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March 15, 2001

By Hand Delivery

Blanca Bayo
Director, Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399

RECEIVED-PPSC
01 MAR 15 PM 3:22
REGULATORY AND
REPORTING

Re: Docket Nos. 990696-WS and 992040-WS

Dear Ms. Bayo:

Enclosed for filing in these consolidated dockets are the original and fifteen copies of Nocatee Utility Corporation's Request for Official Recognition. Due to the voluminous nature of the documents to be officially recognized, only one copy is provided with the original of the request. If you need additional copies, please let me know.

By copy of this letter, the request and the documents to be officially recognized are being furnished to each party on the attached service list.

If you have any questions regarding this filing, please call.

RECEIVED & FILED

PPSC OFFICE OF RECORDS

Very truly yours,

Richard D. Melson

Richard D. Melson

- AM
- RM
- BR
- ER
- LG
- CPC
- FAI
- FGO
- SEC
- SER
- OTH

RDM/mee

Enclosures

cc: Parties of Record

DOCUMENT NUMBER-DATE

03345 MAR 15 01

PPSC-RECORDS/REPORTING

ORIGINAL

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application for original)
certificates to operate water)
and wastewater utility in Duval) Docket No. 990696-WS
and St. Johns Counties by)
Nocatee Utility Corporation)
_____)
)
In re: Application for)
certificates to operate water) Docket No. 992040-WS
and wastewater utility in Duval)
and St. Johns Counties by)
Intercoastal Utilities, Inc.) Filed: March 15, 2001
_____)

**NOCATEE UTILITY CORPORATION'S
REQUEST FOR OFFICIAL RECOGNITION**

Nocatee Utility Corporation (NUC) hereby requests that the Commission take official recognition of the following documents:

- (a) Resolution No. 2001-30 adopted by the St. Johns County Board of County Commissioners.
- (b) Ordinance No. 2001-13-E enacted by the City Council of the City of Jacksonville.

These resolutions are the final Development Orders for the Nocatee Development of Regional Impact pursuant to Chapter 380, Florida Statutes. Certified copies of these documents are attached to the original of this request and have been served on the parties of record.

Pursuant to Evidence Code Section 90.202(10), Florida Statutes, a court is *permitted* to take judicial notice of

"duly enacted ordinances and resolutions of municipalities and counties located in Florida, provided such ordinances and resolutions are available in printed copies or as certified copies."¹

Under Evidence Code Section 90.203, Florida Statutes, a court is *required* to take judicial notice of such documents when requested by a party who has given each adverse party timely written notice of the request and who furnishes the court with sufficient information to enable it to take judicial notice.

WHEREFORE, since NUC has provided the Commission and the parties with timely written notice and with certified copies of these resolutions, NUC requests that the Commission take official recognition of the two Development Orders.

RESPECTFULLY SUBMITTED this 15th day of March, 2001.

HOPPING GREEN SAMS & SMITH, P.A.

By: Richard D. Melson

Richard D. Melson
P.O. Box 6526
Tallahassee, FL 32314
(850) 425-2313

Attorneys for Nocatee Utility
Corporation

¹ The Commission traditionally relies on the Evidence Code provisions on judicial notice as authority for the granting of official recognition.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true copy of the foregoing was served this 15th day of March, 2001, on the following:

Samantha Cibula
Division of Legal Services
Florida Public Service Commission
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Tallahassee, FL 32399

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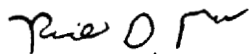
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Attorney

RESOLUTION NO. 2001-30

ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS RESOLUTION NO. 2001-30, A DEVELOPMENT ORDER FOR NOCATEE, A DEVELOPMENT OF REGIONAL IMPACT UNDER CHAPTER 380, FLORIDA STATUTES; AUTHORIZING DEVELOPMENT OF APPROXIMATELY 13,323 ACRES IN NORTHEAST ST. JOHNS COUNTY AND SOUTHEAST DUVAL 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 (2000), the St. Johns County Board of County Commissioners has heard at a public hearing held on February 22 and 23, 2001, the Application for Development Approval for the proposed Nocatee Development of Regional Impact; and

RECITALS

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

WHEREAS, the Nocatee Development of Regional Impact (the "DRI" or "Nocatee DRI") is a proposed mixed use development on approximately 13,323 acres, of which approximately 11,332 acres are located in northeastern St. Johns County (the "County") and approximately 1,991

acres are located in southeastern Jacksonville, Florida; and

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

WHEREAS, The PARC Group, Inc., hereinafter referred to as the "Developer" or "Applicant," filed an Application for Development Approval dated January, 2000, as amended by the ADA First Sufficiency Response dated July 9, 2000 and the ADA Second Sufficiency Response dated November, 2000 (the "ADA"), pursuant to section 380.06, Florida Statutes (2000), for the Nocatee DRI on certain real property more specifically described in the attached Exhibit 1, (the "DRI Property"); and

WHEREAS, the authorized agent for the Applicant is Prosser Hallock Inc., whose address is 8101 Philips Highway, Suite One, Jacksonville, Florida 32256-7457; and

WHEREAS, the Applicant has duly provided complete copies of the ADA and the two (2) Sufficiency Responses to the Florida Department of Community Affairs, Northeast Florida Regional Planning Council, the City of Jacksonville, and St. Johns County; and

WHEREAS, the proposed DRI requires an amendment to the County's Comprehensive Plan, which has been reviewed and adopted contemporaneously with this Development Order pursuant to section 380.06(6)(b), Florida Statutes (2000) ; and

WHEREAS, the ADA was reviewed by the Northeast Florida Regional Planning Council as required by section 380.06, Florida Statutes (2000), and the Council recommended that the ADA be approved, with conditions; and

WHEREAS, the St. Johns County Board of County Commissioners has duly noticed and on February 23, 2001, held a public hearing on the ADA as required by section 380.06, Florida Statutes (2000), and afforded the public and all affected parties an opportunity to be heard and to present evidence; and

WHEREAS, implementation of the Master Plan for Nocatee will create a new town center together with a variety of distinct residential neighborhoods or villages buffered from one another by greenways that include preserved wetlands and uplands with access linkages to village centers conveniently located within walking or bicycling distance of many of the residential neighborhoods; and

WHEREAS, the Town Center Village, with its recreational, civic and commercial uses, as well as various housing options, will ultimately be a community focal point and gathering place, and will provide an identity for the project; and

WHEREAS, the Developer is seeking to provide opportunities for employment, a high quality of life for residents, and protect the beauty and benefit of the natural characteristics of the property for future generations.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County, Florida, in public hearing duly constituted and assembled on February 22 and 23, 2001, that the Application for Development Approval for the Nocatee 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 (2000).

2. The proposed DRI is consistent with the State Comprehensive Plan and Rule Chapter 9J-5, Florida Administrative Code.

3. The proposed DRI is consistent with the Strategic Regional Policy Plan adopted by the Northeast Florida Regional Planning Council.

4. The proposed DRI is consistent with the 2015 St. Johns County Comprehensive Plan, including a mixture of uses which complies with the requirements of the New Town land use category.

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 Planning Council (NEFRPC) issued pursuant to section 380.06, Florida Statutes (2000).

7. The proposed DRI includes a substantial and regionally significant commitment to donate a Preserve of approximately 1630 acres adjacent to the Tolomato River and to establish a Greenway system including uplands and wetlands for passive recreation, conservation and wetlands protection consisting of approximately 4961 acres. These commitments provide reasonable assurance that the project complies with the County's objectives currently under consideration by virtue of pending amendments to the Land Development Code to create buffers adjacent to wetlands to protect wetlands and upland buffers and their associated ecological functions and values, including protection of water quality, protection against turbidity and provisions for adjacent upland habitat for wetland dependent wildlife.

GENERAL CONDITIONS

1. **Application For Development Approval.** The DRI shall be developed in accordance with the information, plans and commitments contained in (1) the Nocatee DRI Application for Development Approval dated January, 2000; (2) the ADA Sufficiency Response dated July 9, 2000; (3) the ADA Second Sufficiency Response dated November, 2000; and (4) the Nocatee Master Plan, Map H, dated February, 2001, attached as Exhibit 2, all of which are incorporated by reference except to the extent of any conflict with the express terms of the conditions of the Nocatee DRI Development Order.

2. **Land Use Totals.** The DRI may be developed with the following improvements within St. Johns County: 2,872,000 square feet, 336 acres of office uses; 968,000 square feet, 150 acres and 3900 parking spaces for retail commercial uses; 250,000 square feet, 29 acres and 500 parking spaces for light industrial uses; 12,579 total dwelling units, comprising 8,811 single family units, 3,228 multi-family units (including single-family attached units), and 540 assisted living units; 54 golf course holes, 485 hotel rooms, 5,531 acres of recreation/open space (including, but not limited to, parks, the Greenway, and golf courses), churches, schools, and civic uses. The golf courses may be constructed in Oak Hammock Village, Crosswater Village and/or Twenty Mile Village. The Master Plan for the St. Johns County and City of Jacksonville portions of Nocatee includes a Town Center Village, a secondary town center known as South Village, seven (7) other villages, and up to two (2) village centers in each village. Village centers may include limited intensity office and retail commercial uses. The specific location of all land uses will be determined through the PUD approval process.

3. **Phasing, Buildout and Expiration of DRI.** The DRI shall be developed in five (5) Phases, as described in Land Use Phasing Tables attached as Exhibit 3. Each Phase shall last five (5) years unless extended pursuant to section 380.06(19), Florida Statutes (2000), 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 would not be affected by an acceleration of the beginning date. At least ten percent (10%) of the total residential units in Phases I and II must be constructed in the Town Center Village, and all development taking place during Phases I and II (other than infrastructure) must be located in the Town Center Village or in villages adjacent to the Town Center Village. Unused nonresidential development rights from a particular phase carry over into subsequent phases until buildout. For residential uses, up to fifty percent (50%) of the residential development rights that remain after phase expiration may be extended into the subsequent phase. Prior to issuance of residential building permits for more than 1,880 dwelling units within the Nocatee DRI, a minimum of 50,000 square feet of retail commercial uses shall be constructed within the Nocatee DRI. Prior to issuance of residential building permits for more than 2,780 dwelling units within the Nocatee DRI, a minimum total of 100,000 square feet of retail commercial uses (cumulative with the initial 50,000 square feet) shall be constructed within the Nocatee DRI. Physical development of the DRI shall commence within three (3) years of the effective date of this Development Order; however, this time period and for purposes of calculating when buildout, termination or any phase date has been exceeded, the time shall be tolled during the period of any appeal pursuant to section 380.07, Florida Statutes (2000), or during the pendency of administrative or judicial proceedings relating to

development permits. The projected buildout date for all development is December 31, 2026. The DRI termination and DRI Development Order expiration dates are established as December 31, 2030. Any extensions of the DRI buildout, termination or expiration dates shall be governed by the provisions of section 380.06(19)(c), Florida Statutes (2000).

4. **Land Use Conversion.** The Developer may increase certain land uses and simultaneously decrease other land uses without filing a Notice of Proposed Change or other modification of this Development Order, provided that such changes are consistent with the Conversion Tables attached as Exhibit 4; however, the Developer cannot convert nonresidential uses to residential uses during the first two (2) Phases of the Project.

(a) At the time of election of a land use conversion under the Conversion Table, the Developer shall notify the Department of Community Affairs (the "DCA") and the NEFRPC of the election and shall provide the DCA, the County and the NEFRPC with cumulative land use totals and remaining allowable quantities in the annual report.

(b) So long as the conversion is consistent with the criteria contained in Exhibit 4 and no change is made to the Master Plan, Map H, no additional DRI approvals shall be required for the conversion.

5. **Effective Date.** This Resolution and Development Order shall take effect upon transmittal to the Department of Community Affairs, the Northeast Florida Regional Planning Council and the Developer in accordance with Florida Administrative Code Rule 9J-2.025(5) and section 380.07(2) and (3), Florida Statutes (2000).

6. **Monitoring Official.** The Director of Growth Management Services of St. Johns

County or his designee shall be the local official responsible for monitoring the development for compliance by the Developer with this Development Order.

7. **Downzoning Protection.** In accordance with section 380.06(15), Florida Statutes (2000), the Nocatee DRI, as approved in this Development Order, shall not be subject to downzoning, unit density reduction, or intensity reduction before December 31, 2025, unless the Developer 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.

8. **Election Regarding Environmental Rules.** Pursuant to section 380.06(5)(c), Florida Statutes (2000), the Developer has elected to be bound by the rules adopted pursuant to Chapters 373 and 403 in effect as of the date of this Development Order. Such rules shall be applicable to all applications for permits pursuant to those Chapters which are necessary for and consistent with the development authorized in this Development Order, except that a later adopted rule shall be applicable to an application if:

- (a) the later adopted rule is determined by the rule adopting agency to be essential to the public health, safety, or welfare; or
- (b) the later adopted rule is adopted pursuant to section 403.061(27), Florida Statutes; or
- (c) the later adopted rule is being adopted pursuant to a subsequently enacted

statutorily mandated program; or

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

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

Further, to qualify for the benefits of this provision, the application must be filed within five (5) years from the issuance of this Development Order and the permit shall not be effective for more than eight (8) years from the issuance of this Development Order. Nothing in this paragraph 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.

9. **Level of Service Standards.** The Developer shall be required to meet the adopted level of service standards in the 2015 St. Johns County Comprehensive Plan (May 2000) and the requirements of the County's concurrency management system as are in effect on the date hereof; provided, however, mitigation for transportation impacts is being implemented under the provisions set forth in section 163.3180(12), Florida Statutes (2000) and authorized by the St. Johns County Comprehensive Plan.

10. **Annual Reporting.** An annual monitoring report for the Nocatee DRI shall be prepared by Applicant in accordance with section 380.06, Florida Statutes, and shall be submitted to the Northeast Florida Regional Planning Council ("NEFRPC"), Department of Community Affairs ("DCA"), St. Johns County Planning Division ("SJCPD") and the Jacksonville Planning and Development Department ("JPDD"), no later than March 1 of each year until buildout, commencing March 1, 2002 (the "Monitoring Report"). The monitoring reports shall be submitted consistent with

the reporting requirements adopted in section 380.06(18), Florida Statutes, or as amended. The Monitoring Report shall include:

(i) 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 Monitoring Report.

(ii) 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, gross floor area 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.

(iii) An identification of the name of the purchaser of any undeveloped tracts of land in the Nocatee 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.

(iv) A cumulative summary of all development that has taken place within the Nocatee DRI by the land use categories listed in Chapter 28-24, F.A.C. including gross floor areas 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).

(v) To the extent known by the Developer, a description of any lands purchased or optioned within one mile of the boundaries of the Nocatee DRI by a person who has acquired a fee simple or lesser interest in the Nocatee DRI subsequent to issuance of Development Order (but excluding persons who have only acquired a leasehold interest in lands or improvements within the Nocatee DRI), identifying such land, its size, and its intended use on a site plan and map.

(vi) 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.

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

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

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

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

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

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

(xiii) Traffic reports, which shall be submitted to the Florida Department of Transportation (“FDOT”) District Urban Office in Jacksonville, as well as to the Jacksonville Planning and Development Department, First Coast Metropolitan Planning Organization (“MPO”), St. Johns County Planning Division, NEFRPC, and DCA. The first traffic report shall be due concurrently with the first annual Monitoring Report and then annually thereafter until project buildout, unless otherwise specified by the NEFRPC. The following information shall be included:

- (a) 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.
- (b) Traffic counts, turning movements, and levels of service actual for the part 12 months and projected for the ensuing 12 months, including traffic estimates for the following roads, including intersections. Applicant shall distinguish between project-related traffic and total traffic volumes:

- C.R. 210

- Roscoe to Town Center Loop Road East
- Town Center Loop Road East to Town Center Loop Road West
- Town Center Loop Road West to U.S. 1
- U.S. 1 to I-95
- Roscoe Boulevard to Mickler Road

- Racetrack Road Extension

- U.S. 1:

- Racetrack Road to St. Augustine Road
- Racetrack Road to C.R. 210
- C.R. 210 to Pine Island Road
- Pine Island Road to International Golf Parkway

- Mickler Road:

- C.R. 210 to State Road A1A

Note: Actual FDOT, City of Jacksonville, or St. Johns County traffic counts shall be used where possible. If actual FDOT, City or County counts are not available for a

particular road or intersection, Developer shall retain, at his expense, a traffic engineering firm to collect the necessary counts. FDOT seasonal adjustment factors shall be used when adjusting traffic counts.

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

(d) The monitoring reports will determine if air quality monitoring is warranted pursuant to the FDEP Guidelines for Indirect Sources.

(e) A copy of the annual Consumer Price Index for all Urban Consumers (CPI-U) (1982-84=100) for the applicable year.

(xx) 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 section 380.06(15)(f), Florida Statutes (2000).

(xxi) A statement certifying that the Northeast Florida Regional Planning Council (with appropriate filing fee), the Florida Department of Community Affairs, St. Johns County, City of Jacksonville, Department of Environmental Protection, St. Johns River Water Management District, and the Florida Fish and Wildlife Conservation Commission have been sent copies of the annual Monitoring Report in conformance with subsections 380.06(15) and (18), Florida Statutes (2000).

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

(xxiii) Those items required to be reported relevant to the Stormwater Pollution Prevention Plan in accordance with section 18(a).

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

(xxv) Results of the traffic study required under section 25(c)(ii), if applicable to the reporting year.

(xxvi) A summary of activities undertaken by the Transportation Management Association under section 25(m) after the beginning of Phase II.

(xxvii) Those items required to be reported regarding St. Johns County Fire and EMS impact fees under section 29.

11. **Notice of Adoption.** Notice of the adoption of this Development Order or any subsequent amendment to it shall be recorded by the Owner in accordance with sections 28.222 and 380.06(15)(f), Florida Statutes (2000), with the Clerk of the Circuit Court of St. Johns County and Duval County, Florida. 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 on 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 NOCATEE DEVELOPMENT OF REGIONAL IMPACT AND IS SUBJECT TO A DEVELOPMENT ORDER, NOTICE OF WHICH IS RECORDED IN THE PUBLIC RECORDS OF ST. JOHNS COUNTY AND DUVAL 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 SONOC COMPANY, LLC. 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.

12. **Application For Proposed Changes**. The Developer shall submit simultaneously to the City of Jacksonville, St. Johns County, the Northeast Florida Regional Planning Council and the Florida Department of Community Affairs any applications for proposed changes to the DRI and shall comply with the requirements of section 380.06(19), Florida Statutes (2000), concerning nonsubstantial deviations. Applications filed which propose changes only to the Development Order conditions within St. Johns County and which only (a) change the location and/or density of land uses; (b) affect the required mitigation for impacts other than transportation impacts; and/or (c) qualify as a nonsubstantial deviation under section 380.06(19)(e)2; are not required to be reviewed by the City of Jacksonville ("City"). Similarly, applications filed which propose changes only to the Development Order conditions within the City and which only (a) change the location and/or density of land uses; (b) affect the required mitigation for impacts other than transportation impacts; and/or (c) qualify as a nonsubstantial deviation under section 380.06(19)(e)2; are not required to be reviewed by the County. Any other proposed changes shall be reviewed by the City and the County. Further, any proposed changes determined by the reviewing local government or deemed by the Developer to constitute a substantial deviation from this Development Order shall be reviewed by the City and the County. The City and the County shall provide to one another fifteen (15) days prior written notice of any final action to be taken by them with respect to requested modification to this Development Order. All resolutions adopted by the County and the City amending this Development

Order shall be forwarded to the other local governments' Planning Departments coincident with transmittal to the DCA, the NEFRPC, and the Developer. Notwithstanding anything contained herein to the contrary, the failure of any local government to meet the time frames set forth herein for transmittal of information to another local government shall not constitute a breach or default by the Owner or Developer as to the terms and conditions of this Development Order nor impact the validity of any modification approved by the reviewing local government. Nothing contained herein shall modify the right of review of the DCA as to any modifications of this Development Order pursuant to section 380.06(19).

13. **Status of Development Rights.** The County acknowledges that the Owner and Developer have by virtue of this Development Order committed to convey substantial acreage for public purposes beyond specific mitigation requirements, have agreed to waive impact fee credits resulting from donation of certain sites to St. Johns County or the St. Johns County School District and have 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 to develop the improvements as set forth in sections 2, 3 and 4, are intended to be rights protected by the principles of vested rights and shall not be subject to down-zoning or unit density reduction or intensity reduction, except as provided for in section 7 of this Development Order. Further, 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 (i) such future modifications conflict with specific provisions, conditions or commitments set forth in this Development Order and substantially diminish the development rights granted herein, or (ii) 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 common law vested right or equitable estoppel right they now have or may hereafter acquire in the future to complete any portion of this development in accordance with the applicable state and local laws and ordinances in effect at the time this Development Order becomes effective.

14. **Subsequent Requests for Development Permits.** Subsequent requests for development permits shall not require further review pursuant to section 380.06, Florida Statutes (2000), unless it is found by the St. Johns County Board of County Commissioners, after due notice and hearing, that one or more of the following is present:

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

(b) an expiration of the period of effectiveness of this Development Order as of December 31, 2030.

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 (2000), and development within Nocatee may continue, as approved, during the DRI review in those portions of the

development which are not affected by the proposed change. As of December 31, 2030, the St. Johns County Board of County Commissioners shall order a termination of all development activity until such time as a new DRI application for development approval has been submitted, reviewed, and approved in accordance with section 380.06, Florida Statutes (2000).

15. **Impact Fees.**

(a) Owner and Developer have agreed to waive any credit for impact fees or exactions for contributions of land for schools, fire stations, police, library or county annex sites under this Development Order. As to any other impact fees or exactions, Developer or any Community Development District, as the case may be, shall receive impact fee credits or exaction credits towards any present or future impact fees or exactions that may be generally adopted by St. Johns County for any contribution of land, money, or improvements made by the Developer or on its behalf or by any Community Development District, for public facilities pursuant to the guidelines in section 380.06(16), Florida Statutes (2000), and any applicable impact fee ordinance, as they may be amended. The amount of such credit shall be determined in accordance with applicable law and County ordinances as established by the County.

SPECIAL CONDITIONS

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ENVIRONMENTAL RESOURCES IMPACTS

16. Vegetation and Wildlife.

(a) Nocatee Preserve.

(i) Conveyance. Owner shall convey, free of liens and encumbrances, except as specifically provided for herein, by Special Warranty Deed, the Nocatee Preserve consisting of approximately 1,630 acres lying above the mean high water line as legally described on Exhibit 5 and additional acreage below the mean high water line (the "Preserve"), to St. Johns County (the "County"), prior to commencement of construction of improvements within the Nocatee DRI. Any acreage within the Preserve which is below the mean high water line shall be conveyed by Quitclaim Deed. Commencement of construction shall be evidenced by the filing of a Construction Commencement Notice delivered to the St. Johns River Water Management District (the "District") as required under the first Environmental Resource Permit ("ERP Permit") to be applied for and issued by the District for development within any village (including South Village) or the Town Center Village within Nocatee (the "Commencement Date"). Conveyance of the Preserve lands above the mean high water line shall be subject to deed restrictions and conservation easements in such form as required by the District under the Nocatee Preserve Management Plan to be approved by the District as part of the ERP Permit and as otherwise required by the ERP Permit and the permit(s) issued by the U.S. Army Corps of Engineers (the "Corps Permit"). Further, such deed restrictions contained in the conveyance from the Owner to the County shall limit the uses of the Preserve to conservation and recreational uses that are compatible with management of the Preserve as a conservation area. In the event of a substantial violation of the deed restrictions,

Owner shall have the right to exercise a right of re-entry which right of re-entry shall be effective for up to the maximum period allowed by law; provided, however, as a condition to such exercise, the Owner shall provide the County with written notice of any such substantial violation which shall include a description of the nature of the violation and the County shall have a period of sixty (60) days to effect a cure.

(ii) **Access.** At the time of conveyance of the Preserve, the Owner shall also (i) convey a non-exclusive relocatable access easement from County Road 210 through Nocatee to a point on the eastern boundary of the Nocatee site for public access to the Preserve and (ii) obtain a non-exclusive relocatable easement for the benefit of the County over adjacent property between the eastern boundary of Nocatee and the north entrance of the Preserve. The fee owners will retain the right to relocate the north access easements provided that equivalent access easements are substituted, including an equivalent level of access improvements existing on the previous access easements. Within three (3) months of the Commencement Date, Developer shall stabilize and gate the north access road between County Road 210 and the north entrance to the Preserve, located within the access easements referenced above. The south access drive shown on Exhibit 2 shall be stabilized by the Developer between the proposed Crosswater Parkway and the westerly boundary of the Preserve within six (6) months of the platting of the entire Crosswater Parkway. The County shall be responsible for maintaining a gate or other security to control access to the Preserve.

(iii) **South Access to the Preserve.** Developer shall also provide a stabilized road as public access to the southern end of the Preserve (Spanish Landing) which shall be constructed and opened to the public prior to the completion of the Racetrack Road Extension.

At the option of the Developer, this access shall be from either Pine Island Road at the southern boundary of Nocatee or from the north extending from the Town Center Village. Developer shall grant a temporary and non-exclusive easement to the County over the selected access for public access to the Preserve. The road shall utilize existing timber trail roads where possible. Reasonable guidelines will be provided for in the easement to control public access including hours of operation and to ensure public use of the Preserve in accordance with the Preserve Management Plan. The easement will also provide for the County to maintain the temporary access road. The temporary access road and easement may be relocated from time to time by the Developer and shall be ultimately replaced by a permanent dedicated access road coincident with the development of Crosswater Village.

(iv) **Preserve Management Plan.** The proposed Nocatee Preserve Management Plan shall be provided to and reviewed by the County when it is submitted by the Developer to the District during the ERP Permit application process. To the extent that the Nocatee Preserve Management Plan requires action, activities, or otherwise binds St. Johns County to undertake some action, the County shall have approval authority over those activities prior to adoption of this Preserve Management Plan. Otherwise, the District shall be responsible to finally determine the terms of the Preserve Management Plan. The Nocatee Preserve Management Plan shall include provisions for uniform signage and architectural standards, as mutually agreed upon by the Developer and St. Johns County, to be consistent with the design standards for Nocatee. The adopted Nocatee Preserve Management Plan shall include specific, ecologically based forestry and land management practices that will enhance and preserve the natural plant communities and wildlife

within the Preserve. The Preserve Management Plan shall include specific techniques for wetland and upland preservation, enhancement, and restoration. No material modifications to the Nocatee Preserve Management Plan will be implemented without the consent of the County, the Developer, and the District.

(v) **Management**. Prior to commencement of vertical development within Nocatee and prior to public access to the Preserve, whichever comes first, the Nocatee Preserve Management Plan must also be in place. Prior to public use of the Preserve, the entity identified for management and operations of the Preserve must be identified, and which shall be subject to approval by the Developer, if other than the County. Once the Preserve is conveyed to the County, the County shall be responsible for all maintenance and access control.

(vi) **Environmental Learning Center**. An environmental learning center may be located either at a north activity center area or a south activity area which, if developed, will be operated consistent with the approved Nocatee Preserve Management Plan.

(b) **Greenway**. The Nocatee Greenway is shown on the Master Plan, Exhibit 2 (the "Greenway"). The Greenway shall be placed under conservation easements in the form required by the St. Johns River Water Management District in phases as part of the ERP Permit for portions of the Nocatee project. The first conservation easement for the initial portion of the Greenway shall be conveyed not later than 180 days after the Commencement Date. The Greenway shall be subject to a Greenway Management Plan, to be approved by the District as part of the ERP Permit. The proposed Greenway Management Plan shall be provided to the Planning Departments of the County and the City of Jacksonville, the Northeast Florida Regional Planning Council, and the Florida Fish

and Wildlife Conservation Commission when it is submitted to the District during the ERP Permit application process for their review and comment, provided that the District shall be responsible to finally determine the terms of the Greenway Management Plan. Allowable uses of the Greenway shall include conservation, passive recreation, drainage features, silvicultural activities designed to achieve conservation objectives (including prescribed burns), road crossings, utilities, and limited parking for users of the Greenway and shall be subject to approval by the County as part of the Planned Unit Development application for Nocatee with specific design and location approved as part of construction plan review. The precise boundaries of the Greenway may be adjusted at the time each conservation easement is conveyed to the District, provided that (i) the total acreage of the Nocatee Greenway (in St. Johns and the City of Jacksonville) shall be not less than 4,961 acres and include at least 960 acres of uplands at buildout; and (ii) no boundary adjustments may be made to decrease the 100-foot buffers adjacent to the mean high water line of Smith Creek, Deep Creek, Durbin Creek, and Sweetwater Creek, as provided for in section 17 below. Vegetation bordering the Greenway may be trimmed, consistent with the Nocatee Greenway Management Plan to control or eliminate exotic vegetation and to control understory growth to reduce risks of wildfires.

(c) **Wildlife Crossings and Underpasses.** Four roadway wildlife underpasses are proposed within the project site, as generally shown on Exhibit 6. The two wildlife underpasses under the County Road 210 Parkway Bridge over Durbin Creek and at the east interchange of County Road 210 in the Town Center Village will be integrated into the roadway design with openings having a width of ten feet and/or a vertical clearance of at least six feet, and be located landward of the jurisdictional wetland line. The remaining two underpasses will consist of a prefabricated and

arched concrete structure or a similar structure with an opening of at least ten feet in width and a vertical clearance of at least six feet, and will include a contiguous dry portion of at least 25% of the total underpass width which is above the base flow of the drainage system to provide opportunity for movement of wildlife through the underpass. Additionally, all major wetland and/or Greenway crossings bisecting an area with a width of 100 feet or greater will have speeds posted not to exceed 35 miles per hour and will have signs identifying the area as a wildlife crossing. There shall be no more than four (4) crossings of the portion of the Twenty Mile (Northeast) Greenway, each of which shall be designed and constructed as a wildlife crossing in accordance with the requirements set forth in this section 16(c). Wildlife crossings are not required to include a wildlife underpass.

(d) **Xeric Habitat/Gopher Tortoise Mitigation**. Approximately 138.3 acres of Environmentally Sensitive Lands (Upland Communities), as defined by the St. Johns County Land Development Regulations - Longleaf Pine/Xeric Oak, Xeric Oak, or Scrub Habitat, will be impacted by the proposed development. As mitigation, 59.9 acres of these types of habitats will be preserved on-site within the Greenway as generally shown on Exhibit 6. Additionally, as mitigation for impacts to gopher tortoises and their commensals, the Developer will be responsible for off-site mitigation of the equivalent of approximately 66 acres of habitat, in conjunction with the permit requirements of the Florida Fish and Wildlife Conservation Commission. This off-site mitigation will be accomplished by the Developer by issuance of an incidental take permit or by purchase of habitat at an off-site location within the jurisdictional boundaries of the Northeast Florida Regional Planning Council.

(e) **Silviculture.** Much of the project site has been and will continue to be used for silvicultural purposes. Silvicultural activities shall be consistent with the Nocatee Silviculture Management Plan attached as Exhibit 7, and may include prescribed burns. Silvicultural activities within the Greenway are limited to activities that maintain and/or enhance the ecosystem function of the Greenway. Silvicultural harvesting may occur up until the immediate time for development for planted pine areas provided that a 25-foot upland buffer around the jurisdiction line that defines the Greenway or wetland or conservation area will not be clear cut and will be managed as part of the adjacent Greenway if development is scheduled to immediately follow a harvest. All silvicultural 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. All silvicultural activities shall comply with State of Florida Division of Forestry Best Management Practices.

(f) **Water Access.** No launching of powerboats will be allowed from the Preserve.

17. **Wetlands.** Up to 474 acres of wetland impacts may occur within the Nocatee DRI, including impacts of transportation improvements to be constructed by the Developer east of U.S. 1, provided that the necessary permits are obtained from the District and the U.S. Army Corps of Engineers. As mitigation for these proposed wetlands impacts, approximately 8,000 acres of uplands and wetlands will be preserved in the Greenway, the Preserve and within preserved jurisdictional wetlands in the villages and Town Center Village, constituting a regionally significant plan of mitigation. Wetlands restoration, enhancement, and creation activities, as well as restoration of portions of the pine plantation areas, will also be included as part of the mitigation plan under the

District ERP Permit and Corps Permit. Restored pine plantation areas shall be subject to a conservation easement. The Developer shall provide the County up to 68 acres within the Greenway to be designated as mitigation for County improvements to the intersection of County Road 210 and Mickler Road, provided that the District and Corps shall determine such mitigation to be consistent with the ERP Permit and Corps Permit for Nocatee and such area shall remain part of the Greenway system and wetlands mitigation plan for Nocatee subject to the Greenway Mitigation Plan. The Nocatee Preserve includes approximately 1,630 acres lying above the mean high water line of the Tolomato River. The Nocatee Greenway consists of 4,961 acres of which 960 acres are uplands. These commitments provide reasonable assurance that the project complies with the County's objectives to protect wetlands and upland buffers and their associated ecological functions and values, including protection of water quality, protections against turbidity and provision of adequate upland habitat for wetland-dependent wildlife. Accordingly, the provisions for buffers as contained within the Nocatee DRI and to be implemented as part of this Development Order are protected by the principles of equitable estoppel and vested rights and these provisions shall control the buffer requirements to be implemented as part of this Development Order and PUD notwithstanding alternative provisions for upland buffers adopted in the future as part of the amendments to the County Land Development Regulations to expand upland buffers currently under consideration by the County. Upland buffers from adjacent preserved isolated wetlands within Nocatee DRI shall be a minimum of 15 feet measured from the District wetland jurisdictional line and consist of an average of 25 feet. All turf areas associated with golf courses and contiguous (non-isolated) wetlands shall have a minimum upland buffer of 25 feet measured from the District wetland

jurisdictional line. Further, there shall be a minimum 100-foot upland buffer from Deep, Durbin, Smith and Sweetwater Creeks measured from the wetland jurisdictional line where the wetlands are adjacent to the mean high water lines of these creeks as graphically depicted on Exhibit 8. No development will be allowed within this 100-foot buffer area except for utility crossings and one wildlife overpass at Durbin Creek. For all other preserved wetlands, there shall be a minimum 25-foot upland buffer measured from the District wetland jurisdictional line. Buffer vegetation may be trimmed where necessary to control or eliminate exotic vegetation to enhance or maintain quality habitat for wildlife in accordance with the Greenway Management Plan and to reduce the risk of wildfires.

18. **Water Quality-Stormwater Pollution Prevention Plan (SWPPP).**

(a) **SWPPP Requirement.** A Stormwater Pollution Prevention Plan (SWPPP) shall be incorporated into the construction and permit documents for projects constructed in Nocatee which require a general or individual District permit. The SWPPP shall be similar to the SWPPP shown in Exhibit 9 but may be modified to accommodate the specific construction project and site. However, all SWPPP's must include Paragraph 1, Pre-Construction Activities, and Paragraph 3, Maintenance/Inspection Procedures, as provided for in Exhibit 9.

(b) **SWPPP Monitoring.** In addition to the requirements on individual property owners/contractors outlined in the SWPPP, the Developer, Community Development District (CDD) or Property Owners Association (POA) shall monitor compliance with the SWPPP goals. This compliance monitoring shall consist of the following:

(i) An individual will be identified by the Developer to monitor

compliance with the SWPPP. The Developer shall notify the District and the Florida Department of Environmental Protection (FDEP) as to the individual who is responsible for monitoring compliance with the SWPPP within the Nocatee project. At a minimum, this responsible entity will:

1. Be trained in erosion control implementation techniques;
2. Set up and oversee implementation of SWPPP programs throughout the buildout of the project;
3. Ensure that if the regular site inspector is unable to attend pre-construction conferences, this information is communicated to the inspector, including site specific Best Management Practices, permit requirements and erosion control implementation training;
4. Meet with trained site superintendent monthly, upon commencement of site construction, to ensure implementation of the SWPPP and resolve problems. Frequency of site visits may be decreased if there is no indication of erosion control problems and previous visits show a history of compliance with the SWPPP; and
5. Submit a brief narrative update to FDEP and the District quarterly on activities and progress or be available to meet with FDEP on site for quarterly site visits, unless FDEP deems the visit unnecessary. Upon proper identification, FDEP personnel shall be granted access to the property.

- (ii) Attend all pre-construction conferences.
- (iii) Conduct Homeowner Stormwater Training Programs.
- (iv) Conduct Contractor Stormwater Training Programs.
- (v) Conduct periodic inspections of construction sites.

(vi) Notify the District and FDEP of observed potential permit violations within 24 hours and serve as agency liaison.

(vii) Provide homeowner education materials for fertilizer and pesticide applications.

(viii) Summarize Items (i) through (vii) above in the annual Monitoring Report.

(c) **Implementation.** The SWPPP shall be implemented beginning on the Commencement Date. Three (3) years after the Commencement Date, the FDEP and the District will have the opportunity to review the program. If it is found to be unsatisfactory, the agencies will discuss alternatives, including program modification options, with the Developer. Such alternative programs agreed to by the DEP, the District, and the Developer shall not require a modification of this Development Order.

19. **Water Quality-Golf Courses.** The three (3) golf courses within the Nocatee DRI shall comply with the Integrated Pesticide/Nutrient Management Plan attached as Exhibit 10. Petroleum or chemical storage tanks associated with operation of golf courses shall not be stored closer than 200 feet from wetlands or water bodies unless secondary containment is provided.

20. **Floodplains.** The Nocatee stormwater management system shall limit the 100-year floodplain to the Greenway, wetlands and stormwater management facilities. No occupiable structure shall have a finished floor elevation below the FEMA 100-year flood elevation. In the post-development condition, no developed areas in Nocatee shall be within the FEMA 100-year floodplain, other than road crossings. Any road crossings within the FEMA 100-year floodplain will

be elevated to a height that is above the base flood elevation of the FEMA 100-year floodplain.

21. **Water Supply.**

(a) **Potable Water.** A central water supply system shall provide potable water needs for all development within Nocatee. There shall be no on-site water treatment plants within Nocatee. There shall no on-site potable water wells and no surficial aquifer wells except those serving as a backup supply for the reuse system. No building permits shall be issued for any portion of the Nocatee development until the Developer has provided the County written confirmation from the providing utility that adequate capacity of treated potable water and service/distribution infrastructure will exist for the development proposed.

(b) **Reuse.** Irrigation demands within Nocatee shall be met using reuse water. 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.

(c) **Wells.** There shall be no on-site potable water wells within Nocatee. Irrigation wells will be allowed only as a back-up source to the reuse supply system. The three existing wells may be used for fire protection and/or a back-up source for reuse supply. The Developer shall include deed restrictions prohibiting the installation of private wells in all conveyances within Nocatee, except as provided above. All other existing ground water wells and all wells discovered during the development process shall be reported immediately to the District and St. Johns County. Any abandoned wells discovered during development shall be properly

plugged and abandoned in accordance with District rules and regulations.

(d) **Water Conservation.**

(i) The Developer shall implement a customer and employee water conservation education program as specified in section 12.2.5.1(e) of the St. Johns River Water Management District, Consumptive Use Permitting Applicant's Handbook. The curriculum of the education program shall be supplied with the first annual Monitoring Report until buildout.

(ii) The Developer shall prepare and submit a xeriscape plan for each Phase of development in association with the District Consumptive Use Permit.

(iii) The Developer shall evaluate irrigated turf acreage and establish limits in association with the Consumptive Use and/or Environmental Resource Permit.

(iv) The Developer shall display information on xeriscaping and/or native vegetation and/or drought-tolerant vegetation (SJRWMD Xeriscape Plant Guide), water conservation guides & IFAS's Xeriscape plant guides and IFAS Cooperative Extension Services' "Florida Yards and Neighborhoods" materials) in a prominent location in the Nocatee sales offices.

(v) The Developer shall utilize at least 70% of fertilizer use in slow-release/organic form throughout developer-maintained areas (or any entities that may take over in the future). These areas include golf courses and common areas serving commercial areas and residences.

(vi) The installation of once-through cooling is prohibited. Developer shall require tenants to use air-cooling where feasible.

(vii) Cooling towers shall maximize cycles of concentration by providing

efficient water treatment.

(viii) Decorative and ornamental fountains are prohibited except for those that use reclaimed water and serve both ornamental and recreational uses, consistent with Florida Laws and rules.

22. **Wastewater Management.** Central sewer service shall be provided for the Nocatee DRI, except for temporary, and low-flow, isolated restroom facilities, such as golf course restrooms, until central service is available within 1,000 feet of the facility. Further, septic drain fields shall be no closer than 75 feet from a wetland or water body and associated upland buffers. There shall be no on-site wastewater treatment plants within Nocatee, and there shall be no wet weather wastewater effluent discharges to the Tolomato River or its tributaries. No building permits shall be issued for any portion of the Nocatee development until the Developer has provided written confirmation from the providing utility that adequate wastewater treatment capacity and service/distribution infrastructure will exist to serve the development proposed.

23. **Stormwater Management.**

(a) **Stormwater Treatment.** The stormwater system for Nocatee will be designed using multiple discharge points throughout the project in order to minimize the intensity and volume of discharge from any single point, thereby reducing the potential for flooding and erosion. All drainage improvements will be designed so that the rate of stormwater which flows into the creeks and tributary wetland systems is equal to or reduced from the pre-development conditions. The normal water elevation of each stormwater management facility will be designed and established so that the adjacent wetland systems are not adversely affected. It is anticipated that wet detention

systems will be the primary method of stormwater treatment and attenuation. Any discharges into the Tolomato River basin shall comply with the specific design and performance criteria required for direct discharges to Outstanding Florida Waters under Florida Administrative Code Rule 40C-42.026 (Jan. 2001).

(b) **Stormwater Education**. A homeowners stormwater training program will be developed prior to issuance of a building permit for the first dwelling unit within Nocatee, and shall include those matters outlined in Exhibit 11. This program shall also address water quality problems associated with stormwater runoff, the purpose of stormwater ponds, maintenance of stormwater ponds and vegetation within ponds, fertilization, irrigation, xeriscaping, greenway management and use, fire management of natural areas, wildlife issues and other related matters. This stormwater training program shall be provided by the Developer, the Community Development District (CDD), if any, or an established property owners association.

24. **Solid Waste/Hazardous Waste**. New development shall meet the level of service standard required for solid waste under the 2015 Comprehensive Plan (May 2000). Prior to the issuance of any site plan approvals for any portion of development, the Developer shall provide written evidence from the appropriate solid waste provider that adequate solid waste capacity is available for that portion. Businesses within Nocatee shall comply with the Nocatee Hazardous Waste Plan, attached as Exhibit 12, in addition to any other local, state and federal requirements.

TRANSPORTATION RESOURCE IMPACTS

25. **Transportation**. Pursuant to section 163.3180(12), Florida Statutes (2000), the Developer will contribute up to \$99,741,366 in cash payments and funded transportation

improvements to offset the impacts of the Nocatee development upon the regional transportation system, as described below. These contributions are sufficient to pay for or construct one or more required improvements as set forth herein which will benefit regionally significant transportation facilities. Actual payments shall be adjusted from and after the year 2000 up to the date of payment using the Consumer Price Index for all Urban Consumers (CPI-U) (1982-84=100), with the amounts stated in this section expressed in year 1999 dollars. The off-site improvements to be constructed by the Developer or identified for funding by the Developer are graphically depicted on Exhibit 13.

(a) **Off-Site Improvements to be Constructed by the Developer.** The Developer shall be responsible to construct, at its expense, the following transportation improvements, including right of way acquisition costs for all improvements other than those specified in subsection (a)(iii) below, within the timeframe specified below.

(i) **New County Road 210.** Widen and construct 4-lane improvements to New County Road 210 from U.S. 1 to the new 4-lane Intracoastal Waterway Bridge including a grade-separated interchange at Town Center Loop Road East, to be commenced not later than twelve (12) months from the Commencement Date and prior to issuance of building permits for vertical construction. This improvement has an allocated cost of \$18,632,767 in 1999 dollars. Coincident with these improvements, the Developer shall also construct a paved direct access road to the St. Johns County Northeast Regional Park located south of C.R. 210 and east of the Nocatee project which shall include intersection improvements to ensure adequate access is available to the St. Johns County Northeast Regional Park. Prior to commencement of vertical construction within the Nocatee project, Owner shall convey by Special Warranty Deed, free of liens and encumbrances,

the Owner's portion of right-of-way for New County Road 210 to the County, at no cost as necessary to complete the proposed improvements to New County Road 210 as described above.

(ii) **Racetrack Road Extension (to 4 lanes)**. Construct a limited access 4-lane extension of Racetrack Road between the current terminus of Racetrack Road at U.S. 1 and the intersection of New County Road 210 and Town Center Loop Road West, including an interchange at New County Road 210 and a Southbound to Eastbound flyover at U.S. 1, to be commenced not later than issuance of building permits which generate 2,250 external p.m. peak hour trips within the Nocatee DRI. This improvement has an allocated cost of \$22,286,580 in 1999 dollars. No permits for any development beyond Phase II shall be issued unless the 4-lane construction of the Racetrack Road Extension, its interchange with C.R. 210, and the flyover at U.S. 1 are completed and operational. C.R. 210 and the Racetrack Road Extension shall be designed to facilitate efficient flow of traffic along C.R. 210 as generally depicted in the attached Exhibit 14, dated 1-17-01, which modifies the circulation plan shown in the ADA and its supporting documents. The actual design will be determined by the reviewing agencies when reviewing the engineering plans for the roadway improvements. Adequate right-of-way within the Nocatee project will be reserved for this Racetrack Road Extension from C.R. 210 to U.S. 1, including any necessary right of way for an interchange with U.S. 1 and the interchange at Town Center Loop Road West. The exact location and extent of right-of-way will be determined through consultation with all transportation review agencies. Prior to any permits being issued for any development in Phase II of Nocatee, this right-of-way will be donated to the City of Jacksonville, St. Johns County, or FDOT, as applicable, free of liens and encumbrances.

(iii) **C.R. 210 / Mickler Road.** Widen and construct 4-lane improvements along the existing alignment of C.R. 210 from the new 4-lane Intracoastal Waterway Bridge east to the intersection of C.R. 210 and Mickler Road (“210 East Improvement”) to be commenced not later than twelve (12) months from the Commencement Date and prior to issuance of building permits for vertical construction, provided that the time period for construction to commence shall be automatically extended as may be necessary for the County to complete acquisition of any right of way to construct this improvement, by eminent domain or otherwise. The County shall bear the cost of right of way acquisition for this improvement. To the extent the actual cost of design, permitting and construction of this improvement paid by Developer is less than \$5,500,000, as certified upon completion by Developer’s independent licensed project engineer (the “Savings”), the amount of the Savings shall be paid by Developer to the County prior to the commencement of Phase III for improvements identified in the County Road 210 Corridor Study. If for any reason the County does not acquire the necessary right of way to allow for commencement of construction of the 210 East Improvement prior to the beginning of Phase II, the Developer shall contribute to the County \$5,500,000 in full satisfaction of the condition set forth in this subsection (a)(iii) for improvements identified in the County Road 210 Corridor Study.

(b) **Other Specific Off-Site Improvement Contributions.** The Developer shall be obligated to provide funds for additional off-site regional transportation improvements within the timeframe as specified below.

(i) **Philips Highway.** Prior to the issuance of building permits for any development beyond that which generates 3,200 external p.m. peak hour trips from the Nocatee

DRI, but not later than year 4 of Phase II of development, the Developer shall contribute \$9,429,491 to be paid to the FDOT or as directed by FDOT to be applied for widening of Philips Highway from Racetrack Road to St. Augustine Road from the existing four (4) lanes to six (6) lanes. Developer shall donate adequate right-of-way along the western portion of Nocatee bordering U.S. 1 for this improvement within sixty (60) days of a written request and accompanying legal description from FDOT.

(c) **Other Off-Site Improvement Contributions.**

(i) **PD&E Study for East-West Parkway.** No later than twelve (12) months from the Commencement Date, the Developer shall initiate, at its cost, a Project Development and Environmental (PD&E) Study for the proposed East-West Parkway from Racetrack Road to its interchange with the S.R. 9B extension. This study will be conducted in accordance with FDOT's most current PD&E manual, and it will result in an approved environmental document. The Developer shall coordinate this study and the conceptual design of the roadway with FDOT, St. Johns County, the City of Jacksonville and the First Coast Metropolitan Planning Organization (MPO) and any other directly affected developers/property owners including, but not limited to, representatives from the Cummer Trust property. Prior to proceeding with the study, the Developer shall obtain written approval of the scope of the study and of the engineering consulting firm performing the study from FDOT. The estimated cost of the study is \$500,000. The Developer shall be credited for the cost of this study against the project's proportionate share. In the event that the cost of the study exceeds \$500,000, as agreed upon by FDOT, the amount of excess costs shall be applied as a credit against the Developer's proportionate share payment due under sub-

section 25(b)(i) above, to be applied prior to Phase IV.

(ii) **Traffic Study and Application of Proportionate Share Payments in Phases IV and V.** Not later than four (4) years after the Commencement Date and every three (3) years thereafter through completion of Phase III, the Developer shall be responsible for providing transportation reviewing agencies, as part of the annual Monitoring Report for that particular year, with a comprehensive analysis of the actual internal trip capture rate exhibited by development in Nocatee. The purpose of these studies is to allow the Developer to compile a data set of observed external trip generation figures as a basis for determining the necessary improvements for the Phase IV and V proportionate share of \$43,392,528 (in 1999 dollars). Prior to any development in Phases IV and V, the Developer shall conduct a traffic study that incorporates updated traffic data from the special studies. The study shall determine the improvements to be made with the Developer's allocated proportionate share of \$43,392,528 (as adjusted by inflation) and the timing of this contribution and the necessary improvements, which shall be incorporated into amendments to the Nocatee Development Order, as a non-substantial deviation to the Development Order. The final decision as to the allocation of funds for improvements shall be determined by FDOT, St. Johns County, the City of Jacksonville, the NEFRPC, and the MPO. In determining those improvements which should be made as a condition to development of Phases IV and V, priority should be given to (1) the construction of the proposed East-West Parkway from the Racetrack Road Extension to S.R. 9B, (2) the widening of C.R. 210 from U.S. 1 to I-95, (3) a grade separated intersection at U.S. 1 and C.R. 210 and (4) the 6-laning of the Racetrack Road Extension in determining the improvements to be made with the remaining proportionate share. Other roadway improvements

should also be considered if determined to be significantly impacted by Nocatee development. However, transportation options other than roadway widening, such as transit improvements, improvements to accommodate light rail, etc., should also be considered in determining the mitigation of Phases IV and V. The NEFRPC, St. Johns County, City of Jacksonville, FDOT and the MPO recognize that the total contribution of the Developer shall be limited to the dollar amount set forth in this condition as adjusted for inflation. Conversely, the sum shall not be subject to reduction if the study demonstrates lesser impacts from the development than those anticipated in the transportation section of the ADA, its supporting documents, and agency analysis.

(d) **Trip Generation Methodology.** For purposes of subsections (a) and (b) above, measurement of external p.m. peak hour trips for building permits issued within the Nocatee DRI shall be based upon application of a methodology for trip generation which shall use the trip generation tables attached as Exhibit 15 to determine the external p.m. peak hour trips generated by land use (i.e., office, commercial, light industrial, single family residential, multi-family residential, golf course, parks, civic uses, or schools). The Developer shall provide this methodology to the County and the City of Jacksonville within 180 days of the adoption date of this Development Order.

(e) **Acceptance of Proportionate Share Payments.** Payment for those improvements referenced in section 25(c)(ii) shall be made by the Developer to the governmental entity as defined in section 334.03(12), Florida Statutes, with maintenance authority for such improvements, or as directed by such governmental entity.

(f) **Satisfaction of (25)(b) and (c).** Payment by the Developer of the contributions required under subsections 25(a)(iii), 25(b) and 25(c) above shall fully satisfy the

specified transportation condition for purposes of this Development Order, regardless of the application of such funds by the governmental agencies.

(g) **Right-of-Way Donation for SR 9B.** The property generally shown as Exhibit 17 shall be conveyed by Special Warranty Deed to FDOT for the 9B extension not sooner than twelve (12) months from the Commencement Date and at such time as requested by FDOT, provided that FDOT shall make a written request for the conveyance and prepare a survey and legal description for this right-of-way and provide same to the Developer at least sixty (60) days prior to the requested conveyance date. The deed for this right-of-way shall restrict use of this property to public right-of-way and associated stormwater facilities. FDOT shall pay all closing costs associated with this conveyance. If the 9B extension is not constructed on this property within ten (10) years of conveyance, this property shall revert to the grantor.

(h) **Other Right-of-Way.** The County shall, if necessary, institute proceedings for eminent domain to acquire the right-of-way needed for construction of improvements in the transportation mitigation plan which is outside the boundaries of Nocatee, but such acquisition shall be at Developer's expense. Those portions of C.R. 210 which are not part of the realigned New County Road 210 shall not be relocated or closed without approval of St. Johns County. If the relocation or closing is to be permanent, it shall first be approved by County Road vacation procedures required by Florida law and County ordinances and procedures. However, the County recognizes that the proposed development, if realized, will relocate portions of C.R. 210 and make parts of the existing C.R. 210 non-functional. This provision shall not be construed as a commitment that the County will approve the vacation of any portion of C.R. 210, which can be approved only

pursuant to Florida law and County ordinances and procedures.

(i) **South Access.** Upon completion of the internal roadway network in Crosswater Village, the Developer shall connect the internal road system to Pine Island Road to provide a southern connection to U.S. 1 (the “Pine Island Connection”). Pine Island Road must be paved by the Developer from the point of connection with Nocatee to U.S. 1, prior to the provision of this connection. The Pine Island Connection shall conform to standards that will allow for emergency evacuation, as approved by the St. Johns County Public Works Department.

(j) **Connection to Lands to the South.** Recognizing that St. Johns County may wish to provide for connectivity between Nocatee and lands located to the south of Nocatee, upon request of the County, the Developer shall allow for such Pine Island Connection to further connect to lands of others at the southerly boundary of Nocatee, provided that any direct connection at the southerly Nocatee boundary shall be limited to a road with a design capacity consistent with that of the Nocatee connection from Crosswater Village and to development uses which are consistent with the residential character of Crosswater Village.

(k) **Master Circulation Plan.** The project Master Circulation Plan shall be substantially as shown on Exhibit 18. However, the alignment of internal roads may be adjusted by the Developer without modifying this Development Order. Bicycle, pedestrian, and golf cart paths will be included in the Multi-Use Pathways, as noted on the plan (associated with New County Road 210, the Crosswater Parkway, and the Snowden Parkway). The Master Circulation Plan illustrates the proposed greenway trails, which will include a combination of walking, bicycling, equestrian, and golf cart trails. There shall be bicycling, walking, and/or golf cart connections between all

villages and between all residential centers and major employment and shopping areas.

(l) **Transit.** Transit passenger shelters and transit loading bays shall be constructed where necessary to facilitate any future operations of on-site and off-site transit service. Transit bays and areas for shelters shall be required to be constructed once transit service is provided for Nocatee. Siting of any transit facilities shall be approved by the Jacksonville Transportation Authority or any other provider of fixed-route service for the Nocatee development. The Developer shall provide one park-and-ride lot on-site as shown on the Nocatee site plan. Furthermore, the Developer shall provide tenants and residents of Nocatee with information concerning the Metropolitan Commuter Assistance Program (MCAP) administered by the First Coast Metropolitan Planning Organization (MPO). Future transit (when available) and current ridesharing information shall be prominently displayed in all public gathering areas, in employment centers, and in commercial center areas.

(m) **Transportation Management Association.** Once permits are issued for any development in Phase II of Nocatee, a Transportation Management Association (TMA) comprised of major employers within Nocatee shall be established and shall become actively involved in discussions with review agencies to facilitate transit improvements and transportation demand management strategies such as transit subsidies (including those for the transportation disadvantaged), van pools, joint ventures with public agencies to provide for mass transit facilities and service, telecommuting and flexible work hours, employee transit, and the establishment of shuttle systems within the Nocatee project. Cooperation and coordination with off-site employers and TMAs established for other DRIs in St. Johns County and Jacksonville shall be encouraged. The

efforts of the TMA shall be summarized in each annual Monitoring Report and shall be detailed in the traffic study required under section 25(c)(ii).

(n) **Outparcel Access.** Certain parcels immediately adjacent to the Nocatee DRI but not included within the Nocatee DRI (“Outparcels”) are served by roads located within the Nocatee DRI, commonly referred to as Twenty Mile Road, Pine Island Road and Old Dixie Highway (“Private Roads”). The Developer, or a successor homeowners association or community development district will provide access over such Private Roads to the Outparcels by access which is as efficient, serviceable and useable as currently provided by such Private Roads. Master site plans which encompass or substantially affect any portion of such Private Roads shall provide a description of the construction schedule demonstrating how access over such Private Roads to the Outparcels shall be maintained or replaced consistent with these requirements.

(o) **US 1 / C.R. 210 ROW.** Developer and the County shall coordinate a mutually acceptable alignment of improvements to the existing C.R. 210 intersection with US 1 which the County may elect to construct, at the County’s expense and, upon request of the County, the Owner shall contribute to the County, at no cost, up to forty (40) acres of Owner’s land within the Northeast quadrant of such intersection based upon such alignment. The land donated shall be deed restricted for public right of way purposes and title shall revert to the Owner if not utilized for public right of way purposes within eight (8) years of such donation. Any land donated not needed to construct the improvements shall be returned to the Owner.

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

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

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

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

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

27. **Hurricane Preparedness.**

(a) **Category 4 Zone.** Nocatee is located within a Category 4 evacuation zone as determined by the Northeast Florida Regional Planning Council.

(b) **Safe Room Requirement.** Any single-family residential detached dwelling unit within Nocatee (in both St. Johns and Duval County) shall be constructed with a safe room. Single-family attached units, such as townhouses, may be constructed with a safe room or be engineered and constructed to meet a 130-mile per hour wind load. Safe rooms shall be designed by a Florida Registered Professional Engineer generally in accordance with the design guidelines found in FEMA publication "TAKING SHELTER FROM THE STORM," First Edition: October, 1998, on file with the Northeast Florida Regional Planning Council, except as follows:

Live Load: 150 MPH minimum.

Room Size: 48 Square feet minimum (see FEMA publication for occupancy above 4 persons).

Property Covenants will provide basic information about safe rooms and prohibit alterations that will negate the safe room function. Education information concerning safe rooms shall be maintained and distributed by Housing Developers and/or Community Development Districts within the Nocatee Development. All residents of this development shall be provided with information regarding the vulnerability of the development to the impacts of hurricanes. This information shall take the form of educational materials designed to increase evacuation participation.

(c) **Storm Surge Elevation.** No residential units shall have a finished floor elevation below 9.3 feet NGVD, 1929 datum. No residential units shall be developed within the category 1, 2, or 3 storm surge inundation zone, based on the final survey and referenced with the storm surge levels indicated in the 1998 Northeast Florida Hurricane Storm Surge Atlas Series.

(d) **Shelter Contribution.** By the commencement of Phase II, a sum shall be provided by the Developer to St. Johns County equal to the increased costs of constructing a gymnasium or cafeteria portion of a public school within Nocatee to shelter standards required by the Florida Department of Education. Similarly, by the commencement of Phase IV, a sum shall be provided by the Developer to St. Johns County equal to the increased cost of constructing a gymnasium or cafeteria portion of a public school within Nocatee to shelter standards required by the Florida Department of Education.

HUMAN RESOURCE IMPACTS

28. Housing.

(a) **Contribution of Funds.** The Developer shall fund an Employer-Assisted Downpayment Assistance Fund (EADAF) to the City of Jacksonville and an affordable housing

contribution to St. Johns County. The EADAF program is the result of the City of Jacksonville's recent designation as an "Alliance Community" by the Freddie Mac Corporation, a designation that will provide funding for home ownership products. As a Development of Regional Impact, Nocatee is anticipated to become a designated employer assisted home ownership area which will allow employers within Nocatee to match local government and/or EADAF downpayment-assistance forgivable loans to qualifying households within Nocatee. Payments shall also be made to a 501(c)(3) corporation designated by St. Johns County which shall be used for the purposes of developing affordable housing (the "St. Johns County Housing Fund"). A cash payment of \$202,000 to the EADAF Fund shall be made no later than thirty (30) days after the Commencement Date. Within thirty (30) days of the beginning of Phases II, III, IV and V, respectively, Developer shall pay \$200,000 to the EADAF Fund. Payments made to the St. Johns County Housing Fund shall be made within thirty (30) days of the commencement of Phases II, III, IV and V as follows. Commencement shall mean the date of construction plan approval for the initial units within that Phase.

Phase II	\$150,000
Phase III	\$200,000
Phase IV	\$200,000
Phase V	\$250,000

(b) **Land Contribution.** The Developer will donate 50 net developable acres within mutually acceptable locations which allow for multifamily uses in five increments of 10 contiguous acres each to a 501(c)(3) corporation designated by the St. Johns County Board of County

Commissioners for purposes of constructing affordable housing. The 10-acre donations shall not be located in close proximity to each other. The first 10 acres will be donated when the first building permit is issued within Phase I followed by four additional donations, one (1) every five years thereafter. Neither St. Johns County nor any other party shall solicit proposals for development or commence development upon the donated sites prior to four (4) years after issuance of the first building permit for vertical development within Phase I of the Nocatee DRI. The sites to be contributed by the Developer shall be conveyed free and clear of liens and encumbrances. The County may convey such sites at its discretion, but they shall be deed restricted to use for development of low and very low income housing (as defined by the Florida Housing Finance Corporation) for rental and/or for sale housing and shall be donated to the County subject to the Nocatee PUD and uniform covenants generally applicable to development within Nocatee, including architectural review. As used in this Development Order, the term, "net developable" refers to acreage that is exclusive of jurisdictional wetlands or the Greenway or other designated conservation easement areas.

29. **Police and Fire Protection.** The Developer shall convey two fire station sites, free and clear of liens and encumbrances, of up to two (2) net developable acres each at mutually acceptable locations to St. Johns County and the Developer during Phase I or thereafter. Such sites shall conform to generally accepted fire safety standards designed in part to minimize fire insurance rates within the development. Construction of the first fire station is expected to be necessary no later than the end of Phase II. The Developer will provide as part of the annual Monitoring Report a summary of Fire and EMS impact fees paid by the development with a summary of types and

location of structures developed. The County shall use this information, annually, to evaluate the need and determine the best location and timing of this facility. The Developer will encourage the County to promote the development of the first station based on the analysis and County public safety standards. At such time the County has determined there exists a need for this facility and at such time as sufficient funds are available to the County for construction, the County will construct or cause to be constructed the fire station. The Developer will also convey free and clear of liens and encumbrances one (1) net developable acre to the St. Johns County Sheriff's Office for the placement of a police substation at a mutually acceptable location to St. Johns County and the Developer. The land will be provided upon request of the County or the County Sheriff's Office, no later than the beginning of Phase V of development. For each fire station site and the police substation site, the Developer will either provide stormwater treatment through a centralized stormwater treatment system located off-site or will convey additional acreage upon which sufficiently sized stormwater treatment areas for the site may be located.

30. **Library and County Annex.** The Developer shall convey, free and clear of all liens and encumbrances, (i) a library site containing up to five (5) net developable acres and (ii) a county annex site containing up to one (1) net developable acre to St. Johns County within the Town Center Village or other mutually acceptable location and at a time mutually acceptable to the County and the Developer, but no later than the beginning of Phase II. The Developer will either provide stormwater treatment through a centralized stormwater treatment system located off-site or will convey additional acreage upon which a sufficiently sized stormwater treatment area for these sites may be located.

31. **Recreation and Open Space.**

(a) By the end of each Phase, the Developer shall have constructed and opened for use within St. Johns County neighborhood and community parks in the following amounts: (1) during Phase I, 89 acres; (2) during Phase II, 36 acres; (3) during Phase III, 46 acres; (4) during Phase IV, 48 acres; and (5) during Phase V, 51 acres, for a total of 270 acres. Of these acreages, 120 acres shall be neighborhood parks and 150 acres shall be community parks. Park improvements may include recreation facilities such as tennis and swim centers, athletic complexes, playgrounds, community centers, trails, public parks, and squares, and passive parks and do not include the Nocatee Greenway and Preserve. Neighborhood and community parks will be constructed simultaneously with residential development within each Phase. The Developer shall seed and grade each park, and provide for sufficient parking for the community parks. The Developer shall be responsible for providing any park improvements such as ballfields, playgrounds, etc., as determined necessary by the Director of the St. Johns County Department of Parks, Recreation and Entertainment.

(b) The St. Johns County portion of the Town Center Village shall contain a minimum 75 acre community park with athletic facilities, including soccer fields. This park will be constructed by the Developer during Phase I.

(c) Each village will have a central community park in or adjacent to a village center which will contain a minimum of ten (10) acres. These community parks will be active recreation areas with athletic fields. Smaller neighborhood parks will be located throughout the neighborhoods located within villages. Neighborhood parks may be ballfields, play areas, tot lots,

playgrounds, passive open space or a combination of such elements. Greenways and conservation areas in villages are not considered parks. The community parks will be open to the general public, while the neighborhood parks will be oriented to surrounding neighborhoods. All dwellings within Nocatee shall be within one-quarter (1/4) mile walking distance of a neighborhood park, community park or a greenway. No dwelling unit shall be more than one-half (1/2) mile from a neighborhood or a community park. However, the 1/4 and 1/2 mile requirements may be met by portions of the Greenway, neighborhood parks, or community parks located in Duval County.

(d) Neighborhood parks will be owned and maintained by the Developer, Community Development District (CDD) or a property owners association. The County may opt to own and maintain community parks. Should the County forego this opportunity, community parks shall be owned and maintained by the Developer, a CDD, or property owners association. The Developer shall locate community parks adjacent to proposed school sites, whenever possible, in order to meet co-location criteria set forth in section 163.3177(6)(a), Florida Statutes.

32. **Education.**

(a) The Developer shall be obligated to convey up to eight (8) school sites to the St. Johns County School District upon demand, as follows:

- (1) During Phase I or thereafter, one site within Sandy Ridge Village for an elementary school and one site in the Town Center Village for a middle school;
- (2) During Phase II or thereafter, one site within the eastern edge of the Town Center Village south of C.R. 210 for a high school;

- (3) During Phase III or thereafter, one site within Oak Hammock Village for an elementary school, and one site within Old Bluff Road Village for an elementary school;
- (4) During Phase IV or thereafter, one site within Snowden Village for an elementary school and one site within South Village for a middle school or an elementary school; and
- (5) During Phase V, one site within Crosswater Village for an elementary school.

(b) Elementary school sites to be conveyed shall be between 20 and 25 acres; middle school sites to be conveyed shall be between 35 and 50 acres; and the high school site to be conveyed shall be 75 acres. These acreage amounts refer to the maximum net developable acreage which the Developer is obligated to convey to the School District. These sites shall be at locations within the specified village centers or the Town Center Village as mutually agreed between the Developer, the County Commission and the School District. School sites shall be conveyed free of liens and encumbrances but shall be deed restricted for construction of public schools. At least once every five (5) years from the date of this Development Order, the Developer and the School District will evaluate the extent to which school sites reserved under the Development Order are needed. The School District shall reconvey to the Developer at no cost any sites previously conveyed which are determined to be no longer needed as public school sites. The School District may at any time waive the right to receive one or more school sites by a written waiver, or the School District and the Developer may agree to modify the size, type and timing of the school sites, without

constituting a modification of this Development Order.

33. **Historical and Archaeological Sites.** A Cultural Resource Assessment Study was completed in March 2000 and submitted to the State Historic Preservation Officer for review and comment on March 27, 2000. Prior to development of sites 8SJ53, 8SJ3708, 8SJ3717 and 8SJ3722, a Phase II investigation will be conducted. These sites are shown on the map attached as Exhibit 19. If the Division of Historical Resources determines that preservation or mitigation is necessary to maintain one or more of these sites, the Applicant shall develop a preservation or mitigation plan for the applicable site to be reviewed and approved by the Division of Historical Resources and St. Johns County. Copies of this plan will be included in the ensuing Annual Monitoring Report. Should any other regionally significant historical and archaeological resources be discovered in the course of development, the Developer shall immediately notify the Division of Historical Resources. No disruption of the resources shall be permitted until the investigation is complete and the Division of Historical Resources has rendered a recommendation, which will be binding on the Developer. Any construction of trails or walkways within the Greenways system will circumvent the location of documented historical/cultural sites as not to disturb the condition of the site. Measures may be taken to capitalize on the sites by providing educational kiosks, provided that the Developer coordinates with the Division of Historical Resources.

MISCELLANEOUS

34. **Community Development District.** The Developer has indicated that it may form one or more Community Development Districts (CDD's) within the DRI pursuant to Chapter 190, Florida Statutes (2000). Nothing in this section shall be construed as approval or consent by the

County to the establishment of the CDD by the Developer pursuant to Chapter 190, Florida Statutes (2000), and the County expressly maintains all rights available to it pursuant to Chapter 190, Florida Statutes (2000), related to the proposed establishment of a CDD by the Developer. Any CDD for Nocatee approved pursuant to Chapter 190, Florida Statutes (2000) 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 (2000), including, but not limited to, any of the indicated transportation improvements set forth in section 25 of this Development Order and any other project required or authorized by this Development Order. Construction or funding by any such CDD of all such projects within or without the boundaries of the CDD required by this Development Order or necessary to serve the development approved by this Development Order is expressly approved. If the Developer is required by this Development Order to provide, pay for or otherwise cause to be provided, infrastructure, projects, systems or facilities set forth in Chapter 190, Florida Statutes (2000), including, without limitation, those in sections 190.012(1) and (2) Florida Statutes (2000), then the CDD independently may satisfy such obligations. To the extent any such obligation under this Development Order is met or performed by the CDD, 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 "fair share payments"), or improvements funded or constructed with funds from a CDD are required by then current law to give rise to impact fee credits to the CDD, then such impact fee credits shall be awarded in accordance with applicable law and County ordinances, except to the extent that the Owner and Developer have waived their rights to claim impact fee credits under

section 15.

35. **Severability**. In the event any stipulation or any portion or section of any stipulation contained herein shall be declared, determined to be, or adjudged invalid, illegal or unconstitutional by a court of competent jurisdiction, such adjudication shall in no manner affect the approval granted herein, the other stipulations, or the other portions or sections of the affected stipulation, 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 hereof.

36. **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.

37. **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 Regional Planning Council, and the Applicant.

PASSED AND ENACTED by the Board of County Commissioners of St. Johns County, State of Florida, this 23rd day of February, 2001.

BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA

By: Mary J. Kolmke
Its Chair

ATTEST: Cheryl Strickland, Clerk

By: Patricia DeGrande
Title: Deputy Clerk

Adopted Regular Meeting: February 23, 2001
Effective: _____, 2001



EXHIBIT LIST

1. DRI Property (Legal Description)
2. Nocatee Master Plan (Map H)
3. Land Use Phasing Tables
4. Conversion Table
5. Nocatee Preserve (Legal Description)
6. Wildlife Underpass Locations and Preserved Significant Natural Communities Habitat
7. Nocatee Silviculture Management Plan
8. Open Water Buffers
9. Stormwater Pollution Prevention Plan
10. Integrated Pesticide Nutrient Management Plan
11. Homeowners Stormwater Training Program (Outline)
12. Nocatee Hazardous Waste Plan
13. Off-Site Transportation Improvements Map
14. West Interchange Design
15. Trip Generation Tables
16. Omitted
17. 9B Right-Of-Way Map
18. Master Circulation Plan
19. Historic and Archeological Sites

EXHIBIT 1

**DRI Property
(Legal Description)**

February 8, 2001
Revised Boundary

Work Order No. S98-354

Legal Description

NOCATEE

DUVAL COUNTY, FLORIDA

TRACT "A"

All of Sections 36, 46, and 53 and portions of Sections 25, 34, 35, 47, 48, 49, and 55, Township 4 South, Range 28 East, Duval County, Florida, being more particularly described as follows:

For Point of Beginning, commence at the point of intersection of the Southerly boundary of Section 34, Township 4 South, Range 28 East, with the Northeasterly right of way line of U.S. Highway 1, State Road No. 5, and run North $41^{\circ}50'26''$ West along said right of way line, a distance of 925.00 feet to a point; run thence North $76^{\circ}59'37''$ East, a distance of 4,715.0 feet to a point; run thence North $00^{\circ}37'22''$ West, a distance of 3625.0 feet to a point; run thence North $89^{\circ}34'10''$ East, a distance of 1,965.0 feet; run thence North $34^{\circ}06'08''$ East, a distance of 3,495.66 feet to a point on the Northerly boundary of Section 49; run thence North $75^{\circ}13'42''$ East along the Northerly boundary of Section 49 and 53, the same being Southerly boundary of Section 45 and along the Southerly boundary of Section 52, Township and Range aforementioned, and it's Northeasterly projection, a distance of 6,620.70 feet to a point on the East line of Section 25, said Township and Range, run thence South $00^{\circ}54'07''$ East along last said Section line and along the East line of Section 36, a distance of 9,798.05 feet to its point of intersection with the Northwesterly right of way line of Palm Valley Road, County Road No. 210; run thence South $55^{\circ}21'50''$ West along said right of way line, a distance of 146.60 feet to a point on the South line of said Section 36; run thence South $89^{\circ}37'49''$ West along the South line of Sections 34, 35 and 36, a distance of 14,298.23 feet to the Point of Beginning.

August 6, 1999

Work Order No. S98-354

Legal Description

NOCATEE

ST. JOHNS COUNTY, FLORIDA

TRACT "B"

Portions of Section 19, 20, 28, 29, 30, 31, 32, 49, 50, 51, 55, 65, 66, and 67 Township 4 South, Range 29 East, St. Johns County, Florida, being more particularly described as follows:

For Point of Beginning, commence at the Northwest corner of Section 30, said Township and Range and run North $88^{\circ}39'56''$ East along the North line of said Section, a distance of 1650.0 feet; run thence North $62^{\circ}02'54''$ East, a distance of 7,000.0 feet; run thence South $66^{\circ}36'10''$ East, a distance of 3133.65 feet; run thence South $17^{\circ}06'55''$ East, a distance of 5068.75 feet to the Northeasterly corner of that certain parcel of land described in Official Records Volume 97, Page 151, Public Records of said County; run thence South $76^{\circ}09'47''$ West, along the Northerly boundary of said parcel, a distance of 477.26 feet to the Northeasterly corner of that certain tract of land described in Official Records Book 673, Page 636 and 637, public records of said county; run thence South $88^{\circ}13'50''$ West along the Northerly boundary of said tract a distance of 622.02 feet to the Northwest corner thereof; run thence South $07^{\circ}59'59''$ East along the Westerly line of said tract and along the Westerly line of that parcel described in Official Records Book 368, page 550, a distance of 532.17 feet to a point on the line dividing Sections 28 and 55, Township and Range aforementioned; run thence South $86^{\circ}48'25''$ West along said Section line, a distance of 1,728.48 feet to the Northeast corner of that parcel identified as Parcel Six and described in documentation recorded in Official Records Volume 1084, Page 676, said public records, run thence South $11^{\circ}08'51''$ East along the Easterly line of said Parcel Six, a distance of 600.76 feet to the Northwesterly right of way line of Palm Valley Road, County Road No. 210; run thence South $55^{\circ}21'50''$ West along said right of way line, a distance of 11,438.24 feet to it's point of intersection with the Westerly line of Section 31, Township and Range aforementioned; run thence North $00^{\circ}54'07''$ West along said Westerly section line and along the Westerly line of Section 30, a distance of 10,614.31 feet to the Point of Beginning; less and except from the above described lands, the Northeast 1/4 of the Southeast 1/4 of Section 30, said Township and Range.

November 11, 1999

Work Order No. S98-354

Legal Description

TRACT "C"

All of Sections 58 and 64 and portions of Sections 29, 31, 32, 55, 57, 59, 60, 61 and 63, Township 4 South, Range 29 East, St. Johns County, Florida, being more particularly described as follows:

For Point of Beginning, commence at the Southwest corner of Section 32, Township 4 South, Range 29 East, and run South $89^{\circ} 27' 34''$ West, along the Southerly line of said Township, a distance of 5,245.88 feet to its point of intersection with the Southeasterly right of way line of Palm Valley Road, County Road No. 210; run thence Northeasterly, along said right of way line, as follows: first course, North $55^{\circ} 21' 50''$ East, a distance of 11,609.31 feet to a point of curvature; second course, along the arc of a curve concave Southeasterly with a radius of 943.73 feet, an arc distance of 392.05 feet to the point of tangency of said curve, said arc being subtended by a chord bearing North $67^{\circ} 15' 54''$ East and distance of 389.23 feet; third course, North $79^{\circ} 09' 57''$ East, a distance of 1439.56 feet to the extreme Westerly corner of that certain tract described in deed recorded in Official Records 664, Page 1159, Public Records of said County; run thence South $18^{\circ} 09' 43''$ East, departing said right of way line, a distance of 2633.45 feet; run thence South $82^{\circ} 53' 46''$ East, a distance of 711.15 feet; run thence South $08^{\circ} 41' 05''$ East, a distance of 4351.59 feet to a point on aforesaid Southerly line of Township 4 South, Range 29 East; run thence South $89^{\circ} 27' 34''$ West, along said Township line, a distance of 8263.12 feet to the Point of Beginning.

LESS AND EXCEPT: Those lands described in instrument recorded in Official Records Book 1097, Page 1072 and Official Records Book 1443, Page 1680, Public Records of said County.

May 6, 1999

Work Order No. S98-354

Legal Description

TRACT "D"

Portions of Sections 57 and unsurveyed Section 34, Township 4 South, Range 29 East, St. Johns County, Florida being more particularly described as follows:

For Point of Reference, commence at the Southwest corner of Section 32, Township 4 South, Range 29 East, and run North $89^{\circ} 27' 34''$ East, along the Southerly line of said Township, a distance of 14,134.03 feet to its point of intersection with the Westerly right of way line of Florida East Coast Canal (Intracoastal Waterway) as recorded in Map Book 4, Pages 68 through 78, Public Records of St. Johns County, Florida and the Point of Beginning.

From the Point of Beginning thus described, run North $25^{\circ} 46' 44''$ West along said Westerly right of way line, a distance of 2,500.00 feet; run thence South $49^{\circ} 50' 45''$ West, departing said line, a distance of 3,546.61 feet to a point on aforesaid Southerly Township line; run thence North $89^{\circ} 27' 34''$ East, along said Township line, a distance of 3,798.13 feet to the Point of Beginning.

LESS AND EXCEPT any portion of the above described lands lying below the mean high water line of the Tolomato River.

November 16, 1999

Work Order No. S98-354

Legal Description

TRACT "E"

Parcel 1

A part of Sections 1,2,3 and 11, all in Township 5 South, Range 28 East, St. Johns County, Florida, being all of those lands described as Parcel 1 in Deed recorded in Official Records Book 979, Page 1807 and Official Records Book 979, Page 1810, Public Records of said County.

Less and Except those certain parcels identified as PARCEL "D" and PARCEL "E" and described in document recorded at Official Records Book 1453, Page 651, said Public Records.

November 11, 1999

Work Order No. S98-354

Legal Description

TRACT "E"

Parcel 2

A part of Section 2, Township 5 South, Range 28 East, St. Johns County, Florida, being all of those lands described as Parcel 2 in Deeds recorded in Official Records Book 979, Page 1807 and Official Records Book 979, Page 1810, Public Records of said County.

Legal Description

TRACT "F"

A tract of land comprised of the East ½ of Section 12 and the Northeast ¼ of Section 13, Township 5 South, Range 28 East, St. Johns County, Florida, less and except that portion lying within the boundary of Subdivision of Hilden recorded in Map Book 3, Page 59, of the Public Records of said County.

Less and except the following described parcel:

A part of Section 13, Township 5 South, Range 28 East, St. Johns County, Florida, being more particularly described as follows:

For the Point of Beginning, commence at the intersection of the Southerly right of way line of North East Second Street, a 40 foot right of way as shown on plat of Subdivision of Hilden, recorded in Map Book 3, Page 59 of the public records of said county, with the Northeasterly right of way line of Fifth Avenue, a 40 foot right of way as shown on said plat of Subdivision of Hilden; thence South 52° 48' 30" West, along the Southerly right of way line. 588 feet to the Easterly line of those lands as described and recorded in Official Records Book 1230, Page 1153, of said public records; thence South 00° 43' 58" East, along said Easterly line, 222 feet to the Northerly line of those lands described and recorded in Official Records Book 703, Page 781, of said public records; thence North 88° 24' 40" East, along the Northerly lines of the lands described and recorded in said Official Records Book 703, Page 781, Official Records Book 704, Page 1135, Official Records Book 807, Page 1537, and Official Records Book 1185, Page 526, all being recorded in said public records, 944 feet to an intersection with the Southeasterly prolongation of said Northeasterly right of way line of Fifth Avenue; thence North 40° 54' 24" West, along said Southerly prolongation, 730 feet to the Point of Beginning.

September 10, 1999

Work Order No. S98-354

TRACT "G"

That portion of Section 37, Township 5 South, Range 28 East, St. Johns County, Florida described in deed recorded at Official Records Book 675, Page 350, public records of said county.

TRACT "H"
Parcel 1

A tract of land comprised of all or portions of surveyed and unsurveyed Sections 3, 10 and 15; all of Sections 4, 5, 7, 8, 9, 16, 17, 18, 20, 21, 39, 62, 63, 64, 65, 66, and portions of Sections 6, 19 and 61, Township 5 South, Range 29 East, St. Johns County, Florida, said tract being more particularly described as follows:

For Point of Beginning, commence at the Northeast corner of Section 6, Township 5 South, Range 29 East, and run South $89^{\circ} 27' 34''$ West, along the Northerly line of said Section, a distance of 5245.88 feet to its point of intersection with the Southeasterly right of way of Palm Valley Road, County Road No. 210; run thence South $55^{\circ} 21' 50''$ West, along said right of way line, a distance of 68.75 feet to a point on the Westerly boundary of said Section; run thence South $00^{\circ} 56' 57''$ West, along said Section line, a distance of 5407.34 feet to the Southwest corner of said Section; run thence South $02^{\circ} 32' 48''$ East, along the Westerly boundary of Section 7, said Township and Range, a distance of 5331.05 feet to the Southwest corner thereof; run thence South $01^{\circ} 38' 27''$ East, along the Westerly line of Section 18, said Township and Range, a distance of 4909.80 feet to the Northwesterly corner of Section 40; run thence along the boundary of said Section 40 as follows: first course, South $55^{\circ} 40' 59''$ East, a distance of 1887.09 feet; second course, South $79^{\circ} 34' 02''$ East, a distance of 639.79 feet; third course, South $07^{\circ} 57' 59''$ East, a distance of 1679.42 feet; fourth course, North $59^{\circ} 54' 33''$ West, a distance of 2797.08 feet to the Southwesterly corner of said Section; run thence South $01^{\circ} 29' 54''$ East, along the Westerly line of Section 19, aforesaid Township and Range, a distance of 395.62 feet to the Northeast right of way line U.S. Highway 1, State Road No. 5; run thence South $37^{\circ} 55' 34''$ East, along said right of way line, a distance of 3131.90 feet to its point of intersection with the Northerly line of Section 41, said Township and Range and the Northerly boundary of Woodland Heights according to the plat recorded in Map Book 3, Page 78, Public Records of St. Johns County, Florida; run thence South $74^{\circ} 56' 37''$ East, along said Section line and subdivision line, a distance of 1096.67 feet; run thence North $13^{\circ} 29' 52''$ West, along said subdivision line, a distance of 183.21 feet; run thence North $02^{\circ} 39' 45''$ East, along said subdivision line, a distance of 265.41 feet; run thence South $89^{\circ} 01' 13''$ East, along said subdivision line and its Easterly projection, a distance of 574.74 feet to the Easterly right of way line of Old Dixie Highway lying on the Westerly line of Official Records Book 1353, Page 1476, Public Records of said County; run thence South $15^{\circ} 19' 35''$ East, along said line, a distance of 1354.50 feet to a point on the Southerly boundary of aforementioned Section 19; run thence North $88^{\circ} 50' 30''$ East, along said Southerly boundary, a distance of 1401.68 feet to the Southeast corner of said Section; run thence North $89^{\circ} 10' 44''$ East along the Southerly line of Sections 20 and 21, and its Easterly projection, a distance of 8762.95 feet, more or less to the center of the run of an unnamed creek (Sweetwater Creek); run thence Northeasterly along the center of said run following the meanderings of same, to its point of intersection with the line dividing unsurveyed Sections 15 and 22, said point of intersection bearing North $28^{\circ} 40' 40''$ East and distance 5998.15 feet from last said point; run thence North $89^{\circ} 17' 02''$ East, along said Section line, a distance of 2378.54 feet to a point on the Westerly right of way line of the Intracoastal Waterway, per Deed Book 193, Page 387, Public Records of said County; run thence in a Northerly direction along the West edge of the waters of the Tolomato River to a point on the North boundary of said Township 5 South, Range 29 East, said waters edge being traversed as follows: first course, North $07^{\circ} 25' 34''$ West, along said Westerly right of way

September 10, 1999

Work Order No. S98-354

TRACT "H"
Parcel 1

line of the Intracoastal Waterway, a distance of 1870.17 feet; second course, North 36° 44' 53" East continuing along said right of way line, a distance of 202.90 feet; third course, North 14° 22' 06" East, a distance of 8564.35 feet to a point on said Westerly right of way line of the Intracoastal Waterway; fourth course, North 07° 59' 12" West along said right of way line, a distance of 740.00 feet; fifth course, North 21° 43' 09" West along said right of way line, a distance of 3362.70 feet; sixth course, North 25° 49' 03" West, along said right of way line, a distance of 1899.59 feet to the point of termination of said traverse on the Northerly boundary of said Township; run thence South 89° 27' 34" West, along said Township line, a distance of 14134.03 feet to the Point of Beginning.

LESS AND EXCEPT all of that portion of Government Lot 10, Section 19, Township 5 South, Range 29 East, St. Johns County, Florida, lying East of the Easterly right of way line of Old Dixie Highway as described in deed recorded in Official Records Book 1353, Page 1476, public records of said County.

LESS AND EXCEPT any portion of the above described lands lying below the mean high water line of the Tolomato River.

September 10, 1999

Work Order No. 98-354

TRACT "H"
Parcel 2

All of that portion of Government Lot 10, Section 19, Township 5 South Range 29 East, St. Johns County, Florida, lying East of the Easterly right of way line of Old Dixie Highway as described in deed recorded in Official Records Book 1353, Page 1476, public records of said County.

TRACTS "A", "B", "C", "D", "E" (Parcel 1 and Parcel 2), "F", "G", "H" (Parcel 1 and Parcel 2) described above are less and except the following described Nocatee Preserve Parcel:

A parcel of land lying in a portion of unsurveyed Section 34 and a portion of Section 57, the William Travers Grant all lying within Township 4 South, Range 29 East, St. Johns County, Florida, together with all of fractional Sections 3 and 10, and all of Section 66, the William Travers or Smith Grant, together with a portion of fractional Sections 4, 9, 15, and 16, unsurveyed Sections 3, 10 and 15, a portion of Section 39, the Hannah Smith Grant, a portion of Section 62, the William Travers Grant, a portion of Section 65, the William Travers Grant, all lying within Township 5 South, Range 29 East, St. Johns County, Florida and being more particularly described as follows:

For a Point of Reference, commence at the corner common to Sections 19, 20, 29 and 30 of said Township 5 South, Range 29 East; thence North 89°09'44" East, along the dividing line of said Sections 20 and 29, a distance of 200.00 feet to a point; thence North 00°53'59" West, departing said dividing line, a distance of 21,013.50 feet; thence North 89°28'18" East, 7845.55 feet to the Point of Beginning.

From the Point of Beginning, continue thence North 89°28'18" East, 2002.82 feet to a point; thence North 49°45'40" East, 2486.26 feet more or less to a point lying on the Westerly Mean High Water Line of the Tolomato River; thence Northeasterly along the meanderings of said Westerly Mean High Water Line, 1,536 feet, more or less to a point which bears North 49°45'40" East and lies 891.44 feet distant from last said point; thence continue North 49°45'40" East, 558.42 feet more or less to a point lying on the Westerly line of the Florida East Coast Canal (Intracoastal Waterway) as depicted on plat thereof, recorded in Map Book 4, Pages 68 through 78 of the Public Records of said County; thence South 25°27'19" East, along said Westerly line, 658.77 feet more or less to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence, departing said Westerly canal line, Southwesterly, Southerly and Northeasterly, along meanderings of said Westerly Mean High Water Line, 4890 feet, more or less to an intersection with said Westerly line of said canal which bears South 25°27'19" East and lies 882.67 feet distant from last said point; thence South 25°27'19" East, along said Westerly canal line, 475.74 feet more or less to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence Southerly along the meanderings of said Westerly Mean High Water Line, 33,500 feet more or less, to its convergence with the Northerly Mean High Water Line of the Northerly prong of Smith Creek which bears South 12°08'19" West and lies 6736.68 feet distant from last said point; thence Northwesterly, along the meanderings of said Northerly Mean High Water Line of Smith Creek, 6340 feet more or less to its convergence with the Southerly Mean High Water Line of said Northerly prong of Smith Creek which bears North 50°08'35" West and lies 2947.90 feet distant from last said point; thence Southeasterly, along the meanderings of said Southerly Mean High Water Line, 4590 feet more or less to its convergence with the Northerly Mean High Water Line of the Southerly prong of said Smith Creek which bears South 44°01'31" East and lies 2750.85 feet distant from last said point; thence Southwesterly, along said Northerly Mean High Water Line, 3210 feet more or less to its convergence with the Southerly Mean High Water Line of said Southerly prong of Smith Creek which bears South 59°59'47" West and lies 1535.26 feet distant from last said point; thence Northeasterly, along the meanderings of said Southerly Mean High Water Line, 4,950 feet more or less to its convergence with said Westerly Mean High Water Line of said Tolomato River which bears North 78°09'08" East and lies 2092.17 feet distant from last said point; thence Southerly along the meanderings of said Westerly mean high water line, 50,020 feet, more or less, to its intersection with the Northeasterly line of that portion of the Intracoastal Waterway described and recorded in Deed Book 193, Page 387 (Parcel RWN 231-B) of the Public Records of St. Johns County, Florida which bears South 11°08'21" East and lies 7496.56 feet distant from last said point; thence North 53°26'01" West, along said Northeasterly line, 128.75 feet, more or less, to an intersection with said Westerly mean high water line; thence Northerly, Northwesterly and Southwesterly departing said Northwesterly line of Parcel RWN 231-B, and along said Westerly Mean High Water Line of the Tolomato River, 190 feet, more or less, to an intersection with the Northwesterly line of said parcel which bears South 56°09'33" West and lies 132.37 feet distant from last said point; thence South 36°33'59" West, along said Northwesterly line of Parcel RWN 231-B, 78.19 feet, more or less, to the

Northwesterly corner thereof: thence South 07° 36' 28" East, along the West line of said parcel, 72.81 feet, more or less, to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence Northwesterly, Southwesterly, Southerly and Easterly along the meanderings of said Westerly mean high water line, 2025 feet, more or less, to an intersection with said West line of Parcel RWN 231-B which bears South 07°36'28" East and lies 228.65 feet distant from last said point; thence continue South 07° 36' 28" East, departing said Westerly Mean High Water Line of the Tolomato River, along said West line of Parcel RWN 231-B, a distance of 1558.54 feet, more or less, to the Southwest corner of said parcel, said point also lying on the Easterly prolongation of the line dividing said Section 15 and Section 22 of said Township 5 South, Range 29 East; thence South 88°59'50" West, along said Easterly prolongation and along said line dividing Sections 15 and 22, a distance of 2392.50 feet more or less to its intersection with the Northerly Mean High Water Line of Deep Creek; thence Northwesterly, along the meanderings of said Northerly Mean High Water Line, 969 feet, more or less to a point which bears North 40°12'46" West and lies 661.31 feet distant from last said point; thence North 03° 47' 40" East, departing said Northerly Mean High Water Line of Deep Creek, 163.23 feet more or less; thence sequentially, along the following ninety-five (95) line courses to the Point of Beginning:

LINE TABLE		
LINE	BEARING	LENGTH
L1	N07°12'26"E	176.12
L2	N41°27'20"W	353.93
L3	N09°17'15"E	138.89
L4	N44°47'01"W	262.77
L5	N20°04'36"E	91.20
L6	N46°35'36"W	65.27
L7	N73°58'12"W	460.71
L8	S88°23'32"W	186.99
L9	N12°41'19"E	583.25
L10	N38°40'26"W	425.76
L11	N13°13'44"E	168.80
L12	N08°17'36"W	207.63
L13	S84°21'30"W	42.63
L14	N39°38'46"W	88.90
L15	N09°32'28"W	504.23
L16	N17°50'38"W	277.95
L17	N01°52'17"E	208.02
L18	N10°56'17"E	65.52
L19	N86°40'52"W	86.35
L20	N01°33'03"E	72.16
L21	N05°07'43"W	227.92
L22	N61°54'04"W	128.63
L23	N06°38'37"W	531.32
L24	N14°56'55"E	221.67
L25	N34°26'51"W	268.06
L26	N01°39'42"E	176.28
L27	N52°28'54"W	267.72
L28	N00°24'46"E	417.49
L29	N22°27'02"E	88.49
L30	N13°55'58"W	980.21
L31	N09°37'32"W	50.36
L32	N05°01'33"E	64.80
L33	N05°23'42"W	141.39
L34	N05°19'40"W	675.85
L35	N05°16'15"W	120.59
L36	N53°01'04"E	94.74
L37	N27°35'22"W	128.62
L38	N02°43'26"W	113.00
L39	N18°54'00"W	192.26
L40	S74°43'35"W	245.26
L41	N29°58'13"W	170.14
L42	S57°29'13"W	226.08
L44	S62°26'12"W	98.07
L45	S45°53'19"W	71.58
L46	N77°33'54"W	309.23
L47	N07°42'42"W	255.98
L48	N07°36'57"W	155.90
L49	N41°36'31"E	142.09
L50	N55°17'37"W	356.27

LINE TABLE		
LINE	BEARING	LENGTH
L51	N34°20'54"W	72.29
L52	N28°31'37"E	163.26
L53	S89°25'49"E	385.09
L54	N68°14'47"E	318.46
L55	N82°45'56"E	90.65
L56	N28°23'33"E	135.91
L58	N69°15'05"W	215.89
L59	N47°58'00"W	108.98
L60	N14°38'02"W	161.52
L61	N37°32'55"E	207.83
L62	N67°04'16"W	88.99
L63	N32°21'17"W	371.08
L64	S82°46'13"W	115.25
L65	S82°37'42"W	157.42
L66	N42°39'50"W	169.04
L67	S79°45'15"W	259.82
L68	N68°14'59"W	288.16
L69	N66°30'26"W	763.54
L70	N27°49'18"E	318.64
L71	S61°18'54"E	474.32
L72	N15°25'44"E	558.14
L73	N74°34'16"E	264.64
L74	S69°31'33"E	447.34
L75	N52°37'35"E	373.46
L76	N71°25'20"E	235.13
L77	N28°13'07"E	183.33
L78	N52°37'35"E	81.68
L79	N04°04'59"W	351.09
L80	N37°44'34"W	82.83
L81	N37°33'05"W	328.82
L82	N29°30'52"W	88.59
L83	N89°04'46"W	286.36
L84	S65°52'56"W	356.10
L86	N01°27'15"W	704.94
L87	N31°11'22"E	69.55
L88	N67°19'49"E	265.21
L89	N04°54'52"W	233.03
L90	N04°42'49"W	155.02
L91	N20°39'16"E	228.79
L92	N23°40'22"W	643.89
L93	N09°46'35"W	88.85
L94	N41°22'00"E	129.60
L95	N26°51'41"W	139.08
L96	N18°40'47"W	87.35
L97	N06°45'41"W	279.90
L98	N45°06'36"E	227.49

Less and except any portions thereof lying within the lands described and recorded in Deed Book 193, Page 387 (Parcel RWN 231-B), and the lands depicted in Map Book 4, Pages 68 through 78 of the Public Records of said county.

EXHIBIT 2

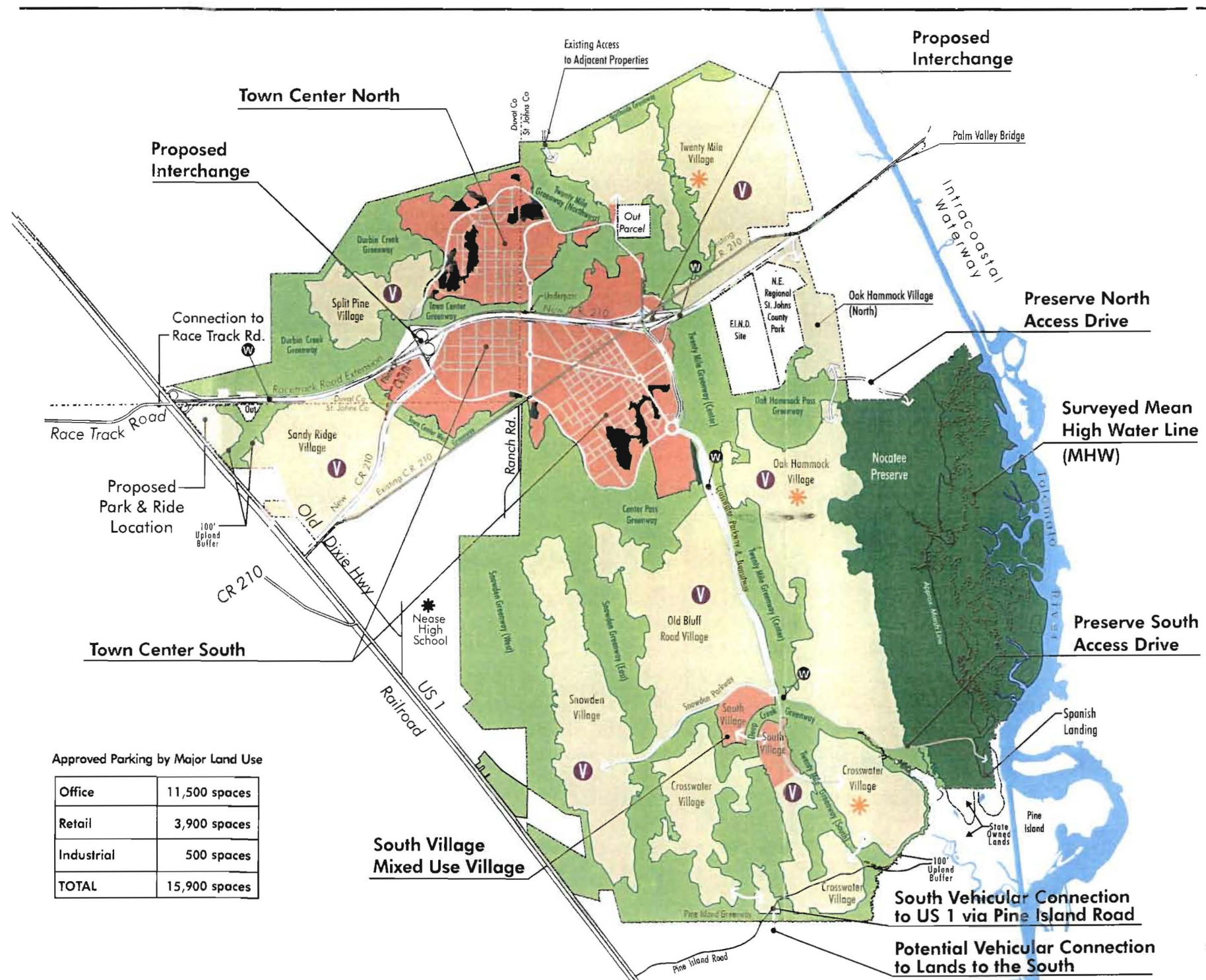
**Nocatee Master Plan
(Map H)**



NOCATEE

MASTER PLAN

Map H-1



Legend

- Golf Courses Permitted (3 Villages)
- C.R. 210 Alignment (Phase One)
- Greenways
- Nocatee Preserve (Not part of Nocatee DRI)
- Town Center Wetlands
- Village Center
- Major Wildlife Underpasses

NOTES:

1. The precise boundaries of the Greenway may be adjusted at the time conservation easements are conveyed to the SJWMD.
2. CR 210 alignment and other roadway geometry are subject to regulatory approval, engineering design and evaluation, permitting and site planning refinement. Location and number of access points to villages may vary.
3. Village Center locations are conceptual and subject to change and will be identified on the PUD Village Master Development Plan.
4. Interchange design shall be consistent with D.O. Exhibit 14.

Approved Parking by Major Land Use

Office	11,500 spaces
Retail	3,900 spaces
Industrial	500 spaces
TOTAL	15,900 spaces

PROSSER
HALLOCK

St. Johns County D.O. Exhibit
February 13, 2001



EXHIBIT 3

Land Use Phasing Tables

Non-Residential Development by Phase - St. Johns County

Phase	Office (acreage)	Office (sq. ft.)	Retail Commercial (acreage)	Retail Commercial (sq. ft.)	Light Industrial (acreage)	Light Industrial (sq. ft.)
Phase I	50	455,200	16	100,000	-	-
Phase II	70	594,000	22	134,000	14	125,000
Phase III	70	621,800	36	234,000	15	125,000
Phase IV	73	609,500	38	250,000	-	-
Phase V	73	591,500	38	250,000	-	-
Total	336	2,872,000	150	968,000	29	250,000

Note: Retail Commercial includes retail and service establishments.

Residential Development by Phase - St. Johns County

Phase	Total Dwelling Units	Single- Family	Multi-Family	Assisted Living	Hotel Rooms
Phase I	1,579	1,227	172	180	-
Phase II	2,156	1,538	438	180	-
Phase III	2,709	1,903	806	-	200
Phase IV	3,019	2,031	808	180	225
Phase V	3,116	2,112	1,004	-	60
Total	12,579	8,811	3,228	540	485

EXHIBIT 4

Conversion Table

Conversion Table Land Uses - St. Johns County

Land Use	Proposed Amount	Minimum Allowable	Maximum Allowable	ITE Code	ITE Trip Rate PM Peak Hour	Per
Golf Course (Holes)	54	N/A	72	430	2.74	Hole
Hotel (Rooms)	485	350	600	310	0.61	Room
Light Industrial (SF)	250,000	N/A	350,000	110	0.98	1000 sf
Office (SF)	2,872,000	2,250,000	3,000,000	750	1.5	1000 sf
Single-Family (Units)	8,811	6,000	11,000	210	1.01	Unit
Multi-Family (Units)	3,228	2,500	4,000	220	0.62	Unit
Retail Commercial (SF)	968,000	675,000	1,210,000	820	3.74	1000 sf

Conversion Table - St. Johns County

	Golf Course	Per	Hotel	Per	Light Industrial	Per	Office	Per
Golf Course (Holes)	N/A	N/A	4.81	Rooms	3.30	000 SF	2.37	000 SF
Hotel (Rooms)	0.21	Holes	N/A	N/A	0.69	000 SF	0.49	000 SF
Light Industrial (1000 SF)	0.30	Holes	1.46	Rooms	N/A	N/A	0.72	000 SF
Office (1000 SF)	0.42	Holes	2.03	Rooms	1.39	000 SF	N/A	N/A
Single-Family (Units)	0.29	Holes	1.38	Rooms	0.94	000 SF	0.68	000 SF
Multi-Family (Units)	0.19	Holes	0.91	Rooms	0.62	000 SF	0.45	000 SF
Retail Commercial (1000 SF)	1.05	Holes	5.05	Rooms	3.46	000 SF	2.49	000 SF
Civic (1000 SF)	1.76	Holes	8.45	Rooms	5.79	000 SF	4.17	000 SF
	Single-Family	Per	Multi-Family	Per	Retail Commercial	Per		
Golf Course (Holes)	3.49	Units	5.31	Units	0.95	000 SF		
Hotel (Rooms)	0.73	Units	1.10	Units	0.20	000 SF		
Light Industrial (1000 SF)	1.06	Units	1.61	Units	0.29	000 SF		
Office (1000 SF)	1.47	Units	2.24	Units	0.40	000 SF		
Single-Family (Units)	N/A	N/A	1.52	Units	0.27	000 SF		
Multi-Family (Units)	0.66	Units	N/A	N/A	0.18	000 SF		
Retail Commercial (1000 SF)	3.67	Units	5.58	Units	N/A	N/A		

Land uses which are consistent with this Conversion Table shall take precedence over any acreage amounts by land use set forth in the Development Order.

Nocatee / St. Johns

00060654.WPD.

February 13, 2001

EXHIBIT 5

**Nocatee Preserve
(Legal Description)**

February 8, 2001

Work Order No. S00-056-02

Nocatee Preserve Parcel

Page 1 of 2

Legal Description

A parcel of land lying in a portion of unsurveyed Section 34 and a portion of Section 57, the William Travers Grant all lying within Township 4 South, Range 29 East, St. Johns County, Florida, together with all of fractional Sections 3 and 10, and all of Section 66, the William Travers or Smith Grant, together with a portion of fractional Sections 4, 9, 15, and 16, unsurveyed Sections 3, 10 and 15, a portion of Section 39, the Hannah Smith Grant, a portion of Section 62, the William Travers Grant, a portion of Section 65, the William Travers Grant, all lying within Township 5 South, Range 29 East, St. Johns County, Florida and being more particularly described as follows:

For a Point of Reference, commence at the corner common to Sections 19, 20, 29 and 30 of said Township 5 South, Range 29 East; thence North $89^{\circ}09'44''$ East, along the dividing line of said Sections 20 and 29, a distance of 200.00 feet to a point; thence North $00^{\circ}53'59''$ West, departing said dividing line, a distance of 21,013.50 feet; thence North $89^{\circ}28'18''$ East, 7845.55 feet to the Point of Beginning.

From the Point of Beginning, continue thence North $89^{\circ}28'18''$ East, 2002.82 feet to a point; thence North $49^{\circ}45'40''$ East, 2486.26 feet more or less to a point lying on the Westerly Mean High Water Line of the Tolomato River; thence Northeasterly along the meanderings of said Westerly Mean High Water Line, 1,536 feet, more or less to a point which bears North $49^{\circ}45'40''$ East and lies 891.44 feet distant from last said point; thence continue North $49^{\circ}45'40''$ East, 558.42 feet more or less to a point lying on the Westerly line of the Florida East Coast Canal (Intracoastal Waterway) as depicted on plat thereof, recorded in Map Book 4, Pages 68 through 78 of the Public Records of said County; thence South $25^{\circ}27'19''$ East, along said Westerly line, 658.77 feet more or less to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence, departing said Westerly canal line, Southwesterly, Southerly and Northeasterly, along meanderings of said Westerly Mean High Water Line, 4890 feet, more or less to an intersection with said Westerly line of said canal which bears South $25^{\circ}27'19''$ East and lies 882.67 feet distant from last said point; thence South $25^{\circ}27'19''$ East, along said Westerly canal line, 475.74 feet more or less to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence Southerly along the meanderings of said Westerly Mean High Water Line, 33,500 feet more or less, to its convergence with the Northerly Mean High Water Line of the Northerly prong of Smith Creek which bears South $12^{\circ}08'19''$ West and lies 6736.68 feet distant from last said point; thence Northwesterly, along the meanderings of said Northerly Mean High Water Line of Smith Creek, 6340 feet more or less to its convergence with the Southerly Mean High Water Line of said Northerly prong of Smith Creek which bears North $50^{\circ}08'35''$ West and lies 2947.90 feet distant from last said point; thence Southeasterly, along the meanderings of said Southerly Mean High Water Line, 4590 feet more or less to its convergence with the Northerly Mean High Water Line of the Southerly prong of said Smith Creek which bears South $44^{\circ}01'31''$ East and lies 2750.85 feet distant from last said point; thence Southwesterly, along said Northerly Mean High Water Line, 3210 feet more or less to its convergence with the Southerly Mean High Water Line of said Southerly prong of Smith Creek which bears South $59^{\circ}59'47''$ West and lies 1535.26 feet distant from last said point; thence Northeasterly, along the meanderings of said Southerly Mean High Water Line, 4,950 feet more or less to its convergence with said Westerly Mean High Water Line of said Tolomato River which bears North $78^{\circ}09'08''$ East and lies 2092.17 feet distant from last said point; thence Southerly along the meanderings of said Westerly mean high water line, 50,020 feet, more or less, to its intersection with the Northeasterly line of that portion of the Intracoastal Waterway described and recorded in Deed Book 193, Page 387 (Parcel RWN 231-B) of the Public Records of St. Johns County, Florida which bears South $11^{\circ}08'21''$ East and lies 7496.56 feet distant from last said point; thence North $53^{\circ}26'01''$ West, along said Northeasterly line, 128.75 feet, more or less, to an intersection with said Westerly mean high water line; thence Northerly, Northwesterly and Southwesterly departing said Northwesterly line of Parcel RWN 231-B, and along said Westerly Mean High Water Line of the Tolomato River, 190 feet, more or less, to an intersection with the Northwesterly line of said parcel which bears South $56^{\circ}09'33''$ West and lies 132.37 feet distant from last said point; thence South $36^{\circ}33'59''$ West, along said Northwesterly line of Parcel RWN 231-B, 78.19 feet, more or less, to the Northwesterly corner thereof; thence South $07^{\circ}36'28''$ East, along the West line of said parcel, 72.81 feet, more or less, to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence Northwesterly, Southwesterly, Southerly and Easterly along the meanderings

Legal Description

of said Westerly mean high water line, 2025 feet, more or less, to an intersection with said West line of Parcel RWN 231-B which bears South 07°36'28" East and lies 228.65 feet distant from last said point; thence continue South 07° 36' 28" East, departing said Westerly Mean High Water Line of the Toiomato River, along said West line of Parcel RWN 231-B, a distance of 1558.54 feet, more or less, to the Southwest corner of said parcel, said point also lying on the Easterly prolongation of the line dividing said Section 15 and Section 22 of said Township 5 South, Range 29 East; thence South 88°59'50" West, along said Easterly prolongation and along said line dividing Sections 15 and 22, a distance of 2392.50 feet more or less to its intersection with the Northerly Mean High Water Line of Deep Creek; thence Northwesterly, along the meanderings of said Northerly Mean High Water Line, 969 feet, more or less to a point which bears North 40°12'46" West and lies 661.31 feet distant from last said point; thence North 03° 47' 40" East, departing said Northerly Mean High Water Line of Deep Creek, 163.23 feet more or less; thence sequentially, along the following ninety-five (95) line courses to the Point of Beginning:

LINE TABLE		
LINE	BEARING	LENGTH
L1	N07°12'26"E	176.12
L2	N41°27'20"W	353.93
L3	N09°17'15"E	138.89
L4	N44°47'01"W	262.77
L5	N20°04'36"E	91.20
L6	N46°35'36"W	65.27
L7	N73°58'12"W	460.71
L8	S88°23'32"W	186.99
L9	N12°41'19"E	583.25
L10	N38°40'26"W	425.76
L11	N13°13'44"E	168.80
L12	N08°17'36"W	207.63
L13	S84°21'30"W	42.63
L14	N39°38'46"W	88.90
L15	N09°32'28"W	504.23
L16	N17°30'38"W	277.95
L17	N01°52'17"E	208.02
L18	N10°56'17"E	65.52
L19	N86°40'52"W	86.35
L20	N01°33'03"E	72.16
L21	N05°07'43"W	227.92
L22	N61°54'04"W	128.63
L23	N06°38'37"W	531.32
L24	N14°56'55"E	221.67
L25	N34°26'51"W	268.06
L26	N01°39'42"E	176.28
L27	N52°28'54"W	267.72
L28	N00°24'46"E	417.49
L29	N22°27'02"E	88.49
L30	N13°55'58"W	980.21
L31	N09°37'32"W	50.38
L32	N05°01'33"E	64.80
L33	N05°23'42"W	141.39
L34	N05°19'40"W	675.85
L35	N05°16'15"W	120.59
L36	N53°01'04"E	94.74
L37	N27°35'22"W	128.62
L38	N02°43'26"W	113.80
L39	N18°54'00"W	192.26
L40	S74°43'35"W	245.26
L41	N29°58'13"W	170.14
L42	S57°29'13"W	226.08
L44	S62°26'12"W	98.07
L45	S45°53'19"W	71.56
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L47	N07°42'42"W	255.98
L48	N07°36'57"W	155.90
L49	N41°36'31"E	142.09
L50	N55°17'37"W	356.27

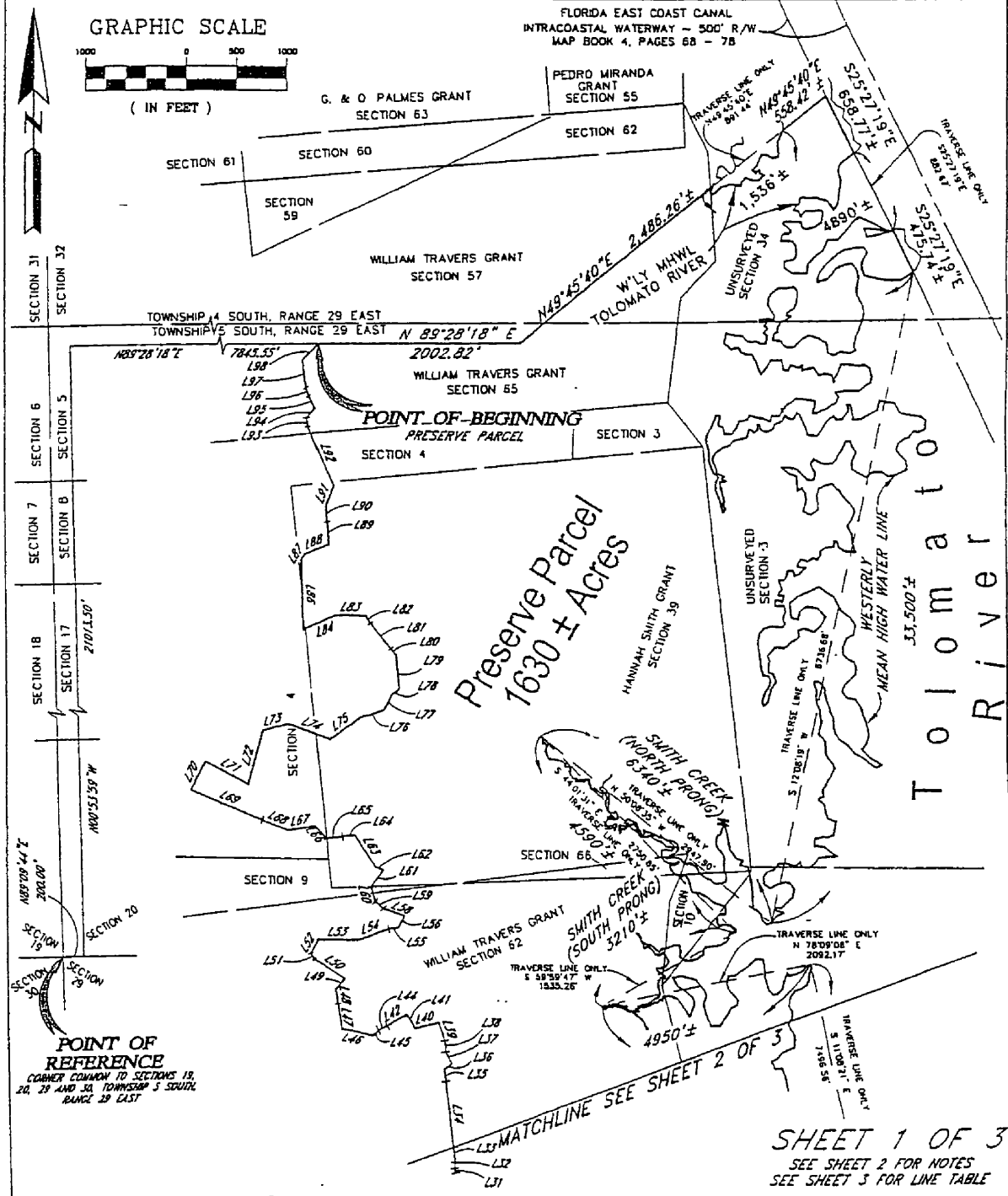
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L55	N82°45'56"E	90.65
L56	N28°23'33"E	135.91
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L96	N18°40'47"W	87.35
L97	N06°45'41"W	279.90
L98	N45°06'38"E	227.49

Less and except any portions thereof lying within the lands described and recorded in Deed Book 193, Page 387 (Parcel RWN 231-B), and the lands depicted in Map Book 4, Pages 68 through 78 of the Public Records of said county.

Containing 1,630 acres, more or less.

SKETCH TO ACCOMPANY DESCRIPTION

A PORTION OF UNSURVEYED SECTION 34 AND A PORTION OF SECTION 57 OF THE WILLIAM TRAVERS GRANT LYING WITHIN TOWNSHIP 4 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA TOGETHER WITH ALL OF FRACTIONAL SECTIONS 3 AND 10, AND ALL OF SECTION 66 OF THE WILLIAM TRAVERSE OR SMITH GRANT, TOGETHER WITH A PORTION OF FRACTIONAL SECTIONS 4, 9, 15 AND 16, UNSURVEYED SECTIONS 3, 10 AND 15, A PORTION OF SECTION 39 OF THE HANNAH SMITH GRANT, A PORTION OF SECTION 62 OF THE WILLIAM TRAVERS GRANT, A PORTION OF SECTION 65 OF THE WILLIAM TRAVERS GRANT, ALL LYING WITHIN TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA,
BEING MORE PARTICULARLY DESCRIBED IN SEPARATE ATTACHMENT



NOT VALID WITHOUT THE SIGNATURE AND THE ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.

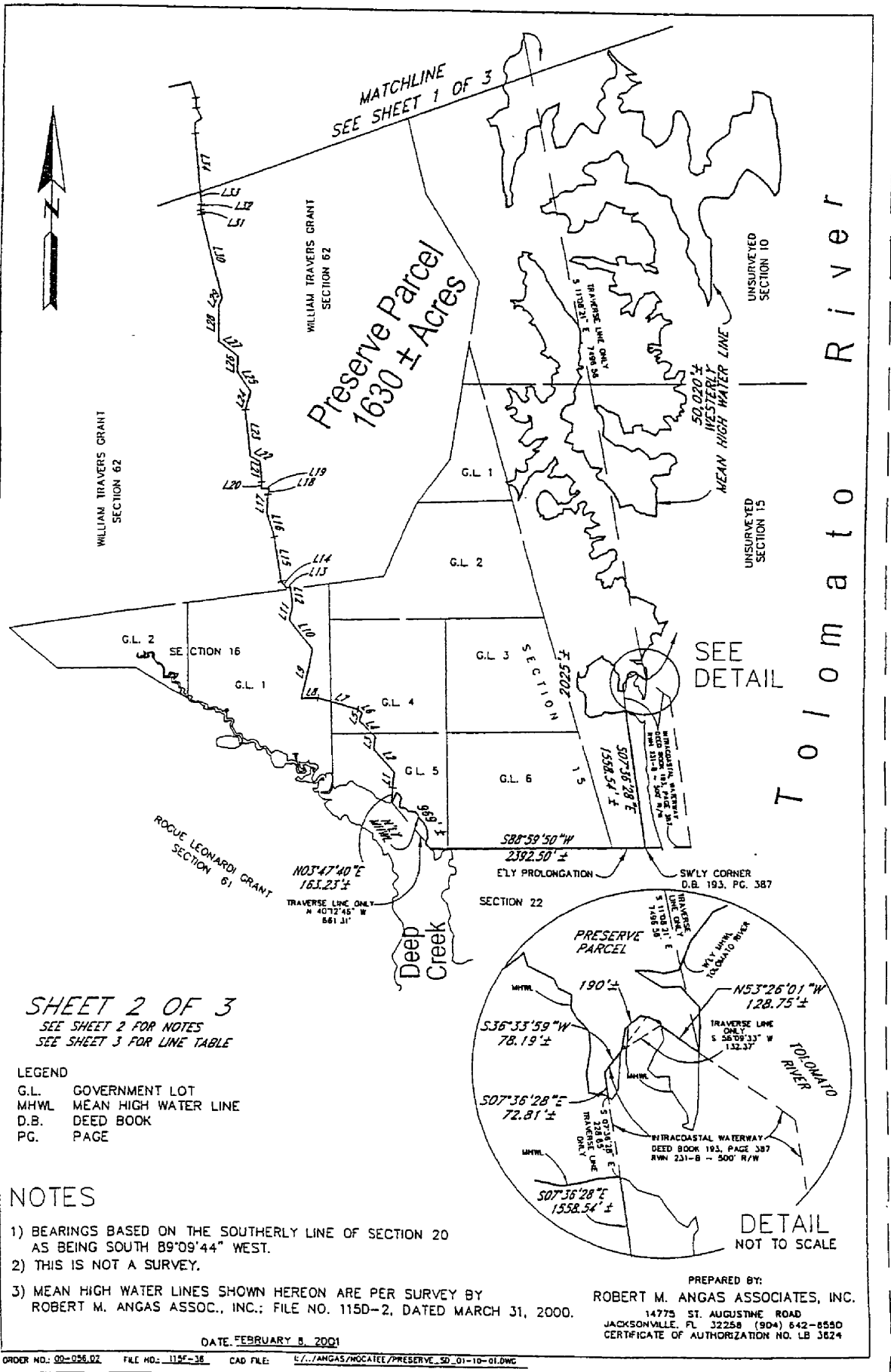


Robert M. Angas Associates, Inc.
LAND SURVEYORS, PLANNERS AND CIVIL ENGINEERS
SINCE 1924

14775 St. Augustine Road, Jacksonville, FL 32258 Tel: (904) 642-8550
Certificate of Authorization No.: LB 3624

David L. Lampp
DAVID L. LAMPP
PROFESSIONAL SURVEYOR AND MAPPER
STATE of FLORIDA P.S.M. No 3535

DATE: FEBRUARY 8, 2001



Preserve Parcel
1630 ± Acres

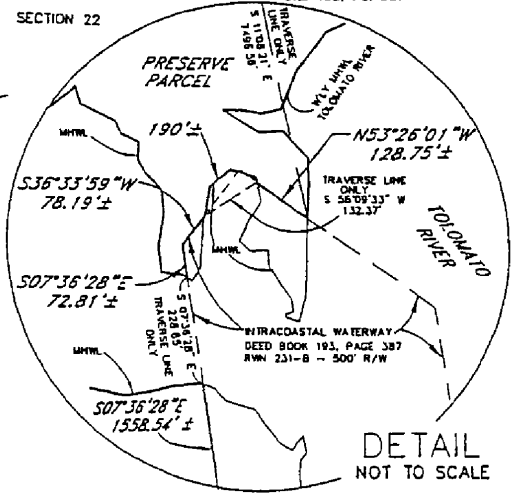
Toiyato River

SHEET 2 OF 3
SEE SHEET 2 FOR NOTES
SEE SHEET 3 FOR LINE TABLE

LEGEND
G.L. GOVERNMENT LOT
MHWL MEAN HIGH WATER LINE
D.B. DEED BOOK
PG. PAGE

NOTES

- 1) BEARINGS BASED ON THE SOUTHERLY LINE OF SECTION 20 AS BEING SOUTH 89°09'44" WEST.
- 2) THIS IS NOT A SURVEY.
- 3) MEAN HIGH WATER LINES SHOWN HEREON ARE PER SURVEY BY ROBERT M. ANGAS ASSOC., INC.; FILE NO. 115D-2, DATED MARCH 31, 2000.



DETAIL
NOT TO SCALE

PREPARED BY:
ROBERT M. ANGAS ASSOCIATES, INC.
14775 ST. AUGUSTINE ROAD
JACKSONVILLE, FL 32258 (904) 642-6590
CERTIFICATE OF AUTHORIZATION NO. LB 3624

DATE: FEBRUARY 5, 2001

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SEE SHEET 2 FOR NOTES
SHEET 3 OF 3

DATE: FEBRUARY 5, 2001

PREPARED BY:
ROBERT M. ANGAS ASSOCIATES, INC.
14775 ST. AUGUSTINE ROAD
JACKSONVILLE, FL 32258 (904) 642-8850
CERTIFICATE OF AUTHORIZATION NO. LB 3624

EXHIBIT 6

**Wildlife Underpass Locations
and Preserved Significant Natural Communities Habitat**



NOCATEE

MASTER PLAN

Map H-1

Legend

* Golf Courses Permitted
(3 Villages)

- - - C.R. 210 Alignment
(Phase One)

Greenways

■ Nocatee Preserve (Not part of Nocatee DRI)

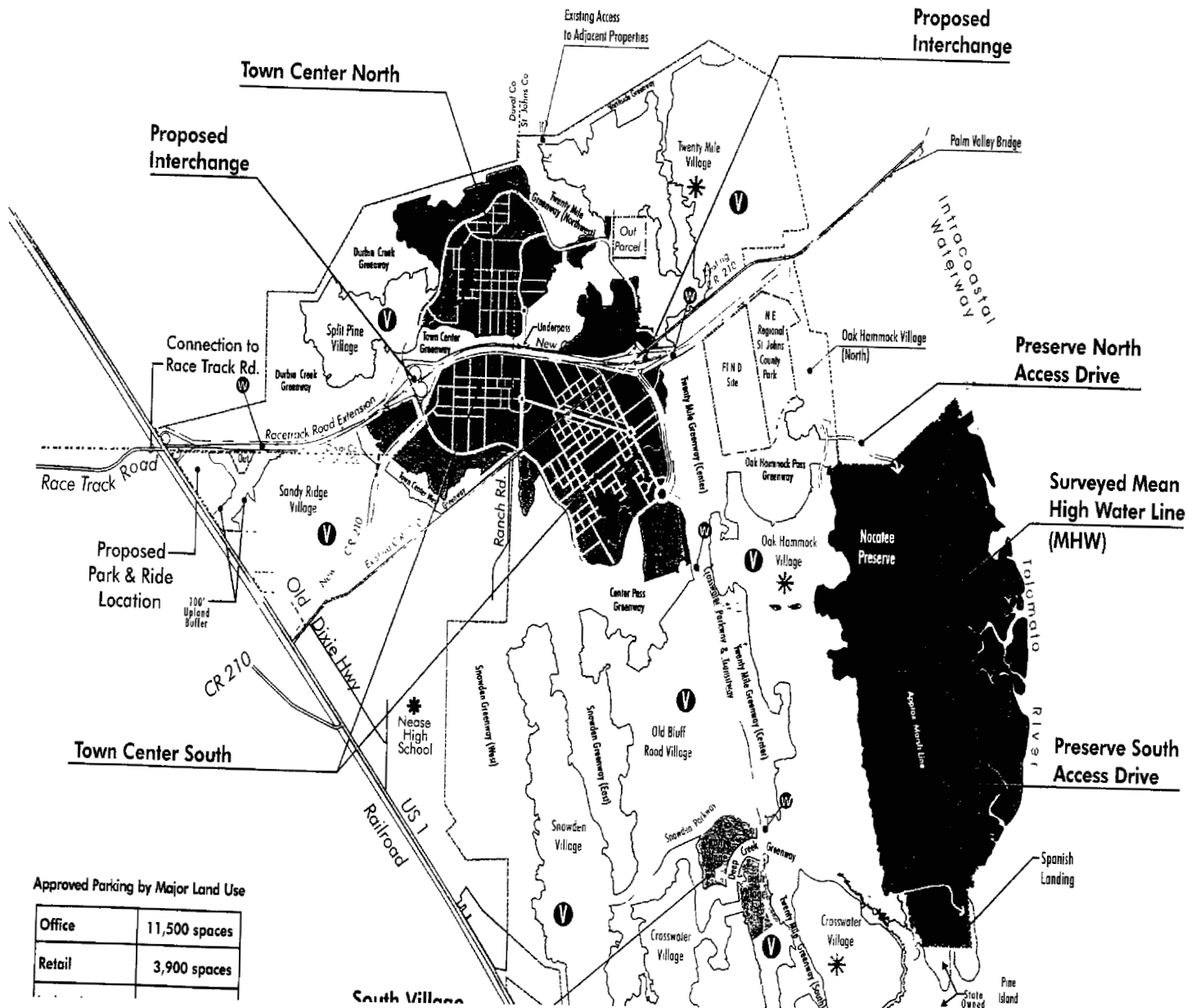
■ Town Center Wetlands

V Village Center

W Major Wildlife Underpasses

NOTES:

1. The precise boundaries of the Greenway may be adjusted at the time conservation easements are conveyed to the SJWMD.
2. CR 210 alignment and other roadway geometry are subject to regulatory approval, engineering design and evaluation, permitting and site planning refinement. Location and number of access points to villages may vary.
3. Village Center locations are conceptual and subject to change and will be identified on the PUD Village Master Development Plan.
4. Interchange design shall be consistent with D.O. Exhibit 14.



Approved Parking by Major Land Use

Office	11,500 spaces
Retail	3,900 spaces

EXHIBIT 3

Land Use Phasing Tables

Non-Residential Development by Phase - St. Johns County

Phase	Office (acreage)	Office (sq. ft.)	Retail Commercial (acreage)	Retail Commercial (sq. ft.)	Light Industrial (acreage)	Light Industrial (sq. ft.)
Phase I	50	455,200	16	100,000	-	-
Phase II	70	594,000	22	134,000	14	125,000
Phase III	70	621,800	36	234,000	15	125,000
Phase IV	73	609,500	38	250,000	-	-
Phase V	73	591,500	38	250,000	-	-
Total	336	2,872,000	150	968,000	29	250,000

Note: Retail Commercial includes retail and service establishments.

Residential Development by Phase - St. Johns County

Phase	Total Dwelling Units	Single- Family	Multi-Family	Assisted Living	Hotel Rooms
Phase I	1,579	1,227	172	180	-
Phase II	2,156	1,538	438	180	-
Phase III	2,709	1,903	806	-	200
Phase IV	3,019	2,031	808	180	225
Phase V	3,116	2,112	1,004	-	60
Total	12,579	8,811	3,228	540	485

EXHIBIT 4

Conversion Table

Conversion Table Land Uses - St. Johns County

Land Use	Proposed Amount	Minimum Allowable	Maximum Allowable	ITE Code	ITE Trip Rate PM Peak Hour	Per
Golf Course (Holes)	54	N/A	72	430	2.74	Hole
Hotel (Rooms)	485	350	600	310	0.61	Room
Light Industrial (SF)	250,000	N/A	350,000	110	0.98	1000 sf
Office (SF)	2,872,000	2,250,000	3,000,000	750	1.5	1000 sf
Single-Family (Units)	8,811	6,000	11,000	210	1.01	Unit
Multi-Family (Units)	3,228	2,500	4,000	220	0.62	Unit
Retail Commercial (SF)	968,000	675,000	1,210,000	820	3.74	1000 sf

Conversion Table - St. Johns County

	Golf Course	Per	Hotel	Per	Light Industrial	Per	Office	Per
Golf Course (Holes)	N/A	N/A	4.81	Rooms	3.30	000 SF	2.37	000 SF
Hotel (Rooms)	0.21	Holes	N/A	N/A	0.69	000 SF	0.49	000 SF
Light Industrial (1000 SF)	0.30	Holes	1.46	Rooms	N/A	N/A	0.72	000 SF
Office (1000 SF)	0.42	Holes	2.03	Rooms	1.39	000 SF	N/A	N/A
Single-Family (Units)	0.29	Holes	1.38	Rooms	0.94	000 SF	0.68	000 SF
Multi-Family (Units)	0.19	Holes	0.91	Rooms	0.62	000 SF	0.45	000 SF
Retail Commercial (1000 SF)	1.05	Holes	5.05	Rooms	3.46	000 SF	2.49	000 SF
Civic (1000 SF)	1.76	Holes	8.45	Rooms	5.79	000 SF	4.17	000 SF
	Single-Family	Per	Multi-Family	Per	Retail Commercial	Per		
Golf Course (Holes)	3.49	Units	5.31	Units	0.95	000 SF		
Hotel (Rooms)	0.73	Units	1.10	Units	0.20	000 SF		
Light Industrial (1000 SF)	1.06	Units	1.61	Units	0.29	000 SF		
Office (1000 SF)	1.47	Units	2.24	Units	0.40	000 SF		
Single-Family (Units)	N/A	N/A	1.52	Units	0.27	000 SF		
Multi-Family (Units)	0.66	Units	N/A	N/A	0.18	000 SF		
Retail Commercial (1000 SF)	3.67	Units	5.58	Units	N/A	N/A		

Land uses which are consistent with this Conversion Table shall take precedence over any acreage amounts by land use set forth in the Development Order.

Nocatee / St. Johns

00060654.WPD

February 13, 2001

EXHIBIT 5

Nocatee Preserve
(Legal Description)

Legal Description

A parcel of land lying in a portion of unsurveyed Section 34 and a portion of Section 57, the William Travers Grant all lying within Township 4 South, Range 29 East, St. Johns County, Florida, together with all of fractional Sections 3 and 10, and all of Section 66, the William Travers or Smith Grant, together with a portion of fractional Sections 4, 9, 15, and 16, unsurveyed Sections 3, 10 and 15, a portion of Section 39, the Hannah Smith Grant, a portion of Section 62, the William Travers Grant, a portion of Section 65, the William Travers Grant, all lying within Township 5 South, Range 29 East, St. Johns County, Florida and being more particularly described as follows:

For a Point of Reference, commence at the corner common to Sections 19, 20, 29 and 30 of said Township 5 South, Range 29 East; thence North $89^{\circ}09'44''$ East, along the dividing line of said Sections 20 and 29, a distance of 200.00 feet to a point; thence North $00^{\circ}53'59''$ West, departing said dividing line, a distance of 21,013.50 feet; thence North $89^{\circ}28'18''$ East, 7845.55 feet to the Point of Beginning.

From the Point of Beginning, continue thence North $89^{\circ}28'18''$ East, 2002.82 feet to a point; thence North $49^{\circ}45'40''$ East, 2486.26 feet more or less to a point lying on the Westerly Mean High Water Line of the Tolomato River; thence Northeasterly along the meanderings of said Westerly Mean High Water Line, 1,536 feet, more or less to a point which bears North $49^{\circ}45'40''$ East and lies 891.44 feet distant from last said point; thence continue North $49^{\circ}45'40''$ East, 558.42 feet more or less to a point lying on the Westerly line of the Florida East Coast Canal (Intracoastal Waterway) as depicted on plat thereof, recorded in Map Book 4, Pages 68 through 78 of the Public Records of said County; thence South $25^{\circ}27'19''$ East, along said Westerly line, 658.77 feet more or less to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence, departing said Westerly canal line, Southwesterly, Southerly and Northeasterly, along meanderings of said Westerly Mean High Water Line, 4890 feet, more or less to an intersection with said Westerly line of said canal which bears South $25^{\circ}27'19''$ East and lies 882.67 feet distant from last said point; thence South $25^{\circ}27'19''$ East, along said Westerly canal line, 475.74 feet more or less to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence Southerly along the meanderings of said Westerly Mean High Water Line, 33,500 feet more or less, to its convergence with the Northerly Mean High Water Line of the Northerly prong of Smith Creek which bears South $12^{\circ}08'19''$ West and lies 6736.68 feet distant from last said point; thence Northwesterly, along the meanderings of said Northerly Mean High Water Line of Smith Creek, 6340 feet more or less to its convergence with the Southerly Mean High Water Line of said Northerly prong of Smith Creek which bears North $50^{\circ}08'35''$ West and lies 2947.90 feet distant from last said point; thence Southeasterly, along the meanderings of said Southerly Mean High Water Line, 4590 feet more or less to its convergence with the Northerly Mean High Water Line of the Southerly prong of said Smith Creek which bears South $44^{\circ}01'31''$ East and lies 2750.85 feet distant from last said point; thence Southwesterly, along said Northerly Mean High Water Line, 3210 feet more or less to its convergence with the Southerly Mean High Water Line of said Southerly prong of Smith Creek which bears South $59^{\circ}59'47''$ West and lies 1535.26 feet distant from last said point; thence Northeasterly, along the meanderings of said Southerly Mean High Water Line, 4,950 feet more or less to its convergence with said Westerly Mean High Water Line of said Tolomato River which bears North $78^{\circ}09'08''$ East and lies 2092.17 feet distant from last said point; thence Southerly along the meanderings of said Westerly mean high water line, 50,020 feet, more or less, to its intersection with the Northeasterly line of that portion of the Intracoastal Waterway described and recorded in Deed Book 193, Page 387 (Parcel RWN 231-B) of the Public Records of St. Johns County, Florida which bears South $11^{\circ}08'21''$ East and lies 7496.56 feet distant from last said point; thence North $53^{\circ}26'01''$ West, along said Northeasterly line, 128.75 feet, more or less, to an intersection with said Westerly mean high water line; thence Northerly, Northwesterly and Southwesterly departing said Northwesterly line of Parcel RWN 231-B, and along said Westerly Mean High Water Line of the Tolomato River, 190 feet, more or less, to an intersection with the Northwesterly line of said parcel which bears South $56^{\circ}09'33''$ West and lies 132.37 feet distant from last said point; thence South $36^{\circ}33'59''$ West, along said Northwesterly line of Parcel RWN 231-B, 78.19 feet, more or less, to the Northwesterly corner thereof; thence South $07^{\circ}36'28''$ East, along the West line of said parcel, 72.81 feet, more or less, to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence Northwesterly, Southwesterly, Southerly and Easterly along the meanderings

Legal Description

of said Westerly mean high water line, 2025 feet, more or less, to an intersection with said West line of Parcel RWN 231-B which bears South 07° 36' 28" East and lies 228.65 feet distant from last said point; thence continue South 07° 36' 28" East, departing said Westerly Mean High Water Line of the Toimato River, along said West line of Parcel RWN 231-B, a distance of 1558.54 feet, more or less, to the Southwest corner of said parcel, said point also lying on the Easterly prolongation of the line dividing said Section 15 and Section 22 of said Township 5 South, Range 29 East; thence South 88° 59' 50" West, along said Easterly prolongation and along said line dividing Sections 15 and 22, a distance of 2392.50 feet more or less to its intersection with the Northerly Mean High Water Line of Deep Creek; thence Northwesterly, along the meanderings of said Northerly Mean High Water Line, 969 feet, more or less to a point which bears North 40° 12' 46" West and lies 661.31 feet distant from last said point; thence North 03° 47' 40" East, departing said Northerly Mean High Water Line of Deep Creek, 163.23 feet more or less; thence sequentially, along the following ninety-five (95) line courses to the Point of Beginning:

LINE TABLE		
LINE	BEARING	LENGTH
L1	N07°12'26"E	176.12
L2	N41°27'20"W	353.93
L3	N09°17'15"E	138.89
L4	N44°47'01"W	262.77
L5	N20°04'36"E	91.20
L6	N46°35'36"W	65.27
L7	N73°58'12"W	460.71
L8	S88°23'32"W	186.99
L9	N12°41'19"E	583.25
L10	N38°40'26"W	425.76
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L17	N01°52'17"E	208.02
L18	N10°56'17"E	65.52
L19	N86°40'52"W	86.35
L20	N01°33'03"E	72.16
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L30	N13°55'58"W	980.21
L31	N09°37'32"W	50.36
L32	N05°01'33"E	84.80
L33	N05°23'42"W	141.39
L34	N05°19'40"W	675.85
L35	N05°16'15"W	120.59
L36	N53°01'04"E	94.74
L37	N27°35'22"W	128.62
L38	N02°43'26"W	113.80
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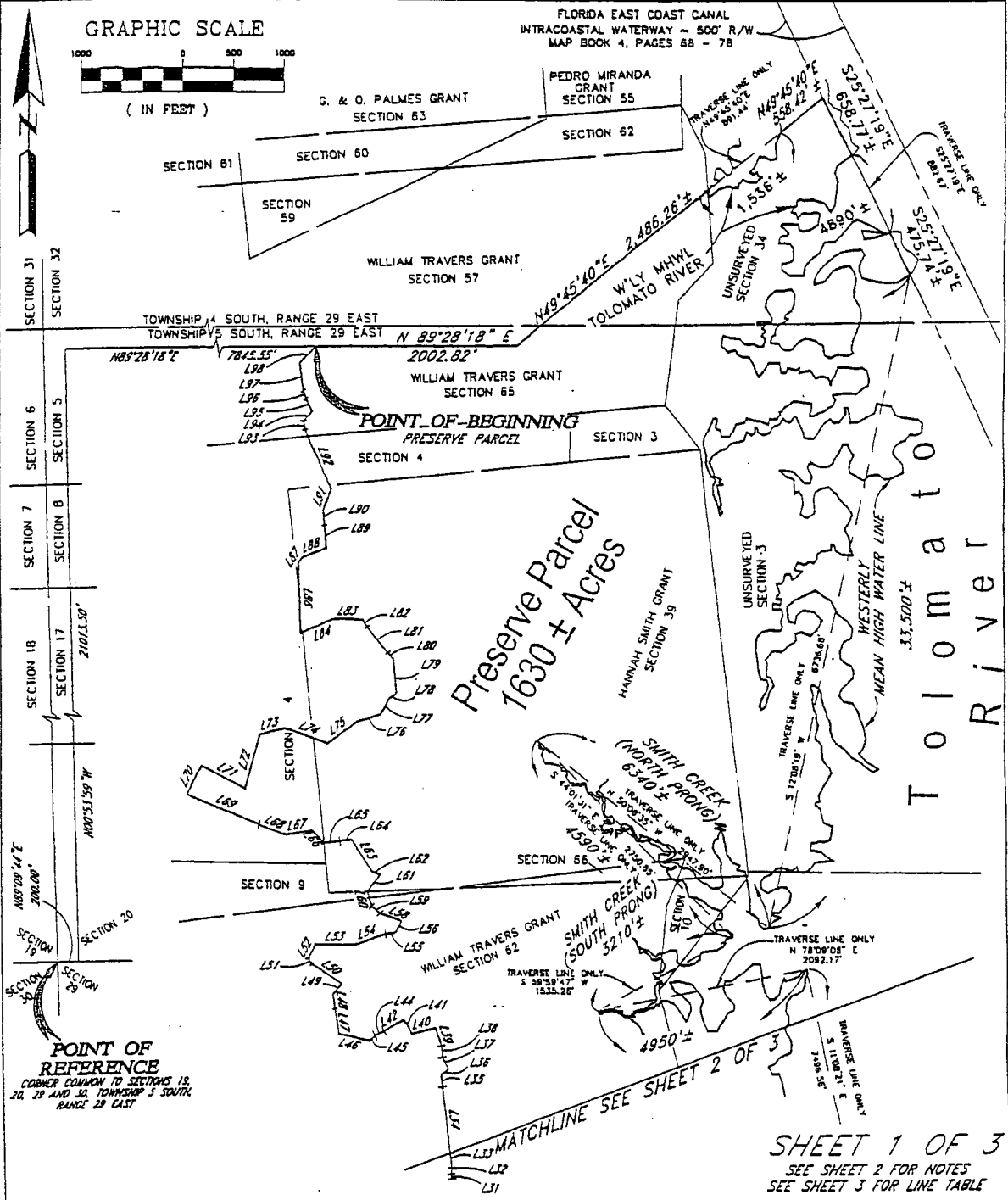
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L98	N45°06'38"E	227.49

Less and except any portions thereof lying within the lands described and recorded in Deed Book 193, Page 387 (Parcel RWN 231-B), and the lands depicted in Map Book 4, Pages 68 through 78 of the Public Records of said county.

Containing 1,630 acres, more or less.

SKETCH TO ACCOMPANY DESCRIPTION

A PORTION OF UNSURVEYED SECTION 34 AND A PORTION OF SECTION 57 OF THE WILLIAM TRAVERS GRANT LYING WITHIN TOWNSHIP 4 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA TOGETHER WITH ALL OF FRACTIONAL SECTIONS 3 AND 10, AND ALL OF SECTION 66 OF THE WILLIAM TRAVERSE OR SMITH GRANT, TOGETHER WITH A PORTION OF FRACTIONAL SECTIONS 4, 9, 15 AND 18, UNSURVEYED SECTIONS 3, 10 AND 15, A PORTION OF SECTION 39 OF THE HANNAH SMITH GRANT, A PORTION OF SECTION 62 OF THE WILLIAM TRAVERS GRANT, A PORTION OF SECTION 65 OF THE WILLIAM TRAVERS GRANT, ALL LYING WITHIN TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED IN SEPARATE ATTACHMENT



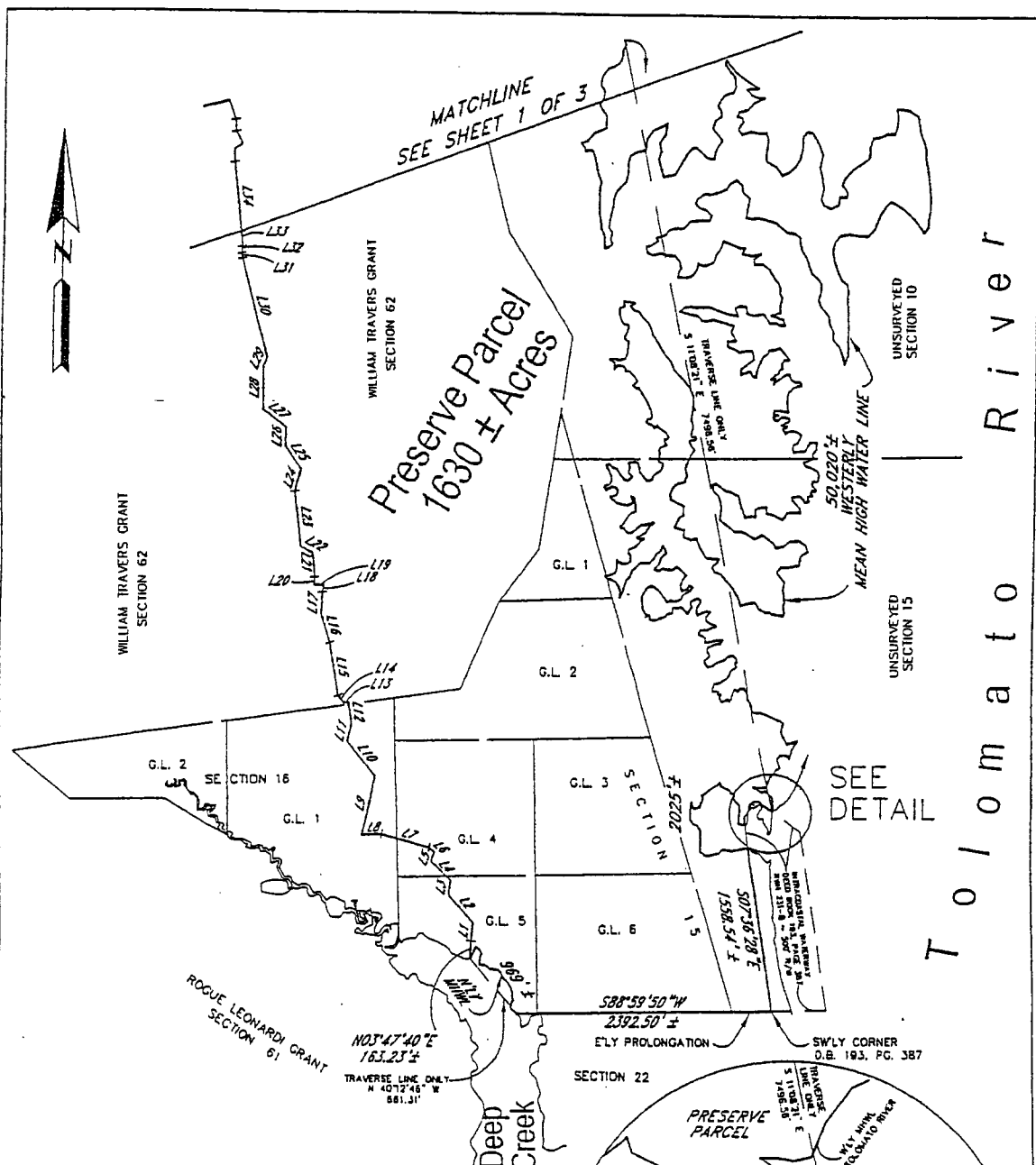
Robert M. Angas Associates, inc.
 LAND SURVEYORS, PLANNERS AND CIVIL ENGINEERS
 SINCE 1924
 14775 St. Augustine Road, Jacksonville, FL 32258 Tel: (904) 642-8550
 Certificate of Authorization No.: LB 3624

DATE: FEBRUARY 8, 2001

NOT VALID WITHOUT THE SIGNATURE AND THE ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.

David L. Lampp
 DAVID L. LAMPP
 PROFESSIONAL SURVEYOR AND MAPPER
 STATE OF FLORIDA P.S.M. No. 3535

SHEET 1 OF 3
 SEE SHEET 2 FOR NOTES
 SEE SHEET 3 FOR LINE TABLE



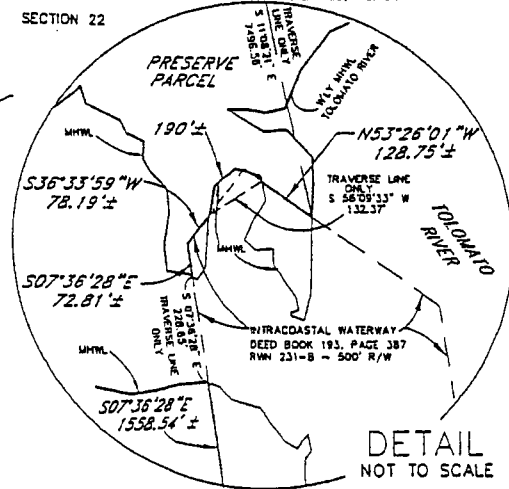
SHEET 2 OF 3
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LEGEND
 G.L. GOVERNMENT LOT
 MHWL MEAN HIGH WATER LINE
 D.B. DEED BOOK
 PG. PAGE

NOTES

- 1) BEARINGS BASED ON THE SOUTHERLY LINE OF SECTION 20 AS BEING SOUTH 89°09'44" WEST.
- 2) THIS IS NOT A SURVEY.
- 3) MEAN HIGH WATER LINES SHOWN HEREON ARE PER SURVEY BY ROBERT M. ANGAS ASSOC., INC.; FILE NO. 115D-2, DATED MARCH 31, 2000.

DATE: FEBRUARY 8, 2001



DETAIL
 NOT TO SCALE

PREPARED BY:
ROBERT M. ANGAS ASSOCIATES, INC.
 14775 ST. AUGUSTINE ROAD
 JACKSONVILLE, FL 32258 (904) 642-8550
 CERTIFICATE OF AUTHORIZATION NO. LB 3624

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SEE SHEET 2 FOR NOTES
SHEET 3 OF 3

DATE: FEBRUARY 6, 2001

PREPARED BY:
ROBERT M. ANGAS ASSOCIATES, INC.
14775 ST. AUGUSTINE ROAD
JACKSONVILLE, FL 32258 (904) 642-8550
CERTIFICATE OF AUTHORIZATION NO. LB 3624

EXHIBIT 6

**Wildlife Underpass Locations
and Preserved Significant Natural Communities Habitat**



NOCATEE

SIGNIFICANT NATURAL COMMUNITIES HABITAT

Map F-4



Legend

Significant Natural Community Habitats

Symbol	FLUCFCS	Description	Existing	Preserved	%
	412	Longleaf Pine	75 ac.	33.8 ac.	45.0%
	413	Sand Pine	17 ac.	17.0 ac.	100.0%
	421	Xeric Oak	88 ac.	9.1 ac.	10.3%
Total			180 ac.	59.9 ac.	33.3%

Preserved Areas (Outlined in Red)

Major Wildlife Underpasses

**PROSSER
HALLOCK**

February 13, 2001



EXHIBIT 7

Nocatee Silviculture Management Plan



NOCATEE SILVICULTURE MANAGEMENT PLAN

I. BACKGROUND

The property that comprises the 14,953-acre proposed development known as Nocatee has long been managed for forest products. This document establishes how forest management will continue on a portion of the land until the time of build-out. Prior to 1947, the land was owned by the Upchurch family and was managed for big timber, turpentine, and naval stores. The Nocatee-Manatee Crate Company purchased the land in 1947 for the production of fruit crates. St. Regis gained control after the failure of Nocatee Manatee Crate Company in the late 1950's and managed the land for pulpwood until 1984. In 1984 the Davis family bought the land and ended the lease to St. Regis, and since that time has managed the land for pine production.

II. STATUS

The land within the boundaries of the proposed Nocatee development has been managed for forestry products for over 50 years. The current use is predominately pine production. Little harvesting has occurred in recent years within the mature wetland systems although substantial value exists for the timber in these wetlands.

Since the Nocatee project was announced in the spring of 1999, timber harvesting has temporarily ceased. Only site preparation and replanting on previously harvested sites time to properly manage the land has occurred since that.

The Nocatee property comprises a total of approximately 8,033 acres in managed pine stands. Harvesting will not occur again until the review process for the Nocatee ADA is completed and the Development Order is approved. The desirable rotation for pine on this land is 18 to 25 years although certain stands are currently over mature and need to be harvested as soon as practicable. Following harvesting, sites are prepared and replanted within 12 to 18 months with slash pine or sand pine in certain areas. The plantations have been previously managed following silviculture Best Management Practices.

III. COUNTY COMPREHENSIVE PLAN REQUIREMENTS FOR SILVICULTURE AND TREE PROTECTION

A. St. Johns County

The St. Johns County Comprehensive Plan requires that silviculture activities within forested wetland areas comply with the Division of Forestry's Best Management Practices (BMP's). For areas designated as rural/silviculture, commercial harvesting must follow the 1993 BMP's, as amended and updated.

The St. Johns County Land Development Code contains several requirements relative to the silvicultural activities within Nocatee. Section 4.01.02(cC)(10) exempts land alteration activities which are normal and necessary to conduct bona fide silvicultural operations within zoning categories which allow silvicultural use and within approved



NOCATEE SILVICULTURE MANAGEMENT PLAN

Planned Unit Developments when allowed within the ordinance establishing the PUD district. This exemption is limited in that no County Development approvals are allowed to be given for any non-agricultural use or improvement on the same site within four years of completing the land clearing unless 25 tree credits per acre are maintained, Section 4.01.05(B)(6). A tree credit is equal to one tree between two and six inches in diameter, and larger trees may receive additional credits. "Protected trees" may be cut as part of a bona fide silvicultural operation, but not historic or specimen trees, which are specially designated by the County Commission and County Administrator, respectively. Additionally, slash pine, loblolly pine, and sand pine are not defined as "Protected Trees." The planted pines within Nocatee are primarily slash pine with some sand pine.

B. Duval County

The City of Jacksonville Comprehensive Plan exempts bona fide silvicultural activities from land development review for protection of listed species and their habitat, although the review of the Nocatee DRI includes such an examination.

The City of Jacksonville Ordinance Code contains provisions limiting the cutting of trees. Tree cutting on property in use for "bona fide agricultural purposes" is exempt, as noted in Section 656.1205(b)(2). The term "bona fide agricultural purposes" is defined as good faith commercial or domestic agricultural use of the land, based upon several factors including the length of time that the land will be utilized for this purpose, the size, the intent of the landowner to convert the land to nonagricultural purposes, the proximity of the property to existing urban or metropolitan development, the productivity of the land in its present use, the relationship of the property to the Comprehensive Plan, the classification of the land by the Property Appraiser, and the current zoning of the lands, according to Section 656.1203(c), Jacksonville Ordinance Code. The cutting of pine trees and palm trees located more than twenty feet from a street right-of-way (public or private streets) and more than ten feet from any property line is not regulated by the City.

IV. GREENWAY PHASING PLAN

The Greenway Preliminary Management Plan will provide for the lands designated for greenway status within Nocatee to be incorporated into the Greenway in phases as adjacent lands are developed. As such, silviculture activity within existing footprints may continue over all undeveloped lands under current practices until (i) land development activities commence or (ii) lands are actually phased into the Greenway by the recording of conservation easements.

Timber access roads within certain greenways may be kept open until silviculture ceases within all adjacent or accessed areas. These roads may continue to remain operable for fire management and ecologically based timber harvesting. Each greenway will have a conservation easement that will preclude clear cutting when that segment of greenway is added to the overall system.



NOCATEE SILVICULTURE MANAGEMENT PLAN

V. FUTURE SILVICULTURE PRACTICES

Nocatee will have a build out time of approximately 25 years. During this period, parcels of undeveloped land may be used for silviculture. Management of silviculture lands will continue to follow Best Management Practices and the footprint of planted pine will not increase. Other special measures include the following:

- A. Wetlands. Pines are currently planted in certain marginal wetland areas. These areas will continue to be managed as they have been, and planting will not extend further into any wetland systems other than those areas currently in production.
- B. Greenways. The areas defined as greenways comprise certain areas that are now pine plantation. Silviculture will continue within existing silviculture footprint areas, and after these areas are developed as greenways, silviculture will be limited to activities that maintain and/or enhanced the ecosystem function of the Greenway. Silviculture will not be permitted within established Greenway wetlands.
- C. Fire Management. After the initial burns to reduce fuel loads, controlled burns on 3- to 7-year cycles will be used in both greenways and other silviculture areas to maintain a fire safe community and promote desirable ecological conditions. The Nocatee developers will educate each prospective purchaser of land within the development of the benefits and purposes of controlled burns. This will also be referenced in property owners' documents.
- D. Harvesting/Replanting Schedule. Timber will be harvested on a 20- to 25-year cycle and the clear-cut areas may be replanted within 12 to 18 months. The Development Order will include a condition that provides a variance from County ordinance, allowing harvesting to occur up to the immediate time for development.

If development is scheduled to immediately follow a harvest, 25-foot upland buffers around the jurisdiction line that defines the Greenway or wetland conservation areas will not be clear-cut but will advance to management as part of the adjacent greenway.

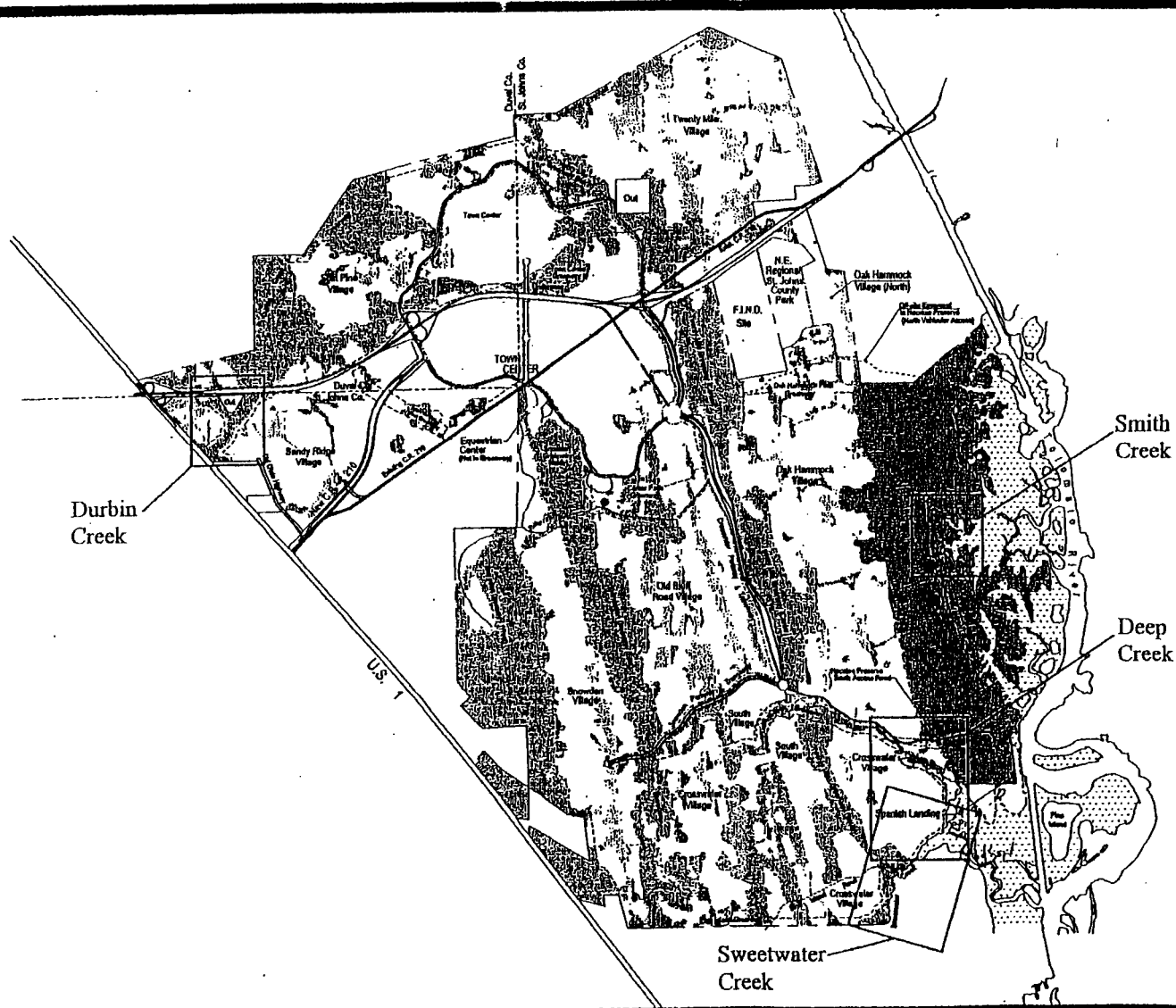
VI. SUMMARY

The Nocatee land has been managed for forest products for over 50 years. The land will continue to be managed using silviculture Best Management Practices and the special conditions of this plan throughout the course of development.

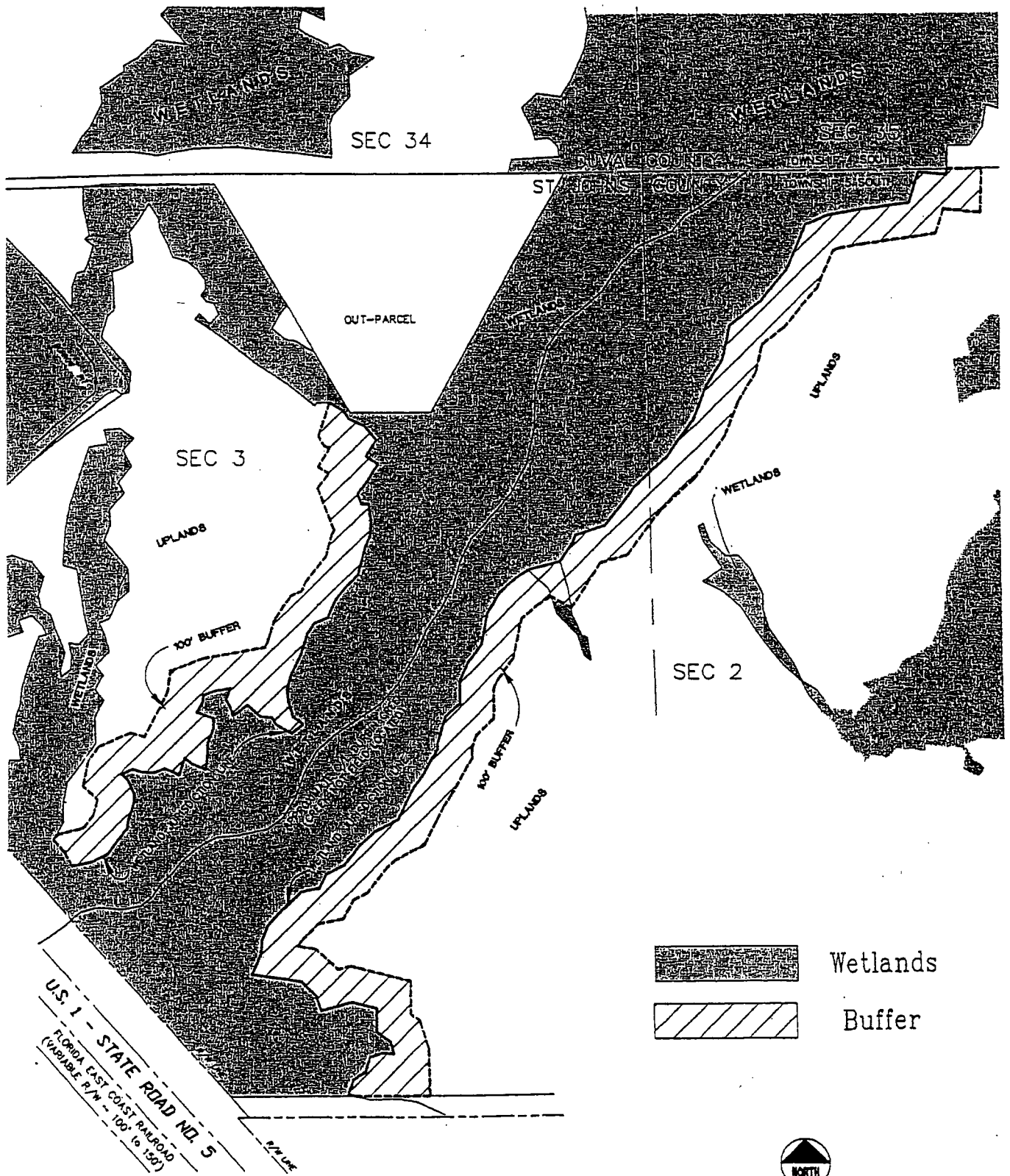
EXHIBIT 8

Open Water Buffers

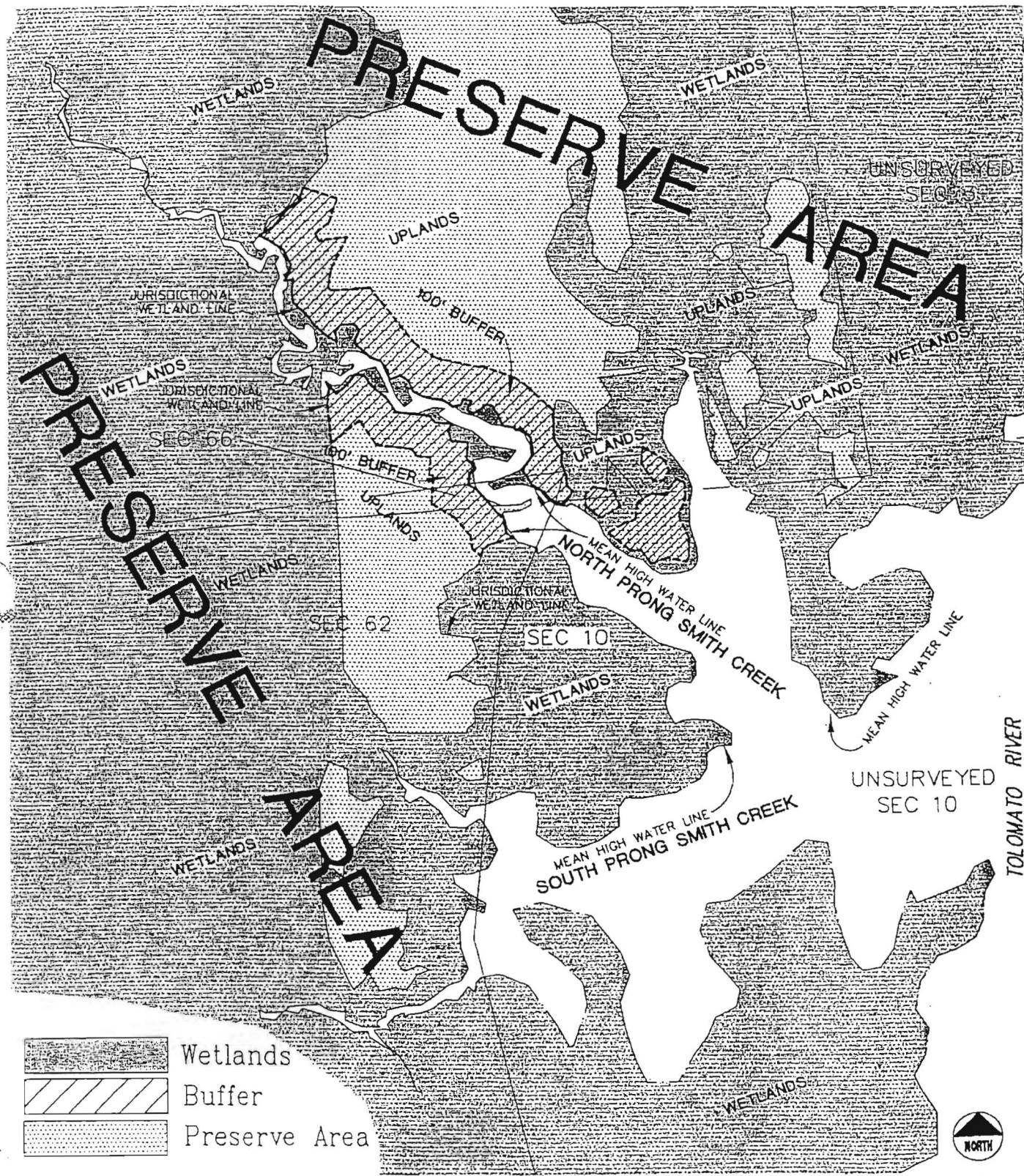
Buffer for Creek KEY MAP



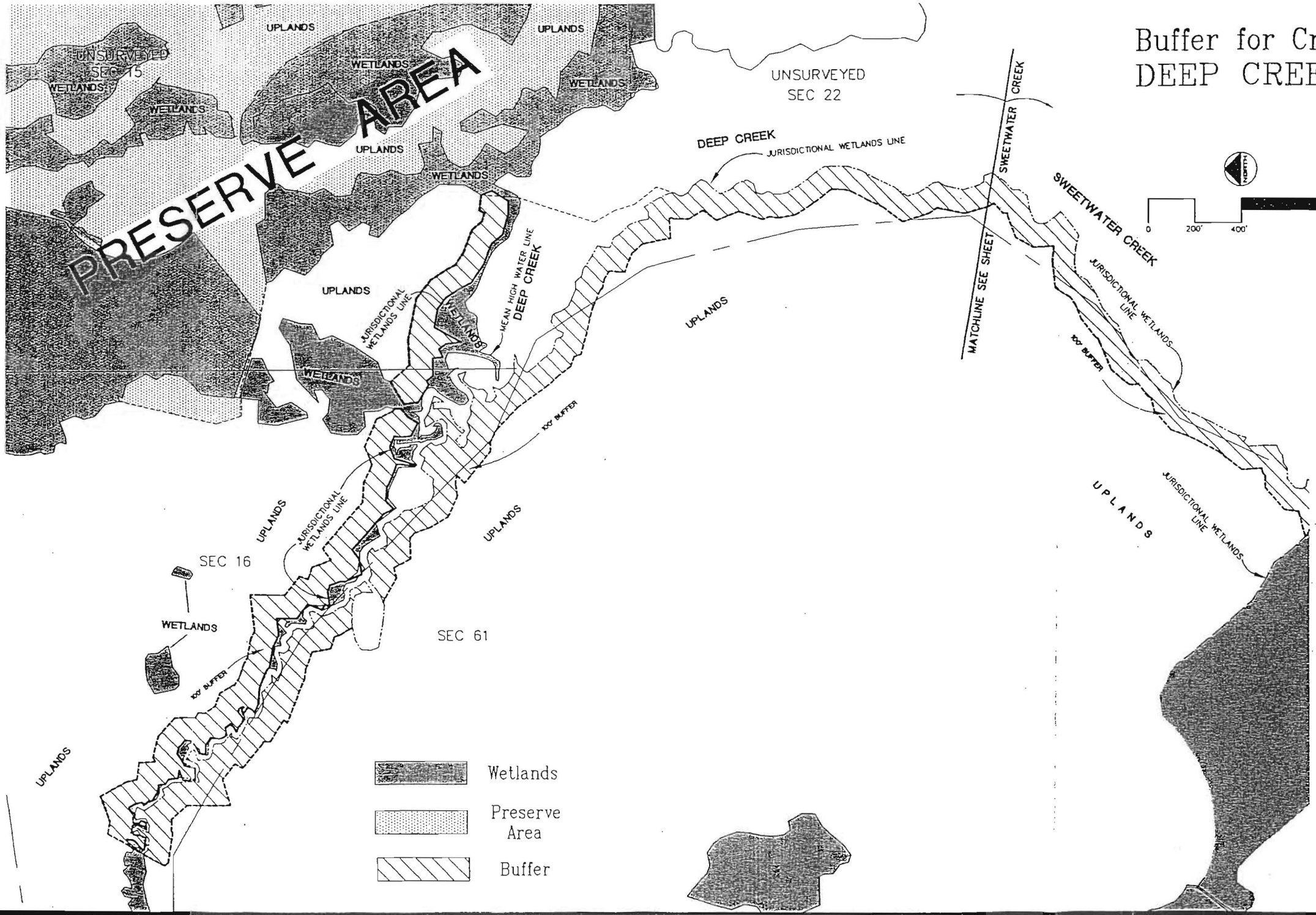
Buffer for Creek DURBIN CREEK



Buffer for Creek SMITH CREEK



Buffer for Creek DEEP CREEK



Buffer for Creek SWEETWATER CREEK

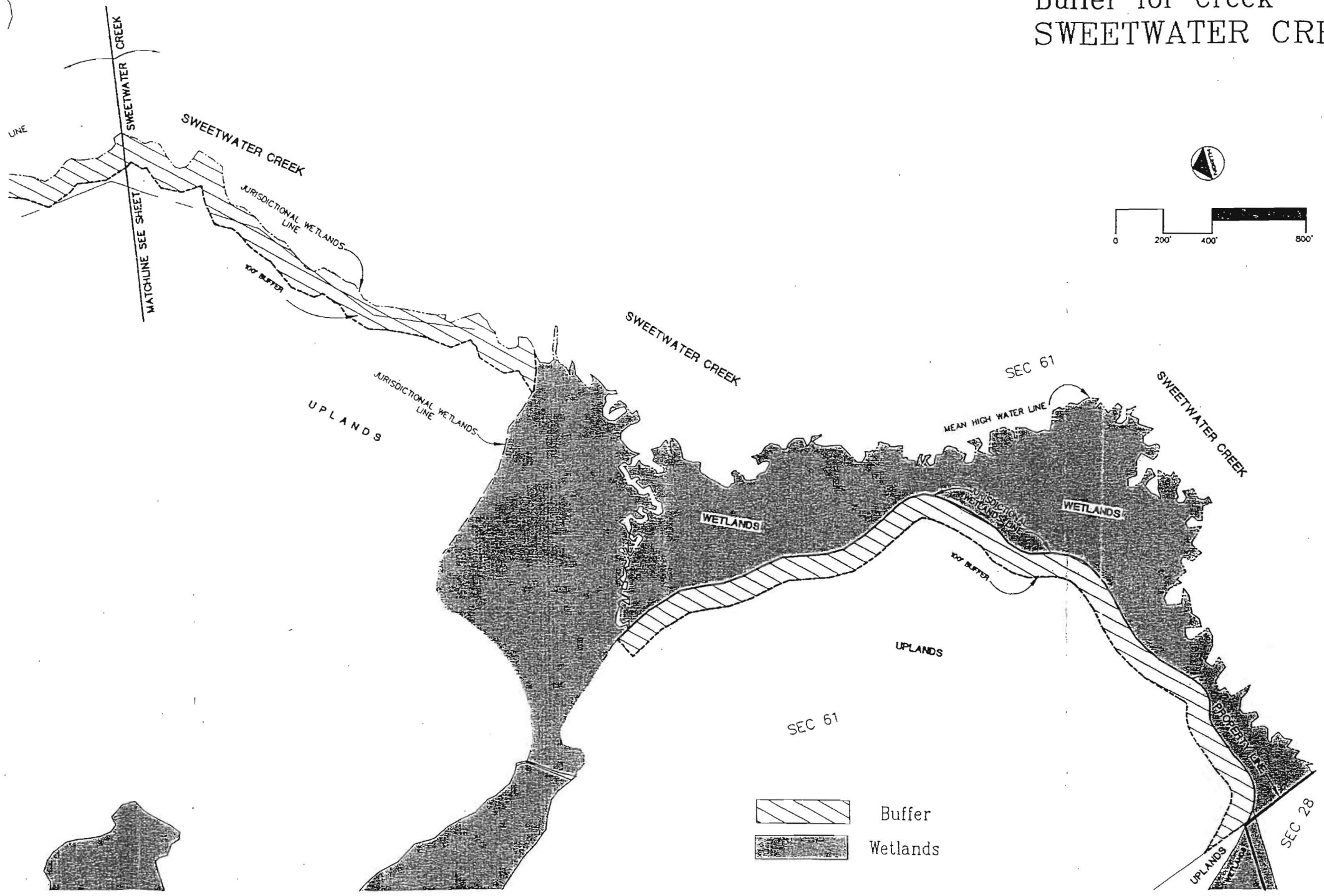


EXHIBIT 9

Stormwater Pollution Prevention Plan

STORMWATER POLLUTION PREVENTION CONSTRUCTION OPERATING PLAN

In order to ensure water quality is maintained and encroachment into environmentally sensitive areas are prohibited, the property owner and contractor shall adhere to the following Operation Plan prior to and during construction.

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 Nocatee 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 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 bale barriers constructed in live streams or in swales where there is the possibility of a washout. If necessary, measures shall be taken to properly anchor bales to insure 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 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 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 barrier 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 filling operations shall not exceed 10 acres. This requirement may be waived for large projects 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: Slopes 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: All 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. Any temporary sediment basins constructed must be backfilled and compacted in accordance with the specifications for structural fill. All sediment collected in permanent or temporary sediment traps must be removed upon final stabilization.

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.

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, manufacturer's 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 manufacturers' 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 cleanup. 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 available upon request to the owner, engineer or any federal, state or local agency approving 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 10

Integrated Pesticide Nutrient Management Plan

INTEGRATED PESTICIDE/NUTRIENT MANAGEMENT PLAN

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

- (1) Maintain a balanced and healthy turf to maximize its natural resistance to disease;
- (2) Control turfgrass infestations below levels which necessitate widespread chemical treatments;
- (3) Progressively reduce dependence on chemicals through an ongoing turf monitoring and management program.

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

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

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

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

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

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

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

GOLF COURSE DEVELOPMENT

At the completion of final grading, soil analysis will be conducted to determine soil fertility and other properties essential for successful seeding and germination. It is anticipated that there will be some requirements for lime, fertilizers, and perhaps other soil conditioners. Until a grass cover is established, erosion will be controlled through the use of filter fabric, mulches, and hay bales, and in some cases, sodding with Bermuda or Bahia grasses.

The irrigation system will be completely automated.

CULTURAL PRACTICES

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

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

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

BIOLOGICAL PRACTICES

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

Also, biological agents will be used, as they become available, to counteract turf and landscaping problems that would otherwise require control by chemical means. To the extent

possible, this type of control can be achieved to some degree by nurturing the beneficial insects and microbes that normally occur under the conditions conducive to plant nematodes to keep the crickets in check. Findings from golf courses in Florida suggest that the use of these worms alone can significantly reduce the incidences of serious mole cricket infestations.

CHEMICALS

In spite of every effort to adhere to BMP's, each category of pests may have to be controlled by chemicals at one time or another. The rationale in the use of chemical controls is to apply minimal amounts, as necessary, to prevent the type of large-scale infestations that can only be eradicated through massive chemical treatment. In this regard, the general guidelines for pesticide usage have been summarized below.

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

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

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

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

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

RECORDS

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

UPGRADING

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

RECORD KEEPING

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

- X History of pest problems, including when and where, probable cause, treatment tried, results, and any other factor (such as weather) which may be relevant.
- X Daily record of pesticides/fertilizers applied, including concentrations, methods of application, operator, reason (cyclical, preventative, problem area, etc.) weather conditions, and total quantities applied.

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

- X The superintendent will use them for problem solving, scheduling and purchasing and inventory control.
- X The internal and external accountants will use them for financial statement preparation and inventory control.
- X The external auditor responsible for monitoring water quality will use them for determining testing parameters and analyzing test results.

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

STORAGE

- X All chemicals will be stored separate from any fertilizer or fuels.
- X The storage building will be self-contained to prevent contamination of the ground and ground water in the case of container failure.
- X With the increasing number of golf courses, this area is experiencing many more suppliers. Therefore, it is not necessary to stock large quantities of chemicals. It is anticipated this building will be in the range of 100-150 square feet and the products will be used or returned to the supplier by the end of each season.

EXHIBIT 11

Homeowners Stormwater Training Program (Outline)

OUTLINE FOR HOMEOWNERS STORMWATER TRAINING PROGRAM

A. Watersheds

1. What is a watershed?
2. How does your neighborhood fit into a watershed?
3. Water quality problems associated with stormwater runoff
4. The importance of estuaries

B. Stormwater Systems

1. Purpose of Stormwater Ponds
 - a. Flood Control
 - b. Pollution Control
2. Types of Stormwater Ponds
3. Wet Detention Ponds

C. Stormwater Pond Maintenance

1. Clearing Inflow/Outflow Structures
2. Maintaining Eroded area and Reducing Sediment Accumulation
3. Removal of Litter, Pet Droppings and Yard Waste from Yards and Ponds

D. Vegetation

1. Desirable Vegetation and Aquascaping
 - a. Nutrient Up-Take
 - b. Filtration of Sediments
 - c. Ornamental/Aesthetic Value
2. Undesirable Vegetation
 - a. Produces Detritus
 - b. Uses Oxygen
 - c. Results in Alga Blooms
 - d. Prevent Water Flow
 - e. Provides Habitat for Mosquitoes
 - f. Crowds Out Desirable Vegetation
3. Removal of Nuisance Vegetation

EXHIBIT 12

Nocatee Hazardous Waste Plan



NOCATEE HAZARDOUS WASTE PLAN

Most small businesses accumulate some hazardous waste on site for a short period of time and then ship it off site to a treatment, storage, or disposal facility (TSDF). Waste accumulation is regulated by limits established by EPA for SQGs (Small Quantity Generator). All businesses must follow the storage and handling procedures required by EPA for SQGs. All businesses must follow EPA requirements for equipment testing and maintenance, access to communications or alarms, aisle space (40CFR 264.35), and emergency arrangements with local authorities.

Accumulating Waste: Accumulating hazardous waste on site can pose a threat to human health and the environment, so it may only be kept for a short time without a permit. Before shipping the waste for disposal or recycling, a business is responsible for its safe management, which includes safe storage, safe treatment, preventing accidents, and responding to emergencies in accordance with federal regulations. SQGs can accumulate no more than 13,228 lbs (6,000 kg) of hazardous waste on site for up to 180 days without a permit, provided that the requirements of 40 CFR 262.34(b) are met. This amount of waste can be accumulated for up to 270 days if it must be transported more than 200 miles away for storage, treatment, or disposal. Limited extensions may be granted by the state director or the regional EPA administrator. If a business exceeds these limits, it is considered a TSDF and must obtain an operating permit.

Special storage requirements apply to liquid hazardous wastes containing polychlorinated biphenyls (PCBs). SQGs must accumulate waste in tanks or containers, such as 55-gallon drums. Storage tanks and containers must be managed according to the following EPA requirements. Containers must be labeled with the words "HAZARDOUS WASTE," and marked with the date the waste was generated. Container must be made of, or lined with, a material that is compatible with the hazardous waste to be stored. (This will prevent the waste from reacting with or corroding the container.) Keep all containers holding hazardous waste closed during storage, except when adding or removing waste. Do not open, handle, or store (stack) containers in a way that might rupture them, cause them to leak, or otherwise fail. Inspect areas where containers are stored at least weekly. Look for leaks and for deterioration caused by corrosion or other factors. Maintain the containers in good condition. If a container leaks, put the hazardous waste in another container, or contain it in some other way that complies with EPA regulations. Do not mix incompatible wastes or materials unless precautions are taken to prevent certain hazards, unless 40 CFR 265.17(b) is complied with. Tanks must be labeled with the words "HAZARDOUS WASTE." Store only waste that will not cause the tank or the inner liner of the tank to rupture, leak, corrode, or fail. Equip tanks that have an automatic waste feed with a waste feed cutoff system, or a bypass system for use in the event of a leak or overflow. Inspect discharge control and monitoring equipment and the level of waste in uncovered tanks at least once each operating day. Inspect the tanks and surrounding areas for leaks or other problems (such as corrosion) at least weekly. Use the National Fire Protection Association's (NFPA's) buffer zone requirements for covered tanks containing ignitable or reactive wastes. These requirements specify distances considered to be safe buffer zones for various ignitable or reactive wastes. The NFPA can be reached at 617 770-3000. Do not mix incompatible wastes or materials unless precautions are taken to prevent certain hazards. Do not place ignitable or reactive wastes in tanks unless certain precautions are taken. Provide at least



NOCATEE HAZARDOUS WASTE PLAN

two feet (60 centimeters) of freeboard (space at the top of each tank) in uncovered tanks, unless the tank is equipped with a containment structure, a drainage control system, or a standby tank with adequate capacity. It is a good practice never to mix wastes. Mixing wastes can create an unsafe work environment and lead to complex and expensive cleanups and disposal.

Minimizing Waste. The easiest and most cost-effective way of managing any waste is not to generate it in the first place. The amount of hazardous waste produced by a business can be reduced by developing a few good housekeeping habits. Good housekeeping procedures generally save businesses money, and they prevent accidents and waste. To help reduce the amount of waste generated, the following practices should be applied.

1. **Do not mix wastes**, particularly nonhazardous waste with hazardous waste. Once nonhazardous waste is mixed with hazardous waste, the amount of hazardous waste created can be increased, as the whole batch may become hazardous. Mixing waste can also make recycling very difficult, if not impossible. A typical example of mixing wastes would be putting nonhazardous cleaning agents in a container of used hazardous solvents.
2. **Recycle and reuse manufacturing materials.** Many companies routinely put useful components back into productive use rather than disposing of them. Items such as oil, solvents, acids, and metals are commonly recycled and used again. In addition, some companies have taken waste minimization actions such as using fewer solvents to do the same job, using solvents that are less toxic, or switching to a detergent solution.
3. **Change materials, processes, or both.** Businesses can save money and increase efficiency by replacing a material or a process with another that produces less waste. For example, plastic blast media can be used for paint stripping of metal parts rather than conventional solvent stripping.
4. **Safely store hazardous products and containers.** Creating more hazardous waste can be avoided by preventing spills or leaks. Store hazardous product and waste containers in secure areas, and inspect them frequently for leaks. When leaks or spills occur, materials used to clean them up also become hazardous waste.
5. **Treating Waste to Meet the Land Disposal Restrictions (LDRs).** Most hazardous wastes may not be land disposed unless they meet "treatment standards." The Land Disposal Restrictions (LDR) program requires that the waste is treated to reduce the hazardous constituents to levels set by EPA, or that the waste is treated using a specific technology. It is a business's responsibility to ensure that its waste is treated to meet LDR treatment standards before it is land disposed. (See below for a description of required LDR notices.) Most SQGs probably will have their designated TSDF do this treatment. If a business chooses to treat its own waste to meet LDR treatment standards, there are additional requirements including waste analysis plans, notifications, and certifications. These requirements may be obtained from the RCRA Hotline, the Florida Department of Environmental Protection, or the EPA Regional office, and are found in 40 CFR Part 268.



APPENDIX I: NOCATEE HAZARDOUS WASTE PLAN

Preventing Accidents. Whenever hazardous waste is stored on site, fire, explosion, and other accident risks must be minimized. As required by 40 CFR 264.32, all SQGs that store hazardous waste on site must be equipped with:

1. an internal communications or alarm system capable of providing immediate emergency instruction (voice or signal) to all personnel.
2. A device, such as a telephone (immediately available at the scene of operations) or a hand-held, two-way radio, capable of summoning emergency assistance from local police and fire departments or emergency response teams.
3. Portable fire extinguishers, fire control devices (including special extinguishing equipment, such as that using foam, inert gas, or dry chemicals), spill control materials, and decontamination supplies.
4. Water at adequate volume and pressure to supply water hose streams, foam-producing equipment, automatic sprinklers, or water spray systems.

All equipment must be tested and maintained to ensure proper operation. Allow sufficient aisle space to permit the unobstructed movement of personnel, fire protection equipment, spill control equipment, and decontamination equipment to any area of facility operation. Attempt to secure arrangements with fire departments, police, emergency response teams, equipment suppliers, and local hospitals, as appropriate, to provide services in the event of an emergency. Ensure that personnel handling hazardous waste have immediate access to an alarm or emergency communications device.

Responding to Emergencies. A business must be prepared for an emergency. One way is to develop a contingency plan. A contingency plan usually answers a set of "what if" questions. For example: "What if there is a fire in the area where hazardous waste is stored?" or "What if I spill hazardous waste, or one of my hazardous waste containers leaks?" Although the EPA does not require SQGs to develop a written contingency plan, in case of a fire, explosion, or toxic release, having such a plan would provide an organized and coordinated course of action. EPA does require SQGs to establish basic safety guidelines and response procedures to follow in the event of an emergency. Worksheets 1 and 2 (see below) can help to set up these procedures. The information on Worksheet 1 must be posted near a phone. Businesses must ensure that employees are familiar with these procedures.

In the Event of Emergency. Immediately Call the National Response Center at 800 424-8802. In the event of a fire, explosion, or other release of hazardous waste that could threaten human health outside the facility, or if it is believed that a spill has reached surface water, call the National Response Center to report the emergency. The Response Center will evaluate the situation and help to make appropriate emergency decisions. In many cases, it will be found that the problem faced was not a true emergency, but "it is better to call if not sure." Stiff penalties exist for failing to report emergencies.

WORKSHEET 1

Fill in and post this information next to telephone.

EMERGENCY RESPONSE INFORMATION



NOCATEE HAZARDOUS WASTE PLAN

Emergency Coordinator Name and Telephone

Fire Extinguisher Location(s)

Spill Control Materials Location(s)

Fire Alarm (if present) Location(s)

Fire Department Telephone:

WORKSHEET 2

Fill in and Post this information next to telephone. Make sure all employees read and are familiar with its contents.

EMERGENCY RESPONSE PROCEDURES

"In the event of a spill:" Contain the flow of hazardous waste to the extent possible, and as soon as is possible, clean up the hazardous waste and any contaminated materials or soil.

"In the event of a fire:" Call the fire department and, if safe, attempt to extinguish the fire using a fire extinguisher.

"In the event of a fire, explosion, or other release that could threaten human health outside the facility, or if it is known that the spill has reached surface water:" Call the National Response Center at its 24-hour number (800 424- 8802). Provide the following information: company name, address, U.S. EPA identification number, date of accident, time of accident, type of accident (e.g., spill or fire), quantity of hazardous waste involved, extent of injuries, if any, and estimated quantity and disposition of recovered materials, if any:

SHIPPING WASTE OFF SITE.

When shipping waste off site, SQGs must follow certain procedures that are designed to ensure safe transport and proper management of the waste. Package, label, and mark the shipment, and placard the vehicle in which the waste is shipped as specified in DOT regulations. Prepare a hazardous waste manifest to accompany the shipment. Include a notice and certification with each waste shipment. Ensure the proper management of any hazardous waste shipped (even when it is no longer in one's possession).

Selecting a TSDF. SQGs may send their waste only to a regulated TSDF or recycler. Most regulated TSDFs and recyclers will have a permit from the state or EPA. Some, however, may operate under other regulations that do not require a permit. Check with the appropriate state authorities to be sure the facility selected has any necessary permits. All TSDFs and recyclers must have EPA identification numbers.

Labeling Waste Shipments. SQGs must properly package, label, and mark all hazardous waste shipments, and placard the vehicles in which these wastes are shipped following Department of Transportation (DOT) regulations. Most small businesses use a commercial transporter to ship hazardous waste. These transporters can advise on specific requirements for placarding, labeling, marking, and packaging; however, the business is responsible for compliance. For additional information, consult the DOT regulations (49 CFR Parts 172 and 173), or call the



NOCATEE HAZARDOUS WASTE PLAN

DOT hazardous materials information line at 202 366-4488. Federal regulations allow the transport of a business's own hazardous waste to a designated TSDF provided that DOT rules are complied with. Some states, however, do not allow this practice. Call DOT and the Department of Environmental Protection regarding applicable regulations.

Selecting a Transporter or TSDF/Recycler. It is important to choose a transporter and TSDF carefully since the business remains responsible for the proper management of its hazardous waste even after it has left the site. For help in choosing a transporter or TSDF, check with the following sources: references from business colleagues who have used a specific hazardous waste transporter or TSDF; trade associations for an industry that might keep a file on companies that handle hazardous waste; and the Better Business Bureau or Chamber of Commerce in the TSDF's area, which might have a record of any complaints registered against a transporter or a facility. The Department of Environmental Protection or EPA Regional office can determine whether the transporter or TSDF has a U.S. EPA identification number and a permit, if required.

Preparing Hazardous Waste Manifests. A hazardous waste manifest must accompany all hazardous waste that is shipped off site. A hazardous waste manifest is a multipart form designed to track hazardous waste from generation to disposal. It will help to track waste during shipment and make sure it arrives at the proper destination. If waste is sent to a recycling facility, a business may be able to use a tolling agreement instead of a manifest. A tolling agreement is a "closed-loop" arrangement whereby a generator contracts with a recycling company to reclaim its hazardous waste and return it as a recycled product, thereby avoiding disposal. A copy of the contract must be kept on file for three years after the contract has ended. Various versions of hazardous waste manifest forms are available. Some states require their own manifest form. If the state that the waste is being shipped to requires its own manifest, use that states form. To obtain manifest forms, contact the hazardous waste management agency of the recipient state, the transporter, or the TSDF that to be used. If the state that the waste is being shipped to does not have its own manifest, but the state in which the waste was generated does require its own manifest, use that states form. To obtain blank forms, contact the transporter or the Department of Environmental Protection. If neither state requires a manifest, the federal Uniform Hazardous Waste Manifest, EPA Form 8700-22 may be used. Copies are available from some transporters, TSDFs, and some commercial printers. The Department of Environmental Protection can recommend manifest suppliers. All parts of a manifest must be filled in. Information requested includes: name of transporter, name of the designated facility, the EPA ID number, and a description of the waste based on DOT requirements, such as proper shipping name and hazard class. Call the DOT information line for more information on DOT waste description requirements. The transporter signs the completed manifest when the shipment is accepted for transport. The facility operator at the designated TSDF also signs the form when the shipment is received and sends a copy of it back to the business. The business must keep this copy on file for three years. (It might be a good practice, however, to keep it for as long as the business exists.) Any SQG that does not receive a signed copy of the manifest from the designated TSDF within 60 days of shipment must submit a legible copy of the manifest to the state or EPA regional office. This copy, known as an exception report, simply indicates that a signed copy was not received from the facility operator.



NOCATEE HAZARDOUS WASTE PLAN

Land Disposal Restrictions (LDR) Reporting Requirements. Regardless of where the waste is being sent, for each shipment of waste subject to LDRs a business must send the receiving TSDF or recycler an LDR notice. This notice must provide information about the waste, such as the EPA hazardous waste code and the LDR treatment standard. The purpose of this notice is to let the TSDF know that the waste must meet treatment standards before it is land disposed. There is no required form for this notice, but a TSDF may provide a form for use. A certification may also be required in specific situations. Call the RCRA Hotline, the Department of Environmental Protection, or EPA regional office and consult 40 CFR Part 268 for help with LDR notification and certification requirements.

Export Notification If hazardous waste is to be exported, the EPA must be notified 60 days before the intended date of shipment to obtain written consent. EPA's "Acknowledgement of Consent" document must accompany the shipment at all times. For more information on how to obtain the consent to export hazardous waste, contact the RCRA Hotline at 800 424-9346.

SUMMARY OF REQUIREMENTS FOR LARGE QUANTITY GENERATORS.

If a business is a Large Quantity Generator (LQG) (generating more than 2,200 lbs (1,000 kg) per month), it must comply with the full set of hazardous waste regulations. This table summarizes the federal LQG requirements. This is only a summary and does not include all of the LQG requirements. For more details, call the RCRA Hotline or see 40 CFR Part 262. Be sure to check with the Department of Environmental Protection as well, as some states have additional or more stringent requirements than the federal government.

LQG REQUIREMENTS

Hazardous Waste Determination (40 CFR 262.10) Generator Category Determination (40 CFR 262.10 (b) and 261.5 (b) and (c))

SUMMARY Identify all hazardous wastes generated. Measure the amount of hazardous waste generated per month to determine the generator category (e.g., LQG).

LQG REQUIREMENTS

EPA Identification Numbers (40 CFR 262.12)

SUMMARY Obtain a copy of EPA Form 8700-12, fill out the form, and send it to the contact listed with the form. An EPA identification number will be returned.

LQG REQUIREMENTS

Prepare Hazardous Waste for Shipment Off Site (40 CFR 262.30 - 262.33)

SUMMARY Package, label, mark, and placard wastes following Department of Transportation requirements. Ship waste using hazardous waste transporter.

LQG REQUIREMENTS

The Manifest (40 CFR 262.20 - 262.23, 262.42)



APPENDIX I: NOCATEE HAZARDOUS WASTE PLAN

- SUMMARY Ship waste to hazardous waste treatment, storage, disposal, or recycling facility.
- Ship hazardous waste off site using the manifest system (EPA Form 8700-22) or state equivalent.

LQG REQUIREMENTS

Managing Hazardous Waste On Site (40 CFR 262.34)

SUMMARY Accumulate waste for no more than 90 days without a permit. Accumulate waste in: Containers Drip pads Tanks Containment buildings and comply with specified technical standards for each unit type. Comply with Preparedness and Prevention requirements. Prepare written Contingency Plan. Train employees in hazardous waste management and emergency response.

LQG REQUIREMENTS

Recordkeeping and Biennial Report (40 CFR 262.40 - 262.41)

SUMMARY Retain specified records for three years. Submit biennial report by March 1 of even numbered years covering generator activities for the previous year.

LQG REQUIREMENTS

Comply with Land Disposal Restrictions (40 CFR 268)

SUMMARY Ensure that wastes meet treatment standards prior to land disposal. Send notifications and certifications to TSDF as required. Maintain waste analysis plan if treating on site.

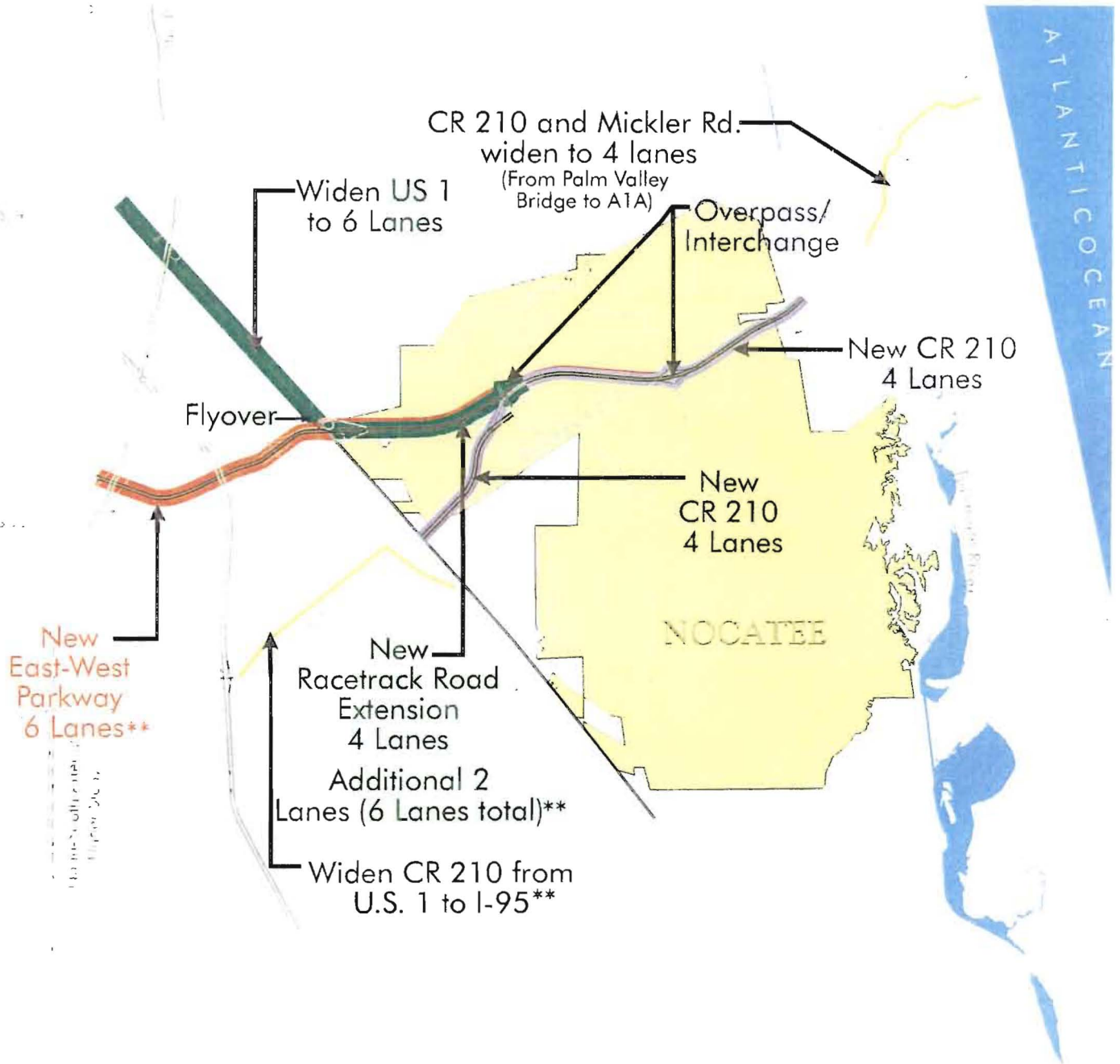
EXHIBIT 13

Off-Site Transportation Improvements Map



NOCATEE

Proposed Off-Site Transportation Mitigation Plan*



*Does not include donation of right-of-way for SR 9B and CR 210.

EXHIBIT 14

West Interchange Design



ROBINSON
Engineering Group

6272 Dupont Station Court
Jacksonville, FL 32217

PROJECT NOCATEE DRI
SHEET NO. 1 OF 1
CALCULATED BY JMR DATE 1/17/01
CHECKED BY _____ DATE _____
SCALE NA

CONCEPTUAL LAYOUT

INTERCHANGE OF CR 210 / EAST TC LOOP / RACETRACK RD. EXT.

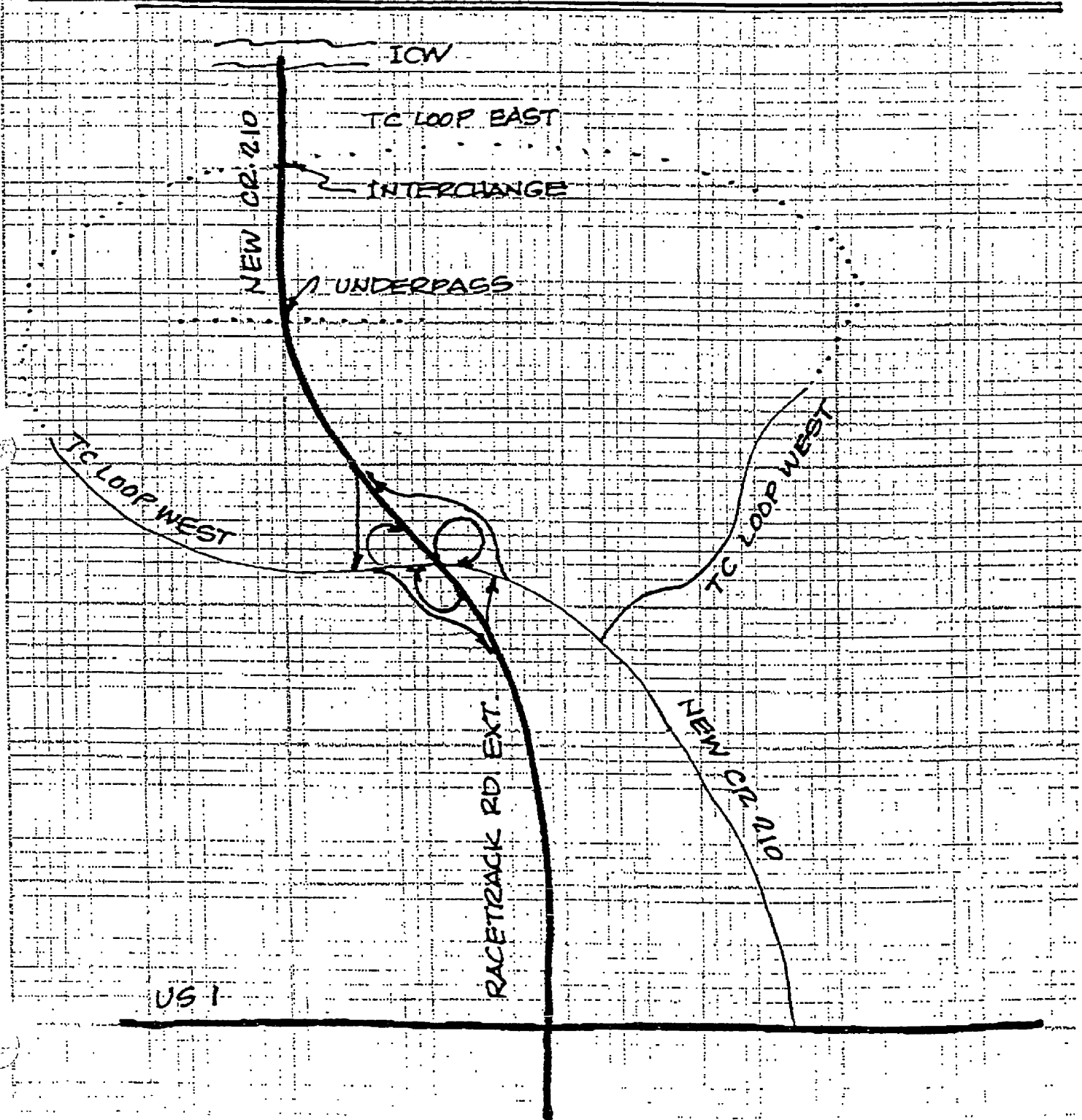


EXHIBIT 15

Trip Generation Tables

Nocatee Phase 5 Year 2025 (25 Year Full Build-Out) Cumulative Trip Generation - St Johns County Land Uses Only

Table with 25 columns: Land Use Group, ITE Code, Nocatee Village, DRI TAZ, JUAITS TAZ, Land Use, Build-Out Quantity, Units, Total Daily, % TDM, TDM Daily, Daily w/ TDM Rtd, % Pass-by, Pass-by Daily, Non-Pass-by Daily, % Internal, Internal Daily, Daily Ext Trips, Total PM PK, % TDM, TDM PM PK, PM PK w/ TDM Rtd, % Pass-by, Pass-by PM PK, Non Pass-by PM PK, % Internal, Internal PM PK, PM PK Ext Trips, In, Out. Includes sub-totals for Residential, Hotel, Office/Industrial, and Commercial.

Source: Trip Generation, 6th Edition, ITE.

Summary table: St Johns County Cumulative Land Use Totals for Phase. Columns: Land Use, Build-Out Quantity, Units. Rows: Single Family (8,812 DU's), Apartments (3,229 DU's), Asst Living (Congr Care) Facility (540 DU's), Hotel (510 Rooms), Light Industrial (250,000 GSF), Golf Course (54 Holes), Church (7 Churches), General Office (2,872,000 GSF), Commercial (966,000 GLSF).

Table 21-8a Revised Trip Gen at Buildout

Revised Table 21-8b
 Nocatee Phase 5 Year 2025 (25 Year Full Build-Out) Cumulative Trip Generation - City of Jacksonville (Duval County) Land Uses Only

Land Use Group	ITE Code	Bartram Park DRP Parcel #	DRP TAZ	JUATS TAZ	Land Use	Build-Out Quantity	Units	Total Daily	% TDM	TDM Daily	Daily w/ TDM Rad	% Pass-by	Pass-by Daily	Non Pass-by Daily	% Internal	Internal Daily	Daily Ext Trips	Total PM Pk	% TDM	TDM PM Pk	PM Pk w/ TDM Red	% Pass-by	Pass-by PM Pk	Non Pass-by PM Pk	% Internal	Internal PM Pk	PM Pk Ext Trips	In	Out		
Residential	210	Town Center (North)	31	899	Single Family	672	DU's	6,982	10.0%	598	5,384	0.0%	0	5,384	26.5%	1,585	3,799	597	10.0%	60	537	0.0%	0	537	29.4%	158	379	243	138		
	210	Town Center (South)	28	894	Single Family	140	DU's	1,413	10.0%	141	1,272	0.0%	0	1,272	32.8%	464	808	145	10.0%	15	130	0.0%	0	130	36.5%	47	83	53	30		
	210	Split Pine	33	901	Single Family	455	DU's	4,178	10.0%	418	3,760	0.0%	0	3,760	20.9%	874	2,886	420	10.0%	42	378	0.0%	0	378	23.2%	98	290	186	104		
	220	Town Center (North)	31	899	Apartments < 150 DU's	67	DU's	444	10.0%	44	400	0.0%	0	400	26.5%	118	282	42	10.0%	4	36	0.0%	0	36	29.4%	11	27	18	9		
	220	Town Center (South)	26	894	Apartments	779	DU's	4,803	10.0%	480	4,323	0.0%	0	4,323	32.8%	1,576	2,747	440	10.0%	44	396	0.0%	0	396	36.5%	144	252	169	83		
	220	Split Pine	33	901	Apartments < 150 DU's	46	DU's	305	10.0%	31	274	0.0%	0	274	20.9%	64	210	29	10.0%	3	25	0.0%	0	25	23.2%	6	20	13	7		
	252	Town Center (North)	31	899	Asst Living (Congr Care) Facility	180	DU's	987	10.0%	39	348	0.0%	0	348	26.5%	102	246	31	10.0%	3	28	0.0%	0	28	29.4%	8	20	11	9		
	310	Town Center (South)	27	895	Hotel	200	Rooms	1,421	10.0%	142	1,279	0.0%	0	1,279	28.0%	412	867	105	10.0%	11	94	0.0%	0	94	32.2%	30	64	34	30		
	521	Town Center (North)	32	900	Private School	800	Students	1,909	10.0%	191	1,718	0.0%	0	1,718	43.1%	823	895	160	10.0%	16	144	0.0%	0	144	47.9%	59	75	30	45		
	Official/Institutional	550	Town Center (North)	32	900	Church	20,000	GSF	182	10.0%	18	164	0.0%	0	164	43.2%	79	85	13	10.0%	1	12	0.0%	0	12	47.9%	6	6	3	3	
560		Town Center (North)	32	900	Church	20,000	GSF	182	10.0%	18	164	0.0%	0	164	43.2%	79	85	13	10.0%	1	12	0.0%	0	12	47.9%	6	6	3	3		
566		Town Center (South)	28	896	Church	20,000	GSF	182	10.0%	18	164	0.0%	0	164	33.7%	61	103	13	10.0%	1	12	0.0%	0	12	37.3%	4	8	4	4		
710		Town Center (North)	32	900	General Office < 21,000 SF	8,000	GSF	88	10.0%	9	79	0.0%	0	79	43.0%	38	41	12	10.0%	1	11	0.0%	0	11	47.9%	5	6	1	5		
710		Town Center (South)	28	896	General Office	1,014,500	GSF	7,865	10.0%	787	7,078	0.0%	0	7,078	33.6%	2,643	4,435	1,217	10.0%	122	1,095	0.0%	0	1,095	37.3%	409	686	117	569		
710		Town Center (South)	29	897	General Office	313,500	GSF	3,192	10.0%	319	2,873	0.0%	0	2,873	33.1%	1,058	1,815	431	10.0%	43	388	0.0%	0	388	38.8%	143	245	42	203		
Commercial	820	Town Center (North)	32	900	Commercial	8,000	GLSF	1,344	10.0%	134	1,210	81.1%	982	228	8.1%	109	119	119	10.0%	12	107	81.1%	87	20	9.0%	10	10	5	5		
	820	Town Center (South)	30	898	Commercial	24,000	GLSF	2,723	10.0%	272	2,451	58.9%	1,444	1,007	18.2%	496	511	245	10.0%	25	220	58.9%	130	90	20.1%	44	46	22	24		
TOTALS FOR CITY OF JACKSONVILLE								36,600	10.0%	3,659	32,941		2,428	30,515	28.9%	10,581	19,934	4,032	10.0%	404	3,628		217	3,411	18.9%	1,188	2,223	954	1,269		
PERCENTAGE OF TOTAL DEVELOPMENT TRIPS								17.4%					17.4%							18.8%						18.9%			20.7%	17.8%	23.5%
GRAND TOTALS FOR NOCATEE DEVELOPMENT								210,546	10.0%	21,052	189,494		14,196	175,298	33.6%	70,844	104,454	21,493	10.0%	2,151	19,342		1,304	16,038		33.9%	7,291	10,747	5,358	5,389	

Source: Trip Generation, 8th Edition, ITE.

Jacksonville (Duval County) Cumulative Land Use Totals for Ph

Land Use	Build-Out Quantity	Units
Single Family	1,267	DU's
Apartments	892	DU's
Asst Living (Congr Care) Facility	180	DU's
Hotel	200	Rooms
Private School	1	Schools
Church	3	Churches
General Office	1,336,000	GSF
Commercial	32,000	GLSF

Total Nocatee Cumulative Land Use Totals for Phase

Land Use	Build-Out Quantity	Units
Single Family	10,079	DU's
Apartments	4,121	DU's
Asst Living (Congr Care) Facility	720	DU's
Hotel	710	Rooms
Light Industrial	250,000	GSF
Golf Course	54	Holes
Private School	1	Schools
Church	10	Churches
General Office	4,206,000	GSF
Commercial	1,000,000	GLSF

Daily Trip Summary

County	TAZ	Non-PB	Internal	External
St Johns County	869	1,263	0	1,263
	870	2,563	0	2,563
	871	13,144	5,254	7,890
	872	491	284	207
	873	11,542	4,805	6,737
	874	3,687	1,736	1,951
	875	1,944	1,147	797
	876	4,116	2,563	1,553
	877	12,175	5,445	6,730
	878	307	182	125
	879	11,239	4,782	6,457
	880	1,129	665	464
	881	16,889	6,676	9,214
	882	1,681	779	902
	883	3,405	1,330	2,075
	884	14,478	8,813	7,665
	885	18,599	9,647	8,952
	886	2,025	824	1,201
	887	1,279	551	728
	888	7,919	3,284	3,735
889	7,004	2,505	4,499	
890	658	301	357	
891	6,552	0	6,552	
892	1,620	385	1,235	
893	984	308	678	
Jax (Duval)	894	5,595	2,040	3,555
	895	1,279	412	867
	896	7,242	2,704	4,538
	897	2,673	1,058	1,615
	898	1,007	496	511
	899	6,132	1,805	4,327
	900	2,353	1,129	1,225
	901	4,034	938	3,096

PM Peak Hour Trip Summary

County	TAZ	Non-PB	Internal	External
St Johns County	869	111	0	111
	870	260	0	260
	871	1,288	514	774
	872	45	27	18
	873	1,133	472	661
	874	356	168	188
	875	233	137	96
	876	380	237	143
	877	1,189	531	658
	878	31	19	12
	879	1,105	470	635
	880	98	58	40
	881	1,485	624	861
	882	124	57	67
	883	463	181	282
	884	1,636	724	912
	885	1,776	921	855
	886	206	84	122
	887	94	41	53
	888	1,065	499	566
889	694	248	446	
890	55	25	30	
891	652	0	652	
892	152	36	116	
893	96	30	66	
Jax (Duval)	894	528	191	335
	895	94	30	64
	896	1,107	413	694
	897	388	143	245
	898	90	44	46
	899	603	177	426
	900	199	96	103
	901	404	94	310

Table 21-8b

EXHIBIT 16

Omitted

EXHIBIT 17

9B Right-Of-Way Map

SKETCH OF
A PORTION OF SECTIONS 5, 8, AND 17, TOWNSHIP 4 SOUTH,
RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA.

DDI, INC. TO F.D.O.T. FOR S.R. 9B

NOTES:

1) THIS MAP IS NOT A SURVEY.

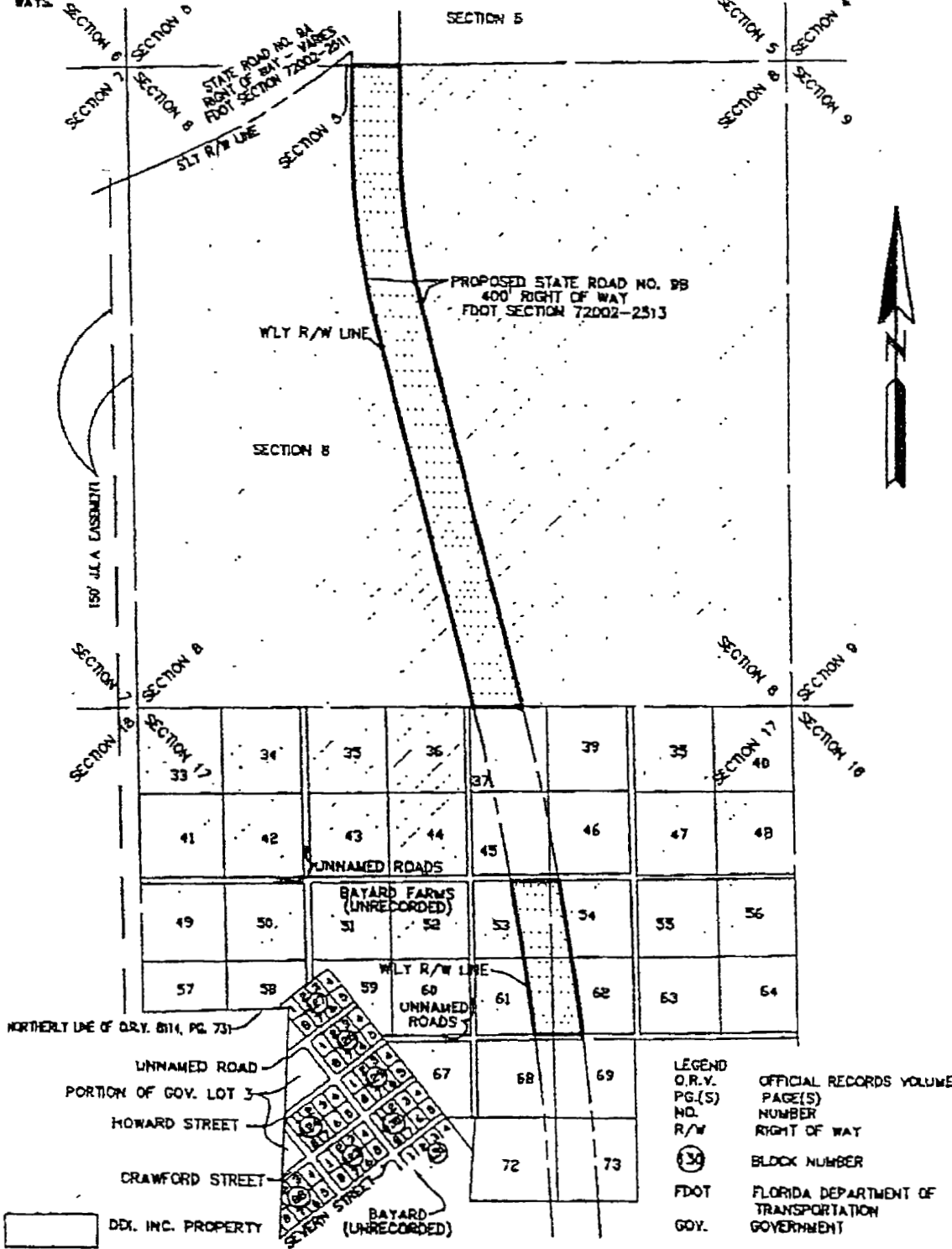
2) NAMED AND UNNAMED STREETS AND ROADS SHOWN HEREON WITHIN THE SUBDIVISIONS OF BAYARD AND BAYARD FARMS (UNRECORDED) ARE INCLUDED IN THE TOTAL ACREAGE AREA ESTIMATE, BUT MAY BE OPEN PUBLIC RIGHT OF WAYS.

3) BOUNDARY DELINEATION AND AREA SHOWN HEREON IS A GRAPHIC ESTIMATION BASED ON COMPILED AVAILABLE INFORMATION AND SUBJECT TO ACTUAL DETERMINATION BY FIELD SURVEY.

GRAPHIC SCALE



(IN FEET)
1 inch = 1000 ft.



DDI, INC. PROPERTY
 PROPOSED DDI, INC. CONVEYANCE TO F.D.O.T.

LEGEND
 O.R.V. OFFICIAL RECORDS VOLUME
 PG.(S) PAGE(S)
 NO. NUMBER
 R/W RIGHT OF WAY
 BLOCK NUMBER
 FDOT FLORIDA DEPARTMENT OF TRANSPORTATION
 GOV. GOVERNMENT

PREPARED BY:
ROBERT M. ANGAS ASSOCIATES, INC.
 14775 ST. AUGUSTINE ROAD
 JACKSONVILLE, FL 32218 (904) 642-8800
 CERTIFICATE OF AUTHORIZATION NO. LB 3524

EXHIBIT 18

Master Circulation Plan



NOCATEE MASTER CIRCULATION PLAN

Map H-2

Legend

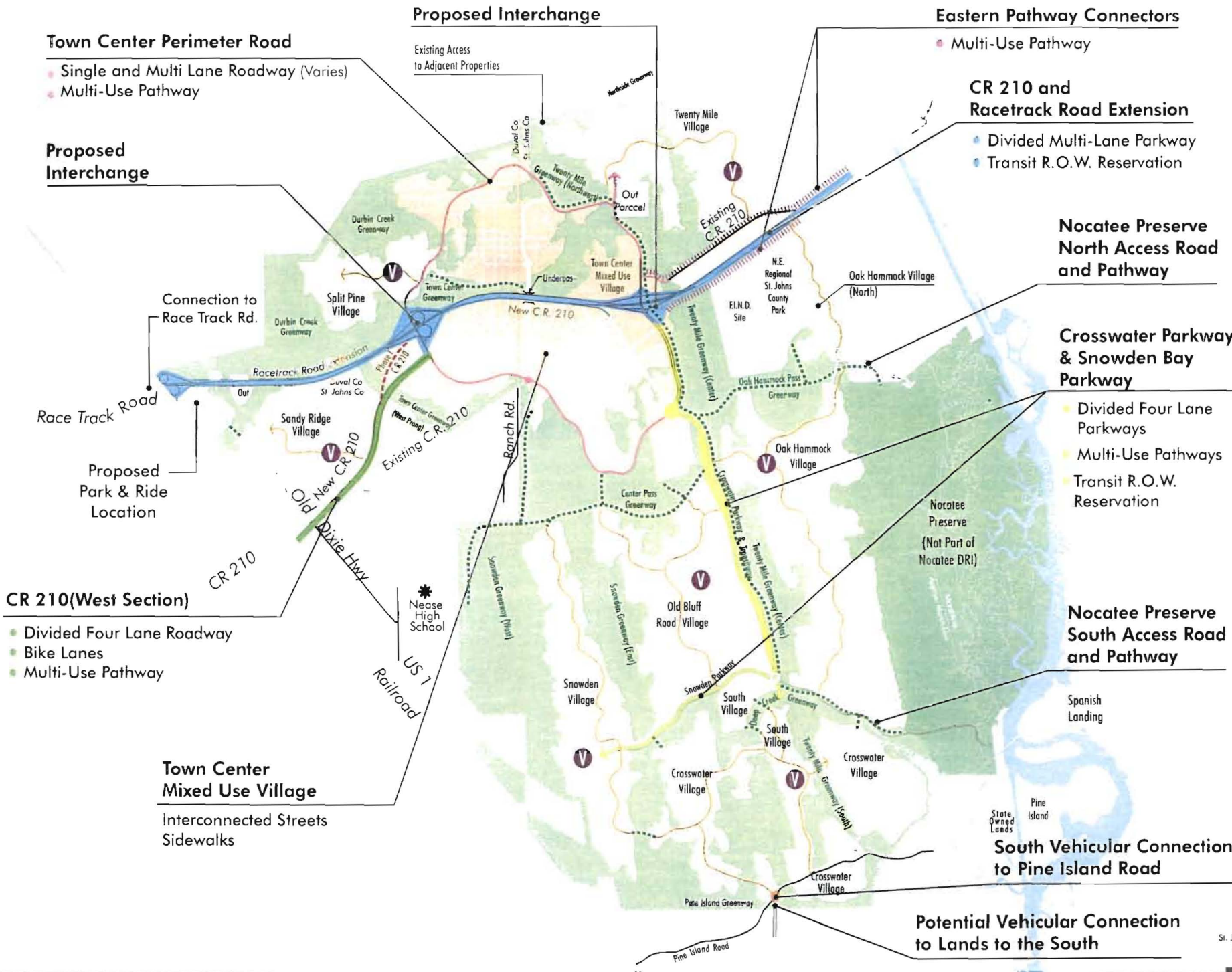
- Town Center Perimeter Road
- Crosswater Parkway and Snowden Parkway
- New CR 210 (West Section)
- Nocatee Preserve Access Road
- New CR 210 and East-West Parkway
- Greenway Paths and Trails
- Pathway Connector
- Internal Village Pathways (See Note 3)
- Village Center

NOTES:

1. Boundaries of the greenways and villages are subject to change based on final wetland surveys and master plan refinement.
2. The alignment of CR 210, other roadways and pathways are subject to change based on regulatory approval, engineering design and evaluation, permitting and site planning refinement. Location and number of access points to villages may vary.
3. Sidewalks and paths constructed as part of development of neighborhoods will link together to form the internal village pathways.
4. Village center locations are conceptual and subject to change and will be identified on the PUD village Master Development Plan.
5. Interchange design shall be consistent with D.O. Exhibit 14.

**PROSSER
HALLOCK**

St. Johns County D.O. Exhibit
February 13, 2001



Town Center Perimeter Road

- Single and Multi Lane Roadway (Varies)
- Multi-Use Pathway

Proposed Interchange

Proposed Interchange

Existing Access to Adjacent Properties

Eastern Pathway Connectors

• Multi-Use Pathway

CR 210 and Racetrack Road Extension

- Divided Multi-Lane Parkway
- Transit R.O.W. Reservation

Nocatee Preserve North Access Road and Pathway

Crosswater Parkway & Snowden Bay Parkway

- Divided Four Lane Parkways
- Multi-Use Pathways
- Transit R.O.W. Reservation

Nocatee Preserve South Access Road and Pathway

South Vehicular Connection to Pine Island Road

Potential Vehicular Connection to Lands to the South

Town Center Mixed Use Village

Interconnected Streets
Sidewalks

CR 210 (West Section)

- Divided Four Lane Roadway
- Bike Lanes
- Multi-Use Pathway

Connection to Race Track Rd.

Race Track Road

Proposed Park & Ride Location

Nease High School

US 1
Railroad

Twenty Mile Village

Oak Hammock Village (North)

Oak Hammock Village

Old Bluff Road Village

Snowden Village

South Village

Crosswater Village

Crosswater Village

Crosswater Village

Pine Island Greenway

Pine Island Road

Pine Island

State Owned Lands

Spanish Landing

Center Pass Greenway

Snowden Greenway (West)

Snowden Greenway (East)

Snowden Parkway

South Creek Greenway

Twenty Mile Greenway (South)

Twenty Mile Greenway (North)

Herbicide Greenway

Duval Co. or Johns Co.

Out Parcel

Underpass

Split Pine Village

Durbin Creek Greenway

Durbin Creek Greenway

Sandy Ridge Village

Ranch Rd.

Dixie Hwy

CR 210

CR 210

CR 210

CR 210

CR 210

CR 210

CR 210

CR 210

CR 210

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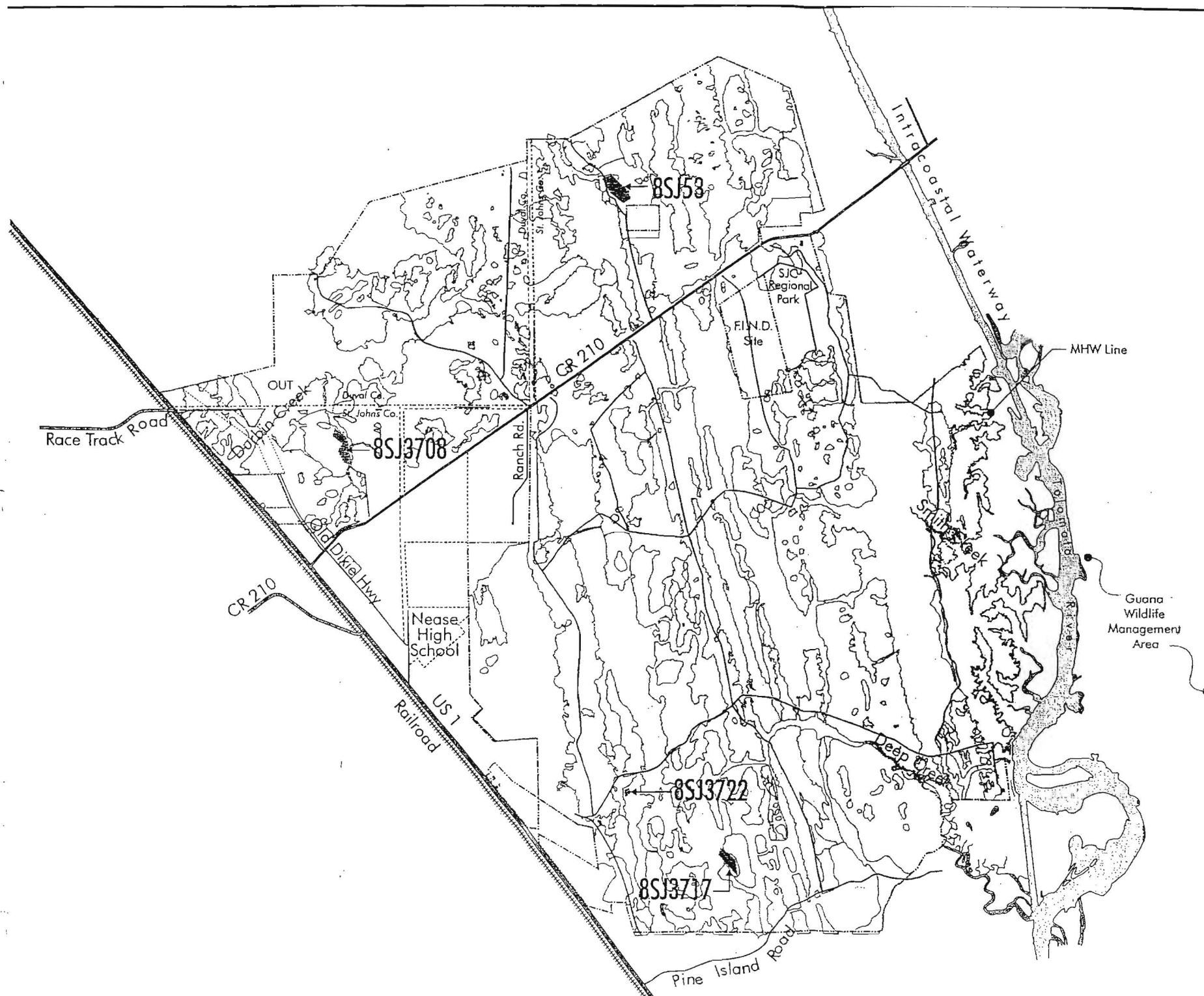
EXHIBIT 19

Historic and Archeological Sites



NOCATEE

HISTORICAL and ARCHEOLOGICAL SITES



Legend

- Archeological Sites
- Major Trail Roads
- FLUCCS Boundary

Prepared by:
Prosser Hallock, Inc.

Source:
Prosser Hallock, Inc., 1999
Environmental Services, Inc., 1999

January 9, 2001 0 1000' 2000' 4000'



STATE OF FLORIDA

COUNTY OF ST. JOHNS

I, CHERYL STRICKLAND, CLERK OF THE CIRCUIT COURT, Ex-officio, Clerk of the Board of County Commissioners of St. Johns County, Florida,

DO HEREBY CERTIFY that the foregoing is a true and correct copy of the following:

RESOLUTION NO. 2001-30 that was adopted by the Board of County Commissioners of St. Johns County, Florida, at a regularly scheduled meeting of said Board held February 23, 2001

as the same appears of record in the office of the Clerk of the Circuit Court of St. Johns County, Florida, of the public records of St. Johns County, Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal of office this 12th day of March, 2001.

(seal)

CHERYL STRICKLAND
CLERK OF THE CIRCUIT COURT
Ex-officio Clerk of the Board of County Commissioners of St. Johns County, Florida

By: Yvonne King
Yvonne King, Deputy Clerk

CERTIFICATE

I HEREBY CERTIFY that the above and foregoing is a true and correct copy of ORDINANCE 2001-13-E enacted by the Council of the City of Jacksonville, Florida, and a true and correct copy of a Certificate of Authentication relating thereto, which Ordinance became effective at the time and in the manner set forth in the Certificate of Authentication or effective at the time set forth in said Ordinance.

WITNESS MY HAND and the seal of the City of Jacksonville, Florida, this 9th day of March, 2001.

ATTEST

Elaine Febles

Elaine Febles
Assistant Deputy Admin
of Legislative Services



1 Land Use and Zoning Committee offers the following Substitute to
2 File No. 2001-13:

3
4
5 **ORDINANCE 2001-13-E**

6 ORDINANCE ESTABLISHING A DEVELOPMENT ORDER FOR
7 NOCATEE, A DEVELOPMENT OF REGIONAL IMPACT
8 UNDER CHAPTER 380, FLORIDA STATUTES;
9 AUTHORIZING DEVELOPMENT OF APPROXIMATELY 1,991
10 ACRES IN SOUTHEAST DUVAL COUNTY AND ADDITIONAL
11 ACREAGE IN ST. JOHNS COUNTY; ESTABLISHING
12 MITIGATION REQUIREMENTS FOR REGIONAL IMPACTS,
13 INCLUDING MITIGATION FOR TRANSPORTATION AND
14 ENVIRONMENTAL IMPACTS, PROVIDING DEVELOPMENT
15 PHASING AND BUILDOUT DATES; ESTABLISHING AN
16 EFFECTIVE DATE.

17
18 **WHEREAS**, pursuant to section 380.06 of the Florida Statutes
19 (2000), the City Council has heard at a public hearing convened on
20 February 27, 2001, the Application for Development Approval for the
21 proposed Nocatee Development of Regional Impact; and

22 **WHEREAS**, the City Council has considered the report and
23 recommendations of the Northeast Florida Regional Planning Council,
24 the Planning and Development Department, and the documents and
25 comments upon the record made before the City Council; and

26 **WHEREAS**, the Nocatee Development of Regional Impact (the
27 "DRI" or "Nocatee DRI") is a proposed mixed use development on
28 approximately 13,323 acres of which approximately 1,991 acres are
29 located in southeastern Jacksonville and approximately 11,332 acres
30 are located in northeastern St. Johns County, Florida; and

1 **WHEREAS**, SONOC Company, LLC, is the owner of the DRI Property
2 (the "Owner") and has duly authorized the Applicant to file the ADA
3 and obtain a development order for the DRI; and

4 **WHEREAS**, The PARC Group, Inc., hereinafter referred to as the
5 "Developer" or "Applicant," filed an Application for Development
6 Approval dated January, 2000, as amended by the ADA First
7 Sufficiency Response dated July 9, 2000 and the ADA Second
8 Sufficiency Response dated November, 2000 (the "ADA"), pursuant to
9 section 380.06, Florida Statutes (2000), for the Nocatee DRI on
10 certain real property more specifically described in the attached
11 Exhibit 1, (the "DRI Property"); and

12 **WHEREAS**, the authorized agent for the Applicant is Prosser
13 Hallock Inc., whose address is 8101 Philips Highway, Suite One,
14 Jacksonville, Florida 32256-7457; and

15 **WHEREAS**, the Applicant has duly provided complete copies of
16 the ADA and the two (2) Sufficiency Responses to the Florida
17 Department of Community Affairs, Northeast Florida Regional
18 Planning Council, St. Johns County, and the City; and

19 **WHEREAS**, the proposed DRI requires an amendment to the City of
20 Jacksonville 2010 Comprehensive Plan, which has been reviewed and
21 adopted contemporaneously with this Development Order pursuant to
22 section 380.06(6)(b), Florida Statutes (2000); and

23 **WHEREAS**, the ADA was reviewed by the Northeast Florida
24 Regional Planning Council as required by section 380.06, Florida
25 Statutes (2000), and the Regional Planning Council recommended that
26 the ADA be approved, with conditions; and

27 **WHEREAS**, the City Council has duly noticed and on February 27,
28 2001, held a public hearing on the ADA as required by section
29 380.06, Florida Statutes (2000), and afforded the public and all
30 affected parties an opportunity to be heard and to present
31 evidence; and

1 **WHEREAS**, implementation of the Master Plan for Nocatee will
2 create a new town center together with a variety of distinct
3 residential neighborhoods or villages buffered from one another by
4 greenways that include preserved wetlands and uplands with access
5 linkages to village centers conveniently located within walking or
6 bicycling distance of many of the residential neighborhoods; and

7 **WHEREAS**, the Town Center Village, with its recreational, civic
8 and commercial uses, as well as various housing options, will
9 ultimately be a community focal point and gathering place, and will
10 provide an identity for the project; and

11 **WHEREAS**, the Developer is seeking to provide employment
12 opportunities, a high quality of life for residents, and protect
13 the beauty and benefit of the natural characteristics of the
14 property for future generations; now therefore:

15 **BE IT ORDAINED** by the Council of the City of Jacksonville,
16 Florida, the Application for Development Approval for the Nocatee
17 DRI is hereby approved, subject to the terms and conditions below:

18 **FINDINGS OF FACT AND CONCLUSIONS OF LAW**

19 1. The proposed DRI is not in an area designated as an Area
20 of Critical State Concern pursuant to the provisions of section
21 380.05, Florida Statutes (2000).

22 2. The proposed DRI is consistent with the State
23 Comprehensive Plan and Rule Chapter 9J-5, Florida Administrative
24 Code.

25 3. The proposed DRI is consistent with the Strategic
26 1.Regional Policy Plan adopted by the Northeast Florida Regional
27 Planning Council.

28 4. The proposed DRI is consistent with the City of
29 Jacksonville 2010 Comprehensive Plan, including the Multi-Use Land
30 Use Category criteria, and the Jacksonville Zoning Code.

1 5. The proposed DRI is consistent with the Assessment
2 Report and Recommendations of the Northeast Florida Regional
3 Planning Council (NEFRPC) issued pursuant to section 380.06,
4 Florida Statutes (2000).

5 **GENERAL CONDITIONS**

6 **Section 1. Application For Development Approval.** The DRI
7 shall be developed in accordance with the information, plans and
8 commitments contained in (1) the Nocatee DRI Application for
9 Development Approval dated January, 2000; (2) the ADA Sufficiency
10 Response dated July 9, 2000; (3) the ADA Second Sufficiency
11 Response dated November, 2000; and (4) the Nocatee Master Plan, Map
12 H, dated February, 2001, attached as Exhibit 2, all of which are
13 incorporated by reference except to the extent of any conflict with
14 the express terms of the conditions of the Nocatee DRI Development
15 Order.

16 **Section 2. Land Use Totals.** The DRI may be developed
17 with the following improvements within the City of Jacksonville:
18 1,336,000 square feet, 147 acres of office uses; 32,000 square
19 feet, 5 acres, and 125 parking spaces for retail commercial uses;
20 2,341 residential dwelling units, comprising 1,268 single family
21 (a)units, 893 multi-family units, and 180 assisted living units;
22 225 hotel rooms, 830 acres of recreation/open space (including, but
23 not limited to, parks, the Greenway, and golf courses); churches,
24 schools, and civic uses. The Master Plan for the City and St.
25 Johns portions of Nocatee includes a Town Center Village, a
26 secondary Town Center Village known as South Village, seven (7)
27 other villages, and up to two (2) village centers in each village.
28 Village centers may include limited intensity office and retail
29 commercial uses. The specific location of the land uses will be
30 determined through the PUD approval process.

1 **Section 3. Phasing, Buildout and Expiration of DRI.** The

2 DRI shall be developed in five (5) Phases, as described in Exhibit
3 3. Each Phase shall last five (5) years unless extended pursuant
4 to section 380.06(19), Florida Statutes (2000), or unless the
5 Developer elects to accelerate the beginning date of a subsequent
6 phase or phases, provided that all mitigation requirements for the
7 particular phase to be accelerated are met. The end date of a
8 phase would not be affected by an acceleration of the beginning
9 date. At least ten percent (10%) of the total residential units in
10 Phases I and II must be constructed in the Town Center Village, and
11 all development taking place during Phases I and II (other than
12 infrastructure) must be located in the Town Center Village or in
13 villages adjacent to the Town Center Village. Unused
14 nonresidential development rights from a particular phase carry
15 over into subsequent phases until buildout. For residential
16 uses, up to fifty percent (50%) of the residential
17 development rights that remain after phase expiration may
18 be extended into the subsequent phase. Prior to issuance
19 of residential building permits for more than 1,880 dwelling
20 units within the Nocatee DRI, a minimum of 50,000 square
21 feet of retail commercial uses shall be constructed within
22 the Nocatee DRI. Prior to issuance of residential
23 building permits for more than 2,780 dwelling units within
24 the Nocatee DRI, a minimum total of 100,000 square feet of
25 retail commercial uses (cumulative with the initial 50,000 square
26 feet) shall be constructed within the Nocatee DRI. Physical
27 development of the DRI shall commence within three (3)
28 years of the effective date of this Development Order; however,
29 this time period and for purposes of calculating when buildout,
30 termination or any phase date has been exceeded, the time shall be
31 tolled during the period of any appeal pursuant to section 380.07,

1 Florida Statutes (2000), or during the pendency of administrative
2 or judicial proceedings relating to development permits. The
3 projected buildout date for all development is December 31, 2026.
4 The DRI termination and DRI Development Order expiration dates are
5 established as December 31, 2030. Any extensions of the DRI
6 buildout, termination or expiration dates shall be governed by the
7 provisions of section 380.06(19)(c), Florida Statutes (2000).

8 **Section 4. Land Use Conversion.** The Developer may
9 increase certain land uses and simultaneously decrease other land
10 uses without filing a Notice of Proposed Change or other
11 modification of this Development Order, provided that such changes
12 are consistent with the Conversion Tables attached as Exhibit 4;
13 however, the Developer cannot convert nonresidential uses to
14 residential uses during the first two (2) Phases of the Project.

15 (a) At the time of election of a land use conversion under
16 the Conversion Table, the Developer shall notify the Department of
17 Community Affairs (the "DCA") and the NEFRPC of the election and
18 shall provide the DCA, the City and the NEFRPC with cumulative
19 land use totals and remaining allowable quantities in the annual
20 report.

21 (b) So long as the conversion is consistent with the
22 criteria contained in Exhibit 4 and no change is made to the Master
23 Plan, Map H, no additional DRI approvals shall be required for the
24 conversion.

25 **Section 5. Effective Date.** This Ordinance and
26 Development Order shall take effect upon transmittal to the
27 Department of Community Affairs, the Northeast Florida Regional
28 Planning Council and the Developer in accordance with Florida
29 Administrative Code Rule 9J-2.025(5) and section 380.07(2) and (3),
30 Florida Statutes (2000).

1 **Section 6. Monitoring Official.** The Director of the
2 Planning and Development Department or her designee shall be the
3 local official responsible for monitoring the development for
4 compliance by the Developer with this Development Order.

5 **Section 7. Downzoning Protection.** The Nocatee DRI, as
6 approved in this Development Order, shall not be subject to
7 downzoning or reduction of approved land uses before December 31,
8 2025, unless the Developer consents to such change or the City
9 demonstrates that substantial changes in the conditions underlying
10 the approval of this Development Order have occurred, or that the
11 Development Order was based on substantially inaccurate information
12 provided by the Applicant, or that the change is clearly
13 established by the City to be essential to the public health,
14 safety and welfare.

15 **Section 8. Election Regarding Environmental Rules.**
16 Pursuant to section 380.06(5)(c), Florida Statutes (2000), the
17 Developer has elected to be bound by the rules adopted pursuant to
18 Chapters 373 and 403 in effect as of the date of this Development
19 Order. Such rules shall be applicable to all applications for
20 permits pursuant to those Chapters which are necessary for and
21 consistent with the development authorized in this Development
22 Order, except that a later adopted rule shall be applicable to an
23 application if:

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

27 (b) the later adopted rule is adopted pursuant to section
28 403.061(27), Florida Statutes; or

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

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

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

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

12 **Section 9. Level of Service Standards.** The Developer
13 shall be required to meet the adopted level of service standards in
14 the City of Jacksonville 2010 Comprehensive Plan (May 2000) and the
15 requirements of the City's concurrency management system as are in
16 effect on the date hereof; provided, however, mitigation for
17 transportation impacts is being implemented under the "pipelining"
18 provisions set forth in section 163.3180(12), Florida Statutes
19 (2000) and authorized for development in the Multi-Use land use
20 category under the 2010 Comprehensive Plan.

21 **Section 10. Annual Reporting.** An annual monitoring report
22 for the Nocatee DRI shall be prepared by Applicant in accordance
23 with section 380.06, Florida Statutes, and shall be submitted to
24 the Northeast Florida Regional Planning Council ("NEFRPC"),
25 Department of Community Affairs ("DCA"), St. Johns County Planning
26 Division ("SJCPD") and the Jacksonville Planning and Development
27 Department ("JPDD"), no later than March 1 of each year until
28 buildout, commencing March 1, 2002 (the "Monitoring Report"). The
29 monitoring reports shall be submitted consistent with the reporting
30 requirements adopted in section 380.06(18), Florida Statutes, or as
31 amended. The Monitoring Report shall include:

1 (i) A description of any changes made in the plan of
2 development, phasing, or in representations contained in the ADA
3 since the date of adoption of this Development Order, and any
4 actions taken by the local government to address these changes.
5 Copies of any approvals taken to address changes including copies
6 of any revised master plans not previously submitted will be
7 attached to the Monitoring Report.

8 (ii) A summary comparison of development activity proposed or
9 conducted since the previous monitoring report and activity
10 projected for that period until submittal of the next regular
11 monitoring report. The summary will include: a description of site
12 improvements, gross floor area constructed by land use type,
13 location, and phase, with appropriate maps. A tabulation of the
14 amount of acreage developed in the reporting period shall be
15 provided by land use categories listed in Chapter 28-24, F.A.C.

16 (iii) An identification of the name of the purchaser of any
17 undeveloped tracts of land in the Nocatee DRI, including the
18 location and site of the tracts purchased, and the amount of
19 development rights allocated to the purchaser, with map(s) which
20 show the parcel(s) or sub-parcel(s) acquired.

21 (iv) A cumulative summary of all development that has taken
22 place within the Nocatee DRI by the land use categories listed in
23 Chapter 28-24, F.A.C. including gross floor areas constructed by
24 land use type and location, together with a cumulative summary of
25 location, size (acreage), and development rights purchased (land
26 use type and square footage).

27 (v) To the extent known by the Developer, a description of
28 any lands purchased or optioned within one mile of the boundaries
29 of the Nocatee DRI by a person who has acquired a fee simple or
30 lesser interest in the Nocatee DRI subsequent to issuance of
31 Development Order (but excluding persons who have only acquired a

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

4 (vi) A listing of any substantial local, state and federal
5 permits, which were obtained, applied for, or denied, during this
6 reporting period, specifying the agency, type of permit, parcel,
7 location(s), and activity for each permit.

8 (vii) A description of any moratorium imposed by a regulatory
9 agency on development within the Nocatee DRI, specifying the type
10 of moratorium, duration, cause, and remedy.

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

14 (ix) A description of any change to the previously reported
15 stormwater plans, design criteria, or planting and maintenance
16 programs.

17 (x) A description of any known incremental DRI applications
18 for development approval or requests for a substantial deviation
19 that were filed in the reporting year and to be filed during the
20 next reporting year.

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

24 (xii) Copies of monitoring reports completed during the
25 previous year on the created wetlands and stormwater/wetland
26 systems as required by permitting agencies.

27 (xiii) Traffic reports, which shall be submitted to the
28 Florida Department of Transportation ("FDOT") District Urban Office
29 in Jacksonville, as well as to the Jacksonville Planning and
30 Development Department, First Coast Metropolitan Planning
31 Organization ("MPO"), St. Johns County Planning Division, NEFRPC,

1 and DCA. The first traffic report shall be due concurrently with
2 the first annual Monitoring Report and then annually thereafter
3 until project buildout, unless otherwise specified by the NEFRPC.

4 The following information shall be included:

5 (a) A description of current development by land use,
6 type, location, and amount of square footage, along with the
7 proposed construction schedule for the ensuing 12-month
8 period, and appropriate maps.

9 (b) Traffic counts, turning movements, and levels of
10 service actual for the part 12 months and projected for the
11 ensuing 12 months, including traffic estimates for the
12 following roads, including intersections. Applicant shall
13 distinguish between project-related traffic and total traffic
14 volumes:

15 - C.R. 210

16 Roscoe to Town Center Loop Road East

17 Town Center Loop Road East to Town Center Loop Road West

18 Town Center Loop Road West to U.S. 1

19 U.S. 1 to I-95

20 Roscoe Boulevard to Mickler Road

21 - Racetrack Road Extension

22 - U.S. 1:

23 Racetrack Road to St. Augustine Road

24 Racetrack Road to C.R. 210

25 C.R. 210 to Pine Island Road

26 Pine Island Road to International Golf Parkway

27 - Mickler Road:

28 C.R. 210 to State Road AIA

29 Note: Actual FDOT, City of Jacksonville, or St. Johns County
30 traffic counts shall be used where possible. If actual FDOT,
31 City or County counts are not available for a particular road

1 or intersection, Developer shall retain, at his expense, a
2 traffic engineering firm to collect the necessary counts.
3 FDOT seasonal adjustment factors shall be used when adjusting
4 traffic counts.

5 (c) A description of any new and/or improved roadways,
6 traffic control devices or other transportation facility
7 improvements to be constructed or provided by Developer or
8 governmental entity to accommodate the total existing and
9 anticipated traffic demands.

10 (d) The monitoring reports will determine if air
11 quality monitoring is warranted pursuant to the FDEP
12 Guidelines for Indirect Sources.

13 (e) A copy of the annual Consumer Price Index for all
14 Urban Consumers (CPI-U) (1982-84=100) for the applicable year.

15 (xiv) A copy of the recorded notice of the adoption of a
16 Development Order or the subsequent modification of an adopted
17 development order that was recorded by the Developer pursuant to
18 section 380.06(15)(f), Florida Statutes (2000).

19 (xv) A statement certifying that the Northeast Florida
20 Regional Planning Council (with appropriate filing fee), the
21 Florida Department of Community Affairs, St. Johns County, City of
22 Jacksonville, Department of Environmental Protection, St. Johns
23 River Water Management District, and the Florida Fish and Wildlife
24 Conservation Commission have been sent copies of the annual
25 Monitoring Report in conformance with subsections 380.06(15) and
26 (18), Florida Statutes (2000).

27 (xvi) The acreage of uplands and wetlands placed under
28 recorded conservation easements.

29 (xvii) Those items required to be reported relevant to the
30 Stormwater Pollution Prevention Plan in accordance with section
31 18(b).

1 (xviii) Provide an analysis demonstrating there will be
2 sufficient capacity of potable water, wastewater, and solid waste
3 facilities serving the Nocatee DRI for the anticipated development
4 for the ensuing report period.

5 (xix) Results of the traffic study required under section
6 24(c)(ii), if applicable to the reporting year.

7 (xx) A summary of activities undertaken by the Transportation
8 Management Association under section 24(1) after the beginning of
9 Phase II.

10 **Section 11. Notice of Adoption.** Notice of the adoption of
11 this Development Order or any subsequent amendment to it shall be
12 recorded by the Applicant in accordance with sections 28.222 and
13 380.06(15)(f), Florida Statutes (2000), with the Clerk of the
14 Circuit Court of St. Johns County and Duval County, Florida.
15 Recordation of this notice shall not constitute or provide actual
16 or constructive notice of a lien, cloud or encumbrance of the DRI
17 Property. The conditions of this Development Order shall run with
18 the land and bind the successors and assigns of the Owner of the
19 DRI Property. Any contract or agreement for sale of those
20 interests by the Owner for all or any part of the property subject
21 to this Development Order shall contain a legend substantially in
22 the following form clearly printed or stamped thereon:

23 THE PROPERTY DESCRIBED IN THIS AGREEMENT IS
24 PART OF THE NOCATEE DEVELOPMENT OF REGIONAL
25 IMPACT AND IS SUBJECT TO A DEVELOPMENT ORDER,
26 NOTICE OF WHICH IS RECORDED IN THE PUBLIC
27 RECORDS OF ST. JOHNS COUNTY AND DUVAL COUNTY,
28 FLORIDA, WHICH IMPOSES CONDITIONS,
29 RESTRICTIONS AND LIMITATIONS UPON THE USE AND
30 DEVELOPMENT OF THE SUBJECT PROPERTY WHICH ARE
31 BINDING UPON EACH SUCCESSOR AND ASSIGN OF

1 SONOC COMPANY, LLC. THE DEVELOPMENT ORDER DOES
2 NOT CONSTITUTE A LIEN, CLOUD OR ENCUMBRANCE OF
3 REAL PROPERTY OR CONSTITUTE ACTUAL OR
4 CONSTRUCTIVE NOTICE OF SAME. A COPY OF THE
5 DEVELOPMENT ORDER MAY BE REVIEWED AT THE
6 OFFICE OF THE PLANNING AND DEVELOPMENT
7 DEPARTMENT, CITY OF JACKSONVILLE, FLORIDA, OR
8 AT THE OFFICE OF THE DEPARTMENT OF COMMUNITY
9 AFFAIRS, TALLAHASSEE, FLORIDA.

10 **Section 12. Application For Proposed Changes.** The

11 Applicant shall submit simultaneously to the City of Jacksonville,
12 St. Johns County, the Northeast Florida Regional Planning Council
13 and the Florida Department of Community Affairs any applications
14 for proposed changes to the DRI and shall comply with the
15 requirements of section 380.06(19), Florida Statutes (2000),
16 concerning nonsubstantial deviations. Applications filed which
17 propose changes only to the Development Order conditions within St.
18 Johns County and which only (a) change the location and/or density
19 of land uses; (b) affect the required mitigation for impacts other
20 than transportation impacts; and/or (c) qualify as a nonsubstantial
21 deviation under section 380.06(19)(e)2; are not required to be
22 reviewed by the City. Similarly, applications filed which propose
23 changes only to the Development Order conditions within the City
24 and which only (a) change the location and/or density of land uses;
25 (b) affect the required mitigation for impacts other than
26 transportation impacts; and/or (c) qualify as a nonsubstantial
27 deviation under section 380.06(19)(e)2; are not required to be
28 reviewed by St. Johns County. Any other proposed changes shall be
29 reviewed by the City and St. Johns County. Further, any proposed
30 changes determined by the reviewing local government or deemed by
31 the Developer to constitute a substantial deviation from this

1 Development Order shall be reviewed by the City and St. Johns
2 County. The City and St. Johns County shall provide to one
3 another fifteen (15) days prior written notice of any final action
4 to be taken by them with respect to requested modification to this
5 Development Order. All resolutions adopted by St. Johns County and
6 the City amending this Development Order shall be forwarded to the
7 other local governments' Planning Departments coincident with
8 transmittal to the DCA, the NEFRPC, and the Developer.
9 Notwithstanding anything contained herein to the contrary, the
10 failure of any local government to meet the time frames set forth
11 herein for transmittal of information to another local government
12 shall not constitute a breach or default by the Owner or Developer
13 as to the terms and conditions of this Development Order nor impact
14 the validity of any modification approved by the reviewing local
15 government. Nothing contained herein shall modify the right of
16 review of the DCA as to any modifications of this Development Order
17 pursuant to section 380.06(19).

18 **Section 13. Status of Development Rights.** The City
19 acknowledges that the Owner and Developer have by virtue of this
20 Development Order committed to convey substantial acreage for
21 public purposes beyond specific mitigation requirements, have
22 agreed to waive education impact fee credits resulting from
23 donation of a public school site, and have made substantial
24 commitments to mitigate for impacts of proposed development
25 pursuant to this Development Order. The Owner and Developer will
26 also make substantial investments in construction and development
27 of the infrastructure required under this Development Order as
28 needed to accommodate vertical development, all in reliance upon
29 realization of all development rights granted pursuant to this
30 Development Order. Accordingly, the rights of the Owner to develop
31 the improvements as set forth in sections 2, 3 and 4, as modified

1 by any future non-substantial deviations, are intended to be rights
2 protected by the principles of equitable estoppel and vested rights
3 and shall not be subject to down-zoning or reduction of approved
4 land uses provided in section 7 of this Development Order.
5 Further, future modifications to the City of Jacksonville Zoning
6 Code, the Code of Subdivision Regulations, the Concurrency
7 Management System, or Chapter 740 (sidewalks, curbs and gutters)
8 and other laws or regulations of the City affecting development
9 shall apply to the development approved pursuant to this
10 Development Order except to the extent (i) such future
11 modifications conflict with specific provisions, conditions or
12 commitments set forth in this Development Order or (ii) such
13 modifications require mitigation for development impacts which have
14 been reviewed under section 380.06, Florida Statutes, and addressed
15 in this Development Order. It is the intent that this Development
16 Order shall take precedence over future modifications in laws and
17 regulations that provide for mitigation of development impacts
18 which have been addressed in the adoption of this Development
19 Order.

20 **Section 14. Subsequent Requests for Development Permits.**

21 Subsequent requests for development permits shall not require
22 further review pursuant to section 380.06, Florida Statutes (2000),
23 unless it is found by the City Council, after due notice and
24 hearing, that one or more of the following is present:

25 (a) substantial deviation from the terms or conditions of
26 this Development Order, or other changes to the approved
27 Development Plan, which create a reasonable likelihood of adverse
28 regional impacts or other regional impacts which were not evaluated
29 in the review by the Northeast Florida Regional Planning Council;
30 or

(b) an expiration of the period of effectiveness of this Development Order as of December 31, 2030.

Upon a finding that (a) is present, the City Council shall order compliance with sections 380.06(19)(g) and (h), Florida Statutes (2000), and development within Nocatee may continue, as approved, during the DRI review in those portions of the development which are not affected by the proposed change. As of December 31, 2030, the City Council shall order a termination of all development activity until such time as a new DRI application for development approval has been submitted, reviewed, and approved in accordance with section 380.06, Florida Statutes (2000).

Section 15. Impact Fees. Owner and Developer have agreed to waive any credit for impact fees or exactions imposed for contribution of land for fire stations, police, and school sites. As to any other impact fees or exactions, the Developer or any Community Development District, as the case may be, shall receive impact fee credits or exaction credits towards any other present or future impact fees or exactions that may be generally adopted by the City for any contribution of land, money, or improvements made by the Developer or on its behalf or by any Community Development District, for public facilities pursuant to the guidelines in section 380.06(16), Florida Statutes (2000), and any applicable impact fee ordinance, as they may be amended. The amount of such credit shall be determined by appraisal in accordance with customary policies and procedures as established by the City. However, this section shall not be construed so as to diminish the vested rights recognized under sections 7 and 13.

SPECIAL CONDITIONS

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25 ENVIRONMENTAL RESOURCES IMPACTS

26 Section 16. Vegetation and Wildlife.

27 (a) Nocatee Preserve.

28 (i) Conveyance. Owner shall convey free of liens and encumbrances,
 29 except as specifically provided for herein, by Special Warranty
 30 Deed, the Nocatee Preserve, consisting of approximately 1,630 acres
 31 lying above the mean high water line as legally described on

1 Exhibit 5 and additional acreage below the mean high water line
2 (the "Preserve"), to St. Johns County (the "County"), prior to
3 commencement of construction of improvements within the Nocatee
4 DRI. Any acreage within the Preserve which is below the mean high
5 water line shall be conveyed by Quitclaim Deed. Commencement of
6 construction shall be evidenced by the filing of a Construction
7 Commencement Notice delivered to the St. Johns River Water
8 Management District (the "District") as required under the first
9 Environmental Resource Permit ("ERP Permit") to be applied for and
10 issued by the District for development within any village
11 (including South Village) or the Town Center Village within Nocatee
12 (the "Commencement Date"). Conveyance of the Preserve lands above
13 the mean high water line shall be subject to deed restrictions and
14 conservation easements in such form as required by the District
15 under the Nocatee Preserve Management Plan to be approved by the
16 District as part of the ERP Permit and as otherwise required by the
17 ERP Permit and the permit(s) issued by the U.S. Army Corps of
18 Engineers (the "Corps Permit"). Further, such deed restrictions
19 contained in the conveyance from the Owner to the County shall
20 limit the uses of the Preserve to conservation and recreational
21 uses that are compatible with management of the Preserve as a
22 conservation area. In the event of a substantial violation of the
23 deed restrictions, Owner shall have the right to exercise a right
24 of re-entry which right of re-entry shall be effective for up to
25 the maximum period allowed by law; provided, however, as a
26 condition to such exercise, the Owner shall provide the County with
27 written notice of any such substantial violation which shall
28 include a description of the nature of the violation and the County
29 shall have a period of sixty (60) days to effect a cure.

30 (ii) Access. At the time of conveyance of the Preserve,
31 the Owner shall also (i) convey a non-exclusive relocatable access

1 easement from County Road 210 through Nocatee to a point on the
2 eastern boundary of the Nocatee site for public access to the
3 Preserve and (ii) obtain a non-exclusive relocatable easement for
4 the benefit of the County over adjacent property between the
5 eastern boundary of Nocatee and the north entrance of the Preserve.
6 The fee owners will retain the right to relocate the north access
7 easements provided that equivalent access easements are
8 substituted, including an equivalent level of access improvements
9 existing on the previous access easements. Within three (3) months
10 of the Commencement Date, Developer shall stabilize and gate the
11 north access road between County Road 210 and the north entrance to
12 the Preserve, located within the access easements referenced above.
13 The south access drive shown on Exhibit 2 shall be stabilized by
14 the Developer between the proposed Crosswater Parkway and the
15 westerly boundary of the Preserve within six (6) months of the
16 platting of the entire Crosswater Parkway. The County shall be
17 responsible for maintaining a gate or other security to control
18 access to the Preserve.

19 (iii) South Access to the Preserve. Developer shall
20 also provide a stabilized road as public access to the southern end
21 of the Preserve (Spanish Landing) which shall be constructed and
22 opened to the public prior to the completion of the Racetrack Road
23 Extension. At the option of the Developer, this access shall be
24 from either Pine Island Road at the southern boundary of Nocatee or
25 from the north extending from the Town Center Village. Developer
26 shall grant a temporary and non-exclusive easement to the County
27 over the selected access for public access to the Preserve. The
28 road shall utilize existing timber trail roads where possible.
29 Reasonable guidelines will be provided for in the easement to
30 control public access including hours of operation and to ensure
31 public use of the Preserve in accordance with the Preserve

1 Management Plan. The easement will also provide for the County to
2 maintain the temporary access road. The temporary access road and
3 easement may be relocated from time to time by the Developer and
4 shall be ultimately replaced by a permanent dedicated access road
5 coincident with the development of Crosswater Village.

6 (iv) Preserve Management Plan. The proposed Nocatee
7 Preserve Management Plan shall be provided to and reviewed by St.
8 Johns County when it is submitted by the Developer to the District
9 during the ERP Permit application process. To the extent that the
10 Nocatee Preserve Management Plan requires action, activities, or
11 otherwise binds St. Johns County to undertake some action, the
12 County shall have approval authority over those activities prior to
13 adoption of this Preserve Management Plan. Otherwise, the District
14 shall be responsible to finally determine the terms of the Preserve
15 Management Plan. The Nocatee Preserve Management Plan shall
16 include provisions for uniform signage and architectural standards,
17 as mutually agreed upon by the Developer and St. Johns County, to
18 be consistent with the design standards for Nocatee. The adopted
19 Nocatee Preserve Management Plan shall include specific,
20 ecologically based forestry and land management practices that will
21 enhance and preserve the natural plant communities and wildlife
22 within the Preserve. The Preserve Management Plan shall include
23 specific techniques for wetland and upland preservation,
24 enhancement, and restoration. No material modifications to the
25 Nocatee Preserve Management Plan will be implemented without the
26 consent of the County, the Developer, and the District.

27 (v) Management. Prior to commencement of vertical
28 development within Nocatee and prior to public access to the
29 Preserve, whichever comes first, the Nocatee Preserve Management
30 Plan must also be in place. Prior to public use of the Preserve,
31 the entity identified for management and operations of the Preserve

1 must be identified, and which shall be subject to approval by the
2 Developer, if other than the County. Once the Preserve is conveyed
3 to the County, the County shall be responsible for all maintenance
4 and access control.

5 (vi) Environmental Learning Center. An environmental
6 learning center may be located either at a north activity center
7 area or a south activity area which, if developed, will be operated
8 consistent with the Nocatee Preserve Management Plan.

9 (b) Greenway. The Nocatee Greenway is shown on the Master
10 Plan, Exhibit 2 (the "Greenway"). The Greenway shall be placed
11 under conservation easements in the form required by the St. Johns
12 River Water Management District in phases as part of the ERP Permit
13 for portions of the Nocatee project. The first conservation
14 easement for the initial portion of the Greenway shall be conveyed
15 not later than 180 days after the Commencement Date. The Greenway
16 shall be subject to a Greenway Management Plan, to be approved by
17 the District as part of the ERP Permit. The proposed Greenway
18 Management Plan shall be provided by the Developer to the Planning
19 Departments of the City, St. Johns County, the Northeast Florida
20 Regional Planning Council, and the Florida Fish and Wildlife
21 Conservation Commission when it is submitted to the District during
22 the ERP Permit application process for their review and comment,
23 provided that the District shall be responsible to finally
24 determine the terms of the Greenway Management Plan. Allowable
25 uses of the Greenway shall include conservation, passive
26 recreation, drainage features, silvicultural activities designed to
27 achieve conservation objectives (including prescribed burns), road
28 crossings, utilities, and limited parking for users of the
29 Greenway. The precise boundaries of the Greenway may be adjusted
30 at the time each conservation easement is conveyed to the District,
31 provided that the total acreage of the Nocatee Greenway (in St.

1 Johns County and the City of Jacksonville) shall be not less than
2 4,961 acres and include at least 960 acres of uplands at buildout.
3 Vegetation bordering the Greenway may be trimmed, consistent with
4 the Nocatee Greenway Management Plan, to control or eliminate
5 exotic vegetation and to control understory growth to reduce risks
6 of wildfires.

7 (c) Wildlife Crossings and Underpasses. Four roadway
8 wildlife underpasses are proposed within the project site, as
9 generally shown on Exhibit 6. The two wildlife underpasses under
10 the County Road 210 Parkway Bridge over Durbin Creek and at the
11 east interchange of County Road 210 in the Town Center Village will
12 be integrated into the bridge design with openings having a width
13 of ten feet and/or a vertical clearance of at least six feet. The
14 remaining two underpasses will consist of a prefabricated and
15 arched concrete structure or a similar structure with an opening of
16 at least ten feet in width and a vertical clearance of at least six
17 feet. All wildlife underpasses within the project shall include a
18 contiguous dry portion of at least 25% of the total underpass width
19 which is above the base flow of the drainage system to provide
20 opportunity for movement of wildlife through the underpass.
21 Additionally, all major wetland and/or Greenway crossings bisecting
22 an area with a width of 100 feet or greater will have speeds posted
23 not to exceed 35 miles per hour and will have signs identifying the
24 area as a wildlife crossing. There shall be no more than four (4)
25 crossings of the portion of the Twenty Mile (Northeast) Greenway,
26 each of which shall be designed and constructed as a wildlife
27 crossing in accordance with the requirements set forth in this
28 section 16(c). Wildlife crossings are not required to include a
29 wildlife underpass.

30 (d) Xeric Habitat/Gopher Tortoise Mitigation. Approximately
31 138.3 acres of Environmentally Sensitive Lands (Upland

1 Communities), as defined by the St. Johns County Land Development
2 Regulations - Longleaf Pine/Xeric Oak, Xeric Oak, or Scrub
3 Habitat, will be impacted by the proposed development. As
4 mitigation, 59.9 acres of these types of habitats will be preserved
5 on-site within the Greenway as generally shown on Exhibit 6.
6 Additionally, as mitigation for impacts to gopher tortoises and
7 their commensals, the Developer will be responsible for off-site
8 mitigation of the equivalent of approximately 66 acres of habitat,
9 in conjunction with the permit requirements of the Florida Fish and
10 Wildlife Conservation Commission. This off-site mitigation will be
11 accomplished by the Developer by issuance of an incidental take
12 permit or by purchase of habitat at an off-site location within the
13 jurisdictional boundaries of the Northeast Florida Regional
14 Planning Council.

15 (e) Silviculture. Much of the project site has been and
16 will continue to be used for silvicultural purposes.
17 Silvicultural activities shall be consistent with the Nocatee
18 Silviculture Management Plan attached as Exhibit 7, and may include
19 prescribed burns. Silvicultural activities within the Greenway
20 are limited to activities that maintain and/or enhance the
21 ecosystem function of the Greenway. All silvicultural activities
22 shall comply with State of Florida Division of Forestry Best
23 Management Practices.

24 **Section 17. Wetlands**. Up to 474 acres of wetland impacts
25 may occur within the Nocatee DRI, including impacts of
26 transportation improvements to be constructed by the Developer east
27 of U.S. 1, provided that the necessary permits are obtained from
28 the District and the U.S. Army Corps of Engineers. As mitigation
29 for these proposed wetlands impacts, approximately 8,000 acres of
30 uplands and wetlands will be preserved in the Greenway, the
31 Preserve and within preserved jurisdictional wetlands in the

1 villages and Town Center Village, constituting a regionally
2 significant plan of mitigation. Wetlands restoration, enhancement,
3 and creation activities, as well as restoration of portions of the
4 pine plantation areas, will also be included as part of the
5 mitigation plan under the District ERP Permit and Corps Permit.
6 Restored pine plantation areas shall be subject to a conservation
7 easement. The Developer shall provide St. Johns County up to 68
8 acres within the Greenway to be designated as mitigation for County
9 improvements to the intersection of County Road 210 and Mickler
10 Road, provided that the District and Corps shall determine such
11 mitigation to be consistent with the ERP Permit and Corps Permit
12 for Nocatee and such area shall remain part of the Greenway system
13 and wetlands mitigation plan for Nocatee subject to the Greenway
14 Mitigation Plan. Upland buffers from adjacent preserved isolated
15 wetlands within the Nocatee DRI shall be a minimum of 15 feet
16 measured from the District wetland jurisdictional line and consist
17 of an average of 25 feet. All turf areas associated with golf
18 courses and contiguous (non-isolated) wetlands shall have a minimum
19 upland buffer of 25 feet measured from the District wetland
20 jurisdictional line. For all other preserved wetlands, there shall
21 be a minimum 25-foot upland buffer measured from the District
22 wetland jurisdictional line. Buffer vegetation may be trimmed
23 where necessary to control or eliminate exotic vegetation to
24 enhance or maintain quality habitat for wildlife in accordance with
25 the Greenway Management Plan and to reduce the risk of wildfires.

26 **Section 18. Water Quality - Stormwater Pollution**
27 **Prevention Plan (SWPPP).**

28 (a) **SWPPP Requirement.** A SWPPP shall be incorporated into
29 the construction and permit documents for projects constructed in
30 Nocatee which require a general or individual District permit. The
31 SWPPP shall be similar to the SWPPP shown in Exhibit 8 but may be

1 modified to accommodate the specific construction project and site.
2 However, all SWPPP's must include Paragraph 1, Pre-Construction
3 Activities, and Paragraph 3, Maintenance/Inspection Procedures, as
4 provided for in Exhibit 8.

5 (b) **SWPPP Monitoring.** In addition to the requirements on
6 individual property owners/contractors outlined in the SWPPP, the
7 Developer, Community Development District (CDD) or Property Owners
8 Association (POA) shall monitor compliance with the SWPPP goals.
9 This compliance monitoring shall consist of the following:

10 (i) An individual will be identified to monitor
11 compliance with the SWPPP. The Developer shall notify the District
12 and the Florida Department of Environmental Protection (FDEP) as to
13 the individual who is responsible for monitoring compliance with
14 the SWPPP within the Nocatee project. At a minimum, this
15 responsible entity will:

16 1. Be trained in erosion control implementation
17 techniques;

18 2. Set up and oversee implementation of SWPPP
19 programs throughout the buildout of the project;

20 3. Ensure that if the regular site inspector is
21 unable to attend pre-construction conferences, this
22 information is communicated to the inspector, including
23 site specific Best Management Practices, permit
24 requirements and erosion control implementation
25 training;

26 4. Meet with trained site superintendent monthly,
27 upon commencement of site construction, to ensure
28 implementation of the SWPPP and resolve problems.
29 Frequency of site visits may be decreased if there is no
30 indication of erosion control problems and previous
31 visits show a history of compliance with the SWPPP; and

1 5. Submit a brief narrative update to FDEP and
2 the District quarterly on activities and progress or be
3 available to meet with FDEP on site for quarterly site
4 visits, unless FDEP deems the visit unnecessary. Upon
5 proper identification, FDEP personnel shall be granted
6 access to the property.

7 (ii) Attend all pre-construction conferences.

8 (iii) Conduct Homeowner Stormwater Training Programs.

9 (iv) Conduct Contractor Stormwater Training Programs.

10 (v) Conduct periodic inspections of construction sites.

11 (vi) Notify the District and FDEP of observed potential
12 permit violations within 24 hours and serve as agency liaison.

13 (vii) Provide homeowner education materials for
14 fertilizer and pesticide applications.

15 (viii) Summarize Items (i) through (vii) above in the
16 annual Monitoring Report.

17 (c) **Implementation.** The SWPPP shall be implemented
18 beginning on the Commencement Date. Three (3) years after the
19 Commencement Date, the FDEP and the District will have the
20 opportunity to review the program. If it is found to be
21 unsatisfactory, the agencies will discuss alternatives, including
22 program modification options, with the Developer. Such alternative
23 programs agreed to by the DEP, the District, and the Developer
24 shall not require a modification of this Development Order.

25 **Section 19. Floodplains.** The Nocatee stormwater management
26 system shall limit the 100-year floodplain to the Greenway,
27 wetlands and stormwater management facilities. No occupiable
28 structure shall have a finished floor elevation below the FEMA 100-
29 year flood elevation. In the post-development condition, no
30 developed areas in Nocatee shall be within the FEMA 100-year
31 floodplain, other than road crossings. Any road crossings within

1 the FEMA 100-year floodplain will be elevated to a height that is
2 above the base flood elevation of the FEMA 100-year floodplain.

3 **Section 20. Water Supply.**

4 (a) **Potable Water.** A central water supply system shall
5 provide potable water needs for all development within Nocatee.
6 There shall be no on-site water treatment plants within Nocatee.
7 There shall no on-site potable water wells and no surficial aquifer
8 wells except those serving as a backup supply for the reuse system.
9 No building permits shall be issued for any portion of the Nocatee
10 development until the Developer has provided the County written
11 confirmation from the providing utility that adequate capacity of
12 treated potable water and service/distribution infrastructure will
13 exist for the development proposed.

14 (b) **Reuse.** Irrigation demands within Nocatee shall be met
15 using reuse water. Reuse water shall consist of the following
16 sources:

17 (i) Wastewater effluent treated to Public Access
18 standards and delivered to the end user by the utility provider.

19 (ii) Stormwater.

20 (c) **Wells.** There shall be no on-site potable water wells
21 within Nocatee. Irrigation wells will be allowed only as a back-up
22 source to the reuse supply system. The three existing wells may be
23 used for fire protection and/or a back-up source for reuse supply.
24 The Developer shall include deed restrictions prohibiting the
25 installation of private wells in all conveyances within Nocatee,
26 except as provided above. All other existing ground water wells
27 and all wells discovered during the development process shall be
28 reported immediately to the District and the City of Jacksonville.
29 Any abandoned wells discovered during development shall be properly
30 plugged and abandoned in accordance with District rules and
31 regulations.

1 (d) Water Conservation.

2 (i) The Developer shall implement a customer and
3 employee water conservation education program as specified in
4 Section 12.2.5.1(e) of the St. Johns River Water Management
5 District, Consumptive Use Permitting Applicant's Handbook. The
6 curriculum of the education program shall be supplied with the
7 first annual Monitoring Report until buildout.

8 (ii) The Developer shall prepare and submit a xeriscape
9 plan for each Phase of development in association with the District
10 Consumptive Use Permit.

11 (iii) The Developer shall evaluate irrigated turf
12 acreage and establish limits in association with the Consumptive
13 Use and/or Environmental Resource Permit.

14 (iv) The Developer shall display information on
15 xeriscaping and/or native vegetation and/or drought-tolerant
16 vegetation (SJRWMD Xeriscape Plant Guide), water conservation
17 guides & IFAS's Xeriscape plant guides and IFAS Cooperative
18 Extension Services' "Florida Yards and Neighborhoods" materials) in
19 a prominent location in the Nocatee sales offices.

20 (v) The Developer shall utilize at least 70% of
21 fertilizer use in slow-release/organic form throughout developer-
22 maintained areas (or any entities that may take over in the
23 future). These areas include golf courses and common areas serving
24 commercial areas and residences.

25 (vi) The installation of once-through cooling is
26 prohibited. Developer shall require tenants to use air-cooling
27 where feasible.

28 (vii) Cooling towers shall maximize cycles of
29 concentration by providing efficient water treatment.

30 (viii) Decorative and ornamental fountains are
31 prohibited except for those that use reclaimed water and serve both

1 ornamental and recreational uses, consistent with Florida Laws and
2 rules.

3 **Section 21. Wastewater Management.** Central sewer service
4 shall be provided for the Nocatee DRI, except for temporary, and
5 low-flow, isolated restroom facilities, such as golf course
6 restrooms, until central service is available within 1,000 feet of
7 the facility. Further, septic drain fields shall be no closer
8 than 75 feet from a wetland or water body and associated upland
9 buffers. There shall be no on-site wastewater treatment plants
10 within Nocatee, and there shall be no wet weather wastewater
11 effluent discharges to the Tolomato River or its tributaries. No
12 building permits shall be issued for any portion of the Nocatee
13 development until the Developer has provided written confirmation
14 from the providing utility that adequate wastewater treatment
15 capacity and service/distribution infrastructure will exist to serve
16 the development proposed.

17 **Section 22. Stormwater Management.**

18 (a) Stormwater Treatment. The stormwater system for Nocatee
19 will be designed using multiple discharge points throughout the
20 project in order to minimize the intensity and volume of discharge
21 from any single point, thereby reducing the potential for flooding
22 and erosion. All drainage improvements will be designed so that
23 the rate of stormwater which flows into the creeks and tributary
24 wetland systems is equal to or reduced from the pre-development
25 conditions. The normal water elevation of each stormwater
26 management facility will be designed and established so that the
27 adjacent wetland systems are not adversely affected. It is
28 anticipated that wet detention systems will be the primary method
29 of stormwater treatment and attenuation. Any discharges into the
30 Tolomato River basin shall comply with the specific design and
31 performance criteria required for direct discharges to Outstanding

1 Florida Waters under Florida Administrative Code Rule 40C-42.026
2 (Jan. 2001).

3 (b) **Stormwater Education**. A homeowners stormwater training
4 program will be developed prior to issuance of a building permit
5 for the first dwelling unit within Nocatee, and shall include those
6 matters outlined in Exhibit 9. This program shall also address
7 water quality problems associated with stormwater runoff, the
8 purpose of stormwater ponds, maintenance of stormwater ponds and
9 vegetation within ponds, fertilization, irrigation, xeriscaping,
10 greenway management and use, fire management of natural areas,
11 wildlife issues and other related matters. This stormwater
12 training program shall be provided by the Developer, the Community
13 Development District (CDD), if any, or an established property
14 owners association.

15 **Section 23. Solid Waste/Hazardous Waste**. New development
16 shall meet the level of service standard required for solid waste
17 under the City of Jacksonville 2010 Comprehensive Plan (May 2000).
18 Prior to the issuance of any site plan approvals for any portion of
19 development, the Developer shall provide written evidence from the
20 appropriate solid waste provider that adequate solid waste capacity
21 is available for that portion. Businesses within Nocatee shall
22 comply with the Nocatee Hazardous Waste Plan, attached as Exhibit
23 10, in addition to any other local, state and federal requirements.

24 **TRANSPORTATION RESOURCE IMPACTS**

25 **Section 24. Transportation**. Pursuant to section
26 163.3180(12), Florida Statutes (2000), the Developer will
27 contribute up to \$99,741,366 in cash payments and funded
28 transportation improvements to offset the impacts of the Nocatee
29 development upon the regional transportation system, as described
30 below. These contributions are sufficient to pay for or construct
31 one or more required improvements as set forth herein which will

1 benefit regionally significant transportation facilities. Actual
2 payments shall be adjusted from and after the year 2000 up to the
3 date of payment using the Consumer Price Index for all Urban
4 Consumers (CPI-U) (1982-84=100), with the amounts stated in this
5 section expressed in year 1999 dollars. The off-site improvements
6 to be constructed by the Developer or identified for funding by the
7 Developer are graphically depicted on Exhibit 11.

8 (a) Off-Site Improvements to be Constructed by the
9 Developer. The Developer shall be responsible to construct, at its
10 expense, the following transportation improvements, including right
11 of way acquisition costs for all improvements other than those
12 specified in subsection (a)(iii) below, within the timeframe
13 specified below.

14 (i) New County Road 210. Widen and construct 4-lane
15 improvements to New County Road 210 from U.S. 1 to the new 4-lane
16 Intracoastal Waterway Bridge including a grade-separated
17 interchange at Town Center Loop Road East, to be commenced not
18 later than twelve (12) months from the Commencement Date and prior
19 to issuance of building permits for vertical construction. This
20 improvement has an allocated cost of \$18,632,767 in 1999 dollars.
21 Coincident with these improvements, the Developer shall also
22 construct a paved direct access road to the St. Johns County
23 Northeast Regional Park located south of C.R. 210 and east of the
24 Nocatee project, which shall include intersection improvements to
25 ensure adequate access is available to the St. Johns County
26 Northeast Regional Park. Prior to commencement of vertical
27 construction within the Nocatee project, Owner shall convey by
28 Special Warranty Deed, free of liens and encumbrances, the Owner's
29 portion of right-of-way for New County Road 210 to the County, at
30 no cost as necessary to complete the proposed improvements to New
31 County Road 210 as described above.

1 (ii) Racetrack Road Extension (to 4 lanes). Construct a
2 limited access 4-lane extension of Racetrack Road between the
3 current terminus of Racetrack Road at U.S. 1 and the intersection
4 of New County Road 210 and Town Center Loop Road West, including
5 an interchange at New County Road 210 and a Southbound to Eastbound
6 flyover at U.S. 1, to be commenced not later than issuance of
7 building permits which generate 2,250 external p.m. peak hour trips
8 within the Nocatee DRI. This improvement has an allocated cost of
9 \$22,286,580 in 1999 dollars. No permits for any development beyond
10 Phase II shall be issued unless the 4-lane construction of the
11 Racetrack Road Extension, its interchange with C.R. 210, and the
12 flyover at U.S. 1 are completed and operational. C.R. 210 and the
13 Racetrack Road Extension shall be designed to facilitate efficient
14 flow of traffic along C.R. 210 as generally depicted in the
15 attached Exhibit 12, dated 1-17-01, which modifies the circulation
16 plan shown in the ADA and its supporting documents. The actual
17 design will be determined by the reviewing agencies when reviewing
18 the engineering plans for the roadway improvements. Adequate
19 right-of-way within the Nocatee project will be reserved for this
20 Racetrack Road Extension from C.R. 210 to U.S. 1, including any
21 necessary right of way for an interchange with U.S. 1 and the
22 interchange at Town Center Loop Road West. The exact location and
23 extent of right-of-way will be determined through consultation with
24 all transportation review agencies. Prior to any permits being
25 issued for any development in Phase II of Nocatee, this right-of-
26 way will be donated to the City of Jacksonville or FDOT, free of
27 liens and encumbrances.

28 (iii) C.R. 210/Mickler Road. Widen and construct 4-lane
29 improvements along the existing alignment of C.R. 210 from the new
30 4-lane Intracoastal Waterway Bridge east to the intersection of
31 C.R. 210 and Mickler Road ("210 East Improvement") to be commenced

1 not later than twelve (12) months from the Commencement Date and
2 prior to issuance of building permits for vertical construction,
3 provided that the time period for construction to commence shall be
4 automatically extended as may be necessary for the County to
5 complete acquisition of any right of way to construct this
6 improvement, by eminent domain or otherwise. The County shall bear
7 the cost of right of way acquisition for this improvement. To the
8 extent the actual cost of design, permitting and construction of
9 this improvement paid by Developer is less than \$5,500,000, as
10 certified upon completion by Developer's independent licensed
11 project engineer (the "Savings"), the amount of the Savings shall
12 be paid by Developer to the County prior to the commencement of
13 Phase III for improvements identified in the County Road 210
14 Corridor Study. If for any reason the County does not acquire the
15 necessary right of way to allow for commencement of construction of
16 the 210 East Improvement prior to the beginning of Phase II, the
17 Developer shall contribute to the County \$5,500,000 in full
18 satisfaction of the condition set forth in this subsection (a)(iii)
19 for improvements identified in the County Road 210 Corridor Study.

20 (b) Other Specific Off-Site Improvement Contributions. The
21 Developer shall be obligated to provide funds for additional
22 off-site regional transportation improvements within the timeframe
23 as specified below.

24 (i) Philips Highway. Prior to issuance of building
25 permits for any development beyond that which generates 3,200 p.m.
26 peak hour trips from the Nocatee DRI, but not later than year 4 of
27 Phase II of development, the Developer shall contribute \$9,429,491
28 to be paid to the FDOT or as directed by FDOT to be applied for
29 widening of Philips Highway from Racetrack Road to St. Augustine
30 Road from the existing four (4) lanes to six (6) lanes. Developer
31 shall donate adequate right-of-way along the western portion of

1 Nocatee bordering U.S. 1 for this improvement within sixty (60)
2 days of a written request and accompanying legal description from
3 FDOT.

4 (c) Other Off-Site Improvement Contributions.

5 (i) PD&E Study for East-West Parkway. No later than
6 twelve (12) months from the Commencement Date, the Developer shall
7 initiate, at its cost, a Project Development and Environmental
8 (PD&E) Study for the proposed East-West Parkway from Racetrack Road
9 to its interchange with the S.R. 9B extension. This study will be
10 conducted in accordance with FDOT's most current PD&E manual, and
11 it will result in an approved environmental document. The
12 Developer shall coordinate this study and the conceptual design of
13 the roadway with FDOT, St. Johns County, the City of Jacksonville
14 and the First Coast Metropolitan Planning Organization (MPO) and
15 any other directly affected developers/property owners including,
16 but not limited to, representatives from the Cummer Trust property.
17 Prior to proceeding with the study, the Developer shall obtain
18 written approval of the scope of the study and of the engineering
19 consulting firm performing the study from FDOT. The estimated cost
20 of the study is \$500,000. The Developer shall be credited for the
21 cost of this study against the project's proportionate share. In
22 the event that the cost of the study exceeds \$500,000, as agreed
23 upon by FDOT, the amount of excess costs shall be applied as a
24 credit against the Developer's proportionate share payment due
25 under sub-section 24(b)(i) above, to be applied prior to Phase IV.

26 (ii) Traffic Study and Application of Proportionate
27 Share Payments in Phases IV and V. Not later than four (4) years
28 after the Commencement Date and every three (3) years thereafter
29 through completion of Phase III, the Developer shall be responsible
30 for providing transportation reviewing agencies, as part of the
31 annual Monitoring Report for that particular year, with a

1 comprehensive analysis of the actual internal trip capture rate
2 exhibited by development in Nocatee. The purpose of these studies
3 is to allow the Developer to compile a data set of observed
4 external trip generation figures as a basis for determining the
5 necessary improvements for the Phase IV and V proportionate share
6 of \$43,392,528 (in 1999 dollars). Prior to any development in
7 Phases IV and V, the Developer shall conduct a traffic study that
8 incorporates updated traffic data from the special studies. The
9 study shall determine the improvements to be made with the
10 Developer's allocated proportionate share of \$43,392,528 (as
11 adjusted by inflation) and the timing of this contribution and the
12 necessary improvements, which shall be incorporated into amendments
13 to the Nocatee Development Order, as a non-substantial deviation to
14 the Development Order. The final decision as to the allocation of
15 funds for improvements shall be determined by FDOT, St. Johns
16 County, the City of Jacksonville, the NEFRPC, and the MPO. In
17 determining those improvements which should be made as a condition
18 to development of Phases IV and V, priority should be given to (1)
19 the construction of the proposed East-West Parkway from the
20 Racetrack Road Extension to S.R. 9B, (2) the widening of C.R. 210
21 from U.S. 1 to I-95, (3) a grade separated intersection at U.S. 1
22 and C.R. 210, and (4) the 6-laning of the Racetrack Road Extension
23 in determining the improvements to be made with the remaining
24 proportionate share. Other roadway improvements should also be
25 considered if determined to be significantly impacted by Nocatee
26 development. However, transportation options other than roadway
27 widening, such as transit improvements, improvements to accommodate
28 light rail, etc., should also be considered in determining the
29 mitigation of Phases IV and V. The NEFRPC, St. Johns County, City
30 of Jacksonville, FDOT and the MPO recognize that the total
31 contribution of the Developer shall be limited to the dollar amount

1 set forth in this condition as adjusted for inflation. Conversely,
2 the sum shall not be subject to reduction if the study demonstrates
3 lesser impacts from the development than those anticipated in the
4 transportation section of the ADA, its supporting documents, and
5 agency analysis.

6 (d) Trip Generation Methodology. For purposes of
7 subsections (a) and (b) above, measurement of external p.m. peak
8 hour trips for building permits issued within the Nocatee DRI shall
9 be based upon application of a methodology for trip generation
10 which shall use the trip generation tables attached as Exhibit 13
11 to determine the external p.m. peak hour trips generated by land
12 use (i.e., office, commercial, light industrial, single family
13 residential, multi-family residential, golf course, parks, civic
14 uses, or schools). The Developer shall provide this methodology to
15 the County and the City of Jacksonville within 180 days of the
16 adoption date of this Development Order.

17 (e) Acceptance of Proportionate Share Payments. Payment
18 for improvements referenced in section 24(c)(ii) shall be made by
19 the Developer to the governmental entity as defined in section
20 334.03(12), Florida Statutes, with maintenance authority for such
21 improvements, or as directed by such governmental entity.

22 (f) Satisfaction of (24)(b) and (c). Payment by the
23 Developer of the contributions required under subsections
24 24(a)(iii), 24(b) and 24(c) above shall fully satisfy the specified
25 transportation condition for purposes of this Development Order,
26 regardless of the application of such funds by the governmental
27 agencies.

28 (g) Right-of-Way Donation for SR 9B. The property generally
29 shown as Exhibit 15 shall be conveyed by Special Warranty Deed to
30 FDOT for the 9B extension not sooner than twelve (12) months from
31 the Commencement Date and at such time as requested by FDOT,

1 provided that FDOT shall make a written request for the conveyance
2 and prepare a survey and legal description for this right-of-way
3 and provide same to the Developer at least sixty (60) days prior to
4 the requested conveyance date. The deed for this right-of-way
5 shall restrict use of this property to public right-of-way and
6 associated stormwater facilities. FDOT shall pay all closing
7 costs associated with this conveyance. If the 9B extension is not
8 constructed on this property within ten (10) years of conveyance,
9 this property shall revert to the grantor.

10 (h) **South Access**. Upon completion of the internal roadway
11 network in Crosswater Village, the Developer shall connect the
12 internal road system to Pine Island Road to provide a southern
13 connection to U.S. 1 (the "Pine Island Connection"). Pine Island
14 Road must be paved by the Developer from the point of connection
15 with Nocatee to U.S. 1, prior to the provision of this connection.
16 The Pine Island Connection shall conform to standards that will
17 allow for emergency evacuation, as approved by the St. Johns County
18 Public Works Department.

19 (i) **Connection to Lands to the South**. Recognizing that
20 St. Johns County may wish to provide for connectivity between
21 Nocatee and lands located to the south of Nocatee, upon request of
22 the County, the Developer shall allow for such Pine Island
23 Connection to further connect to lands of others at the southerly
24 boundary of Nocatee, provided that any direct connection at the
25 southerly Nocatee boundary shall be limited to a road with a design
26 capacity consistent with that of the Nocatee connection from
27 Crosswater Village and to development uses which are consistent
28 with the residential character of Crosswater Village.

29 (j) **Master Circulation Plan**. The project Master Circulation
30 Plan shall be substantially as shown on Exhibit 16. However, the
31 alignment of internal roads may be adjusted by the Developer

1 without modifying this Development Order. Bicycle, pedestrian, and
2 golf cart paths will be included in the Multi-Use Pathways, as
3 noted on the plan (associated with New County Road 210, the
4 Crosswater Parkway, and the Snowden Parkway). The Master
5 Circulation Plan illustrates the proposed greenway trails, which
6 will include a combination of walking, bicycling, equestrian, and
7 golf cart trails. There shall be bicycling, walking, and/or golf
8 cart connections between all villages and between all residential
9 centers and major employment and shopping areas.

10 (k) **Transit**. Transit passenger shelters and transit loading
11 bays shall be constructed where necessary to facilitate any future
12 operations of on-site and off-site transit service. Transit bays
13 and areas for shelters shall be required to be constructed once
14 transit service is provided for Nocatee. Siting of any transit
15 facilities shall be approved by the Jacksonville Transportation
16 Authority or any other provider of fixed-route service for the
17 Nocatee development. The Developer shall provide one park-and-ride
18 lot on-site as shown on the Nocatee site plan. Furthermore, the
19 Developer shall provide tenants and residents of Nocatee with
20 information concerning the Metropolitan Commuter Assistance Program
21 (MCAP) administered by the First Coast Metropolitan Planning
22 Organization (MPO). Future transit (when available) and current
23 ridesharing information shall be prominently displayed in all
24 public gathering areas, in employment centers, and in commercial
25 center areas.

26 (l) **Transportation Management Association**. Once permits are
27 issued for any development in Phase II of Nocatee, a Transportation
28 Management Association (TMA) comprised of major employers within
29 Nocatee shall be established and shall become actively involved in
30 discussions with review agencies to facilitate transit improvements
31 and transportation demand management strategies such as transit

1 subsidies (including those for the transportation disadvantaged),
2 van pools, joint ventures with public agencies to provide for mass
3 transit facilities and service, telecommuting and flexible work
4 hours, employee transit, and the establishment of shuttle systems
5 within the Nocatee project. Cooperation and coordination with off-
6 site employers and TMAs established for other DRIs in St. Johns
7 County and Jacksonville shall be encouraged. The efforts of the
8 TMA shall be summarized in each annual Monitoring Report and shall
9 be detailed in the traffic study required under section 24(c)(ii).

10 **Section 25. Air.** The following fugitive dust control
11 measures shall be undertaken during all construction activities
12 throughout buildout of the project:

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

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

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

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

24 **Section 26. Hurricane Preparedness.**

25 (a) **Category 4 Zone.** Nocatee is located within a Category 4
26 evacuation zone as determined by the Northeast Florida Regional
27 Planning Council.

28 (b) **Safe Room Requirement.** Any single-family residential
29 detached dwelling unit within Nocatee (in both St. Johns and Duval
30 County) shall be constructed with a safe room. Single-family
31 attached units, such as townhouses, may be constructed with a safe

1 room or be engineered and constructed to meet a 130-mile per hour
2 wind load. Safe rooms shall be designed by a Florida Registered
3 Professional Engineer generally in accordance with the design
4 guidelines found in FEMA publication "TAKING SHELTER FROM THE
5 STORM," First Edition: October, 1998, on file with the Northeast
6 Florida Regional Planning Council, except as follows:

7 Live Load: 150 MPH minimum.

8 Room Size: 48 Square feet minimum (see FEMA publication
9 for occupancy above 4 persons).

10 Property Covenants will provide basic information about safe rooms
11 and prohibit alterations that will negate the safe room function.
12 Education information concerning safe rooms shall be maintained and
13 distributed by Housing Developers and/or Community Development
14 Districts within the Nocatee Development. All residents of this
15 development shall be provided with information regarding the
16 vulnerability of the development to the impacts of hurricanes.
17 This information shall take the form of educational materials
18 designed to increase evacuation participation.

19 (b) Storm Surge Elevation. No residential units shall have a
20 finished floor elevation below 9.3 feet NGVD, 1929 datum. No
21 residential units shall be developed within the category 1, 2, or 3
22 storm surge inundation zone, based on the final survey and
23 referenced with the storm surge levels indicated in the 1998
24 Northeast Florida Hurricane Storm Surge Atlas Series.

25 **HUMAN RESOURCE IMPACTS**

26 **Section 27. Housing.**

27 (a) Contribution of Funds. The Developer shall fund an
28 Employer-Assisted Downpayment Assistance Fund (EADAF) to the City
29 of Jacksonville and an affordable housing contribution to St. Johns
30 County. The EADAF program is the result of the City of
31 Jacksonville's recent designation as an "Alliance Community" by the

1 Freddie Mac Corporation, a designation that will provide funding
 2 for home ownership products. As a Development of Regional Impact,
 3 Nocatee is anticipated to become a designated employer assisted
 4 home ownership area which will allow employers within Nocatee to
 5 match local government and/or EADAF downpayment-assistance
 6 forgivable loans to qualifying households within Nocatee. Payments
 7 shall also be made to a 501(c)(3) corporation designated by St.
 8 Johns County which shall be used for the purposes of developing
 9 affordable housing (the "St. Johns County Housing Fund"). A cash
 10 payment of \$202,000 to the EADAF Fund shall be made no later than
 11 thirty (30) days after the Commencement Date. Within thirty (30)
 12 days of the beginning of Phases II, III, IV and V, respectively,
 13 Developer shall pay \$200,000 to the EADAF Fund. Payments made to
 14 the St. Johns County Housing Fund shall be made within thirty (30)
 15 days of the commencement of Phases II, III, IV and V, as follows.
 16 Commencement shall mean the date of construction plan approval for
 17 the initial units within that Phase.

18 Phase II \$150,000

19 Phase III \$200,000

20 Phase IV \$200,000

21 Phase V \$250,000

22 (b) Land Contribution. The Developer will donate 50 net
 23 developable acres within mutually acceptable locations which allow
 24 for multi-family uses in five increments of 10 contiguous acres
 25 each to a 501(c)(3) corporation designated by the St. Johns County
 26 Board of County Commissioners for purposes of constructing
 27 affordable housing. The 10-acre donations shall not be located in
 28 close proximity to each other. The first 10 acres will be donated
 29 when the first building permit is issued within Phase I followed by
 30 four additional donations, one (1) every five (5) years thereafter.
 31 Neither St. Johns County nor any other party shall solicit

1 proposals for development or commence development upon the donated
2 sites prior to four (4) years after issuance of the first building
3 permit for vertical development within Phase I of the Nocatee DRI.
4 The sites to be contributed by the Developer shall be conveyed free
5 and clear of liens and encumbrances. The County may convey such
6 sites at its discretion, but they shall be deed restricted to use
7 for development of low and very low income housing (as defined by
8 the Florida Housing Finance Corporation) for rental and/or for sale
9 housing and shall be donated to the County subject to the Nocatee
10 PUD and uniform covenants generally applicable to development
11 within Nocatee, including architectural review. As used in this
12 Development Order, the term, "net developable" refers to acreage
13 that is exclusive of jurisdictional wetlands or the Greenway or
14 other designated conservation easement areas.

15 **Section 28. Police and Fire Protection.** Up to two (2) net
16 developable acres shall be conveyed to the City of Jacksonville
17 free and clear of liens and encumbrances at a mutually acceptable
18 location within the Town Center Village for a fire station and/or a
19 Jacksonville Sheriff's Office "stop" station. This site shall be
20 donated to the City of Jacksonville after commencement of Phase III
21 or thereafter. For this site, the Developer will either provide
22 stormwater treatment through a centralized stormwater treatment
23 system located off-site or will convey additional acreage upon
24 which sufficiently sized stormwater treatment areas for the site
25 may be located.

26 **Section 29. Recreation and Open Space.** By the end of each
27 phase, the Developer shall have constructed and opened for use
28 within the Jacksonville portion of Nocatee neighborhood parks and a
29 community park in the following amounts: (a) for Phase I, 7 acres;
30 (b) for Phase II, 14 acres; (c) for Phase III, 14 acres; (d) for
31 Phase IV, 21 acres; and (e) for Phase V, 4 acres; for a total of

1 sixty (60) net developable acres at buildout. Park improvements
2 may include recreation facilities such as tennis and swim centers,
3 athletic complexes, playgrounds, community centers, trails, public
4 parks, and squares, and passive parks and do not include the
5 Nocatee Greenway and Preserve. Split Pine Village or the
6 Jacksonville portion of the Town Center Village will have a central
7 community park in or adjacent to a village center of at least 14
8 acres, consisting of an active recreation area with athletic
9 fields. Neighborhood parks may be ballfields, play areas, tot
10 lots, playgrounds, passive open space or a combination of such
11 elements. Greenways and conservation areas in villages are not
12 considered parks. The community park will be open to the general
13 public while the neighborhood parks will be oriented to surrounding
14 neighborhoods. All dwellings within Nocatee shall be within
15 one-quarter (1/4) mile walking distance of a neighborhood park,
16 community park or a greenway. No dwelling unit shall be more than
17 one-half (1/2) mile from a neighborhood or a community park.
18 However, the 1/4 and 1/2 mile requirements may be met by portions
19 of the Greenway, neighborhood parks, or community parks located in
20 St. Johns County. Neighborhood parks will be owned and maintained
21 by the Developer, a Community Development District (CDD) or a
22 property owners association. Community parks may be owned and
23 maintained by the City, the Developer, a CDD or a property owners
24 association.

25 **Section 30. Education.** During Phase II, one elementary
26 school site consisting of twenty (20) to twenty-five (25) net
27 developable acres at a mutually agreeable location in the Town
28 Center Village shall be conveyed to the Duval County School
29 District.

30 **Section 31. Historical and Archaeological Sites.** A
31 Cultural Resource Assessment Study was completed in March 2000 and

1 submitted to the State Historic Preservation Officer for review and
2 comment on March 27, 2000. Prior to development of sites 8SJ53,
3 8SJ3708, 8SJ3717 and 8SJ3722, a Phase II investigation will be
4 conducted. These sites are shown on the map attached as Exhibit
5 17. If the Division of Historical Resources determines that
6 preservation or mitigation is necessary to maintain one or more of
7 these sites, the Applicant shall develop a preservation or
8 mitigation plan for the applicable site to be reviewed and approved
9 by the Division of Historical Resources and St. Johns County.
10 Copies of this plan will be included in the ensuing Annual
11 Monitoring Report. Should any other regionally significant
12 historical and archaeological resources be discovered in the course
13 of development, the Developer shall immediately notify the Division
14 of Historical Resources. No disruption of the resources shall be
15 permitted until the investigation is complete and the Division of
16 Historical Resources has rendered a recommendation, which will be
17 binding on the Developer. Any construction of trails or walkways
18 within the Greenways system will circumvent the location of
19 documented historical/cultural sites as not to disturb the
20 condition of the site. Measures may be taken to capitalize on the
21 sites by providing educational kiosks, provided that the Developer
22 coordinates with the Division of Historical Resources.

23 MISCELLANEOUS

24 **Section 32. Community Development District.** The Developer
25 has indicated that it may form one or more Community Development
26 Districts (CDD's) within the DRI pursuant to Chapter 190, Florida
27 Statutes (2000). Nothing in this section shall be construed as
28 approval or consent by the City to the establishment of the CDD by
29 the Developer pursuant to Chapter 190, Florida Statutes (2000), and
30 the City expressly maintains all rights available to it pursuant to
31 Chapter 190, Florida Statutes (2000), related to the proposed

1 establishment of a CDD by the Developer. Any CDD for Nocatee
2 approved pursuant to Chapter 190, Florida Statutes (2000) may
3 finance, fund, plan, establish, acquire, construct or reconstruct,
4 enlarge or extend, equip, operate and maintain projects, systems
5 and facilities for the purposes described in section 190.012,
6 Florida Statutes (2000), including, but not limited to, any of the
7 indicated transportation improvements set forth in section 24 of
8 this Development Order and any other project required or authorized
9 by this Development Order. Construction or funding by any such CDD
10 of all such projects within or without the boundaries of the CDD
11 required by this Development Order or necessary to serve the
12 development approved by this Development Order is expressly
13 approved. If the Developer is required by this Development Order
14 to provide, pay for or otherwise cause to be provided,
15 infrastructure, projects, systems or facilities set forth in
16 Chapter 190, Florida Statutes (2000), including, without
17 limitation, those in sections 190.012(1) and (2) Florida Statutes
18 (2000), then the CDD independently may satisfy such obligations.
19 To the extent any such obligation under this Development Order is
20 met or performed by the CDD, then the Developer shall no longer be
21 subject to the obligation. The Developer proposes and the City
22 agrees that, in the event that any contributions of land, money
23 (including "fair share payments"), or improvements funded or
24 constructed with funds from a CDD are required by then current law
25 to give rise to impact fee credits to the CDD, then such impact fee
26 credits shall be established in the name of the CDD, except to the
27 extent that the Owner and Developer waived their rights to claim
28 impact fee credits under section 15.

29 **Section 33. Severability.** In the event any stipulation or
30 any portion or section of any stipulation contained herein shall be
31 declared, determined to be, or adjudged invalid, illegal or

1 unconstitutional by a court of competent jurisdiction, such
2 adjudication shall in no manner affect the approval granted herein,
3 the other stipulations, or the other portions or sections of the
4 affected stipulation, which shall remain of full force and effect
5 as if the stipulation or portion or section of a stipulation so
6 declared, determined to be or adjudged invalid, illegal or
7 unconstitutional were not originally a part hereof.

8 **Section 34. Successor Agencies**. Whenever, within the terms
9 of the stipulations, reference is made to any department, agency,
10 board, commission, or other instruments of the federal, state, or
11 municipal governments, it is understood that such reference shall
12 be construed to mean any future instrumentality which, by operation
13 of law, may be created and designated as successor in interest or
14 other which may be possessed of any of the powers and duties of any
15 referenced instrumentality in existence on the effective date of
16 these stipulations.

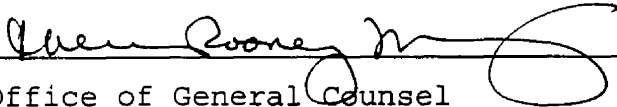
17 **NOTICE; RENDITION**

18 **Section 35. Rendition**. Within ten (10) days of the
19 adoption of this Development Order, the City of Jacksonville shall
20 render a copy of this Development Order with all attachments,
21 certified as complete and accurate, by certified mail, return
22 receipt requested, to the Florida Department of Community Affairs,
23 Bureau of Local Planning, Northeast Florida Regional Planning
24 Council, and the Applicant.

25 **Section 36. Notice/Signs**. The mailing of notices and
26 posting of signs regarding consideration of this Ordinance are
27 hereby determined to be unnecessary and impractical. Accordingly,
28 pursuant to the provisions of Chapter 656, Ordinance Code, such
29 provisions are made inapplicable to the extent such provisions
30 would require mailing of notices and posting of signs regarding
31 this Ordinance.

1 **Section 37. Effective Date.** This ordinance shall become
2 effective upon signature of the Mayor or upon becoming effective
3 without the Mayor's signature.
4

5 Form Approved:
6

7 
8 Office of General Counsel

9 Legislation Prepared by: Thomas O. Ingram, Esquire

10 Pappas, Metcalf, Jenks & Miller, P.A.

11 3/1/01 G:\shared\LEGIS.CC\2001Leg\Sub\2001-13-E.doc


ORDINANCE 2001-13-E
CERTIFICATE OF AUTHENTICATION
ENACTED BY THE COUNCIL

February 27, 2001



MATT CARLUCCI
COUNCIL VICE PRESIDENT

ATTEST:


KATHLEEN A. ROBERTS
ACTING COUNCIL SECRETARY

APPROVED: MAR 2 2001



JOHN A. DELANEY, MAYOR



EXHIBIT LIST

1. DRI Property (Legal Description)
2. Nocatee Master Plan (Map H)
3. Land Use Phasing Tables
4. Conversion Table
5. Nocatee Preserve (Legal Description)
6. Wildlife Underpass Locations and Preserved Significant Natural Communities Habitat
7. Nocatee Silviculture Management Plan
8. Stormwater Pollution Prevention Plan
9. Homeowners Stormwater Training Program (Outline)
10. Nocatee Hazardous Waste Plan
11. Off-Site Transportation Improvements Map
12. West Interchange Design
13. Trip Generation Tables
14. Omitted
15. 9B Right-of-Way Map
16. Master Circulation Plan
17. Historic and Archeological Sites

NOTE: FOR CERTAIN COPIES DISTRIBUTED BY THE PLANNING AND DEVELOPMENT DEPARTMENT AND COUNCIL LEGISLATIVE SERVICES DIVISION, SEVERAL OF THE FOLLOWING EXHIBITS HAVE BEEN REDUCED IN SIZE AND REPRODUCED IN BLACK AND WHITE AT THE REQUEST OF THE PLANNING AND DEVELOPMENT DEPARTMENT. THE COLOR AND FULL-SIZED VERSIONS OF THE DEVELOPMENT ORDER ON FILE WITH THE COUNCIL LEGISLATIVE SERVICES DIVISION AND SHALL BE PART OF THE OFFICIAL ORDINANCE. FURTHER, THE COLOR, FULL-SIZED VERSIONS OF THESE EXHIBITS SHALL BE RETAINED ON FILE BY THE PLANNING AND DEVELOPMENT DEPARTMENT AND SHALL BE USED FOR PURPOSES OF DETERMINING WHETHER DEVELOPMENT IS IN COMPLIANCE WITH THIS DEVELOPMENT ORDER.

EXHIBIT 1

**DRI Property
(Legal Description)**

February 8, 2001
Revised Boundary

Work Order No. S98-354

Legal Description

NOCATEE

DUVAL COUNTY, FLORIDA

TRACT "A"

All of Sections 36, 46, and 53 and portions of Sections 25, 34, 35, 47, 48, 49, and 55, Township 4 South, Range 28 East, Duval County, Florida, being more particularly described as follows:

For Point of Beginning, commence at the point of intersection of the Southerly boundary of Section 34, Township 4 South, Range 28 East, with the Northeasterly right of way line of U.S. Highway 1, State Road No. 5, and run North $41^{\circ}50'26''$ West along said right of way line, a distance of 925.00 feet to a point; run thence North $76^{\circ}59'37''$ East, a distance of 4,715.0 feet to a point; run thence North $00^{\circ}37'22''$ West, a distance of 3625.0 feet to a point; run thence North $89^{\circ}34'10''$ East, a distance of 1,965.0 feet; run thence North $34^{\circ}06'08''$ East, a distance of 3,495.66 feet to a point on the Northerly boundary of Section 49; run thence North $75^{\circ}13'42''$ East along the Northerly boundary of Section 49 and 53, the same being Southerly boundary of Section 45 and along the Southerly boundary of Section 52, Township and Range aforementioned, and it's Northeasterly projection, a distance of 6,620.70 feet to a point on the East line of Section 25, said Township and Range, run thence South $00^{\circ}54'07''$ East along last said Section line and along the East line of Section 36, a distance of 9,798.05 feet to its point of intersection with the Northwesterly right of way line of Palm Valley Road, County Road No. 210; run thence South $55^{\circ}21'50''$ West along said right of way line, a distance of 146.60 feet to a point on the South line of said Section 36; run thence South $89^{\circ}37'49''$ West along the South line of Sections 34, 35 and 36, a distance of 14,298.23 feet to the Point of Beginning.

Legal Description

NOCATEE

ST. JOHNS COUNTY, FLORIDA

TRACT "B"

Portions of Section 19, 20, 28, 29, 30, 31, 32, 49, 50, 51, 55, 65, 66, and 67 Township 4 South, Range 29 East, St. Johns County, Florida, being more particularly described as follows:

For Point of Beginning, commence at the Northwest corner of Section 30, said Township and Range and run North 88°39'56" East along the North line of said Section, a distance of 1650.0 feet; run thence North 62°02'54" East, a distance of 7,000.0 feet; run thence South 66°36'10" East, a distance of 3133.65 feet; run thence South 17°06'55" East, a distance of 5068.75 feet to the Northeasterly corner of that certain parcel of land described in Official Records Volume 97, Page 151, Public Records of said County; run thence South 76°09'47" West, along the Northerly boundary of said parcel, a distance of 477.26 feet to the Northeasterly corner of that certain tract of land described in Official Records Book 673, Page 636 and 637, public records of said county; run thence South 88°13'50" West along the Northerly boundary of said tract a distance of 622.02 feet to the Northwest corner thereof; run thence South 07°59'59" East along the Westerly line of said tract and along the Westerly line of that parcel described in Official Records Book 368, page 550, a distance of 532.17 feet to a point on the line dividing Sections 28 and 55, Township and Range aforementioned; run thence South 86°48'25" West along said Section line, a distance of 1,728.48 feet to the Northeast corner of that parcel identified as Parcel Six and described in documentation recorded in Official Records Volume 1084, Page 676, said public records, run thence South 11°08'51" East along the Easterly line of said Parcel Six, a distance of 600.76 feet to the Northwesterly right of way line of Palm Valley Road, County Road No. 210; run thence South 55°21'50" West along said right of way line, a distance of 11,438.24 feet to it's point of intersection with the Westerly line of Section 31, Township and Range aforementioned; run thence North 00°54'07" West along said Westerly section line and along the Westerly line of Section 30, a distance of 10,614.31 feet to the Point of Beginning; less and except from the above described lands, the Northeast 1/4 of the Southeast 1/4 of Section 30, said Township and Range.

Legal Description

TRACT "C"

All of Sections 58 and 64 and portions of Sections 29, 31, 32, 55, 57, 59, 60, 61 and 63, Township 4 South, Range 29 East, St. Johns County, Florida, being more particularly described as follows:

For Point of Beginning, commence at the Southwest corner of Section 32, Township 4 South, Range 29 East, and run South $89^{\circ} 27' 34''$ West, along the Southerly line of said Township, a distance of 5,245.88 feet to its point of intersection with the Southeasterly right of way line of Palm Valley Road, County Road No. 210; run thence Northeasterly, along said right of way line, as follows: first course, North $55^{\circ} 21' 50''$ East, a distance of 11,609.31 feet to a point of curvature; second course, along the arc of a curve concave Southeasterly with a radius of 943.73 feet, an arc distance of 392.05 feet to the point of tangency of said curve, said arc being subtended by a chord bearing North $67^{\circ} 15' 54''$ East and distance of 389.23 feet; third course, North $79^{\circ} 09' 57''$ East, a distance of 1439.56 feet to the extreme Westerly corner of that certain tract described in deed recorded in Official Records 664, Page 1159, Public Records of said County; run thence South $18^{\circ} 09' 43''$ East, departing said right of way line, a distance of 2633.45 feet; run thence South $82^{\circ} 53' 46''$ East, a distance of 711.15 feet; run thence South $08^{\circ} 41' 05''$ East, a distance of 4351.59 feet to a point on aforesaid Southerly line of Township 4 South, Range 29 East; run thence South $89^{\circ} 27' 34''$ West, along said Township line, a distance of 8263.12 feet to the Point of Beginning.

LESS AND EXCEPT: Those lands described in instrument recorded in Official Records Book 1097, Page 1072 and Official Records Book 1443, Page 1680, Public Records of said County.

May 6, 1999

Work Order No. S98-354

Legal Description

TRACT "D"

Portions of Sections 57 and unsurveyed Section 34, Township 4 South, Range 29 East, St. Johns County, Florida being more particularly described as follows:

For Point of Reference, commence at the Southwest corner of Section 32, Township 4 South, Range 29 East, and run North $89^{\circ} 27' 34''$ East, along the Southerly line of said Township, a distance of 14,134.03 feet to its point of intersection with the Westerly right of way line of Florida East Coast Canal (Intracoastal Waterway) as recorded in Map Book 4, Pages 68 through 78, Public Records of St. Johns County, Florida and the Point of Beginning.

From the Point of Beginning thus described, run North $25^{\circ} 46' 44''$ West along said Westerly right of way line, a distance of 2,500.00 feet; run thence South $49^{\circ} 50' 45''$ West, departing said line, a distance of 3,546.61 feet to a point on aforesaid Southerly Township line; run thence North $89^{\circ} 27' 34''$ East, along said Township line, a distance of 3,798.13 feet to the Point of Beginning.

LESS AND EXCEPT any portion of the above described lands lying below the mean high water line of the Tolomato River.

November 16, 1999

Work Order No. S98-354

Legal Description

TRACT "E"

Parcel 1

A part of Sections 1,2,3 and 11, all in Township 5 South, Range 28 East, St. Johns County, Florida, being all of those lands described as Parcel 1 in Deed recorded in Official Records Book 979, Page 1807 and Official Records Book 979, Page 1810, Public Records of said County.

Less and Except those certain parcels identified as PARCEL "D" and PARCEL "E" and described in document recorded at Official Records Book 1453, Page 651, said Public Records.

November 11, 1999

Work Order No. S98-354

Legal Description

TRACT "E"

Parcel 2

A part of Section 2, Township 5 South, Range 28 East, St. Johns County, Florida, being all of those lands described as Parcel 2 in Deeds recorded in Official Records Book 979, Page 1807 and Official Records Book 979, Page 1810, Public Records of said County.

Legal Description

TRACT 'F'

A tract of land comprised of the East ½ of Section 12 and the Northeast 1/4 of Section 13, Township 5 South, Range 28 East, St. Johns County, Florida, less and except that portion lying within the boundary of Subdivision of Hilden recorded in Map Book 3, Page 59, of the Public Records of said County.

Less and except the following described parcel:

A part of Section 13, Township 5 South, Range 28 East, St. Johns County, Florida, being more particularly described as follows:

For the Point of Beginning, commence at the intersection of the Southerly right of way line of North East Second Street, a 40 foot right of way as shown on plat of Subdivision of Hilden, recorded in Map Book 3, Page 59 of the public records of said county, with the Northeasterly right of way line of Fifth Avenue, a 40 foot right of way as shown on said plat of Subdivision of Hilden; thence South 52° 48' 30" West, along the Southerly right of way line, 588 feet to the Easterly line of those lands as described and recorded in Official Records Book 1230, Page 1153, of said public records; thence South 00° 43' 58" East, along said Easterly line, 222 feet to the Northerly line of those lands described and recorded in Official Records Book 703, Page 781, of said public records; thence North 88° 24' 40" East, along the Northerly lines of the lands described and recorded in said Official Records Book 703, Page 781, Official Records Book 704, Page 1135, Official Records Book 807, Page 1537, and Official Records Book 1185, Page 526, all being recorded in said public records, 944 feet to an intersection with the Southeasterly prolongation of said Northeasterly right of way line of Fifth Avenue; thence North 40° 54' 24" West, along said Southerly prolongation, 730 feet to the Point of Beginning.

September 10, 1999

Work Order No. S98-354

TRACT "G"

That portion of Section 37, Township 5 South, Range 28 East, St. Johns County, Florida described in deed recorded at Official Records Book 675, Page 350, public records of said county.

TRACT "H"
Parcel 1

A tract of land comprised of all or portions of surveyed and unsurveyed Sections 3, 10 and 15; all of Sections 4, 5, 7, 8, 9, 16, 17, 18, 20, 21, 39, 62, 63, 64, 65, 66, and portions of Sections 6, 19 and 61, Township 5 South, Range 29 East, St. Johns County, Florida, said tract being more particularly described as follows:

For Point of Beginning, commence at the Northeast corner of Section 6, Township 5 South, Range 29 East, and run South $89^{\circ} 27' 34''$ West, along the Northerly line of said Section, a distance of 5245.88 feet to its point of intersection with the Southeasterly right of way of Palm Valley Road, County Road No. 210; run thence South $55^{\circ} 21' 50''$ West, along said right of way line, a distance of 68.75 feet to a point on the Westerly boundary of said Section; run thence South $00^{\circ} 56' 57''$ West, along said Section line, a distance of 5407.34 feet to the Southwest corner of said Section; run thence South $02^{\circ} 32' 48''$ East, along the Westerly boundary of Section 7, said Township and Range, a distance of 5331.05 feet to the Southwest corner thereof; run thence South $01^{\circ} 38' 27''$ East, along the Westerly line of Section 18, said Township and Range, a distance of 4909.80 feet to the Northwesterly corner of Section 40; run thence along the boundary of said Section 40 as follows: first course, South $55^{\circ} 40' 59''$ East, a distance of 1887.09 feet; second course, South $79^{\circ} 34' 02''$ East, a distance of 639.79 feet; third course, South $07^{\circ} 57' 59''$ East, a distance of 1679.42 feet; fourth course, North $59^{\circ} 54' 33''$ West, a distance of 2797.08 feet to the Southwesterly corner of said Section; run thence South $01^{\circ} 29' 54''$ East, along the Westerly line of Section 19, aforesaid Township and Range, a distance of 395.62 feet to the Northeast right of way line U.S. Highway 1, State Road No. 5; run thence South $37^{\circ} 55' 34''$ East, along said right of way line, a distance of 3131.90 feet to its point of intersection with the Northerly line of Section 41, said Township and Range and the Northerly boundary of Woodland Heights according to the plat recorded in Map Book 3, Page 78, Public Records of St. Johns County, Florida; run thence South $74^{\circ} 56' 37''$ East, along said Section line and subdivision line, a distance of 1096.67 feet; run thence North $13^{\circ} 29' 52''$ West, along said subdivision line, a distance of 183.21 feet; run thence North $02^{\circ} 39' 45''$ East, along said subdivision line, a distance of 265.41 feet; run thence South $89^{\circ} 01' 13''$ East, along said subdivision line and its Easterly projection, a distance of 574.74 feet to the Easterly right of way line of Old Dixie Highway lying on the Westerly line of Official Records Book 1353, Page 1476, Public Records of said County; run thence South $15^{\circ} 19' 35''$ East, along said line, a distance of 1354.50 feet to a point on the Southerly boundary of aforementioned Section 19; run thence North $88^{\circ} 50' 30''$ East, along said Southerly boundary, a distance of 1401.68 feet to the Southeast corner of said Section; run thence North $89^{\circ} 10' 44''$ East along the Southerly line of Sections 20 and 21, and its Easterly projection, a distance of 8762.95 feet, more or less to the center of the run of an unnamed creek (Sweetwater Creek); run thence Northeasterly along the center of said run following the meanderings of same, to its point of intersection with the line dividing unsurveyed Sections 15 and 22, said point of intersection bearing North $28^{\circ} 40' 40''$ East and distance 5998.15 feet from last said point; run thence North $89^{\circ} 17' 02''$ East, along said Section line, a distance of 2378.54 feet to a point on the Westerly right of way line of the Intracoastal Waterway, per Deed Book 193, Page 387, Public Records of said County; run thence in a Northerly direction along the West edge of the waters of the Tolomato River to a point on the North boundary of said Township 5 South, Range 29 East, said waters edge being traversed as follows: first course, North $07^{\circ} 25' 34''$ West, along said Westerly right of way

September 10, 1999

Work Order No. S98-354

TRACT "H"
Parcel 1

line of the Intracoastal Waterway, a distance of 1870.17 feet; second course, North 36° 44' 53" East continuing along said right of way line, a distance of 202.90 feet; third course, North 14° 22' 06" East, a distance of 8564.35 feet to a point on said Westerly right of way line of the Intracoastal Waterway; fourth course, North 07° 59' 12" West along said right of way line, a distance of 740.00 feet; fifth course, North 21° 43' 09" West along said right of way line, a distance of 3362.70 feet; sixth course, North 25° 49' 03" West, along said right of way line, a distance of 1899.59 feet to the point of termination of said traverse on the Northerly boundary of said Township; run thence South 89° 27' 34" West, along said Township line, a distance of 14134.03 feet to the Point of Beginning.

LESS AND EXCEPT all of that portion of Government Lot 10, Section 19, Township 5 South, Range 29 East, St. Johns County, Florida, lying East of the Easterly right of way line of Old Dixie Highway as described in deed recorded in Official Records Book 1353, Page 1476, public records of said County.

LESS AND EXCEPT any portion of the above described lands lying below the mean high water line of the Tolomato River.

September 10, 1999

Work Order No. 98-354

TRACT "H"
Parcel 2

All of that portion of Government Lot 10, Section 19, Township 5 South Range 29 East, St. Johns County, Florida, lying East of the Easterly right of way line of Old Dixie Highway as described in deed recorded in Official Records Book 1353, Page 1476, public records of said County.

TRACTS "A", "B", "C", "D", "E" (Parcel 1 and Parcel 2), "F", "G", "H" (Parcel 1 and Parcel 2) described above are less and except the following described Nocatee Preserve Parcel:

A parcel of land lying in a portion of unsurveyed Section 34 and a portion of Section 57, the William Travers Grant all lying within Township 4 South, Range 29 East, St. Johns County, Florida, together with all of fractional Sections 3 and 10, and all of Section 66, the William Travers or Smith Grant, together with a portion of fractional Sections 4, 9, 15, and 16, unsurveyed Sections 3, 10 and 15, a portion of Section 39, the Hannah Smith Grant, a portion of Section 62, the William Travers Grant, a portion of Section 65, the William Travers Grant, all lying within Township 5 South, Range 29 East, St. Johns County, Florida and being more particularly described as follows:

For a Point of Reference, commence at the corner common to Sections 19, 20, 29 and 30 of said Township 5 South, Range 29 East; thence North 89°09'44" East, along the dividing line of said Sections 20 and 29, a distance of 200.00 feet to a point; thence North 00°53'59" West, departing said dividing line, a distance of 21,013.50 feet; thence North 89°28'18" East, 7845.55 feet to the Point of Beginning.

From the Point of Beginning, continue thence North 89°28'18" East, 2002.82 feet to a point; thence North 49°45'40" East, 2486.26 feet more or less to a point lying on the Westerly Mean High Water Line of the Tolomato River; thence Northeasterly along the meanderings of said Westerly Mean High Water Line, 1,536 feet, more or less to a point which bears North 49°45'40" East and lies 891.44 feet distant from last said point; thence continue North 49°45'40" East, 558.42 feet more or less to a point lying on the Westerly line of the Florida East Coast Canal (Intracoastal Waterway) as depicted on plat thereof, recorded in Map Book 4, Pages 68 through 78 of the Public Records of said County; thence South 25°27'19" East, along said Westerly line, 658.77 feet more or less to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence, departing said Westerly canal line, Southwesterly, Southerly and Northeasterly, along meanderings of said Westerly Mean High Water Line, 4890 feet, more or less to an intersection with said Westerly line of said canal which bears South 25°27'19" East and lies 882.67 feet distant from last said point; thence South 25°27'19" East, along said Westerly canal line, 475.74 feet more or less to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence Southerly along the meanderings of said Westerly Mean High Water Line, 33,500 feet more or less, to its convergence with the Northerly Mean High Water Line of the Northerly prong of Smith Creek which bears South 12°08'19" West and lies 6736.68 feet distant from last said point; thence Northwesterly, along the meanderings of said Northerly Mean High Water Line of Smith Creek, 6340 feet more or less to its convergence with the Southerly Mean High Water Line of said Northerly prong of Smith Creek which bears North 50°08'35" West and lies 2947.90 feet distant from last said point; thence Southeasterly, along the meanderings of said Southerly Mean High Water Line, 4590 feet more or less to its convergence with the Northerly Mean High Water Line of the Southerly prong of said Smith Creek which bears South 44°01'31" East and lies 2750.85 feet distant from last said point; thence Southwesterly, along said Northerly Mean High Water Line, 3210 feet more or less to its convergence with the Southerly Mean High Water Line of said Southerly prong of Smith Creek which bears South 59°59'47" West and lies 1535.26 feet distant from last said point; thence Northeasterly, along the meanderings of said Southerly Mean High Water Line, 4,950 feet more or less to its convergence with said Westerly Mean High Water Line of said Tolomato River which bears North 78°09'08" East and lies 2092.17 feet distant from last said point; thence Southerly along the meanderings of said Westerly mean high water line, 50,020 feet, more or less, to its intersection with the Northeasterly line of that portion of the Intracoastal Waterway described and recorded in Deed Book 193, Page 387 (Parcel RWN 231-B) of the Public Records of St. Johns County, Florida which bears South 11°08'21" East and lies 7496.56 feet distant from last said point; thence North 53°26'01" West, along said Northeasterly line, 128.75 feet, more or less, to an intersection with said Westerly mean high water line; thence Northerly, Northwesterly and Southwesterly departing said Northwesterly line of Parcel RWN 231-B, and along said Westerly Mean High Water Line of the Tolomato River, 190 feet, more or less, to an intersection with the Northwesterly line of said parcel which bears South 56°09'33" West and lies 132.37 feet distant from last said point; thence South 36°33'59" West, along said Northwesterly line of Parcel RWN 231-B, 78.19 feet, more or less, to the

Northwesterly corner thereof; thence South 07° 36' 28" East, along the West line of said parcel, 72.81 feet, more or less, to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence Northwesterly, Southwesterly, Southerly and Easterly along the meanderings of said Westerly mean high water line, 2025 feet, more or less, to an intersection with said West line of Parcel RWN 231-B which bears South 07° 36' 28" East and lies 228.65 feet distant from last said point; thence continue South 07° 36' 28" East, departing said Westerly Mean High Water Line of the Tolomato River, along said West line of Parcel RWN 231-B, a distance of 1558.54 feet, more or less, to the Southwest corner of said parcel, said point also lying on the Easterly prolongation of the line dividing said Section 15 and Section 22 of said Township 5 South, Range 29 East; thence South 88° 59' 50" West, along said Easterly prolongation and along said line dividing Sections 15 and 22, a distance of 2392.50 feet more or less to its intersection with the Northerly Mean High Water Line of Deep Creek; thence Northwesterly, along the meanderings of said Northerly Mean High Water Line, 969 feet, more or less to a point which bears North 40° 12' 46" West and lies 661.31 feet distant from last said point; thence North 03° 47' 40" East, departing said Northerly Mean High Water Line of Deep Creek, 163.23 feet more or less; thence sequentially, along the following ninety-five (95) line courses to the Point of Beginning:

LINE TABLE		
LINE	BEARING	LENGTH
L1	N07°12'28"E	176.12
L2	N41°27'20"W	353.93
L3	N09°17'15"E	138.89
L4	N44°47'01"W	252.77
L5	N20°04'36"E	91.20
L6	N45°35'36"W	65.27
L7	N73°58'12"W	460.71
L8	S88°23'32"W	186.99
L9	N12°41'18"E	583.25
L10	N36°40'26"W	425.76
L11	N13°13'44"E	168.80
L12	N08°17'36"W	207.63
L13	S84°21'30"W	42.63
L14	N39°38'46"W	88.90
L15	N09°32'28"W	504.23
L16	N17°50'38"W	277.95
L17	N01°52'17"E	208.02
L18	N10°56'17"E	65.52
L19	N86°40'52"W	86.35
L20	N01°33'03"E	72.16
L21	N05°07'43"W	227.92
L22	N61°54'04"W	128.63
L23	N06°35'37"W	531.32
L24	N14°56'55"E	221.67
L25	N34°26'51"W	268.06
L26	N01°39'42"E	176.28
L27	N52°28'54"W	267.72
L28	N00°24'46"E	417.49
L29	N22°27'02"E	88.49
L30	N13°55'58"W	980.21
L31	N09°37'32"W	50.36
L32	N05°01'33"E	64.80
L33	N05°23'42"W	141.39
L34	N05°19'40"W	675.85
L35	N05°16'15"W	120.59
L36	N53°01'04"E	94.74
L37	H27°35'22"W	128.62
L38	N02°43'26"W	113.00
L39	N18°54'00"W	192.26
L40	S74°43'35"W	245.26
L41	N29°58'13"W	170.14
L42	S57°29'13"W	226.08
L44	S62°26'12"W	98.07
L45	S45°53'19"W	71.58
L46	N77°33'54"W	309.23
L47	N07°42'42"W	255.98
L48	N07°36'57"W	155.90
L49	N41°36'31"E	142.09
L50	N55°17'37"W	356.27

LINE TABLE		
LINE	BEARING	LENGTH
L51	N34°20'54"W	72.29
L52	N28°31'37"E	163.26
L53	S89°25'49"E	385.09
L54	N68°14'47"E	318.46
L55	N82°45'56"E	90.65
L56	N28°23'33"E	135.91
L58	N69°15'05"W	215.89
L59	N47°36'00"W	108.98
L60	N14°38'02"W	161.52
L61	N37°32'55"E	207.83
L62	N67°04'16"W	88.99
L63	N32°21'17"W	371.08
L64	S82°46'13"W	115.23
L65	S82°37'42"W	157.42
L66	N42°39'50"W	159.04
L67	S79°45'15"W	259.82
L68	N68°14'59"W	288.16
L69	N66°30'26"W	763.54
L70	N27°48'18"E	318.64
L71	S61°18'54"E	474.32
L72	N15°25'44"E	558.14
L73	N74°34'16"E	264.64
L74	S69°31'33"E	447.34
L75	N52°37'35"E	373.46
L76	N71°25'20"E	235.13
L77	N28°13'07"E	183.33
L78	N52°37'35"E	81.68
L79	N04°04'59"W	351.09
L80	N37°44'34"W	82.83
L81	N37°33'05"W	326.82
L82	N29°30'52"W	88.59
L83	N89°04'46"W	286.36
L84	S65°52'56"W	356.10
L86	N01°27'15"W	704.94
L87	N31°11'22"E	69.55
L88	N67°19'49"E	265.21
L89	N04°54'52"W	233.03
L90	N04°42'49"W	155.02
L91	N20°39'16"E	228.79
L92	N23°40'22"W	643.89
L93	N09°46'35"W	88.85
L94	N41°22'00"E	129.60
L95	N26°51'41"W	139.08
L96	N18°40'47"W	87.35
L97	N06°45'41"W	279.90
L98	N45°06'38"E	227.49

Less and except any portions thereof lying within the lands described and recorded in Deed Book 193, Page 387 (Parcel RWN 231-B), and the lands depicted in Map Book 4, Pages 68 through 78 of the Public Records of said county.

EXHIBIT 2

**Nocatee Master Plan
(Map H)**



NOCATEE

MASTER PLAN

Map H-1

Legend

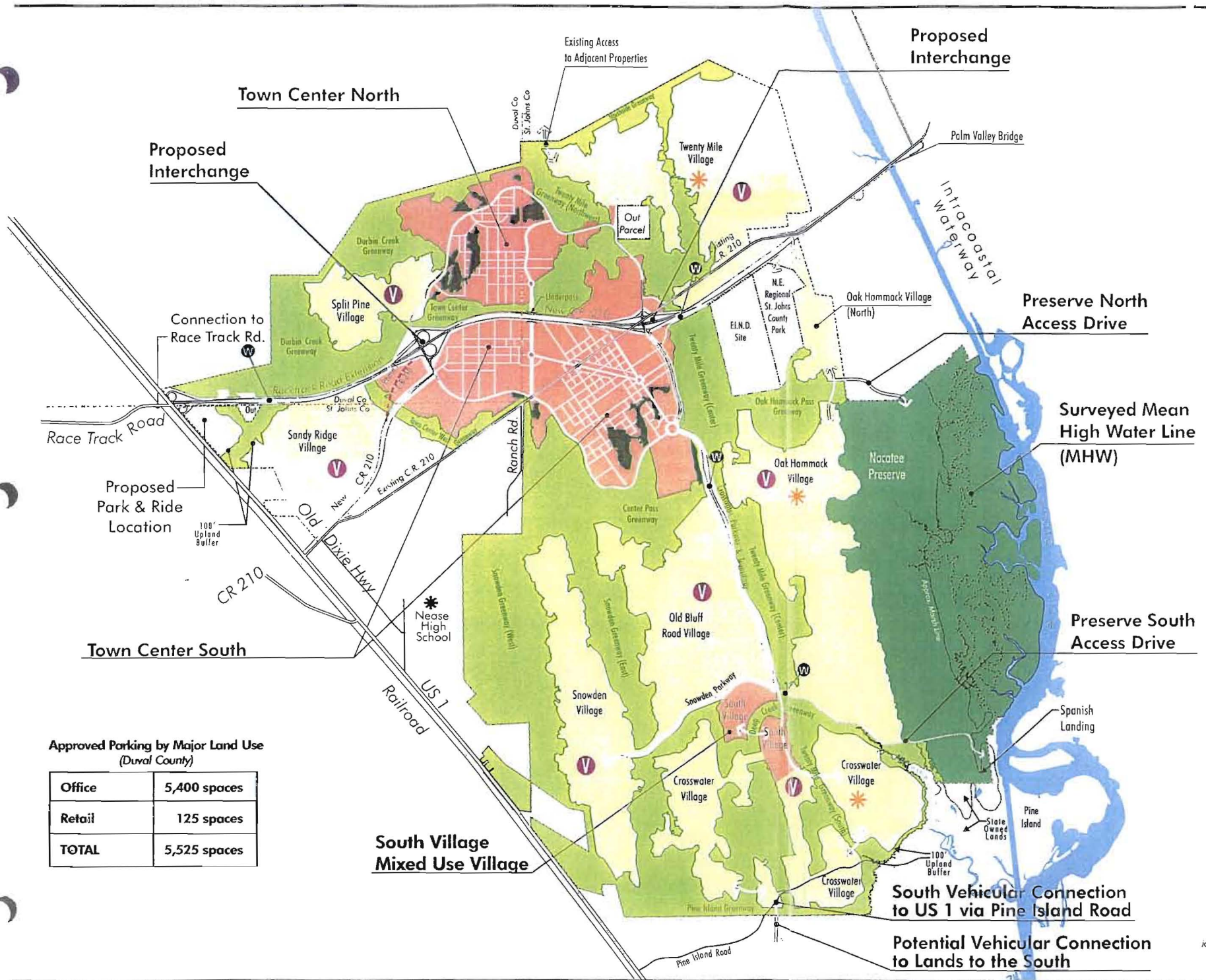
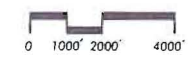
- Golf Courses Permitted (3 Villages)
- C.R. 210 Alignment (Phase One)
- Greenways
- Nocatee Preserve (Not part of Nocatee DRI)
- Town Center Wetlands
- Village Center
- Major Wildlife Underpasses

NOTES:

1. The precise boundaries of the Greenway may be adjusted at the time conservation easements are conveyed to the SJWMD.
2. CR 210 alignment and other roadway geometry are subject to regulatory approval, engineering design and evaluation, permitting and site planning refinement. Location and number of access points to villages may vary.
3. Village Center locations are conceptual and subject to change and will be identified on the PUD Village Master Development Plan.
4. Interchange design shall be consistent with D.O. Exhibit 12.

**PROSSER
HALLOCK**

Jacksonville D.O. Exhibit
February 13, 2001



Approved Parking by Major Land Use (Duval County)

Office	5,400 spaces
Retail	125 spaces
TOTAL	5,525 spaces

South Village Mixed Use Village

South Vehicular Connection to US 1 via Pine Island Road

Potential Vehicular Connection to Lands to the South

EXHIBIT 3

Land Use Phasing Tables

Non-Residential Development by Phase - Jacksonville

	Office (acreage)	Office (sq. ft.)	Retail Commercial (acreage)	Retail Commercial (sq. ft.)
PHASE I	7	66,000	-	0
PHASE II	36	321,500	3	16,000
PHASE III	36	321,500	2	16,000
PHASE IV	34	313,500	-	0
PHASE V	34	313,500	-	0
Total	147	1,336,000	5	32,000

Note: Retail Commercial includes retail and service establishments.

Residential Development by Phase - Jacksonville

Phase	Total Dwelling Units	Single- Family	Multi- Family	Assisted Living	Hotel Rooms
PHASE I	301	273	28	-	-
PHASE II	624	462	162	-	-
PHASE III	771	290	301	180	-
PHASE IV	461	162	299	-	-
PHASE V	184	81	103	-	225
Total	2,341	1,268	893	180	225

EXHIBIT 4

Conversion Table

Conversion Table Land Uses - Jacksonville

Land Use	Proposed Amount	Minimum Allowable	Maximum Allowable	ITE Code	ITE Trip Rate PM Peak Hour	Per
Hotel (Rooms)	225	N/A	350	310	0.74	Room
Office (SF)	1,336,000	750,000	2,000,000	750	1.5	1000 sf
Single-Family (Units)	1,268	1,000	2,000	210	1.02	Unit
Multi-Family (Units)	893	500	1,500	220	0.67	Unit
Retail Commercial (SF)	32,000	25,000	40,000	820	3.74	1000 sf

Conversion Table - Jacksonville

	Hotel	Per	Single-Family	Per	Multi-Family	Per
Hotel (Rooms)	N/A	N/A	0.73	Units	1.10	Units
Office (1000 SF)	2.03	Rooms	1.47	Units	2.24	Units
Single-Family (Units)	1.38	Rooms	N/A	N/A	1.52	Units
Multi-Family (Units)	0.91	Rooms	0.66	Units	N/A	N/A
Retail Commercial (1000 SF)	5.05	Rooms	3.67	Units	5.58	Units
	Retail Commercial	Per	Office	Per		
Hotel (Rooms)	0.20	000 SF	0.49	000 SF		
Office (1000 SF)	0.40	000 SF	N/A	N/A		
Single-Family (Units)	0.27	000 SF	0.68	000 SF		
Multi-Family (Units)	0.18	000 SF	0.45	000 SF		
Retail Commercial (1000 SF)	N/A	N/A	2.49	000 SF		

Land uses which are consistent with this Conversion Table shall take precedence over any acreage amounts by land use set forth in the Development Order.

EXHIBIT 5

**Nocatee Preserve
(Legal Description)**

Legal Description

A parcel of land lying in a portion of unsurveyed Section 34 and a portion of Section 57, the William Travers Grant all lying within Township 4 South, Range 29 East, St. Johns County, Florida, together with all of fractional Sections 3 and 10, and all of Section 66, the William Travers or Smith Grant, together with a portion of fractional Sections 4, 9, 15, and 16, unsurveyed Sections 3, 10 and 15, a portion of Section 39, the Hannah Smith Grant, a portion of Section 62, the William Travers Grant, a portion of Section 65, the William Travers Grant, all lying within Township 5 South, Range 29 East, St. Johns County, Florida and being more particularly described as follows:

For a Point of Reference, commence at the corner common to Sections 19, 20, 29 and 30 of said Township 5 South, Range 29 East; thence North 89°09'44" East, along the dividing line of said Sections 20 and 29, a distance of 200.00 feet to a point; thence North 00°53'59" West, departing said dividing line, a distance of 21,013.50 feet; thence North 89°28'18" East, 7845.55 feet to the Point of Beginning.

From the Point of Beginning, continue thence North 89°28'18" East, 2002.82 feet to a point; thence North 49°45'40" East, 2486.26 feet more or less to a point lying on the Westerly Mean High Water Line of the Tolomato River; thence Northeasterly along the meanderings of said Westerly Mean High Water Line, 1,536 feet, more or less to a point which bears North 49°45'40" East and lies 891.44 feet distant from last said point; thence continue North 49°45'40" East, 558.42 feet more or less to a point lying on the Westerly line of the Florida East Coast Canal (Intracoastal Waterway) as depicted on plat thereof, recorded in Map Book 4, Pages 68 through 78 of the Public Records of said County; thence South 25°27'19" East, along said Westerly line, 658.77 feet more or less to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence, departing said Westerly canal line, Southwesterly, Southerly and Northeasterly, along meanderings of said Westerly Mean High Water Line, 4890 feet, more or less to an intersection with said Westerly line of said canal which bears South 25°27'19" East and lies 882.67 feet distant from last said point; thence South 25°27'19" East, along said Westerly canal line, 475.74 feet more or less to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence Southerly along the meanderings of said Westerly Mean High Water Line, 33,500 feet more or less, to its convergence with the Northerly Mean High Water Line of the Northerly prong of Smith Creek which bears South 12°08'19" West and lies 6736.68 feet distant from last said point; thence Northwesterly, along the meanderings of said Northerly Mean High Water Line of Smith Creek, 6340 feet more or less to its convergence with the Southerly Mean High Water Line of said Northerly prong of Smith Creek which bears North 50°08'35" West and lies 2947.90 feet distant from last said point; thence Southeasterly, along the meanderings of said Southerly Mean High Water Line, 4590 feet more or less to its convergence with the Northerly Mean High Water Line of the Southerly prong of said Smith Creek which bears South 44°01'31" East and lies 2750.85 feet distant from last said point; thence Southwesterly, along said Northerly Mean High Water Line, 3210 feet more or less to its convergence with the Southerly Mean High Water Line of said Southerly prong of Smith Creek which bears South 59°59'47" West and lies 1535.26 feet distant from last said point; thence Northeasterly, along the meanderings of said Southerly Mean High Water Line, 4,950 feet more or less to its convergence with said Westerly Mean High Water Line of said Tolomato River which bears North 78°09'08" East and lies 2092.17 feet distant from last said point; thence Southerly along the meanderings of said Westerly mean high water line, 50,020 feet, more or less, to its intersection with the Northeasterly line of that portion of the Intracoastal Waterway described and recorded in Deed Book 193, Page 387 (Parcel RWN 231-B) of the Public Records of St. Johns County, Florida which bears South 11°08'21" East and lies 7496.56 feet distant from last said point; thence North 53°26'01" West, along said Northeasterly line, 128.75 feet, more or less, to an intersection with said Westerly mean high water line; thence Northerly, Northwesterly and Southwesterly departing said Northwesterly line of Parcel RWN 231-B, and along said Westerly Mean High Water Line of the Tolomato River, 190 feet, more or less, to an intersection with the Northwesterly line of said parcel which bears South 56°09'33" West and lies 132.37 feet distant from last said point; thence South 36°33'59" West, along said Northwesterly line of Parcel RWN 231-B, 78.19 feet, more or less, to the Northwesterly corner thereof; thence South 07°36'28" East, along the West line of said parcel, 72.81 feet, more or less, to an intersection with said Westerly Mean High Water Line of the Tolomato River; thence Northwesterly, Southwesterly, Southerly and Easterly along the meanderings

Legal Description

of said Westerly mean high water line, 2025 feet, more or less, to an intersection with said West line of Parcel RWN 231-B which bears South 07°36'28" East and lies 228.65 feet distant from last said point; thence continue South 07° 36' 28" East, departing said Westerly Mean High Water Line of the Tolomato River, along said West line of Parcel RWN 231-B, a distance of 1558.54 feet, more or less, to the Southwest corner of said parcel, said point also lying on the Easterly prolongation of the line dividing said Section 15 and Section 22 of said Township 5 South, Range 29 East; thence South 88°59'50" West, along said Easterly prolongation and along said line dividing Sections 15 and 22, a distance of 2392.50 feet more or less to its intersection with the Northerly Mean High Water Line of Deep Creek; thence Northwesterly, along the meanderings of said Northerly Mean High Water Line, 969 feet, more or less to a point which bears North 40°12'46" West and lies 661.31 feet distant from last said point; thence North 03° 47' 40" East, departing said Northerly Mean High Water Line of Deep Creek, 163.23 feet more or less; thence sequentially, along the following ninety-five (95) line courses to the Point of Beginning:

LINE TABLE		
LINE	BEARING	LENGTH
L1	N07°12'28"E	176.12
L2	N41°27'20"W	353.93
L3	N09°17'15"E	138.89
L4	N44°47'01"W	262.77
L5	N20°04'36"E	91.20
L6	N46°35'36"W	65.27
L7	N73°58'12"W	460.71
L8	S88°23'32"W	186.99
L9	N12°41'19"E	583.25
L10	N38°40'26"W	425.76
L11	N13°13'44"E	168.80
L12	N08°17'36"W	207.63
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L14	N39°38'46"W	88.90
L15	N09°32'28"W	504.23
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L17	N01°52'17"E	208.02
L18	N10°56'17"E	65.52
L19	N86°40'52"W	86.35
L20	N01°33'03"E	72.16
L21	N05°07'43"W	227.92
L22	N61°54'04"W	128.63
L23	N06°38'37"W	531.32
L24	N14°56'55"E	221.67
L25	N34°26'51"W	258.06
L26	N01°39'42"E	176.28
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L29	N22°27'02"E	88.49
L30	N13°55'58"W	980.21
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L32	N05°01'33"E	64.80
L33	N05°23'42"W	141.39
L34	N05°19'40"W	675.85
L35	N05°16'15"W	120.59
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L39	N18°54'00"W	192.26
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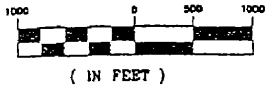
Less and except any portions thereof lying within the lands described and recorded in Deed Book 193, Page 387 (Parcel RWN 231-B), and the lands depicted in Map Book 4, Pages 68 through 78 of the Public Records of said county.

Containing 1,630 acres, more or less.

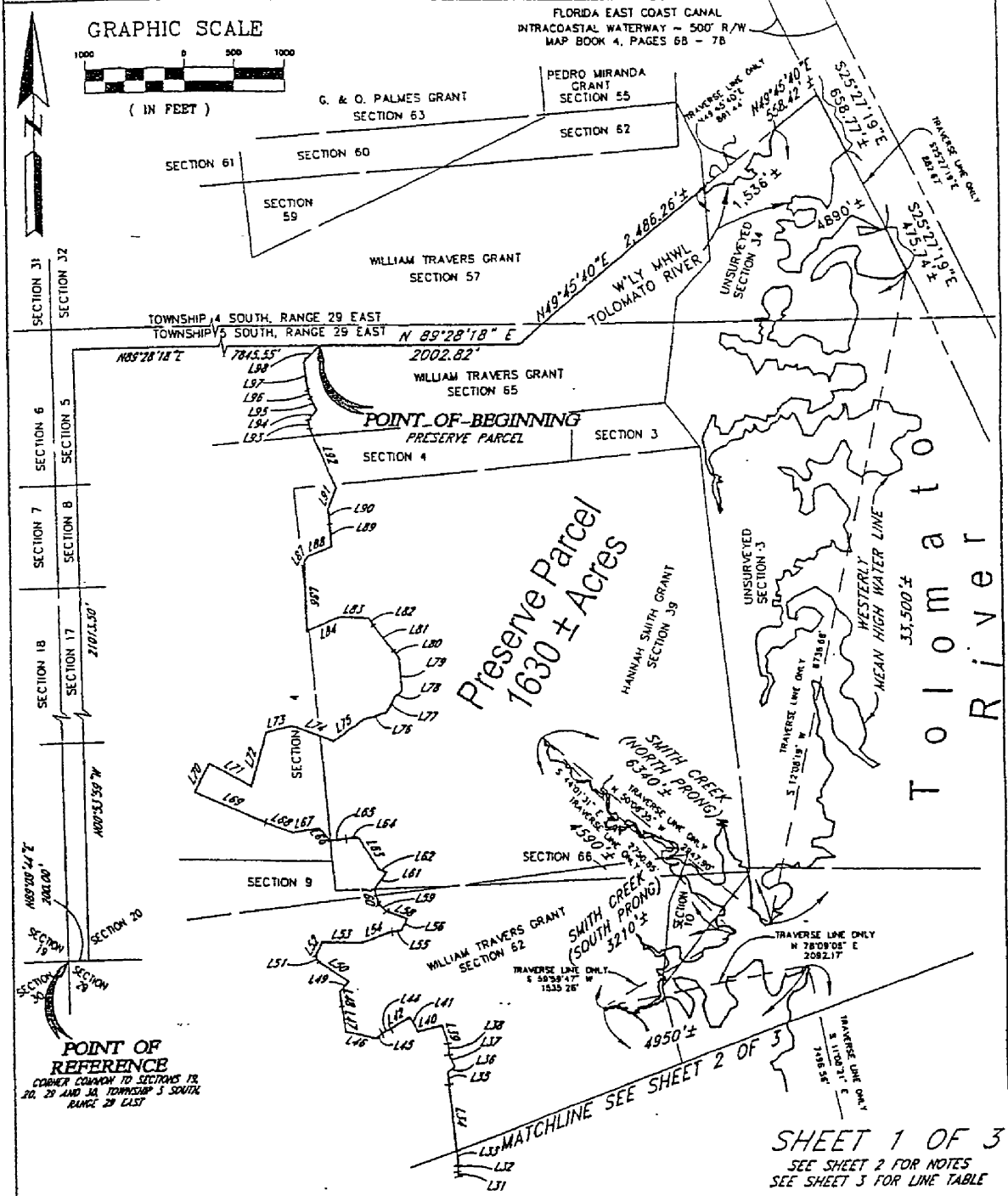
SKETCH TO ACCOMPANY DESCRIPTION

A PORTION OF UNSURVEYED SECTION 34 AND A PORTION OF SECTION 57 OF THE WILLIAM TRAVERS GRANT LYING WITHIN TOWNSHIP 4 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA TOGETHER WITH ALL OF FRACTIONAL SECTIONS 3 AND 10, AND ALL OF SECTION 66 OF THE WILLIAM TRAVERSE OR SMITH GRANT, TOGETHER WITH A PORTION OF FRACTIONAL SECTIONS 4, 9, 15 AND 16, UNSURVEYED SECTIONS 3, 10 AND 15, A PORTION OF SECTION 39 OF THE HANNAH SMITH GRANT, A PORTION OF SECTION 62 OF THE WILLIAM TRAVERS GRANT, A PORTION OF SECTION 65 OF THE WILLIAM TRAVERS GRANT, ALL LYING WITHIN TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED IN SEPARATE ATTACHMENT

GRAPHIC SCALE



FLORIDA EAST COAST CANAL
INTRACOASTAL WATERWAY - 500' R/W
MAP BOOK 4, PAGES 68 - 78



Tohomato River

SHEET 1 OF 3
SEE SHEET 2 FOR NOTES
SEE SHEET 3 FOR LINE TABLE



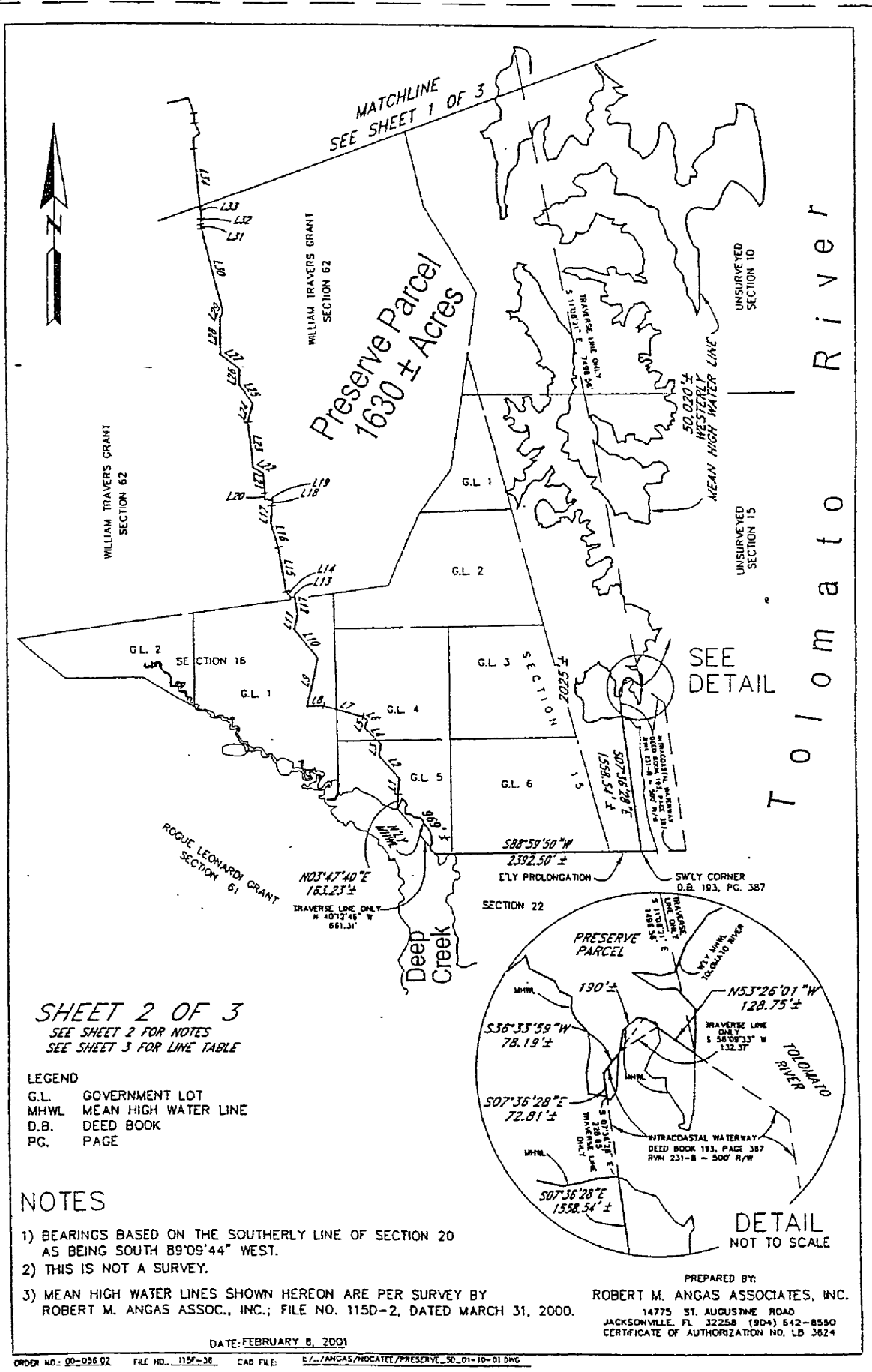
Robert M. Angas Associates, Inc.
LAND SURVEYORS, PLANNERS AND CIVIL ENGINEERS
SINCE 1924

14775 St. Augustine Road, Jacksonville, FL 32258 Tel: (904) 642-8550
Certificate of Authorization No.: LB 3624

DATE: FEBRUARY 8, 2001

NOT VALID WITHOUT THE SIGNATURE AND THE ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.

David L. Lampp
DAVID L. LAMPP
PROFESSIONAL SURVEYOR AND MAPPER
STATE OF FLORIDA P.S.W. No. 3535

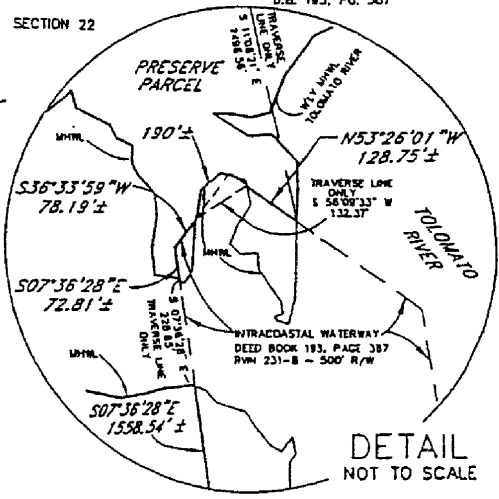


SHEET 2 OF 3
 SEE SHEET 2 FOR NOTES
 SEE SHEET 3 FOR LINE TABLE

LEGEND
 G.L. GOVERNMENT LOT
 MHWL MEAN HIGH WATER LINE
 D.B. DEED BOOK
 P.C. PAGE

NOTES

- 1) BEARINGS BASED ON THE SOUTHERLY LINE OF SECTION 20 AS BEING SOUTH 89°09'44" WEST.
- 2) THIS IS NOT A SURVEY.
- 3) MEAN HIGH WATER LINES SHOWN HEREON ARE PER SURVEY BY ROBERT M. ANGAS ASSOC., INC.; FILE NO. 115D-2, DATED MARCH 31, 2000.



DETAIL
 NOT TO SCALE

PREPARED BY:
 ROBERT M. ANGAS ASSOCIATES, INC.
 14775 ST. AUGUSTINE ROAD
 JACKSONVILLE, FL 32258 (904) 642-8550
 CERTIFICATE OF AUTHORIZATION NO. LB 3624

DATE: FEBRUARY 8, 2001

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SEE SHEET 2 FOR NOTES
SHEET 3 OF 3

DATE: FEBRUARY 8, 2001

PREPARED BY:
ROBERT M. ANGAS ASSOCIATES, INC.
14775 ST. AUGUSTINE ROAD
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CERTIFICATE OF AUTHORIZATION NO. LB 3624

EXHIBIT 6

**Wildlife Underpass Locations
and Preserved Significant Natural Communities Habitat**



NOCATEE

SIGNIFICANT NATURAL COMMUNITIES HABITAT

Map F-4

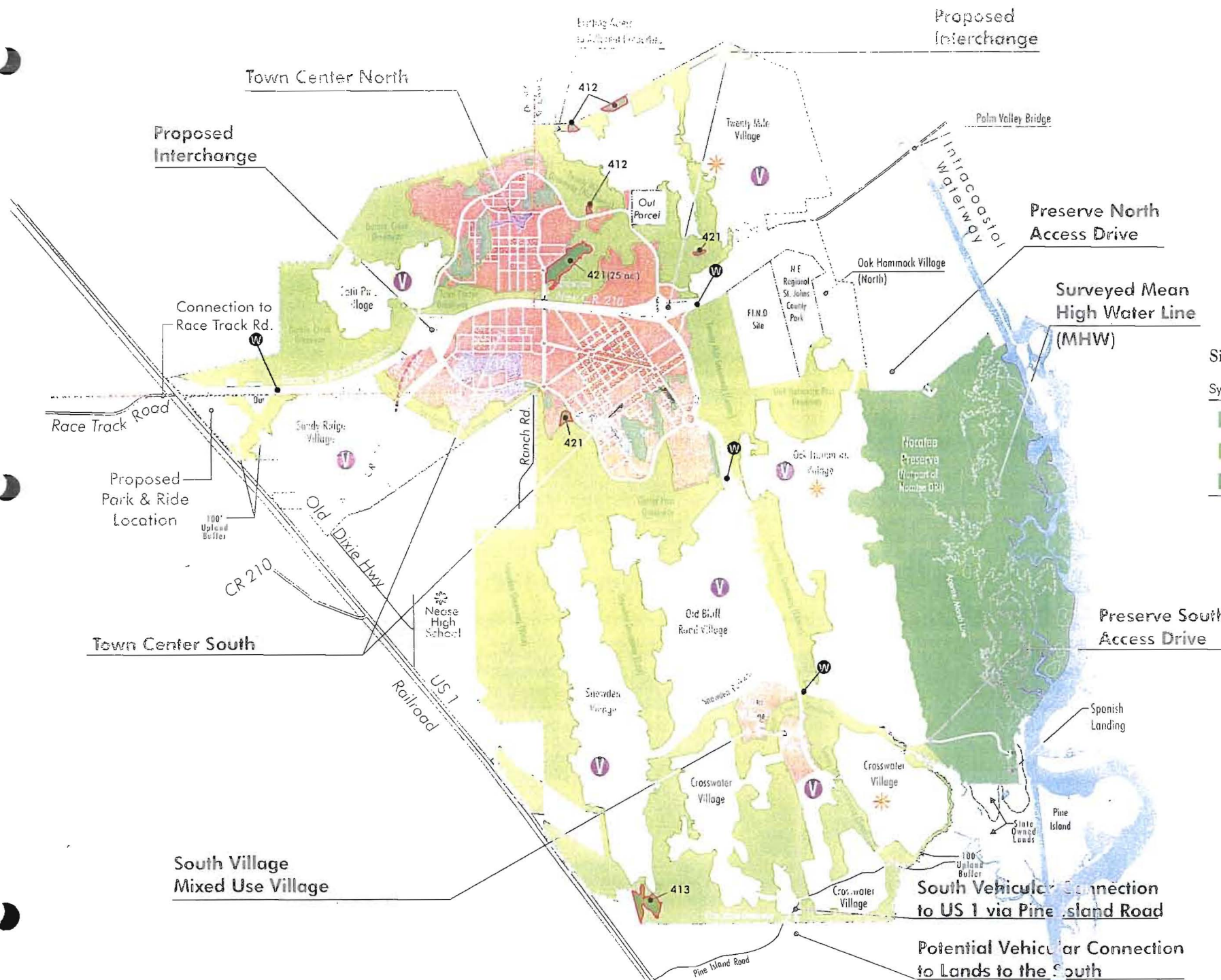
Legend

Significant Natural Community Habitats

Symbol	FLUCFCS	Description	Existing	Preserved	%
	412	Longleaf Pine Xeric Oak	75 ac.	33.8 ac.	45.0%
	413	Sand Pine	17 ac.	17.0 ac.	100.0%
	421	Xeric Oak	88 ac.	9.1 ac.	10.3%
	Total		180 ac.	59.9 ac.	33.3%

Preserved Areas
(Outlined in Red)

Major Wildlife
Underpasses



PROSSER
HALLOCK

February 13, 2001



EXHIBIT 7

Nocatee Silviculture Management Plan



NOCATEE SILVICULTURE MANAGEMENT PLAN

Planned Unit Developments when allowed within the ordinance establishing the PUD district. This exemption is limited in that no County Development approvals are allowed to be given for any non-agricultural use or improvement on the same site within four years of completing the land clearing unless 25 tree credits per acre are maintained, Section 4.01.05(B)(6). A tree credit is equal to one tree between two and six inches in diameter, and larger trees may receive additional credits. "Protected trees" may be cut as part of a bona fide silvicultural operation, but not historic or specimen trees, which are specially designated by the County Commission and County Administrator, respectively. Additionally, slash pine, loblolly pine, and sand pine are not defined as "Protected Trees." The planted pines within Nocatee are primarily slash pine with some sand pine.

B. Duval County

The City of Jacksonville Comprehensive Plan exempts bona fide silvicultural activities from land development review for protection of listed species and their habitat, although the review of the Nocatee DRI includes such an examination.

The City of Jacksonville Ordinance Code contains provisions limiting the cutting of trees. Tree cutting on property in use for "bona fide agricultural purposes" is exempt, as noted in Section 656.1205(b)(2). The term "bona fide agricultural purposes" is defined as good faith commercial or domestic agricultural use of the land, based upon several factors including the length of time that the land will be utilized for this purpose, the size, the intent of the landowner to convert the land to nonagricultural purposes, the proximity of the property to existing urban or metropolitan development, the productivity of the land in its present use, the relationship of the property to the Comprehensive Plan, the classification of the land by the Property Appraiser, and the current zoning of the lands, according to Section 656.1203(c), Jacksonville Ordinance Code. The cutting of pine trees and palm trees located more than twenty feet from a street right-of-way (public or private streets) and more than ten feet from any property line is not regulated by the City.

IV. GREENWAY PHASING PLAN

The Greenway Preliminary Management Plan will provide for the lands designated for greenway status within Nocatee to be incorporated into the Greenway in phases as adjacent lands are developed. As such, silviculture activity within existing footprints may continue over all undeveloped lands under current practices until (i) land development activities commence or (ii) lands are actually phased into the Greenway by the recording of conservation easements.

Timber access roads within certain greenways may be kept open until silviculture ceases within all adjacent or accessed areas. These roads may continue to remain operable for fire management and ecologically based timber harvesting. Each greenway will have a conservation easement that will preclude clear cutting when that segment of greenway is added to the overall system.



NOCATEE SILVICULTURE MANAGEMENT PLAN

V. FUTURE SILVICULTURE PRACTICES

Nocatee will have a build out time of approximately 25 years. During this period, parcels of undeveloped land may be used for silviculture. Management of silviculture lands will continue to follow Best Management Practices and the footprint of planted pine will not increase. Other special measures include the following:

- A. Wetlands. Pines are currently planted in certain marginal wetland areas. These areas will continue to be managed as they have been, and planting will not extend further into any wetland systems other than those areas currently in production.
- B. Greenways. The areas defined as greenways comprise certain areas that are now pine plantation. Silviculture will continue within existing silviculture footprint areas, and after these areas are developed as greenways, silviculture will be limited to activities that maintain and/or enhanced the ecosystem function of the Greenway. Silviculture will not be permitted within established Greenway wetlands.
- C. Fire Management. After the initial burns to reduce fuel loads, controlled burns on 3- to 7-year cycles will be used in both greenways and other silviculture areas to maintain a fire safe community and promote desirable ecological conditions. The Nocatee developers will educate each prospective purchaser of land within the development of the benefits and purposes of controlled burns. This will also be referenced in property owners' documents.
- D. Harvesting/Replanting Schedule. Timber will be harvested on a 20- to 25-year cycle and the clear-cut areas may be replanted within 12 to 18 months. The Development Order will include a condition that provides a variance from County ordinance, allowing harvesting to occur up to the immediate time for development.

If development is scheduled to immediately follow a harvest, 25-foot upland buffers around the jurisdiction line that defines the Greenway or wetland conservation areas will not be clear-cut but will advance to management as part of the adjacent greenway.

VI. SUMMARY

The Nocatee land has been managed for forest products for over 50 years. The land will continue to be managed using silviculture Best Management Practices and the special conditions of this plan throughout the course of development.



NOCATEE SILVICULTURE MANAGEMENT PLAN

I. BACKGROUND

The property that comprises the 14,953-acre proposed development known as Nocatee has long been managed for forest products. This document establishes how forest management will continue on a portion of the land until the time of build-out. Prior to 1947, the land was owned by the Upchurch family and was managed for big timber, turpentine, and naval stores. The Nocatee-Manatee Crate Company purchased the land in 1947 for the production of fruit crates. St. Regis gained control after the failure of Nocatee Manatee Crate Company in the late 1950's and managed the land for pulpwood until 1984. In 1984 the Davis family bought the land and ended the lease to St. Regis, and since that time has managed the land for pine production.

II. STATUS

The land within the boundaries of the proposed Nocatee development has been managed for forestry products for over 50 years. The current use is predominately pine production. Little harvesting has occurred in recent years within the mature wetland systems although substantial value exists for the timber in these wetlands.

Since the Nocatee project was announced in the spring of 1999, timber harvesting has temporarily ceased. Only site preparation and replanting on previously harvested sites time to properly manage the land has occurred since that.

The Nocatee property comprises a total of approximately 8,033 acres in managed pine stands. Harvesting will not occur again until the review process for the Nocatee ADA is completed and the Development Order is approved. The desirable rotation for pine on this land is 18 to 25 years although certain stands are currently over mature and need to be harvested as soon as practicable. Following harvesting, sites are prepared and replanted within 12 to 18 months with slash pine or sand pine in certain areas. The plantations have been previously managed following silviculture Best Management Practices.

III. COUNTY COMPREHENSIVE PLAN REQUIREMENTS FOR SILVICULTURE AND TREE PROTECTION

A. St. Johns County

The St. Johns County Comprehensive Plan requires that silviculture activities within forested wetland areas comply with the Division of Forestry's Best Management Practices (BMP's). For areas designated as rural/silviculture, commercial harvesting must follow the 1993 BMP's, as amended and updated.

The St. Johns County Land Development Code contains several requirements relative to the silvicultural activities within Nocatee. Section 4.01.02(cC)(10) exempts land alteration activities which are normal and necessary to conduct bona fide silvicultural operations within zoning categories which allow silvicultural use and within approved

EXHIBIT 8

Stormwater Pollution Prevention Plan

STORMWATER POLLUTION PREVENTION CONSTRUCTION OPERATING PLAN

In order to ensure water quality is maintained and encroachment into environmentally sensitive areas are prohibited, the property owner and contractor shall adhere to the following Operation Plan prior to and during construction.

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 Nocatee 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 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 bale barriers constructed in live streams or in swales where there is the possibility of a washout. If necessary, measures shall be taken to properly anchor bales to insure 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 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 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 barrier 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 filling operations shall not exceed 10 acres. This requirement may be waived for large projects 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: Slopes 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: All 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. Any temporary sediment basins constructed must be backfilled and compacted in accordance with the specifications for structural fill. All sediment collected in permanent or temporary sediment traps must be removed upon final stabilization.

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.

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, manufacturer's 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 manufacturers' 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 cleanup. 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 available upon request to the owner, engineer or any federal, state or local agency approving 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 9

Homeowners Stormwater Training Program (Outline)

OUTLINE FOR HOMEOWNERS STORMWATER TRAINING PROGRAM

A. Watersheds

1. What is a watershed?
2. How does your neighborhood fit into a watershed?
3. Water quality problems associated with stormwater runoff
4. The importance of estuaries

B. Stormwater Systems

1. Purpose of Stormwater Ponds
 - a. Flood Control
 - b. Pollution Control
2. Types of Stormwater Ponds
3. Wet Detention Ponds

C. Stormwater Pond Maintenance

1. Clearing Inflow/Outflow Structures
2. Maintaining Eroded area and Reducing Sediment Accumulation
3. Removal of Litter, Pet Droppings and Yard Waste from Yards and Ponds

D. Vegetation

1. Desirable Vegetation and Aquascaping
 - a. Nutrient Up-Take
 - b. Filtration of Sediments
 - c. Ornamental/Aesthetic Value
2. Undesirable Vegetation
 - a. Produces Detritus
 - b. Uses Oxygen
 - c. Results in Alga Blooms
 - d. Prevent Water Flow
 - e. Provides Habitat for Mosquitoes
 - f. Crowds Out Desirable Vegetation
3. Removal of Nuisance Vegetation

EXHIBIT 10

Nocatee Hazardous Waste Plan



NOCATEE HAZARDOUS WASTE PLAN

Most small businesses accumulate some hazardous waste on site for a short period of time and then ship it off site to a treatment, storage, or disposal facility (TSDF). Waste accumulation is regulated by limits established by EPA for SQGs (Small Quantity Generator). All businesses must follow the storage and handling procedures required by EPA for SQGs. All businesses must follow EPA requirements for equipment testing and maintenance, access to communications or alarms, aisle space (40CFR 264.35), and emergency arrangements with local authorities.

Accumulating Waste. Accumulating hazardous waste on site can pose a threat to human health and the environment, so it may only be kept for a short time without a permit. Before shipping the waste for disposal or recycling, a business is responsible for its safe management, which includes safe storage, safe treatment, preventing accidents, and responding to emergencies in accordance with federal regulations. SQGs can accumulate no more than 13,228 lbs (6,000 kg) of hazardous waste on site for up to 180 days without a permit, provided that the requirements of 40 CFR 262.34(b) are met. This amount of waste can be accumulated for up to 270 days if it must be transported more than 200 miles away for storage, treatment, or disposal. Limited extensions may be granted by the state director or the regional EPA administrator. If a business exceeds these limits, it is considered a TSDF and must obtain an operating permit.

Special storage requirements apply to liquid hazardous wastes containing polychlorinated biphenyls (PCBs). SQGs must accumulate waste in tanks or containers, such as 55-gallon drums. Storage tanks and containers must be managed according to the following EPA requirements. Containers must be labeled with the words "HAZARDOUS WASTE," and marked with the date the waste was generated. Container must be made of, or lined with, a material that is compatible with the hazardous waste to be stored. (This will prevent the waste from reacting with or corroding the container.) Keep all containers holding hazardous waste closed during storage, except when adding or removing waste. Do not open, handle, or store (stack) containers in a way that might rupture them, cause them to leak, or otherwise fail. Inspect areas where containers are stored at least weekly. Look for leaks and for deterioration caused by corrosion or other factors. Maintain the containers in good condition. If a container leaks, put the hazardous waste in another container, or contain it in some other way that complies with EPA regulations. Do not mix incompatible wastes or materials unless precautions are taken to prevent certain hazards, unless 40 CFR 265.17(b) is complied with. Tanks must be labeled with the words "HAZARDOUS WASTE." Store only waste that will not cause the tank or the inner liner of the tank to rupture, leak, corrode, or fail. Equip tanks that have an automatic waste feed with a waste feed cutoff system, or a bypass system for use in the event of a leak or overflow. Inspect discharge control and monitoring equipment and the level of waste in uncovered tanks at least once each operating day. Inspect the tanks and surrounding areas for leaks or other problems (such as corrosion) at least weekly. Use the National Fire Protection Associations (NFPA's) buffer zone requirements for covered tanks containing ignitable or reactive wastes. These requirements specify distances considered to be safe buffer zones for various ignitable or reactive wastes. The NFPA can be reached at 617 770-3000. Do not mix incompatible wastes or materials unless precautions are taken to prevent certain hazards. Do not place ignitable or reactive wastes in tanks unless certain precautions are taken. Provide at least



NOCATEE HAZARDOUS WASTE PLAN

two feet (60 centimeters) of freeboard (space at the top of each tank) in uncovered tanks, unless the tank is equipped with a containment structure, a drainage control system, or a standby tank with adequate capacity. It is a good practice never to mix wastes. Mixing wastes can create an unsafe work environment and lead to complex and expensive cleanups and disposal.

Minimizing Waste. The easiest and most cost-effective way of managing any waste is not to generate it in the first place. The amount of hazardous waste produced by a business can be reduced by developing a few good housekeeping habits. Good housekeeping procedures generally save businesses money, and they prevent accidents and waste. To help reduce the amount of waste generated, the following practices should be applied.

1. **Do not mix wastes**, particularly nonhazardous waste with hazardous waste. Once nonhazardous waste is mixed with hazardous waste, the amount of hazardous waste created can be increased, as the whole batch may become hazardous. Mixing waste can also make recycling very difficult, if not impossible. A typical example of mixing wastes would be putting nonhazardous cleaning agents in a container of used hazardous solvents.
2. **Recycle and reuse manufacturing materials.** Many companies routinely put useful components back into productive use rather than disposing of them. Items such as oil, solvents, acids, and metals are commonly recycled and used again. In addition, some companies have taken waste minimization actions such as using fewer solvents to do the same job, using solvents that are less toxic, or switching to a detergent solution.
3. **Change materials, processes, or both.** Businesses can save money and increase efficiency by replacing a material or a process with another that produces less waste. For example, plastic blast media can be used for paint stripping of metal parts rather than conventional solvent stripping.
4. **Safely store hazardous products and containers.** Creating more hazardous waste can be avoided by preventing spills or leaks. Store hazardous product and waste containers in secure areas, and inspect them frequently for leaks. When leaks or spills occur, materials used to clean them up also become hazardous waste.
5. **Treating Waste to Meet the Land Disposal Restrictions (LDRs).** Most hazardous wastes may not be land disposed unless they meet "treatment standards." The Land Disposal Restrictions (LDR) program requires that the waste is treated to reduce the hazardous constituents to levels set by EPA, or that the waste is treated using a specific technology. It is a business's responsibility to ensure that its waste is treated to meet LDR treatment standards before it is land disposed. (See below for a description of required LDR notices.) Most SQGs probably will have their designated TSDf do this treatment. If a business chooses to treat its own waste to meet LDR treatment standards, there are additional requirements including waste analysis plans, notifications, and certifications. These requirements may be obtained from the RCRA Hotline, the Florida Department of Environmental Protection, or the EPA Regional office, and are found in 40 CFR Part 268.



APPENDIX I: NOCATEE HAZARDOUS WASTE PLAN

Preventing Accidents. Whenever hazardous waste is stored on site, fire, explosion, and other accident risks must be minimized. As required by 40 CFR 264.32, all SQGs that store hazardous waste on site must be equipped with:

1. an internal communications or alarm system capable of providing immediate emergency instruction (voice or signal) to all personnel.
2. A device, such as a telephone (immediately available at the scene of operations) or a hand-held, two-way radio, capable of summoning emergency assistance from local police and fire departments or emergency response teams.
3. Portable fire extinguishers, fire control devices (including special extinguishing equipment, such as that using foam, inert gas, or dry chemicals), spill control materials, and decontamination supplies.
4. Water at adequate volume and pressure to supply water hose streams, foam-producing equipment, automatic sprinklers, or water spray systems.

All equipment must be tested and maintained to ensure proper operation. Allow sufficient aisle space to permit the unobstructed movement of personnel, fire protection equipment, spill control equipment, and decontamination equipment to any area of facility operation. Attempt to secure arrangements with fire departments, police, emergency response teams, equipment suppliers, and local hospitals, as appropriate, to provide services in the event of an emergency. Ensure that personnel handling hazardous waste have immediate access to an alarm or emergency communications device.

Responding to Emergencies. A business must be prepared for an emergency. One way is to develop a contingency plan. A contingency plan usually answers a set of "what if" questions. For example: "What if there is a fire in the area where hazardous waste is stored?" or "What if I spill hazardous waste, or one of my hazardous waste containers leaks?" Although the EPA does not require SQGs to develop a written contingency plan, in case of a fire, explosion, or toxic release, having such a plan would provide an organized and coordinated course of action. EPA does require SQGs to establish basic safety guidelines and response procedures to follow in the event of an emergency. Worksheets 1 and 2 (see below) can help to set up these procedures. The information on Worksheet 1 must be posted near a phone. Businesses must ensure that employees are familiar with these procedures.

In the Event of Emergency. Immediately Call the National Response Center at 800 424-8802. In the event of a fire, explosion, or other release of hazardous waste that could threaten human health outside the facility, or if it is believed that a spill has reached surface water, call the National Response Center to report the emergency. The Response Center will evaluate the situation and help to make appropriate emergency decisions. In many cases, it will be found that the problem faced was not a true emergency, but "it is better to call if not sure." Stiff penalties exist for failing to report emergencies.

WORKSHEET 1

Fill in and post this information next to telephone.
EMERGENCY RESPONSE INFORMATION



NOCATEE HAZARDOUS WASTE PLAN

Emergency Coordinator Name and Telephone
 Fire Extinguisher Location(s)
 Spill Control Materials Location(s)
 Fire Alarm (if present) Location(s)
 Fire Department Telephone:

WORKSHEET 2

Fill in and Post this information next to telephone. Make sure all employees read and are familiar with its contents.

EMERGENCY RESPONSE PROCEDURES

"In the event of a spill:" Contain the flow of hazardous waste to the extent possible, and as soon as is possible, clean up the hazardous waste and any contaminated materials or soil.

"In the event of a fire:" Call the fire department and, if safe, attempt to extinguish the fire using a fire extinguisher.

"In the event of a fire, explosion, or other release that could threaten human health outside the facility, or if it is known that the spill has reached surface water:" Call the National Response Center at its 24-hour number (800 424- 8802). Provide the following information: company name, address, U.S. EPA identification number, date of accident, time of accident, type of accident (e.g., spill or fire), quantity of hazardous waste involved, extent of injuries, if any, and estimated quantity and disposition of recovered materials, if any:

SHIPPING WASTE OFF SITE.

When shipping waste off site, SQGs must follow certain procedures that are designed to ensure safe transport and proper management of the waste. Package, label, and mark the shipment, and placard the vehicle in which the waste is shipped as specified in DOT regulations. Prepare a hazardous waste manifest to accompany the shipment. Include a notice and certification with each waste shipment. Ensure the proper management of any hazardous waste shipped (even when it is no longer in one's possession).

Selecting a TSDF. SQGs may send their waste only to a regulated TSDF or recycler. Most regulated TSDFs and recyclers will have a permit from the state or EPA. Some, however, may operate under other regulations that do not require a permit. Check with the appropriate state authorities to be sure the facility selected has any necessary permits. All TSDFs and recyclers must have EPA identification numbers.

Labeling Waste Shipments. SQGs must properly package, label, and mark all hazardous waste shipments, and placard the vehicles in which these wastes are shipped following Department of Transportation (DOT) regulations. Most small businesses use a commercial transporter to ship hazardous waste. These transporters can advise on specific requirements for placarding, labeling, marking, and packaging; however, the business is responsible for compliance. For additional information, consult the DOT regulations (49 CFR Parts 172 and 173), or call the



NOCATEE HAZARDOUS WASTE PLAN

DOT hazardous materials information line at 202 366-4488. Federal regulations allow the transport of a business's own hazardous waste to a designated TSDF provided that DOT rules are complied with. Some states, however, do not allow this practice. Call DOT and the Department of Environmental Protection regarding applicable regulations.

Selecting a Transporter or TSDF/Recycler. It is important to choose a transporter and TSDF carefully since the business remains responsible for the proper management of its hazardous waste even after it has left the site. For help in choosing a transporter or TSDF, check with the following sources: references from business colleagues who have used a specific hazardous waste transporter or TSDF; trade associations for an industry that might keep a file on companies that handle hazardous waste; and the Better Business Bureau or Chamber of Commerce in the TSDF's area, which might have a record of any complaints registered against a transporter or a facility. The Department of Environmental Protection or EPA Regional office can determine whether the transporter or TSDF has a U.S. EPA identification number and a permit, if required.

Preparing Hazardous Waste Manifests. A hazardous waste manifest must accompany all hazardous waste that is shipped off site. A hazardous waste manifest is a multipart form designed to track hazardous waste from generation to disposal. It will help to track waste during shipment and make sure it arrives at the proper destination. If waste is sent to a recycling facility, a business may be able to use a tolling agreement instead of a manifest. A tolling agreement is a "closed-loop" arrangement whereby a generator contracts with a recycling company to reclaim its hazardous waste and return it as a recycled product, thereby avoiding disposal. A copy of the contract must be kept on file for three years after the contract has ended. Various versions of hazardous waste manifest forms are available. Some states require their own manifest form. If the state that the waste is being shipped to requires its own manifest, use that state's form. To obtain manifest forms, contact the hazardous waste management agency of the recipient state, the transporter, or the TSDF that to be used. If the state that the waste is being shipped to does not have its own manifest, but the state in which the waste was generated does require its own manifest, use that state's form. To obtain blank forms, contact the transporter or the Department of Environmental Protection. If neither state requires a manifest, the federal Uniform Hazardous Waste Manifest, EPA Form 8700-22 may be used. Copies are available from some transporters, TSDFs, and some commercial printers. The Department of Environmental Protection can recommend manifest suppliers. All parts of a manifest must be filled in. Information requested includes: name of transporter, name of the designated facility, the EPA ID number, and a description of the waste based on DOT requirements, such as proper shipping name and hazard class. Call the DOT information line for more information on DOT waste description requirements. The transporter signs the completed manifest when the shipment is accepted for transport. The facility operator at the designated TSDF also signs the form when the shipment is received and sends a copy of it back to the business. The business must keep this copy on file for three years. (It might be a good practice, however, to keep it for as long as the business exists.) Any SQG that does not receive a signed copy of the manifest from the designated TSDF within 60 days of shipment must submit a legible copy of the manifest to the state or EPA regional office. This copy, known as an exception report, simply indicates that a signed copy was not received from the facility operator.



NOCATEE HAZARDOUS WASTE PLAN

Land Disposal Restrictions (LDR) Reporting Requirements. Regardless of where the waste is being sent, for each shipment of waste subject to LDRs a business must send the receiving TSDF or recycler an LDR notice. This notice must provide information about the waste, such as the EPA hazardous waste code and the LDR treatment standard. The purpose of this notice is to let the TSDF know that the waste must meet treatment standards before it is land disposed. There is no required form for this notice, but a TSDF may provide a form for use. A certification may also be required in specific situations. Call the RCRA Hotline, the Department of Environmental Protection, or EPA regional office and consult 40 CFR Part 268 for help with LDR notification and certification requirements.

Export Notification If hazardous waste is to be exported, the EPA must be notified 60 days before the intended date of shipment to obtain written consent. EPA's "Acknowledgement of Consent" document must accompany the shipment at all times. For more information on how to obtain the consent to export hazardous waste, contact the RCRA Hotline at 800 424-9346.

SUMMARY OF REQUIREMENTS FOR LARGE QUANTITY GENERATORS.

If a business is a Large Quantity Generator (LQG) (generating more than 2,200 lbs (1,000 kg) per month), it must comply with the full set of hazardous waste regulations. This table summarizes the federal LQG requirements. This is only a summary and does not include all of the LQG requirements. For more details, call the RCRA Hotline or see 40 CFR Part 262. Be sure to check with the Department of Environmental Protection as well, as some states have additional or more stringent requirements than the federal government.

LQG REQUIREMENTS

Hazardous Waste Determination (40 CFR 262.10) Generator Category Determination (40 CFR 262.10 (b) and 261.5 (b) and (c))

SUMMARY Identify all hazardous wastes generated. Measure the amount of hazardous waste generated per month to determine the generator category (e.g., LQG).

LQG REQUIREMENTS

EPA Identification Numbers (40 CFR 262.12)

SUMMARY Obtain a copy of EPA Form 8700-12, fill out the form, and send it to the contact listed with the form. An EPA identification number will be returned.

LQG REQUIREMENTS

Prepare Hazardous Waste for Shipment Off Site (40 CFR 262.30 - 262.33)

SUMMARY Package, label, mark, and placard wastes following Department of Transportation requirements. Ship waste using hazardous waste transporter.

LQG REQUIREMENTS

The Manifest (40 CFR 262.20 - 262.23, 262.42)



APPENDIX I: NOCATEE HAZARDOUS WASTE PLAN

SUMMARY Ship waste to hazardous waste treatment, storage, disposal, or recycling facility.
- Ship hazardous waste off site using the manifest system (EPA Form 8700-22) or state equivalent.

LQG REQUIREMENTS

Managing Hazardous Waste On Site (40 CFR 262.34)

SUMMARY Accumulate waste for no more than 90 days without a permit. Accumulate waste in: Containers Drip pads Tanks Containment buildings and comply with specified technical standards for each unit type. Comply with Preparedness and Prevention requirements. Prepare written Contingency Plan. Train employees in hazardous waste management and emergency response.

LQG REQUIREMENTS

Recordkeeping and Biennial Report (40 CFR 262.40 - 262.41)

SUMMARY Retain specified records for three years. Submit biennial report by March 1 of even numbered years covering generator activities for the previous year.

LQG REQUIREMENTS

Comply with Land Disposal Restrictions (40 CFR 268)

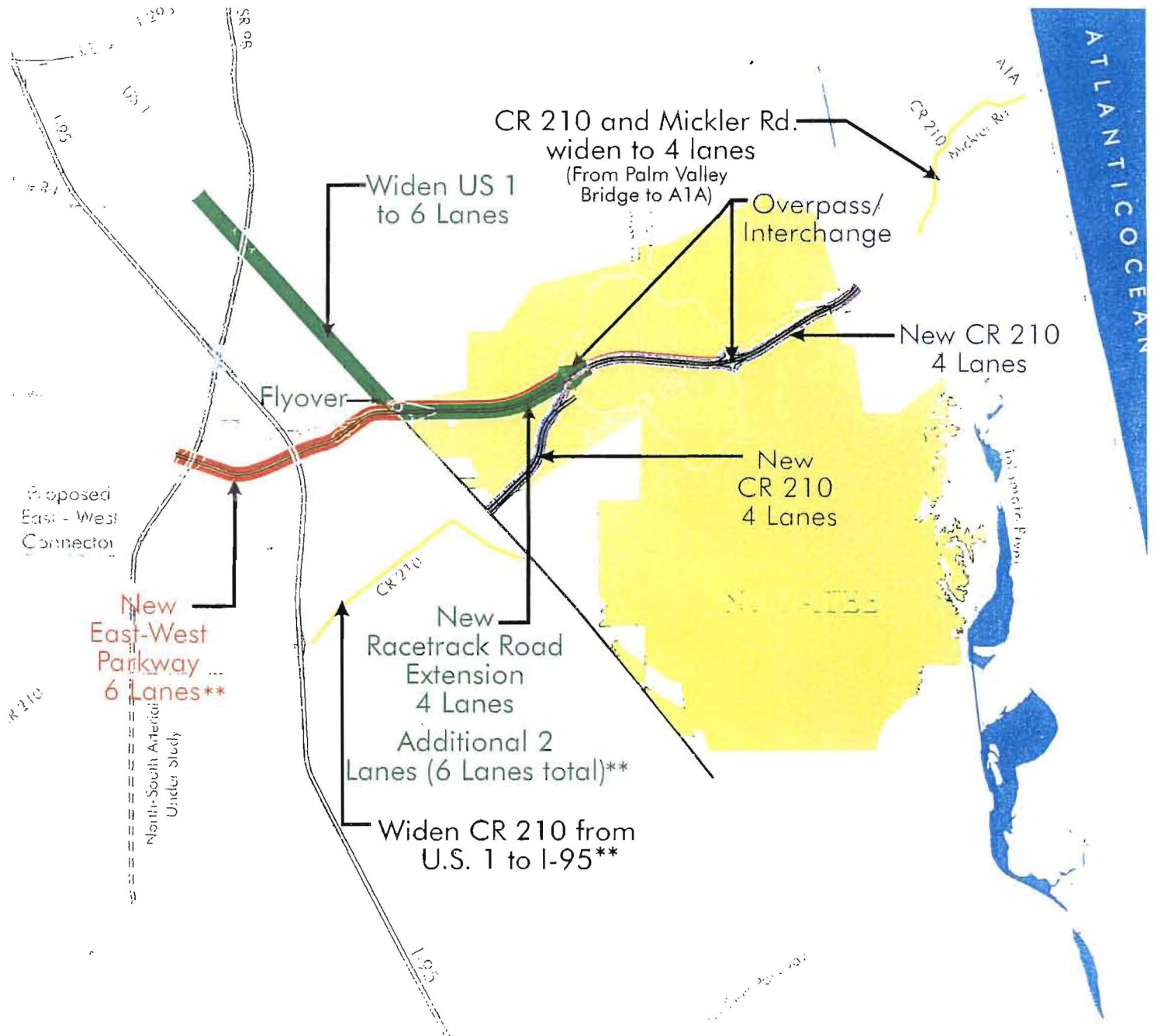
SUMMARY Ensure that wastes meet treatment standards prior to land disposal. Send notifications and certifications to TSDF as required. Maintain waste analysis plan if treating on site.

EXHIBIT 11

Off-Site Transportation Improvements Map



Proposed Off-Site Transportation Mitigation Plan*



*Does not include donation of right-of-way for SR 9B and CR 210.

EXHIBIT 12

West Interchange Design



ROBINSON
Engineering Group

PROJECT NOCATEE DRI
 SHEET NO. 1 OF 1
 CALCULATED BY JMR DATE 1/17/01
 CHECKED BY _____ DATE _____
 SCALE NA

6272 Dupont Station Court
Jacksonville, FL 32217

CONCEPTUAL LAYOUT

INTERCHANGE OF CR 210 / EAST TC LOOP / RACETRACK RD. EXT.

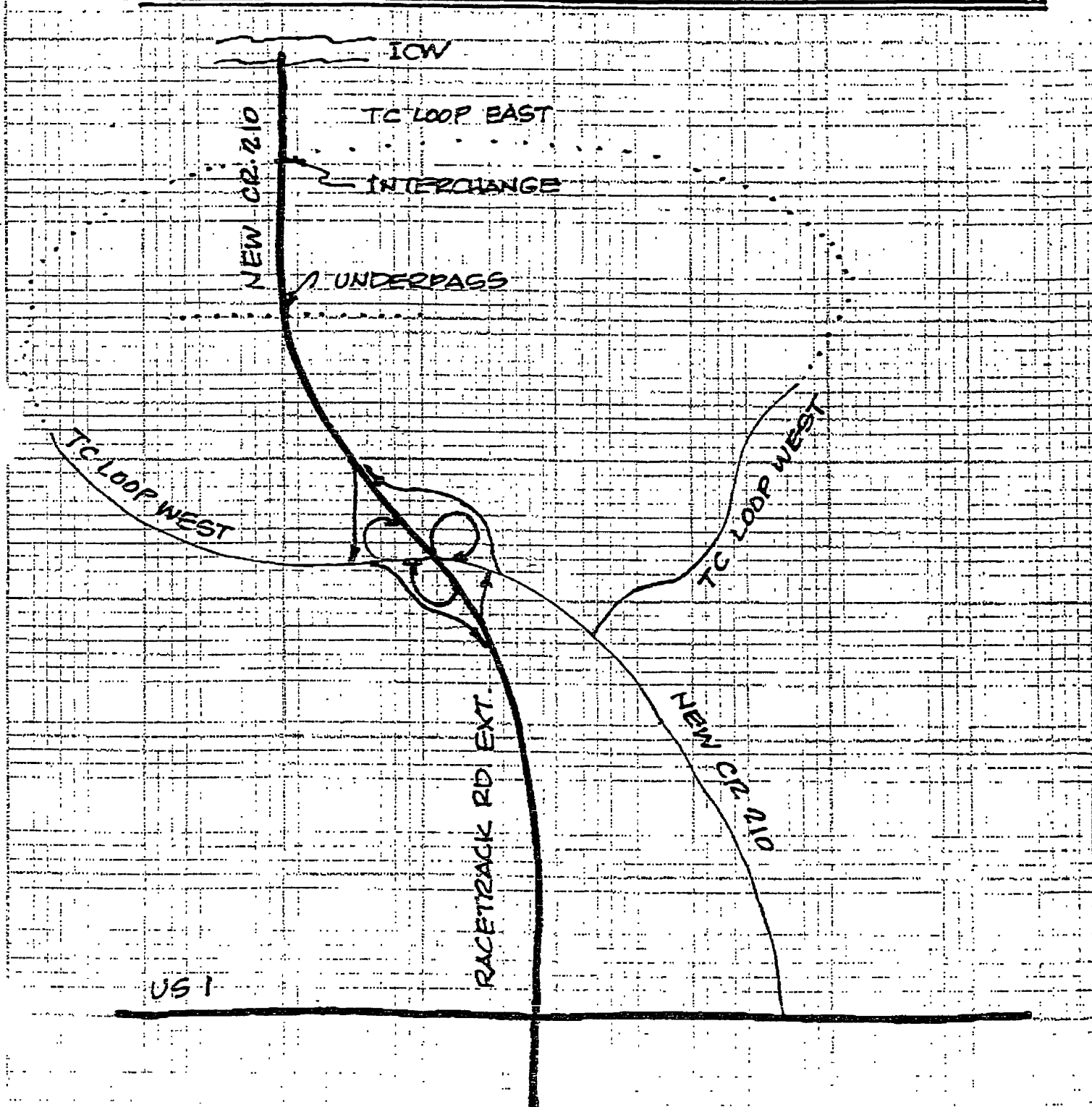


EXHIBIT 13

Trip Generation Tables

Revised Table 21-8b

Hot-251RPA1-01TDM.ctb

Nocatee Phase 5 Year 2025 (25 Year Full Build-Out) Cumulative Trip Generation - City of Jacksonville (Duval County) Land Uses Only

Main data table with columns: Land Use Group, ITE Code, Bartram Park DRP Parcel #, DRI TAZ, JUATS TAZ, Land Use, Build-Out Quantity, Units, Total Daily, % TDM, TDM Daily, Daily w/ TDM Red, % Pass-by Daily, Pass-by Daily, Non-Pass-by Daily, % Internal, Internal Daily, Daily Ext Trips, Total PM PK, % TDM, TDM PM PK, PM PK w/ TDM Red, % Pass-by PM PK, Pass-by PM PK, Non-Pass-by PM PK, % Internal, Internal PM PK, PM PK Ext Trips, In, Out.

Source: Trip Generation, 6th Edition, ITE

Jacksonville (Duval County) Cumulative Land Use Totals for Phase

Total Nocatee Cumulative Land Use Totals for Phase

Daily Trip Summary table with columns: County, St, TAZ, Non-PB, Internal, External

PM Peak Hour Trip Summary table with columns: County, St, TAZ, Non-PB, Internal, External

Table 21-8b

EXHIBIT 14

Omitted

EXHIBIT 15

9B Right-of-Way Map

SECTION OF A PORTION OF SECTIONS 5, 8, AND 17, TOWNSHIP 4 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA.

DDI, INC. TO F.D.O.T. FOR S.R. 9B

GRAPHIC SCALE

NOTES:

1) THIS MAP IS NOT A SURVEY.

2) NAMED AND UNNAMED STREETS AND ROADS SHOWN HEREON WITHIN THE SUBDIVISIONS OF BAYARD AND BAYARD FARMS (UNRECORDED) ARE INCLUDED IN THE TOTAL ACREAGE AREA ESTIMATE, BUT MAY BE OPEN PUBLIC RIGHT OF WAYS.

3) BOUNDARY DELINEATION AND AREA SHOWN HEREON IS A GRAPHIC ESTIMATION BASED ON COMPILATION OF AVAILABLE INFORMATION AND SUBJECT TO ACTUAL DETERMINATION BY FIELD SURVEY.



(IN FEET)
1 inch = 1000 ft.

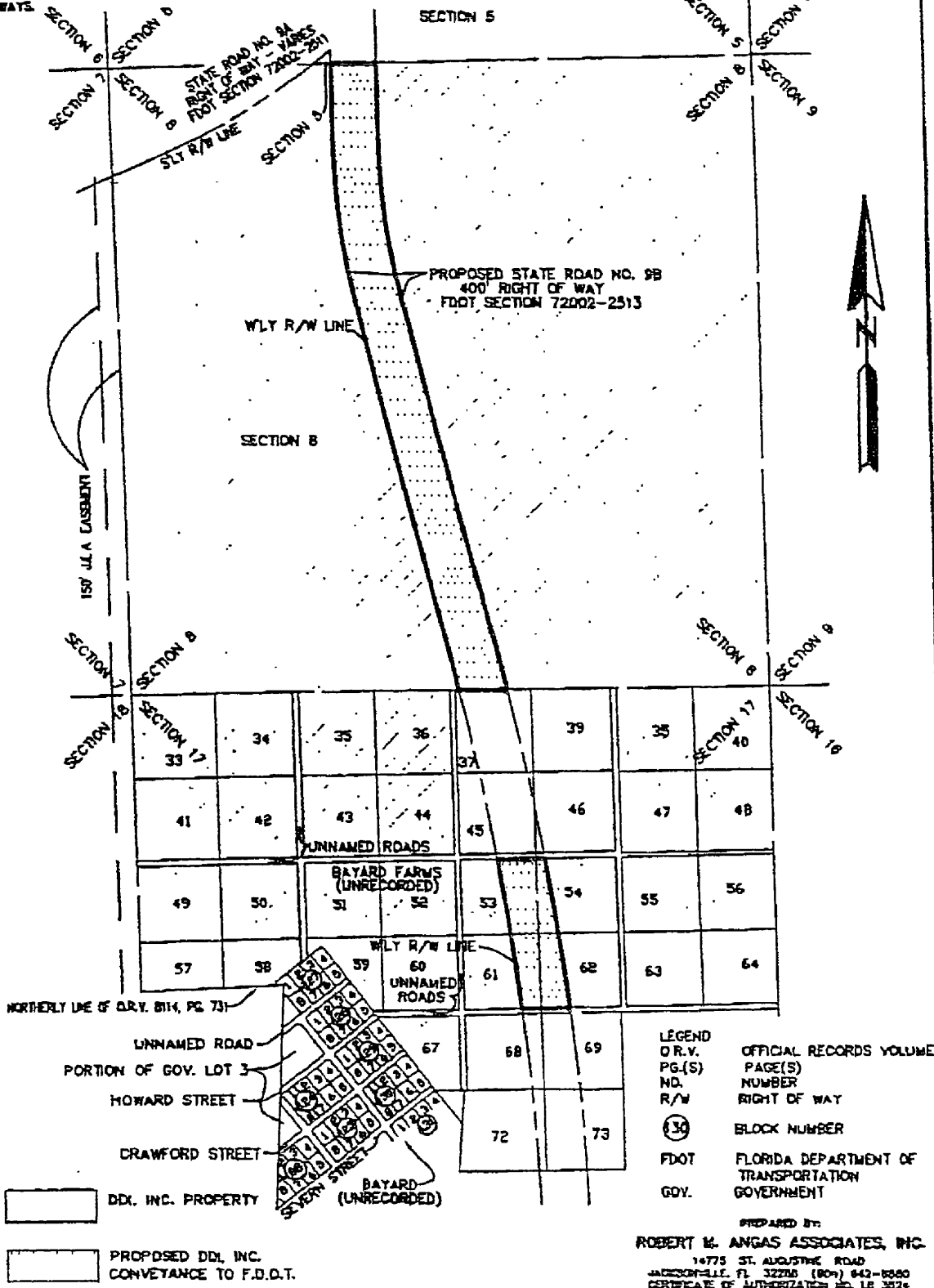


EXHIBIT 16










Master Circulation Plan



NOCATEE MASTER CIRCULATION PLAN

Map H-2

Legend

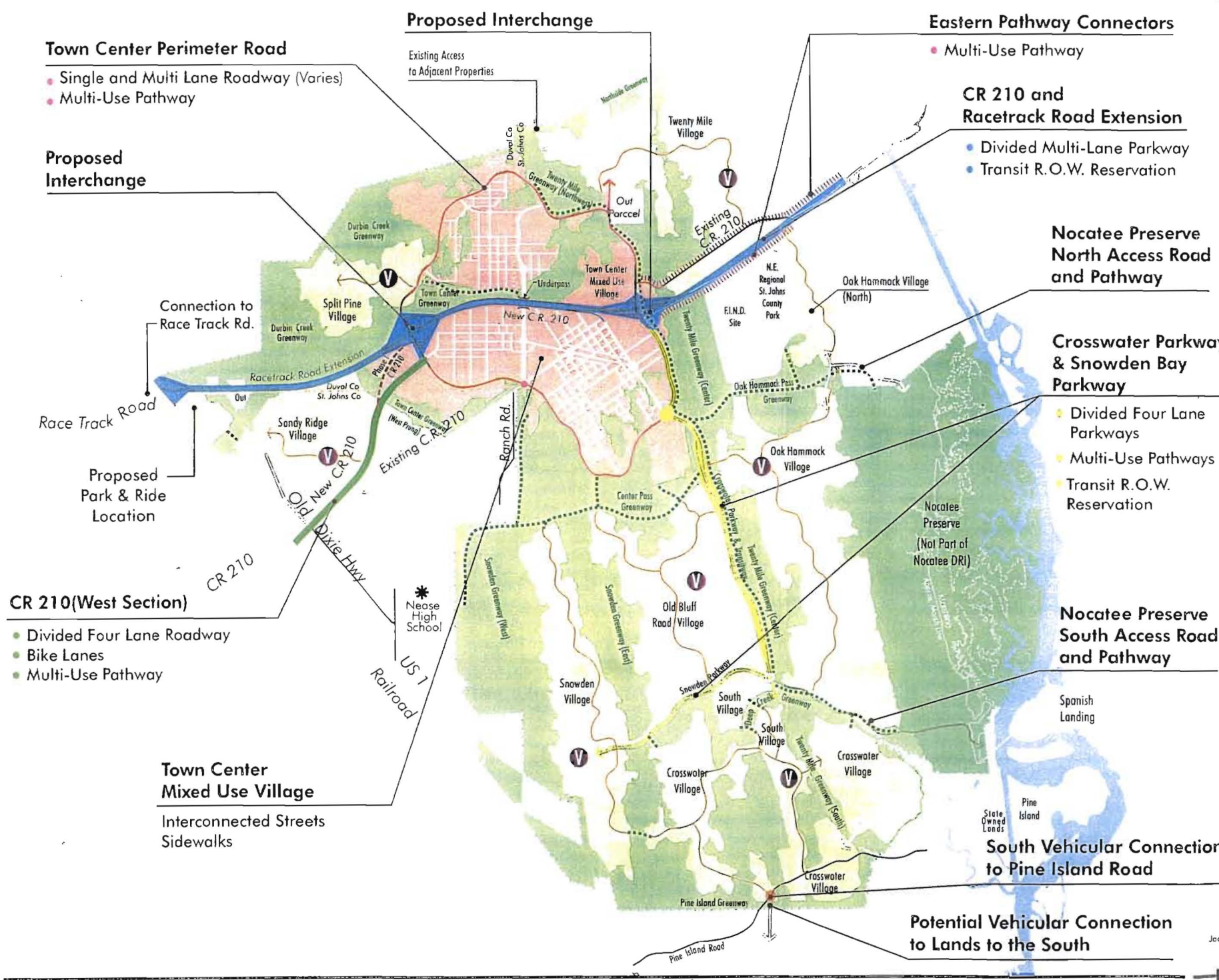
-  Town Center Perimeter Road
-  Crosswater Parkway and Snowden Parkway
-  New CR 210 (West Section)
-  Nocatee Preserve Access Road
-  New CR 210 and East-West Parkway
-  Greenway Paths and Trails
-  Pathway Connector
-  Internal Village Pathways (See Note 3)
-  Village Center

NOTES:

1. Boundaries of the greenways and villages are subject to change based on final wetland surveys and master plan refinement.
2. The alignment of CR 210, other roadways and pathways are subject to change based on regulatory approval, engineering design and evaluation, permitting and site planning refinement. Location and number of access points to villages may vary.
3. Sidewalks and paths constructed as part of development of neighborhoods will link together to form the internal village pathways.
4. Village center location are conceptual and subject to change and will be identified on the PUD village Master Development Plan.
5. Interchange design shall be consistent with D.O. Exhibit 12.

PROSSER HALLOCK

Jacksonville D.O. Exhibit
February 13, 2001



Town Center Perimeter Road

- Single and Multi Lane Roadway (Varies)
- Multi-Use Pathway

Proposed Interchange

Connection to Race Track Rd.

Race Track Road

Proposed Park & Ride Location

CR 210 (West Section)

- Divided Four Lane Roadway
- Bike Lanes
- Multi-Use Pathway

Town Center Mixed Use Village

Interconnected Streets
Sidewalks

Proposed Interchange

Existing Access to Adjacent Properties

Eastern Pathway Connectors

- Multi-Use Pathway

CR 210 and Racetrack Road Extension

- Divided Multi-Lane Parkway
- Transit R.O.W. Reservation

Nocatee Preserve North Access Road and Pathway

Crosswater Parkway & Snowden Bay Parkway

- Divided Four Lane Parkways
- Multi-Use Pathways
- Transit R.O.W. Reservation

Nocatee Preserve South Access Road and Pathway

South Vehicular Connection to Pine Island Road

Potential Vehicular Connection to Lands to the South

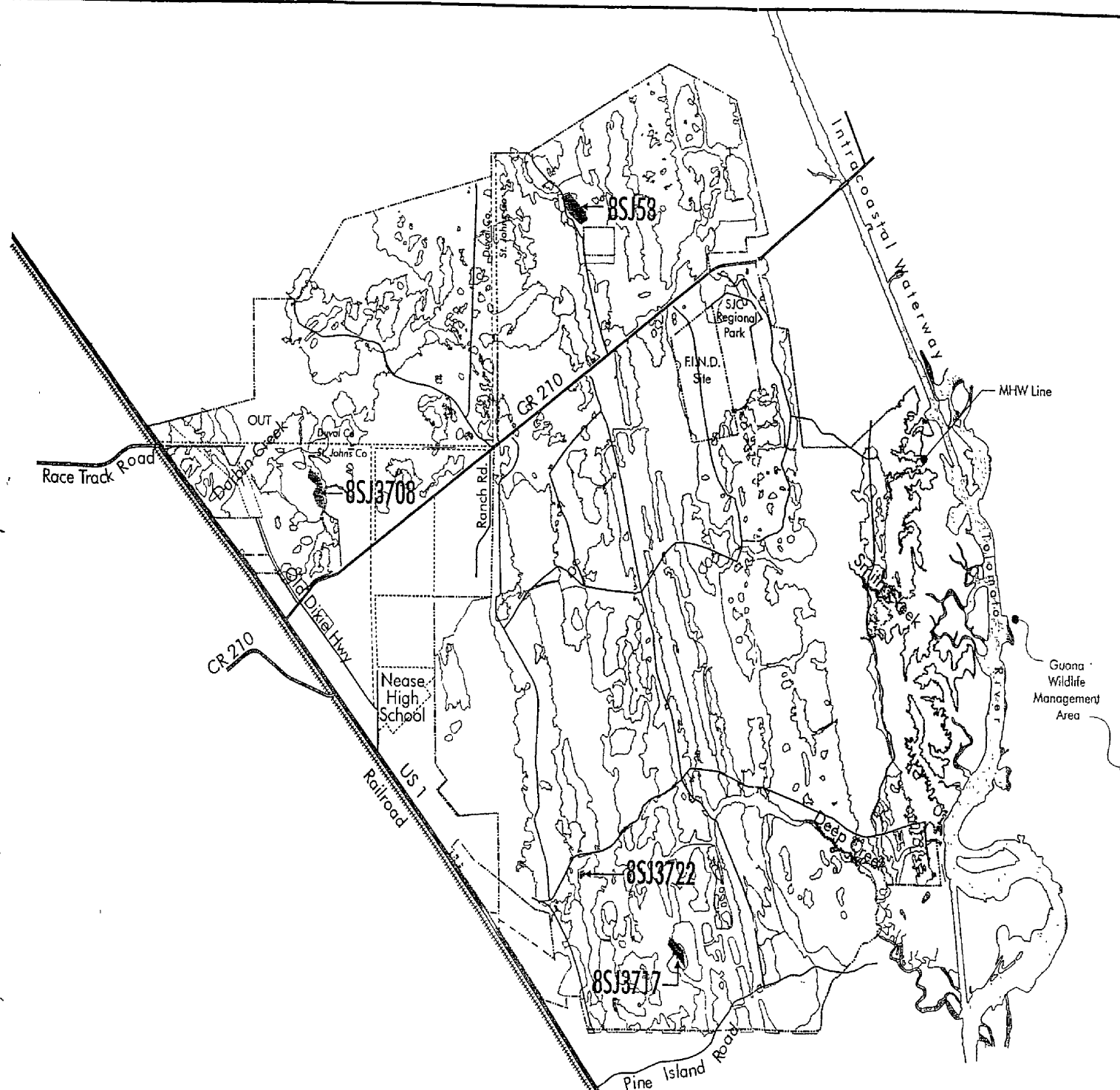
EXHIBIT 17

Historic and Archaeological Sites






NOCATEE

HISTORICAL and ARCHEOLOGICAL SITES



Legend

-  Archeological Sites
-  Major Trail Roads
-  FLUCCS Boundary

Prepared by:
Prosser Hallock, Inc.

Source:
Prosser Hallock, Inc., 1999
Environmental Services, Inc., 1999