

RESOLUTION NO. 2006-64

ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS RESOLUTION NO. 2006-64,

A DEVELOPMENT ORDER FOR ASHFORD MILLS, A DEVELOPMENT OF REGIONAL IMPACT UNDER CHAPTER 380, F.S.; AUTHORIZING DEVELOPMENT OF APPROXIMATELY 1,524 ACRES IN NORTHWEST ST. JOHNS COUNTY; ESTABLISHING MITIGATION REQUIREMENTS FOR REGIONAL IMPACTS INCLUDING MITIGATION FOR TRANSPORTATION AND ENVIRONMENTAL IMPACTS, PROVIDING DEVELOPMENT BUILDOUT DATES; ESTABLISHING AN EFFECTIVE DATE.

LET IT BE KNOWN that, pursuant to Section 380.06 of the F.S., the St. Johns County Board of County Commissioners heard at a duly noticed public hearings convened on February 22, 2006, and March 9, 2006, an Application for Development Approval (“ADA”) for Ashford Mills, to be developed in the manner described in the ADA and Sufficiency Responses filed by Land Options Two, LLC, for Ashford Mills; and

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, this Development Order was approved by the St. Johns County Board of County Commissioners by Resolution No. 2006-64, and

WHEREAS, the Ashford Mills Development of Regional Impact (DRI) is a proposed mixed use development on approximately 1,524 acres located in St. Johns County, Florida (the “DRI Property”); and

WHEREAS, Land Options Two, LLC, is the Applicant of record for the Ashford Mills DRI (hereinafter referred to as the “Applicant” or “Developer”); and

WHEREAS, Ranch Village Partners, LLP, and Land Options Two, LLC, are the owners of the DRI Property and have duly authorized the Applicant to include the DRI Property in the ADA; and

WHEREAS, the Authorized Agent for the Applicant is Land Options Two, LLC, 3840 Crown Point Road, Jacksonville, FL 32257; and

WHEREAS, the Applicant 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, F.S., 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 requires an amendment to the St. Johns County Comprehensive Plan changing the DRI Property from Rural/Silviculture (R/S) to C-Residential, which has been reviewed and adopted simultaneously with this Development Order pursuant to Section 380.06(6)(b), F.S.; and,

WHEREAS, the proposed St. Johns County Comprehensive Plan Amendment also authorizes “pipelining” as a method of addressing Applicant’s transportation impacts; and

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

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County, Florida, in public hearing duly constituted and assembled on March 9, 2006, that the ADA 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 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 and Chapter 9J-5, Florida Administrative Code.
3. The proposed DRI is consistent with the Strategic Regional Policy Plan adopted by the Northeast Florida Regional Council.
4. The proposed DRI is consistent with the St. Johns County Comprehensive Plan and St. Johns County land development regulations.
5. The proposed DRI is consistent with the Northwest Sector Plan adopted by St. Johns County.
6. The proposed DRI is consistent with the Assessment Report and Recommendations of the Northeast Florida Regional Council dated January 5, 2006, and February 2, 2006, and issued pursuant to Section 380.06, F.S (2004).

TABLE OF CONTENTS

<u>Condition</u>	<u>Page</u>
1. Application For Development Approval	4
2. Land Use Totals	4
3. Phasing, Buildout and Expiration of DRI	5
4. Effective Date	5
5. Monitoring Official	5
6. Downzoning Protection	5
7. Election Regarding Environmental Rules	6
8. Level of Service Standard	6
9. Biennial Reporting	6
10. Notice of Adoption	10
11. Application For Proposed Changes	11
12. Status of Development Rights	11
13. Subsequent Requests for Development Permits	11
14. Limitation of Approval	12
15. Vegetation and Wildlife	13
16. Wetlands	14
17. Upland Buffers	14
18. Ravine Protection Zone	15
19. Conservation Easements	15
20. Stormwater Pollution Prevention	15
21. Hydroperiods	16
22. Surface Water Quality Monitoring Plan	16
23. Floodplain	16
24. Water Supply	17
25. Wastewater Management	18
26. Stormwater Management	18
27. Solid Waste	19
28. Transportation	19
Proportionate-share Contribution Improvements	19
Right of Way Acquisition	21
Bicycle and Pedestrian Connections	21
TMO Participation	22
Public Transportation	22
Allocation of Additional Funding	22
29. Air Quality	22
30. Fire Protection/Library	22
31. Recreation and Open Space	23
32. Education	24
33. Affordable Housing	25
34. Impact Fees	25
35. Community Development District	26
Exhibit 1: Land Use Exchange Table	
Exhibit 2: Phasing Table	
Exhibit 3: Map H-3 - Wildlife Crossings	
Exhibit 4: Map G - Pitcher plant habitat	
Exhibit 5: Map H-1 - Bike/Pedestrian	
Exhibit 6: Map H	
Exhibit 7: Legal Description	

GENERAL CONDITIONS

1. **Application For Development Approval.** The DRI 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 Master Development Plan, Map H, dated June, 2005, submitted by the Applicant as part of the Second Sufficiency Response. The aforementioned items are incorporated by reference except to the extent of any conflict with the express terms of the conditions of this Development Order in which event, the terms and conditions of this Development Order shall govern.

2. **Land Use Totals.** The DRI may be developed with the following improvements: up to 250,000 gross square feet of retail; up to 30,000 gross square feet of general office; and up to 2,633 residential units (714 townhomes and 1,919 single-family). A minimum of approximately 37 acres of Neighborhood Parks and Recreation, 619 acres of Conservation and Open Space, 3 acres of St. Johns County Public Use, 22 acres for a St. Johns County Elementary School Site, and 25 acres for a St. Johns County Middle 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 1. 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)1-4, F.S., 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 Community Affairs (DCA), 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 1, and no substantial change is made to the Master

Development Plan (Map H), no additional DRI approvals shall be required for the conversion; provided, however, that any changes to Hotel, Light Industrial, or Multiplex Movie Theater must be sought in an NOPC.

3. **Phasing, Buildout and Expiration of DRI.** The DRI shall be developed in two (2) phases, Phase 1 from 2005 through 2010 and Phase 2 from 2011 through 2015, as shown in the Phasing Table attached as Exhibit 2. Each Phase shall last five (5) years unless extended pursuant to section 380.06(19), F.S., or unless the Applicant elects to accelerate the beginning date of a subsequent phase or phases, provided that all mitigation requirements for the particular phase to be accelerated are met. The end date of a phase would not be affected by an acceleration of the beginning date. Unused development rights from a particular phase carry over into subsequent phases until build-out. Physical development of the DRI shall commence within three (3) years of the effective date of this 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, F.S., or during the pendency of administrative or judicial proceedings relating to development permits. The projected build-out date for all development is December 31, 2015. The DRI termination and DRI Development Order expiration dates are established as December 31, 2020. Any extensions of the DRI build-out, termination or expiration dates shall be governed by the provisions of section 380.06(19)(c), F.S.
4. **Effective Date.** This Resolution and Development Order shall take effect upon transmittal to the Department of Community Affairs, the Northeast Regional Council, and the Applicant in accordance with Rule 9J-2.025(5), F.A.C., and Subsection 380.07(2), F.S.
5. **Monitoring Official.** The Director of Planning of the St. Johns County Growth Management Services Department or his/her designee shall be the local official responsible for monitoring the development for compliance by the Applicant with this Development Order.
6. **Downzoning Protection.** In accordance with section 380.06(15), F.S., the Ashford Mills DRI, as approved in this Development Order, shall not be subject to downzoning, unit density reduction, or intensity reduction before December 31, 2020, unless the Developer consents to such change or that the Development Order was based on substantially inaccurate information provided by the Applicant, or that the change is clearly established by St. Johns County to be essential to the public health, safety and welfare.

7. **Election Regarding Environmental Rules.** Pursuant to Section 380.06(5)(c), F.S., 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 Development Order, including, but not limited to, the provisions of Section 373.414(13), F.S. Such rules shall be applicable to all applications for permits pursuant to those chapters which are necessary for and consistent with the development authorized in this Development Order, except that a later-adopted rule shall be applicable to an application if:
- (a) the later-adopted rule is determined by the rule adopting agency to be essential to the public health, safety, or welfare; or
 - (b) the later-adopted rule is adopted pursuant to Section 403.061(27), F.S.; 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 Development Order and the permit shall not be effective for more than eight (8) years from the issuance of the 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 proposed St. Johns County Comprehensive Plan Amendment reviewed and adopted simultaneously with this Development Order authorizes "pipelining" pursuant to Section 163.3180(12), F.S., as a method of addressing Applicant's transportation impacts and this Development Order provides for "pipelining," development under this 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 11), and Section 380.06, F.S. This DRI is deemed to be a Multi Use DRI meeting the statutory provisions of F. S. 163.3180 (12).
9. **Biennial Reporting.** The Applicant or its successors or assigns, shall submit a biennial report no later than March 15 of every other year, commencing March 15, 2008, until

build-out. 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., failure to file the report in a timely manner may result in the temporary suspension of this 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 ADA since the date of adoption of this 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 1.
- (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 residential units built, 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 Chapter 28-24, F.A.C;
- (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 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 Chapter 28-24, F.A.C., including residential lots platted, 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 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 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), F.S.;
- (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 Services Department, NEFRC, and DCA.

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 roads, including intersections and interchanges. Applicant shall distinguish between project-related traffic and total traffic volumes:

Link ID	Roadway	Termini
34.1	CR 210	Greenbriar Rd. to Cimarrone Blvd.
35.1	CR 210	Leo Maguire Pkwy to Russell Sampson Rd.
36.1	CR 210	SR 9 (I-95) to C. E. Wilson Road
36.2	CR 210	C. E. Wilson Rd. to Access to Twin Creeks
76	Race Track Rd.	SR 13 to Bishop Estates Rd.
82	SR 13	SR 16 (West) to CR 16A
89	SR 16	Shands Bridge
N/A	CR 223	Race Track Rd. to CR 244

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 road or intersection, the Applicant shall retain, at his expense, a traffic engineering firm to collect the necessary counts. FDOT seasonal 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 easements.
- (m) A description of any change to the previously reported stormwater plans, design criteria, or planting and maintenance plans.
- (n) Each biennial report shall be accompanied by a statement certifying that the NEFRC (with appropriate filing fee), 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), F.S. 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 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., 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 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 TRANSEASTERN PROPERTIES, INC. THE DEVELOPMENT ORDER DOES NOT CONSTITUTE A LIEN, CLOUD OR ENCUMBRANCE OF REAL PROPERTY OR CONSTITUTE ACTUAL OR CONSTRUCTIVE NOTICE OF SAME. A COPY OF THE DEVELOPMENT ORDER MAY BE REVIEWED AT THE OFFICE OF THE PLANNING 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., concerning substantial deviations.
12. **Status of Development Rights.** The County acknowledges that the Owner and Developer have by virtue of this Development Order made substantial commitments to mitigate for impacts of proposed development pursuant to this Development Order. The Owner and Developer will also make substantial investments in construction and development of the infrastructure required under this Development Order, all in reliance upon realization of all development rights granted pursuant to this Development Order. Accordingly, the rights of the Owner to develop the improvements as set forth in 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 Condition 13 of this Development Order. Further, future modifications to the St. Johns County Land Development Code and other laws or regulations of the County affecting development shall apply to the development approved pursuant to this Development Order except to the extent (a) such future modifications conflict with specific provisions, conditions or commitments set forth in this Development Order and substantially diminish the development rights granted herein, or (b) such modifications require mitigation for development impacts which have been reviewed under section 380.06, F.S., and addressed in this Development Order. The Owner and Developer do not waive any common law vested right or equitable estoppel right they now have or may hereafter acquire in the future to complete any portion of this development in accordance with the applicable state and local laws and ordinances in effect at the time this Development Order becomes effective. Notwithstanding, the Owner and Developer acknowledge and agree that any change in the Ashford Mills DRI and this 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, F.S., 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 additional regional impacts which were not evaluated in the review by the Northeast Florida Regional Council; or
- (b) an expiration of the period of effectiveness of this Development Order as 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), F.S., 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, F.S. Notwithstanding, the Owner and Developer acknowledge and agree that any change in the Ashford Mills DRI and this 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 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

15. **Vegetation and Wildlife.**
- (a) Within one calendar year from the date of this Development Order's adoption, or as soon thereafter as Florida Fish and Wildlife Conservation Commission (FFWCC) will allow, the Applicant will make an unencumbered contribution in the sum of \$210,338 to the FFWCC Land Acquisition Trust Fund or pay an appropriate mitigation fee to an approved gopher tortoise mitigation bank. This off-site mitigation will result 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 (NFRC). No construction shall commence within any gopher tortoise habitat within the Ashford Mills DRI until the Applicant has successfully completed this mitigation. The Applicant shall be otherwise responsible for all permit requirements of the FFWCC.
 - (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 3. 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 2015 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 4, shall be preserved with a conservation easement.
 - (d) Much of the project site has been and, until development, 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 Comp Plan, where applicable.
16. **Wetlands.** Up to 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. Wetlands mitigation will include wetland and upland preservation and may include wetland restoration, enhancement, and creation, and upland buffer enhancement (subject to the approval of St. Johns County) as part of the mitigation plan under the SJRWMD and ACOE Permits. No development activities, as defined in Section 380.04, F.S., 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 Comp 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 619 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; and, a minimum ten (10) foot upland buffer will be reestablished adjacent to all other permitted wetland impacts. 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 3, 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 will record conservation easements covering the preserved wetlands and upland buffers onsite meeting the requirements of Section 704.06, F.S. 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 SJRWMD, ACOE, St. Johns County, and the Northeast District of the FDEP. The covenants and restrictions or conservation easement shall not permit variances from the minimum standards set forth in this 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 at least once each week and repairs to fallen or damaged sections shall be made immediately upon discovery. The provisions of this 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 Northeast District office.

21. **Hydroperiods.** In connection with permit applications for the stormwater management system for the Ashford Mills DRI, the Applicant shall ensure maintenance of hydroperiods within preserved wetlands, unless otherwise permitted by the SJRWMD.
22. **Surface Water Quality Monitoring Plan.** The Applicant 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 of such conditions. In such event the Applicant 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 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 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 Comp 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, provided reuse water is available before the Ashford Mills DRI buildout. Landscaping for individual lots and parcels shall be irrigated with shallow (surficial aquifer) or intermediate wells as a primary (first) source and potable water as a second source, with availability of an irrigation meter. No ground water, 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 be used throughout the common landscaped areas of the development to include at least 50% of landscaped vegetation as drought-tolerant or native vegetation varieties. 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 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 Comp 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 LDC. The Project shall participate in the St. Johns County recycling program.
28. **Transportation.** Pursuant to section 163.3180(12), F.S., the Applicant will contribute \$20,107,008 (proportionate-share “pipelining” contribution) in funded transportation improvements and/or cash payments to offset the impacts of the Ashford Mills DRI development to the regional transportation system, as described below. This contribution is sufficient to fully mitigate for all the transportation impacts for the development rights approved in this Development Order through build-out. Additionally, this contribution is sufficient to pay for and construct required improvements which will benefit regionally significant transportation facilities and meet proportionate-share “pipelining” contribution requirements as set forth in Section 163.3180 (12), F.S., and as authorized by this Development Order and the Comp Plan Amendment adopted by St. Johns County simultaneously with this Development Order. The improvements to be constructed by the Applicant and identified for funding by the Applicant are described below.
- (a) **Proportionate-share Contribution Improvements:** The Applicant will pay for and cause the construction of the following transportation improvements, including right-of-way acquisition costs, where necessary, for all improvements within the timeframe specified below:
- (i) C.R. 210/I-95 Interchange: Within sixty (60) days after the approval (and expiration of applicable appeal periods) of the Planned Unit Development rezoning of the Ashford Mills DRI and the final approval of civil engineering plans for the first phase of construction of horizontal improvements within the Ashford Mills DRI, the Applicant, its successors or assigns shall contribute \$2,640,421 to be placed in an escrow account for the emergency improvements listed in the Twin Creek Interchange Modification Report. These improvements are intended to improve traffic safety associated with excessive queues on the southbound off-ramp of the I-95/CR 210 interchange. This contribution will supplement contributions by others. No St. Johns County permits for Phase I shall be issued until the Applicant has contributed the \$2,640,421.

- (ii) **Limitation of Building Permits for Residential Units Issued 2005-2010.** Notwithstanding any other provisions in this Development Order, no building permits for residential units shall be issued prior to July 1, 2008. From that date through July 1, 2009, building permits for no more than 385 units shall be issued. From that date through July 1, 2010, building permits for no more than an additional 385 units (cumulative, total of 770 units) shall be issued.
- (iii) **C.R. 210 – Widening from Greenbriar Road to Cimarrone Boulevard:** The Applicant shall be responsible for the design and reconstruction of C.R. 210 from Greenbriar Road to Cimarrone Boulevard from a two-lane roadway to a four-lane divided roadway, including any necessary intersection improvements at the Greenbriar Road/CR 210 intersection, Ashford Mills Boulevard and CR 16A intersection, and Ashford Mills Boulevard and CR 210 intersection, including but not limited to signal warrants, design, permitting, signal construction, and turn lanes (the “CR 210 improvements”). Included in the Applicant’s responsibility shall be the acquisition of any additional right-of-way required for these improvements. Within sixty (60) days after the approval (and expiration of applicable appeal periods) of the Planned Unit Development rezoning of the Ashford Mills DRI and the final approval of civil engineering plans for the first phase of construction of horizontal improvements within the Ashford Mills DRI, the Applicant shall initiate the design surveys for the CR 210 improvements. After completion of design surveys, Applicant shall proceed with the design, permitting, right-of-way mapping, and right-of-way acquisition continuously and in good faith. Immediately following issuance of the necessary permits and completion of the acquisition of the right-of-way, shall commence construction of the CR 210 improvements. Applicant shall proceed with construction continuously and in good faith. Construction of these improvements shall be completed and fully operational prior to any St. Johns County permits being issued for vertical improvements within Phase 2 of the Ashford Mills DRI. Except for cooperation in the acquisition of right of way, as set forth in Paragraph (b), below, the County shall have no obligation to

construct any of the improvements set forth herein and any increase in the cost of the identified improvements in excess of the estimates used to calculate the Applicant's proportionate share shall be the Applicant's sole risk and shall not reduce or be offset against other proportionate share responsibilities of the Applicant.

(iv) Prior to any construction permits being issued for vertical construction in Phase 2 of the Ashford Mills DRI, the Applicant, its successors or assigns shall contribute the remaining Phase 2 proportionate share of \$3,305,498, adjusted for inflation, to the escrow account for the I-95/C.R. 210 interchange or, in the alternative, to St. Johns County or FDOT to be used for construction of another improvement to a regionally significant improvement adversely impacted by the Ashford Mills DRI.

(b) **Right-of-Way Acquisition.** The County acknowledges that the improvements contemplated to be completed by the Applicant as set forth above contain improvements identified in the County's 5 Year Capital Improvements Plan and which have been identified as priorities for the County's infrastructure needs. As such, the acquisition of right-of-way to accomplish such improvements is a public purpose. In the event the Applicant is unable to obtain necessary right-of-way for the improvements set forth above and the County does not confer on a Community Development District (CDD) to be formed by the Applicant the limited authority to acquire right-of-way for such improvements by the power of eminent domain as provided in Special Condition 38 below, the County agrees to initiate and prosecute eminent domain proceedings for such acquisition. The County shall retain control of any eminent domain proceedings instituted by the County, including but not limited to, the scope and terms of the initial resolution to utilize eminent domain, choice of counsel and experts, and the terms of any settlement agreement. The eminent domain proceedings shall be at Applicant's sole expense, including but not limited to the amount of the award to the property owner(s), attorneys fees (including as may be awarded to the property owner(s) and to be paid by the condemning authority), expert witness fees and court costs.

(c) **Bicycle and Pedestrian Connections.** In order to promote alternative forms of transportation, the Applicant 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 5.

- (d) **TMO Participation.** The developer shall team with other developers in this corridor and participate in a Transportation Management Organization (TMO). In order to meet this condition, the developer 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.** The Developer shall design and construct up to two (2) bus bays on the portion of C.R. 210 described above in Special Condition 28(a)(ii), one on each side of the road portion, as determined by the County in its review of the roadway plans. Additionally, prior to the issuance of building permits for vertical construction, the Developer shall contribute \$75,000 to St. Johns County to assist the County in its efforts to fund mass transit.
 - (f) **Allocation of Additional Funding.** Should funding of any of the identified transportation improvement commitments become available from another source, the established dollar value of the initial commitment shall remain an obligation of the Applicant.
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;
 - (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 shall undertake the following measures to enhance fire safety and library access for the future residents of Ashford Mills:

(a) Prior to the commencement of construction within the Ashford Mills DRI, the Applicant shall reserve for a period of five (5) years after the effective date of this Development Order up to three (3) acres of land to St. Johns County at the site shown on Map H, Exhibit 6, 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 St. Johns 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 St. Johns 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. If the reservation period expires without notification of any determination and notice by the St. Johns County Fire Department or St. Johns County as to conveyance, then this Condition shall be deemed fulfilled and the site may be used for any use permitted within this Development Order.

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 for access to Trout Creek, provided that permits can be obtained for such launch by the appropriate permitting agencies. 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 5 and 6, respectively. As such, individual parks shall be a minimum of five (5) acres in size but 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 Applicant, a CDD, or property owners' association shall maintain the parks for their intended active recreational uses. If any of the parks are dedicated to St. Johns County, the Applicant, a CDD or 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. Park Impact Fee Credits shall be available only for any active park dedicated to and accepted by the County in accordance with the applicable St. Johns County Impact Fee Ordinance and Special Condition 34 below.

32. **Education.**

- (a) Map H, Exhibit 6, depicts an approximately 25 buildable-acre middle school site within the Ashford Mills DRI boundary. The Applicant and the School District agree that it is their intent that when there are 450 K-8 students residing within the Ashford Mills DRI boundary, there shall be a K-8 school constructed and operational to serve those students. The School District shall provide notice to the Applicant when, pursuant to the School District's projections, there will be 450 K-8 students residing within the Ashford Mills DRI boundary within the next 12 months from the date of the notice. The School District shall construct a K-8 school on the middle school site with the intention to open when there are 450 K-8 students. The School Board reserves the right to convert the K-8 school to a Middle School at some future date. The Applicant and the School District agree that it is their intent that both the construction of the K-8 school described above and the elementary school described in sub-paragraph (b) below will be paid from the 2 mills and the school impact fees generated by construction within the boundary of the Ashford Mill DRI. The School District shall assume the responsibility to construct both the K-8 school and the elementary school described in sub-paragraph (b) below and the School District anticipates that it will use Certificates of Participation (COPS) for a 15 year term to finance the construction. The School District shall apply the two revenue sources identified above towards the construction of the two schools and the repayment of the COPS. The Applicant shall be obligated to pay in full on an annual basis any revenue shortfall on both the K-8/Middle School and the Elementary School. All financial commitments by the School District are subject to annual appropriations of the School Board. To implement the above agreement, the developer and the School Board have expressed a willingness to enter into a memorandum of

understanding to establish the specifics, including the timing, which will cause two public schools to be constructed on the two school sites depicted on Map H.

(b) Additionally, after the Applicant acquires ownership of the DRI Property and upon receipt of a written request by the St. Johns County School District, the Applicant shall convey one (1) elementary school site of approximately 22 buildable-acres to the School District within the Ashford Mills DRI boundary at the location depicted on Map H, Exhibit 6.

(c) The school sites 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.

33. **Affordable Housing.** Applicant will assure that not fewer than one hundred (100) of the 714 multifamily units authorized by this development order shall be set aside for meeting housing needs of low income and work force families of St. Johns County. Such units shall be offered for sale on a fee simple basis with up to sixty-five (65) of the units (including no fewer than twenty-five (25) units in Phase 1) offered at not more than 115% of the then adopted State Housing Initiatives Program (“SHIP”) limits for St. Johns County and the remaining units at not more than 100% of the then adopted SHIP limits. Such units shall be deed restricted such that the units shall be owner occupied and the same limitation on sale price shall apply to all subsequent sales for a period of ten (10) years from the recording of the deed restriction. For a period of up to six (6) months from the commencement of initial marketing for any such units, such units shall be marketed on a pre-sale basis to purchasers pre-qualified by the County’s Homebuyer Program.

34. **Impact Fees.** 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 (excluding the school sites specified in Special Condition 32), money (including, but not limited to, contributions or construction pursuant to “pipelining” responsibilities) or improvements made by the Applicant or the CDD, as the case may be, for public facilities pursuant to the guidelines and procedures set forth in Section 380.06(16), Florida Statutes (2004), and St. Johns County Impact Fee Ordinances 2005-27, as it 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 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.

35. **Community Development District.** The Applicant may form a CDD and has indicated that it may form one or more additional CDD within the DRI pursuant to Chapter 190, F.S. Nothing in this section shall be construed as approval or consent by the County to the establishment of the CDD 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 CDD by the Applicant. Any CDD for Ashford Mills approved pursuant to Chapter 190, F.S., 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, 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 Special Condition 28 of 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., then the CDD independently may satisfy such obligations. To the extent any such obligation under this Development order is met or performed by the CDD, 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 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. The Board of County Commissioners may bestow the power of eminent domain to a CDD within Ashford Mills limited for the purpose of acquiring right-of-way for the road improvement described in Special Condition 28. Any such grant of authority to exercise eminent domain beyond the boundaries of the CDD shall require a separate approval by resolution of the Board of County Commissioners, and nothing herein shall be construed as implicitly granting such authority to the CDD. If such a grant of authority is withheld

by the Board of County Commissioners, then, as provided in Special Condition 28(b) above, the County agrees to initiate and prosecute eminent domain proceedings for the acquisition of necessary right-of-way for the improvements set forth in Special Condition 28(a) above.

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 Council, and the Applicant.

PASSED AND ENACTED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, THIS 9TH DAY OF MARCH, 2006.

BOARD OF COUNTY COMMISSIONERS OF ST.
JOHNS COUNTY, FLORIDA

By: James E. Bryant
Chairman

ATTEST: Cheryl Strickland
By: Cheryl Strickland
Deputy Clerk

RENDITION DATE 3/21/2006

Adopted Regular Meeting 3-9, 2006
Effective: _____, 2006

EXHIBIT 1
LAND USE EXCHANGE TABLE

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

	TO										
	HOTEL ROOMS	LIGHT INDUSTRIAL SF	GENERAL OFFICE SF	COMMERCIAL SF	SINGLE FAMILY DU	CONDOMINIUM/TOWNHOUSE DU	MULTIPLEX MOVIE THEATER SF				
F GENERAL OFFICE SF	2.79	0.00473	2.8469	1.0000	1.1160	0.0038	0.0109	0.5345			
R SINGLE FAMILY DU	0.7332	1.2427	748.1633	262.7957	293.28	1.0000	2.8607	140.4598			
O CONDOMINIUM/TOWNHOUSE DU	0.2563	0.4344	261.5306	91.8638	102.52	0.3496	1.0000	49.0996			
M COMMERCIAL SF	2.50	0.00424	2.5510	0.8961	1.0000	0.00341	0.00975	0.4789			

Code - Land Use	Trip Rates
110 - Lt. Industrial	0.98/1000 SF
210 - Single Family*	0.7332/DU
230 - Condominium/Townhouse*	0.2563/DU
310 - Hotel	0.59/Room
445 - Multiplex Movie Theater	5.22/1000 SF
710 - Office*	2.79/1000 SF
820 - Commercial*	2.50/1000 SF

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

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

NOTE: Commercial SF not to exceed 250,000 SF

Office SF not to exceed 30,000 SF

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

Ashford Mills Phasing Table

Phase	Land Use	Acreages	Units	Square Feet
1	Residential SF	N/A	1,400	
1	Residential TH	N/A	99	
1	General Office	3		30,000
1	Neighborhood Parks	31		
1	Conservation and Open Space	619		
1	Amenity Center	6		
1	SJC Public Use	3		
1	Schools	47		
2	Residential SF	N/A	519	
2	Residential TH	N/A	615	
2	General Commercial/Retail	25		250,000
Total		1524	2,633	280,000

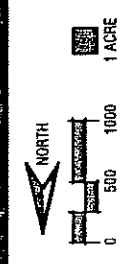
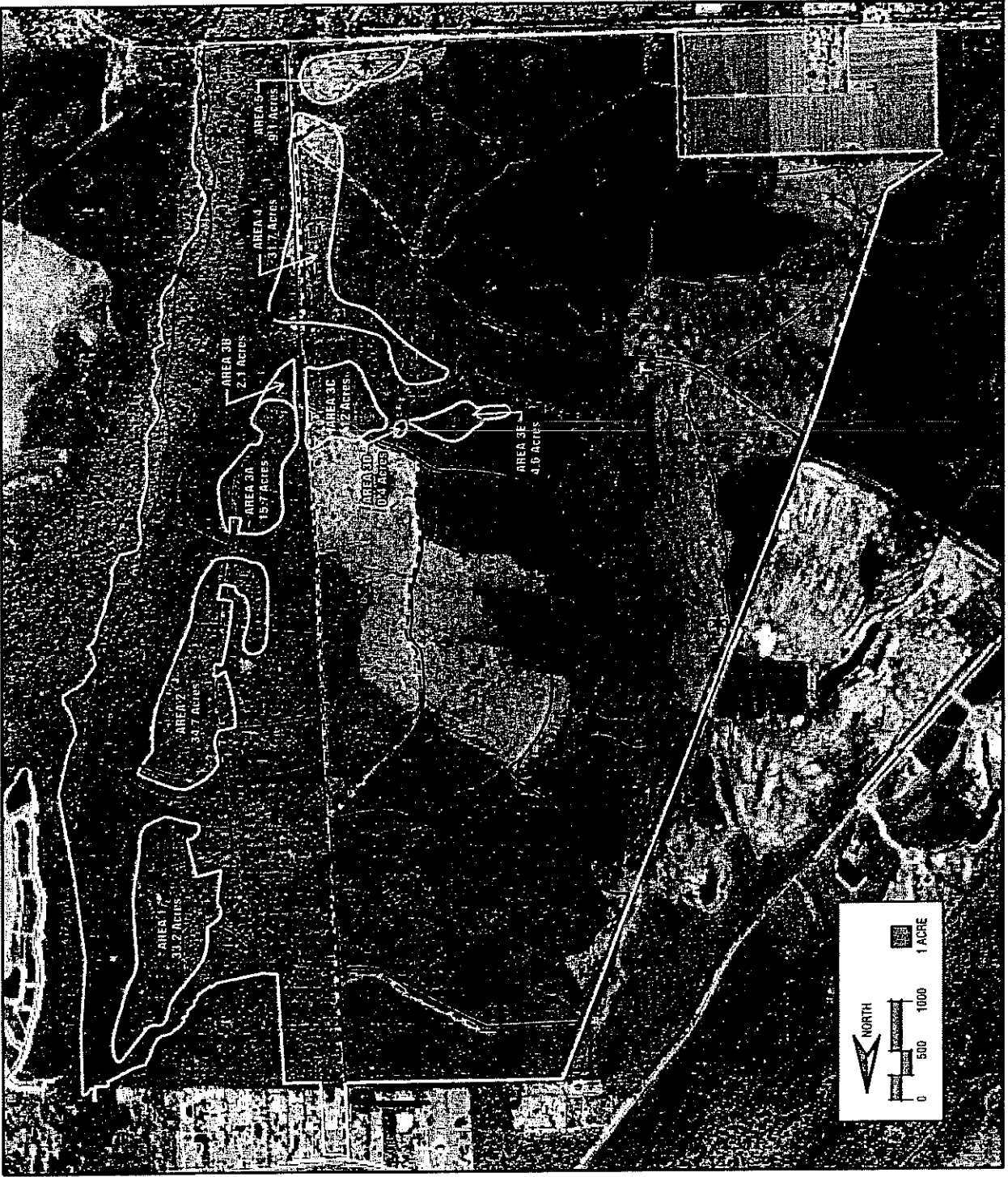
MAP G WILDLIFE TRANSECTS

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

APPLICATION FOR DEVELOPMENT APPROVAL



DEVELOPER: Land Options Two, LLC
 PROJECT TEAM: Bessent, Hammack & Ruckman, Inc.
 King Engineering Associates
 The Collins Group, Inc.
 Rogers Towers, P.A.



MAP H MASTER DEVELOPMENT PLAN

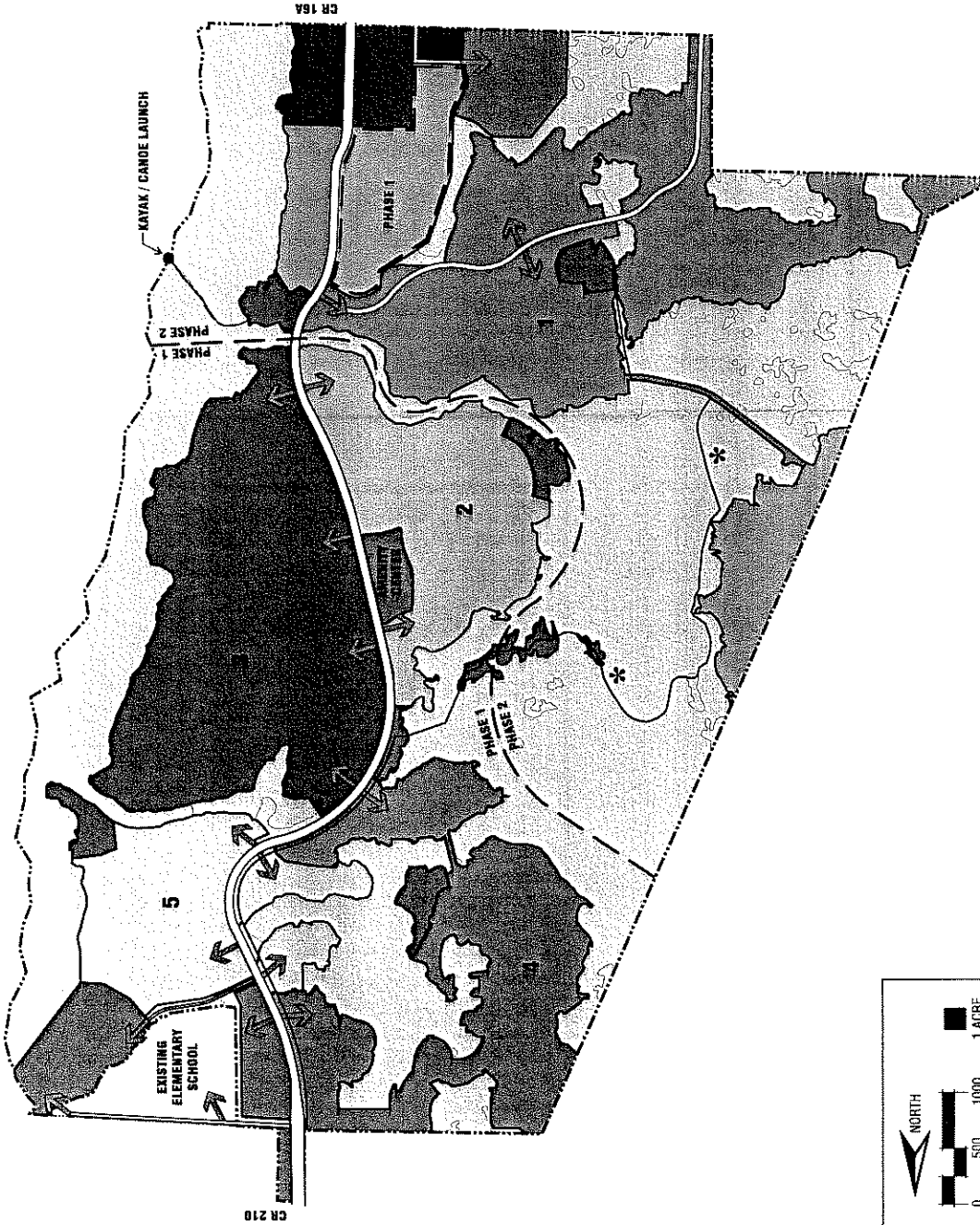
	CONSERVATION AND OPEN SPACE	619 Acres
	NEIGHBORHOOD	37 Acres
	PARKS & RECREATION	3 Acres
	ST. JOHNS COUNTY PUBLIC USE	47 Acres
	ST. JOHNS COUNTY SCHOOL SITES	714 Units
	TOWNHOMES	
	NEIGHBORHOOD 1	
	NEIGHBORHOOD 2	
	NEIGHBORHOOD 3	
	NEIGHBORHOOD 4	
	NEIGHBORHOOD 5	
	GENERAL COMMERCIAL / RETAIL	25 Acres
	OFFICE	3 Acres
	TRAIL	
	OBSERVATION POINT	

February 13, 2006

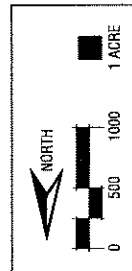
APPLICATION FOR DEVELOPMENT APPROVAL

Ashford
Mills

DEVELOPER: Land Options Two, LLC
PROJECT TEAM: ARCADIS
King Engineering Associates
The Collias Group, Inc.
Rogers Towers, P.A.



Note: All streets will have gravity sewer and water mains within the street right-of-way to provide service to all proposed development.



MAP H-1 PEDESTRIAN AND BICYCLE CONNECTIONS*

- DEDICATED BIKE LANE (with sidewalks)
- - - BIKE ON STREET (with sidewalks)
- · - TRAIL (rustic/unpaved)
- * OBSERVATION POINT

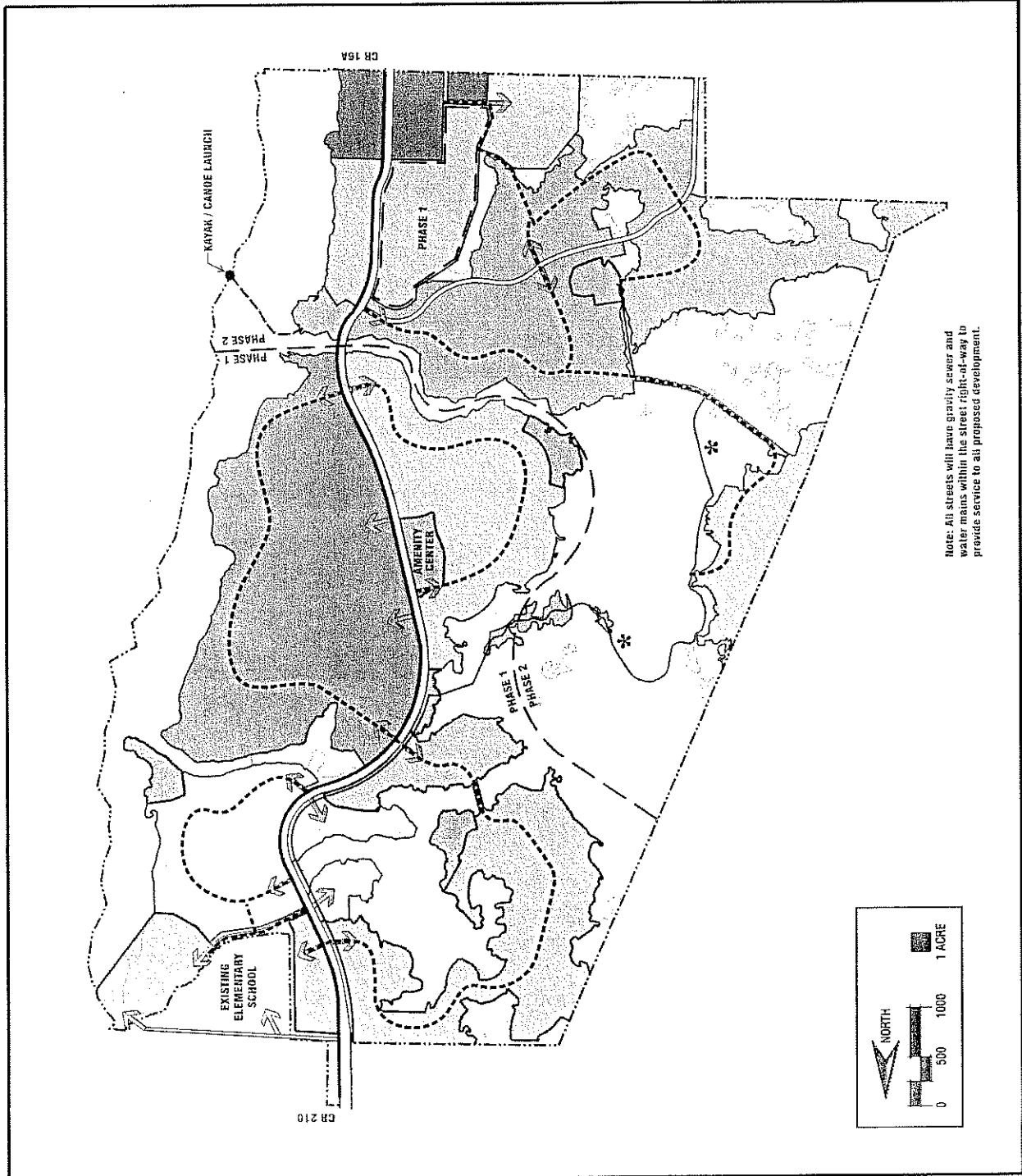
Note: Routes shown are conceptual and not all inclusive. Specific alignments for trails, bike paths and routes, and sidewalks will be provided at engineering approval stage, pursuant to then-prevailing county codes.

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

APPLICATION FOR DEVELOPMENT APPROVAL

**Ashford
Mills**

DEVELOPER: Land Options Two, LLC
 PROJECT TEAM: Bennett, Hammack & Ruckman, Inc.
 King Engineering Associates
 The Collins Group, Inc.
 Rogers Towers, P.A.



MAP H-3 SLOPES AND WILDLIFE CROSSINGS

- TRAIL
- - - PATHS
- * OBSERVATION POINT
- B TYPE B WILDLIFE CROSSINGS
- C TYPE C WILDLIFE CROSSINGS
- ★ STEEP SLOPES

APPLICATION FOR DEVELOPMENT APPROVAL

Ashford
Mills

DEVELOPER: Land Options Two, LLC
 PROJECT TEAM: Bessent, Hammack & Ruckman, Inc.
 King Engineering Associates
 The Collins Group, Inc.
 Rogers Towers, P.A.

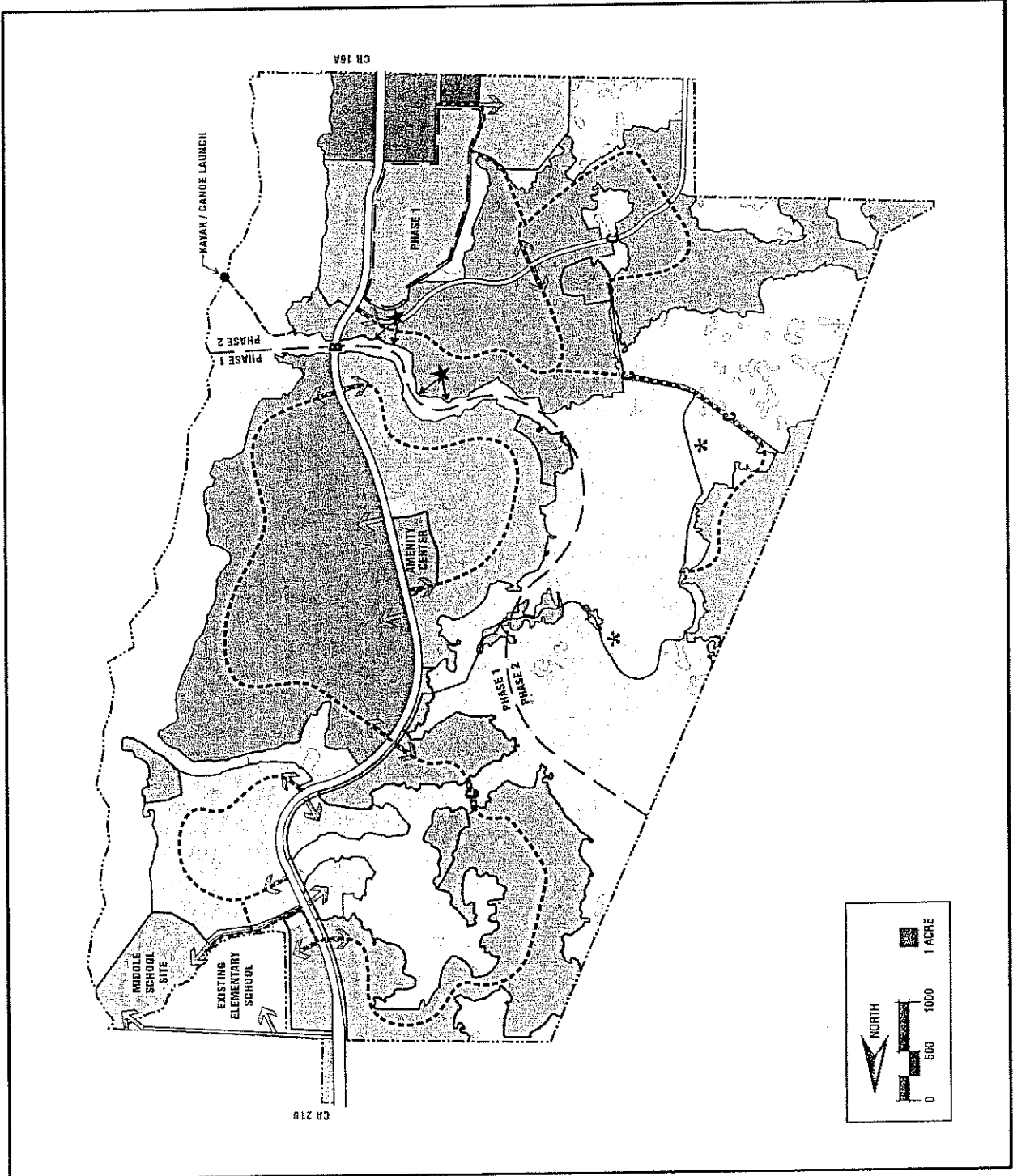


EXHIBIT A

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 $89^{\circ}29'03''$ EAST, A DISTANCE OF 2601.70 FEET TO A 1/2" IRON PIPE; THENCE CONTINUE ON THE NORTH LINE OF SAID SECTION 26, SOUTH $89^{\circ}29'03''$ 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 $87^{\circ}58'27''$ 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 $21^{\circ}01'37''$ WEST, A DISTANCE OF 2849.33 FEET; THENCE CONTINUING ON SAID EASTERLY BOUNDARY, SOUTH $20^{\circ}46'37''$ WEST, A DISTANCE OF 4048.41 FEET; THENCE CONTINUING ON SAID EASTERLY BOUNDARY, SOUTH $17^{\circ}37'35''$ 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 $41^{\circ}30'09''$; 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 $38^{\circ}22'40''$ WEST, A CHORD DISTANCE OF 79.46 FEET TO THE CURVES END; THENCE CONTINUING ON SAID EASTERLY BOUNDARY, SOUTH $59^{\circ}08'04''$ 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".

I HEREBY CERTIFY THAT THIS DOCUMENT
IS A TRUE AND CORRECT COPY AS APPEARS
ON RECORD IN ST. JOHNS COUNTY, FLORIDA
WITNESS MY HAND AND OFFICIAL SEAL
THIS 22nd DAY OF March 2006
CHERYL STRICKLAND, CLERK
Ex-Officio Clerk of the Board of County Commissioners

BY: Gwanne King D.C.

