

**PALMER RANCH MASTER PROPERTY OWNERS ASSOCIATION
TRUSTEE MEETING**

**Thursday, December 18, 2014 - 3:00 P.M.
Covenant Life Presbyterian Church - Room 134
8490 McIntosh Road, Sarasota, Florida 34238**

MINUTES

Trustees Attended, Palmer Ranch Master Association (PRMA):

Fred Amazon, Sue Ambrecht, Kathrin Harris, Bob Holzman, Lee Katz, Cathy Leetzow, Rob O'Connor, Barbara Tierney, Steve Jeantet, Bob Mills and Garry Wharton.

Trustees absent: Steve Anderson, Fred Falkner, Laura Gilbert, and Russell Seifert.

PRMA Staff Attended: Tracy Smith and Marianne Swan.

Resident Members Attended: Sandy Amazon, Isles of Sarasota; Phillip Arsenault, Deer Creek; Floyd Smiley, Arielle; Dave Watts, Huntington Pointe; Carol Vartanian, Stonebridge, and Peggy Wells, VillageWalk.

- I. **Convene/Quorum** – Meeting convened at 3:00 P.M. by Rob O'Connor. A quorum was declared.
- II. **Minutes of the previous meeting of the Board of Trustees – November 20, 2014:**
Motion by Cathy Leetzow, 2nd by Bob Holzman, to accept the minutes of the Meeting of the Board of Trustees, Palmer Ranch Master Association (PRMA) as amended. Motion passed unanimously.
- III. **President's Report: Rob O'Connor:** Rob welcomed the community representatives. He reported that the Palmer Ranch Master Association Advisory Committee is recommending establishing two ad hoc teams in addition to the Office/Community Center ad hoc Team, already established.
 - A. Communication ad hoc Team to institute new ways of communicating to the Palmer Ranch communities
 - B. Website ad hoc Team to improve the website in order to reflect Palmer Ranch's branding and beautification, while including points of information from a drop-down menu.

See VI. Old Business: Board Workshop: Team Charters.

IV. Financial Report:

Financial Statement for period ending November 30, 2014: Bob Mills referred Trustees to the Financial Report as distributed by email. He reported that the bank account statements are reconciled and in fine shape. K. Harris thanked Tracy and Marianne for emailing financial documents to the Trustees.

Motion by Bob Mills, 2nd Garry Wharton to give additional three days off to the Palmer Ranch Master Association Administrative staff (Rick Barth, Tracy Smith, Marianne Swan) on Wednesday, December 24, 2014, Friday, December 26, 2014, and Friday, January 2, 2015. Discussion. Unanimous approval. Motion carried. Steve Jeantet noted December 25 and January 1 are existing paid holidays.

V. Committee/Management Reports:

Rob O'Connor encouraged the Trustees to review the reports as emailed by the PRMA Administrative Office:

- A. Management Report
- B. Grounds Report
- C. Advisory Committee

Garry Wharton gave an update of the user-activated signal system, on the Legacy Trail / Central Sarasota Parkway crossing, to improve directions to trail users and decrease confusion. The activated sign has flashing yellow lights. The County responded promptly to Mr. Wharton's suggestions. Rob O'Connor complimented Garry for his work.

- D. Office/Community Center ad hoc Team

Bob Mills reported on the progress of the Office/Community Center studies. He highlighted that the group had visited various facilities, preliminary drawings of the building have been proposed, and considerations for building locations include Parcel B-9 (working with Justin Powell of Palmer Ranch Holdings), and available open area on Covenant Life Church property (working with Steve Jeantet). To pursue additional options, members will plan to meet with Steve Anderson in January. Mr. Mills will continue to update the PRMA Trustees.

- E. Parks Committee/Friends of Potter Park

Bob Mills highlighted the following issues:

- a. Sarasota County officials reported there is no money in the current budget for drinking fountains at Culverhouse Nature Park; however, this will remain on the County list of projects.
- b. County officials informed PRMA Parks Committee that the southeast corner of Potter Park couldn't be used for a Dog "Paw Park," as this is a preservation area.
- c. The PRMA Parks Committee will not be involved in traffic control during swim meets held at the aquatic center. This will be up to the County and YMCA to solve.

VI. Old Business:

A. Charter Ad Hoc Teams: The Charters for the website and communication ad hoc teams were distributed. See attached. **Attachment A - Website; and Attachment B – Communication.**

(1) Motion by Kathrin Harris, 2nd by Cathy Leetzow, that the Palmer Ranch Master Property Owners Association, Inc. Board of Trustees create an Ad Hoc Team for the purpose of improving the Master Association website, as identified in the distributed Charter, to include Chairperson Rob O'Connor and Trustee member Cathy Leetzow. Discussion. Unanimous approval. Motion carried.

(2) Motion by Cathy Leetzow, 2nd by Garry Wharton, that the Palmer Ranch Master Property Owners Association, Inc. Board of Trustees create an Ad Hoc Team for the purpose of improving the Master Association communication to its members, as identified in the distributed Charter, to include members to be determined at a future meeting. Unanimous approval. Motion carried.

VII. New Business: None.

VIII. Community Representatives – Discussion

A. Floyd Smiley asked if the PRMA had influence on the County regarding the building of four-story apartment buildings (e.g. Spanos). Tracy said PRMA representatives can attend meetings and be informed of development plans. Lee Katz shared information from a published article in the *Observer* about the neighborhood workshop, held for the proposed Spanos development. Tracy commented that members of Palmer Ranch could communicate their comments/concerns relating to proposed developments to Sarasota County.

B. Mr. Smiley asked about the nomination process for the upcoming Trustee Board openings. Tracy commented there are five residential openings on the Board of Trustees and she has received three residential nominees to-date. Candidates may be self-nominated and provide whatever information they deem appropriate to share to voting representatives in the ballot. The deadline for receipt of the nominees' names is January 12, 2015. The ballot is mailed by PRMA administrative office to the PRMA representative at least 60 days before the actual meeting. The completed ballots remain sealed until they're opened and counted at the Annual Members Meeting, which will be March 26, 2015. See attached. **Attachment C: "Voting Interests and Elections"**.

IX. Board of Trustees Meeting Schedule – The next PRMA Trustee Board meetings are January 22, 2015 and February 26, 2015 at 3:00 PM at Covenant Life Church, 8490 McIntosh Road, Sarasota. The Annual Members Meeting will be held on March 26, 2015 at 3:00 PM at Covenant Life Church. Candidates will be elected at the March 26, 2015 Palmer Ranch Annual Members Meeting.

X. Adjourn:
Motion by Cathy Leetzow, 2nd Fred Amazon, to adjourn the meeting. Motion passed unanimously.

Meeting adjourned at 3:50 PM.
Respectfully submitted,
Barbara Tierney, Board Secretary,
Palmer Ranch Master Property Owners Association,
December 28, 2014

ATTACHMENT A



WEBSITE AD HOC TEAM CHARTER

The Website Ad Hoc Team is made up of member volunteers and is designed to make recommendations to the Board of Trustees on improvements relating to the Master Association's website.

Purpose: To establish a Team of members that will be tasked with the review, evaluation and recommendation for improvements to the Master Association website. The Team shall act on specific requests from the Board and serve at the pleasure of the Board.

Membership: The Team will consist of a minimum of 2 members. The Board of Trustees will appoint all members to the Team.

Structure: The Board of Trustees will appoint the initial Team Chair. The Chair will prepare agenda items and facilitate meetings. Ultimately the Team works on behalf of the community and reports to the Board Liaison who will be assigned to the Team.

Meetings: The initial schedule will be defined by the founding Team based on its needs. A Team schedule will be provided by the Team Chair for the regularly scheduled meetings. The Team Chair will appoint a Secretary. The Secretary will submit a typed print and electronic copy of Team meeting minutes for distribution to the Team and Secretary of the Board of Trustees together with all written reports of the Team for filing as the official record. The Team Secretary will also be responsible for maintaining a current membership roster and for submitting a copy and any updates to the Board Secretary.

Board Liaison: A Board Liaison will be assigned to the Team. The team will submit their requests and reports to the Board Liaison who will instruct Management as to what items should appear on the next Board Meeting agenda.

Term: As this Team has been assigned a specific task, it shall dissolve upon completion of its mission. Terms will be reviewed at the Annual Members Meeting unless requested review by the Board of Trustees.

Reporting Requirements: The Team must provide a written report to the Board at each regular Board meeting. The Chair of the Team or an appointed team member should be present at the Board meeting if recommendations from the team are being considered.

Authority: The Team does not have the authority to enter into contracts or agreements with any third parties on behalf of the Master Association or the Board of Trustees. Authority to authorize expenses rests solely with the Board of Trustees. The Team members do not have the authority to meet with, direct, or contract vendors without Board permission first having been obtained.

Budget: The Team does not have an assigned budget. Any expenses will be by Board approval only.

ATTACHMENT B



COMMUNICATIONS AD HOC TEAM CHARTER

The Communications Ad Hoc Team is made up of member volunteers and is designed to make recommendations to the Board of Trustees on improvements relating to the Master Association's communication to its members.

Purpose: To establish a Team of members that will be tasked with the review, evaluation and recommendation for improvements to the Master Association communications. The Team shall act on specific requests from the Board and serve at the pleasure of the Board.

Membership: The Team will consist of a minimum of 2 members. The Board of Trustees will appoint all members to the Team.

Structure: The Board of Trustees will appoint the initial Team Chair. The Chair will prepare agenda items and facilitate meetings. Ultimately the Team works on behalf of the community and reports to the Board Liaison who will be assigned to the Team.

Meetings: The initial schedule will be defined by the founding Team based on its needs. A Team schedule will be provided by the Team Chair for the regularly scheduled meetings. The Team Chair will appoint a Secretary. The Secretary will submit a typed print and electronic copy of Team meeting minutes for distribution to the Team and Secretary of the Board of Trustees together with all written reports of the Team for filing as the official record. The Team Secretary will also be responsible for maintaining a current membership roster and for submitting a copy and any updates to the Board Secretary.

Board Liaison: A Board Liaison will be assigned to the Team. The team will submit their requests and reports to the Board Liaison who will instruct Management as to what items should appear on the next Board Meeting agenda.

Term: As this Team has been assigned a specific task, it shall dissolve upon completion of its mission. Terms will be reviewed at the Annual Members Meeting unless requested review by the Board of Trustees.

Reporting Requirements: The Team must provide a written report to the Board at each regular Board meeting. The Chair of the Team or an appointed team member should be present at the Board meeting if recommendations from the team are being considered.

Authority: The Team does not have the authority to enter into contracts or agreements with any third parties on behalf of the Master Association or the Board of Trustees. Authority to authorize expenses rests solely with the Board of Trustees. The Team members do not have the authority to meet with, direct, or contract vendors without Board permission first having been obtained.

Budget: The Team does not have an assigned budget. Any expenses will be by Board approval only.

ATTACHMENT C

Voting Interest:

There are many property types on Palmer Ranch. For purposes of classification and representation to the Master Association they are: Residential, Commercial-Industrial, and Recreational. **Each has voting interests equal to their Assessable Unit Values.**

Elections:

Votes shall be cast in the following manner set forth in Article V of the Articles of Incorporation, as amended, which provides, in part:

“The Community Representative, who shall be the President, and each Tract Representative whose Tract is not administered by a Community Association shall cast the Voting Interest of the Members of the Master Association who belong to their Community or Tract Owners Association at meetings of the Members in person or by their designee, whose designee must be an officer of such Community or Tract Association.

Such voting interest shall be cast in the manner as such Representative is directed to vote by the Community or Tract Owners Association, provided, however, that Representatives may not split their voting interests between candidates or vote on both sides of issues.”

The ballot is mailed to the Designated Representative of record for their specific class of membership. They may vote for up to, but no more than, the number of vacancies that will exist. With each candidate that is voted for on the ballot, that candidate will receive the number of votes equal to the assessable unit values from that member.

For example, VillageWalk has 1,177 assessable units. It has 1,177 votes. In VillageWalk’s ballot, they vote for John Smith, Mary Jones and Tom Harry. 1,177 votes will go to each candidate: John Smith, Mary Jones and Tom Harry. The larger the assessable units, the more votes are cast.