From: Janette Gatesy <jsgatesy@aol.com>
Sent: Sunday, June 28, 2026 2:55 PM
To: Tom Christopher <chris67ta@gmail.com>; Robert Grady <bobcat8120@gmail.com>; Bill Lockhorn <lockhorn1@comcast.net>; Peggy Lowndes <plownds@comcast.net>; Lars Lundholm The Boltons <lars-a.lundholm@hotmail.com>; Pat Thompson <pat.jc.thompson@gmail.com>; steve.heitzner@universityparkrd.com; steve.swanson@universityparkrd.com; greg.selep@universityparkrd.com; scott.huebner@universityparkrd.com; Bob Wood <midlandmich@hotmail.com>; David M <krumpetcove@gmail.com>; Sally Dickson <sed2910@gmail.com>
Cc: Vivian Carvalho <carvalhov@pfm.com>; Mark Barnebey <mbarnebey@blalockwalters.com>; Telese Zuberer <tzuberer@icardmerrill.com>
Subject: Re: From the Desk of Sally Dickson

Sally,

I would like to respond to many of the points in your email to give you a better understanding of what, and why, the PBM Operating Agreement was amended. But first, I wanted to let you know that, based on an email from PFM, the attorneys for UPRD and UPCAI would like to meet first with the Chairs of both boards before a discussion is held on the revisions to PBM's Operating Agreement. Therefore, that agenda item will not be discussed on Tuesday, June 30 at the RD meeting.

I hope the following will answer many of your questions.

Anatomy and Evolution of PBM

Park Boulevard Management LLC (PBM) was established in 2020 through its Operating Agreement when University Park transitioned from developer to homeowner control. PBM is wholly owned by University Park Community Association, Inc. (UPCAI), with UPCAI serving as its sole Managing Member and governing body in accordance with Florida law. It is also a private limited liability company, not subject to Florida's Sunshine Law and is a licensed Community Association Management (CAM) company.

Why We Reviewed the Original Operating Agreement

PBM periodically reviews its governing documents to ensure they remain current and effective. During our recent operational review, we identified a number of organizational inefficiencies, overlapping responsibilities, cross-functional activities, and unclear reporting relationships. The purpose of the restructuring was simply to address those issues by creating a clearer organizational structure with dedicated management focused on each organization. This review became more critical after learning about the ethics complaint involving the University Park Recreation District (UPRD), as we wanted to ensure that PBM's governance structure did not face similar concerns.

Since PBM is a private company, it was able to conduct this governance review in private meetings. Doing so allowed the company to review its organizational structure while avoiding unnecessary complications related to the pending UPRD litigation and ethics proceedings.

At the same time, PBM recognized that its "clients" should have a meaningful role in evaluating the performance of the General Manager or Community Association Manager (CAM) responsible for serving their organizations.

Proposed Changes

To address both concerns, and to eliminate confusion about the role of the existing Management Committee, PBM decided to replace it with the Operations and Compensation Advisory Committee (OCAC).

The OCAC would serve solely in an advisory capacity and provide recommendations to PBM regarding the performance of the General Manager and CAM but would have no decision-making authority. This structure allows each client to provide meaningful input into the evaluation of the management professional serving its organization while preserving PBM's responsibility for corporate governance and personnel decisions.

The proposed changes also reduce the potential for conflicts of interest involving UPRD while strengthening oversight of PBM's management by the governing bodies served by the General Manager and CAM. Under this

structure, the Chair of the UPRD Board would be able to serve on the OCAC without assuming responsibilities comparable to those of a corporate board of directors.The timing of this proposal is significant. On June10, 2026, the Florida Commission on Ethics ruled:
"The Chair of a Recreation District Board may not serve on the Management Committee of an LLC that actively does business with the Recreation Board where the role of the Management Committee is akin to that of the board of directors."

The proposed amendments were developed independently before that opinion was issued, but the Commission's decision reinforced the need to clarify the committee's advisory role and eliminate any appearance of a conflict of interest.

Communication with UPRD

Although several attempts were made, scheduling conflicts and the Memorial Day weekend delayed those discussions. After reviewing the proposed amendments, PBM's attorney, Telese Zuberer, forwarded the Summary of Changes of the Revised Restated Operating Agreement of Park Boulevard Management, LLC and supporting materials to UPRD's attorney, Mark Barnebey. Those materials were subsequently included in the UPRD Board agenda.
As stated in Ms. Zuberer's cover letter, implementation of the amended Operating Agreement has been intentionally delayed to afford UPRD the opportunity to review the proposal and provide feedback on two important questions:

1. Would the proposed changes adequately address the conflict-of-interest concerns?
2. Would the revised structure improve oversight of the General Manager and management of the Country Club?

Until that review is completed, the current Management Committee remains in place.

By the time the UPCAI Chair met with the Chair of the UPRD Board of Supervisors on June 6, the UPRD Chair had already received the proposal from his attorney and had discussed it with others.

Organizational Changes

When PBM was originally formed, management responsibilities were centralized under one executive. Over time the responsibilities of serving both the HOA and the Recreation District have grown substantially in size, complexity, and workload. Each organization now has distinct operational needs that require dedicated leadership and oversight.

To better serve both “clients”, the amended Operating Agreement creates two leadership positions:

- **General Manager (GM)**, responsible for the University Park Country

Club and the Recreation District.
- **Community Association Manager (CAM)**, responsible for HOA operations.

This division of responsibilities allows each manager to focus on the unique needs of the organization they serve while providing clearer accountability and more effective oversight.

The proposed structure also reflects changes in Florida law since the creation of PBM in 2020. Current law requires that community association management services be provided under the direct supervision of a licensed Community Association Manager (CAM). The amended Operating Agreement aligns PBM's organizational structure with this law while positioning the company to meet the growing needs of both of its "clients."

Respectfully,
Janette Gatesy

On Thursday, June 25, 2026 at 06:32:21 PM EDT, Sally Dickson <sed2910@gmail.com> wrote:

> On Monday night, having just returned from being out of town, I reviewed the agenda for the RD Board of Supervisors Special Meeting for the following day, 6/23/26. I was surprised by the item **Discussion of the Updated PBM Operating Agreement Approved by UPCAI on May 15, 2026.** I read the supporting document in the packet and it prompted me to look online at the UPCAI agenda/minutes from their May 15, 2026 meeting to better understand the context. Except there was no meeting on that date...the date on which their radically changed PBM Operating Agreement was apparently voted on and approved by the UPCAI Board. I also looked at the agendas and minutes from several months prior but found not one reference to this subject. Since I have been attuned to all of the topics covered by the RD Board for years, I am aware that this was never discussed or noted at any of their meetings.
>
> During Tuesday's meeting, it was apparent that the RD Board first heard of this sometime after June 1, 2026 via an email from the UPCAI attorney to the RD Attorney. I find it odd that the RD Board Chair was not copied on the email. Also strange is that it took from May 15th when the UPCAI changes were approved until June 1 to alert the RD's attorney.

The letter states that changes have been approved by UPCAI but that they are holding off implementation (for an unspecified amount of time) pending a discussion with UPRD. From a legal perspective, is this nonchalant comment legally binding in the event something comes up that the PBM Management Committee normally handles (**and of course, it already has**)? Were the members of the PBM Mgmt Committee advised of these proposed changes so that they could operate appropriately within their stated roles and responsibilities as outlined in the only legal document they have been aware of that was substantially written at turnover?

UPCAI references concerns previously raised by the RD with the FL Ethics Commission regarding having an RD Board member serve on the PBM Management Committee. Receipt of the formal opinion was anticipated on June 5, 2026 during The Ethics Commission's regular meeting. That result would then guide the RD, along with UPCAI, as to next steps. Apparently, UPCAI decided to hold unannounced meetings in private, well in advance, to create a plan and approve it, regardless of the Ethics outcome. Would it not have been prudent for UPCAI to reach out to the UPRD to set up a meeting to discuss together how this issue might best be resolved in the future should it be deemed necessary? If not prudent, how about professional and collegial, given that UPCAI and UPRD purport to work under a Mutual Cooperation Agreement.

Back in October, 2020, when I submitted my nomination for a seat on the UPRD Board, I wrote: **A critical step for the RD is to establish a collaborative relationship with the UPCAI. A review of meeting minutes of both entities suggests a somewhat competitive dynamic that is not in the best interest of our community; nor does it facilitate timely decision making, which slows down our growth potential. We need a Strategic Plan that both entities fully embrace in order for our community to move forward with a vision for enhanced services while maintaining the best of what we have and doing so in a fiscally responsible way.**

Admittedly, five and a half years, chock full of pressing issues needing more than full time attention, have passed. We didn't accomplish this to a great degree, although we took some steps forward as with our first ever joint workshop last July, albeit we focused mostly on issues primarily warranting immediate attention (such as determining how the RD's major irrigation system replacement project could mutually benefit the entire UP community).

It is my belief that some members of the UPCAI Board, in this instance, have failed to set aside personal agendas to the detriment of the relationship with UPRD, **AND** with our Management team and 150+ staff members who will be deeply impacted by the operating agreement that will ultimately guide us into the future.

I recommend that UPCAI clean up any legal questions regarding the changes they have agreed to and the "delayed implementation" so that the community and each entity are abundantly clear about how things will legally move forward for now.

Please begin your long delayed conversation with the UPRD immediately. And please, start with at least an appearance of civility and mutual respect between our two Boards that serve our entire community. The behavior and language exhibited by the UPCAI Board member at Tuesday's meeting was unprofessional and absurdly juvenile. Sadly, it cast a very unbecoming reflection on the UPCAI Board.

Respectfully,

Sally Dickson
UPCC Resident