

REGULAR MEETING OF THE CITY COMMISSION
September 26, 2011

The meeting of the Winter Park City Commission was called to order by Mayor Kenneth Bradley at 3:33 p.m. in the Commission Chambers, 401 Park Avenue South, Winter Park, Florida.

The invocation was provided by The Reverend Alison Harrity, St. Richard's Episcopal Church, followed by the Pledge of Allegiance.

Members present:

Mayor Kenneth Bradley
Commissioner Steven Leary
Commissioner Sarah Sprinkel
Commissioner Carolyn Cooper
Commissioner Tom McMacken

Also present:

City Manager Randy Knight
City Attorney Larry Brown
Deputy City Clerk Michelle Bernstein

Approval of the agenda

Motion made by Commissioner Cooper to table Items 9E (FY2012 Strategic Plan) and 12F (Fee Schedule). Motion failed for lack of a second.

Motion made by Commissioner McMacken to approve the agenda; seconded by Commissioner Sprinkel and approved by acclamation of the City Commission.

Mayor's Report

- a. Presentation of Green Local Government Gold Certification from the Florida Green Building Coalition (FGBC)

Mayor Bradley commended all members and volunteers of the Keep Winter Park Beautiful Board and the Environmental Review Board. Because of their hard work over the past several years Winter Park has been designated a certified gold level Green Local Government by the FGBC. Jeremy Nelson with FGBC presented the City with an award in which the frame was made from 100 year old river recovered wood and a flag made from recycled materials.

- b. Keep Winter Park Beautiful (KWPB) annual awards

Mayor Bradley noted that the mission of KWPB is to improve the quality and aesthetics of our environment in order to create a healthier and more beautiful place to live, work and play. He thanked the board members and volunteers for their hard work throughout the year to Keep Winter Park Beautiful.

Myriam Garzon Greenberg, Chairman of KWPB presented awards to the following for their outstanding achievements: Albin Polasek, DePugh Nursing Home and Fiddler's on the Green (for beautification), Phil Kean Designs and Turner Construction (for green building businesses), Rollins College and Winter Park Ninth Grade Center (for green schools), Rob and Denise Smith (for being a green resident and living in the first LEED home in Winter Park) and Dayo Scuba, Masonic Lodge and Orange County 4-H (for their volunteer contributions).

City Manager's Report

City Manager Knight thanked everyone that was involved in making the Community Center ribbon cutting ceremony a great success. He advised that the open house is Saturday, October 1 and urged everyone to attend.

City Manager Knight followed up on the starter house completion date. He mentioned that they received a detailed report from the contractor and they are expecting to finish the project on November 30, 2011.

City Attorney's Report

Attorney Brown mentioned that he was in court this past Friday with a number of other city attorney's arguing for the constitutionality and lawfulness of the red light camera safety program. There was a panel of 11 County court judges and they have taken the issue under advisement and will keep them advised whether or not the program is constitutional.

Non-Action Items

- a. Discussion items not needing decisions at this time: Orange County Commission redistricting

Mayor Bradley explained that the County redistricting process is concluding and in October the County Commission is taking up recommendations of the Redistricting Committee. He presented the three proposals (10, 11 and 12) and mentioned that it seems like Winter Park will remain in District 5. He mentioned that he will give the proposals to City Manager Knight for distribution and requested that a web-link be posted so that anyone who is interested can review the information. Mayor Bradley said since there is no formal action needed he will continue to keep the Commission informed.

Consent Agenda

- a. Approve the minutes of 9/12/11. – **PULLED FROM CONSENT AGENDA FOR DISCUSSION – SEE BELOW**
- b. Approve the following contracts:
1. Renewal of RFP-6-2007, Medical Insurance with Aetna and authorize the Mayor to execute the Renewal Package document.
 2. Temporary Extension of Tree Trimming of Electric Utility Lines with Burford's Tree, Inc. (RFP-9-2007) through November 30, 2011 and authorize the Mayor to execute the Agreement for Temporary Extension; \$80,000.
 3. Temporary Extension of Underground Electrical Construction Services with Heart Utilities, Inc. (IFB-1-2008) through December 31, 2011 and authorize the Mayor to execute the Agreement for Temporary Extension; \$200,000-\$250,000.
- c. Approve the sanitary sewer and water main easement for 701 S. Orlando Avenue, for the Oakley Corporation at the Hollieanna Shopping Center (Publix).
- d. Approve the Orange County School Board first amended and restated interlocal agreement for public school facility planning and implementation of concurrency.
- e. Adopt the FY 2012 Strategic Plan - **PULLED FROM CONSENT AGENDA FOR DISCUSSION – SEE BELOW**

Motion made by Commissioner Sprinkel to approve Consent Agenda items 'b1-3', 'c', and 'd'; seconded by Commissioner McMacken and carried unanimously with a 5-0 vote.

Consent Agenda Item 'a' - Approve the minutes of 9/12/11.

Mayor Bradley addressed the amended motion made on page 7, Mead Gardens funding. He questioned the vote taken and suggested moving both amendments to the Mead Gardens item together in the minutes so the final vote taken is clear. Mayor Bradley also asked that the verbiage concerning the Historical Association be clarified.

Commissioner Cooper referenced page 7, first paragraph regarding the discussion to reduce the budget for Fire and Police Pension. She requested that the following sentence be added to the end of the paragraph to clarify her position "Commissioner Cooper clarified that she was not suggesting that employees be required to pay an additional 6% and that the Fire contract had been negotiated in a manner that specifically allowed the City to reopen the contract to address pension issues."

Motion made by Mayor Bradley to approve Consent Agenda Item 'a' with the above changes, seconded by Commissioner Cooper and carried unanimously with a 5-0 vote.

Consent Agenda Item 'e' - Adopt the FY 2012 Strategic Plan

Commissioner Cooper requested the following changes be made to the Strategic Plan and referenced the initiatives and agreements that were included in the April 5, 2011 minutes. Under the heading of Quality Environment she would like to add "pursue first right of refusal on the post office property" as one of the initiatives since there was agreement on this matter as referenced in the minutes. Under the heading of Quality Environment she requested to add "establish plans and initiative to promote pedestrian safety." Under the heading of Quality Development and Redevelopment she requested to change the word "incentivize" to "evaluate" because during their previous discussions they were talking about evaluating.

Motion made by Commissioner Cooper that they amend Quality Environment and add "pursue first right of refusal on the post office property"; seconded by Commissioner McMacken.

Motion made by Commissioner Cooper to amend Quality Environment to add "that they establish plans and initiate a pedestrian safety plan"; seconded by Commissioner Sprinkel.

Motion made by Commissioner Cooper to change "incentivize Ravaudage" to "evaluate incentivizing Ravaudage." Commissioner McMacken asked Attorney Brown if they should be including something in the strategic plan that references a specific project since this item is scheduled to come before the Commission for discussion on October 10. Attorney Brown felt that it would be more preferable if they removed the reference to Ravaudage and simply indicate that the City wants to continue to develop and redevelop underdeveloped non-residential corridors. Commissioner McMacken said he would be comfortable deleting the reference to Ravaudage. **Motion failed for lack of a second.**

Motion made by Commissioner McMacken to remove part of the second item in Quality Development and Redevelopment that references “incentivize Ravaudage”; seconded by Commissioner Cooper.

Motion made by Commissioner Cooper that under Financial Security to add “pursue pension reform.” Motion failed for lack of second.

Motion made by Commissioner McMacken to adopt the Strategic Plan FY 2012 as potentially amended; seconded by Commissioner Sprinkel.

Upon a roll call vote (that they amend Quality Environment and add “pursue first right of refusal on the post office property”); Commissioner McMacken agreed that it should be included in the FY 2012 Strategic Plan because when they went to Washington D.C. they instructed the congressional group to pursue this on the City’s behalf and they have been. Commissioner Leary said they are pursuing the post office and they will continue to pursue it. He believes this is a tactic and not a strategy and felt that it does not belong in the Strategic Plan. Commissioner Cooper clarified that she is not asking to make it a strategic objective but is asking that it be added as an initiative. Mayor Bradley felt that if it is shown on the plan it means that this is something they will fund which he is not prepared to do. Mayor Bradley and Commissioner Leary voted no. Commissioners Sprinkel, Cooper and McMacken voted yes. The motion carried with a 3-2 vote.

Upon a roll call vote (to amend Quality Environment to add “that they establish plans and initiate a pedestrian safety plan”); Mayor Bradley and Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried unanimously with a 5-0 vote.

Upon a roll call vote (to remove part of the second item in Quality Development and Redevelopment that references “incentivize Ravaudage”); Commissioner Sprinkel said she would like to keep the word “incentive” in there because the first bullet point does not include that word and requested to delete the one word “Ravaudage” so that it reads “incentivize development and reannexation with a no direct cost to existing taxpayers approach”. Commissioner McMacken said he would accept Commissioner Sprinkel’s amendment to his original motion and delete the word “Ravaudage.”

Commissioner Cooper said her concern is that incentivizing any project is a judicial decision that should be made project by project so her concern is with a blanket statement. She said she is not against pursuing Ravaudage. Her only concern is saying that they are going to incentivize it and incentivizing is not the same as encouraging, incentivizing is putting money into something. Mayor Bradley said not necessarily. Commissioner McMacken said there are multiple ways that you can incentivize a project beyond dollars and cents and he is comfortable with Commissioner Sprinkel’s change to delete the word “Ravaudage”. **Mayor Bradley and Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried unanimously with a 5-0 vote.**

Upon a roll call vote to adopt the Strategy Map FY 2012 as amended (to amend Quality Environment and add “pursue first right of refusal on the post office property”; to amend Quality Environment to add “that they establish plans and initiate a pedestrian safety plan”; and to remove part of the second item in Quality Development and Redevelopment that references incentivizing the Ravaudage project by deleting the word “Ravaudage”);

Mayor Bradley voted no. Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried with a 4-1 vote.

Action Items Requiring Discussion:

a. Notice of Disposal proposals – State Office Building, 941 W. Morse Boulevard

Ms. DeBord provided background and mentioned that there were a total of five proposals submitted for consideration under this action. The proposers include Atlantic Housing Partners, LLP, Casto, CNL/Progress Point LLC, Eagle Summit Partners and Pollack.

The Economic Development Advisory Board (EDAB) met twice on these proposals. At their first meeting on September 13, 2011 they heard brief presentations by each of the proposers. At their meeting on September 19, 2011 they discussed the benefits and concerns of each of the proposals. Ms. DeBord spoke about the Commission work session on September 20 to hear presentations from the proposers, to ask questions and to discuss the proposals in detail. Ms. DeBord provided a brief summary on each of the proposals submitted.

Atlantic Housing Partners, LLP was looking at around 100 units on this particular piece of property. They are offering \$1M for the property and feel their unit count would possibly fall into the density category that is allowed in one of the City's zoning classifications.

Casto is proposing a joint venture for a mixed use project that would encompass the City's five (5) acres plus the 5 acres next door to this particular piece of property. Ms. DeBord said the terms would have to be determined as they have not been received. She mentioned that they provided some clarification in that they were interested in taking down the State Office Building and providing \$50,000 up front to perform planning services and design work and then enter into a lease agreement for some length of time. The City would have a role in pursuing the planning of the full 10 acres rather than just the 5 acre parcel.

CNL/Progress Point LLC is proposing to exchange property located on Orange Avenue for the City's property. She mentioned that CNL sent an email this week with an addition to the first proposal. They will guarantee that the CRA receives a minimum of \$100,000 per year from the property for the remaining life of the CRA.

Eagle Summit Partners is proposing an assisted living/memory care project with approximately 156 units on this property. They made a cash offer of \$1.65 million with the City taking down the building. She noted that they proposed a change which is to split the property for the potential use of an office building and make it a mixed use property so it could accommodate a 40,000-45,000 square foot office and about 72 assisted living units and 48 memory care units. She explained that this would reclassify this particular deal because they would be using only half of the property and at this point in time they do not know who would use or occupy the office building.

Pollack Partners originally proposed a multi-family residential project with approximately 325 units at \$6.2 million which is about \$20,000 a unit. She explained that after speaking with them anything under 200 units becomes problematic for them because right now our density allows for 25 units per acre at 5 acres, which is 125 units total.

Ms. DeBord clarified that this property is currently zoned as Land Use Office, O-1, and allows up to 17 dwelling units per acre, a maximum Floor-Area Ratio (FAR) of .45 with a maximum height of 3 stories. The CRA purchased it in 2005 for \$540,000 and they would love to get their return in investment. The property is exempt from taxation but it is on the Orange County tax roll for \$5.24 million. Any development by a private entity on this parcel will create taxable revenue for the City and the CRA. The taxable value may range from \$8 to \$12 million. In addition, the City would collect other fees such as utilities that would add to the value of the development.

Motion made by Mayor Bradley to pursue the Notice of Disposal by entering into negotiations with CNL/Progress Point for the swap of property in addition to the minimum tax as presented on the State Office Building; seconded by Commissioner Sprinkel.

Commissioner Cooper said as a citizen the City should reject all offers that are on the table at this time. She suggested that they demolish the building, clear the land and hold the property until the economy improves. She believed it is not the right time, is not the right property and is not the right price.

Commissioner Sprinkel said she likes that CNL has come back with guarantee of \$100,000. She also likes that they are looking at doing something sooner than later and that there is an incentive by adding to the tax base and by having additional corporate headquarters here in the City. That is why she is supporting it.

Commissioner Leary likes that CNL/Progress Point came back and sweetened the deal and he supports it. He said the additional \$30,000 per year for the next 14 or 15 years gives the City an additional \$450,000, it will bring approximately 300 new jobs and a 60% building occupancy rate. He encouraged CNL/Progress Point Partnership to look into taking down their building to create green space because he thinks that would be the best use at this point in time.

Mayor Bradley said unless there is a civic purpose for the current building on the Progress Point site he supports Commissioner Leary's suggestion but on the other hand the existing building might serve as sufficient space for another use.

Commissioner McMacken asked what the process would be for the City to look at the 10 acres and make it a Planned Development (PD). Ms. DeBord said she could work with the Planning Department and report back in a few weeks. Commissioner McMacken felt they should start the process and investigate that option while they are working out a deal because they may be able to use that as an additional incentive and it might reveal other alternative options. He also suggested that they consider abandoning the portion of Palmetto Avenue that goes through this parcel of land because it will create a true developed piece of property and add value.

David Winters, 1251 Palmer Avenue and representing Pollack Partners shared his concerns with the quick actions being made by the Commission and believed that these properties are not of equal value. He explained their revised proposal and asked the Commission to take more time before making a final decision.

Mayor Bradley clarified that Pollack Partners is proposing 200 units which exceeds the FAR and asked staff for clarity on what is permitted under the current code. Ms. DeBord explained that the highest density that is allowed in the City in a R-4 zoning district is 25 dwelling units per acre

and what Pollack Partners is proposing right now exceeds the current density so there would have to be some modifications made to the City's comprehensive plan to allow it.

Planning Director Jeff Briggs said right now the property is zoned O-1 office so they cannot build apartments. Predicated that it is rezoned to R-4, they exceed the unit count density per acre but they probably are under the FAR because it changes from 45% when it is Office to 200% when it is R-4.

Jim Barnes, 7 Isle of Sicily, said he is the owner of the office building that is immediately adjacent to the Bank First building site. He urged the Commission to consider all of the offers before them and said they would love to see a class A office building to compliment their property.

Paul Rutledge, 1911 Summerland Avenue and representing Casto, said this property is unique because it could serve as many different uses; but because of the current zoning, the value is restricted and he is not sure if they are getting the best price. He urged the Commission to consider all proposals before making a final decision.

Patrick Chapin, Winter Park Chamber of Commerce, agreed that this is a challenging decision. He commented that the Chamber Board of Directors is interested in creating additional CRA tax revenue as well as enhancing the gateway corridor and job creation.

Jeffrey Blydenburgh, 204 Genius Drive, said the City does not have a master plan, nor do they have a plan for the Denning corridor. He suggested that the Commission ask each of the proposers to contribute some dollars, along with the City and create a master plan.

Sally Flynn, 1400 Highland Road, said the State Office Building property belongs to the taxpayers of Winter Park. She can not see that rushing into this deal is being a good steward of the residents' tax dollars and urged the Commission to take their time before making a decision.

Joe Terranova, 700 Melrose Avenue, said the concept of the CNL deal is a good but the property values do not match up. He also thought that working with Casto on some type of joint project is also a good concept.

Paul Ellis with CNL/Progress Point summarized their proposal and the benefits associated such as job creation and new corporate headquarters for businesses. Mr. Ellis then answered questions of the Commission.

Commissioner McMacken provided his comments for staff to consider when negotiating on behalf of the City. He suggested: 1) a 50 foot easement along Morse Boulevard; 2) an additional 5 foot sidewalk/utility easement along Denning; 3) find out what the cost would be to remove the buildings and clear the land on the Progress Point property; 4) investigate what it would take to create a PD for the entire 10 acres; and 5) to possibly include a clause in the contract that if a new building is not built on the property within a certain time frame the property would revert back to the City because he does not want to see another parking garage sitting idle with a green fence around it.

Commissioner Cooper asked Commissioner McMacken about his reference to PD and if he is referring to 150% FAR. Commissioner McMacken said if that is the limit, then 'yes'.

Commissioner Cooper said it is possible that the property is worth three times the amount of money they are getting because it seems as if the Commission is considering to increase the density on the property to three times the current density. She asked if they are going there, why they are not putting a notice of disposition on the street that says they are disposing of 5 acres of property at 150% FAR instead of pretending that they are selling a piece of property at 45% FAR which is three times the density. Commissioner Leary stated if Commissioner Cooper wanted to put that statement she just made into a motion about tripling the density on the site he would second it. Commissioner Cooper responded that what she likes about the Comprehensive Plan is that it states the Commission has the authority to limit the amount of density on any parcel.

Ms. DeBord clarified that they are theoretically talking about a PD application that has not even taken place yet. She clarified that the exchange agreement is not going to cover these types of terms. The exchange agreement would only cover the current land use zoning as O-1, Office use and anything outside of this would have to be a separate discussion and covered under a separate agreement later on.

Ms. DeBord explained the next steps moving forward would be for staff to look at the closing documentation information, the additional valuation, and the possible disposal of both buildings. Staff would then come back to the Commission in two weeks with more detail in regards to the exchange agreement and potentially a closing date.

Mayor Bradley restated his motion. **Motion made by Mayor Bradley to authorize staff to enter into negotiations with CNL/Progress Point for the purposes of exchanging the property plus the additional values discussed; seconded by Commissioner Sprinkel. Upon a roll call vote, Mayor Bradley and Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried unanimously with a 5-0 vote.**

Public Comments

Patrick Chapin, Winter Park Chamber of Commerce, said the Community Center is a beautiful building and a great asset to the community. He thanked everyone who was involved for their hard work.

A recess was taken from 5:48 p.m. to 6:08 p.m.

Budget Public Hearings

Mayor Bradley opened the public hearing and read into the record the following: "The millage rate needed for fiscal year 2012 to generate the same property tax revenue for the City as in 2011, based on the Property Appraiser's certification, is 4.2065 mills. The budget proposed by the staff with amendments generally agreed to by the City Commission requires a millage of 4.0923 mills. This proposed millage of 4.0923 mills would represent a decrease in property taxes not counting new construction and the City's dedicated increment value payment to the Community Redevelopment Agency of 2.71%. In addition, a .1046 mill voted debt service is levied to cover the debt service of the General Obligation Bonds, Series 2004 approved by the citizens of Winter Park at the June 4, 1996 bond referendum, and a .2197 mill voted debt service is levied to cover the debt service of the General Obligation Bonds, Series 2011 approved by the citizens of Winter Park at the May 16, 2000 bond referendum."

Mayor Bradley commented that this would be a simultaneous public hearing on both ordinances. Attorney Brown read both ordinances by title.

- a. ORDINANCE NO. 2853-11: AN ORDINANCE OF THE CITY OF WINTER PARK, FLORIDA ADOPTING A 4.0923 MILL AD VALOREM TAX LEVY UPON ALL REAL AND PERSONAL PROPERTY FOR APPROPRIATION TO THE GENERAL OPERATING EXPENSES OF THE CITY, A .1046 MILL VOTED DEBT SERVICE LEVY UPON ALL REAL AND PERSONAL PROPERTY FOR APPROPRIATION TO THE CITY OF WINTER PARK, FLORIDA GENERAL OBLIGATION BONDS, SERIES 2004, AND A .2197 MILL VOTED DEBT SERVICE LEVY UPON ALL REAL AND PERSONAL PROPERTY FOR APPROPRIATION TO THE CITY OF WINTER PARK, FLORIDA GENERAL OBLIGATION BONDS, SERIES 2011. Second Reading

Motion made by Commissioner Leary to adopt the ordinance; seconded by Commissioner Sprinkel. Upon a roll call vote, Mayor Bradley and Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried unanimously with a 5-0 vote.

- b. ORDINANCE NO. 2854-11: AN ORDINANCE OF THE CITY OF WINTER PARK, FLORIDA ADOPTING THE ANNUAL BUDGET FOR THE FISCAL YEAR BEGINNING OCTOBER 1, 2011 AND ENDING SEPTEMBER 30, 2012 AND ACCOMPANYING FIVE YEAR CAPITAL IMPROVEMENT PLAN; APPROPRIATING FUNDS FOR THE GENERAL FUND, DESIGNATIONS TRUST FUND, STORMWATER UTILITY FUND, AFFORDABLE HOUSING FUND, COMMUNITY REDEVELOPMENT FUND, POLICE GRANT FUND, DEBT SERVICE FUND, WATER AND SEWER FUND, GOLF COURSE FUND, ELECTRIC UTILITY FUND, FLEET MAINTENANCE FUND, VEHICLE/EQUIPMENT REPLACEMENT FUND, EMPLOYEE INSURANCE FUND, GENERAL INSURANCE FUND, CEMETERY TRUST FUND, GENERAL CAPITAL PROJECTS FUND AND STORMWATER CAPITAL PROJECTS FUND; PROVIDING FOR MODIFICATIONS; PROVIDING FOR AMENDMENTS TO SAID ANNUAL BUDGET TO CARRY FORWARD THE FUNDING OF PURCHASE ORDERS OUTSTANDING AND UNSPENT PROJECT BUDGETS AS OF SEPTEMBER 30, 2011; AND AUTHORIZING TRANSFER OF FUNDS HEREIN APPROPRIATED BETWEEN DEPARTMENTS SO LONG AS THE TOTAL FUND APPROPRIATIONS SHALL NOT BE INCREASED THEREBY. Second Reading

Motion made by Commissioner Leary to adopt the ordinance; seconded by Commissioner Sprinkel.

Commissioner Cooper stated that she will not be supporting the budget this year. She explained that she believes it is time for the Commission to address an ever increasing expectation of projects funded by the revenues and this year they need to look at cutting those expenses and to also address the pension costs. Commissioner Cooper also clarified once again that she was recommending that the City hold aside 6% of the amount equal to the annual contribution to the pensions.

Commissioner Leary stated that they should feel good about the current budget. He explained that the City will have 26% of annual expenditures set aside in reserves by September 2012, employees have not had a cost of living raise in the last 3 years and he supports the 2.5% increase, the pensions are 80% funded and a pension study is currently underway so they can further address the situation, and he supports the \$150,000 that is set aside for the Economic Development Plan because it is really a master plan that will incentivize the major corridors throughout the City.

Upon a roll call vote, Mayor Bradley and Commissioners Leary and Sprinkel voted yes. Commissioners Cooper and McMacken voted no. The motion carried with a 3-2 vote.

Public Hearings

- a. RESOLUTION NO. 2093-11: A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF WINTER PARK, FLORIDA, SETTING FORTH THE CITY'S INTENT TO USE THE UNIFORM AD VALOREM METHOD OF COLLECTION OF A NON-AD VALOREM ASSESSMENT FOR THE PROPERTIES LYING WITHIN THE MUNICIPAL BOUNDARIES OF THE CITY OF WINTER PARK, CONSISTING OF PROPERTIES ABUTTING DIXIE PARKWAY AND WILLIAMS DRIVE AS MORE PARTICULARLY INDICATED IN EXHIBIT "A" ATTACHED HERE, TO FUND CERTAIN PUBLIC IMPROVEMENTS OF THE INSTALLATION OF UNDERGROUND ELECTRICAL/BHN FACILITIES; PROVIDING THAT A COPY OF THIS RESOLUTION SHALL BE FORWARDED TO THE PROPERTY APPRAISER, TAX COLLECTOR AND THE FLORIDA DEPARTMENT OF REVENUE IN ACCORDANCE WITH SECTION 197.3632(3)(a), FLORIDA STATUTES; PROVIDING FOR CONFLICTS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

Attorney Brown read the resolution by title. **Motion made by Commissioner McMacken to adopt the resolution; seconded by Commissioner Cooper.**

Jane Hames, 780 Williams Drive, asked for clarity regarding the meaning of the Resolution. Mayor Bradley explained that a group of citizens came together and said they are willing to tax themselves to underground their utilities.

Upon a roll call vote, Mayor Bradley and Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried unanimously with a 5-0 vote.

- b. Request of Rollins College to amend or revise the conditional use approval previously granted for a hotel project at 300 New England Avenue, to build the Alford Inn at Rollins College, consisting of a five-story, 112 room hotel with a restaurant/bar, meeting/ballroom space and on-site parking, zoned R-4 and to authorize the Mayor to execute the Seventh (7th) amendment to the developer's agreement.

Planning Director Jeff Briggs provided background on this request. Rollins College is requesting approval to amend the Conditional Use previously granted for a hotel project at 300 E. New England Avenue, in order to build the Alford Inn at Rollins consisting of a five story, 112 room hotel with restaurant/bar, meeting/ballroom space and on-site parking, on the vacant 3.33 acre property zoned R-4. Per City code, this public hearing is for the "preliminary" CU approval per code. The "final" CU approval per code is upon receipt of the final landscape plan, final stormwater design, final (exterior) architectural elevations with exterior materials noted, and a parking management plan.

The Planning and Zoning Board by a 6-0 vote recommended approval for the preliminary conditional use request with the following conditions to be addressed in the final conditional use submittal or in the development agreement:

1. That consistent with code, the "final" conditional use review shall include the final landscape plan, final storm water design and the final (exterior) architectural elevations with exterior materials noted.

2. That the applicant should submit the "parking management plan" at the time of the "final" conditional use review.
3. That the City and Rollins may enter into the 7th Amendment to the Development Agreement at this time.
4. That the east building facade (two story portion on the library facing side) be revised to provide some added architectural relief.
5. That visual buffering and sound attenuation be provided for the HVAC equipment on the rooftop of the two story building component.
6. That the grading and drainage interface between the hotel and condominium properties be addressed.
7. That the use of the hotel be restricted to prohibit student housing or use as classrooms.
8. That the issue of ventilation of bus exhaust on the Lyman Avenue side be addressed.
9. That there is a reconciliation of the issue of the travel distance between the hotel and the parking garage.
10. That a workshop is scheduled with the Planning and Zoning Board prior to the final conditional use approval concerning the scope and content of the parking management plan.
11. Clarification in the development agreement of 115 versus 129 spaces.
12. That all service and deliveries trucks are to be from the loading dock and not along New England Avenue.
13. That the City Commission reviews the parking management plan six months after certificate of occupancy issuance.

Each member of the Commission disclosed their involvement or ex-parte communications. Commissioner Leary noted that he had conversations with representatives from Rollins College and their attorneys, local residents and their attorneys, city staff, and members of the Planning & Zoning Board. He also mentioned that he is on the Hamilton Holt School Board and since there is no financial compensation he was advised that he could participate in voting. Commissioner Sprinkel spoke with representatives from Rollins College and their attorneys, local residents and their attorneys, city staff, members of the Planning & Zoning Board and students. She disclosed that she receives compensation for providing adjunct at Rollins College and has been advised by Attorney Brown that she cannot vote on this issue (Conflict of Interest form submitted as part of these minutes). Commissioner Cooper said she spoke with Rebecca Wilson, Lowndes Drosdick Doster Kantor and Reed law firm, Mickey Grindstaff with Shutts & Bowen LLP, approximately 50 residents throughout the city, city staff and members of the Planning & Zoning Board. Commissioner McMacken spoke with representatives from Rollins College and their attorneys, "The Residences" resident Mr. Battaglia and city staff. Commissioner Cooper said she also spoke with Mr. Battaglia. Mayor Bradley said he spoke with representatives of Rollins College in addition to their counsel, representatives of The Residences, City residents, city staff and members of the Planning & Zoning Board post their decision.

The following people representing the applicant spoke: Lewis M. Duncan, President of Rollins College who provided an overview of the project. He discussed affordability, job generation and generating tax revenue for the City. Rebecca Wilson, of Lowndes Drosdick Doster Kantor and Reed introduced the members of the development team that were present. Tim Baker, of Baker Barrios Architects, Inc. gave detailed insight into the architecture of the project.

Mrs. Wilson discussed parking capacity, operations, education/enforcement for the proposed project and the benefits to the City of the project. She asked the Commission to approve the preliminary conditional use permit for the proposed hotel subject to the Planning and Zoning conditions of approval.

Mr. Briggs and Ms. Wilson responded to Commission questions and concerns related to the parking management plan, shared use parking, work sessions, room rates and hotel rating.

Attorney Mickey Grindstaff, Shutts & Bowen LLP, representing the owners of the 23 units in The Residences of Winter Park Condominium Association addressed the Commission. He mentioned that he attended the P&Z meeting on September 13 where he expressed a number of concerns and then followed up with a letter dated September 22 to the Commission, Mr. Briggs and P&Z Board members with his concerns. Since then he has had numerous conversations with Mrs. Wilson and Rollins College representatives and announced that they have reached a positive resolution which addresses all of the major concerns of The Residences.

Mr. Grindstaff then provided the Commission with a two page document titled "Revised 9/26/11 Possible Interim Solution", version 3 (attached) which lists the additional conditions that they have all agreed upon. He said The Residences are in support of the conditional use application and will support both the preliminary and final conditional use application, the parking management plan and the seventh amendment to the developer's agreement provided that the following three items remain consistent: (1) all of the documents they have seen so far, such as the renderings and elevations, (2) the existing staff and P&Z conditions and (3) The Residences additional conditions. Mr. Grindstaff thanked the entire Rollins college team and Mrs. Wilson for stepping up to the plate and addressing their concerns. Mr. Grindstaff then answered questions of the Commission.

The following persons spoke in support of the Alford Inn project:

Joe Terranova, 700 Melrose Avenue
Sigrid Tiedtke, 1760 Gaines Way
Rosemary Gillett, 106 South Interlachen Avenue #319
Duke Marsh, 261 Rippling Lane
Patrick Chapin, Winter Park Chamber of Commerce
Bill Battaglia, 300 South Interlachen, #602

Candace Chemtob, 141 Alexander Place, mentioned that she lives directly across from the proposed hotel. She commented that she met with Frank Herring, a Rollins representative last week and shared her concerns about the traffic flow and suggested they consider a different drop off location on Interlachen versus New England or to allow a left hand turn off Fairbanks onto Interlachen.

Rick Frazee, representing the Best Western Mt. Vernon Inn, said he is in favor of the project with conditions. He requested that they also obtain the AAA 4 diamond rating and to include this language in the development agreement. He felt that this was not an unreasonable request.

Barbara Ferrero, 250 Alexander Place, stated she was very supportive of the project but does not want another parking garage in the City.

Motion made by Commissioner Cooper to approve the conditional use with some conditions. Commissioner Cooper said these items are more of a clarification for Rollins and for P&Z. **Commissioner Cooper said the change that she is recommending is an amendment to P&Z Board recommendations, Condition #2, which reads “That the applicant should submit the “parking management plan” at the time of the “final” conditional use review. She would like to alter that to read “That the applicant should submit the proposed final parking management plan in a timely manner to enable P&Z work shop review in advance of final conditional approval”.**

Commissioner McMacken said he believes the purpose of the work shop is to have the college attend, the residents of the neighborhoods and P&Z and that out of this work shop would come a parking management plan that all parties concerned had a hand in crafting. **Commissioner Cooper referenced P&Z Condition #10 which reads “That a workshop is scheduled with the Planning and Zoning Board prior to the final conditional use approval concerning the scope and content of the parking management plan. She would like to add the words “and adequacy” after the word “content”. Commissioner Cooper said her last amendment is relative to discussion with the applicant and would be “To include a requirement that hotel services and quality conform to a AAA or 4 star level”. Motion failed for lack of a second.**

Motion made by Mayor Bradley to approve the conditional use as presented by the Planning & Zoning Board to include the draft of the possible interim solutions as being presented to them by the HOA Residences; seconded by Commissioner Leary.

Motion amended by Commissioner Cooper to amend Conditional Use Item #2, that the applicant submit the parking management plan in a timely manner to enable P&Z a work shop review in advance of final conditional public hearings; seconded by Mayor Bradley.

Motion amended by Commissioner Cooper to amend Conditional Use Item #10, that they add the term “adequacy” of the parking management plan. Mayor Bradley said he supports that request and asked that this be included as part of the initial amendment so that the parking plan comes back and that P&Z also looks at the adequacy of the plan at that time. Commissioner Cooper agreed and said that is fine. Motion seconded by Mayor Bradley.

Mrs. Wilson, representing Rollins College, stated for the record that they agree to the conditions listed in the document from The Residences of Winter Park HOA’s labeled “possible interim solution draft 9/26/11 that was provided to the Commission. Mayor Bradley acknowledged and said that information has been included in the initial motion.

Upon a roll call vote on the amendment, Mayor Bradley and Commissioners Leary, Cooper and McMacken voted yes. The motion carried with a 4-0 vote. Commissioner Sprinkel abstained from voting due to a conflict of interest. She filed Form 8B Memorandum of Voting Conflict, see attached.

Upon a roll call vote on the main motion as amended, Mayor Bradley and Commissioners Leary, Cooper and McMacken voted yes. The motion carried with a 4-0 vote.

Commissioner Sprinkel abstained from voting due to a conflict of interest. She filed Form 8B Memorandum of Voting Conflict, see attached.

A recess was taken from 7:51 p.m. to 8:01 p.m.

c. Request of the City of Winter Park:

ORDINANCE NO. 2855-11: AN ORDINANCE OF THE CITY OF WINTER PARK, FLORIDA, AMENDING CHAPTER 58 "LAND DEVELOPMENT CODE" ARTICLE I, "COMPREHENSIVE PLAN", CAPITAL IMPROVEMENT ELEMENT TO ADOPT THE REVISED FIVE YEAR CAPITAL IMPROVEMENT PLAN WITHIN THE DATA, INVENTORY AND ANALYSIS COMPONENT OF THE COMPREHENSIVE PLAN AND TO UPDATE AND TO REFLECT CURRENT PUBLIC SCHOOL FACILITY AND CAPACITY PLANS, PURSUANT TO THE REQUIREMENTS OF CHAPTER 163, FLORIDA STATUTES AND PROVIDING FOR SEVERABILITY, CONFLICTS AND AN EFFECTIVE DATE. Second Reading

Attorney Brown read the ordinance by title. **Motion made by Commissioner McMacken to adopt the ordinance; seconded by Commissioner Sprinkel.** No public comments were made. **Upon a roll call vote, Mayor Bradley and Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried unanimously with a 5-0 vote.**

d. ORDINANCE NO. 2856-11: AN ORDINANCE OF THE CITY OF WINTER PARK, FLORIDA, AMENDING CHAPTER 58 "LAND DEVELOPMENT CODE" ARTICLE I, "COMPREHENSIVE PLAN" SO AS TO ELIMINATE THE TWICE A YEAR LIMITATION ON AMENDMENTS TO THE COMPREHENSIVE PLAN, SUBSTITUTING FOR THE CURRENT AMENDMENT PROCEDURES, PROVIDING FOR SEVERABILITY, CONFLICTS, CODIFICATION, PROVIDING AN EFFECTIVE DATE. Second Reading

Attorney Brown read the ordinance by title. **Motion made by Commissioner McMacken to adopt the ordinance; seconded by Commissioner Sprinkel.** No public comments were made. **Upon a roll call vote, Mayor Bradley and Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried unanimously with a 5-0 vote.**

e. ORDINANCE NO. 2857-11: AN ORDINANCE OF THE CITY OF WINTER PARK, FLORIDA VACATING AND ABANDONING THE EASEMENT LOCATED AT 1680 MAGNOLIA AVENUE, MORE PARTICULARLY DESCRIBED HEREIN, PROVIDING AN EFFECTIVE DATE. Second Reading

Attorney Brown read the ordinance by title. **Motion made by Commissioner McMacken to adopt the ordinance; seconded by Commissioner Sprinkel.** No public comments were made. **Upon a roll call vote, Mayor Bradley and Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried unanimously with a 5-0 vote.**

f. Adoption of fee schedule effective October 1, 2011

City Manager Knight advised that twice a year the Commission adopts the fee schedule and is able to make modifications if needed.

Motion made by Commissioner McMacken to adopt the fee schedule; seconded by Commissioner Sprinkel. No public comments were made. **Upon a roll call vote, Mayor**

Bradley voted no. Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried with a 4-1 vote.

- g. AN ORDINANCE OF THE CITY COMMISSION OF THE CITY OF WINTER PARK, FLORIDA, REPEALING SECTIONS 62-51 AND 62-53 OF THE CITY CODE, AND AMENDING SECTION 62-52 OF THE CODE, AS REQUIRED BY CHAPTER 2011-109, LAWS OF FLORIDA; PROVIDING FOR REPEAL OF PRIOR INCONSISTENT ORDINANCES AND RESOLUTIONS; PROVIDING FOR CODIFICATION, SEVERABILITY AND AN EFFECTIVE DATE. First Reading

Attorney Brown read the ordinance by title and provided a brief explanation of the proposed ordinance. House Bill 45 amends Florida State Statute 790.33 to more strongly express the state's occupation of the "Whole Field of Regulation of firearms and ammunition," to include the purchase, sale, transfer, taxation, manufacture, ownership, possession, storage and transportation thereof. The preemption means that all existing and future county, city, town, or municipal ordinances as well as any administrative regulations or rules adopted by a local or state government related thereto are declared null and void. The intent of the bill is to provide uniform firearms laws in the State. There are exceptions to the new bill that are listed below:

1. Zoning ordinances that encompass firearms businesses along with other businesses as long as they do not purposely restrict or prohibit the sale, purchase, transfer, or manufacture of firearms or ammunition as a method of regulations.
2. Law enforcement agencies from enacting and enforcing firearm related regulations within their agencies.
3. Regulating or prohibiting the carrying of firearms and ammunition by an employee of the city during and in the course of the employee's official duties except as provided in Florida State Statute 790.251.

Attorney Brown clarified that this ordinance will repeal the two ordinances that regulate firearms and ammunition because they are in direct conflict with the new law. We also amended Section 62-52 which basically applies to air guns, sling-shots and other items that are not necessarily firearms. Attorney Brown also provided a brief summary regarding possible violations.

Commissioner Cooper asked if the City has lost any laws due to this change. Deputy Chief of Police Art King said no.

Motion made by Commissioner Leary to accept the ordinance on first reading; seconded by Commissioner McMacken. No public comments were made. Upon a roll call vote, Mayor Bradley and Commissioners Leary, Sprinkel, Cooper and McMacken voted yes. The motion carried unanimously with a 5-0 vote.

City Commission Reports:

- a. Commissioner Leary
1. Commissioner Leary followed up on a previous request made by Commissioner Sprinkel regarding the flags in the chambers and what they mean. City Manager Knight mentioned that he completed the list and will present it at the next meeting.

2. Commissioner Leary attended a Jackson Hewitt sponsored event at Fleet Peoples Park last weekend and they raised over \$11,000 for the ASPCA. He also attended the Ka-Boom playground event at Lake Island Park and the Crealde Fundraiser.

b. Commissioner Sprinkel

Commissioner Sprinkel asked for an update on the Wayfinding signs. Public Works Director Troy Attaway provided background and explained that the City responded to FDOT comments regarding wind load certification for the poles that are being used to support the signs along with information on design criteria and they are now awaiting FDOT comment or approval.

c. Commissioner Cooper

1. Commissioner Cooper welcomed a new company to Winter Park specializing in hospital uniforms and located in the Whole Foods Shopping Center.
2. Commissioner Cooper announced that the Florida Commission for Historic Preservation recommended approval of the Interlachen district.
3. Commissioner Cooper mentioned that she will be participating in the Winter Park Health Foundation community conversations this week regarding the Village Living Model. She explained that it is a program that is designed to help older citizens age in place.
4. Commissioner Cooper said the Orlando Business Journal published their Top 100 companies based on revenue and that 11 companies are from Winter Park and one is RLF. Mayor Bradley mentioned that there are more than 11 companies if they were to count Winter Park citizens that are owners of those businesses.

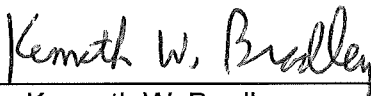
d. Commissioner McMacken

1. Commissioner McMacken reminded everyone that October 8-9 is the Autumn Art Festival and he is looking forward to this great event.
2. Commissioner McMacken felt that in the future they should be careful about showing enthusiasm before taking public comment on a public hearing item.

e. Mayor Bradley

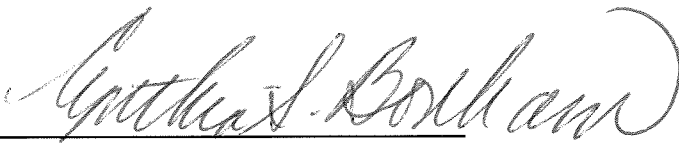
1. Mayor Bradley asked for support to request staff to gather all of the parking plans that have been completed for downtown and assess the parking situation. There was consensus for staff to look into this and bring forward in the next 90 days. The request was acknowledged.
2. Mayor Bradley asked City Manager Knight to schedule the 90 day plan for the next meeting. The request was acknowledged.
3. Mayor Bradley mentioned that this week he will accompany Police Chief Railey and attend the 2011 Governors Highway Safety Association seminar in Cincinnati where they will speak about Traffic Law Enforcement and our DEDACTS program. He said it is a great honor to represent the City at this event.

The meeting adjourned at 8:25 p.m.



Mayor Kenneth W. Bradley

ATTEST:



City Clerk Cynthia S. Bonham

FORM 8B MEMORANDUM OF VOTING CONFLICT FOR COUNTY, MUNICIPAL, AND OTHER LOCAL PUBLIC OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME <i>Sprinkel-Sarah-Clark</i>	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE <i>Winter Park City Commission</i>
MAILING ADDRESS <i>1031 Osceola Av.</i>	THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF: <input checked="" type="checkbox"/> CITY <input type="checkbox"/> COUNTY <input type="checkbox"/> OTHER LOCAL AGENCY
CITY COUNTY <i>Winter Park Fl. 32789 Orange</i>	NAME OF POLITICAL SUBDIVISION: <i>Commissioner</i>
DATE ON WHICH VOTE OCCURRED	MY POSITION IS: <input checked="" type="checkbox"/> ELECTIVE <input type="checkbox"/> APPOINTIVE

WHO MUST FILE FORM 8B

This form is for use by any person serving at the county, city, or other local level of government on an appointed or elected board, council, commission, authority, or committee. It applies equally to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing the reverse side and filling the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

A person holding elective or appointive county, municipal, or other local public office MUST ABSTAIN from voting on a measure which inures to his or her special private gain or loss. Each elected or appointed local officer also is prohibited from knowingly voting on a measure which inures to the special gain or loss of a principal (other than a government agency) by whom he or she is retained (including the parent organization or subsidiary of a corporate principal by which he or she is retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. Commissioners of community redevelopment agencies under Sec. 163.356 or 163.357, F.S., and officers of independent special tax districts elected on a one-acre, one-vote basis are not prohibited from voting in that capacity.

For purposes of this law, a "relative" includes only the officer's father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with the officer as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

* * * * *

ELECTED OFFICERS:

In addition to abstaining from voting in the situations described above, you must disclose the conflict:

PRIOR TO THE VOTE BEING TAKEN by publicly stating to the assembly the nature of your interest in the measure on which you are abstaining from voting; *and*

WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

* * * * *

APPOINTED OFFICERS:

Although you must abstain from voting in the situations described above, you otherwise may participate in these matters. However, you must disclose the nature of the conflict before making any attempt to influence the decision, whether orally or in writing and whether made by you or at your direction.

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes. (Continued on other side)

APPOINTED OFFICERS (continued)

- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF LOCAL OFFICER'S INTEREST

I, Sarah Sprinkel, hereby disclose that on Sept. 26, 20 11:

(a) A measure came or will come before my agency which (check one)

- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____;
- inured to the special gain or loss of my relative, _____;
- inured to the special gain or loss of _____, by whom I am retained; or
- inured to the special gain or loss of Rollins College, which is the parent organization or subsidiary of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

I provide adjunct teaching to Rollins.

9/26/2011
Date Filed

Sarah Sprinkel
Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.

REVISED 9/26/11

POSSIBLE INTERIM SOLUTION.

1. **PARKING.** Rollins will provide, at no cost to The Residences, for the benefit of The Residences' members and guests, use of ten (10) reserved/designated, but non-assignable to third parties, parking spaces (the "Reserved Spaces") in the Lawrence Center parking lot. The Reserved Spaces may be relocated in the future at the discretion of Rollins for a compelling reason (by way of example, for the redevelopment of the Lawrence Center property) to a future garage on the hotel site, the Lawrence Center property, or on the Library site (if owned by Rollins) (the "New Garage"). The Reserved Spaces may not be relocated to the SunTrust parking garage. There is no obligation for Rollins to build the New Garage. This parking arrangement will be memorialized by a parking agreement to be recorded in the public records of Orange County, Florida.

2. **FINAL PARKING/VALET PLAN.** The "final" parking plan will be submitted at the time of the "final" conditional use review and, in addition to requirements for the Seventh Amendment, include the following additional requirements:

- Hotel valet services will be provided on New England Avenue and no valet services will be provided within The Residences' porte cochere on Lyman Avenue.
- The final parking plan will incorporate a requirement that the surface parking lot be filled before any offsite valet parking is extended to the SunTrust parking garage except to the extent the surface parking lot aisles are used for access.
- The final parking plan will include a parking agreement with All Saints Episcopal Church.

3. **HOTEL USE RESTRICTIONS.** There will be no dormitories, student or faculty housing within the hotel and there will be no classrooms or other teaching facilities for Rollins students at the hotel that conduct classes such as those customarily conducted on campus. Provided, however, this restriction is not intended to prevent students or faculty from staying at the hotel as normal guests, nor is it intended to prohibit conferences, seminars or other educational activities sponsored by Rollins or unrelated parties.

4. **FINISHED FLOOR GRADES / ADA COMPLIANCE.** Staff shall confirm that the proposed hotel courtyard court levels integrate with The Residences building at an elevation of 91.00 feet in a manner that is consistent with the originally approved plans. Any such integration/connectivity shall include one or more handicap ramps and be otherwise ADA compliant. Any required modifications to the existing Residences building and/or improvements resulting from the change of existing grade will be at Rollins sole expense.

5. HVAC SCREENING ON TOP OF ROOFTOP/SOUND AND VISUAL. The screening for the rooftop equipment (including HVAC equipment) on the roof of the hotel will be required to be screened for both sound attenuation and visual purposes for the benefit of both the hotel and The Residences to the extent allowed by the Building Code and in such a manner that does not impair the proper function thereof. The screening shall be equivalent to the screening provided on the hotel side of such rooftop equipment. Such screening shall completely encompass the rooftop equipment.

6. VENTILATION. The staff shall not permit a site plan or site plan amendment that allows cars and buses to park near ventilation intake fans that serve The Residences underground garage.

7. CONDITIONS OF DEVELOPER'S AGREEMENT AND PRIVATE AGREEMENT. The foregoing conditions Number 2 – 6, inclusive, will be incorporated into the Seventh Amendment to the Developer's Agreement. They will also be incorporated into a separate private agreement (the "Private Agreement") between Rollins College and The Residences which will provide that none of such conditions may be revised or amended without the written consent of both Rollins and the BOD of The Residences, which consent will not be unreasonably delayed or denied. The Private Agreement will be recorded in the public records of Orange County, Florida.

8. APPROVAL. The above proposal would require the written approval of Rollins College and the written approval of the BOD of The Residences and a majority of the individual unit owners.