

**AMELIA PARK NEIGHBORHOOD ASSOCIATION, INC.
SPECIAL BOARD OF DIRECTORS MEETING
February 23, 2018**

A Special Board of Directors Meeting of the Amelia Park Neighborhood Association, Inc. (APNA) was held this day in the City of Fernandina Beach Policy Department Training Room, 1525 Lime Street, Fernandina Beach, FL.

BOARD MEMBERS PRESENT

Paul Guyette, President
John Aitken, Vice President (by phone)
Jack Stumpff, Secretary
Debra Connelly, Director (at the commencement of the meeting)
Robert St. John, Director
Jim Higginbotham, Director

AMELIA ISLAND MANAGEMENT

None

BOARD MEMBERS ABSENT

Fred Pugh, Treasurer (at commencement of meeting)

OWNERS PRESENT

On file at Amelia Island Management

CALL TO ORDER / ROLL CALL

Notice of the Board of Directors Meeting was posted on APNA property on February 21, 2018, and emailed to the Board and Membership, which is in accordance with the Documents of the Association. There were six (6) Board members present in person, which represented a quorum. President Guyette called the meeting to order at 11:03 a.m., and called the roll of the Board members.

DISCUSSION CONCERNING THE STATUS OF NEGOTIATIONS WITH HOLY TRINITY ANGLICAN CHURCH (HTAC) REGARDING THE STATUS OF THEIR SCHOOL PROJECT.

President Guyette announced that he had received a copy of a letter from John Lasserre of the law firm of Rogers Towers who is representing HTAC to Ms. Teresa Prince of the law firm of Tomasetti and Prince who represent APNA regarding the plans for development of the school site in Amelia Park. Considerable discussion ensued among the Board as well as the owners present with a focus on the impact of the school on the community and the measures that the various directors and owners thought were needed to mitigate the impact. The view of HTAC that the two non-contiguous parcels, church and school, and the associated circulation of students between the two entities and possibly the YMCA was a major topic of discussion. The adverse impact on the community caused by the traffic (vehicular and pedestrian) as well as noise and safety and security of children and the community were discussed as was the impact on property values. It was decided that it is imperative to have a written agreement between HTAC and APNA that is enforceable and recordable is imperative. APNA also desires the school be self-contained to eliminate the problems of daily student circulation between the church and the school. It is preferable that the student population of the school be limited, that insurance requirements be clearly delineated and that APNA must re-evaluate its assessment for the school in view of the considerable infringement on the neighborhood.

At 12:20 p.m. Fred Pugh, director, joined the meeting.

To respond to our attorney and then the attorney for HTAC, President Guyette called upon Rusty Footlik, Architectural Review Board chairman, to comment on the statement in the Lasserre letter that "It is our client's understanding that the architectural designs have been approved and that the only remaining approval is the site plan." Mr. Footlik indicated that while the design of the structures has been favorably reviewed, more than just site plan approval remains in that there is a need to address lighting, signage, and irrigation. It was also discussed that until the issue of self-containment or pedestrian flow between the church and the school is resolved, complete site plan approval is not possible and the resolution of this latter issue is beyond the control of the ARB and a Board issue.

At 12:50 p.m. Debra Connelly departed the meeting for a prior commitment.

DISCUSSION CONCERNING AN APPLICATION SUBMITTED TO THE CITY OF FERNANDINA BEACH CASE #PAB2018-01 ON BEHALF OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF FLORIDA'S FIRST COAST INC. BY MIKE ANTONONPOULOS FOR A ZONING MAP AMENDMENT AND CHANGE TO AMELIA PARK PUD IN ORDER TO ALLOW HOMES TO BE BUILT ON THE YMCA BALL FIELD BEHIND PUBLIX.

Discussion ensued by Amelia Park Neighborhood Association owners and the board of directors in regards to the YMCA's December 5, 2017 PAB application. President Guyette provided background to all present and then advised those present that based on two title searches, neither Amelia Park Neighborhood Association nor the residents of Amelia Park have no legal linkage to ownership or assignment of rights to the property in question; however, there are third party benefit rights. He then outlined five basic approaches to addressing an APNA response. Discussion centered on the likelihood that the property in question is likely to be developed in some fashion in the foreseeable future and the merits and desirability of negotiating with the YMCA and its designated representatives to craft an agreement that may be in the best interests of APNA as well as the YMCA and the developers who are designated to represent the Y.

It was decided that President Guyette would draft correspondence to Mr. Embry as the representative of the Y to raise a number of issues that APNA would like the developer to address, which will include but not be limited to the following:

- The establishment of a dedicated YMCA ingress/egress to Citrona since the Y will expand with the proceeds from the sale of the ballfield land and cause more vehicular traffic,
- A separate construction entrance to the project from the strip mall to the south of the parcel in question,
- An increase in the buffer along Lake Park to 30'.
- A reduction in the number of homes from the proposed 17 and a larger preserved area.
- The development of parking recessed into the city's right-of-way along Perimeter Park Road West by Charleston row and the condos to permit two-way traffic along that roadway,
- The preservation of a path along the lakefront,
- The creation of a path from the new homes developed to the Perimeter Park Rd mail kiosk,
- The construction of only one lane for vehicular ingress and egress at Field Street to the new development,
- The requirement that the new homes be designed to the Amelia Park design code,
- An agreement that Amelia Park at its sole discretion may annex the homes constructed,
- An easement for APNA's irrigation system, and
- AP's legal expenses associated with this project be borne by the developer.

The Planning Advisory Board (PAB) of the City of Fernandina Beach is expected to consider the YMCA's application on March 14th. The Board decided to have its Executive Committee met with Joel Embry on or about March 2nd to both have Mr. Embry show the APNA how the restrictive covenant has been removed or resolved and well as to discuss the various issues discussed at the meeting and addressed in the letter Mr. Guyette will draft and send.

OTHER BUSINESS

None at this time.

ADJOURNMENT

Jack Stumpff moved to adjourn the meeting; Robert St. John seconded and the motion passed unanimously. The meeting adjourned at 2:20 p.m.

Respectfully Submitted,



Jack Stumpff, Secretary

**Amelia Park Neighborhood Association (APNA)
Status / Positional Update - Resulting from a Special Board of Directors (BOD) Meeting on
Friday, February 23, 2018**

Re: Holy Trinity Anglican Church (HTAC) Proposed School Project

Intro/ Background:

- The Board's understanding based upon communication from our legal counsel that HTAC Property is part of Amelia Park, a Planned Unit Development and is subject to the Amelia Park Master Deed Restrictions, as thereafter amended, recorded in Official Records Book 842, Page 56 (the "Restrictions") and the Amelia Park Amended and Restated Declaration of Charter, Easements, Covenants and Restrictions, recorded in Official Records Book 1977, Page 499, as thereafter amended (the "Covenants"), all as recorded in the Public Records of Nassau County, Florida. Furthermore, that HTAC wishes to construct a traditional Christian school facility initially serving grades 3 through 12 (the "School") on the HTAC Property and in that regard is required, pursuant to the Restrictions, the Covenants and the City of Fernandina Beach Amelia Park Code, as amended (the "Amelia Park Code"), to obtain approval of all development plans by the Amelia Park Architectural Review Board (the "ARB").
- The Board further understands that there is a PUD which addresses parcel of land designated as civic. The PUD takes into consideration that exceptions associated with civic use may be required and directs the civic parcel owners to negotiate with the ARB to handle such exceptions. It is the BOD understanding that this PUD exception with ARB does not simply override the various deed restrictions, covenants, easements, etc. associated with APNA.
- The Board further understands that in April 2017, the HTAC appealed to the City of Fernandina Beach for a temporary zoning ordinance variance to operate a school at its existing facility, which it had already been operating in violation for the previous three years. The variance was granted and expires in December 2019.
- The Board further understands that the original school concept was presented in early 2017 as a self-contained facility with a limited number of students. (The December 2017 Gillette engineering analysis of the proposed site plan indicated a maximum of 275 students, HTAC said that was more than they intended and would violate their whole teaching philosophy and indicated 125 was the intended maximum). As the concept has developed, the school now encapsulates a campus environment, which fundamentally joins two separate properties within Amelia Park. With a maximum student population of 275 by City of Fernandina Beach standards, the student interaction between the two separate parcels introduces a number of complexities such as pedestrian and vehicle traffic, safety and the direct impacts on the Amelia Park community and its residents.
- During 2017 and early 2018, the APNA ARB has worked with HTAC to develop a mutually agreed to design and site plan. Recognizing there were several considerations within the design plan beyond look and feel, an APNA committee was formed by the BOD to facilitate a discussion with HTAC to address many of these associated complexities. The committee is comprised of a BOD member, an AP resident and the ARB committee chair.
- It is the Board's opinion that this Committee has met with the HTAC members and AP residents several times and has acted in good faith to construct a reasonable agreement to address the many complexities and meet both parties' goals. An agreement was prepared, discussed and presented for review by the HTAC February 2018. The agreement was rejected in its entirety and HTAC has communicated that it will not enter into a signed agreement with APNA. HTAC has retained legal counsel at this juncture.

2/23 Special BOD Meeting Discussion Points:

The proposed "school campus environment" proposed by HTAC changes the dynamics of how it should be viewed by the APNA. Specifically, it is no longer simply an ARB and site plan approval. There are now several human factors and community impact considerations, which directly impact the APNA. The BOD and APNA view the latest attempt by HTAC and their attorney to dismiss APNA's written proposal and simply seek a site plan approval quickly as offensive and short sighted. The BOD and APNA residents believe there is much more to be considered and agreed upon. Points made:

- The BOD and ARB do not feel the site plan is ready for approval. Specifically, it needs to address lighting, drainage, irrigation, signage, etc. Furthermore, the BOD and ARB feel that there is several other considerations impacting the overall site plan which have not been properly addressed to date. A detailed proposal was presented to HTAC to resolve these items.
- The BOD and ARB Regarding the proposed site plan, the ARB has questioned whether the Buffer/ Setback can be penetrated as shown on the site plan (i.e. pathways to School Street).
- The BOD is requesting that HTAC consider either adding a chapel to their current design or apportion/ use a part of the new schools facility as a designated place of worship to alleviate the many of the complexities currently associated with a "campus environment.
- The BOD requests that HTAC proposed student use and access to the YMCA by the students be facilitated by way of Citrona
- The BOD requests that the student population be capped and future development better defined.
- The BOD understands that the HTAC has specific time constraints and is simply trying to push an approval through to meet their timeline. The BOD and APNA residents are prepared to take every step to delay this process until an amicable written and enforceable agreement is reached.
- The BOD is requesting that APNA and HTAC enter into a written agreement, which is recordable and enforceable. The proposed agreement as presented for review encapsulates more than ARB and site plans and addresses the concerns of the association. To simply dismiss it is not considered negotiating in good faith. The BOD requests that HTAC revisit the presented agreement in good faith and meet with select BOD members, and legal counsel where need to resolve the differences.
- If our attempts to negotiate an agreement with HTAC are not successful, APNA will immediately begin a process to communicate directly with the City of Fernandina Beach expressing APNA's objections.
- The BOD and residents would like to understand the available paths of civil litigation and injunctive relief.
- The BOD is in the process of evaluating the economic and operational impacts of the school on APNA. As a result, the BOD will be re-assessing both the HTAC and school parcels annual assessments.

**Amelia Park Neighborhood Association (APNA)
Status / Positional Update - Resulting from a Special Board of Directors (BOD) Meeting on
Friday, February 23, 2018**

Re: Proposed YMCA Sale of Land Parcel Project

Intro/ Background:

- The BOD was provided a detailed summary update of the project on February 19, 2018. Based upon information known to date and advice from legal counsel, it included background, current activity underway, legal counsel feedback and guidance to date, and various options and paths available to APNA. That document has been updated and is provided separately in conjunction with this document.

Board & Association Resident Discussion:

- The 2/19/18 document was again discussed with a focus on evaluating options and trying gain consensus between the BOD and Association Members.
- The overall view of the Members is that they do not want the land built out as residential. There is a strong feeling that there are restrictions to that effect and that we have not adequately addressed them as a defense.
- Based upon input from two of AP's resident attorneys, additional input was provided to AP's attorney. As a result a secondary Title Search was conducted to see if the original Title Search could be linked to the AP attorney findings. On 2/23/18, attorney Prince communicated that the findings were not linked and that Amelia Park was not a party to the ownership or contractual ownership of the said parcel of land in discussion. This remains an important part of the overall discussion and the AP resident attorneys disagree.
- The BOD needs a definitive explanation of the transactional history and whether or not APNA has legal rights to the parcel, whether they be in:
 - Ownership
 - Restrictive Declarations, Covenants, Deed Restrictions, PUD's, Beneficiary Rights, etc.
 - History will be an important part of the detail.
- This is a volatile area of discussion and several residents have questioned our current attorney's view and conclusions regarding the APNA's rights specific to the parcel transfer and use. The "Bottom Line" is does APNA have legal rights to the actual negotiation and outcome of the land parcel. That question needs to be definitively answered, as it will steer the BOD's path of action.
- The BOD and Association Members understand the options available to them. It was decided that the APNA BOD Executive Committee is scheduling a meeting with Joel Embry, who is representing Michael Antonopoulos as the agent of record in the petition to the City of Fernandina Beach PAB for a Rezoning request on behalf of the YMCA. That meeting is to be for an informational exchange regarding the developer's intentions prior to a March 14th meeting with the City's Planning Board. At that time the APNA will present various scenario's to be discussed. The meeting is tentatively being scheduled for March 2nd and is subject to

confirmations. The meeting with the developers will be limited to AP's Executive Committee comprised of three members. The BOD does not seek a continuance from the March 14th meeting.

- In reviewing options, the BOD recognizes that negotiating various alternatives up front makes more sense than simply moving to litigation. The BOD has agreed to that path, but has not ruled out other paths. Depending on the outcome of the March 2nd meeting, the BOD will determine its approach to the PAB and City Commissioners, as well as considering other Association or Individual legal actions.
- Focused on a March 2nd meeting with the developer, if the Association decides to support the development of the land, several points of discussion will be presented such as but not limited to:
 - Lower density plan with fewer homes and more clearly defining the type, size and location
 - Increasing the buffer between Lake Park
 - Keeping a contiguous walking path along the lake and provisional access to the Publix shopping area. This path would be open to AP residents and not privately owned property.
 - A firm understanding of the physical and financial burdens being put on AP (drainage, irrigation, etc.)
 - Compliance with APNA Declarations, Covenants, Restrictions, ARB, etc.
 - Adding a “nature park ” where certain areas to have been considered less desirable.
 - Trash removal access from the Publix side of the parcel
 - Having the YMCA provide additional access from Citrona to alleviate traffic congestion
 - Provide a detailed traffic and safety evaluation addressing the impacts on AP
 - Pay certain legal fees
 - Address AP dependencies such as maintenance, irrigation, drainage, lake impacts, etc.
 - Provide Quit Claim to certain parcels left over from the bankruptcy
 - A continued walking path to the mail kiosk
 - Traffic flow and potential congestion, given the current street structures is a major concern.
 - Understanding if the proposed development would become part of AP subject to its Declarations, Covenants, Restrictions, etc.