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April 9, 2025

Kristen Corn
City of Brentwood Attorney
5211 Maryland Way
Brentwood, Tennessee 37027

Via Email: kristen.corn@brentwoodtn.gov
and regular mail

Re: Governors Club Property Owners Association
Ethics Inquiry: Mark Gorman

Dear Ms. Corn:

I serve as general counsel to The Governors Club Property Owners Association, a Tennessee non profit corporation, ("Governors Club POA"). The purpose of this letter is to address certain matters relevant to the City of Brentwood's Code of Ethics, Chapter 2, Article VI, and the involvement of Mark Gorman who serves as a City Commissioner (since 2013), the City's Mayor (since 2023) but who also has or has had certain business relations with the Governors Club POA since at least November 2022.

Background

The Governors Club at Pleasant Hill is a subdivision that was formed in the City of Brentwood pursuant to a Declaration of Covenants and Restrictions dated July 14, 1997, and appearing of record at Book 1542, Pages 958-1018, Registers Office of Williamson County (hereinafter the "DCRs"). The creation of this subdivision, including the dedication of the common areas to be configured and operated as a private golf course for the primary benefit of the residents, required the approval of the City of Brentwood under its zoning ordinance. The City of Brentwood's "Open Space Residential Development" ("OSRD") ordinance regulated and continues to regulate the development, maintenance and operation of the golf club and golf course. The OSRD also regulates the management of the golf course by a third party, The Governors Golf Club ("TGGC"), and its managing agent, KS Investors Governs Club, LLC ("Kemper").

At present, there are a number of issues pertaining to the Governors Club POA which are subject to direct City of Brentwood involvement or regulatory oversight. These include a notice of violation from the City of Brentwood to "Chad Barnett, Property Manager, The Governors Club" dated June 22, 2022, regarding to maintain the golf course's stormwater detention and retention ponds, drainage, and other water features in conformity with the Brentwood zoning ordinance and the original design drawings that were approved by Brentwood. This problem has persisted as a

zoning violation with Brentwood issuing another notice of violation dated June 28, 2024,¹ on similar and related issues. These alleged zoning violations remain unresolved although Governors Club POA has ask the City to enforce the zoning ordinance against TGGC/Kemper based on the Ordinance's express requirements that the lessee of such common area property be responsible for all costs and maintenance. See, Ordinance Sec. 78-186(c)(1)(c)(5) and (c)(4)(b).

In addition to the alleged zoning violation relative to the golf course by TGGC/Kemper, there is also another problem in that TGGC is in violation of the OSRD's provisions concerning the composition of membership in the private, not-for-profit golf course. For example, Sec. 78-186 requires that in situations where a golf course is approved as a use of the subdivision's open space, that the golf course will be a nonprofit entity, that membership of such an entity will be comprised predominately of subdivision residents and that the total membership of the golf club will be limited. For example, under Sec. 78-186(c)(1)c.1., TGGC was required to submit a plan establishing a maximum number of allowable memberships in the private golf club to be sold and that "at no point shall the number of memberships in the golf course exceed the maximum allowable number." Further, Sec. 78-186(c)(1)c.2. provides that at least 50 percent of the active members must be subdivision residents but in no event shall the number of resident members be less than one-third of the total members. Indeed, the resident membership requirement is so integral to the mandated "private" nature of the golf club that the Ordinance further provides that once maximum capacity is attained that a resident's desire to join the club must be honored even if that requires non-resident member lose membership privileges. Sec. 78-186(c)(1)c.4. The problems with TGGC's breach of these zoning provisions have persisted for too long.

In 2022, Governors Club POA was looking for a new management company for the POA. One of the interested parties was A To Z Subdivision Management LLC, ("AtoZ") which is owned by Mark Gorman's wife, Ann Gorman. Although owned by Mrs. Gorman, the proposals for AtoZ to provide subdivision management for Governors Club were made primarily by Mark Gorman. Mr. Gorman was advised by the Governors Club POA representatives of the problems with TGGC/Kemper including the Brentwood Ordinance violations and the zoning violations regarding the failure to maintain the golf course in conformity with the original design specifications. Although Mark Gorman assured Governors Club POA that his position as a Brentwood Commissioner and Mayor would not give rise to a conflict of interest, he also represented to Governors Club POA that his roles as a Brentwood official and his relationship with several City officials and employees who were necessarily involved with the TGGC/Kemper problems would facilitate communications with those individuals and would aid in moving these issues forward toward resolution insofar as compliance with the City of Brentwood's oversight was concerned.

¹ Significantly, the June 28, 2024, notice of violation was issued to "The Governor's [sic] Club Property Owners Association, Attn: Governor's [sic] Club Management". At that time, the subdivision manager for the Governors Club POA was AToZ Subdivision Management, a private company in which Mark Gorman has a material personal and financial interest as well as operational authority.

Based on Mark Gorman's representations and assurances, Governors Club POA entered into a written subdivision management agreement with AtoZ in November 2022. For the next two and one-half years, substantially all of the communications between Governors Club POA and AtoZ as well as communications between Governors Club POA and the City of Brentwood were handled with and by Mark Gorman as opposed to Ann Gorman. The circumstances of the last two and one half years now raises the question of what exactly Mark Gorman was communicating to other Brentwood officials regarding these issues. It also raises the question of what information he was, directly or indirectly, sharing with adverse parties like TGGC/Kemper and/or their attorney, Russell Morgan.²

As a further concern related to Mark Gorman, Governors Club POA recently became aware of at least one instance in which a Governors Club POA expense to Aspen Construction for \$25,000 was paid on what appears to be a check submitted by Mark Gorman that does not appear to have been drawn on the Governors Club POA's segregated funds. See attached.

At present, Governors Club POA has given notice to Mark Gorman and AtoZ that the subdivision management agreement is being terminated by Governors Club POA for reasons that need not be further addressed at this time other than to state that the termination is not considered amicable by Governors Club POA.

Requests to the City of Brentwood

Governors Club POA has several requests to submit to the City of Brentwood.

The City of Brentwood's Code of Ethics contains provisions which require, at a minimum, disclosure of potential conflicts of interest that may exist between a city official, such as Mark Gorman, and matters that would potentially involve the vote of that official as a commission member and/or a discretionary decision of that individual in any other official capacity. Section 2-228 requires that for any matter that would involve an official vote for which a potential conflict of interest may exist the official "shall disclose during the meeting at which the vote takes place, before the vote and so it appears in the minutes, any personal interest that affects or that would lead a reasonable person to infer that it affects the official's vote on the measure." Governors Club POA requests that Mr. Gorman be required to disclose the existence of any potential conflict of interest on the record in any future Commission meetings to the extent that the Commission considers any matters involving the Governors Club subdivision, the Governors Club POA, the Governors Golf Club, the pending or future alleged zoning violations relative to the Governors Club golf course or clubhouse, and/or TGGC/Kemper. To the extent that Mr. Gorman has made any such disclosures on the minutes of Commission meetings since November 2022 through the present, my client is requesting copies of each such set of minutes.

² On April 8, 2025, Russell Morgan hosted a meet and greet campaign event at his home for "Mayor Mark Gorman", see attached.

Further, the City of Brentwood Code of Ethics provides in Section 2-229 that there is a separate disclosure requirement relative to any matters over which a Brentwood official, here Mr. Gorman as both a Commissioner and the Mayor, had the power to exercise any discretion over a matter. That code section requires that such official "shall disclose the interest, before the exercise of the discretion when possible, on a form provided by and filed with the city recorder." My client is requesting copies of any forms filed by Mr. Gorman pursuant to Sec. 2-229 or otherwise since November 2022 relative to the Governors Club subdivision, the Governors Club POA, the Governors Golf Club, the pending or future alleged zoning violations relative to the Governors Club golf course or clubhouse, and/or TGGC/Kemper.

Without addressing the details of the decision by Governors Club POA to terminate AtoZ and Mark Gorman at this time, my client is also requesting that Mark Gorman be excluded both as a Commissioner and also as Mayor from any future votes or from any future discretionary decisions relative to the Governors Club subdivision, the Governors Club POA, the Governors Golf Club, the pending or future alleged zoning violations relative to the Governors Club golf course or clubhouse, and/or TGGC/Kemper.

Finally, we are requesting copies of the following documents:

- i. any communications, including texts or emails, involving Mark Gorman and a) any other Brentwood official or department or b) any third party, since January 1, 2022, which communication involves or pertains to the Governors Club subdivision, the Governors Club POA, the Governors Golf Club, the pending or future alleged zoning violations relative to the Governors Club golf course or clubhouse, and/or TGGC/Kemper.
- ii. any communications, including texts or emails since January 1, 2022, involving Mark Gorman and a) TGGC, b) Kemper and/or c) Russell Morgan.
- iii. any communications, including texts or emails, since January 1, 2022, by any third party questions or asserting whether Mark Gorman, as an official of Brentwood, has or may have a conflict of interest with respect to any matters pertaining to or involving the City of Brentwood.

Please feel free to contact me if you have any questions.

Sincerely,



John I. Harris III

cc: Governors Club Property Owners Association



Russ Morgan

Fountainhead · 11m · 🌐

Reminder:

Brentwood Friends:

Russ and Melanie Morgan cordially invite you to attend a meet and greet with Mayor Mark Gorman and Commissioner Allison Spears to learn about their campaigns for re-election to the Brentwood City Commission. No donation is required but any donation is gladly accepted. Time and location are:

April 8, 2025

6:00-8:00

905 Stuart Lane, Brentwood

Stop by to say hello. We look forward to seeing you. RSVP is appreciated but not required. Let us know you're coming by email to russellbmorgan@gmail.com



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March 07, 2025

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