

RESOLUTION NO. 2004- 181

A RESOLUTION BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, REPLACING RESOLUTION 2004-131 DUE TO A CHANGE IN THE LEGAL DESCRIPTION AND LOCATION OF THE MITIGATION AREA PROVIDED BY SONOC COMPANY LLC FOR INTERSECTION IMPROVEMENTS AT THE COUNTY ROAD 210 AND MICKLER ROAD.

RECITALS

WHEREAS, due to a change in legal description and location of the mitigation area, this Resolution will replace Resolution 2004-131 adopted June 15, 2004; and

WHEREAS, the intersection improvements at County Road 210 and Mickler Road would benefit the transportation needs of St. Johns County residents; and

WHEREAS, the aforementioned intersection improvements will require 4.66 acres of wetland creation, wetland preservation and upland preservation to offset impacts associated with intersection improvements; and

WHEREAS, per the Nocatee Development Order, the developer is required to provide mitigation for improvements to the intersection of County Road 210 and Mickler Road; and

WHEREAS, Sonoc Company LLC has agreed to encumber approximately 4.66 acres to be used as mitigation for said intersection improvements; and

WHEREAS, the attached Conservation Easement, Exhibit "A", encumbering 4.66 acres has been accepted by the permitting agencies as the mitigation site for the aforementioned intersection improvements; and

WHEREAS, the mitigation site requires creation and monitoring by St. Johns County, the attached Access Agreement, attached hereto as Exhibit "B", is required; and

WHEREAS, by encumbering the 4.66 acres of mitigation land, the mitigation requirements of the Nocatee Development Order related to the County Road 210 and Mickler Road intersection improvements will be satisfied.

NOW THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County, Florida, as follows:

Section 1. The above Recitals are incorporated by reference into the body of this Resolution and such Recitals are adopted as findings of fact.

Section 2. The Board hereby accepts the 4.66 acres identified for the purposes stated above.


Section 3. The Board hereby approves and authorizes the placement of the aforementioned 4.66 acres under a Conservation Easement to mitigate impacts from the intersection improvements at County Road 210 and Mickler Road.

Section 4. The Board hereby approves and authorizes for execution by the County Administrator the aforementioned Access Agreement.


Section 5. Upon receipt from the Sonoc Company LLC, the Clerk is instructed to record the Conservation Easement in the public records of St. Johns County.

PASSED AND ADOPTED by the Board of County Commissioners of St. Johns County, Florida, this 20th day of July, 2004.

BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA

By: 
Karen R. Stern, Chair

ATTEST: Cheryl Strickland, Clerk

By: 
Deputy Clerk

**Return recorded original to:
Office of General Counsel
St. Johns River Water Management District
P.O. Box 1429
Palatka, FL 32178-1429**

CONSERVATION EASEMENT

THIS CONSERVATION EASEMENT is made this ____ day of _____, 2004 by Sonoc Company, LLC, a Delaware limited liability company, having an address at 4310 Pablo Oaks Court, Jacksonville, Florida, 32224-9631 ("Grantor"), in favor of the ST. JOHNS RIVER WATER MANAGEMENT DISTRICT, a public body existing under Chapter 373, Florida Statutes, having a mailing address at P. O. Box 1429, Palatka, Florida 32178-1429 ("Grantee").

WITNESSETH:

WHEREAS, Grantor solely owns in fee simple certain real property in St. Johns County, Florida, more particularly described in Exhibit "A" attached hereto and incorporated by this reference (the "Property"), which is subject to District Permit No. 4-031-87432-1 ("Grantor's Permit") issued by Grantee;

WHEREAS, St. Johns County (the "County") and Sembler Family Partnership # 27, Ltd., a Florida limited partnership ("Sembler") have requested Grantor to grant this Conservation Easement to satisfy a condition of a modification to District Permit Nos. 4-109-90981-1 and 4-109-21263-1, ("Sembler's Permits") issued by Grantee, solely to off-set adverse impacts to natural resources, fish and wildlife, and welland functions;

WHEREAS, Grantor's Permit and Sembler's Permits are sometimes collectively referred to herein as the "Permits";

WHEREAS, the County intends to conduct certain mitigation activities within the Property in accordance with the requirements of District Permit No. 4-109-90981-1;

WHEREAS, Grantor desires to preserve the Property in its natural condition in perpetuity; and

WHEREAS, Grantor will benefit from the grant of this Conservation Easement inasmuch as it will satisfy certain obligations of Grantor under the Nocalee Development Order issued by the County.

NOW THEREFORE, in consideration of the above and the mutual covenants, terms, conditions and restrictions contained herein, and pursuant to the provisions of section 704.06, Florida Statutes, Grantor hereby voluntarily grants and conveys to Grantee a conservation easement in perpetuity over the Property of the nature and character and to the extent hereinafter set forth (the "Conservation Easement"). Grantor fully warrants title to said Property, and will warrant and defend the same against the lawful claims of all persons whomsoever.

1. Purpose. The purpose of this Conservation Easement is to assure that the Property will be retained forever in its existing natural condition and to prevent any use of the Property that will impair or interfere with the environmental value of the Property.

2. Prohibited Uses. Any activity on or use of the Property inconsistent with the purpose of this Conservation Easement is prohibited. Without limiting the generality of the foregoing, the following activities and uses are expressly prohibited, except to the extent specifically authorized by the Permits:

(a) Construction or placing buildings, roads, signs, billboards or other advertising, utilities or other structures on or above the ground.

(b) Dumping or placing soil or other substance or material as landfill or dumping or placing of trash, waste or unsightly or offensive materials.

(c) Removing or destroying trees, shrubs, or other vegetation.

(d) Excavating, dredging or removing loam, peat, gravel, soil, rock or other material substances in such a manner as to affect the surface.

(e) Surface use, except for purposes that permit the land or water area to remain predominantly in its natural condition.

(f) Activities detrimental to drainage, flood control, water conservation, erosion control, soil conservation, or fish and wildlife habitat preservation.

(g) Acts or uses detrimental to such retention of land or water areas.

(h) Acts or uses detrimental to the preservation of the structural integrity or physical appearance of sites or properties of historical, architectural, archaeological, or cultural significance.

3. Reserved Rights. Grantor reserves unto itself, and its successors and assigns, all rights accruing from its ownership of the Property, including the right to engage in or permit or invite others to engage in all uses of the Property that are not expressly prohibited herein and are not inconsistent with the purpose of this Conservation Easement.

4. Rights of Grantee. To accomplish the purposes stated herein, Grantor conveys the following rights to Grantee:

(a) To enter upon and inspect the Property in a reasonable manner and at reasonable times to determine if Grantor or its successors and assigns are complying with the covenants and prohibitions contained in this Conservation Easement.

(b) To proceed at law or in equity to enforce the provisions of this Conservation Easement and the covenants set forth herein, to prevent the occurrence of any of the prohibited activities set forth herein, and require the restoration of areas or features of the Property that may be damaged by any activity inconsistent with this Conservation Easement.

(c) To enter upon the Property to complete any mitigation activities authorized pursuant to District Permit No. 4-109-90981-1.

5. Grantee's Discretion. Grantee may enforce the terms of this Conservation Easement at its discretion, but if Grantor breaches any term of this Conservation Easement and Grantee does not exercise its rights under this Conservation Easement, Grantee's forbearance shall not be construed to be a waiver by Grantee of such term, or of any subsequent breach of the same, or any other term of this Conservation Easement, or of any of the Grantee's rights under this Conservation Easement. No delay or omission by Grantee in the exercise of any right or remedy upon any breach by Grantor shall impair such right or remedy or be construed as a waiver. Grantee shall not be obligated to Grantor, or to any other person or entity, to enforce the provisions of this Conservation Easement.

6. Grantee's Liability. Grantor will assume all liability for any injury or damage to the person or property of third parties which may occur on the Property arising solely from Grantor's actions upon the Property or ownership of the Property, but excluding any liability for acts of Sembler, the County or Grantee in the conduct of their activities upon the Property. Neither Grantor, nor any person or entity claiming by or through Grantor, shall hold Grantee liable for any damage or injury to person or personal

property which may occur on the Property (except as such damage or injury may have occurred as a result of the actions of Grantee or its agents).

7. Acts Beyond Grantor's Control. Nothing contained in this Conservation Easement shall be construed to entitle Grantee to bring any action against Grantor for any injury to or change in the Property unless caused by Grantor. Without limiting the foregoing, nothing contained in this Conservation Easement shall be construed to entitle Grantee to bring any action against Grantor for any injury to or change in the Property resulting from natural causes beyond Grantor's control, including, without limitation, fire, flood, storm and earth movement, or from any necessary action taken by Grantor under emergency conditions to prevent, abate or mitigate significant injury to the Property or to persons resulting from such causes, or for any acts or omissions of Sembler, the County, the Grantee or any other person other than Grantor, or any person claiming by or through Sembler, the County, the Grantee or any other person other than Grantor in the conduct of their activities upon the Property.

8. Recordation. Grantor shall record this Conservation Easement in timely fashion in the Official Records of St. Johns County, Florida, and shall rerecord it at any time Grantee may require to preserve its rights. The County shall pay all recording costs and taxes necessary to record this Conservation Easement in the public records. The County will hold Grantee harmless from any recording costs or taxes necessary to record this Conservation Easement in the public records.

9. Successors. The covenants, terms, conditions and restrictions of this Conservation Easement shall be binding upon, and inure to the benefit of the parties hereto and their respective personal representatives, heirs, successors and assigns and shall continue as a servitude running in perpetuity with the Property.

IN WITNESS WHEREOF, Grantor has executed this Conservation Easement on the day and year first above written.

Signed, sealed and delivered
in our presence as witnesses:

GRANTOR:

SONOC COMPANY, LLC, a Delaware limited
liability company

Signature: _____

By: _____
Its Vice President

Printed Name: _____

Printed Name: Harry D. Francis

Signature: _____

Printed Name: _____

STATE OF FLORIDA

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 2004, by Harry D. Francis, as Vice President of Sonoc Company, LLC, who is personally known to me or who has produced _____ as identification.

Notary Public, State of Florida

Name:

My Commission Expires:

My Commission Number is:

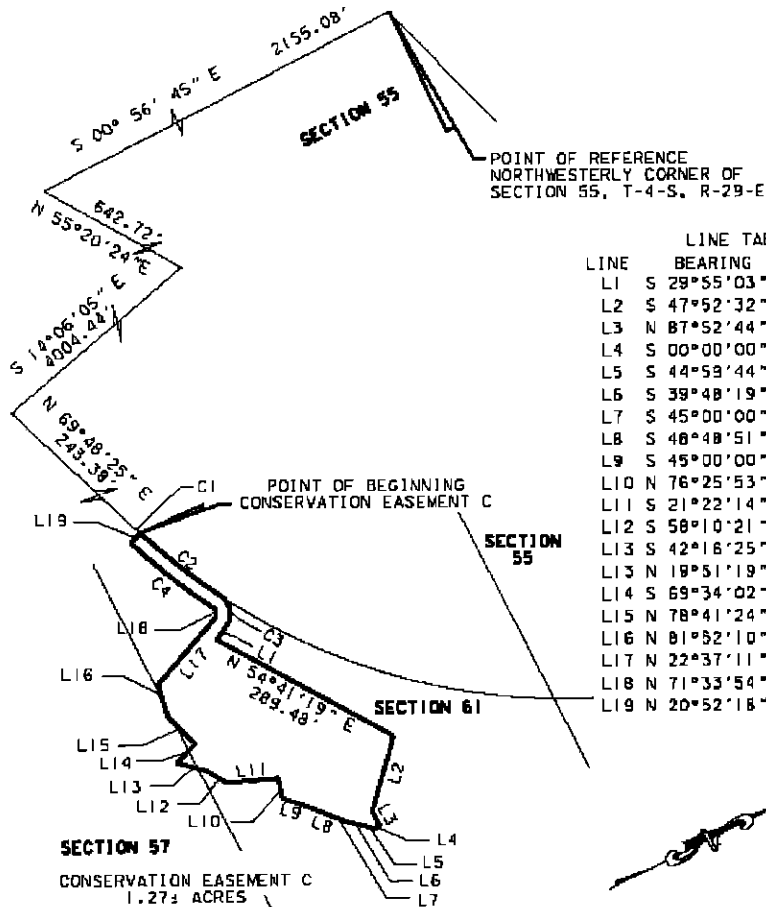
Exhibit "A" to Conservation Easement

MAP OF

PALM VALLEY PUBLIC - CONSERVATION EASEMENT C SOUTH OF DAVIS PARK
 A PART OF SECTIONS 57 AND 61, TOWNSHIP 4 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA
 (SEE ATTACHED FOR FURTHER LEGAL DESCRIPTION)

CURVE TABLE

CURVE	RADIUS	DELTA	ARC	CHORD	CHORD BEARING
C1	900.00'	0°40'44"	10.66'	10.66'	N 69°28'04" E
C2	900.00'	9°24'59"	147.91'	147.74'	N 64°25'13" E
C3	29.67'	90°22'13"	46.79'	42.09'	S 75°06'10" E
C4	920.00'	9°36'38"	154.32'	154.14'	S 64°19'23" W



LINE TABLE

LINE	BEARING	DISTANCE
L1	S 29°55'03" E	25.87
L2	S 47°52'32" E	114.39
L3	N 87°52'44" E	23.44
L4	S 00°00'00" W	9.44
L5	S 44°59'44" W	9.28
L6	S 39°48'19" W	25.62
L7	S 45°00'00" W	27.84
L8	S 48°48'51" W	34.88
L9	S 45°00'00" W	41.76
L10	N 76°25'53" W	29.83
L11	S 21°22'14" W	74.09
L12	S 58°10'21" W	34.13
L13	S 42°18'25" W	44.60
L13	N 19°51'19" W	38.28
L14	S 69°34'02" W	54.42
L15	N 78°41'24" W	25.50
L16	N 81°52'10" W	23.20
L17	N 22°37'11" W	127.95
L18	N 71°33'54" W	11.26
L19	N 20°52'18" W	20.00

PC DENOTES POINT OF CURVE
 PRC DENOTES POINT OF REVERSE CURVE
 PT DENOTES POINT OF TANGENCY

NOTES:

- BEARINGS SHOWN HEREON BASED ON SURVEY OF DAVIS PARK, PREPARED BY ST. JOHNS COUNTY PUBLIC WORKS DEPARTMENT, SURVEYING AND MAPPING/GIS DIVISION, DATED DECEMBER 18, 2000, WITH A BEARING ON THE WEST LINE OF SECTION 55 BEING S 00°56'45" E.

THIS IS A MAP ONLY AND DOES NOT PURPORT TO BE A SURVEY



Engineers
 Planners
 Landscape Architects
 Surveyors

1900 Corporate Square Boulevard • Jacksonville, Florida 32216 •
 (904) 721-2991 • Fax: (904) 861-2451
 Certification Number LB 6739

I HEREBY CERTIFY THAT THIS MAP MEETS THE MINIMUM TECHNICAL STANDARDS AS SET FORTH BY THE FLORIDA BOARD OF SURVEYORS AND MAPPERS PURSUANT TO CHAPTER 472, DEPT OF THE FLORIDA STATUTES, AND 61G17-6 OF THE FLORIDA ADMINISTRATIVE CODE.

CARL J. SCHELLHASE FLA. P.S.M. CERT. NO. LS 5087
 BRENDA D. CATONE FLA. P.S.M. CERT. NO. LS 5147
 JOSEPH K. ILEX FLA. P.S.M. CERT. NO. LS 6086
 FIELD N/A SIGNED JUNE 25, 2004
 SCALE: 1" = 200'

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

PALM VALLEY PUBLIX - CONSERVATION EASEMENT C SOUTH OF DAVIS PARK

A PART OF SECTIONS 57 AND 61, TOWNSHIP 4 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE, COMMENCE AT THE NORTHWESTERLY CORNER OF SECTION 55, OF SAID TOWNSHIP AND RANGE; THENCE SOUTH 00°56'45" EAST, ALONG THE WEST LINE OF SAID SECTION 55, A DISTANCE OF 2155.08 FEET; THENCE NORTH 55°20'24" EAST, LEAVING SAID WEST LINE, A DISTANCE OF 642.72 FEET TO THE NORTHWEST CORNER OF DAVIS PARK, AS SHOWN ON SURVEY PREPARED BY ST. JOHNS COUNTY PUBLIC WORKS DEPARTMENT, SURVEYING AND MAPPING/GIS DIVISION, DATED DECEMBER 18, 2000; THENCE SOUTH 14°06'05" EAST, ALONG THE WESTERLY LINE OF SAID DAVIS PARK, A DISTANCE OF 4004.44 FEET; THENCE NORTH 69°48'25" EAST, ALONG THE SOUTHERLY LINE OF SAID DAVIS PARK, A DISTANCE OF 243.38 FEET TO THE POINT OF CURVE OF A CURVE, CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 900.00 FEET, THENCE NORTHEASTERLY, CONTINUING ALONG SAID SOUTHERLY LINE OF DAVIS PARK AND ALONG THE ARC OF SAID CURVE, AN ARC DISTANCE OF 10.66 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF NORTH 69°28'04" EAST, AND A CHORD DISTANCE OF 10.66 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE NORTHEASTERLY, ALONG SAID SOUTHERLY LINE, AND ALONG THE ARC OF SAID CURVE, AN ARC DISTANCE OF 147.91 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF NORTH 64°25'13" EAST, AND A CHORD DISTANCE OF 147.74 FEET TO THE POINT OF REVERSE CURVE OF A CURVE, CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 29.67 FEET, THENCE SOUTHEASTERLY, LEAVING SAID SOUTHERLY LINE, AND ALONG THE ARC OF SAID CURVE, AN ARC DISTANCE OF 46.79 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF SOUTH 75°06'10" EAST, AND A CHORD DISTANCE OF 42.09 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 29°55'03" EAST, A DISTANCE OF 25.87 FEET; THENCE NORTH 54°41'19" EAST, A DISTANCE OF 289.48 FEET; THENCE SOUTH 47°52'32" EAST, A DISTANCE OF 114.39 FEET; THENCE NORTH 87°52'44" EAST, A DISTANCE OF 23.44 FEET; THENCE SOUTH 00°00'00" WEST, A DISTANCE OF 9.44 FEET; THENCE SOUTH 44°59'44" WEST, A DISTANCE OF 9.28 FEET; THENCE SOUTH 39°48'19" WEST, A DISTANCE OF 25.62 FEET; THENCE SOUTH 45°00'00" WEST, A DISTANCE OF 27.84 FEET; THENCE SOUTH 48°48'51" WEST, A DISTANCE OF 34.88 FEET; THENCE SOUTH 45°00'00" WEST, A DISTANCE OF 41.76 FEET; THENCE NORTH 76°25'53" WEST, A DISTANCE OF 29.83 FEET; THENCE SOUTH 21°22'14" WEST, A DISTANCE OF 74.09 FEET; THENCE SOUTH 58°10'21" WEST, A DISTANCE OF 34.13 FEET; THENCE SOUTH 42°16'25" WEST, A DISTANCE OF 44.60 FEET; THENCE NORTH 19°51'19" WEST, A DISTANCE OF 38.28 FEET; THENCE SOUTH 69°34'02" WEST, A DISTANCE OF 54.42 FEET; THENCE NORTH 78°41'24" WEST, A DISTANCE OF 25.50 FEET; THENCE NORTH 81°52'10" WEST, A DISTANCE

OF 23.20 FEET; THENCE NORTH 22°37'11" WEST, A DISTANCE OF 127.95 FEET; THENCE NORTH 71°33'54" WEST, A DISTANCE OF 11.26 FEET TO A POINT ON A CURVE, CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 920.00 FEET; THENCE SOUTHWESTERLY, ALONG THE ARC OF SAID CURVE, AN ARC DISTANCE OF 154.32 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF SOUTH 64°19'23" WEST, AND A CHORD DISTANCE OF 154.14 FEET TO A POINT ON SAID CURVE; THENCE NORTH 20°52'18" WEST, A DISTANCE OF 20.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 1.27 ACRES, MORE OR LESS.

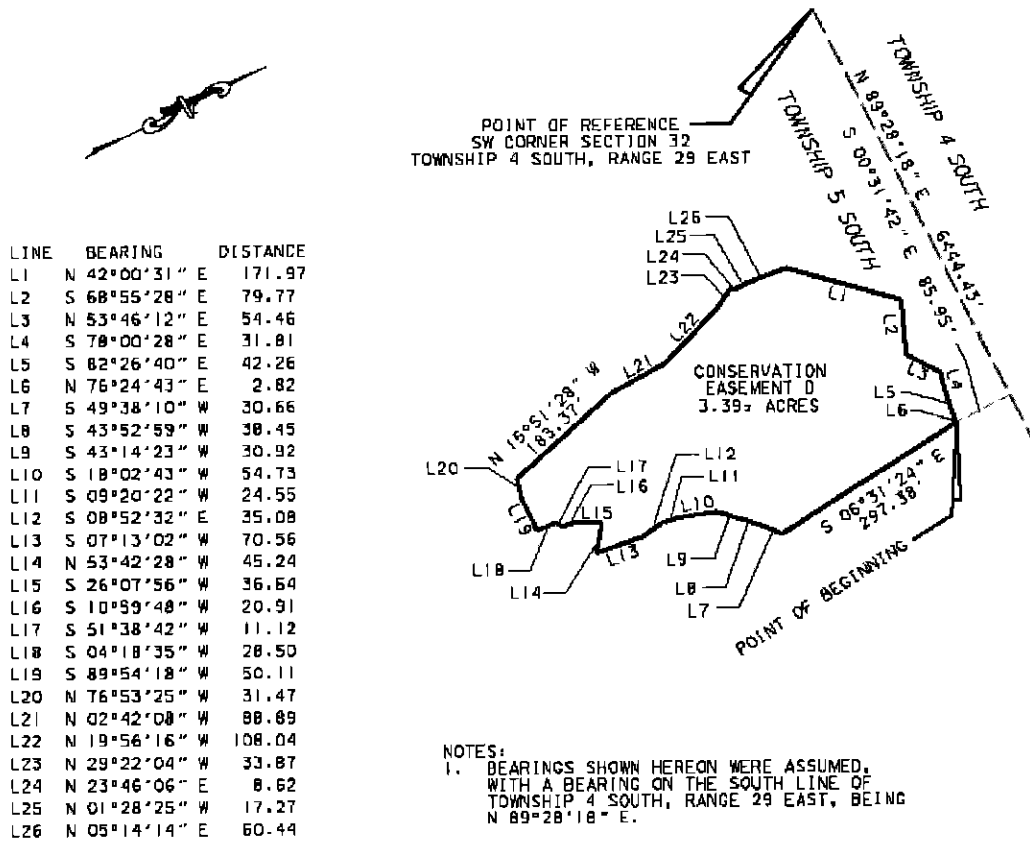
Exhibit "A" to Conservation Easement

MAP OF

PALM VALLEY PUBLIX - CONSERVATION EASEMENT D AT DAVIS PARK

A PART OF THE WILLIAM TRAVERS GRANT, SECTION 65, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE, COMMENCE AT THE SOUTHWEST CORNER OF SECTION 32, TOWNSHIP 4 SOUTH, RANGE 29 EAST, OF SAID COUNTY; THENCE NORTH 89°28'18" EAST, ALONG THE NORTH LINE OF TOWNSHIP 4 SOUTH, RANGE 29 EAST, A DISTANCE OF 6444.43 FEET; THENCE SOUTH 00°31'42" EAST, LEAVING SAID TOWNSHIP LINE, A DISTANCE OF 85.95 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 06°31'24" EAST, A DISTANCE OF 297.38 FEET; THENCE SOUTH 49°38'10" WEST, A DISTANCE OF 30.66 FEET; THENCE SOUTH 43°52'59" WEST, A DISTANCE OF 38.45 FEET; THENCE SOUTH 43°14'23" WEST, A DISTANCE OF 30.92 FEET; THENCE SOUTH 18°02'43" WEST, A DISTANCE OF 54.73 FEET; THENCE SOUTH 09°20'22" WEST, A DISTANCE OF 24.55 FEET; THENCE SOUTH 08°52'32" EAST, A DISTANCE OF 35.08 FEET; THENCE SOUTH 07°13'02" WEST, A DISTANCE OF 70.56 FEET; THENCE NORTH 53°42'28" WEST, A DISTANCE OF 45.24 FEET; THENCE SOUTH 26°07'56" WEST, A DISTANCE OF 36.64 FEET; THENCE SOUTH 10°59'48" WEST, A DISTANCE OF 20.91 FEET; THENCE SOUTH 51°38'42" WEST, A DISTANCE OF 11.12 FEET; THENCE SOUTH 04°18'35" WEST, A DISTANCE OF 28.50 FEET; THENCE SOUTH 89°54'18" WEST, A DISTANCE OF 50.11 FEET; THENCE NORTH 76°53'25" WEST, A DISTANCE OF 31.47 FEET; THENCE NORTH 15°51'28" WEST, A DISTANCE OF 183.37 FEET; THENCE NORTH 02°42'08" WEST, A DISTANCE OF 88.89 FEET; THENCE NORTH 19°56'16" WEST, A DISTANCE OF 108.04 FEET; THENCE NORTH 29°22'04" WEST, A DISTANCE OF 33.87 FEET; THENCE NORTH 23°46'06" WEST, A DISTANCE OF 8.62 FEET; THENCE NORTH 01°28'25" WEST, A DISTANCE OF 17.27 FEET; THENCE NORTH 05°14'14" EAST, A DISTANCE OF 60.44 FEET; THENCE NORTH 42°00'31" EAST, A DISTANCE OF 171.97 FEET; THENCE SOUTH 68°55'28" EAST, A DISTANCE OF 79.77 FEET; THENCE NORTH 53°46'12" EAST, A DISTANCE OF 54.46 FEET; THENCE SOUTH 78°00'28" EAST, A DISTANCE OF 31.81 FEET; THENCE SOUTH 82°26'40" EAST, A DISTANCE OF 42.26 FEET; THENCE NORTH 76°24'43" EAST, A DISTANCE OF 2.82 FEET TO THE POINT OF BEGINNING.

CONTAINING 3.39 ACRES, MORE OR LESS.



THIS IS A MAP ONLY AND DOES NOT PURPORT TO BE A SURVEY



Engineers
Planners
Landscape Architects
Surveyors

1900 Corporate Square Boulevard • Jacksonville, Florida 32216 •
(904) 721-2991 • Fax: (904) 851-3451
Certification Number LB 6739

I HEREBY CERTIFY THAT THIS MAP MEETS THE MINIMUM TECHNICAL STANDARDS AS SET FORTH BY THE FLORIDA BOARD OF SURVEYORS AND MAPPERS PURSUANT TO CHAPTER 472.007 OF THE FLORIDA STATUTES AND 68G17-6 OF THE FLORIDA ADMINISTRATIVE CODE.

CARL J. SCHELLHASE	FLA. P.S.M. CERT. NO. LS 5081
BRENDA D. CATONE	FLA. P.S.M. CERT. NO. LS 5447
JOSEPH K. IER	FLA. P.S.M. CERT. NO. LS 6096
FIELD	N/A
SIGNED	JUNE 24, 2004
SCALE:	1" = 200'

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

**SONOC COMPANY, LLC
4314 PABLO OAKS COURT
JACKSONVILLE, FLORIDA 32224**

_____, 2004

Board of County Commissioners
St. Johns County, Florida
4020 Lewis Speedway
St. Augustine, Florida 32084

Re: Conservation Easement (the "Conservation Easement") dated as of _____, 2004, granted by Sonoc Company, LLC ("Sonoc") to the St. Johns River Water Management District (the "District"), with respect to certain real property in St. Johns County, Florida, including that property described on Exhibit "A" attached hereto (the "Wetland Creation Property"), such Conservation Easement having been granted to satisfy a condition of modification of District Permit No. 4-109-90981-1 ("Sembler's Permit")

Ladies and Gentlemen:

This letter will serve to confirm that Sonoc agrees to allow St. Johns County, Florida (the "County") to go onto the Wetland Creation Property for a reasonable period of time for the sole purpose of performing wetlands mitigation activities subject to and in accordance with the Conservation Easement, Sembler's Permit and Sonoc's conceptual Permit ("Sonoc's Permit") issued by the District and bearing District Permit No. 4-031-87432-1 (including, without limitation, the County's compliance with the Greenway Management Plan contained in Sonoc's Permit).

Sonoc also grants to the County a temporary non-exclusive access easement over and across Sonoc's real property described on Exhibit "B" attached hereto (the "Access Easement") for access to the Wetland Creation Property for such purposes.

In consideration of such temporary access rights and the sum of one hundred dollars (\$100), the County, to the extent permitted by law, agrees to indemnify and hold Sonoc, its officers, members and employees, harmless from and against any and all claims, loss, expense (including reasonable attorneys' fees), cost, damage, and injury to person or property, arising out of or in connection with the activities of the County or its employees, agents or contractors on the Wetland Creation Property and the Access Easement, subject to Florida Statutes §768.28.

The rights of the County hereunder shall terminate upon the District deeming the mitigation on the Wetland Creation Property, as contemplated by the modification of Sembler's Permit, to have been successful.

Very truly yours,

Sonoc Company, LLC

By: _____

Print Name: _____

Its: _____

Agreed to this ____ day of _____, 2004

Board of County Commissioners of
St. Johns County, Florida

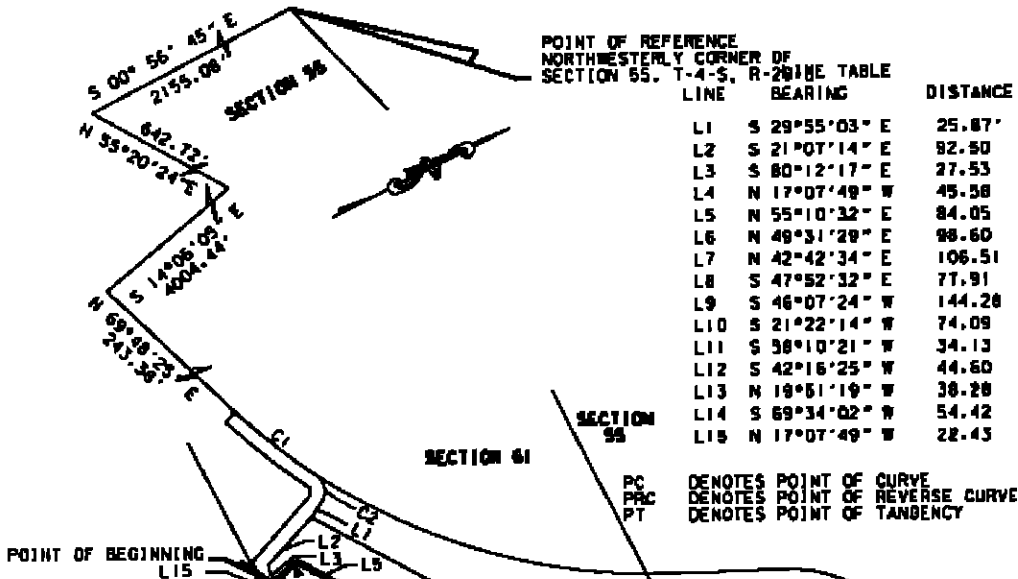
By: _____

Print Name: _____

Its: _____

Exhibit "A" to Access Agreement MAP OF

PALM VALLEY PUBLIX - ST. JOHNS COUNTY CREATION AREA
 A PART OF SECTIONS 57 AND 61, TOWNSHIP 4 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA,
 BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE, COMMENCE AT THE
 NORTHWESTERLY CORNER OF SECTION 55, OF SAID TOWNSHIP AND RANGE, THENCE SOUTH 00°56'45"
 EAST, ALONG THE WEST LINE OF SAID SECTION 55, A DISTANCE OF 2155.08 FEET; THENCE NORTH
 55°20'24" EAST, LEAVING SAID WEST LINE, A DISTANCE OF 842.72 FEET TO THE NORTHWEST CORNER
 OF DAVIS PARK, AS SHOWN ON SURVEY PREPARED BY ST. JOHNS COUNTY PUBLIC WORKS DEPARTMENT,
 SURVEYING AND MAPPING/GIS DIVISION, DATED DECEMBER 18, 2000; THENCE SOUTH 14°06'05" EAST,
 ALONG THE WESTERLY LINE OF SAID DAVIS PARK, A DISTANCE OF 4004.44 FEET; THENCE NORTH
 69°48'25" EAST, ALONG THE SOUTHERLY LINE OF SAID DAVIS PARK, A DISTANCE OF 243.38 FEET
 TO THE POINT OF CURVE OF A CURVE, CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 900.00 FEET,
 THENCE NORTHEASTERLY, CONTINUING ALONG SAID SOUTHERLY LINE OF DAVIS PARK AND ALONG THE
 ARC OF SAID CURVE, AN ARC DISTANCE OF 158.57 FEET, SAID ARC BEING SUBTENDED BY A CHORD
 BEARING OF NORTH 64°45'34" EAST, AND A CHORD DISTANCE OF 158.37 FEET TO THE POINT OF
 REVERSE CURVE OF A CURVE, CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 29.67 FEET, THENCE
 SOUTHEASTERLY, LEAVING SAID SOUTHERLY LINE, AND ALONG THE ARC OF SAID CURVE, AN ARC
 DISTANCE OF 46.79 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF SOUTH 75°06'10"
 EAST, AND A CHORD DISTANCE OF 42.09 FEET TO THE POINT OF TANGENCY OF SAID CURVE, THENCE
 SOUTH 29°55'03" EAST, A DISTANCE OF 25.87 FEET; THENCE SOUTH 21°07'14" EAST, A DISTANCE
 OF 92.50 FEET; THENCE SOUTH 80°12'17" EAST, A DISTANCE OF 27.53 FEET TO THE POINT OF
 BEGINNING; THENCE NORTH 17°07'49" WEST, A DISTANCE OF 45.58 FEET; THENCE NORTH 55°10'32"
 EAST, A DISTANCE OF 84.05 FEET; THENCE NORTH 49°31'29" EAST, A DISTANCE OF 98.60 FEET;
 THENCE NORTH 42°42'34" EAST, A DISTANCE OF 106.51 FEET; THENCE SOUTH 47°52'32" EAST, A
 DISTANCE OF 77.91 FEET; THENCE SOUTH 46°07'24" WEST, A DISTANCE OF 144.28 FEET; THENCE
 SOUTH 21°22'14" WEST, A DISTANCE OF 74.09 FEET; THENCE SOUTH 58°10'21" WEST, A DISTANCE
 OF 34.13 FEET; THENCE SOUTH 42°16'25" WEST, A DISTANCE OF 44.60 FEET; THENCE NORTH
 19°51'19" WEST, A DISTANCE OF 38.28 FEET; THENCE SOUTH 69°34'02" WEST, A DISTANCE OF
 54.42 FEET; THENCE NORTH 17°07'49" WEST, A DISTANCE OF 22.43 FEET TO THE POINT OF BEGINNING.
 CONTAINING 0.60 ACRES, MORE OR LESS.




NOTES:
 1. BEARINGS SHOWN HEREON BASED ON SURVEY OF DAVIS PARK, PREPARED BY ST. JOHNS COUNTY PUBLIC WORKS DEPARTMENT, SURVEYING AND MAPPING/GIS DIVISION, DATED DECEMBER 18, 2000, WITH A BEARING ON THE WEST LINE OF SECTION 55 BEING S 00°56'45" E.

CURVE TABLE

CURVE	RADIUS	DELTA	ARC	CHORD	CHORD BEARING
C1	900.00'	10°06'42"	158.57'	158.37'	N 64°45'34" E
C2	29.67'	90°22'13"	46.79'	42.09'	S 75°06'10" E

THIS IS A MAP ONLY AND DOES NOT PURPORT TO BE A SURVEY



BFLR, Inc.
 Engineers
 Planners
 Landscape Architects
 Surveyors

Advancing Quality of Life, by Design

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 (904) 724-2891 • Fax: (904) 861-0491
 Certification Number LB 6738

I HEREBY CERTIFY THAT THIS MAP MEETS THE MINIMUM TECHNICAL STANDARDS AS SET FORTH BY THE FLORIDA BOARD OF SURVEYORS AND MAPPERS PURSUANT TO CHAPTER 472 OF THE FLORIDA STATUTES AND SUB-CHAPTERS OF THE FLORIDA ADMINISTRATIVE CODE.

CON. J. SCHUYLASE	FLA. P.S. CERT. NO. 113, 898
ROBERTA B. SCHUYLASE	FLA. P.S. CERT. NO. 113, 898
JOHN W. LITE	FLA. P.S. CERT. NO. 113, 898

FIELD: N7A SIGNED: JUNE 7, 2004

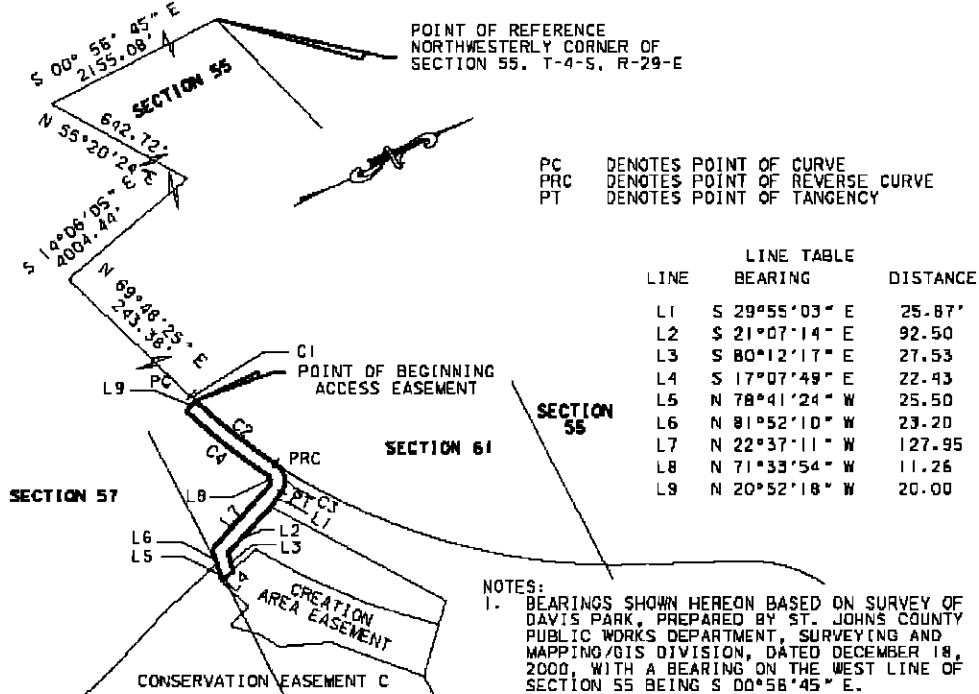
SCALE: 1" = 200'

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

Exhibit "B" to Access Agreement

MAP OF

PALM VALLEY PUBLIX - ACCESS EASEMENT TO ST. JOHNS COUNTY CREATION AREA
 A PART OF SECTIONS 57 AND 61, TOWNSHIP 4 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA,
 BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE, COMMENCE AT THE
 NORTHWESTERLY CORNER OF SECTION 55, OF SAID TOWNSHIP AND RANGE; THENCE SOUTH 00°56'45"
 EAST, ALONG THE WEST LINE OF SAID SECTION 55, A DISTANCE OF 2155.08 FEET; THENCE NORTH
 55°20'24" EAST, LEAVING SAID WEST LINE, A DISTANCE OF 642.72 FEET TO THE NORTHWEST CORNER
 OF DAVIS PARK, AS SHOWN ON SURVEY PREPARED BY ST. JOHNS COUNTY PUBLIC WORKS DEPARTMENT,
 SURVEYING AND MAPPING/GIS DIVISION, DATED DECEMBER 18, 2000; THENCE SOUTH 14°06'05" EAST,
 ALONG THE WESTERLY LINE OF SAID DAVIS PARK, A DISTANCE OF 4004.44 FEET; THENCE NORTH
 69°48'25" EAST, ALONG THE SOUTHERLY LINE OF SAID DAVIS PARK, A DISTANCE OF 243.38 FEET
 TO THE POINT OF CURVE OF A CURVE, CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 900.00 FEET.
 THENCE NORTHEASTERLY, CONTINUING ALONG SAID SOUTHERLY LINE OF DAVIS PARK AND ALONG THE
 ARC OF SAID CURVE, AN ARC DISTANCE OF 10.66 FEET, SAID ARC BEING SUBTENDED BY A CHORD
 BEARING OF NORTH 69°28'04" EAST, AND A CHORD DISTANCE OF 10.66 FEET TO A POINT ON SAID
 CURVE, AND THE POINT OF BEGINNING, THENCE CONTINUE NORTHEASTERLY, ALONG THE ARC OF SAID
 CURVE, AN ARC DISTANCE OF 147.91 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF
 NORTH 64°25'13" EAST, AND A CHORD DISTANCE OF 147.74 FEET TO THE POINT OF REVERSE CURVE
 OF A CURVE, CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 29.67 FEET, THENCE SOUTHEASTERLY,
 LEAVING SAID SOUTHERLY LINE, AND ALONG THE ARC OF SAID CURVE, AN ARC DISTANCE OF 46.79
 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF SOUTH 75°06'10" EAST, AND A CHORD
 DISTANCE OF 42.09 FEET TO THE POINT OF TANGENCY OF SAID CURVE, THENCE SOUTH 29°55'03"
 EAST, A DISTANCE OF 25.87 FEET, THENCE SOUTH 21°07'14" EAST, A DISTANCE OF 92.50 FEET;
 THENCE SOUTH 80°12'17" EAST, A DISTANCE OF 27.53 FEET; THENCE SOUTH 17°07'49" EAST, A
 DISTANCE OF 22.43 FEET; THENCE NORTH 78°41'24" WEST, A DISTANCE OF 25.50 FEET; THENCE
 NORTH 81°52'10" WEST, A DISTANCE OF 23.20 FEET; THENCE NORTH 22°37'11" WEST, A DISTANCE
 OF 127.95 FEET; THENCE NORTH 71°33'54" WEST, A DISTANCE OF 11.26 FEET TO A POINT ON A
 CURVE, CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 920.00 FEET; THENCE SOUTHWESTERLY, ALONG
 THE ARC OF SAID CURVE, AN ARC DISTANCE OF 154.32 FEET, SAID ARC BEING SUBTENDED BY A
 CHORD BEARING OF SOUTH 64°19'23" WEST, AND A CHORD DISTANCE OF 154.14 FEET TO A POINT ON
 SAID CURVE; THENCE NORTH 20°52'18" WEST, A DISTANCE OF 20.00 FEET TO THE POINT OF BEGINNING,
 CONTAINING 0.16 ACRES, MORE OR LESS.



PC DENOTES POINT OF CURVE
 PRC DENOTES POINT OF REVERSE CURVE
 PT DENOTES POINT OF TANGENCY

LINE	BEARING	DISTANCE
L1	S 29°55'03" E	25.87'
L2	S 21°07'14" E	92.50
L3	S 80°12'17" E	27.53
L4	S 17°07'49" E	22.43
L5	N 78°41'24" W	25.50
L6	N 81°52'10" W	23.20
L7	N 22°37'11" W	127.95
L8	N 71°33'54" W	11.26
L9	N 20°52'18" W	20.00

NOTES:
 1. BEARINGS SHOWN HEREON BASED ON SURVEY OF DAVIS PARK, PREPARED BY ST. JOHNS COUNTY PUBLIC WORKS DEPARTMENT, SURVEYING AND MAPPING/GIS DIVISION, DATED DECEMBER 18, 2000, WITH A BEARING ON THE WEST LINE OF SECTION 55 BEING S 00°56'45" E.

CURVE	RADIUS	DELTA	ARC	CHORD	CHORD BEARING
C1	900.00'	0°40'44"	10.66'	10.66'	N 69°28'04" E
C2	900.00'	9°24'59"	147.91'	147.74'	N 64°25'13" E
C3	29.67'	90°22'13"	46.79'	42.09'	S 75°06'10" E
C4	920.00'	9°36'38"	154.32'	154.14'	S 64°19'23" W

THIS IS A MAP ONLY AND DOES NOT PURPORT TO BE A SURVEY

I HEREBY CERTIFY THAT THIS MAP MEETS THE MINIMUM TECHNICAL STANDARDS AS SET FORTH BY THE FLORIDA BOARD OF SURVEYORS AND MAPPERS PURSUANT TO CHAPTER 47.007 OF THE FLORIDA STATUTES, AND 61G1-6 OF THE FLORIDA ADMINISTRATIVE CODE.

CARL J. SCHELLHASE	FLA. P.S.M. CERT. NO. LB 5088
BRENDA D. CAYONE	FLA. P.S.M. CERT. NO. LB 5447
JOSEPH K. IER	FLA. P.S.M. CERT. NO. LB 6006
FIELD	N/A
SIGNED	JUNE 7, 2004
SCALE:	1" = 200'

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