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**BEFORE THE
STATE OF FLORIDA
COMMISSION ON ETHICS**

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In re: Dale L. Martin,

Respondent.

Complaint No.: 25-152

ADVOCATE'S RECOMMENDATION

The undersigned Advocate, after reviewing the Complaint and Report of Investigation filed in this matter, submits this Recommendation in accordance with Rule 34-5.006(3), F.A.C.

RESPONDENT/COMPLAINANT

Respondent, Dale L. Martin, serves as the City Manager for Flagler Beach, Florida. Complainant is Midori Imhoof of Flagler Beach, Florida.

JURISDICTION

The Executive Director of the Commission on Ethics determined that the Complaint was legally sufficient and ordered a preliminary investigation for a probable cause determination as to whether Respondent violated Section 112.313(6), Florida Statutes, and Section 112.313(8), Florida Statutes. The Commission on Ethics has jurisdiction over this matter pursuant to Section 112.322, Florida Statutes.

The Report of Investigation was released on October 24, 2025.

ALLEGATION ONE

Respondent is alleged to have violated Section 112.313(6), Florida Statutes, by corruptly using his official position and/or a resource within his trust to secure a special privilege, benefit, or exemption for himself and/or another.

APPLICABLE LAW

Section 112.313(6), Florida Statutes, provides as follows:

MISUSE OF PUBLIC POSITION. No public officer, employee of an agency, or local government attorney shall corruptly use or attempt to use his or her official position or any property or resource which may be within his or her trust, or perform his or her official duties, to secure a special privilege, benefit, or exemption for himself, herself, or others. This section shall not be construed to conflict with s. 104.31.

The term “corruptly” is defined by Section 112.312(9), Florida Statutes, as follows:

“Corruptly” means done with a wrongful intent and for the purpose of obtaining, or compensating or receiving compensation for, any benefit resulting from some act or omission of a public servant which is inconsistent with the proper performance of his or her public duties.

In order to establish a violation of Section 112.313(6), Florida Statutes, the following elements must be proved:

1. Respondent must have been a public officer or employee.
2. Respondent must have:
 - a) used or attempted to use his or her official position or any property or resources within his or her trust,
 - or
 - b) performed his or her official duties.
3. Respondent’s actions must have been taken to secure a special privilege, benefit or exemption for him- or herself or others.
4. Respondent must have acted corruptly, that is, with wrongful intent and for the purpose of benefiting him- or herself or another

person from some act or omission which was inconsistent with the proper performance of public duties.

ANALYSIS

Complainant alleges that Respondent, who has served as City Manager for the City of Flagler Beach (“City”) since August 2023, used his position to secretly pass information to a company that was leasing a City-owned golf course to give it an advantage in the golf course’s purchase. (ROI 2, 4, 21)

The City acquired a golf course through a foreclosure sale in 2013 and signed a Golf Course Lease Agreement with Flagler Golf Management, LLC, (“FGM”) in November 2015. (ROI 4, 60, Exhibit A1-A18) The lease provided for a 15-year term with the option for FGM to extend for two successive 10-year terms under certain qualifying conditions. (ROI 4) The lease did not include a “first rights” clause or any provision for FGM to purchase the golf course. (ROI 4) The lease was signed by FGM’s Manager, Terrence McManus. (ROI 4, Exhibit A12)

The City and FGM had disagreements regarding the condition of the greens and fairways on the golf course, resulting in a Default Cure Extension Agreement in September 2018 and the First Addendum to the Lease in April 2019 to address the minimal standards by which FGM was responsible for maintaining them. (ROI 5, Exhibit A21-23)

In June 2021, FGM Manager McManus was sentenced to four years in prison for his third DUI conviction in ten years. (ROI 6) In 2022, the City and FGM filed lawsuits against each other, which were resolved by a Mediated Settlement Agreement (“Settlement”) in June 2023. (ROI 7, Exhibit A24-A64) As part of the Settlement, FGM’s members were required to sell their membership interests to a bonafide good faith purchaser for value. (ROI 7, Exhibit A42-A43) “Selling their membership interests,” simply meant finding someone to assume the lease, because FGM’s only asset was the lease. (ROI 59, 61)

Mr. Jeff Ryan expressed interest in assuming the lease. (ROI 59) An agreement for assumption of the lease between FGM, Ocean Palms Golf Club, LLC (“Ocean Palms”), with Ryan as its agent, and the City was reached on January 25, 2024. (ROI 8, Exhibit A61-A63) The golf course was eventually sold to Ocean Palms. (ROI 57)

Complainant alleges that there was no information regarding the golf course’s sale on the City’s website and there were no discussions in any public forum regarding the acquisition of appraisals for the golf course. (ROI 10, 14) Complainant confirmed that she had not been attending City Commission meetings until February 2025 but says she spoke with her neighbor who had been attending meetings, and that the neighbor was unaware of any public discussion of the golf course. (ROI 17, 19) Complainant alleges that the City Commission denied her husband the opportunity to present a proposal for a small group to manage the golf course, and that Respondent was pursuing the sale of the golf course without allowing citizens to be heard on the matter. (ROI 19, 20)

Chronology of Communications

The following is a chronology of communications about the golf course involving Respondent in his role as City Manager, City Attorney Andrew Smith, Mayor Patti King, Jeff Ryan representing Leisure Holdings, LLC and Ocean Palms Golf Club, LLC, Complainant, and Mark Imhoof, Complainant’s husband.

10/19/2023	Ryan emailed City Attorney Smith requesting a meeting to discuss the golf course. (ROI 22, Exhibit B1)
10/23/2023	Ryan emails City Attorney Smith to coordinate the meeting. (ROI 9, Exhibit B3-B4) Complainant stated that this email was a “secret plan” to sell the golf course. (ROI 15) On the same day, Respondent emailed City Attorney Smith and asked “What is Mr. Ryan’s interest in the City Golf Course?” (ROI 23, Exhibit B4)
11/6/2023	Respondent met City Attorney Smith and Ryan at City Hall, where Ryan informed them that he was negotiating the assumption of FGM’s lease. (ROI 84)
11/7/2023	Ryan emailed Respondent with an attached plan for the golf course, which relates to how it will be managed, but does not mention purchasing. (ROI 24, Exhibit B6)

11/9/2023	The materials for the City Commission meeting on this date contain a report from City Attorney Smith about meeting with a party interested in purchasing the golf course, which was discussed during the meeting. (ROI 25, 84)
11/27/2023	Ryan files articles of incorporation for Leisure Holdings, LLC, listing himself as Manager. (ROI 27, Exhibit C1-C2)
11/29/2023	Ryan emails Respondent, notifying him that Ryan has reached an agreement with FGM and an offer is forthcoming. (ROI 28, Exhibit B8)
12/8/2023	Ryan emailed Respondent that he had retained Jay Livingston as legal counsel for the lease transfer. (ROI 29, Exhibit B9)
12/14/2023	A video recording of the CRA Board and City Commission meeting shows that City Attorney Smith notified the Commission that the potential new Lessee, Ryan, wanted assurances that the existing lease could be modified to allow for a future purchase of the golf course. (ROI 30)
1/11/2024	City Commission meeting minutes note discussion of Ryan's purchase of the lease from FGM, with concerns noted. (ROI 32, Exhibit D4-D5) City Attorney Smith states that at this meeting, Ryan and his counsel, Attorney Livingston were clear that his ultimate intent was to purchase the golf course. (ROI 63)
1/17/2024	Leisure Holdings, LLC, and KTS Holdings, LLC, filed articles of organization for Ocean Palms Golf Club, LLC, with Jeff Ryan and Tanuj Seoni signing for each company. (ROI 35, Exhibit C3-C7)
1/25/2024	The City waived certain provisions to facilitate an Assignment and Assumption of Lease between FGM and Ocean Palms Golf Club, which was represented by Tanuj Seoni of KTS Holdings, LLC, and Ryan, Manager of Leisure Holdings, LLC. (ROI 8, Exhibit A61-A63) The City Commission approved unanimously, and video of the City Commission meeting shows discussion of long-term plans for Ocean Palms to purchase the golf course, which is reflected in the minutes. (ROI 36, 64, Exhibit D10)
Summer 2024	Complainant learned that the golf course had a new contractor to manage it and met with then-City Commissioner Mealy to discuss her concerns. (ROI 10) Mealy shared a conceptual plan for the course, and during this meeting Complainant learned that Jeffrey Ryan and Tanuj Seoni had proposed to purchase it. (ROI 10) Mealy stated that she told Complainant that Ryan had an interest in purchasing the property "from the get-go." (ROI 58)
9/3/2024	The City's Planning and Architectural Review Board considered a site development plan submitted by Ryan. (ROI 38) No formal action from the City Commission is required, but there has been no movement on this plan as of September 3, 2025. (ROI 38) City Attorney Smith stated that Ryan's purchase of the golf course was discussed at this meeting. (ROI 65)
9/17/2024	Ryan emailed City Attorney and Respondent asking what needs to happen to move forward on "the asset purchase." (ROI 39, Exhibit B18)
9/29/2024	Complainant emailed Respondent and Mayor King with her concerns. (ROI 12)
10/24/2024	The St. John's River Water Management District acknowledged Ryan's application for the Club House and parking lot renovation. (ROI 40, Exhibit E)

12/17/2024	Ryan emailed Respondent to “touch base on the asset purchase.” (ROI 9, Exhibit B16) Complainant stated that Mealy told her that the course was sold around this same time. (ROI 17)
12/18/2024	Respondent emailed Real Estate Appraiser Jim Cooksey regarding an appraisal of the Golf Course. (ROI 42, Exhibit B20-B22)
12/20/2024	Respondent emailed Ryan regarding the status of appraisals of the course (ROI 9, Exhibit B23)
1/10/2025	Respondent emailed BBG Real Estate Services regarding an appraisal of the golf course. (ROI 44, Exhibit B24)
1/16/2025	Cooksey & Associates provided an appraisal of \$810,000. (ROI 45, Exhibit F1-F3)
1/23/2025	Respondent provided a staff report to the Commission, advising that he was acquiring appraisals for the golf course. (ROI 46, Exhibit D56)
Feb or Mar of 2025	Complainant attended a City Commission meeting and one of the Commissioners suggested selling the course if someone was interested. (ROI 13)
2/12/2025	Mayor Patti King and Complainant began an email exchange regarding the sale of the golf course, where Mayor King said that the City had no plans to sell it. (ROI 9, Exhibit B26)
3/4/2025	Respondent emailed Ryan, the City Commissioners, the City Clerk, City Attorney Smith, and the City Planner an appraisal, noting that the golf course will be permanently restricted to golf course operations. (ROI 48, Exhibit B27)
3/12/2025	Heffington & Associates provided an appraisal report of \$794,000. (ROI 50, Exhibit F4-F7)
3/13/2025	Respondent emailed the Heffington appraisal to Ryan, City Attorney Smith, and the elected Commissioners. (ROI 9, 51, Exhibit B28-B30)
3/27/2025	Mark Imhoof notifies the City Commission of a newly formed citizen group concerned about the status of the golf course and requested a workshop or regular meeting to discuss any new lessee. (ROI 52)
4/22/2025	BBG Real Estate Services provided an appraisal of \$800,000, which Respondent forwarded to the City’s elected officials, City Clerk, and City Attorney Smith. (ROI 53, Exhibit B35-B36)
5/1/2025	Mark Imhoof, Complainant’s spouse, emailed the City Commissioners and the Mayor asking for a response to a citizen petition and for weekly updates regarding the golf course’s status. (ROI 9, Exhibit B37)
6/20/2025	Tanuj Seoni, Principal of Ocean Palms, wrote a non-binding Letter of Intent to purchase the golf course. (ROI 55, Exhibit D65-D73)
7/10/2025	Materials for a regular City Commission meeting included the Letter of Intent and a letter written by Mark Imhoof opposing the sale. (ROI 56, Exhibit D60-D77) The City Commission voted 5-1 to begin negotiations. (ROI 56)
August 2025	A new party expressed interest in purchasing the golf course, and Respondent contacted this party and encouraged them to submit an offer. (ROI 68, 78)
10/9/2025	The City Commission voted 3-2 to approve the purchase agreement for Ocean Palms to purchase the golf course. (ROI 57)

City Attorney Smith explained that Respondent has the authority to seek appraisals for the golf course, so long as he does not exceed his \$35,000 spending authority, which he did not. (ROI 67, 88) He further stated that Respondent sought appraisals to facilitate more informed discussion after the City Commission discussed Ryan's potential purchase of the golf course. (ROI 73) He also explained that the City Commission would consider Ocean Palms' offer to purchase the golf course in October 2025, which would require the passing of an ordinance, which would require two public hearings before being approved. (ROI 69) Regarding the Mayor's February 2025 emails stating that the City had no plans to sell the golf course, City Attorney Smith stated that he could not explain them but opined that any sale was speculative unless the City Commission had determined what it would do. (ROI 74)

Mayor King explained that her email to Complainant was accurate because the appraisals were not obtained for any specific potential buyer, and that there was no firm offer to purchase the golf course at the time. (ROI 77) She also believes that there was no secret activity taking place regarding the sale of the golf course. (ROI 79)

Respondent stated that he was responsible for providing information to the City Commission regarding the sale or lease of City property but does not need its permission to explore the possibility of selling City property, correspond with potential buyers, or have discussions regarding City issues. (ROI 81) He stated that he keeps the City Commission informed of such conversations. (ROI 81) He obtained appraisals for the benefit of the Commission considering Ryan's expressed interest in purchasing the golf course, which he forwarded to the City Commission and to Ryan. (ROI 87) Respondent states that there were no shade meetings regarding the golf course. (ROI 86) Respondent confirmed that in February 2025 he told Mayor King that the golf course had not been sold. (ROI 90) He added that he did not recall telling her that there

were no current plans but opined that he was only seeking information to provide to the Commission at that time, so that would have been accurate. (ROI 90)

Selling the golf course was publicly discussed at City Commission meetings on November 9, 2023, December 14, 2023, January 11, 2024, January 25, 2024, the meeting that Complainant attended in February or March 2025, July 10, 2025, and October 9, 2025. It was also discussed at a Planning and Architectural Review Board meeting on September 3, 2024. Furthermore, the letter written by Complainant's husband opposing the sale was included in the July 10, 2025 City Commission meeting materials. It does not appear that Respondent took any action to keep the sale of the golf course a secret, to prohibit citizen input on the sale, or that he otherwise improperly performed his public duties to obtain a special benefit, privilege, or exemption for himself or another.

Therefore, based on the evidence before the Commission, I recommend that the Commission find no probable cause to believe that Respondent violated Section 112.313(6), Florida Statutes.

ALLEGATION TWO

Respondent is alleged to have violated Section 112.313(8), Florida Statutes, by using and/or disclosing information not available to the public and gained by reason of his official position, for the benefit of himself or another.

APPLICABLE LAW

Section 112.313(8), Florida Statutes, provides as follows:

DISCLOSURE OR USE OF CERTAIN INFORMATION.—A current or former public officer, employee of an agency, or local government attorney may not disclose or use information not available to members of the general public and gained by reason of his or her official position, except for information relating exclusively to governmental practices, for his or her personal gain

or benefit or for the personal gain or benefit of any other person or business entity.

To establish a violation of Section 112.313(8), Florida Statutes, the following elements must be proved:

1. Respondent must have been a public officer or employee.
2. Respondent must have disclosed or used information that was:
 - a. Not available to members of the general public,
 - and
 - b. Gained by reason of Respondent's official position.
3. Such information was disclosed or used with an intent to secure personal gain or benefit for the Respondent or for another person or business entity.

ANALYSIS

The underlying facts and circumstances relating to this allegation are contained above in Allegation One. See Analysis in Allegation One. It does not appear that Respondent used or disclosed any information to anyone that was not available to members of the general public.


Therefore, based on the evidence before the Commission, I recommend that the Commission find no probable cause to believe that Respondent violated Section 112.313(8), Florida Statutes

RECOMMENDATION

It is my recommendation that:

1. There is no probable cause to believe that Respondent violated Section 112.313(6), Florida Statutes, by corruptly using his official position and/or a resource within his trust to secure a special privilege, benefit, or exemption for himself and/or another.
2. There is no probable cause to believe that Respondent violated Section 112.313(8), Florida Statutes, by using and/or disclosing information not available to the public and gained by reason of his official position, for the benefit of himself or another.

Respectfully submitted this 12th day of November 2025.



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