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December 4, 2014

VIA EMAIL – [Andrew.Lannon@palmabayflorida.org](mailto:Andrew.Lannon@palmabayflorida.org)

Andrew P. Lannon, Esq.  
City Attorney  
City of Palm Bay Florida  
120 Malabar Road SE  
Third Floor, City Hall Annex  
Palm Bay, Florida 32907

**Re: UMB Bank, N.A., as Trustee (the “Applicant”), Applications for the Comprehensive Plan Amendment and Rezoning, for Odyssey Charter School, Regular City Council Meeting No. 2014-29, December 4, 2014 (the “Applications”)**

Dear Andrew:

As you know, we represent the Applicant in connection with the above-referenced Applications for the Comprehensive Plan Amendment and the Rezoning. We are aware that a number of residents have expressed a level of opposition based upon fears relating to potential future development of the property and the closing of the Odyssey Charter School, which currently operates on the property. We are writing to provide you with assurances we have received from the Applicant relating to the concerns that have been raised.

Please inform the City Commissioners that the Applicant will agree not to do any of the following after approval of its Applications:

1. The Applicant will not tear down the school and build a vacant strip mall.
2. The Applicant will not construct or operate a gas station on the property.
3. The Applicant will not construct or operate any adult entertainment facility on the property.
4. The Applicant will not construct or operate any bar/nightclub on the property.

Please also inform the City Commissioners that the bond holders’ top priority is that the school succeed and grow on the property. This, of course, will allow the revenue stream from the school to better service the debt on the bonds. The bondholders would like to reiterate, to the extent there has been any miscommunication, that the bondholders have been very open to working with the City and the Odyssey Charter School and will continue to do so as the “win-win” in this situation is for the school to succeed.  
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MILAN\*\*  
NEW JERSEY  
NEW YORK  
ORANGE COUNTY  
ORLANDO  
PALM BEACH COUNTY  
PHILADELPHIA  
PHOENIX  
ROME\*\*  
SACRAMENTO  
SAN FRANCISCO  
SHANGHAI  
SILICON VALLEY  
TALLAHASSEE  
TAMPA  
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TYSONS CORNER  
WARSAW\*  
WASHINGTON, D.C.  
WHITE PLAINS

\* OPERATES AS GREENBERG TRAUIG MAHER LLP

\*\* OPERATES AS GREENBERG TRAUIG, S.C.

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\*\* STRATEGIC ALLIANCE

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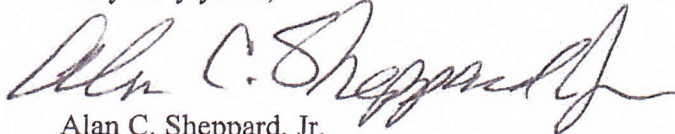
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However, in the event the school does not succeed, the bondholders will need the flexibility with respect to the land use and zoning entitlements on the property as applied for in the Applications. Please also note that any development approvals for the property will require a conditional use approval from the City Council in the Neighborhood Commercial District because the site is greater than three (3) acres. Therefore, the residents will have an adequate opportunity to address any specific development concerns at the appropriate time in the future.

We look forward to addressing the City Commission this evening.

If you have any questions or comments regarding the foregoing, please do not hesitate to give me a call.

Very truly yours,



Alan C. Sheppard, Jr.  
ACS/khf

cc: Julie Kendig-Schrader, Esq.  
John Forst  
Mark Heer

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