RESOLUTION NO. 2004-45

ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS RESOLUTION NO. 2004-45, A DEVELOPMENT ORDER FOR RIVERTOWN, A DEVELOPMENT OF REGIONAL IMPACT UNDER CHAPTER 380, FLORIDA STATUTES; AUTHORIZING DEVELOPMENT OF APPROXIMATELY 4,170 ACRES IN NORTHWEST ST. JOHNS COUNTY; ESTABLISHING MITIGATION REQUIREMENTS FOR REGIONAL IMPACTS INCLUDING MITIGATION FOR TRANSPORTATION AND ENVIRONMENTAL IMPACTS, PROVIDING DEVELOPMENT PHASING AND BUILDOUT DATES; ESTABLISHING AN EFFECTIVE DATE

LET IT BE KNOWN that, pursuant to Section 380.06 of the Florida Statutes (2003), the St. Johns County Board of County Commissioners has heard at a public hearing held on February 24, 2004, the Application for Development Approval for the proposed RiverTown Development of Regional Impact ("ADA"); and

RECITALS

WHEREAS, the Board of County Commissioners of St. Johns County has considered the Regional Recommendations of the Northeast Florida Regional Council ("NEFRC") dated February 4, 2004 ("Regional Report"), the recommendations of the St. Johns County staff, and the documents and comments upon the record made before the St. Johns County Board of County Commissioners; and

WHEREAS, the RiverTown Development of Regional Impact (the "DRI" or "RiverTown DRI") is a proposed mixed use master planned community on approximately 4,170 acres as more specifically described on the attached Exhibit 1 (the "DRI Property"); and

WHEREAS, The St. Joe Company is the owner of the DRI Property (the "Owner") and has duly authorized the Applicant to file the ADA and obtain a development order for the DRI Property; and

WHEREAS, the authorized agent for the Applicant is Robert M. Rhodes at The St. Joe Company, whose address is 245 Riverside Avenue, Suite 500, Jacksonville, Florida 32202, and Margaret H. Jennesse at St. Joe/Arvida Company, L.P., whose address is 224 St. Johns Golf Drive, St. Augustine, Florida 32092; and,

WHEREAS, St. Joe/Arvida Company, L.P., a Delaware Limited Partnership, (the "Developer" or "Applicant") filed an Application for Development Approval dated March 27, 2003, as amended by the ADA First Sufficiency Response dated August, 2003, and as further amended by the ADA Second Sufficiency Response dated November, 2003, pursuant to Section 380.06, Florida Statutes (2003), for the RiverTown DRI on the DRI Property; and

WHEREAS, the Applicant has duly provided complete copies of the ADA and the Sufficiency Responses to the Florida Department of Community Affairs ("DCA"), NEFRC, and St. Johns County ("County"); and

WHEREAS, the proposed DRI requires an amendment to the County's Comprehensive Plan, which has been reviewed and adopted simultaneously with this Development Order pursuant to Section 380.06(6)(b), and Chapter 163, Part II, Florida Statutes (2003), and

WHEREAS, the ADA was reviewed by the Northeast Florida Regional Council as required by Section 380.06, Florida Statutes (2003), and the Council recommended that the ADA be approved, with conditions as set forth in the Regional Report; and

WHEREAS, the St. Johns County Board of County Commissioners has duly noticed and on February 24, 2004, held a public hearing on the ADA as required by Section 380.06, Florida Statutes (2003) and afforded the public and all affected parties an opportunity to be heard and to present evidence; and

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County, Florida in public hearing duly constituted and assembled on February 24, 2004, that the Application for Development Approval for the RiverTown DRI is hereby approved, subject to the following terms and conditions:

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, Florida Statutes (2003).
2. The proposed DRI is consistent with the State Comprehensive Plan.
3. The proposed DRI is consistent with the St. Johns County Comprehensive Plan, and complies with the requirements of the Residential B, Residential C, Community Commercial, Mixed Use District and Parks and Open Space land use categories.
4. The proposed DRI is consistent with the St. Johns County Land Development Code.
5. The proposed DRI is consistent with the Regional Report and Recommendations of the Northeast Florida Regional Council dated February 4, 2004, issued pursuant to Section 380.06, Florida Statutes (2003).
6. The proposed DRI includes a substantial and regionally significant commitment to conserve approximately 1,125 acres of wetlands and to provide upland buffers around the conserved wetlands as required by the St. Johns County Land Development Code. This commitment

provides reasonable assurance that the project complies with the County's objectives to create buffers adjacent to wetlands to protect wetlands and upland buffers and their associated ecological functions and values, including protection of water quality, protection against turbidity and provisions for adjacent upland habitat for wetland dependent wildlife.

GENERAL CONDITIONS

1. **Application for Development Approval**. The DRI will be developed in accordance with the information, plans and commitments contained in the RiverTown DRI ADA dated March 27, 2003, as modified by the ADA First Sufficiency Response dated August, 2003, the ADA Second Sufficiency Response dated November; and the RiverTown Master Plan, Map H, attached as Exhibit 2, all of which are incorporated by reference except to the extent of any conflict with the express terms of the conditions of the RiverTown DRI Development Order in which event, the terms and conditions of this Development Order will govern.

2. **Land Use Totals**. The DRI may be developed with the following uses within St. Johns County: 100,000 square feet of office uses; 300,000 square feet of retail/commercial/service uses; 4,500 dwelling units, comprising 3,700 single family units and 800 multi-family units; 18 golf course holes; 1,369 acres of recreation/open space (including, but not limited to neighborhood parks, 100 acre community park, and 58 acre Riverfront Park); churches; 2 elementary schools; a middle school; civic uses; and 100,000 square feet of light industrial uses. The Master Plan for RiverTown includes a Town Center, which may include retail, office, recreational and riverfront amenity uses. The specific location of all land uses will be determined through the PUD approval process.

3. **Phasing, Build-Out and Expiration of DRI.** The DRI will be developed in two (2) Phases, as described in the Development Information Table attached as Exhibit 10. Phase I will last six (6) years and Phase II will last five (5) years unless extended pursuant to Section 380.06(19), Florida Statutes (2003), or unless the Developer elects to accelerate the beginning date of Phase II, provided that all mitigation requirements for Phase II have been met. The end date of Phase II will not be affected by an acceleration of the beginning date. Unused development rights from Phase I will carry over into Phase II until build-out. Physical development of the DRI will commence within three (3) years of the Effective Date of this Development Order. The projected build-out date for all development is December 31, 2016. The DRI termination and DRI Development Order expiration dates are established as December 31, 2021. Any extensions of the DRI build-out, termination or expiration dates will be governed by the provisions of Section 380.06(19)(c), Florida Statutes (2003). The time period for commencement of physical development and the time period for build-out and termination will be tolled during the period of any appeal pursuant to Section 380.07, Florida Statutes (2003), or during the pendency of administrative or judicial proceedings relating to development permits.

4. **Land Use Conversion**. The Developer may increase certain land uses and simultaneously decrease other land uses without filing a Notice of Proposed Change or other modification of this Development Order, provided that such changes are consistent with the Equivalency Matrix attached as Exhibit 11. Any future Notice of Proposed Change or other modification of this Development Order will incorporate any changes due to the use of the Equivalency Matrix. Use of the Equivalency Matrix may increase or decrease the total amount of each land use by no more than the amount allowed for in the substantial

deviation criteria contained in Section 380.06(19)(b)1-14, Florida Statutes (2003), unless the Applicant shows that a greater change will not change the overall character of the development.

(a) At the time of election of a land use conversion under the Equivalency Matrix, the Developer will notify the DCA, NEFRC and the County of the election at least thirty (30) days before implementation and will provide the DCA, the County and the NEFRC with cumulative land use totals and remaining allowable quantities in the biennial report.

(b) So long as the conversion is consistent with the criteria contained in Exhibit 11 and no change is made to the Master Plan, Map H, (Exhibit 2) no additional DRI approvals will be required for the conversion.

5. **Effective Date**. This Resolution and Development Order will take effect upon the effective date of St. Johns County Comprehensive Plan Amendment (COMPAMD 2003-02), Ordinance 2004-14 adopted simultaneously with this Development Order.

6. **Monitoring Official**. The Director of Growth Management Services of St. Johns County or his designee will be the local official responsible for monitoring the development for compliance by the Developer with this Development Order.

7. **Downzoning Protection**. In accordance with Section 380.06(15), Florida Statutes (2003), the RiverTown DRI, as approved in this Development Order, will not be subject to downzoning, unit density reduction, or intensity reduction before December 31, 2021, unless the Developer consents to such change, or the County demonstrates that substantial changes in the conditions underlying the approval of the Development Order have occurred or the Development Order was based on substantially inaccurate information provided by

the Developer or that the changes clearly established by the County are essential to the public health, safety, or welfare.

8. **Election Regarding Environmental Rules**. Pursuant to Section 380.06(5)(c), Florida Statutes (2003), the Developer 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 provision of Section 373.414(13), Florida Statutes. Such rules shall be applicable to all applications for permits pursuant to those chapters which are necessary for and consistent with the development authorized in this Development Order, except that a later adopted rule shall be applicable to an application if:

(a) the later adopted rule is determined by the adopting agency to be essential to the public health, safety and welfare, or

(b) the later adopted rule is adopted pursuant to Section 403.061(27), Florida Statutes; or

(c) the later adopted rule is being adopted pursuant to a subsequently enacted statutorily mandated program; or

(d) the later adopted rule is mandated in order for the state to maintain delegation of a federal program; or

(e) the later adopted rule is required by state or federal law.

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

9. **Level of Service Standards**. The Developer will be required to meet the adopted level of service standards in the 2015 St. Johns County Comprehensive Plan and the requirements of the County's concurrency management system as are in effect on the date hereof except as to those that may be amended in accordance with Section 380.06(15)(c)(3), Florida Statutes; and except that transportation impacts of the DRI will be addressed by the Applicant paying the proportionate share permitted by Section 163.3180(12), Florida Statutes (2003) as authorized by this Development Order and if authorized by applicable Comprehensive Plan Amendment (COMPAMD 2003-02), Ordinance 2004 -14 adopted by St. Johns County simultaneously with this Development Order. The provisions of Section 163.3180(12), Florida Statutes (2003) will be deemed to meet the provisions of the County's concurrency management system (Land Development Code Article 11) if such application of Section 163.3180(12) is specifically approved in the County Comprehensive Plan. This DRI is deemed to be a Multi Use DRI meeting the statutory provisions of Section 163.3180(12), Florida Statutes (2003).

10. **Biennial Reporting**. Biennial monitoring reports for the RiverTown DRI will be prepared by the Applicant in accordance with Section 380.06, Florida Statutes (2003), and will be submitted to the NEFRC, DCA, and the St. Johns County Growth Management Services ("SJCGMS") no later than January 31 of every second year until build-out, commencing January 31, 2006 (the "Monitoring Report"). The Monitoring Reports will be consistent with the reporting requirements adopted in Section 380.06(18), Florida Statutes (2003), as amended. The Monitoring Report will include:

(a) A description of any changes made in the plan of development, phasing, or in representations contained in the ADA since the date of adoption of this Development

Order, and any actions made by the local government to address these changes. Copies of any approvals taken to address changes including copies of any revised master plans not previously submitted will be attached to the Monitoring Report.

(b) A summary comparison of development activity proposed or conducted since the previous Monitoring Report and activity projected for that period until submittal of the next regular Monitoring Report. The summary will include: a description of site improvements, number of residential lots platted, number of docks permitted and gross floor area of non-residential uses constructed by land use type, location, and phase, with appropriate maps. A tabulation of the amount of acreage developed in the reporting period will be provided by land use categories listed in Chapter 28-24, F.A.C.

(c) An identification of the name of the purchaser of any undeveloped tracts of land in the RiverTown 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.

(d) A cumulative summary of all development that has taken place within the RiverTown 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), and development rights purchased (land use type and square footage).

(e) To the extent known to Applicant based on reasonable record search, a description of any lands purchased or optioned within one mile of the boundaries of the RiverTown DRI by a person who has acquired fee simple or lesser interest in the RiverTown DRI subsequent to issuance of the Development Order (but excluding persons who have only

acquired a leasehold interest in lands or improvements within the RiverTown DRI), identifying such land, its size, and its intended use on a site plan and map.

(f) A listing of any substantial 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.

(g) A description of any moratorium imposed by a regulatory agency on development within the RiverTown DRI, specifying the type of moratorium, duration, cause, and remedy.

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

(i) Provide an assessment of Developer's, Developer's successor, if any, and local government's compliance with conditions and commitments contained in the Development Order.

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

(k) 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.

(l) A description of any change in local government jurisdiction for any portion of the development since the Development Order was issued.

(m) Copies of monitoring reports completed during the previous two years on the created wetlands and stormwater/wetland systems as required by permitting agencies.

(n) Traffic reports, which will be submitted to the Florida Department of Transportation ("FDOT") District Urban Office in Jacksonville, as well as to SJCGMS, NEFRC, and DCA. The first traffic report will be due concurrently with the first biennial Monitoring Report and then biennially thereafter until project buildout, unless otherwise specified by the NEFRC. The following information will 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, together with the proposed construction schedule for the ensuing reporting 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. Developer will distinguish between project-related traffic and total traffic volumes:

- S.R. 13 from Racetrack Road to S.R. 16
- C.R. 210 from C.R. 16A to I-95
- C.R. 16A from S.R. 13 to C.R. 210
- Greenbriar Road from C.R. 210 to S.R. 13
- Roberts Road from S.R. 13 to Greenbriar Road
- RiverTown Parkway
- C.R. 223 from C.R. 210 to Racetrack Road

Note: Actual FDOT or County traffic counts will be used where possible. If actual FDOT or County counts are not available for a particular road or intersection, Developer will retain, at its expense, a traffic engineering firm to collect the necessary counts. FDOT seasonal adjustment factors will 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 Developer or governmental entity to accommodate the total existing and anticipated traffic demands.

(o) A copy of the recorded notice of the adoption of a Development Order or any subsequent modification of an adopted development order that was recorded by the Developer pursuant to Section 380.06(15)(f), Florida Statutes (2003).

(p) A statement certifying that the NEFRC, DCA, St. Johns County, Florida Department of Environmental Protection ("FDEP"), the St. Johns River Water Management District ("District"), and all affected agencies have been sent copies of the Monitoring Report in conformance with Subsections 380.06(15) and (18), Florida Statutes (2003). Developer will ensure that all appropriate agencies receive a copy of the biennial Monitoring Report.

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

11. Notice of Adoption. Notice of adoption of this Development Order or any subsequent amendment to it will be recorded by the Owner in accordance with Section 380.06(15)(f), Florida Statutes (2003), with the Clerk of the Circuit Court of St. Johns County. The recording of this notice will not constitute or provide actual or constructive notice of a lien,

cloud or encumbrance of the DRI Property. The conditions of this Development Order will run with the land and bind the successors and assigns of the Owner of the DRI Property. Any contract or agreement for sale of those interests by the Owner for all or any part of the Property subject to this Development Order will contain a legend substantially in the following form clearly printed or stamped thereon:

> **THE PROPERTY DESCRIBED IN THIS AGREEMENT IS PART OF THE RIVERTOWN 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 THE ST. JOE COMPANY. 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 GROWTH MANAGEMENT SERVICES, ST. JOHNS COUNTY, FLORIDA, OR AT THE OFFICE OF THE DEPARTMENT OF COMMUNITY AFFAIRS, STATE OF FLORIDA, TALLAHASSEE, FLORIDA.**

12. **Application For Proposed Changes.** The Developer will comply with applicable provisions of the Florida Statutes in effect at the time of proposed changes to the DRI with regard to such changes.

13. **Status of Development Rights.** The rights of the Owner and Developer to construct the development as set forth in General Conditions 2, 3 and 4 are not subject to downzoning or unit density reduction or intensity reduction, except as provided for in General Condition 7 of this Development Order. Future modifications to the St. Johns County Land Development Code and other laws or regulations of the County affecting development shall be applied to the development approved pursuant to this Development Order except to the

extent that (a) such application would be inconsistent with Section 163.3167(8), Florida Statutes (2003), (b) such future modifications, laws or regulations conflict with specific provisions, conditions or commitments set forth in this Development Order unless, consistent with Section 380.06(15)(c)(3), Florida Statutes (2003), the local government demonstrates that (i) substantial changes in the conditions underlying the approval of this Development Order have occurred, (ii) this Development Order was based on substantially inaccurate information provided by the Developer, or (iii) such modifications, laws or regulations are essential to the public health, safety, or welfare, or (c) such modifications require mitigation for development impacts which have been reviewed under Section 380.06, Florida Statutes (2003), and addressed in this Development Order. It is recognized that the Owner and Developer do not waive any statutory or common law vested right or equitable estoppel right they now have or may hereafter acquire in the future to complete any portion of RiverTown in accordance with the applicable state and local laws and ordinances in effect at the time this Development Order becomes effective.

14. **Subsequent Requests for Development Permits**. Subsequent requests for development permits will not require further review pursuant to Section 380.06, Florida Statutes (2003), 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, which create a reasonable likelihood of adverse regional impacts which were not evaluated in the review by the Northeast Florida Regional Planning Council; or

(b) expiration of this Development Order pursuant to General Condition 3.

Upon a finding that (a) is present, the St. Johns County Board of County Commissioners will order compliance with Sections 380.06(19)(g) and (h), Florida Statutes (2003), and development within RiverTown may continue, as approved, during the DRI review in those portions of the development which are not affected by the proposed change.

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ENVIRONMENTAL RESOURCES IMPACTS

15. Vegetation and Wildlife.

(a) Eagle Nest. A comprehensive wildlife survey was conducted by Environmental Services, Inc. in April 2002. One pair of eagles was confirmed to be using a nest (nest number SJ008) at the northern end of the DRI Property. No other eagle nests were recorded anywhere else on the site. A second active bald eagle nest, nest number SJ010, was observed approximately 1,500 feet south easterly of the eastern boundary line of the DRI Property near the St. Johns River of which a portion of the secondary zone lies within the DRI Property as depicted on Exhibit 3, Proposed Greenway System. The location of the on site eagle nest is depicted on Map G, August 2003 (Revised) Significant Wildlife and Plant Resources incorporated in the ADA First Sufficiency Response. Applicant will establish a Primary Zone that meets the requirements set forth in Section 4.01.10 B.1., St. Johns County Land Development Code, extending a minimum radius of 750 feet outward from the nest tree. This area will be designated Bald Eagle Primary Zone on all development and construction plans for this portion of the RiverTown DRI and will be subject to the provisions of Section 4.01.10, St. Johns County Land Development Code as well as incorporated into the RiverTown Greenway as shown on the Master Plan, Exhibit 2 and will be subject to the Greenway Management Plan as set forth in Subsection 15(e) below. In addition, Applicant will establish a Secondary Zone meeting all of the requirements set forth in Section 4.01.10 B.2., St Johns County Land Development Code, extending a minimum distance of 750 feet outward from the boundary of the Primary Zone. All development planned within the Secondary Zone associated with nest SJ008 and SJ010 will conform to *Habitat*

Guidelines for the Bald Eagle in the Southeast Region (U.S. Department of Interior, Fish and Wildlife Service 1987) and comply with the requirements of the St. Johns County Land Development Code for the protection of eagle nests.

(b) **Gopher Tortoise.** Based on a gopher tortoise survey conducted by Environmental Services, Inc. on May 14 and 30, 2002, RiverTown contains approximately 341 acres of occupied gopher tortoise habitat. The habitat areas are depicted on Map G, August 2003 (Revised) Significant Wildlife and Plant Resources incorporated in the ADA First Sufficiency Response ("Map G"). Prior to development within the gopher tortoise habitat areas depicted on Map G, the Applicant will obtain a Gopher Tortoise Incidental Take Permit or other applicable approval from the Florida Fish and Wildlife Conservation Commission ("FFWCC"). Required mitigation as prescribed by FFWCC will be provided prior to project impacts to gopher tortoise habitat. The required acreage for habitat protection if an incidental take permit is granted is 62.89 acres. Within one calendar year from the Effective Date of this Development Order, the Applicant will either (i) contribute to the purchase of preservation land by payment of a sum equal to $4,637 per acre to the FFWCC Land Acquisition Trust Fund, (ii) preserve some or all of the potential gopher tortoise preserve as generally identified on Exhibit 3 (Figure 26-1) into the Greenway ("Potential Gopher Tortoise Preserve"), (iii) purchase suitable off-site preservation land within a mitigation bank, or (iv) choose a combination of any or all of items (i), (ii) or (iii) that equals a total of 62.89 acres of mitigation. The Applicant will develop a management plan for the Potential Gopher Tortoise Preserve ("Gopher Tortoise Habitat Management Plan"), if and only if the Applicant chooses on-site preservation as part of its mitigation plan. The purpose of the Gopher Tortoise Habitat

Management Plan will be to increase the value of the habitat preserve area for gopher tortoise and to maintain the area as viable habitat for the species. The Gopher Tortoise Habitat Management Plan will be approved by the FFWCC and Applicant will comply with the terms of the approved Gopher Tortoise Habitat Management Plan.

(c) **Protected Plants.** A portion of the proposed preserve wetland enhancement area depicted on Exhibit 3, (Figure 26-1) will be managed to promote the growth of Bartram's Ixia. Incorporation of fire or mechanical disturbance such as bush-hogging or Gyro-tracking which mimics the effects of fire shall be incorporated into the mitigation plan for the area as part of the environmental permitting process.

(d) **Significant Natural Communities Habitat.** Applicant will preserve a minimum of 10% of the Significant Natural Communities Habitat on-site in accordance with Section 4.01.07, St. Johns County Land Development Code. If the Applicant does not choose on-site gopher tortoise preservation of at least 7.1 acres as part of its mitigation plan under Special Condition 15(b) hereof, then Applicant will preserve 7.1 contiguous acres along the eastern side of Kendall Creek within the sandhill community in accordance with Section 4.01.07, St. Johns County Land Development Code as generally depicted on Exhibit 4.

(e) **Wildlife Crossings.** Wildlife crossings within RiverTown will consist of either (i) a prefabricated and arched concrete structure, a corrugated pipe or a structure of similar design, with a vertical clearance of a minimum of four (4) feet and a horizontal opening width which is no less than one tenth of the width of the road and right-of-way which is being traversed or ten (10) feet which ever is larger ("Type A"); or (ii) a prefabricated and arched concrete structure, a corrugated pipe or a structure of similar design, with an

opening of a minimum of twenty (20) square feet and a minimum vertical clearance of four (4) feet ("Type B"); or (iii) at grade crossing designed by posting speed limit signs of not to exceed 35 miles per hour and placing signs identifying the area as a wildlife crossing ("Type C"). The Applicant will provide the type of wildlife crossings designated on Exhibit 3 (Figure 26-1) in the on-site locations identified on Exhibit 3 (Figure 26-1) at the time of construction of the project roads. In addition, the Applicant will provide a Type C wildlife crossing on the off-site portion of RiverTown Parkway at Petty Branch. Each Type A or Type B crossing will be located landward of the jurisdictional wetland line or will include a contiguous dry portion of at least twenty-five percent (25%) of the total width of the crossing, which is above the 10-year mean base flow of the drainage system or where the base flow has not been established, the jurisdictional line, and will provide reasonable opportunity for movement of wildlife through the structure. The calculation for the 10-year mean base flow determination will be provided with the roadway and wildlife crossing construction plan approval process. Wildlife crossing signs and reduced speed limit designations will be posted along the project roads as they approach wildlife crossing. Additional details of the proposed wildlife crossings will be subject to approval of the District, United States Army Corps of Engineers ("ACOE"), and the County and will be specified in the permits to be issued by these agencies authorizing the road crossings and wetland impacts.

(f) **Greenway.** A portion of the RiverTown Greenway along the major roadways is shown on Exhibit 3 (Figure 26-1) ("Greenway"). The Greenway will be either: (i) placed under conservation easements as part of the Environmental Resource Permit ("ERP Permit") for portions of the RiverTown DRI; (ii) conveyed to the homeowner association; (iii)

retained by the Developer, its successors or assigns; or (iv) conveyed to the Community Development District. The Greenway will be subject to a Greenway Management Plan. The proposed Greenway Management Plan will be provided to the District, NEFRC, and FFWCC when it is submitted to the County for their review and approval. Allowable uses of the Greenway will include conservation, recreation, drainage features, limited silvicultural activities designed to achieve conservation objectives (including prescribed burns), road crossings, utilities, and limited parking for users of the Greenway and will be subject to approval by the County as part of the Planned Unit Development application for RiverTown with specific design and location approved as part of construction plan review. The precise boundaries of the Greenway will be adjusted as necessary based upon the final jurisdictional wetland determination and at such time will be submitted to the County for its review and approval. The Greenway will connect all major amenities, schools, recreational areas, St. Johns River and the Riverfront Park, as well as, connect the various districts within the RiverTown DRI using various types of paths and connections, including mulched, paved or graveled paths. Internal Greenway connections within the Districts and the Town Center will be required and provided in the Planned Unit Development.

(g) **Silviculture.** Much of the DRI Property has been and will continue to be used for silvicultural purposes. Silvicultural activities within the Greenway are limited to activities that maintain and/or enhance the ecosystem function of the Greenway and will be defined in the Greenway Management Plan. Silvicultural activity may occur in the development area as defined in Section 4.01.05(b)6 of the St. Johns County Land Development Code provided that no clearing will occur in any jurisdictional wetlands,

upland buffers, or areas designated as conservation area. Harvesting within the Greenway may be allowed to achieve conservation objectives (including prescribed burns), but must follow guidelines established in the Greenway Management Plan. All silvicultural activities will comply with the requirements of Section 4.01.05(b)6 of the St. Johns County Land Development Code and Policies E.2.2.2 and E.2.2.3 of the 2015 St. Johns County Comprehensive Plan, where applicable. All silvicultural activities will comply with State of Florida Division of Forestry Best Management Practices. Should silviculture operations continue prior to the commencement of individual site development, silviculture will be prohibited in wetlands to be preserved or wetlands within the Greenway and the associated upland buffers except as otherwise allowed in this subsection (g) above. All wetlands and upland buffers shall be marked for protection prior to tree removal to avoid errant clearing.

(h) Water Access. Up to a total of 30 docks will be permitted within the RiverTown DRI along the St. Johns River. Of the 30 docks, up to a maximum of 2 of the docks will be community docks, up to a maximum of 11 will be private shared docks, with the remainder of the docks being private individual docks. One of the 2 community docks will be located in the Riverfront Park. Boat repair facilities or services, fuel sales and pump out facilities will be prohibited west of S.R. 13 within the RiverTown DRI. The community dock at the Riverfront Park will allow temporary or short-term tie-ups for no more than 12 power boats. Over night docking will be prohibited at the Riverfront Park community dock, unless otherwise authorized by the County through separate individual event approval. The second community dock will be designed for up to 5 boats that will be available for use by the residents of RiverTown. Up to 6 motorized boats will be

permitted on each private shared dock. Powerboat launching facilities and power boat ramps will be prohibited west of S. R. 13 within the RiverTown DRI. No docks will be located within Hallowes Cove in the Coves District except within the area of Popo Point that is shaded on Exhibit 3, (Figure 26-1).

16. Wetlands.

(a) On-Site Wetland Conservation and Wetland Impacts. Approximately 1,125 acres of 1,250 acres of jurisdictional wetlands on-site will be preserved as shown on Exhibit 2 (Map H). The wetlands to be preserved will be protected by recordation of conservation easements prior to platting of adjacent upland areas in accordance with the terms of the applicable ERP Permit. Development of the RiverTown DRI will not impact more than 125 acres of on-site jurisdictional wetlands (any impacts to off-site jurisdictional wetlands caused by off-site pipeline road improvements will be in addition to this 125 acres) during the course of development unless otherwise authorized by the County where the County determines that a revised site plan with more wetland impacts results in improved neighborhood connectivity, improved traffic patterns (either on-site or off-site) more efficient infrastructure development or otherwise promotes the goals and objectives of the 2015 St. Johns County Comprehensive Plan and the Northwest Sector Overlay contained therein. An increase in wetland impacts authorized by the County and approved by wetland regulatory agencies having wetland impact/permitting regulatory authority will not exceed an additional total of 12.5 acres of impacts, or 10 percent of the 125 acre wetland impacts identified. Mitigation for proposed wetland impacts will be approved by the District and the ACOE. Upland buffers will be provided consistent with Section 4.01.06, St. Johns County Land Development Code, except as follows:

- A fifty (50) foot upland buffer will be established along Hallowes Cove.
- A fifty (50) foot upland buffer will be established along the St. Johns River and the portions of tributaries, streams, or other water bodies connected to the St. Johns River. Such portions of these tributaries, streams, or other water bodies will be established by the mean high water line of the applicable tributary, stream or other water body.
- For non-impacted, isolated wetlands that are not located in areas used for restoration and enhancement, an average twenty-five (25) foot buffer (10 foot minimum) will be established.

The Developer will comply with the terms of any District permit applicable to the DRI Property and, in the event of a degradation to wetland quality or quantity beyond that permitted, the permittee will correct or mitigate such degradation in accordance with the terms of the District ERP or order.

(b) Ravines. In accordance with the requirement of Policy A.2.1.3(h), 2015 St. Johns County Comprehensive Plan to use innovative design approaches that ensure protection of the ravines along the St. Johns River, the Ravines included in the DRI Property will be protected as set forth herein. For the purposes of the RiverTown DRI, a Ravine is defined as any terrain of 3:1 or steeper (horizontal to vertical) slope within a vertical grade change of at least ten (10) feet measured from the center line of the Ravine. Ravine width will be measured either from the centerline of the ravine or from the toe of slope whichever is more restrictive and continue to the top of the slope. The Ravines within the RiverTown DRI are generally depicted on Exhibit 5. The Ravines will encompass the entire area bounded within the Ravine Lines depicted on Exhibit 5. Portions of the

Ravines and the Ravine Protection Zone lie within wetland areas or upland buffer areas relating to the wetlands. In those areas, wetland and upland buffer regulations will dictate the protections provided. In those areas where the Ravines do not lie within wetland areas or upland buffer areas (i.e. the Ravine Line falls on the upland side of the wetland line and upland buffer line), elevated boardwalks and viewing platforms with minimal clearing necessary to install the boardwalk or platform may be proposed. All proposed activities within a Ravine will be submitted to the County for review and approval. The Ravines (not in a wetland or upland buffer) will be included in the Greenway. A fifteen (15) foot wide Ravine Protection Zone ("RP Zone") will be established immediately adjacent to and outside of the Ravines and the following criteria will apply to the RP Zone:

(i) Allowable uses within the Ravine Protection Zone will include unpaved nature trails, boardwalks, viewing platforms, and the removal, trimming pruning, or alteration of any unprotected tree or other vegetation to install an allowable use or as otherwise permitted under Section 4.01.05, St. Johns County Land Development Code.

(ii) The natural (existing) grade (slope) of the RP Zone will not be permanently altered except as is necessary to install the allowable uses. Grade adjustments to install the allowable uses are authorized, provided the surrounding grade is stabilized within the RP Zone at the conclusion of construction.

Impacts to wetlands, upland buffers, Ravines and Ravine Protection Zones are allowed for the construction of roadways, drainage structures and utility infrastructure provided such

impacts are approved by the County and the necessary permits are obtained from the appropriate wetland regulatory agencies having wetland impact/permitting regulatory authority. The top of slope of the Ravine and the Ravine Protection Zone will be depicted on all applicable construction plans.

(c) **Erosion and Sedimentation Control.** To reduce erosion, all swales, detention slopes and drainage ways constructed by the Developer will be vegetated, sodded, or seeded. Only those areas needed for development will be cleared. Vegetative cover will be restored immediately and maintained after construction on all disturbed area not covered with an impervious surface. Sedimentation of wetlands will be prevented through adherence to the erosion and sediment control plan submitted as part of the stormwater permit. Prior to any land clearing or development activity taking place on a development parcel, all erosion control devices for such development parcel will be in place.

17. Water Quality.

(a) **Water Quality – Golf Course.** The golf course within the RiverTown DRI will comply with the Integrated Pesticide/Nutrient Management Plan attached as Exhibit 6. The Applicant will appoint a responsible entity to oversee the implementation of the Pesticide/Nutrient Management Plan. The name of the entity will be provided to the County and FDEP.

(b) **Water Quality – Monitoring.** The Applicant has developed the Water Quality Monitoring Plan attached as Exhibit 7 which was approved by DEP on February 2, 2004. A summary of the water quality monitoring results will be included in the biennial Monitoring Report.

18. **Water Supply.** The Applicant will apply for concurrent stormwater management and consumptive use permits for the golf course to ensure the coordination of interrelated aspects such as the construction of a stormwater system that supports water reuse and minimizes pollutant and volume loading into surface water.

(a) Potable Water. A central water supply system will provide water needs for all development within RiverTown. There will be no on-site potable water wells and no surficial aquifer wells except those listed in subsection 19(c) below. Development will occur concurrent with the provision of adequate central potable water service meeting the adopted level of service in the 2015 St. Johns County Comprehensive Plan. No building permits will be issued for development of Phase II until the Developer has provided the County written confirmation from the JEA or subsequent utility provider that adequate water supplies are available to serve the remainder of the proposed development.

(b) Reuse. Irrigation demands within RiverTown will be met using reuse water. Reuse water will be the primary source of irrigation for the RiverTown DRI with shallow irrigation wells serving only as a backup source for irrigation. Distribution lines for reuse (nonpotable water) will be installed concurrent with development of the RiverTown DRI for all uses in the DRI (residential and non-residential). The nonpotable distribution system will be developed in parallel to the potable system for all land uses in the RiverTown DRI for utilization when reuse water is available in October 2006. Reuse water will consist of the following sources:

(i) Wastewater effluent treated to public access standards and delivered to the end user by the utility provider; and

(ii) Stormwater.

(c) **Wells**. No onsite potable water wells will be located within RiverTown, except the following wells permitted for water use pursuant to that certain CUP Permit #51220: GCI-1, GCI-2, GCI-3, and GCI-4, and self supplied domestic use wells ("Existing Wells") and those certain wells that may be needed to service remote, isolated golf course or recreational facilities ("Isolated Facility Wells"). The Existing Wells will be used consistent with the CUP Permit and will not be utilized to provide or supplant irrigation needs of any portion of the DRI Property. Irrigation wells will be allowed only as a backup source to the reuse supply system. No ground water will be utilized for surface water level maintenance or decorative uses. Any new wells discovered on the site during the development process will be properly plugged and abandoned in accordance with District rules and regulations when the area around each well is developed, except the Existing Wells. Any wells discovered during the development process will be reported immediately to the District and the County. Any wells not disclosed and reviewed for water use consistent with Chapter 40C-2, F.A.C. must be plugged and abandoned.

(d) **Water Conservation**. Water conservation strategies, including Xeriscape landscaping techniques and low-flow plumbing fixtures will be incorporated in the construction, operation, and maintenance phases of the development and will be included in the covenants and deed restrictions for the project. The conservation strategies will include the following conditions:

(i) The Developer will use low-flow plumbing fixtures consistent with the Water Conservation Act, 553.14, Florida Statutes (2003).

(ii) The Developer, property owner's association, CDD or water utility provider will implement a water conservation education program as specified in Section

12.2.5.1(e) of the St. Johns River Water Management District, Consumptive Use Permitting Applicant's Handbook. The curriculum of the education program will be supplied with the first biennial Monitoring Report and each subsequent Monitoring Report until build out; and

(iii) The Developer will include information on Xeriscape, native vegetation, and drought tolerant vegetation (*SJRWMD Xeriscape Plant Guide*, water conservation guides and *IFAS's Xeriscape Plant Guides* and IFAS's Cooperation Extension Services "*Florida Yards and Neighborhoods*" material) in design guidelines for the project.

(iv) Within project common areas, commercial areas, and multi-family residential complexes, 50% of planted vegetation, by aerial extent, will consist of native, drought tolerant or xeric vegetation in all landscaped areas. Landscaped areas include planted vegetation and mulch; however, they do not include hardscaped areas. Native or drought-resistant plants include those in the District's *Waterwise Florida Landscapes*, the Florida Native Plan Society's list of native landscape plants for St. Johns County, *A Gardner's Guide to Florida's Native Plants* (Osorio 2001), or comparable guidelines prepared by the Florida Dept. of Agriculture and Consumer Services, Fish and Wildlife Conservation Commission, or FDEP.

(v) Within common areas, commercial areas, and multi-family residential complexes, the Applicant, its successors and assigns, will use at least 70% of fertilizer use in slow-release or organic form.

(vi) Project covenants and restrictions will prohibit the use of decorative and ornamental fountains, except for those that use reclaimed water or stormwater, consistent with

Florida laws and regulations. Interactive recreational fountains may use potable water provided a re-circulation treatment system is installed.

(vii) Applicant will undertake two demonstration projects, one (1) residential and one (1) non-residential which implement and exhibit water wise landscaping principals which incorporates drought-tolerant or native vegetation.

19. **Wastewater Management**. Development will occur concurrent with the provision of adequate central sewer service meeting the adopted level of service standard required for wastewater under the 2015 St. Johns County Comprehensive Plan. Central sewer service will be provided for the RiverTown DRI, except for isolated golf course and recreational facilities. Septic tanks will be prohibited within the RiverTown DRI, except for use in providing sewer service to isolated golf course and recreational facilities. Temporary surface tanks may be used to provide sewer service to construction and marketing trailers only until central sewer lines are installed and in use. No building permits will be issued for development of Phase 2 until the Developer has provided written confirmation to the County from the JEA or subsequent utility provider that adequate treatment and collection capacity is available for the remainder of the proposed development.

20. **Stormwater Management and Floodplains.**

(a) Stormwater Management. The stormwater system for RiverTown will be designed using multiple discharge points throughout the project in order to minimize the intensity and volume of discharge from any single point, thereby reducing the potential for flooding and erosion. All drainage improvements will be designed so that the rate of stormwater which flows into the creeks and tributary wetland systems is equal to or reduced from the pre-development conditions. The normal water elevation of each

stormwater management facility will be designed and established so that the groundwater elevation of the adjacent wetland systems are not adversely affected. It is anticipated that wet detention systems will be the primary method of stormwater treatment and attenuation. The wet detention system, outfall control structures and culverts will all be designed to meet the applicable criteria established by the District as set forth in the most recent Applicant's Handbook Management and Storage of Surface Waters and the applicable criteria as set forth in the St. Johns County Land Development Code. Those portions of the RiverTown DRI east of S.R. 13 will provide peak flow attenuation for the 24-hour 25-year storm event in accordance with District regulations. In addition, the Applicant will control stormwater discharges from the project that result from activities approved in this Development Order through compliance with stormwater management criteria established by the District and the County Land Development Code. The Applicant agrees to use practicable methods to increase the quality of the discharges from the development land. These methods will for example include no direct discharges to the river, a water quality monitoring plan agreed to by DEP, increased residence time of treated storm water on-site, fertilizer and pesticide management plans for the community, xeriscaping in selected areas, community education program, and other practicable measures to be defined during site engineering.

(b) **Floodplains**. All road crossings will be constructed at or above the base FEMA 100-year floodplain elevation and adequate cross drains will be provided to handle pre-development flows from on and offsite tributaries. The finished floor elevations of all structures will be a minimum of one-foot above the base flood elevation of the FEMA

100-year floodplain of 8.1 feet NGVD, 1929 datum. In addition, no residential units will be developed within the category 1 or 2 storm surge inundation zone, based on the final survey and referenced with the storm surge levels indicated in the 1998 Northeast Florida Hurricane Storm Surge Atlas Series.

(c) **Evacuation Zone Development.** No multi-family dwelling units will be constructed within any storm surge inundation zones as it is aligned at the issuance of the development order.

21. **Solid Waste.** New development will meet the level of service standard required for solid waste under the 2015 St. Johns County Comprehensive Plan. The RiverTown DRI will also participate in the County recycling program.

TRANPORTATION RESOURCE IMPACTS

22. **Transportation.** Pursuant to Section 163.3180(12), Florida Statutes (2003), the Developer will contribute $35,460,050 (the "Pipelining Amount") in funded transportation improvements to offset the impacts of the RiverTown development to the regional transportation system, as described below. These contributions are sufficient to fully mitigate for all the transportation impacts for the development rights approved in this Development Order through full build-out. These contributions are sufficient to pay for or construct one or more required improvements which will benefit regionally significant transportation facilities and meets the pipelining requirements set forth in Section 163.3180(12), Florida Statutes (2003) as authorized by this Development Order and if authorized by applicable Comprehensive Plan Amendment (COMPAMD 2003-02), Ordinance 2004-14 adopted by St. Johns County simultaneously with this Development

Order. The improvements to be constructed by the Developer or identified for funding by the Developer are set forth on attached Exhibits 8 and 9 and are described below.

(a) Pipelined Improvements. The Developer will cause the construction of the following transportation improvements, including right of way acquisition costs, if necessary for all improvements within the time-frame specified below.

(i) County Road 223. Construct a two-lane undivided urban section roadway from C.R. 210 to East-West Connector as shown on Exhibit 8 (the exact location to be determined during the acquisition and permitting processes) and cause to be conveyed or dedicated by plat to St. Johns County, a 130 foot wide right of way sufficient for a four-lane divided urban section from C.R. 210 to Aberdeen Boulevard. This improvement has an allocated cost of $12,076,145 in 2004 Dollars. This improvement will be commenced prior to issuance of building permits for vertical construction (except construction trailers and model homes) within RiverTown. Also, prior to issuance of building permits for vertical construction within RiverTown (except construction trailers and model homes), the Developer will provide financial assurance to St. Johns County in the form of a bond, letter of credit, three party agreement or funded commitment from a Community Development District that the improvement will be completed within two years after the improvement is commenced.

(ii) RiverTown Parkway. Construct a two-lane undivided urban section roadway from C.R. 210 to Greenbriar Road as shown on Exhibit 8 (the exact location of the connection at C.R. 210 to be determined during the right of way acquisition and permitting processes) and cause to be conveyed or dedicated by plat to St. Johns

County, a 130 foot wide right of way sufficient for a four-lane divided urban section from C.R. 210 to Greenbriar Road. This improvement has an allocated cost of $11,989,266 in 2004 Dollars less the value of right-of-way through the RiverTown DRI (i.e. $10,102,884 in 2004 Dollars). This improvement will be commenced prior to issuance of building permits for vertical construction (except construction trailers and model homes) within RiverTown. Also, prior to issuance of building permits for vertical construction within RiverTown (except construction trailers and model homes), the Developer will provide financial assurance to St. Johns County in the form of a bond, letter of credit, three party agreement or funded commitment from a Community Development District that the improvement will be completed within two years after the improvement is commenced.

(iii) County Road 223. Widen and construct an additional two-lane improvement to bring the improvement to a four-lane divided urban section roadway within the alignment of C.R. 223 described in (i) above from C.R. 210 to Aberdeen Boulevard as shown on Exhibit 8 to be commenced prior to issuance of building permits for vertical construction for Phase 2 (except construction trailers and model homes). This improvement has an allocated cost of $9,328,510 in 2004 Dollars. Also, prior to issuance of building permits for vertical construction within Phase 2 of RiverTown (except construction trailers and model homes), the Developer will provide financial assurance to St. Johns County in the form of a bond, letter of credit, three party agreement or funded commitment from a Community Development District that the improvement will be completed within two years after the improvement is commenced.

(iv) Application of Remaining Proportionate Share Payment. Prior to issuance of building permits for vertical construction within Phase 2 of RiverTown, the Developer shall contribute $3,952,511 to be paid to the County or as directed by the County. The County shall determine the improvement to be made with such contribution, provided the improvement is to a regionally significant road within the County.

(b) Aberdeen Boulevard. In addition to the pipelined roadway improvements set forth in this Development Order, the pipelined roadway improvement for Aberdeen Boulevard set forth in the Aberdeen DRI must be commenced prior to the issuance of building permits for any vertical construction (except construction trailers and model homes) within RiverTown DRI.

(c) Transit. In the event that it is determined in writing by the Jacksonville Transportation Authority (JTA), or other provider of fixed-route service for the RiverTown development, that public transit service will be provided to RiverTown, mass transportation passenger shelters and mass transportation loading bays will be constructed where necessary for any remaining undeveloped portion of RiverTown to facilitate such transit service. These facilities will be constructed within the rights of way of the applicable roadways. The exact location of these facilities will be approved by JTA or any other provider of fixed-route service.

(d) Master Circulation Plan. The RiverTown Master Circulation Plan will be substantially as shown on Exhibit 2 (Map H). However, the alignment of internal roads may be adjusted by the Developer without modifying this Development Order.

(e) **Air.** The following dust control measures will be undertaken during all construction activities throughout build-out of the RiverTown DRI:

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

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

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

(iv) 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.

(f) **Financial Assurances.** In all instances under this Special Condition 22 in which the Developer must provide financial assurance to the County, such financial assurance will be in the form of a bond, letter of credit, three party agreement, or funded commitment from a community development district in a form reasonably acceptable to the County.

23. Roadway Access.

(a) **State Road 13.** Exhibit 2 (Map H) currently shows six (6) project access points on the east side of S.R. 13 and an additional thirteen (13) project access points on the west side of S.R. 13. The number of access points on S.R. 13 will be reduced during the PUD approval process through the use of private drives or other methods.

(b) **Popo Point.** Applicant is the owner of that certain access road providing access to the existing residents of Popo Point from S.R. 13. The residents of Popo Point have been granted an access easement over the access road. Access provided to the existing

residents will be with a road of equal or better condition than that of the existing access road. Access to the existing residents will be maintained at all times during the construction process. Applicant will either relocate the existing access road to a newly constructed project road or maintain the existing access road in its current location. If Applicant proposes to relocate the existing access road to a newly constructed project road or proposes to temporarily relocate the existing access road during development of the Popo Point area, Applicant will give the residents of Popo Point thirty (30) days notice of such relocation by certified mail, return receipt requested.

HUMAN RESOURCE IMPACTS

24. Affordable Housing. The housing study summary in Table 24-21 of the ADA First Sufficiency Response indicates that RiverTown will not create significant State or Regional need for affordable housing, pursuant to Rule 9J-2.048, F.A.C. There is an adequate supply of affordable housing for Phase 1, but a minor shortfall for Phase 2 which does not constitute a State or Regionally significant need. According to Table 24-21, there will be a shortfall of 17 units for very low income families by the end of Phase 2 unless additional supply is made available. In order to address the local need for affordable housing, the Developer will:

(a) Provide a total of 150 affordable housing units on site as either (i) rental units qualifying for Federal Housing Tax Credits or to be developed under an equivalent Federal or State program designed to insure affordability; or (ii) owner occupied For-Sale Units having a purchase price at or below the purchase limits established from time to time under the County SHIP Local Housing Assistance Plan. Any For-Sale Units provided to satisfy the affordable housing requirements set forth in this Special Condition 24 will be subject to a ten (10) year re-sale restriction limiting the sales price on re-sale to a price equal to or

less than the purchase limits under the Local Housing Assistance Plan. Construction of at least 75 units of affordable housing will be commenced during the first phase of development. The balance of the affordable housing units will be constructed prior to build out. With regard to the owner occupied For-Sale Units provided pursuant to this special condition 24(b), the Developer will notify the County Housing and Community Services Division as to which properties will have the resale price restriction as each such unit is closed. The St. Johns Housing and Community Services Division will be provided the names of the purchasers, their mailing addresses, the property descriptions, and the date of sale; and

(b) Contribute to the County the sum of $400,000 pursuant to the following schedule of payments:

$75,000 no later than two (2) years after the first certificate of occupancy is issued for a residential dwelling (with the exception of model homes which are not permanently occupied) ("Initial Payment");

$75,000 two (2) years after the Initial Payment;

$125,000 four (4) years after the Initial Payment; and

$125,000 six (6) years after the Initial Payment.

These contributions will be used by the County to provide funds for the purpose of down payment assistance to be used for the purchase of homes so long as the home is within the ten mile or twenty minute commute boundary of the RiverTown DRI ("Down Payment Assistance"). The Down Payment Assistance will be provided to qualified applicants in accordance with the County's Local Housing Assistance Plan. Preference will be given to qualified applicants who are employees within RiverTown.

(c) Equivalency Matrix (Exhibit 11) depicts approved land use changes. Any revisions to the non-residential uses within the RiverTown DRI in excess of the maximum square feet of office, retail and light industrial will require Developer perform an assessment of new affordable housing impact associated with the employees of the new non-residential development.

25. **Recreation and Open Space**. As shown in Exhibit 2, the Developer will provide a 58 acre Riverfront Park, 86 acres of neighborhood parks, and a 100 acre community park. Prior to issuance of any building permits for vertical construction within RiverTown (other than vertical construction associated with parks and recreation, construction trailers and model homes) Developer will commence development of the Riverfront Park within RiverTown. Developer will commence development of the 100 acre community park at the time the first certificate of occupancy is issued for a residential dwelling (with the exception of model homes which are not permanently occupied). The community park improvements will include, at a minimum, 4 baseball fields, 4 multi-use fields, adequate parking for the fields, entry roads, adequate conduit for future lighting of the fields, bathroom/concession facility and picnic areas. These improvements will be completed within two (2) years after commencement of development of the park improvements. The Applicant will coordinate with the County Parks and Recreation Department and the County School Board to locate community parks adjacent to proposed school sites, when feasible, in order to meet collocation criteria set forth in Section 163.3177(6)(a), Florida Statutes.

26. **Impact Fees**. Impact fee credits towards any present or future impact fees that may be adopted by the County will be allowed for any contribution of land, money (including, but not limited to, "proportionate share" or "fair share contributions") or improvements made by

or on behalf of an owner, the Developer 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 (2003), and the County Impact Fee ordinances 87-57, 87-58, 87-59 and 87-60, as they may be amended, except for those certain contributions described in Section 29 below. The Developer proposes and the County agrees that, in the event that any contributions of land purchased by a Community Development District or, money (including "proportionate share" or "fair share payments"), or improvements funded or constructed with funds from a Community Development District give rise to impact fee credits to the Community Development District, then such impact fee credit will be established in the name of the Community Development District as may be allowed pursuant to applicable impact fee ordinances. The amount of such credit will be determined in accordance with applicable law and County ordinances.

27. **Community Development District**. The Developer has indicated that it will form one or more Community Development Districts within the DRI pursuant to Chapter 190, Florida Statutes (2003) as it may be amended from time to time. The County expressly maintains all rights available to it pursuant to Chapter 190, Florida Statutes (2003), related to the proposed establishment of a Community Development District(s) by the Developer. Any Community Development District for RiverTown approved pursuant to Chapter 190, Florida Statutes (2003) may finance, fund, plan, establish, acquire, construct or reconstruct, enlarge or extend, equip, operate and maintain projects, systems and facilities for the purposes described in Section 190.012, Florida Statutes (2003), including, but not limited to, any of the indicated transportation improvements, school and park improvements set forth in this Development Order and any other project required or authorized by this Development Order. Construction

or funding by any such Community Development District of all such projects within or without the boundaries of the Community Development District(s) required by this Development Order or necessary to serve the development approved by this Development Order is expressly approved. If the Developer is required by this Development Order to provide, pay for or otherwise cause to be provided, infrastructure, projects, systems or facilities set forth in Chapter 190, Florida Statutes (2003), including, without limitation, those in Sections 190.012(1) and (2) Florida Statutes (2003), then the Community Development District(s) independently may satisfy such obligations. To the extent any such obligation under this Development Order is met or performed by the Community Development District(s), then the Developer will no longer be subject to the obligation. The Developer proposes and the County agrees that, in the event that any contributions of land, money (including "proportionate fair share payments" or "pipelining amounts"), or improvements funded or constructed with funds from a Community Development District give rise to impact fee credits to the Community Development District(s), then such impact fee credits will be established in the name of the Community Development District(s) as may be allowed by the Impact Fee ordinances.

28. **Historical and Archeological Sites.** One (1) archeological site on the DRI Property has been determined eligible for listing in the National Register of Historic Places. No development will be commenced within that portion of the DRI Property that is within ¼ mile of Archeological Site 8SJ3219 until the Phase II Archaeological Investigation Final Report has been reviewed and accepted by the State Historic Preservation Officer ("SHPO"). No development will commence within the RiverTown DRI until a map depicting the location of Archeological Site 8SJ3219 has been provided to the County. Any and all

conditions set forth or otherwise agreed to in the SHPO letter of acceptance will become a condition of this Development Order. Should any other regionally significant historical and archaeological resource be discovered in the course of development of the RiverTown DRI, the Developer will immediately notify the Division of Historical Resources and the County Planning Department. No disruption of the findings will be permitted until the investigation is complete and the Division of Historical Resources has rendered a recommendation, which will be binding on the Applicant.

29. **Education**. The Developer will set aside two elementary school sites and one middle school site in the RiverTown DRI. The middle school site will be built to meet Florida Department of Education shelter standards. Developer and the County School Board have expressed a willingness to enter into a memorandum of understanding (the "Memorandum of Understanding") under which the Developer and Community Development District, if such district is approved, will cause two public schools to be constructed on two of the school sites depicted on Map H (or other site acceptable to the School Board) within the time period established in the Memorandum of Understanding.

30. **Design Criteria.** Development within the Community Commercial site adjacent to Greenbriar Road will not be developed using a development pattern of predominantly commercial uses fronting on one or both sides of an arterial roadway and extending back from the roadway for a limited depth. A minimum fifty (50) foot development edge will be provided along all of the boundaries of the property that are adjacent to existing residential development. All commercial structures will be oriented away from Greenbriar Road (i.e. the front of such buildings will not face on Greenbriar Road). The commercial structures will be developed in more of a clustered design and will not be located in one linear pattern.

31. **Library.** Developer will convey a three (3) acre library site within the RiverTown DRI, to be located in or near the Main Street District as designated on Exhibit 2 (Map H) or other mutually acceptable location, to the County at a time mutually acceptable to the County and the Developer, but no later than the beginning of Phase II. Developer and the County will use best efforts to locate the library in such a way as to promote joint use between St. Johns County School Board and St. Johns County Library Services.

32. **Fire Protection.** The St. Johns County Fire Department (Fire Department) has indicated that their current planning efforts do not include the need for a fire station site within the RiverTown DRI. In order to maintain flexibility for future planning:

(a) Developer will reserve a two-acre fire station site within RiverTown in the proximity of the Mixed-Use area adjacent to RiverTown Parkway as shown on Exhibit 2 (Map H) or another mutually acceptable location within RiverTown. This site will be conveyed to the County without charge within 180 days of the request for such conveyance by the County. If the County does not request or accept conveyance of the fire station site within five (5) years of the Effective Date of this Development Order, then the site will be released from this reservation and will be available for development for the uses as indicated on Exhibit 2 (Map H). The Developer will annually notify the County Fire Chief, The County's Chief Elected Official, the County's Chief Administrative Officer, The Public Safety Office, the County Clerk, and the Northeast Florida Planning Council of the status of this reservation.

(b) Within three (3) years of the Effective Date of this Development Order, the Developer will, if requested by County, prepay the fire impact fees for all

residential units within the Project for which impact fees have not previously been paid. County shall use impact fees for construction of a fire station on the fire station site noted in (a) above or any site within the County.

(c) Prior to issuance of any building permits for construction of residential, commercial, or office buildings in excess of three (3) stories in height, one of the following must occur;

i. The operation of an aerial apparatus available on a twenty-four hour, seven days per week basis; or

ii. The Developer has contributed a proportionate share of the cost of such apparatus based upon approved non-residential development square footage and residential units in excess of three (3) stories within the service delivery area (fire station within five miles). Any agreement for provision of service reached between the Developer and County with regard to the proportionate share contributions may supersede this condition.

MISCELLANEOUS

33. Notices. Any and all notices required or allowed to be given to the Developer will be mailed or delivered to the following:

Margaret H. Jennesse
St. Joe/Arvida Company, L.P.
224 St. Johns Golf Drive
St. Augustine, Florida 32092

Robert M. Rhodes
The St. Joe Company
245 Riverside Ave., Suite 500
Jacksonville, Florida 32202

With a copy to:

Sharon R. Parks, Esq.
The St. Joe Company
245 Riverside Ave., Suite 500
Jacksonville, Florida 32202

34. Severability. If any stipulation or any portion or section of any stipulation contained in this Development Order is declared, determined to be, or adjudged invalid, illegal or unconstitutional by a court of competent jurisdiction, such adjudication will not affect the approval granted in this Development Order, the other stipulations, or the other portions or sections of the affected stipulations, which will remain of full force and effect as if the stipulation or portion or section of a stipulation so declared, determined to be or adjudged invalid, illegal or unconstitutional were not originally a part of this Development Order; unless such invalid, illegal or unconstitutional term, etc. is inextricably connected to some other provision of this Development Order which for the public benefit must also reasonably be stricken if the connected provision so fails.

35. Successor Agencies. Whenever, within the terms of the stipulations, reference is made to any department, agency, board, commission, or other instruments of the federal, state, or municipal governments, it is understood that such reference will be construed to mean any future instrumentality which, by operation of law, may be created and designated as successor in interest or other which may be possessed of any of the powers and duties of any referenced instrumentality in existence on the effective date of these stipulations.

36. Incorporation of Recitals. The Recitals are hereby incorporated by reference.

RENDITION

Within ten (10) days of the adoption of this Development Order, the County will render a copy of this Development Order with all attachments, certified as complete and accurate, by certified mail, return receipt requested, to DCA, Bureau of Local Planning, NEFRC, and the Applicant.

PASSED AND ENACTED by the Board of County Commissioners of St. Johns County, State of Florida, this 24th day of February, 2004.

BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA

By: Karen R. Stern
Its Chair

RENDITION DATE 3/2/2004

ATTEST: Cheryl Strickland, Clerk
By: Lolni L. Pratt
Title: Deputy Clerk
Adopted Regular Meeting: 2/24 /2004
Effective: _____, 2004

EXHIBIT LIST

1	DRI Property (Legal Description)
2	RiverTown Master Plan (Map H)
3	Proposed Greenway System (Figure 26-1)
4	Significant Wildlife and Plant Resources Map
5	Map of Ravines
6	Integrated Pesticide/Nutrient Management Plan
7	Water Quality Monitoring Plan
8	Transportation Improvements Map (Pipelining)
9	Transportation Improvements Table (Pipelining)
10	Table 10-1 Development Information
11	Equivalency Matrix

Exhibit 1

DRI Property (Legal Description)

LEGAL DESCRIPTION

LEGAL DESCRIPTION PARCEL "A"
TRACT NORTH AND EAST OF STATE ROAD NO. 13

A part of the Hallowes Tract, being a part of the Francis P. Fatio Grant, being a part of Section 44, Township 5 South, Range 26 East, Section 39, Township 5 South, Range 27 East, Section 42, Township 6 South, Range 27 East, St. Johns County, Florida, being more particularly described as follows; for a **POINT OF REFERENCE**, commence at a large blazed cypress tree, said cypress tree standing within the waters of the St. Johns River, being the southwest corner of the lands described in Deed Book "K", Page 347, of the public records of said county, and shown on survey prepared by John F. Young & Associates, Civil Engineers & Surveyors, January 19, 1953; thence South 87°10'56" East, along the southerly line of said lands described in Deed Book "K", Page 347, a distance of 846.80 feet to an 18 inch blazed live oak, said tree shown on said survey and being locally recognized and accepted as the southeast corner of said lands and the **POINT OF BEGINNING** of the herein described tract; thence North 52°53'05" East, along the southeasterly line of the lands as shown by said survey and as described in Deed Book "K", Page 347, a distance of 2794.90 feet, to a 2 inch iron pipe in the centerline of an old existing and abandoned railroad grade; thence North 53°05'27" East, along the southeasterly line of said lands as shown on said survey by John F. Young and Associates and as described in Parcel One of Deed Book 242, Page 512 of the aforementioned public records, a distance of 1231.93 feet, to a 1 inch iron pipe at the intersection with the southerly line of St. Elmo, as recorded in Map Book 1, Page 137 of the aforementioned public records, said line also being the northerly line of the aforementioned Hallowes Tract; thence North 89°04'44" East, along said south line of St. Elmo and said north line of the Hallowes Tract, a distance of 883.69 feet to a point; thence departing last described line the following thirteen (13) courses and distances: thence North 03°55'07" East, a distance of 228.88 feet to a point; thence North 28°08'31" East, a distance of 230.63 feet to a point; thence North 19°50'07" East, a distance of 43.96 feet to a point; thence North 85°18'09" West, a distance of 65.01 feet to a point; thence North 34°07'42" West, a distance of 98.40 feet to a point; thence North 18°29'50" East, a distance of 79.61 feet to a point; thence North 63°04'59" East, a distance of 36.01 feet to a point; thence North 12°39'50" West, a distance of 167.86 feet to a point; thence North 68°05'14" West, a distance of 51.93 feet to a point; thence North 45°50'59" East, a distance of 103.39 feet to a point; thence North 41°08'43" West, a distance of 99.33 feet to a point; thence North 24°57'04" West, a distance of 92.86 feet to a point; thence North 16°20'09" East, a distance of 200.76 feet to a point on the southerly right-of-way line of Bombing

Range Road State Road No. 13 (a 100 foot right-of-way, as now established), (also known as Greenbriar Road); thence, along the last described line the following three (3) courses and distances: thence South 78°25'34" East, a distance of 741.74 feet to a point; thence South 11°34'26" West, a distance of 17.00 feet to a point; thence South 78°25'34" East, a distance of 207.17 feet to the northerly most common corner of said St. Elmo and Greenbriar Section One, according to the plat thereof recorded in Map Book 14, Pages 57 and 58 of said public records; thence South 33°48'44" West, along the common boundary line of last said subdivisions, a distance of 1260.70 feet to a point at the intersection with the westerly boundary of a tract of land formerly owned by the United States of America (acquired by Condemnation Suit 602-J-Civil), also being the westerly line of said Greenbriar Section One, said point also being the southeast corner of Lot 24 of said St. Elmo as shown on said plat of Greenbriar Section One; thence along the westerly, southerly and easterly boundary of said tract formerly owned by the United States of America and shown on survey of said tract by Henrich, Trotter, Carter & Ayers, Inc. File No F.N. 3618, dated April 10, 1986, the following four courses and distances: South 01°15'16" East, a distance of 5908.12 feet to a concrete monument; thence South 78°25'19" East, a distance of 4900.20 feet to a concrete monument, said monument witnessed by a St. Joe Paper Company monument 0.7 feet to the west; thence North 74°39'06" East, a distance of 3755.80 feet to a concrete monument; thence North 11°32'36" East, a distance of 2033.03 feet to a concrete monument at the intersection with the aforementioned northerly line of the Hallowes Tract as established by survey by Nathan C. Bowers for Container Corporation of America, Area VIII File No. 2, dated February 1954; thence South 88°44'01" East, along said line, a distance of 3752.61 feet to a point; thence departing last said line and around the boundaries of last described parcel the following fifteen (15) courses and distances: thence South 45°31'48" West, a distance of 414.48 feet to a point; thence South 21°34'17" West, a distance of 170.75 feet to a point; thence South 30°57'58" East, a distance of 105.05 feet to a point; thence South 45°00'08" East, a distance of 242.38 feet to a point; thence South 07°32'29" East, a distance of 461.02 feet to a point; thence South 22°48'09" West, a distance of 767.51 feet to a point; thence South 51°17'55" East, a distance of 672.15 feet to a point; thence North 82°15'12" East, a distance of 438.97 feet to a point; thence South 39°05'47" East, a distance of 138.56 feet to a point; thence South 67°35'09" East, a distance of 290.82 feet to a point; thence South 83°53'57" East, a distance of 375.87 feet to a point; thence North 47°36'02" East, a distance of 831.78 feet to a point; thence North 47°49'55" East, a distance of 480.59 feet to a point; thence North 26°33'46" East, a distance of 414.04 feet to a point; thence North 31°12'25" West, a distance of 1405.58 feet to a point being on the northerly line of said Hallowes Tract; thence, continuing along said northerly line the following two (2) courses and distances: thence South 88°44'01" East, a distance of 552.54 feet, to a point; thence South 88°31'17" East, a distance of 5279.24 feet to a set concrete monument at the intersection with the southeasterly line of aforementioned Section 39 as established by survey by Loren N. Jones, St. Johns #

71 Parcel # 85-2-4 CARW-415, dated December 13, 1985; thence South 40°12'14" West, along said southeasterly line of Section 39, a distance of 6293.68 feet to a concrete monument at the intersection with the easterly line of Section 29, Township 5 South, Range 27 East of said county as established by said survey by Loren N. Jones; thence South 40°11'18" West, continuing along said southeasterly line of Section 39 as established by Loren N. Jones, a distance of 2321.16 feet to a 3 inch iron pipe filled with concrete at the intersection with the southerly line of said Section 29; thence South 40°20'17" West, along said southeasterly line of Section 39, a distance of 5424.32 feet to a concrete monument set by St. Joe Paper Company at the intersection with the northerly line of Section 40, Township 5 South, Range 27 East of said county; thence South 41°31'06" West, along said southeasterly line of Section 39 and along the southeasterly line of aforementioned Section 42, a distance of 2198.78 feet to a point being on the northerly right-of-way line of State Road No. 13 (a 100 foot wide right-of-way, as now established) and being a point on a curve concave northeasterly, having a radius of 22,964.82 feet; thence, along last said northerly right-of-way line the following nine (9) courses and distances: thence, along and around the arc of last described curve, through a central angle of 00°20'09", an arc distance of 134.61 feet, to a point of tangency, last described curve being subtended by a chord bearing and distance of North 64°34'55" West, 134.56 feet; thence North 64°45'00" West, a distance of 6281.57 feet, to a point of curvature on a curve concave northeasterly, having a radius of 1403.64 feet; thence, along and around the arc of said curve, through a central angle of 79°15'00", an arc distance of 1941.48 feet, to a point of tangency, last described curve being subtended by a chord bearing and distance of North 25°07'29" West, 1790.37 feet; thence North 14°30'00" East, a distance of 457.43 feet, to a point of curvature on a curve concave southwesterly, having a radius of 1482.22 feet; thence along and around the arc of said curve, through a central angle of 62°29'00", an arc distance of 1616.42 feet, to a point of tangency, last described curve being subtended by a chord bearing and distance of North 16°44'30" West, 1537.50 feet; thence North 47°59'00" West, a distance of 1739.90 feet, to a point of curvature on a curve concave southwesterly, having a radius of 2914.90 feet; thence along and around the arc of said curve, through a central angle of 42°24'00", an arc distance of 2157.08 feet, to a point of tangency, last described curve being subtended by a chord bearing and distance of North 69°11'00" West, 2108.19 feet; thence South 89°37'00" West, a distance of 2739.90 feet, to a point of curvature on a curve concave northeasterly, having a radius of 1382.69 feet; thence, along and around the arc of said curve, through a central angle of 08°50'38", an arc distance of 213.43 feet, to a point on last described curve, last described curve being subtended by a chord bearing and distance of North 85°57'41" West, 213.22 feet; said point also being the southwesterly corner of the lands described in Deed Book 179, Page 505 of the aforementioned public records; thence North 38°11'22" East, along the southeasterly line of said lands, a distance of 648.60 feet, to a 1 ½ inch iron pipe filled with concrete being the southeast corner of said lands; thence North 52°50'59" West,

along the northeasterly line of said lands, a distance of 1332.27 feet, to a 2 inch iron pipe being the northeast corner of said lands; thence South 87°57'44" West, along the northerly line of said lands, a distance of 516.85 feet, to a 1 ½ inch iron pipe at the intersection with the easterly right of way line of said State Road No. 13, said point also being the northwest corner of said lands and being a point on a curve concave easterly, having a radius of 1382.69 feet; thence, along said easterly right-of-way line, the following four (4) courses and distances: thence, along and around the arc of last said curve, through a central angle of 13°53'16", an arc distance of 335.15 feet to a point of tangency, last described curve being subtended by a chord bearing and distance of North 03°58'22" East, 334.33 feet; thence North 10°55'00" East, a distance of 1169.27 feet to a point of curvature of a curve concave westerly, having a radius of 2914.89 feet; thence, along and around the arc of said curve, through a central angle of 20°40'00", an arc distance of 1051.40 feet to a point of tangency, last described being subtended by a chord bearing and distance of North 00°35'00" East, 1045.71 feet; thence North 09°45'00" West, a distance of 2120.71 feet, to a point; thence South 88°41'33" East, departing said easterly line, a distance of 290.79 feet to the **POINT OF BEGINNING**.

The lands thus described, contains 3,714.48 acres, more or less, in area.

Together with all riparian rights thereunto belonging or in anywise appertaining.

LEGAL DESCRIPTION PARCEL "B"
TRACT SOUTH AND WEST OF STATE ROAD NO. 13

A part of the Hallowes Tract, being a part of the Francis P. Fatio Grant, being a part of Section 44, Township 5 South, Range 26 East, Section 39, Township 5 South, Range 27 East, Section 42, Township 6 South, Range 27 East, St. Johns County, Florida, being more particularly described as follows: for a **POINT OF BEGINNING,** commence at the intersection of the southerly right-of-way line of State Road No. 13 (a 100 foot wide right-of-way, as now established, with the southeasterly line of said Section 39; thence South 41°31'06" West, along said southeasterly line, a distance of 1,084 feet more or less, to the mean high water line on the easterly shore of the St. Johns River; thence along said mean high water line, traveling in a northwesterly direction, a distance of 17,180 feet, more or less, to a three (3) inch iron pipe at the intersection with the southeasterly line of the lands described in Official Records Volume 8, Page 321 of the current public records of St. Johns County, Florida; thence North 44°10'14" East, departing said mean high water line, a distance of 873 feet more or less, to a 3 inch iron pipe at the southeast corner of said lands; thence North 04°44'16" West, along the easterly line of said lands, also being the easterly line of the lands intended to be described in and by that certain deed recorded in Deed Book 107, Page 495 of the aforementioned public records, a distance of 744.19 feet to a three (3) inch iron pipe filled with concrete at the northeast corner of

said lands; thence South 89°51'57" West, along the northerly line of said lands, a distance of 425.69 feet, to the intersection with the easterly line of the lands as described in Official Records Volume 4, Page 66 of the aforementioned public records; thence North 09°01'23" West, along the easterly line of said lands , a distance of 1528.20 feet to an angle point in said easterly line; thence North 10°58'37" East, continuing along the easterly line of said lands, a distance of 563.94 feet, to the southerly right-of-way line of aforementioned State Road No. 13, said point also being a point on a curve concave northerly, having a radius of 1482.69 feet; thence, continuing along said southerly right-of-way line the following nine (9) courses and distances: thence, along and around the arc of said curve, through a central angle of 02°17'40", an arc distance of 59.38 feet, to a point of tangency, last described curve being subtended by a chord bearing and distance of South 89°14'10" East, 59.37 feet; thence North 89°37'00" East, a distance of 2739.90 feet, to a point of curvature on a curve concave southwesterly, having a radius of 2814.90 feet; thence, along and around the arc of said curve, through a central angle of 42°24'00", an arc distance of 2083.08 feet, to a point of tangency; last described curve being subtended by a chord bearing and distance of South 69°11'00" East, 2035.87 feet; thence South 47°59'00" East, a distance of 1739.90 feet, to a point of curvature on a curve concave southwesterly, having a radius of 1382.22 feet; thence, along and around the arc of said curve, through a central angle of 62°29'00", an arc distance of 1507.37 feet, to a point of tangency, last described curve being subtended by a chord bearing and distance of South 16°44'30" East, 1433.77 feet; thence South 14°30'00" West, a distance of 457.43 feet, to a point of curvature on a curve concave northeasterly, having a radius of 1503.64 feet; thence, along and around the arc of said curve, through a central angle of 79°15'00", an arc distance of 2079.79 feet, to a point of tangency, last described curve being subtended by a chord bearing and distance of South 25°07'29" East, 1917.92 feet; thence South 64°45'00" East, a distance of 6281.57 feet, to a point of curvature on a curve concave southwesterly, having a radius of 23,064.82 feet; thence, along and around the arc of said curve, through a central angle of 00°15'44", an arc distance of 105.56, to the **POINT OF BEGINNING,** last described curve being subtended by a chord bearing and distance South 64°52'52" East, 105.56 feet.

The lands thus described, contains 447.91 acres, more or less, in area.

Together with all riparian rights thereunto belonging or in anywise appertaining.

LEGAL DESCRIPTION PARCEL "C"
TRACT SOUTH AND WEST OF STATE ROAD NO. 13

A part of the Hallowes Tract, being a part of the Francis P. Fatio Grant, being a part of Section 44, Township 5 South, Range 26 East, Section 39, Township 5 South, Range 27 East, Section 42, Township 6 South, Range 27 East, St. Johns County,

Florida, being more particularly described as follows; for a **POINT OF BEGINNING,** commence at the northeasterly corner of Remington Park, according to the plat thereof recorded in Map Book 7, Page 1 of the public records of St. Johns County, Florida, said point also being on the southerly right-of-way line of State Road No. 13 (a 100 foot wide right-of-way, as now established) and being a point on a curve concave northerly, having a radius of 1482.69 feet; thence, along and around the arc of said curve, through a central angle of 07°34'52", an arc distance of 196.18 feet, to a point on said curve, said point also being at the northwesterly corner of a tract of land conveyed per instrument recorded in Official Records Volume 4, Page 66 of said public records, last described curve being subtended by a chord bearing and distance of South 83°07'35" East, 196.04 feet; thence, along the westerly line of said lands, the following two (2) courses and distances: thence South 10°58'37" West, a distance of 564.76 feet, to an angle point in said westerly line; thence South 09°01'23" East, a distance of 1528.80 feet to the intersection with the northerly line of those lands conveyed per instrument recorded in deed book 107, page 495 of said public records; thence South 89°51'57" West, along the northerly line of said lands, a distance of 130.32 feet to a point being located at the northwesterly corner of said lands; thence South 08°45'36" West, along the westerly line of said lands, a distance of 630.88 feet, to a point being located at the northeasterly corner of the lands as described in Official Records Volume 412, Page 549, of said public records; thence South 78°05'22" West, along the northerly line of said lands, a distance of 383 feet, more or less to a point being located on the mean high water line on the easterly shore of the St. Johns River; thence, along said mean high water line, traveling in a northerly direction, a distance of 2,369 feet, more or less to a point being located on the easterly line of aforesaid Remington Park; thence, North 38°44'59" East, along said easterly line, a distance of 783 feet, more or less, to the **POINT OF BEGINNING**.

The lands thus described, contains 23.11 acres, more or less, in area.

Together with all riparian rights thereunto belonging or in anywise appertaining.

Exhibit 2

RiverTown Master Plan (Map H)

[Map H Revised November 2003]

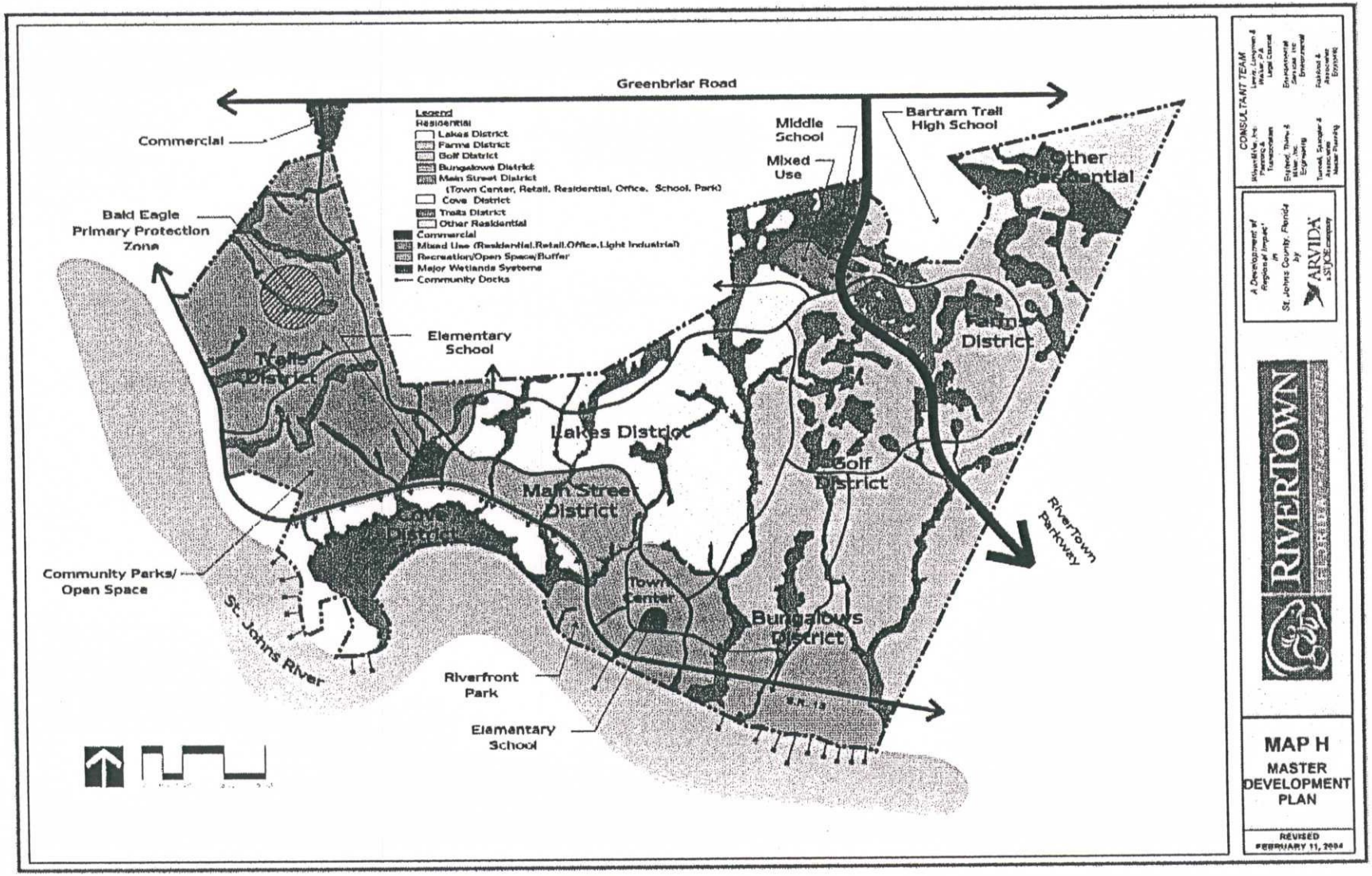
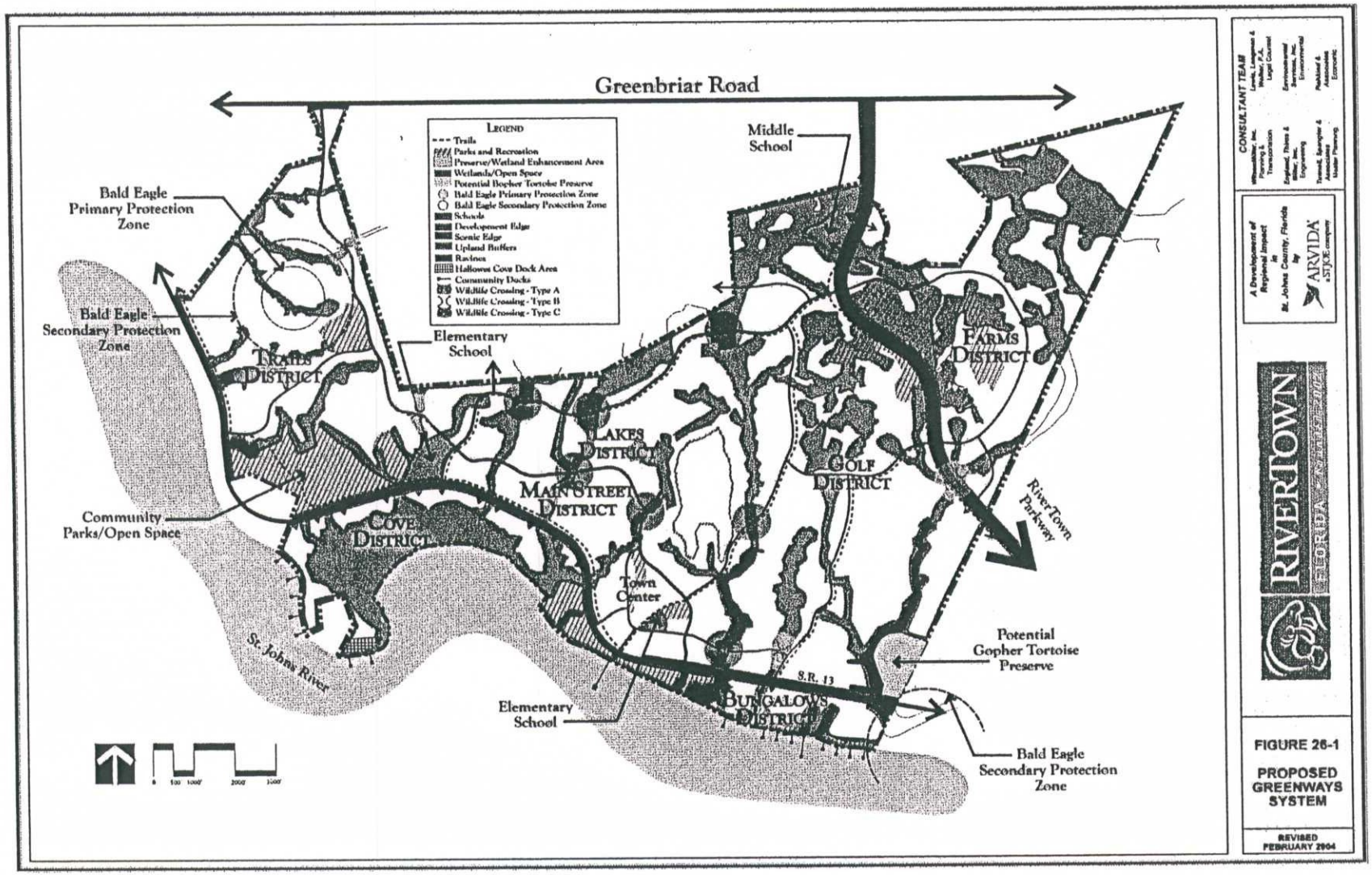

Greenbriar Road
Commercial
Legend
Residential
Lakes District
Farms District
Golf District
Bungalows District
Main Street District
(Town Center, Retail, Residential, Office, School, Park)
Cove District
Trails District
Other Residential
Commercial
Mixed Use (Residential,Retail,Office,Light Industrial)
Recreation/Open Space/Buffer
Major Wetlands Systems
Community Docks
Middle School
Mixed Use
Bartram Trail High School
Bald Eagle Primary Protection Zone
Elementary School
Farms District
Lakes District
Golf District
Main Street District
Cove District
Community Parks/ Open Space
St. Johns River
Town Center
Bungalows District
RiverTown Parkway
Riverfront Park
Elamentary School
CONSULTANT TEAM
A Development of Regional Impact in St. Johns County, Florida by
ARVIDA
RIVERTOWN
MAP H
MASTER DEVELOPMENT PLAN
REVISED FEBRUARY 11, 2004

Exhibit 3

Proposed Greenway System (Figure 26-1)



CONSULTANT TEAM

A Development of Regional Impact
St. Johns County, Florida
by
ARVIDA
a STJOE company

RIVERTOWN
FLORIDA

FIGURE 26-1

PROPOSED GREENWAYS SYSTEM

REVISED FEBRUARY 2004

Exhibit 4

Significant Wildlife and Plant Resources

Project Boundary
Eagle Nest
Off-Site Eagle Nest
Plants (plantarms sp.)
Torreya
Ocmulgee Tortoise
Ocmulgee Tortoise Habitats
Fairbanks Areas
Bald Eagle Primary Protection Zone
Bald Eagle Secondary Protection Zone
Sandhill Community Preservation Area 7.1 ac +/-
St. Johns River
Fishtown Cove
Glenmyer Road
Roberts Road
13
16A
210
RIVERTOWN
FLORIDA
A Development of Regional Impact in St. Johns County, Florida by
ARVIDA
a STJOE company
CONSULTANT TEAM
Wilson Miller, Inc. Planning & Transportation
Lewis, Longman & Walker, P.A. Legal Counsel
England, Thims & Miller, Inc. Engineering
Environmental Services, Inc. Environmental
Tunnell, Spangler & Associates Master Planning
Fishkind & Associates Economic
EXHIBIT 4
SIGNIFICANT WILDLIFE & PLANT RESOURCES
FEBRUARY 2004 (Revised)

Exhibit 5

Map of Ravines

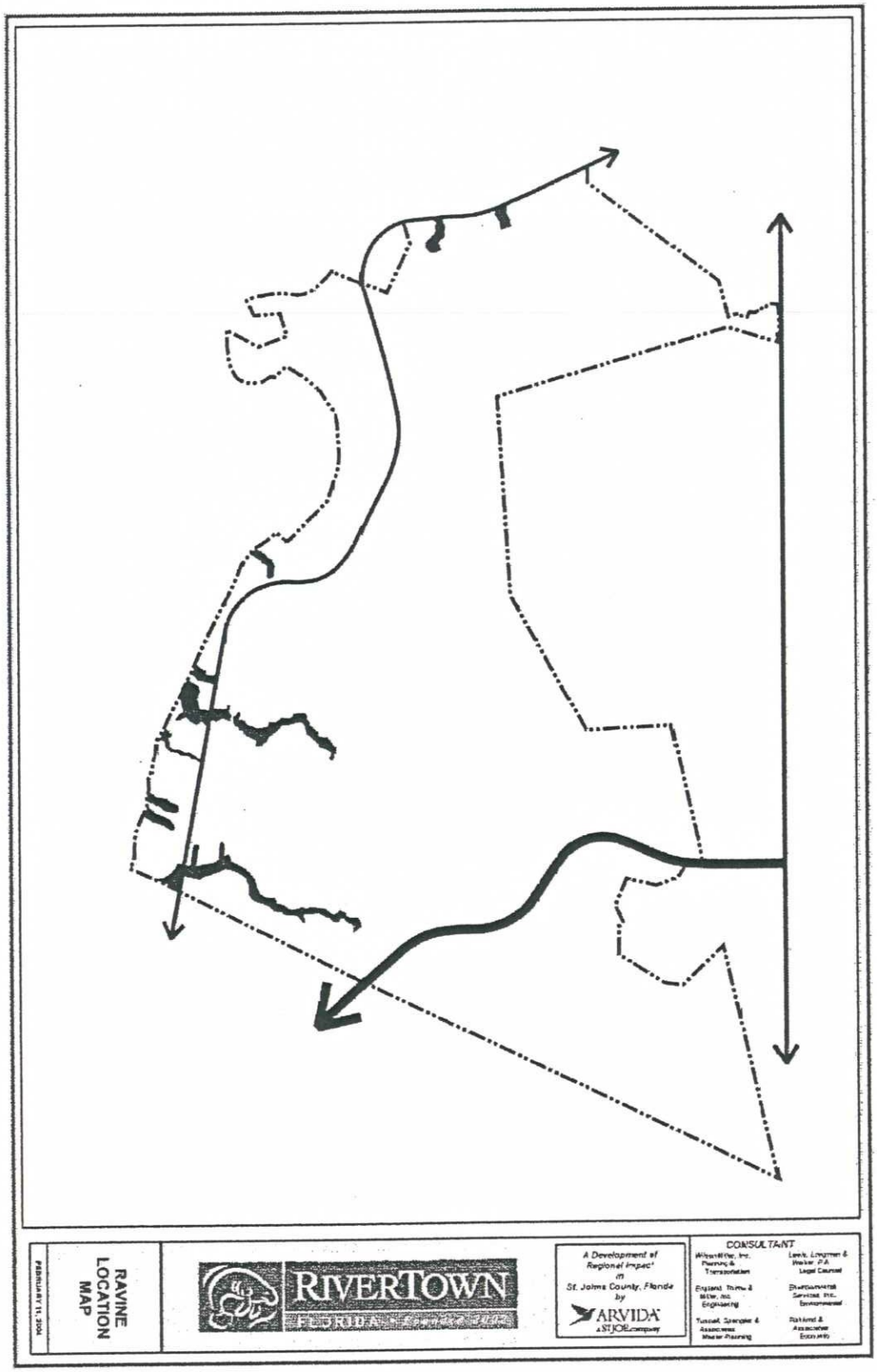


Exhibit 6

Integrated Pesticide/Nutrient Management Plan

EXHIBIT 6

INTEGRATED PESTICIDE/NUTRIENT MANAGEMENT PLAN

This Integrated Pesticide/Nutrient Management (IPM) Plan has been designed to fulfill the following three principal objectives:

(1) Maintain a balanced and healthy turf to maximize its natural resistance to disease;

(2) Control turfgrass infestations below levels which necessitate widespread chemical treatments;

(3) Progressively reduce dependence on chemicals through an ongoing turf monitoring and management program.

Beginning with golf construction and continuing through project build-out, this IPM Plan focuses primarily on the six basic and essential elements described below.

GOLF COURSE DEVELOPMENT: Follow construction strategies that take into account and provide for soil selectivity and conditioning, site shaping and contouring, erosion control, turfgrass suitability, opportunities for a variety of environmental enhancements.

CULTURAL PRACTICES: Maintain a healthy and luxuriant turf over golf areas, and in other lawn acreage throughout the golf course to minimize need for fertilizers, insecticides and other chemicals.

BIOLOGICAL PRACTICES: Minimize fairway play acreage; while establishing the most disease resistant turfgrasses; and utilize to the greatest possible extent native vegetation and roughs.

CHEMICALS: Apply chemical treatments only on an as-needed basis, and selectively use effective, non-persistent products that are formulated for local soils. Application instructions will be strictly followed, and care will be taken to avoid highly toxic pesticides and those that produce allergenic or otherwise objectionable aerosols.

RECORDS: Keep a daily log(s) to record all maintenance and improvement activity associated with the golf course. This would include repairs, modifications, and new construction; mowing and irrigation schedules; and particulars (labels) on fertilizers, conditioners, and pesticide applications (personnel, compound, purpose, date, time, ambient weather, rate, precautions and procedures). Also, comply with the sampling submittal, and record-keeping requirements of permitting and regulatory agencies.

UPGRADING: Provide a framework for effective and efficient operations, and review and evaluate features needed to make measurable improvements in the plan as experience and technology may dictate.

GOLF COURSE DEVELOPMENT

At the completion of final grading, soil analysis will be conducted to determine soil fertility and other properties essential for successful seeding and germination. It is anticipated that there will be some requirements for lime, fertilizers, and perhaps other soil conditioners. Until a grass

cover is established, erosion will be controlled through the use of filter fabric, mulches, and hay bales, and in some cases, sodding with Bermuda or Bahia grasses.

The irrigation system will be completely automated.

CULTURAL PRACTICES

Cultural practices involve all of the various procedures directed toward the maintenance of healthy turf grasses and associated landscaping. The key to healthy turf is intensive, daily care. This includes cutting with sharp blades and accurately adjusted mowers, together with a comprehensive inspection for incipient problems. Grass that is infrequently cut, cut too short, or cut by dull blades becomes weakened and susceptible to disease and weeds.

Such techniques as verti-cutting, thatching, aeration, topdressing, frequent soil testing, timely fertilization, and other positive practices help keep a high quality turf without the excessive use of toxic chemicals.

The importance of a sound irrigation system cannot be overemphasized for good turf and landscape management practices. Golf course configuration will be designed around automated controls that can be operated on the basis of on-site weather data, as well as specific requirements associated with a variety of tasks such as fertilization, overseeding, and the like. This system includes a frequent and rigid inspection and maintenance program to avoid mechanical failures, and to insure adequate coverages at calculated flow rates. The precautions should essentially eliminate flooding from "blowouts," nutrient losses by leaching or puddling or "burn-outs" from lack of water.

BIOLOGICAL PRACTICES

Biologically, the first and most important Best Management Practice (BMP) is the selection of appropriate, site specific grasses and landscaping vegetation. Turf grasses will vary by golf course areas depending on their characteristics relative to play requirements on tees, fairways, roughs, collars, fringes, and greens. Three varieties of Bermuda grass will be provided on fairways (T-419), tees (T-328), and greens (Tif-dwarf). For the most part, on-site trees and shrubs will be transplanted where there are plans to create landscaping and vegetative focal points. Elsewhere, the landscape will be selected from lists of hardy and attractive species that are beneficial to both resident and migratory wildlife.

Also, biological agents will be used, as they become available, to counteract turf and landscaping problems that would otherwise require control by chemical means. To the extent possible, this type of control can be achieved to some degree by nurturing the beneficial insects and microbes that normally occur under the conditions conducive to plant nematodes to keep the crickets in check. Findings from golf courses in Florida suggest that the use of these worms alone can significantly reduce the incidences of serious mole cricket infestations.

CHEMICALS

In spite of every effort to adhere to BMP's, each category of pests may have to be controlled by chemicals at one time or another. The rational in the use of chemical controls is to apply minimal amounts, as necessary, to prevent the type of large-scale infestations that can only be

eradicated through massive chemical treatment. In this regard, the general guidelines for pesticide usage have been summarized below.

The only pesticides used will be those having a half-life of 70 days, or less. Also, considerations will be given to their N-octanol/water partition coefficients, lethal dose coefficients, and their solubility properties. As noted above, current soil analyses will be used to determine soil-pesticide interaction ratings as issued by both the USDA and the Institute for Food and Agricultural Sciences (IFAS) at the University of Florida. In each fiscal year, listings of chemicals and application rates and schedules will be prepared and submitted to regulatory agencies upon request.

In the case of each pest, threshold tolerance levels will be recorded and updated. Naturally, this number will vary on the type of infestation, turf condition, and course location. For example, healthy turf is more likely than poor turf to withstand a moderate infestation by the white grub. Similarly, more pest damage can be accepted in fairways than on tees and greens.

The timing of pesticide applications is a critical factor in reducing the overall need for chemical use. Even though our objective will be to maintain effective control by the use of spot-treatments and good course conditioning, there will be times when the broad application of a particular pesticide is required. One such occasion, for example, might be in early summer, when dosing the entire course for mole cricket larvae could alleviate the need for frequent and stronger applications throughout the warm-weather season. Through this type of understanding, the principal goal of the chemical program is to maximize pest control while minimizing the use of toxic substances.

Chemical will not be stored within 200 feet of a wetland or water body, unless secondary containment is provided. Further, BMPs will be used for chemical handling, chemical transferring and chemical applications.

Qualified supervision and conscientious oversight are keys to the success of our chemical usage program. Therefore, a very careful selection will be made to fill the position of superintendent for the golf course and grounds. This person must be well schooled in horticulture and turf sciences, and must be state licensed to handle and distribute the pesticides. Experience will be another very important consideration in this choice. The particulars concerning pesticide storage and anticipated use are described in the attached exhibit.

RECORDS

Record keeping is ultimately the most important and a valuable component of our IPM Program. In this way, daily log entries will provide a long-term data base regarding chemical development, and justification of effective pest control methodologies. Furthermore, this database will provide essential information for accounting and inventory control, water quality monitoring tasks, and for reviews by local, state and federal regulatory agencies.

UPGRADING

In the recent past, turf management, horticulture, and integrated pest management have become academic disciplines based upon a growing foundation of scientific inquiry. In the construction of the golf course, we intend at the outset, to benefit from all applicable information that is now available in these areas. Thereafter, over the long term, every effort will be made to

continuously upgrade our own experience and implementations, and through our respective professional affiliations.

RECORD KEEPING

Record keeping is the ingredient tying the IPM Plan together and maximizing its efficiency. There are two aspects to record keeping:

X History of pest problems, including when and where, probable cause, treatment tried, results, and any other factor (such as weather) which may be relevant.

X - Daily record of pesticides/fertilizers applied, including concentrations, methods of application, operator, reason (cyclical, preventative, problem area, etc.) weather conditions, and total quantities applied.

The forms used to record the information can be tailored to the golf course superintendent's preference; however, it should be remembered that they will be important for a number of different applications, including:

X The superintendent will use them for problem solving, scheduling and purchasing and inventory control.

X The internal and external accountants will use them for financial statement preparation and inventory control.

X The external auditor responsible for monitoring water quality will use them for determining testing parameters and analyzing test results.

X Local, state and federal officials will use them to monitor adherence to overall governmental standards as well as compliance with specific development orders, or other permitting requirements.

STORAGE

X All chemicals will be stored separate from any fertilizer or fuels.

X The storage building will be self-contained to prevent contamination of the ground and ground water in the case of container failure.

X With the increasing number of golf courses, this area is experiencing many more suppliers. Therefore, it is not necessary to stock large quantities of chemicals. It is anticipated this building will be in the range of 100-150 square feet and the products will be used or returned to the supplier by the end of each season.

Exhibit 7

Water Quality Monitoring Plan

Department of Environmental Protection

Jeb Bush
Governor

Northeast District
7825 Baymeadows Way, Suite B200
Jacksonville, Florida 32256-7590

David B. Struhs
Secretary

February 2, 2004

Mr. Gary K. Howalt
Vice President
Environmental Services, INC.
7220 Financial Way
Suite 100
Jacksonville, Florida 32256

Dear Mr. Howalt:

Staff at the Northeast District office of the Department of Environmental Protection has reviewed the proposed Surface Water Quality Monitoring Plan for RiverTown DRI. The department found the plan to be acceptable.

Upon receipt of this letter the developer, or his authorized agent, is authorized to proceed with baseline water quality sampling within the guidelines provided in the approved RiverTown DRI Surface Water Quality Monitoring Plan.

If you have any questions please contact me at (904) 807-3209 or Jennifer.Auger@dep.state.fl.us

Sincerely,

Jennifer M. Auger

Jennifer M. Auger
Environmental Planning &
Intergovernmental Affairs

RIVERTOWN DRI
SURFACE WATER QUALITY MONITORING PLAN

ESI Project No. EJ98270.02

February 2004

FOR

ARVIDA/ST. JOE COMPANY
Attn. Ms. Margaret Jennesse
224 St. Johns Golf Drive
St. Augustine, Florida 32092

AND

FLORIDA DEPARTMENT OF ENVIRONMENTAL PROTECTION
NORTHEAST DISTRICT
Attn: Ms. Jennifer Auger
7825 Baymeadows Way
Jacksonville, Florida 32256-7590

ENVIRONMENTAL SERVICES, INC.
7220 Financial Way, Suite 100
Jacksonville, Florida 32256
(904) 470-2200

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I. INTRODUCTION

As a condition of the Development of Regional Impact (DRI) Development Order for RiverTown, Florida Department of Environmental Protection (FDEP) has required the Developer, Arvida/St. Joe Company, to conduct a surface water quality monitoring program. The Developer has contracted Environmental Services, Inc. (ESI) to create and administer a Water Quality Monitoring Plan (WQMP) for RiverTown. This investigation is designed to establish baseline conditions and to monitor water quality throughout the development of the property.

II. SCOPE

A. Location of Sampling Stations

Six sampling stations for RiverTown are depicted on the Water Quality Monitoring Station Location Map (Figure 1). Reference markers will be placed in the field to ensure consistency throughout the sampling events. The sampling stations are designated as follows:

- Station KC-1. Within Kendall Creek, near the southeastern boundary of RiverTown property, north of State Road 13. This freshwater station receives discharge from the RiverTown development, and is representative of water quality conditions exiting the RiverTown property.

- Station OG-1. Within Orange Grove Branch, upstream of State Road 13. This freshwater station receives discharge from the RiverTown development, and is representative of water quality conditions exiting the site.

- Station OG-2. Within Orange Grove Branch, near the northern boundary of the RiverTown property. This freshwater station receives discharge from the watershed north of the RiverTown development, and is representative of water quality conditions entering the site.

- Station UN-1. Within an unnamed tributary, upstream of State Road 13. This freshwater station receives discharge from the RiverTown development, and is representative of water quality conditions exiting the site.

- Station UN-2. Within an unnamed tributary, near the northern boundary of the RiverTown property. This freshwater station receives discharge from the watershed north of the RiverTown development, and is representative of water quality conditions entering the site.

- Station UN-3. Within an unnamed tributary, upstream of State Road 13. This freshwater station receives discharge from the RiverTown development, and is representative of water quality conditions exiting the site.


N
0 1,000 2,000 Feet
Legend
Property Boundary
Water Quality Sample Sites
RiverTown
Water Quality
Sample Sites
Figure 1
St. Johns County, Florida
Information represented on this map was derived from secondary data sources and is to be used for general planning purposes only. No warranties or representations of accuracy are expressed or implied.
ENVIRONMENTAL SERVICES, INC.
Project No. EJ98270.02
Plot Date January 2004

B. Baseline Monitoring Program

ESI will conduct two baseline (pre-development) water quality sampling events, commencing no greater than six months and concluding at least seven days prior to the start of development. The baseline monitoring program is intended to establish pre-development conditions in the watersheds associated with the RiverTown property. Baseline water quality data will be used for comparison to construction-phase sampling results.

Both baseline sampling events will include *in situ* measurements, water chemistry and bacterial sampling, and bioassessment of benthic macroinvertebrate communities (Table 1). All parameters, except bioassessment of benthic macroinvertebrate communities, will be monitored at each of the six stations. Bioassessment of benthic macroinvertebrate communities will only be conducted at stations KC-1 and UN-1.

The baseline monitoring program will assess the influence of rainfall on turbidity, nutrient levels, and other water quality parameters. One "wet" and one "dry" sampling event will be conducted. Dry and wet weather sampling criteria will follow EPA's Environmental Monitoring & Assessment Program (EMAP) protocol. Wet weather samples will be collected within 24 hours after a rain event of greater than 0.1 inches of rainfall, but following an interevent period of at least 72 hours (*i.e.*, three days of dry weather). Dry weather samples will be taken following at least 72 hours of dry weather.

C. Construction-Phase Monitoring Program

ESI will monitor water quality within the watersheds of the RiverTown property throughout development of RiverTown. The construction-phase monitoring program has been designed to identify any impacts, trends or changes in water quality occurring since the baseline monitoring events.

For the first two years, the construction-phase monitoring program will comprise quarterly sampling events of the same parameters and at the same stations as the baseline sampling events (Table 1). After two years, if no significant change in water quality has been detected during the quarterly sampling events, sample frequency will be reduced to a semi-annual schedule. All parameters, except bioassessment of benthic macroinvertebrate communities, will be monitored at each of the six stations. Bioassessment of benthic macroinvertebrate communities will only be conducted at stations KC-1 and UN-1. Bioassessment of benthic macroinvertebrate communities will occur at stations KC-1 and UN-1 on a semi-annual basis and will be seasonally staggered each year so that the communities are assessed during all seasons at each station over the course of the study period.

Table 1. Water quality parameters and analytical methods for baseline and construction-phase water quality monitoring programs at RiverTown.

Parameter	Units	Method
Field (in situ) Measurements		
Temperature	°C	EPA 170.1
pH	std. units	EPA 150.1
Dissolved Oxygen (DO)	mg/l	EPA 360.1
Specific Conductance	µmhos/cm	EPA 120.1
Turbidity	NTU	EPA 180.1
Flow	cm/sec	FDEP SOP
Secchi Disk Transparency	feet	FDEP SOP
Physical Properties		
Color	CU	EPA 110.2
Total Hardness as $CaCO_3$	mg/l	EPA 130.2
Total Dissolved Solids (TDS)	mg/l	EPA 160.1
Total Suspended Solids (TSS)	mg/l	EPA 160.2
Inorganic Anions		
Alkalinity	mg/l	EPA 310.1
Total Phosphorus	mg/l	EPA 365.4
Nitrate/Nitrite	mg/l	EPA 353.2
Total Kjeldahl Nitrogen (TKN)	mg/l	EPA 351.2
Organics		
Biochemical Oxygen Demand	mg/l	EPA 405.1
Bacteria		
Total Coliform (TC) Bacteria	# per 100 ml	SM 9221-E
Fecal Coliform (FC) Bacteria	# per 100 ml	SM 9221-B
Benthic Macroinvertebrates		
Habitat Assessment	[numeric score]	#BA-17, BA-18[a]
Dip Net Sampling	[biometrics]	#BA-7, BA-8[a]

[a] FDEP SOPs, Bureau of Laboratories, Biology Section, Tallahassee, Florida.

III. METHODS

A. Quality Assurance/Quality Control

All field activities (*in situ* measurements, and collection of water samples and benthic macroinvertebrates) and benthic laboratory activities will be conducted in adherence to ESI's Comprehensive Quality Assurance Plan (CompQAP #910112G), and in accordance with EPA and FDEP approved protocol. Instrument calibrations, replicate sampling, and other specific QA/QC procedures are described in the following sections.

B. Surface Water Sampling

1. Field Measurements and Observations. Weather and water quality conditions and field measurements will be recorded at each station onto ESI field data capture sheets (Attachment A). Weather data will include 24-hour antecedent rainfall (based on data recorded at St. Augustine WFOY, the nearest First Order Climatological Station). Water quality conditions will include flow regime, water color, surface clarity and any nuisance conditions. Field measurements will include total depth, Secchi disk depth and *in situ* measurements.

The following physico-chemical water quality parameters will be measured *in situ* at each station using a HydroLab Quanta-G: water temperature, dissolved oxygen, pH, and specific conductance. On the morning of each sampling event, the HydroLab will be calibrated for dissolved oxygen, pH and conductivity. Calibration results will be recorded on the Calibration Capture Sheets (Attachment A). Following each sampling event, calibration checks will be conducted to verify that measurement error was less than 1.0 percent for all parameters. Turbidity will be measured in the field using a Hach Model 16800 nephelometric turbidimeter. The turbidimeter will be calibrated in the field using Gelex secondary turbidity standards (0-10 and 0-100 NTU).

2. Collection of Water Samples. Sample collection information, including sampling time, sampling depth, analytical parameters, sample containers, handling procedures and quality assurance protocol, will be recorded at each station onto ESI field data capture sheets (Attachment A). Pre-cleaned containers will be provided (with preservatives added) by the subcontract laboratory. All sample containers will be labeled on site with station name, sample identification number, and date and time of collection. Water samples for laboratory analyses will be collected subsurface (0.5 feet) by hand grab at each station.

A field duplicate sample will be collected sequentially with the primary water sample at one station, and will be submitted as a blind duplicate to the subcontract laboratories. Immediately following collection, all sample containers will be sealed and placed on ice. Chain-of-custody records for the water samples will be initiated at the time of collection and kept with the sealed sample coolers, which will be hand delivered to the subcontract laboratory by ESI personnel.

3. Laboratory Analyses. Water chemistry and bacteriological parameters will be analyzed using EPA-approved methods by Environmental Conservation Laboratories ("ENCO"), a subcontract laboratory. ENCO is fully certified for analysis of environmental samples by the FDEP and NELAC (FDEP: 910190 and NELAC: E82277). The analytical method detection limit (MDL) for each parameter will be lower than its maximum contaminant level (MCL), based on state surface water quality criteria. Copies of the original laboratory reports will be provided as appendices to ESI's monitoring reports.

C. Benthic Macroinvertebrates

1. Habitat Assessment. Benthic habitats will be evaluated in accordance with FDEP Standard Operating Procedures (SOPs). FDEP Physical/Chemical Characterization Field Data Sheets (Attachment A) will be completed at each station using Physical/Chemical Characterization Techniques (SOP #BA-17). Next, a Freshwater Benthic Habitat Assessment Field Data Sheet (Attachment A) will be completed using Habitat Assessment Techniques (SOP #BA-18). Finally, the resulting Habitat Assessment scores will be used to interpret the benthic macroinvertebrate community biometrics for each station.

2. Sample Collection. Benthic macroinvertebrates will be collected by dip net sampling (SOP #BA-7). Twenty (20) discrete 0.5 meter sweeps of a U.S. Standard 30-mesh D-frame dip net will be distributed across the "major" or "most productive" habitats identified during Habitat Assessment. Composited netted material will be spread out on 30-mesh kick net in direct sunlight, and live organisms will be picked and placed in small jars of 70 percent ethanol. Retained debris will be collected in wide mouth jugs and preserved with ten percent buffered formalin and rose bengal stain.

3. Sample Processing. At the ESI lab, the dip net and grab samples will be processed by FDEP protocol (SOP #BA-8 and #BA-10, respectively). Bulk samples will be placed in a white ceramic pan for separation of the organisms from inert materials under low (2X) magnification. Each sample will be picked two times by ESI personnel. Organisms will be preserved in 70 percent ethanol and placed in labeled glass vials for taxonomic sorting and identification.

4. Taxonomic Identification and Enumeration. Organisms will be sorted, counted and identified to the lowest practicable taxonomic level by Thomas Nickel (ESI) in accordance with FDEP protocol (SOP #BA-15, BA-15.1 and BA-16). If more than 100 oligochaete worms or chironomid midges are present in a sample, subsampling techniques (SOP #BA-15) will be implemented. Oligochaetes, chironomid midges and aquatic mites will be mounted on slides (SOP #BA-15.1) for identification under a compound microscope (magnification 100X and 430X). Specimens of other taxa will be examined under a stereoscope (magnification 10X through 70X).

Enumeration procedures will also follow FDEP guidelines (SOP #BA-16). Following identification, the number of specimens within each taxon will be recorded onto a Macroinvertebrate Bench Sheet. Empty bivalve or gastropod mollusk shells will not be counted. Specimens that are missing their heads (most often oligochaetes) will not be counted. Specimens not classified as benthic macroinvertebrates (e.g., nematodes, cladocerans, rotifers or fish) will not be counted. Specimens of taxa not previously encountered by ESI will be removed for inclusion in ESI's Reference Collection. All specimens will be properly labeled and retained by ESI for a period of five (5) years beyond completion of this investigation.

5. Analysis of Taxonomic Data. Taxonomic data from this investigation will be entered onto BIO9 Species Diversity Entry Program (Ley, 1995), a computer program developed and used by FDEP for calculation of benthic macroinvertebrate community biometrics. The following biometrics will be calculated for each station:

- Shannon's Diversity Index,
- Species Equitability,
- Number of Total Taxa ("Species Richness"),
- Number of EPT Taxa,
- Number of Chironomid Taxa,
- Percent Contribution of Dominant Taxon,
- Percent Contribution of Diptera,
- Florida Index,
- Percent Contribution of Suspension Feeders ("Filterers"), and
- Stream Condition Index (SCI) Score and Interpretation.

IV. REPORTING

A. Report of Baseline Conditions

The Report of Baseline Conditions will provide all analytical results from the baseline sampling events, including field measurements, laboratory analyses and biological assessments. Results will be presented in tabular format, along with associated water quality criteria (Rule 62-302.530 F.A.C.). Copies of original laboratory reports and chain-of-custody documentation will be appended. This report will describe any changes in scope or methods from those presented in this WQMP. This initial report will be submitted to FDEP and Northeast Florida Regional Planning Council (NEFRPC).

B. Quarterly or Semi-Annual Reports

Reports for each quarterly or semi-annual construction-phase monitoring event will be similar in content and format to the Report of Baseline Conditions, and will include data

tables presenting cumulative results of all monitoring events to date. Reports of quarterly or semiannual monitoring events will be submitted semiannually to FDEP for review.

C. Annual Reports

Annual reports summarizing the results of the year's quarterly or semi-annual sampling events will be presented to NEFRPC.

V. RE-EVALUATION

Every five (5) years, unless otherwise agreed upon by Northeast District FDEP and the Developer, the WQMP shall be reviewed and evaluated pursuant to Chapter 62-302 F.A.C. Sampling methods, locations, parameters, and frequency shall be evaluated and, if necessary, modified. Dates of construction phases and sampling activities may be scheduled during this meeting. Reevaluation may occur sooner than every five (5) years at the request of either the Developer or FDEP with consent of the other party.

JS/PCP/EJ98290.02.rivertown WQMP final.doc
S:pf021004f

ATTACHMENTS

Field Water Quality Data Capture Sheet (ESI)

Environmental Services, Inc.
Water Quality Monitoring
Field Data Capture Sheet

Project

WQ Station: _____ Date: _____

Personnel: _____ Time: _____

Field Conditions

Air Temp: _____ ° C

Cloud Cover: _____ %

Windspeed: _____ MPH

Wind Direction: _____

Rainfall (past 24 hr): _____ in.

Sampling Event: ☐ "Wet" ☐ "Dry"

Flow Speed:	Water Color:	Water Surface:	Nuisance Conditions:
Fast	Clear	Clear	
Moderate	Tannic	Oily Sheen	
Slow	Algal	Slick	
Not Visible	Other:	Algal Scum	

Water Odors:	Water Clarity:
Normal	Clear
Sewage	Slightly Turbid
Petroleum	Turbid
Chemical	Opaque

Hach 16-800 Turbidimeter

Calibration: ☐ 0-10 NTU ☐ 0-100 NTU

Turbidity: _____ NTU

Field Measurements

Measurement Time: _____

Total Depth: _____ ft

Secchi Depth: _____ ft

In situ Depth: _____ ft

Flow: _____ cm/sec

HydroLab Quanta-G

Water Temp: _____ °C Calibrated meter @ _____

pH: _____ std. Units pH calibration:
☐ 7.00 & 4.00 Standards
☐ 7.00 & 10.0 Standards

Cond: _____ µmhos/cm

Salinity: _____ ppt Cond calibration:
☐ 0.005 M KCl (718 µmhos/cm)
☐ 0.01 M KCl (1,413 µmhos/cm)

DO: _____ mg/L

DO: _____ % Sat'n ☐ DO calibrated in Air (100% sat'n)

Water Sampling

Sampling Time: _____

Sampling Depth: _____ ft

Sampling Equipment:
☐ Hand Grab
☐ Kemmerer Sampler
☐ Other: _____

Composite Sample? _____

Sample Parameters	Containers:
Color, Alkalinity, TDS, TSS, BOD	1,000 ml HDPE (unpreserved)
TKN, NO_X, TP	500 ml HDPE (H_2SO_4)
Hardness	250 ml HDPE (HNO_3)
TC, FC (bacteria)	Bacterial Vial (Na_2-thiosulfate)
Other: _____	_____

QA/QC Samples:
☐ Field Duplicate (blind)
☐ Equipment Rinse
☐ Travel Blank

Samples on Ice? _____

Chain-of-Custody _____

Laboratories: _____

Additional Notes/Field Observations/Equipment Maintenance:

Signature: _____

Time: _____

IKI 1/19/01

Calibration Capture Sheet

Environmental Services, Inc.

HydroLab Quanta-G

Calibration Capture Sheet

Project

Personnel: _____

Location: _____

Date: _____

ESI Project: _____

Start Time: _____

Finish Time: _____

Conductivity

Rinse 3 Times with DI Water_____
Fill with Conductivity Solution Equal to _____mS/cm
Date Received: _____
Lot No: _____
Expiration Date: _____
Reading: _____ mS/cm
Adjusted Reading ____ to _____mS/cm
Rinse 3 Times with DI Water_____
Filled with Conductivity Solution Equal to _____. Reading _____

Dissolved Oxygen %

Rinsed 3 Times with DI Water _____
Filled with DI Water, Water Level Equal to O-ring _____
Blotted Membrane _____
Covered Calibration Cup with Cup Cover _____
Barometric Pressure: _____ mmHg
% DO: _____ Sat.

pH

Rinsed 3 Times with DI Water _____
Filled with pH Solution Equal to 7.00
Date Received: _____
Lot No: _____
Expiraton Date: _____
Reading: _____
Adjusted Reading _____ to pH: _____
Rinsed 3 Times with DI Water _____
Filled with pH Solution Equal to 4.00 (fresh) or 10.00 (marine)
Date Received: _____
Lot No: _____
Expiration Date : _____
Reading: _____
Adjusted Reading _____ to pH: _____
Filled with pH Solution Equal to 7.00. Reading: _____

Post Sampling Calibration Check Date: _____
Start Time: _____ Finish Time: _____
Filled With Conductivity Solution Equal: _____mS/cm Reading: _____mS/cm
Filled With pH Solution Equal: _____ Reading: _____
Filled With DI Water: Temperature Reading: _____C DO Reading: _____mg/l

Physical/Chemical Characterization Field Data Sheet (FDEP)

STATE OF FLORIDA
DEPARTMENT OF ENVIRONMENTAL PROTECTION

PHYSICAL/CHEMICAL CHARACTERIZATION FIELD DATA SHEET [5-10-96]

SUBMITTING AGENCY CODE: / SUBMITTING AGENCY NAME:	STORET STATION NUMBER:	DATE (M/D/Y):	TIME	RECEIVING BODY OF WATER:

REMARKS:	COUNTY:	LOCATION:	FIELD ID/NAME:

RIPARIAN ZONE/INSTREAM FEATURES

Predominant Land-Use in Watershed (specify relative percent in each category):

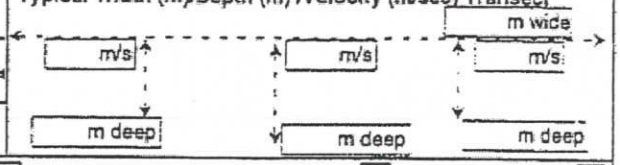
Forest/Natural	Silviculture	Field/Pasture	Agricultural	Residential	Commercial	Industrial	Other (Specify)

Local Watershed Erosion (check box): None ☐ Slight ☐ Moderate ☐ Heavy ☐

Local Watershed NPS Pollution (check box): No evidence ☐ Slight ☐ Moderate potential ☐ Obvious sources ☐

Width of riparian vegetation (m) on least buffered side: ***List & map dominant vegetation on back***

Typical Width (m)/Depth (m) /Velocity (m/sec) Transect



Artificially Channelized ☐ no ☐ ☐ ☐ ☐ Artificially Impounded ☐ yes
recent, severe some recovery mostly recovered, more obvious

High Water Mark: ____ (m above present water level) + ____ (present depth in m) = ____ (m above bed)

Canopy Cover % : Open : ☐ Lightly Shaded (11-45%): ☐ Moderately Shaded (46-80%): ☐ Heavily Shaded: ☐

SEDIMENT/SUBSTRATE

Sediment Odors: Normal: ☐ Sewage: ☐ Petroleum: ☐ Chemical: ☐ Anaerobic: ☐ Other: ☐

Sediment Oils: Absent: ☐ Slight: ☐ Moderate: ☐ Profuse: ☐

Sediment Deposition: Sludge: ☐ Sand smothering: none ☐ slight ☐ moderate ☐ severe ☐ Silt smothering: none ☐ slight ☐ moderate ☐ severe ☐ Other:

Substrate Types	% coverage	# times sampled	method	Substrate Types	% coverage	# times sampled	method
Woody Debris (Snags)				Sand			
Leaf Packs or Mats				Mud/Muck/Silt			
Aquatic Vegetation				Other:			
Rock or Shell Rubble				Other:			
Undercut banks/Roots				*Draw aerial view sketch of habitats found in 100 m section*			

WATER QUALITY	Depth (m):	Temp. (°C):	pH (SU):	D.O. (mg/l):	Cond. (µmho/cm) or Salinity (ppt):			Secchi (m):
Top								
Mid-depth								
Bottom								

System Type : Stream: ☐ (1st - 2nd order, 3rd - 4th order, 5th - 6th order, 7th order or greater) Lake: ☐ Wetland: ☐ Estuary: ☐ Other: ☐

Water Odors (check box): Normal: ☐ Sewage: ☐ Petroleum: ☐ Chemical: ☐ Other: ☐

Water Surface Oils (check box): None: ☐ Sheen: ☐ Globs: ☐ Slick: ☐

Clarity (check box): Clear: ☐ Slightly turbid: ☐ Turbid: ☐ Opaque: ☐

Color (check box): Tannic: ☐ Green (algae): ☐ Clear: ☐ Other: ☐

Weather Conditions/Notes:

Abundance:	Absent	Rare	Common	Abundant
Periphyton	☐	☐	☐	☐
Fish	☐	☐	☐	☐
Aquatic Macrophytes	☐	☐	☐	☐
Iron/sulfur Bacteria	☐	☐	☐	☐

SAMPLING TEAM:	SIGNATURE:	DATE:

Freshwater Benthic Habitat Assessment Field Data Sheets (FDEP)

STATE OF FLORIDA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
FRESHWATER BENTHIC HABITAT ASSESSMENT FIELD DATA SHEET (5-27-98)

SUBMITTING AGENCY CODE: / SUBMITTING AGENCY NAME:	STORET STATION NUMBER:	DATE (M/DY):	RECEIVING BODY OF WATER:

REMARKS:	COUNTY:	LOCATION:	FIELD ID/NAME:

Habitat Parameter	Optimal	Suboptimal	Marginal	Poor
Primary Habitat Components **Substrate Diversity** ☐	Four or more productive habitats present (snags, tree roots, aquatic vegetation, leaf packs (partially decayed), undercut banks, rock). 20 19 18 17 16	Three productive habitats present. Adequate habitat. Some substrates may be new fall (fresh leaves or snags). 15 14 13 12 11	Two productive habitats present. Less than desirable habitat, frequently disturbed or removed. 10 9 8 7 6	One or less productive habitat. Lack of habitat is obvious, substrates unstable or smothered. 5 4 3 2 1
Substrate Availability ☐	Greater than 30% productive habitat present at site. 20 19 18 17 16	16% to 30% productive habitat, by aerial extent. 15 14 13 12 11	6% to 15 % productive habitat 10 9 8 7 6	Less than 5% productive habitat. 5 4 3 2 1
Water Velocity ☐	Max. observed at typical transect: >0.25 m/sec. but < 1 m/sec 20 19 18 17 16	Max. observed at typical transect: 0.1 to 0.25 m/sec 15 14 13 12 11	Max. observed at typical transect: 0.05 to 0.1 m/sec 10 9 8 7 6	Max. observed at typical transect <0.05 m/sec, or spate occurring; > 1 m/sec 5 4 3 2 1
Habitat Smothering ☐	Less than 20% of habitats affected by sand or silt accumulation 20 19 18 17 16	20%-50% of habitats affected by sand or silt accumulation 15 14 13 12 11	Smothering of 50%-80% of habitats with sand or silt, pools shallow, frequent sediment movement 10 9 8 7 6	Smothering of >80% of habitats with sand or silt, a severe problem, pools absent 5 4 3 2 1
Primary Score ☐				
Secondary Habitat Components **Artificial Channelization** ☐	No artificial channelization or dredging. Stream with normal, sinuous pattern 20 19 18 17 16	May have been channelized in the past (>20 yrs), but mostly recovered, fairly good sinuous pattern 15 14 13 12 11	Channelized, somewhat recovered, but > 80% of area affected 10 9 8 7 6	Artificially channelized, box-cut banks, straight, instream habitat highly altered 5 4 3 2 1
Bank Stability Right Bank ☐ Left Bank ☐	Stable. No evidence of erosion or bank failure. Little potential for future problems. 10 9	Moderately stable. Infrequent or small areas of erosion, mostly healed over. 8 7 6	Moderately unstable. Moderate areas of erosion, high erosion potential during floods. 5 4	Unstable. Many (60%-80%) raw, eroded areas. Obvious bank sloughing. 3 2 1
Riparian Buffer Zone Width Right Bank ☐ Left Bank ☐	Width of native vegetation (least buffered side) greater than 18 m 10 9	Width of native vegetation (least buffered side) 12 m to 18 m 8 7 6	Width of native vegetation 6 to 12 m, human activities still close to system 5 4	Less than 6 m of native buffer zone due to intensive human activities 3 2 1
Riparian Zone Vegetation Quality Right Bank ☐ Left Bank ☐	Over 80% of riparian surfaces consist of native plants, including trees, understory shrubs, or non-woody macrophytes. Normal, expected plant community for given sunlight & habitat conditions. 10 9	50% to 80% of riparian zone is vegetated, and/or one class of plants normally expected for the sunlight & habitat conditions is not represented. Some disruption in community evident. 8 7 6	25% to 50% of riparian zone is vegetated, and/or one or two expected classes of plants are not represented. Patches of bare soil or closely cropped vegetation, disruption obvious. 5 4	Less than 25% of streambank surfaces are vegetated and/or poor plant community (*e.g.* grass monoculture or exotics) present. Vegetation removed to stubble height of 2 inches or less. 3 2 1
Secondary Score ☐				

☐ **TOTAL SCORE**

ANALYSIS DATE:	ANALYST:	SIGNATURE:

Exhibit 8

Transportation Improvements Map (Pipelining)

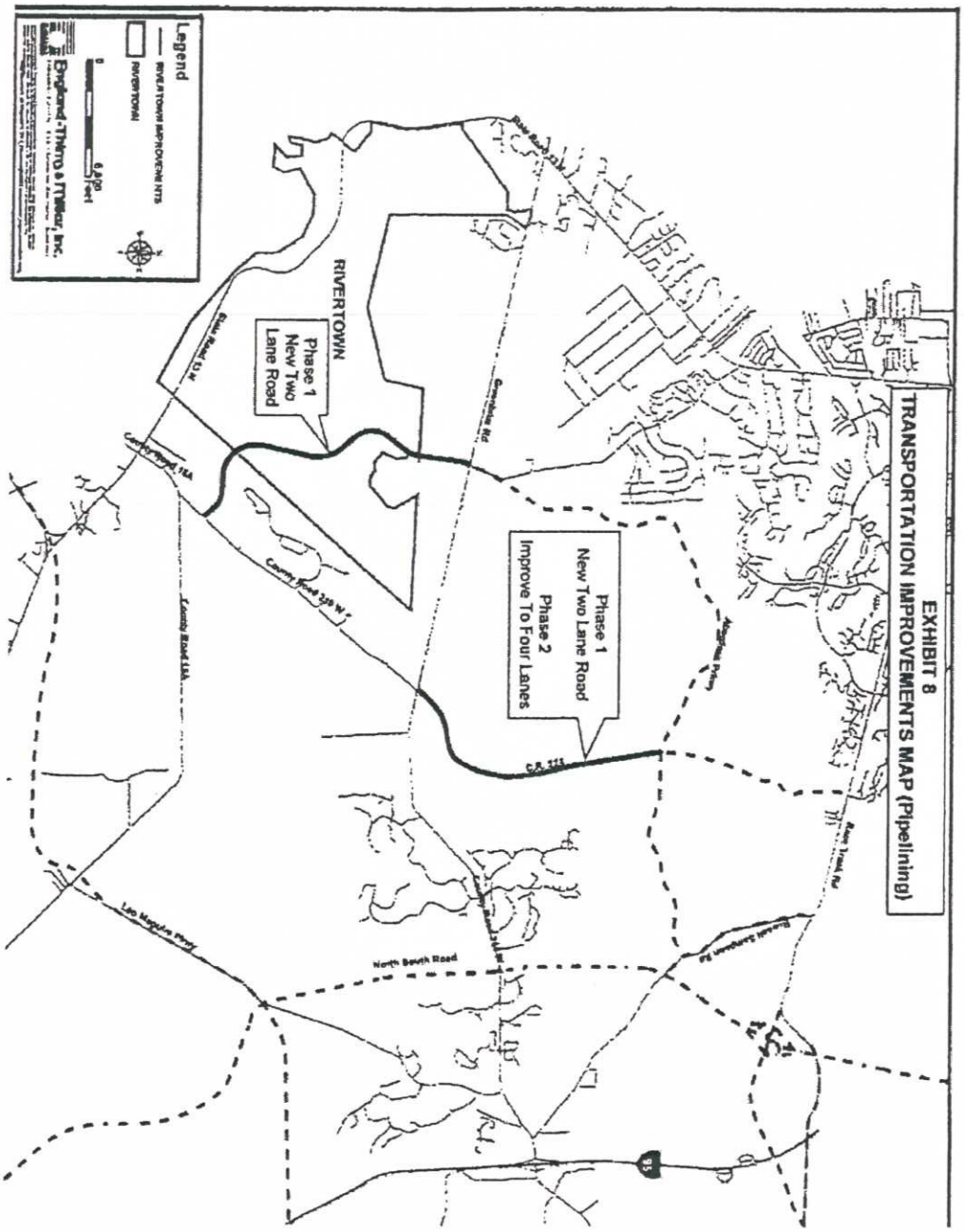


Exhibit 9

Transportation Improvements Table (Pipelining)

RiverTown DRI
Transportation Mitigation Plan
Estimated Costs

Roadway	From	To	Improvement	Length in Miles	Cost Per Mile	Improvement Cost
Phase One						
RiverTown Pkwy	CR-210	South RiverTown Property Line	New 2-Lane Undivided with R/W for a 4-Lane	0.68	4,343,937	2,953,877
RiverTown Pkwy	South RiverTown Property Line	North RiverTown Property Line	New 2-Lane Undivided, with out R/W	1.47	3,060,684	4,499,205
RiverTown Pkwy	CR-210	Greenbriar Road	New 2-Lane Undivided with R/W for a 4-Lane	0.61	4,343,937	2,649,802
CR-223	CR-210	East-West Conn.	New 2-Lane Undivided with R/W for a 4-Lane	2.78	4,343,937	12,076,145
Phase Two						
CR-223	CR-210	East-West Conn.	From 2 to 4-Lanes	2.78	3,355,579	9,328,510
Phase Two Cash Contribution						3,952,511
					Total	$35,460,050

Note: 'Centerline Cost Per Mile' is taken from FDOT's 2002 Transportation Cost document published March 2003 & RiverTown DRI Proportionate Share Tables.

Cost to widen a 2-lane to 4-lane rural road with R/W = $ 4,026,695
Cost to widen a 2-lane to 4-lane rural road without R/W = $ 3,355,579
R/W cost associated with widening a 2-lane rural road to 4-lanes is $4,026,695 - $ 3,355,579 = $ 671,116
Cost to construct a new 2-lane rural road with R/W for 4-lanes = $ 3,672,821 + $ 671,116 = $ 4,343,937

Exhibit 10

Table 10-1 (Development Information)

TABLE 10-1 DEVELOPMENT INFORMATION RiverTown DRI			
Development Category *	**Phase 1 2005-2011**	**Phase 2 2012-2016**	**TOTAL**
Single-Family Residential (28-24.023, F.A.C.)	2,200 D.U.s	1,500 D.U.s	3,700 D.U.s
Multi-Family Residential (28-24.023, F.A.C.)	400 D.U.s	400 D.U.s	800 D.U.s
TOTAL RESIDENTIAL LAND USES	**2,600 D.U.s**	**1,900 D.U.s**	**4,500 D.U.s**
Retail (28-24.031, F.A.C.)	50,000 S.F.	250,000 S.F.	300,000 S.F.
Office (28-24.020, F.A.C.)	50,000 S.F.	50,000 S.F.	100,000 S.F.
Light Industrial (28-24.029, F.A.C.)	50,000 S.F.	50,000 S.F.	100,000 S.F.
Golf Course (28-24.016, F.A.C.)	18 Holes	- - - -	18 Holes
Community & Neighborhood Parks (28-24.016, F.A.C.)	186 Acres	- - - -	186 Acres
Riverfront Park (28-24.016, F.A.C.)	58 Acres	- - - -	58 Acres
Elementary Schools (2) (28-24.024, F.A.C.)	15 Acres	15 Acres	30 Acres
Middle School (28-24.024, F.A.C.)	25 Acres	- - - -	25 Acres

* Land uses may be modified in accordance with the proposed Land Use Equivalency Matrix.
Prepared By: WilsonMiller, Inc., December 2002.

Exhibit 11

Equivalency Matrix

TABLE 1
EQUIVALENCY MATRIX[1]
RiverTown DRI

Change To: Change From:	Single Family	Multi-Family	Office	Light Industrial	Commercial
Single Family	N/A	1.52 du/du (1.5186)[3]	408 sf/du (0.4081)[3]	787 sf/du (0.7867)[3]	292 sf/du (0.2915)[3]
Multi-Family	0.66 du/du (0.6585)[3]	N/A	269 sf/du (0.2688)[3]	518 sf/du (0.5181)[3]	192 sf/du (0.1920)[3]
Office	2.45 du/sf (2.4502)[2,3]	3.72 du/sf (3.7209)[3]	N/A	1,928 sf/sf (1.9277)[3]	714 sf/sf (0.7143)[3]
Light Industrial	1.27 du/sf (1.2711)[3]	1.93 du/sf (1.9302)[3]	519 sf/sf (0.5188)[3]	N/A	371 sf/sf (0.3705)[3]
Commercial	3.43 du/sf (3.4303)[3]	5.21 du/sf (5.2093)[3]	1,400 sf/sf (1.4000)[3]	2,699 sf/sf (2.6988)[3]	N/A

[1] Land use exchanges are based on net external p.m. peak hour two-way project traffic. Use of this matrix shall be limited to the following minimums and maximums to ensure that impacts for transportation, water, wastewater, solid water, and affordable housing are not exceeded.

Land Use	Minimum	Maximum
Single Family	2,500 du	4,200 du
Multi-Family	220 du	2,300 du
Office	40,000 sf	158,000 sf
Light Industrial	40,000 sf	195,000 sf
Commercial	100,000 sf	365,000 sf

[2] Example exchanges:
Add 1,000 sf Office by reducing Single-Family du, 1 ksf ÷ 0.4081, office factor = 2.4502; reduce Single-Family by 2.45 dus

[3] Actual Equivalency factor for use in calculations

I HEREBY CERTIFY THAT THIS DOCUMENT
A TRUE AND CORRECT COPY AS APPEARS
IN RECORD IN ST. JOHNS COUNTY, FLORIDA
WITNESS MY HAND AND OFFICIAL SEAL
THIS 2nd DAY OF March, 20 04
CHERYL STRICKLAND, CLERK
Ex-Officio Clerk of the Board of County Commissioners
BY: Robin L. Platt D.C.