

Palmer Ranch Master Property Owners Association, Inc. (PRMA)
Organizational Meeting of the Board of Trustees
MINUTES
March 21, 2024

A Meeting of the Board of Trustees of Palmer Ranch Master Property Owners Association, Inc. was held immediately following the Annual Members Meeting on March 21, 2024, via Zoom.

Trustees present: Carol Auricchio, Charles Reith, Dennis Hudson, John Power, Lee Katz, Martha Sherman, Dick Beitel, Roger Stephenson, Scott Christy, and Tami Lansdell.

Trustees absent: Bob Swan, Elizabeth Miller, Lisa Meskil, and Mike Holland.

Community Representatives present: Kathrin Harris, Turtle Rock, Casey Stengel, Hammock Preserve; Margaret Smith, Stonebridge.

Community Members present: Scott Deahna, VillageWalk; Kathrin Harris, Turtle Rock; Johanna Lampert, Cobblestone; Jessica Moore, WMG Development / The Shoppes at Palmer Ranch.

Palmer Ranch Master Association staff in attendance: Tracy Smith, Sue Ambrecht, and Joyce Kramer

Convene/Confirmation of Quorum

Following confirmation of a quorum, meeting convened at 4:05pm by Dick Beitel, Board President.

Minutes of Previous Meeting

There being no changes or corrections, the minutes of the January 18, 2024, meeting of the Board of Trustees were considered approved as distributed.

Community Representative Input – Agenda Items

None.

Appointment of Officers

Motion by Charles Reith, seconded by Martha Sherman, to appoint the following officers: Carol Auricchio, President-Elect; Roger Stephenson, Vice President; Dennis Hudson, Secretary; Lee Katz, Treasurer. Motion passed unanimously.

Committee Charters / Member Appointments

A. Advisory Committee

Motion by Martha Sherman, seconded by John Power, to approve the Advisory Committee Charter, as amended, and to appoint the following members to the Advisory Committee until the 2025 PRMA Annual Members Meeting: five (5) new Association officers, John Power, and Kathrin Harris. Motion passed unanimously.

B. Palmer Ranch Watershed & Natural Assets Committee

Motion by Charles Reith, seconded by Lee Katz to accept the Palmer Ranch Watershed & Natural Assets Committee Charter, as drafted, and to appoint the following to the Palmer Ranch Watershed & Natural Assets Committee until the next Annual Members meeting:

- Co-chairs:
 - Charles Reith
 - Michelle van Schouwen
 - Roger Stephenson
- Voting Members:
 - Barbara Scissors, Sandhill Preserve

Palmer Ranch Master Association – Mission Statement

‘Our mission is to enhance and maintain the aesthetic quality of Palmer Ranch and to preserve the overall unique identity and sense of community.’

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- Charles Durkin, VillageWalk
 - Charles Reith, Mira Lago
 - Cindy Taliaferro, Mira Lago
 - Joe Polidoro, Turtle Rock
 - Lynn Freeman, Marbella
 - Michelle van Schouwen, Turtle Rock
 - Oliver Janney, Deer Creek
 - Roger Stephenson, VillageWalk
- Non-Voting Members / Professional Consultants:
- David Shafer, Shafer Consulting
 - Jennifer Shafer, Shafer Consulting
 - Steve Suau, Progressive Water Resources
 - Russ Hoffman, Beautiful Ponds
 - Mollie Holland, Sarasota County
 - Dr. Abbey Tyrna, Suncoast Waterkeepers

Motion passed unanimously.

C. Palmer Ranch CERT Team

Motion by John Power, seconded by Roger Stephenson, to appoint Dennis Hudson as PRMA CERT Team Chairman and Sue Ambrecht as Advisor of the Palmer Ranch CERT Team. Motion passed unanimously.

Old Business

a. Other

There was no old business to discuss.

New Business

a. Appoint Commercial/Industrial Trustee to the Board

Motion by Carol Auricchio, seconded by Scott Christy, to appoint Jessica Moore (WVG Development/The Shoppes at Palmer Ranch) as a Commercial/Industrial Trustee to fill the position previously held by Christian Trani. Motion passed unanimously.

b. Security Measures for the Palmer Ranch Master Association Office

Motion by Lee Katz, seconded by Carol Auricchio, to approve the installation of security equipment by Discount Telecom, by approval of the following estimates.

- Discount Telecom – Estimate #8670 = \$1,624.80
- Discount Telecom – Estimate #8669 = \$2,106.30
- Discount Telecom – Estimate #8794 = \$882.75
- Discount Telecom – Estimate #8795 = \$469.73
- Total project cost = \$5,083.58

Motion passed unanimously.

c. Request from Village Walk Member for an Air Quality Monitor

Motion by Dennis Hudson, seconded by Carol Auricchio, to deny the request from the VillageWalk Member, as it has been the position of the Master Association to not be involved in an endeavor that benefits only one, or a select number, of Subassociations. Motion passed unanimously.

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- d. **Stantec Proposal to Prepare Maintenance of Traffic Plans Necessary for the Sarasota County Right-of-Way Use Permits for the Honore Avenue Phase V and Bay Street Extension Enhancement Project.** Motion by Lee Katz, seconded by John Power, to approve the Stantec Proposal to Prepare Maintenance of Traffic Plans Necessary for the Sarasota County Right-of-Way Use Permits for the Honore Avenue Phase V and Bay Street Extension Enhancement Project. Motion passed unanimously.
- e. **Amend the Board Resolution to Permit Video & Teleconferencing of Board Meetings & Policy for Video & Teleconferencing of Board Meetings & Policy for Video & Teleconferencing of Board Meetings** Motion by Carol Auricchio, seconded by John Power, to adopt the Resolution to Permit Video & Teleconferencing of Board Meetings (Resolution) & Policy for Video & Teleconferencing of Board Meetings & Policy for Video & Teleconferencing of Board Meetings & Policy for Video & Teleconferencing of Board Meetings (Policy), as amended by the Association’s General Counsel. Motion passed unanimously.

The signed Resolution and Policy is attached to and made a part of these minutes.

f. **Other**

Motion by Martha Sherman, seconded by Roger Stephenson, to send a letter, from the Master Association to Sarasota County, on behalf of the Members of Palmer Ranch, requesting either a rebate or a refund of the stormwater assessments paid by Palmer Ranch Members as part of their real estate taxes. TASK: Tracy will send a draft copy to the Board before sending it to Sarasota County. Following discussion, the motion passed unanimously.

There was no other new business to discuss.

Community Representative Discussion

None

Board of Trustees Meeting Schedule for the remainder of 2024 – held on the following dates at 3pm

- May 16th - Board Meeting – Stoneybrook Golf & Country Club / Zoom
- July 18th - Board Meeting – Stoneybrook Golf & Country Club / Zoom
- September 19th – Board Meeting – Stoneybrook Golf & Country Club / Zoom
- November 21st - Board Meeting– Hammock Preserve Clubhouse / Zoom

Adjourn

There being no further business to discuss, a motion was made by Dennis Hudson, seconded by Charles Reith, to adjourn the meeting. The meeting adjourned at 4:25pm.

Respectfully submitted,

Dennis Hudson
Secretary

A RESOLUTION OF THE BOARD OF TRUSTEES OF PALMER RANCH MASTER PROPERTY OWNERS' ASSOCIATION, INC. ("ASSOCIATION") TO PERMIT VIDEO AND TELECONFERENCING OF BOARD MEETINGS; AND ADOPTION OF A POLICY FOR VIDEO AND TELECONFERENCING OF BOARD MEETINGS

WHEREAS, The Board of Trustees ("Board") wishes to authorize Board meetings may be conducted via video and teleconference through ZOOM or another similar platform; and,

WHEREAS, the Board wishes to authorize that open meetings of the Board, when and if necessary, may be conducted via video and teleconference through ZOOM or similar platform, and that dial-in and login information to allow owners to observe and participate in the meeting via video or teleconference will be included in a notice posted by the Association in the designated common area location and on its website in compliance with the Association's Bylaws and Chapter 720, Florida Statutes; and

WHEREAS, for those persons not able to participate via video and teleconference through ZOOM or another similar platform, they may attend the Board meetings in-person; and

WHEREAS, the Trustees would like to formally adopt the Video and Teleconference Policy which will govern the Association's policies and procedures for holding a Board meeting, including via video or teleconference; and

WHEREAS, Article VII, Section 5 of the bylaws and Section 617.082(4), Florida Statutes, provide that Trustees may appear at a Board meeting by any means of communication by which all Trustees participating shall simultaneously be able to hear any other board member during the meeting; and,

WHEREAS, in the event of another emergency event or health crisis, requiring the Board meetings be held via video or teleconference through ZOOM, or similar platform, the policy approved below shall be attempted to be followed by the Board unless the emergency powers set forth in Chapter 720, Florida Statutes are invoked.


WHEREAS, for those persons not able to participate via video and teleconference through Zoom or another similar platform, they may attend the Board meetings in-person at one of the following locations: Palmer Ranch Master Property Owners Association Office; Stoneybrook Golf & Country Club Clubhouse; Hammock Preserve Clubhouse; Sandhill Preserve Clubhouse; Esplanade Clubhouse; VillageWalk Town Center; or Isles of Sarasota Town Center.

THEREFORE, IT IS RESOLVED THAT: pursuant to the Association's Bylaws and any amendments thereto and other governing documents, and applicable Florida Statutes, the Board hereby: (1) authorizes any meeting of the Board to take place via video or teleconference through ZOOM or similar platform; and (2) adopts the Video and Teleconference Policy for Board meetings, which is attached to this Resolution and incorporated herein.

This resolution was adopted by the Board at its meeting on 3/21/2024 and shall be affixed to the minutes.

BY: Richard R. Bectel
President

ATTEST:


Secretary

PALMER RANCH MASTER PROPERTY OWNERS' ASSOCIATION, INC.

Policy on Video and Teleconference of Board Meetings

INTRODUCTION

PALMER RANCH MASTER PROPERTY OWNERS ASSOCIATION, INC. ("Association"), recognizes the importance of Members of the Association to have the ability to exercise their rights under the law and pursuant to the declaration of restrictions, articles of incorporation, bylaws and rules and regulations, to attend open Board meetings and address the Board of Trustees ("Board") with respect to issues related to the Association, and is committed to working with Members to help them exercise such rights during regular and special Board meetings and when in-person Board meetings are prohibited by order of State and/or Local governmental agencies.

The Association recognizes that in order to fulfill its responsibilities, it must impose reasonable guidelines on open meetings to take place via video and teleconference. Therefore, the Association has adopted this Policy on Video and Teleconference and of Board Meetings ("Policy"), which sets forth reasonable guidelines for the Board and Members who wish to attend Board meetings via teleconference and/or videoconference.

The Policy is designed to aid Members and the Board in the process that must be complied with in order to properly hold and attend a Board meeting via video and/or teleconference. The Policy supersedes any and all previous policies and guidelines promulgated by the Association on this subject matter, if any.

GUIDELINES

1. Board meetings by video and/or teleconference shall take place via Zoom or similar service. Zoom is a cloud-based conferencing platform which offers video and audio conferences as well as wireless screen-sharing. Zoom will be free to use for all Members. Members can access a Zoom conference call either via telephone or via video with the use of a computer, cell phone or tablet (e.g., iPad) capable of running the Zoom application.

2. The Association will provide notice to the Members of a Board meeting to take place via video or teleconference by posting notice of the same in the Association's designated common area location for general notices. The general notice will provide the Member with the date, time and location (if applicable) of the meeting and instruct the Member to contact Property Manager to request the dial-in/login information. The Member will be provided with instructions on how to access the call via telephone or via video upon the Member contacting Tracy Smith at tracy@palmerranch.net or (941) 922-3866 and requesting the call-in or log-in information.

3. **The Member may not distribute the call-in or login information to any person who is not a Member of the Association, or their authorized agent. Members are permitted to attend in-person board meetings as permitted by the Association bylaws and Florida law.**

4. Telephonic/video Member attendance is permitted in an open Board meeting. Members may participate in an open Board meeting during the Member open forum and are permitted to speak up to three (3) minutes on all agenda items.

5. Professionalism is no less important in the teleconference and videoconference meeting than it is in an in-person open meeting. It is important to be mindful that meeting participants can see and/or hear everything that others in the meeting are doing and saying. The way that every participant speaks, and acts, is a reflection of the person's role and reputation within the community. The meeting administrator may choose to mute all meeting attendees who are not Trustees of the Association until such time as the attendee is called upon to address the Board during Member forum.

6. **Any Members who wish to call in to a tele/video conference meeting by telephone, must ensure that the number they are calling from is not blocked.** This is necessary so that the meeting administrator may identify attendees and un-mute the appropriate line when the Member is called upon to address the Board during Member forum. When participants are given the opportunity to speak, everyone participating virtually are unmuted and they're asked to either raise their hand or verbally indicate they wish to speak.

7. The phone numbers of Members who call into the meeting will be displayed to all other participants attending the meeting via videoconference. Members may not call into the meeting from a blocked number. This is to ensure that only members or their authorized agents may attend the Board meetings.

8. The Members shall not engage in activities or conduct that would constitute a nuisance to the other members of the Association. Specifically, the Members shall not interrupt the meeting, disrupt or interrupt the Board Trustees during the open meeting and shall prevent background noise or disturbances. The administrator may block a member if this requirement is not followed.

9. All meetings held via teleconference and videoconference will be subject to any and all applicable Rules of the Association, as the same may be amended from time to time; however, if there is a conflict between the requirements of this Policy and the Rules, the requirements as set forth in this Policy will control.

10. Minutes of all open Board meetings, including a tele/video conference meeting, shall be made available to all Members upon request and shall be posted in accordance with the Association's policy applicable to all other open meetings.

11. This Policy is subject to change by the Board.