

RESOLUTION NO. 2006-65

**ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS
RESOLUTION NO. 2006-65, A DEVELOPMENT ORDER FOR
SILVERLEAF PLANTATION, A DEVELOPMENT OF REGIONAL
IMPACT UNDER CHAPTER 380, FLORIDA STATUTES;
AUTHORIZING DEVELOPMENT OF APPROXIMATELY 7,285
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, the St. Johns County Board of County Commissioners has heard at a public hearing held on March 8, 2006, the Application for Development Approval for the proposed SilverLeaf Plantation Development of Regional Impact; and

RECITALS

WHEREAS, the Board of County Commissioners of St. Johns County has considered the Regional Report of the Northeast Florida Regional Council ("NEFRC") dated March 2, 2006, 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 SilverLeaf Plantation Development of Regional Impact (the "DRI" or "SilverLeaf DRI") is a proposed mixed use master planned community on approximately 7,285 acres located in St. Johns County (the "DRI Property"); and

WHEREAS, White's Ford Timber and Investment Company, Ltd., SJP, L.L.C., J & N Ventures, LLC, VCP-Real Estate Investments, Ltd. and Sylvan West Partnership, Ltd., are the owners of the DRI Property (the "Owners") and have 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 Donald P. Hinson, whose address is 3030 Hartley Road, Suite 300, Jacksonville, Florida 32257; and,

WHEREAS, White's Ford Timber and Investment Company, Ltd., a Florida limited partnership, (the "Developer" or "Applicant") filed an Application for Development Approval dated March 8, 2005, as amended by the ADA First Sufficiency Response dated June 30, 2005, and as further amended by the ADA Second Sufficiency Response dated November 30, 2005, and as further revised and amended through March 20, 2006, pursuant to section 380.06, Florida Statutes, for the SilverLeaf 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, Northeast Florida Regional Council, and St. Johns County; and

WHEREAS, the proposed DRI requires an amendment to the County's Comprehensive Plan to change the Future Land Use Map, Northwest Sector Plan Map, 2015 Traffic Circulation Map and Capital Improvements Schedule (the "Comprehensive Plan Amendment"), 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, and

WHEREAS, the Comprehensive Plan Amendment also authorizes “pipelining” pursuant to Section 163.3180(12), Florida Statutes, as a method of addressing the transportation impacts of the SilverLeaf DRI; and

WHEREAS, the ADA was reviewed by the Northeast Florida Regional Council as required by section 380.06, Florida Statutes, 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 March 20, 2006 held a public hearing on the ADA and the Comprehensive Plan Amendment as required by section 380.06, Florida Statutes and afforded the public and all affected parties an opportunity to be heard and to present evidence; and

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County, Florida in public hearing duly constituted and assembled on March 20, 2006, that the Application for Development Approval for the SilverLeaf 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.
2. The proposed DRI is consistent with the State Comprehensive Plan and Chapter 9J-5, Florida Administrative Code.
3. The proposed DRI is consistent with the Strategic Regional Policy Plan adopted by the Northeast Florida Regional Council.

4. The proposed DRI is consistent with the St. Johns County Comprehensive Plan, including the Northwest Sector Plan.
5. The proposed DRI is consistent with the St. Johns County Land Development Code.
6. The proposed DRI is consistent with the Assessment Report and Recommendations of the Northeast Florida Regional Council dated March 2, 2006 issued pursuant to section 380.06, Florida Statutes.

INDEX OF CONDITIONS

<u>General Condition</u>	<u>Page</u>
1. Application For Development Approval	6
2. Land Use Totals	6
3. Phasing, Buildout and Expiration of DRI	7
4. Effective Date	8
5. Monitoring Official	8
6. Downzoning Protection	8
7. Election Regarding Environmental Rules	9
8. Level of Service Standards	10
9. Biennial Reporting	10
10. Notice of Adoption	14
11. Application For Proposed Changes	15
12. Status of Development Rights	16
13. Subsequent Requests for Development Permits	17
14. Limitation of Approval	17
<u>Special Conditions</u>	
15. Vegetation and Wildlife	18
16. Wetlands	19
a. Wetland Conservation and Wetland Impacts	
b. Upland Buffers	
c. Conservation Easements	
d. Hydroperiods	
17. Stormwater Pollution Prevention	21
18. Water Quality Monitoring Plan	22
19. Floodplain	22
20. Water Supply	23
21. Wastewater Management	25
22. Stormwater Management	25
23. Solid Waste	26
24. Transportation	26
a. Proportionate-share Contribution Improvements	
b. Right of Way Reservation	
c. Right of Way Acquisition	
d. Transit	
e. Master Transportation and Circulation Plan	
f. Condition Regarding 9B Connection to I-95	
25. Air Quality	37
26. Affordable Housing	38
27. Police and Fire Protection	39
28. Recreation and Open Space	40
29. Education	41
30. Impact Fees	43
31. Community Development District	44
32. Historical and Archaeological	45
33. Severability	45
34. Successor Agencies	46
35. Public Utilities	46
36. Incorporation of Recitals	46

GENERAL CONDITIONS

1. **Application for Development Approval.** The DRI shall be developed in accordance with the information, plans and commitments contained in (1) the SilverLeaf DRI Application for Development Approval dated March 20, 2005 as modified by the ADA First Sufficiency Response dated June 30, 2005, the ADA Second Sufficiency Response dated November 30, 2005; the SilverLeaf DRI Master Plan, Map H, attached as Exhibit 1, all of which are incorporated by reference except to the extent of any conflict with the express terms and conditions of this Development Order in which event, the terms and conditions of this Development Order shall govern.
2. **Land Use Totals.** The DRI may be developed with the following uses: Up to 1,140,000 gross square feet of Retail; up to 300,000 gross square feet of General Office; up to 330,000 gross square feet of Light Industrial; up to 10,700 residential units (3,900 multi-family and 6,800 single family); up to four elementary schools; up to two K-8 or middle schools; a high school and a college campus integrated into an Academic Village. The DRI shall also include approximately 263 acres of parks, including the regional park identified as Parcel 20 on Map H and the parks located adjacent to the school sites depicted on Map H. Finally, the DRI shall include approximately 3,500 acres of open space in the areas depicted on Map H. The DRI comprises three distinct villages. The North Village includes Parcels 1 – 19 and 21, served by the Village Center North mixed use area. The Town Center Village includes Parcels 22 – 40, served by the Town Center. The South Village includes Parcels 41 – 53, served by the Village Center South mixed use area. The Applicant may increase or decrease the amount of a particular land use without filing a notice of proposed change, provided that:

(a) Such changes are consistent with the Land Use Exchange Tables attached as Exhibit 2.

Exhibit 2 includes Table 10-1A, Land Use Equivalency Table which specifies the rate at which single family units may be exchanged for multi-family units and vice versa, and the rate at which the various non-commercial uses may be exchanged for one another. Exhibit 2 also includes Table 10-1B which establishes minimum and maximum ranges of development allowable under the Land Use Equivalency Table 10-1A.

(b) At any time of election of a land use conversion under the Land Use Exchange Tables the Applicant shall notify, in writing, St. Johns County, the Department of Community Affairs (“DCA”) and the Northeast Florida Regional Council (“NEFRC”) of the election at least 30 days in advance of the change. Use of the Land Use Tables will be reported on an individual and cumulative basis in the biennial report. Any Notice of Proposed Change (“NOPC”) filed shall incorporate all changes made pursuant to the Land Use Exchange Tables prior the filing of such NOPC.

(c) So long as the conversion is consistent with the criteria contained in the Land Use Exchange Tables, Exhibit 2, and no change is made to the Master Development Plan, Map H, no additional DRI approvals shall be required for the conversion.

3. **Phasing, Build-Out and Expiration of DRI.** The DRI shall be developed in three (3) Phases, as described in Land Use Phasing Table attached as Exhibit 3. Each phase shall last five (5) years unless extended pursuant to section 380.06(19), Florida Statutes, or unless the Developer elects to accelerate the beginning date of a subsequent phase or phases, provided that all mitigation requirements for the particular phase to be accelerated are met. The end date of a phase shall not be affected by an acceleration of the beginning date. Unused development rights from a particular phase shall carry over into subsequent

phases until build-out. Physical development of the DRI shall commence within four (4) years of the effective date of this Development Order. The projected build-out date for all development is December 31, 2021. The DRI termination and DRI Development Order expiration dates are established as December 31, 2026. Any extensions of the DRI build-out, termination or expiration dates shall be governed by the provisions of section 380.06(19)(c), Florida Statutes. The time period for commencement of physical development, build-out, termination, phasing dates, and deadlines shall be tolled during the period of any appeal pursuant to section 380.07, Florida Statutes, or during the pendency of administrative or judicial proceedings relating to development permits and administrative or judicial proceedings relating to right of way acquisition for the regional roads in the transportation mitigation plan for the DRI. Notwithstanding anything to the contrary in this General Condition 3, no building permits for vertical construction shall be issued prior to June 1, 2008.

4. **Effective Date.** This Resolution and Development Order shall take effect upon the effective date of St. Johns County Comprehensive Plan Amendment 2005-02, St. Johns County Ordinance 2006-30 adopted simultaneously with this Development Order.
5. **Monitoring Official.** The Director of Planning of the St. Johns County Growth Management Services Department or his or her designee shall be the local official responsible for monitoring the development for compliance by the Developer with this Development Order.
6. **Downzoning Protection.** In accordance with section 380.06(15), Florida Statutes, the SilverLeaf Plantation DRI, as approved in this Development Order, shall not be subject to downzoning, unit density reduction, or intensity reduction before December 31, 2026,

unless the Developer consents to such change or unless St. Johns County demonstrates that the Development Order was based on substantially inaccurate information provided by the Applicant or unless the change is clearly established by St. Johns County to be essential to the public health, safety, or welfare.

7. **Election Regarding Environmental Rules.** Pursuant to Section 380.06(5)(c), Florida Statutes, the Developer has elected to be bound by the rules adopted pursuant to Chapters 373 and 403 in effect when the development order is issued. The Rules adopted pursuant to Chapters 373 and 403 in effect at the time the development order is issued shall be applicable to all applications for permits pursuant to those chapters and which are necessary for and consistent with the development authorized in the development order, except that a later adopted rule shall be applicable to an application if:

1. The later adopted rule is determined by the rule adopting agency to be essential to the public health, safety, or welfare;
2. The later adopted rule is adopted pursuant to Section 403.061(27), Florida Statutes;
3. The later adopted rule is being adopted pursuant to a subsequently enacted statutorily mandated program;
4. The later adopted rule is mandating an order for the State to maintain delegation of a federal program; or
5. The later adopted rule is required by State or federal law.

Further, in order for the Developer to apply for permits pursuant to this provision, the application must be filed within five (5) years from the issuance of the final development

order and the permit shall not be effective for more than eight (8) years from the issuance of the final development order. Nothing in this paragraph shall be construed to alter or change any permitting agency's authority to approve permits or to determine applicable criteria for longer periods of time.

8. **Level of Service Standards.** The Comprehensive Plan Amendment reviewed and adopted simultaneously with this Development Order authorizes "pipelining" pursuant to Section 163.3180(12), Florida Statutes, as a method of addressing the Developer's transportation impacts and this Development Order provides for "pipelining." As a result, development under this Development Order shall be deemed to meet the provisions of the County's concurrency management system (Land Development Code, Article XI) with regard to transportation. This DRI is deemed to be a multi-use DRI meeting the statutory provisions of Section 163.3180(12), Florida Statutes.
9. **Biennial Reporting.** The Developer or its successors or assigns shall submit a biennial report no later than June 1 of every other year, commencing June 1, 2008, until buildout. The report shall be submitted to St. Johns County, the Northeast Florida Regional Council, the Department of Community Affairs, the Northeast District of the Florida Department Environmental Protection, St. Johns River Water Management District, Florida Fish and Wildlife Conservation Commission, and any other affected permitting agencies. Form RPM-BSP-ANNUAL REPORT-1 of the Florida Department of Community Affairs, as amended from time to time, may be used for the format of this report. In accordance with Section 380.06(18), Florida Statutes, failure to file the report when required may result in the temporary suspension of this Development Order. The biennial report shall include the following:

- (a) A description of any changes made in the plan of development, phasing, or in representations contained in the ADA since the date of adoption of this Development Order, and any actions taken 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 report. Any trade off elections made pursuant to the Land Use Exchange Tables shall also be reported.
- (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, gross floor area of non-residential uses constructed by land use type, location, and phase, with appropriate maps. A tabulation of the amount of acreage developed in the reporting period shall be provided by land use categories listed in Chapter 28-24, F.A.C.
- (c) The name of the purchaser of any undeveloped tracts of land in the SilverLeaf DRI, including the location and site 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 SilverLeaf 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). The summary shall

also include the acres of wetlands and uplands placed under conservation easements with copies of the recorded conservation easements.

- (e) A description of any lands purchased or optioned by the Developer within one mile of the boundaries of the SilverLeaf 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. The report shall include the acreage of any permitted impacts to wetlands within the DRI.
- (g) A description of any moratorium imposed by a regulatory agency on development within the SilverLeaf DRI, specifying the type of moratorium, duration, cause, and remedy.
- (h) An assessment of Developer's, Developer's successor, if any, and local government's compliance with conditions and commitments contained in the Development Order.
- (i) A description of any requests for a substantial deviation that were filed in the reporting years and to be filed during the next reporting years.
- (j) A description of any change in local government jurisdiction for any portion of the development since the Development Order was issued.
- (k) Traffic reports, which shall be submitted to the Florida Department of Transportation ("FDOT") District Urban Office in Jacksonville, as well as to St. Johns County, the Northeast Florida Regional Council, and the DCA until the "pipelined" road improvements to be constructed pursuant to Special Condition 24 of this Development

Order have been completed. The first traffic report shall be due concurrently with the first biennial report after commencement of physical development. Thereafter, traffic reports shall be submitted biennially until completion of all the “pipelined” road improvements. The following information shall be included:

- (i) A description of current development by land use, type, location, number of residential units and amount of square footage of non-residential, together with the proposed construction schedule for the ensuing reporting period, and appropriate maps.
- (ii) A description of any new or improved roadways, traffic control devices or other transportation facility improvements to be constructed or provided by Developer to accommodate the total existing and anticipated traffic demands.
- (iii) Traffic counts, turning movements and level of service data for the following roads:

- CR 16A from SR 13 to SR 16
- CR 210 from I-95 to CR 16A
- International Golf Parkway from U.S. 1 to SR 16
- CR 2209 from SR9B Connector to International Golf Parkway
- SR 16 from SR 13 to I-95
- I-95 from I-295 to SR 16

Note: Actual FDOT or St. Johns County traffic counts shall be used where possible. FDOT seasonal adjustment factors shall be used when adjusting traffic counts.

(l) 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.

(m) A statement certifying that the Northeast Florida Regional Council (with appropriate filing fee), the Department of Community Affairs, St. Johns County, Florida Department of Environmental Protection, the St. Johns River Water Management District, and the Florida Fish and Wildlife Conservation Commission have been sent copies of the biennial report in conformance with subsections 380.06(15) and (18), Florida Statutes.

10. **Notice of Adoption.** Notice of adoption of this Development Order or any subsequent amendment to it shall be recorded by the Developer in accordance with Section 380.06(15)(f), Florida Statutes, with the Clerk of the Circuit Court of St. Johns County. The recording of this notice shall not constitute or provide actual or constructive notice of a lien, cloud or encumbrance of the DRI Property. The conditions of this Development Order shall run with the land and bind the successors and assigns of the 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 shall contain a legend substantially in the following form clearly printed or stamped thereon:

**THE PROPERTY DESCRIBED IN THIS AGREEMENT IS
PART OF THE SILVERLEAF PLANTATION 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 WHITE'S FORD**

TIMBER AND INVESTMENT COMPANY, LTD., SJP, L.L.C., J & N VENTURES, LLC, VCP-REAL ESTATE INVESTMENTS, LTD., AND SYLVAN WEST PARTNERSHIP, LTD. THE DEVELOPMENT ORDER DOES NOT CONSTITUTE A LIEN, CLOUD OR ENCUMBRANCE OF REAL PROPERTY OR CONSTITUTE ACTUAL OR CONSTRUCTIVE NOTICE OF SAME. A COPY OF THE DEVELOPMENT ORDER MAY BE REVIEWED AT THE OFFICE OF THE PLANNING DEPARTMENT, ST. JOHNS COUNTY, FLORIDA, OR AT THE OFFICE OF THE DEPARTMENT OF COMMUNITY AFFAIRS, TALLAHASSEE, FLORIDA.

- 11. Application For Proposed Changes.** The Developer shall comply with provisions of the Florida Statutes in effect at the time of proposed changes to the DRI with regard to the process of making such changes. The Owner and Developer acknowledge that any change in the DRI, whether or not such change is considered to be a substantial or non-substantial deviation, may be required to comply with the State and County Comprehensive Plans in effect at the time of the requested change depending upon the nature of the requested change. The County acknowledges that the use of the conversion tables included in this Development Order shall not be deemed a change in the Development Order. The County acknowledges that a change that affects only one portion of the DRI shall not trigger a review of the entire DRI for consistency with changes in the State or County Comprehensive Plans since the date of the original enactment of the DRI. Only the portion or the specific provisions of the DRI or Development Order specifically affected by the change may be required to meet consistency with changes in the State and County Comprehensive Plans since the date of the original enactment of the DRI. In reference to this Section, the County, the Owner and Developer intend to comply with the requirements of law with regard to changes in the DRI and Development Order and no party waives its right to contest the applicability of any purported requirement of law to any particular proposed change in the future.

12. **Status of Development Rights.** The County acknowledges that the Owner and Developer have, by virtue of this Development Order, made substantial commitments to mitigate for impacts of proposed development pursuant to this Development Order. The Owner and Developer will also make substantial investments in construction and development of the infrastructure required under this Development Order, all in reliance upon realization of all development rights granted pursuant to this Development Order. Accordingly, the rights of the Owner and Developer to construct the development as set forth in General Conditions 2 and 3 are intended to be vested rights and shall not be subject to downzoning or unit density reduction or intensity reduction, except as provided in General Condition 6 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 apply 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, (b) such future modifications, laws or regulations conflict with specific provisions, conditions or commitments set forth in this Development Order and substantially diminish the development rights granted in this Development Order, or (c) such modifications require mitigation for development impacts which have been reviewed under section 380.06, Florida Statutes, and addressed in this Development Order. The Owner and Developer do not waive any statutory or common law vested right or equitable estoppel right they now have or may acquire in the future to complete any portion of the DRI in accordance with the applicable state and local laws and ordinances in effect at the time this Development Order becomes effective.

13. Subsequent Requests for Development Permits. Subsequent requests for development permits shall not require further review pursuant to Section 380.06, Florida Statutes, unless it is found by the St. Johns County Board of County Commissioners, after due notice and hearing, that one or more of the following is present:

- (a) substantial deviation from the terms or conditions of this Development Order, or other changes to the approved development, which create a reasonable likelihood of adverse regional impacts which were not evaluated in the review by the Northeast Florida Regional Council; or
- (b) termination of this Development Order.

Upon a finding that (a) is present, the St. Johns County Board of County Commissioners shall order compliance with sections 380.06(19)(g) and (h), Florida Statutes, and development within the DRI may continue, as approved, during the DRI review in those portions of the development which are not affected by the proposed change. Upon a finding that (b) is present, the St. Johns Board of County Commissioners shall order a termination of all development activity (except development activity authorized under Section 380.06(15)(g), Florida Statutes) until such time as a new DRI application for development approval has been submitted, reviewed and approved in accordance with Section 380.06, Florida Statutes.

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

SPECIAL CONDITIONS

15. Vegetation and Wildlife. Most of the project site has been and will continue to be used for silvicultural and agricultural purposes. Land uses allowable within the Rural/Silvicultural land use classification of the Comprehensive Plan may continue within the portion of the DRI that remains designated Rural/Silvicultural on the St. Johns County Future Land Use Map except that no residential units or non-residential structures may be developed within the portion of the DRI that is designated Rural/Silvicultural on the St. Johns County Future Land Use Map except for two recreational cabins with accessory barns. Silvicultural and agricultural activities within parcels outside of the areas designated Rural/Silvicultural may continue until the commencement of development of each such parcel excluding areas designated as conservation or preservation and provided that an average 25-foot natural vegetative upland buffer around the contiguous jurisdictional wetlands is maintained. All silvicultural and agricultural activities shall comply with the requirements of Policies E.2.2.2 and E.2.2.3 of the 2015 Comprehensive Plan (May 2000) where applicable.

(a) **Gopher Tortoises.** Based on a Gopher Tortoise Survey conducted by Environmental Services, Inc. in January 2005, the SilverLeaf contains approximately 481 acres of occupied Gopher Tortoise habitat. The habitat area is depicted on Map G, Significant Wildlife, incorporated in the ADA Second Sufficiency Response. Prior to development within the Gopher Tortoise habitat area depicted as occupied, the Applicant shall obtain a Gopher Tortoise Incidental Take Permit or other applicable approval from the Florida Fish and Wildlife Conservation Commission ("FFWCC"). A copy of any Gopher Tortoise Incidental

Take Permit obtained by the Developer shall be provided to St. Johns County. Required mitigation shall be provided prior to any construction within the SilverLeaf DRI. If an Incidental Take Permit is granted, the Applicant will, as a condition of the permit, contribute to the purchase of 105.77 acres of preservation land by payment of a total of \$619,706.43 (\$5,859.00/acre) to the FFWCC Land Acquisition Trust Fund as mitigation for impacts to the Gopher Tortoise and its habitat.

(b) **Wildlife Crossings.** The Developer shall install wildlife underpasses for wetland dependent species at the time of construction of the project roads in the locations identified on Exhibit 1 (Map H). Each wildlife underpass within SilverLeaf Plantation will consist of a prefabricated and arched concrete structure, or a structure of similar design, with an opening of a minimum of ten (10) feet wide and a vertical clearance of approximately six (6) feet, and shall include a contiguous dry portion equal to the lesser of six (6) feet or twenty-five percent (25%) (but not less than four (4) feet) of the total underpass which is above base flow of the drainage system. There may be other, non-underpass type, wildlife crossings within SilverLeaf. Wildlife crossing signs and reduced speed limit designations will be posted on the project roads in the vicinity of wildlife crossings.

(c) **Discovery of Eagle's Nests.** If any Eagle's nests are discovered within the DRI, the Developer shall comply with all requirements of law, including applicable provisions of the St. Johns County Land Development Code, with regard to such Eagle's nests.

16. Wetlands.

(a) **Wetland Conservation and Wetland Impacts.** Jurisdictional wetlands within areas depicted on Map H as Open Space shall be conserved except that areas that remain within the Rural/Silvicultural land use designation on the Future Land Use Map may continue to be used for silvicultural activities subject to compliance with applicable law. Logging and other similar silvicultural operations within wetland areas remaining in the Rural/Silvicultural land use designation shall terminate when the existing timber lease expires or is terminated except for activities associated with permitted borrow pits or permitted wetland creation, restoration or enhancement projects. The wetlands to be conserved shall be protected by recordation of conservation easements prior to or at the time of platting of adjacent upland areas in accordance with the terms of the applicable Environmental Resource Permit (“ERP”) issued by the St. Johns River Water Management District (“SJRWMD” or “District”). No logging or other similar silvicultural operations shall be conducted within the wetland areas to be conserved or within the required upland buffer areas adjacent to the wetlands to be conserved except for environmental enhancement activities approved by the SJRWMD for mitigation purposes. Mitigation for proposed wetland impacts shall be subject to approval by the District and the United States Army Corps of Engineers (“ACOE”). Upland buffers consistent with St. Johns County Land Development Code Section 4.01.06 shall be provided. Wetland mitigation will include wetland and upland preservation and may include wetland restoration, enhancement, and creation and upland buffer enhancement as part of the mitigation plan under the District and ACOE permits. The exact boundaries of wetland areas to be conserved shall be determined in connection with wetland

permitting by the District and ACOE. The limits of conserved wetlands shall be delineated on engineering plans submitted for approval by St. Johns County. All engineering plans submitted to St. Johns County for approval shall be consistent with the requirements of applicable permits issued by the District and other applicable state and federal agencies, if any.

(b) **Upland Buffers.** The Developer shall comply with St. Johns County Land Development Code Section 4.01.06 established pursuant to the Comprehensive Plan Policy E.2.2.5. St. Johns County Land Development Code Section 4.01.06 requires a natural vegetative upland buffer averaging 25 feet for contiguous wetlands within the DRI. The minimum upland buffer shall be 10 feet in width, except for those areas adjacent to unavoidable wetland impacts as set forth in Section 4.01.06 of the St. Johns County Land Development Code.

(c) **Conservation Easements.** Conserved wetlands and the adjacent natural vegetative upland buffer shall be protected by recorded conservation easements meeting the requirements of Section 7.04.06, Florida Statutes.

17. Stormwater Pollution Prevention. Construction activity within the SilverLeaf DRI shall be conducted in accordance with a stormwater pollution prevention plan developed pursuant to the National Pollution Discharge Elimination System ("NPDES") permitting program. The model Stormwater Pollution Prevention Plan for SilverLeaf is attached as Exhibit 4. Prior to commencement of any construction which will be adjacent to a conserved wetland, the contractor shall be required to install silt fencing on the landward edge of the natural vegetated upland buffer or landward of the natural vegetated upland buffer at the physical limits of construction to protect the conserved wetlands. The silt

fencing shall be inspected at least once a week and repairs to fallen or damaged sections shall be made immediately upon discovery. All contractors working within the SilverLeaf DRI shall be notified of the requirement for a stormwater pollution plan developed pursuant to the NPDES permit program and shall be advised of the requirements for silt fencing set forth in this Special Condition. In addition, the Developer agrees to incorporate practices such as the use of slow release fertilizer and other Best Management Practices into its property management contracts to further improve surface water quality.

18. Water Quality Monitoring. The Developer shall establish two water quality monitoring stations for Trout Creek, TC-1 and TC-2 in the locations depicted in the Water Quality Monitoring Plan attached as Exhibit 5. Sampling and testing of water quality at the monitoring stations and reporting of the results shall be conducted in accordance with a water quality monitoring plan approved by the Northeast District of the Florida Department of Environmental Protection ("FDEP"). In addition, a summary of the water quality monitoring results shall be included in the biennial report. The water quality monitoring plan may be amended with the consent of FDEP and the Developer without the need to file a NOPC.

19. Floodplains. All construction within the 100-Year Floodplain shall comply with applicable federal, state and local laws and regulations. No permits for residential, commercial or public buildings will be issued for construction within any portion of the 100-Year Floodplain where the base flood elevation has not been established until the Developer has provided to St. Johns County data on the site specific base flood elevation. All road crossings and finished floor elevations of buildings within the 100-Year Floodplain shall

comply with St. Johns County Land Development Code, Part 3.03.00, Flood Damage Control Regulations.

20. Water Supply.

- (a) Development shall occur concurrent with the provision of adequate central potable water service meeting the adopted level of service in the St. Johns County Comprehensive Plan. The St. Johns County Utility Department will provide central water service to the majority of the DRI and the JEA will provide water service to the portions of the DRI within its service area.
- (b) Irrigation demands for the portion of the DRI in the St. Johns County Utility Service Area will be met with reuse water. Wastewater effluent treated to public access standards will be the primary source of irrigation for the portion of the project within the St. Johns County Utility Service Area with stormwater detention ponds serving as a source of irrigation for common areas. Groundwater shall only be permitted as a backup source to the foregoing reuse supply system. Distribution lines for reuse will be installed concurrent with development of the portion of the project within the St. Johns County Service Area for all uses in the project (residential and non-residential). Reuse water shall consist of the following sources:
 - (i) Wastewater effluent treated to public access standards and delivered to the end user by the utility provider;
 - (ii) Stormwater.

JEA cannot provide reuse water within its service area.

- (c) Water conservation strategies, including the encouragement of xeriscape landscape techniques and low-flow plumbing fixtures shall be incorporated in the construction, operation, and maintenance phases of the development and shall be included in the covenants and restrictions.
- (d) The Developer shall display information on xeriscaping, native vegetation, drought tolerant vegetation, water conservation guides and IFAS Cooperative Extension Services' Florida Yards and Neighborhoods in a prominent location within the SilverLeaf Plantation sales offices. The Developer shall cooperate with the District to promote its "water star" program. The Developer shall also cooperate with FP&L to promote its "build smart" program.
- (e) Common areas within the SilverLeaf Plantation DRI will be landscaped using a water wise approach that uses drought tolerant or native vegetation varieties as 50% of the landscape vegetation. Slow release fertilizer shall be used within common areas and the Developer will encourage homeowners to use slow release fertilizer on their yards. The requirement for 50% drought tolerant or native vegetation varieties shall be calculated over the entire landscaped area for the entire project. This Special Condition does not require each individual parcel to meet the 50% water wise landscaping requirement. Native or drought resistant plants, including those in the District *Water Wise Florida Landscapes*, the Florida Native Plants Society's list of native landscape plants for St. Johns County, *A Gardner's Guide to Florida Native Plants* or comparable guidelines shall provide the information for the water wise landscaping.

- (f) Active wells within the DRI may continue to be used for agricultural purposes in accordance with District rules and consumptive use permits issued by the District so long as such agricultural practices continue. Any well no longer required for the agricultural activities within the DRI shall be properly plugged and abandoned in accordance with District rules and regulations when the area around such well is developed.

21. Wastewater Management.

- (a) Development of the SilverLeaf DRI shall proceed concurrent with the provision of adequate central sewer service meeting the adopted level of service standards in the St. Johns County Comprehensive Plan. Provision of sanitary sewer service shall be provided by both JEA and St. Johns County Utility. St. Johns County will serve the majority of the DRI and JEA will serve the portion of the DRI within its service area.
- (b) Septic systems may only be used in connection with remote recreational amenities. When a central sewer system is installed within 200 feet of a temporary septic system, the septic system shall be removed and central sewer and water service shall be provided to the recreational amenity.

22. Stormwater Management. The surface water management system for the SilverLeaf Plantation DRI shall be designed in accordance with applicable SJRWMD and St. Johns County Land Development Code requirements. Development within the DRI shall use Best Management Practices for Erosion Control as required by the applicable National Pollution Discharge Elimination System (NPDES) permit.

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

TRANSPORTATION RESOURCE IMPACTS

24. **Transportation.** Pursuant to section 163.3180(12), Florida Statutes, the Developer will contribute \$146,910,350.00 (the "Pipelining Amount") in funded transportation improvements to offset the impacts of the DRI to the regional transportation system, as described below. The Pipelining Amount exceeds the Developer's required total proportionate share payment of \$138,707,343.00 and shall be deemed sufficient to fully mitigate for all the transportation impacts of the DRI for the development rights approved in this Development Order through full buildout. Additionally, these contributions are sufficient to pay for and construct required improvements which will benefit regionally significant transportation facilities and meet proportionate share contribution requirements as set forth in Section 163.3180(12), Florida Statutes, as authorized by this Development Order and as authorized by the Comprehensive Plan amendment adopted by St. Johns County simultaneously with this Development Order. The Pipelining Amount is 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. The improvements to be constructed by the Developer and identified for funding by the Developer are set forth on attached Exhibit 6 and are described below.

- (a) **Proportionate Share Contribution Improvements.** SilverLeaf Plantation shall pay for and construct the following transportation improvements, including right of

way acquisition costs (except as provided in Subsection (c) below, within the phase and time-frame specified below.

- (i) CR 2209/Phase I: The Developer, or its successor or assigns, shall be responsible for the design and construction of County Road 2209 as a six-lane road from County Road 210 to International Golf Parkway. The improvement shall include construction of the intersection improvements at CR 2209 and the south side of CR 210, and the intersection improvements at CR 2209 and the north side of International Golf Parkway. The road shall have an urban design from County Road 210 to its intersection with the Leo Maguire Parkway extension. The portion of the road from CR 210 to the end of the existing pavement shall be reconstructed within the existing 200 foot wide right of way. The portion of the road from the end of the existing pavement to the point at which the road enters the DRI shall be constructed within a 200 foot wide right of way and the Developer shall convey a separate 50 foot wide tract to St. Johns County for possible future expansion. The portion of the road from the northern boundary of SilverLeaf Plantation to the Leo Maguire Parkway extension shall be constructed within a 250 foot wide right of way. The portion of the road from the Leo Maguire Parkway extension to the Southern Town Center loop road shall be constructed as a rural road with a curbed raised median within a 250 foot wide right of way. The portion of the road from the Southern Town Center loop road to the southern boundary of SilverLeaf Plantation shall

be constructed as a rural road with a curbed raised median within a 200 foot wide right of way. The portion of the road from the southern boundary of SilverLeaf Plantation to International Golf Parkway shall be constructed as a rural road with a curbed raised median within a 250 foot wide right of way. SilverLeaf Plantation shall be responsible for all construction costs, including the cost of wetland mitigation, and all right of way costs, except as noted in Subparagraph (c) of this Special Condition 23. This improvement has an allocated cost of \$65,449,384.00 in 2005 dollars. This improvement shall be commenced prior to issuance of building permits for vertical construction (except construction trailers and community infrastructure) within SilverLeaf Plantation. Also, prior to issuance of building permits for vertical construction within SilverLeaf Plantation (except construction trailers and community infrastructure), the Developer shall 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. The design criteria for CR 2209 shall be as follows:

- a. the design speed shall be 55 mph in modified rural sections and 50 mph in urban sections;
- b. posted speed shall be 50 mph in modified rural sections and 45 mph in urban sections;
- c. the Access Management Class shall be Class 3;

- d. notwithstanding the actual right-of-way provided, to the extent permittable and practical, the road shall be centered within a 250 foot wide cross section; and
 - e. the road will include a 12-foot multi-use path as described in Specific Condition 28(c).
- (ii) Leo Maguire Parkway Extension/Phase I: The Developer, or its successors or assigns shall be responsible for the design and construction of the Leo Maguire Parkway extension from the southern terminus of existing Leo Maguire Parkway to SilverLeaf Plantation Parcel 7. The road shall be constructed as a 4-lane urban road. This improvement shall be constructed within a 150 foot wide right of way. This improvement has an allocated cost of \$12,508,668 in 2005 dollars. This improvement shall be commenced prior to issuance of building permits for vertical construction (except construction trailers and community infrastructure) within the North Village of SilverLeaf Plantation. Also, prior to issuance of building permits for vertical construction (except construction trailers and community infrastructure) within the North Village of SilverLeaf Plantation the Developer shall 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.

- (iii) CR 16A Extension/Phase I: The Developer, or its successor or assigns, shall be responsible for the design and construction of the CR 16A extension from CR 2209 to the Academic Village identified on Map H. This road shall be constructed as a four lane urban road within a 150 foot wide right of way. This improvement has an allocated cost of \$10,139,992.00 in 2005 dollars. This improvement shall be commenced prior to issuance of building permits for vertical construction (except construction trailers and community infrastructure) within the Town Center Village of SilverLeaf Plantation. Also, prior to issuance of building permits for vertical construction (exception construction trailers and community infrastructure) within the Town Center Village of SilverLeaf Plantation, the Developer shall 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.
- (iv) SR 16 Connector/Phase I: The Developer, or its successors or assigns shall be responsible for the design and construction of the SR 16 Connector from CR 2209 to Village Center South as a four lane urban road within a 150 foot wide right of way. The allocated cost of this improvement is \$10,139,992.00 in 2005 dollars. This improvement shall be commenced prior to issuance of building permits for vertical construction (exception construction trailers and community infrastructure) within the South Village of SilverLeaf Plantation. Also,

prior to issuance of building permits for vertical construction (except construction trailers and community infrastructure) within the South Village of SilverLeaf Plantation, the Developer shall 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.

- (v) SR 16 Connector/Phase II: The Developer or its successors or assigns shall be responsible for the design and construction of the SR 16 Connector as a four lane urban road within a 150 foot wide right of way from the Village Center South to SR 16. The improvement shall include the intersection improvements at the SR 16 Connector and SR 16 east of CR 16A. This roadway has an allocated cost of \$6,844,443.00. This improvement shall be commenced prior to issuance of building permits for vertical construction within Phase II of the DRI. Also, prior to issuance of building permits for vertical construction within Phase II of SilverLeaf Plantation, the Developer shall 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.

- (vi) Leo Maguire Parkway Extension/Phase II: The Developer or its successors or assigns shall be responsible for the design and construction of the Leo Maguire Parkway Extension from SilverLeaf Parcel 7 to CR

16A as a four lane urban road within a 150 foot wide right of way. The allocated cost of this improvement is \$25,587,877.00 in 2005 dollars. This improvement shall be commenced prior to issuance of building permits for vertical construction within Phase II of the DRI. Also, prior to issuance of building permits for vertical construction within Phase II of SilverLeaf Plantation, the Developer shall 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.

- (vii) CR 16A Extension/Phase II: The Developer or its successors or assigns shall be responsible for the design and construction of the CR 16A Extension from CR 16A to the Leo Maguire Parkway Extension. This road shall be constructed as a two lane urban road within a 150 foot wide right of way. The allocated cost of this improvement is \$1,996,721.00 in 2005 dollars. This improvement shall be commenced prior issuance of building permits for vertical construction within Phase II of the DRI. Also, prior to issuance of building permits for vertical construction within Phase II of SilverLeaf Plantation, the Developer shall 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.

(viii) CR 16A Extension/Phase III: The Developer or its successors or assigns shall be responsible for the design and construction of the CR 16A Extension from the Academic Village to the Leo Maguire Parkway Extension. This road shall be constructed as a two lane urban roadway within a 150 foot wide right of way. The allocated cost of this improvement is \$14,243,273.00 in 2005 dollars. This improvement shall be commenced prior to issuance of building permits for vertical construction within Phase III of the DRI. Also, prior to issuance of building permits for vertical construction within Phase III of SilverLeaf Plantation, the Developer shall 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.

(b) **Right of Way Reservation.** Applicant shall reserve the 300 foot wide strip of land depicted as the “East West ROW Reservation” on Map H as right of way for a possible future East West road for a period of three (3) years commencing on the Effective Date of the SilverLeaf Plantation DRI. The three year reservation period is to allow the Florida Department of Transportation time to complete the project development and environmental studies necessary to determine the supporting roadway network for the future St. Johns River crossing. If the FDOT study does not identify this corridor as the preferred alternative during the three-year period, the development of the underlying land uses shown on Exhibit 1 (Map H) within the strip shall be allowed to commence. If the FDOT does identify this corridor as the preferred alternative route, then the Developer shall continue to

reserve the right of way until the FDOT notifies the Developer it is prepared to commence construction of the road and requests conveyance of the right of way. Upon such notification, the Developer shall convey the right of way to FDOT free of charge and free of liens but subject to deed restrictions limiting its use to use as a road right of way connecting the new St. Johns River crossing to CR 2209 and I-95. The deed may reserve to the Developer easements for access and drainage and be subject to covenants and restrictions that do not interfere with the intended use of the right of way. If FDOT identifies the corridor as the preferred alternative route and then abandons the route, the Developer's obligation to reserve the right of way shall terminate. If FDOT does not identify this corridor as the preferred alternative during the three-year period, then the Developer shall reserve that portion of the corridor located east of CR 2209 permanently to provide the County an opportunity to construct an interchange to connect an extension of CR 16A to I-95. In the event the County notifies the Developer or its successors it is prepared to use the reserved right of way to construct a road and interchange, then the Developer shall convey the right of way to the County free of charge and free of liens but subject to a restriction that it be used for construction of the road and interchange and that the County would either build the improvements or convey the right of way to FDOT or other transportation authority free of charge to enable such entity to build the improvements. In such event, the Developer will cooperate with the County in the land planning to facilitate a functional connection between CR 2209 and the CR 16A extension.

(c) Right of Way Acquisition.

- (i) The County acknowledges that the improvements contemplated to be completed by the Developer set forth above contain improvements

identified in the County's Capital Improvements Plan and which have been identified as priorities for the County's infrastructure needs. As such, the acquisition of right of way to accomplish such improvements is a public purpose. In the event the Developer is unable to obtain the necessary right of way for the improvements set forth above, and the County does not confer on a community development district, to be formed by the Developer, the limited authority to acquire right of way for such improvements by the power of eminent domain, the County agrees to cooperate with the Developer in the initiation and prosecution of eminent domain proceedings for such acquisition. The eminent domain proceedings shall be at the Developer's sole expense including, but not limited to, the amount of the award to the property owner(s), attorneys' fees (including as may be awarded to the property owners and to be paid by the condemning authority), court costs, expert witness fees and court costs. The Developer currently owns or has a contractual right to acquire the required right of way for CR 2209 from the southern end of the County's ownership adjacent to Johns Creek to the northerly right of way line of International Golf Parkway with the exception of the portion from the southeasterly right of way of Leo Maguire Road to the southern line of the FCC Parcel (as defined in paragraph (ii) below). The Developer owns all of the right of way for the SR 16 connector from the northerly right of way line of SR 16 to CR 2209. The Developer owns all of the right of way for the CR 16A extension. The Developer owns

all of the right of way for the Leo Maguire Parkway extension except for the segment south of the Village Center North.

- (ii) CR 2209 crosses an outparcel of the DRI owned by FCC Partners LP, Ltd., a Delaware limited partnership (the “FCC Parcel”). FCC Partners and St. Johns County entered into a Settlement Agreement on March 23, 2005 (the “Settlement Agreement”) under which FCC agreed to convey to St. Johns County the right of way free of charge across the FCC Parcel subject to certain contingencies and under which FCC agreed to compensate St. Johns County for certain mitigation costs. St. Johns County shall make available to the Developer, free of charge, any right of way across the FCC Parcel it acquires pursuant to the Settlement Agreement and any compensation for mitigation provided to it under the Settlement Agreement to assist in construction of the portion of CR 2209 across the FCC Parcel.
- (iii) Prior to submitting the ADA, the Developer purchased a 200 foot wide right of way and two pond sites from the property owner adjacent to the southeasterly boundary of SilverLeaf Plantation (the “Adjacent Owner”) for the CR 2209 construction from International Golf Parkway to the DRI boundary. At the County’s request, the Developer arranged for acquisition of additional right of way from the Adjacent Owner at the County’s expense. The County shall pay the cost of such additional right of way.

(d) **Transit.** In the event that public transit service is provided to SilverLeaf Plantation, transit passenger shelters and transit bays shall be constructed where necessary to facilitate transit service. These facilities shall be constructed within the rights of way of the applicable roadways. The Developer shall donate \$75,000.00 to St. Johns County prior to issuance of building permits within Phase 1 and shall donate \$50,000.00 to St. Johns County prior to issuance of building permits within Phase 2 for St. Johns County to use to promote transit.

(e) **Master Transportation and Circulation Plan.** The project Master Transportation and Circulation Plan shall be substantially as shown on Exhibit 1 (Map H). However, the alignment of the roads shown on Map H may be adjusted by the Developer without modifying this Development Order. Further, any modification to the alignment or design of CR 2209 required by the District or ACOE to avoid wetlands or recorded conservation easements shall not require further DRI review.

(f) **Condition Regarding 9B Connection to I-95.** The Developer shall not commence Phase 3 of the development unless the St. Johns County 9B connection to I-95 is funded or the Developer has paid an additional \$2,500,000.00 to St. Johns County to be used either for the 9B construction or for the 2030 I-95/CR 210 interchange.

(g) **Intersection Improvements.** The Developer's connections of regional roads to existing state and county roads will include intersection improvements such as signals and turn lanes to accommodate the pipelined improvements in accordance with County or FDOT standards, as applicable.

(h) **Transportation Management Organization.** The Developer shall participate in a Transportation Management Organization (TMO) sponsored by the County, Northeast Florida Regional Council, or other transportation authority.

25. **Air Quality.** The following dust control measures shall be required during all construction within SilverLeaf Plantation:

- (i) Contractors will moisten soil or use resinous adhesives on barren areas, which shall 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;
- (iv) Contractors will remove soil and other dust-generating material deposited on paved streets by vehicular traffic, earth moving equipment, or soil erosion; and
- (v) Contractors will use the best operating practices in conjunction with any burning resulting from land clearing, which may include the use of air curtain incinerators.

26. **Affordable Housing.** The Housing Study Summary in Tables 24-4 and 24-5 of the Application for Development Approval shows that there is no adverse impact on affordable housing as a result of the SilverLeaf Plantation project. Notwithstanding that result, the Developer has voluntarily agreed to donate to St. Johns County 200 platted lots within the Armstrong Estates subdivision prior to issuance of building permits for vertical construction (not including construction trailers and community infrastructure) within

SilverLeaf Plantation. The lots shall be within upland areas and shall be conveyed without charge and free of liens and monetary encumbrances. The lots shall be used by St. Johns County to provide housing for very low and below very low income levels (70% of the lots) to low and moderate income (30% of the lots). Residents of the Armstrong neighborhood participating in the County's Homebuyer Program will receive a preference to purchase homes to be built on the donated lots. The County will work with Habitat for Humanity of St. Johns County to develop homes to serve very low income residents of the Armstrong neighborhood. St. Johns County shall be responsible for title insurance and other closing costs of the transaction. In addition, all Retail, Light Industrial, and Office development within the SilverLeaf project shall contribute \$.70 per square foot to St. Johns County at the time of issuance of a building permit for such square footage which shall be used by St. Johns County for down payment assistance, improvement of existing substandard housing and/or for the development and construction of very low and below income housing within Armstrong neighborhood. The programs instituted shall be sensitive to the current economic and cultural demographics of the community.

27. **Fire and Police Protection.** The Developer shall, within 60 days of a request by St. Johns County donate an upland site to St. Johns County for construction of a police station and fire station within Parcel 39 at the location identified on Map H. The land to be conveyed to St. Johns County under this Special Condition shall be large enough to accommodate a 10,000 square foot police station and the prototype fire station and horizontal site design improvements being used by the County as of the date of this Development Order taking into account the drainage and retention requirements for the fire station and the police station. The site is anticipated to be approximately three (3) to five (5) acres in size. In

addition to conveyance of the land for the fire station and police station, the Developer or community development district shall either construct a stormwater treatment system on land outside of the site conveyed to the County that would accommodate the drainage and retention requirements from the police station and fire station or enlarge the site as needed to accommodate the required drainage and retention systems. The location of the police station site and the location of the fire station site may be changed by agreement between the Developer and the sheriff and the Developer and Director of Fire Services, respectively, without the need for modification of the DRI.

28. Recreation and Open Space. The Developer shall convey Parcel 20 containing approximately 130 acres to St. Johns County within 60 days of St. Johns County's request for such conveyance. Parcel 20 shall be developed by St. Johns County as a regional park. In addition, the Developer shall provide a minimum of 133 acres of community and neighborhood parks meeting Objective F.1.3 of the St. Johns County Comprehensive Plan. The location of the regional park and four of the community parks is as set forth on Map H. The community parks and recreational improvements to be provided by the Developer pursuant to this Development Order are further described as follows:

- (a) Four community parks with athletic playing fields each containing a minimum of 10 acres shall be constructed adjacent to school sites by the Developer or community development district and may be conveyed to St. Johns County upon completion. The Developer, a community development district, a property owners association or St. Johns County shall maintain the parks for active recreational uses. The Developer, a community development district, or property owners association may provide enhanced maintenance or additional

improvements if dedicated to St. Johns County by written agreement with St. Johns County. Through an impact fee agreement adopted by the Board of County Commissioners, park impact fee credits shall be allowed for the parks conveyed to St. Johns County in accordance with the applicable St. Johns County Impact Fee Ordinance.

- (b) Any park dedicated to St. Johns County shall be accessible to the public at large, and shall not be located within limited access or gated areas controlled by private entities, the property owners association, or CDD.
- (c) The Developer shall construct a 12-foot wide multi-use path adjacent to CR 2209 as CR 2209 is constructed. The multi-use path may be constructed within the right-of-way CR 2209, within the scenic edges associated with CR 2209, or within a combination of the right-of-way and the scenic edges. In addition to the 12-foot multi-use path and the sidewalks constructed in accordance with the requirements of the St. Johns County Land Development Code, the Developer shall cooperate with St. Johns County in the County's efforts to locate a trail within the Florida Power & Light easement that traverses the SilverLeaf DRI.

29. Education. The Developer and the St. Johns County School District agree that the student projection for this DRI is 7,819 K-12 students based upon a formula of 0.83 students per single family unit and 0.55 students per multi family unit. Map H, attached as Exhibit 1, identifies the location and general configuration of four school sites and an academic village site (Parcel 7, 10, 35, 43, and 27). The Developer shall cause a K-8 school to be constructed within the Academic Village site when the population within the SilverLeaf DRI will generate 450 K-8 students and will cause an elementary school to be constructed

on one of the sites identified on Map H and agreed upon by the School District when the SilverLeaf DRI will generate 1,200 K-8 students. The schools will be constructed, financed and leased to the School District in accordance with the terms of a Memorandum of Understanding between the Developer and the School District. In addition, the Developer shall convey all of the other school sites to the School District in accordance with the terms of the Memorandum of Understanding so that schools can be constructed and opened in time to accommodate the school children from the SilverLeaf DRI. Parcel 35 is an optional school site. If Parcel 35 has not been conveyed to the School District pursuant to the terms of the Memorandum of Understanding prior to the commencement of Phase III of the residential portion of the SilverLeaf Plantation development (as measured by building permits), the Developer may provide the School District with an updated study of student generation rates from the first two phases of the DRI. If the updated student generation rates resulting from development of the first two residential phases of the SilverLeaf DRI indicate that Parcel 35 is no longer needed as a school site, then the Developer shall be released from the obligation to convey Parcel 35 to the School District and may develop Parcel 35 with medium density residential uses. The release of Parcel 35 shall not cause a use intended for Parcel 27 to be reduced or removed from Parcel 27. The Developer, School District and St. Johns County intend that the Academic Village site, Parcel 27 as shown on Map H, shall accommodate at least a high school, ninth grade center, middle school or K-8 school, elementary school, community college campus, regional public library, and joint use athletic facility. The Developer, School District, and St. Johns County shall cooperate to plan and develop the Academic Village as an integrated campus accommodating the intended uses. Notwithstanding the above, if any portion of the

Academic Village Parcel is needed by the School District to accommodate school children from the SilverLeaf DRI prior to completion of all agreements and planning necessary for the Academic Village, the Developer shall convey such site to the School District in accordance with the terms of the Memorandum of Understanding. The Developer shall donate the balance of the Academic Village to the appropriate entities such as St. Johns County, when the Academic Village plan has been approved and such entities have committed to proceed with the approved plan for the Academic Village. The Developer has agreed to waive impact fee credits for school sites and school construction in consideration of the undertaking of the School District to be set forth in the Memorandum of Understanding.

30. **Impact Fees.** Impact fee credits towards any present or future impact fees that may be adopted by St. Johns County shall be allowed for any contribution of land, money (including, but not limited to, “proportionate share” or “fair share contributions”) or improvements made by or on behalf of 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, and St. Johns County Impact Fee ordinances 87-57, 87-58, 87-59 and 87-60, as they may be amended. 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 shall be established in the name of the Community Development District. In the event that an owner contributes land for public facilities

(including road right of way) such owner shall be entitled to impact fee credits applicable to land to be developed by such owner. The amount of such credit shall be determined in accordance with applicable law and County ordinances as established by the County. Notwithstanding anything to the contrary in this Development Order, the Developer has agreed to waive impact fee credits for school sites and school construction in consideration of the undertaking of the School District to be set forth in the Memorandum of Understanding.

31. 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 as it may be amended from time to time. The County expressly maintains all rights available to it pursuant to Chapter 190, Florida Statutes, related to the proposed establishment of a Community Development District by the Developer. Any Community Development District for SilverLeaf Plantation approved pursuant to Chapter 190, Florida Statutes 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, 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 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 provide, infrastructure,

projects, systems or facilities set forth in Chapter 190, Florida Statutes, including, without limitation, those in Sections 190.012(1) and (2) Florida Statutes, then the Community Development District independently may satisfy such obligations. To the extent any such obligation under this Development Order is met or performed by the Community Development District, then the Developer shall 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, then such impact fee credits shall be established in the name of the Community Development District.

32. **Historical and Archeological Sites.** Should any regionally significant historical and archaeological resources be discovered in the course of development, the Developer shall immediately notify the Division of Historical Resources (the “Division”). No disruption of the findings shall be permitted until any further studies required by the Division are completed, the Division has rendered a recommendation and a mitigation plan has been agreed upon by the Developer and the Division.

33. **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 shall not affect the approval granted in this Development Order, the other stipulations, or the other portions or sections of the affected stipulations, which shall 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.

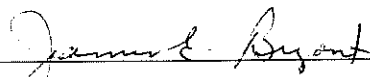
34. **Successor Agencies.** Whenever, within the terms of the stipulations, reference is made to any department, agency, board, commission, or other instruments of the federal, state, or municipal governments, it is understood that such reference shall be construed to mean any future instrumentality 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.
35. **Public Utilities.** Essential public utilities may be allowed within any of the land use categories shown on Map H except conserved wetlands subject to compliance with applicable law.
36. **Incorporation of Recitals.** The Recitals are hereby incorporated by reference.

RENDITION

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

PASSED AND ENACTED by the Board of County Commissioners of St. Johns County, State of Florida, this 20th day of March 2006.

BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA

By: 
Its Chair

ATTEST: Cheryl Strickland, Clerk

By: Wenne King

Title: Deputy Clerk

Adopted Regular Meeting: March 20, 2006

Effective: _____, 2006



EXHIBIT LIST

- Exhibit 1 - Map H, Master Development Plan
- Exhibit 2 - Land Use Exchange Tables
- Exhibit 3 - Land Use Phasing Tables
- Exhibit 4 - Stormwater Pollution Prevention Plan
- Exhibit 5 - Water Quality Monitoring Plan
- Exhibit 6 - Transportation Mitigation Plan



SILVERLEAF PLANTATION

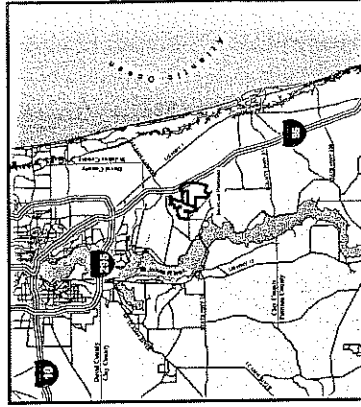
MAP H MASTER DEVELOPMENT PLAN

March 20, 2006

LEGEND



SilverLeaf Plantation



VICINITY MAP

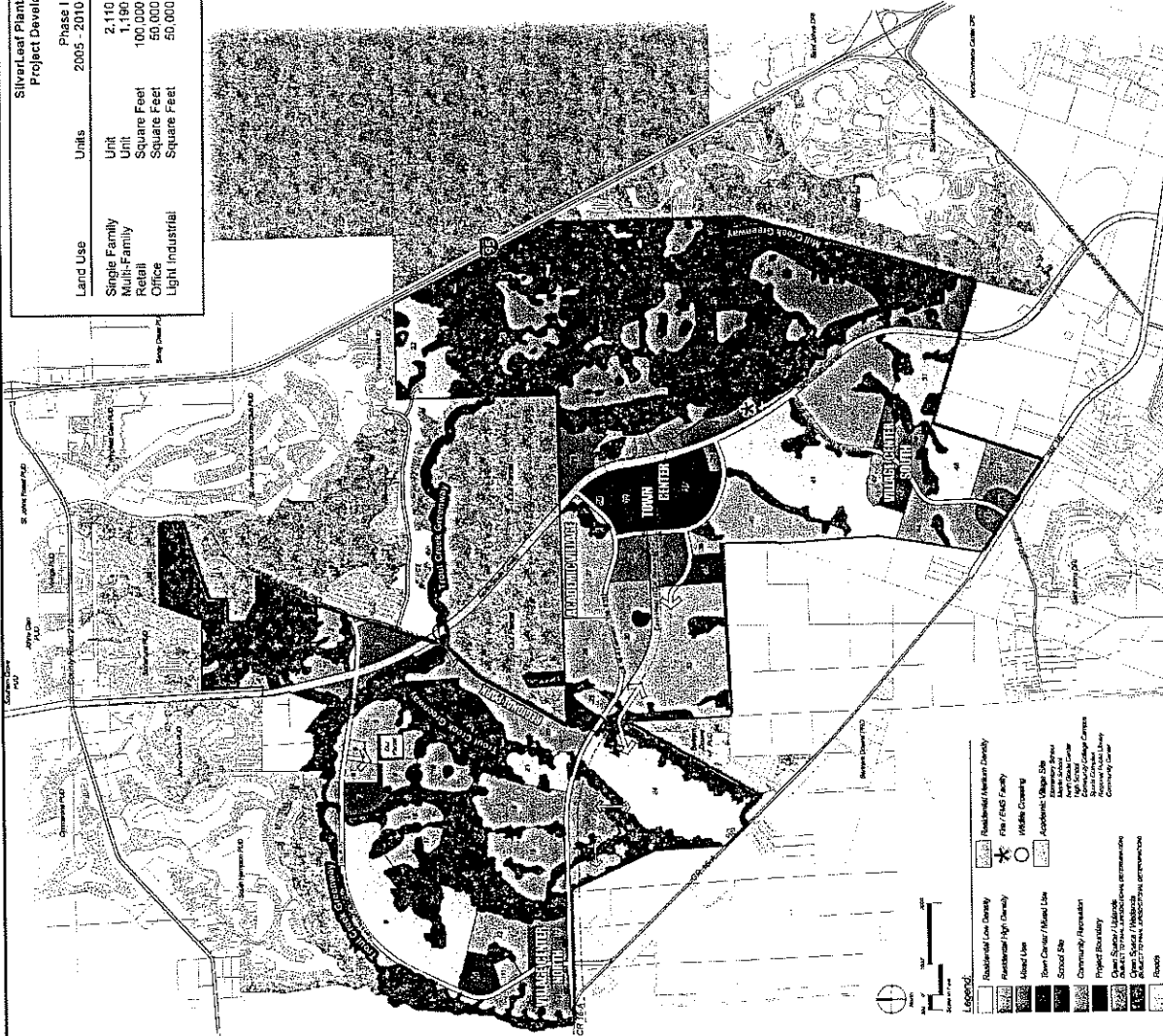


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10000 W. 10th Street, Suite 100, Fort Worth, Texas 76132
Phone: (817) 336-1111 Fax: (817) 336-1112
www.englishthims.com

Silverleaf Plantation DRI Project Development

Land Use	Units	Phase I 2005 - 2010	Phase II 2010 - 2015	Phase III 2015 - 2020	Build-Out
Single Family	Unit	2,110	2,230	2,460	6,800
Multi-Family	Unit	1,190	1,270	1,440	3,900
Retail	Square Feet	100,000	300,000	740,000	1,140,000
Office	Square Feet	50,000	100,000	150,000	300,000
Light Industrial	Square Feet	50,000	70,000	210,000	330,000



Map Document: J:\Projects\03_086\GIS\DA\Silver_Plan_w_Texas_March20_2006.mxd
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Exhibit 2

TABLE 10-1A Land Use Equivalency Table

	Single Family	Multi-Family	Commercial	Office	Light Industrial
TO	(DU)	(DU)	(sf)	(sf)	(sf)
FROM					
Single Family (DU)	1	2.337	NA	NA	NA
Multi-Family (DU)	0.4279	1	NA	NA	NA
Commercial (1,000 sf)	NA	NA	1	1.8993	5.3164
Office (1,000 sf)	NA	NA	0.5265	1	2.7992
Light Industrial (1,000 sf)	NA	NA	0.1881	0.3572	1

Table 10-1B Minimum/Maximum Development Projections

LAND USE	UNITS	MINIMUM	MAXIMUM
Single Family	Dwelling Unit	5,000	8,000
Multi-Family	Dwelling Unit	1,000	6,200
Commercial	Square Feet	500,000	1,250,000
Office	Square Feet	150,000	1,500,000
Light Industrial	Square Feet	50,000	500,000

Exhibit 3

TABLE 10-1 LAND USE BY PHASE¹

LAND USE	UNITS	PHASE I 2005-2010	PHASE II 2010-2015	PHASE III 2015-2020	BUILD-OUT
Single Family (DU)	Units	2,110	2,230	2,460	6,800
Multi-Family (DU)	Units	1,190	1,270	1,440	3,900
Retail (Square Feet)	S.F.	100,000	300,000	740,000	1,140,000
Office (Square Feet)	S.F.	50,000	100,000	150,000	300,000
Light Industrial	S.F.	50,000	70,000	210,000	330,000

¹ For purposes of phasing, single family and townhome residential units shall be accounted for as of the date of recording of a plat. Multi-family and non-residential development shall be accounted for as of the date of construction plan approval.

Exhibit 4

STORMWATER POLLUTION PREVENTION PLAN ("SWPPP")

In order to ensure water quality is maintained and that encroachment into conservation areas is prohibited, the property owner and contractor shall adhere to the following SWPP prior to and during construction-. All work performed within and for SilverLeaf Plantation is to comply with Florida Department of Environmental Protection Non-Point Source and Water Quality Standards.

PRE-CONSTRUCTION ACTIVITIES

Prior to the start of site construction, the property owner or his representative shall conduct a pre-construction conference, which addresses Stormwater Pollution Prevention and Sediment and Erosion Control. At a minimum, the property owner, contractor and design engineer or their representative shall attend the pre-construction conference. Regulatory agencies shall be notified prior to the pre-construction conference regarding the date, time and location of the conference and shall be allowed to attend. The purpose of this conference is to review the site specific details of the SWPPP and identify the individuals responsible for its implementation. In addition, specific conditions of regulatory permits will be reviewed and persons assigned to the monitoring for compliance with these conditions. The pre-construction conference shall be a specific condition in all stormwater management permits issued for the SilverLeaf Plantation project.

CONSTRUCTION ACTIVITIES

The site work contractor shall at a minimum implement the requirements outlined below and those measures shown on the Stormwater Pollution Prevention Plan

(SWPPP) and the erosion and turbidity control plan. In addition, the contractor shall undertake additional measures required to be in compliance with applicable permit conditions and state water quality standards. Depending on the nature of materials and methods of construction the contractor may be required to add flocculants to the detention system prior to discharge to Waters of the State.

Sequence of Major Erosion Control Activities:

The order of activities will be as follows:

1. Install stabilized construction entrance
2. Install silt fences and hay bales as required
3. Clear and grub for diversion swales/dikes and sediment basin
4. Construct sedimentation basin
5. Stock pile top soil if required
6. Stabilize denuded areas and stockpiles as soon as practicable
7. Complete grading and install permanent seeding/sod and planting
8. Remove accumulated sediment from basins
9. Flocculate lake system, if required, to meet water quality standards
10. When all construction activity is complete and the site is stabilized, remove any temporary diversion swales/dikes, silt fences, hay bales and reseed/sod as required.

Note: Vertical construction of buildings will be taking place during all the sequence steps listed above.

Additional Controls

It is the contractor's responsibility to implement the erosion and turbidity controls as shown on the sediment and erosion control plan. It is also the contractor's responsibility to ensure these controls are properly installed, maintained and functioning properly to prevent turbid or polluted water from leaving the project site. The contractor will adjust the erosion and turbidity controls shown on the sediment and erosion control plan and add additional control measures, as required, to ensure the site meets all federal, state and local erosion and turbidity control requirements. The following best management practices will be implemented by the contractor as required by the erosion and sediment control plan and as required to meet the sediment and turbidity requirements imposed on the project site by the regulatory agencies.

Erosion and sediment controls stabilization practices. (See the site specific sediment and erosion control plan for applicability):

1. Straw bale barrier: Straw bale barriers will be used below disturbed areas subject to sheet and rill erosion with the following limitations:
 - a. Where the maximum slope behind the barrier is not greater than 33 percent.
 - b. In minor swales or ditch lines where the maximum contributing drainage area is no greater than 2 acres.
 - c. Where effectiveness is required for less than 3 months.
 - d. ~~Every effort should be made to limit the use of straw~~Straw bale barriers ~~constructed~~shall not be used in live streams or in swales where there is the possibility of a washout. If necessary, measure shall be taken to properly anchor bales to ensure against washout.
2. Filter Fabric Barrier: Filter fabric barriers shall be installed landward of upland buffers. Filter fabric barriers will be used below disturbed areas subject to sheet and rill erosion with the following limitations:

- a. Where the maximum slope behind the barrier is not greater than 33 percent
 - b. In minor swales or ditch lines where the maximum contributing drainage area is no greater than 2 acres.
3. Sod with Filter Fabric: In areas with slopes steeper ~~that~~than 33%, the slope shall be full sodded with sods pinned to the slope. Filter fabric barriers (silt fence) shall be installed at the top and toe of the slope.
4. Brush Barrier with Filter Fabric: Brush barrierbarriers used in accordance with ES BMP 1.025. will be used below disturbed areas subject to sheet and rill erosion where enough residue material is available on site.
5. Level Spreader: A level spreader will be used where sediment-free storm runoff is intercepted and diverted away from the graded areas onto undisturbed stabilized areas. This practice applies only in those situations where the spreader will be constructed on undisturbed soil and the area below the level lip is stabilized. The water should not be allowed to reconcentrate after release.
6. Stockpiling Material: No excavated material shall be stockpiled in such a manner as to direct runoff directly off the project site into any adjacent water body or stormwater collection facility.
7. Exposed Area Limitation: The surface area of open, raw erodible soil exposed by clearing and grubbing operations or excavation and tilling operations shall not exceed 10 acres. This requirement may be waived for large project with an erosion control plan, which demonstrates that opening of additional areas, will not significantly affect off site deposit of sediments.

8. Inlet Protection: Inlets and catch basins which discharge directly off-site shall be protected from sediment-laden storm runoff until the completion of all construction operations that will contribute sediment to the inlet.
9. Temporary Seeding: Areas opened by construction operations and that are not anticipated to be re-excavated or dressed and receive final grassing treatment within 30 days shall be seeded with a quick growing grass species which will provide an early cover during the season in which it is planted and will not later compete with the permanent grassing.
10. Temporary Seeding and Mulching: Sloped steeper than 6:1 that fall within the category established in Paragraph 8 above shall additionally receive mulching of approximately 2 inches loose measure of mulch material cut into the soil of the seeded area adequate to prevent movement of seed and mulch.
11. Temporary Grassing: The seeded or seeded and mulched area(s) shall be rolled and watered or hydromulched or other suitable methods if required to assure optimum growing conditions for the establishment of a good grass cover.
12. Temporary Regrassing: If, after 14 days from seeding, the temporary grassed areas have not attained a minimum of 75 percent good grass cover, the area will be reworked and additional seed applied sufficient to establish the desired vegetative cover.
13. Maintenance: All features of the project designed and constructed to prevent erosion and sediment shall be maintained during the life of the construction so as to function as they were originally designed and constructed.

14. Permanent Seeding: areas, which have been disturbed by construction, will, as a minimum, be seeded. The seeding mix must provide both long-term vegetation and rapid growth seasonal vegetation. Slopes steeper than 4:1 shall be seeded and mulched or sodded.
15. Temporary Diversion Dike: Temporary diversion dikes will be used to divert runoff through a sediment trapping facility.
16. Temporary Sediment Trap: A sediment trap is usually installed in a drainage way at a storm drain inlet or at other points of discharge from a disturbed area with the following limitations;
- a. The sediment trap will be constructed either independently or in conjunction with a temporary diversion dike.
17. Sediment Basin: Sediment Basin(s) will be constructed at the common drainage locations that serve an area with 10 or more disturbed acres at one time. The proposed stormwater ponds (or temporary ponds) will be constructed for use as sediment basins. These sediment basins must provide a minimum of 3,600 cubic feet of storage per acre drained until final stabilization of the site. The 3,600 cubic feet of storage area per acre drained does not apply to flows from offsite areas and flows from onsite areas that are either undisturbed or have undergone final stabilization where such flows are diverted around both the disturbed area and the sediment basin.

Site Maintenance Activities

Waste Disposal

Waste Materials

All waste materials except land clearing debris shall be collected and stored in a securely lidded metal dumpster. The dumpster will meet all local and state solid waste management regulations. The dumpster will be emptied as needed and the trash will be hauled to a state approved landfill. All personnel will be instructed regarding the correct procedure for waste disposal. Notices stating these practices will be posted at the construction site by the site superintendent, the individual who manages the day to day site operations, will be responsible for seeing that these procedures are followed.

Hazardous Waste

All hazardous waste materials will be disposed of in the manner specified by local or state regulation or by the manufacturer. Site personnel will be

instructed in these practices and the site superintendent, the individual who manages day to day site operations, will be responsible for seeing that these practices are followed.

Sanitary Waste

All sanitary waste will be collected from the portable units as needed to prevent possible spillage. The waste will be collected and disposed of in accordance with state and local waste disposal regulations for sanitary sewer or septic systems.

Offsite Vehicle Tracking

A stabilized construction entrance will be provided to help reduce vehicle tracking of sediments. The paved street adjacent to the site entrance will be

swept daily to remove any excess mud, dirt or rock tracked from the site.

Dump trucks hauling material from the construction site will be covered with

a tarpaulin. Offsite vehicle tracking to comply with ES BMP

1.02.(Construction Road and Driveway Stabilization).

Spill Prevention Plan

Material Management Practices

The following are the material management practices that will be used to reduce the risk of spills or other accidental exposure of materials and substances to stormwater runoff.

Good Housekeeping

The following good housekeeping practices will be followed onsite during the construction project:

- An effort will be made to store only enough product required to do the job.
- All materials stored onsite will be stored in a neat; orderly manner in their appropriate containers and, if possible, under a roof or other enclosure.
- Products will be kept in their original containers with the original manufacturer's label.
- Substances will not be mixed with one another unless recommended by the manufacturer.
- Whenever possible, all of a product will be used up before disposing of the container.
- Manufacturer's recommendations for proper use and disposal will be followed.
- The site superintendent will inspect daily to ensure materials onsite receive proper use and disposal.

Hazardous Products

These practices are used to reduce the risks associated with hazardous materials:

- Products will be kept in original containers unless they are not resealable.
- Original labels and material safety data will be retained; they contain important product information.
- If surplus product must be disposed of, manufacturers or local and state recommended methods for proper disposal will be followed.

Product Specific Practices

The following product specific practices will be followed onsite:

Petroleum Products

All onsite vehicles will be monitored for leaks and receive regular preventive maintenance to reduce the chance of leakage. Portable petroleum storage tanks shall not be placed within 200 feet of a wetland or water body including stormwater management ponds, unless secondary containment is provided. Petroleum products will be stored in tightly sealed containers which are clearly labeled. Any asphalt substances used onsite will be applied according to the manufacturer's recommendations.

Fertilizers

Fertilizers used will be applied only in the minimum amounts recommended by the manufacturer. Once applied, fertilizer will be worked into the soil to limit exposure to stormwater. Storage will be in a covered area. The contents of any partially used bags of fertilizer will be transferred to a sealable plastic bin to avoid spills.

Paints

All containers will be tightly sealed and stored when not required for use. Excess paint will not be discharged to the storm sewer system but will be properly disposed of according to manufacturer's instructions or state and local regulations.

The site superintendent responsible for the day to day site operations will be the spill prevention and cleanup coordinator. He/she will designate at least one other site personnel who will receive spill prevention and cleanup training. These individuals will each become responsible for a particular phase of prevention and clean up. The names of responsible spill personnel will be posted in the material storage area and if applicable, in the office trailer onsite.

MAINTENANCE/INSPECTION PROCEDURES

Erosion and Sediment Control Inspection and maintenance Practices

The following are inspection and maintenance practices that will be used to maintain erosion and sediment controls:

- All control measures will be inspected by the site superintendent, the person responsible for the day to day site operation or someone appointed by the site superintendent, at least once a week and following any storm event of 0.25 inches or greater.
- All turbidity control measures will be maintained in good working order; if a repair is necessary, it will be initiated within 24 hours of report.
- Built up sediment will be removed from silt fence when it has reached one third the height of the fence.
- Silt fence will be inspected for depth of sediment, tears, to see if the fabric is securely attached to the fence posts, and to see that the fence posts are firmly in the ground.

- The sediment basins will be inspected for the depth of sediment, and built up sediment will be removed when it reaches 10 percent of the design capacity or at the end of the job.
- Diversion dikes/swales will be inspected and any breaches promptly repaired.
- Temporary and permanent seeding and planting will be inspected for bare spots, washouts, and healthy growth.
- A maintenance inspection report will be made after each inspection. A copy of the report form to be completed by the inspector will be attached to the contract. The reports will be kept on site during construction and shall be available upon request to the owner, the owner's engineer or any federal, state or local agency responsible for monitoring sediment and erosion plans, or stormwater management plans. The reports shall be made and retained as part of the stormwater pollution prevention plan for at least three years from the date that the site is finally stabilized and the notice of termination is submitted. The reports shall identify any incidents of non-compliance.
- The site superintendent will select up to three individuals who will be responsible for inspections, maintenance and repair activities, and filling out the inspection and maintenance report.
- Personnel selected for inspection and maintenance responsibilities will receive training from the site superintendent. They will be trained in all the inspection

and maintenance practices necessary for keeping the erosion and sediment controls used onsite in good working order.

NON-STORMWATER DISCHARGES

It is expected that the following non stormwater discharges will occur from the site during the construction period:

- Water from water line flushing
- Pavement wash waters (where no spills or leaks of toxic or hazardous materials have occurred).
- Uncontaminated groundwater (from dewatering excavation).

All non stormwater discharges will be directed to the sediment basin prior to discharge.

Exhibit 5

WATER QUALITY MONITORING PLAN

Part I Introduction

As a condition of the Development of Regional Impact (DRI) Development Order for SilverLeaf Plantation, Florida Department of Environmental Protection (FDEP) has required the Developers, White's Ford, SJP, LLC and J&N Ventures, LLC., to conduct a surface water quality monitoring program. The Developer proposes the following Water Quality Monitoring Plan (WQMP) for SilverLeaf Plantation. This program is designed to establish baseline conditions and to monitor water quality throughout the development of the property.

Part II Scope

A. Location of Sampling Stations

Two sampling stations for SilverLeaf Plantation 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. Trout Creek and its associated wetlands comprise the boundary between SilverLeaf Plantation and other noteworthy developments, such as the South Hampton development, the Johns Creek development, the Stonehurst development, the Southlake development, and St. Johns Golf and Country Club. Therefore, let it be stated that the monitoring data derived from this study is not necessarily indicative of the effects relating to the development to the SilverLeaf Plantation. The sampling stations are designated as follows:

- Station TC-2. Within Trout Creek, along the north boundary of SilverLeaf Plantation property, northeast of St. Johns County Rd 16A. This freshwater station receives discharge from the watershed north of the SilverLeaf development, and is representative of water quality conditions entering the site.

- Station TC-1. Within Trout Creek, along the southwestern boundary of the property, and it is approximately 150 feet upstream of St. Johns County Rd 16A. This freshwater station receives discharge from the SilverLeaf development, and is representative of water quality conditions exiting the site.

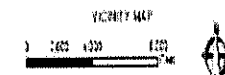
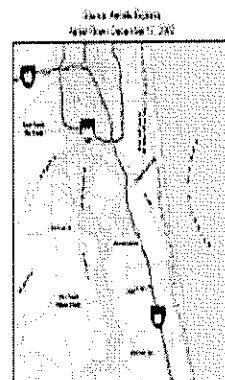
Figure 1



**EXHIBIT 1
WATER QUALITY
MONITORING STATIONS**

LEGEND

- County of Madison
- ★ Water Quality Monitoring Station



B. Baseline Monitoring Program

Two baseline (pre-development) water quality-sampling events (one wet and one dry) will be conducted, commencing no more 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 SilverLeaf Plantation 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, including bioassessment of benthic macroinvertebrate communities, will be monitored at each of the two stations.

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 interval 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

Water quality will be monitored throughout development of SilverLeaf. The construction-phase monitoring program has been designed to identify any impacts, trends or changes in water quality occurring since the baseline monitoring events.

The construction-phase monitoring program will comprise semi-annual sampling events of the same parameters and at the same stations as the baseline sampling events (Table 1) for all parameters except benthic macroinvertebrate community sampling shall only be sampled annually.. All parameters, including bioassessment of benthic macroinvertebrate communities, will be monitored at both stations. Bioassessment of benthic macroinvertebrate communities will occur at stations TC-1 and TC-2 on an annual basis.

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

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
Ortho-phosphate	mg/L	EPA 365.1
Total Nitrogen	mg/L	TKN+NO ₃ /NO ₂
NH ₃ Ammonia	mg/L	EPA 350.1
Chlorophyll A	mg/L	SM10200H
<u>Bacteria</u>		
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.

Part 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 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 field data capture sheets (Attachment A). Weather data will include 24-hour antecedent rainfall (based on data recorded at Jacksonville Naval Air Station, 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 physio-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 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 testing 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 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. Composite 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. 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 testing 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 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 testing personnel will be removed for inclusion in a Reference Collection. All specimens will be properly labeled and retained by testing personnel 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.

Part 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 Council (NEFRC).

B. Semi-Annual Reports

Reports for each 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 semi-annual monitoring events will be submitted semiannually to FDEP for review.

C. Annual Reports

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

Part 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.

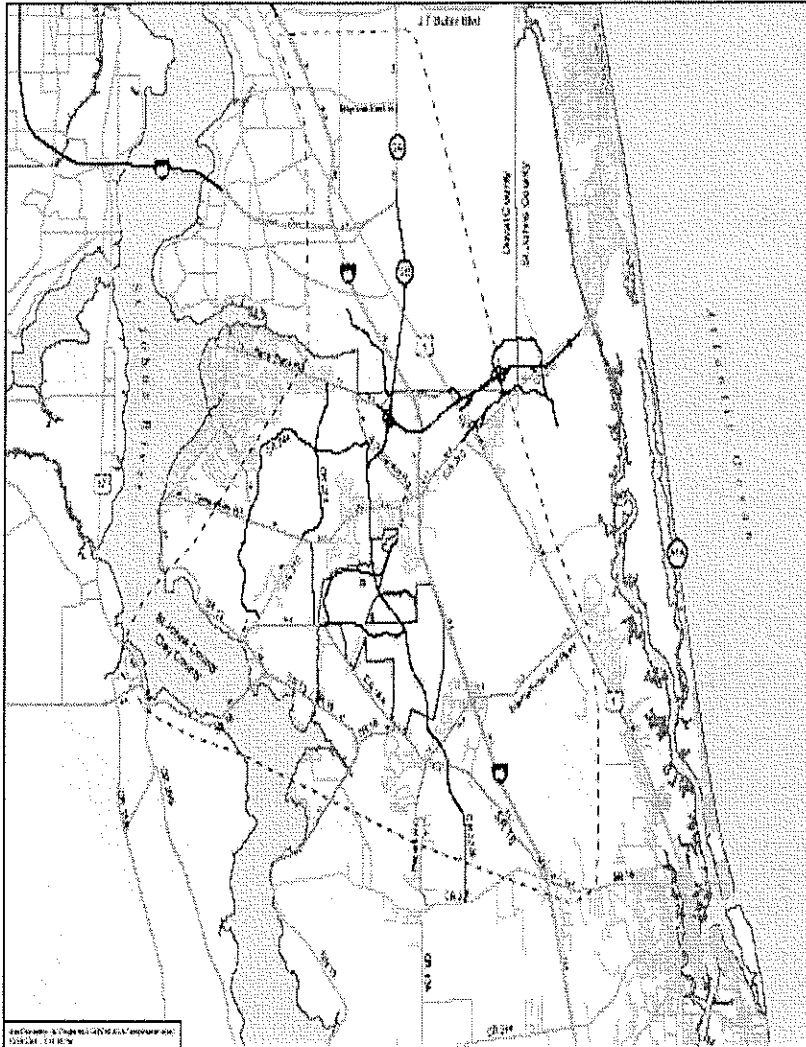
Exhibit 6

Revised Mitigation Plan 2004 Costs 2nd Sufficiency v/s. Transportation Mitigation

**Revised Table 21-23
SilverLeaf Plantation DRI Application for Development Approval
Proposed Transportation Mitigation Plan**

Roadway	Limits	Road Type	Length (mi)	Improvement	Total Project Cost in \$FY 05/06
Phase 1 Transportation Mitigation					
CR 2209 (North-South Corridor)	International Golf Pkwy to CR 210	Rural	7.36	Construct 6 Lanes	\$ 86,440,384
Leo Maguire Pkwy Extension	SilverLeaf Parcel 7 to Existing Leo Maguire Pkwy	Urban	1.19	Construct 4 Lanes	\$ 12,508,668
CR 18A Extension	Academic Village to CR 2209	Urban	0.96	Construct 4 Lanes	\$ 10,139,992
SR 16 Connector	Village Center South to CR 2209 (N-S Corridor)	Urban	0.95	Construct 4 Lanes	\$ 10,139,992
Phase 1 Total					\$ 98,238,036
Phase 2 Transportation Mitigation					
SR 16 Connector	SR 16 to Village Center South	Urban	0.64	Construct 4 Lanes	\$ 6,844,443
Leo Maguire Pkwy Extension	CR 16A to SilverLeaf Parcel 7	Urban	2.46	Construct 4 Lanes	\$ 25,587,877
CR 16A Extension	CR 16A to Leo Maguire Pkwy Ext	Urban	0.30	Construct 2 Lanes	\$ 1,995,721
Phase 2 Total					\$ 34,429,041
Phase 1 + 2 Total					\$ 132,667,077
Phase 3 Transportation Mitigation					
CR 16A Extension	CR 16A to Academic Village	Urban	2.14	Construct 2 Lanes	\$ 14,243,273
Phase 3 Total					\$ 14,243,273
Grand Total					\$ 146,910,350

Exhibit 6 (Cont'd)



**SILVERLEAF
PLANTATION**

**MAP J14
PROPOSED
TRANSPORTATION
MITIGATION PLAN**

LEGEND

- 252 Highway Line ID
- Existing
- Proposed
- Intersections
- Primary Transportation Impact Area Boundary
- Silverleaf Plantation
- Florida Interstates
- Street Centerlines

0 125 250 Feet
1 inch equals 275 feet

England-Thorny & Millar, Inc.
CIVIL ENGINEERS AND ARCHITECTS
10000 W. US Highway 1, Suite 100, St. Johns County, Florida 32093
(407) 291-1111

I HEREBY CERTIFY THAT THIS DOCUMENT
IS A TRUE AND CORRECT COPY AS APPEARS
ON RECORD IN ST. JOHNS COUNTY, FLORIDA
WITNESS MY HAND AND OFFICIAL SEAL
THIS 24th DAY OF March 2006
CHERYL STRICKLAND, CLERK
Ex-Officio Clerk of the Board of County Commissioners

BY: Yvonne King D.C.

