

**ST. JOHNS COUNTY
RESOLUTION NUMBER. 2006-96**

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, STATE OF FLORIDA, MODIFYING THE ST. AUGUSTINE CENTRE DEVELOPMENT OF REGIONAL IMPACT DEVELOPMENT ORDER (RESOLUTION NO. 97-77); FINDING THE MODIFICATION DOES NOT CONSTITUTE A SUBSTANTIAL DEVIATION; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, St. Augustine Associates (the Owners/Developers) have submitted a Notice of a Proposed Change to the St. Augustine Centre Development of Regional Impact (DRI) by letter dated January 13, 2006 (Notice), requesting modification of the phasing of previously approved land uses; and

WHEREAS, the Owners/Developers have provided information showing that the proposed modifications of the DRI development order do not constitute a substantial deviation under any provision of Section 380.06(19), Florida Statutes; and

WHEREAS, the Board of County Commissioners has reviewed the Notice and considered the evidence presented and whether the proposed modification constitutes a substantial deviation to the DRI requiring further DRI review at a public hearing held on March 21, 2006, after required notice.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA:

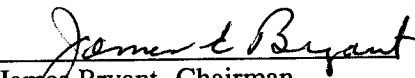
1. The following facts and conclusions of law are established by clear and convincing evidence to support this Resolution:
 - a. The requested changes to not constitute a substantial deviation pursuant to the terms of Section 380.06(19) of the Florida Statutes because there is no change in either the

development rights or increase in impacts from those approved Nocatee DRI Development Order.

- b. The changes requested in the NOPC area consistent with the Land Development Code of St. Johns County, as amended.
 - c. The changes requested in the NOPC are consistent with and further the objectives of the St. Johns County Comprehensive Plan 2015.
2. Modify General Condition 3 to extend the Buildout and termination/expiration date, specifically as described in Exhibit A, NOPC application response to Question 13(f).
 3. Modify General Condition 6 to extend the downzoning protection date, specifically as described in Exhibit A, NOPC Application response to Question 13;
 4. Modify the Exhibit 3 Phasing Scheduled of the Development Order, to transfer unused Phase 2 development rights into Phase 3 and extend the Phase 3 end date; specifically as described in Exhibit A, NOPC Application, Exhibit C of the application.
 5. Except as modified by this Resolution, the existing St. Augustine Centre DRI Development Order shall remain in full force and effect.
 6. A certified copy of this resolution, complete with all exhibits, shall be rendered by St. Johns County within ten (10) days of its adoption by certified mail, return receipt requested to the Developer, the Florida Department of Community Affairs, and the Northeast Florida Regional Council.
 7. This Resolution shall take effect upon its adoption.

PASSED AND APPROVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA THIS 21st DAY OF March 2006.

BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA


James Bryant, Chairman

ATTEST: Cheryl Strickland, Clerk

By: 
Deputy Clerk

RENDITION DATE 3-22-06

Adopted Regular Meeting 3-21-06

Effective: 3-21-06

STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
DIVISION OF RESOURCE PLANNING AND MANAGEMENT
BUREAU OF STATE PLANNING
2555 Shumard Oak Blvd. Tallahassee, Florida 32399-2100
850/488-4925

**NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED
DEVELOPMENT OF REGIONAL IMPACT (DRI)
SUBSECTION 380.06(19), FLORIDA STATUTES**

Subsection 380.06(19), Florida Statutes, requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning agency, and the state land planning agency according to this form.

1. I Thomas O. Ingram, Esq., the undersigned owner/authorized representative of St. Augustine Associates, Inc., hereby give notice of a proposed change to a previously approved Development of Regional Impact in accordance with Subsection 380.06(19), Florida Statutes. In support thereof, I submit the following information concerning St. Augustine Centre development, which information is true and correct to the best of my knowledge. I have submitted today, under separate cover, copies of this completed notification to St. Johns County, to the Northeast Florida Regional Planning Council, and to the Bureau of State Planning, Department of Community Affairs.

Date

1/13/06

Signature



2. Applicant (name, address, phone).

**St. Augustine Associates, Inc.
Attn: Spencer Phelps
951 Market Promenade, Suite 2105
Lake Mary, Florida
(407) 804-8949
info@tryconfl.com**

3. Authorized Agency (name, address, phone).

**Pappas Metcalf Jenks and Miller, P.A.
Attn: Thomas O. Ingram, Esq.
245 Riverside Avenue, Suite 400
Jacksonville, Florida 32202
(904) 353-1980
toi@papmet.com**

4. Location (City, County, Township/Range/Section) of approved DRI and proposed change.

The St. Augustine Centre Development of Regional Impact ("DRI") comprises approximately 315.29 acres within Sections 5, 6 and 8, Township 7 South, Range 29 East and is located east of Interstate 95 and north of State Road 16 within St. Johns County, Florida and as more particularly described on attached Exhibit "A".

5. Provide a complete description of the proposed change. Include any proposed changes to the plan of development, phasing, additional lands, commencement date, build-out date, development order conditions and requirements, or to the representations contained in either the development order or the Application for Development Approval.

The applicant proposes to amend the development order to allow any unused Phase 2 (2004-2005) development rights to carry forward into Phase 3. The following is a chart depicting the total Phase 2 development rights and the Phase 2 development rights which have not been developed at this time:

| | Phase 2 Development Rights | Unused Phase 2 Development Rights |
|-----------------------|-----------------------------------|--|
| Retail Service | 311,235 sq. ft. | 266,885 sq. ft. |
| Outlet Retail | 177,235 sq. ft. | 177,235 sq. ft. |
| Hotel | 0 | 0 |
| Residential | 222 units | 0 |
| Industrial | 0 | 0 |
| Movie Theater | 2,600 seats | 2,600 seats |

The applicant also proposes to amend the Phasing Schedule to extend the build-out date of Phase 3 by four years, 364 days and to extend the termination and expiration date by the same amount. The end of Phase 3 and the termination and expiration date would be extended from December 31, 2006 to December 30, 2011.

NOPC FORM

A copy of the current Phasing Schedule is attached as Exhibit "B" and a copy of the proposed Phasing Schedule is attached as Exhibit "C".

Indicate such changes on the project master site plan, supplementing with other detailed maps, as appropriate. Additional information may be requested by the Department or any reviewing agency to clarify the nature of the change or the resulting impacts.

No change to the project master site plan is proposed. A copy of the current Map H is attached as Exhibit "E".

6. Complete the attached Substantial Deviation Determination Chart for all land use types approved in the development. If no change is proposed or has occurred, indicate no change.

No change.

7. List all the dates and resolution numbers (or other appropriate identification numbers) of all modifications or amendments to the originally approved DRI development order that have been adopted by the local government, and provide a brief description of the previous changes (i.e., any information not already addressed in the Substantial Deviation Determination Chart).

Resolution No. 97-77 (May 13, 1997), adopting the St. Augustine Centre DRI.

Resolution No. 2000-81 (June 6, 2000). This modification extended Phase 1 by two years, shifted development rights within the phasing schedule without increasing or decreasing the overall intensities, and modified the traffic study requirements.

Resolution No. 2002-20 (February 5, 2002). This modification extended Phase 1 by one year, extended Phase 2 by one year, delayed the start of Phase 3 by one year, and modified the traffic study requirements.

Resolution 2003-74 (April 8, 2003). This modification extended Phase 1 by one year, extended Phase 2 by one year, delayed the start of Phase 3 by one year, changed the reporting requirements from annual to biennial, and modified Special Condition 12, relating to improvements to State Road 16 and Inman Road.

Resolution 2003-151 (August 12, 2003). This modification modified Map H, increased residential units from 614 units to 817 units, decreased industrial uses from 540,00 square feet to 300,000 square feet, increased movie theater uses (part of the outlet retail use) from 2,280 seats to 2,600 seats, and redistributed the uses in the Phasing Schedule.

Resolution 2004-155 (June 22, 2004). This modification modified Map H, extended Phase 2 by one year, reduced retail square footage from 1,065,132 square feet to 868,407 square feet, redistributed uses in the Phasing Schedule, and modified the transportation conditions for Phase 3.

Has there been a change in local government jurisdiction for any portion of the development since the last approval or development order was issued? If so, has the annexing local government adopted a new DRI development order for the project?

No change.

8. Describe any lands purchased or optioned within 1/4 mile of the original DRI site subsequent to the original approval or issuance of the DRI development order. Identify such land, its size, intended use, and adjacent non-project land uses within 1/2 mile on a project master site plan or other map.

None.

9. Indicate if the proposed change is less than 40% (cumulatively with other previous changes) of any of the criteria listed in Paragraph 380.06(19)(b), Florida Statutes.

Do you believe this notification of change proposes a change which meets the criteria of Subparagraph 380.06(19)(e)2., F.S.

YES ___ NO X

10. Does the proposed change result in a change to the build out date or any phasing date of the project? If so, indicate the proposed new build out or phasing dates.

The applicant proposes to extend Phase 3 and the build-out and termination date of the St. Augustine Centre DRI from December 31, 2006 to December 30, 2011. This modification does not create a substantial deviation under section 380.06(19)(c), Florida Statutes, as the modification to Phase 3 and the build-out and termination date are less than five years, and no other prior NOPC has proposed an extension of Phase 3.

11. Will the proposed change require an amendment to the local government comprehensive plan?

No.

Provide the following for incorporation into such an amended development order, pursuant to Subsections 380.06(15), F.S., and 9J-2.025, Florida Administrative Code:

12. An updated master site plan or other map of the development portraying and distinguishing the proposed changes to the previously approved DRI or development order conditions.

Not applicable.

13. Pursuant to Subsection 380.06(19)(f), F.S., include the precise language that is being proposed to be deleted or added as an amendment to the development order. This language should address and quantify:
- a. All proposed specific changes to the nature, phasing, and build out date of the development; to development order conditions and requirements; to commitments and representations in the Application for Development Approval; to the acreage attributable to each described proposed change of land use, open space, areas for preservation, green belts; to structures or to other improvements including locations, square footage, number of units; and other major characteristics or components of the proposed;
 - b. An updated legal description of the property, if any project acreage is/has been added or deleted to the previously approved plan of development;
 - c. A proposed amended development order deadline for commencing physical development of the proposed changes, if applicable;
 - d. A proposed amended development order termination date that reasonably reflects the time required to complete the development;
 - e. A proposed amended development order date until which the local government agrees that the changes to the DRI shall not be subject to down-zoning, unit density reduction, or intensity reduction, if applicable; and
 - f. Proposed amended development order specifications for the annual report, including the date of submission, contents, and parties to whom the report is submitted as specified in Subsection 9J-2.025(7), F.A.C.

The precise language proposed to be added to the Development Order is as follows:

A. The applicant proposes to modify General Condition 3 as shown in strikethrough and underline below:

3. The DRI shall consist of three phases, as set forth in Exhibit 3 attached hereto and incorporated by reference. Physical development (as defined in Section 380.04, F.S.) of the DRI shall commence within two (2) years of the effective date of this development order; however, this time period shall be tolled during the period of any appeal pursuant to Section 380.07, F.S., or if the Applicant has not yet received the necessary permits allowing commencement of development for any reason beyond the Applicant's control. The projected buildout date for all development is ~~December 31, 2006~~ December 30, 2011. The DRI termination and DRI development order expiration dates also are established as ~~December 31, 2006~~ December 30, 2011. Any extensions of the DRI buildout, termination or expiration dates shall be governed by the provisions of Section 380.06(19)(c), F.S. (1996).

B. The applicant also proposes to modify General Condition 6 as shown in strikethrough and underline below:

6. The St. Augustine Centre DRI as approved in this development order shall not be subject to downzoning or reduction of approved land uses before ~~December 31, 2006~~ December 30, 2011, unless the Applicant consents to such change or St. Johns County demonstrates that substantial changes in the conditions underlying the approval of this development order have occurred, or that the development order was based on substantially inaccurate information provided by the Applicant, or that the change is clearly established by St. Johns County to be essential to the public health, safety and welfare.

SUBSTANTIAL DEVIATION DETERMINATION CHART

| TYPE OF LAND USE Attraction / Recreation | CHANGE CATEGORY | PROPOSED PLAN | ORIGINAL PLAN | PREVIOUS D.O. CHANGE & DATE OF CHANGE |
|---|--|---------------|---------------------|---|
| | # Parking Spaces | | | |
| | # Spectators | | | |
| | # Seats | No change. | 2,280 theater seats | Resolution 2003-151 (August 12, 2003) – 2,600 theater seats |
| | Site Locational Changes | | | |
| | Acreege, including drainage, ROW easements, etc. | | | |
| | External Vehicle Trips | | | |
| | D.O. Conditions | | | |
| | ADA Representations | | | |
| Airports | Runway (length) | | | |
| | Runway (strength) | | | |
| | Terminal (gross square feet) | | | |
| | # Parking Spaces | | | |
| | # Gates | | | |
| | Apron Area (gross square foot) | | | |
| | Site Locational Changes | | | |
| | Airport Acreege, including drainage, ROW, easements, etc. | | | |

NOTE: IF A RESPONSE IS TO BE MORE THAN ONE SENTENCE, ATTACH A DETAILED DESCRIPTION OF EACH PROPOSED CHANGE AND COPIES OF THE PROPOSED MODIFIED SITE PLAN DRAWINGS. THE BUREAU MAY REQUEST ADDITIONAL INFORMATION FROM THE DEVELOPER OR HIS AGENT.

SUBSTANTIAL DEVIATION DETERMINATION CHART

| TYPE OF LAND USE | CHANGE CATEGORY | PROPOSED PLAN | ORIGINAL PLAN | PREVIOUS D.O. CHANGE & DATE OF CHANGE |
|-----------------------|---|---------------|---------------|--|
| Airports Continued... | # External Vehicle Trips | | | |
| | D.O. Conditions | | | |
| | ADA Representations | | | |
| | # Beds | | | |
| Hospitals | # Parking Spaces | | | |
| | Building (gross square feet) | | | |
| | Site locational changes | | | |
| | Acreage, including drainage, ROW, easements, etc. | | | |
| | External Vehicle Trips | | | |
| | D.O. Conditions | | | |
| | ADA Representations | | | |
| Industrial | Acreage, including drainage, ROW, easements, etc. | No change. | 35.6 | Resolution 2003-151 (August 12, 2003) – 28.1; Resolution 2004-155 (June 22, 2004) – 22.7 |
| | # Parking Spaces | | | |
| | Building (gross square feet) | No change. | 540,000 | Resolution 2003-151 (August 12, 2003) – 300,000; |
| | # Employees | | | |
| | Chemical Storage (barrels & pounds) | | | |
| | Site locational changes | | | |

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SUBSTANTIAL DEVIATION DETERMINATION CHART

| TYPE OF LAND USE | CHANGE CATEGORY | PROPOSED PLAN | ORIGINAL PLAN | PREVIOUS D.O. CHANGE & DATE OF CHANGE |
|-------------------------|--|---------------|---------------|---------------------------------------|
| Industrial Continued... | # External Vehicle Trips | | | |
| | D.O. Conditions | | | |
| | ADA Representations | | | |
| | Acreage mined (year) | | | |
| Mining Operations | Water withdrawal (gal/day) | | | |
| | Size of mine (acres), including drainage, ROW, easements, etc. | | | |
| | Site locational changes | | | |
| | # External vehicle trips | | | |
| Office | D.O. conditions | | | |
| | ADA representations | | | |
| | Acreage, including drainage, ROW, easements, etc. | | | |
| | Building (gross square feet) | | | |
| | # Parking Spaces | | | |
| | # Employees | | | |
| | Building (gross square feet) | | | |
| | Site locational changes | | | |
| | # External vehicle trips | | | |
| | D.O. conditions | | | |

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SUBSTANTIAL DEVIATION DETERMINATION CHART

| TYPE OF LAND USE | CHANGE CATEGORY | PROPOSED PLAN | ORIGINAL PLAN | PREVIOUS D.O. CHANGE & DATE OF CHANGE |
|--|--|---------------|---------------|---------------------------------------|
| Office Continue... | ADA Representations | | | |
| Petroleum/Chemical Storage | Storage Capacity (barrels &/or pounds) | | | |
| | Distance to navigable waters (feet) | | | |
| | Site location changes | | | |
| | Facility Acreage, including drainage, ROW, easements, etc. | | | |
| | # External vehicle trips | | | |
| | D.O. conditions | | | |
| Ports (marinas) | ADA Representations | | | |
| | # Boats, wet storage | | | |
| | # Boats, dry storage | | | |
| | Dredge and fill (cu. yds.) | | | |
| | Petroleum storage (gals.) | | | |
| | Site locational changes | | | |
| Port Acreage, including drainage, ROW, easements, etc. | | | | |
| # External vehicle trips | | | | |
| D.O. conditions | | | | |
| ADA representations | | | | |

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SUBSTANTIAL DEVIATION DETERMINATION CHART

| TYPE OF LAND USE | CHANGE CATEGORY | PROPOSED PLAN | ORIGINAL PLAN | PREVIOUS D.O. CHANGE & DATE OF CHANGE |
|--------------------------|---|---------------|---|---|
| Residential | # Dwelling units | No change. | 614 | Resolution 2003-151 (August 12, 2003) - 817 |
| | Type of dwelling units | | | |
| | # of lots | | | |
| | Acreage, including drainage, ROW, easements, etc. | No change. | 74.7 | Resolution 2003-151 (August 12, 2003) - 78.2 |
| | Site locational changes | | | |
| | # External vehicle trips | | | |
| | D.O. conditions | | | |
| | Acreage, including drainage, ROW, easements, etc. | No change. | 126.6 | Resolution 2004-155 (June 22, 2004) - 130.66 |
| | Floor space (gross square feet) | No change. | Retail Service - 1,065,132 Outlet Retail - 763,732 | Resolution 2004-155 (June 22, 2004): Retail Service - 868,407 Outlet Retail - 567,007 |
| | # Parking spaces | | | |
| # Employees | | | | |
| Site locational changes | | | | |
| # External vehicle trips | | | | |
| D.O. conditions | | | | |
| ADA Representations | | | | |

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SUBSTANTIAL DEVIATION DETERMINATION CHART

| TYPE OF LAND USE | CHANGE CATEGORY | PROPOSED PLAN | ORIGINAL PLAN | PREVIOUS D.O. CHANGE & DATE OF CHANGE |
|------------------|---|---------------|---------------|---------------------------------------|
| Hotel/Motel | # Rental units | No change. | 400 | No change. |
| | Floor space (gross square feet) | | | |
| | # Parking spaces | | | |
| | # Employees | | | |
| | Site locational changes | | | |
| | Acreage, including drainage, ROW, easements, etc. | No change. | 15 | No change. |
| | # External vehicle trips | | | |
| | D.O. conditions | | | |
| | ADA representations | | | |
| R. V. Park | Acreage, including drainage, ROW, easements, etc. | | | |
| | # Parking spaces | | | |
| | Buildings (gross square feet) | | | |
| | # Employees | | | |
| | Site locational changes | | | |
| | # External vehicle trips | | | |
| | D.O. conditions | | | |
| | ADA representations | | | |

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SUBSTANTIAL DEVIATION DETERMINATION CHART

| TYPE OF LAND USE | CHANGE CATEGORY | PROPOSED PLAN | ORIGINAL PLAN | PREVIOUS D.O. CHANGE & DATE OF CHANGE |
|---|------------------------------|---------------|---------------|---|
| Open space (all natural and vegetated non-impervious surfaces) | Acreage | | | |
| | Site locational changes | | | |
| | Type of open space | | | |
| | D.O. conditions | | | |
| | ADA representations | | | |
| Preservation, buffer or special protection areas preservation (cont.) | Acreage | No change. | 49.8 | Resolution 2004-155 (June 22, 2004) - 45.74 |
| | Site locational changes | | | |
| | Development of site proposed | | | |
| | D.O. conditions | | | |
| | ADA representations | | | |

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**Index to
St. Augustine Centre NOPC Exhibits**

- A. Legal Description
- B. Current Phasing Schedule, Exhibit 3
- C. Revised Phasing Schedule, Exhibit 3
- D. Authorization Letter
- E. Map H

Exhibit A

Legal Description

LEGAL DESCRIPTION

A PART OF SECTIONS 5, 6 AND 8, TOWNSHIP 7 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF BEGINNING, COMMENCE AT THE NORTHEAST CORNER OF SAID SECTION 6; THENCE NORTH $89^{\circ}15'19''$ EAST ALONG THE NORTHERLY LINE OF SAID SECTION 5, A DISTANCE OF 2702.33 FEET; THENCE SOUTH $02^{\circ}34'25''$ EAST, A DISTANCE OF 2418.93 FEET; THENCE NORTH $86^{\circ}20'55''$ WEST, A DISTANCE OF 724.27 FEET; THENCE SOUTH $02^{\circ}34'25''$ EAST, A DISTANCE OF 660.00 FEET; THENCE SOUTH $86^{\circ}20'55''$ EAST, A DISTANCE OF 663.92 FEET; THENCE SOUTH $02^{\circ}34'25''$ EAST, A DISTANCE OF 50.30 FEET; THENCE NORTH $86^{\circ}20'55''$ WEST, A DISTANCE OF 1319.59 FEET; THENCE SOUTH $02^{\circ}11'41''$ EAST ALONG A LINE TO ITS INTERSECTION WITH THE NORTHEASTERLY RIGHT-OF-WAY LINE OF STATE ROAD NO. 16 (A 260 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED), A DISTANCE OF 1942.09 FEET; THENCE NORTH $77^{\circ}03'50''$ WEST ALONG SAID NORTHEASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 153.99 FEET; THENCE NORTH $01^{\circ}39'41''$ WEST LEAVING SAID RIGHT-OF-WAY LINE, A DISTANCE OF 175.00 FEET; THENCE NORTH $77^{\circ}07'17''$ WEST, A DISTANCE OF 199.99 FEET; THENCE NORTH $01^{\circ}39'41''$ WEST, A DISTANCE OF 166.93 FEET; THENCE NORTH $75^{\circ}57'41''$ WEST, A DISTANCE OF 396.19 FEET; THENCE NORTH $62^{\circ}14'03''$ EAST, A DISTANCE OF 105.57 FEET; THENCE NORTH $27^{\circ}45'57''$ WEST, A DISTANCE OF 308.00 FEET; THENCE SOUTH $62^{\circ}13'29''$ WEST ALONG A LINE TO ITS INTERSECTION WITH THE NORTHEASTERLY RIGHT-OF-WAY LINE OF INTERSTATE 95, STATE ROAD NO. 9 (A RIGHT-OF-WAY OF VARYING WIDTH), A DISTANCE OF 449.91 FEET; THENCE NORTH $27^{\circ}42'53''$ WEST ALONG SAID NORTHEASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 1004.03 FEET TO A POINT ON A CURVE, CONCAVE SOUTHWESTERLY HAVING A RADIUS OF 5879.58 FEET; THENCE NORTHWESTERLY CONTINUING ALONG SAID RIGHT-OF-WAY LINE AND ALONG THE ARC OF SAID CURVE, AN ARC DISTANCE OF 1959.64 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF NORTH $28^{\circ}56'46''$ WEST AND A CHORD DISTANCE OF 1950.58 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH $38^{\circ}29'40''$ WEST CONTINUING ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 1164.82 FEET; THENCE NORTH $23^{\circ}29'40''$ WEST CONTINUING ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 502.28 FEET; THENCE NORTH $38^{\circ}29'40''$ WEST CONTINUING ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 411.52 FEET TO A POINT LYING ON THE NORTHERLY LINE OF AFORESAID SECTION 6; THENCE NORTH $89^{\circ}22'17''$ EAST LEAVING SAID NORTHEASTERLY RIGHT-OF-WAY LINE AND ALONG SAID NORTHERLY LINE OF SECTION 6, A DISTANCE OF 2240.17 FEET TO THE POINT OF BEGINNING.

CONTAINING 315.29 ACRES MORE OR LESS.

Exhibit B

Current Phasing Schedule, Exhibit 3

Phasing Schedule

EXHIBIT 3 (Revised May 2004)

| Use | Phase 1 (1997-2004) | Phase 2 (2005-2007) | Phase 3 (2008-2010) | Phase 4 (2011-2014) |
|----------------|---------------------|--------------------------------|---------------------|--------------------------------|
| | Gross sq ft | Gross sq ft | Gross sq ft | Gross sq ft |
| Retail Service | 314,772 | 311,235 | 25,66 | 130,66 |
| including | 40.0 | 65.0 | 242,400 | 868,407 |
| Outlet Retail | 314,772 | 177,235 | 75,000 | 567,007 |
| Hotel | — | — | 15.0 | 15.0 |
| Residential | 30.0 | 21.6 | 26.6 | 78.2 |
| Industrial | — | — | 22.7 | 22.7 |
| Movie Theater | — | N/A | — | N/A |
| | | (Retail Outlet Includes) seats | | (Retail Outlet Includes) seats |
| | | 2600 | | 2,600 |
| | | 222 | | 817 |
| | | 345 | | N/A |
| | | N/A | | N/A |
| | | 300,000 | | 300,000 |
| | | 400 | | 400 |
| | | 400 | | 400 |

***Phase 3 consists of Phase 3A containing 242,000 gross sf of retail use (including a maximum of 75,000 sf of outlet retail), 146 hotel rooms, and 345 multifamily dwelling units; and Phase 3B containing 254 hotel rooms and 300,000 gross sf of light industrial use.

Exhibit C

Revised Phasing Schedule, Exhibit 3

Phasing Schedule

Exhibit 3 (Revised January 2006)

| | | | | | | | | | | | | |
|----------------|------|---------|-----|------|--------------------------|-------------|-------|---------|-----|--------|--------------------------|-------------|
| Retail Service | | 314,772 | N/A | | 311,235 | N/A | | 242,400 | N/A | | 868,407 | N/A |
| | 40.0 | | | 65.0 | | | 25.66 | | | 130.66 | | |
| Including | | | | | | | | | | | | |
| Outlet Retail | | 314,772 | | | 177,235 | | | 75,000 | | | 567,007 | |
| Hotel | -- | -- | -- | -- | -- | -- | 15.0 | N/A | 400 | 15.0 | N/A | 400 |
| Residential | 30.0 | N/A | 250 | 21.6 | N/A | 222 | 26.6 | N/A | 345 | 78.2 | N/A | 817 |
| Industrial | -- | -- | -- | -- | -- | -- | 22.7 | 300,000 | N/A | 22.7 | 300,000 | N/A |
| Movie Theater | | | | N/A | (Retail Outlet Includes) | 2,600 seats | -- | -- | -- | N/A | (Retail Outlet Includes) | 2,600 seats |

** Any unused Phase 2 development rights may be used in Phase 3.

***Phase 3 consists of Phase 3A containing 242,000 gross sq. ft. of retail use (including a maximum of 75,000 sq. ft. of outlet retail), 146 hotel rooms, and 345 multifamily dwelling units; and Phase 3B containing 254 hotel rooms and 300,000 gross sq. ft. of light industrial use.

Exhibit D

Authorization Letter

12/28, 2005

TO WHOM IT MAY CONCERN:

The undersigned, Spencer Phelps as V. P. of St. Augustine Associates, Inc., a Florida corporation (the "Owner"), hereby appoints Thomas O. Ingram, Esq., Pappas Metcalf Jenks & Miller, P.A., to act on behalf of the Owner as its agents to submit such applications, papers, documents, requests and other matters necessary to modify the Development of Regional Impact, and related regulatory approvals and designations affecting the property described on Exhibit 1 attached (the "Property").

St. Augustine Associates, Inc.

By: [Signature]
Print Name: Spencer Phelps
Its: V. P.

STATE OF FLORIDA }

}SS

COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 28th day of December, 2005, by Spencer Phelps as Vice President of St. Augustine Associates, Inc, a Florida corporation.



Mary A. Miller
MY COMMISSION # DD200437 EXPIRES
April 23, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
(Print Name Mary A. Miller)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____
Personally Known
or Produced I.D. _____
[check one of the above]
Type of Identification Produced
n/a

Exhibit 1

[The Property]

A PART OF SECTIONS 5, 6 AND 8, TOWNSHIP 7 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF BEGINNING, COMMENCE AT THE NORTHEAST CORNER OF SAID SECTION 6; THENCE NORTH $89^{\circ}15'19''$ EAST ALONG THE NORTHERLY LINE OF SAID SECTION 5, A DISTANCE OF 2702.33 FEET; THENCE SOUTH $02^{\circ}34'25''$ EAST, A DISTANCE OF 2418.93 FEET; THENCE NORTH $86^{\circ}20'55''$ WEST, A DISTANCE OF 724.27 FEET; THENCE SOUTH $02^{\circ}34'25''$ EAST, A DISTANCE OF 660.00 FEET; THENCE SOUTH $86^{\circ}20'55''$ EAST, A DISTANCE OF 663.92 FEET; THENCE SOUTH $02^{\circ}34'25''$ EAST, A DISTANCE OF 50.30 FEET; THENCE NORTH $86^{\circ}20'55''$ WEST, A DISTANCE OF 1319.59 FEET; THENCE SOUTH $02^{\circ}11'41''$ EAST ALONG A LINE TO ITS INTERSECTION WITH THE NORTHEASTERLY RIGHT-OF-WAY LINE OF STATE ROAD NO. 16 (A 200 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED), A DISTANCE OF 1942.09 FEET; THENCE NORTH $77^{\circ}03'50''$ WEST ALONG SAID NORTHEASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 153.99 FEET; THENCE NORTH $01^{\circ}39'41''$ WEST LEAVING SAID RIGHT-OF-WAY LINE, A DISTANCE OF 175.00 FEET; THENCE NORTH $77^{\circ}07'17''$ WEST, A DISTANCE OF 199.99 FEET; THENCE NORTH $01^{\circ}39'41''$ WEST, A DISTANCE OF 166.93 FEET; THENCE NORTH $75^{\circ}57'41''$ WEST, A DISTANCE OF 399.19 FEET; THENCE NORTH $62^{\circ}14'03''$ EAST, A DISTANCE OF 105.57 FEET; THENCE NORTH $27^{\circ}45'57''$ WEST, A DISTANCE OF 308.00 FEET; THENCE SOUTH $62^{\circ}13'29''$ WEST ALONG A LINE TO ITS INTERSECTION WITH THE NORTHEASTERLY RIGHT-OF-WAY LINE OF INTERSTATE 95, STATE ROAD NO. 9 (A RIGHT-OF-WAY OF VARYING WIDTH), A DISTANCE OF 449.91 FEET; THENCE NORTH $27^{\circ}42'53''$ WEST ALONG SAID NORTHEASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 1004.03 FEET TO A POINT ON A CURVE, CONCAVE SOUTHWESTERLY HAVING A RADIUS OF 5879.58 FEET; THENCE NORTHWESTERLY CONTINUING ALONG SAID RIGHT-OF-WAY LINE AND ALONG THE ARC OF SAID CURVE, AN ARC DISTANCE OF 1959.64 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF NORTH $28^{\circ}56'46''$ WEST AND A CHORD DISTANCE OF 1950.58 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH $38^{\circ}29'40''$ WEST CONTINUING ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 1164.82 FEET; THENCE NORTH $23^{\circ}29'40''$ WEST CONTINUING ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 502.28 FEET; THENCE NORTH $38^{\circ}29'40''$ WEST CONTINUING ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 411.52 FEET TO A POINT LYING ON THE NORTHERLY LINE OF AFORESAID SECTION 6; THENCE NORTH $89^{\circ}22'17''$ EAST LEAVING SAID NORTHEASTERLY RIGHT-OF-WAY LINE AND ALONG SAID NORTHERLY LINE OF SECTION 6, A DISTANCE OF 2240.17 FEET TO THE POINT OF BEGINNING.







CONTAINING 315.29 ACRES MORE OR LESS.

Exhibit E

Map H

MAP H DEVELOPMENT PLAN EXHIBIT 2

LEGEND

| | | |
|---|--------------------|--------------|
| — | PROPERTY LINE | |
|  | WETLANDS | 45.74 ACRES |
|  | RETAIL SALES/HOTEL | 145.66 ACRES |
|  | LIGHT INDUSTRIAL | 22.74 ACRES |
|  | RESIDENTIAL | 76.20 ACRES |
|  | RIGHT-OF-WAY | 11.90 ACRES |
|  | ISOLATED UPLANDS | 11.06 ACRES |
| TOTAL SITE AREA | | 315.30 ACRES |

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

ST. AUGUSTINE CENTRE

1-95 & S.R. 16, ST. JOHNS CO., FL.

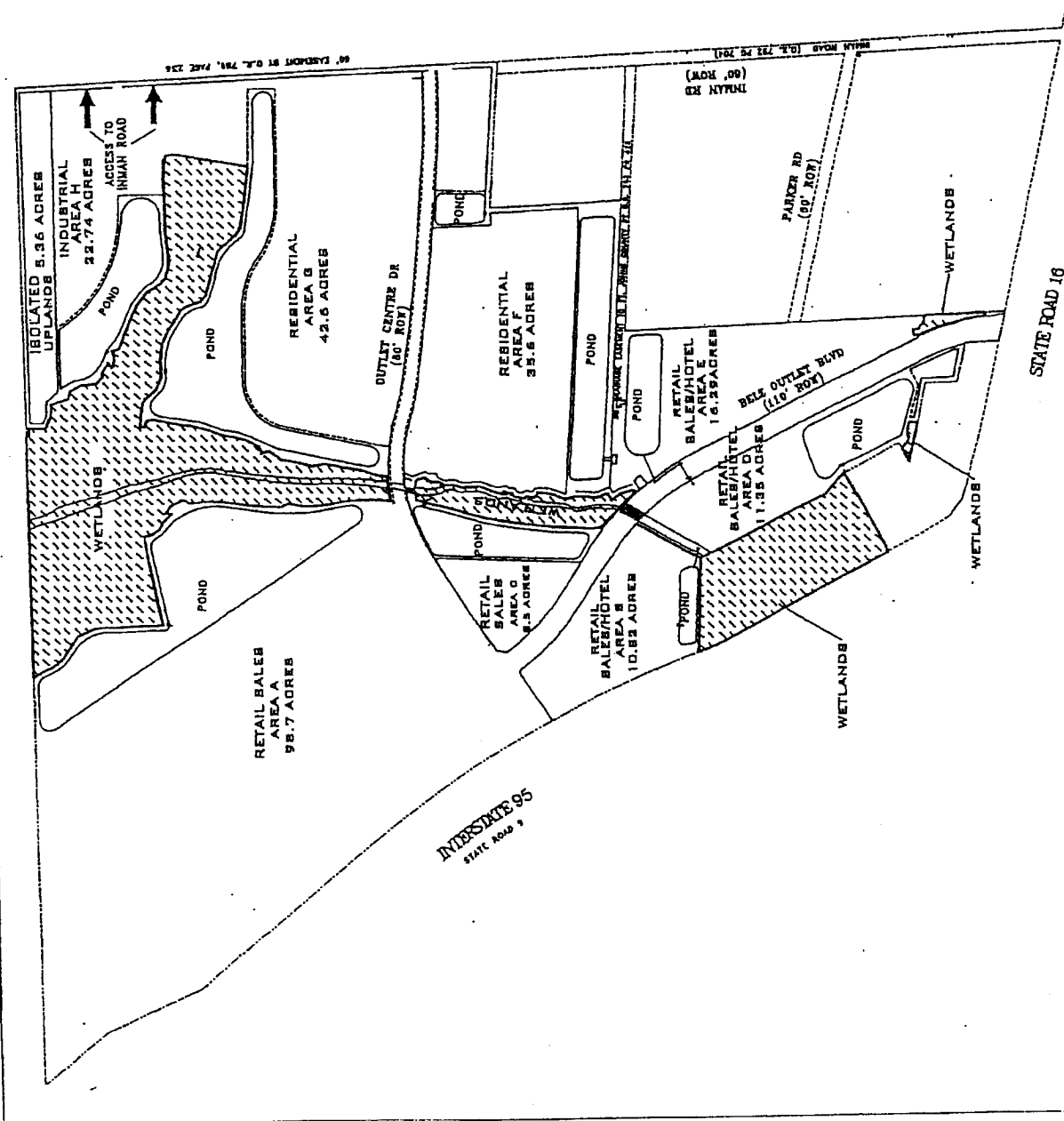
OWNER:
ST. AUGUSTINE ASSOCIATES

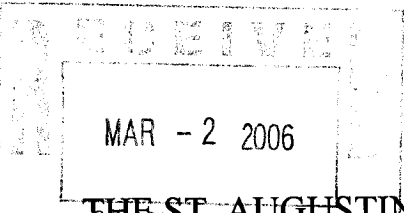
CONSULTING TEAM:

KING ENGINEERING ASSOCIATES, INC.
ELIZABETH C. BOWMAN, ESQ.
UPCHURCH, BAILEY & UPCHURCH F.A.



NORTH
JOB NUMBER:
95-05-11
DRAWN BY:
ADI
REVISED DATE:
04-20-04
CHECKED BY:
H





COPY OF ADVERTISEMENT

THE ST. AUGUSTINE RECORD

PUBLISHED EVERY MORNING MONDAY THROUGH FRIDAY, SATURDAY AND SUNDAY MORNING
ST. AUGUSTINE AND ST. JOHNS COUNTY, FLORIDA

STATE OF FLORIDA,
COUNTY OF ST. JOHNS

Before the undersigned authority personally appeared **CHARLES BARRETT**
who on oath says that he is an Accounting Clerk of the St. Augustine Record,
a daily newspaper published at St. Augustine in St. Johns County, Florida:
that the attached copy of advertisement, being **NOTICE OF HEARING**
in the matter **NOPC 06-02 SA CENTRE DRI**
was published in said newspaper in the issues of
FEBRUARY 27, 2006.

Affiant further says that the St. Augustine Record is a newspaper published
at St. Augustine, in said St. Johns County, Florida, and that the said newspaper
heretofore been continuously published in said St. Johns County, Florida, each
day and has been entered as second class mail matter at the post office in the
City of St. Augustine, in said St. Johns County, for a period of one year preceding
the first publication of the copy of advertisement; and affiant further says that
he has neither paid nor promised any person, firm or corporation any discount,
rebate, commission or refund for the purpose of securing the advertisement for
publication in the said newspaper.

Sworn to and subscribed before me this **27TH** day of **FEBRUARY, 2006.**

by *Charles Barrett* who is personally known to me
or who has produced **PERSONALLY KNOWN** as identification.

Patricia A. Bergquist



Patricia A. Bergquist
My Commission DD275991
Expires December 18, 2007

(Signature of Notary Public)

(Seal)

PATRICIA A. BERGQUIST

NOTICE OF A PROPOSED CHANGE (NOPC) TO THE ST. AUGUSTINE CENTER DEVELOPMENT OF REGIONAL IMPACT (DRI)
NOTICE IS HEREBY GIVEN that a public hearing will be held on **Thursday, March 16, 2006** at **1:30 P.M.** by the **St. Johns County Planning and Zoning Agency** at the **St. Johns County Administration Building, 4020 Lewis Speedway, St. Augustine, Florida 32084**. The subject property is located at the intersection of **County Road 206** and **North of State Road 16** within **St. Johns County, Florida**.



This file is maintained in the Planning Division of the Growth Management Services Department of the County Administration Building, 4020 Lewis Speedway, St. Augustine, Florida, and may be examined by interested parties prior to said public hearing.
NOTICE TO PERSONS NEEDING SPECIAL ACCOMMODATIONS AND TO ALL HEARING IMPAIRED PERSONS: In accordance with the Americans with Disabilities Act, persons needing special accommodations or an interpreter to participate in this proceeding should contact the County Administration Building, 4020 Lewis Speedway, St. Augustine, Florida, 32084, at least 5 days prior to the date of the hearing.

If a person decides to appeal any decision made at a public hearing or hearing, he will need a record of the hearing and for such purpose he may need a verbatim record of the proceeding which includes the testimony of witnesses upon which appeal is to be based. This matter is subject to court procedural rules of procedures. It is anticipated that more County Commissioners may attend the hearing. Interested parties should notify the Board of County Commissioners or the Planning and Zoning Agency members on this matter in compliance with Resolution 95-10. Public hearings or to write to the Planning Division in care of St. Johns County Planning and Zoning Agency, P.O. Drawer 349, St. Augustine, Florida 32084.
**BOARD OF COUNTY COMMISSIONERS
ST. JOHNS COUNTY, FLORIDA
JAMES E. BRYAN, Chairman**

FILE NUMBER: **NOPC 2006-02**
St. Augustine Center DRI

L581-6 Feb 27, 2006