

**ST. JOHNS COUNTY
RESOLUTION NO. 97-77
A DEVELOPMENT ORDER
FOR
ST. AUGUSTINE CENTRE
A DEVELOPMENT OF REGIONAL IMPACT**

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

WHEREAS, on October 23, 1996, St. Augustine Associates, hereinafter referred to as the "Applicant" or the "Developer," filed an application for development approval (ADA), pursuant to Section 380.06, Florida Statutes (F.S.), for the St. Augustine DRI on certain real property more specifically described in Exhibit 1 hereto, hereinafter referred to as the "DRI Property"; and

WHEREAS, St. Augustine Associates is the owner of the DRI Property and has the authority to file the ADA and obtain a development order for the DRI property; and

WHEREAS, the authorized agent for the Applicant is Frank J. Cannon, St. Augustine Associates, 2180 West State Road 434, Suite 6184, Longwood, Florida 32779; and

WHEREAS, the Applicant has duly provided complete copies of the ADA and all information for sufficiency responses to the Florida Department of Community Affairs, Northeast Florida Regional Planning Council, and St. Johns County; and

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

WHEREAS, the ADA was reviewed by the Northeast Florida Regional Planning Council as required by Section 380.06, F.S. (1995), and the Council recommended that the application be approved, with conditions; and

WHEREAS, the St. Johns County Board of County Commissioners has duly noticed and on May 13, 1997, held a public hearing on the application as required by Section 380.06, F.S., and afforded the public and all affected parties an opportunity to be heard and present evidence.

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. The proposed DRI is not in an area designated as an Area of Critical State Concern pursuant to the provisions of Section 380.05, F.S.

2. The proposed DRI is consistent with the State Comprehensive Plan.

3. The proposed DRI is consistent with and does not unreasonably interfere with the achievement of the objectives of the 1989 adopted State Land Development Plan.

4. The proposed DRI is consistent with the adopted St. Johns County local comprehensive plan and local land development regulations.

5. The proposed DRI is consistent with the report and recommendations of the Northeast Florida Regional Planning Council issued pursuant to Section 380.06, F.S.

NOW, THEREFORE, BE IT ORDERED AND RESOLVED by the Board of County Commissioners of St. Johns County, Florida, in public meeting duly constituted and assembled on May 13, 1997, that the application for development approval (ADA) for the St. Augustine Centre DRI is hereby approved, subject to the following terms and conditions.

GENERAL CONDITIONS

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

2. The DRI shall consist of no more than: 126.6 acres and 1,065,132 gross square feet of retail service use (including 763,732 gross square feet of outlet retail use with 4,946 parking spaces; 2,280 movie theater seats with up to 10 screens and 446 parking spaces; 400 hotel rooms; 614 multifamily residential units; 35.6 acres and 540,000 gross square feet of industrial use with 310 parking spaces; and 87 acres of open space. Development shall be located as shown on the Master Development Plan, attached hereto as Exhibit 2 and incorporated herein by reference.

3. The DRI shall consist of three phases, as set forth in Exhibit 3 attached hereto and incorporated by reference. Physical development (as defined in Section 380.04, F.S.) of the DRI shall commence within two (2) years of the effective date of this development order; however, this time period shall be tolled during the period of any appeal pursuant to Section 380.07, F.S., or if the Applicant has not yet received necessary permits allowing commencement of development for any reason beyond the Applicant's control. The projected buildout date for all development is December 31, 2006. The DRI termination and DRI development order

expiration dates also are established as December 31, 2006. Any extensions of the DRI buildout, termination or expiration dates shall be governed by the provisions of Section 380.06(19)(c), F.S. (1996).

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

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

6. The St. Augustine Centre DRI as approved in this development order shall not be subject to downzoning or reduction of approved land uses before December 31, 2006, unless the Applicant consents to such change or St. Johns County demonstrates that substantial changes in the conditions underlying the approval of this development order have occurred, or that the development order was based on substantially inaccurate information provided by the Applicant, or that the change is clearly established by St. Johns County to be essential to the public health, safety and welfare.

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

8. The Applicant or its successors or assigns, shall submit an annual report on each anniversary date of the adoption of this development order, beginning in 1998, until the completion of the DRI. The report shall be submitted to St. Johns County, the Northeast Florida Regional Planning Council, Florida Department of Community Affairs, Florida Department of

Environmental Protection, St. Johns River Water Management District, Florida Game and Fresh Water Fish Commission, and any other affected permit agencies. Form RPM-BSP-ANNUAL REPORT-1 of the Florida Department of Community Affairs, as amended from time to time, may be used for the format of this report. In accordance with Section 380.06(18), F.S. (1996), failure to file an annual report in a timely manner may result in the temporary suspension of this development order. The annual report shall address the following:

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

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

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

(d) Identification and intended use of lands purchased, leased or optioned by the developer adjacent to the original DRI site since the development order was issued;

(e) A specific assessment of the developer's and the local government's compliance with each individual condition of approval contained in the DRI development order and the commitments which are contained in the Application for Development Approval and subsequent sufficiency responses and which have been identified by the local government, the Regional Planning Council or the Department of Community Affairs as being significant;

(f) Any known incremental DRI applications for development approval or requests for a substantial

deviation determination that were filed in the reporting year and to be filed during the next year;

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

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

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

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

(k) Traffic reports shall be submitted to the Florida Department of Transportation (FDOT) District Urban Office in Jacksonville and the Regional Planning Office in St. Augustine, as well as the St. Johns County Planning Department, Northeast Florida Regional Planning Council, and the Department of Community Affairs. The first traffic report shall be due concurrently with the first annual report and then annually thereafter until project buildout, unless otherwise agreed to by the Regional Planning Council and the Department of Community Affairs. The following information shall be included:

- i. A description of current development by land use, type, location, and amount of square footage, along with the proposed construction schedule for the ensuing 12 month period, and appropriate maps.

- ii. Traffic counts, turning movements, and actual levels of service for the past 12 months and projected for the ensuing 12 months, including traffic estimates for the following roads and intersections. The report shall distinguish between St. Augustine Centre DRI traffic and total traffic volumes.

- I-95

From C.R. 210 to International Golf Parkway

From International Golf Parkway to S.R. 16

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

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

- S.R. 16

From C.R. 16A to International Golf Parkway

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

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

From C.R. 208 to I-95

From I-95 to project entrance

From project entrance to Four Mile Rd.

From Four Mile Rd. to Woodlawn

From Woodlawn to Masters Dr.

From Masters Dr. to Lewis
Speedway

From Lewis Speedway to U.S. 1

- C.R. 208

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

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

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

- iii. Daily and p.m. peak hour trip generation rates from the outlet retail use component of the project. The Applicant shall be responsible for calculating the trip generation from the occupied portion of the outlet retail use based on square footage occupied and the actual observed traffic counts from the outlet retail use. Specific related annual report requirements are included in the specific transportation conditions.
- iv. In addition, the annual report shall include the Special Annual Traffic Level of Service Monitoring Report described in the special conditions of this development order, if required for that reporting year.

(l) A statement certifying that the Northeast Florida Regional Planning Council (with appropriate filing fee), the Florida Department of Community Affairs, St. Johns County, Florida Department of Transportation, Department of Environmental

Protection, St. Johns River Water Management District, Florida Game and Fresh Water Fish Commission, and the other affected permit agencies have been sent copies of the annual report in conformance with Subsections 380.06(15) and (18), Florida Statutes.

9. Notice of the adoption of this development order or any subsequent amendment to it shall be recorded by the Applicant in accordance with Sections 28.222 and 380.06(15)(f), F.S. (1995), with the Clerk of the Circuit Court of St. Johns County, Florida. Recordation of this notice shall not constitute or provide actual or constructive notice of a lien, cloud or encumbrance of the DRI Property. The conditions of this Development Order shall run with the land and bind the successors and assigns of the Applicant on the DRI Property. Any contract or agreement for sale of those interests by the Applicant for all or any part of the property subject to this Development Order shall contain a legend substantially in the following form clearly printed or stamped thereon:

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

10. The Applicant shall submit simultaneously to St. Johns County, the Northeast Florida Regional Planning Council and Florida Department of Community Affairs any applications for proposed changes to the DRI and shall comply with the requirements of Section 380.06(19), F.S. (1996), concerning substantial deviations.

SPECIAL CONDITIONS

Vegetation and Wildlife

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

Wetlands

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

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

Water Supply

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

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

Soils

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

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

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

Transportation

8. For the purposes of the transportation conditions, Phase 1 is separated into subphases (1A and 1B). The Transportation Subphase 1A consists of 340,000 square feet of outlet retail service (or its external trip equivalent as approved by the DCA, FDOT, NEFRPC and St. Johns County (hereinafter "traffic reviewing agencies").) Transportation Subphase 1B contains the balance of Phase 1 development as set forth on Exhibit 3.

(a) Prior to the construction of outlet retail use of greater than 340,000 square feet, the Applicant shall provide a traffic impact study approved by the traffic reviewing agencies. The study shall address the p.m. peak hour and daily trip generation rates from the outlet retail use and "passerby" traffic rates. In addition, the Applicant shall analyze the trip distribution and assignment percentages from the outlet retail use. This study shall analyze the number of DRI trips that are captured from I-95 traffic and the

actual trip distribution and assignment percentages through a comprehensive patron survey and license plate survey.

(b) If, upon review of this study, the traffic reviewing agencies determine that (1) the net effects of (a) the measured trip generation rates for the outlet retail use square footage and the latest Institute of Transportation Engineers trip generation rates for other DRI land uses and (b) the measured passerby capture rate results in more than 15% increase in external project trips on I-95 as projected in the ADA/Sufficiency Response, or (2) measured project traffic distribution and assignment differs from estimated project trip assignment such that net new external trips on I-95 exceed those estimated in the ADA/Sufficiency Response by more than 15% or (3) traffic from the DRI will utilize greater than 5% of the adopted LOS service volume of I-95 at buildout of Transportation Subphase 1B or (4) S.R. 16 from Inman Road to the I-95 west ramps or the I-95 ramps will be operating unacceptably prior to completion of Transportation Subphase 1B, then no building permits shall be issued for development of more than 340,000 square feet of outlet retail use and any other portion of the project until the Applicant has reanalyzed traffic impacts based on the measured trip generation rate approved by the traffic reviewing agencies and the measured passerby capture rate and trip distribution. The development order shall be amended to provide adequate mitigation for the projected impacts for Transportation Subphase 1B and DRI Phases 2 and 3, which mitigation shall meet the requirements of Rule 9J-2.045, Florida Administrative Code (1997), the Transportation Uniform Standard Rule.

(c) However, if the Applicant and the traffic reviewing agencies determine that the net effect of the measured trip generation rate, the measured passerby capture rate, and the measured traffic distribution and assignment results in 15% fewer external project trips than estimated in the ADA/Sufficiency Response, then the Applicant shall reflect those revised factors in the annual monitoring analysis and may apply for revised mitigation requirements in the Development Order through the Notice of Proposed Change (NOPC) process.

9. The Applicant shall mitigate for the following needed traffic improvements for Transportation Subphases 1A and 1B of the DRI in the manner set forth in the specific conditions following this paragraph.

<u>Facility</u>	<u>Needed Improvement</u>
1. S.R. 16: From C.R. 16 A to International Golf Parkway	Widen existing 2 lanes to 4 lanes
From International Golf Parkway to Outlet Mall Entrance	Widen existing 2 lanes to 4 lanes
2. S.R. 16 & I-95 ramps	a. West: Add additional southbound left turn and/or right turn lanes on ramp
3. S.R. 16 at Inman Road	a. Signalize intersection b. Add southbound left turn lane
4. S.R. 16 and project entrance	Construct improvements as required and approved by FDOT permits

10. No building permits shall be issued for Transportation Subphase 1B, or DRI Phases 2 and 3 unless the four-lane improvement of the two-lane segment of S.R. 16 from C.R.

16A to International Golf Parkway and the two-lane segment of S.R. 16 from International Golf Parkway to the existing Outlet Mall Entrance west of I-95 is completed, under construction, or the construction phase of these improvements is adopted in the first three years of the FDOT Five-Year Work Program. In the alternative, however, these two segments of S.R. 16 may be subject to the annual level of service monitoring and mitigation approach of the Special Annual Traffic Level of Service Monitoring Report, as described for below in paragraph 16, prior to commencement of Transportation Subphase 1B, as well as prior to DRI Phases 2 and 3. In addition, no building permits shall be issued for Transportation Subphase 1B or DRI Phases 2 and 3 unless the Applicant has provided an analysis of the operating conditions of the eastern I-95 and S.R. 16 northbound exit ramp based on a methodology and results acceptable to FDOT and amended the development order to provide adequate mitigation that is required as a result of such analysis. Adequate mitigation shall be consistent with the requirements of Rule 9J-2.045, F.A.C. (1997).

11. No certificates of occupancy for any portion of the DRI shall be issued unless adequate additional lanes (i.e., left turn and/or right turn lanes to prevent queues of existing vehicles from impacting the mainline of I-95) on the I-95/S.R. 16 southbound exit ramp are constructed and operational, and the Applicant hereby commits to fund such improvements. These additional lanes shall be of a sufficient length to separate right turning movements from left turning movements.

12. The Applicant also shall be responsible for the full cost of and shall cause or be responsible for the construction of any S.R. 16/Inman Road and S.R. 16/project entrance improvements required for Transportation Subphases 1A and 1B, as set forth above, and hereby

commits to fund such improvements. No certificates of occupancy for any portion of the DRI shall be issued until the intersection improvements sufficient to accommodate Transportation Subphases 1A and 1B traffic are operational.

13. If approved by FDOT, the entrance on S.R. 16 should be a directional right-in/or right-out-only, eliminating the need for a traffic signal and/or median opening at this location, or shall adhere to other access provisions that may be permitted by the FDOT under a FDOT access management permit. The Applicant shall work with FDOT in developing an access plan for the project to determine median closures and permitted access points. No vertical development shall occur until the project has received all applicable access management/driveway permits from FDOT.

14. The Applicant also shall be responsible for the cost of all other site-related improvements (including, but not limited to, channelization, signalization and turn lanes), including Inman Road access improvements.

15. Subject to the results of the traffic impact study and other requirements of paragraph 8 above, the additional traffic improvements set forth in Exhibit 4 hereto and in this paragraph are presently projected to be required for Phases 2 and 3. The Applicant must satisfy either the requirements of this paragraph or the alternative level-of-service monitoring approach set forth in the next paragraph 16 to adequately mitigate the traffic impacts of Phases 2 and 3 of the project.

- (a) No building permits for Phases 2 and 3 of this project shall be issued unless the six-lane improvement of I-95 from International Golf Parkway to S.R. 207 is completed, under construction, or the construction phase is adopted in the first three years of the FDOT Five-Year Work Program.

- (b) The Applicant shall be required to conduct an additional comprehensive traffic study (in addition to the requirements of paragraphs 8 and 10 above) of the I-95/S.R. 16 interchange to assess operational conditions prior to issuance of any building permits for Phase 2. The ramp analysis study shall be based on a methodology approved by FDOT, which shall (1) provide written concurrence to the NEFRPC and DCA as to the adequacy of the study and the resulting recommendations and (2) assess any need for an Interchange Modification Report. If FDOT determines that additional improvements to the I-95/S.R. 16 ramp system are necessary because of development proposed in Phases 2 and 3 of the project, no building permits shall be issued for Phases 2 and beyond until the improvements are completed, under construction, or included in the first three years of the FDOT Five-Year Work Program.
- (c) No building permits for development in Phases 2 and 3 of this project shall be issued unless the six-lane improvement of S.R. 16 from C.R. 208 to Four Mile Road is complete, under construction, or the construction phase is adopted in the first three years of the FDOT Five-Year Work Program. In addition, the Applicant beginning in Phase 2 shall annually monitor the segment of S.R. 16 from Four Mile Road to Masters Drive to determine whether six-laning of that segment is also required as a result of "significant" and "adverse" impact (as defined in paragraph 16) from the DRI, and if so, no building permits for development in Phases 2 and 3 shall be issued until the six-lane improvement of

that segment is complete, under construction or the construction phase is adopted in the first three years of the FDOT Five-Year Work Program.

- (d) No building permits for development in Phases 2 and 3 of this project shall be issued unless the six-lane improvement of S.R. 16 from Masters Drive to U.S. 1 in St. Augustine is complete, under construction, or the construction phase is adopted in the first three years of the FDOT Five-Year Work Program.
- (e) No building permits for Phase 2 and Phase 3 shall be issued unless the widening of S.R. 207 from Vermont Blvd. to I-95 for four-lanes is completed, under construction, or the construction phase is adopted in the first three years of the FDOT Five-Year Work Program.
- (f) No building permits for development in Phases 2 and 3 of the project will be issued until the four-laning of C.R. 208 from C.R. 13A to S.R. 16 is complete, under construction, or funding is committed and the project is in the first three years of the County's Capital Improvement Element and there is a dedicated source of funding. If the service volume for the segment of C.R. 208 has been redesignated in the County's Traffic Circulation Element such that the segment of C.R. 208 will be operating acceptably through project buildout, development of Phases 2 and 3 will not be affected by the status of this segment.
- (g) The Applicant shall be responsible for monitoring the status of the level of service standard for the segments of I-95 from S.R. 207 to C.R. 210. Unless and until the level of service standard for these segments is modified to reflect a different area type and these segments of I-95 will operate at an acceptable level of

service, no building permits will be issued for development in Phase 3 unless an adequate parallel facility, as determined by FDOT, or an eight-lane improvement of I-95, consistent with FDOT requirements and policies for eight-lane facilities, from S.R. 16 to International Golf Parkway is complete, under construction, or the construction phase is adopted in the first three years of the FDOT Five-Year Work Program. In addition, subject to the other requirements of Rule 9J-2.045, F.A.C., adequate mitigation under this paragraph or paragraph 18 may include right-of-way donations for I-95 if I-95 expansion is later deemed the preferred mitigation approach.

- (h) No building permits for Phase 3 of the project shall be issued unless six-lane improvements of U.S. 1 from San Marco Ave. to the South City Limits is completed, under construction, or the construction phase is included in the first three years of the FDOT Five-Year Work Program. If these conditions cannot be met, the Applicant may pay the proportionate share of the cost of improvements pursuant to all the requirements of Rule 9J-2.045, Florida Administrative Code (1997).

16. Subject to the results of the traffic impact study and other requirements of paragraph 8 above, the conditions set forth above in paragraphs 10 and 15 will adequately address mitigation for the DRI transportation impacts presently projected in Transportation Subphase 1B and DRI Phases 2 and 3. However, as an alternative to satisfaction of those conditions, the Applicant may meet the requirements of this paragraph. Under this alternative approach, the actual need for these improvements may be assessed by the Applicant through the level of service monitoring mitigation measures set forth below.

(a) Prior to issuance of building permits for the earliest transportation subphase or DRI phase for which this alternative is elected by the Applicant and annually thereafter through DRI buildout, on the anniversary date of the first such report, the Applicant shall prepare an annual traffic monitoring report ("Special Annual Traffic Level of Service Monitoring Report") to ascertain (1) the p.m. peak hour levels of service on the road facilities monitored and (2) the "significance" (as defined below) of the impacts of the DRI's traffic on the road facilities monitored, and (3) any required mitigation for traffic impacts. The Report shall be submitted to St. Johns County, the NEFRPC, DCA and FDOT ("traffic reviewing agencies") for review and approval. In the event of any disagreement among the traffic review agencies over the study results and adequacy of mitigation measures provided, the local government and DCA shall have the final determination over all roads, except roads that are then part of the FIHS. The DCA and FDOT shall make the final determination over any roads that are then part of the FIHS. In general, as further provided below, the Special Annual Traffic Level of Service Monitoring Report shall be used to confirm the necessity and timing for improvements at the time of the Report and for the next year, including the projected improvements applicable for Transportation Subphase 1B and for DRI Phases 2 and 3.

(b) The methodology and scope of the monitoring report shall be agreed upon in advance by the Applicant, St. Johns County, NEFRPC, DCA and FDOT. DRI traffic shall include the impacts of all existing and permitted St. Augustine Centre DRI development and all St. Augustine Centre DRI development likely to receive building

permits in the next year. The list of facilities to be monitored shall include those set forth on Exhibit 4 hereto, which may be modified if all parties agree.

(c) The Special Annual Traffic Level of Service Monitoring Report shall assess current conditions and conditions for the next year to determine whether any road facility operates, or will operate in the next year, below the minimal acceptable p.m. peak hour level of service standard (in an "adverse" condition) as established in the St. Johns County comprehensive plan for the affected facility. Provided, however, the minimum acceptable level of service for road facilities that are then part of the Florida Intrastate Highway System (FIHS) shall be the standard required by State law.

(d) The Special Annual Traffic Level of Service Monitoring Report shall also assess whether the cumulative external traffic from the St. Augustine Centre DRI contributes, or will contribute in the next year, five (5) percent or more of the adopted p.m. peak hour level of service maximum service volume of the road facility ("significant" impact). The adopted levels of service shall be established as described in the preceding paragraph.

(e) If the Special Annual Traffic Level of Service Monitoring Report indicates that a road facility is or will be in the next year operating in an "adverse" condition as previously defined and that the DRI also has, or will have in the next year, a "significant" impact (as previously defined) on that facility, then the Applicant also must identify any needed improvements and demonstrate that adequate measures for the impacted facilities are under construction or have been "secured and committed" in the next year to mitigate the DRI impacts on deficient roadways. Unless otherwise provided

below or by applicable DCA rules, the Applicant must amend the Development Order in order to incorporate options set out below which differ from the applicable above conditions requiring road improvements prior to Transportation Subphase 1B and DRI Phases 2 and 3. For purposes of this development order, the "securing and commitment" of adequate mitigation measures shall include one or more of the following mitigation options:

- (i) A development agreement pursuant to Section 163.3220 et seq. which ensures that all needed improvements will be available concurrent with the impacts of development consistent with paragraph 163.3180(2)(c), F.S. (1995). If implementation of this agreement ensures that the funding commitment is consistent with all recommendations in the Development Order contained above, no amendment to the Development Order is required.
- (ii) A proportionate share payment agreement with the Florida Department of Transportation (FDOT) or the pertinent local government that is consistent with and meets all the requirements of Rule 9J-2.045(7)(a)3., Florida Administrative Code (F.A.C.) (1997).
- (iii) A binding and enforceable commitment in the Development Order to provide all needed improvements concurrently with the development schedule approved in the Development Order.
- (iv) Any other appropriate mitigation measure provided for under Rule 9J-2.045(7), F.A.C., or successor rules or policies or a combination of adequate mitigation measures under these rules.

17. If the traffic reviewing agencies determine in writing that the information in the Special Annual Traffic Level of Service Monitoring Report does not demonstrate that any necessary mitigation measures have been secured and committed for the next year, then no further building permits for development within the DRI shall be issued until the traffic reviewing agencies have agreed that adequate mitigation measures have been provided. In the

event of any disagreement among the traffic reviewing agencies over the study results and adequacy of mitigation measures provided, the local government and Department of Community Affairs shall have the final determination over all roads, except roads that are then part of the FIHS. The Department of Community Affairs and Florida Department of Transportation shall make the final determination over any roads that are then part of the FIHS.

18. In addition, the Applicant, heirs, assignees and executors shall team with other developers in this corridor and participate in a Transportation Management Organization (TMO) and a Long Range Transportation Concurrency Management System (LRTCMS) as formally adopted by St. Johns County, Regional Planning Council, Department of Community Affairs, and Florida Department of Transportation. In order to meet this condition, the Applicant may become a member of the existing TMO for the Saint Johns DRI, which was formed pursuant to the Development Order for the Saint Johns DRI. The purpose of the TMO is to reduce traffic impacts, especially from those employed at the project, particularly as such traffic may impact I-95 between S.R. 210 and S.R. 16 by employing a variety of Transportation Demand Management strategies. The strategies employed by the TMO shall include, but not be limited to a mix of such innovative planning and implementing actions as securing staggered work hour agreements among various employers located within the project and along the corridor; promoting van pooling and ridesharing for employees and transit on-site and coordinating such efforts with other major employers in the corridor; participating in the transportation provision for the transportation disadvantaged; etc. In addition, the long-range transportation management strategies shall involve the determination of alternative parallel facilities to divert local traffic from I-95, including on a pro-rata basis by traffic impact analysis, the funding through special

impact fees, tax increment financing or other means as identified including combinations thereof, prior to any issuance of a certificate of occupancy. The TMO shall be established or the Applicant shall participate in an existing TMO no later than occupancy of Phase 1 of the project. All efforts to promote the transportation demand management strategies shall be documented in the DRI annual report.

Affordable Housing

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

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

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

2 and 3 to determine any needed mitigation for both phases and provide needed mitigation for both phases prior to the issuance of any building permits for Phase 2.

Impact Fees

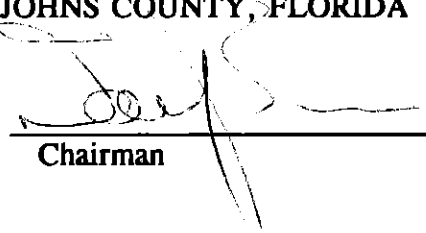
20. This resolution shall not prevent the County from requiring the payment of impact fees and/or other fees for development or construction within the area described in this resolution when such impact fees and/or other fees are also charged for similar activities within the other incorporated areas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

RENDITION

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

PASSED AND APPROVED BY THE BOARD OF COUNTY COMMISSIONERS OF
ST. JOHNS COUNTY, FLORIDA, THIS 13 DAY OF May, 1997.

BOARD OF COUNTY COMMISSIONERS OF
ST. JOHNS COUNTY, FLORIDA

By: 

Chairman

ATTEST: Cheryl Strickland

By: 

Deputy Clerk

Adopted Regular Meeting May 13,, 1997

Effective: _____, 1997

EXHIBIT 1

Legal Description

ST. AUGUSTINE CENTRE

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

CONTAINING 315.29 ACRES MORE OR LESS.

MAP H

DEVELOPMENT PLAN

LEGEND

UTILITY LINE	35.5 ACRES
ROAD CENTERLINE	49.8 ACRES
RETENTION PONDS	141.8 ACRES
WETLANDS	35.6 ACRES
RETAIL SALES/HOTEL	74.7 ACRES
INDUSTRIAL	11.9 ACRES
RESIDENTIAL	1.5 ACRES
RIGHT-OF-WAY	315.3 ACRES
ISOLATED UPLANDS	
TOTAL SITE AREA	

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

ST. AUGUSTINE CENTRE
I-95 & S.R. 16
ST. JOHNS CO., FL

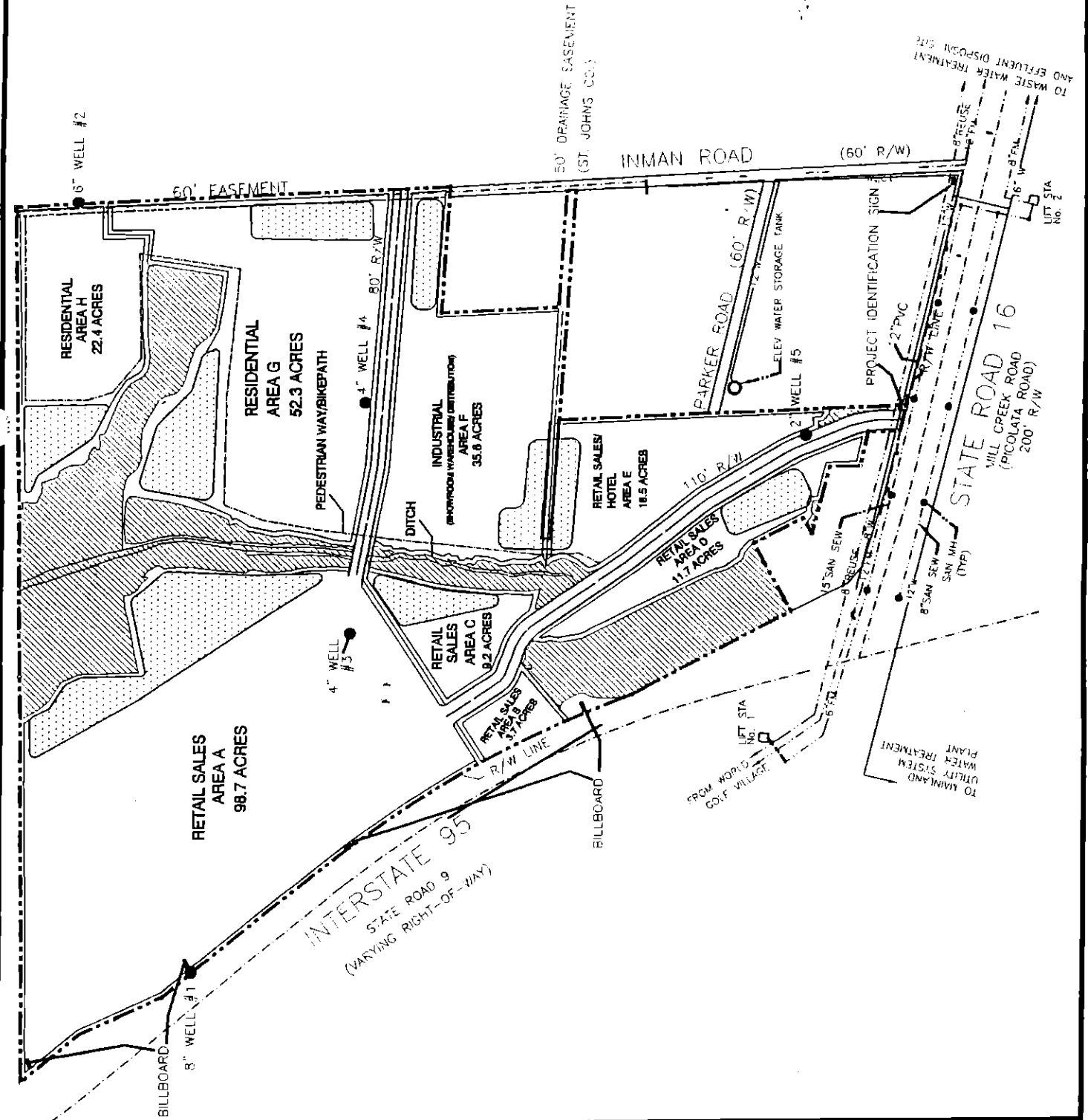
OWNER:

ST. AUGUSTINE ASSOCIATES

CONSULTING TEAM:

LANDERS-ATKINS PLANNERS
ROBINSON ENGINEERING GROUP
PRUITT & ASSOCIATES, INC.
HOPPING GREEN SAMS & SMITH P.A.
UPCHURCH BAILEY & UPCHURCH P.A.

DATE: 11-26-96
PROJECT: 96020
DRAWN BY: TWA
CHECKED BY: TWA
NORTH
0 200 400 800
PROJECT: 96020
DRAWN BY: TWA
CHECKED BY: TWA



Estimate Phasing Schedule

Use	Phase 1 1997-99			Phase 2 2000-2002			Phase 3 2003-2006			Total		
	Acres	Gross Sq.Ft.	Units/ Rooms	Acres	Gross Sq.Ft.	Units/ Rooms	Acres	Gross Sq.Ft.	Acres	Gross Sq.Ft.	Acres	Units
Retail Service including Outlet Retail	73.7	623,732	N/A	21.9	180,800	N/A	31.0	260,600	126.6	1,065,132	N/A	N/A
		583,732			100,500			79,500		763,732		
Hotel	6.0	N/A	150	9.0	N/A	250	-	N/A	15.0	N/A	400	
Residential	24.3	N/A	200	50.4	N/A	414	-	N/A	74.7	N/A	614	
Industrial	-	-	N/A	35.6	540,000	N/A	-	-	35.6	540,000	N/A	
Movie Theater	-	-	-	N/A	N/A	2,280 seats	-	-	-	-	-	

EXHIBIT 3

St. Augustine Centre
Roadway Improvements for Phases 2 and 3 *

PHASE 2		
Facility	Location	Needed Improvement
I-95	SR 207 to SR 16	Widen existing 4 lanes to 6 lanes
I-95	SR 16 to International Golf Pkwy	Widen existing 4 lanes to 6 lanes
SR 16	I-95 - CR 208	Widen existing 4 lanes to 6 lanes
SR 16	I-95 to Project Entrance	Widen existing 4 lanes to 6 lanes
SR 16	Project Entrance to 4 Mile Road	Widen existing 4 lanes to 6 lanes
SR 16	4 Mile Rd. to Masters Dr.	Widen existing 4 lanes to 6 lanes (Monitor for need and provide if needed)
SR 16	Masters Dr. to Lewis Speedway	Widen existing 4 lanes to 6 lanes
SR 16	Lewis Speedway to U.S. 1	Widen existing 4 lanes to 6 lanes
C.R. 208	C.R. 13A to S.R. 16	Widen existing 2 lanes to 4 lanes
SR 207	Vermont Blvd. to I-95	Widen existing 2 lanes to 4 lanes
SR 16 and Project Entrance		Subject to FDOT access management permit
PHASE 3		
Facility	Location	Needed Improvement
I-95	International Golf Parkway to S.R. 16	Widen existing 6 lanes to 8 lanes **
US 1	San Marco Ave. to SR 16	Widen existing 4 lanes to 6 lanes
US 1	SR 16 to Castillo	Widen existing 4 lanes to 6 lanes
US 1	Castillo to King St.	Widen existing 4 lanes to 6 lanes
US 1	King St. to SR 207	Widen existing 4 lanes to 6 lanes
SR 16 to Project Entrance		Subject to FDOT access management permit

*Subject to change depending on results of future traffic monitoring and operations studies.

**Subject to FDOT requirements and policies for 8-lane facilities or use of alternative mitigation approaches such as development of parallel facilities.