

RESOLUTION NO. 2014 241

ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS RESOLUTION AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR ASHFORD MILLS, A DEVELOPMENT OF REGIONAL IMPACT, UNDER CHAPTER 380, FLORIDA STATUTES; AUTHORIZING DEVELOPMENT OF APPROXIMATELY 1,521 ACRES IN NORTHWEST ST. JOHNS COUNTY; ESTABLISHING MITIGATION REQUIREMENTS FOR REGIONAL IMPACTS, INCLUDING MITIGATION FOR TRANSPORTATION, SCHOOL AND ENVIRONMENTAL IMPACTS; PROVIDING DEVELOPMENT PHASING AND BUILDOUT DATES; ESTABLISHING AN EFFECTIVE DATE.

LET IT BE KNOWN that, pursuant to Section 380.06, Florida Statutes, the St. Johns County Board of County Commissioners heard at a duly noticed public hearing convened on September 2, 2014, a Notification of Proposed Change to a Previously Approved Development of Regional Impact (“NOPC”) for Ashford Mills, to be developed in the manner described in this NOPC, which NOPC is supplemented by the original Application for Development Approval (“ADA”) and Sufficiency Responses filed for Ashford Mills in 2005.

RECITALS

WHEREAS, the St. Johns County Board of County Commissioners 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, a Development Order for Ashford Mills was originally approved by the St. Johns County Board of County Commissioners on March 9, 2006 by Resolution No. 2006-64; and

WHEREAS, the Ashford Mills Development of Regional Impact (“DRI”) is a proposed mixed use development on approximately 1,521 acres located in St. Johns County, Florida (the “DRI Property”); and

WHEREAS, WFC Ashford Mills Owner VII, L.L.C., a Delaware limited liability company, is the owner of all but three (3) acres of the DRI Property and is the Developer of Record for the Ashford Mills DRI and this NOPC (hereinafter referred to as the “Applicant” or “Developer”); and

WHEREAS, the Applicant acquired title to approximately 1,518 acres of the DRI Property in November 2013; and

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

WHEREAS, the Applicant's predecessor in title, Ranch Village Partners, LLP, and its agent, Land Options Two, LLC, filed the ADA dated January 2005 and Sufficiency Responses dated April 2005 and June 2005; and

WHEREAS, the ADA and Sufficiency Responses were reviewed by the Northeast Florida Regional Council as required by Section 380.06, Florida Statutes, and the Council recommended on January 5, 2006 and February 2, 2006 that the application be approved, subject to certain conditions; and

WHEREAS, the proposed DRI required an amendment to the St. Johns County Comprehensive Plan changing the future land use designation of the DRI Property from Rural/Silviculture (R/S) to Residential C, which Comprehensive Plan Amendment was reviewed and adopted concurrently with the original Development Order pursuant to Section 380.06(6)(b), Florida Statutes; and

WHEREAS, the St. Johns County Board of County Commissioners duly noticed and on February 22, 2006 and March 9, 2006 held public hearings on the application as required by Section 380.06, Florida Statutes, and afforded the public and all affected parties an opportunity to be heard and to present evidence; and

WHEREAS, the St. Johns County Board of County Commissioners approved the ADA on March 9, 2006 as Resolution No. 2006-64; and

WHEREAS, the Applicant filed an NOPC on March 7, 2014, seeking to amend the original Development Order to extend certain commencement, phasing, build-out and other dates in conformance with Florida law, and to revise transportation, school and other mitigation conditions set forth in the original Development Order; and

WHEREAS, the St. Johns County Board of County Commissioners duly noticed and on September 2, 2014 held a public hearing on the NOPC as required by Section 380.06, Florida Statutes, and afforded the public and all affected parties an opportunity to be heard and to present evidence.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County, Florida, in public hearing duly constituted and assembled on September 2, 2014, that the NOPC for the Ashford Mills DRI is hereby approved, subject to the following terms and conditions, restated in full:

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. The DRI Property is not in an area designated as an Area of Critical State Concern pursuant to the provisions of Section 380.05, Florida Statutes (2013).
2. The DRI, as amended, is consistent with the State Comprehensive Plan.
3. The DRI, as amended, is consistent with the Strategic Regional Policy Plan adopted by the Northeast Florida Regional Council.
4. The DRI, as amended, is consistent with the St. Johns County Comprehensive Plan and St. Johns County Land Development Code.
5. The DRI, as amended, is consistent with the Northwest Sector Plan adopted by St. Johns County.
6. The DRI, as amended, does not constitute a substantial deviation pursuant to Section 380.06, Florida Statutes (2013), consistent with the recommendation of the Northeast Florida Regional Council pursuant to an April 16, 2014 letter.

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GENERAL CONDITIONS

1. **Application For Development Approval.** The DRI, as amended, shall be developed in accordance with the information, plans and commitments contained in (1) the Ashford Mills DRI ADA dated January 2005, (2) the ADA First Sufficiency Response dated April 2005, (3) the ADA Second Sufficiency Response dated June 2005, (4) the NOPC dated March 7, 2014; and (5) the Master Development Plan, Map H, dated May 7, 2014 submitted by the Applicant as part of the NOPC and attached to this Amended Development Order as **Exhibit 1**. The aforementioned items are incorporated by reference except to the extent of any conflict with the express terms of the conditions of this Amended Development Order in which event, the terms and conditions of this Amended Development Order shall govern.

2. **Land Use Totals.** The DRI Property, as described in **Exhibit 8** attached hereto, may be developed with the following improvements: a maximum of 250,000 gross square feet of retail; a maximum of 30,000 gross square feet of general office; and a maximum of 2,633 residential units (714 townhomes and 1,919 single-family units). A minimum of 37 acres of Neighborhood Parks and Recreation (10 acres of which will be dedicated to the County), 714 acres of Conservation and Open Space, three (3) acres of St. Johns County Public Use, and approximately 26.8 acres for a St. Johns County K-8 School shall be provided. The Applicant may increase or decrease the amount of a particular land use without filing a Notice of Proposed Change, provided that:
 - (a) Such changes are consistent with the Land Use Exchange Table attached as **Exhibit 2**. Use of the Exchange Table may increase or decrease the total amount of each land use by no more than the amount allowed for in the substantial deviation criteria identified in Chapter 380.06(19)(b)1-11, Florida Statutes, unless the Applicant can show that a greater change will not change the overall character of the development.
 - (b) At any time of election of a land use conversion under the Exchange Table, the Applicant shall notify, in writing, St. Johns County, the Department of Economic Opportunity (“**DEO**”) and the Northeast Florida Regional Council (“**NEFRC**”) of the election at least thirty (30) days in advance of the change. Use of the Exchange Table will be reported on an individual and cumulative basis and Project impacts documented in the biennial report. Any future NOPC shall incorporate any changes due to the use of the Exchange Table.
 - (c) So long as the conversion is consistent with the criteria contained in the Exchange Table, **Exhibit 2**, does not constitute a substantial deviation pursuant to Section

380.06(19), Florida Statutes, and no substantial change is made to the Master Development Plan (Map H), no additional DRI approvals shall be required for the conversion.

3. **Phasing, Buildout and Expiration of DRI.** The DRI shall be developed in two (2) phases, Phase 1 from 2014 through 2020 and Phase 2 from 2021 through 2027, as shown in the Phasing Table attached as **Exhibit 3**. The Applicant may elect to accelerate the beginning date of Phase 2, provided that all mitigation requirements for Phase 1 have been met. The end date of Phase 1 would not be affected by an acceleration of the beginning date of Phase 2. Unused development rights from Phase 1 carry over into Phase 2 until build-out. Physical development of the DRI shall commence within three (3) years of the effective date of this Amended Development Order; however, for purposes of calculating this time period or when build-out, termination or any phase date has been exceeded, the time shall be tolled during the period of any appeal pursuant to Section 380.07, Florida Statutes, or during the pendency of administrative or judicial proceedings relating to development permits. The projected build-out date for all development is **December 31, 2027**. The DRI termination and Amended Development Order expiration dates are established as **December 31, 2030**. Any extensions of the DRI build-out, termination or expiration dates shall be governed by the provisions of section 380.06(19)(c), Florida Statutes.
4. **Effective Date.** This Resolution and Amended Development Order shall take effect upon transmittal to the Department of Economic Opportunity, the Northeast Regional Council, and the Applicant in accordance with Subsection 380.07(2), Florida Statutes.
5. **Monitoring Official.** The St. Johns County Administrator, or his designee, shall be the local official responsible for monitoring the development for compliance by the Applicant with this Amended Development Order.
6. **Downzoning Protection.** In accordance with Section 380.06(15), Florida Statutes, the Ashford Mills DRI, as approved in this Amended Development Order, shall not be subject to downzoning, unit density reduction, or intensity reduction before **December 31, 2030**, unless the Developer consents to such change or that the Amended 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), Florida Statutes (2013), the Applicant has elected to be bound by the rules adopted pursuant to Chapters 373 and 403 in effect as of the date of this Amended Development Order,

including, but not limited to, the provisions of Section 373.414(13), Florida Statutes. Such rules shall be applicable to all applications for permits pursuant to those chapters which are necessary for and consistent with the development authorized in this Amended Development Order, except that a later-adopted rule shall be applicable to an application if:

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

Further, to qualify for the benefits of this provision, the application must be filed within five (5) years from the issuance of this Amended Development Order and the permit shall not be effective for more than eight (8) years from the issuance of the Amended Development Order. Nothing in this General Condition 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.** Because the St. Johns County Comprehensive Plan Amendment reviewed and approved concurrently with the original Development Order authorizes proportionate share mitigation pursuant to Section 163.3180(5)(h) and 380.06, Florida Statutes, as a method of addressing Applicant's transportation impacts and this Amended Development Order provides for proportionate share mitigation, development under this Amended Development Order shall be deemed to satisfy the transportation concurrency requirements of the Comprehensive Plan, the County's Concurrency Management System (Land Development Code Article XI), and Section 380.06, Florida Statutes. This DRI is deemed to be a Multi Use DRI meeting the statutory provisions of Section 163.3180(5)(h), Florida Statutes.

9. **Biennial Reporting.** The Applicant, its successors or assigns, shall submit a biennial report no later than March 15 of every other year, commencing March 15, 2015, until build-out. The report shall be submitted to St. Johns County, NEFRC, DEO, 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 Economic Opportunity, as amended from time to time, may be used for the format of this report. In accordance with Section 380.06(18), Florida Statutes, failure to file the report in a timely manner may result in the temporary suspension of this Amended Development Order. The biennial report shall include the following:

- (a) A description of any changes made in the plan of development, phasing, or in the representations contained in the NOPC since the date of adoption of this Amended Development Order, and any actions taken by St. Johns County to address these changes; copies of any approvals taken by the local government to address these changes including copies of any revised master plans not previously submitted will be attached to the monitoring report; any conversion elections permitted by the Exchange Table in **Exhibit 2**;
- (b) A summary comparison of development activity proposed or conducted since the preceding monitoring report and activity projected for that period until submittal of the next regular monitoring report. The summary will include: a description of site improvements, number of residential lots platted, number of single-family and multi-family residential units constructed, gross floor area of non-residential uses constructed by land use type, location and phase, with appropriate maps. A tabulation of the amount of acreage developed in the reporting period shall be provided by land use categories listed in Sections 380.06 and 380.0651, Florida Statutes;
- (c) Identification of the name of the purchaser of any undeveloped tracts of land in the Ashford Mills DRI, including the location and size of the tracts purchased, and the amount of development rights allocated to the purchaser, with map(s) which show the parcel(s) or sub-parcel(s) acquired. Also, to the extent known to the Applicant, a description of any lands purchased or optioned within one (1) mile of the boundaries of the Ashford Mills DRI by a person who has acquired a fee simple or lesser interest in the Ashford Mills DRI subsequent to issuance of this Amended

Development Order (but excluding persons who have only acquired a leasehold interest in lands or improvements within the Ashford Mills DRI), identifying such land, its size and its intended use on a site plan and map;

- (d) A cumulative summary of all development that has taken place within the Ashford Mills DRI by the land use categories listed in Sections 380.06 and 380.0651, Florida Statutes, including residential lots platted, single-family and multi-family residential units constructed, gross floor area of non-residential uses constructed by land use type and location, together with a cumulative summary of location, size (acreage), development rights purchased (land use type and square footage), and the name of the purchaser of all parcels purchased within the Ashford Mills DRI;
- (e) A specific assessment of compliance with conditions and commitments contained in this Amended Development Order by the Applicant, the Applicant's successor, if any, and St. Johns County;
- (f) A description of any known incremental DRI applications for development approval or requests for a substantial deviation that were filed in the reporting period and to be filed during the next reporting period;
- (g) A description of any change in local government jurisdiction for any portion of the development since this Amended Development Order was issued. A description of any moratorium imposed by a regulatory agency on development within the Ashford Mills DRI, specifying the type, duration, cause and remedy;
- (h) A listing of any significant local, state and federal permits which were obtained, applied for, or denied during this reporting period, specifying the agency, type of permit, parcel, location(s) and activity for each permit;
- (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), Florida Statutes;
- (j) An analysis demonstrating there will be sufficient capacity of potable water, wastewater and solid waste facilities serving the Ashford Mills DRI for the anticipated development for the ensuing reporting period;
- (k) Traffic reports, which shall be submitted to the Florida Department of Transportation (FDOT) District Urban Office in Jacksonville, as well as to the St.

Johns County Growth Management Department, NEFRC and DEO. The first traffic report shall be due concurrently with the first monitoring report and then biennially thereafter until project build-out, unless otherwise specified by the NEFRC. The following information shall be included:

- (i) A description of current development by land use, type, location, number of residential units and amount of square footage of non-residential, along with the proposed construction schedule for the ensuing 24-month period, and appropriate maps.
- (ii) Traffic counts, turning movements and levels of service actual for the past 24 months and projected for the ensuing 24 months, including traffic estimates for the following intersections:

County Road 210 / Cimarrone Boulevard
County Road 210 / Greenbriar – County Road 223
County Road 210 / Ashford Mills Boulevard
County Road 16A / Ashford Spine Road (When Constructed)
County Road 210 / County Road 2209
County Road 210 / County Road 244 – County Road 16A

Note: Actual FDOT or St. Johns County traffic counts shall be used where possible. If actual FDOT or County counts are not available for a particular intersection, the Applicant shall retain, at its expense, a traffic engineering firm to collect the necessary counts. FDOT seasoned adjustment factors shall be used when adjusting traffic counts.

- (iii) A description of any new and/or improved roadways, traffic control devices or other transportation facility improvements to be constructed or provided by the Applicant or governmental entity to accommodate the total existing and anticipated traffic demands.
- (l) The acreage of wetlands impacted and of uplands and wetlands placed under recorded conservation easement;
- (m) A description of any change to the previously reported stormwater plans, design criteria or planting and maintenance plans; and

(n) Each biennial report shall be accompanied by a statement certifying that the NEFRC (with appropriate filing fee), DEO, 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 Development Order, or any subsequent amendment to it, shall be recorded by the Applicant, its successors and assigns, in accordance with Sections 28.222 and 380.06(15)(f), Florida Statutes, 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 Amended Development Order shall run with the land and bind the successors and assigns of the Applicant, its successors and assigns, on the DRI Property. Any contract or agreement for sale of those interests by the Applicant, its successors and assigns, for all or any part of the property subject to this Amended 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 ASHFORD MILLS 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 WFC ASHFORD MILLS OWNER VII, L.L.C. 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, its successors and assigns, shall submit simultaneously to St. Johns County, the Northeast Florida Regional Council and Florida Department of Economic Opportunity any applications for proposed changes to the DRI and shall comply with the requirements of Section 380.06(19), Florida Statutes, concerning substantial deviations.

12. **Status of Development Rights.** The County acknowledges that the Applicant has, by virtue of this Amended Development Order, made substantial commitments to mitigate for impacts of proposed development pursuant to this Amended Development Order. The Applicant, its successors and assigns, will also make substantial investments in construction and development of the infrastructure required under this Amended Development Order, all in reliance upon realization of all development rights granted pursuant to this Amended Development Order. Accordingly, the rights of the Applicant, its successors and assigns, to develop the improvements as set forth in General Condition 2 are intended to be rights protected by the principles of vested rights and shall not be subject to downzoning or unit density reduction or intensity reduction, except as provided for in General Condition 13 of this Amended Development Order. Further, future modifications to the St. Johns County Land Development Code and other laws or regulations of the County affecting development shall apply to the development approved pursuant to this Amended Development Order except to the extent (a) such future modifications conflict with specific provisions, conditions or commitments set forth in this Amended Development Order and substantially diminish the development rights granted herein, or (b) such modifications require mitigation for development impacts which have been reviewed under Section 380.06, Florida Statutes, addressed in this Amended Development Order. The Applicant, its successors and assigns, do not waive any common law vested right or equitable estoppel right they now have or may hereafter acquire in the future to complete any portion of this development in accordance with the applicable state and local laws and ordinances in effect at the time this Amended Development Order becomes effective. Notwithstanding, the Applicant acknowledges and agrees that any change in the Ashford Mills DRI and this Amended Development Order, whether or not such change is considered to be a substantial or non-substantial deviation, will comply with the State and County comprehensive plans applicable at the time of the requested change.
13. **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) modification of the terms or conditions of this Amended Development Order or other changes to the approved development plan which create a reasonable likelihood of adverse regional impacts or other regional impacts pursuant to

Subsection 380.06(19), Florida Statutes, which were not evaluated in the review by the Northeast Florida Regional Council; or

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

Upon a finding that (a) is present, the St. Johns County Board of County Commissioners shall order compliance with Subsections 380.06(19)(g) and (h), Florida Statutes, and development within Ashford Mills 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. Notwithstanding, the Applicant acknowledges and agrees that any change in the Ashford Mills DRI and this Amended Development Order, whether or not such change is considered to be a substantial or non-substantial deviation, will comply with the State and County comprehensive plans applicable at the time of the requested change.

- 14. **Limitation of Approval.** The approval granted by this Amended Development Order is limited. Such approval shall not be construed to obviate the duty of the Applicant, its successors and assigns, to comply with all other applicable local or state permitting procedures.

SPECIAL CONDITIONS

15. **Vegetation and Wildlife.**

- (a) The Applicant, or its predecessor in interest, has made an unencumbered contribution in the sum of \$210,338 to the Florida Fish and Wildlife Conservation Commission (“**FWC**”) Land Acquisition Trust Fund. This off-site mitigation has resulted in the issuance of an Incidental Take Permit for the purchase of habitat at an off-site location within the jurisdictional boundaries of the Northeast Florida Regional Council. Because the Applicant, or its predecessor in interest, has completed this mitigation, construction may commence within any gopher tortoise habitat within the Ashford Mills DRI. The Applicant, its successors and assigns, shall be otherwise responsible for all permit requirements of the FWC.
- (b) In conjunction of the construction of the main north/south road, one (1) Type B wildlife crossing shall be constructed at the location on the north/south road shown on Map H-3, attached as **Exhibit 4**. In conjunction with the construction of other internal roadways, three (3) Type C wildlife crossings shall be constructed at the locations shown on Map H-3. The crossings shall be designed to comply with Policy B.1.6.11 of the 2025 St. Johns County Comprehensive Plan.
- (c) The population of hooded pitcher plants within wetlands along the western edge of Trout Creek, as shown on Map G attached as **Exhibit 5** shall be preserved with a conservation easement.
- (d) Much of the project site has been and, until development within the last phase, will continue to be used for silviculture purposes. Agriculture and silviculture activities are permitted uses and may occur within any parcel, excluding upland buffers, until the commencement of development of that parcel. All agricultural activities shall comply with the requirements of Policies E.2.2.2 and E.2.2.3 of the Comprehensive Plan, where applicable. Agricultural trucks will not be permitted to use roads through existing residential areas.

16. **Wetlands.** A maximum of 41.5 acres of wetland impacts may occur within the Ashford Mills DRI, with incidental impacts to additional drainage ditches and man-made ponds, provided that the necessary permits are obtained from the St. Johns River Water Management District (“**SJRWMD**”) and the U.S. Army Corps of Engineers (“**ACOE**”). Mitigation for these proposed wetland impacts shall be approved by the SJRWMD and the

ACOE as part of the overall conceptual permit for Ashford Mills. Wetland mitigation will include wetland and upland preservation and may include wetland restoration, enhancement and creation, and upland buffer enhancement as part of the mitigation plan under the SJRWMD and ACOE Permits. No development activities, as defined in Section 380.04, Florida Statutes, except for activities permitted by the appropriate environmental permitting agencies, shall be allowed in any other wetland areas within the DRI unless (i) otherwise authorized by St. Johns County where the County determines that a revised site plan with more wetland impacts results in improved neighborhood connectivity, improved traffic patterns (either onsite or offsite), more efficient infrastructure development, or otherwise promotes the goals and objectives of the Comprehensive Plan, and (ii) such additional impacts are approved by wetland regulatory agencies through their wetland impact permitting process and the Applicant in its reasonable judgment determines that such additional impacts will not materially delay the permitting process. Regarding the approximately 714 acres of uplands and wetlands shown on Map H as “Conservation and Open Space,” a portion shall be preserved as mitigation required by the SJRWMD and ACOE permits for Ashford Mills, and the remainder may be available, at the Applicant’s discretion, as mitigation for use by other public or private entities. The exact boundaries of the areas to be preserved shall be determined in connection with wetland permitting by the SJRWMD and ACOE. 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 SJRWMD.

17. **Upland Buffers.** An averaged twenty-five (25) foot upland buffer will be provided adjacent to wetlands. Averaging of the upland buffer width, because of an unavoidable buffer reduction, shall achieve a greater overall upland buffer width than when not averaging. In no instance shall the upland buffer for wetlands be less than fifteen (15) feet except for areas adjacent to unavoidable buffer impacts such as road or utility crossings and rights-of-way which are related to transmission or conveyance of a service. A twenty-five (25) foot building setback to the upland buffer for contiguous wetlands will be provided from the landward edge of the upland buffer. Approved accessory uses, except for buildings with a permanent foundation, are allowed in the building setback.

18. **Ravine Protection Zone.** In locations where the slopes adjacent to wetlands are 3:1 or steeper, as shown on Map H-3, **Exhibit 4**, a fifteen (15) foot Ravine Protection Zone will be provided above the point where the slope changes to a flatter grade. Allowable uses within these Ravine Protection Zones will include unpaved nature trails, boardwalks, viewing platforms, and the removal, trimming, pruning or alteration of any unprotected tree or other vegetation to install an allowable use. The natural (existing) grade in these Ravine Protection Zones will not be permanently altered except as is necessary to install the allowable uses. Grade adjustments to install the allowable uses can occur, provided the surrounding grade is stabilized within the Ravine Protection Zones at the conclusion of construction.
19. **Conservation Easements.** The Applicant, its successors and assigns, will record conservation easements covering the preserved wetlands and upland buffers onsite meeting the requirements of Section 704.06, Florida Statutes. 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, SJRWMD, ACOE, St. Johns County, and the Northeast District of the Florida Department of Environmental Protection (“**FDEP**”). The covenants and restrictions or conservation easement shall not permit variances from the minimum standards set forth in this Amended Development Order. Such conservation easements shall be included within any plat containing the wetlands or undisturbed upland buffer areas.
20. **Stormwater Pollution Prevention.** Construction activity within the Ashford Mills DRI shall be conducted in accordance with a Stormwater Pollution Prevention Plan developed pursuant to the Environmental Protection Agency National Pollutant Discharge Elimination System (“**EPA NPDES**”) Permit Program. Prior to commencement of any construction adjacent to a conserved wetland, the contractor shall be required to install silt fencing on the landward edge of the upland buffer to protect the conserved wetlands. The silt fencing shall be inspected by the Applicant or its contractors at least once each week and repairs to fallen or damaged sections shall be made immediately upon discovery. The provisions of this Amended Development Order Special Condition shall be incorporated into all construction contracts for work within the Ashford Mills DRI. All contractors working within the Ashford Mills 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 St. Johns County and the FDEP Northeast District office.

21. **Hydroperiods.** In connection with permit applications for the stormwater management system for the Ashford Mills DRI, the Applicant, its successors and assigns, shall ensure maintenance of hydroperiods within preserved wetlands, unless otherwise permitted by the SJRWMD.
22. **Surface Water Quality Monitoring Plan.** The Applicant, its successors and assigns, in cooperation with FDEP, will formulate a Water Quality Monitoring Plan (“**WQMP**”) for the Ashford Mills DRI. The WQMP will address nutrients and will be finalized and implemented prior to commencement of construction on the project site. The WQMP will be approved by FDEP prior to implementation. If the WQMP identifies variations in the water quality of receiving waters from established background water quality attributable to discharges from the Ashford Mills DRI, the Northeast District of FDEP shall promptly notify the Applicant, its successors and assigns, of such conditions. In such event, the Applicant, its successors and assigns, shall cooperate with the Northeast District of FDEP to develop a plan to address the problem. The actions required to address the problem, including the actions required and time frame within which to implement the corrective actions, shall be agreed upon by the Northeast District of FDEP, St. Johns County and the Applicant. If agreement is not reached within three (3) months from the time FDEP notifies the Applicant of a variation in water quality, no further permits shall be issued to the Applicant within the Ashford Mills DRI until agreement is reached. Failure to implement the agreed upon plan of action within the timeframes agreed upon will be a violation of this Amended Development Order Condition.
23. **Floodplain.** All construction within the 100-year floodplain shall comply with applicable federal, state and local laws and regulations. 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 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 it may be amended.

24. **Water Supply.**

- (a) Development within the Ashford Mills DRI shall occur concurrently with the provision of adequate central potable water supply meeting the adopted level of service in the St. Johns County Comprehensive Plan. Provision of central water supply shall be provided by JEA.
- (b) The stormwater master system shall be designed with interconnection or storage volume consistent with the standard stormwater capacity requirements of the SJRWMD.
- (c) Landscaped common areas shall be irrigated with stormwater from on-site retention/detention ponds as the primary (first) source, shallow (surficial aquifer) or intermediate wells as a secondary source, and potable water as a third source, until sufficient reuse water is available to meet irrigation needs. Landscaping for individual lots and parcels shall be irrigated with potable water, with the use of an irrigation meter until such time that reuse water becomes available. No groundwater, excluding surficial or intermediate aquifer, shall be utilized for surface water level maintenance or decorative uses.
- (d) Water conservation strategies, including the encouragement of strategies such as the use of native vegetation, drought resistant landscaping and low-flow plumbing fixtures shall be incorporated into the construction, operation and maintenance phases of the development and shall be included in the covenants and deed restrictions.
- (e) A waterwise approach shall be used throughout the common landscaped areas of the development to include at least 50 percent of landscaped vegetation as native vegetation, hybrids or cultivars. Landscaped area is defined as any pervious area within the proposed development that will be altered to the development, exclusive of pervious area within wetlands, wetland buffers, vegetative buffers between land uses, stormwater systems and required preservation areas. Native or drought-resistant plants include those in the Florida Native Plant Society's list of native landscape plants for St. Johns County, available at http://www.fnps.org/pages/plants/landscape_plants.php; a *Gardener's Guide to Florida's Native Plants* (Osorio 2001); the District's *Waterwise Florida Landscapes*, available at

<http://www.sjrwmd.com/programs/outreach/conservation/landscape/index.html>; or other comparable guides.

- (f) At least one nonresidential demonstration site and one model home in each phase (of the two phases) of the Ashford Mills DRI shall be landscaped in accordance with the landscape principles described above.
 - (g) The Applicant, its successors and assigns, shall provide information on xeriscaping and/or native vegetation and/or drought tolerant vegetation, water conservation guides, and Institute of Food and Agricultural Sciences (IFAS) Extension Services' "A Guide to Environmentally Friendly Landscaping: Florida Yards and Neighborhoods Handbook" to all builders and lot purchasers and shall display this literature in a prominent location in the Ashford Mills sales offices.
 - (h) The architectural review board established within Ashford Mills shall review all landscape plans for all residential and commercial uses for compliance with and utilization of the water conservation principles described above.
 - (i) In the event the one existing on-site well is abandoned, it will be abandoned in accordance with SJRWMD regulations.
 - (j) Rain sensors shall be required for all irrigation systems.
25. **Wastewater Management.** Development of the Ashford Mills DRI shall proceed concurrently with the provision of adequate central sewer service meeting the adopted level of service standards in the St. Johns County Comprehensive Plan. Provision of sanitary sewer service shall be provided by JEA.
26. **Stormwater Management.** The Stormwater Management System within the Ashford Mills DRI shall be designed in accordance with SJRWMD rules. Development within the Ashford Mills DRI shall utilize best management practices for erosion control as required by the applicable National Pollutant Discharge Elimination System ("NPDES") permit. An erosion control specialist will oversee the erosion control measures utilized throughout the development, including all monitoring, reporting, and remediation requirements.
27. **Solid Waste.** The project shall meet the level of service standard established in the St. Johns County Land Development Code. The project shall participate in the St. Johns County recycling program.

28. **Transportation.** The original Development Order provided that, pursuant to Subsection 163.3180(12) (now Subsection 163.3180(5)(h)), Florida Statutes, the previous applicant, its successors and assigns, would contribute \$20,107,008 (proportionate share “pipelining” contribution) in funded transportation improvements to offset the impacts of the Ashford Mills DRI development to the regional transportation system. The original Development Order determined that the referenced improvements and related proportionate share contribution were sufficient to fully mitigate for all transportation impacts for the development rights approved within Ashford Mills through build-out. The Applicant has agreed to contribute a maximum of \$20,107,008 as its transportation proportionate share for impacts to local and state roads to offset the impacts of the Ashford Mills DRI development, as set forth more fully in Special Condition 28(a) hereof. Additionally, this contribution is sufficient to construct required improvements which will benefit regionally significant transportation facilities and meet proportionate share contribution requirements as set forth in Subsection 163.3180(5)(h), Florida Statutes, and as authorized by this Amended Development Order. The improvements to be constructed by the County and funded by the Applicant, its successors and assigns, are described below.

(a) **County Road 210 – Widening from Greenbriar Road to Cimarrone Boulevard:**

The Applicant, its successors and assigns, shall pay to St. Johns County a maximum of \$20,107,008 for the County’s design, permitting, right-of-way acquisition, bonding and reconstruction of County Road 210 from Greenbriar Road to Cimarrone Boulevard from a two-lane roadway to a four-lane divided roadway, including all intersection improvements at the Greenbriar Road/County Road 210 intersection and the Ashford Mills Boulevard/County Road 210 intersection (including but not limited to signal warrants, design, permitting, signal construction and turn lanes) and installation of all sidewalks (the “**CR 210 Widening**”). The CR 210 Widening shall conform to the County Road 210 Improvements Access Management Plan attached as **Exhibit 6**. The maximum of \$20,107,008 shall be paid to the County as follows:

- (i) The sum of \$150,000 upon the County’s approval of the first residential construction plan for the project;
- (ii) The sum of \$350,000 upon the County’s issuance of the first plat or multi-family building permit, whichever first occurs, for Ashford Mills;

- (iii) The sum of \$7,636.54 for each of the first 1,100 residential units within the project, with such funds paid to the County at the time the Applicant, its successors and assigns, obtains County approval of a plat or multi-family building permit, whichever first occurs, for each phase or parcel containing a portion of the aforementioned 1,100 units (for a total of \$8,400,194 paid pursuant to this Special Condition 28(a)(iii) and a total of \$8,900,194 paid pursuant to Special Conditions 28(a)(i)-(iii) cumulatively); and
- (iv) Upon the Applicant, its successors and assigns, obtaining a plat or multi-family building permit, whichever first occurs, for the 1,101th residential unit within Ashford Mills, the Applicant shall pay to the County the difference between the \$8,900,194 paid pursuant to Special Condition 28(a)(i)-(iii) above and County's total cost for the improvement verified through public bid process for the construction of the CR 210 Widening plus a ten percent (10%) contingency to pay for any necessary construction change orders (the "Contingency Funds"); provided, however, that in no event shall the Applicant, its successors and assigns, be required to pay more than: (a) \$20,107,008 for the design, permitting, right-of-way acquisition and construction of the CR 210 Widening; and (b) the County's total cost for the CR 210 Widening, including design, permitting, right-of-way acquisition and construction. Any of the Contingency Funds remaining following the County's completion of construction of the CR 210 Widening shall be returned to the Applicant. Notwithstanding the forgoing, if the County is not ready to commence construction of the CR 210 Widening when the Applicant is ready to obtain County plat or multi-family building permit approval, whichever first occurs, for the 1,101st residential unit, the Applicant shall continue to pay \$7,636.54 for each residential unit to the County until such time as the County is ready to commence such construction and will pay the difference between the total amount previously paid by the Applicant to the County and the total cost of the improvement verified through public bid process. The County will provide the Applicant, its successors and assigns, with 60 days' written notice following the CR 210 Widening construction bid opening date to give the Applicant time to pay the balance of the CR 210 Widening construction cost as set forth herein. The Applicant's payment of the total cost of the CR 210

Widening verified through public bid process shall satisfy its entire transportation proportionate share due under this Amended Development Order.

The Applicant, its successors and assigns, shall be entitled to receive impact fee credits for the above-referenced payments at the time each payment is remitted to the County as described in Special Condition 28(a)(i)-(iv) above.

- (b) **Right-of-Way Acquisition.** The County shall be responsible for acquiring all right-of-way for the CR 210 Widening.
- (c) **Bicycle and Pedestrian Connections.** In order to promote alternative forms of transportation, the Applicant, its successors and assigns, shall provide a comprehensive system of bicycle paths and pedestrian walkways throughout the Ashford Mills DRI as shown in Map H-1 attached as **Exhibit 7**.
- (d) **TMO Participation.** The Applicant, its successors and assigns, shall team with other developers in this corridor and participate in a Transportation Management Organization (“TMO”). In order to meet this condition, the Applicant, its successors and assigns, will include a requirement in land sales and development allocation documents for non-residential property that any employer with 100 or more employees shall participate in a TMO to be designated by the County.
- (e) **Public Transportation.** Prior to the County’s approval of the first plat or multi-family building permit, whichever first occurs, for the first residential unit within Ashford Mills, the Applicant, its successors and assigns, shall contribute \$75,000 to St. Johns County to assist the County in its efforts to fund mass transit. The Applicant, its successors and assigns, shall reserve right-of-way along Ashford Mills Boulevard for the County or other agency’s future construction of a bus bay. The location of the aforementioned bus bay will be determined between the Applicant and the County.
- (f) **Allocation of Additional Funding.** Should funding for the CR 210 Widening become available from another source, the established dollar value of the commitment shall remain an obligation of the Applicant, its successors and assigns, consistent with the terms of Special Condition 28(a) above.

- 29. **Air Quality.** As necessary, the following fugitive dust control measures shall be undertaken during 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; and
- (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, if required by the St. Johns County Fire Department.

30. **Fire Protection/Library.** The Applicant, its successors and assigns, shall reserve until the County's approval of the first plat or multi-family building permit, whichever first occurs, for Phase 2 or five (5) years from the date of the approval of this Amended Development Order, whichever is later, up to three (3) acres of land to St. Johns County at the site shown on Map H, **Exhibit 1**, for the construction of a fire station, emergency services facility or library. If, during the reservation period, the St. Johns County Fire Department determines that conveyance of the site is necessary and notifies the Applicant in writing of such a determination, the site shall be conveyed to the County. The deed of conveyance shall contain covenants, restrictions and easements insuring that the property will be used for its intended purpose as a fire station and/or emergency facilities site for the protection of the surrounding property. If, during the reservation period, the St. Johns County Fire Department determines that conveyance of the site is not necessary and notifies the Applicant in writing of such a determination, then the County may notify the Applicant in writing that conveyance of the site for a library is necessary, and the site shall be conveyed to the County for such purpose. The Applicant, its successors and assigns, shall provide the County with 30 days' written notice of the expiration of the reservation period. If the reservation period expires without notification of any determination and notice by the Fire Department or the County as to conveyance, then this Condition 30(a) shall be deemed fulfilled and the site may be used for any use permitted within this Amended Development Order. The Applicant, its successors and assigns, shall receive either Buildings or Fire/Rescue impact fee credits, as applicable, for any land dedicated to the County pursuant to this Special Condition 30. The site shall be dedicated free of liens and non-permitted exceptions. The Applicant must provide an appraisal to establish fair market value of the site to be dedicated in order to receive impact fee credits.

31. **Recreation and Open Space.** The development shall provide a minimum of 37 acres of active parks in Neighborhood Parks and Recreation, including an amenity center and a kayak/canoe launch(s) for access to Trout Creek, provided that permits can be obtained for such launch(s) by the appropriate permitting agencies. The Applicant, its successors and assigns, shall complete construction of the amenity center and all roadway, landscaping and signage improvements related thereto prior to the County's approval of a plat or multi-family building permit, whichever first occurs, for the 650th residential unit within Ashford Mills. The development features an extensive trail system and observation points throughout the Conservation and Open Space areas. The project is being developed as an integrated community with pedestrian, bicycle and interconnected vehicular transportation systems, as shown on Maps H-1 and H, **Exhibits 7 and 1**, respectively. As such, individual parks may be located to provide pedestrian, bicycle and vehicular access for multiple neighborhoods within the Ashford Mills DRI. Individual parks also shall connect via roadways, sidewalks, trails, etc. with more intensive recreation opportunities such as the community's amenity center as well as to the recreation opportunities of the kayak/canoe launch and trail system. The kayak/canoe launch will be provided by the Applicant, its successors and assigns, prior to obtaining County approval of a plat or multi-family building permit, whichever first occurs, for the 1,550th residential unit within Ashford Mills. The Applicant, a CDD or a property owners' association shall maintain the parks for their intended active recreational uses. If any of the parks are dedicated to St. Johns County, either the Applicant, a CDD or a property owners' association may provide enhanced maintenance or additional improvements by agreement with the St. Johns County Parks and Recreation Department. Any park dedicated to St. Johns County shall be accessible to the public at large, and shall not be located within limited access or gated areas controlled by private entities, the property owners' association or CDD. The Applicant, its successors and assigns, shall dedicate an approximately 10-acre park site adjacent to the proposed K-8 school site, in the location depicted on Map H, **Exhibit 1**, to St. Johns County within 180 days of the approval of this Amended Development Order. The Applicant, County and School District will collaborate on the design of the 10-acre park. The 10-acre park site, which is part of the 37 acres of Neighborhood Parks and Recreation, shall be dedicated free of liens and non-permitted exceptions. The Applicant must provide an appraisal to establish fair market value of the park land to be dedicated pursuant to this Amended Development Order to receive impact fee credit. The Applicant, its successors and assigns, shall clear, grade and stabilize the 10-acre park site and provide lighting for two (2) multi-purpose fields prior to obtaining County

approval of a plat or multi-family building permit, whichever first occurs, for the 650th residential unit within Ashford Mills; provided, however, that if the County is not ready to develop the park site at that time, the County will: a) provide the Applicant with 180 days' written notice of its intent to begin developing the park to give the Applicant time to do the aforementioned clearing, grading and stabilization work; and b) continue to approve plats and multi-family building permits for residential units within Ashford Mills beyond the 650th unit through the 180-day notice period. The Applicant, its successors and assigns, shall construct an access road to connect the 10-acre park site to County Road 16A prior to obtaining County approval of a plat or multi-family building permit, whichever first occurs, for the 650th residential unit within Ashford Mills; provided, however, that if the County is not ready to develop the park site at that time, the County will: a) provide the Applicant with 180 days' written notice of its intent to begin developing the park to give the Applicant time to do the aforementioned road work; and b) continue to approve plats and multi-family building permits for residential units within Ashford Mills beyond the 650th unit through the 180-day notice period. Notwithstanding the foregoing, the Applicant, its successors and assigns, shall construct the access road to the 10-acre park site no later than the County's approval of a plat or multi-family building permit, whichever first occurs, for the 1,100th residential unit within Ashford Mills because such road will be required to provide access to the adjacent K-8 school site. Each of the park site and the K-8 school site will have a separate access drive or drives from the adjacent local road. Park impact fee credits shall be available for any active park land dedicated to and accepted by the County in accordance with the applicable St. Johns County Impact Fee Ordinance and Special Condition 34 below. Park impact fee credits shall also be available for the aforementioned access road, improvements to the 10-acre park site and any other improvements approved by the County. Such impact fee credits will be set forth in a separate impact fee credit agreement.

32. **Education.** The Applicant, its successors and assigns, shall pay \$10,512 per residential dwelling unit constructed on the applicable parcel(s) (as may be subject to the application of proportionate share credits for the donation of school sites, as set forth below), which will result in a total proportionate share mitigation payment of \$30,658,130 if all 2,633 residential units are constructed within the project. This proportionate share mitigation is necessary to maintain the level of service standard for school capacity in the affected Concurrency Service Area. The proportionate share mitigation payment shall be made as follows:

- (a) \$4,440 per unit shall be paid at the time of, and be a condition for the issuance by the County of, approval of construction plans for each segment or phase of residential development within the applicable parcel or parcels. This portion of the proportionate share mitigation shall be paid for all of the lots or units within said construction plans for the subject parcel or parcels; and
- (b) The remaining \$6,072 per unit shall be paid at the time of, and be a condition of the issuance by the County of, a building permit for each lot or unit for which construction plans have previously been approved.

As consideration for the Applicant's payment of the proportionate share mitigation specified herein (which mitigation includes dedication of the K-8 school site described below, which the County shall apply pursuant to the applicable School Board formula for real estate dedication), the County shall provide a dollar for dollar credit for all proportionate share mitigation payments paid pursuant to this Amended Development Order toward any school impact fee or exaction imposed by ordinance of the County for the same need. Notwithstanding anything else in this Amended Development Order to the contrary, in the event the Applicant, its successors and assigns, develop more than 2,633 residential units within the Property, the Applicant shall pay \$10,512 per residential unit above said 2,633 units in proportionate share mitigation to the School District.

Within 180 days following the County's approval of this Amended Development Order, the Applicant, its successors and assigns, shall convey to the School District one (1) K-8 school site of approximately 26.8 buildable acres within the Ashford Mills DRI boundary in the location depicted on Map H, **Exhibit 1**. The school site shall be conveyed to the School District at no cost and free and clear of any liens or encumbrances except reasonable covenants and restrictions limiting use for school and ancillary purposes and providing reasonable reciprocal easements for drainage, utilities, conservation and access that do not interfere with the principal use of the school for educational purposes. The Applicant, its successors and assigns, shall construct an access road to connect the K-8 school site to County Road 16A prior to obtaining County approval of a plat or multi-family building permit, whichever first occurs, for the 1,100th residential unit within Ashford Mills. The Applicant, its successors and assigns, shall also construct an access road from Ashford Mills Boulevard to the K-8 school site prior to obtaining County approval of a plat or multi-family building permit, whichever first occurs, for the 1,500th residential unit within Ashford Mills, ensuring that the K-8 school site will be internally connected within the community to

County Road 210. If the School District changes the method by which it assesses mitigation for school impacts, or eliminates school concurrency, the Applicant, its successors and assigns, may modify this Special Condition 32 accordingly for all units for which the Applicant, its successors and assigns, have not obtained County construction plan approval before the effective date of such change or elimination. If the Applicant, its successors and assigns, modify this Amended Development Order to the extent that triggers review as a substantial deviation pursuant to Section 380.06(19), Florida Statutes, as it may be modified or replaced from time to time (“Substantial Deviation”), the Applicant shall mitigate for any additional school impacts resulting from such Substantial Deviation based on the applicable school mitigation statutes, rules and ordinances in effect at the time of such Substantial Deviation, as implemented by the calculation methodology authorized by the School District at the time of any such substantial deviation (including any variables regarding projected tax revenues, home values and other details that may be negotiated as part of the model); provided, however, that in no event shall the Applicant, its successors and assigns, be required to pay more than \$10,512 per residential dwelling unit for any additional dwelling units approved by the County pursuant to any modification or change that does not constitute a Substantial Deviation..

33. **Affordable Housing.** Prior to the County’s approval of the first residential plat or multi-family building permit, whichever first occurs, for Phase 1 of Ashford Mills, the Applicant, its successors and assigns, will contribute the sum of \$100,000 to the St. Johns County Housing & Community Development Division (the “**Housing Division**”) to fund one or more of its housing programs, to serve the needs for County residents who qualify for such assistance pursuant to County and State requirements. Prior to the County’s approval of a plat or multi-family building permit, whichever first occurs, for the 1,401st residential unit within Ashford Mills, the Applicant, its successors and assigns, will contribute the sum of \$100,000 to the Housing Division to fund one or more of its housing programs, to serve the needs for residents who qualify for such assistance pursuant to County and State requirements. Within Phase 2 of Ashford Mills, the Applicant, its successors and assigns, will assure that no fewer than 50 of the 714 multi-family units authorized by this Amended Development Order (the “**Affordable Units**”) shall be set aside for meeting housing needs of low to moderate income and work force families of St. Johns County. The Affordable Units shall be offered for sale on a fee simple basis and at a sale price affordability to applicants of not more than 120 percent Area Medium Income (“**AMI**”) according to the then-adopted State Housing Initiatives Program (“**SHIP**”) limits for St. Johns County. The Affordable

Units shall be deed restricted so that the units shall be owner-occupied and the same limitation on sale price shall apply to all subsequent sales for a period of 10 years from the recording of the deed restriction. The Affordable Units shall be consistent for scattered site development and shall be provided prior to the Applicant's obtaining the County's approval of a plat or multi-family building permit, whichever first occurs, for the 600th multi-family unit within Ashford Mills. For a period of up to six (6) months from the commencement of initial marketing for any of the Affordable Units, such units shall be marketed on a pre-sale basis to purchasers pre-qualified by the County's Homebuyer Program. Following said six-month period, the Applicant shall notify the Housing Division in writing if it has been unable to sell all Affordable Units allocated in this Special Condition 33 for affordable housing to qualified low to moderate income and work force families. The Housing Division shall have 90 days from the date of receipt of Applicant's notice to enter into binding purchase and sale contracts with qualified families to which the Applicant can sell the remainder of the Affordable Units. Following such 90-day period, the Applicant shall have the right to sell any of the remaining Affordable Units to any person, provided that the units are owner-occupied and that the sale price for each remaining unit shall be for a sale price affordability to applicants of not more than 120 percent AMI according to the then-adopted SHIP limits for the County. The Applicant shall notify the Housing Division as to which properties shall have the resale restriction as each Affordable Unit is closed. The Housing Division shall be provided the names of the purchasers, their mailing addresses, the property descriptions, the dates of sale, sale price, and the income verification meeting the requirements of the Housing Division's Homeownership Program.

- 34. Impact Fee/Proportionate Share Credit.** Impact fee credits and proportionate share 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 proportionate share responsibilities) and improvements made by the Applicant, its successors and assigns, or a CDD, as the case may be, for public facilities pursuant to the guidelines and procedures set forth in Section 380.06(16), Florida Statutes (2013), and St. Johns County Impact Fee Ordinances 2005-27, as it may be amended. In the event that any contributions of land, money (including contributions or construction pursuant to proportionate share responsibilities) or improvements funded or constructed with funds from a CDD are required by then-current law to give rise to impact fee credits to the CDD, then such impact fee credit shall be established in the name of the CDD. Nothing in this

Amended Development Order shall be deemed to require the County to continue to levy or collect impact fees, or, if levied, to levy them for a certain amount.

- 35. Community Development District.** The Applicant, its successors and assigns, may form a CDD and has indicated that it may form one or more additional CDDs within the DRI pursuant to Chapter 190, Florida Statutes. Nothing in this Condition 35 shall be construed as approval or consent by the County to the establishment of the CDD by the Applicant pursuant to Chapter 190, Florida Statutes, and the County expressly maintains all rights available to it pursuant to Chapter 190, Florida Statutes, related to the proposed establishment of a CDD by the Applicant. Any CDD for Ashford Mills approved pursuant to Chapter 190, Florida Statutes, 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, Florida Statutes, including, but not limited to, any other project required or authorized by this Amended Development Order, and may be authorized and empowered to own and acquire property, both real and personal, by purchase, lease, lease-purchase, eminent domain, gift or transfer. Construction or funding by any such CDD of all such projects within the boundaries of the CDD or required by this Amended Development Order is expressly approved. If the Applicant, its successors and assigns, is required by this Amended Development Order to provide, pay for or otherwise cause to be provided, infrastructure, projects, systems or facilities set forth in Chapter 190, Florida Statutes, including, without limitation, those in Section 190.012(1) and (2), Florida Statutes, then the CDD independently may satisfy such obligations. To the extent any such obligation under this Amended Development Order is met or performed by the CDD, then the Applicant, its successors and assigns, 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 CDD are required by then-current law to give rise to impact fee credits to the CDD, then such impact fee credits shall be established in the name of the CDD.

RENDITION

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

PASSED AND ENACTED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, THIS 2nd DAY OF September, 2014.

BOARD OF COUNTY COMMISSIONERS OF ST.
JOHNS COUNTY, FLORIDA

By: [Signature]
Chairman








ATTEST Cheryl Strickland
By: [Signature]
Deputy Clerk

Adopted Regular Meeting
Effective:

September 2, 2014
November 3, 2014

RENDITION DATE 9/4/14

EXHIBIT 1
MAP H – MASTER DEVELOPMENT PLAN

	CONSERVATION AND OPEN SPACE	714 ACRES
	SINGLE FAMILY	668 ACRES
	MULTI-FAMILY	64 ACRES
	ST. JOHNS COUNTY SCHOOL SITE	26 ACRES
	NEIGHBORHOOD PARKS AND RECREATION (Including 10 acres to be dedicated to county)	22 ACRES
	GENERAL COMMERCIAL / RETAIL / OFFICE	24.2 ACRES
	FIRE STATION	3 ACRES
TOTAL (excluding 15 acres of neighborhood pocket parks, and greenway trails)		1521.2 ACRES

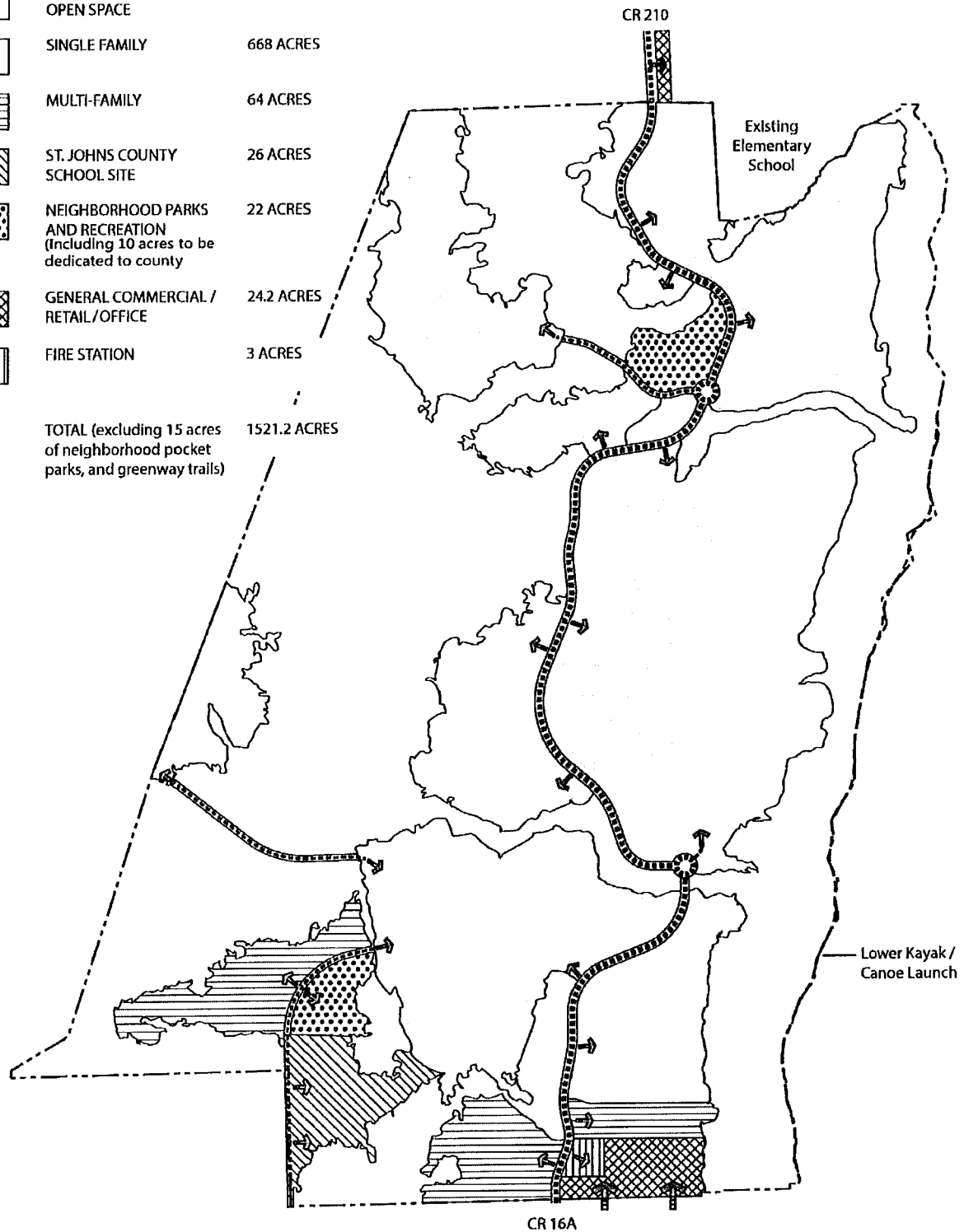


EXHIBIT 2
LAND USE EXCHANGE TABLE

The Applicant, its successors and assigns, may increase certain land uses and simultaneously decrease other land uses provided that such changes are consistent with the exchange table below. Uses can be substituted for other uses, within prescribed minimum and maximum levels and using ratios of equivalence.

TO			HOTEL ROOMS*	GENERAL OFFICE SF	COMMERCIAL SF	SINGLE FAMILY DU	CONDOMINIUM/TOWNHOUSE DU	MULTIPLEX MOVIE THEATER SF
F	GENERAL OFFICE SF	2.79	0.00473	1.0000	1.1160	0.0038	0.0109	0.5345
R	SINGLE FAMILY DU	0.7332	1.2427	262.7957	293.28	1.0000	2.8607	140.4598
O	CONDOMINIUM/TOWNHOUSE DU	0.2563	0.4344	91.8638	102.52	0.3496	1.0000	49.0996
M	COMMERCIAL SF	2.50	0.00424	0.8961	1.0000	0.00341	0.00975	0.4789

Minimum, and Maximum, and Trip Rate:

ITE Code	Land Use (Units)	Proposed Amount	Minimum Allowable	Maximum Allowable	Trip Rate
210	Single Family (DU)	1,919	1,439	2,110	0.7332 / DU**
230	Condo/Townhouse (DU)	714	535	785	.2563 / DU**
310	Hotel (Room)	0	0	150	.59 / RM
445	Multiplex Movie Theater (SF)	0	0	60,000	5.22 / 1000 SF
710	Office (SF)	30,000	30,000	30,000	2.79 / 1000 SF**
820	Commercial (SF)	250,000	187,500	250,000	2.50 / 1000 SF**

Source: Average PM Peak Hour Rates from "Trip Generation", 7th Edition, ITE.

*Hotel room and Multiplex Home Theater uses will be allowed if such uses constitute Neighborhood Commercial or Community Commercial uses, pursuant to Comprehensive Plan Objective A.1.11(h).

**Rates adjusted for internal capture and percent new trips from Table 21-9

EXAMPLE: How many Hotel Rooms can be built instead of 100,000 SF of Commercial?
from Commercial to Hotel Rooms : $100,000 \times 0.00424 = 424$ Hotel Rooms

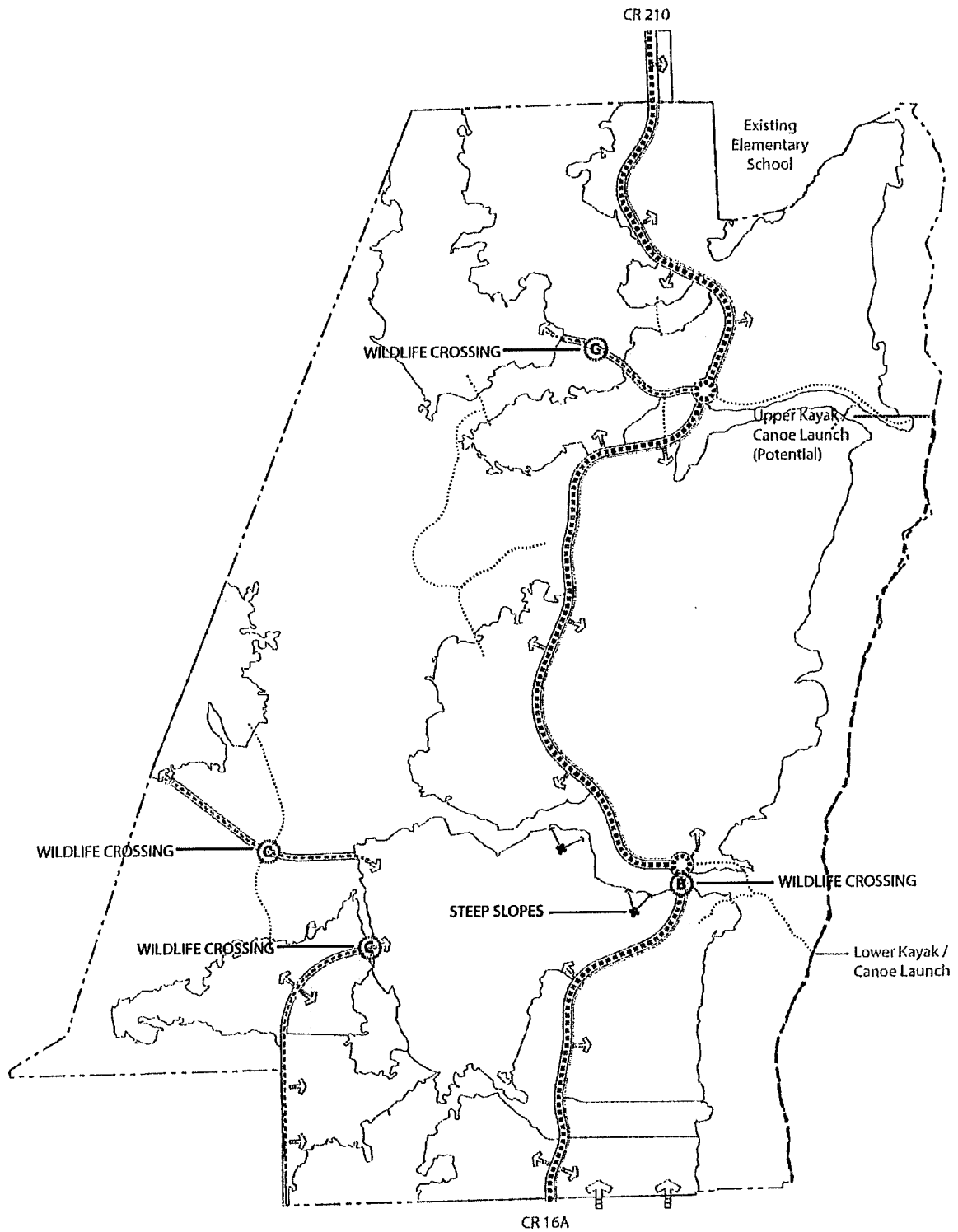
Check: 100,000 SF of Commercial = 250 PM peak hour trips
424 Hotel Rooms = 250 PM peak hour trips

EXHIBIT 3
PHASING TABLE

PHASE	LAND USE	ACREAGES	UNITS	SQUARE FEET
1 (2014-2020)	Residential SF	N/A	1,400	
1	Residential TH	N/A	99	
1	General Office	3		30,000
1	Neighborhood Parks (including Amenity Center)	37		
1	Conservation and Open Space	714		
1	SJC Public Use	3		
1	Schools	26		
2 (2021-2027)	Residential SF	N/A	519	
2	Residential TH	N/A	615	
2	General Commercial/Retail	22		250,000
TOTAL		1,521	2,633	280,000

EXHIBIT 4

MAP H-3 WILDLIFE CROSSINGS



ASHFORD MILLS

Notice of Proposed Change

Map H-3

SLOPES AND WILDLIFE CROSSINGS







January 31, 2014



**FREEHOLD
CAPITAL
MANAGEMENT**

EXHIBIT 5

MAP G – PITCHER PLANT HABITAT

-  BOUNDARY
-  PEDESTRIAN TRANSECTS
-  VEHICULAR TRANSECTS
-  WILDLIFE MONITORING STATIONS
-  GOPHER TORTOISE HABITATS
-  HOODED PITCHER PLANT



Source: Esri, DigitalGlobe, GeoEye, Earthstar, USDA, USGS, AeroX, GeoMapping, AeroGRID, IGN, IGP, and the GIS User Community

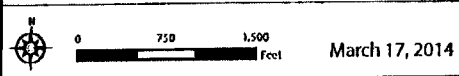
Project No. 113034.01

ASHFORD MILLS

Planned Unit Development

Map G

Hooded Pitcher Plant Habitat



March 17, 2014

FREEHOLD CAPITAL MANAGEMENT
 PROJECT TEAM: Bessoni, Hammack & Ruckman, Inc.
 King Engineering Associates
 The Collins Group, Inc.
 Rogers Towers, PA.

EXHIBIT 6

COUNTY ROAD 210 IMPROVEMENTS ACCESS MANAGEMENT PLAN

Ashford Mills County Road 210 Access Management Plan

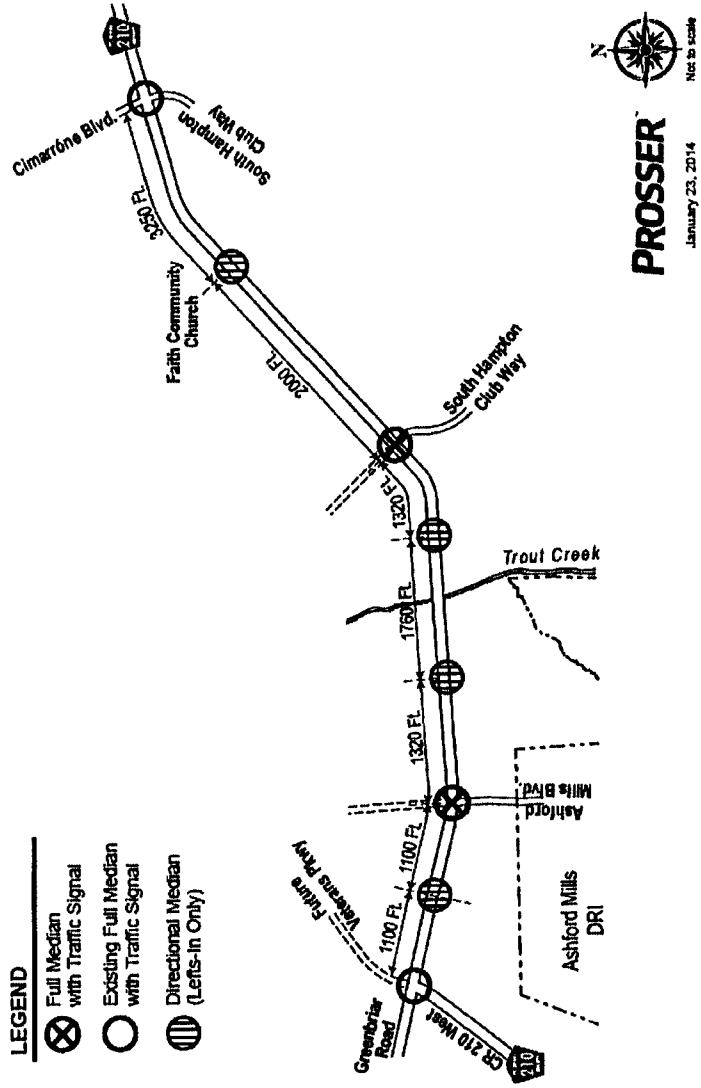
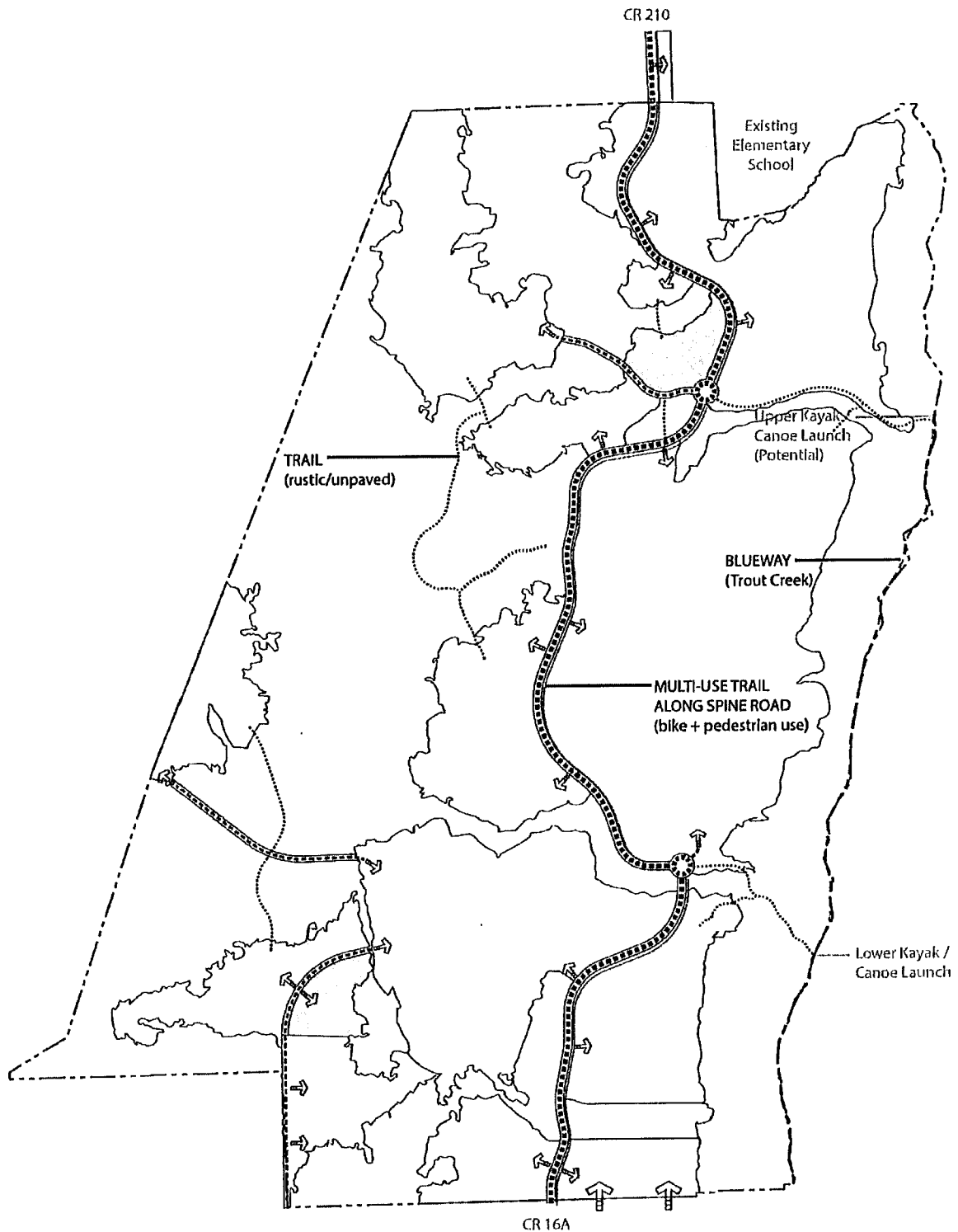


EXHIBIT 7

MAP H-1 – BIKE PEDESTRIAN CONNECTIONS



Note: Routes shown are conceptual and not all inclusive. Specific alignments for trails, bike paths and routes, and sidewalk will be provided at engineering approval state, pursuant to then-prevailing codes.

* Subject to change during design and permitting without triggering a substantial deviation or notice of proposed change.

ASHFORD MILLS

Notice of Proposed Change

Map H-1

PEDESTRIAN & BICYCLE CONNECTIONS

January 31, 2014



**FREEHOLD
CAPITAL
MANAGEMENT**

EXHIBIT 8

LEGAL DESCRIPTION OF DRI PROPERTY

LOT 10, TROUT CREEK, AS RECORDED IN MAP BOOK 14, PAGES 64 & 65, OF THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA.

TOGETHER WITH:

A PARCEL OF LAND LYING IN A PORTION OF SECTIONS 26, 27, 33, 34 AND 35, TOWNSHIP 5 SOUTH, RANGE 27 EAST, AND LYING IN A PORTION OF THE FRANCIS BRADY GRANT (SECTION 41), TOWNSHIP 5 SOUTH, RANGE 27 EAST, ALL LYING AND BEING IN ST. JOHNS COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF SECTION 26, TOWNSHIP 5 SOUTH, RANGE 27 EAST, ST. JOHNS COUNTY, FLORIDA FOR A POINT OF BEGINNING; THENCE ON THE NORTH LINE OF SAID SECTION 26, SOUTH 89°29'03" EAST, A DISTANCE OF 2601.70 FEET TO A 1/2" IRON PIPE; THENCE CONTINUE ON THE NORTH LINE OF SAID SECTION 26, SOUTH 89° 29 ' 03 " EAST, A DISTANCE OF 64 FEET MORE OR LESS TO THE INTERSECTION OF THE NORTH LINE OF SAID SECTION 26 AND THE CENTERLINE OF TROUT CREEK, SAID INTERSECTION HEREAFTER REFERRED TO AS POINT "A" ; THENCE RETURN TO THE POINT OF BEGINNING AND RUN SOUTH 87°58'27" WEST ON THE NORTH LINE OF SECTION 27, TOWNSHIP 5 SOUTH, RANGE 27 EAST, ST. JOHNS COUNTY, FLORIDA, A DISTANCE OF 2317.86 FEET TO A POINT ON THE EASTERLY BOUNDARY OF A PARCEL OF LAND AS

DESCRIBED IN OFFICIAL RECORDS BOOK 831, PAGE 1729, OF THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA; THENCE DEPARTING THE NORTH LINE OF SAID SECTION 27 AND ON SAID EASTERLY BOUNDARY, SOUTH 21°01'37" WEST, A DISTANCE OF 2849.33 FEET; THENCE CONTINUING ON SAID EASTERLY BOUNDARY, SOUTH 20°46'37" WEST, A DISTANCE OF 4048.41 FEET; THENCE CONTINUING ON SAID EASTERLY BOUNDARY, SOUTH 17°37'35" WEST, A DISTANCE OF 2728.11 FEET TO THE BEGINNING OF A CURVE CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 112.13 FEET AND A CENTRAL ANGLE OF 41°30'09"; THENCE CONTINUING ON SAID EASTERLY BOUNDARY AND ON THE ARC OF SAID CURVE, A DISTANCE OF 81.22 FEET, SAID ARC BEING SUBTENDED BY A CHORD WHICH BEARS SOUTH 38°22'40" WEST, A CHORD DISTANCE OF 79.46 FEET TO THE CURVES END; THENCE CONTINUING ON SAID EASTERLY BOUNDARY, SOUTH 59°08'04" WEST, A DISTANCE OF 607.59 FEET TO A POINT ON THE WEST BOUNDARY OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 33, TOWNSHIP 5 SOUTH, RANGE 27 EAST, ST. JOHNS COUNTY, FLORIDA; THENCE DEPARTING SAID EASTERLY BOUNDARY, AND ON THE WEST BOUNDARY OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 33, SOUTH 02°50'37" EAST, A DISTANCE OF 67.61 FEET TO THE NORTHWEST CORNER OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 33; THENCE ON THE NORTH LINE OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 33, NORTH 88°48'33" EAST, A DISTANCE OF 1343.17 FEET TO THE NORTHWEST CORNER OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 34, TOWNSHIP 5 SOUTH, RANGE 27 EAST, ST. JOHNS COUNTY, FLORIDA; THENCE ON THE NORTH LINE OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 34, NORTH 88°33'52" EAST, A DISTANCE OF 1347.56 FEET TO THE NORTHEAST CORNER OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 34; THENCE ON THE EAST LINE OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 34, SOUTH 03°05'37" EAST, A DISTANCE OF 1311.59 FEET TO A POINT ON THE NORTHERLY RIGHT OF WAY LINE OF COUNTY ROAD 16~A (A 66 FOOT RIGHT OF WAY) ; THENCE DEPARTING SAID EAST LINE AND ON SAID NORTHERLY RIGHT

OF WAY LINE, NORTH 88°43'52" EAST, A DISTANCE OF 4043.54 FEET TO THE EAST LINE OF SAID SECTION 34; THENCE CONTINUING ON SAID NORTHERLY RIGHT OF WAY LINE, NORTH 88°48'35" EAST, A DISTANCE OF 172.29 FEET TO AN ANGLE POINT IN SAID RIGHT OF WAY LINE; THENCE CONTINUING ON SAID NORTHERLY RIGHT OF WAY LINE, NORTH 01°06'00" WEST, A DISTANCE OF 16.43 FEET TO AN ANGLE POINT IN SAID RIGHT OF WAY LINE; THENCE CONTINUING ON SAID NORTHERLY RIGHT OF WAY LINE, NORTH 88°54'00" EAST, A DISTANCE OF 683.00 FEET TO AN ANGLE POINT IN SAID RIGHT OF WAY LINE; THENCE CONTINUING ON SAID NORTHERLY RIGHT OF WAY LINE, NORTH 01°06'00" WEST, A DISTANCE OF 50.00 FEET TO AN ANGLE POINT IN SAID RIGHT OF WAY LINE; THENCE CONTINUING ON SAID NORTHERLY RIGHT OF WAY LINE, NORTH 88°54'00" EAST, A DISTANCE OF 93.04 FEET TO THE CENTERLINE OF TROUT CREEK; THENCE DEPARTING SAID NORTHERLY RIGHT OF WAY LINE AND ON THE MEANDERINGS OF THE CENTERLINE OF TROUT CREEK, NORTHERLY, A DISTANCE OF 12011 FEET MORE OR LESS TO AFORESAID POINT "A".

HE ST. AUGUSTINE RECORD

ROGERS TOWERS
ATTN TINA BENTLEY
1301 RIVERPLACE BLVD STE 1500
JACKSONVILLE FL 32207

Ref #: L1779-14
Doc #: AVERY SMITH

PUBLISHED EVERY MORNING SUNDAY THRU SATURDAY
AUGUSTINE AND ST. JOHNS COUNTY, FLORIDA

STATE OF FLORIDA,
COUNTY OF ST. JOHNS

Before the undersigned authority personally appeared SHAWNE' H ORDONEZ

who on oath says that he/she is an Employee of the St. Augustine Record,

daily newspaper published at St. Augustine in St. Johns County, Florida:

with a true and correct copy of advertisement being a NOTICE OF HEARING

concerning the matter of NOPC 2014-02 ASHFORD - HGS JUL 17 & SEP 2, 2014

as published in said newspaper on 07/02/2014

Affiant further says that the St. Augustine Record is a newspaper published
in St. Augustine, in said St. Johns County, Florida, and that the said newspaper
heretofore has 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/she 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.

Subscribed and sworn to before me this JUL 02 2014

Signature of Shawne' H Ordonez who is personally known to me
who has produced as identification

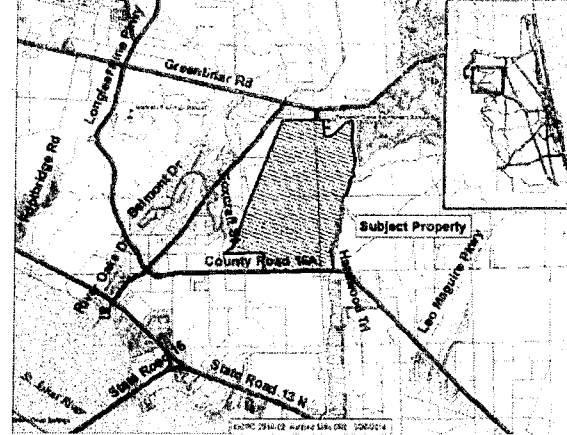
Signature of Tiffany M. Lowe
Signature of Notary Public)



NOTICE OF PUBLIC HEARING TO CONSIDER A
PROPOSED CHANGE TO THE ASHFORD MILLS DRI

NOTICE IS HEREBY GIVEN that a public hearing will be held on Thu
July 17, 2014 at 1:30 p.m. by the St. Johns County Planning and Zoning
Agency and Tuesday, September 2, 2014 at 9:00 a.m. by the Board of
Commissioners in the County Auditorium, County Administration Building
500 San Sebastian View, St. Augustine, Florida, to consider a proposed
amendment to the approved Development Order to modify mitigation
requirements for transportation (Special Condition #28), education (Special
Condition #32), and affordable housing (Special Condition #33) and the
applicant seeks to modify and extend the project phasing.

The Ashford Mills DRI is located north of CR 16 A, south of CR 210, located
in St. Johns County, Florida.



Interested parties may appear at the meeting and be heard with respect to
the proposed Notice of Proposed Change.

This file is maintained in the Planning & Zoning Division of the Growth
Management Department, at the Permit Center, 4040 Lewis Speedway,
St. Augustine, Florida, and may be examined by interested parties prior to
said public hearing.

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.

NOTICE TO PERSONS NEEDING SPECIAL ACCOMMODATIONS AND 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
Coordinator at (904) 209-0650 or at the County Administration Building,
San Sebastian View, St. Augustine, Florida, 32085. For hearing impaired
individuals, call Florida Relay Service at 1 800 955 8770, no later than 5
days prior to the date of this meeting.
PLANNING AND ZONING AGENCY BOARD OF COUNTY COMMISSIONERS
ST. JOHNS COUNTY, FLORIDA ST. JOHNS COUNTY, FLORIDA
DICK WILLIAMS, CHAIRMAN JOHN H. MORRIS, CHAIR
FILE NUMBER: NOPC 2014-02 ASHFORD MILLS
L1779-14 Jul 2