

RESOLUTION NO. 2014 - 304

ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS RESOLUTION NO. 2014-304.

AN AMENDED AND RESTATED DEVELOPMENT ORDER FOR ST. AUGUSTINE CENTRE, A DEVELOPMENT OF REGIONAL IMPACT, UNDER CHAPTER 380, FLORIDA STATUTES, AUTHORIZING DEVELOPMENT OF APPROXIMATELY 315 ACRES IN EAST CENTRAL ST. JOHNS COUNTY; ESTABLISHING MITIGATION REQUIREMENTS FOR REGIONAL IMPACTS INCLUDING TRANSPORTATION IMPACTS; PROVIDING DEVELOPMENT PHASING AND BUILDOUT DATES; INCORPORATING CHANGES TO ALLOW FOR LIMITED INCREASES AND DECREASES IN APPROVED ALLOWABLE USES AND TO ALLOW FOR HOTEL AND RESIDENTIAL USES ON CERTAIN UNDEVELOPED PROPERTIES WITHIN THE DRI; ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the St. Augustine Centre development of regional impact (DRI) is a mixed-use development on approximately 315 acres located near St. Augustine in St. Johns County, Florida; and

WHEREAS, the St. Augustine Centre Development of Regional Impact was first approved by St. Johns County Resolution 97-77, and has been amended by Resolutions 2000-81, 2002-20, 2003-74, 2003-151, 2004-155, 2006-96, and subsequent extensions to certain phasing and buildout dates as allowed under Florida Statutes; and

WHEREAS, St. Augustine Associates, Inc., has filed an application to request the incorporation of a land use exchange table, and modify the Master Plan (Map H) to allow hotel uses on certain parcels designated for retail uses, and modify the Master Plan to allow residential uses on a parcel in lieu of light industrial uses; and

WHEREAS, St. Augustine Associates is the master developer of the DRI Property, owns the parcels that are the subject of the change to the Master Plan, and has the authority to seek amendments to the development order for the DRI Property; and

WHEREAS, the authorized agent for the Applicant is Thomas O. Ingram, Akerman LLP, 50 North Laura Street, Suite 3100, Jacksonville, FL 32202; and

WHEREAS, the proposed DRI amendments do not require an amendment to the County's local comprehensive plan; and

WHEREAS, to simplify subsequent review of the DRI Development Order, this DRI Development Order is being amended and restated to incorporate all prior amendments to the

General Conditions and Special Conditions of the DRI Development Order since its original approval in 1997, together with the proposed amendments to the Development Order.

NOW, THEREFORE, BE IT ORDERED AND RESOLVED by the Board of County Commissioners of St. Johns County, Florida, the St. Augustine Centre DRI is hereby amended and restated with the following findings of fact and conclusions of law, and is subject to the following terms and conditions.

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. The proposed DRI, as amended, is not in an area designated as an Area of Critical State Concern pursuant to the provisions of Section 380.05, F.S.
2. The proposed DRI, as amended, is consistent with the State Comprehensive Plan.
3. The proposed DRI, as amended, is consistent with and does not unreasonably interfere with the achievement of the objectives of the 1989 adopted State Land Development Plan.
4. The proposed DRI, as amended, is consistent with the adopted St. Johns County local comprehensive plan and local land development regulations.
5. The requested amendments to the DRI do not constitute a substantial deviation from the original development order pursuant to the criteria set forth in section 380.06(19), Florida Statutes (2014).

GENERAL CONDITIONS

1. The DRI shall be developed in accordance with the information, plans and commitments contained in (1) the St. Augustine Centre DRI ADA, (2) the ADA sufficiency information response dated January 14, 1997, and (3) all other information submitted by the Applicant as part of the DRI review prior to adoption of this development order, all of which are incorporated by reference except to the extent they would conflict with the conditions of this

development order. The development order shall prevail over any other conflicting provisions, plans and commitments.

2. Except as allowed or limited through the use of the Conversion Tables as explained below, the DRI shall consist of no more than: 130.66 acres and 868,407 gross square feet of retail service use (including 567,007 gross square feet of outlet retail use) with 4,946 parking spaces; 2,600 movie theater seats with 446 parking spaces; 400 hotel rooms; 817 multifamily residential units; 22.7 acres and 300,000 square feet of light industrial use with 310 parking spaces; up to 70 single family detached dwelling units (by conversion of other approved uses using the Conversion Tables attached as Exhibit 5); and 87 acres of open space. Development shall be located as shown on the Master Development Plan, attached hereto as Exhibit 2 and incorporated herein by reference. The Developer may increase certain land uses and simultaneously decrease other land uses approved as part of Phases 1, 2 and 3A without filing a Notice of Proposed Change or other modification of this Development Order, provided that such changes are consistent with the Conversion Tables attached as Exhibit 5. At the time of election of a land use conversion under the Conversion Table, the Developer shall notify the County, the Department of Economic Opportunity and the Northeast Florida Regional Council of the election. So long as the conversion is consistent with the criteria contained in Exhibit 5 and no change is made to the Development Plan (Map H), no additional DRI approvals shall be required for the conversion. The Developer shall also provide the County, the DEO and the NEFRC with cumulative land use totals and remaining allowable quantities in the next biennial report, together with copies of any prior notices of conversions.

3. The DRI shall consist of three phases, as set forth in Exhibit 3 attached hereto and incorporated by reference. Physical development (as defined in Section 380.04, F.S.) of the DRI shall commence within two (2) years of the effective date of this development order; however, this time period shall be tolled during the period of any appeal pursuant to Section 380.07, F.S., or if the Applicant has not yet received necessary permits allowing commencement of development for any reason beyond the Applicant's control. The projected buildout for all

development is August 27, 2019.¹ The DRI termination and DRI development order expiration dates also are established as August 27, 2019.² Any extensions of the DRI buildout, termination or expiration dates shall be governed by the provisions of Section 380.06(19)(c), F.S. (1996).

4. The development order shall take effect upon its rendition.

5. The County Administrator of St. Johns County, Florida, or his designee shall be the local official responsible for monitoring the development for compliance by the Applicant with this development order.

6. The St. Augustine Centre DRI as approved in this development order shall not be subject to downzoning or reduction of approved land uses before August 27, 2019³, unless the Applicant consents to such change or St. Johns County demonstrates that substantial changes in the conditions underlying the approval of this development order have occurred, or that the development order was based on substantially inaccurate information provided by the Applicant, or that the change is clearly established by St. Johns County to be essential to the public health, safety and welfare.

7. The Applicant must meet minimum concurrency requirements under the County's concurrency management ordinance, Ordinance 95-15, and related County comprehensive plan conditions, as they may be amended from time to time, prior to approval of any Planned Unit Development final development plan for any development authorized under this development order.⁴ This approval is contingent upon there continuing to be a valid certificate of concurrency for Transportation Subphase 1A of the project, as defined in Special Condition 8 below.

¹ See Jan. 9, 2013 letter to S. Konchan from T. Ingram re: extension under § 252.363(1)(a), Fla. Stat., June 16, 2011 letter to S. Konchan from F. Cannon re: 4-year extension under Ch. 2011-139 § 54, Laws of Fla., and Sept. 15, 2009 letter re: 3-year extension under Ch. 2007-204 § 6, Laws of Fla. Prior to these statutory extensions, Resolution 2006-96 provided that the buildout, termination and expiration dates were December 30, 2011.

² Ibid.

³ Ibid.

⁴ See Capital Improvements Element Policy H.1.6.12, stating "The St. Augustine Centre Development of Regional Impact (DRI), a multi-use development meeting the criteria of Chapter 163.3180(12), Florida Statutes, is authorized by the County to utilize the standards and guidelines set forth in the Statute to satisfy the County's transportation concurrency requirements by payment of a proportionate share contribution as stated in the St. Augustine Centre Development of Regional Impact special conditions for transportation."

8. [amended and restated in Res. 2003-74] The Applicant or its successors or assigns, shall submit an biennial report every two years on the anniversary date of the adoption of this development order, beginning in 1998, until the completion of the DRI. The report shall be submitted to St. Johns County, the Northeast Florida Regional Council, Florida Department of Economic Opportunity, Florida Department of Environmental Protection, St. Johns River Water Management District, Florida Fish and Wildlife Conservation Commission, the Florida Department of Transportation and any other affected permit agencies. Form DEO-BCP-BIENNIAL REPORT-1 of the Florida Department of Economic Opportunity, as amended from time to time, may be used for the format of this report. In accordance with Section 380.06(18), F.S. (1996), as amended, failure to file a biennial report in a timely manner may result in the temporary suspension of this development order. The biennial report shall address the following:

(a) A description of any changes made in the plan of development, or in the representations contained in the Application for Development Approval, or in the phasing for the reporting period and for the next reporting period. Any actions (substantial or non-substantial deviation determinations) taken by the local government to address these changes, including a cumulative history of such changes since adoption of the development order.

(b) A summary comparison of development activity proposed and actually conducted for the preceding reporting period and projected for the coming reporting period.

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

(d) Identification and intended use of lands purchased, leased or optioned by the 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 subsequent sufficiency responses and which have been identified by the local government, the Regional Council or the Department of Economic Opportunity 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 period and to be filed during the next reporting period.

(g) An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued. Imposition of any moratorium imposed by a regulatory agency, including the type, duration, cause of and remedy for the moratorium;

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

(i) Any other information specifically required by this development order;

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

(k) Traffic reports shall be submitted to the Florida Department of Transportation (FDOT) District Urban Office in Jacksonville, as well as the St. Johns County Growth Management Services Department, Northeast Florida Regional Council, and the Department of Economic Opportunity. The first traffic report shall be due concurrently with the first biennial report and then with each report thereafter until project buildout, unless otherwise agreed to by the Regional Council and the Department of Economic Opportunity. The following information shall be included:

i. A description of current development by land use, type, location, and amount of square footage, along with the proposed construction schedule for the ensuing reporting period, and appropriate maps.

ii. Traffic counts, turning movements, and actual levels of service for the past reporting period and projected for the ensuing reporting period including traffic estimates for the following roads and intersections. The report shall distinguish between St. Augustine Centre DRI traffic and total traffic volumes.

- I-95

From C.R. 210 to International Golf Parkway

From International Golf Parkway to S.R. 16

From S.R. 16 to S.R. 207

- Turn movements at all ramp locations (4 approaches) at the I-95/S.R. 16 interchange

- S.R. 16

From C.R. 16A to International Golf Parkway

From International Golf Parkway to existing outlet mall entrance west of I-95

From existing outlet mall entrance west of I-95 to C.R. 208

From C.R. 208 to I-95

From I-95 to project entrance

From project entrance to Four Mile Rd.

From Four Mile Rd. to Woodlawn

From Woodlawn to Masters Dr.

From Masters Dr. to Lewis Speedway

From Lewis Speedway to U.S. 1

- C.R. 208

From Joe Ashton Rd. to C.R. 13A

From C.R. 13A to S.R. 16

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

iii. Daily and p.m. peak hour trip generation rates from the outlet retail use component of the project. The Applicant shall be responsible for calculating the trip generation from the occupied portion of the outlet retail use based on the square footage occupied and the actual observed traffic counts from the outlet retail use. Specific related biennial report requirements included are included in the specific transportation conditions.⁵

iv. ⁶As part of the DRI biennial report due in May 2004, the Applicant shall provide a traffic study to address and reconfirm certain traffic assumptions for the outlet retail and other retail commercial use contained in a Notice of Proposed Change dated March 8, 2000 (March 2000 Notification). Specifically, the Applicant shall redetermine: (COMPLETED)

(a) the daily and p.m. peak trip generation rates for the outlet retail uses;

(b) the pass-by traffic capture and internal capture rates for the outlet retail use and for the other retail commercial use;

(c) the trip distribution and assignment percentages from the outlet retail use.

This analysis shall address the number of DRI trips captured from I-95 traffic and the actual trip distribution and assignment percentages through a comprehensive patron survey or other professionally acceptable method. Prior to undertaking this study,

⁵ The last sentence of this paragraph appeared in the original Development Order and was later deleted by Resolution 2000-81. It was added back, with the change from annual to biennial reporting, at the request of staff as part of application NOPC 2014-1.

⁶ See Resolution 2003-74.

the Applicant shall confer, by no later than November 2003, with St. Johns County, the Northeast Florida Regional Council, Department of Economic Opportunity, and Florida Department of Transportation (the "traffic reviewing agencies") to review the proposed study methodology. Provided, however, that the Applicant in all circumstances shall meet the May 2004 reporting deadline. The Applicant also shall re-analyze the cumulative traffic impacts of the project for Phase 3 based on the new revised trip generation and pass-by capture rates and trip distribution. If required as a result of that analysis, prior to issuance of any building permits for Phase 3, the Applicant shall amend the DRI development order to provide for revised and adequate mitigation for the projected Phase 3 traffic impacts, in a manner meeting the requirements of the DCA's DRI Transportation Uniform Standard Rule, Rule 9J-2.045, Florida Administrative Code. The Applicant shall not be required to amend the development order if the May 2004 re-analysis shows that no change is needed in the Phase 3 traffic improvements already required by the then effective DRI development order.

(l) A statement certifying that the Northeast Florida Regional Council (with appropriate filing fee), the Florida Department of Economic Opportunity, St. Johns County, Florida Department of Transportation, Department of Environmental Protection, St. Johns River Water Management District, Florida Fish and Wildlife Conservation Commission, and the other affected permit agencies have been sent copies of the biennial report in conformance with Subsections 380.06(15) and (18), Florida Statutes.

9. Notice of the adoption of this development order or any subsequent amendment to it shall be recorded by the Applicant in accordance with Sections 28.222 and 380.06(15)(f), F.S.

(1995), with the Clerk of the Circuit Court of St. Johns County, Florida. Recordation of this notice shall not constitute or provide actual or constructive notice of a lien, cloud or encumbrance of the DRI Property. The conditions of this Development Order shall run with the land and bind the successors and assigns of the Applicant on the DRI Property. Any contract or agreement for sale of those interests by the Applicant for all or any part of the property subject to this Development Order shall contain a legend substantially in the following form clearly printed or stamped thereon:

THE PROPERTY DESCRIBED HEREIN IS PART OF THE ST. AUGUSTINE CENTRE DEVELOPMENT OF REGIONAL IMPACT AND IS SUBJECT TO A DEVELOPMENT ORDER, NOTICE OF WHICH IS RECORDED IN THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA, WHICH IMPOSES CONDITIONS, RESTRICTIONS AND LIMITATIONS UPON THE USE AND DEVELOPMENT OF THE SUBJECT PROPERTY WHICH ARE BINDING UPON EACH SUCCESSOR AND ASSIGN OF ST. AUGUSTINE ASSOCIATES. THE DEVELOPMENT ORDER DOES NOT CONSTITUTE A LIEN, CLOUD OR ENCUMBRANCE OF REAL PROPERTY OR CONSTITUTE ACTUAL OR CONSTRUCTIVE NOTICE OF SAME. A COPY OF THE DEVELOPMENT ORDER MAY BE REVIEWED AT THE OFFICE OF THE PLANNING, BUILDING AND ZONING DEPARTMENT, ST. JOHNS COUNTY, OR AT THE OFFICE OF THE DEPARTMENT OF ECONOMIC OPPORTUNITY, STATE OF FLORIDA, TALLAHASSEE, FLORIDA.

10. The Applicant shall submit simultaneously to St. Johns County, the Northeast Florida Regional Council and Florida Department of Economic Opportunity any applications for proposed changes to the DRI and shall comply with the requirements of Section 380.06(19), F.S., concerning substantial deviations.

SPECIAL CONDITIONS

Vegetation and Wildlife

1. The Applicant will construct a maximum of three (3) nesting boxes for the Southeastern American Kestrel at a location acceptable to the Florida Game and Fresh Water Fish Commission (FGFWFC) staff⁷. The Applicant shall construct such nest boxes, assure their annual maintenance, and report on their status annually as part of the DRI annual report, or shall perform such other kestrel management prescriptions as agreed to by the FGFWFC and the Applicant. Installation of kestrel nest boxes or implementation of alternative compensatory actions shall be accomplished no later than 12 months from the effective date of the Development Order. Annual maintenance of installed nest boxes shall occur during January and include removal of any nesting materials, and rehabilitation or replacement of each nest box, as needed.

Wetlands

2. Surface water and groundwater shall be monitored in accordance with any applicable federal, state, regional or local environmental permits for the project. Monitoring data prepared in accordance with such permits shall be summarized in the DRI biennial report, and if requested, supplied with full information by the Applicant to the Northeast Florida Regional Council, Florida Department of Economic Opportunity or St. Johns County.

3. Proposed activities within the DRI will not adversely affect the hydroperiod of any wetlands within the DRI. No development activities, as defined in Section 380.04, F.S., except for activities permitted by the appropriate environmental permitting agencies, shall be allowed in any of the wetland areas within the DRI. Wetland impacts will be mitigated through the regulatory permitting process of the St. Johns River Water Management District and the U.S. Army Corps of Engineers.

Water Supply

⁷ Now the Florida Fish and Wildlife Conservation Commission.

4. If any wells are discovered on-site during the development process, they shall be reported immediately to the St. Johns River Water Management District (SJRWMD), the Northeast Florida Regional Council, and the St. Johns County Growth Management Services Department. An inventory of water wells shall be conducted, mapped, and delivered to the SJRWMD prior to site clearing or construction. Any wells discovered on-site and any wells documented in the ADA which are to be abandoned shall be properly plugged and abandoned by a SJRWMD licensed water contractor and registered driller in accordance with applicable SJRWMD rules for such activities. (Rule 40C-3.531, Florida Administrative Code (1997)).

5. Stormwater, alternative surface water sources and treated wastewater, as available, shall be used as the primary sources of non-potable water for irrigation purposes and other non-potable uses. Existing water wells shall be used only in emergencies as a secondary source.

Soils

6. The following construction standards shall be required for fugitive dust and soil erosion suppression:

- a. Any barren land resulting from development activities, including all stockpiles of topsoil, stormwater berms or dikes, and material stockpiles be moistened and/or treated with resinous adhesives.
- b. Contractors will utilize the best operating practices in conjunction with any burning resulting from land clearing, which may include the temporary use of air curtain incinerators.

7. Sedimentation of wetlands shall be prevented through development of an erosion and sediment control plan as part of the stormwater permit for the project. In addition, the Applicant shall provide quarterly reports to the Florida Department of Environmental Protection (FDEP), Jacksonville office, during project construction on turbidity measurements at one sampling station located where surface waters exit the site.

Transportation

Note – sections 8-10, 12, and 15-17 not input from Resolution 97-77 in that they were later superseded.

8. [last amended in Res. 2000-81] For the purposes of the transportation conditions, Phase 1 is separated into subphases (1A and 1B). The Transportation Subphase 1A consists of 314,772 square feet of outlet retail service (or its external trip equivalent as approved by the DCA, FDOT, NEFRPC and St. Johns County (hereinafter "traffic reviewing agencies").) Transportation Subphase 1B contains the balance of Phase 1 development as set forth on Exhibit 3.

9. [last amended in Res. 2000-81] The Applicant has provided the following traffic improvements in conjunction with Transportation Subphase 1A: (1) West S.R. 16 and I-95 ramps, additional southbound left turn and/or right turn lanes on ramp; (2) S.R. 16 and project entrance, improvements as required and approved by Florida Department of Transportation (FDOT); (3) east S.R. 16 and I-95 ramps, northbound exit ramp, additional turn lanes as required and approved by FDOT. The applicant shall also signalize the intersection and add a southbound left turn lane at S.R. 16 at Inman Road as needed for Transportation Subphases 1A and 1B of the DRI in the manner set forth in the specific conditions following this paragraph.

10. [last amended in Res. 2000-81] In conjunction with Transportation Subphase 1A, the Applicant has provided required improvements to the eastern I-95 and S.R. 16 northbound exit ramp in a manner acceptable to FDOT.

11. [from Res. 97-77 and restated without modifications in Res. 2000-81] No certificates of occupancy for any portion of the DRI shall be issued unless adequate additional lanes (i.e., left turn and/or right turn lanes to prevent queues of existing vehicles from impacting the mainline of I-95) on the I-95/S.R. 16 southbound exit ramp are constructed and operational, and the Applicant hereby commits to fund such improvements. These additional lanes shall be of a sufficient length to separate right turning movements from left turning movements.

12. [last amended in Res. 2003-74] The Applicant also shall be responsible for the full cost of and cause or be responsible for the construction of any S.R. 16/Inman Road and S.R. 16 project entrance improvements required for Transportation Subphases 1A and 1B, as set forth above, and hereby commits to fund such improvements. No certificates of occupancy for any portion of the DRI shall be issued until the intersection improvements sufficient to accommodate Transportation [sic] Subphases 1A and 1B traffic are operational. No certificates of occupancy shall be issued for development within a residential or industrial parcel adjacent to Inman Road (as shown on the Exhibit 2 Master Development Plan) until the completion of construction of access from such parcel to Inman Road. Two or more of those parcels may share an access facility to Inman Road as shown on Exhibit 2. The S.R. 16/Inman Road signalization and southbound left turn lane at S.R. 16 at Inman Road required under Special Condition 9 above shall be installed and constructed when warranted by the Florida Department of Transportation.⁸

13. [from Res. 97-77 and restated without modifications in Res. 2000-81] If approved by FDOT, the entrance on S.R. 16 should be a directional right-in/or right-out-only, eliminating the need for a traffic signal and/or median opening at this location, or shall adhere to other access provisions that may be permitted by the FDOT under a FDOT access management permit. The Applicant shall work with FDOT in developing an access plan for the project to determine median closures and permitted access points. No vertical development shall occur until the project has received all applicable access management/driveway permits from FDOT.

14. [from Res. 97-77 and restated without modifications in Res. 2000-81] The Applicant shall also be responsible for the cost of all other site-related improvements (including, but not limited to, channelization, signalization and turn lanes), including Inman Road access improvements.

15. [last amended and restated in 2004-155] The additional traffic improvements set forth in Exhibit 4 hereto and in this paragraph are presently projected to be required for Phase 3. For purposes of traffic mitigation, Phase 3 is divided into Phase 3A and 3B. Phase 3A itself shall

⁸ See also Resolution 2013-99, providing for funding of intersection improvements to Inman Rd and S.R. 16, recognized as satisfying this condition.

consist of the additional development of no more than: 1) 242,400 gross square feet of retail use, including a maximum of 75,000 gross square feet of outlet retail use; 2) 146 hotel rooms; and 3) 345 multi-family dwelling units, as such uses may be increased and decreased through a conversion of such uses pursuant to Exhibit 5 and Section 2. Phase 3B itself shall consist of the additional development of no more than: 1) 254 hotel rooms; and 2) 300,000 gross square feet of light industrial use, that are not part of Phases 1, 2 or 3A (with or without conversions). The Applicant must satisfy the requirements of this paragraph to adequately and fully mitigate the traffic impacts of Phase 3 of the project.

(a) The Applicant shall be required to conduct an additional comprehensive traffic study of the I-95/S.R. 16 interchange to assess operational conditions prior to issuance of any building permits for Phase 3. The ramp analysis study shall be based on a methodology approved by FDOT, which may require different peak period analyses, and shall (1) provide written concurrence of the NEFRPC, St. Johns County, FDOT and DCA as to the adequacy of the study and the resulting recommendations and (2) assess any need for an Interchange Modification Report. If FDOT determines that additional improvements to the I-95/S.R. 16 ramp system are necessary because of development proposed in Phase 3 of the project, no building permits shall be issued for Phase 3 until the improvements are completed, under construction, or included in the first three years of the FDOT Five-Year Work Program.

(b) No building permits for development in Phase 3B of the project as defined above in this condition shall be issued unless the Applicant contributes \$2,587,449 (the "Pipelining Amount") in funded transportation improvements, pursuant to Section 163.3180(12), Florida Statutes, to offset the impacts of Phase 3B, under the terms and conditions described below. The total Pipelining Amount consists of proportionate share payments pursuant to Section 163.3180(12), Florida Statutes, by the Applicant for its share of the cost of the following required improvements: the six-laning of S.R. 16 from I-95 to Inman Rd.; and the four-laning of S.R. 16 from CR 16A to International Golf Parkway, from International Golf Parkway to CR 2209, and from CR 2209 to West Mall Entrance. In addition, the total Pipelining Amount includes an additional voluntary proportionate

share payment of \$649,386 related to the cost of six-laning S.R. 16 from I-95 to West Mall Entrance. This total Pipelining Amount shall be deemed sufficient to mitigate for the transportation impacts of the improved DRI through full DRI buildout, except for any additional mitigation as may be required pursuant to condition 15(a), above. The total Pipelining Amount is sufficient to pay for or construct required improvements that will benefit regionally significant transportation facilities and meet pipelining requirements. The provisions of Section 163.3180(12), F.S., shall be deemed to meet the provisions of the County's concurrency management system and this DRI shall be deemed to be a Multi Use DRI meeting the statutory provisions of Section 163.3180(12), F.S.

The Applicant shall cause the construction, regardless of the cost stated in the Pipelining Amount, of the following road improvement, including design, engineering, permitting and the cost of any right-of-way acquisition, within the timeframes described: construct the four-lane divided rural roadway improvement of S.R. 16 from West Mall Entrance northwest for a distance of approximately 0.6725 mile (approximately 500 feet north of the entrance to the Whisper Ridge PUD). Construction of this improvement shall be commenced no later than September 1, 2007, and completed within two years after the construction is commenced. Construction of this segment of S.R. 16 shall be consistent with FDOT design and construction standards. Prior to issuance of building permits for vertical construction within Phase 3B of the DRI (as defined above in this condition), the Applicant must provide financial assurance in the form of a bond, letter of credit or other financial instrument acceptable to both St. Johns County and FDOT that construction of the improvement will be completed within two years of commencement.

16. Deleted by Resolution 2004-155.

17. Deleted by Resolution 2004-155.

18. In addition, the Applicant, heirs, assignees and executors shall team with other developers in this corridor and participate in a Transportation Management Organization (TMO) and a Long Range Transportation Concurrency Management System (LRTCMS) as formally

adopted by St. Johns County, Regional Council, Department of Economic Opportunity, and Florida Department of Transportation. In order to meet this condition, the Applicant may become a member of the existing TMO for the Saint Johns DRI, which was formed pursuant to the Development Order for the Saint Johns DRI. The purpose of the TMO is to reduce traffic impacts, especially those from those employed at the project, particularly as such traffic may impact I-95 between S.R. 210 and S.R. 16 by employing a variety of Transportation Demand Management strategies. The strategies employed by the TMO shall include, but not be limited to a mix of such innovative planning and implementing actions as securing staggered work hour agreements among various employers located within the project and along the corridor; promoting van pooling and ridesharing for employees and transit on-site and coordinating such efforts with other major employers in the corridor; participating in the transportation provision for the transportation disadvantaged; etc. In addition, the long-range transportation management strategies shall involve the determination of alternative parallel facilities to divert local traffic from I-95, including on a pro-rata basis by traffic impact analysis, the funding through special impact fees, tax increment financing or other means as identified including combinations thereof, prior to any issuance of a certificate of occupancy. The TMO shall be established or the Applicant shall participate in an existing TMO no later than occupancy of Phase I of the project. All efforts to promote the transportation demand management strategies shall be documented in the DRI biennial report.

Affordable Housing

19. Prior to the issuance of any building permits for each of Phases 2 and 3, the Applicant, using a methodology agreed upon by the DCA, NEFRPC, and St. Johns County and consistent with Rule 9J-2.048, F.A.C. (1997), shall provide the DCA, NEFRPC, and St. Johns County an analysis determining:

- a. Adequate housing demand for each salary income range category within the very low, low and moderate income households as a result of the pertinent development phase cumulatively with an unmet demand from prior phases that was deemed insignificant under the above rule; and

b. Adequate housing supply for each corresponding salary income range category within the very low, low and moderate income households located within reasonable proximity of the DRI.

If the reviewing agencies determine from the study that there is a significant adequate housing impact pursuant to the above rule, then no building permits shall be issued until mitigation measures consistent with Rule 9J-2.048, F.A.C. (1997), are adopted by an amendment to the development order. At its option, the Applicant may provide an analysis addressing both Phases 2 and 3 to determine any needed mitigation for both phases and provide needed mitigation for both phases prior to the issuance of any building permits for Phase 2.

Impact Fees

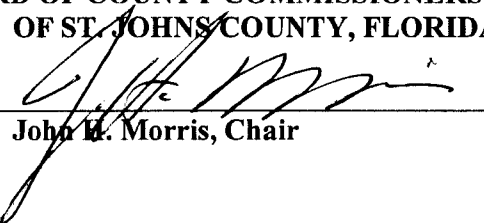
20. This resolution shall not prevent the County from requiring the payment of impact fees and/or other fees for development or construction within the area described in this resolution when such impact fees and/or other fees are also charged for similar activities within the other incorporated areas of the County. Since the County has enacted an impact fee ordinance that is applicable on a County-wide basis, it shall comply with Section 380.06(16), F.S. (1996), and give credit to the Applicant for all applicable contributions of land, funds or public facilities made on behalf of the Applicant 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 as are necessary to provide safe and adequate services to the development except for off-site facilities required by this Development Order. The Applicant may assign any impact fee credits provided for under this Development Order to any successor owner or developer within the St. Augustine Centre DRI for use against any applicable impact fee obligation for the same purpose related to construction within the DRI.

RENDITION

Within 10 days of adoption of this development order, St. Johns County shall render a copy of this development order with all amendments, certified as complete and accurate, by certified mail, return receipt requested, to the Florida Department of Economic Opportunity, Division of Community Planning and Development; Northeast Florida Regional Council; and the Applicant.

PASSED AND APPROVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, THIS 21 DAY OF October, 2014.

BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA



John M. Morris, Chair

Rendition Date: 10/23/14

Attest: Cheryl Strickland

By: 

Deputy Clerk



EXHIBITS

Exhibit 1, Legal Description for DRI (from Resolution 97-77)

Exhibit 2, Development Plan (Map H)(revised April 29, 2014)

Exhibit 3, Phasing Schedule – Resolution 2006-96 as modified by Letter to S. Konchan re: 3-year extension under Ch. 2007-204, Laws of Fla. (Sept. 15, 2009), Letter to S. Konchan re: 4 year extension under Ch. 2011-139, Laws of Fla. (June 16, 2011), and Letter to S. Konchan re: extension under § 252.363(1)(a), Fla. Stat. (Jan. 9, 2013); note 6 added (2014).

Exhibit 4, Roadway Improvement (April 2004) – Resolution 2004-155

Exhibit 5, Conversion Table (revised July 23, 2014)

Exhibit 1

ST. AUGUSTINE CENTRE

A PART OF SECTIONS 5, 6, AND 8, TOWNSHIP 7 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF BEGINNING, COMMENCE AT THE NORTHEAST CORNER OF SAID SECTION 6; THENCE NORTH $89^{\circ}15'19''$ EAST ALONG THE NORTHERLY LINE OF SAID SECTION 5, A DISTANCE OF 2702.33 FEET; THENCE SOUTH $02^{\circ}34'25''$ EAST, A DISTANCE OF 2418.93 FEET; THENCE NORTH $86^{\circ}20'55''$ WEST, A DISTANCE OF 724.27 FEET; THENCE SOUTH $02^{\circ}34'25''$ EAST, A DISTANCE OF 660.00 FEET; THENCE SOUTH $86^{\circ}20'55''$ EAST, A DISTANCE OF 663.92 FEET; THENCE SOUTH $02^{\circ}34'25''$ EAST, A DISTANCE OF 50.30 FEET; THENCE NORTH $86^{\circ}20'55''$ WEST, A DISTANCE OF 1319.59 FEET; THENCE SOUTH $02^{\circ}11'41''$ EAST ALONG A LINE TO ITS INTERSECTION WITH THE NORTHEASTERLY RIGHT-OF-WAY LINE OF STATE ROAD NO. 16 (A 200 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED), A DISTANCE OF 1942.09 FEET; THENCE NORTH $77^{\circ}03'50''$ WEST ALONG SAID NORTHEASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 153.99 FEET; THENCE NORTH $01^{\circ}39'41''$ WEST LEAVING SAID RIGHT-OF-WAY LINE, A DISTANCE OF 175.00 FEET; THENCE NORTH $77^{\circ}07'17''$ WEST, A DISTANCE OF 199.99 FEET; THENCE NORTH $01^{\circ}39'41''$ WEST, A DISTANCE OF 166.93 FEET; THENCE NORTH $75^{\circ}57'41''$ WEST, A DISTANCE OF 396.19 FEET, THENCE NORTH $62^{\circ}14'03''$ EAST, A DISTANCE OF 105.57 FEET; THENCE NORTH $27^{\circ}45'57''$ WEST, A DISTANCE OF 308.00 FEET; THENCE SOUTH $62^{\circ}13'29''$ WEST ALONG A LINE TO ITS INTERSECTION WITH THE NORTHEASTERLY RIGHT-OF-WAY LINE OF INTERSTATE 95, STATE ROAD NO. 9 (A RIGHT-OF-WAY OF VARYING WIDTH), A DISTANCE OF 449.91 FEET; THENCE NORTH $27^{\circ}42'53''$ WEST ALONG SAID NORTHEASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 1004.03 FEET TO A POINT ON A CURVE, CONCAVE SOUTHWESTERLY HAVING A RADIUS OF 5879.58 FEET; THENCE NORTHWESTERLY CONTINUING ALONG SAID RIGHT-OF-WAY LINE AND ALONG THE ARC OF SAID CURVE, AN ARC DISTANCE OF 1959.64 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF NORTH $28^{\circ}56'46''$ WEST AND A CHORD DISTANCE OF 1950.58 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH $38^{\circ}29'40''$ WEST CONTINUING ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 1164.82 FEET; THENCE NORTH $23^{\circ}29'40''$ WEST CONTINUING ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 502.28 FEET; THENCE NORTH $38^{\circ}29'40''$ WEST CONTINUING ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 411.52 FEET TO A POINT LYING ON THE NORTHERLY LINE OF AFORESAID SECTION 6; THENCE NORTH $89^{\circ}22'17''$ EAST LEAVING SAID NORTHEASTERLY RIGHT-OF-WAY LINE AND ALONG SAID NORTHERLY LINE OF SECTION 6, A DISTANCE OF 2240.17 FEET TO THE POINT OF BEGINNING.

CONTAINING 315.29 ACRES MORE OR LESS.

MAP H DEVELOPMENT PLAN EXHIBIT 2

LEGEND

PROPERTY LINE	
WETLANDS	45.74 ACRE
RETAIL SALES/HOTEL	145.66 ACRE
LIGHT INDUSTRIAL / Residential	22.74 ACRE
RESIDENTIAL	76.20 ACRE
RIGHT-OF-WAY	11.90 ACRE
ISOLATED UPLANDS	11.06 ACRE
TOTAL SITE AREA	315.30 ACRE

NOTE: RIGHTS OF WAY WITHIN DEVELOPMENT INCLUDE SIDEWALES MINIMUM OF 5' WIDE, SEPARATE FROM ROADWAY, ON BOTH SIDES OF ROAD. LOCATION OF PROVISIONAL WAY ON RESIDENTIAL PARCELS (EAST OF WETLAND) APPROXIMATE ONLY.

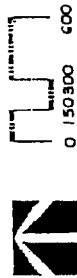
ST. AUGUSTINE CENTRE

1-95 & S.R. 16, ST. JOHNS CO., FL.

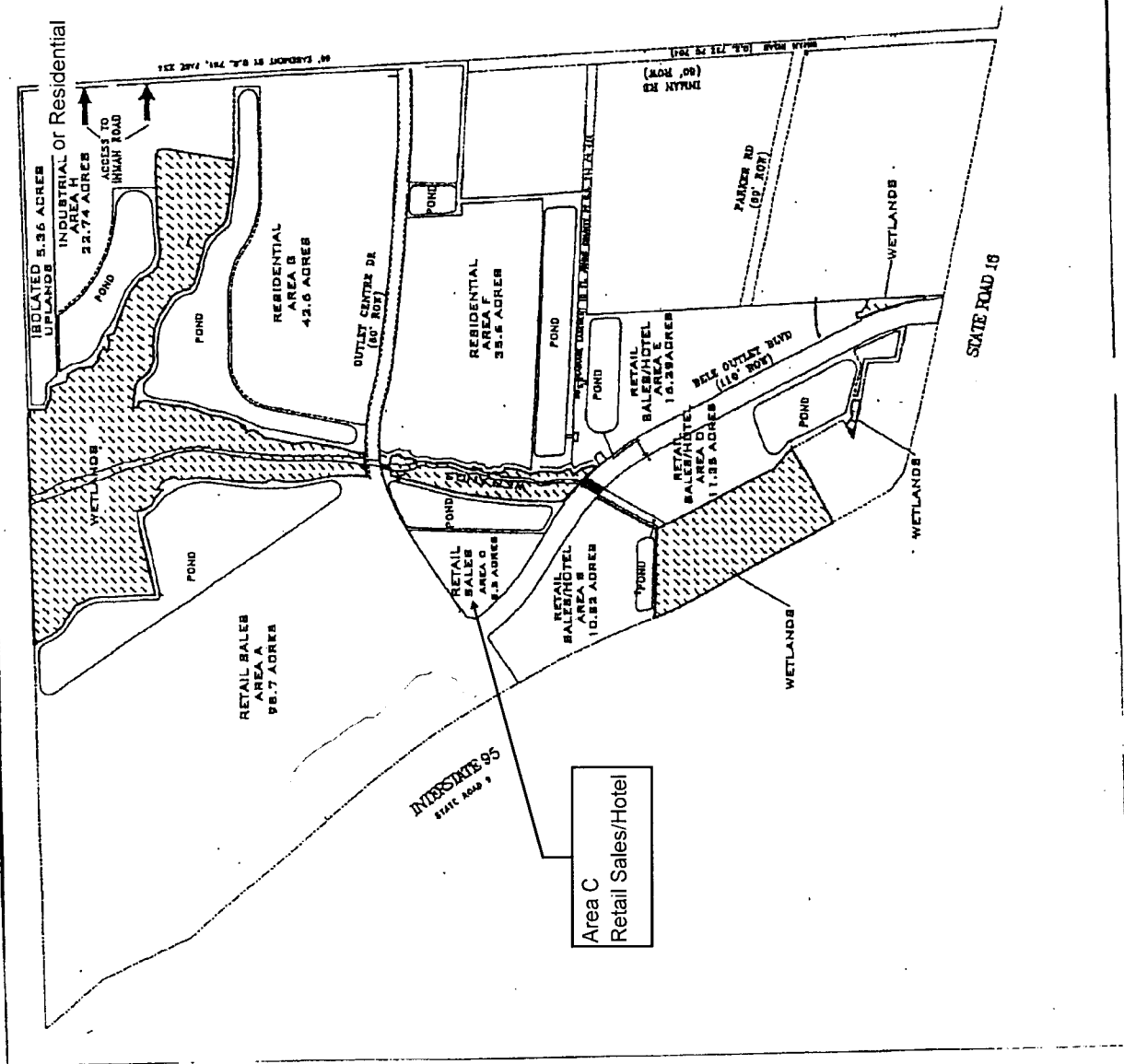
OWNER:
ST. AUGUSTINE ASSOCIATES

CONSULTING TEAM:

KING ENGINEERING ASSOCIATES, INC.
ELIZABETH C. BOWMAN, EDC.
UPCHURCH, BAILEY & UPCHURCH P.A.



JOB NUMBER: 96-05-11
DRAWN BY: ADJ
REVISED DATE: 04-20-04
CHECKED BY: H



revised 4-29-14 from Map H as approved in Res. 2006-96 to add residential as an allowed use on Area H and add hotel as an allowed use on Area C

EXHIBIT 4
St. Augustine Centre
Roadway Improvements

Phase 3B - 2006

Link I.D.	Facility	Location	Requested Improvement
91.1	SR 16	CR 16A to International Golf Flwy.	Median widening 2 lanes to 4 lanes.
91.2	SR 16	International Golf Flwy. to CR 2206	Median widening 2 lanes to 4 lanes.
92.1	SR 16	CR 2206 to West Mall Entrance	Median widening 2 lanes to 4 lanes.
92.2	SR 16	West Mall Entrance to I-95	Median widening 4 lanes to 6 lanes.
93.1	SR 16	SR 9 (I-95) to Arman Rd.	Median widening 4 lanes to 6 lanes.

Note: Traffic study does not show SR 16 Segment 92.2 from West Mall Entrance to I-95 to be Significant and Adverse, but a Proportional Share contribution is being offered by Applicant as a voluntary contribution.

RECEIVED

MAY 13 2004

ST. JOHNS COUNTY
PLANNING DEPARTMENT

47402004

King Engineering Associates, Inc.

Exhibit 5 – Conversion Table (rev. 7/23/14)

**St. Augustine Centre DRI - Phase 1, 2 and 3A
LAND USE EXCHANGE TABLE**

	TO	Outlet Mall * SF	COMMERCIAL SF	Hotel Rooms	Multifamily DUs	Single Family DUs	
		0.790	2.034	0.226	0.361	1.089	
F	Outlet Mall * SF	0.790	1.0000	0.3884	0.0035	0.0022	0.00073
R	COMMERCIAL SF	2.034	2.5747	1.0000	0.0090	0.0056	0.0019
O	Hotel Rooms	0.226	286.0759	111.1111	1.0000	0.6260	0.2076
M	Multifamily DUs	0.361	N/A	N/A	N/A	1.0000	0.3315
	Single Family DUs	1.089	N/A	N/A	N/A	N/A	1.0000

Code - Land Use	Trip Rates	Units	Approved Development	
			Before Conversion	Conversion Minimum Maximum
823 - Outlet Mall *	0.790	Per 1,000 SF	567,007	376,732 567,007
820 - Commercial/Retail	2.034	Per 1,000 SF	301,400	178,737 358,900
310 - Hotel Rooms	0.226	Per Room	146	144 398
220/230 - Multifamily	0.361	Per DU	817	647 817
210 - Single Family	1.089	Per DU	0	0 70
Residential (Single Family and Multifamily)			817	647 817

* Includes Movie Theater

Sources:

Approved Phase 3A Trip Generation Table included in the St. Augustine Centre DRI 2004 NOPC Analysis
Table 2 of Land Use Exchange Table Technical Memorandum
Table 3 of Land Use Exchange Table Technical Memorandum

EXAMPLE: How many Hotel Rooms can be built instead of 10,000 SF of Outlet Mall?
from Outlet Mall to Hotel Rooms : 10,000 X 0.0035 = 35 Hotel Room
Check: 10,000 SF of Outlet Mall = 10,000/1,000 * 0.780 = 7.9 PM peak hour trip
35 Hotel Rooms = 35*0.226 = 7.9 PM peak hour trips

Restrictions on Use of these Tables:

1. Residential uses cannot be converted to non-residential uses.
2. Use of the conversion table shall be limited to prevent additional school impacts as follows: no more than 20.4 students can be generated from the remaining undeveloped residential units as of May 15, 2014 (170 multifamily units), using a student generation rate of 0.27 students per single family unit and 0.12 per multifamily unit. If student generation from the remaining undeveloped residential units is exceeded using the above student generation rates, the applicant will be required to meet school concurrency through a NOPC or other mechanism acceptable to the County and School District.
3. Phase 3B development rights cannot be converted using this table.