

09-732

FORM RPM-BSP-PROPCHANGE-1

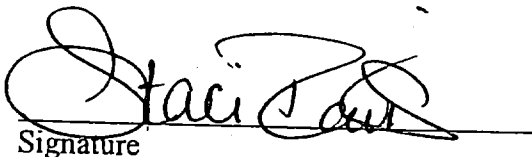
STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
DIVISION OF COMMUNITY PLANNING
BUREAU OF LOCAL PLANNING
2555 Shumard Oak Blvd.
Tallahassee, Florida 32399
850/488-4925

**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. We, M. Lynn Pappas, Esq. and Staci M. Rewis, Esq., the undersigned owner/authorized representative of AFI 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, we submit the following information concerning the Villages of Argyle development, which information is true and correct to the best of my knowledge. We have submitted today, under separate cover, copies of this completed notification to Duval County, Clay County, to the Northeast Florida Regional Planning Council, and to the Bureau of Local Planning, Department of Community Affairs.

8-4-09
Date


Signature

2. Applicant (name, address, phone).

See attached.

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

See attached.

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

See attached.

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.

See attached.

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.

A revised Map H is attached as Exhibit C.

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.

See attached.

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).

See attached.

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?

There has been no change in the local government's jurisdiction for any portion of the development since the last approval or development order was issued.

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.

No change since last DRI/DO modification.

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 buildout date or any phasing date of the project? If so, indicate the proposed new buildout or phasing dates.

See attached.

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.

A proposed revised site plan is attached as Exhibit C.

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 change;
- 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.

See attached.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE & DATE OF CHANGE
Attraction/Recreation	# Parking Spaces			
	# Spectators			
	# Seats			
	Site locational changes			
	Acreage, including drainage, ROW, easements, etc.			
	External Vehicle Trips			
	D.O. Conditions			
	ADA Representations			
	Runway (length)			
	Runway (strength)			
Airports	Terminal (gross square feet)			
	# Parking Spaces			
	# Gates			
	Apron Area (gross square feet)			

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. Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

²Clay County Resolution 03/04-30 and Ordinance 04-3 both adopted January 27, 2004 and Clay County Resolution 05/06-64 and Ordinance 06-33 both adopted June 27, 2006 ("Clay") and City of Jacksonville Ordinance 2003-1276-3 adopted November 25, 2003, Ordinance 2004-913-E adopted September 28, 2004 and Ordinance 2007-191 adopted June 1, 2007 ("Duval") (00176386.DOC.2)

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	¹ ORIGINAL PLAN	² PREVIOUS D.O. CHANGE & DATE OF CHANGE
	Site locational changes			
	Airport Acreage, including drainage, ROW, easements, etc.			
Airports (cont.)	# 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			

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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.

¹ Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

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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	Acreage, including drainage, ROW, easements, etc.			
	# Parking spaces			
	Building (gross square feet)	No change	3,735,000	No change
	# Employees			
	chemical storage (barrels and pounds)			
	Site locational changes			
Industrial (cont.)	# 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			

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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	D.O. Conditions				
	ADA representations				
	Acreage, including drainage, ROW, easements, etc.				
	Building (gross square feet)	No Change	950,000	No Change	
	# Parking Spaces				
	# Employees				
	Site locational changes				
	# External vehicle trips				
	D.O. Conditions				
	ADA representations				
Office (cont.) Petroleum/Chemical Storage	Storage Capacity (barrels and/or pounds)				
	Distance to Navigable Waters (feet)				
	Site locations changes				
	Facility Acreage, including drainage, ROW, easements, ect.				

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.

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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
Ports (Marinas)	# External vehicle trips			
	D.O. Conditions			
	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	¹ ORIGINAL PLAN	² PREVIOUS D.O. CHANGE & DATE OF CHANGE
Residential	# Dwelling units	No change	13,337	No change
	Type of dwelling units	Single Family/ Multi-Family	Single Family/ Multi-Family	Single Family/ Multi-Family
	# of lots			
	Acreage, including drainage, ROW, easements, etc.			
	Site locational changes			
	# External vehicle trips			
	D.O. Conditions			
	Acreage, including drainage, ROW, easements, etc.			
	Floor Space (gross square feet)	No change	2,984,620	
	# Parking Spaces			
Wholesale, Retail, Service	# Employees			
	Site locational changes			
	# External vehicle trips			

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.

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SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	¹ ORIGINAL PLAN	² PREVIOUS D.O. CHANGE & DATE OF CHANGE
Hotel/Motel	D.O. Conditions			
	ADA representations			
	# Rental Units			
	Floor space (gross square feet)			
	# Parking Places			
	# Employees			
	Site locational changes			
	Acreage, including drainage, ROW, easements, etc.			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
	R. V. Park	Acreage, including drainage, ROW, easements, etc.		
# Parking Spaces				
Buildings (gross square feet)				

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.

¹ Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted June 27, 2006 ("Clay") and City of Jacksonville Ordinance 2003-1276-3 adopted November 25, 2003, Ordinance 2004-913-E adopted September 28, 2004 and Ordinance 2007-191 adopted June 1, 2007 ("Duval")

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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)	# Employees			
	Site locational changes			
	# External vehicle trips			
	D.O. conditions			
	ADA representations			
	Acreage	No change	1,342 acres	1,344 acres (Clay Resolution 03/04-30 & Ord. 04-3 and Duval Ord. 2004-913-E) 1,366 acres (Duval Ord. 2007-191-E)*
	Site locational changes			
	Type of open space			
D.O. Conditions				
ADA representations				

* This acreage includes 38 acres net of school/park land.

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.

- ¹ Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.
- ² Clay County Resolution 03/04-30 and Ordinance 04-3 both adopted January 27, 2004 and Clay County Resolution 05/06-64 and Ordinance 06-33 both adopted June 27, 2006 ("Clay") and City of Jacksonville Ordinance 2003-1276-3 adopted November 25, 2003, Ordinance 2004-913-E adopted September 28, 2004 and Ordinance 2007-191 adopted June 1, 2007 ("Duval")

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SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	¹ ORIGINAL PLAN	² PREVIOUS D.O. CHANGE & DATE OF CHANGE
Preservation, Buffer or Special Protection Areas Preservation (cont.)	Acreage	No change	1,728 acres	1,744 (Duval Ord. 2004-913-E) 1,778 (Clay Resolution 05/06-64 & Ord. 06-33 and Duval Ord. 2007-191-E)
	Site locational changes			
	Development of site proposed			
	D.O. Conditions			
	ADA representations			

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. Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

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**Villages of Argyle Development of Regional Impact
Notice of Proposed Change
August 4, 2009**

Below are responses to questions asked in the NOPC Form where additional space was needed to respond.

- 2. Applicant:** AFI Associates, Inc.
Attention: Travis Hutson and Rachael Bennett
3030 Hartley Road, Suite 300
Jacksonville, Florida 32257
(904) 262-7718
- 3. Authorized Agent:** Pappas Metcalf Jenks & Miller, P.A.
Attention: M. Lynn Pappas, Esq. and Staci M. Rewis, Esq.
245 Riverside Avenue, Suite 400
Jacksonville, Florida 32202
(904) 353-1980

4. Location:

The Villages of Argyle DRI (the "Project") is located within Duval County and Clay County, Florida, comprises portions of Township 3 South, Range 24 East, Township 3 South, Range 25 East, Township 4 South, Range 24 East, and Township 4 South, Range 25 East, and is located north and west of Blanding Boulevard, south and east of the Cecil Commerce Center, and east of Jennings State Forest. A Vicinity Map is attached as Exhibit A.

5. Description of Proposed Changes:

Summary

This Notice of Proposed Change ("NOPC") requests changes to the Clay County and Duval County Villages of Argyle (a/k/a Oakleaf Plantation) Development of Regional Impact Development Orders ("DRI/DO"). Companion rezoning applications to the Villages of Argyle Planned Unit Development ("PUD") for Clay County and Duval County are being filed in conjunction with this NOPC. No increase in the overall number of total nonresidential square footages or residential units within the DRI is being requested as part of this application. This NOPC proposes to make the following changes to the DRI/DO:

- Allow residential development rights to carry forward in subsequent phases;
- Remove internal road connection requirements between Parcel 10 and Parcel 11C and between Parcel 10 and Parcel 12A;
- Modify the Master Plan (Map H); and

- Set forth the DRI phasing, buildout, termination and downzoning dates.

Proposed Modifications

Carry Forward of Residential Uses

As part of this NOPC application, the applicant proposes to allow residential development rights to carry forward into subsequent phases. Currently, nonresidential development rights are allowed to be carried forward into subsequent phases. At the time the amended and restated DRI/DO was approved in 1999, there was concern that residential units would be constructed within the Project without the necessary supporting nonresidential square footage. To alleviate this concern, residential units were not allowed to be carried forward into subsequent phases.

Approximately ten years has passed since the amended and restated DRI/DO was approved. Since this time to December 31, 2008, building permits for 780,324 nonresidential square footage have been issued, 5,790 single-family units have been platted and building permits for 967 multi-family units have been issued. This equates to approximately 115 nonresidential square feet for each residential unit, demonstrating that the Project is a viable mixed use development. The applicant is not requesting any additional residential development rights. Rather, it is requesting the ability to retain in a subsequent phase the residential development rights approved and mitigated for under the DRI/DO. A chart depicting the amount of residential and nonresidential development approved until December 31, 2008 is attached as Exhibit E.

DRI/DO Section 3 (Phasing) is proposed to be revised to allow the carry forward of residential rights. Schedule 3 to the Duval County DRI/DO also includes a new Note 5, which allows development of Phases 2 and 3 to begin prior to their scheduled commencement dates, provided the appropriate DRI/DO conditions are met. The ability to begin these phases early was approved in 2003 under Duval County Ordinance 2003-1276-E; however the Note to Schedule 3 was not added consistent with this change. The applicant is adding the Note consistent with the 2003 approved change. DRI/DO Section 23, which deals with the biennial report requirements, is proposed to be revised to require reporting of any residential rights carried forward in subsequent phases consistent with the nonresidential use requirement. The precise changes to these DRI/DO Sections are shown in response to NOPC Question 13 below.

Internal Road Connection

The applicant requests to modify Map H to remove the Partial Parcel Connections depicted on Map H between Parcel 10 and Parcel 11C and between Parcel 10 and Parcel 12A. DRI/DO Section 14(k) discusses internal road connections within the Villages of Argyle project and states that road connections between parcels will be as shown on Map H. This DRI/DO Section allows wetland encroachment to be a factor when determining the location and design of internal connection between parcels during the engineering and design stage.

The boundaries between Parcels 10 and 11C and Parcels 10 and 12A contain wetlands as generally shown on Map H. At the time the original DRI/DO was approved in 1975 and subsequently amended and restated in 1999, the exact boundaries of the wetlands within the

Project was not known. Therefore the wetlands depicted on Map H represent the approximate location of wetlands. The location of wetlands between Parcel 10 and Parcel 11C and between Parcel 10 and Parcel 12A have been determined and are shown on Exhibit J. These wetlands are contiguous and a part of the master mitigation plan for the Villages of Argyle project. A letter from Tim Hamilton with Environmental Services, Inc. ("ESI") attached as Exhibit K states that the wetlands located along the boundary of Parcels 10 and 11C and Parcels 10 and 12A have been deemed regionally significant by the St. Johns River Water Management District (the "District") due to their high ecological value and to their connectivity with large tracts of conservation lands (i.e. Jennings State Forrest, Cecil Commerce Preservation Area and Black Creek). It is ESI's opinion that any road connection between Parcels 10 and 11C and Parcels 10 and 12A will fragment the established wetlands flow way and wildlife corridors within the Project. In addition, the road connections will be difficult to permit with the District.

DRI/DO Section 14(k) permits wetland encroachment to be a factor when considering the location and design of internal road connections between parcels. Given that the wetlands located on the boundaries of these parcels are contiguous and classified as regionally significant, the applicant is requesting the removal of the road connections between these parcels.

In addition, Parcel 10 is designated as Business Park on Map H and will generally contain office, retail and warehouse type uses. Parcel 11C is designated as High Density Residential and Parcel 12A as Medium Density Residential. Parcel 11C currently has multi-family units constructed on it and Parcel 12A contains single-family units. The road network between Parcels 10 and 11C and Parcels 10 and 12A will allow office, retail and warehouse type users to "cut-through" residential areas to connect to Oakleaf Plantation Parkway or Branan-Field Chaffee Road as applicable. In addition to prevention of impacts to regionally significant wetlands, the applicant is proposing to eliminate adverse traffic impacts from nonresidential uses which would include truck and commercial traffic through these residential areas. Jeff Crammond, P.E., P.T.O.E., with England-Thims and Miller, Inc., concluded in a July 8, 2009 memorandum that the removal of the internal road connection between these parcels will not significantly impact traffic within the DRI roadway network. A copy of the letter is attached as Exhibit L.

A copy of the current Map H for Clay County and Duval County is attached as Exhibit B. The proposed revised Map H is attached as Exhibit C, which removes the internal road connection between Parcels 10 and 11C and Parcels 10 and 12A.

Map H Note 4

Map H is proposed to be revised to remove the Partial Parcel Connections shown between Parcels 10 and 11C and Parcels 10 and 12A.

The Clay County Map H is also proposed to be revised consistent with the changes approved by the City of Jacksonville under Ordinance 2007-191-E. The changes approved in 2007 only affected the Duval County portion of the Project and did not require any approval by Clay County. These changes are proposed to conform Map H in both Clay and Duval Counties. Specifically these changes (i) depict Parcel 50 (Park/School); (ii) depict Parcel 32P as Mixed Use; (iii) depict Parcel 26 as High Density Residential; (iv) split Parcel 4 into Parcel 4 (Major

Commercial) and Parcel 4B (Mixed Use); (v) modify Map H Notes 3 and 4; and (vi) update the chart on Map H consistent with the changes approved in Ordinance 2007-191-E. The specific change to Clay County Map H, Notes 3 and 4, is shown below in underline.

3. School Park - 2538 Acres net, including the acreage per Section 15(u) of the DRI/DO.
4. Any allowed General Commercial square footages, or Medium Density Residential units, or High Density Residential Units (see I, II. and IV. of this table and any allowed conversions) may be developed within parcels designated for Mixed Use in the Clay County & Duval County portions of the AFI Affiliated Villages, as well as parcels 30, 32P and 32M in Chimney Lakes. Any allowed Residential Units, Light Industrial square footages and Business Park square footages may be developed within parcels designated as Mixed Use in the Duval County and Clay County portions of the AFI Affiliated Villages. Up to 900 residential units (any type) authorized to be developed in Ranch Village may be developed in the residential or Mixed Use areas of the AFI Affiliated Villages within Clay County. Up to 50,000 square feet of the Village Center uses authorized to be developed in Ranch Village may be developed in the Mixed Use or General Commercial areas of the AFI Affiliated Villages within Clay County.

These changes to the Clay County Map H will result in the same Map H for both jurisdictions. A copy of the current Clay County and Duval County Map H is attached as Exhibit B and the revised Map H is attached as Exhibit C.

Phasing, Buildout and Termination

The 2007 Florida Legislature amended Section 380.06(19)(c) Florida Statutes to automatically extend the buildout and termination dates and phasing dates for DRIs under active construction as of July 1, 2007 for three years without counting towards a substantial deviation. Construction activity has been continually taking place within the Villages of Argyle since 2002.

As a result of the three-year extension, the current phasing schedule for the Villages of Argyle is as follows:

- Phase 1: expired December 31, 2006
- Phase 2: January 1, 2007 through December 31, 2014
- Phase 3: January 1, 2015 through December 31, 2019.

The DRI/DO buildout date for Villages of Argyle is December 31, 2019, and the DRI termination and expiration date is December 31, 2023 with the three-year extension.

As a result of the DRI buildout and termination date extensions under Section 380.06(19)(c), Florida Statutes, the applicant proposes to amend the downzoning date from December 31, 2020 to December 31, 2023, so it is consistent with the change to the DRI/DO expiration date.

7. **The Development Orders and Amendments Since Original Approval.**

The Villages of Argyle development orders and amendments are as follows:

- A. A Development of Regional Impact Development Order for Gulfstream Land and Development Corporation ("Gulfstream") for Villages of Argyle was approved by the City of Jacksonville City Council (the "City") by Resolution 74-1445-498 adopted March 11, 1975 (the "City Development Order"), and approved by the County Commission of Clay County on March 13, 1975 by unnumbered resolution (the "Clay County Order") (collectively, the "Original Argyle Development Orders").

Modifications to City of Jacksonville Development Order

- B. Resolution 80-630-217 (July 22, 1980). This modification reflected an overall modification to the Master Plan for Villages of Argyle as outlined in letter from Gulfstream dated April 29, 1980, addressed to Mr. W. Ray Newton.
- C. Resolution 81-720-334 (October 13, 1981). This amendment revised Map H and modified references to the Jacksonville Area Planning Board to the "Planning Department" and "Planning Commission."
- D. Ordinance 85-932-570 (September 11, 1985). This amendment revised Map H.
- E. Resolution 86-1348-431 (November 21, 1986). This amendment modified Map H for a 6.52 acre site to change the allowed use from office use to townhome row house use.
- F. Resolution 87-1405-459 (December 22, 1987). This amendment modified the allowed use of a 28.7 acre site from multi-family use to mixed use development.
- G. Resolution 89-776-289 (Sept. 12, 1989). This amendment modified the allowed use of a 29.5 acre site from utility use to single family low cluster (S) use.
- H. Resolution 90-64-31 (Feb. 27, 1990). This amendment modified the allowed use of a 35.4 acre parcel from mixed use to Residential, Multifamily and Office Institutional uses (RMOI).
- I. Resolution 96-878-318 (Dec. 10, 1996). This amendment deleted 20 acres designated for residential use from the City Development order to permit the Duval County School Board to construct an elementary school.
- J. Resolution 99-876 (Sept. 28, 1999). This amendment reduced the overall number of residential units and incorporated a more diversified mix of uses under a new master plan affecting 7,634 acres of the 9,393 acre DRI, and set forth new conditions to address transportation, environmental, and school impacts for the 7,634 acre area. This amendment superceded all previous amendments as to the 7,634 acre area, which was renamed "The Villages of Argyle."

- K. Ordinance 2000-811-E (Sept. 26, 2000). This amendment modified the land use of a 9.96 acre parcel in East Village (not part of the area subject to the amendments made in 1999) from mixed use (office and warehouse uses) to Commercial, and provided limits on the number of square feet and transportation trips for this 9.96 acre parcel.
- L. Ordinance 2003-222-E (March 11, 2003). This amendment revised Map H to change the use of the site owned by Health Quest from Healthcare to Commercial, approved construction of up to 156,000 square feet of mini warehouse development, and approved construction of up to 23,400 square feet of neighborhood commercial development on the HealthCare site. This area is not within the 7,634 acre Villages of Argyle portion of the DRI.
- M. Ordinance 2003-1276-E (Nov. 25, 2003). This amendment modified the land use of parcel 31 and a portion of parcel 33 owned by Chimney Lakes from Residential to Park/School and changed a part of parcel 32 to Medium Density Residential.
- N. Ordinance 2004-425-E (May 11, 2004). This amendment modified Map H to change parcel RE# 016518-0050 from Utility to Single Family Residential, and is not within the 7,634 acre Villages of Argyle portion of the DRI.
- O. Resolution 2004-612-A (July 13, 2004). This amendment modified the allowed uses of 98.28 acres owned by AFI Associates, Inc., and Chimney Lakes Investment Company from Low Density Residential to Medium Density Residential and from Medium Density Residential and Low Density Residential to Community/General Commercial.
- P. Ordinance 2004-913-E (Sept. 28, 2004). This amendment modified Map H as to lands within Duval County, amended the distribution of residential and commercial units within Duval County by allowing residential units and commercial square feet to be placed on mixed use parcels, changed uses for Parcels 3, 30, and 32M, and permitted residential units in Clay County to be constructed in Duval County.
- Q. Ordinance 2007-191-E (June 1, 2007). This amendment relocates a park/school site to Parcel 50, converts Parcel 32P to Mixed Use, modifies Map H, splits Parcel 4 into Parcel 4 and Parcel 4B and allows biennial reporting.

Modifications to the Clay County Development Order

- R. Resolution (July 22, 1980). This amendment modified phase completion dates to end at year 2000; modified the land use plan; allowed more current flood prone area data to substitute for the 2/6/75 U.S.G.S. maps to determine the limitation on placement of buildings; allowed septic tank usage in Clay County; and substituted use of the 1990 internal traffic circulation system for the 1980 internal circulation system.
- S. Resolution (January 12, 1988), recorded in Official Records Book 1122, page 265, of the public records of Clay County, Florida. This amendment relocated residential land use

densities among Country Village, Ranch Village, and Rural Village due to a change in the Noise Control Boundary.

- T. Resolutions 96/97-28 and 96/97-29 (January 14, 1997). These actions deleted a 20 acre parcel in Duval County for use as an elementary school and reconciled overall approved land uses.
- U. Ordinance 99-46 (September 28, 1999), ratified by Ordinance 99-54 (October 21, 1999). This amendment reduced the overall number of residential units and incorporated a more diversified mix of uses under a new master plan affecting 7,634 acres of the 9,393 acre DRI, and set forth new conditions to address transportation, environmental, and school impacts for the 7,634 acre area. This amendment superceded all previous amendments as to the 7,634 acre area, which was renamed "The Villages of Argyle."
- V. Ordinance 00-52 (Sept. 26, 2000). This amendment modified the land use of a 9.96 acre parcel in East Village (not part of the area subject to the amendments to the DRI made in 1999) from mixed use (office and warehouse uses) to Commercial and limited the allowed square footage and number of transportation trips for this 9.96 acre parcel.
- W. Resolution 02/03-54 and Ordinance 03-47 (adopted April 22, 2003). These actions amended Section 3, Phasing, and the Schedule 3 Phasing Plan to allow commencement of Phases 2 and 3 prior to their scheduled commencement dates, provided that the conditions of the Development Order were met.
- X. Resolution 03/04-30 and Ordinance 04-3 (adopted Jan. 27, 2004). These actions amended the Villages of Argyle Master Plan Map to revise and reconfigure Parcels 12B, 17 and 18.
- Y. Resolution 05/06-64 and Ordinance 06-33 (adopted June 27, 2006). These actions added 322.28± acres to the DRI, reconfigured Parcels 11B and 14F, changed Parcel 20 and a portion of Parcel 19 to Mixed Use, converted Heavy Industrial uses to Light Industrial uses, reconfigured the Library/Village Center parcel, reserved additional right-of-way for an interchange at Branamfield Chaffee Road, allowed certain development rights to be developed in the AFI Affiliated Villages, allowed certain development rights to be developed in the Mixed Use areas of the AFI Affiliated Villages and amended the reporting requirements to biennial reporting.

10. Phasing/Buildout Dates/Termination Date

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

As a result of the three-year extension, the current phasing schedule for the Villages of Argyle is as follows:

Phase 1 - expired December 31, 2006

Phase 2 - January 1, 2007 through December 31, 2014

Phase 3 - January 1, 2015 through December 31, 2019.

The current buildout date is December 31, 2019, and the expiration date is December 31, 2023.

13. **Precise Language Proposed to be Added to the Development Order:**

- A. Substitute the current Clay County and Duval County Master Plans (Map H) attached hereto as Exhibit B with the proposed revised Master Plan (Map H) attached hereto as Exhibit C.
- B. Amend Section 3, of the Clay County Development Order for the Villages of Argyle as shown in underline and strikethrough below:

Phasing. Phasing for each Village within The Villages of Argyle shall be linked to total allowable square footage, acreage or units, as applicable, within each Village or Affiliated Village(s) and within each of three phases of development for each Village or Affiliated Village(s) as set forth on Schedule 3 attached hereto and made a part hereof (the "Phase(s)") subject to the terms of the PUD and Land Use Exchange Table. ~~Each Phase has been designated for completion in five (5) year increments; however, d~~ Development of Phases 2 and 3 of this DRI and the PUD zoning may begin prior to their scheduled commencement dates without affecting their respective completion dates, provided that the conditions of this Development Order are met as to development within the respective Phase and Village or Affiliated Village(s). The provisions of Section 380.06(19), F.S. as to extensions of time to complete development of any Phase shall be measured from the date of this Amended and Restated Development Order. Subject to the severability provisions of Section 22 below, each Village or Affiliated Village(s) shall commence Phase 1 of development within such Village or Affiliated Village not later than eighteen (18) months from the effective date of this Amended and Restated Development Order. Development rights for Residential Units shall be carried forward to later phases and be subject to expiration only as part of the ultimate buildout date and termination date set forth in this Amended and Restated Development Order. ~~for which a preliminary plat has not been approved prior to expiration of a phase will expire unless extended by modification to this Amended and Restated Development Order.~~ Both the City and the County wish to maximize the opportunity for internal capture and for Commercial, Industrial and Office development within the Villages of Argyle to enhance economic development in the Northwestern portion of the County and within the Southwestern portion of the City. The City and the County recognize that maturity of the community will dictate the construction and development of Commercial, Industrial and Office development. Accordingly, development rights for Commercial, Industrial and Office improvements shall not be subject to expiration by phase but shall be carried over to later phases and be subject to expiration only as part of the ultimate build out date and termination date for the Villages of Argyle as set forth in this Amended and Restated Development Order.

For purposes of this Amended and Restated Development Order, the commencement of any Phase of The Villages of Argyle development as indicated on Schedule 3 shall consist of the beginning of construction, including site preparation work for any of the following:

- i. project streets;
- ii. office, industrial or commercial facilities;
- iii. parking areas; or
- iv. housing units.

The time period for commencement and completion of any Phase of development shall be tolled as to any Landowner during the period of any appeal pursuant to Section 380.07, F.S., or during the pendency of any administrative or judicial proceedings related to development permits, including any administrative or judicial proceedings pursuant to Chapter 163, F.S. The projected build out date for all development is December 31, ~~2016~~2019.

The DRI termination and DRI Development Order expiration dates are established as December 31, ~~2020~~2023. Any extensions of the DRI build out date, expiration date or phasing deadline shall be governed by the provisions of Section 380.06(19)(c), F.S. (1997).

- C. Amend Section 3, of the Duval County Development Order for the Villages of Argyle as shown in underline and strikethrough below:

Phasing. Phasing for each Village within the Villages of Argyle shall be linked to total allowable square footage, acreage, or units, as applicable, within each Village or Affiliated Village(s) and within each of three phases of development for each Village or Affiliated Village(s) as set forth in schedule 3 attached hereto and made a part hereof (the "Phase(s)") subject to the terms of the PUD and Land Use Exchange Table. ~~Each Phase has been designated for completion in five (5) year increments; however, d~~Development of Phases 2 and 3 of this DRI and the PUD zoning may begin prior to their scheduled commencement dates without affecting their respective completion dates, provided that the conditions of this Development Order are met as to development within the respective Phase and Village or Affiliated Village(s). The provisions of Section 380.06(19), F.S. as to extensions of time to complete development of any Phase shall be measured from the date of this Amended and Restated Development Order. Subject to the severability provisions of Section 22 below, each Village or Affiliated Village(s) shall commence Phase 1 of development within such Village or Affiliated Village not later than eighteen (18) months from the effective date of this Amended and Restated Development Order. Development rights for Residential Units shall be carried forward to later phases and be subject to expiration only as part of the ultimate buildout date and termination date set forth in this Amended and Restated Development Order. ~~for which a preliminary plat has not been approved prior to expiration of a phase will expire unless extended by modification to this~~

~~Amended and Restated Development Order.~~ Both the City and the County wish to maximize the opportunity for internal capture and for Commercial, Industrial and Office development within the Villages of Argyle to enhance economic development in the Northwestern portion of the County and within the Southwestern portion of the City. The City and the County recognize that maturity of the community will dictate the construction and development of Commercial, Industrial and Office development. Accordingly, development rights for Commercial, Industrial and Office improvements shall not be subject to expiration by phase but shall be carried over to later phases and be subject to expiration only as part of the ultimate build out date and termination date for the Villages of Argyle as set forth in this Amended and Restated Development Order.

For purposes of this Amended and Restated Development Order, the commencement of any Phase of The Villages of Argyle development as indicated on Schedule 3 shall consist of the beginning of construction, including site preparation work for any of the following:

- v. project streets;
- vi. office, industrial or commercial facilities;
- vii. parking areas; or
- viii. housing units.

The time period for commencement and completion of any Phase of development shall be tolled as to any Landowner during the period of any appeal pursuant to Section 380.07, F.S., or during the pendency of any administrative or judicial proceedings related to development permits, including any administrative or judicial proceedings pursuant to Chapter 163, F.S. The projected build out date for all development is December 31, ~~2016~~2019.

The DRI termination and DRI Development Order expiration dates are established as December 31, ~~2020~~2023. Any extensions of the DRI build out date, expiration date or phasing deadline shall be governed by the provisions of Section 380.06(19)(c), F.S. (1997).

- D. Substitute the current Clay County Phasing Plan, Schedule 3, attached hereto as Exhibit F with the amended Clay County Phasing Plan, Schedule 3, attached hereto as Exhibit G.
- E. Substitute the current Duval County Phasing Plan, Schedule 3 attached hereto as Exhibit H with the amended Duval County Phasing Plan Schedule 3, attached hereto as Exhibit I.
- F. Amend Section 29 of the Clay County and Duval County Development Order for the Villages of Argyle as shown in underline and strikethrough below.

Down Zoning Protection. The Villages of Argyle as approved in this Amended and Restated Development Order shall not be subject to down zoning or reduction of approved land uses before December 31, ~~2020~~2023, unless the Landowners consent to such change or the City or the County, as applicable, demonstrates that the substantial changes in the conditions underlying the approval of this Amended and Restated Development Order have occurred or that this Amended and Restated Development Order was based on substantially inaccurate information provided by the Landowners or that the changes clearly established by the County or the City as applicable to be essential to the public health, safety and welfare.

- G. Amend Section 23(1) of the Clay County and Duval County Development Order for the Villages of Argyle as shown in underline and strike-through below:

Nonresidential Development Deferral. A summary of any ~~nonresidential development~~ which has been deferred from development in one phase to be carried over to a ~~subsequent~~ phase, if any.

INDEX TO
VILLAGES OF ARGYLE NOPC EXHIBITS

- A. Vicinity Map
- B. Current Clay County and Duval County Master Plans (Map H)
- C. Proposed Revised Master Plan (Map H)
- D. Authorization Letter
- E. Chart Depicting Residential and Nonresidential Development
- F. Current Clay County Phasing Plan, Schedule 3
- G. Proposed Revised Clay County Phasing Plan, Schedule 3
- H. Current Duval County Phasing Plan, Schedule 3
- I. Proposed Revised Duval County Phasing Plan, Schedule 3
- J. Parcel 10 Boundary and Wetlands Graphic
- K. Wetland Analysis Letter
- L. Traffic Analysis Memorandum

EXHIBIT A

Vicinity Map

16

295

295

Normandy Blvd

103rd St.

Villages of Argyle
DRI

Argyle Forest Blvd

Branan Field Rd

Blanding Blvd

Legend

INTERSTATE

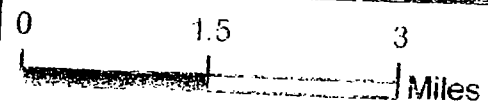
COUNTY LINE

VILLAGES OF ARGYLE DRI

Projects/01-161-30/Villages_of_Argyle_Location

Location Map

Villages of Argyle
DRI



ENR/NOPC - AUGUST 4, 2009
ON FILE
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EXHIBIT B

**Current Clay County and Duval County Master Plans
(Map H)**

**Current Clay County Master Plan
(Map H)**

{00176662.DOC.2}
Villages of Argyle NOPC

**Current Duval County Master Plan
(Map H)**

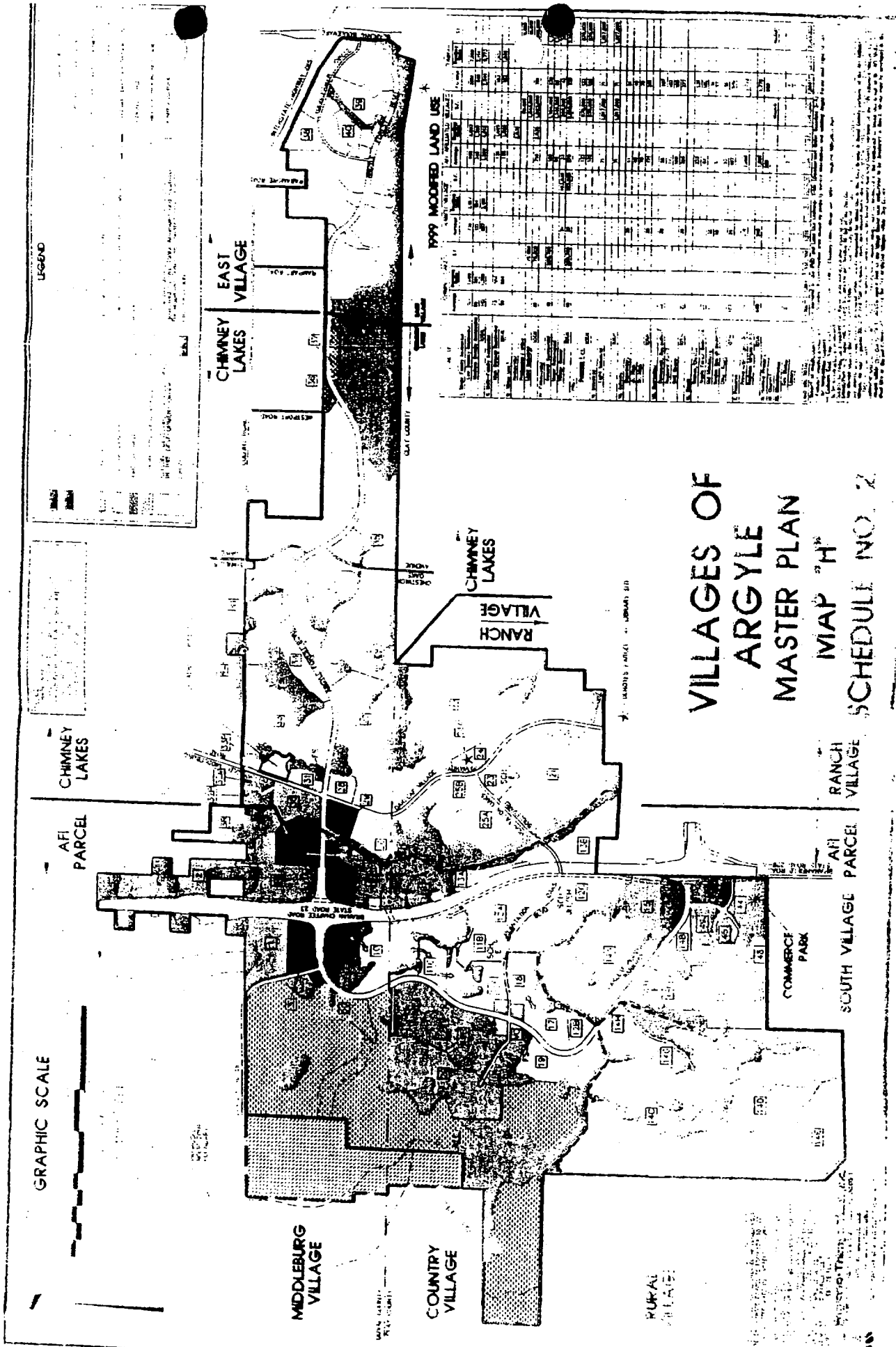


EXHIBIT C

Proposed Revised Master Plan (Map H)

EXHIBIT D

Authorization Letter

AUTHORIZATION LETTER

Date: 8/5/09

You are hereby advised that the undersigned, hereby authorizes and empowers Pappas Metcalf Jenks & Miller, P.A. and England-Thims & Miller, Inc. as its agents in the filing of the Notice of Proposed Change to the Villages of Argyle Development of Regional Impact.

AFI Associates, Inc., a Florida corporation

By: Travis J. Hutson
Print: Travis J. Hutson
Its: VP

STATE OF FLORIDA
COUNTY OF Duval

The foregoing affidavit was sworn and subscribed before me this 5th day of August, 2009 by Travis Hutson as V.P. of AFI Associates, Inc., a Florida corporation, who is personally known to me or has produced _____ as identification.

Nicole L. Quarles
(Notary Signature)

NOTARY PUBLIC-STATE OF FLORIDA
Nicole L. Quarles
Commission # DD829029
Expires: OCT. 07, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

EXHIBIT E

Chart Depicting Residential and Nonresidential Development

**Villages of Argyle DRI
Development through December 31, 2008**

Village	Non-Residential (Square Feet)				Residential (DU)		
	Commercial	Office	Industrial	Total	Single Family	Multi Family	Total
Chimney Lake	173,281	0	65,000	238,281	1,167	140	1,307
AFI Parcel	424,543	5,000	105,000	534,543	2,205	827	3,032
Ranch Village	7,500	0	0	7,500	2,418	0	2,418
Total	605,324	5,000	170,000	780,324	5,790	967	6,757

Ratio of Non-Residential to Residential: 115 sf/per residential unit

Notes:

1. Source: Biennial Monitoring Reports
2. Single Family based on platted lots.
3. Multi family and non-residential based on building permits

EXHIBIT F

Current Clay County Phasing Plan, Schedule 3

Schedule 3
Phasing Plan
(Revised April 2003)

Attachment A

	Phase I thru December 31, 2006	Phase 2 from January 1, 2007 thru December 31, 2011	Phase 3 from January 1, 2012 thru December 31, 2016
<u>AFI Affiliated Villages</u>			
Industrial	915,000 s.f.	1,830,000 s.f.	3,660,000 s.f.
Commercial	446,250 s.f.	834,500 s.f.	2,510,000 s.f.
Single Family Residential	1,490 units	2,979 units	4,909 units
Multifamily Residential	1,300 units	2,600 units	3,060 units
Office	237,500 s.f.	475,000 s.f.	950,000 s.f.
<u>Chirnev Lakes</u>			
Industrial			
Commercial	102,967 s.f.	199,833 s.f.	298,850 s.f.
Single Family Residential	460 units	920 units	1,380 units
Multifamily Residential	168 units	336 units	504 units
Office			
<u>Ranch Village</u>			
Industrial			
Commercial	64,640 s.f.	129,280 s.f.	193,920 s.f.
Single Family Residential	1,160 units	2,321 units	3,481 units
Multifamily Residential			
Office			

1. All amounts are cumulative for all phases.
2. The square footage and unit amounts are subject to adjustment in accordance with the Land Use Exchange Table (Schedule 2-A).
3. Civic and recreational uses such as church sites, schools and park sites may be developed within any phase.
4. The quantities of Commercial, Industrial and Office uses may be carried cumulatively through all phases. (See Section 3 of the Amended and Restated Development Order.)

Development of Phases 2 and 3 of this DRI and the PUD zoning may begin prior to their scheduled commencement dates without affecting their respective completion dates, provided that the conditions of this Development Order are met as to development within the respective Phase and Village or Affiliated Village(s).

FILED & RECORDED

NOPC - AUGUST 4, 2009

ON FILE

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EXHIBIT G

Proposed Revised Clay County Phasing Plan, Schedule 3

**Schedule 3
Phasing Plan
(Revised August 2009)**

	Phase I thru December 31, 2006	Phase 2 from January 1, 2007 thru December 31, 2011 <u>2014</u>	Phase 3 from January 1, 2012 <u>2015</u> thru December 31, 2016 <u>2019</u>
<u>AFI Affiliated Villages</u>			
Industrial	915,000, s.f.	1,830,000 s.f.	3,660,000 s.f.
Commercial	446,250 s.f.	834,500 s.f.	2,510,000 s.f.
Single Family Residential	1,490 units	2,979 units	4,909 units
Multifamily Residential	1,300 units	2,600 units	3,060 units
Office	237,500 s.f.	475,000 s.f.	950,000 s.f.
<u>Chimney Lakes</u>			
Industrial			
Commercial	102,967 s.f.	199,833 s.f.	298,850 s.f.
Single Family Residential	460 units	920 units	1,380 units
Multifamily Residential	168 units	336 units	504 units
Office			
<u>Ranch Village</u>			
Industrial			
Commercial	64,640 s.f.	129,280 s.f.	193,920 s.f.
Single Family Residential	1,160 units	2,321 units	3,481 units
Multifamily Residential			
Office			

1. All amounts are cumulative for all phases.
2. The square footage and unit amounts are subject to adjustment in accordance with the Land Use Exchange Table (Schedule 2-A).
3. Civic and recreational uses such as church sites, schools and park sites may be developed within any phase.
4. The quantities of Residential, Commercial, Industrial and Office uses may be carried cumulatively through all phases. (See Section 3 of the Amended and Restated Development Order.)
5. Development of Phases 2 and 3 of this DRI and PUD zoning may begin prior to their scheduled commencement dates without affecting their respective completion dates, provided that the conditions of this Development Order are met as to development within the respective Phase and Village or Affiliated Village(s).

EXHIBIT H

Current Duval County Phasing Plan, Schedule 3

SCHEDULE 3
Phasing Plan

	Phase 1 thru December 31, 2006	Phase 2 from January 1, 2007 thru December 31, 2011	Phase 3 from January 1, 2012 thru December 31, 2016
<u>AFI Affiliated Villages</u>			
Industrial	915,000 s.f.	1,330,000 s.f.	3,660,000 s.f.
Commercial	446,250 s.f.	834,500 s.f.	2,510,000 s.f.
Single Family Residential	1,490 units	2,979 units	4,912 units
Multifamily Residential	1,300 units	2,600 units	3,060 units
Office	237,500 s.f.	475,000 s.f.	950,000 s.f.
<u>Chimney Lakes</u>			
Industrial	25,000 s.f.	50,000 s.f.	75,000 s.f.
Commercial	94,501 s.f.	187,133 s.f.	280,700 s.f.
Single Family Residential	460 units	920 units	1,380 units
Multifamily Residential	168 units	336 units	504 units
Office			
<u>Ranch Village</u>			
Industrial			
Commercial			
Single Family Residential	64,640 s.f.	129,280 s.f.	193,920 s.f.
Multifamily Residential	1,160 units	2,321 units	3,481 units
Office			

1. All amounts are cumulative for all phases.
2. The square footage and unit amounts are subject to adjustment in accordance with the Land Use Exchange Table (Schedule 2-A)
3. Civic and recreational uses such as church sites, schools and park sites may be developed within any phase.
4. The quantities of Commercial, Industrial and Office uses may be carried cumulatively through all phases. (See Section 3 of the Amended and Restated Development Order.)

00024114.25
revisions to .23
September 16, 1999

EXHIBIT I

Proposed Revised Duval County Phasing Plan, Schedule 3

**Schedule 3
Phasing Plan
(Revised August 2009)**

	Phase I thru December 31, 2006	Phase 2 from January 1, 2007 thru December 31, 2014	Phase 3 from January 1, 2015 thru December 31, 2016
<u>AFI Affiliated Villages</u>			
Industrial	915,000, s.f.	1,830,000 s.f.	3,660,000 s.f.
Commercial	446,250 s.f.	834,500 s.f.	2,510,000 s.f.
Single Family Residential	1,490 units	2,979 units	4,912 units
Multifamily Residential	1,300 units	2,600 units	3,060 units
Office	237,500 s.f.	475,000 s.f.	950,000 s.f.
<u>Chimney Lakes</u>			
Industrial	25,000 s.f.	50,000 s.f.	75,000 s.f.
Commercial	94,501 s.f.	187,133 s.f.	280,700 s.f.
Single Family Residential	460 units	920 units	1,380 units
Multifamily Residential	168 units	336 units	504 units
Office			
<u>Ranch Village</u>			
Industrial			
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Single Family Residential	1,160 units	2,321 units	3,481 units
Multifamily Residential			
Office			

1. All amounts are cumulative for all phases.
2. The square footage and unit amounts are subject to adjustment in accordance with the Land Use Exchange Table (Schedule 2-A).
3. Civic and recreational uses such as church sites, schools and park sites may be developed within any phase.
4. The quantities of Residential, Commercial, Industrial and Office uses may be carried cumulatively through all phases. (See Section 3 of the Amended and Restated Development Order.)
5. Development of Phases 2 and 3 of this DRI and PUD zoning may begin prior to their scheduled commencement dates without affecting their respective completion dates, provided that the conditions of this Development Order are met as to development within the respective Phase and Village or Affiliated Village(s).

EXHIBIT J

Parcel 10 Boundary and Wetlands Graphics

N. BRANNAN FELD DR.

ARGYLE FOREST BLVD.

PARCEL 6

WETLAND CROSSING AND ROADWAY PERMITTED BY OTHERS

OLD MOUNTAIN RD.

S.R. 23 - BRANNAN FELD/ CHAFFEE RD. (LIMITED ACCESS)




DIVAL COUNTY
CLAY COUNTY

OAKLEAF PLANTATION PARKWAY

PARCEL 10

REGIONALLY SIGNIFICANT WETLANDS

LEGEND

 SJRWMD JURISDICTIONAL WETLANDS

PARCEL TIC

PARCEL 10

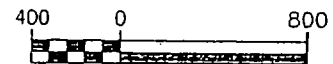
REGIONALLY SIGNIFICANT WETLANDS

PARCEL TIA

PARCEL TIB

PARCEL 12A

PARCEL TIA



SCALE: 1" = 800'



England-Thimby & Miller, Inc.
ENGINEERS - PLANNERS - SURVEYORS - LANDSCAPE ARCHITECTS
14775 ST. AUGUSTINE ROAD
JACKSONVILLE, FLORIDA 32258
PHONE NUMBER (904) 642-8090 FAX NUMBER (904) 648-0485

VILLAGES OF ARGYLE
PARCEL 10 BOUNDARY AND WETLANDS
NOV - AUGUST 1999
ON FILE

EXHIBIT K

Wetlands Analysis Letter

ENVIRONMENTAL SERVICES, INC.
7220 FINANCIAL WAY, SUITE 100
JACKSONVILLE, FLORIDA 32256
904-470-2200 • FAX 904-470-2112
www.environmentalservicesinc.com

2 July 2009

Mr. Tom Welch
England-Thims & Miller, Inc.
14775 Old St. Augustine Road
Jacksonville, Florida 32258

RE: OakLeaf Plantation NOPC

Dear Tom:

As discussed, the Master Development Plan for OakLeaf Plantation provided for potential connector roads to extend between Parcel 10 and Parcel 11C, as well as between Parcel 10 and Parcel 12A. We have assessed the practicality and feasibility of permitting these roadways, as the construction would require crossing "contiguous" wetlands which are part of the master mitigation plan for OakLeaf Plantation. We offer the following opinion.

The wetlands that are located at the southern boundary of Parcel 10 have been deemed regionally significant by the St. Johns River Water Management District (SJRWMD), due to their high ecological value and to their connectivity with large tracts of conservation lands (Jennings State Forest, Cecil Commerce Preservation Area, and Black Creek). Permitting road crossings through these wetlands would require significant justification and mitigation, as they will fragment an established flow way and wildlife corridors.

Based on our experience, it is our opinion that the referenced connector roads would be difficult and costly to permit with SJRWMD. Should you have any questions or require additional information, please call me.

Sincerely yours,

ENVIRONMENTAL SERVICES, INC.



Tim Hamilton
Vice President/Senior Project Manager

AMH/smc/EJ98230.01.NOPClettertotomwelch.doc
P:pf070209f.

EXHIBIT L

Traffic Analysis Memorandum

MEMORANDUM

To: Don Smith

From: Jeff Chapman, P.E., P.T.O.E.

Date: July 8, 2009

7/8/09

Re: **Traffic Impacts of the Elimination of the Internal Connections between Parcels 10, 11C and 12A of the Villages of Argyle, DRI**

As requested, I reviewed the traffic impacts of the elimination of the internal connection between the office parcel (10) and the two residential parcels. The office parcel consists of just over 95 acres of developable land and at 10,000 square feet of office space per acre the parcel will support 954,300 square feet of office and support commercial space. The conceptual plan for the multi-family indicates that parcel 11C is interconnected with parcel 11A and a total of 930 apartment units will be developed. The Plat for the single-family (parcel 12A) contains 240 lots. Based on the trip generation rates contained in the eighth edition of the Institute of Transportation Engineers (ITE) *Trip Generation Manual* these three parcels are expected to generate 2,271 pm peak hour trips. Based on the methodologies and procedures contained in the second edition of the ITE *Trip Generation Handbook*, there is the potential for 26 internal trip ends or 13 trips. This equates to less than one percent of the total generation and therefore the elimination of the connections between the residential and office parcels will not significantly impact the traffic on the roadway network within the DRI. Attached are two tables illustrating the trip generation and internal capture calculations referenced above.

After you have had an opportunity to review this material, let me know if you have any questions.

PRINCIPALS

Douglas C. Miller, PE, CEO
N. Hugh Mathews, PE, President
Joseph A. Tarver, Exec. VP.
Juanitta BaGer Clem, PE, V.P.
Scott A. Wild, PE, PSM, V.P.
Samuel R. Crissinger, CFO, VP.
Robert A. Mizell, Jr., PE, V.P.
Thomas N. Fallin, PE, VP.
Buckley K. Williams, C.C.C.A., V.P.
K.T. Peter Ma, PE, V.P.

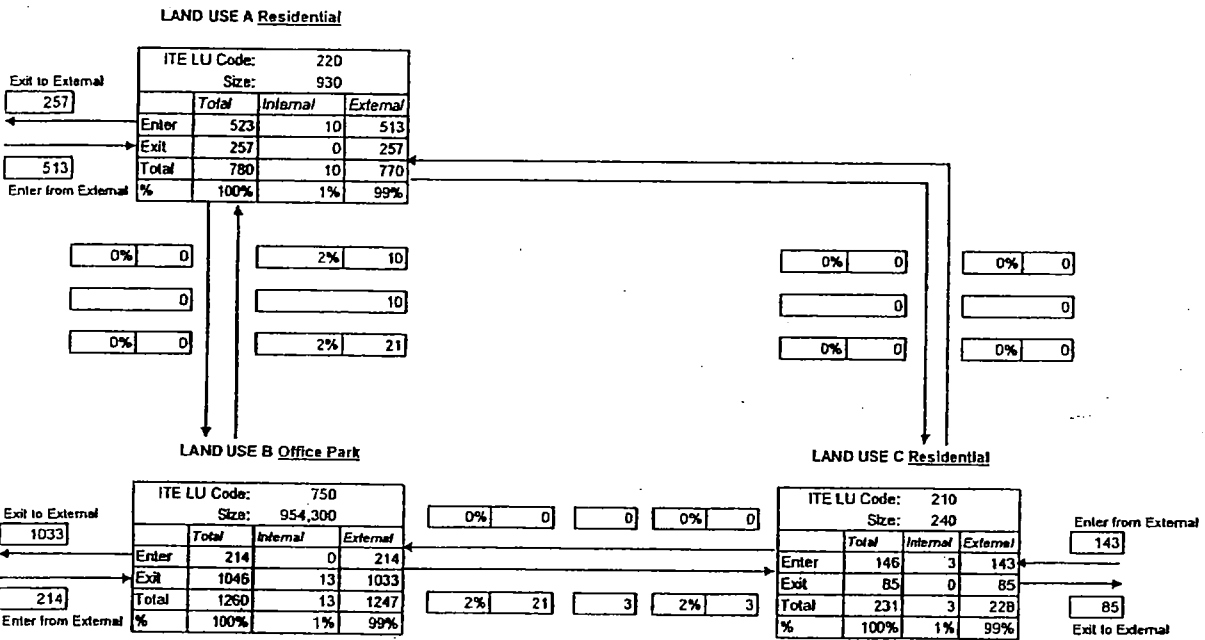
EMERITUS

James E. England, PE
Robert E. Thims

PM Peak Hour Trip Generation

ITE Code	Land Use	Quantity	Trip Gen PM Peak	PM Peak		Internal		Pass-By ¹		Net New Trips		
				In	Out	In	Out	In	Out	In	Out	Total
Approved												
210	Single Family (Parcel 12A)	240	231	146	85	3	0	143	85			
220	Apartments (Parcel 11A & 11C)	930	780	523	257	10	0	513	257			
750	Office Park (Parcel 10)	954,300	1,260	214	1,046	0	13	214	1,033			
Total			2271	883	1388	13	13	870	1375		2245	

**TRIP GENERATION
AND INTERNAL CAPTURE SUMMARY**



Net External Trips from Multi-Use Development				
	LAND USE A	LAND USE B	LAND USE C	TOTAL
Enter	513	214	143	870
Exit	257	1033	85	1375
Total	770	1247	228	2245
Internal Capture				
Single - Use Trip Gen. Est.	780	1260	231	2271
				1%

*** Note: Please do not change the land use order
 Please enter data here

Analyst: J Crammond
 Date : 7/8/2009