

Palmer Ranch Master Property Owners Association, Inc.  
Organizational Meeting of the Board of Trustees  
Minutes  
March 31, 2014  
Convened 3/27/2014 and Continued on 3/31/2014

A meeting of the Palmer Ranch Master Property Owners Association, Inc. Board of Trustees was held on March 31, 2014 at 1:30 pm at Covenant Life Presbyterian Church, 8490 McIntosh Road, Sarasota, Florida 34238. This was a reconvened meeting from March 27, 2014.

Trustees present were: Fred Amazon, Sue Ambrecht (declarant appointee), Steve Anderson, Kathrin Harris, Bob Holzman, Steve Jeantet, Lee Katz, Cathy Leetzow, Bob Mills, Rob O'Connor, Russell Seifert, Barbara Tierney, and Garry Wharton. Also present were Rick Barth and Tracy Smith.

Trustees absent: Fred Falkner and Laura Gilbert.

Having declared that a quorum was present, Rick Barth opened the meeting at 1:30 pm.

**MINUTES OF PREVIOUS MEETING:**

Motion Cathy Leetzow, second by Garry Wharton, to approve the minutes of November 14, 2013 Board of Trustees Meeting as distributed. Motion passed unanimously.

**ELECTION OF OFFICERS:**

**President:** Motion by Kathrin Harris, second by Garry Wharton, to nominate Rob O'Connor for President. Motion passed unanimously.

**President Elect:** Motion by Kathrin Harris, second by Sue Ambrecht, to nominate Garry Wharton as President-Elect. Motion passed unanimously.

**Vice President:** Motion by Bob Mills, second by Barbara Tierney, to nominate Kathrin Harris as Vice President. Motion passed unanimously.

**Treasurer:** Motion by Kathrin Harris, second by Rob O'Connor, to nominate Bob Mills as Treasurer. Motion passed unanimously.

**Secretary:** Motion by Rob O'Connor, second by Kathrin Harris, to nominate Barbara Tierney as Secretary. Motion passed unanimously.

**APPOINTMENT OF EXECUTIVE COMMITTEE:**

The group discussed the need for clarification of a charter of an "Executive Committee" and a "Compensation Committee."

Motion by Kathrin Harris, second by Bob Mills, to create an Executive Committee and a Compensation Committee to offer recommendations to and interface with the Board of Trustees; Garry Wharton and Steve Jeantet were asked to draft proposed charters and recommended participants by the next meeting. Motion passed unanimously.

**APPOINTMENT OF PARKS COMMITTEE:**

Bob Mills reported that there is a Parks Committee that operates under a specific charter.

Motion by Bob Mills, second by Steve Jeantet, to create a "Parks Committee" that operates per the prior charter already in existence and includes the following members: Rob O'Connor, Fred Falkner, Lee Katz, Bob Mills, Laura Gilbert, Carol Solomon, Al Mahan, and Kal Dudas. Motion passed unanimously.

**EMPLOYMENT AGREEMENTS:**

Rick Barth and Tracy Smith were excused for this part of the meeting. The Trustees discussed the two agreements as distributed. Rob O'Connor reported that both Rick Barth (15 years service) and Tracy Smith (five years service) have done excellent work for the Palmer Ranch Master Property Owners Association, resulting in superior landscaping appearance, noteworthy budget proposals and reporting, and continued high property values for the various association communities.

The Trustees discussed several aspects of the employment agreements.

Garry Wharton and other trustees discussed two areas of the employment agreements that need clarification with the authoring attorney, John Hament. These include Sections "H" (Professional Liability) and "N" (Attorneys' Fees). Garry will follow up with Mr. Hament and report back to the Board.

Motion by Steve Jeantet, second by Kathrin Harris, to accept the employment agreements for Richard Barth and Tracy Smith, pending clarification of items "H" and "N" in the agreements, and to present the agreements to the employees by the President of the Board as soon as possible. If final negotiation is required, the officers of the Board have the authority to do so. Motion passed unanimously.

Rob O'Connor will present the employment agreements to Rick and Tracy after the Board meeting.

**BANKING:**

It was recommended by Kathrin Harris that the signature cards be applied for now so that the Palmer Ranch Master Property Owners Association has control of its funds.

Motion by Russell Seifert, second by Bob Mills, that Palmer Ranch Master Property Owners Association keep the present banks and sign the cards accordingly with each institution with signature authority by

the President, Treasurer, President Elect, Vice President, and the Secretary, and requiring a minimum of two signatures per check. Motion passed unanimously.

**ATTORNEY:**

Kathrin Harris reported that the former attorney, John Cook, can no longer remain as the Palmer Ranch Master Property Owners Association's attorney. There are two candidates for consideration, Chad M. McClenathen and Kevin T. Wells. Resumes were distributed to the Trustees for review on 3/27/2014. Cathy Leetzow and other trustees shared their positive experiences with Kevin Wells.

Motion by Cathy Leetzow, second by Steve Jeantet, to retain Kevin Wells as legal counsel for Palmer Ranch Master Property Owners Association, Inc. Motion passed unanimously. The Retainer Agreement with Mr. Wells will be signed by Rob O'Connor.

The Trustees discussed who has authority to speak with legal counsel; it was decided that only the President and the Community Manager will have such authority.

Rick Barth reported to the group that a member of Palmer Ranch Master Property Owners Association has requested a "tally of the votes by candidate." Rick recommended that the member's request be reviewed by our attorney.

Motion by Steve Anderson, second by Kathrin Harris, to provide the tally of candidate votes to the Board Trustees, and any member who requests it. Motion passed unanimously.

**DETERMINATION OF NEXT MEETING OF THE BOARD OF TRUSTEES:**

The Trustees discussed day and time of future meetings, the location to post meeting announcements, and a schedule of all upcoming meetings. Rick Barth will follow up on the regulations regarding posting multiple meeting announcements.

Motion by Kathrin Harris, second by Barbara Tierney, that the Board of Trustees Meeting be held the second Thursday of the month at 3:00pm at the Covenant Life Presbyterian Church for the remainder of the year. Motion passed unanimously.

**NEXT MEETING:** Thursday, April 10, 2014 at 3:00 pm - Covenant Life Presbyterian Church.

**ADJOURNMENT:**

Meeting was adjourned at 3:10pm by Rob O'Connor, President.

Respectfully submitted,  
Barbara Tierney, Secretary  
4/9/2014