

RESOLUTION NO. 2012-157

**ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS
RESOLUTION NO. 2012-157, AN AMENDED AND RESTATED
DEVELOPMENT ORDER FOR WORLD COMMERCE CENTER, A
DEVELOPMENT OF REGIONAL IMPACT UNDER CHAPTER 380,
FLORIDA STATUTES; AUTHORIZING DEVELOPMENT OF
APPROXIMATELY 966 ACRES IN NORTHWEST ST. JOHNS
COUNTY; ESTABLISHING MITIGATION REQUIREMENTS FOR
REGIONAL IMPACTS INCLUDING MITIGATION FOR
TRANSPORTATION AND ENVIRONMENTAL IMPACTS;
AMENDING DEVELOPMENT PHASING AND BUILD-OUT DATES;
ESTABLISHING AN EFFECTIVE DATE.**

LET IT BE KNOWN that, pursuant to Section 380.06, Florida Statutes, the St. Johns County Board of County Commissioners has heard at a public hearing held on June 5, 2012, an application for a Notice of Proposed Change for certain amendments to the World Commerce Center Development of Regional Impact.

RECITALS

WHEREAS, the Board of County Commissioners of St. Johns County has considered the Regional Report of the Northeast Florida Regional Council dated March 13, 2012, the recommendations of the St. Johns County staff, and the documents and comments upon the record made before the St. Johns County Board of County Commissioners; and

WHEREAS, the World Commerce Center Development of Regional Impact (the "DRI" and "World Commerce Center DRI") is an existing mixed-use development on approximately 966 acres, as described in Exhibit 1 attached hereto and incorporated herein by this reference (the "DRI Property"); and

WHEREAS, World Commerce Center, LLP, a Florida limited liability partnership, as owner of the DRI Property (the "Owner"), and Steinemann Development Company – Florida, Inc., a Florida corporation (the "Applicant" or "Developer"), filed a Notice of Proposed Change ("NOPC") to modify certain conditions set forth in the World Commerce Center DRI Development Order, which was originally approved by St. Johns County as Resolution No. 2002-

267 and has subsequently been amended by Resolution Nos. 2004-153, 2005-292, 2006-446, 2008-255 and 2012-157 (collectively, the Development Order”); and

WHEREAS, the authorized agent for the Applicant is Rogers Towers, P.A., whose address is 100 Whetstone Place, Suite 100, St. Augustine, Florida 32086; and

WHEREAS, the Applicant has duly provided complete copies of the NOPC and sufficiency responses to the Florida Department of Economic Opportunity, Northeast Florida Regional Council, and St. Johns County; and

WHEREAS, the NOPC was reviewed by the Northeast Florida Regional Council (the “NEFRC”), as required by Section 380.06, Florida Statutes, and the NEFRC found that the NOPC does not constitute a substantial deviation to the DRI; and

WHEREAS, the St. Johns County Board of County Commissioners has duly noticed and on June 5, 2012 held a public hearing on the NOPC as required by Section 380.06, Florida Statutes, and afforded the public and all affected parties an opportunity to be heard and to present evidence; and

WHEREAS, the Developer is seeking to provide opportunities for employment, a high quality of life for residents, and protect the beauty and benefit of the natural characteristics of the property for future generations; and

WHEREAS, the NOPC does not require an amendment to the County’s Comprehensive Plan.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County, Florida in public hearing duly constituted and assembled on June 5, 2012, that the Notice of Proposed Change to the World Commerce Center DRI is hereby approved, subject to the following terms and conditions:

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. The World Commerce Center DRI is not in an area designated as an Area of Critical State Concern pursuant to the provisions of Section 380.05, Florida Statutes (2002).

2. The World Commerce Center DRI, as amended, is consistent with the State Comprehensive Plan.
3. The World Commerce Center DRI, as amended, is consistent with the Strategic Regional Policy Plan adopted by the Northeast Florida Regional Council.
4. The World Commerce Center DRI, as amended, is consistent with the St. Johns County Comprehensive Plan, including a mixture of uses which complies with the requirements of the Mixed Use District future land use category.
5. The World Commerce Center DRI, as amended, is consistent with the St. Johns County Land Development Code.
6. The World Commerce Center DRI, as amended, is consistent with the Regional Report and Recommendations of the Northeast Florida Regional Council dated March 13, 2012 issued pursuant to Section 380.06, Florida Statutes.
7. The World Commerce Center DRI includes a substantial and regionally significant commitment to preserve up to 197 acres of wetlands. This commitment provides reasonable assurance that the project complies with the County's objectives to create buffers adjacent to wetlands to protect wetlands and upland buffers and their associated ecological functions and values, including protection of water quality, protection against turbidity and provisions for adjacent upland habitat for wetland dependent wildlife.

GENERAL CONDITIONS

1. Application for Development Approval. The DRI, as amended, shall be developed in accordance with the information, plans and commitments contained in (1) the World Commerce Center DRI Application for Development Approval dated May 2002; (2) the ADA Sufficiency Response dated July 15, 2002; (3) St. Johns County Resolution Nos. 2002-267, 2004-153, 2005-292, 2006-446 and 2008-255, as amended by this Resolution No. 2012-157 (collectively, the "Development Order"); and (4) the World Commerce Center Master Plan, Map H, dated October 17, 2007, attached hereto as **Exhibit 2**, all of which are

incorporated herein by reference except to the extent of any conflict with the express terms of the conditions of the World Commerce Center DRI Development Order, in which event the terms and conditions of this Amended and Restated Development Order shall govern.

2. Land Use Totals. The DRI may be developed with the following improvements within St. Johns County: 2,171,488 square feet of office uses; 1,261,000 square feet of retail/service uses; 453,900 square feet of light industrial uses; 950 hotel rooms; and 1,156 residential dwelling units.
3. Phasing, Build-out and Expiration of DRI. The DRI shall be developed in three (3) Phases, as described in Land Use Phasing Tables attached hereto as **Exhibit 3** and incorporated herein by this reference. Each Phase shall last five (5) years, plus the automatic three (3) year extension granted by the Florida Legislature in 2007 as House Bill 7203 (Chapter 2007-72, Laws of Florida) and the requested four (4) year extension granted by the Florida Legislature in 2011 as House Bill 7207 (Chapter 2011-139, Laws of Florida) and approved by St. Johns County, plus the five (5) year extension being granted herein pursuant to Section 380.06(19), Florida Statutes (2011), unless further extended pursuant to Section 380.06(19), Florida Statutes, or unless the Developer elects to accelerate the beginning date of a subsequent phase or phases, provided that all mitigation requirements for the particular phase to be accelerated are met. The end date of a phase would not be affected by an acceleration of the beginning date. Unused development rights from a particular phase carry over into subsequent phases until build-out. Physical development of the DRI commenced in 2002. The projected build-out date for all development is December 31, 2029. The DRI termination and DRI Development Order expiration dates are established as December 31, 2033. Any extensions of the DRI build-out, termination or expiration dates shall be governed by the provisions of Section 380.06(19)(c), Florida Statutes (2011).
4. Land Use Conversion. The Developer may increase certain land uses and simultaneously decrease other land uses without filing a Notice of Proposed Change or other modification of

this Development Order, provided that such changes are consistent with the Conversion Tables attached hereto as Exhibit 4 and incorporated herein by this reference.

(a) At the time of election of a land use conversion under the Conversion Table, the Developer shall notify the Department of Economic Opportunity (“DEO”) and the Northeast Florida Regional Council (“NEFRC”) of the election at least thirty (30) days before implementation and shall provide the DEO, the County and the NEFRC with cumulative land use totals and remaining allowable quantities in the annual report.

(b) So long as the conversion is consistent with the criteria contained in Exhibit 4 and no change is made to the Master Plan, Map H, no additional DRI approvals shall be required for the conversion.

5. Effective Date. This Resolution and Amended and Restated Development Order shall take effect upon transmittal to the Department of Economic Opportunity, the Northeast Florida Regional Council and the Developer in accordance with Section 9J-2.025(5), Florida Administrative Code, and Sections 380.07(2) and (3), Florida Statutes (2011).
6. Monitoring Official. The Director of the St. Johns County Growth Management Department or his/her designee shall be the local official responsible for monitoring the development for compliance by the Developer with this Development Order.
7. Downzoning Protection. In accordance with Section 380.06(15), Florida Statutes (2011), the World Commerce Center DRI, as approved in this Development Order, shall not be subject to downzoning, unit density reduction, or intensity reduction before December 31, 2033, unless the Developer consents to such change or that the Development Order was based on substantially inaccurate information provided by the Applicant, or that the change is clearly established by St. Johns County to be essential to the public health, safety and welfare.
8. Election Regarding Environmental Rules. Pursuant to Section 380.06(5)(c), Florida Statutes (2002), the Developer has elected to be bound by the rules adopted pursuant to Chapters 373 and 403 in effect as of the date of this Development Order. Such rules shall be applicable to

all applications for permits pursuant to those Chapters which are necessary for and consistent with the development authorized in this Development Order, except that a later adopted rule shall be applicable to an application if:

- (a) the later adopted rule is determined by the rule adopting agency to be essential to the public health, safety, or welfare; or
- (b) the later adopted rule is adopted pursuant to Section 403.061(27), Florida Statutes; or
- (c) the later adopted rule is being adopted pursuant to a subsequently enacted statutorily mandated program; or
- (d) the later adopted rule is mandated in order for the state to maintain delegation of a federal program; or
- (e) the later adopted rule is required by state or federal law.

Nothing in this paragraph shall be construed to alter or change any permitting agency's authority to approve permits or to determine applicable criteria for longer periods of time.

9. Level of Service Standards. The Developer shall be required to meet the adopted level of service standards in the 2015 St. Johns County Comprehensive Plan (May 2000) and the requirements of the County's concurrency management system unless such requirements conflict with the ability to offset traffic impacts by paying the proportionate share as permitted by Section 163.3180(12), Florida Statutes (2001), if authorized in a comprehensive plan amendment by St. Johns County. If the provisions of Section 163.3180(12), Florida Statutes, are authorized by the Board of County Commissioners in a comprehensive plan amendment, the provisions of Section 163.3180 (12), Florida Statutes, shall be deemed to meet the provisions of the county's concurrency management system (Land Development Code Article 11). This DRI is deemed to be a Multi Use DRI meeting the statutory provisions of Section 163.3180(12), Florida Statutes (2001).

10. Biennial Reporting. A biennial monitoring report for the World Commerce Center DRI shall be prepared by the Applicant in accordance with Section 380.06, Florida Statutes, and shall

be submitted to the Northeast Florida Regional Council (“NEFRC”), Department of Economic Opportunity (“DEO”), and the St. Johns County Growth Management Department (“SJCGMD”) no later than January 1 of every other year until build-out, commencing January 1, 2004 (the “Monitoring Report”). The monitoring reports shall be submitted consistent with the reporting requirements adopted in Section 380.06(18), Florida Statutes (2001), or as amended. The Monitoring Report shall include:

- (a) A description of any changes made in the plan of development, phasing, or in representations contained in the ADA since the date of adoption of this Development Order, and any actions taken by the local government to address these changes. Copies of any approvals taken to address changes including copies of any revised master plans not previously submitted will be attached in the Monitoring Report.
- (b) A summary comparison of development activity proposed or conducted since the previous monitoring report and activity projected for that period until submittal of the next regular monitoring report. The summary will include a description of site improvements, gross floor area constructed by land use type, location, and phase, with appropriate maps. A tabulation of the amount of acreage developed in the reporting period shall be provided by land use categories listed in Chapter 28-24, Florida Administrative Code (“F.A.C.”).
- (c) An identification of the name of the purchaser of any undeveloped tracts of land in the World Commerce Center DRI, including the location and site of the tracts purchased, and the amount of development rights allocated to the purchaser, with map(s) which show the parcel(s) or sub-parcel(s) acquired.
- (d) A cumulative summary of all development that has taken place within the World Commerce Center DRI by the land use categories listed in Chapter 28-24, F.A.C., including gross floor areas constructed by land use type and location, together with a

cumulative summary of location, size (acreage), and development rights purchased (land use type and square footage).

- (e) To the extent known by the Developer, a description of any lands purchased or optioned within one mile of the boundaries of the World Commerce Center DRI by a person who has acquired a fee simple or lesser interest in the World Commerce Center DRI subsequent to issuance of Development Order (but excluding persons who have only acquired a leasehold interest in lands or improvements within the World Commerce Center DRI), identifying such land, its size, and its intended use on a site plan and map.
- (f) A listing of any substantial local, state and federal permits, which were obtained, applied for, or denied, during this reporting period, specifying the agency, type of permit, parcel, location(s), and activity for each permit.
- (g) A description of any moratorium imposed by a regulatory agency on development within the World Commerce Center DRI, specifying the type of moratorium, duration, cause, and remedy.
- (h) Provide an assessment of Developer's, Developer's successor, if any, and local government's compliance with conditions and commitments contained in the Development Order.
- (i) A description of any change to the previously reported stormwater plans, design criteria, or planting and maintenance programs.
- (j) A description of any known incremental DRI applications for development approval or requests for a substantial deviation that were filed in the reporting period and to be field during the next reporting period.
- (k) A description of any change in local government jurisdiction for any portion of the development since the Development Order was issued.
- (l) Copies of monitoring reports completed during the previous year on the created wetlands and stormwater/wetland systems as required by permitting agencies.

(m) Traffic reports, which shall be submitted to the Florida Department of Transportation (“FDOT”) District Urban Office in Jacksonville, as well as to the North Florida Transportation Planning Organization, SJCGMD, NEFRC, and DEO. The first traffic report shall be due concurrently with the first Monitoring Report and then biennially thereafter until project build-out, unless otherwise specified by the NEFRC. The following information shall be included:

- (i) A description of current development by land use, type, location, and amount of square footage, along with the proposed construction schedule for the ensuing 24-month period, and appropriate maps.
- (ii) Traffic counts, turning movements, and levels of service actual for the past 24 months and projected for the ensuing 24 months, including traffic estimates for the following roads, including intersections. Applicant shall distinguish between project-related traffic and total traffic volumes:

Roadways

- ◆ Pacetti Road
- ◆ State Road 16 from the Shands Bridge to Interstate 95
- ◆ International Golf Parkway from State Road 16 to U.S. 1
- ◆ North-South Road from County Road 210 to County Road 208

Intersection

- ◆ Interstate 95 / International Golf Parkway
- ◆ State Road 16 / International Golf Parkway
- ◆ International Golf Parkway / World Commerce Parkway
- ◆ International Golf Parkway / South Francis Road
- ◆ Pacetti Road / County Road 208
- ◆ North-South Road / International Golf Parkway

- ◆ North-South Road / State Road 16
- ◆ North-South Road / County Road 208

- (iii) A description of any new and/or improved roadways, traffic control devices or other transportation facility improvements to be constructed or provided by Developer or governmental entity to accommodate the total existing and anticipated traffic demands.
- (iv) The monitoring reports will determine if air quality modeling is warranted pursuant to the DEP Guidelines for Indirect Sources.
- (n) A copy of the recorded notice of the adoption of a Development Order or the subsequent modification of an adopted development order that was recorded by the Developer pursuant to Section 380.06(15)(f), Florida Statutes (2002).
- (o) A statement certifying that the Northeast Florida Regional Council (with appropriate filing fee), the Department of Economic Opportunity, St. Johns County, Florida Department of Environmental Protection, the St. Johns River Water Management District, and the Florida Fish and Wildlife Conservation Commission have been sent copies of the Monitoring Report in conformance with Subsections 380.06(15) and (18), Florida Statutes (2002).
- (p) The acreage of uplands and wetlands placed under recorded conservation easements.
- (q) Those items required to be reported relevant to the Stormwater Pollution Prevention Plan in accordance with section 19(a).
- (r) Provide an analysis demonstrating there will be sufficient capacity of potable water, wastewater, and solid waste facilities serving the World Commerce Center DRI for the anticipated development for the ensuing report period.
- (s) Results of the traffic study required under section 26(c)(ii), if applicable to the reporting year.

(t) A summary of activities undertaken by the North Florida Transportation Planning Organization under section 24 after the beginning of Phase II.

(u) Those items required to be reported regarding St. Johns County Fire and EMS impact fees under section 26.

11. Notice of Adoption. Notice of adoption of this Development Order or any subsequent amendment to it shall be recorded by the Owner in accordance with Sections 28.222 and 308.16(15)(f), Florida Statutes (2002), with the Clerk of the Circuit Court of St. Johns County. The recording of this notice shall not constitute or provide actual or constructive notice of a lien, cloud or encumbrance of the DRI Property. Any contract or agreement for sale of those interests by the Owner for all or any part of the property subject to this Development Order shall contain a legend substantially in the following form clearly printed or stamped thereon:

THE PROPERTY DESCRIBED IN THIS AGREEMENT IS PART OF THE WORLD COMMERCE CENTER DEVELOPMENT OF REGIONAL IMPACT AND IS SUBJECT TO A DEVELOPMENT ORDER, NOTICE OF WHICH IS RECORDED IN THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA, WHICH IMPOSES CONDITIONS, RESTRICTIONS AND LIMITATIONS UPON THE USE AND DEVELOPMENT OF THE SUBJECT PROPERTY WHICH ARE BINDING UPON EACH SUCCESSOR AND ASSIGN OF STEINEMANN DEVELOPMENT COMPANY – FLORIDA, INC. THE DEVELOPMENT ORDER DOES NOT CONSTITUTE A LIEN, CLOUD OR ENCUMBRANCE OF REAL PROPERTY OR CONSTITUTE ACTUAL OR CONSTRUCTIVE NOTICE OF SAME. A COPY OF THE DEVELOPMENT ORDER MAY BE REVIEWED AT THE OFFICE OF THE PLANNING DIVISION, ST. JOHNS COUNTY, FLORIDA, OR AT THE OFFICE OF THE DEPARTMENT OF ECONOMIC OPPORTUNITY, TALLAHASSEE, FLORIDA.

12. Application For Proposed Changes. The Developer shall submit simultaneously to St. Johns County, the Northeast Florida Regional Council and the Florida Department of Economic Opportunity any applications for proposed changes to the DRI and shall comply with the requirements of Section 380.06(19), Florida Statutes (2002), concerning nonsubstantial deviations. Nothing contained herein shall modify the right of review of the DEO as to any modifications of this Development Order pursuant to Section 380.06(19).
13. Status of Development Rights. The County acknowledges that the Owner and Developer have by virtue of this Development Order committed to make substantial commitments to mitigate for impacts of proposed development pursuant to this Development Order. The Owner and Developer will also make substantial investments in construction and development of the infrastructure required under this Development Order, all in reliance upon realization of all development rights granted pursuant to this Development Order. Accordingly, the rights of the Owner to develop the improvements as set forth in sections 2, 3 and 4 are intended to be rights protected by the principles of vested rights and shall not be subject to downzoning or unit density reduction or intensity reduction, except as provided for in Section 7 of this Development Order. Further, future modifications to the St. Johns County Land Development Code and other laws or regulations of the County affecting development shall apply to the development approved pursuant to this Development Order except to the extent (a) such future modifications conflict with specific provisions, conditions or commitments set forth in this Development Order and substantially diminish the development rights granted herein, or (b) such modifications require mitigation for development impacts which have been reviewed under Section 380.06, Florida Statutes, and addressed in this Development Order. The Owner and Developer do not waive any common law vested right or equitable estoppel right they now have or may hereafter acquire in the future to complete any portion of this development in accordance with the applicable state

and local laws and ordinances in effect at the time this Development Order becomes effective.

14. Subsequent Requests for Development Permits. Subsequent requests for development permits shall not require further review pursuant to Section 380.06, Florida Statutes (2002), unless it is found by the St. Johns County Board of County Commissioners, after due notice and hearing, that one or more of the following is present:

- (a) substantial deviation from the terms or conditions of this Development Order, or other changes to the approved Development Plan, which create a reasonable likelihood of adverse regional impacts or other regional impacts which were not evaluated in the review by the Northeast Florida Regional Council; or
- (b) an expiration of the period of effectiveness of this Development Order as of December 31, 2033.

Upon a finding that (a) is present, the St. Johns County Board of County Commissioners shall order compliance with Sections 380.06(19)(g) and (h), Florida Statutes (2002), and development within World Commerce Center may continue, as approved, during the DRI review in those portions of the development which are not affected by the proposed change.

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ENVIRONMENTAL RESOURCES IMPACTS

15. Vegetation and Wildlife. Much of the project site has been and will continue to be used for agricultural purposes. Agricultural activities within a certain parcel may occur until the commencement of development of that parcel provided that a 25-foot upland buffer around the preserved jurisdictional wetlands is maintained. All agricultural activities shall comply with the requirements of Policies E.2.2.2 and E.2.2.3 of the 2015 Comprehensive Plan (May 2000), where applicable.

(a) The Developer will place a new support structure (pole and platform) for the purpose of utilization by osprey. The location and design of the new support structure shall be reviewed for comment by the FFWCC and St. Johns County prior to placement of the new structure. The new structure shall be in place within one (1) year of issuance of the Development Order for the project.

(b) If an eagle nest is found or located within or adjacent to the project site, the World Commerce Center project will comply with the St. Johns County Land Development Code for the protection of eagle nests.

(c) A minimum of three (3) wildlife crossings will be located within the project site. The exact location and design of the wildlife crossings will be finalized during the engineering of each project phase. The crossings may consist of additional culverts located underneath the road crossings at varying elevations to allow for the movement of wildlife or caution signage indicated on the roadways and/or reduced speed zones. Due to the existing conditions on the site, wildlife crossing utilization within the World Commerce Center is likely to be limited to amphibians and small reptiles and mammals.

16. Wetlands.

(a) Impacts. The exact quantity and location of jurisdictional wetlands will be surveyed and be subject to approval by the St. Johns River Water Management District and the U.S. Army Corps of Engineers. Up to 133 acres of wetland impacts may occur within the

World Commerce Center DRI, including on-site impacts of transportation improvements to be constructed by the Developer, provided that the necessary permits are obtained from the St. Johns River Water Management District and the U.S. Army Corps of Engineers. Mitigation for these proposed wetland impacts shall be approved by the St. Johns River Water Management District and the U.S. Army Corps of Engineers as part of the overall conceptual permit for World Commerce Center. Wetlands mitigation will include preservation and may include restoration, enhancement, creation activities and upland buffer enhancement as part of the mitigation plan under the District ERP Permit and Corps Permit. No development activities, as defined in Section 380.04, Florida Statutes, except for activities permitted by the appropriate environmental permitting agencies, shall be allowed in any of the wetland areas within the DRI.

- (b) Preservation. One hundred ninety seven (197) acres of wetlands on-site and one hundred seventy (170) acres of off-site wetlands in the same drainage basin will be preserved pursuant to a conservation easement granted to the St. Johns River Water Management District pursuant to Section 704.06, Florida Statutes. The on-site wetlands will be subjected to the conservation easement when required by the water management district permit. The conservation easement will be placed on the off-site wetland mitigation area when required by the water management district permit. The right to hunt on the off site wetlands mitigation property may be reserved in the conservation easement. Piezometers and staff gauges shall be used to monitor wetland hydrology.

If site development causes degradation to wetland quality and/or quantity beyond that permitted, the Developer shall take positive actions to correct or mitigate the degradation. The corrective measures shall be approved by the St. Johns River Water Management District and St. Johns County. Any corrective actions or mitigation shall be accomplished consistent with other conditions of the Development Order and applicable regulatory

programs. Failure to timely undertake corrective actions (within one year from identification of problem) shall constitute a substantial deviation of the Development Order.

To reduce erosion, all swales, detention slopes and drainage ways constructed by the Developer shall be vegetated, sodded, or seeded. Only those areas needed for development will be cleared. Vegetative cover will be restored immediately and maintained after construction on all disturbed area not covered with an impervious surface. Sedimentation of wetlands shall be prevented through adherence to the erosion and sediment control plan submitted as part of the stormwater permit.

17. Upland Buffers. Development of the World Commerce Center project will not adversely affect hydroperiods of preserved wetlands. Upland buffers will be maintained around all preserved isolated wetlands within the World Commerce Center DRI and shall be a minimum of 15 feet measured landward from the water management district wetland jurisdictional line and consist of an average of 25 feet. An upland buffer and setback consistent with Section 4.01.06.B of the Land Development Code shall be required between development areas and all contiguous wetlands preserved on site. All contiguous (non-isolated) wetlands shall have a minimum upland buffer of 25 feet measured landward from the District wetland jurisdictional line. The only exception to the buffer requirements will be road crossings as approved by the water management district and St. Johns County. Any upland buffer enhancement must be approved by St. Johns County.
18. Development Standards. All development shall comply with the Northwest Sector Plan requirements as set forth in Ordinance 2002-54 and made part of the St. Johns County Comprehensive Plan. The site shall be designed using innovative planning techniques to create internal connectivity to decrease the impacts of automobile traffic from one destination to another within the World Commerce Center.

19. Water Quality – Stormwater Pollution Prevention Plan (SWPPP).

- (a) SWPPP Requirements. A Stormwater Pollution Prevention Plan (“SWPPP”) shall be incorporated into the construction and permit documents for projects constructed in World Commerce Center which require a general or individual District permit. The SWPPP shall be similar to the SWPPP provided in Exhibit 5 attached hereto and incorporated herein by this reference but may be modified to accommodate the specific construction project and site. However, all SWPPPs must include Paragraph 1, Pre-Construction Activities and Paragraph 3, Maintenance/Inspection Procedures, as provided for in Exhibit 5.
- (b) SWPPP Monitoring. In addition to the requirements on individual property owners/contractors outlined in the SWPPP, the Developer, Community Development District (“CDD”) or Property Owners Association (“POA”) shall monitor compliance with the SWPPP goals. The compliance monitoring shall consist of the following:
- (i) An individual will be identified to monitor compliance with the SWPPP. The St. Johns River Water Management District and the Florida Department of Environmental Protection (“DEP”) will be notified as to the individual who is responsible for monitoring the SWPPP within the World Commerce Center project. At a minimum, this responsible entity will:
1. Be trained in erosion control implementation techniques;
 2. Set up and oversee implementation of SWPPP programs throughout the build-out of the project;
 3. Ensure that if the regular site inspector is unable to attend pre-construction conferences, this information is communicated to the inspector, including site specific Best Management Practices, permit requirements and erosion control implementation training;

4. Meet with trained site superintendent monthly, upon commencement of site construction, to ensure implementation of the SWPPP and resolve problems. Frequency of site visits may be decreased if there is no indication of erosion control problems and previous visits show a history of compliance with the SWPPP; and
5. Submit a brief narrative update to DEP and the District quarterly on activities and progress or be available to meet with DEP on site for quarterly site visits, unless DEP deems the visit unnecessary. Upon proper identification, DEP personnel shall be granted access to the property.

- (ii) Attend all pre-construction conferences.
- (iii) Conduct Homeowner Stormwater Training Programs.
- (iv) Conduct Contractor Stormwater Training Programs.
- (v) Conduct periodic inspections of construction sites.
- (vi) Notify the District and DEP of observed potential permit violations within 24 hours and serve as agency liaison.
- (vii) Summarize items (i) through (vi) above in the monitoring report.

(c) Implementation. The SWPP shall be implemented upon initiation of construction activities. Three (3) years after the initiation of construction, the DEP and the District will have the opportunity to review the program. If it is found to be unsatisfactory, the agencies will discuss alternatives, including program modification options, with the Developer. Such alternative programs agreed to by DEP, the District, and the Developer shall not require a modification of this Development Order.

(d) Trigger Water Quality Monitoring. DEP will be allowed access to the site to sample water quality. The following would trigger the need for some form of water quality monitoring program that would be developed at such time that DEP determines one of the following conditions have been met:

- (i) The above SWPPP Development Order conditions have not been met.
- (ii) DEP sampling results indicate water quality violations.
- (iii) Substantiated concerns about water quality problems caused by the development.
- (iv) DEP has reason to suspect water quality violations associated with this development. (Note: this may include violations identified in Mill Creek by the Saint Johns DRI Water Quality Monitoring Program).

20. Water Supply.

- (a) Potable Water. A central water supply system shall provide water needs for all development within World Commerce Center. There shall be no on-site water treatment plants within World Commerce Center. Development shall occur concurrent with the provision of adequate central potable water service meeting the adopted level of service in the St. Johns County Comprehensive Plan. Sufficient capacity exists to accommodate Phase I and II development. No building permits shall be issued for Phase III of the World Commerce Center until sufficient capacity exists from the providing utility to provide potable water and service meeting the adopted level of service in the St. Johns County Comprehensive Plan. The active wells will be properly plugged and abandoned in accordance to SJRWMD rules and regulations when the area around each well is developed. Any new wells discovered during the development process shall be reported immediately to the SJRWMD and St. Johns County. Any wells discovered prior to or during development shall be properly plugged and abandoned in accordance to SJRWMD rules and regulations.
- (b) Reuse. At such time that reuse water is available, the utility provider may construct an off-site reuse transmission main extending from the utility provider's treatment plant to the World Commerce Center property 2,700 feet north of South Francis Road on State Road 16. The Developer shall pay half the cost of installing the reuse transmission main, not to exceed \$600,000.00, which shall have a minimum internal diameter of eight (8)

inches. If the size of the reuse transmission main is increased to a size larger than 8 inches, the additional costs will be paid by the utility provider. The Developer's cost will be paid or bonded prior to construction and be reduced by the amount of any reuse connection fees, the value of contributions in aid of construction, or similar payments made by the developer for reuse purposes. It is understood that adequate reuse supply will not be available for approximately eight years. Any new reuse customers identified will be assessed for their pro-rata share of the line installation based on the percentage of reuse water volume allocated to that reuse customer. A reuse transmission reimbursement process will be established so that the Developer may be reimbursed for this reuse transmission system.

- (c) Water Conservation. Water conservation strategies, including xeriscape landscape techniques and low flow plumbing fixtures shall be incorporated into the construction, operation, and maintenance phases of the development, and shall be included into the covenants and deed restrictions. These conservation strategies must include, but are not limited to the following:
- (i) 50 percent of planted vegetation, by aerial extent, will consist of native, drought-tolerant, or Xeriscape vegetation in all landscaped areas. Landscaped areas include turf, planted vegetation, and mulch; however, they do not include hardscaped areas.
 - (ii) The Developer will implement a customer and employee water conservation education program as specified in Section 12.2.5.1(e) of the St. Johns River Water Management District Consumptive Use Permitting Applicant's Handbook.
 - (iii) The development will provide Xeriscape/drought-tolerant literature to all future developers and residents.
 - (iv) The prohibition of the use of private non-residential irrigation wells when reuse becomes available.
 - (v) The prohibition of potable water for ornamental fountains.

- (vi) Utilize a minimum 70 percent slow-release granular fertilizers within common areas.
- (d) Landscaped areas and other non-residential areas will be irrigated first with available stormwater, until reclaimed water is available on site. Surficial water wells may only be used as an emergency back up to these sources; as such the St. Johns River Water Management District permits use. No on-site Floridan Aquifer wells, either existing active or new wells, will be utilized for non-potable uses within the project site (except the existing active wells may be utilized for fire suppression until they are capped and abandoned). Once adequate reclaimed water is available to support the non-residential irrigation needs of the project, neither Floridan Aquifer, the surficial aquifer, nor public potable supply water shall be used for irrigation. Provided however, one (1) sub-threshold Floridan Aquifer well is allowed for industrial use. Flow capacity of the well shall not exceed 100,000 gallons per day on average. The Developer will install a flow meter to monitor and record the well flow rates and submit the data to the SJRWMD, St. Johns County and the NEFRC.
- (e) Residential development areas will be irrigated with available stormwater. Surficial water wells may only be used as an emergency back up to these sources; as permitted by the St. Johns River Water Management District. No on-site Floridan Aquifer wells, either existing active or new wells, will be utilized for non-potable uses within the project site (except the existing active wells may be utilized for fire suppression until they are capped and abandoned).
21. Wastewater Management. Development shall occur concurrent with the provision of adequate central sewer service meeting the adopted level of service in the St. Johns County Comprehensive Plan. Septic tanks will not be utilized for wastewater treatment or disposal. Temporary surface tanks may be used to provide sewer service to construction and marketing trailers until central sewer lines are installed.

22. Stormwater Management. The stormwater system for World Commerce Center will be designed using multiple discharge points throughout the project in order to minimize the intensity and volume of discharge from any single point, thereby reducing the potential for flooding and erosion. All drainage improvements will be designed so that the rate of stormwater which flows into the creeks and tributary wetland systems is equal to or reduced from the pre-development conditions. The normal water elevation of each stormwater management facility will be designed and established so that the adjacent wetland systems are not adversely affected. It is anticipated that wet detention systems will be the primary method of stormwater treatment and attenuation. Stormwater ponds that discharge off-site and all stormwater ponds that receive runoff from industrial land uses shall be equipped with oil and grease skimmers and maintained on a regular and frequent basis to ensure they function properly.
23. Solid Waste/Hazardous Waste. The project shall meet the level of service standard established in the 2015 Comprehensive Plan (May 2000). Prior to the issuance of any site plan approvals for any portion of development, the Developer shall provide written evidence from the appropriate solid waste provider that adequate solid waste capacity is available for that portion of the site for which site plan approval is sought. A Hazardous Waste Plan for the World Commerce Center will be incorporated into the Development Order. At a minimum this Plan shall address spill prevention, waste minimize, site maintenance, accident response procedures, storage and disposal of hazardous waste and best management practices (BMPs) for vehicle maintenance. Areas used for vehicle maintenance, oil changing or other activities that could result in the release of oils or other contaminants to ground or surface waters will be over impervious surface with containment to minimize the risk of environmental release. Businesses within World Commerce Center shall comply with the World Commerce Center Hazardous Waste Plan, attached hereto as Exhibit 6 and

incorporated herein by this reference, in addition to any other local, state and federal requirements. The project shall also participate in the St. Johns County recycling program

TRANSPORTATION RESOURCE IMPACTS

24. Transportation. Pursuant to section 163.3180(12), Florida Statutes (2002), the Developer will contribute up to \$14,378,363 (Pipelining Amount) in cash payments, contributions, and/or funded transportation improvements to offset the impacts of the World Commerce Center development upon the regional transportation system, as described below. These contributions constitute the Developer's proportionate share which shall be deemed sufficient to mitigate for all the transportation impacts for the development rights approved herein. The \$14,378,363 is sufficient to pay for or construct one or more required improvements as set forth herein which will benefit regionally significant transportation facilities and meet pipelining requirements as set forth in Section 163.3180 (12), Florida Statutes. The off-site improvements to be constructed by the Developer or identified for funding by the Developer are set forth on Exhibit 7 attached hereto and incorporated herein by this reference.

Improvements to be Constructed by Developer. The Developer shall be responsible for all improvements and/or contributions within the timeframes specified below. St. Johns County may reconstruct South Francis Road as a two-lane roadway from S.R. 16 to the eastern boundary of the World Commerce Center site. In the event that the County does not complete this improvement by the end of Phase I, the Developer shall have the option to complete the improvement at its cost and receive a credit against impact fees in accordance with applicable St. Johns County Impact Fee Ordinances.

- (a) No later than March 31, 2006, the Developer shall commence construction, or at the Developer's option pay to St. Johns County the full cost, including the costs of any right-of-way acquisition, if necessary, as agreed to by the County, for the four-laning of International Golf Parkway from the western entrance of World Golf Village to S.R. 16. The foregoing notwithstanding, the commencement date expressed herein does not