

ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS  
RESOLUTION NO. 2005-232  
AN AMENDED AND RESTATED DEVELOPMENT ORDER  
FOR  
MARSHALL CREEK  
A DEVELOPMENT OF REGIONAL IMPACT

LET IT BE KNOWN that, pursuant to Section 380.06 of the Florida Statutes, the St. Johns County Board of County Commissioners heard at a public hearing convened on October 13, 1998, an Application for Development Approval ("ADA") for Marshall Creek, to be developed in the manner described in the ADA and Response to Request for Additional Information filed by Hines Interest Limited Partnership for said development; and

WHEREAS, the Board of County Commissioners of St. Johns County has previously concluded at duly noticed public hearings four (4) previous Notices of Proposed Change ("NOPC's") to the original Development Order, and, in each case considered the report and recommendations of the Northeast Florida Regional Council, the St. Johns County staff, the documents and comments upon the record made before the St. Johns County Board of County Commissioners; and

WHEREAS, the original Development Order was approved by the St. Johns County Board of County Commissioners by Resolution 98-191, and each of the NOPC'S was approved, respectively, by Resolutions 98-220, 2002-103, 2004-24 and 2004-154; and

WHEREAS, Hines Interests Limited Partnership, hereinafter "Applicant" has filed a Notice of Proposed Change dated September 22, 2004, for further amendment to the Development Order; and

WHEREAS, the Board of County Commissions of St. Johns County, by Resolution approved Applicant's request to reflect all approved amendments to the Development

Order since its adoption and to restate the terms and conditions of the Development Order, in full; and

WHEREAS, the Marshall Creek Development of Regional Impact (DRI) is a proposed mixed use development on approximately 2,683.3 acres located near St. Augustine in St. Johns County, Florida, consisting of approximately 1,358 acres, as described in the original Development Order and prior NOPCs and more particularly described in Exhibit "1," attached hereto and incorporated herein by reference (the "Existing Lands"); and

WHEREAS, Applicant is the Applicant of record for the Marshall Creek DRI; and

WHEREAS, Pine Island Timber and Investment, LLC is the owner of approximately 1,325 acres of land, more particularly described in Exhibit "2," attached hereto and incorporated herein by reference, to be added to the DRI Property (the "Added Lands") and has duly authorized the Applicant to file the NOPC and include the Added Lands in the DRI Property; and

WHEREAS, the authorized agent for the Applicant is Rogers Towers, PA, 170 Malaga Street, Suite A, St. Augustine, Florida 32084; and

WHEREAS, the Applicant has previously provided complete copies of the ADA and all information for a sufficiency response to the Florida Department of Community Affairs, Northeast Florida Regional Council, and St. Johns County; and

WHEREAS, the Applicant has provided copies of all previous NOPC's and the current NOPC to the Florida Department of Community Affairs, Northeast Florida Regional Counsel and St. Johns County; and

WHEREAS, the proposed Comprehensive Plan Amendment required to permit the inclusion of the Added Lands in the DRI Property and to authorize "pipelining" as a method of addressing Applicant's transportation mitigation has been provided to the Florida Department of Community Affairs, Northeast Florida Regional Council and St. Johns County, and

WHEREAS, the ADA was reviewed by the Northeast Florida Regional Planning Council as required by Section 380.06, F.S. (2004), and the Council recommended that the Application be approved, with conditions; and

WHEREAS, the St. Johns County Board of County Commissioners duly noticed and on October 13, 1998, held a public hearing on the application as required by Section 380.06, F.S. (2004), and afforded the public and all affected parties an opportunity to be heard and to present evidence; and

WHEREAS, the St. Johns County Board of County Commissioners has duly noticed and on August 23, 2005, held a public hearing on the NOPC resulting in this Amended and Restated Development Order and afforded the public and all affected parties an opportunity to be heard and present evidence; and

WHEREAS, implementation of the Master Plan for Marshall Creek will create a variety of distinct residential neighborhoods or villages buffered from one another by preserved wetlands, uplands and the golf course with access linkages to a Village Center, conveniently located within walking or biking distance of many of residential neighborhoods; and

WHEREAS, the Village Center, with its recreational, civic and commercial uses, including the golf course clubhouse, sales center, and swim and tennis facility, as well as various

housing options, will ultimately be a community focal point and will provide an identity for the project and a community gathering destination for its residents and visitors; and

WHEREAS, the Applicant is seeking to provide a high quality of life for families within the Marshall Creek DRI while protecting the beauty and benefit of the natural characteristics of the property for future generations; and

WHEREAS, The Applicant has assembled a team of engineers, environmental consultants, architects and planners with a history of environmental sensitivity and is committed to design and develop joint strategies with permitting agencies and local government to ensure the protection of water quality of the adjacent Tolomato River and Marshall Creek.

#### **FINDINGS OF FACT AND CONCLUSIONS OF LAW**

1. The proposed DRI is not in an area designated as an Area of Critical State Concern pursuant to the provisions of Section 380.05, F.S (2004).
2. The proposed DRI is consistent with the State Comprehensive Plan.
3. The proposed DRI is consistent with the Strategic Regional Policy Plan adopted by the Northeast Florida Regional Planning Council.
4. The original DRI was consistent with the St. Johns County Comprehensive Plan 1990-2005 and the proposed changes are consistent with the St. Johns County Comprehensive Plan 2000-2015 and St. Johns County land development regulations.
5. The proposed DRI is consistent with the Assessment Report and Recommendations of the Northeast Florida Regional Planning Council issued pursuant to Section 380.06, F.S (2004).

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County, Florida, in public hearing duly constituted and assembled

on August 23, 2005, that the Notice of Proposed Change to the Marshall Creek DRI is hereby approved, subject to the following terms and conditions, restated in full:

GENERAL CONDITIONS

1. **Application For Development Approval.** The DRI shall be developed in accordance with the information, plans and commitments contained in (1) the Marshall Creek DRI ADA dated January 14, 1998, (2) the ADA sufficiency information response dated April 17, 1998, (3) the Master Plan, Map H, dated June 10, 2005, attached as Exhibit "3," and (4) the amendments to the ADA and the ADA sufficiency information response submitted on September 10, 1998 submitted by the Applicant as part of the DRI review prior to adoption of this Development Order, the amendments to the DRI approved in Resolution Numbers 98-220, 2002-103, 2004-24 and 2004-154, all of which are incorporated by reference except to the extent of any conflict with the express terms of the conditions of the Marshall Creek DRI Development Order.

2. **Land Use Totals.** The DRI may be developed with the following improvements: 45 acres of retail and 31 acres of office use to be developed with 300,000 gross square feet of retail service use, 1,500 retail parking spaces and 300,000 gross square feet of office use; up to 2,774 residential units; 18-hole golf course with normal accessory uses; approximately 45.17 acres of parks; other recreational amenities including a fitness center, swim and tennis center, interpretive environmental center/intracoastal club (as described on page 10-5 of the ADA, as amended by September 10, 1998 amendment), boat ramp, and boat dock, and approximately 733 acres of Regional/Open Space, with not less than 648.8 acres of preserved wetlands. As shown on the Land Use Summary and Comprehensive Plan Compliance Table attached as Exhibit "4", no more than 2,774 residential units and 119,000 square feet of non-residential space may be

located within the "Density B" part of the Project and no more than 900 residential units and 600,000 square feet of non-residential space may be located within the "Mixed Use Corridor" part of the Project but in no event shall the total exceed the maximum development authorized by this Development Order. The foregoing expressions of the allowable density ranges per land use category are not cumulative and are intended to express maximum density limitations on the amount of development per land use category. The Applicant may increase certain land uses and simultaneously decrease other land uses through modification of the Marshall Creek (a/k/a Palencia) PUD Ordinance without filing a Notice of Proposed Change provided that such changes are consistent with the Land Use Exchange Table attached as Exhibit "5."

(a) At the time of election of a land use trade-off under the Land Use Exchange Table, the Applicant shall submit to St. Johns County any required application for PUD modification and shall notify, in writing, St. Johns County, the Department of Community Affairs (DCA) and the Northeast Florida Regional Council (NEFRC) of the election and shall provide the County, DCA, and NEFRC with cumulative land use totals and remaining allowable quantities. Written notice of the trade-off election shall be given to the DCA and NEFRC at least 30 days before any local government hearing or meeting which may be required for approval of the proposed trade-off.

(b) So long as the trade-off is consistent with the criteria contained in Exhibit "5" and no change is made to the Master Plan, Map H, no additional DRI approvals shall be required for the trade-off. Trade-off elections shall be reported biennially as provided below.

3. **Phasing, Buildout and Expiration of DRI.** The DRI shall be developed in two phases. Phase I shall be June 15, 2000 through June 15, 2005 and Phase II shall be June 16, 2005 through February 28, 2011. Physical development of the DRI has begun. The buildout date for

all development is February 28, 2011. The DRI termination and DRI Development Order expiration dates are established as February 28, 2021. Any extensions of the DRI buildout, termination or expiration dates shall be governed by the provisions of Section 380.06(19) (C), F.S. (2004).

4. **Effective Date.** The original Development Order took effect on October 23, 1998.

5. **Monitoring Official.** The Director of Planning of St. Johns County, Florida, or his designee shall be the local official responsible for monitoring the development for compliance by the Applicant with this Development Order.

6. **Downzoning Protection.** The Marshall Creek DRI as approved in this Development Order shall not be subject to downzoning or reduction of approved land uses before February 28, 2021, unless the Applicant consents to such change or St. Johns County demonstrates that substantial changes in the conditions underlying the approval of this development order have occurred, 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.

7. **Election Regarding Environmental Rules.** Pursuant to Section 380.06(5)(c), F.S. (2004), the Applicant had elected to be bound by the rules adopted pursuant to Chapters 373 and 403 in effect as of the date of the original Development Order, including, but not limited to, the provisions of Section 373.414(13), F.S. The Applicant further elects to be bound by the rules adopted pursuant to Chapters 373 and 403 in effect as of the date of this Amended and Restated Development Order for the Added Lands. Such rules shall be applicable to all application for permits pursuant to those chapters which are necessary for and consistent with the development

authorized in this Amended and Restated Development Order, except that a later-adopted rule shall be applicable to an application if:

- (i) the later adopted rule is determined by the rule adopting agency to be essential to the public health, safety, or welfare; or
- (ii) the later adopted rule is adopted pursuant to Section 403.061(27), F.S.; or
- (iii) the later adopted rule is being adopted pursuant to a subsequent enacted statutorily mandated program; or
- (iv) the later adopted rule is mandated in order for the state to maintain delegation of a federal program; or
- (v) the later adopted rule is required by state or federal law.

Further, to qualify the Added Lands for the benefits of this provision, the application must be filed within five (5) years from the issuance of this Amended and Restated Development Order and the permit shall not be effective for more than eight (8) years from the issuance of the Amended and Restated Development Order. 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.

8. **Level of Service Standards.** The Applicant shall be required to meet the adopted level of service standards in the St. Johns County Comprehensive Plan and the requirements of the County's concurrency management system.

9. **Reporting.** The Applicant or its successors or assigns, shall submit a biennial report on every other anniversary date of the Development Order, beginning in 2007, until the completion of the DRI. The report shall be submitted to St. Johns County, the Northeast Florida



Regional Council, Florida Department of Community Affairs, the Northeast District of the Florida Department of Environmental Protection, St. Johns River Water Management District, Florida Fish and Wildlife Conservation Commission, and any other affected permit agencies. Form RPM-BSP-ANNUAL REPORT-1 of the Florida Department of Community Affairs, as amended from time to time, may be used for the format of this report. In accordance with Section 380.06(18), F.S. (2004), failure to file the report in a timely manner may result in the temporary suspension of this Development Order. The biennial report shall address the following:

(a) A description of any changes made in the plan of development, or in the representations contained in the Application for Development Approval, or in the phasing for the reporting years and for the coming year. Any trade-off elections permitted by the Land Use Exchange Table in Exhibit "5." Any actions (substantial or non-substantial deviation determinations) taken by the local government to address these changes, including a cumulative history of such changes since adoption of the development order.

(b) A summary comparison of development activity proposed and actually conducted for the preceding two years and projected for the coming year.

(c) Identification of undeveloped tracts of land, other than individual single family lots that have been sold to a separate entity or developer;

(d) Identification and intended use of lands purchased, leased or optioned by the Applicant adjacent to the original DRI site since the development order was issued;

(e) A specific assessment of the Applicant's and the local government's compliance with each individual condition of approval contained in the DRI development order and the commitments which are contained in the Application for Development Approval and subsequent sufficiency responses and which have been identified by the local government, the Regional Planning Council or the Department of Community Affairs as being significant;

(f) Any known incremental DRI applications for development approval or requests for a substantial deviation determination that were filed in the two reporting years and to be filed during the next year;

(g) An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued.

Imposition of any moratorium imposed by a regulatory agency, including the type, duration, cause of and remedy for the moratorium;

(h) A list of significant local, state and federal permits which have been obtained or which are pending by agency, type of permit, permit number and purpose and activity of each;

(i) 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 Applicant pursuant to Paragraph 380.06 (15)(f), F.S. 2004.

(j) A statement certifying that the Northeast Florida Regional Council (with appropriate filing fee), the Florida Department of Community Affairs, St. Johns County, Department of Environmental Protection, St. Johns River Water Management District, Florida Game and Fresh Water Fish Commission, and the other affected permit agencies have been sent copies of the biennial report in conformance with Subsections 380.06(15) and (18), F. S. (2004).

(k) The acreage of uplands and wetlands placed under recorded conservation easements.

(l) Any change to previously reported stormwater plans or design criteria shall be reported biennially in the Monitoring Report.

(m) The status of the preserved wetlands and buffer areas shall be monitored and the cumulative acreage of each shall be reported biennially. A map shall be provided that defines these areas on a biennial basis.

(n) Each biennial report shall be accompanied by a statement certifying that the NEFRC, Department of Community Affairs, St. Johns County, Florida Department of Transportation, Florida Department of Environmental Protection and the St. Johns River Water Management District have been sent copies of the Biennial Monitoring Report in conformance with Subsections 380.06(15) and (18), Florida Statutes. It is the responsibility of the Applicant to guarantee that all appropriate agencies receive a copy of the biennial report.

10. **Notice of Adoption.** Notice of the adoption of this Amended & Restated Development Order, or any subsequent amendment to it, shall be recorded by the Applicant in accordance with Sections 28.222 and 380.06(15)(f), F.S. (2004), with the Clerk of the Circuit Court of St. Johns County, Florida. Recordation of this notice shall not constitute or provide actual or constructive notice of a lien, cloud or encumbrance of the DRI Property. The conditions of this Development Order shall run with the land and bind the successors and assigns

of the Applicant on the DRI Property. Any contract or agreement for sale of those interests by the Applicant for all or any part of the property subject to this-Development Order shall contain a legend substantially in the following form printed or stamped thereon:

THE PROPERTY DESCRIBED IN THIS AGREEMENT IS PART OF THE MARSHALL CREEK 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 HINES INTERESTS LIMITED PARTNERSHIP. 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 DEPARTMENT, ST. JOHNS COUNTY, FLORIDA.

11. **Application For Proposed Changes.** The Applicant shall submit simultaneously to St. Johns County, the Northeast Florida Regional Council and Florida Department of Community Affairs any applications for proposed changes to the DRI and shall comply with the requirements of Section 380.06(19), F.S. (2004), concerning substantial deviations.

12. **Subsequent Requests for Development Permits.** Subsequent requests for development permits shall not require further review pursuant to Section 380.06, Florida Statutes, 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 Planning Council; or

(b) an expiration of the period of effectiveness of this Development Order as provided in this Development Order.

Upon a finding that (a) is present, the St. Johns County Board of County Commissioners shall order compliance with Section 380.06(19) (g) and (h), Florida Statutes, and development within Marshall Creek may continue, as approved, during the DRI review in those portions of the development that are not affected by the proposed change. Upon a finding that (b) is present, the St. Johns County Board of County Commissioners shall order a termination of all development activity until such time as a new DRI application for development approval has been submitted, reviewed and approved in accordance with Section 380.06, Florida Statutes (2004).

13. **Limitation of Approval.** The approval granted by this Development order is limited. Such approval shall not be construed to obviate the duty of the Applicant to comply with all other applicable local or state permitting procedures.

#### SPECIAL CONDITIONS

##### Vegetation and Wildlife.

1. Prior to commencement of construction within any area identified as Gopher Tortoise Habitat on Map G, attached as Exhibit "6," the Applicant shall be responsible for the adequate mitigation of impacts to gopher tortoise habitat. There are 12.6 acres of occupied Gopher Tortoise Habitat present on the Existing Lands and 88.1 acres on the Added Lands, for a total of 100.7 acres of habitat. In order to adequately mitigate impacts to gopher tortoise habitat, the Applicant has purchased 3.15 acres of gopher tortoise habitat within the regional wildlife mitigation park through a contribution of \$13,649.00 for occupied habitat on Existing Lands. The applicant will purchase 9.67 acres of Gopher Tortoise Habitat through a contribution of \$56,714.74 for occupied Gopher Tortoise Habitat on the Added Lands. This condition relative to

Gopher Tortoise Habitat shall be deemed satisfied. Additionally, Applicant shall provide four (4) wildlife crossings, as depicted on Map H. The westernmost crossing shall be a culvert crossing of either a prefabricated and arched concrete structure, a corrugated pipe or a structure of similar design, with a vertical clearance of a minimum of four (4) feet and a horizontal opening width which is no less than one tenth the width of the road and right-of-way which is being traversed or ten (10) feet which ever is larger. The remaining wildlife crossings shall be at grade crossings with reduced speed limits and signs consistent with other such crossings approved in the County.

2. A minimum of 96 acres of uplands shall be preserved within the upland buffers around the preserved wetlands and other areas within the Existing Lands and a minimum of 73 acres of uplands shall be preserved within the upland buffers around preserved wetlands and other areas within the Added Lands. If the minimum buffers provided exceed the minimum acreage under Special Condition 5, than the upland preservation acreage shall be increased accordingly.

3. The areas within the East Parcel as indicated on Map H, attached as Exhibit "3" (the "East Parcel") shall be limited in use to single family development at a density of no more than two (2) units per acre and active and passive recreational uses, and the interpretive environmental center/intracoastal club (as described on page 10-5 of the ADA, as amended September 10, 1998). The Applicant shall preserve a minimum of twenty-five percent (25%) of existing tree canopy in the areas within the East Parcel that are also within FLUCCS Code No. 425 as shown on Map D attached as Exhibit "7." The canopy will be preserved through covenants and restrictions and tree protection requirements that will be incorporated in final engineering plans submitted to St. Johns County. The Applicant shall comply with this

requirement at the time of Construction Plan approval for areas within the East Parcel. St. Johns County shall cooperate with the Applicant in preserving existing tree canopy by considering appropriate variances from paving and drainage standards to minimize loss of significant trees.

Wetlands/Upland Buffers.

4. Of the total of approximately 753.6 acres of wetlands located on the site, no less than 648.8 acres of wetlands shall be preserved on-site and no more than 105 acres of wetlands (no more than 35 acres on the Existing Lands and no more than 70 acres on the Added Lands) may be impacted as in the areas generally depicted on the Master Plan, as illustrated in Table 13-1 of page 43 of the sufficiency response to the original ADA and the NOPC Application dated October 1, 2004. The Applicant's environmental consultant has classified all wetlands on the site into several wetland quality classifications. The project's land planners made every effort to minimize impacts to the highest quality wetlands and to confine wetland impacts to the extent practicable to the lower quality wetlands. The exact boundaries of the areas to be preserved shall be determined in connection with wetland delineation and environmental resource permitting by the St. Johns River Water Management District. The limits of the preserved wetlands shall be delineated on the engineering plans submitted for approval by St. Johns County. All engineering plans submitted to St. Johns County shall be consistent with the requirements of applicable permits issued by the St. Johns River Water Management District. Prior to commencement of clearing, earth movement, construction or other development (including platting) within 500 feet of any wetlands within the jurisdiction of FDEP or SJRWMD, those wetlands shall be surveyed and the wetland boundaries shall be approved by the SJRWMD. All wetland and upland preservation areas required under this Development Order shall be protected by conservation easements meeting the requirements of §704.06 of the Florida Statutes. Nothing in this Development Order shall limit the owners' rights to use conservation easements as mitigation for

wetland impacts within or outside the development. The location and extent of the wetlands to be preserved shall be shown on engineering plans and shall be consistent with the areas of wetlands shown on the Existing Land Use/Natural Resources Map D attached as Exhibit "7."

5. The following buffers will be provided:

AS TO EXISTING LANDS:

Isolated Wetlands:

A minimum 15-foot upland buffer measured landward from the SJRWMD jurisdictional line will be maintained around all preserved isolated wetlands with the exception of road crossings and other impacted areas approved by the St. Johns River Water Management District.

Contiguous Wetlands:

A minimum 25-foot upland buffer measured landward from the SJRWMD jurisdictional line will be maintained around all preserved contiguous wetlands with the exception of road crossings and other impacted areas approved by the St. Johns River Water Management District.

Tidal Marsh/Tolomato River:

An average vegetated buffer of 200 feet shall be maintained between the landward edge of the upland buffer and open water. In addition, a minimum 50-foot vegetated buffer shall be maintained between the landward edge of the upland buffer and open water. An additional 25-foot building setback shall be provided from the landward edge of the upland buffer, except for the one golf hole fronting the marsh, the interpretive environmental center/intracoastal club and any crossings or other similar areas where

all stormwater will be routed to the stormwater management system. In addition, a minimum 50-foot upland buffer measured landward from the St. Johns River Water Management District wetland jurisdictional line shall be maintained and a minimum buffer of native vegetation 75 feet wide along that portion of the Tolomato River north of Marshall Creek measured landward from the landward edge of the marsh where this would result in a wider overall buffer than the 50-foot upland buffer. The minimum 50-foot upland buffer and minimum 75-foot vegetated buffer from the marsh line provided for in this paragraph shall not apply adjacent to golf hole 6, as shown on Map H, or to an intracoastal club area limited to 250 feet of marsh frontage measured as the distance between east/west lines through the north and south limits of the intracoastal club area at the marsh edge. The most restrictive of the foregoing buffers applicable to a given situation shall control. The additional 25-foot building setback described in the third sentence of this paragraph shall be established at the landward edge of the controlling upland buffer or 50 feet landward of the St. Johns River Water Management District line, whichever is more restrictive.

Tidal Marsh/Marshall Creek:

An average vegetated buffer of 100 feet shall be maintained between the landward edge of the upland buffer and open water. In addition, a minimum 50-foot vegetated buffer between the landward edge of the upland buffer and open water shall be maintained. There shall be an additional 25-foot building setback from the landward edge of the upland buffer, except for the golf holes, road crossings and other similar areas where all stormwater will be routed to the stormwater management system. A minimum upland buffer 50 feet wide measured landward from the St. Johns River Water Management



District wetland jurisdictional line shall be maintained. The 50-foot wide upland buffer shall not apply to the area adjacent to golf hole 16 or the green of golf hole 7, as shown on Map H. The additional 25-foot building setback referenced in the third sentence of this paragraph shall be established at the landward edge of the upland buffer or 50 feet landward of the St. Johns River Water Management District jurisdictional line, whichever is more restrictive. The most restrictive of the foregoing buffers applicable to a given situation shall control.

Riverine Areas/Marshall Creek/Stokes Creek:

A minimum vegetated buffer of 50 feet between the landward edge of the upland buffer and open water shall be maintained. There shall be an additional 15-foot building setback from the landward edge of the upland buffer, except for golf holes, road crossings and other similar areas where all stormwater will be routed to the stormwater management system.

Site Specific Buffering Plan:

Notwithstanding anything to the contrary set forth above, the Applicant may submit a site specific buffering plan within the boundaries of a proposed residential subdivision or non-residential development parcel to the County, the St. Johns River Water Management District and the Northeast District Office of the Florida Department of Environmental Protection in connection with construction plan approval and platting of a residential subdivision or construction plan approval for a non-residential parcel ("Site Specific Buffering Plan") The Site Specific Buffering Plan may propose buffering requirements which differ from those set forth above, and which may include other stormwater run-off treatment measures. The Site Specific Plan may be implemented only

if the County, the St. Johns River Water Management District and the Northeast District Office of the Florida Department of Environmental Protection determine that the proposed Site Specific Buffering Plan provides protection to wetland resources, Class II waters and Outstanding Florida Waters that is equal to or better than the protection afforded by the minimum buffering requirements set forth above. The Northeast District of Florida Department of Environmental Protection and the St. Johns River Water Management District shall have thirty-five (35) days within which to review, comment on and both approve the Site Specific Buffering Plans prior to approval by the County as part of its normal construction plan review process. The Applicant shall not be permitted to seek approval of Site Specific Buffering Plans to reduce minimum buffers along the Tolomato River and the tidal marshes of Marshall Creek, except in the areas adjacent to golf hole 6, golf hole 16, and the green of golf hole 7, as shown on Map H. None of the Site Specific Buffering Areas along the Tolomato River shall occur within 1,000 feet south of the point of intersection of the northerly boundary of the original DRI project with the marsh edge.

Guidelines For Trimming Within Upland Buffers:

All native vegetation shall be preserved within all upland buffers, but such vegetation may be trimmed by hand with non-motorized equipment, subject to the buffer management guidelines set forth below. The guidelines shall be implemented and enforced by an architectural review committee to be established in connection with recorded covenants and restrictions. Any hand-trimming allowed within upland buffers pursuant to the foregoing provisions, shall be limited to 50 percent (50%) of lot width with an upper height limit of twenty-five feet (25') and a lower height limit of thirty-six

inches (36") from the ground. Trimming will be limited to limbs three inches (3") in diameter or less. Dead and diseased trees and branches may be removed. The guidelines shall also be made part of the approved construction plans enforceable by St. Johns County. The vegetated buffer areas shall be further protected by a conservation easement, which shall be recorded prior to final plat approval within residential areas and prior to conveyance of non-residential parcels to third parties. Such areas shall be clearly identified on subdivision plats. No herbicides or pesticides shall be applied within the upland buffers. The conservation easements shall be in the form previously reviewed and approved by the Department of Community Affairs.

For purposes of applying the provisions of this Special Condition 5, open water shall be defined as any watercourse that is regularly inundated and generally devoid of vegetation. Areas of open water shall be identified by the Applicant, agreed to by the St. Johns River Water Management District and St. Johns County and mapped on all engineering plans for improvements that abut the tidal marsh of the Tolomato River, the tidal marsh of Marshall Creek, or the riverine areas of Marshall Creek and Stokes Creek.

Conservation easements and the portions of the recorded covenants and restrictions that relate to preservation of wetlands and upland buffers shall be enforceable by the Applicant, the property owners association, the St. Johns River Water Management District, the County and the Northeast District of the Florida Department of Environmental Protection. The covenants and restrictions or conservation easement shall not permit variances from the minimum standards set forth in this Development Order Condition for individual lot owners.

The upland buffers required under this Development Order Special Condition 5 are minimum buffers. If the St. Johns River Water Management District determines, in connection with its review of applications for environmental resource permits for the project, that larger buffers are necessary to provide reasonable assurance that applicable state water quality standards will not be violated and that current water quality in receiving waters is preserved, then such larger buffers shall be provided. Such larger buffers may be required for parcels in which the stormwater from lawns, etc. is not collected and treated before entering the buffer, and for areas where the uses are more intense and create a greater threat for degradation of adjacent water quality.

AS TO THE ADDED LANDS:

Contiguous Wetlands:

An averaged 25-foot undisturbed vegetative upland buffer (10-foot minimum) shall be required adjacent to contiguous wetlands. This upland buffer shall be measured landward of the state wetland jurisdictional line. In addition, a 25-foot building setback to the upland buffer shall be provided. In no instance shall the upland buffer be reduced to less than 10 feet except in circumstances where unavoidable wetland impact occurs such as but not limited to a road crossing. The building setback shall be measured from the landward edge of the upland buffer.

Guana/Tolomato Rivers and Tributaries:

An averaged 50-foot undisturbed vegetative upland buffer (25-foot minimum) shall be required adjacent to the Guana or Tolomato Rivers and into all tributaries up to a location where a mean high water line can be set. Such portions of these tributaries, streams or other water bodies shall be established by the mean high water line of the applicable tributary, stream or other water body and such mean high water line shall be depicted on all site plans, development plans and other documents submitted to authorize the review for development. This upland buffer shall be measured landward of the state wetland jurisdictional line. In no instance shall the upland buffer be reduced to less than 25 feet except in circumstances where unavoidable wetland impact occurs such as but not limited to a road crossing.

Conservation easements and the portions of the recorded covenants and restrictions that relate to preservation of wetlands and upland buffers shall be enforceable by the Applicant, the property owners association, the St. Johns River Water Management District, the County and the Northeast District of the Florida Department of Environmental Protection. The covenants and restrictions or conservation easement shall not permit variances from the minimum standards set forth in this Development Order Condition for individual lot owners.

The upland buffers required under this Development Order Special Condition 5 are minimum buffers. If the St. Johns River Water Management District determines, in connection with its review of applications for environmental resource permits for the project, that larger buffers are necessary to provide reasonable assurance that applicable state water quality standards will not be violated and that current water quality in

receiving waters is preserved, then such larger buffers shall be provided. Such larger buffers may be required for parcels in which the stormwater from lawns, etc. is not collected and treated before entering the buffer, and for areas where the uses are more intense and create a greater threat for degradation of adjacent water quality.

6. Construction activity within the Marshall Creek DRI shall be conducted in accordance with a stormwater pollution prevention plan developed pursuant to the EPA NPDES permit program. Prior to commencement of any construction that will be adjacent to a preserved wetland, the contractor shall be required to install silt fencing on the landward edge of the upland buffer or landward of the upland buffer at the physical limits of construction to protect the preserved wetlands. An additional row of silt fencing shall be installed at least three feet (3') landward of the silt fence along the upland buffer adjacent to tidal marsh. The silt fencing shall be inspected at least once a week and repairs to fallen or damaged sections shall be made immediately upon discovery. The provisions of this Development Order Condition shall be incorporated into all construction contracts for work within the Marshall Creek DRI. All contractors working within the Marshall Creek DRI shall be notified of the requirement for a stormwater pollution prevention plan developed pursuant to the EPA NPDES Permit Program and shall be advised of the requirements set forth above concerning silt fencing. Copies of the stormwater pollution prevention plans shall be provided to the Northeast District office of the Florida Department of Environmental Protection.

Docks and Piers.

7. Construction of docks and piers within the tidal marsh areas of the Project shall be limited as follows

(a) Up to five (5) private individual docks may be constructed within the Marshall Creek marsh system. For purposes of this condition, the Marshall Creek marsh system is defined as that part of Marshall Creek and its adjacent wetlands that is southeasterly of the loop road shown on the Master Plan and west of a line connecting the two small islands lying north and south of Marshall Creek, as shown on the Master Plan. The docks shall be required to meet all applicable permitting and authorization requirements, including, but not limited to, the requirements of Chapter 18-20 F.A.C. for docks within the aquatic preserve. The Applicant acknowledges and agrees to comply with Comprehensive Plan objective F.1.1.2 as it may apply to the Added Lands.

(b) Up to two (2) community piers with viewing platforms, not including the Fish Camp Parcel, may be constructed from the upland areas of the site to the open waters of the Tolomato River. These piers shall be for the common use of the residents of the Project and shall be part of an environmental education program. Non-motorized boat launches may be permitted in association with these piers. No motorized docking shall be permitted. The piers shall be required to meet all applicable permitting and authorization requirements, including, but not limited to, the requirements of Chapter 18-20 F.A.C. for piers within the aquatic preserve. Nothing in this Special Condition shall entitle the Applicant to use uplands or wetlands owned by the State of Florida. All permits for docks and piers to the Tolomato River shall require the applicant to have riparian rights. The two piers to the Tolomato River must be separated by at least one-quarter (1/4) mile.

(c) Applicant may elect to (i) maintain the Fish Camp Parcel in its current state, (ii) convey the Fish Camp Parcel to a third party purchaser, or (iii) may improve the Fish Camp parcel, and/or the existing boat ramp and/or construct docks to facilitate the launching and

hauling out of both motorized and non-motorized vessels. Any use of the Fish Camp Parcel not allowed by its current Rural Commercial Comprehensive Land Use designation and Commercial Highway Tourist zoning is subject to obtaining all applicable permits and complying with current provisions of the St. Johns County Comprehensive Plan. Any use of the Fish Camp Parcel allowed by its current Rural Commercial Comprehensive Land Use designation and Commercial Highway Tourist zoning is subject to obtaining all applicable permits and seeking a determination that such proposed use is within those uses allowable under the existing Rural Commercial Comprehensive Land Use Plan designation and Commercial Highway Tourist zoning. The Applicant may seek a determination of vesting from the current provisions of the St. Johns County Comprehensive Land Use Plan at any time.

8. In connection with permit applications for the stormwater management system for the Marshall Creek DRI, the Applicant shall ensure maintenance of high water table elevations and hydroperiods within preserved wetlands. No development activities, as defined in Section 380.04, F.S. (2004), except for activities permitted by the appropriate environmental permitting agencies, shall be allowed in any of the wetland areas within the DRI. Wetland impacts will be mitigated through the regulatory permitting process of the St. Johns River Water Management District and the U.S. Army Corp of Engineers.

Water.

9. The Tolomato River and a portion of Marshall Creek waterward of the mean high water line is a part of the Guana River Aquatic Preserve. Waters within the preserve are designated as Outstanding Florida Waters. Further, this portion of the Tolomato River is also designated as a Class II waters. The Applicant recognizes the reciprocal benefits that will flow to the future residents of the Marshall Creek DRI, the residents of other properties adjacent to such waters and to all the citizens of the region as a result of protection of the quality of these



waters. Waters meeting the Class II water quality standards and qualifying for inclusion within Outstanding Florida Waters provide a world-class amenity to the Project. The Applicant is committed to work within existing rules and to cooperate with the Northeast District of the Florida Department of Environmental Protection and the St. Johns River Water Management District to take measures as specified with this Development order to protect these waters. Accordingly, in addition to the other specific Development Order Conditions under this section, the surface water quality shall be monitored in accordance with the Surface Water Quality Monitoring Program approved by the Northeast District of the FDEP and attached as Exhibit "8." Monitoring data prepared in accordance with the monitoring program shall be summarized in the DRI biennial report.

If the Surface Water Quality Monitoring Program identifies a variation in water quality of receiving waters from established background water quality attributable to discharges from the Project, then the Northeast District of the Florida Department of Environmental Protection shall promptly notify the Applicant of such conditions. In such event, the Applicant shall cooperate with the Northeast District of the Florida Department of Environmental Protection to develop a plan to address the problem. The actions required to address the problem, including the means of payment by the Applicant for the costs of such plan and actions required, and the timeframe within which to implement the plan of action shall be agreed upon by the Northeast District of the Florida Department of Environmental Protection and the Applicant. If agreement is not reached within one (1) month from the time FDEP notifies the Applicant of a variation in water quality, no further permits shall be issued until agreement is reached. Failure to implement the agreed-upon plan of action within the timeframe agreed upon will be a violation of this Development Order Condition.

10. To reduce sources of pollutants, especially nutrients and pesticides associated with the golf course, a Chemical Management Plan (“CMP”) which includes an Integrated Pest Management Program (“IPMP”) and a Nutrient Management Program (“NMP”) was approved by the St. Johns River Water Management District, the Northeast District of the FDEP and the Department of Community Affairs and implemented prior to application of any pesticides or fertilizers on the golf course. Only EPA approved pesticides may be used. Upon completion and approval of the CMP, a copy shall be provided to St. Johns County. The CMP assures that nutrients and pesticides are used only when necessary. The IPMP minimizes the use of pesticides and includes the use of the USDA-NRCS Soil Rating for Selecting Pesticides to select pesticides for use that have a minimum potential for leaching or loss from run-off. The NMP is to be based upon the USDA-NRCS Nutrient Management Standard and includes the use of soil tests to determine needed applications. Only EPA approved chemicals with a half-life of seventy (70) days are to be used. The CMP also includes limitations in the homeowners’ restrictive covenants which restrict use of pesticides, herbicides and fertilizers to those that are consistent with the USDA-NRCS Soil Rating for Selecting Pesticides to pesticides which have a minimum potential for leaching or loss from run-off, and to EPA-approved chemicals with a half-life of seventy (70) days or less.

11. Golf Course fertilization shall comply with the fertilizer recommendations set forth in the Manual for Commercial Turf Grass Management by the University of Florida compiled by the Florida Turf Grass Association, or any future manual accepted by the reviewing agencies that may succeed the Manual. Fertilizers applied to turf grasses within the golf course and common landscape areas may be applied through time release granular form or the golf course irrigation system. Prior to fertilizer being applied with the irrigation system, a Best

Management Practices document for fertigation shall be prepared by the Applicant and approved by St. Johns County.

12. Class II Waters and Outstanding Florida Waters adjacent to the Project shall be protected by compliance with applicable rules of the St. Johns River Water Management District relating to retention, treatment and discharge of stormwaters and by provision of reasonable assurance that applicable state water quality standards will not be violated.

13. All stormwater runoff from the golf course shall be routed to the stormwater treatment system prior to discharge to receiving surface waters. Where possible, the golf course shall be contoured to direct drainage into swales and berms prior to discharge to the stormwater management system.

Floodplain.

14. Construction within the 100-year floodplain, shall comply with applicable federal, state, and local laws and regulations.

15. In connection with review of the management and storage of surface waters permit or permits for the Project, the St. Johns River Water Management District shall review plans for fill within the 100-year floodplain to ensure there is no measurable increase in flood elevations off-site.

16. No permits for residential, commercial or public buildings will be issued for construction within any portion of the 100-year floodplain where the base flood elevation has not been established until the Applicant has provided to St. Johns County data on the site specific base flood elevation. All road crossings and finished floor elevations of buildings within the 100-year floodplain shall be developed in accordance with the St. Johns County Flood Damage Prevention Ordinance 90-24, as amended.

Water Supply.

17. Development within the Project shall occur concurrent with the provision of adequate central potable water supply meeting the adopted level of service in the St. Johns County Comprehensive Plan. Central water supply shall be provided by St. Johns County.

18. The golf course and major common landscaped areas shall be irrigated first with available stormwater followed by reclaimed wastewater, immediately after it is made available in sufficient quantities to serve to those areas. Surficial water wells and the Floridan Aquifer may only be used as an emergency backup to these sources as such use is permitted by the St. Johns River Water Management District. The Applicant shall apply for concurrent environmental resource and consumptive use permits for the golf course to ensure the coordination of inter-related aspects such as the construction of a stormwater system that supports water reuse and minimizes pollutant and volume loading into surface waters.

19. Individual residential irrigation wells shall be encouraged within estate lot subdivisions subject to confirmation of acceptable water quality within the surficial aquifer. Immediately after reuse water is supplied in quantities sufficient to completely and continuously satisfy the year-round irrigation needs of the golf course and common landscaped areas and reuse water is made available to residential areas, future residential parcels for which final engineering plans have not been approved by St. Johns County shall be developed with reuse irrigation systems using the reuse supply.

20. Water conservation strategies, including the encouragement of xeriscape landscaping techniques and low-flow plumbing fixtures shall be incorporated into the construction, operation, and maintenance phases of the development. A landscaped common area shall be established as a xeriscape demonstration area with signs and literature that describe the benefits of using Best Management Practices xeriscape landscape design. The demonstration

area shall be in a visible location accessible to the residents and visitors of the Marshall Creek DRI such as the Village Center or interpretive environmental center/intracoastal club (as described on page 10-5 of the ADA, as amended September 10, 1998). In addition, a minimum of fifty percent (50%) of all shrub material used in landscaping of residential and commercial building parcels shall be drought-resistant or native to the Southeastern Atlantic Coastal Plain. Preservation of existing plant material will be encouraged and may count as satisfying this requirement. All builders and property buyers will be informed of this requirement and be provided a handbook for xeriscape landscaping in Marshall Creek, which will include a suggested plant list, design recommendations, maintenance and description of the xeriscape principles. The architectural review board will review all landscape plans and builder/buyer landscape options for all residential and commercial uses for compliance with this requirement.

21. An inventory of water wells on the added lands shall be prepared, mapped and delivered to the Water Management District prior to site clearing or construction. Any water wells not planned for future use and water wells determined to no longer be of service shall be abandoned in accordance with Rule 40C-3.531, F.A.C.

#### Wastewater Management.

22. Development of the Project shall proceed concurrent with the provision of adequate central sewer service meeting the adopted level of service standards in the St. Johns County Comprehensive Plan. Central sewer service shall be provided by St. Johns County.

23. Septic systems may only be used in connection with use of the golf course and other remote recreational amenities. When a central sewer system is installed to within two hundred feet (200') of a temporary septic system, the septic system shall be removed and central sewer and water service shall be provided to the golf course or other recreational amenity.

24. In the event that St. Johns County or the City of St. Augustine provides reuse wastewater to the Project for irrigation in the future, St. Johns County or the City of St. Augustine shall maintain an alternative off-site wet weather discharge. No wet weather discharge of reuse wastewater shall be required or allowed within the Project.

Stormwater Management.

25. Development within the Project shall proceed concurrently with a contiguous, functioning, permitted management and storage of surface waters system. The Project shall meet the adopted drainage level of service standard in the St. Johns County Comprehensive Plan.

26. Roadway and golf course designs adjacent to preserved wetland areas will provide for the capture and diversion of design capacity stormwater runoff from the roadway surface or golf course to the stormwater treatment system for treatment.

Solid Waste.

27. The Project shall meet the level of service standard established in the St. Johns County Comprehensive Plan 1990-2005.

28. The Project shall participate in the St. Johns County recycling program.

Transportation.

29. Pursuant to Section 163.3180(12), Florida Statutes (2004), the Applicant will contribute \$3,622,000.00 million dollars (the "Pipelining Amount") in funded transportation improvements to offset the impacts of the Marshall Creek DRI development to the regional transportation system, as described below. These contributions are sufficient to fully mitigate for all the transportation impacts for the development rights approved in this Development Order through full build-out. These contributions are sufficient to pay for or construct one or more required improvements which will benefit regionally significant transportation facilities and meets the pipelining requirements set forth in Section 163.3180(12), Florida Statutes (2004) as

authorized by this Development Order and if authorized by applicable Comprehensive Plan Amendment (COMPAMD 2004-09 Ordinance 2005-77), adopted by St. Johns County simultaneously with this Development Order. The improvements to be constructed by the Applicant or identified for funding by the Applicant are set forth on attached Exhibit "9" and are described below.

(a) Pipelined Improvements. The Applicant will cause the construction of the following transportation improvements, including right-of-way acquisition costs, if necessary for all improvements within the timeframe specified below.

(i) International Golf Parkway. Construct a three-lane undivided urban section extending westward from U.S. 1 as shown on Exhibit "9" (the exact location to be determined during the acquisition and permitting processes), and railroad crossing and intersection improvements as described therein. This improvement has an estimated allocated cost of \$1,975,000.00 Dollars. This improvement will be commenced prior to December 31, 2006. In the event Applicant is unable, despite the exercise of due diligence, to obtain the necessary permits and railroad crossing authorization necessary for the construction, Applicant will post a bond or other security acceptable to the County in the full estimated cost of construction and shall thereafter, continue to exercise due diligence to accomplish the commencement and completion of construction.

(ii) Application of Remaining Proportionate Share Payment. Upon the completion of the improvements described in subparagraph (i) have been completed, the Applicant shall contribute an estimated \$1,647,000.00 (or whatever funds remain after the improvements described in subparagraph (i) have been completed) to the proposed long range improvements to the Interstate 95/County Road 210 interchange a set forth in the Interchange

Modification Report being proposed by the Developer of Twin Creeks DRI and as accepted by the Federal Highway Administration.

(b) Intersection Improvements.

The Applicant shall be responsible for the full cost of all intersection improvements necessary to accommodate project traffic at all access points, including, but not limited to, turn lanes, acceleration and deceleration lanes, and signalization, when warranted, at a time to be determined by St. Johns County. The Applicant shall be responsible for the full cost of the signal warrant study. Full median openings are located at the main entrance at the U.S. 1/International Golf Parkway intersection, Shannon Road/U.S. 1 intersection and at the intersection of Las Calinas Boulevard/U.S. 1.

(c) Connections to Adjacent Property.

The internal roadway system and land uses shall be developed so as to not preclude future connections to any development to the north of the project and to the south of the Project through Mixed Use Parcel A as shown on Map H. The Applicant shall provide for 2 (two) internal connections from the Existing Lands to the Added Lands. One (1) internal connection will be from MV-3 to the spine road, the specific location of which, along with the second connection, shall be determined at a later time.

(d) Transportation Demand Management.

(i) As development occurs in this area of the County, the Applicant shall team with other developers in this corridor and participate in a Transportation Management Organization (TMO). In order to meet this condition, the Applicant may become a member of the existing TMO (aka TDMA) for the Saint Johns DRI, which was formed pursuant to the Development Order for the Saint Johns DRI. The purpose of a TMO is to reduce traffic impacts,



especially from those employed at the project, particularly as such traffic may impact I-95 and U.S. 1 by employing a variety of Transportation Demand Management strategies. The Applicant's participation in the existing TDMA for Saint Johns or the creation of a new TMO will allow for the development community to cooperatively participate in such innovative planning and implementing actions as securing staggered work hour agreements among various employers located within the project and along the corridor; promoting van pooling and ridesharing for employees and transit on-site and coordinating such efforts with other major employers in the corridor; participating in transportation provision for the transportation disadvantaged; possible development of a park and ride facility; etc. The TMO shall be established or the applicant shall become a member of the existing TMO during construction of Phase II of the Project. All efforts to promote the transportation demand management strategies shall be documented in the Biennial Report.

Air Quality.

30. The following fugitive dust control measures shall be undertaken during all construction activities throughout buildout of the project:

(a) Contractors will moisten soil or use resinous adhesives on barren areas, which shall include, at a minimum, all roads, parking lots, and material stockpiles;

(b) Contractors will use mulch, liquid resinous adhesives with hydro-seeding or sod on all landscape areas;

(c) Contractors will remove soil and other dust-generating material deposited on paved streets by vehicular traffic, earth moving equipment, or soil erosion;

(d) Contractors will utilize the best operating practices in conjunction with any burning resulting from land clearing, which may include the use of air curtain incinerators.

Affordable Housing.

31. Prior to any building permits being issued for retail/service or office development in excess of 210,000 gross square feet of any combination of such uses, the Applicant shall provide DCA, the NEFRPC, and St. Johns County: with a determination of the adequate housing demand for the Project following the requirements of Rule 9J-2.0248(4), F.A.C., and a determination of adequate housing supply within a reasonable proximity using current information from the Multiple Listings Service or some other acceptable methodology pursuant to Rule 9J-2.0248, F.A.C. (2004). The analysis must be approved by DCA, the NEFRPC, and St. Johns County. If the reviewing agencies determine from the study that there is a deficiency of readily accessible affordable housing, no building permits for commercial or office use in Phase II in excess of accumulation total of 210,000 square feet shall be issued until mitigation measures consistent with those listed in Rule 9J-2.0248, F.A.C., Adequate Housing Uniform Standard Rule, are adopted in the development order or an amendment to the development order.

Fire Protection.

32. The Applicant shall undertake the following measures to enhance fire safety for the future residents of Marshall Creek:

(a) All builders shall be required to distribute to each prospective purchaser informative literature explaining the benefits of installing a sprinkler system in the purchaser's new home. The literature shall be developed in cooperation with the St. Johns County Fire Division. In addition, all structures greater than thirty-five (35') feet in height within Marshall Creek shall be protected with an automatic sprinkling system designed and installed in accordance with all applicable fire and building codes.

(b) The Applicant shall donate approximately one (1) acre, more or less, of land to St. Johns County for the construction of a fire station on a location approved by the Fire

Division. The land to be conveyed to the County under this Special Condition, however, shall be large enough to accommodate the prototype fire station and horizontal site design improvements being used by the County as of the date of this Development order taking into account the offsite drainage and retention to be provided under Subparagraph (c) below. The conveyance shall be made within 120 days after request for the conveyance by the County accompanied by a site plan showing the improvements to be made to the site. The Applicant shall not be required to convey the site prior to commencement of development activity within Marshall Creek by the Applicant. The deed of conveyance shall contain covenants, restrictions and easements insuring that the property will be used for its intended purpose in protecting the surrounding property.

(c) In addition to conveyance of the one-acre site, the Applicant or the Community Development District shall construct a stormwater treatment system on land outside of the fire station site that would accommodate drainage and retention from the fire station site.

(d) Impact fee credits shall be allowed for the donation of the land for the fire station in accordance with the applicable County impact fee ordinance.

#### Recreation and Open Space.

33. The development shall include a total of 24.68 acres of community parks (“Community Parks”), a total of 20.49 acres of neighborhood parks (“Neighborhood Parks”) and a total of 733 acres of Regional/Open Space (“Regional/Open Space”), all as defined in Objective H.1.3 of the St. Johns County Comprehensive Plan. A minimum of 14 acres of the Community Parks and a minimum of 4.16 acres of the Neighborhood Parks have been completed. The location of the Phase I Community Parks is as set forth on Map H, attached hereto. The balance of the Community Parks and Neighborhood Parks shall be completed during Phase II of the development. The location of the Phase II Neighborhood Parks shall be identified on master development plans as submitted.

The Community Parks and recreational improvements to be provided pursuant to this Development Order are further described as follows:

Phase I Community Parks.

(a) An active park with athletic playing fields containing a minimum of ten acres shall be constructed by the Applicant or Community Development District and shall be conveyed to St. Johns County during Phase I. St. Johns County shall maintain the park for its intended active recreational uses. The Applicant, a Community Development District or a property owners' association may provide enhanced maintenance or additional improvements after the initial dedication to St. Johns County by agreement with the St. Johns County Parks and Recreation Department. The St. Johns County Parks and Recreation Department were consulted during the initial design of the active park. Park impact fee credits shall be allowed for the active park conveyed to the County in accordance with the applicable St. Johns County impact fee ordinance.

(b) A village green and linear park along the loop road, which shall include a walking path and a bike path shall be completed during Phase I. The walking path and bike path shall be installed by the Applicant or a Community Development District. The village green and linear park shall be owned and maintained by a Community Development District or property owners' association. No user fees shall be charged for use of these facilities. The total acreage within the village green and linear park shall be adequate to satisfy the balance of the Phase I requirement of 14 acres not satisfied by the acreage within the active park.

Phase II Community Parks.

(a) The remaining 10.68 acres of Community Parks shall be completed during Phase II. The Phase II Community Parks may include active recreational areas, swim and tennis facilities, and extensions of the linear park along the loop road, as well as other park areas approved as Community Parks by the St. Johns County Parks and Recreation Department. The Phase II Community Parks shall be owned by a Community Development District or property owners' association. All Community Park areas, except the swim, fitness and tennis facilities, shall be accessible without user fees. The foregoing notwithstanding, a nominal cleaning fee may be charged to users of the athletic fields for organized events.

Neighborhood Parks.

The Neighborhood Parks shall be private parks and shall be accessible to the residents of the Marshall Creek DRI.

Education.

34. The Applicant has met with the staff of the St. Johns County School District and the Marshall Creek Community Development District ("CDD") and continues to negotiate in good faith for the provision of a public school on the Marshall Creek property. A site containing 8 usable acres was identified by the Developer on the PUD Master Plan in July 2000 for a public elementary school serving grades K-5. Subject to satisfactory arrangements with St. Johns County Parks and Recreation for school utilization of the adjacent site, the identified site is satisfactory to the School Board and shall be conveyed to the School Board within 45 days of written request to the Applicant. Applicant agrees that its credit for school impact fees for the identified site will be limited to the lesser of 50% of the fair market value of the site at the time of conveyance or \$600,000.00. If satisfactory arrangements cannot be made with St. Johns

County Parks and Recreation, Applicant and the School Board will continue to negotiate in good faith. If the Applicant and the School District are unable to reach a mutually beneficial agreement by August 31, 2006, the Applicant shall grant to the School District a six-month option (by mutual agreement the time frame can be extended) to acquire a school site (the "Alternate Site") on the following terms:

(a) The Alternate Site shall be at least 80 percent usable uplands and shall be large enough to meet the applicable requirements of the District for construction of an elementary school or K-5 school taking into account the availability, if any, of off-site drainage and retention and off-site recreational improvements.

(b) The Applicant shall receive school impact fee credits for the Alternate Site in accordance with the applicable County impact fee ordinance.

(c) To exercise the option to obtain title to the identified site or the Alternate Site, the School District would be required to enter into an agreement to commence construction of a school on the applicable site within eighteen (18) months after the School District notifies the Applicant that there are 400 elementary school aged children residing within Marshall Creek. If Department of Education approval of the school and all other requirements necessary to allow the School District to commence construction are not attained within twenty-four (24) months after such notification, then the school site would be returned to the Developer. If the school site is returned to the Developer, then, simultaneously with such return, the impact fee credits shall be void and any impact fee credits that had been used would be repaid by the Developer.

(d) Any modification to the location of the school site shall be incorporated into the PUD Master Plan.

Historical and Archeological Sites

35. Archeological sites 8SJ3149, 8SJ3471 shall remain undisturbed, except for Phase 2 testing, until the Applicant has completed Phase 2 testing of these sites and received concurrence from the Division of Historical Resources as to their significance and necessary mitigation requirements. If the Division of Historical Resources determines that preservation or mitigation is necessary to maintain a site, the Applicant shall develop a preservation or mitigation plan to be reviewed and approved by the Division of Historical Resources and St. Johns County. Copies of this plan will be included in the ensuing Biennial Monitoring Report. Map D, attached as Exhibit 7, shows the locations of each of these sites. The Applicant shall submit a notice of Proposed Change to include any sites to be preserved on Map H within six months of approval of any preservation plan by the Division of Historical Resources. Any burial sites shall be preserved on site and shall not be disturbed. This condition shall be deemed satisfied as to sites 8SJ3145, 8SJ3146 and 8SJ3476.

Impact Fees.

36. Impact fee credits towards any present or future impact fees that may be adopted by St. Johns County shall be allowed for any contribution of land, money (including, but not limited to, contributions or construction pursuant to “pipelining” responsibilities) or improvements made by the Applicant or the Community Development District, as the case may be, for public facilities pursuant to the guidelines stipulated in Section 380.06(16), Florida Statutes, and St. Johns County Impact Fee Ordinances 87-57, 87-58, 87-59 and 87-60, as they may be amended. The Applicant proposes and the County agrees that, in the event that any contributions of land, money (including contributions or construction pursuant to “pipelining” responsibilities), or improvements funded or constructed with funds from a Community Development District are required by then current law to give rise to impact fee credits to the

Community Development District, then such impact fee credit shall be established in the name of the Community Development District.

Community Development District.

37. The Applicant has formed a Community Development District and has indicated that it may form one or more additional Community Development Districts within the DRI pursuant to Chapter 190, F.S. (2004). Nothing in this section shall be construed as approval or consent by the County to the establishment of the Community Development District by the Applicant pursuant to Chapter 190, F.S., and the County expressly maintains all rights available to it pursuant to Chapter 190, F.S., related to the proposed establishment of a Community Development District by the Applicant. Any Community Development District for Marshall Creek approved pursuant to Chapter 190, F.S. (2004) may finance, fund, plan, establish, acquire, construct or reconstruct, enlarge or extend, equip, operate and maintain projects, systems and facilities for the purposes described in Section 190.012, F.S., including, but not limited to, any other project required or authorized by this Development Order. Construction or funding by any such Community Development District of all such projects within or without the boundaries of the Community Development District required by this Development Order or necessary to serve the development approved by this Development Order is expressly approved. If the Applicant is required by this Development Order to provide, pay for or otherwise cause to be provide, infrastructure, projects, systems or facilities set forth in Chapter 190, F.S., including, without limitation, those in §190.012(1) and (2) F.S. (2004), then the Community Development District independently may satisfy such obligations. To the extent any such obligation under this Development order is met or performed by the Community Development District, then the Applicant shall no longer be subject to the obligation. The Applicant proposes and the County agrees that, in the event that any contributions of land, money (including contributions or



construction pursuant to “pipelining” responsibilities), or improvements funded or constructed with funds from a Community Development District are required by then current law to give rise to impact fee credits to the Community Development District, then such impact fee credits shall be established in the name of the Community Development District.

Design Criteria.

38. The Applicant shall incorporate into the PUD requirements special design criteria within the portion of Mixed Use Parcel A fronting on U.S. 1 to ameliorate any strip commercial effect through landscaping, signage, and access.

Shannon Road/Out Parcel Access and Buffering.

Shannon Road, a road declared by the Board of County Commissioners of St. Johns County to be a County road in 1974 and a road maintained and used as a County road since that time, shall not be relocated or closed without approval of St. Johns County. If the relocation or closing is to be permanent, it shall first be approved by County Road vacation procedures required by State law and County ordinances and procedures. This provision shall not be interpreted as requiring or committing the County to approve such road vacation, and the Applicant shall not rely on this provision as a commitment that the County will approve the temporary or permanent closing or relocation of Shannon Road.

The existing Shannon Road may be used as a construction entry road to the Marshall Creek project so long as that road is maintained in a condition equal or better than it is in on the effective date of this Order. However, use of Shannon Road as an entrance to the project shall cease upon direction of the County Road and Bridge Department in order to maintain the road, or upon completion of another approved County access to the project, whichever occurs first.

Vehicle and pedestrian access to parcels of real property not included in the Marshall Creek DRI, but totally surrounded by it (hereinafter "Outparcels") will be provided at all times in the future by the Applicant or in the Applicant's place, a successor home owner association or Community Development District in a manner which is as efficient, useable, serviceable, or better than that provided by said Shannon Road and other easements as they exist on the date of County approval of this Development of Regional Impact. If Shannon Road access to said Outparcels is permanently replaced by any other road, such permanent replacement road shall meet all County standards applicable to access to said Outparcels and the structures thereon. Construction Plans that encompass or substantially affect any portion of the existing Shannon Road shall provide a description of the construction schedule demonstrating how access to the Outparcels will be maintained or replaced in a manner consistent with these requirements.

A Twenty-five foot (25') undisturbed vegetated buffer shall be maintained around the Outparcels and all buildings within the Marshall Creek DRI shall be set back a minimum of forty feet (40') from the Outparcel boundaries.

**RENDITION**

Within ten (10) days of the adoption of this development order, St. Johns County shall render a copy of this development order with all attachments, certified as complete and accurate, by certified mail, return receipt requested, to the Florida Department of Community Affairs, Bureau of Local Planning, Northeast Florida Regional Planning Council, and the Applicant.

PASSED AND ENACTED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, THIS 23 DAY OF August, 2005.

BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA

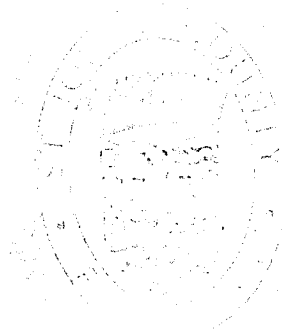
By: [Signature]  
Chairman

ATTEST: Cheryl Strickland  
By: [Signature]  
Deputy Clerk

Adopted Regular Meeting  
Effective:

August 23, 2005  
Oct. 23, 2005

RENDITION DATE 9-1-05



# LEGAL DESCRIPTION OF MARSHALL CREEK DEVELOPMENT AREA:

ALL OF SECTION 34; ALL OF THE THERESA MARSHALL GRANT, SECTION 53; ALL OF THE THERESA MARSHALL OR JUANNA PAREDES GRANT, SECTION 56 AND A PART OF SECTION 33; A PART OF THE CLARA P. ARNAU GRANT, SECTION 44; A PART OF THE JAMES ARNAU GRANT, SECTION 45; A PART OF THE THERESA MARSHALL OR CLARA P. ARNAU GRANT, SECTION 54; A PART OF THE THERESA MARSHALL OR THE JUANNA PAREDES OR THE CLARA P. ARNAU GRANT, SECTION 55; A PART OF THE JUANNA PAREDES OR THE JAMES ARNAU GRANT, SECTION 57; A PART OF THE THERESA MARSHALL OR THE JAMES ARNAU GRANT, SECTION 58; A PART OF THE THERESA MARSHALL OR THE ROQUE LEONARDI GRANT, SECTION 60; A PART OF THE ROQUE LEONARDI GRANT, SECTION 61, ALL IN TOWNSHIP 5 SOUTH, RANGE 29 EAST; TOGETHER WITH A PART OF SECTIONS 3 AND 4 IN TOWNSHIP 6 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR THE POINT OF BEGINNING COMMENCE AT A CONCRETE MONUMENT WITH A 1" DISK (WITH NO SURVEYOR IDENTIFICATION) FOUND AT THE INTERSECTION OF THE SOUTHERLY LINE OF LANDS DESCRIBED AS PARCEL "1" IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 883, PAGE 0200 WITH THE NORTHEASTERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY NO.1 (A VARIABLE WIDTH RIGHT-OF-WAY AS NOW ESTABLISHED), THEN NORTHWESTERLY, ALONG LAST SAID RIGHT-OF-WAY LINE, THE FOLLOWING 7 COURSES, COURSE NO.1: NORTH 37°50'32" WEST, 54.90 FEET TO A SET CONCRETE MONUMENT STAMPED "LB-4622"; COURSE NO.2: NORTH 52°09'28" EAST, 52.80 FEET TO A SET CONCRETE MONUMENT STAMPED "LB-4622"; COURSE NO.3: NORTH 35°19'10" WEST, 1067.29 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.4: NORTH 47°03' WEST, 520.72 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.5: NORTH 38°30'4" WEST, 1472.43 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.6: SOUTH 62°29'49" WEST, 84.47 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.7: NORTH 37°50'32" WEST, 648. FEET TO A CONCRETE MONUMENT STAMPED "LB-4622" SET AT THE INTERSECTION OF THE SAID NORTHEASTERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY NO.1 WITH A LINE DESCRIBED AS A BOUNDARY LINE AGREEMENT BETWEEN GRAN CENTRAL CORP. AND GENESIS LIMITED PARTNERSHIP, AS INTENDED TO BE DESCRIBED IN SAID OFFICIAL RECORDS IN BOOK 878, PAGE 1190; THENCE ALONG THE LINE DESCRIBED IN SAID BOUNDARY LINE AGREEMENT, THE SAME BEING THE NORTHWESTERLY RIGHT-OF-WAY LINE OF SHANNON ROAD (A 60-FOOT RIGHT-OF-WAY AS MENTIONED IN SAID BOUNDARY LINE AGREEMENT), THE FOLLOWING 2 COURSES, COURSE NO.1: NORTH 38°53'53" EAST, 3140.74 FEET TO A FOUND 0.5 FOOT DIAMETER CONCRETE MONUMENT STAMPED "FLORIDA EAST COAST RAILWAY CO., LB-169" AT A POINT OF CURVATURE; COURSE NO.2: THENCE IN A NORTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 730.0 FEET, A CHORD BEARING AND DISTANCE OF NORTH 42°38'24" EAST, 95.28 FEET TO A FOUND 0.5 FOOT CONCRETE MONUMENT STAMPED "FLORIDA EAST COAST RAILWAY CO., LB-169"; THENCE CONTINUE ALONG SAID BOUNDARY LINE AGREEMENT, THE FOLLOWING 4 COURSES, COURSE NO.1: NORTH 33°37'31" WEST, 809.97 FEET TO A FOUND CONCRETE MONUMENT WITH A 1" DISK (HAVING NO SURVEYOR IDENTIFICATION); COURSE NO.2: NORTH 14°22'53" EAST, 4585.21 FEET TO A CONCRETE MONUMENT SET AT THE SOUTHWESTERLY CORNER OF PARCEL "B", AS INTENDED TO BE DESCRIBED IN SAID OFFICIAL RECORDS IN BOOK 878, PAGE 1184; COURSE NO.3: SOUTH 89°57'27" EAST, 2024.01 FEET TO A 0.5 FOOT DIAMETER CONCRETE MONUMENT STAMPED "FLORIDA EAST COAST RAILWAY CO., LB-169" FOUND AT THE SOUTHEASTERLY CORNER OF SAID PARCEL "B"; COURSE NO.4: CONTINUE SOUTH 89°57'27" EAST, 2599.30 FEET TO THE U.S. GOVERNMENT LAND OFFICE MEANDER LINE FOR SECTIONS 44, 45, 59 AND 61, SAID TOWNSHIP 5 SOUTH, RANGE 29 EAST, AS RE-SURVEYED BY PHILLIPS SURVEYING, INC., APRIL 30, 1982; THENCE SOUTH 13°51'29" EAST, ALONG SAID GOVERNMENT MEANDER LINE, 674.48 FEET TO A POINT HEREAFTER KNOWN AS POINT "A"; THENCE CONTINUE SOUTH 13°51'29" EAST, 177.79 FEET TO AN ANGLE POINT IN SAID GOVERNMENT MEANDER LINE; THENCE SOUTH 06°08'31" WEST, CONTINUING ALONG LAST SAID MEANDER LINE, 243.93 FEET TO A POINT HEREAFTER KNOWN AS POINT "B"; THENCE CONTINUE SOUTH 06°08'31" WEST, ALONG SAID GOVERNMENT MEANDER LINE, 704.37 FEET TO A POINT KNOWN HEREAFTER AS POINT "C"; THENCE CONTINUE SOUTH 06°08'31" WEST, ALONG SAID MEANDER LINE, 503.70 FEET TO AN ANGLE POINT; THENCE SOUTH 07°10'58" EAST, CONTINUING ALONG SAID GOVERNMENT MEANDER LINE, 1611.76 FEET TO AN ANGLE POINT; THENCE SOUTH 29°11'07" EAST, CONTINUING ALONG SAID MEANDER LINE, 220.28 FEET TO A POINT HEREAFTER KNOWN AS POINT "D"; THENCE CONTINUE SOUTH 29°11'07" EAST, ALONG SAID GOVERNMENT MEANDER LINE, 1231. FEET TO AN ANGLE POINT; THENCE CONTINUE ALONG SAID MEANDER LINE, THE FOLLOWING 3 COURSES, COURSE NO.1: SOUTH 11°11'07" EAST, 924.0 FEET; COURSE NO.2: SOUTH 82°48'53" WEST, 163.80 FEET; COURSE NO.3: SOUTH 21°11'07" EAST, 741.73 FEET TO THE NORTHERLY LINE OF LANDS DESCRIBED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 943, PAGE 1057; THENCE SOUTH 87°19'38" WEST, ALONG LAST SAID NORTHERLY LINE, 1171.48 TO A CONCRETE MONUMENT STAMPED "S.J.S.C. LB-4888" FOUND AT THE NORTHWESTERLY CORNER OF SAID LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 943, PAGE 1057; THENCE SOUTH 04°00'44" WEST, ALONG THE WESTERLY LINE OF LAST SAID LANDS, 1252.54 FEET TO A CONCRETE MONUMENT WITH A 1/2" IRON PIPE STAMPED "PLS-983" FOUND AT THE SOUTHWESTERLY CORNER OF LAST MENTIONED LANDS; THENCE NORTH 85°54'48" WEST, ALONG THE NORTHERLY LINE OF HILLDALE ACRES (AN UNRECORDED SUBDIVISION OF LOT 10, WHITE CASTLE FARMS; ALSO UNRECORDED AS FOUND MONUMENTED, 1070.34 FEET TO A DISTURBED CONCRETE MONUMENT WITH A 1/2" IRON PIPE FOUND AT THE NORTHWESTERLY CORNER OF SAID HILLDALE ACRES; THENCE SOUTH 04°01'54" WEST, ALONG THE WESTERLY LINE OF SAID HILLDALE ACRES AND ALONG THE WESTERLY LINE OF SAID WHITE CASTLE FARMS, THE SAME BEING THE EASTERLY LINE OF LANDS DESCRIBED AS PARCEL "2" IN SAID OFFICIAL RECORDS IN BOOK 883, PAGE 0200; THENCE SOUTH 1764.59 FEET TO THE NORTHERLY CORNER OF LANDS DESCRIBED IN SAID OFFICIAL RECORDS IN BOOK 987, PAGE 1306; THENCE SOUTH 42°35'22" WEST, ALONG THE NORTHWESTERLY LINE OF LAST MENTIONED LANDS, 465. FEET TO THE SOUTHWESTERLY CORNER OF SAID LANDS, THE SAME BEING THE SOUTHERLY LINE OF SAID LANDS DESCRIBED AS PARCEL "2" IN OFFICIAL RECORDS BOOK 883, PAGE 0200; THENCE SOUTH 81°31'55" WEST, ALONG LAST SAID SOUTHERLY LINE, 3549.69 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 1374.05 ACRES, MORE OR LESS.

LESS AND EXCEPT THE FOLLOWING 3 EXCEPTION PARCELS AND 4 MEAN HIGH WATER PARCELS.

EXHIBIT

TOGETHER WITH:

A PORTION OF THE CLARA P. ARNAU GRANT, SECTION 44, A PART OF THE JAMES ARNAU GRANT, SECTION 45; A PART OF THE THERESA MARSHALL GRANT SECTION 59; A PART OF THE ROQUE LEONARD GRANT, SECTION 61, ALL IN TOWNSHIP 5 SOUTH, RANGE 29 EAST; ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS.

FOR A POINT OF REFERENCE COMMENCE AT A CONCRETE MONUMENT WITH A 1" DISK (WITH NO SURVEYORS IDENTIFICATION) FOUND AT THE INTERSECTION OF THE SOUTHERLY LINE OF LANDS DESCRIBED AS PARCEL "2" IN DEED, RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 883, PAGE 0200 WITH THE NORTHEASTERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY NO.1 (A VARIABLE WIDTH RIGHT-OF-WAY AS NOW ESTABLISHED). THENCE NORTHWESTERLY, ALONG LAST SAID RIGHT-OF-WAY LINE, THE FOLLOWING 7 COURSES, COURSE NO.1: NORTH 37°50'32" WEST, 54.90 FEET TO A SET CONCRETE MONUMENT STAMPED "LB-4622"; COURSE NO.2: NORTH 52°09'28" EAST, 52.80 FEET TO A SET CONCRETE MONUMENT STAMPED "LB-4622"; COURSE NO.3: NORTH 35°19'10" WEST, 1067.20 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.4: NORTH 37°47'03" WEST, 520.72 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.5: NORTH 38°30'42" WEST, 1472.43 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.6: SOUTH 62°29'49" WEST, 84.47 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.7: NORTH 37°50'32" WEST, 648.41 FEET TO A CONCRETE MONUMENT STAMPED "LB-4622" SET AT THE INTERSECTION OF THE SAID NORTHEASTERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY NO.1 WITH A LINE DESCRIBED AS A BOUNDARY LINE AGREEMENT BETWEEN GRAN CENTRAL CORP. AND GENESIS LIMITED PARTNERSHIP, AS INTENDED TO BE DESCRIBED IN SAID OFFICIAL RECORDS IN BOOK 878, PAGE 1190; THENCE ALONG THE LINE DESCRIBED IN SAID BOUNDARY LINE AGREEMENT, THE SAME BEING THE NORTHWESTERLY RIGHT-OF-WAY LINE OF SHANNON ROAD (A 60-FOOT RIGHT-OF-WAY AS MENTIONED IN SAID BOUNDARY LINE AGREEMENT), THE FOLLOWING 2 COURSES, COURSE NO.1: NORTH 38°53'53" EAST, 3140.74 FEET TO A FOUND 0.5 FOOT DIAMETER CONCRETE MONUMENT STAMPED "FLORIDA EAST COAST RAILWAY CO., LB-169" AT A POINT OF CURVATURE; COURSE NO.2: THENCE IN A NORTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 730.0 FEET, A CHORD BEARING AND DISTANCE OF NORTH 42°38'24" EAST, 95.28 FEET TO A FOUND 0.5 FOOT CONCRETE MONUMENT STAMPED "FLORIDA EAST COAST RAILWAY CO., LB-169"; THENCE CONTINUE ALONG SAID BOUNDARY LINE AGREEMENT, THE FOLLOWING 4 COURSES, COURSE NO.1: NORTH 33°37'31" WEST, 809.87 FEET TO A FOUND CONCRETE MONUMENT WITH A 1" DISK (HAVING NO SURVEYOR IDENTIFICATION); COURSE NO.2: NORTH 14°22'03" EAST, 1985.21 FEET TO A CONCRETE MONUMENT SET AT THE SOUTHWESTERLY CORNER OF PARCEL "B", AS INTENDED TO BE DESCRIBED IN SAID OFFICIAL RECORDS IN BOOK 878, PAGE 1184; COURSE NO.3: SOUTH 89°57'27" EAST, 2024.01 FEET TO A 0.5 FOOT DIAMETER CONCRETE MONUMENT STAMPED "FLORIDA EAST COAST RAILWAY CO., LB-169" FOUND AT THE SOUTHEASTERLY CORNER OF SAID PARCEL "B"; COURSE NO.4: CONTINUE SOUTH 89°57'27" EAST, 2599.30 FEET, MORE OR LESS, TO THE U.S. GOVERNMENT LAND OFFICE MEANDER LINE FOR SECTIONS 44, 45, 59 AND 61, SAID TOWNSHIP 5 SOUTH, RANGE 29 EAST, AS SURVEYED BY A.M. RANDOLPH AND R.W. NORRIS IN 1850; THENCE SOUTH 13°51'29" EAST, ALONG SAID GOVERNMENT MEANDER LINE, 852.28 FEET, MORE OR LESS, TO AN ANGLE POINT IN SAID GOVERNMENT MEANDER LINE; THENCE SOUTH 06°08'31" WEST, CONTINUING ALONG LAST SAID MEANDER LINE, 700 FEET, MORE OR LESS, TO ITS INTERSECTION WITH THE EDGE OF MARSH AND THE POINT OF BEGINNING FOR PARCEL "E":

PARCEL "E"

FROM THE POINT OF BEGINNING THUS DESCRIBED THENCE IN A SOUTHEASTERLY AND A SOUTHERLY DIRECTION ALONG SAID EDGE OF MARSH AND THE MEANDERING THEREOF, 300 FEET MORE OR LESS TO ITS INTERSECTION WITH SAID GOVERNMENT LAND OFFICE MEANDER LINE, SAID POINT BEING HERINAFTER DESCRIBED AS POINT "E"; THENCE NORTH 06°08'31" EAST, ALONG SAID MEANDER LINE, 230 FEET MORE OR LESS, TO THE POINT OF BEGINNING.

TOGETHER WITH:

PARCEL "F"

BEGINNING AT A POINT WHERE THE AFOREMENTIONED GOVERNMENT LAND OFFICE MEANDER LINE INTERSECTS THE EDGE OF MARSH AND BEARS SOUTH 06°08'31" WEST, 30 FEET, MORE OR LESS, FROM AFOREMENTIONED POINT "E"; THENCE GENERALLY IN AN EASTERLY AND SOUTHWESTERLY DIRECTION ALONG THE EDGE OF MARSH AND THE MEANDERING THEREOF, 1100 FEET, MORE OR LESS, TO ITS INTERSECTION WITH THE AFOREMENTIONED GOVERNMENT LAND OFFICE MEANDER LINE, SAID POINT BEING HERINAFTER DESCRIBED AS POINT "F"; THENCE NORTH 06°08'31" EAST, ALONG SAID MEANDER LINE, 300 FEET, MORE OR LESS TO THE POINT OF BEGINNING.

TOGETHER WITH:

PARCEL "G"

FOR A POINT OF REFERENCE COMMENCE AT AFOREMENTIONED POINT "F": THENCE SOUTH 06°08'31" WEST, ALONG AFOREMENTIONED GOVERNMENT LAND OFFICE MEANDER LINE, 280 FEET, MORE OR LESS, TO AN ANGLE POINT IN SAID MEANDER LINE; THENCE IN SOUTH 07°10'58" EAST, CONTINUING ALONG SAID MEANDER LINE, 70 FEET, MORE OR LESS, TO ITS INTERSECTION WITH THE EDGE OF MARSH AND THE POINT OF BEGINNING FOR PARCEL "G";

FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE GENERALLY IN A SOUTHERLY DIRECTION ALONG SAID EDGE OF MARSH AND THE MEANDERING THEREOF, 1800 FEET, MORE OR LESS, TO ITS INTERSECTION WITH THE AFOREMENTIONED GOVERNMENT LAND OFFICE MEANDER LINE, SAID POINT BEING HEREINAFTER REFERRED TO AS POINT "G" THENCE NORTH 29°11'07" WEST, ALONG AFOREMENTIONED GOVERNMENT LAND OFFICE MEANDER LINE, 140 FEET, MORE OR LESS TO AN ANGLE POINT IN SAID MEANDER LINE; THENCE NORTH 07°10'58" WEST, CONTINUING ALONG SAID MEANDER LINE, 1540 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

TOGETHER WITH:

PARCEL "H"

BEGINNING AT A POINT WHERE THE GOVERNMENT LAND OFFICE MEANDER LINE INTERSECT THE EDGE OF MARSH AND BEARS SOUTH 29°11'07" EAST, 670 FEET, MORE OR LESS, FROM AFOREMENTIONED POINT "G": THENCE GENERALLY IN A NORTHEASTERLY AND A SOUTHERLY DIRECTION, ALONG SAID EDGE OF MARSH AND THE MEANDERING THEREOF, 710 FEET, MORE OR LESS, TO ITS INTERSECTION WITH THE AFOREMENTIONED GOVERNMENT LAND OFFICE MEANDER LINE AND A POINT HEREINAFTER REFERRED TO AS POINT "H"; THENCE NORTH 29°11'07" WEST, ALONG SAID MEANDER LINE, 340 FEET, MORE OR LESS TO THE POINT OF BEGINNING.

TOGETHER WITH:

PARCEL "I"

BEGINNING AT A POINT WHERE THE GOVERNMENT LAND OFFICE MEANDER LINE INTERSECT THE EDGE OF MARSH AND BEARS SOUTH 29°11'07" EAST, 110 FEET, MORE OR LESS FROM AFOREMENTIONED POINT "H": THENCE GENERALLY IN A NORTHERLY, SOUTHERLY AND A WESTERLY DIRECTION, ALONG SAID EDGE OF MARSH AND THE MEANDERING THEREOF, 1700 FEET, MORE OR LESS, TO ITS INTERSECTION WITH THE AFOREMENTIONED GOVERNMENT MEANDER LINE, SAID POINT BEING HEREINAFTER REFERRED TO AS POINT "I"; THENCE NORTH 11°11'07" WEST, ALONG SAID MEANDER LINE, 440 FEET, MORE OR LESS TO AN ANGLE POINT IN SAID MEANDER LINE; THENCE NORTH 29°11'07" WEST, CONTINUING ALONG SAID MEANDER LINE, 120 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

TOGETHER WITH:

PARCEL "J"

BEGINNING AT A POINT WHERE THE GOVERNMENT LAND OFFICE MEANDER LINE INTERSECT THE EDGE OF MARSH AND BEARS SOUTH 11°11'07" EAST, 220 FEET, MORE OR LESS FROM AFOREMENTIONED POINT "I": THENCE GENERALLY IN A SOUTHERLY, EASTERLY AND A SOUTHERLY DIRECTION, ALONG SAID EDGE OF MARSH AND THE MEANDERING THEREOF, 1840 FEET, MORE OR LESS, TO A 4"X4" CONCRETE MONUMENT FOUND ON THE NORTHERLY LINE OF LANDS DESCRIBED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 943, PAGE 1057: THENCE SOUTH 87°19'38" WEST, ALONG LAST SAID NORTHERLY LINE 150 FEET MORE OR LESS TO ITS INTERSECTION WITH THE AFOREMENTIONED GOVERNMENT OFFICE MEANDER LINE; THENCE NORTH 21°11'07" WEST, 741.73 FEET, MORE OR LESS, TO AN ANGLE POINT IN SAID MEANDER LINE; THENCE NORTH 82°48'53" EAST, ALONG SAID MEANDER LINE, 163.80 FEET, MORE OR LESS, TO AN ANGLE POINT IN SAID MEANDER LINE; THENCE NORTH 11°11'07" WEST, ALONG SAID MEANDER LINE, 290 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

NOTE: REFER TO PRIVETT AND ASSOCIATES  
ENG. NO. 8-001-033, DATED 9-26-01  
FOR SKETCH OF DESCRIBED LANDS

PREPARED BY:  
DATE: 9-26-01

**PRIVETT & ASSOC.  
OF FLORIDA, INC.**

SURVEYORS AND LAND PLANNERS  
2732 TOWNSEND BOULEVARD  
JACKSONVILLE, FLORIDA, 32211  
(904) 743-7858



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June 3, 2004  
Page 1 of 5

W.O. No. 04-116.00  
Marshall Creek North

### Added Lands

A portion of fractional Sections 28 and 33, a portion of Sections 29 and 32, together with a portion of the Marshall or Leonardi Grant, Section 60 and a portion of the Rogue Leonardi Grant, Section 61, all lying in Township 5 South, Range 29 East, together with a portion of Section 4, Township 6 South, Range 29 East, St. Johns County, Florida, being more particularly described as follows:

For a Point of Reference, commence at the Southeast corner of said Section 32; thence North  $00^{\circ} 37' 40''$  West, along the Easterly line of said Section 32, a distance of 418.61 feet to a point of intersection with the Northeasterly right of way line of U.S. Highway No. 1, a 150 foot right of way as now established, said point also being the Point of Beginning.

From said Point of Beginning, thence North  $37^{\circ} 54' 50''$  West, along said Northeasterly right of way line of U.S. Highway No. 1, a distance of 6083.55 feet to its intersection with the line dividing said Sections 29 and 32 of said Township and Range; thence North  $37^{\circ} 53' 18''$  West, continuing along said Northeasterly right of way line, 107.32 feet to the Southerly most corner of those lands described and recorded in Official Records Book 2116, page 561 of the Public Records of said county; thence Northeasterly, Northwesterly and Northerly along the Southerly and Easterly line of said lands of Official Records Book 2116, page 561, the following twenty-three courses: course one, North  $01^{\circ} 40' 54''$  West, departing said Northeasterly right of way line, 50.78 feet; course two, North  $51^{\circ} 26' 54''$  East, 503.73 feet to the point of curvature of a curve concave Northwesterly, having a radius of 1040.00 feet; course three, Northeasterly along the arc of said curve through a central angle of  $21^{\circ} 25' 42''$ , an arc length of 388.96 feet to a point of reverse curvature, said arc being subtended by a chord bearing and distance of North  $40^{\circ} 44' 03''$  East, 386.69 feet; course four, Northeasterly along the arc of a curve concave Southeasterly, having a radius of 960.00 feet, through a central angle of  $31^{\circ} 58' 48''$ , an arc length of 535.83 feet to the point of tangency of said curve, said arc being subtended by a chord bearing and distance of North  $46^{\circ} 00' 36''$  East, 528.90 feet; course five, North  $62^{\circ} 00' 00''$  East, 168.54 feet to the point of curvature of a curve concave Southeasterly, having a radius of 1660.00 feet; course six, Northeasterly along the arc of said curve through a central angle of  $25^{\circ} 22' 26''$ , an arc length of 735.14 feet to a point of reverse curvature, said arc being subtended by a chord bearing and distance of North  $74^{\circ} 41' 13''$  East, 729.15 feet; course seven, Northeasterly along the arc of a curve concave Northwesterly, having a radius of 790.00 feet, through a central angle of  $42^{\circ} 22' 26''$ , an arc length of 584.26 feet to the point of tangency of said curve, said arc being subtended

EXHIBIT

tabbles  
2

Added Lands (cont'd)

by a chord bearing and distance of North 66°11'13" East, 571.03 feet; course eight, North 45°00'00" East, 11.53 feet to the point of curvature of a curve concave Southeasterly, having a radius of 460.00 feet; course nine, Northeasterly along the arc of said curve, through a central angle of 45°00'00", an arc length 361.28 feet to the point of tangency of said curve, said arc being subtended by a chord bearing and distance of North 67°30'00" East, 352.07 feet; course ten, East, 581.25 feet to the point of curvature of a curve concave Northerly, having a radius of 540.00 feet; course eleven, Northeasterly along the arc of said curve, through a central angle of 20°08'58", an arc length of 189.90 feet to a point on said curve, said arc being subtended by a chord bearing and distance of North 79°55'31" East, 188.93 feet; course twelve, North 20°08'58" West, 114.85 feet; course thirteen, North 52°18'18" East, 286.46 feet; course fourteen, North 35°34'08" West, 166.53 feet; course fifteen, North 15°45'48" East, 281.57 feet; course sixteen, North 77°57'29" East, 313.63 feet; course seventeen, North 30°45'00" East, 182.24 feet; course eighteen, North 73°06'02" West, 663.14 feet; course nineteen, North 14°28'21" East, 326.30 feet; course twenty, North 02°57'42" West, 497.11 feet; course twenty-one, North 51°12'03" East, 401.01 feet; course twenty-two, North 70°44'06" East, 551.17 feet; course twenty-three, North 08°32'25" West, 1323.96 feet to the Northeasterly corner of said lands, said corner also being a point lying on Northerly line of said Section 28; thence North 89° 09' 44" East, departing said lands of Official Records Book 2116, page 561 and along said Northerly line of Section 28, a distance of 1198.79 feet to its intersection with the Westerly line of said Rogue Leonardi Grant, Section 61; thence South 19° 57' 07" East, along said Westerly line and along the Easterly line of said Section 28, a distance of 390 feet, more or less to its intersection with the Southerly Ordinary High Water Line of Sweetwater Creek; thence along the meanderings of said Southerly Ordinary High Water Line and along the meanderings of the Easterly Ordinary High Water Line of said Sweetwater Creek the following five approximate courses: East Northeasterly, 1970 feet more or less; thence Southeasterly, 750 feet more or less; thence East Northeasterly, 1430 feet more or less; thence Northeasterly, 830 feet more or less; thence Northerly, 1260 feet more or less to the convergence of said Easterly Ordinary High Water Line with the Easterly Mean High Water Line of said Sweetwater Creek; thence North Northeasterly along the meanderings of said Easterly Mean High Water Line, 1100 feet more or less to its intersection with the Southerly line of those lands described and recorded in Official Records Book 1291, page 930 of said Public Records; thence North 88° 36' 45" East, departing said Easterly Mean High Water Line and along said Southerly line of said lands of Official Records Book 1291, page 930, and along the Southerly line of the lands described and recorded in Official Records Book 268, page 448 of said Public Records, a distance of 1914 feet more or less, to the Southeasterly corner of last said lands; thence North 02° 09' 25" West, along the Easterly line of said lands, 423.55 feet to its intersection with the Southerly line of those lands described and recorded in Deed Book 76, page 192 of said Public Records; thence South 88° 50' 53"



Added Lands (cont'd)

East, along said Southerly line, 979.91 feet to its intersection with the Westerly line of the lands described and recorded in Official Records Book 1533, page 837 of said Public Records; thence North  $06^{\circ}20' 01''$  East, along the Westerly line of said lands, 263 feet more or less, to its intersection with the Southerly Mean High Water Line of Deep Creek; thence along the meanderings of said Southerly Mean High Water Line the following five approximate courses; Southeasterly, 61 feet more or less; thence Northeasterly, 47 feet more or less; thence North Northwesterly, 175 feet more or less; thence Northeasterly, 29 feet more or less; thence Southeasterly, 500 feet more or less to the convergence of said Southerly Mean High Water Line of Deep Creek with the Westerly Mean High Water Line of the Tolomato River; thence along the meanderings of said Westerly Mean High Water Line the following four approximate courses; Southerly, 77 feet more or less; thence Southwesterly, 75 feet more or less; thence Southerly, 90 feet more or less; thence East Southeasterly, 250 feet more or less to the intersection of said Westerly Mean High Water Line with the Southerly line of said lands described and recorded in Official Records Book 1533, page 837 of said Public Records; thence North  $88^{\circ} 50' 53''$  West, departing said Westerly Mean High Water Line, along said Southerly line, 501 feet more or less to the Northwesterly corner of those lands described and recorded in Official Records Book 858, page 821 of said Public Records; thence South  $02^{\circ} 10' 44''$  East, along the Westerly line of said lands, 200.00 feet to the Southwesterly corner thereof; thence South  $88^{\circ} 50' 53''$  East, along the Southerly line of said lands, 431 feet more or less to its intersection with said Westerly Mean High Water Line of the Tolomato River; thence along the meanderings of said Westerly Mean High Water Line, the following fifty three approximate courses; South Southeasterly, 1020 feet more or less; thence Westerly, 105 feet more or less; thence Southerly, 48 feet more or less; thence Southeasterly, 345 feet more or less; thence Southwesterly, 315 feet more or less; thence Southeasterly, 360 feet more or less; thence Southerly, 118 feet more or less; thence East Southeasterly, 117 feet more or less; thence Southerly, 310 feet more or less; thence East Northeasterly, 95 feet, more or less; thence South Southeasterly, 71 feet more or less; thence Southwesterly, 48 feet more or less; thence Easterly, 89 feet more or less; thence North Northeasterly, 390 feet more or less; thence Southeasterly, 283 feet more or less; thence South Southeasterly, 262 feet more or less; thence East Southeasterly, 532 feet more or less; thence Southeasterly, 472 feet more or less; thence Southerly, 1510 feet more or less; thence Southwesterly, 394 feet more or less; thence Northwesterly, 704 feet more or less; thence Northeasterly, 89 feet more or less; thence East Northeasterly, 127 feet more or less; thence Northwesterly, 476 feet more or less; thence Northerly, 654 feet more or less; thence Northwesterly, 461 feet more or less; thence Southwesterly, 171 feet more or less; thence Southerly, 399 feet more or less; thence West Northwesterly, 73 feet more or less; thence Southeasterly, 1190 feet more or less; thence South Southwesterly, 452 feet more or less; thence Westerly, 261 feet more or less; thence Northwesterly, 346 feet more or less; thence North Northwesterly, 722 feet more or less; thence

**Added Lands (cont'd)**

Southwesterly, 32 feet more or less; thence South Southeasterly, 650 feet more or less; thence Southwesterly, 118 feet more or less; thence South Southeasterly, 54 feet more or less; thence Southeasterly, 349 feet more or less; thence South Southeasterly, 301 feet more or less; thence Southwesterly, 975 feet more or less; thence Southerly, 64 feet more or less; thence Southeasterly, 145 feet more or less; thence Northeasterly, 1130 feet more or less; thence Southeasterly, 330 feet more or less; thence East Northeasterly, 234 feet more or less; thence Southeasterly, 379 feet more or less; thence West Northwesterly, 240 feet more or less; thence Southwesterly, 164 feet more or less; thence Southeasterly, 122 feet more or less; thence South Southwesterly, 364 feet more or less to the intersection of said Westerly Mean High Water Line of the Tolomato River with the Northerly line of those lands described and recorded in Official Records Book 1431, page 504 of said Public Records; thence North  $89^{\circ} 57' 21''$  West, departing said Westerly Mean High Water Line and along said Northerly line, 4895 feet more or less to a point lying on the Westerly line of said lands, said point also lying on the line dividing said Sections 60 and 61 of said Township and Range; thence South  $14^{\circ} 22' 35''$  West, along said Westerly line and along said dividing line of Sections 60 and 61 and continuing along the line dividing said Section 28 and Section 53, the Theresa Marshall Grant, and said Section 33 and said Section 53, all of said Township and Range, a distance of 3982.09 feet to a point lying on the Easterly line of those lands described and recorded in Official Records Book 2116, page 592 of said Public Records; thence Northerly, Westerly and Southerly along the Easterly, Northerly and Westerly lines of last said lands the following six courses: course one, North  $17^{\circ} 01' 55''$  West, departing said dividing line of Sections 33 and 53, a distance of 1047.70 feet; course two, North  $25^{\circ} 20' 13''$  East, 269.25 feet; course three, North  $28^{\circ} 27' 37''$  West, 656.99 feet; course four, North  $01^{\circ} 27' 47''$  West, 374.84 feet to a point lying on the Northerly line of said Section 33; course five, South  $88^{\circ} 39' 12''$  West, along said Northerly line, 2093.28 feet to the corner common to said Sections 28, 29, 32 and 33; course six, South  $00^{\circ} 37' 40''$  East, along the Easterly line of said Section 32, a distance of 4864.47 feet to its intersection with said Northeasterly right of way line of U.S. Highway No. 1 and to the Point of Beginning.

**Together with Parcel 3C, being a portion of Section 4, Township 6 South, Range 29 East, St. Johns County, Florida, being more particularly described as follows:**

For a Point of Reference, commence at the Northwest corner of said Section 4; thence North  $88^{\circ} 08' 06''$  East, along the Northerly line of said Section 4, a distance of 313.65 feet to its intersection with the Northeasterly right of way line of U.S. Highway No. 1, a 150 foot right of way as now established, also being the Point of Beginning.

Added Lands (cont'd)

From said Point of Beginning, thence continue North  $88^{\circ} 07' 45''$  East, along said Northerly line of said Section 4, a distance of 1049.42 feet to its intersection with the Northwesterly right of way line of Shannon Road, a 60 foot right of way as now established; thence South  $38^{\circ} 53' 55''$  West, departing said Northerly line of Section 4 and along said Northwesterly right of way line of Shannon Road, 871.52 feet to its intersection with said Northeasterly right of way line of U.S. Highway No. 1; thence North  $37^{\circ} 54' 50''$  West, departing said Northwesterly right of way line of Shannon Road and along said Northeasterly right of way line of U.S. Highway No. 1, a distance of 816.30 feet to the Point of Beginning.

Less and Except Parcel A, being a portion of Section 32, Township 5 South, Range 29 East, St. Johns County, Florida, being more particularly described as follows:

For a Point of Reference, commence at the Southeast corner of said Section 32; thence North  $00^{\circ} 37' 40''$  West, along the Easterly line of said Section 32, a distance of 418.61 feet to its intersection with the Northeasterly right of way line of U.S. Highway No. 1, a 150 foot right of way as now established; thence North  $37^{\circ} 54' 50''$  West, departing said Easterly line and along said Northeasterly right of way line, 1112.67 feet to the Point of Beginning.

From said Point of Beginning, thence continue North  $37^{\circ} 54' 50''$  West, along said Northeasterly right of way line, 180.00 feet; thence South  $83^{\circ} 17' 23''$  East, departing said Northeasterly right of way line, 56.20 feet; thence North  $54^{\circ} 48' 45''$  East, 200.23 feet; thence North  $52^{\circ} 05' 10''$  East, 163.35 feet to the point of curvature of a curve concave Southeasterly, having a radius of 541.00 feet; thence Northeasterly, along the arc of said curve, through a central angle of  $48^{\circ} 27' 06''$ , an arc length of 457.49 feet to a point on said curve, said point also lying on said Easterly line of Section 32, said arc being subtended by a chord bearing and distance of North  $76^{\circ} 18' 43''$  East, 443.98 feet; thence South  $00^{\circ} 37' 40''$  East, along said Easterly line, 83.88 feet to a point on a curve concave Southeasterly, having a radius of 459.00 feet; thence Southwesterly, departing said Easterly line and along the arc of said curve, through a central angle of  $50^{\circ} 28' 46''$ , an arc length of 404.39 feet to the point of tangency of said curve, said arc being subtended by a chord bearing and distance of South  $77^{\circ} 19' 33''$  West, 391.44 feet; thence South  $52^{\circ} 05' 10''$  West, 163.35 feet; thence South  $49^{\circ} 21' 35''$  West, 200.23 feet; thence South  $07^{\circ} 27' 42''$  West, 56.20 feet to the Point of Beginning.

Containing 1324.9 acres, more or less.



**EXHIBIT 4**

**MARSHALL CREEK**

**Master Planned Residential Community**

**Land Use Summary & Comprehensive Plan Compliance  
, 2005**

| <i>AREA &amp; LAND USE<sup>1</sup></i>                       | <i>ACREAGE</i>          | <i>DENSITY/AC.</i>   | <i>UNITS</i>        | <i>SQ. FT.</i>        |
|--|-------------------------|----------------------|---------------------|-----------------------|
| <i>Density B</i>   | <i>Not yet adjusted</i> |                      |                     |                       |
| <i>Village Center/Commercial Residential &amp; Amenities</i> | <i>10</i>               |                      |                     | <i>110,000</i>        |
| <i>Uplands</i>   | <i>1,794.6</i>          | <i>2 d. u.</i>       | <i>1,836.8</i>      |                       |
| <i>Wetland Credit</i>  | <i>640.7</i>            | <i>2 d. u. (10%)</i> | <i>40</i>           |                       |
| <i>Subtotal</i>  | <i>2,445.3</i>          |                      | <i>Up to 2,774</i>  | <i>110,000</i>        |
| <i>Mixed Use</i>   |                         |                      |                     |                       |
| <i>Wetlands</i>  | <i>76</i>               |                      |                     |                       |
| <i>Commercial (Retail. &amp; Office)</i>                     | <i>88</i>               |                      |                     | <i>490,000</i>        |
| <i>Residential</i>   | <i>50</i>               | <i>13 d. u.</i>      | <i>650</i>          |                       |
| <i>Residential</i>   | <i>24</i>               | <i>6.1</i>           | <i>146</i>          |                       |
| <i>Subtotal</i>  | <i>238</i>              |                      | <i>Up to 900</i>    | <i>490,000</i>        |
| <b><i>TOTAL PUD LAND USE</i></b>                             | <b><i>2,683.3</i></b>   |                      | <b><i>2,774</i></b> | <b><i>600,000</i></b> |

|                        |                |
|------------------------|----------------|
| Total Uplands          | 1966.6         |
| Total Wetlands         | 716.7          |
| <b>TOTAL SITE AREA</b> | <b>2,683.3</b> |

<sup>1</sup> Rounded to nearest whole number.

## EXHIBIT 5

### LAND USE EXCHANGE TABLE

The quantity of multi-family or office may be increased by the method below:

1. The number of multi-family units may be increased to a maximum amount of 1,500 units, with a corresponding decrease in the number of single-family dwelling units based on the ratio of one multi-family unit to 0.624 single-family units.
2. The quantity of office may be increased to a maximum amount of 400,000 sq. ft. or reduced to a minimum of 100,000 sq. ft., with a corresponding decrease/increase in the quantity of Retail/Service use based on the ratio of one office square foot to 0.266 Retail/Service use square foot.

Significant Wildlife & Plant Resources

Map G

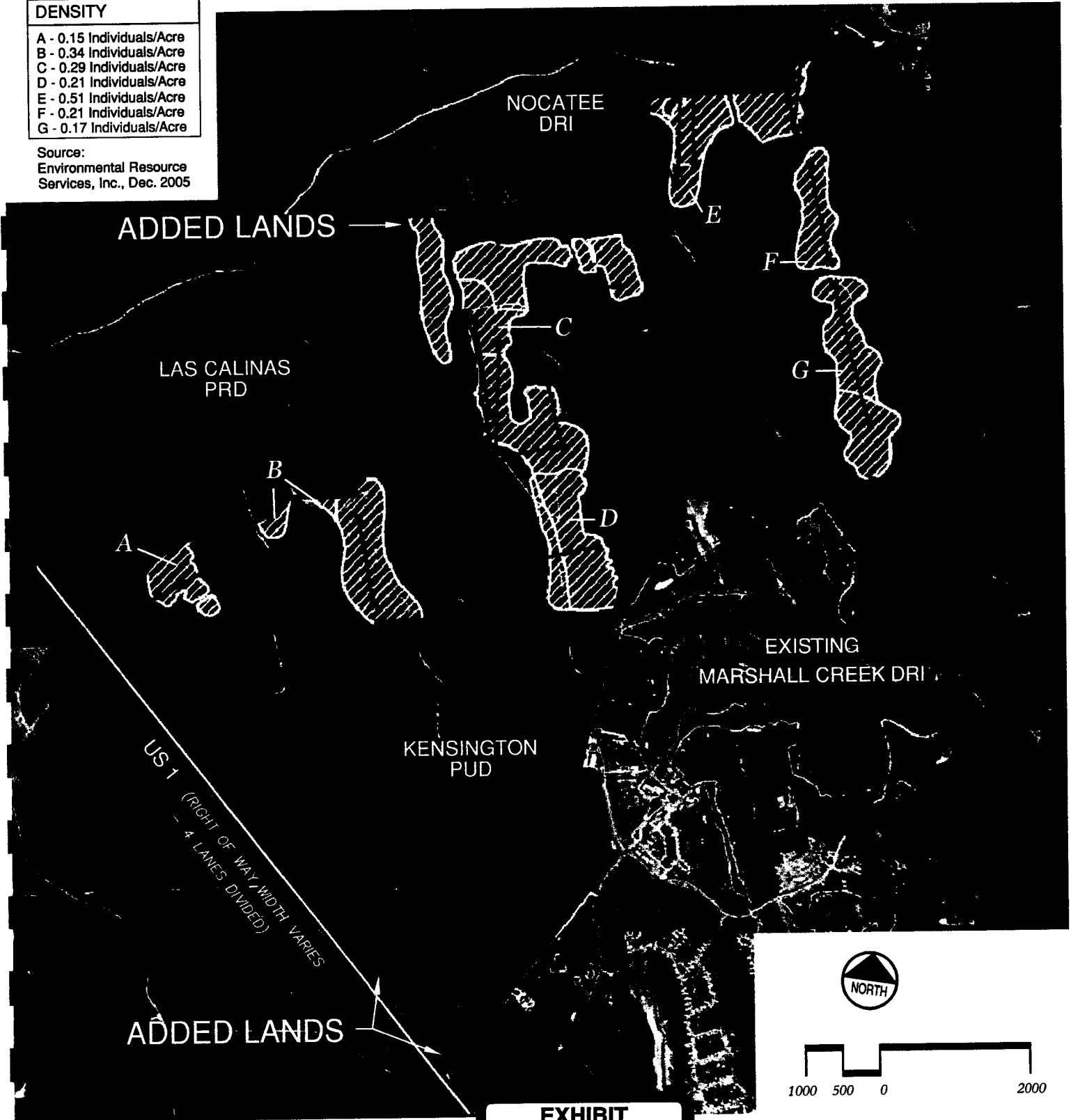
LEGEND

- Upland Survey Transect End Points
- ~ Upland Survey Transect Lines
- Occupied Gopher Tortoise Habitat - 88.13 ac. +/-
- Unoccupied Gopher Tortoise Habitat - 144.43 ac. +/-

DENSITY

- A - 0.15 Individuals/Acre
- B - 0.34 Individuals/Acre
- C - 0.29 Individuals/Acre
- D - 0.21 Individuals/Acre
- E - 0.51 Individuals/Acre
- F - 0.21 Individuals/Acre
- G - 0.17 Individuals/Acre

Source:  
Environmental Resource  
Services, Inc., Dec. 2005



Source: Environmental Resource Services, Inc.

tabblier

**EXHIBIT**

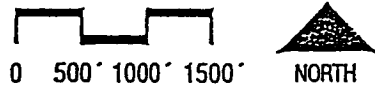
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April 20, 2005

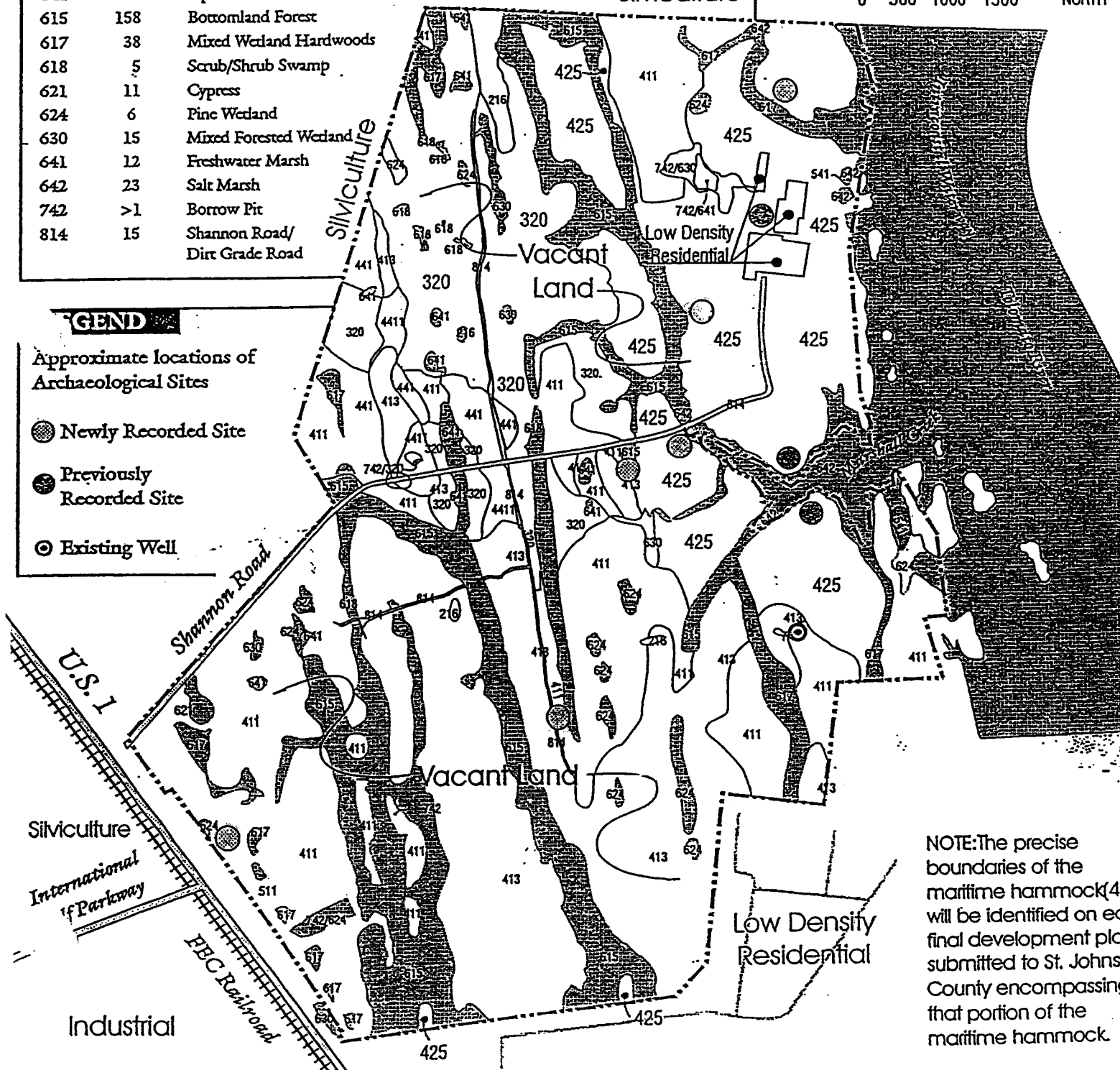
EXHIBIT 7

Existing Land Use  
Natural Resources  
MAP D

| LEGEND |       |                                   |  |
|--------|-------|-----------------------------------|--|
| No.    | Acres | Classification                    |  |
| 216    | 8     | Game Plot                         | 4411   |
| 320    | 149   | Shrub/Brushland & Pine Plantation | 742/320  |
| 411    | 14    | Scrubby Flatwoods                 | 742/624  |
| 411    | 298   | Mesic Pine Flatwoods              | 742/630  |
| 413    | 255   | Sand Pine Scrub                   | 742/641  |
| 425    | 284   | Maritime Hammock                  |  |
| 441    | 27    | Pine Plantation                   |  |
| 511    | 1     | Ditch                             |  |
| 541    | 2     | Open Water                        |  |
| 615    | 158   | Bottomland Forest                 |  |
| 617    | 38    | Mixed Wetland Hardwoods           |  |
| 618    | 5     | Scrub/Shrub Swamp                 |  |
| 621    | 11    | Cypress                           |  |
| 624    | 6     | Pine Wetland                      |  |
| 630    | 15    | Mixed Forested Wetland            |  |
| 641    | 12    | Freshwater Marsh                  |  |
| 642    | 23    | Salt Marsh                        |  |
| 742    | >1    | Borrow Pit                        |  |
| 814    | 15    | Shannon Road/<br>Dirt Grade Road  |  |
|        |       |                                   | 12 Sand Pine Plantation                              |
|        |       |                                   | >1 Borrow Pit/Shrub -<br>Brushland & Pine Plantation |
|        |       |                                   | 3 Borrow Pit/Pine Wetland                            |
|        |       |                                   | 4 Borrow Pit/<br>Mixed Forested Wetland              |
|        |       |                                   | 1 Borrow Pit/<br>Fresh Water Marsh                   |
|        |       | TOTAL                             | 1343 Acres   |



| LEGEND  |                          |
|---|--------------------------|
| Approximate locations of Archaeological Sites |                          |
|   | Newly Recorded Site      |
|   | Previously Recorded Site |
|   | Existing Well            |



NOTE: The precise boundaries of the maritime hammock (4) will be identified on the final development plan submitted to St. Johns County encompassing that portion of the maritime hammock.



## EXHIBIT 8

# WATER QUALITY MONITORING PLAN

### Introduction.

This is the Water Quality Monitoring Plan required by Specific Condition 9 of the Marshall Creek DRI Development Order. This Water Quality Monitoring Plan will be implemented by the Developer in cooperation with the Northeast District of the Florida Department of Environmental Protection. This Water Quality Monitoring Plan is designed to establish the background surface water quality specific to the Project's receiving water and to monitor that water quality throughout construction of the Project. Water quality monitoring shall commence upon NEDFDEP approval of a Quality Assurance Project Plan (QAPP) and shall end upon substantial completion of the Project, termination of the DRI or by agreement of the NEDFDEP and the Developer that water quality monitoring is no longer required.

### Sampling Sites.

Water quality sampling shall be conducted in accordance with the schedule outlined below at the following sampling sites:

1. Within Stokes Creek at or near the southern boundary of the Project where the waters of Stokes Creek leave the Project. This will allow evaluation of the quality of the water within Stokes Creek as it is influenced by activities within the Project.
2. Within Marshall Creek near the eastern edge of the upland areas of the site. This will allow evaluation of the quality of the water within Marshall Creek as it is influenced by activities within the project.
3. Within the northerly branch of Marshall Creek downstream of the point where the channels converge.
4. Within the southeastern branch of Marshall Creek downstream of the point where the channels converge.
5. Within the southwestern branch of Marshall Creek downstream of the point where the channels converge.
6. Additional sampling sites may be identified for the purpose of monitoring the impact that discharges from the stormwater retention system may have on the adjacent outstanding Florida Water. Such additional sampling will be limited to elements of the stormwater treatment system that discharge into the Tolomato River, Marshall Creek south of Shannon Road or their associated marshes. The exact sampling location will be approved by the Northeast District of the FDEP and sampling sites will be downstream of all structural and non-structural elements of the stormwater treatment system so that the entire treatment train is taken into account.

Water Quality Parameters.

Sampling and testing shall be conducted for some or all of the following water quality parameters using the following units:

| Water Quality Parameter                                      | Units                                 |
|--|---------------------------------------|
| <b>Field (in situ) Measurements:</b>                         |                                       |
| Temperature  | °C                                    |
| pH   | std. units                            |
| Dissolved Oxygen (DO)  | mg/l                                  |
| Specific Conductance   | mmhos/cm                              |
| Salinity   | ppt                                   |
| Turbidity  | NTU                                   |
| Flow   | cm/sec                                |
| Secchi Disk Transparency                                     | feet                                  |
| <b>Physical Properties</b>                                   |                                       |
| Color  | CU                                    |
| Total Hardness   | mg/l                                  |
| Total Dissolved Solids (TDS)                                 | mg/l                                  |
| Total Suspended Solids (TSS)                                 | mg/l                                  |
| <b>Inorganic Anions</b>                                      |                                       |
| Alkalinity   | mg/l                                  |
| Total Phosphorus   | mg/l                                  |
| Nitrate/Nitrite Nitrogen (NO <sub>2</sub> /NO <sub>3</sub> ) | mg/l                                  |
| Total Kjeldahl Nitrogen (TKN)                                | mg/l                                  |
| <b>Organics</b>  |                                       |
| Biochemical Oxygen Demand (BOD)                              | mg/l                                  |
| Bacteria   | #/100 ml<br>#/100 ml                  |
| Total Coliform (TC)  |                                       |
| Fecal Coliform (FC)  |                                       |
| Benthic Macroinvertebrates                                   | [numeric indices]<br>[numeric scores] |
| Community Biometrics (3 reps)                                |                                       |
| Habitat Assessment   |                                       |
| Pesticides and Herbicides used on Golf Course <sup>1</sup>   |                                       |

<sup>1</sup> Semiannual sampling and testing for pesticides and herbicides shall be conducted at one location within Marshall Creek approved by FDEP once the golf course is in operation.

Water Quality Study.

1. Quality Assurance Project Plan Submittal and Approval

A Quality Assurance Project Plan (QAPP) shall be submitted to and reviewed and approved by the NEDFDEP.

2. Surface Water Sampling.

Surface Water Sampling shall be conducted at the sampling sites in accordance with approved NEDFDEP methods and procedures described in the FDEP Standard Operating Procedures Manual. Initial background data collection shall begin prior to commencement of construction. The goal shall be to have six (6) samples prior to commencement of construction but construction shall not be delayed as a result of delays in review and approval of the QAPP. Quarterly sampling (or semiannually as approved by the NEDFDEP) shall then be conducted through buildout of the Project. NEDFDEP may approve sampling at less than all of the sampling sites if activities with a potential for introduction of pollutants are not being conducted within areas of the site that would be monitored by a particular monitoring site.

3. Laboratory Services.

The laboratory analyzing the samples must hold a current approved comprehensive QAP.

4. Reporting.

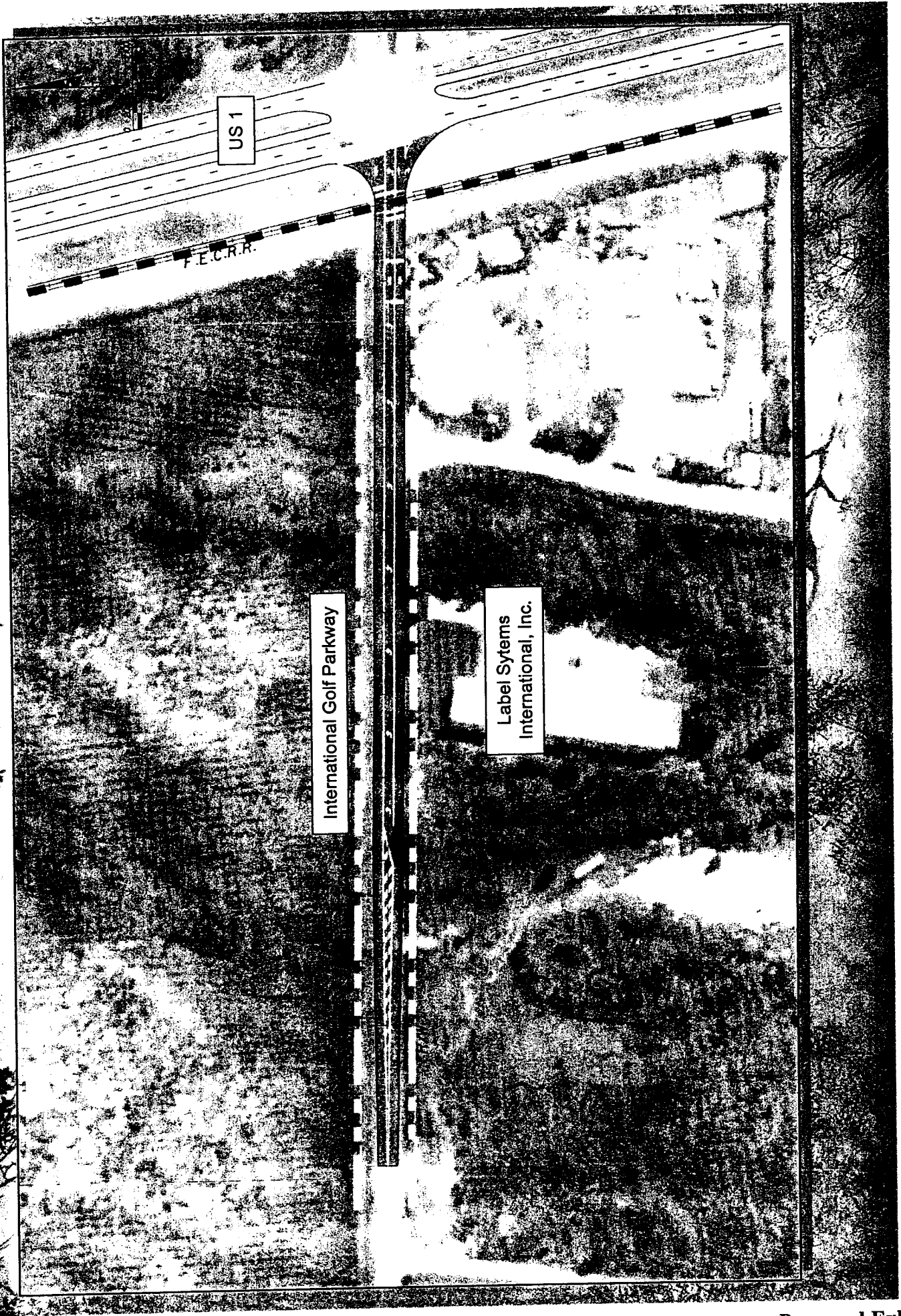
At the conclusion of background data collection, an initial report shall summarize and discuss the background surface water quality data and conditions for each sampling site. A tabular display of the data shall be included. The status of the sample sites shall be discussed as to pertinent observation of the water quality background conditions in accordance with FDEP Chapter 62-302 F.A.C., Surface Water Quality Criteria. Raw data will be presented.

Thereafter, surface quality data shall be collected quarterly (or semiannually as approved by the NEDFDEP). Quarterly (semiannual) reports will summarize and discuss the quarterly (semiannual) data and conditions for each sampling site. Cumulative tabular display of the data shall be included. The status of the sampling site shall be discussed as to pertinent observations of the water quality background conditions, in accordance with FDEP Chapter 62-302 F.A.C., Surface Water Quality Criteria. Raw data shall be presented in an Appendix.

Annual reports shall summarize annual data and conditions.

Reevaluation.

Every five (5) years, unless otherwise agreed upon by NEDFDEP and the Developer, the Water Quality Monitoring Plan shall be discussed and evaluated pursuant to Chapter 62.302 F.A.C. Methodology specific to water quality sampling, frequency, sample locations and parameters shall be evaluated and, if necessary, modified. Construction phase, progress, date of sampling, schedules and any other relevant scheduling activities may be discussed and agreed upon during this meeting. Reevaluation may occur sooner than every five (5) years at the request of either the Developer or the NEDFDEP with the consent of the other party.





ATTORNEYS AT LAW

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(Amended) February 24, 2005

Teresa Bishop, AICP  
Director, St. Johns County Planning Department  
PO Box 349  
St. Augustine, FL 32090

**Re: (1) Notice of Proposed Change (NOPC)  
Marshall Creek**

**(2) Comprehensive Plan Amendment Application**

Dear Ms. Bishop,

As you know, we have this date filed with the Northeast Florida Regional Council (“NEFRC”) a Notice of Proposed Change (“NOPC”) to the Development Order for the Marshall Creek Development of Regional Impact (“DRI”). We include herewith the NOPC Application. Also attached is an associated Application to amend the Future Land Use Map (“FLUM”) of the County and to amend the text of the St. Johns County 2015 Comprehensive Plan (“Comp. Plan”) to allow pipelining as a method of addressing the transportation mitigation responsibilities of the DRI. This letter is intended to also serve as the Executive Summary as an aid to understanding the objectives of these applications.

Although there are several technical points sought to be addressed by the NOPC, the two matters of consequence to be considered are the addition of lands situated to the north of the existing DRI boundaries and a change in the transportation mitigation strategy from proportionate share contributions to “pipelining.” In each case, there will be resulting improvements to the quality of the proposed development and broader advantages to the county over those presently provided.

**Existing conditions**

The Development Order (“DO”) for the Marshall Creek DRI was approved by the St. Johns County Board of County Commissioners (“BOCC”) on October 23, 1998. The DO authorized the development of up to 2,642 dwelling units, 600,000 gross square feet of office uses, 300,000 gross square feet of retail uses, an 18 hole golf course and clubhouse, and associated accessory uses. Contained in the plan of development were unique and innovative features that, for the first time in St. Johns County, truly facilitated the actual development of



traditional neighborhood development. Also included were recreational facilities, natural habitat preservation and sensitivity to preserving natural site attributes on an impressive scale. The DO further implemented wetland preservation, upland buffering, water quality monitoring, Intracoastal Waterway (ICW) buffering, and other resource protection conditions that were extensively negotiated and are being strictly implemented. All provisions of the DO have been complied with and the public and private benefits of this development are already apparent. From a private perspective, the master plan, range of unique product natural habitat preservation and amenities have resulted in broad acceptance by the market. From a public perspective, the County has seen a substantial increase in its tax revenue without a corresponding increase in cost. There has also been not only minimal degradation of valuable resources, but in some cases improvement in those resources.

Since the original DO was approved, there have been several modifications:  
Adoption of Settlement agreement adding land to DRI boundary  
Resolution 98-270 - December 10, 1998  
Resolution 2002-103 - June 4, 2002  
Resolution 2004-24 - January 27, 2004  
Resolution 2004-154 - June 22, 2004

#### **Added Lands**

Since adoption of the DO, the Nocatee DRI has been approved, leaving only a tract of land known as the "Ball Tract" as an isolated parcel between the urbanized areas of Nocatee and the Marshall Creek DRI. The Ball Tract is an isolated tract, predominantly designated as Rural Silviculture ("R/S"), but also includes some land that was in the "B" Residential classification under the Comp Plan. The Ball Tract has been the subject of a PUD rezoning (Kensington) and a PRD rezoning (Las Calinas). The Applicant proposes to add to the Marshall Creek DRI a total of 1,325 acres of land. A portion are lands in Las Calinas, consisting of 253 approved units, and a portion are lands in Kensington, consisting of 65 approved units. Also added are R/S lands west of Kensington, Mixed Use ("MD") lands south of Kensington, and the site of the Pine Island Fish Camp, at the end of Pine Island Road, which is Rural Commercial ("RC").

#### **Plan of Development**

The Applicant proposes to expand the DRI boundaries to include the additional land. Florida Statutes, Chapter 380 provides that an increase of 5% or fewer of the approved number of residential units is not necessarily a substantial deviation to the DO. The Applicant proposes to increase the approved unit count by 132 units (less than 5%). When taken in combination with the number of already approved units to be removed from Kensington and Las Calinas, the NOPC will actually result in a reduction in the total number of units already approved in the existing Marshall Creek DRI and on the additional lands. Market conditions have also indicated that there is an over-allocation of office development. The Applicant proposes to eliminate 300,000 gross square feet of such uses to achieve a more effective balance of uses. That balance is demonstrated by the reduction in trip generation caused by the changes.

The Florida Legislature recognized several years ago that land does not cause impacts, development does. Accordingly, all acreage calculations for determination of regional impacts were deleted from Chapter 380. Despite the fact that land is being added with no net increase in the density and intensity of development, the Applicant has undertaken a full and complete evaluation of any potential impacts to demonstrate, by clear and convincing evidence, the intuitively true assertion that the NOPC creates no additional regional impacts not already addressed in the DO. Approval of the Applications will provide DRI type protections to the added lands by providing for water quality monitoring, for enhanced upland buffers, and for limitations on construction along the ICW.

### **Pipelining**

The existing DO was approved prior to the availability of pipelining as a method of addressing transportation concurrency. The DO does provide for proportionate share contributions to a variety of road segments, however, a condition of receipt of the proportionate share payment by the developer is the agreement of the receiving agency to apply the funds to the construction of the designated improvement or another that is functionally equivalent. For example, FDOT would have to agree to four lane San Marco Avenue from May Street (at the Merry Go Round) north to the confluence of San Marco and US-1 (at Schooner's Restaurant) before a proportionate share payment could be made. The workability of these proportionate share commitments in light of evolved conditions appears unlikely.

Updated analysis of existing conditions using accepted methodologies generally validate the assumptions made about trip generation when the DO was first approved. The project is concurrent for a majority of its approved unit count and non-residential development. The Applicant has calculated the impacts of its 'non-concurrent' development and proposes to use its proportionate share of such impacts, \$2,990,000.00, to improve flow characteristics on International Golf Parkway and to provide seed money for other projects the County may deem important.

### **Restated Development Order**

As indicated above, there have been four (4) approved amendments since the adoption of the DO, all of which were non substantial deviations. Nevertheless, this poses a burden to staff and the public to refer to each document to achieve an understanding of all terms and conditions. Applicant intends this process to result in an amended and restated development order, which includes in one document all provisions of the Development Order.

### **Miscellaneous**

The remaining modifications to the DO can be summarized as follows:

- Change annual DRI reporting to biennial, as now authorized by statute.

- Allow controlled "fertigation" of the golf course. Fertigation (the inclusion of small amounts of fertilizer in irrigation water) is now recognized as an effective and accepted way to fertilize without inappropriate nitrogen loading of natural waters.
- Eliminate excess office space.

#### **Summary of Comprehensive Plan changes**

- Change the land use for the portion of the Added Lands property that is currently Rural Silviculture (R/S) to Residential B. The portions of the Added Lands property that are currently Mixed Use District (Md), Rural Commercial (RC) and Residential B will not undergo a land use change.
- Add pipelining to address transportation mitigation and concurrency. The present D.O. has a proportionate share payment option, but requires the receiving agency to certify its willingness and ability to construct the identified improvement. A review of the improvements will demonstrate that pipelining represents a substantial benefit for the County and the developer. Pipelining will assure the construction of a regionally significant transportation improvement.
- For the Added Lands, an existing conditions analysis consistent with ADA requirements has been completed for inclusion with the NOPC application. Because there are no additional development impacts, the Applicant believes there is no need, within the framework of the Comp. Plan Amendment, to re-evaluate the impacts from the proposed development beyond the confines of the NOPC; however, since we are proposing pipelining, the traffic analysis for the Marshall Creek DRI has been updated and is included in the Comp. Plan Application.

In summary, the NOPC should be reviewed as a non-substantial deviation consistent with Chapter 380 of the Florida Statutes. Our NOPC application demonstrates that the impact from the amended development plan is equivalent to the impacts approved in the Marshall Creek DRI. The Comp. Plan Amendment represents infill and does not represent an added burden to the County. In recognition that the NOPC may not be passed until the adoption of the proposed Comprehensive Plan Amendments, and that those proposed amendments will require transmittal and consideration by the Department of Community Affairs, on behalf of the applicant we waive the statutory limitations on the time frames for review of the NOPC.



Teresa Bishop, AICP  
Amended February 24, 2005  
Page 5

Please let us know if you require any additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "George M. McClure", with a stylized flourish at the end.

George M. McClure

cc: Walter O'Shea, Hines  
Lane Gardner, Hines  
Don Smith, ETM  
Don Fullerton, Prosser Hallock  
Nancy Zyski, Environmental Resource Solutions

**NOPC FORM**

STATE OF FLORIDA  
DEPARTMENT OF COMMUNITY AFFAIRS  
DIVISION OF RESOURCE PLANNING AND MANAGEMENT  
BUREAU OF STATE PLANNING  
2555 Shumard Oak Blvd.  
Tallahassee, Florida 32399  
850/488-4925

**NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED  
DEVELOPMENT OF REGIONAL IMPACT (DRI)  
SUBSECTION 380.06(19), FLORIDA STATUTES**

Subsection 380.06(19), Florida Statutes, requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning agency, and the state land planning agency according to this form.

1. I, Michael Harrison, the undersigned owner/authorized representative of Marshall Creek, Ltd. (developer) hereby give notice of a proposed change to a previously approved Development of Regional Impact in accordance with Subsection 380.06(19), Florida Statutes. In support thereof, I submit the following information concerning the Marshall Creek (aka Palencia) DRI development (original & current project names), which information is true and correct to the best of my knowledge. I have submitted today, under separate cover, copies of this completed notification to St. Johns County (local government), to the Northeast Florida Regional Council, and to the Bureau of Local Planning, Department of Community Affairs.

9/16/04  
Date

  
Signature

2. **APPLICANT:**

Hines Interest Limited Partnership  
C/O Lane Gardner  
605 Palencia Club  
St. Augustine, FL 32095  
PH 904-810-0520 FAX 904-810-0525

3. **AUTHORIZED AGENT:**

An Owner's Authorization form is included with transmittal letter.

Rogers Towers, P.A.  
George M. McClure  
170 Malaga St., Suite A  
St. Augustine, FL 32084  
PH 904-824-0879 FAX 904-825-4070

4. **LOCATION:**

The existing Marshall Creek Development of Regional Impact ("DRI") consists of approximately 1,358.4 acres, to which the Developer proposes to add 1,324.9 acres ("Added Lands") adjacent to and abutting the existing DRI, as shown on Exhibit E. The combined parcel is located East of U.S. Highway 1, West of the Intracoastal Waterway and South of the Nocatee DRI, and at the north end of the St. Augustine Development Area as depicted on the St. Johns County Future Land Use Map.

5. **PROPOSED CHANGES:**

A. **INTRODUCTION; PURPOSE OF MODIFICATION**

The development rights approved within the Marshall Creek DRI would be spread over the entire 2,683.3 acres ("expanded property.") The residential uses are being increased by less than the five percent (5%) threshold for substantial deviation and the existing non-residential development rights are being adjusted to achieve a better balance of residential and non-residential uses, resulting in an overall decrease in the impacts of the project. In order to demonstrate that there is no increase in regional impacts, the Applicant submits herewith, existing conditions analyses. Portions of the Added Lands are currently Residential-B, Rural Commercial (RC) and Mixed Use District (Md). Those land uses will remain the same. Portions of the Added Lands are currently designated Rural Silviculture (R/S) and a Comprehensive Land Use Amendment Application has been filed simultaneously herewith to change the land use to the Residential-B designation. The Comprehensive Plan Amendment Application will also contain a request that pipelining be allowed to address the transportation mitigation responsibilities for that portion of the Marshall Creek DRI that has not yet been constructed or covered by existing concurrency approvals. The land use exchange approved in the original Development Order ("DO") was very limited and will be updated to include today's commonly accepted exchange tables. We also seek to change the name of the DRI, change the reporting period and to allow golf course "fertilization."

## B. SPECIFICS OF PROPOSED CHANGES

### (1) Adding Land to the Existing DRI

By this NOPC, approximately  $\pm 1,324.9$  acres will be added to the Marshall Creek DRI. This property is referred to as "Added Lands" and is described in Exhibit E to this NOPC application. Since the applicant is not requesting additional entitlements for the additional property beyond the statutory thresholds, there is not a need to re-evaluate the impact from the approved Marshall Creek DRI. However, in order to demonstrate the absence of additional regional impacts, the applicant attached hereto as Exhibit I an analysis of the environmental characteristics of the added lands and the absence of additional transportation impacts.

### (2) Pipelining.

The Marshall Creek D.O. as approved does not include a pipelining provision. Through this NOPC, the Applicant is seeking to add a pipelining provision for the development that has not already been constructed or is not already authorized by an approved concurrency certificate. Traffic analysis for the ADA has been updated to include the Added Lands and to address specifics of pipelining. Additionally, a Comprehensive Plan Amendment Application for the Added Lands includes the addition of pipelining for the Marshall Creek DRI that would be added to the comprehensive plan for St. Johns County. St. Johns County requires that pipelining be identified in the comprehensive plan on an individual project basis, and thus the need for including that change in the Marshall Creek comprehensive plan amendment application.

### (3) Annual Report.

This NOPC provides for the report for the Marshall Creek DRI to be filed on a biennial basis in accordance with the provisions of section 380.06(19)F.S.

### (4) Fertigation

This NOPC authorizes the closely monitored fertilization of the golf course through techniques approved by the State of Florida for the low-density introduction of fertilizer in irrigation water.

### (5) Land Use Exchange.

The existing D.O. provides for a land use exchange of multi-family to single family development. By this NOPC, we are seeking to expand the land use exchange to operate reciprocally so that single family may also be exchanged for multi-family, subject to overall limits.

6. **SUBSTANTIAL DEVIATION DETERMINATION CHART.**

See attached **Exhibit H**.

7. **MODIFICATIONS TO APPROVED DEVELOPMENT ORDER.**

An Amended and Restated Development Order, which reflects the correct status of entitlements and conditions is attached as **Exhibit C**. Attached as **Exhibit D** is a redline version showing the modifications requested.

8. **LANDS PURCHASED OR OPTIONED WITHIN ¼ MILE OF ORIGINAL DRI.**

The Applicant plans to acquire all or some of the lands described as the Added Lands, which are shown in **Exhibit E**. This NOPC requests to add these lands to the Marshall Creek DRI, although no substantial increase in development rights for the overall Marshall DRI are requested.

9. **PERCENTAGE OF PROPOSED CHANGE UNDER PARAGRAPH 380.06(19)(B), FLORIDA STATUTES.**

The proposed change is less than 40 percent cumulatively with other previous changes) of any criteria listed in paragraph 380.06(19)(b), F.S. 380.06(19)(e)2.F.S.

Do you believe this notification of change proposes a change which meets the criteria of Subparagraph 380.06(19)(e)2., F.S.?

Yes \_\_\_\_\_

No  X

10. **BUILD OUT DATE/PHASING.**

No change proposed for build out date. See revised Table 10-1 in Exhibit G.

11. **LOCAL GOVERNMENT COMPREHENSIVE PLAN.**

Local Government/Comprehensive plan – A Comprehensive Plan Amendment application has been filed with St. Johns County. A land use change for portions of the Added Lands will be required to change Rural Silviculture (R/S) to Residential B. Also a pipelining provision for Marshall Creek will be added to the comprehensive plan text for St. Johns County. A statement demonstrating the consistency of the NOPC with the adopted local plan and, the State and Regional policy plans is attached as **Exhibit J**.

12. **AMENDED MASTER DEVELOPMENT PLAN.**

The Master Development Plan (Map H) has been amended to include the Added Lands and a copy is included in **Exhibit G** to this NOPC application.

13. **PRECISE LANGUAGE PROPOSED FOR AMENDED DEVELOPMENT ORDER.**

The proposed resolution is included as **Exhibit C** to the NOPC.

**Owner's Authorization for Agent**

Rogers Towers, PA and Marshall Creek Ltd. are hereby authorized TO ACT ON BEHALF OF Pine Island Timber & Investment, LLC, a Florida limited liability company, the owner(s) of those lands described within the foregoing application, and as described in the attached deed or other such proof of ownership as may be required, in applying to St. Johns County, Florida, for action pursuant to a Notice of Proposed Change to the Marshall Creek DRI.

PINE ISLAND TIMBER & INVESTMENT, LLC

By: *[Signature]*  
Signature of Owner  
KEVIN L. TROUP

Print Name  
Its: VICE PRESIDENT  
904. 399. 0134  
Telephone Number

State of Florida  
County of Duval

Signed and sworn before me on the 30 day of September, 2004,  
by Kevin L. Troup

Identification Presented: PERSONALLY KNOWN

Oath taken: [] Yes [] No  
*[Signature]*  
Notary Signature



CHARLES D. RALEY, JR.  
MY COMMISSION # DD 280521  
EXPIRES: May 11, 2008  
Bonded Thru Budget Notary Services

My Commission Expires \_\_\_\_\_



AUG - 2 2005

**THE ST. AUGUSTINE RECORD**

PUBLISHED EVERY MORNING MONDAY THROUGH FRIDAY, SATURDAY AND SUNDAY MORNING  
ST. AUGUSTINE AND ST. JOHNS COUNTY, FLORIDA

COPY OF ADVERTISEMENT

STATE OF FLORIDA,  
COUNTY OF ST. JOHNS

Before the undersigned authority personally appeared **CHARLES BARRETT** who on oath says that he is an Accounting Clerk of the St. Augustine Record, a daily newspaper published at St. Augustine in St. Johns County, Florida: that the attached copy of advertisement, being **NOTICE OF HEARING** in the matter of **NPOC 04-03 MARSHALL CRK** was published in said newspaper in the issues of **AUGUST 2, 2005.**

Affiant further says that the St. Augustine Record is a newspaper published at St. Augustine, in said St. Johns County, Florida, and that the said newspaper heretofore been continuously published in said St. Johns County, Florida, each day and has been entered as second class mail matter at the post office in the City of St. Augustine, in said St. Johns County, for a period of one year preceding the first publication of the copy of advertisement; and affiant further says that he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing the advertisement for publication in the said newspaper.

Sworn to and subscribed before me this 2<sup>ND</sup> day of **AUGUST, 2005.**

by *Patricia A. Bergquist* who is personally known to me or who has produced **PERSONALLY KNOWN** as identification.

*Patricia A. Bergquist*

(Signature of Notary Public)



Patricia A. Bergquist  
My Commission DD275991  
Expires December 18, 2007

(Seal)

PATRICIA A. BERGQUIST

**NOTICE OF A PROPOSED CHANGE (NOPC) TO THE MARSHALL CREEK DEVELOPMENT OF REGIONAL IMPACT (DRI)**

NOTICE IS HEREBY GIVEN that a public hearing will be held on Thursday, August 18, 2005 at 1:30 p.m. by the St. Johns County Planning and Zoning Agency, and Tuesday, August 23, 2005 at 9:00 a.m. by the St. Johns County Board of County Commissioners in the County Auditorium, County Administration Building, 4020 Lewis Speedway, St. Augustine, Florida, to consider a Notice of Proposed Change (NOPC) to the Marshall Creek DRI requesting modifications to the DRI Development Order (DO), including: (i) adding land to the existing DRI, (ii) including a pipelining provision, (iii) modifying annual reporting requirements, and (iv) authorizing monitoring of golf course fertilization techniques.

The subject property is located East of US1 between Pine Island Road and International Golf Parkway within St. Johns County, Florida.

This file is maintained in the Planning Division of the Growth Management Services Department, at the County Administration Building, 4020 Lewis Speedway, St. Augustine, Florida, and may be examined by interested parties prior to said public hearing.

**NOTICE TO PERSONS NEEDING SPECIAL ACCOMMODATIONS AND TO ALL HEARING IMPAIRED PERSONS:** In accordance with the Americans with Disabilities Act, persons needing special accommodations or an interpreter to participate in this proceeding should contact the County's ADA Coordinator at (904) 209-0650 or at the County Administration Building, 4020 Lewis Speedway, St. Augustine, Florida, 32085. For hearing impaired individuals, call Florida Relay Service at 1-800-935-7870, no later than 5 days prior to the date of this meeting.

If a person decides to appeal any decision made with respect to any matter considered at the meeting or hearing, he will need a record of the proceedings and for such purpose he may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which appeal is to be based.

This matter is subject to court approved procedural rules of procedure. It is anticipated that one or more County Commissioners may attend this meeting. Interested parties should first contact with the Board of County Commissioners or the Planning and Zoning Agency members on this topic, except with compliance with Resolution 95-126, to properly notice public hearings or to written communication care of St. Johns County Planning Division, P.O. Drawer 349, St. Augustine, Florida, 32085.

**BOARD OF COUNTY COMMISSIONERS  
ST. JOHNS COUNTY, FLORIDA**

**BRUCE A. MAGUIRE, CHAIRMAN  
PLANNING AND ZONING AGENCY  
ST. JOHNS COUNTY, FLORIDA  
RONALD S. SCHUMAKER, CHAIRMAN  
FILE NUMBER: NPOC-2004-03  
Marshall Creek DRI**

L1917-5 Aug 2, 2005