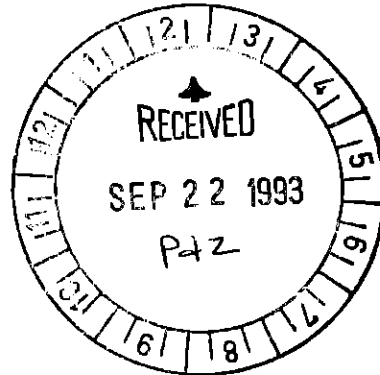


P.U.D. OFF. REC.
BOOK E PAGE 579

INDEX
JULINGTON CREEK DEVELOPMENT OF REGIONAL IMPACT
RESTATED DEVELOPMENT ORDER

| <u>Description</u> | <u>Page</u> |
|---|-------------|
| St. Johns County Resolution No. 93- <u>159</u> , Amending and Replacing St. Johns County Resolution No. 82-37, As Amended | 1 |
| FINDINGS OF FACT | 3 |
| CONCLUSIONS OF LAW | 4 |
| I. IMPLEMENTATION OF THE DEVELOPMENT ORDER | 4 |
| 1. Incorporation of ADA and Notification of Proposed Change | 4 |
| 1.1 Developer | 5 |
| 2. Monitoring Official | 5 |
| 3. Annual Report and Monitoring Procedure | 5 |
| 4. "Commencement of Development" | 9 |
| 5. Phasing | 9 |
| 6. Transportation | 10 |
| II. ENVIRONMENT AND SITE PLANNING | 21 |
| 7. Water Management | 21 |
| 8. Wetlands/Natural Areas | 21 |
| 9. Wells | 22 |
| 10. Energy | 22 |
| 11. Bikeways/Pedestrian Walkways | 22 |



| | | |
|-------------|--|----|
| 12. | Selective Site Clearing | 23 |
| 13. | Development of Sites | 23 |
| III. | PUBLIC FACILITIES | 24 |
| 14. | Water and Sewer Utilities | 24 |
| 15. | Government Tract | 25 |
| 16. | Lighting | 26 |
| 17. | Schools | 26 |
| 17.1 | Library | 29 |
| 18. | Fire Service | 29 |
| 19. | Funding of Improvements | 30 |
| 19.1 | Police and Emergency Rescue Services | 31 |
| 19.2 | Underground Electric | 31 |
| 20. | Community Development District | 31 |
| 21. | Mills Field | 32 |
| 22. | Dedication of Public Lands | 33 |
| 23. | Timing of Dedication of Certain Public Lands | 34 |
| 24. | Review Fees | 37 |
| 25. | Subsequent Review | 37 |
| 26. | Time | 37 |
| 27. | Conflict with Zoning | 38 |
| 28. | Recommendations of Planning Council | 38 |

P. U. D. OFF. REC.
 BOOK E PAGE 580

| | | |
|-----|---------------------------------|----|
| 29. | Notice to be Recorded | 38 |
| 30. | Expiration Date | 39 |
| 31. | Downsizing | 39 |
| 32. | Description of Property | 39 |
| 33. | Impact Fees | 39 |
| 34. | Development Roadways and Swales | 41 |
| 35. | No Encroachments | 41 |
| 36. | As-Built Drawings | 41 |
| 37. | Restrictions | 41 |
| 38. | Traffic Study | 41 |
| 39. | Vacation of Record Plats | 42 |
| 40. | State and Federal Law | 42 |
| 41. | Effective Date | 42 |

P.U.D. OFF. REC.
 BOOK E PAGE 581

EXHIBITS TO RESTATED D.O.

| | |
|-------------|---|
| Exhibit A-1 | Legal Description |
| Exhibit A | Master Plan, Map H |
| Exhibit B | Master Phasing Plan, Map H-1 |
| Exhibit C | Master Phasing Schedule, Table 12B.a |
| Exhibit D | Pedestrian/Bicycle Circulation Plan, Figure 27a.1 |
| Exhibit D-1 | Pedestrian/Bicycle Plan, Figure 27a.2 |

- Exhibit E On-Site Traffic Improvements
- Exhibit F Off-Site Traffic Improvements
- Exhibit G Bald Eagle Habitat Management Plan
- Exhibit H Library Tract Legal Description
- Exhibit I Mills Field Expansion Legal Description

P. U. D. OFF. REC.
BOOK E PAGE 582

Index-Julington

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9/21/93

ST. JOHNS COUNTY RESOLUTION
NO. 93-159, AMENDING AND REPLACING
ST. JOHNS COUNTY
RESOLUTION NO. 82-37, AS AMENDED

P. U. D. OFF. REC.
BOOK E PAGE 583

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, MAKING FINDINGS OF FACT AND CONCLUSIONS OF LAW ON AN APPLICATION FOR APPROVAL OF JULINGTON CREEK, A DEVELOPMENT OF REGIONAL IMPACT, AND CONSTITUTING A DEVELOPMENT ORDER BY ST. JOHNS COUNTY, FLORIDA, IN COMPLIANCE WITH THE LAW, INCLUDING MODIFICATIONS TO CERTAIN CONDITIONS OF SAID DEVELOPMENT ORDER AS ADOPTED IN RESOLUTION NO. 82-37, AS AMENDED; AND, PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, on August 21, 1981, Atlantic Gulf Communities Corporation formerly known as General Development Corporation, "Developer" filed an Application for Approval of a Development Regional Impact with the Northeast Florida Regional Planning Council, Jacksonville, Florida, in accordance with Section 380.06, Florida Statutes (1981); and

WHEREAS, the Developer proposed to develop the 4150 acres of land described in Exhibit A-1 attached hereto, constituting the Development of Regional Impact, and

WHEREAS, the Board of County Commissioners of St. Johns County, "the County", the governing body of the local government having jurisdiction under Sections 380.03 and 380.06, Florida Statutes (1981), "the Board", is authorized and empowered to consider Applications for Development Approval for Developments of Regional Impact; and

WHEREAS, the public notice requirements of St. Johns County and Section 380.06(7), Florida Statutes, have been satisfied, and notice has been given to the Department of Community

Affairs, Northeast Florida Regional Planning Council, Florida Department of Environmental Regulation, St. Johns River Water Management District, St. Johns and Duval counties; and

WHEREAS, on January 26, 1982, the Board held a duly noticed public hearing on the Application for Development Approval and has heard and considered the testimony taken at the hearing; and

WHEREAS, the Board has received and considered the report and recommendations of the Northeast Florida Regional Planning Council; and

WHEREAS, the Board has received and considered the report and recommendations of the Northeast Florida Regional Planning Council and reports and recommendations from the Board's staff; and

WHEREAS, on March 23, 1982, the Board passed and approved Resolution No. 82-37 constituting a "Development Order" for the 4,150 acres of land described in Exhibit A-1 attached hereto, known as Julington Creek; and

WHEREAS, the Development Order was further amended by Resolutions 82-139 on October 26, 1982, 84-33 on March 27, 1984, 84-53 on May 22, 1984, 84-123 on October 16, 1984, 84-143 on November 20, 1984, 85-53 on April 9, 1985, 85-150 on October 22, 1985, 86-182 on December 9, 1986, 88-38 on February 9, 1988, 91-129 on August 27, 1991, 92-160 on September 22, 1992 and 93-40 on February 23, 1993; and

WHEREAS, the Developer has requested additional amendments to Resolution No. 82-37; and

NOW THEREFORE, BE IT RESOLVED BY the Board of County Commissioners of St. Johns County, Florida, that the following facts are determined in connection with the Application for Development Approval:

FINDINGS OF FACT

P. U. D. OFF. REC.
BOOK E PAGE 585

1. The proposed development is not in an area of Critical State Concern designated pursuant to the provisions of Section 380.05, Florida Statutes.
2. The proposed development is consistent with the State Comprehensive Plan.
3. The proposed development does not unreasonably interfere with the achievement of the objectives of any state land development plan applicable to the area.
4. The proposed development, as modified herein, is consistent with the adopted report and recommendations of the Northeast Florida Regional Planning Council submitted pursuant to Subsection 380.06(b), Florida Statutes.
5. The proposed development, as modified herein, is consistent with the 1990-2005 St. Johns County Comprehensive Plan adopted September 14, 1990, in Ordinance No. 90-53.
6. The proposed development, as modified herein, is consistent with the development laws and regulations of the County.
7. The Development Plan (Map H), Phasing Plan (Map H-1), Master Phasing Schedule (Table 12 B.a.), Pedestrian/Bicycle Circulation Plan (Figure 27 A-1), On-Site Traffic Improvements exhibit, and Off-Site Traffic Improvements exhibit are hereby revised and

attached hereto as Exhibits A-F, respectively. In addition, Exhibit D-1 (Figure 27A-2) is added to this Development Order.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, that the amendments incorporated herein do not constitute a substantial deviation to the conditions of the Development Order as subsequently amended, and that the Application for Development Approval submitted by Applicant is hereby ordered and approved, subject to the following conditions, restrictions and limitations:

CONCLUSIONS OF LAW

P.U.D. OFF. REC.
BOOK E PAGE 586

I. IMPLEMENTATION OF THE DEVELOPMENT ORDER

1. **Incorporation of ADA and Notification of Proposed Change.** The Julington Creek Application for Development Approval (ADA) is hereby incorporated by reference into this Development Order, and the Developer is ordered to comply with and perform each covenant, representation, and promise in the ADA that is not in conflict with this Order or with the zoning ordinances in effect from time to time in respect to the property encompassed by this DRI.

The Julington Creek ADA consists of the ADA submitted August 12, 1981, and the Julington Creek DRI/ADA supplement submitted November 16, 1981, under cover letter

from James E. Clark, Assistant Vice President, General Development Corporation, as amended by the following documents:

- (i) Letter received December 21, 1981, from Wayne C. Reed to the Northeast Florida Regional Planning Council;
- (ii) Corrected Table 20A.a and Exhibit C, Conceptual Development Plan, provided on December 21, 1981, at the NEFRPC Staff Technical Meeting.

In addition, the Notification of Proposed Change to this DRI dated May 4, 1993, and Supplemental Responses dated June 18, 1993, and July 29, 1993, are hereby incorporated by reference subject to the same compliance provisions for the ADA.

- 1.1 **Developer.** As used in this Development Order, the term Developer shall refer to Atlantic Gulf Communities Corporation. Subsequent owners and developers within the DRI are referred to Section 29, Notice to be Recorded, concerning the potential effect of this Development Order on them.
2. **Monitoring Official.** The County Planning Official or such other official as shall be designated by the Board of County Commissioners shall be the officer responsible for assuring Applicant's compliance with this Development Order.
3. **Annual Report and Monitoring Procedure.** Developer shall submit an annual report to the Board, the County Monitoring Official, the Northeast Florida Regional Planning

Council, the State Land Planning Agency, the Department of Environmental Protection, Florida Department of Transportation, Jacksonville Area Metropolitan Planning Organization, and the St. Johns River Water Management District within one week after the anniversary date of the issuance of this Restated Development Order and within one week after each anniversary date thereafter until project completion. The annual report shall include the following:

- (a) Any change in the plan of development, or in the representations contained in the Application for Development Approval, or in the phasing for the reporting year and for the next year;
- (b) A summary comparison of development activity by phase, number and type of units or square feet constructed, and by location and parcel number as depicted on Map H and presented in tabular form for the previous reporting year, cumulative from project start and projected for the next year;
- (c) Identification on a map of undeveloped tracts of land, other than individual single family lots, that have been sold to a separate entity or developer and presented in tabular form with the name, address and phone number of the entity or developer;
- (d) Identification and intended use of lands purchased, leased or optioned by the developer adjacent to the original DRI site since the development order was issued;
- (e) A specific assessment of the developer's and the local government's compliance with each individual condition of approval contained in the DRI

development order and the commitments which are contained in the Application for Development Approval and which have been identified by the local government, the Regional Planning Council or the Department of Community Affairs as being significant;

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

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

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

(i) A statement that all persons have been sent copies of the annual report in conformance with Subsections 380.06(15) and (18), Florida Statutes; and

(j) A copy of any recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the developer pursuant to Paragraph 380.06(15), Florida Statutes.

At the time of the annual report required in this section (within one week of the anniversary date of this Development Order), Developer shall submit to the Monitoring Official an annual survey of traffic on Racetrack Road and State Road 13 containing the information described below. Developer shall be responsible for preparing traffic reports

on the entire project annually during the second and third phase of the project. Annual traffic reports will be required until completion of buildout of the entire project or completion of the associated improvements in Section 6D and 6E, whichever comes first. These reports will be distributed to the Monitoring Official, Florida Department of Transportation office in Jacksonville and St. Augustine, the St. Johns County Board of County Commissioners, the Jacksonville Metropolitan Planning Organization, the Florida Department of Community Affairs, and the Northeast Florida Regional Planning Council. Traffic reports shall be submitted with the annual report within one week after the anniversary date and shall contain the following information:

- (i) Current status of building and projected activity by land use category for the next reporting period as listed in Section 3(b);
- (ii) Current traffic counts from the following roadway intersections:
 - S.R. 13 and Davis Pond Boulevard
 - S.R. 13 and Racetrack Road
 - Racetrack Road and Durbin Creek Boulevard
 - Racetrack Road and Flora Branch Boulevard
 - Racetrack Road and Bishop Estates Boulevard
- (iii) A description of the status of right-of-way conditions, road improvements, traffic controls and/or facility improvements to be constructed by Applicant and/or public entities on the impact area roadway network described in this Restated Development Order and exhibits thereto; and

- (iv) Projected traffic conditions and levels of service at all traffic count stations at the above listed intersections for the end of the next reporting period.

P. U. D. OFF. REC.

BOOK E PAGE 591

If the Developer has not established a Community Development District (CDD) pursuant to Chapter 190, F.S., and obtained CDD bond funds sufficient to cover the costs of the transportation improvements required by this Development Order by December 31, 1995, then the Developer, St. Johns County, Florida Department of Transportation, the Jacksonville Area Metropolitan Planning Organization, Northeast Florida Regional Planning Council and Florida Department of Community Affairs shall establish and approve a methodology for traffic-related annual reporting prior to submission of the 1996 annual traffic report.

4. **"Commencement of Development"**. The developer has "commenced development" by construction of a welcome pavilion by December 31, 1984 and completion of sixty (60) of the residential units proposed for Phase I (which boundaries are shown at Exhibit "B") by May 31, 1988, within the property described in Exhibit A-1. Commencement of Phases II and III shall be as set forth in Section 5 (Phasing). Development in Phase II/III shall not be considered commencement of development for Phase III.
5. **Phasing**. The projected dates for development of the phases described in the ADA shall be as follows: Phase I (1984-1990); Phase II (1991 - December 15, 1999); Phase III (December 16, 1999-December 15, 2009). The DRI buildout date has been extended

from 2002 to December 15, 2009. Any further extensions to this DRI buildout date shall be subject to a substantial deviation determination pursuant to Section 380.06(19), F.S. The property encompassed by each Phase is shown at Exhibit B. Attached as Exhibits B and C are the Master Phasing Plan and the Master Phasing Schedule that control the maximum residential units and commercial and office square footages that can be developed in any phase. The area shown for development in Phase II and Phase II/III in Exhibit B exceeds the area needed for the number of units and square feet shown in the Master Phasing Schedule for Phase II alone. Development in Phase II can occur anywhere in the areas identified on the Master Phasing Plan (Exhibit B) as Phase II or II/III but can not exceed the 295 multi-family and 2001 single-family units and square footages of 80,000 square feet of commercial use 2.3 acres of Worship and 5,000 square feet of office use identified in Exhibit C, providing all of the necessary infrastructure is in place.

6. Transportation

A. **Collector Roads.** Developer shall construct at its expense all project area roadway improvements listed in Exhibit E attached hereto. Construction of each roadway shall be in accordance with County subdivision regulations and the County Paving and Drainage Ordinance 86-4 with revisions in effect at the time the plat showing the roadway is recorded. That portion of Bishop Estates Road comprising approximately 1.4 miles from the existing paved portion of Bishop's Estate Road to Racetrack Road has been funded by Developer and constructed by

County. Developer has funded the above described work prior to commencement of construction.

P. U. D. OFF. REC.
BOOK E PAGE 593

- B. Local Streets. Developer shall be required to construct all other internal streets at its own expense. Construction of each roadway shall be in accordance with County subdivision regulations and the County Paving and Drainage Ordinance 86-4 with revisions in effect at the time the plat showing the roadway is recorded.
- C. Turn Lanes. Developer has constructed acceleration, deceleration and turn lanes on State Road 13 at Davis Pond Boulevard. Developer has constructed left and right turn lanes on State Road 13 at Racetrack Road concurrently with the construction of the signalization at that intersection when the commercial site at that intersection known as Julington Square was developed. All such construction was in accordance with standards established by the Florida Department of Transportation. All such improvements were conveyed to the appropriate governmental entity upon completion. Access to that 10-acre commercial site includes left and right turn lanes and appropriate deceleration lanes constructed at the developer's expense. See Exhibit F for Developer obligations for additional turn lanes.
- D. Racetrack Road. Developer shall acquire or dedicate to the County the right-of-way required to four-lane Racetrack Road and shall cause, if a Community

Development District is established pursuant to Chapter 190, F.S., and CDD bond funds sufficient to cover the cost of the Racetrack Road improvements are obtained by December 31, 1995, or if such deadline is missed, the Developer shall be responsible for the four-laning of Racetrack Road according to County specifications at Developer's expense from the intersection of Racetrack Road and State Road 13 to the intersection of Racetrack Road and Bishop Estates Road, subject to the following conditions:

- (a) The required four-laning shall include all costs associated with the acquisition or dedication of needed right-of-way and with the design and construction of the facility to St. Johns County Paving and Drainage standards.
- (b) Acquisition or dedication of the right-of-way needed for the four-laning of Racetrack Road from S.R. 13 to Bishop Estates Road, plus dedication of right-of-way owned by the Developer as of May 4, 1993, that is needed for the future four-laning from Bishop Estates Road to the eastern DRI project boundaries shall occur by the deadlines described in Section 23 (Timing of Dedication of Certain Public Lands), but in all events, shall occur by the time needed to satisfy construction deadlines set forth in this Development Order.
- (c) If the Developer has established a Community Development District (CDD) pursuant to Chapter 190, F.S., and obtained CDD bond funds sufficient to cover the costs of this improvement of Racetrack Road

from Racetrack Road to Bishop Estates Road by December 31, 1995, construction of this improvement shall commence by January 1997. The Developer shall make good faith efforts to establish the CDD and obtain such bond funds in an expeditious manner in order to meet this construction deadline.

(d) In the event the deadline related to CDD establishment and bond funding is missed, then the Developer shall be responsible for the four-laning of Racetrack Road from S.R. 13 to Bishop Estates Road to occur, one section at a time. Such obligation shall arise for the first section when the annual traffic survey projects that the p.m. peak hour level of service on that section of Racetrack Road will fall below level of service D in the p.m. peak hour within one year. The first section shall be the section that extends from State Road 13 easterly to Durbin Creek Boulevard. As soon as the obligation for the first section of Racetrack Road arises, no further building permits shall be issued for development within the DRI until construction of the improvement of this section has commenced. Such obligation shall arise for the second section when the annual traffic survey projects that the p.m. peak hour level of service on that section will fall below level of service D in the p.m. peak hour within one year. The second section (including the bridge structure) shall be the

section that extends from Durbin Creek Boulevard to Flora Branch Boulevard. As soon as the obligation of the second section of Racetrack Road arises, no further building permits for development within the DRI shall be issued until construction of the improvement of this section has commenced. Such obligation shall arise for the third section when the annual traffic survey projects that the p.m. peak hour level of service on that section will fall below level of service D in the p.m. peak hour within one year. The third section shall be the section that extends from Flora Branch Boulevard to Bishop Estates Road. As soon as the obligation for the third section of Racetrack Road arises, no further building permits for development within the DRI shall be issued until construction of the improvement of this section has commenced. The four-laning of Racetrack Road between State Road 13 and the Flora Branch Boulevard must be completed under all circumstances by the end of Phase II.

(e) In addition, if the Developer is able to meet the CDD-related deadline set forth in subsection (c) above, the Developer shall place in escrow by December 31, 1995, \$1.8 million, by a construction bond or other acceptable methods, in an appropriate county construction fund for use toward the future paving or other improvement of Russell Sampson Road by the County from Racetrack Road to C.R. 210 or the continued

four-laning of Racetrack Road to the eastern DRI project limits, as determined by County. Under all circumstances, the \$1.8 million shall be placed in escrow by a construction bond or other acceptable methods no later than December 15, 1999. These funds shall be expended for the use set forth above by no later than December 31, 2004.

(f) The traffic monitoring requirements described in Section 3 above shall end, insofar as they relate to Racetrack Road and any intersections along Racetrack Road upon completion of construction of the required four-lane improvement of Racetrack Road described herein, or upon completion of the construction of any section and related intersections of Racetrack Road from S.R. 13 to Bishop Estates Road, as those three sections are described herein.

E. S.R. 13. The Developer shall cause, if a Community Development District (CDD) is established pursuant to Chapter 190, F.S., and CDD bond funds sufficient to cover the cost of the S.R. 13 improvements are obtained by December 31, 1995, or, if such deadline is missed, the Developer shall be responsible for the four-laning of S.R. 13 from the intersection of Racetrack Road south to Davis Pond Boulevard, subject to the following conditions:

(a) To the extent the Developer is unable to use design plans and specifications completed by Florida Department of Transportation (FDOT) prior to construction deadlines imposed herein, the required four-laning shall include all costs related to the design and construction of the facility to FDOT standards.

(b) To the extent land is owned by the Developer and the County as of August 15, 1993, the Developer and the County shall dedicate, within 90 days of a request by FDOT based on an FDOT preliminary design and engineering study, Tracts A and E (60' Wide) of the Julington Creek Unit One Plat right-of-way needed for the four-laning of S.R. 13 from the Racetrack Road intersection to Davis Pond Boulevard. Developer owns Tract E of Julington Creek Unit 1 and County owns Tract A. This accounts for all right-of-way contiguous to SR 13 and the Julington Creek DRI boundaries for this road segment. Further, the Developer shall contribute \$100,000 for the acquisition of any additional right-of-way needed for this section of S.R. 13 (between Racetrack Road and Davis Pond Boulevard) and this contribution shall be placed in a county escrow account by December 31, 1995. The right-of-way purchased with this contribution shall be deeded to FDOT or the agency maintaining the road. Any additional funds remaining in the escrow account shall be returned to the Developer. The Developer shall have no further obligation for right-of-way acquisition related to construction of this road segment.

(c) If the Developer has established a Community Development District (CDD) pursuant to Chapter 190, F.S., and obtained CDD bond funds sufficient to cover the costs of the above described improvement of S.R. 13 by December 31, 1995, and all needed right-of-way has been acquired, construction of the above described improvement shall commence by January 1997. The obligation shall be tolled during any period of time after January 1997 in which needed right-of-way has not been acquired. The Developer shall make good faith efforts to establish the CDD and obtain such bond funds in an expeditious manner in order to meet this deadline.

(d) In the event (i) the deadline related to CDD establishment and bond funding is missed or (ii) all needed right-of-way has not been acquired to allow construction to commence by January 1997, then the Developer shall be responsible for the four-laning of S.R. 13 from the Racetrack Road intersection to Davis Pond Boulevard when the annual traffic survey projects that the level of service on this section of S.R. 13 will fall below level of service D in the p.m. peak hour within one year. When the annual traffic survey indicates that this condition is present, then no further building permits for development within the Julington Creek DRI shall be issued until construction of the described improvement to S.R. 13 has commenced.

(e) In addition, the Developer, within 90 days of a request by FDOT, shall dedicate any land it then owns within reserved tracts as platted as of May 4, 1993, that are needed for right-of-way for the future four-laning of S.R. 13 from Davis Pond Boulevard to the northern edge of Cunningham Creek; provided, however, that Developer shall have no obligation to dedicate such right-of-way unless it is based on a completed FDOT preliminary design and engineering study identifying the location of land needed for the future four-laning of this section of S.R. 13.

(f) The traffic monitoring requirements described in Section 3 above shall end insofar as they relate to S.R. 13 and any intersections along S.R. 13 upon completion of construction of the required four-lane improvement of S.R. 13 from the Racetrack Road intersection to Davis Pond Boulevard and any intersection improvements along S.R. 13 required by this Development Order.

(g) All future access by DRI development to S.R. 13 shall comply with any applicable FDOT access management statutes and rules.

F. **Developer's Contribution to External Roadways.** Developer's contribution to the improvements required to the segments of roadway network listed in Exhibit F attached has been and shall be by negotiated agreement with the governmental entity responsible for maintenance of the particular roadway segment, and shall be based on the traffic attributable to the particular segment in question.

- G. Credits. Pursuant to Section 380.06(16)(a), Florida Statutes (1991), St. Johns County shall establish and implement a procedure that credits the exactions for road improvements pursuant to this Development Order toward any impact fees or exactions imposed by the County by local ordinance to meet the same needs. Such credits also shall be adjusted for increases as required by Section 380.06(16)(b), Florida Statutes (1991). Such credits shall include credits for contributions for right-of-way donation and toward the construction of the Racetrack Road and S.R. 13 improvements described in this Development Order. The exactions for road improvements imposed in this Development Order shall fully mitigate the Developer's responsibility to mitigate traffic impacts reasonably attributable to the Julington Creek DRI through buildout.
- H. Signalization of SR-13 and Racetrack. The County has obtained a design study for improvement and signalization of the intersection of State Road 13 and Racetrack Road and has put out for bid and constructed and installed all the necessary improvements as indicated by the study. Developer has provided all necessary funds to the County for all expenses associated with such design and installation and improvements.
- I. Acceptance of Maintenance Responsibilities. After road improvements have been completed according to County subdivision regulations and paving and drainage regulations in effect at the time the plat showing the improvements was recorded,

the County shall accept maintenance responsibility for such improvements, in accordance with the County's subdivision regulations and paving and drainage regulations in effect at the time of platting, and the allocation of maintenance responsibilities described in Paragraph 22 of the Development Order, and to the extent permitted by law. Responsibility for maintenance of any road improvements in any subdivision which has been assumed by the MSTU may be transferred by the MSTU to the County, and the County shall accept maintenance responsibilities in accordance with the County's subdivision regulations and paving and drainage regulations in effect at the time of transfer and the allocation of maintenance responsibilities described in Paragraph 22 of the Development Order. Maintenance of drainage improvements shall also be in accordance with the PUD zoning ordinance for the project.

- J. The section of Durbin Creek Boulevard between Racetrack Road and Bishop Estates Road not shown on the master plan shall be constructed as a two lane collector roadway based on the criteria established in the County's Paving and Drainage Ordinance (86-4 with revisions). Facilities are to include a bikeway system.

The centerline intersection of Durbin Creek Boulevard and Racetrack Road shall remain as previously approved in Ordinance 82-37 as amended. The centerline intersection of Durbin Creek Boulevard and Bishop Estates Road shall be within

1,000 feet of the previously approved centerline intersection. The final alignment of Durbin Creek Boulevard may be modified to allow for the minimization of wetland impacts.

II. ENVIRONMENT AND SITE PLANNING

P. U. D. OFF. REC.
BOOK E PAGE 603

7. **Water Management.** The Developer has obtained consumptive use permits for the amount of potable water required to supply the proposed development areas in accordance with applicable permitting rules and regulations of St. Johns River Water Management District. All permit renewals obtained by Developer shall permit the use of sufficient water to meet all current demands for potable water and such additional projected demands as may be allowed under the existing regulations. Developer shall also obtain management and storage of surface water permits, and any other necessary permits required by the St. Johns River Water Management District at the time of application.

8. **Wetlands/Natural Areas.** No fairway crossing shall be permitted in any state-regulated wetland vegetation areas. Golf cart crossings using trestle or span construction with a minimum of vegetation removal are acceptable. No filling of the state regulated wetlands located north and somewhat parallel to Cunningham Creek shall be allowed, except at road crossings approved by the appropriate governmental entity. Wetland and upland acreages shown on the Master Plan are

based on aerial interpretation. Final wetland jurisdiction shall be determined by the appropriate environmental agency. Jurisdictional wetlands shall be protected in accordance with permits issued by the appropriate environmental agency and identified as open space as presented in Exhibit C, Table 12B.a., subject to the provisions of Section 380.06(19)(d), F.S. (1991).

P. U. D. OFF. REC.
BOOK E PAGE 604

9. **Wells.** All wells that supply water to air heating or cooling systems and use the Floridan Aquifer as a supply source shall be fitted with a demand valve. All free flowing artesian wells developed within the project boundaries shall have a gate valve installed and shall be maintained in good working order. If future regulations prohibit this type of well throughout the county, this Development Order shall be deemed automatically modified to apply such prohibition to future construction.

10. **Energy.** All residential units within the project shall be designed to meet, at a minimum, the requirements of the Florida Energy Efficient Code for Building Construction.

11. **Bikeways/Pedestrian Walkways.** The Developer shall be required to construct a bikeway as depicted in Figures 27A-1 and 27A-2, attached as Exhibits D and D-1, respectively, linking residential areas to schools, churches, recreation, green spaces, shopping and employment areas. Bike trails shall be built by the

Developer within the right-of-ways of the collector roads and shall be built at the same time as the adjacent collector road is built. In the case of the Bikeway/Pedestrian Walkway which links Racetrack Road to Bishop Estates Road through Parcels 81 and 82, the bikepath shall be constructed concurrently with the internal subdivision roads for Parcels 81 and 82 shown on Exhibit D. In all events, the Developer shall construct the bikeway adjacent to Racetrack Road to the project's eastern boundary by December 15, 2005, or upon completion of the school facility at the projects eastern limits, if earlier. Bike trails will also be used for pedestrian traffic and, where bike trails are provided, separate pedestrian walkways will not be required. Each Final Development Plan submitted for the collector roads shall include designs for bike path/pedestrian walkways. Other bikeway/pedestrian circulation systems facilities as may be provided shall be identified on the Final Development Plans.

12. **Selective Site Clearing.** Developer shall institute selective site clearing which preserves natural vegetation while permitting construction of the units and access of equipment in accordance with the County's Landscape and Land Clearing/Tree Protection Ordinances.

13. **Development of Sites.**
 - A. **Commercial.** Each of the commercial sites will be developed as an integrated unit. To achieve this end, plans for each such site shall be

submitted as a single Final Development Plan notwithstanding separate ownership of parcels within the site.

- B. Residential. All residential subdivisions, as defined in the St. Johns County subdivision regulations, that are within the development shall be platted and recorded subdivisions. Although within a PUD and thus normally exempt from subdivision regulations, the residential subdivisions shall comply with the County Subdivision Regulations and other applicable land development regulations applicable at the time of platting (except those regulations which are inconsistent with this Order, the Julington Creek PUD Ordinance or the spirit of intent of the St. Johns County PUD Ordinance).
- C. Development within Unit 9 and Unit 1, Julington Creek Subdivision shall be subject to the Bald Eagle Habitat Management Plan, Exhibit G; attached hereto.

III. PUBLIC FACILITIES.

- 14. **Water and Sewer Utilities.** The Board has granted a franchise to an entity designated by the Developer to provide water and sewer service to the development. Upon proper application, the franchise shall be expandable at a later date to serve adjacent property owners if the Board deems such service appropriate. Water and sewer utilities shall be made available to recreational,

school, governmental, and similar site boundaries that have been dedicated pursuant to this Order within 90 days after being requested to do so by the appropriate government agency, unless provision of utilities at that time would unreasonably accelerate the Developer's commitment to provide utilities within the area of the site in which case utilities shall be made available to the site boundaries within a reasonable time after the appropriate government agency requests them. Once utility service has been made available to the site boundaries, the utility customer shall be responsible for all other prevailing rates and charges.

15. **Government Tract.** Atlantic Gulf Communities Corporation shall convey to the County an eight (8)-acre tract depicted on Exhibit A hereto for government use (for example, fire station, administration building, sheriff substation, health unit or other governmental use.) If the County does not use the site for governmental purposes, the site shall be subject to the reverter language in Section 23. Prior to commencement of design or site engineering for the site, the Developer and the County must enter into an agreement as to the site planning and architectural control guidelines that will be implemented in the construction on the site, to ensure compatibility with the development concept of Julington Creek. Prior to

commencement of development, the Developer shall have the right to review site planning and architectural and design plans, including landscaping and signage.

16. **Lighting.** Developer shall be required to provide street lights within the project. The number, locations, and installation shall be in accordance with the standards approved by St. Johns County during the Final Development Plan review and approval process.

17. **Schools.** To aid the St. Johns County School Board in providing convenient educational facilities to serve school age residents of the project and surrounding area, Developer shall dedicate to the School Board the approximately 46 acres of school sites depicted on the Conceptual Development Plan. Prior to conveyance of those sites by the Developer, the School Board shall reconvey to the Developer approximately 59 acres within the DRI previously dedicated by the Developer to the School Board for use as school sites. The Developer shall cooperate with the School Board in obtaining state approval of the school sites by providing necessary information to the School Board and by providing access to the property for inspection of the sites. If the proposed site meets state standards, the Developer shall dedicate the site to the School Board on the recorded plat or by separate instrument and the School Board shall accept the site. If any site does not meet state standards, the Developer shall provide and the School Board shall accept any alternative site of equivalent acreage which does meet state standards.

In all deeds granting school sites to the School Board, the Developer shall reserve the rights to sub-surface potable water to accommodate potential well sites to serve residents of the project (but no well site shall be located so that it interferes with any school activity). The deed shall provide that notwithstanding the reservation by Developer, the School Board may drill one or more wells on the site to obtain water for irrigation and recreational use on the site. Developer shall also be entitled to reserve necessary easements for utilities and drainage (provided that such easements do not unreasonably interfere with the use of site for school purposes). If the School Board determines not to use one or more of the sites for school or educational purposes, the site(s) shall be subject to the reverter language in Section 23.

The developer shall make available roads and water and sewer utilities to serve the site at its boundaries within 90 days after being requested to do so by the School Board unless doing so would unreasonably accelerate the Developer's commitment to provide infrastructure within the area of the site (in which case the infrastructure shall be provided within a reasonable time after being requested by the School Board). Once utility service has been made available to the site boundaries, the utility customer shall be responsible for all other prevailing rates and charges.

To allow the School Board to plan for and construct additional school facilities within the area of the project as they are needed, the applicant has paid to the School Board \$204,625. St. Johns County enacted a County-wide impact fee for educational purposes. All such payments made by the Developer to the School Board shall be deposited in separate trust account and shall constitute a trust fund for use in planning and constructing educational facilities to serve the residents of the project and surrounding area and for no other purpose.

Since St. Johns County has adopted a County-wide impact fee for educational purposes, any impact fee applicable to land within the project that would otherwise be subject to the impact fee shall be reduced by a credit (which shall be available until December 15, 2019), for the value of the land, improvements and money previously donated to the School Board by the Developer under the terms of this Order.

For the purpose of calculating the amount of such credit, the value of the 46 acres of land to be dedicated by the Developer shall be \$6,100 per acre. Any improvements made to the sites by the developer shall be credited against future impact fees at the actual cost of such improvements as determined by mutual agreement of the Developer and the School Board reached at the time the improvements are made. Credit shall be given for monetary contributions on a dollar for dollar basis. Credit shall be allocated among the parcels of land subject

to the impact fee on a per-acre basis or in such other way as shall fairly apportion the credit under the fee structure created by the Ordinance.

P. U. D. OFF. REC.
BOOK E PAGE 611

17.1 Library. By December 15, 1993, Atlantic Gulf Communities Corporation will convey to St. Johns County the 3.0 acre Government tract attached as Exhibit H located at Davis Pond Boulevard and SR 13 for the construction of the Northwest St. Johns County Library at Julington Creek. The County shall have constructed a full service library within 7 years of the property's conveyance. If the County does not commence substantial construction within 6 years the property shall be conveyed through a reverter in the deed back to Atlantic Gulf Communities. Prior to conveyance, Developer and the County must enter into an agreement as to the site planning and architectural control guidelines that will be implemented in the construction of the library, to assure the library's overall compatibility with the development concept of Julington Creek. Prior to commencement of development, the applicant must have the ability to review any site planning, landscaping, signage and architectural plans. It should be noted that the library site donation was not a development order requirement that was required as mitigation for the project's impacts, and no impact fee credits shall be sought or granted.

18. Fire Service. By December 31, 1994, Developer shall at its option either construct a two-bay two-deep modular fire station and purchase new fire safety equipment, which consists of one pumper/tanker unit and one squad unit which

meet Insurance Service Office standards, or pay the County \$185,000 to be used for that purpose. Consistent with Section 380.06(16), Florida Statutes (1991), St. Johns County shall establish and implement a procedure that credits expenditures for these exactions toward impact fees or any other exactions imposed by the County by local ordinance to meet the same needs.

P. U. D. OFF. REC.
BOOK E PAGE 612

19. Funding of Improvements. The Board created a municipal service taxing unit encompassing the project. To the extent permitted by law, the MSTU has been used as a vehicle to provide funds to construct or maintain certain capital improvements constructed by the Developer and dedicated or donated to either the County or the MSTU from the time the improvements were completed according to specifications approved by the County until they were accepted for maintenance by the County from its general funds. The Developer has made the following contributions to the MSTU in order to provide capital improvements and start-up funds required in connection with the development and these contributions were specifically earmarked as set forth below and utilized by the MSTU for the designated purpose:

- (i) **Lighting.** An amount equal to all operational costs incurred prior to January 1, 1984.
- (ii) **Recreational Facilities.** Two baseball fields, including clay, backstops, striping, benches and base (one regulation, one little league), picnic tables and grills were completed at Mills Fields within one year of

Commencement of Sales within the project. Clearing and grading of this 10 acre parcel designated as a park site adjacent to the existing park and one baseball field shall be completed by Developer on or before August 1, 1985. No impact fee credits shall be sought or granted for these improvements.

19.1 Police and Emergency Rescue Services.

(a) Police Protection. During the first year Developer provided security for its entire site. Developer shall pay all applicable county-wide impact fees for police services.

(b) Emergency Rescue. Developer shall pay all applicable county-wide impact fees for emergency and rescue services.

19.2 Underground Electric. Capital improvements for underground electric within developed areas shall be funded by the developer.

20. Community Development District. If a Community Development District is established by the Developer pursuant to Chapter 190, Florida Statutes, it may finance, fund, plan, establish, acquire, construct or reconstruct, enlarge or extend, equip, operate and maintain projects, systems and facilities for the purposes set forth in Chapter 190, F.S. (1991). St. Johns County expressly approves and consents to the construction or funding by the District of all such

projects within or without the boundaries of the District required by this development order or necessary to serve the development approved by this development order. If the Developer is required by this development order to provide, pay for or otherwise cause to be provided infrastructure, projects, systems or facilities set forth in Chapter 190, F.S., including without limitation those in Section 190.012(1) and (2), F.S. (1991), then it is intended that the Community Development District independently may satisfy such obligations and St. Johns County consents to the District's role. To the extent any such obligation under this development order is met or performed by the District, then the Developer shall no longer be subject to the obligation. Nothing in this Section shall be construed as approval of or consent by the County to the establishment of a Community Development District (CDD) by the Developer 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 Developer.

21. **Mills Field.** By December 15, 1993 Atlantic Gulf Communities Corporation must convey, at a minimum, a 11.7 acre parcel, located to the east of Mills Field Park shown in Exhibit A to the County (See Exhibit D). The 11.7 acres will serve the expansion of Mills Field. Prior to commencement of design or site engineering for the site, the Developer and the County must enter into an agreement as to the site planning and architectural control guidelines that will be

implemented in the construction on the site, to ensure compatibility with the concept design of Julington Creek. Prior to commencement of development, the Developer shall have the right to review site planning and architectural and design plans, including landscaping and signage.

- 22. Dedication of Public Lands.** Developer shall dedicate to the County without charge all governmental and community park sites shown on Map H. In addition, Developer shall, subject to the restrictions below, dedicate all or any portion of the drainage and internal public roadway improvements to the County or other appropriate public entity. Concerning drainage improvements, however, the County is only required to accept the dedication of those improvements lying within a dedicated public road right-of-way. The County shall be responsible for maintenance of dedicated paved roadways, curbs and drainage structures within the right-of-way. The County shall not be required to maintain swale surfaces or signage or other improvements within dedicated road rights-of-way. Such signage and other improvements shall be subject to County permitting requirements. Developer shall make available to site boundaries the necessary roadway and drainage improvements to all recreational and governmental sites which have been dedicated to the County within 90 days after being requested to do so by the County unless doing so would unreasonably accelerate the Developer's commitment to provide infrastructure within the area of the site (in which case the improvements shall be provided within a reasonable time after the request).

Once utility service has been made available to the site boundary, the utility customer shall be responsible for all other prevailing rates and charges. Consistent with Section 380.06(16), Florida Statutes, St. Johns County shall establish and implement a procedure that credits the developer \$6,100 per acre for land dedicated to the County and for any improvements made or funded by the Developer for the County toward impact fees or any exactions imposed by the County by local ordinance to meet the same needs.

- 23. Timing of Dedication of Certain Public Lands.** The following sites shall be dedicated to the County or School Board, as appropriate, by December 15, 1993, except as provided below: right-of-way owned by the Developer as of May 4, 1993, and needed for the future four-laning of Racetrack Road from Bishop Estates Road to the eastern project boundaries; the 8-acre government tract (Parcel 73); the 26.2-acre community park site (Parcel 46); and the school sites (Parcels 45 and 60). This deadline for dedication shall not apply if the dedication requires the payment of 1989 and 1990 taxes for more than the parcel to be dedicated. If the dedicated tracts are not consistent with the existing plats, those plats may require partial vacation for the area covered by the parcels to be dedicated. If payment of back taxes is required for more than the parcel to be dedicated, the above listed sites will be dedicated no later than 90 days after March 31, 1997, which is the end of the 5-year "extended development period" established in the April 14, 1992, settlement agreement between Atlantic Gulf

Communities Corporation and St. Johns County, approved by the United States Bankruptcy Court for the Southern District.

P. U. D. OFF. REC.
BOOK E PAGE 617

In the event that the County or the School Board determines not to use all or part of the 8-acre governmental site or school sites conveyed to it by the Developer for the purposes set forth herein and as stated in the deed of conveyance, the lands shall revert to the Developer subject to the following terms and conditions.

At such time as the County or the School Board makes the determination that it will not utilize all or part of the lands for the stated purpose ("Excess Parcel"), the County or the School Board respectively will give written notice to the Developer. Within sixty (60) days of the receipt of such written notice, the County or the School Board and the Developer shall determine the purchase price for the Excess Parcel ("Reverter Purchase Price") calculated in the following manner. Each party shall obtain, at their respective cost and expense, an appraisal of the Excess Parcel made by an MAI appraiser establishing the fair market value of the lands at the time of such appraisal. The Reverter Purchase Price shall be calculated as follows: (a) if the fair market values established by the two appraisers are less than twenty percent (20%) apart, then the fair market value for the calculation of the Reverter Purchase Price shall be the average of the two appraisals, (b) if the fair market values as established by the two appraisers are greater than twenty percent apart, then the parties shall select a

third appraiser and the fair market value for the calculation of the Reverter Purchase Price shall be the average of the three appraisals. The cost of the third appraisal shall split between the parties.

P. U. D. OFF. REC.
BOOK E PAGE 618

Upon establishment of the Reverter Purchase Price, the Developer shall have thirty (30) days to determine if it desires to purchase the Excess Parcel for the Reverter Purchase Price. If the Developer elects to purchase the Excess Parcel for the Reverter Purchase Price it shall give written notice to County or School Board within such thirty (30) day period and within sixty (60) days thereafter, the County or School Board will convey the Excess Parcel and the Developer shall deliver the Reverter Purchase Price to the County or School Board.

If the Developer elects not to purchase the Excess Parcel for the Reverter Purchase Price or fails to deliver its written notice to purchase it within the thirty (30) day period, then the County or School Board shall offer the Excess Parcel for sale in accordance with the then applicable statutes. If requested by the County or School Board, the Developer shall deliver a quitclaim of its interest in the Excess Parcel. The County or School Board shall use the funds from the sale of the Excess Parcel, whether from the Developer or from a third party purchaser to purchase an alternative site, create an additional similar facility or to expand an existing similar facility to be used for the stated purpose and serving the residents of the surrounding area.

24. **Review Fees.** On or before April 30, 1982, Developer paid \$7,500 to the County for costs incurred in connection with its review of the ADA and the preparation of this Order. Developer will also pay any review processing fees (such as final development plan review and subdivision review fees) required County-wide under duly enacted ordinances or resolutions. In addition to the above, Developer has paid to the County attorney within ten days after receipt of his statement a reasonable fee not to exceed \$5,000 for his time and effort expended on behalf of the County in connection with the preparation of this Order and the Julington Creek PUD Ordinance. Additional reasonable payments and fees may be required if an appeal is taken from this Order or if any action is brought challenging the PUD ordinance.
25. **Subsequent Review.** The development shall be subject to further review and modification if: (a) critical assumptions made in the ADA prove to be inaccurate to a significant extent, thus rendering the analysis and conclusions based on them significantly in error; (b) a substantial deviation occurs within the meaning of Section 380.06(19), Florida Statutes; or (c) other circumstances exist that would make such further review and modification appropriate under Florida law.
26. **Time.** When no specific time limit is provided for performance by Developer or a requirement contained in this Order, as amended, a reasonable time shall be set by future resolutions of the Board of County Commissioners.

27. **Conflict with Zoning.** Developer shall comply with the zoning PUD for the development area and with all ordinances and regulations of the County that affect the unincorporated areas of the County. In the event of conflict between the PUD and this order the more stringent provision shall control.
28. **Recommendations of Planning Council.** The recommendations contained in the report of the Northeast Florida Regional Planning Council dated January 7, 1982, concerning this development, except where in conflict with this Resolution, as amended, are hereby adopted by this Resolution, as amended, and incorporated herein, and Developer shall comply with those recommendations. In the event of conflict between the NEFRPC recommendations and the ADA, the NEFRPC recommendations shall control.
29. **Notice to be Recorded.** Notice of the adoption of this Development Order shall be recorded by Developer in the public records of St. Johns County as required by Section 380.06(15)(f), Florida Statutes, and this Order shall constitute a land development regulation applicable to the entire property described on Exhibit A and until modified shall be binding as a land development regulation in accordance with its terms on Developer and all subsequent owners or developers of the property. In its contracts for sale of undeveloped land and other similar instruments entered into after the effective date of the second 1993 amendment to the Development Order, the Developer shall put subsequent owners and

developers on notice that they are bound by Development Order and its conditions. Said subsequent owners and developers of such undeveloped land shall give the same notice to the successor owners and developers.

30. **Expiration Date.** This DRI shall terminate and this Development Order expire on December 31, 2014.
31. **Downsizing.** The local government agrees that, until December 31, 2014, this DRI shall not be subject to downzoning, unit density reduction or intensity reduction, as a result of any local government actions, including any action pursuant to Chapter 163, F.S., unless the local government can demonstrate that substantial changes in the conditions underlying the approval of this Development Order have occurred or the Development Order was based on substantially inaccurate information provided by the Developer or the change is clearly established by local government to be essential to the public health, safety or welfare.
32. **Description of Property.** The real property to which this Development Order applies is described in Exhibit A attached hereto.
33. **Impact Fees.** This DRI Resolution shall not prevent the County from requiring the payment of impact fees and/or other fees for development or construction

within the area described in this resolution when such impact fees and/or other fees are also charged for similar activities within the other incorporated areas of the County. Since the County has enacted an impact fee ordinance that is applicable on a County-wide basis, it shall (unless it would be unlawful to do so) comply with Section 380.06(16), F.S. (1991), and give credit to the Developer for all applicable contributions of land, funds or public facilities (excluding contributions toward operating funds) made by the Developer, by any CDD established by the Developer pursuant to Chapter 190, F.S., or by any MSTU for the Julington Creek DRI made for the purpose of fulfilling the obligations of this Development Order, to the extent such contributions are toward an impact fee or exaction for the same need. As provided by Section 380.06(16) F.S., this subsection does not apply to internal, on-site facilities required by local regulations or to any off-site facilities to the extent such facilities are necessary to provide safe and adequate services to the development except for off-site facilities required by this Development Order. Developer may assign any impact fee credits provided for under this Development Order to any successor owner or developer within the Julington Creek DRI for use against any applicable impact fee obligation for the same purpose related to construction within the DRI. The value of any lands contributed shall be \$6,100 per acre.

34. **Development Roadways and Swales.** Development improvements shall comply with all applicable County subdivision standards and the County Paving and Drainage Ordinance 86-4 with revisions in effect at the time of platting.
35. **No encroachments.** Plats shall be drawn so that no residential lot encroaches on any dedicated road right-of-way.
36. **As-Built Drawings.** Developer shall furnish the County (for the benefit of the County and property owners) with "as built" drawings in accordance with County subdivision standards and the County Paving and Drainage Ordinance.
37. **Restrictions.** When Developer applies to the County for approval of any subdivision plat within the development, it shall submit a copy of the restrictions that will apply to lots within the subdivision.
38. **Traffic Study.** The applicant has prepared and submitted within six (6) months of the effective date of the BCC approval of Resolution 93-40, a traffic study attached as Exhibit F-1 similar in scope to the original application for development approval which incorporates all of the changes which have occurred within the project and/or proposed changes that would be submitted as part of a Notice of Proposed Change and changes that would be submitted as part of a Notice of Proposed Change and changes that have occurred in the area road

network. Prior to this submittal, a meeting was held with the County, Northeast Florida Regional Planning Council, D.O.T. and the M.P.O. to discuss and agree to the study's methodology.

39. **Vacation of Record Plats.** Undeveloped recorded lots shall be vacated within 90 days of March 31, 1997, which is the end of the "extended development period" described in an Agreement dated April 14, 1992, between Atlantic Gulf Communities Corporation and St. Johns County, approved by the United States Bankruptcy Court for the Southern District. In accordance with Chapter 177, F.S., replats prior to the end of "extended development period" shall require the payment of back taxes for the portion being replatted.

40. **State and Federal Law.** Developer shall at all times during the buildout of the development comply with the laws and regulations of the State of Florida and the United States of America as they apply to the development.

41. **Effective Date.** This resolution shall become effective immediately upon its adoption.

PASSED AND ADOPTED by the Board of County Commissioners of St. Johns County,
Florida this 28th day of September, 1993.

P. U. D. OFF. REC.
BOOK E PAGE 625
BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA

BY: Linna Balbanafe
Chairman

ATTEST: Carl "Bud" Markel, Clerk

BY: Wonne Carter
Deputy Clerk

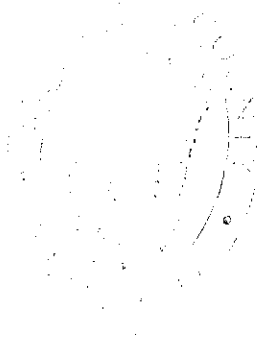


Exhibit A-1
Legal Description

EXHIBIT A

LEGAL DESCRIPTION

All that tract or parcel of land being a portion of Sections 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 49 (James James Donations), 54 (Constance McFee Grant), 57 (R. Pengree Grant), Township 4 South, Range 27 East, and a portion of Sections 2, 4, 5, 38 (William Harvey Grant), 39 (Francis P. Fatio Grant), and 42 (R. Pengree Grant), Township 5 South, Range 28 East, more particularly described as follows:

Section 26, Township 4 South, Range 27 East

All of Section 26 lying South of Durbin Creek.

Section 27, Township 4 South, Range 27 East

All of Section 27 lying South of Bishop Estates Road, Durbin Creek, and lying South and East of that property formerly belonging to Sam Hagen; less and except a 60 foot wide road right-of-way decided to St. Johns County in Official Record Book 369, Page 550.

Section 28, Township 4 South, Range 27 East

All of Section 28 lying South of Bishop Estates Road.

Section 29, Township 4 South, Range 27 East

All of Government Lot 3, Section 29, lying South of the southerly boundary of Jullington Place as recorded in Map Book 5, Page 28; less and except the rights-of-way for Orange Avenue and Racetrack Road.

Section 30, Township 4 South, Range 27 East

All of Section 30 lying East of State Road 13 and South of Racetrack Road.

Section 31, Township 4 South, Range 27 East

All of Section 31 lying East of State Road 13 described as follows: the East 1/2 of Government Lot 1, less the North 500 feet thereof; and Government Lot 8.

Section 32, Township 4 South, Range 27 East

All of Section 32; less and except the Northwest 1/4 of the Northwest 1/4 of the Northwest 1/4, and that portion of Government Lot 13 lying South of Cunningham Creek.

Section 33, Township 4 South, Range 27 East

All of Section 33; less and except Racetrack Road, that certain parcel decided to the Diocese of St. Augustine and recorded in Official Record Book 350, Page 229, the following three parcels decided in the School Board of St. Johns County and recorded in Official Record Book 196, Page 514, Official Record Book 237, Page 199, and Official Record Book 328, Page 644; and a 100 foot road right-of-way decided to St. Johns County and recorded in Official Record Book 443, Page 451.

Section 34, Township 4 South, Range 27 East

All of Section 34; less and except Racetrack Road and a 60 foot wide road right-of-way decided to St. Johns County and recorded in Official Record Book 309, Page 550.

P. U. D. OFF. REC.
BOOK E PAGE 626

Section 35, Township 4 South, Range 27 East

All of Section 35 south of Dublin Creek; less and except Racetrack Road, the West 1/2 of the Southeast 1/4 of the Southeast 1/4, and that certain parcel lying adjacent to and north of Racetrack Road being more particularly described as follows:

Commence at the intersection of the East line of Section 35 and the North right-of-way line of Racetrack Road; thence N 77° 28' 50" W along the Northerly right-of-way line of said Racetrack Road 2333.7 feet to the Point of Beginning; thence N 20° 50' 50" W, 1546.5 feet; thence S 79° 00' 40" W, 789 feet; thence S 23° 33' 10" W, 373 feet; thence S 27° 50' 50" E, 800 feet to the Northerly right-of-way line of said Racetrack Road; thence S 77° 28' 50" E along said Northerly right-of-way line at Racetrack Road to the Point of Beginning, as recorded in Official Record Book 41, Page 186.

Section 36, Township 4 South, Range 27 East

The South 1/2 of the Southwest 1/4 of Section 36; less and except Racetrack Road.

Section 49, Township 4 South, Range 27 East

(James James Donation)

That portion of Section 49 (James James Donation) lying South of Ulahop Estates Road; less and except Racetrack Road and the lands now or formerly belonging to James Higginsbotham as recorded in Official Record Book 2, Pages 285 and 286.

Section 54, Township 4 South, Range 27 East

(Constance McFee Grant)

All that portion of Section 54 (Constance McFee Grant) lying East of State Road 13.

Section 57, Township 4 South, Range 27 East

(Rebecca Pengree Grant)

That portion of Section 57 (Rebecca Pengree Grant) lying westerly of State Road 13.

Section 2, Township 5 South, Range 27 East

That portion of Section 2 being the East 1/2 of the Northwest 1/4 of the Northeast 1/4.

Section 4, Township 5 South, Range 27 East

That portion of Section 4 being the North 1/2, the North 1/2 of the Southeast 1/4, and the North 1/2 of the Southwest 1/4.

Section 5, Township 5 South, Range 27 East

That portion of Section 5 being the Northeast 1/4 of the Southeast 1/4 and Government Lot 1, less the North 1/2.

Section 38, Township 5 South, Range 27 East

(William Harvey Grant)

That portion of Section 38 (William Harvey Grant) lying Westerly of State Road 13.

P. U. D. OFF. REC.
BOOK E PAGE 627

Section 39, Township 5 South, Range 27 East
(Francis P. Fatlo Grant)

That portion of Section 39 lying westerly of State Road 13 and northerly of Mill Creek; less and except the following described parcel:

Beginning at the intersection of the northeasterly line of Section 39 (Francis P. Fatlo Grant) and the westerly right-of-way line of State Road 13; thence N 40° 10' 48" W, 102.67 feet along said northerly line of Section 39; thence S 26° 16' 55" W, 403.34 feet to the waters of Mill Creek; thence southeasterly along the waters following the meanderings of Mill Creek, 110 feet more or less to the westerly right-of-way line of State Road 13, said point being on a curve having a radius of 2814.79 feet; thence in a northeasterly direction along the arc of said curve, to the left, 310 feet more or less to the Point of Beginning. Said curve being the westerly right-of-way line of State Road 13.

Section 42, Township 5 South, Range 27 East
(Rebecca Pengree Grant)

That portion of Section 42 (Rebecca Pengree Grant) lying westerly of State Road 13, less and except the following parcels:

1. Beginning at the intersection of the Southwesterly line of Section 42 (Rebecca Pengree Grant) and the westerly right-of-way line of State Road 13; thence N 40° 10' 48" W along said Southwesterly line of Section 42, 945.12 feet; thence N 26° 16' 55" E, 471.92 feet; thence S 53° 25' 45" E,

100.00 feet to the westerly right-of-way line of State Road 13, said point being on a curve with a radius of 2814.79 feet; thence Southwesterly along the arc of said curve to the right, 167.06 feet to the Point of Beginning. Said curve being the westerly right-of-way line of State Road 13.

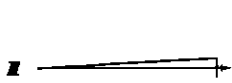
2. Commencing at the intersection of the Southwesterly line of said Section 42 and the westerly right-of-way line of State Road 13; thence northeasterly, along curve, being the westerly right-of-way line of State Road 13, to the left, having a radius of 2814.79 feet, an arc distance of 229.86 feet to the Point of Beginning; thence N 53° 25' 45" W, 471.92 feet; thence N 36° 35' 15" E, 200 feet; thence S 53° 25' 45" E, 309.92 feet to the westerly right-of-way line of State Road 13, said right-of-way being a curve with a radius of 2814.79 feet; thence along the arc of said curve, to the right, in a southwesterly direction, 212.83 feet to the Point of Beginning.

All Official Records recorded in the Public Records of St. Johns County, Florida.

All lands lying and being in St. Johns County, Florida and contain 4,150 acres more or less.

FILED AND RECORDED IN
PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA
APR 17 1946
MISSISSIPPI COUNTY, MISSOURI
RECORDED
INDEXED
VERIFIED BY

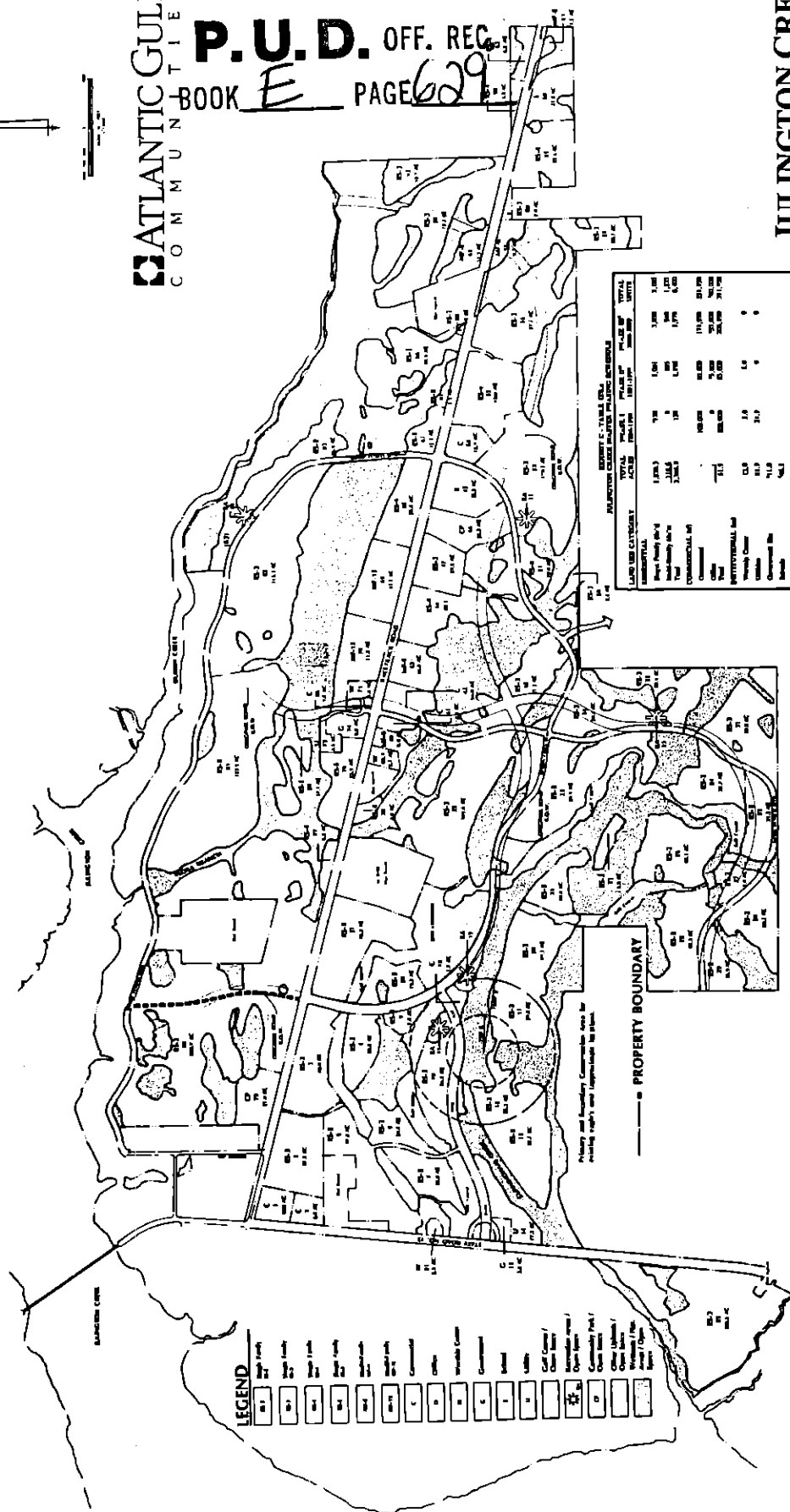
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BOOK E PAGE 628



ATLANTIC GULF
COMMUNITIES

P.U.D. OFF. REC.
BOOK **E** PAGE **629**

JULINGTON CREEK
ST. JOHNS COUNTY, FLORIDA
EXHIBIT A
MAP H
MASTER PLAN
DATE: 9-14-93



PROPERTY CATEGORIES

| LAND USE CATEGORY | TOTAL ACRES | % OF TOTAL ACRES | TOTAL S.F. | % OF TOTAL S.F. |
|------------------------|--------------|------------------|-------------------|-----------------|
| Single Family Detached | 1,000 | 1.00 | 3,000,000 | 3.00 |
| Single Family Attached | 75 | 0.08 | 2,250,000 | 2.25 |
| Multi-Family Detached | 100 | 0.10 | 3,000,000 | 3.00 |
| Multi-Family Attached | 100 | 0.10 | 3,000,000 | 3.00 |
| Commercial | 100 | 0.10 | 3,000,000 | 3.00 |
| Industrial | 100 | 0.10 | 3,000,000 | 3.00 |
| Public Use | 100 | 0.10 | 3,000,000 | 3.00 |
| Other | 100 | 0.10 | 3,000,000 | 3.00 |
| TOTAL | 1,000 | 100% | 10,000,000 | 100% |

LEGEND

| | |
|----|------------------------|
| 1 | Single Family Detached |
| 2 | Single Family Attached |
| 3 | Multi-Family Detached |
| 4 | Multi-Family Attached |
| 5 | Commercial |
| 6 | Industrial |
| 7 | Public Use |
| 8 | Other |
| 9 | Water |
| 10 | Wetlands |
| 11 | Open Space |
| 12 | Other |
| 13 | Other |
| 14 | Other |
| 15 | Other |
| 16 | Other |
| 17 | Other |
| 18 | Other |
| 19 | Other |
| 20 | Other |
| 21 | Other |
| 22 | Other |
| 23 | Other |
| 24 | Other |
| 25 | Other |
| 26 | Other |
| 27 | Other |
| 28 | Other |
| 29 | Other |
| 30 | Other |

--- PROPERTY BOUNDARY

Notes:
 (1) This map is based on the 1992 aerial photograph.
 (2) The 1992 aerial photograph was obtained from the St. Johns County Board of County Commissioners.
 (3) The 1992 aerial photograph was obtained from the St. Johns County Board of County Commissioners.
 (4) The 1992 aerial photograph was obtained from the St. Johns County Board of County Commissioners.
 (5) The 1992 aerial photograph was obtained from the St. Johns County Board of County Commissioners.
 (6) The 1992 aerial photograph was obtained from the St. Johns County Board of County Commissioners.

AS APPROVED BY THE ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS ON _____

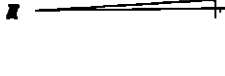
EXHIBIT C - TABLE 12B.a
JULINGTON CREEK MASTER PHASING SCHEDULE

| LAND USE CATEGORY | TOTAL ACRES | PHASE I 1984-1990 | PHASE II ¹ 1991-1999 | PHASE III ² 2000-2009 | TOTAL UNITS |
|---|----------------|----------------------|------------------------------------|-------------------------------------|-------------|
| RESIDENTIAL | | | | | |
| Single Family (du's) | 2,230.3 | 4126 | 2,001 | 3,038 | 5,165 |
| Multi-Family (du's) | <u>116.6</u> | 0 | 295 | 940 | 1,235 |
| Total | 2,346.9 | 126 | 2,296 | 3,978 | 6,400 |
| COMMERCIAL (sf) | | | | | |
| Commercial | - | 100,000 | 80,000 | 171,950 | 351,950 |
| Office | <u>-</u> | 0 | 35,000 | 35,000 | 340,000 |
| Total | 51.9 | 100,000 | 85,000 | 206,950 | 391,950 |
| INSTITUTIONAL (ac) | | | | | |
| Worship Center | 13.0 | 5.0 | 8.0 | 0 | |
| Utilities | 21.9 | 21.9 | 0 | 0 | |
| Government Site | 411.0 | | | | |
| Schools | 446.3 | | | | |
| Rights-of-Way | <u>4164.2</u> | | | | |
| Total | 256.4 | | | | |
| RECREATIONAL/WETLAND/ NATURAL AREAS/OPEN SPACE | | | | | |
| Community Parks (Public) | 48.4 | 12.0 | 36.4 | 0 | |
| Recreation Areas (Private) | 21.0 | 0 | 14.0 | 7.0 | |
| Other Uplands | 11.2 | 0 | 11.2 | 0 | |
| Golf Course | 195.5 | 122.5 | 73.0 | 0 | |
| Wetlands/Natural Areas | <u>1,218.7</u> | 1,218.7 | 0 | 0 | |
| Total | 1,494.8 | | | | |
| TOTAL ACREAGE | 4,150.0 | | | | |

Notes:

- (1) Phase II - 1991 - 12/15/99
- (2) Phase III - 12/16/99 - 12/15/2009
- (3) Office development incorporated within commercial sites.
- (4) 69 Units in Parcels 3, 9 and 37 shown in Phase I on the Master Phasing Plan. Exhibit B will be constructed in Phase II.
- (5) The maximum amount of residential and non-residential development which can occur in Phase II/III through 1999 is the amount of development allocated for Phase II, as stipulated in Section 5 of the Restated Development Order.
- (6) Government and school sites and road rights-of-way will be developed in Phase II/III.

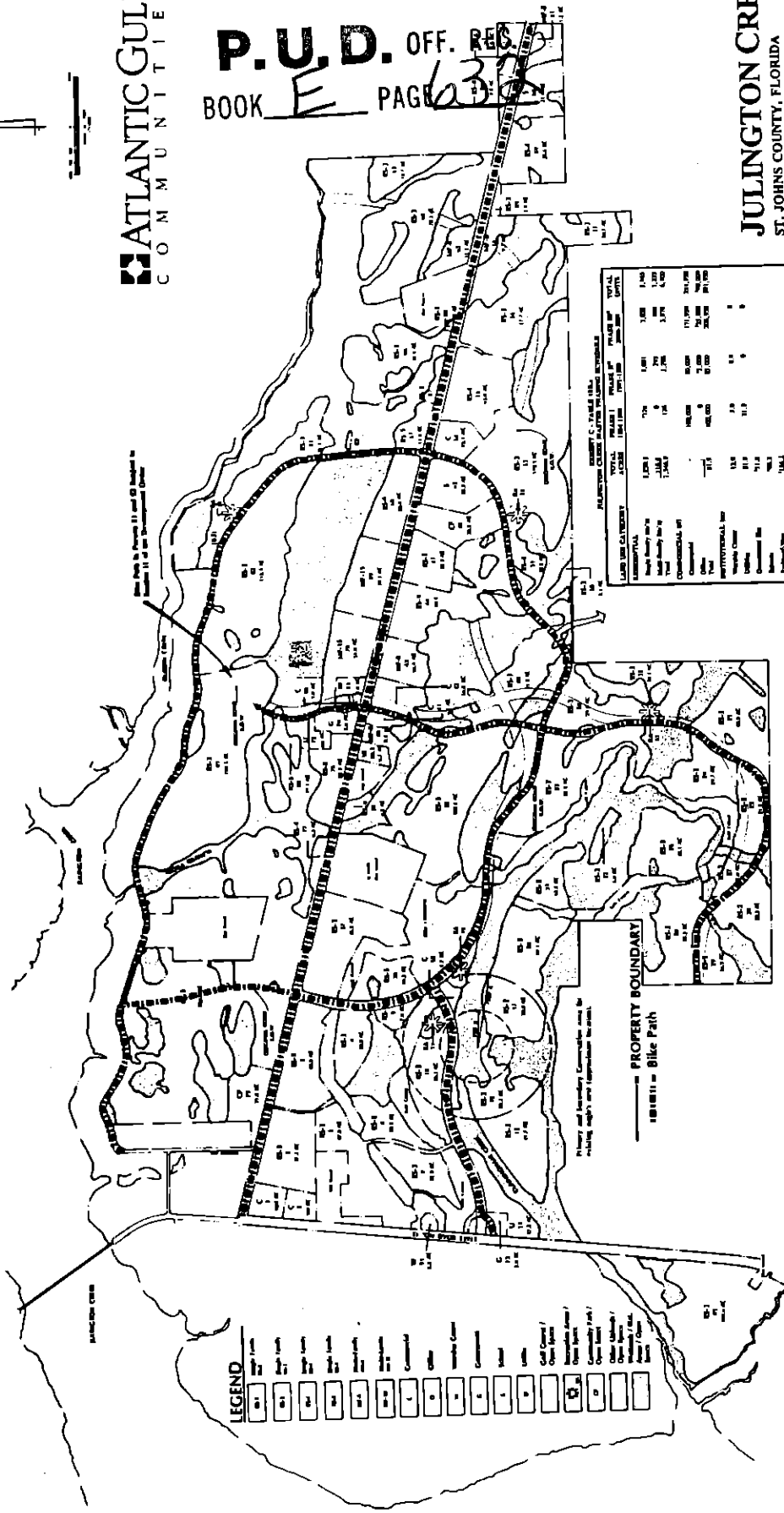
c:\Harry\JCPlan - September 9, 1993



ATLANTIC GULF
COMMUNITIES

P.U.D. OFF. RES.
BOOK E PAGE 63

JULINGTON CREEK
ST. JOHNS COUNTY, FLORIDA
EXHIBIT D
FIGURE 27a.1
RECREATION AND OPEN
SPACE PLAN
DATE: 9-14-93



PROPERTY CATEGORIES

| LAND USE CATEGORY | ACRES | PERCENT | TOTAL ACRES | TOTAL PERCENT |
|------------------------|---------------|--------------|---------------|---------------|
| RESIDENTIAL | 1,081 | 7.0 | 1,081 | 7.0 |
| Single Family Detached | 1,081 | 7.0 | 1,081 | 7.0 |
| Multi-Family | 0 | 0.0 | 0 | 0.0 |
| Commercial | 1,081 | 7.0 | 1,081 | 7.0 |
| Office | 0 | 0.0 | 0 | 0.0 |
| Industrial | 0 | 0.0 | 0 | 0.0 |
| Public | 0 | 0.0 | 0 | 0.0 |
| Recreational | 0 | 0.0 | 0 | 0.0 |
| Open Space | 0 | 0.0 | 0 | 0.0 |
| Other | 0 | 0.0 | 0 | 0.0 |
| TOTAL | 15,438 | 100.0 | 15,438 | 100.0 |

- (1) Parcel 15 - 10/1/93
- (2) Parcel 16 - 10/1/93
- (3) Other boundaries shown with unnumbered dots.
- (4) The boundaries shown in this plan are based on the Plat of the Julington Creek Subdivision, as shown in Plat 27a.1, 27a.2, 27a.3, 27a.4, 27a.5, 27a.6, 27a.7, 27a.8, 27a.9, 27a.10, 27a.11, 27a.12, 27a.13, 27a.14, 27a.15, 27a.16, 27a.17, 27a.18, 27a.19, 27a.20, 27a.21, 27a.22, 27a.23, 27a.24, 27a.25, 27a.26, 27a.27, 27a.28, 27a.29, 27a.30, 27a.31, 27a.32, 27a.33, 27a.34, 27a.35, 27a.36, 27a.37, 27a.38, 27a.39, 27a.40, 27a.41, 27a.42, 27a.43, 27a.44, 27a.45, 27a.46, 27a.47, 27a.48, 27a.49, 27a.50, 27a.51, 27a.52, 27a.53, 27a.54, 27a.55, 27a.56, 27a.57, 27a.58, 27a.59, 27a.60, 27a.61, 27a.62, 27a.63, 27a.64, 27a.65, 27a.66, 27a.67, 27a.68, 27a.69, 27a.70, 27a.71, 27a.72, 27a.73, 27a.74, 27a.75, 27a.76, 27a.77, 27a.78, 27a.79, 27a.80, 27a.81, 27a.82, 27a.83, 27a.84, 27a.85, 27a.86, 27a.87, 27a.88, 27a.89, 27a.90, 27a.91, 27a.92, 27a.93, 27a.94, 27a.95, 27a.96, 27a.97, 27a.98, 27a.99, 27a.100.
- (5) The boundaries shown in this plan are based on the Plat of the Julington Creek Subdivision, as shown in Plat 27a.1, 27a.2, 27a.3, 27a.4, 27a.5, 27a.6, 27a.7, 27a.8, 27a.9, 27a.10, 27a.11, 27a.12, 27a.13, 27a.14, 27a.15, 27a.16, 27a.17, 27a.18, 27a.19, 27a.20, 27a.21, 27a.22, 27a.23, 27a.24, 27a.25, 27a.26, 27a.27, 27a.28, 27a.29, 27a.30, 27a.31, 27a.32, 27a.33, 27a.34, 27a.35, 27a.36, 27a.37, 27a.38, 27a.39, 27a.40, 27a.41, 27a.42, 27a.43, 27a.44, 27a.45, 27a.46, 27a.47, 27a.48, 27a.49, 27a.50, 27a.51, 27a.52, 27a.53, 27a.54, 27a.55, 27a.56, 27a.57, 27a.58, 27a.59, 27a.60, 27a.61, 27a.62, 27a.63, 27a.64, 27a.65, 27a.66, 27a.67, 27a.68, 27a.69, 27a.70, 27a.71, 27a.72, 27a.73, 27a.74, 27a.75, 27a.76, 27a.77, 27a.78, 27a.79, 27a.80, 27a.81, 27a.82, 27a.83, 27a.84, 27a.85, 27a.86, 27a.87, 27a.88, 27a.89, 27a.90, 27a.91, 27a.92, 27a.93, 27a.94, 27a.95, 27a.96, 27a.97, 27a.98, 27a.99, 27a.100.
- (6) The boundaries shown in this plan are based on the Plat of the Julington Creek Subdivision, as shown in Plat 27a.1, 27a.2, 27a.3, 27a.4, 27a.5, 27a.6, 27a.7, 27a.8, 27a.9, 27a.10, 27a.11, 27a.12, 27a.13, 27a.14, 27a.15, 27a.16, 27a.17, 27a.18, 27a.19, 27a.20, 27a.21, 27a.22, 27a.23, 27a.24, 27a.25, 27a.26, 27a.27, 27a.28, 27a.29, 27a.30, 27a.31, 27a.32, 27a.33, 27a.34, 27a.35, 27a.36, 27a.37, 27a.38, 27a.39, 27a.40, 27a.41, 27a.42, 27a.43, 27a.44, 27a.45, 27a.46, 27a.47, 27a.48, 27a.49, 27a.50, 27a.51, 27a.52, 27a.53, 27a.54, 27a.55, 27a.56, 27a.57, 27a.58, 27a.59, 27a.60, 27a.61, 27a.62, 27a.63, 27a.64, 27a.65, 27a.66, 27a.67, 27a.68, 27a.69, 27a.70, 27a.71, 27a.72, 27a.73, 27a.74, 27a.75, 27a.76, 27a.77, 27a.78, 27a.79, 27a.80, 27a.81, 27a.82, 27a.83, 27a.84, 27a.85, 27a.86, 27a.87, 27a.88, 27a.89, 27a.90, 27a.91, 27a.92, 27a.93, 27a.94, 27a.95, 27a.96, 27a.97, 27a.98, 27a.99, 27a.100.

AS APPROVED BY THE ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS ON _____

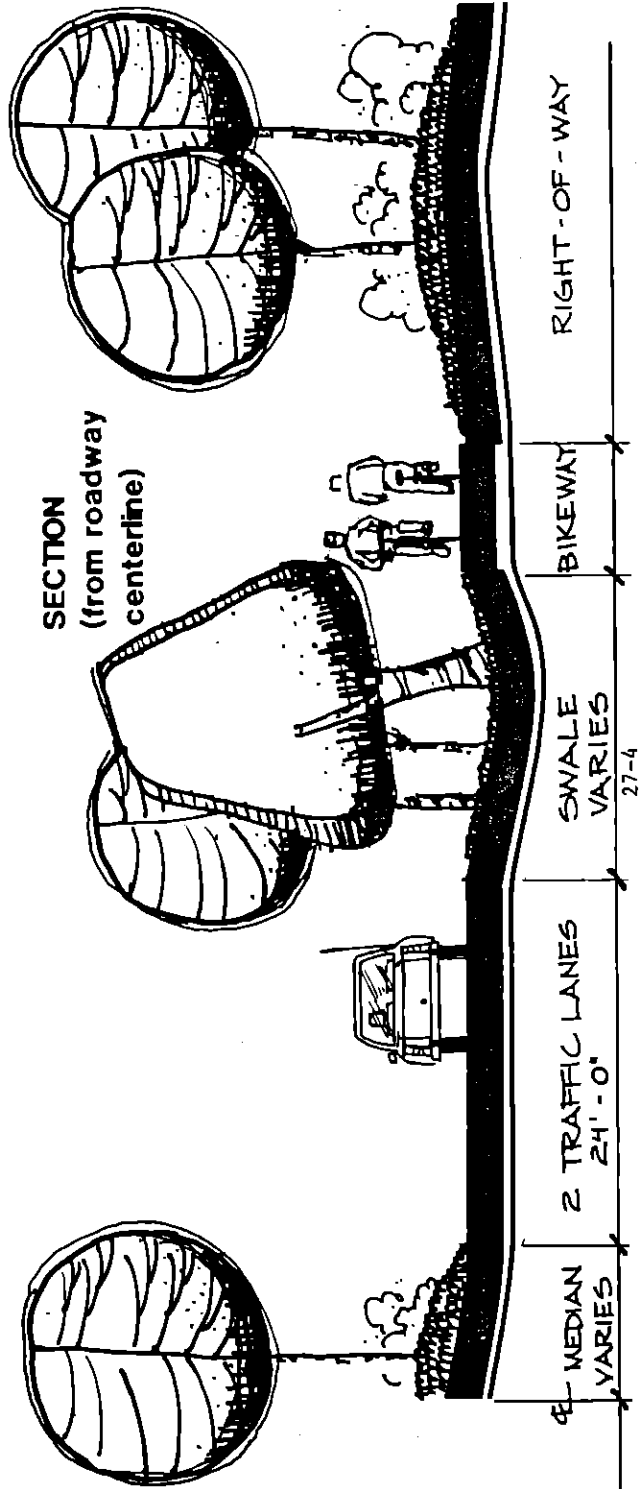
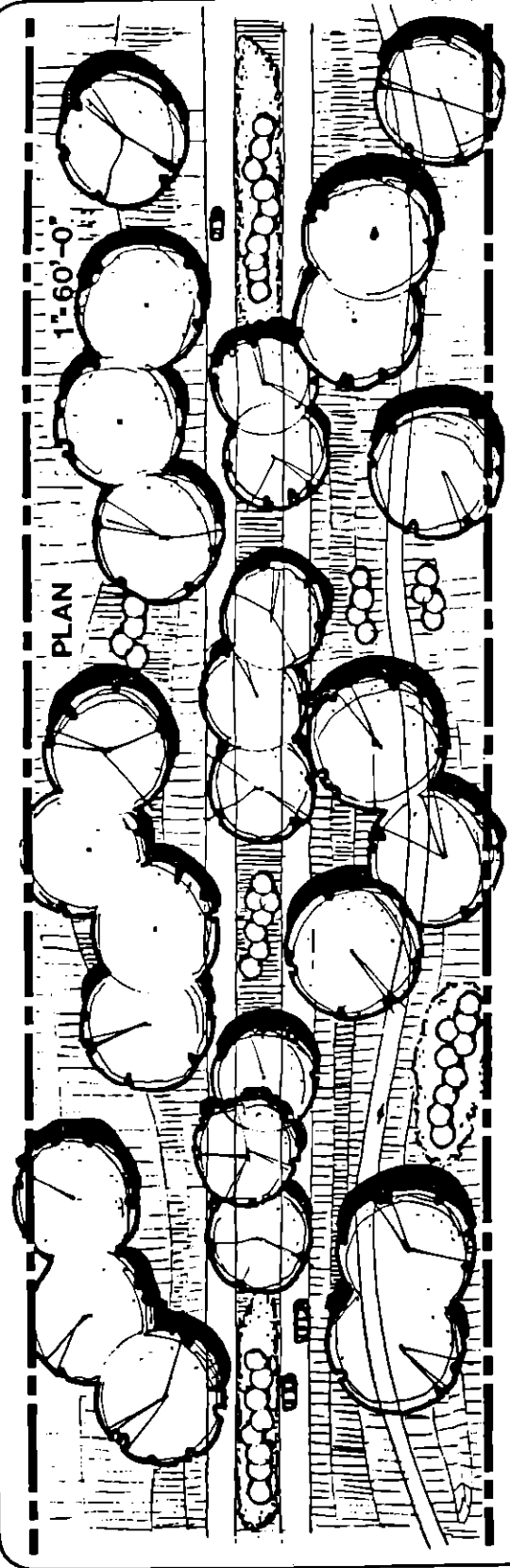
NOTE: This illustration depicts a typical four-lane facility with appurtenant bikeway system. The roadway/bikeway system also includes two-lane facilities.

Source:
 B.H.R. Planning Group

fig. 27A.2
 typical
 bikeway
 system

APRIL 10, 1981

BHR Planning Group, Inc.



P.U.D. OFF. REC.
 BOOK E PAGE 632

EXHIBIT D-1

EXHIBIT E
ATTACHED TO RESOLUTION CONTAINING DEVELOPMENT ORDER WITH
RESPECT TO JULINGTON CREEK, A DEVELOPMENT OF REGIONAL IMPACT

PROPOSED IMPROVEMENTS (ON-SITE)

| <u>Phase</u> | <u>Facility</u> | <u>From</u> | <u>To</u> | <u>Traffic Lanes Required</u> |
|--------------|---|-------------------|---------------------|-------------------------------|
| *I | Davis Pond Blvd | SR-13 | Durbin Creek Blvd | 2 |
| I | Durbin Creek Blvd | Racetrack Road | Davis Pond Blvd | 2 |
| II | Durbin Creek Blvd (north of Racetrack) | Racetrack Road | Bishop Estates Road | 2 |
| *II | Durbin Creek Blvd | Davis Pond Road | Flora Branch Blvd | 2 |
| *II | Flora Branch Blvd | Durbin Creek Blvd | Racetrack Road | 2 |
| *II/III | Flora Branch Blvd | Durbin Creek Blvd | Project Limits | 2 |
| *II/III | Durbin Creek Blvd | Flora Branch Blvd | Parcel 53 | 2 |
| II/III | Durbin Creek Blvd | Parcel 53 | Racetrack Road | 2 |
| III | Durbin Creek Blvd | Davis Pond Blvd | Racetrack Road | 4 |
| III | Durbin Creek Blvd | Parcel 53 | Racetrack Road | 4 |

* To be constructed as 2-lane roads, with left-turn lanes provided at intersecting roads when justified in accordance with A Policy on Geometric Design of Highways and Streets (AASHTO, 1990) or the County Paving and Drainage Ordinance No. 86-4, as amended.

EXHIBIT F
ATTACHED TO RESOLUTION CONTAINING DEVELOPMENT ORDER WITH
RESPECT TO JULINGTON CREEK, A DEVELOPMENT OF REGIONAL
IMPACT
PROPOSED IMPROVEMENTS (OFF-SITE)

Developer shall assure the provision of the following off-site improvements in accordance with the related specific Development Order conditions:

- A. Racetrack Road - SR-13 to Bishop Estates Road. Four Lanes. Developer to provide and acquire right-of-way as described in Section 6. Timing of road improvements to be determined by traffic monitoring program or available Community Development District (CDD) funds. If CDD funds are available, construction to commence by January 1997. Consistent with the specific Development Order conditions, Developer shall cause or be responsible for the four laning of road to be completed to Flora Branch Boulevard by the end of Phase II; four-laning from Flora Branch Boulevard to Bishop Estates Road to be completed by the end of Phase III.

- B. SR-13 - Racetrack Road south to Davis Pond Boulevard. - Four lanes. Timing of road improvement to be determined by traffic monitoring program or available Community Development District or other taxing district funds. If CDD funds are available, construction to commence by January 1997. Consistent with the specific Development Order conditions, Developer shall cause or be responsible

for the construction of the required improvement. Right-of-way and right-of-way funds to be provided as described in Section 6 of the Development Order.

- C. SR-13/Racetrack Road - Signalization - Developer has funded project. Timing to be determined by County.
- D. SR-13/Davis Pond Boulevard Intersection - Turn Lane - Developer to fund project when S.R. 13 from Racetrack Road intersection to Davis Pond Boulevard improvement is made.
- E. SR-13/Davis Pond Boulevard Intersection - Signalization - Developer to fund project. Signal to be installed as part of S.R. 13 improvement described above if warranted at that time or when warranted, if later.
- F. SR-13/Racetrack Road Intersection - Northbound - One additional through lane - Developer to fund project as part of S.R. 13 improvement described above.
- G. SR-13/Racetrack Road Intersection - Westbound - One additional through lane - Developer to fund project as part of first section of Racetrack Road improvement, as described above and in the Development Order.

H. Racetrack Road/Intersections with Bishop Estates Road, Durbin Creek Boulevard and Flora Branch Boulevard - Turn Lanes - Developer to fund projects as part of pertinent section of Racetrack Road improvement as described above and in the Development Order.

P.U.D. OFF. REC.
BOOK E PAGE 637

I. Racetrack Road/Bishop Estates Racetrack Road Intersection - Signalization - Developer to fund project. Signal to be installed as part of Racetrack Road improvement if warranted at that time or when warranted, if later.

Julingcr-1

BALD EAGLE HABITAT MANAGEMENT PLAN
JULINGTON CREEK (UNIT 9), ST. JOHNS COUNTY, FLORIDA
JULY 1991

General Development Corporation (GDC) is developing the Julington Creek DRI, a residential community in St. Johns County, Florida. An eagle's nest was observed on the site in February, 1986, and reported to the U.S. Fish and Wildlife Service (FWS). A management plan for the bald eagle's nest was submitted to the FWS on April 8, 1986, consistent with the 1982 Guidelines of FWS, Region 4. This is an update of the previous plan following the 1987 guidelines of FWS.

NEST LOCATION AND DESCRIPTION

The nest is located approximately 350 feet south of the centerline of Davis Pond Boulevard, the entrance road to the community (see attached exhibit). In accord with the phased development of Julington Creek, the golf course has been developed in the area north of Davis Pond Boulevard and a few homes have been built near Race Track Road. No land clearing or construction has been initiated in Unit 9, the parcel that includes the eagle's nest. Unit 9 includes approximately 755 acres bordered on the west by State Route 13, and on the north by Davis Pond Boulevard; it extends south almost to the property line, and is bisected by Cunningham Creek which flows west into the St. Johns River.

The nest tree is a tall longleaf pine located approximately 250 feet south of the mowed area adjacent to Davis Pond Boulevard. Vegetation south of the tree is mixed forested lowland and pine flatwoods. Surrounding the base of the nest tree is a wetland with saturated soils and a dense understory of palmetto and shrubs. The nest platform is located about one third of the way down from the top of the branched portion of the pine. The nest is difficult to see from the main entrance road and therefore would not be expected to draw the attention of casual visitors.

HABITAT MANAGEMENT PLAN

In accordance with the January 1987 revision of "Habitat Management Guidelines for the Bald Eagle in the Southeast Region," developed by the U.S. Fish and Wildlife Service (FWS), GDC is reserving areas for protection zones around the nest as shown in the attached exhibits. While GDC recognizes that these are only guidelines, GDC will abide by the following habitat management plan in order to maintain an environment suitable for joint use by eagles and man.

PRIMARY ZONE

The primary zone is defined as the area in a radius 750 feet from the base of the eagle nest tree. Protection of this 40 acre area is considered most important to prevent disturbance to nesting eagles. GDC will implement the recommendations of FWS habitat management guidelines through the prohibition of the following activities at any time until the nest is declared inactive by FWS.

1. Residential, commercial or industrial development, land clearing, tree cutting, logging, construction and mining; and
2. Use of chemicals toxic to wildlife.

There will be no expansion of authorized human activities in the primary zone. Traffic will continue to use Davis Pond Boulevard. The drainage swales along the road will continue to be mowed and maintained to allow the drainage system to function properly. The drainage retention pond located immediately north of Davis Pond Boulevard will be maintained to preserve its function for stormwater management.

The following activities will be restricted in the primary zone during the nesting period (approximately October 1 to May 15) but not necessarily during the non-nesting season:

1. Unauthorized human entry; and
2. Helicopter or fixed-wing aircraft operation within 500 feet vertical distance or 1,000 feet horizontal distance from the nest.

GDC will continue the human activities already occurring including vehicular traffic and the uses listed above. Monitoring of the eagle's activity will continue in a manner designed to avoid interference with the nesting pair.

SECONDARY ZONE

The secondary zone is defined as an area extending outward from the primary zone an additional 750 feet. This zone encompasses 122 acres adjacent to the 40 acres of the primary zone.

Management guidelines recommend restriction of the following activities within the secondary zone:

1. Construction of multi-story buildings and high density housing development;

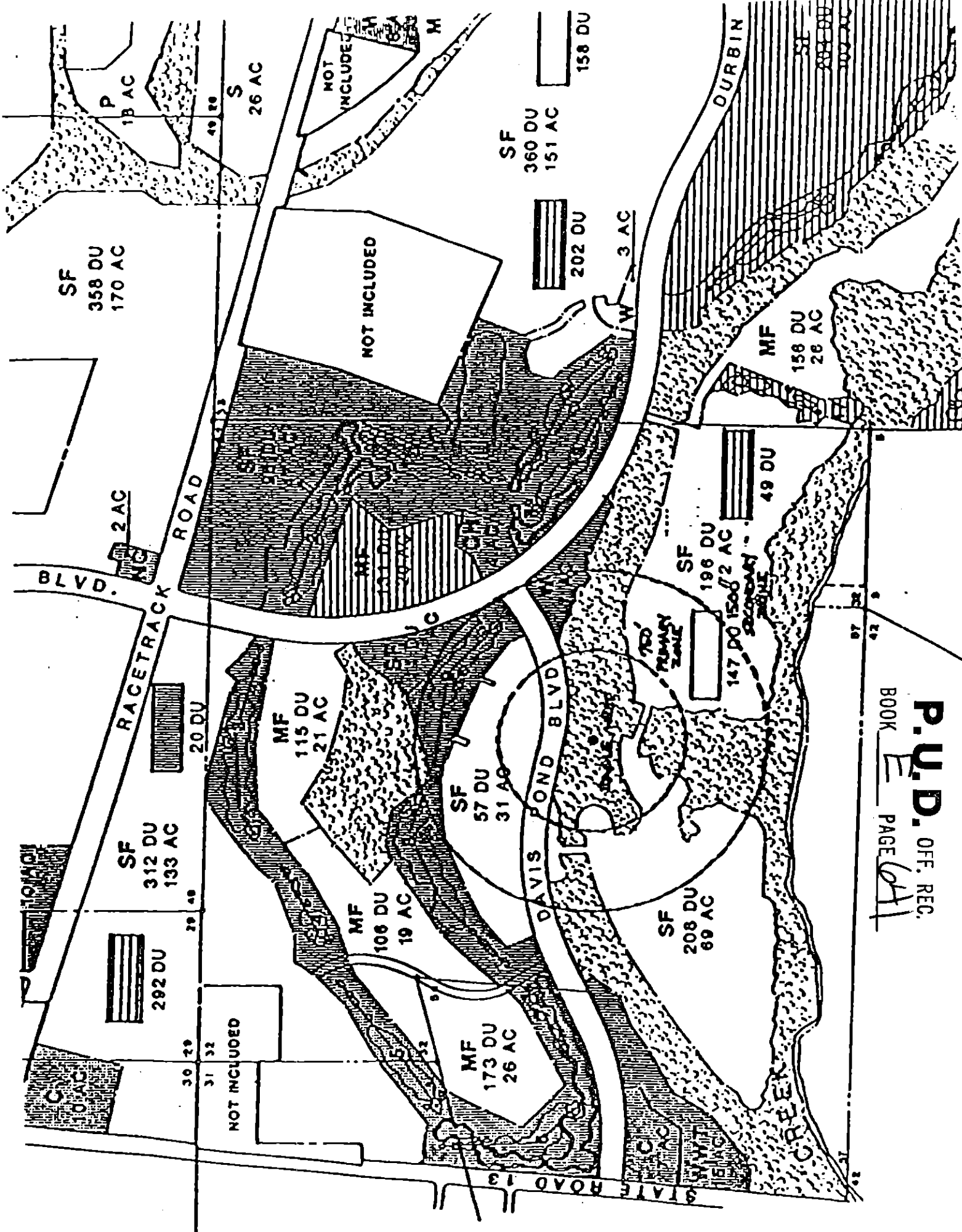
2. Construction of new roads, trails, and canals which would tend to facilitate access to the nest; and
3. Use of chemicals toxic to wildlife, such as herbicides or pesticides.

In order to continue development of Julington creek, the following activities will be permitted in the secondary zone;

1. Minor activities including hiking, birdwatching, fishing, and golfing will be allowed at any time.
2. Surveying, soils testing and well drilling, if any, will be restricted to the non-nesting season.
3. Construction of roads and drainage facilities as required to serve the development.

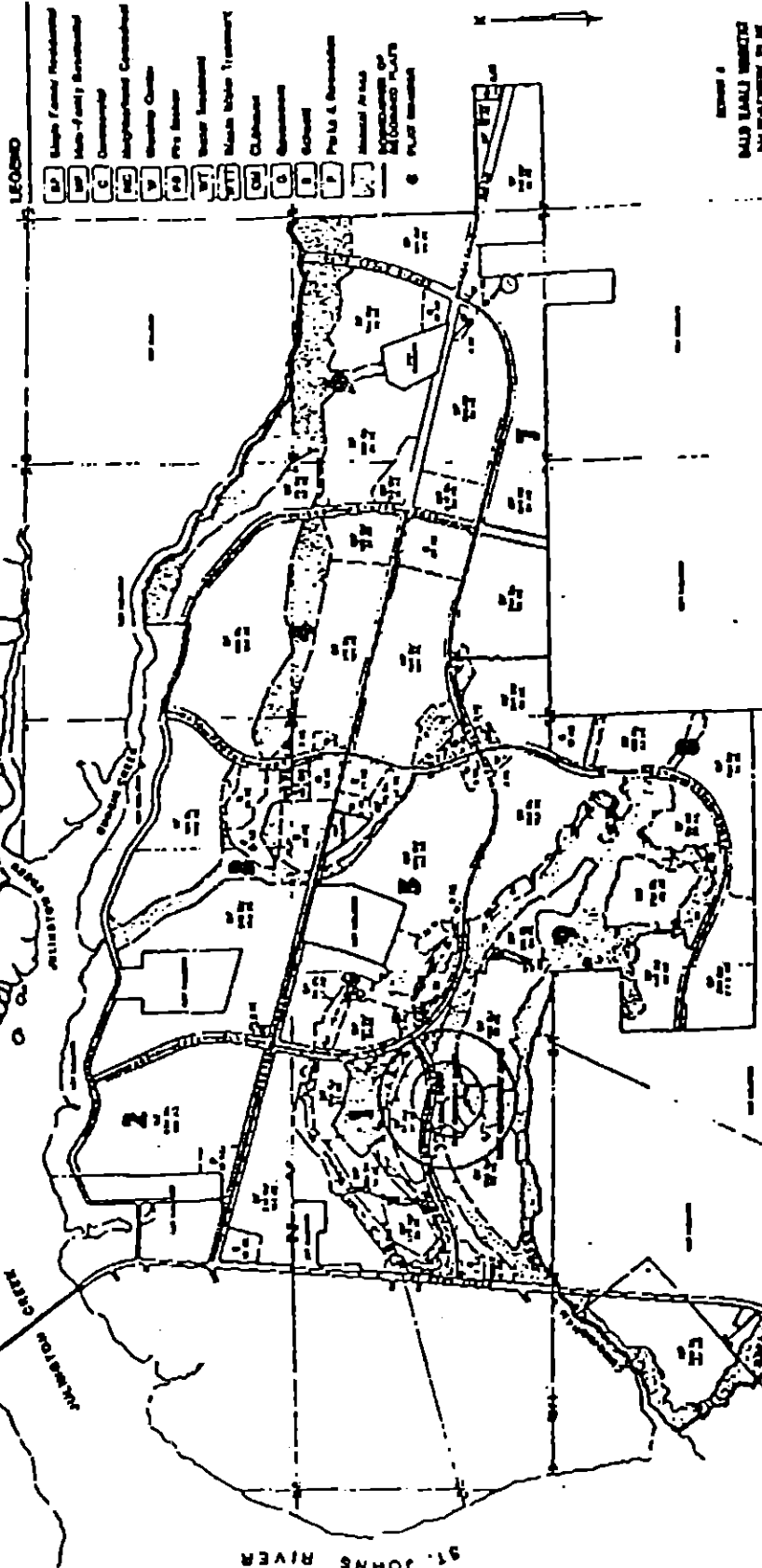
GDC reserves the right to modify this habitat management plan, consistent with the FWS management recommendations, as the needs of the Julington creek development change and will submit these changes to the U.S. Fish and Wildlife Service. GDC reserves the right to abandon the Habitat Management Plan and proceed with its approved land use plan for the site once the nest is deemed inactive for five years by FWS based on monitoring or two years in the event of destruction of the nest due to natural causes.

amended 8/1/91



P.U.D. OFF. REC.
 BOOK E PAGE 64

JULINGTON CREEK



- LEGEND
- 1. Single Family Residential
 - 2. Multi-Family Residential
 - 3. Commercial
 - 4. Agricultural/Conservation
 - 5. Existing Canal
 - 6. Paved Access
 - 7. Water Treatment
 - 8. Main Water Treatment
 - 9. Clubhouse
 - 10. Gymnasium
 - 11. School
 - 12. P.O. & Services
 - 13. General Area
 - 14. Unimproved Area
 - 15. Proposed Plant
 - 16. Plant Structure

REVISED MAP OF
MAY 1943 SUBJECT
MAY 1943 PLAN
BY
CITY ENGINEER

P. U. D. OFF. REC.
BOOK E PAGE 642

JULINGTON CREEK

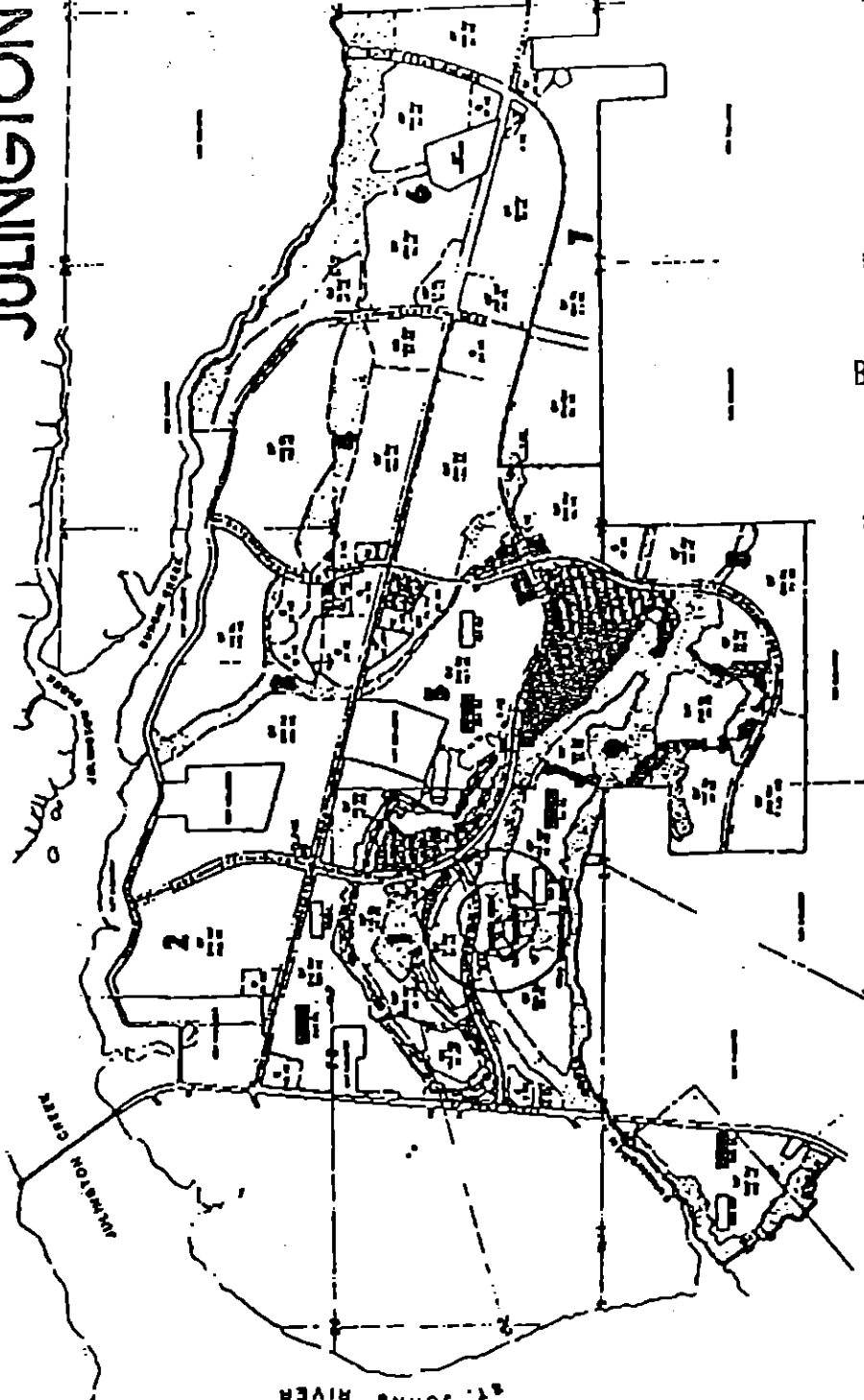
LEGEND

- 1 Single Family Residential
- 2 Multi-Family Residential
- 3 Commercial
- 4 Professional/Community
- 5 Office Center
- 6 Public Buildings
- 7 State/County
- 8 Church
- 9 School
- 10 Public Works
- 11 Parks & Recreation
- 12 Public Works
- 13 Public Works
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- 99 Public Works
- 100 Public Works

BOUNDARY OF
MUNICIPALITY
PLAT NUMBER

LIMIT A
OLD EARLY HANCOCK
MANAGEMENT PLAN

REVISED MAP BY
DEVELOPMENT PLANNING
DIVISION
DATE 11-1-88



P.U.D. OFF. REC.
BOOK E PAGE 643

| | | | | | | | | | |
|----|----|----|----|----|----|----|----|----|-----|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
| 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 |
| 21 | 22 | 23 | 24 | 25 | 26 | 27 | 28 | 29 | 30 |
| 31 | 32 | 33 | 34 | 35 | 36 | 37 | 38 | 39 | 40 |
| 41 | 42 | 43 | 44 | 45 | 46 | 47 | 48 | 49 | 50 |
| 51 | 52 | 53 | 54 | 55 | 56 | 57 | 58 | 59 | 60 |
| 61 | 62 | 63 | 64 | 65 | 66 | 67 | 68 | 69 | 70 |
| 71 | 72 | 73 | 74 | 75 | 76 | 77 | 78 | 79 | 80 |
| 81 | 82 | 83 | 84 | 85 | 86 | 87 | 88 | 89 | 90 |
| 91 | 92 | 93 | 94 | 95 | 96 | 97 | 98 | 99 | 100 |

P.U.D. OFF. REC.
 BOOK E PAGE 644

Atlantic Ocean

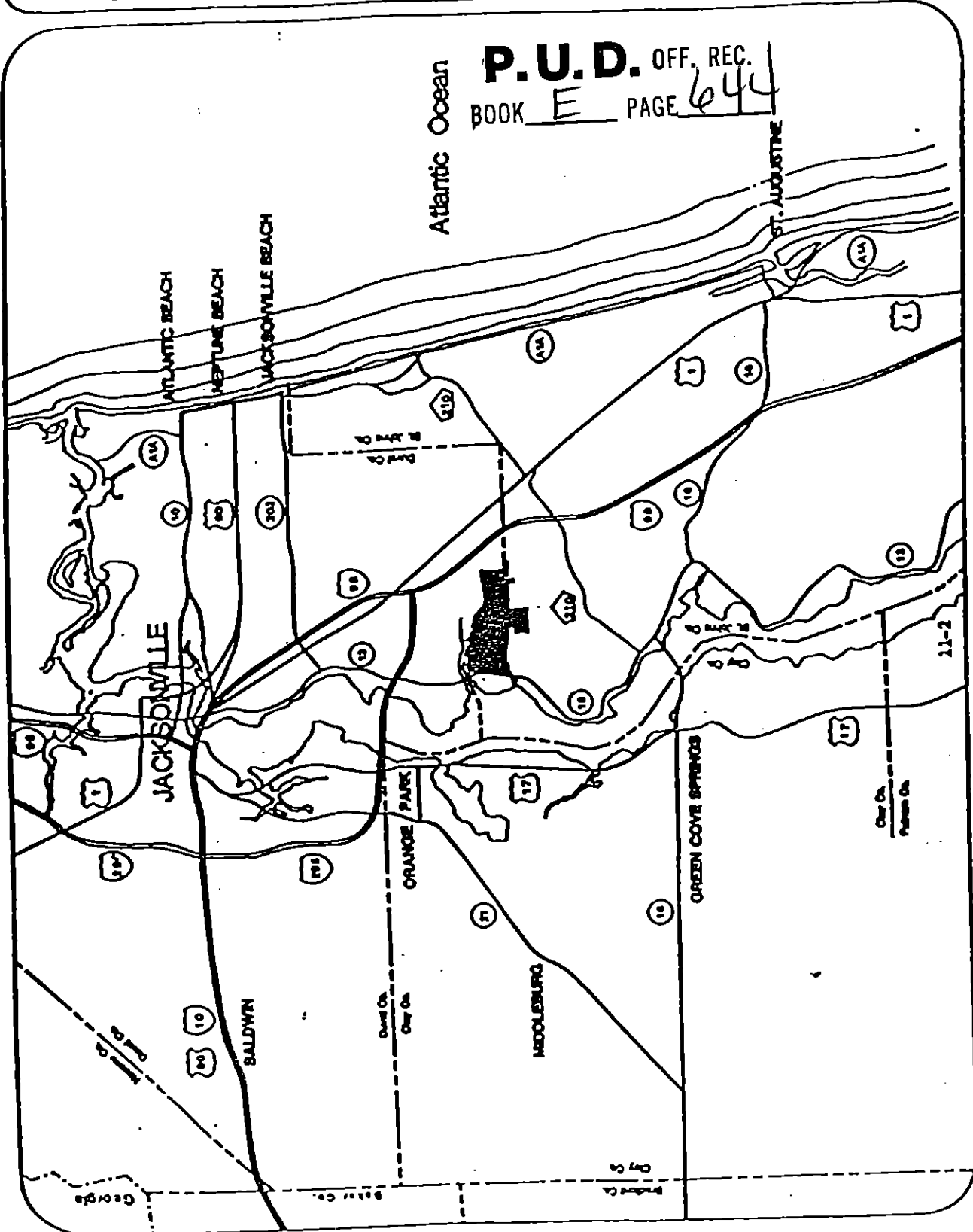


EXHIBIT D

EXHIBIT E

CONDITIONS TO RESOLUTION 91-129

P. U. D. OFF. REC.
BOOK E PAGE 645

1. The County requests written notification from the U.S. Fish and Wildlife Service (FWS) when the nest is declared inactive with copies to the NEFRPC and DCA.

2. Notwithstanding any conditions or statements in the bald eagle habitat management plan to the contrary, any proposal to amend the management plan or to abandon the management plan and proceed with the underlying approved land use plan or any other proposed development for the area previously covered by the management plan shall be submitted pursuant to the provisions of Paragraph 380.06 (19)(f), Florida Statutes. Such notification of change must address any impact arising from any delayed resumption of development pursuant to Subsection 380.06 (19) F.S.

3. Until the eagle's nest is declared inactive, the County shall require prior approval from the FWS for development activities listed under the Restricted Uses and for any activities not included in the Permitted Uses in the Secondary Zone as described in the "Bald Eagle Habitat Management Plan for Julington Creek (Unit 9), St. Johns County, July 1991". (Exhibit C), and as amended by Condition 5.

Prior to commencement of horizontal or vertical construction, and prior to the issuance of land clearing permits, within the primary and secondary zones, the developer shall obtain the approval of the Planning and Zoning Department to assure that the proposed development has been approved by FWS.

4. The applicant shall submit the revised Development Map (Map H) and revised Phasing Map

Conditions to the Amended Julington Creek D.O.
Final 8/27/91

(Map H-1) with the Bald Eagle Management Zones and the unit boundaries imposed on each map.

5. The 395 dwelling units in Units 1 and 9 which are located within the Secondary Impact Area and which are proposed to be shifted to Phase III shall receive approval from the FWS if the eagle's nest has not been declared inactive by the FWS.

6. No building heights over 35 feet shall be permitted within the secondary zone.

P.U.D. OFF. REC.
BOOK E PAGE 646

Conditions to the Amended Julington Creek D.O.
Final 8/27/91

NORTH
EAST
FLORIDA

SURVEYORS

1900 CORPORATE SQUARE BLVD. / JACKSONVILLE, FLORIDA 32216 / (904) 721-3066

P. U. D. OFF. REC.
BOOK E PAGE 647

JULINGTON CREEK - LIBRARY SITE (TRACT "A-2")

A PART OF TRACT 'A' JULINGTON CREEK UNIT NINE AS RECORDED IN MAP BOOK 18, PAGES 77 THROUGH 121 INCLUSIVE OF THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA, BEING A PART OF THE CONSTANCE MCPHEE GRANT, SECTION 54, TOWNSHIP 4 SOUTH, RANGE 27 EAST OF SAID COUNTY, MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE SOUTHWEST CORNER OF JULINGTON CREEK UNIT ONE AS RECORDED IN MAP BOOK 16 PAGES 35 THROUGH 51 INCLUSIVE, OF SAID PUBLIC RECORDS, SAID CORNER ALSO BEING THE NORTHWEST CORNER OF SAID JULINGTON CREEK UNIT NINE, SAID POINT LYING ON THE SOUTHERLY RIGHT-OF-WAY LINE OF DAVIS POND BOULEVARD (A 200 FOOT RIGHT-OF-WAY BY PLAT), AT ITS INTERSECTION WITH THE EASTERLY RIGHT-OF-WAY LINE OF STATE ROAD NO. 13 (A 100 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED): THENCE SOUTH 85°08'13" EAST ALONG THE DIVISION LINE BETWEEN SAID JULINGTON CREEK UNIT ONE AND SAID JULINGTON CREEK UNIT NINE, ALSO BEING THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID DAVIS POND BOULEVARD A DISTANCE OF 199.26 FEET TO THE POINT OF CURVE OF A CURVE CONCAVE NORTHERLY HAVING A RADIUS OF 2300.00 FEET; THENCE EASTERLY ALONG SAID DIVIDING LINE AND ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF DAVIS POND BOULEVARD AND ALONG THE ARC OF SAID CURVE AN ARC DISTANCE OF 197.38 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF SOUTH 87°35'44" EAST AND A CHORD DISTANCE OF 197.32 FEET TO THE POINT OF BEGINNING; SAID POINT LYING ON A CURVE, SAID CURVE BEING CONCAVE NORTHERLY HAVING A RADIUS OF 2300.00 FEET; THENCE EASTERLY ALONG SAID DIVIDING LINE AND ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF DAVIS POND BOULEVARD AND ALONG THE ARC OF SAID CURVE AN ARC DISTANCE OF 84.95 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF NORTH 88°53'17" EAST AND A CHORD DISTANCE OF 84.94 FEET TO A POINT ON SAID CURVE; THENCE SOUTH 02°48'16" WEST LEAVING SAID SOUTHERLY RIGHT OF WAY LINE A DISTANCE OF 371.12 FEET; THENCE SOUTH 35°43'46" WEST A DISTANCE OF 67.76 FEET; THENCE NORTH 88°08'13" WEST A DISTANCE OF 400.00 FEET; THENCE NORTH 04°51'47" EAST A DISTANCE OF 180.00 FEET; THENCE NORTH 56°12'12" EAST A DISTANCE OF 32.02 FEET; THENCE SOUTH 85°08'13" EAST A DISTANCE OF 10.00 FEET; THENCE NORTH 04°51'47" EAST A DISTANCE OF 30.04 FEET TO A POINT ON A CURVE, SAID CURVE BEING CONCAVE NORTHWESTERLY HAVING A RADIUS OF 305.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE AN ARC DISTANCE OF 287.58 FEET. SAID ARC BEING SUBTENDED BY A CHORD BEARING OF NORTH 66°52'27" EAST AND A CHORD DISTANCE OF 277.04 FEET TO THE POINT OF TANGENCY OF SAID CURVE: THENCE NORTH 39°51'47" EAST A DISTANCE OF 98.97 FEET TO THE POINT OF BEGINNING.

CONTAINING 3.00 ACRES MORE OR LESS

MAP SHOWING BOUNDARY SURVEY OF

PART OF BLOCKS 31, 32, 33 AND 34 TOGETHER WITH PART OF TRACT "G-7", JULINGTON CREEK UNIT TWO AS RECORDED IN MAP BOOK 16, PAGES 52 THROUGH 63 OF THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA, LYING IN THE JAMES JAMES GRANT, SECTION 49, TOWNSHIP 4 SOUTH, RANGE 27 EAST, ST. JOHNS COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE WEST LINE OF SAID SECTION 49 WITH THE NORTHEASTERLY RIGHT-OF-WAY LINE OF RACETRACK ROAD (A 66 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED); THENCE NORTH 00°55'04" WEST LEAVING SAID NORTHEASTERLY RIGHT-OF-WAY LINE AND ALONG SAID WEST LINE, A DISTANCE OF 468.06 FEET TO THE POINT OF BEGINNING; THENCE NORTH 00°55'04" WEST CONTINUING ALONG SAID WEST LINE, A DISTANCE OF 724.67 FEET TO A POINT LYING ON A U.S. ARMY CORPS OF ENGINEERS JURISDICTIONAL LINE; THENCE ALONG SAID JURISDICTIONAL LINE RUN THE FOLLOWING 36 COURSES: (1) THENCE SOUTH 36°02'25" EAST LEAVING SAID WEST LINE, A DISTANCE OF 24.13 FEET; (2) THENCE SOUTH 39°20'49" EAST, A DISTANCE OF 31.89 FEET; (3) THENCE SOUTH 80°20'42" EAST, A DISTANCE OF 29.84 FEET; (4) THENCE SOUTH 36°38'25" EAST, A DISTANCE OF 33.94 FEET; (5) THENCE NORTH 73°39'03" EAST, A DISTANCE OF 26.92 FEET; (6) THENCE SOUTH 45°58'48" EAST, A DISTANCE OF 47.69 FEET; (7) THENCE SOUTH 88°10'77" EAST, A DISTANCE OF 39.87 FEET; (8) THENCE SOUTH 61°48'18" EAST, A DISTANCE OF 43.63 FEET; (9) THENCE NORTH 83°58'54" EAST, A DISTANCE OF 47.94 FEET; (10) THENCE SOUTH 81°45'39" EAST, A DISTANCE OF 37.05 FEET; (11) THENCE NORTH 87°22'36" EAST, A DISTANCE OF 30.94 FEET; (12) THENCE SOUTH 74°20'23" EAST, A DISTANCE OF 36.08 FEET; (13) THENCE SOUTH 80°04'18" EAST, A DISTANCE OF 32.68 FEET; (14) THENCE SOUTH 35°16'53" EAST, A DISTANCE OF 37.22 FEET; (15) THENCE SOUTH 88°47'02" EAST, A DISTANCE OF 30.89 FEET; (16) THENCE NORTH 67°57'32" EAST, A DISTANCE OF 30.95 FEET; (17) THENCE SOUTH 70°49'52" EAST, A DISTANCE OF 32.31 FEET; (18) THENCE NORTH 05°19'35" EAST, A DISTANCE OF 24.09 FEET; (19) THENCE NORTH 74°39'33" EAST, A DISTANCE OF 30.82 FEET; (20) THENCE SOUTH 29°02'03" EAST, A DISTANCE OF 18.11 FEET; (21) THENCE SOUTH 68°33'28" EAST, A DISTANCE OF 27.28 FEET; (22) THENCE NORTH 75°21'11" EAST, A DISTANCE OF 30.78 FEET; (23) THENCE SOUTH 63°24'34" EAST, A DISTANCE OF 31.90 FEET; (24) THENCE NORTH 86°43'30" EAST, A DISTANCE OF 47.61 FEET; (25) THENCE SOUTH 29°30'40" EAST, A DISTANCE OF 25.07 FEET; (26) THENCE NORTH 30°40'48" EAST, A DISTANCE OF 24.61 FEET; (27) THENCE NORTH 40°31'55" EAST, A DISTANCE OF 39.99 FEET; (28) THENCE NORTH 25°03'11" EAST, A DISTANCE OF 25.26 FEET; (29) THENCE SOUTH 37°39'51" EAST, A DISTANCE OF 31.14 FEET; (30) THENCE NORTH 78°40'53" EAST, A DISTANCE OF 29.51 FEET; (31) THENCE NORTH 26°51'41" EAST, A DISTANCE OF 25.22 FEET; (32) THENCE SOUTH 88°27'43" EAST, A DISTANCE OF 26.56 FEET; (33) THENCE SOUTH 27°53'32" EAST, A DISTANCE OF 20.97 FEET; (34) THENCE SOUTH 21°17'49" WEST, A DISTANCE OF 35.09 FEET; (35) THENCE SOUTH 30°33'31" EAST, A DISTANCE OF 22.18 FEET; (36) THENCE NORTH 76°55'43" EAST, A DISTANCE OF 24.88 FEET; THENCE SOUTH 28°38'24" EAST LEAVING SAID JURISDICTIONAL LINE AND ALONG A LINE TO ITS INTERSECTION WITH A U.S. ARMY CORPS OF ENGINEERS JURISDICTIONAL LINE, A DISTANCE OF 161.46 FEET; THENCE ALONG SAID JURISDICTIONAL LINE RUN THE FOLLOWING 11 COURSES: (1) THENCE SOUTH 14°52'07" WEST, A DISTANCE OF 25.56 FEET; (2) THENCE SOUTH 42°38'57" EAST, A DISTANCE OF 23.96 FEET; (3) THENCE SOUTH 12°10'26" EAST, A DISTANCE OF 40.18 FEET; (4) THENCE SOUTH 66°57'48" EAST, A DISTANCE OF 28.75 FEET; (5) THENCE SOUTH 20°39'46" EAST, A DISTANCE OF 27.23 FEET; (6) THENCE SOUTH 36°30'05" EAST, A DISTANCE OF 44.12 FEET; (7) THENCE SOUTH 38°07'03" WEST, A DISTANCE OF 20.38 FEET; (8) THENCE SOUTH 11°09'23" WEST, A DISTANCE OF 14.12 FEET; (9) THENCE NORTH 80°46'33" EAST, A DISTANCE OF 11.48 FEET; (10) THENCE SOUTH 36°01'56" EAST, A DISTANCE OF 17.13 FEET; (11) THENCE SOUTH 63°51'22" EAST, A DISTANCE OF 16.43 FEET; THENCE SOUTH 00°55'04" EAST LEAVING SAID JURISDICTIONAL LINE AND ALONG A LINE TO ITS INTERSECTION WITH THE NORTHEASTERLY LINE OF TRACT "B" OF SAID JULINGTON CREEK UNIT TWO, A DISTANCE OF 576.51 FEET; THENCE NORTH 74°22'34" WEST ALONG SAID NORTHEASTERLY LINE OF TRACT "B", A DISTANCE OF 349.26 FEET TO THE SOUTHEAST CORNER OF TRACT "H" OF SAID JULINGTON CREEK UNIT TWO; THENCE NORTH 00°55'04" WEST LEAVING SAID NORTHEASTERLY LINE OF SAID TRACT "B" AND ALONG THE EASTERLY LINE OF SAID TRACT "H", A DISTANCE OF 741.47 FEET TO THE NORTHEAST CORNER THEREOF; THENCE SOUTH 89°04'56" WEST ALONG A NORTH LINE OF SAID TRACT "H", A DISTANCE OF 550.00 FEET, TO THE POINT OF BEGINNING.

CONTAINING, BY SURVEY PERFORMED BY NORTHEAST FLORIDA SURVEYORS, DATED FEBRUARY 1, 1977, 1174 ACRES, MORE OR LESS.

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BOOK E PAGE 648

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ST. JOHNS COUNTY, FLA.