'E' membership category. If approved, a Board vacancy will be created which will be filled by a separate special election in the 1st half of 2025.

Amendment #12: Empower KICA to have and control an Association ARB with aesthetic oversight across all 'capital p' properties. This empowerment is contingent on the Board approving a comprehensive transition plan referenced in the amendment text itself - which we hope and expect will be consensual with the Developer.

Amendment #13: clarification of the responsibility and authority of the KICA Board to approve, amend, and enforce rules and regulations appropriate and necessary for safe and efficient operation of the Association.

In parallel, a redraft of the existing KICA Rules and Regs has been endorsed by the Security & Enforcement Committee and is scheduled for a review by the Governance Task Force.

Amendment #14: various technical and historical updates and corrections; notice provisions; and a construction clause.

Amendment #15: clarification of member eligibility for KICA Board service. This relates to the current use of multiple trust or legal entity structures for property ownership.

It is possible that non-fundamental changes, e.g. clarifications, to amendment language may be made prior to formal submission to the membership. These will be posted to the KICA website. All amendment drafts have been reviewed and approved by counsel and have been deemed by counsel to be compliant with relevant SC law. If approved by the board, the



amendments will be submitted to the membership for approval as part of the upcoming board election ballot.

The Governance Task Force and the Board would like to encourage every member to review the available materials, ask questions and vote.

Paul H. asked for a motion to approve Amendment #11 with the caveat that minor modifications may be made as suggested by the Membership. So moved by D. Williams, seconded by C. Gallagher.

Vote Passed: (5) In favor

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

(1) Abstain – A. Mole

(1) Absent – L. Mascolo

Paul H. asked for a motion to approve Amendment #12 with the caveat that minor modifications may be made as suggested by the Membership. So moved by A. Mole, seconded by D. Williams.

Vote Passed: (6) In favor

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

(1) Absent – L. Mascolo

Paul H. asked for a motion to approve Amendment #13 with the caveat that minor modifications may be made as suggested by the Membership. So moved by P. Hennessy, seconded by D. DeStefano.

Vote Passed: (6) In favor

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

(1) Absent – L. Mascolo

Paul H. asked for a motion to approve Amendment #14 with the caveat that minor modifications may be made as suggested by the Membership. So moved by P. Hennessy, seconded by D. DeStefano.

Vote Passed: (6) In favor

K. Donlon, D. Williams, A. Mole,



D. DeStefano, C. Gallagher, P. Hennessy

(1) Absent – L. Mascolo

Paul H. asked for a motion to approve Amendment #15 with the caveat that minor modifications may be made as suggested by the Membership. So moved by P. Hennessy, seconded by Cherie G.

Vote Passed: (6) In favor

K. Donlon, D. Williams, A. Mole,

D. DeStefano, C. Gallagher, P. Hennessy

(1) Absent – L. Mascolo

b. Relocation of Governors Drive Leisure Trail – David DeStefano & Dwight Williams

David D. explained the reason for this vote. Move it 300 feet and then either go straight across or zig zag with a 90 degree turn which David feels is safer. Previous Security Committee voted on zig zag option but current Security Committee discussed changing it to straight across. The Committee couldn't come to agreement so is looking for Board decision on how to proceed. David D. made a motion to accept the zig zag option with a 90 degree turn. He feels this is a safer option for crossing that intersection. Motion was seconded by Cherie G.

Discussion: Dwight W. commented that the Committee overall felt straight across was more typical and very common. Less expensive, minimal disruption to land and has more conformity with our other crosswalks. Discussion on increased cost, tree removal disruption of land. David D. feels this isn't a typical crosswalk as the Leisure Trail crosses over a median. Zig Zag option will force people to stop. Kevin D. clarified that the latest recommendation of the Committee is the straight across option. From a governance standpoint, our Committees make recommendations to the Board regardless of whether the makeup of a Committee changes or makes a different recommendation. Paul H. commented on safety and the fact that any solution will not prevent people ignoring safety measures in place, you can't spend your way to a solution that guarantees safety. Vote is on Option A (straight) or Option B (zig zag).

Option A (straight): K. Donlon, D. Williams, A. Mole,
P. Hennessy

Option B (zig zag): D. DeStefano, C. Gallagher



Vote passes with Option A (straight) (4-2)

L. Mascolo - absent

8. New Business – N/A

9. Board Member Comments – N/A

10. Member Comments

Member Lisa Snowden: Thank you for delaying Budget vote. Looking for answers to two questions: 1) if you could explain how you decide on Capital Expenditures and 2) Since staffing is 60% of the budget, what steps are taken to ensure Staffing and compensation is appropriate?

Member Luke Farrell: Thank you for your service and thank you for delaying vote on the Budget. Comment on crosswalk and the slight hill down to the street making it hard to stop. Consider lowering the crosswalk at the street or raised the road like a speed bump that slows people down.

Member Carol Medendorp: Arts and Artists Fair held over the weekend – lovely event but have some safety concerns. It was very crowded and advertised as members only. Lots of non-members attended – gate issue, security issue, they got into the Sandcastle, traffic and parking issues at communities near the Sandcastle. It should be for Members. Vendors who are members should pay less than vendors who are not members.

Member Todd Boney: Comments on Regime Council. Paul will be coming to their next meeting to talk about the Amendments and encourage voting. Consider using Regime name in voting documents to check progress and help target votes. Thank you for your work on the Reserve funding – great improvement. Use this as a communication opportunity to the Membership about insurance. Many homeowners are under insured and don't understand replacement cost vs. value. Comments on Reserve and look at impact of scope change to the Reserve. Look at future revenue growth. Look at what we want the Operating Fund balance to be and then determine how we get there.



Member Philip Mancusi-Ungaro: Commented on zigzag path – he agrees with David D. feels this is safer. Asked about other crosswalks and how they are all fading. Are there any plans to do a second crosswalk at the Flyway/Bufflehead intersection?

Shannon said there are no plans to add a second crosswalk.

Phil stated he's trying to understand what modest, non-fundamental changes to the Covenants means. He will send Paul his comments to discuss. Asked if Rules and Regulations will go to the Community. Shannon said that's the plan. He asked when the Budget presentation will be available. Shannon and Dale said they will have something to publish soon. Will we see 2024 forecasting figures? Shannon said that will be included in the Community Budget presentation.

Member Hamilton Brown: Concerns raised about laundry being left out by cleaning crews in Mariners Watch community – mostly for Resort rentals. It is unsightly and unkempt. How can we address this? Is it Regime responsibility? Can KICA address it?

Shannon stated we can talk to the Resort about this.

Member Lin O'Leary: Concerns about spending so much money on Kayak storage. Look at the best way to spend money for all KICA members, not just 80 members. Commented on looking at KICA Staff effectiveness and efficiencies. Would like to see the accounting of Preserve expenses from last year given the large increase in Preserve segment assessment.

Member Tom Baker: Commented on laundry issue. Commented on Budget line items and 11% increase for Labor. Would like to see information on what comprises increases and decreases in line items.

Treasurer Lisa Mascolo returned to the meeting at 4:52 pm.

Kevin asked for a motion to adjourn. So moved by Paul H., seconded by David D. Meeting was adjourned at 4:53 p.m.

Respectfully submitted,

Ellen Festa, Executive Assistant

