

RESOLUTION NO. 2005-208

ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS RESOLUTION NO. 2005-208, A DEVELOPMENT ORDER FOR TWIN CREEKS, A DEVELOPMENT OF REGIONAL IMPACT UNDER CHAPTER 380, FLORIDA STATUTES; AUTHORIZING DEVELOPMENT OF APPROXIMATELY 3,050 ACRES IN NORTHERN ST. JOHNS COUNTY; ESTABLISHING MITIGATION REQUIREMENTS FOR REGIONAL IMPACTS INCLUDING MITIGATION FOR TRANSPORTATION AND ENVIRONMENTAL IMPACTS, PROVIDING DEVELOPMENT BUILDOUT DATES; ESTABLISHING AN EFFECTIVE DATE.

LET IT BE KNOWN that, pursuant to Section 380.06 of the Florida Statutes, the St. Johns County Board of County Commissioners heard at a duly noticed public hearing convened on August 9, 2005; an Application for Development Approval ("ADA") for Twin Creeks, to be developed in the manner described in the ADA and Responses to Requests for Additional Information filed by Transeastern Properties, Inc. for said development; and

RECITALS

WHEREAS, the St. Johns County Board of County Commissioners considered the report and recommendations of the Northeast Florida Regional Council, the St. Johns County staff, the documents and comments upon the record made before the St. Johns County Board of County Commissioners; and

WHEREAS, this Development Order was approved by the St. Johns County Board of County Commissioners by Resolution No. 2005-208; and

WHEREAS, the Twin Creeks Development of Regional Impact (DRI) is a proposed mixed use development on approximately 3,050 acres located near St. Augustine in St. Johns County, Florida (the "DRI Property"); and

WHEREAS, South Jacksonville Properties, L.L.C. is the Applicant of record for the Twin Creeks DRI; and

WHEREAS, Falcon South Jacksonville Properties, L.L.C. is the owner of the DRI Property and has duly authorized the Applicant to include the Property in the DRI Property; and

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

WHEREAS, the proposed Comprehensive Plan Amendment required to authorize “pipelining” as a method of addressing Applicant’s transportation mitigation has been provided to the Florida Department of Community Affairs, Northeast Florida Regional Council and St. Johns County, and

WHEREAS, the ADA was reviewed by the Northeast Florida Regional Council as required by Section 380.06, F.S. (2004), and the Council recommended July 7, 2005 that the Application be approved, subject to certain conditions; and

WHEREAS, the proposed Comprehensive Plan Amendment changing 157 acres within the Twin Creeks DRI from Rural/Silviculture (R/S) to Conservation (CON) has been provided to DCA, NEFRC, and St. Johns County; and

WHEREAS, the St. Johns County Board of County Commissioners duly noticed and on August 9, 2005, held a public hearing on the application as required by Section 380.06, F.S. (2004), and afforded the public and all affected parties an opportunity to be heard and to present evidence; and

WHEREAS, implementation of the Master Plan for Twin Creeks will create a variety of distinct residential neighborhoods or villages buffered from one another and from the commercial/industrial centers, by conserved wetlands and uplands, with each conveniently located within walking or biking distance; and

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

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

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. The proposed DRI is not in an area designated as an Area of Critical State Concern pursuant to the provisions of Section 380.05, F.S (2004).
2. The proposed DRI is consistent with the State Comprehensive Plan.
3. The proposed DRI is consistent with the Strategic Regional Policy Plan adopted by the Northeast Florida Regional Council.

4. The proposed DRI is consistent with the St. Johns County Comprehensive Plan 2000-2015 and St. Johns County land development regulations.
5. The proposed DRI is consistent with the Assessment Report and Recommendations of the Northeast Florida Regional Council issued pursuant to Section 380.06, F.S (2004).

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County, Florida, in public hearing duly constituted and assembled on August 9, 2005, that the Twin Creeks DRI is hereby approved, subject to the following terms and conditions, restated in full:

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GENERAL CONDITIONS

1. **Application For Development Approval.** The DRI shall be developed in accordance with the information, plans and commitments contained in (1) the Twin Creeks DRI ADA dated July 6, 2004, (2) the ADA first sufficiency response dated September 24, 2004, (3) the ADA second sufficiency response dated January 25, 2005, (4) the Master Plan, Map H, dated July 8, 2005, attached as Exhibit 1, and (submitted by the Applicant as part of the DRI review prior to adoption of this Development Order). The aforementioned items shall be made part of this Development Order.
2. **Land Use Totals.** The DRI may be developed with the following improvements: up to 600,000 gross square feet of retail/service uses; up to 300,000 gross square feet of office use; up to 175 hotel rooms; up to 5,000 residential units (3,000 multi-family and 2,000 single-family); and up to 2,000,000 gross square feet of light industrial uses. A minimum of 24 acres of Neighborhood Parks, 37 acres of Community Parks and 243 acres of Regional Parks/Open Space shall be provided, which may include recreational amenities such as tot lots, skateboard parks, swimming pools, ballfields and courts, walking and hiking trails, bridle paths, greenways, parks with picnic areas, primitive camps, golf driving ranges and accessory concession facilities. Not less than 1,118 acres of wetlands will be conserved. The Applicant may increase or decrease the amount of a particular land use within the approved development program without filing a Notice of Proposed Change by using a conversion table (attached as Exhibit 3) that is based on equivalent peak hour directional trip ends. Use of the conversion table may increase or decrease the total amount of each land use by no more than the amount allowed for in the substantial deviation criteria identified in Chapter 380.06(19)(b)1-4, Florida Statutes (2004).

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

(b) So long as the trade-off is consistent with the criteria contained in Exhibit 3 and no change is made to the Master Plan, Map H, no additional DRI approvals shall be

required for the trade-off. Trade-off elections shall be reported biennially as provided below.

(c) Use of the conversion table will be reported on an individual and cumulative basis and project impacts documented in the biennial report. Any future NOPC shall incorporate any changes due to the use of the matrix.

3. **Phasing, Buildout and Expiration of DRI.** The DRI shall be developed in one phase. The buildout date for all development is December 31, 2010. The DRI termination and DRI Development Order expiration dates are established as December 31, 2015. Any extensions of the DRI buildout, termination or expiration dates shall be governed by the provisions of Section 380.06(19)(c), F.S. (2004). The foregoing notwithstanding, the time periods stated above shall be tolled during the period of any appeal pursuant to Section 380.07, F.S. (2004), or during the pendency of any administrative or judicial proceedings relating to development permits.
4. **Effective Date.** The Development Order shall take effect upon transmittal to the Department of Community Affairs, the Northeast Regional Council and the Applicant in accordance with Rule 9J-2.025(5) F.A.C. and Subsection 380.07(2), Florida Statutes.
5. **Monitoring Official.** The Director of Planning of the St. Johns County Growth Management Services Department or his/her designee shall be the local official responsible for monitoring the development for compliance by the Applicant with this Development Order.
6. **Downzoning Protection.** The Twin Creeks DRI as approved in this Development Order shall not be subject to downzoning or reduction of approved land uses before December 31, 2015, 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 changes clearly established by St. Johns County are essential to the public health, safety and welfare.
7. **Election Regarding Environmental Rules.** Pursuant to Section 380.06(5)(c), F.S. (2004), the Applicant has elected to be bound by the rules adopted pursuant to Chapters 373 and 403 in effect as of the date of this Development Order, including, but not limited to, the provisions of Section 373.414(13), F.S. Such rules shall be applicable to all application for permits pursuant to those chapters which are necessary for and consistent with the development authorized in this Development Order, except that a later-adopted rule shall be applicable to an application if:

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

Further, to qualify for the benefits of this provision, the application must be filed within five (5) years from the issuance of this Development Order and the permit shall not be effective for more than eight (8) years from the issuance of the Development Order. Nothing in this General Condition shall be construed to alter or change any permitting agency's authority to approve permits or to determine applicable criteria for longer periods of time.

8. **Reporting.** The Applicant or its successors or assigns, shall submit a biennial report no later than November 1 of every other year, commencing November 1, 2006, until build-out. The report shall be submitted to St. Johns County, the Northeast Florida Regional Council, Florida Department of Community Affairs, the Northeast District of the Florida Department of Environmental Protection, St. Johns River Water Management District, Florida Game and Fresh Water Fish Commission, and any other affected permit agencies. Form RPM-BSP-ANNUAL REPORT-1 of the Florida Department of Community Affairs, as amended from time to time, may be used for the format of this report. In accordance with Section 380.06(18), F.S. (2004), failure to file the report in a timely manner may result in the temporary suspension of this Development Order. The biennial report shall include the following:

- (a) A description of any changes made in the plan of development, phasing, or in the representations contained in the Application for Development Approval since the date of adoption of this Development Order, and any actions taken by St. Johns County to address these changes. Copies of any approvals taken by the local government to address these changes including copies of any revised master plans not previously submitted will be attached to the monitoring report. Any trade-off elections permitted by the Land Use Exchange Table in Exhibit 3. 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 or conducted since the preceding monitoring report and activity projected for that period until submittal of the next regular monitoring report. The summary will include: a description of site improvements, number of residential lots platted, gross floor area of non-residential uses constructed by land use type, location, and phase, with appropriate maps and number of boat dock permits issued. A tabulation of the amount of acreage developed in the reporting period shall be provided by land use categories listed in Chapter 28-24, F.A.C.

(c) Identification of the name of the purchaser of any undeveloped tracts of land in the Twin Creeks DRI, including the location and size of the tracts purchased, and the amount of development rights allocated to the purchaser, with map(s) which show the parcel(s) or sub-parcel(s) acquired. Also, to the extent known to the Applicant, a description of any lands purchased or optioned within one (1) mile of the boundaries of the Twin Creeks DRI by a person who has acquired a fee simple or lesser interest in the Twin Creeks DRI subsequent to issuance of this Development Order (but excluding persons who have only acquired a leasehold interest in lands or improvements within the Twin Creeks DRI), identifying such land, its size, and its intended use on a site plan and map;

(d) A cumulative summary of all development that has taken place within the Twin Creeks DRI by the land use categories listed in Chapter 28-24, F.A.C. including residential lots platted, gross floor area of non-residential uses constructed by land use type and location, together with a cumulative summary of location, size (acreage), development rights purchased (land use type and square footage), and the name of the purchaser of all parcels purchased within the Twin Creeks DRI;

(e) A specific assessment of the Applicant's, Applicant' successor, if any, and St. Johns County's compliance with conditions and commitments contained in this Development Order;

(f) A description of any known incremental DRI applications for development approval or requests for a substantial deviation that were filed in the reporting period and to be filed during the next reporting period;

(g) A description of any change in local government jurisdiction for any portion of the development since this Development Order was issued. A description of any moratorium imposed by a regulatory agency on development within the Twin Creeks DRI, specifying the type, duration, cause, and remedy;

(h) A listing of any significant local, state and federal permits which were obtained, applied for, or denied, during this reporting period, specifying the agency, type of permit, parcel, location(s), and activity for each permit;

(i) A copy of the recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the Applicant pursuant to Paragraph 380.06 (15)(f), F.S. 2004.

(j) Provide an analysis demonstrating there will be sufficient capacity of potable water, wastewater, and solid waste facilities serving the Twin Creeks DRI for the anticipated development for the ensuing reporting period.

(k) Traffic reports, which shall be submitted to the Florida Department of Transportation (FDOT) District Urban Office in Jacksonville, as well as to the St. Johns County Growth Management Services Department, NEFRC, and DCA. The first traffic report shall be due concurrently with the first monitoring report and then biennially thereafter until project build-out, unless otherwise specified by the NEFRC. The following information shall be included:

(i) A description of current development by land use, type, location, number of residential units and amount of square footage of non-residential, along with the proposed construction schedule for the ensuing 24-month period, and appropriate maps.

(ii) Traffic counts, turning movements, and levels of service actual for the past 24 months and projected for the ensuing 24 months, including traffic estimates for the following roads, including intersections and interchanges. Applicant shall distinguish between project-related traffic and total traffic volumes:

- I-95 from I-295 to S.R. 16
- C.R. 210 from Greenbriar Road to U.S. 1
- U.S. 1 from Racetrack road to International Golf Parkway

Note: Actual FDOT or St. Johns County traffic counts shall be used where possible. If actual FDOT or County counts are not available for a particular road or intersection, the Applicant shall retain, at his expense, a traffic engineering

firm to collect the necessary counts. FDOT seasonal adjustment factors shall be used when adjusting traffic counts.

(iii) A description of any new and/or improved roadways, traffic control devices or other transportation facility improvements to be constructed or provided by the Applicant or governmental entity to accommodate the total existing and anticipated traffic demands.

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

(m) A description of any change to the previously reported stormwater plans, design criteria, or planting and maintenance plans.

(n) Each biennial report shall be accompanied by a statement certifying that the NEFRC (with appropriate filing fee), Department of Community Affairs, St. Johns County, Florida Department of Transportation, Florida Department of Environmental Protection and the St. Johns River Water Management District have been sent copies of the Biennial Monitoring Report in conformance with Subsections 380.06(15) and (18), Florida Statutes (2004). It is the responsibility of the Applicant to guarantee that all appropriate agencies receive a copy of the biennial report.

9. **Notice of Adoption.** Notice of the adoption of this Development Order, or any subsequent amendment to it, shall be recorded by the Applicant in accordance with Sections 28.222 and 380.06(15)(f), F.S. (2004), with the Clerk of the Circuit Court of St. Johns County, Florida. Recordation of this notice shall not constitute or provide actual or constructive notice of a lien, cloud or encumbrance of the DRI Property. The conditions of this Development Order shall run with the land and bind the successors and assigns of the Applicant on the DRI Property. Any contract or agreement for sale of those interests by the Applicant for all or any part of the property subject to this-Development Order shall contain a legend substantially in the following form printed or stamped thereon:

THE PROPERTY DESCRIBED IN THIS AGREEMENT IS PART OF THE TWIN CREEKS DEVELOPMENT OF REGIONAL IMPACT AND IS SUBJECT TO A DEVELOPMENT ORDER, NOTICE OF WHICH IS RECORDED IN THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA, WHICH IMPOSES CONDITIONS, RESTRICTIONS AND LIMITATIONS UPON THE USE AND DEVELOPMENT OF THE SUBJECT PROPERTY WHICH ARE BINDING UPON EACH SUCCESSOR AND ASSIGN OF TRANSEASTERN PROPERTIES, INC. THE DEVELOPMENT

ORDER DOES NOT CONSTITUTE A LIEN, CLOUD OR ENCUMBRANCE OF REAL PROPERTY OR CONSTITUTE ACTUAL OR CONSTRUCTIVE NOTICE OF SAME. A COPY OF THE DEVELOPMENT ORDER MAY BE REVIEWED AT THE OFFICE OF THE PLANNING DEPARTMENT, ST. JOHNS COUNTY, FLORIDA.

10. **Application For Proposed Changes.** The Applicant shall submit simultaneously to St. Johns County, the Northeast Florida Regional Council and Florida Department of Community Affairs any applications for proposed changes to the DRI and shall comply with the requirements of Section 380.06(19), F.S. (2004), concerning substantial deviations.
11. **Subsequent Requests for Development Permits.** Subsequent requests for development permits shall not require further review pursuant to Section 380.06, Florida Statutes, unless it is found by the St. Johns County Board of County Commissioners, after due notice and hearing, that one or more of the following is present;
 - (a) substantial deviation from the terms or conditions of this Development Order, or other changes to the approved Development Plan which create a reasonable likelihood of adverse regional impacts or other regional impacts which were not evaluated in the review by the Northeast Florida Regional Council; or
 - (b) an expiration of the period of effectiveness of this Development Order as provided in this Development Order.

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

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

SPECIAL CONDITIONS

13. **Vegetation and Wildlife.** Much of the project site has been and will continue to be used for agricultural purposes. Agricultural activities within a certain parcel may occur until the commencement of development of that parcel provided that an average 25-foot undisturbed upland buffer around the jurisdictional wetlands is maintained. All agricultural activities shall comply with the requirements of Policies E.2.2.2 and E.2.2.3 of the 2015 Comprehensive Plan (May 2000), where applicable.

- (a) In conjunction with Applicant's responsibilities for widening of C.R. 210 set forth in Special Condition 25, the Applicant will be responsible for funding the construction of all wildlife crossings in the general locations and designs indicated on Map H-2 attached hereto as Exhibit 2. The design specifications will meet all County requirements and will be partially located landward outside of jurisdictional wetland boundaries and above the 100-year flood elevation. No perimeter fencing may be erected within conservation areas that would hinder the ability of wildlife to traverse the wildlife corridor.
- (b) Within one calendar year from the date of this Development Order's adoption, or soon thereafter as Florida Fish and Wildlife Conservation Commission (FFWCC) will allow, the Applicant will make an unencumbered contribution in the sum of \$321,871 to the FFWCC Land Acquisition Trust Fund. This off-site mitigation will result in the issuance of an incidental take permit for the purchase of habitat at an off-site location within the jurisdictional boundaries of the Northeast Florida Regional Council. No construction shall commence within any gopher tortoise habitat within Twin Creeks until the Applicant has successfully completed this mitigation. The Applicant shall be otherwise responsible for all permit requirements of the Florida Fish and Wildlife Conservation Commission.
- (c) Not less than 1.0 acre of potential sandhill habitat will be preserved by Applicant.

14. **Wetlands.** Wetland impacts shall be limited to a maximum of 200 acres unless otherwise authorized by St. Johns County where the County determines that a revised site plan with more wetland impacts results in improved neighborhood connectivity, improved traffic patterns (either onsite or offsite), more efficient infrastructure development, or otherwise promotes the goals and

objectives of the Comprehensive Plan, and provided that such additional impacts are approved by wetland regulatory agencies through their wetland impact permitting process and the Applicant in its reasonable judgment determines that such additional impacts will not materially delay the permitting process. The exact boundaries of the areas to be conserved shall be determined in connection with wetland delineation and environmental resource permitting by the St. Johns River Management District. The limits of the conserved wetlands shall be delineated on the engineering plans submitted for approval by St. Johns County. All engineering plans submitted to St. Johns County shall be consistent with the requirements of applicable permits issued by the St. Johns River Water Management District. Upland buffers shall comply with the St. Johns County Land Development Code requirements. Prior to commencement of clearing, earth movement, construction or other development (including platting) within 500 feet of any wetlands within the jurisdiction of FDEP or SJRWMD, those wetlands shall be surveyed and the wetland boundaries shall be approved by the SJRWMD. All wetland and upland preservation areas required under this Development Order shall be protected by conservation easements meeting the requirements of § 704.06 of the Florida Statutes.

15. Upland Buffers. The Applicant shall comply with Comprehensive Plan Policy E.2.2.5 and Land Development Code Section 4.01.06. The following buffers will be provided:

(a) A twenty-five (25) foot averaged undisturbed upland buffer (minimum ten (10) feet) will be provided adjacent to contiguous wetlands. In no instance shall the upland buffer be less than ten (10) feet, except for those areas adjacent to unavoidable wetland impacts such as road crossings. A twenty-five (25) foot building setback to the upland buffer will be provided measured from the landward edge of the undisturbed upland buffer. Approved accessory uses, except for buildings with a permanent foundation, are allowed in the building setback.

(b) An undisturbed vegetated buffer of not less than 750 feet shall be maintained between the centerline of Durbin Creek and any developed areas of the DRI.

16. Conservation Easements. The Applicant will record conservation easements covering the conserved wetlands and undisturbed upland buffers onsite meeting the requirements of Sec. 704.06, Florida Statutes (2004). Conservation easements and the portions of the recorded covenants and restrictions that relate to preservation of wetlands and upland buffers shall be enforceable by the Applicant, the property owners association, the St. Johns River Water Management District, the County and the Northeast District of the Florida Department of

Environmental Protection. The covenants and restrictions or conservation easement shall not permit variances from the minimum standards set forth in this Development Order. The covenants and restrictions or conservation easements shall not permit variances from the minimum standards set forth in this Development Order. Such conservation easements shall be recorded upon recordation of a plat containing the wetlands or undisturbed upland buffer areas.

17. **Stormwater Pollution Prevention.** Construction activity within the Twin Creeks DRI shall be conducted in accordance with a stormwater pollution prevention plan developed pursuant to the EPA NPDES permit program. Prior to commencement of any construction which will be adjacent to a conserved wetland, the contractor shall be required to install silt fencing on the landward edge of the undisturbed upland buffer or landward of the undisturbed upland buffer at the physical limits of construction to protect the conserved wetlands. The silt fencing shall be inspected at least once a week and repairs to fallen or damaged sections shall be made immediately upon discovery. The provisions of this Development Order Special Condition shall be incorporated into all construction contracts for work within the Twin Creeks DRI. All contractors working within the Twin Creeks DRI shall be notified of the requirement for a stormwater pollution prevention plan developed pursuant to the EPA NPDES Permit Program and shall be advised of the requirements set forth above concerning silt fencing. Copies of the stormwater pollution prevention plans shall be provided to St. Johns County and the Northwest District office of the Florida Department of Environmental Protection.
18. **Hydroperiods.** In connection with permit applications for the stormwater management system for the Twin Creeks DRI, the Applicant shall ensure maintenance of hydroperiods within conserved wetlands, unless otherwise permitted by the St. Johns River Water Management District. No development activities, as defined in Section 380.04, F.S. (2004), except for activities permitted by the appropriate environmental permitting agencies, shall be allowed in any of the wetland areas within the Twin Creeks DRI. Wetland impacts will be mitigated through the regulatory permitting process of the St. Johns River Water Management District and the U.S. Army Corp of Engineers.
19. **Surface Water Quality Monitoring Plan.** Prior to commencement of construction activity within the DRI, Applicant with develop and secure FDEP approval of a Surface Water Quality Monitoring Plan which will provide, at a minimum, for collection of background data for six (6) consecutive months prior to construction and quarterly thereafter for an appropriate length of time. If the Surface Water Quality Monitoring Program identifies variations in water quality of receiving waters from established background water quality attributable to discharges from the

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

20. **Floodplain.** All construction within the 100-year floodplain, shall comply with applicable federal, state, and local laws and regulations. In connection with review of the management and storage of surface waters permit or permits for the Project, the St. Johns River Water Management District shall review plans for fill within the 100-year floodplain to ensure there is no measurable increase in flood elevations off-site. No permits for residential, commercial or public buildings will be issued for construction within any portion of the 100-year floodplain where the base flood elevation has not been established until the Applicant has provided to St. Johns County data on the site specific base flood elevation. All road crossings and finished floor elevations of buildings within the 100-year floodplain shall be developed in accordance with the St. Johns County Flood Damage Prevention Ordinance 90-24, as amended.

21. **Water Supply.**

(a) Development within the Twin Creeks DRI shall occur concurrent with the provision of adequate central potable water supply meeting the adopted level of service in the St. Johns County Comprehensive Plan. Provision of central water supply shall be provided by both JEA and St. Johns County Utility. JEA will service the part of the Subject Property north of the existing CR 210. The remainder of the site will be served by St. Johns County Utility.

(b) The commercial, industrial, recreational and community service parcel landscaped areas shall be irrigated with available stormwater as the primary (first) source. Shallow (surficial aquifer) irrigation wells will serve as backup (secondary) source for irrigation. No ground water, excluding surficial aquifer, shall be utilized for surface water level maintenance or decorative uses. Reuse

water will be utilized for any new development that is to occur after the time it becomes available. No retrofitting of existing development will be required.

- (c) Water conservation strategies, including the encouragement of xeriscape landscaping techniques and low-flow plumbing fixtures shall be incorporated into the construction, operation, and maintenance phases of the development and shall be included in the covenant and deed restrictions.
- (d) The Applicant shall display information on xeriscaping and/or native vegetation and/or drought tolerant vegetation, water conservation guides and IFAS Cooperative Extension Services' "Florida Yards and Neighborhoods" in a prominent location in the Twin Creeks sales offices.
- (e) The Applicant shall implement a customer and employee water conservation education program as specified in § 12.2.5.1 (e) of the SJRWMD Consumption Use Permitting Applicant's Handbook. The curriculum of the education program shall be supplied with the first DRI Monitoring Report and each subsequent report until buildout. This condition may be satisfied by the water utility provider with approval of the St. Johns River Water Management District.
- (f) On or before the first DRI Monitoring Report, Applicant shall evaluate irrigated turf acreage and establish limits in association with the consumptive use and/or Environmental Resources Permit.
- (g) A water wise landscaping approach will be used throughout the Twin Creeks DRI that includes at least 50% of landscaped vegetation in drought-tolerant or native vegetation varieties by landscape area. The 50% requirement is over the entire landscape area in total for the entire project. This Special Condition does not require each individual parcel to meet the 50% waterwise landscaping requirement. Landscape area is defined as any pervious area within the proposed development that will be altered due to the development, exclusive to pervious area within wetlands, wetland buffers, vegetative buffers between land uses, stormwater systems and required preservation areas. Native or drought-resistant plants including those in the District Waterwise Florida Landscapes, the Florida Native Plant Society's list of native landscape plants for St. Johns County, A Gardener's Guide to Florida's Native Plants (*Osorio*

2001), or comparable guidelines. The Applicant will undertake one (1) residential and one (1) non-residential demonstration site, that implement and exhibit water wise landscaping principles, incorporating drought-tolerant or native vegetation.

- (h) If buildout exceeds December 31, 2010, the Applicant will reassess the availability of reuse water to the Twin Creeks DRI and amend this Development Order as necessary to reflect the results of that assessment.

22. Wastewater Management.

- (a) Development of the Twin Creeks DRI shall proceed concurrent with the provision of adequate central sewer service meeting the adopted level of service standards in the St. Johns County Comprehensive Plan. Provision of sanitary sewer service shall be provided by both JEA and St. Johns County Utility. JEA will service the part of the Subject Property north of the existing CR 210. The remainder of the site will be served by St. Johns County Utility.
- (b) Septic systems may only be used in connection with remote recreational amenities. When a central sewer system is installed to within two hundred feet (200') of a temporary septic system, the septic system shall be removed and central sewer and water service shall be provided to recreational amenity. The Applicant shall provide JEA a 150-foot by 150-foot site for a regional lift station. The site shall be located approximately thirty (30) feet south of the proposed C.R. 210 realignment along U.S. 1 and will have easements to access C.R. 210 and U.S. 1.

23. Stormwater Management. Development within the Twin Creeks DRI shall proceed concurrent with a contiguous, functioning, permitted management and storage of surface waters system. The project shall meet the adopted drainage level of service standard in the St. Johns County Comprehensive Plan. Roadway designs adjacent to conserved wetland areas will provide for the capture and diversion of design capacity stormwater runoff from the roadway surface to the stormwater treatment system for treatment.

24. Solid Waste. The Project shall meet the level of service standard established in the St. Johns County Land Development Code. The Project shall participate in the St. Johns County recycling program.

25. **Transportation.** Pursuant to section 163.3180(12), Florida Statutes (2004), the Applicant will contribute \$70,364,347 (proportionate-share contribution) in funded transportation improvements and/or cash payments to offset the impacts of the Twin Creeks DRI development to the regional transportation system, as described below. The Applicant acknowledges that the terms of this Development Order require certain improvements to be constructed by the Applicant regardless of actual cost. The calculation of the Applicant's proportionate share amount as set forth above is based upon reasonable estimates only and shall not, therefore, serve as a cap on the Applicant's actual costs for the required improvements. These contributions are sufficient to fully mitigate for all the transportation impacts for the development rights approved in this Development Order through build-out. Additionally, these contributions are sufficient to pay for and construct required improvements which will benefit regionally significant transportation facilities and meet proportionate-share contribution requirements as set forth in Section 163.3180 (12), Florida Statutes (2004) as authorized by this Development Order and authorized by applicable Comprehensive Plan Amendment (COMPAMD 2004-08) Ordinance No. 2005-67, adopted by St. Johns County simultaneously with this Development Order. The improvements to be constructed by the Applicant and identified for funding by the Applicant are described below.

(a) **Proportionate-share Contribution Improvements:** The Applicant will pay for and cause the construction of the following transportation improvements, including right-of-way acquisition costs, where necessary, for all improvements within the timeframe specified below.

(i) **C.R. 210 – C.E. Wilson Road to 90° Curve:** The Applicant, its successors or assigns shall be responsible for the design and reconstruction of C.R. 210 from a two-lane roadway to a six-lane divided roadway between the end of the existing four-lane roadway just east of C.E. Wilson Road to the 90° curve. The Applicant shall reserve right-of-way to accommodate future widening to an eight-lane roadway. The right-of way shall be conveyed to St. Johns County free of charge (not to preclude the Applicant from obtaining impact fee credits for the conveyance) within three months after a formal request is made to the Applicant from the County. Construction of the 6-lane divided roadway will begin by June 1, 2006, or within 60 days after receipt of all approvals and permits, whichever occurs later. The

Applicant shall contribute all right-of-way within the project's boundaries necessary to facilitate construction of this improvement. Included in the Applicant's costs shall be the cost of any additional right-of-way for these improvements. Construction of horizontal site development within Twin Creeks shall not be permitted until this transportation mitigation improvement has commenced construction and the bond pursuant to subparagraph (g) has been provided. In the event that the Applicant is unable to obtain in a timely manner the necessary right-of-way for the 2,436-foot segment of C.R. 210 that is outside the boundaries of the Twin Creeks development, the Applicant shall initially reconstruct this 2,436-foot segment to a four-lane roadway, with the difference in cost between a four-lane improvement and a six-lane improvement, including right-of-way costs, being placed in a pre-arranged interest bearing escrow account. The Applicant will be responsible for widening this portion of C.R. 210 (from C.E. Wilson Road to the Twin Creeks property) to six-lanes as part of the widening of C.R. 210 from I-95 to C.E. Wilson Road. Except for cooperation in the acquisition of right of way, as set forth in Paragraph b, below, the County shall have no obligation to construct any of the improvements set forth herein and any increase in the cost of the identified improvements in excess of the estimates used to calculate the Applicant's proportionate share shall be the Applicant's sole risk and shall not reduce or be offset against other proportionate share responsibilities of the Applicant. Before commencement of construction of C.R. 210 improvements, the Applicant agrees to, as part of the PUD process, prepare architectural and landscape design guidelines for Twin Creeks' commercial properties fronting C.R. 210.

- (ii) **C.R. 210 – 90° Curve to U.S. 1:** The Applicant shall be responsible for the design and reconstruction of C.R. 210 from a two-lane roadway to a four-lane divided roadway between the 90° Curve and U.S. 1. Construction of this improvement will

begin by June 1, 2006, or within 60 days after receipt of all approvals and permits, whichever occurs later. Included in the Applicant's responsibility shall be the acquisition of any additional right-of-way required for these improvements. Construction of horizontal site development within Twin Creeks shall not be permitted until this transportation mitigation improvement has commenced construction and the bond pursuant to subparagraph (g) has been provided. Except for cooperation in the acquisition of right of way, as set forth in Paragraph b, below, the County shall have no obligation to construct any of the improvements set forth herein and any increase in the cost of the identified improvements in excess of the estimates used to calculate the Applicant's proportionate share shall be the Applicant's sole risk and shall not reduce or be offset against other proportionate share responsibilities of the Applicant.

- (iii) **C.R. 210 – I-95 to C.E. Wilson Road:** The Applicant shall be responsible for the design and reconstruction of C.R. 210 from I-95 to C.E. Wilson Road, including the necessary lane transitions west of I-95 from a four-lane divided roadway to a six-lane divided roadway. In addition, the lane configuration under the I-95 bridge shall be based on the IMR study (referenced in Special Condition 25(a)(iv) below), with the Applicant responsible for construction of this configuration under the bridge. Design will begin no later than January 1, 2006, and construction will begin no later than 60 days after receipt of all approvals and permits (including right-of-way acquisition). The Applicant shall be responsible for posting a bond, or providing a letter of credit for the full cost of this improvement prior to any permits being issued for any vertical development. Included in the Applicant's responsibility shall be the cost of acquisition of any additional right-of-way required for these improvements. Except for cooperation in the acquisition of right of way, as set forth in Paragraph b, below, the County shall have no obligation

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

- (iv) **I-95 and C.R. 210 Interchange:** The Applicant shall fully fund the cost of an Interchange Modification Report (IMR), which shall be completed for review and approval by FDOT and FHWA by December 31, 2005. The IMR will identify a list of necessary Phase 1 improvements that, upon completion, result in this interchange operating at an acceptable LOS in 2010 (the "Phase 1 Improvements"). Prior to the commencement of any horizontal construction on-site, the Applicant shall be responsible for posting a bond or providing a letter of credit for \$11,232,747. This bond shall represent the Applicant's commitment for its pipelining responsibilities for the Phase 1 Improvements. The Phase 1 improvements must be identified as part of the overall improvement schedule identified in the IMR and approved by FHWA as part of the IMR.

Construction of vertical development for more than 300,000 square feet of retail, 750,000 square feet of industrial, 1,500 multi-family dwelling units, and 2,000 single family residential units within Twin Creeks shall not be permitted until the I-95/C.R. 210 Phase 1 improvements, as specified in the IMR that has been reviewed and approved by FDOT and FHWA have commenced construction. The Applicant shall be responsible for any modifications or updates to the IMR that are necessary to ensure FHWA approval in a timely and expeditious manner.

The Applicant shall complete a concept plan for the 2030 improvements as a result of the interchange study. As a requirement of the IMR, the Applicant will cooperate with the FHWA, FDOT, NEFRC, and St. Johns County to complete a plan for future funding

and implementation of the 2030 improvements. The Applicant shall participate in the 2030 improvement plan by contributing the excess, if any, of the agreed upon mitigation dollars set forth in this subparagraph remaining after the construction of the Phase 1 Improvements (adjusted for inflation) to the FDOT as a contribution for the 2030 improvements. Any excess funds remaining after funding of the Phase 1 improvements shall continue to be secured by the bond or letter of credit, which shall be increased annually by a percentage equal to the increase in the inflation index, or shall be transferred to FDOT or to the County to be placed in an interest bearing escrow account as a contribution toward the 2030 transportation improvements as approved by FHWA in the IMR. The Applicant has proposed a five-year schedule for buildout of the Twin Creeks DRI. If project buildout is extended to 2015, additional impacts result, and the Applicant's proportionate share increases by \$10,500,000. On or before December 31, 2010, the Applicant shall contribute an additional \$10,500,000 (adjusted for inflation) into the interest bearing escrow account as referenced above as additional contribution toward the 2030 improvements to the I-95/C.R. 210 interchange. The funds shall remain in the interest bearing escrow account until such time as the County has accumulated sufficient funds to construct the necessary improvements as determined by the IMR.

- (v) **U.S. 1 and C.R. 210 Interchange:** The Applicant shall be responsible for the design and construction of an interchange at U.S. 1 and C.R. 210. This improvement includes the extension of C.R. 210 from the 90° Curve to this new interchange. The design shall begin no later than 30 days after approval of the PD&E study currently underway by FDOT at this location and be completed within two years after commencement of design. The design will be consistent with the typical section prescribed by the PD&E study. Construction shall begin no later than July 31, 2008; no permits for any vertical construction shall be issued after July 31, 2008 unless construction of this interchange has

commenced. The Applicant shall be responsible for the cost of any additional right-of-way required for the interchange, not including the right-of-way addressed in the Nocatee Development Order. No permits will be issued after December 31, 2006 for any vertical construction in Twin Creeks unless the Applicant has bonded, provided a letter of credit, or guaranteed the funding of this improvement through some other mechanism acceptable to St. Johns County and/or FDOT. The bond, letter of credit, or other guarantee acceptable to the County shall be in the amount of the reasonable estimate of the construction cost based on the PD&E study, or if such study is not yet complete, the amount established by the Applicant in the ADA. In such event, upon receipt of the PD&E, the bond, letter of credit, or other guarantee shall be adjusted to the amount of the reasonable estimate of construction cost based on the PD&E. Except for cooperation in the acquisition of right of way, as set forth in Paragraph b below, the County shall have no obligation to construct any of the improvements set forth herein and any increase in the cost of the identified improvements in excess of the estimates used to calculate the Applicant's proportionate share shall be the Applicant's sole risk and shall not reduce or be offset against other proportionate share responsibilities of the Applicant.

- (b) **Right of Way Acquisition.** The County acknowledges that the improvements contemplated to be completed by the Applicant as set forth above contain improvements identified in the County's 5Year Capital Improvements Plan and which have been identified as priorities for the County's infrastructure needs. As such, the acquisition of right of way to accomplish such improvements is a public purpose. In the event the Applicant is unable to obtain necessary right of way for the improvements set forth above and the County does not confer on a Community Development District, to be formed by the Applicant, the limited authority to acquire right of way for such improvements by the power of eminent domain, the County agrees to cooperate with Applicant in the initiation and prosecution of eminent domain proceedings for such acquisition. The eminent

domain proceedings shall be at Applicant's sole expense, including but not limited to the amount of the award to the property owner(s), attorneys fees (including as may be awarded to the property owner(s) and to be paid by the condemning authority), court costs, expert witness fees and court costs. Nothing in this section shall be construed as approval or consent by the County to the establishment of the Community Development District by the Applicant pursuant to Chapter 190, F.S., and the County expressly maintains all rights available to it pursuant to Chapter 190, F.S., related to the proposed establishment of a Community Development District by the Applicant.

- (c) **Transportation Management Organization.** The Applicant shall team with other developers in this corridor and participate in a Transportation Management Organization (TMO). In order to meet this condition, the Applicant will include a requirement in land sales and development allocation documents for non-residential property that any employer with one hundred (100) or more employees shall participate in a TMO to be designated by the County.
- (d) **Public Transportation Contribution.** The Applicant shall contribute \$500,000 to St. Johns County for public transportation in five equal payments of \$100,000 per year over the five-year build out period. Payment shall be made before February 1 of each year, beginning in 2006. Additionally, the Applicant shall design and construct up to four bus bays on each side of the portion of C.R. 210 described above in Special Condition 25 (a)(i). St. Johns County will determine the final number of bus bays (not to exceed four).
- (e) **Bicycle and Pedestrian Connections.** In order to promote alternative forms of transportation, the Applicant shall provide a comprehensive system of bicycle paths and pedestrian walkways throughout the Twin Creeks DRI. All residential development shall be connected to employment and shopping areas via this path system.
- (f) **Allocation of Additional Funding.** Should funding of any of the identified transportation improvement commitments become available from another source, the established dollar value of the initial commitment shall remain an obligation of the Applicant. The Applicant shall redirect to the Phase 2 (2030) improvements at the I-95/C.R. 210 interchange a funding amount equal to the

amount of the Applicant's obligation offset by the funds obtained from other sources.

(g) **Bonding.** Any bonding requirements set forth herein are in addition to, and not in substitution of, any requirements of St. Johns County for the posting of bonds or other security for work performed within County rights of way. Applicant will comply with all such requirements.

(h) **C.R. 210 Access Standards.** It is the intent of the Board of County Commissioners that access to C.R. 210 within the Development be more restrictive than Access Management Class 5 with regard to the number of median openings. A specific access management plan consistent with this intent shall be developed as a part of the PUD.

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

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

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

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

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

27. **Workforce Housing.** The housing study summary in Table 24-7 of the Application for Development Approval shows that there is no significant adverse impact on affordable housing as a result of the Twin Creeks project. Notwithstanding that result, no later than October 15, 2005, the Applicant will apply for a Notice of Proposed Change to remove thirteen (13) acres from the Twin Creeks DRI property. The 13 acres must be classified as Mixed Use District on the Future Land Use Map. Upon approval of the NOPC or within ninety (90) days of a demand by the St. Johns County Director of Housing and Community Services, the Applicant shall convey the 13 acres removed from the Twin Creeks DRI to St. Johns County at no cost. The County shall, in turn, either construct workforce housing on the site or sell the land and reserve the use of those

revenues for County workforce housing efforts. The site will be outside of the historic survey boundary depicted on Exhibit 4. Gopher tortoise mitigation will be provided by the Applicant as part of their overall mitigation agreement.

28. **Fire Protection.** The Applicant shall undertake the following measures to enhance fire safety for the future residents of Twin Creeks:

- (a) All builders shall be required to distribute to each prospective purchaser informative literature explaining the benefits of installing a sprinkler system in the purchaser's new home. The literature shall be developed in cooperation with the St. Johns County Fire Division. In addition, all structures greater than two (2) stories in height within Twin Creeks shall be protected with an automatic sprinkling system designed and installed in accordance with all applicable fire and building codes. The Applicant may construct structures up to six (6) stories in height only after contributing the fire station site referenced in Special Condition 28(b), as well as designing, engineering, and obtaining permit approval for the fire station on behalf of the Fire Rescue Department. Impact fee credit shall not be granted for these contributions. The Applicant forgoes rights to impact fee credit for these contributions.
- (b) Within 60 days of request by the County, the Applicant shall donate up to three (3) acres of land to St. Johns County for the construction of a fire station in the "Flex Industrial" portion of the site on a location approved by the St. Johns County Fire Rescue Department. The land to be conveyed to the County under this Special Condition, however, shall be large enough to accommodate the prototype fire station and horizontal site design improvements being used by the County as of the date of this Development Order taking into account the offsite drainage and retention requirements for the station to be provided under Subparagraph (c) below. The deed of conveyance shall contain covenants, restrictions and easements insuring that the property will be used for its intended purpose in protecting the surrounding property.
- (c) In addition to conveyance of the fire station site referenced in Special Condition 28(b), the Applicant or the Community Development District shall either (i) construct a stormwater treatment system on land outside of the fire station site that would accommodate drainage and retention from the fire station site, or (ii) enlarge the site to accommodate said stormwater system so

that the net usable conveyance is no less than that necessary to accommodate the prototype fire station.

29. **Recreation and Open Space.** The development shall provide a minimum of 244 acres of Regional Parks/Open Space, and include 36.6 acres of community parks as defined in Objective F.1.3 of the St. Johns County Comprehensive Plan (“Community Parks”) and a total of not less than 24.4 acres of neighborhood parks as defined in Objective F.1.3 of the St. Johns County Comprehensive Plan (“Neighborhood Parks”). The location of Community Parks is as set forth on Map H, attached hereto as Exhibit 1. The Community Parks and recreational improvements to be provided pursuant to this Development Order are further described as follows:

- (a) Two (2) community parks with athletic playing fields, each containing a minimum of twenty (20) acres, shall be constructed adjacent to school sites by the Applicant or Community Development District and may be conveyed to St. Johns County upon completion. The Applicant, a Community Development District, property owners’ association or St. Johns County shall maintain the park for its intended active recreational uses. The Applicant, a Community Development District or a property owners’ association may provide enhanced maintenance or additional improvements if dedicated to St. Johns County by agreement with the St. Johns County Parks and Recreation Department. The St. Johns County Parks and Recreation Department shall be consulted during the initial design of the parks. Through an impact fee agreement adopted by the Board of County Commissioners, park impact fee credits shall be allowed for the active park conveyed to the County in accordance with the applicable St. Johns County impact fee ordinance.
- (b) All Community Park areas, except the swim and tennis facilities, shall be accessible by the Twin Creeks residents without user fees. If swim and tennis facilities are identified by the Applicant and approved by the St. Johns County Parks and Recreation Department to satisfy a part of the Community Parks requirement, then these facilities shall be accessible by residents of the Twin Creeks DRI, subject to a reasonable user fee, if any, as implemented by the St. Johns County Parks and Recreation Department.
- (c) The Neighborhood Parks shall be private parks and shall be accessible to the residents of the Twin Creeks DRI.

30. **Education.** The Applicant and the St. Johns County School District agree that the student projection for this DRI is 3,310 K-12 students based upon a formula of 0.83 students per single-family unit and 0.55 students per multi-family unit. No later than January 1, 2006, the Applicant shall convey three public school sites to the St. Johns County School District - two elementary and one middle school – at no cost to the District within the Twin Creeks DRI boundary at locations depicted on Map H, attached hereto as Exhibit 1. All school sites will comply with the following conditions:

- (a) Prior to the conveyance, the Applicant will provide wetland data to ensure the school sites are one hundred percent (100%) usable uplands and will be large enough to meet the applicable requirements of the School District for construction of two elementary schools and one middle school, taking into account the availability of off-site drainage and retention. As described in Special Condition 29 above, off-site recreational improvements will be located adjacent to the school sites.
- (b) The Applicant shall not request school impact fee credits for the donation of any schools or school sites and any costs of construction in accordance with the applicable County impact fee ordinance.
- (c) The Applicant shall pay for and complete construction of one elementary school within the Twin Creeks DRI south of County Road 210 as depicted on Map H, subject to Department of Education review. Design and permitting of the horizontal site improvements (non-architectural), shall commence upon authorization of the School District at anytime after approval of this Development Order and shall proceed diligently and at a commercially reasonable pace. Construction of the school shall commence and shall proceed diligently and at a commercially reasonable pace at any time authorized by the School District after commencement of residential construction south of C.R. 210. Funding of this construction may be provided by the Applicant through revenue generated from an educational benefit district. The elementary school shall be conveyed to the School District at no cost and free and clear of any liens or encumbrances except reasonable covenants and restrictions limiting use for school and ancillary purposes and providing reasonable reciprocal easements for drainage, utilities and access that do not interfere with the principal use of the school for educational purposes.

- (d) The Applicant shall be responsible for funding the horizontal (non-architectural) design, engineering and permitting of all horizontal construction for the second elementary school and middle school at the locations within the Twin Creeks DRI as depicted on Map H. Horizontal design and permitting of the site improvements shall commence upon authorization of the School District at any time after approval of this Development Order.
- (e) The Applicant shall not be responsible for building the second elementary or middle school.
- (f) The Applicant shall assist the School Board in good faith in the search and procurement of a new high school site which would serve the Twin Creeks development. The Applicant acknowledges that the School Board retains the sole statutory authority to zone and rezone students as necessary in the best interest of the District as a whole. The financial contribution toward the procurement of the site is limited to the pro rata share of the high school student need generated by the Twin Creeks development which is 1,007 students. In the event the Applicant is unsuccessful in procuring an acceptable location for a high school site within three years of the effective date of the Development Order, unless otherwise extended by the School District, then the Applicant shall pay its pro rata share as described herein within ninety (90) days of the School District's request. The pro rata share shall be based on the design capacity of the high school, as determined by the School District. The cost for the High School shall be established as the actual acquisition cost or in the event no site is identified, the cost shall be based upon other school sites acquired in northern St. Johns County after the effective date of the Development Order. The obligation to procure the high school site or pay the pro rata share as provided for herein must be satisfied prior to the buildout of the Twin Creeks DRI.

31. Library. The Applicant and St. Johns County Library Services agree the Applicant shall donate no less than three (3) acres, more or less, of land to St. Johns County for its use to construct a library within the "Activity Center" portion of the site. The Applicant shall not be responsible for constructing the library. In the event the County does not accept the donation within two (2) years of the approval of this Development Order, the library site donation shall not be necessary.

32. **Historical and Archaeological.** Archeological site 8SJ4814, as generally located in Exhibit 4 of this Development Order, shall remain undisturbed, except for Phase 2 testing, until the Applicant has completed Phase 2 testing of this site and received concurrence from the Division of Historical Resources as to its significance and necessary mitigation requirements. If the Division of Historical Resources determines that preservation or mitigation is necessary to maintain a site, the Applicant shall develop a preservation or mitigation plan to be reviewed and approved by the Division of Historical Resources and St. Johns County. Copies of this plan will be included in the ensuing DRI Monitoring Report. Any future adverse impact to the site which conflict with the preservation/mitigation plan will be deemed to be a substantial deviation of this Development Order.
33. **Impact Fees.** Except for as provided in Special Conditions 28 and 30, impact fee credits towards any present or future impact fees that may be adopted by St. Johns County shall be allowed for any contribution of land, money (including, but not limited to, contributions or construction pursuant to "pipelining" responsibilities) or improvements made by the Applicant or the Community Development District, as the case may be, for public facilities pursuant to the guidelines stipulated in Section 380.06(16), Florida Statutes (2004), and St. Johns County Impact Fee Ordinances 87-57, 87-58, 87-59 and 87-60, as they may be amended. The Applicant proposes and the County agrees that, in the event that any contributions of land, money (including contributions or construction pursuant to "pipelining" responsibilities), or improvements funded or constructed with funds from a Community Development District are required by then current law to give rise to impact fee credits to the Community Development District, then such impact fee credit shall be established in the name of the Community Development District.
34. **Community Development District.** The Applicant may form a Community Development District and has indicated that it may form one or more additional Community Development Districts within the DRI pursuant to Chapter 190, F.S. (2004). Nothing in this section shall be construed as approval or consent by the County to the establishment of the Community Development District by the Applicant pursuant to Chapter 190, F.S., and the County expressly maintains all rights available to it pursuant to Chapter 190, F.S., related to the proposed establishment of a Community Development District by the Applicant. Any Community Development District for Twin Creeks approved pursuant to Chapter 190, F.S. (2004) may finance, fund, plan, establish, acquire, construct or reconstruct, enlarge or extend, equip, operate and maintain projects, systems and facilities for the purposes described in Section 190.012, F.S., including, but not limited to, any other project required or authorized by this Development Order,

and may be authorized and empowered to own and acquire property, both real and personal, by purchase, lease, lease-purchase, eminent domain, gift or transfer. Construction or funding by any such Community Development District of all such projects within or without the boundaries of the Community Development District required by this Development Order or necessary to serve the development approved by this Development Order is expressly approved. If the Applicant is required by this Development Order to provide, pay for or otherwise cause to be provide, infrastructure, projects, systems or facilities set forth in Chapter 190, F.S., including, without limitation, those in §190.012(1) and (2) F.S. (2004), then the Community Development District independently may satisfy such obligations. To the extent any such obligation under this Development order is met or performed by the Community Development District, then the Applicant shall no longer be subject to the obligation. The Applicant proposes and the County agrees that, in the event that any contributions of land, money (including contributions or construction pursuant to “pipelining” responsibilities), or improvements funded or constructed with funds from a Community Development District are required by then current law to give rise to impact fee credits to the Community Development District, then such impact fee credits shall be established in the name of the Community Development District. The Board of County Commissioners may bestow the power of eminent domain to a CDD within Twin Creeks limited for the purpose of acquiring right-of-way for the road improvement described in Special Condition 25.

RENDITION

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

PASSED AND ENACTED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, THIS 9th DAY OF AUGUST, 2005.

BOARD OF COUNTY COMMISSIONERS OF ST.
JOHNS COUNTY, FLORIDA

By: *[Signature]*
Chairman

ATTEST: Cheryl Strickland
By: *[Signature]*
Deputy Clerk

RENDITION DATE 8-11-05

Adopted Regular Meeting *August 9* , 2005
Effective: *October 20* , 2005



(INSERT EXHIBIT 1 HERE)

(INSERT EXHIBIT 2 HERE)

TWIN CREEKS

Development of Regional Impact
Development Order Exhibit 2

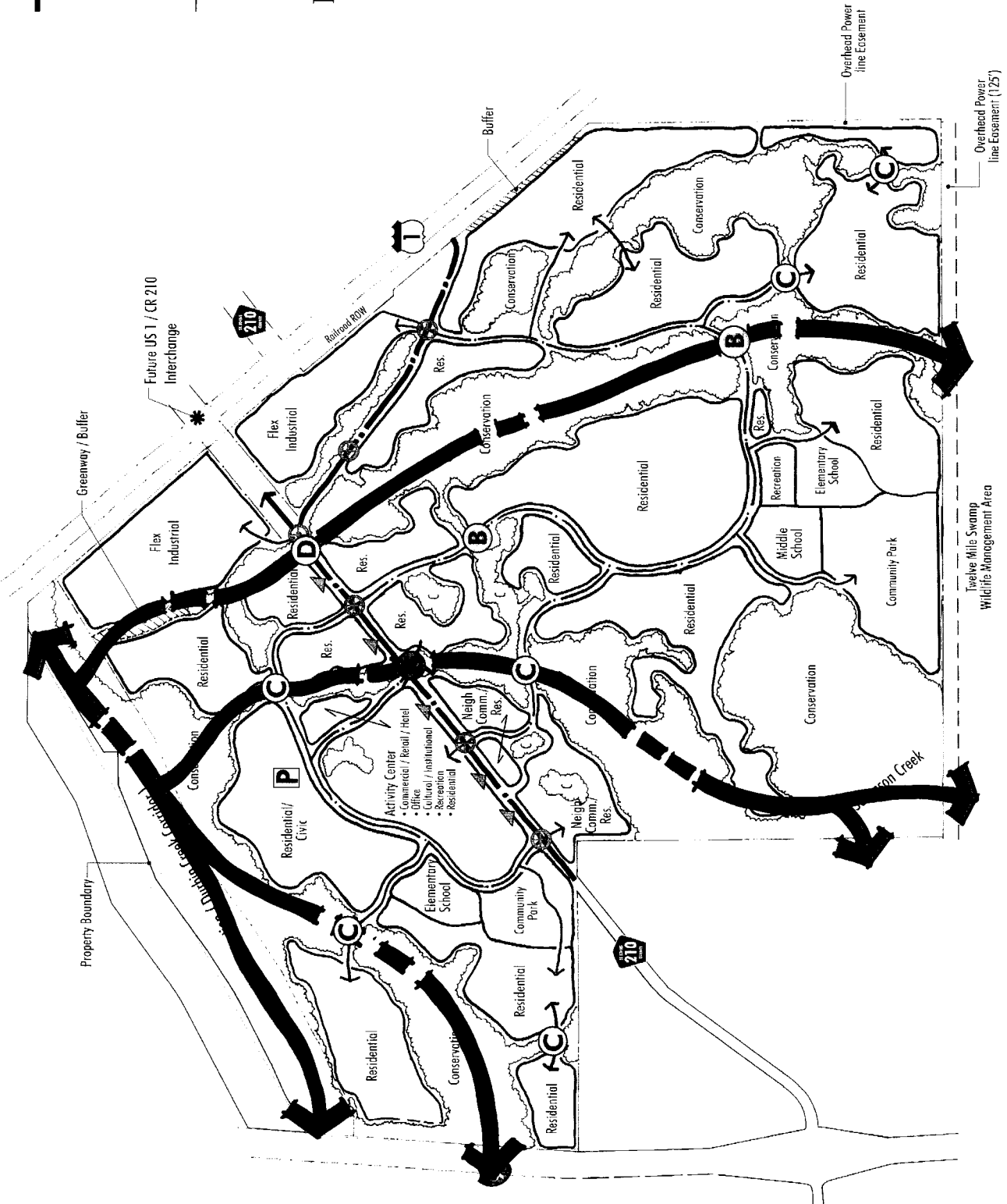
Map H-2 Proposed Conservation Corridor System

LEGEND

- Wildlife Corridor
- 6' x 16' Culvert Crossing
- 6' x 6' Large Mammal Crossing
- At-Grade Crossing
- 3' x 3' Small Mammal Crossing
- Sandhill Habitat Preservation (1 Acre)



August 4, 2005
1030093.06



Twelve Mile Swamp
Wildlife Management Area

EXHIBIT 3

LAND USE EXCHANGE TABLE

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

Land Use To Reduce							
Land Use To Increase	Hotel (occupied rooms)	Industrial (1,000 sf)	Office (1,000 sf)	Retail (1,000 sf)	Single Family (units)	Multi-family (units)	Multiplex Movie Theater (1,000 sf)
Hotel (occupied rooms)	---	0.696	0.399	0.162	0.696	0.982	0.169
Industrial (1,000 sf)	1.436	---	0.572	0.232	1.000	1.411	0.230
Office (1,000 sf)	2.509	1.747	---	0.406	1.747	2.464	0.401
Retail (1,000 sf)	6.182	4.304	2.464	---	4.304	6.071	0.988
Single Family (units)	1.436	1.000	0.572	0.232	---	1.411	0.230
Multi-family (units)	1.618	0.709	0.406	0.165	0.709	---	0.163
Multiplex Movie Theater (1,000 sf)	6.255	4.354	2.493	1.012	4.354	6.143	---

ITE Code	Land Use	Proposed Amount	Minimum Allowable	Maximum Allowable	Trip Rate PM Peak Hour⁽¹⁾
311	All Suites Hotel (occupied rooms)	175	130	218	0.55 per room
130	Industrial Park (square feet)	2,000,000	1,000,000	2,500,000	0.79 per 1,000 sf
710	Gen Office (square feet)	300,000	225,000	375,000	1.38 per 1,000 sf
820	Shopping Ctr (square feet)	600,000	450,000	750,000	3.40 per 1,000 sf
210	Single Family (units)	2,000	1,500	2,500	0.79 per unit
220	Multi-family (units)	3,000	2,250	3,750	0.56 per unit
445	Multiplex Movie Theater (square feet)	0	0	110,000	3.44 per 1,000 sf

(1) TIPS for Florida, Version 1.03

EXHIBIT 4
 ARCHAEOLOGICAL SITE 8SJ4814 OCCURRENCE

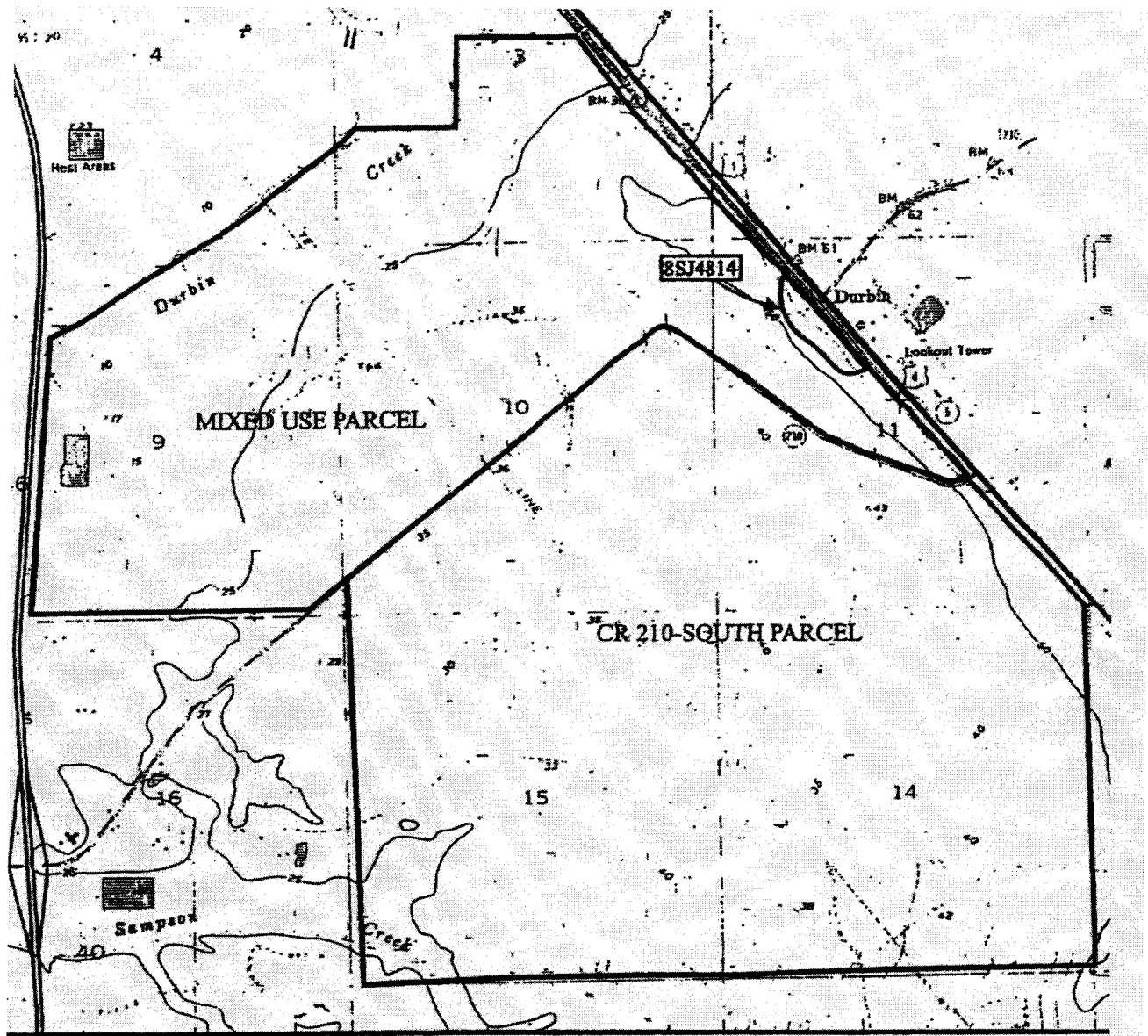




Figure 7. Newly Recorded
 Archaeological Sites and Occurrences,
 Twin Creeks DRI

-  Project Area
-  Newly Recorded Archaeological Site



SOURCE: USGS Quadrangle Map, DURBIN, FLA., 1992