

RECORDED
PAGE NO. 9/25/86
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MINUTE BOOK NO. 35

R-86-214

**RESOLUTION AMENDING R-84-69
GRANTING A MASTER DEVELOPMENT ORDER
ARVIDA CORPORATION**

WHEREAS, ISLAND INVESTMENT PROPERTIES, LTD. (IIP); and KABARA CORP N.V. (KABARA), have become successors in interest to that portion of the development rights granted to the ARVIDA CORPORATION (ARVIDA) in R-84-69, identified as Increment One consisting of residential units and an eighteen hole golf course, and further identified as Planned Development Residential (PDR) in the First Amended Agreement amending the Agreement made part of R-84-69; and

WHEREAS, KABARA and IIP wish an extension of time for submission an Application for Incremental Development Approval (AIDA) and an Application for Development Approval (ADA), pursuant to the Second Amended Agreement amending the Agreement made part of R-84-69; and

WHEREAS, ARVIDA CORPORATE PARK ASSOCIATES (ACPA), successors in interest to ARVIDA, have, pursuant to the First Amended Agreement, submitted an Application for Development Approval (ADA) for the portion of the project approved by R-84-69 identified as Increment Two and further identified as that area designated for Planned Development Industrial (PDI) and Planned Development Commercial (PDC) in the First Amended Agreement; and

WHEREAS, pursuant to Section 380.06(19), Florida Statutes, publication and furnishing of due notice of a public hearing in these proceedings has been advertised and a public hearing in these proceedings was held on September 3, 1986 before the Manatee County Planning Commission and on September 25, 1986 before the Board of County Commissioners of Manatee County, Florida.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, that the Board makes the following findings of fact:

1. Notice of public hearing to amend R-84-69 was duly published in the Bradenton Herald, a newspaper of general circulation in Manatee County, Florida, pursuant to Florida Statutes, Section 380.06(19)(f), and proof of such publication has been duly filed in these proceedings.

2. The proposed amendment to R-84-69 has been rendered to the TAMPA BAY REGIONAL PLANNING COUNCIL and the DEPARTMENT OF COMMUNITY AFFAIRS, as provided in Florida Statutes, Section 380.06(10)(f).

3. On May 15, 1984, Manatee County rendered a Master Development Order, R-84-69, appended hereto and made a part hereof as Attachment "A".

4. On February 28, 1984, MANATEE COUNTY, the TAMPA BAY REGIONAL PLANNING COUNCIL and ARVIDA entered into an Agreement, made part of R-84-69, identifying increments of development.

5. On March 5, 1985, the same parties executed a First Amended Agreement allowing for the development on these increments as separate Applications for Development Approval.

6. On _____, 1986, MANATEE COUNTY, the TAMPA BAY REGIONAL PLANNING COUNCIL and successors in interest to ARVIDA, executed a Second Amended Agreement, appended hereto and made a part hereof as Attachment "B", incorporating the First Amended Agreement and providing for an extension of time for submission of requests for development approval as provided herein.

BE IT FURTHER RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS as conclusions of law that the proceedings have been conducted pursuant to the provisions of Florida Statutes, Chapter 380, and that IIP, KABARA and ACPA have sustained and proved all material allegations and assertions contained in the request to amend the Master Development Order, R-84-69, subject to the following conditions:

* September 24, 1986 Island Investment Properties, Ltd. executed the agreement
September 24, 1986 Kabara, Corp. N.V.
September 25, 1986 Board of County Commissioners of Manatee County
October 14, 1986 Tampa Bay Regional Planning Council

R-86-214 Cont'd.

1. IIP and KABARA as successors in interest to ARVIDA or their successors or assigns may submit an AIDA for that portion of the land identified as Planned Development Residential (PDR) in the First Amended Agreement and further identified as Increment One in the Agreement, provided, however, in the event that the developer does not submit an application for an AIDA by February 28, 1989, the developer shall submit an ADA for the entire PDR parcel, further described in Exhibit "1" attached hereto, not later than February 28, 1992. Submission of the AIDA and ADA shall conform to the terms and conditions of R-84-69, as amended by this resolution.
2. ACPA shall submit an ADA for the entire PDC and PDI parcels identified as Increment Two in the First Amended Agreement and further described on Exhibit "2" attached hereto, in lieu of an AIDA for Increment Two. The ADA shall conform to the terms and conditions of R-84-69 as amended by this Resolution.
3. The extension of time granted herein for submission of the AIDA and ADA for the PDR, identified as Increment One of the Agreement, is found not to be a substantial deviation of the Master Development Order granted by R-84-69.
4. The submission of separate ADAs for Increments One and Two as identified in the First Amended Agreement is found not to be a substantial deviation of the Master Development Order granted by R-84-69.
5. This Amended Master Development Order shall become effective upon adoption by the Board of County Commissioners of Manatee County, Florida, and transmitted to the Tampa Bay Regional Planning Council and the Division of Community Affairs (DCA), provided, however, that the filing of a notice of appeal pursuant to Section 380.07, Florida Statutes, stays the effectiveness of this order.

R-86-214 Cont'd.

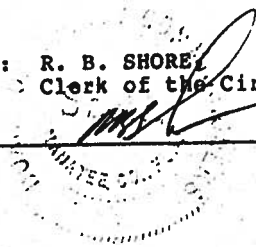
ADOPTED with a quorum present and voting this the 25th
day of September, 1986.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: Edward W. Ohman

Chairman 9/25/86

ATTEST: R. B. SHORE
Clerk of the Circuit Court



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RESOLUTION GRANTING A MASTER DEVELOPMENT

WHEREAS, THE ARVIDA CORPORATION, hereinafter referred to as "ARVIDA", in accordance with Section 380.06, Florida Statutes, has filed with Manatee County an Application for Master Development Approval (AMDA) of a Development of Regional Impact (D.R.I. #12); and

WHEREAS, ARVIDA proposes to develop a planned development residential (PDR) of 3,450 dwelling units with associated recreational and commercial activities, a planned development commercial (PDC) and together with a planned development industrial (PDI) upon real property located in Manatee County, Florida and owned by Island Investment Properties, Ltd. and Kabara, N.V. as described in attached Exhibit A and made a part hereof; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction, pursuant to Sections 380.031 and 380.06, Florida Statutes, is authorized and empowered to consider Applications for Master Development Approval of Developments of Regional Impact; and

WHEREAS, pursuant to Section 401F, Manatee County Comprehensive Zoning and Land Development Code, and Section 380.06(7), Florida Statutes, a notice of public hearing of these proceedings was duly published; and

WHEREAS, upon publication and furnishing of due notice, a public hearing in these proceedings was held on March 7, 1984, March 21, 1984 and March 28, 1984, before the Manatee County Planning Commission and April 19, 1984 and May 15, 1984 before the Board of County Commissioners of Manatee County, Florida; and

WHEREAS, all parties were afforded at the public hearing the opportunity to present evidence and argument on all issues, conduct cross-examination and submit rebuttal evidence and any member of the general public requesting to do so was given an opportunity to present written or oral communication; and

WHEREAS, pursuant to Section 380.06(11), Florida Statutes, Tampa Bay Regional Planning Council (TBRPC), the appropriate regional planning agency, prepared and submitted to Manatee County its report and recommendations on the regional impact of the development; and

WHEREAS, said Board of County Commissioners and said Planning Commission have considered the testimony, reports, and other documentary evidence submitted at said public hearing by ARVIDA, TBRPC, as well as Manatee County staff agencies and various persons in attendance at said public hearing; and

WHEREAS, said Board of County Commissioners has received and considered the recommendation of the Manatee County Planning Commission; and

WHEREAS, said Board of County Commissioners, having considered all of the foregoing and being fully advised and informed in the premises;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Manatee County, Florida, that said Board makes the following findings of fact:

1. A Notice of Public Hearing in these proceedings was duly published in the Bradenton Herald, a newspaper of general circulation in Manatee County, Florida, pursuant to Section 380.06(10) Florida Statutes, and Section 401F, Manatee County Comprehensive Zoning and Land Development Code, and proof of such publication has been duly filed in these proceedings.

2. The real property involved in this development and owned by Island Investment Properties, Ltd. and Kabara, N.V. is located in Manatee County, Florida and is described on attached Exhibit A, and made a part hereof.

Exhibit A

3. Upon consideration of all matters prescribed in Sections 380.06(12), 380.06(13) and 380.06(20)(b), Florida Statutes, and the Manatee County Comprehensive Zoning and Land Development Code, and other applicable provisions of local and state law, the Commission has determined that as conditioned by the approval hereby granted the ARVIDA development described in the Application:

- (a) is not located in an area of critical state concern, and
- (b) does not interfere with the achievement of the objectives of any adopted state land development plan applicable to the area;
- (c) is consistent with local land development regulations; and
- (d) adequately addresses the concerns of regional impact stated in the report and recommendations of the Tampa Bay Regional Planning Council dated February 20, 1984 on file in these proceedings, and is consistent with that report.

BE IT FURTHER RESOLVED, by the Commission, as conclusions of law, that the proceedings have been conducted pursuant to the provisions of the Manatee County Comprehensive Zoning and Land Development Code and Chapter 380, Florida Statutes, and that ARVIDA has sustained and proved all the material allegations and assertions made in the Application and, subject to the conditions, restrictions, and limitations hereinafter set forth, ARVIDA is entitled to the relief prayed and applied for in said Application and, therefore, the Commission hereby approves and grants ARVIDA Application for Master Development Approval for a Development of Regional Impact (D.R.I. #12), subject to the following recommended conditions for approval submitted by the Tampa Bay Regional Planning Council:

1. The incremental AIDA and final ADA reviews shall be conducted pursuant to Chapter 380.06 F.S., except that AIDA approvals shall be recorded as separate amendments to the Master Development Order.
2. The AIDAs for the first and second increments shall be filed with the County and TBRPC and other reviewing agencies no later than two years after the effective date of the Alternative Review Agreement. Failure to file these AIDAs within two years shall require that TBRPC reassess the regional issues associated with each increment and add or delete regional issues as appropriate.
3. Within five years of the date of the agreement, the developer shall submit an ADA to TBRPC and the County for review pursuant to Chapter 380.06, F.S. The ADA shall address all regional impacts on a cumulative basis, including regional impacts reviewed in any AIDA.
4. The regional issues listed below shall be address in subsequent incremental and final reviews. Failure to mitigate adverse regional impacts related to the regional issues identified for this project as set forth below in a manner to attain conformance and consistency with adopted TBRPC policies may result in a recommendation of denial of an AIDA or ADA or appeal of ADA by TBRPC.

Regional Issues:

- a. Regional transportation impacts.
- b. Regional environmental issues relating to lake management, water and air quality protection, wildlife habitat, soil and subsurface geologic suitability, and protection of the watershed.
- c. Regional economic impacts relating to employment, capital improvement costs, and the regional tax base.

- d. Regional impacts relating to water, sewer and solid waste services, energy use and hazardous waste disposal (if applicable).
 - e. Regional issues relating to housing.
 - f. Preservation of regionally significant historical and archaeological sites.
5. Prior to submittal of the first AIDA, an overall master drainage plan shall be developed. The plan shall be based upon the findings of a County approved water quality and quantity monitoring program. It shall be submitted with the first AIDA to assure that drainage plans for each increment are compatible with one another, and with drainage systems of the surrounding or adjacent property. The plan is to be developed in such a manner or as to assure maximum protection to the Braden River watershed and to maintain the existing hydroperiod of all existing jurisdictional wetlands.
 6. Preliminary site plans and other information submitted to the County pursuant to Section 403F, Manatee County Comprehensive Zoning and Land Development Code, may serve as the basis for Chapter 380.06, F.S. review of the AIDAs. County site plan information shall be indexed and cross-referenced to the ADA and submitted to TBRPC and reviewing agencies as an AIDA.
 7. The dwelling units proposed in Sector "Y" shall be deferred from Conceptual Development Plan approval. Development consideration of this area will be reassessed at the ADA stage of the development process.
 8. An archaeological survey shall be conducted on the portion of the project site recommended for survey by the Florida Department of State, Division of Archives, History and Records Management, prior to the issuance of permits for land clearing or development activities.
 9. The ADA and incremental submittals shall address the matters raised in the responses from reviewing agencies to the AMDA, as appropriate.
 10. The terms and conditions of the Agreement between Manatee County, the Tampa Bay Regional Planning Council and Arvida Corporation are hereby incorporated into this document by reference.
 11. The developer shall pay TBRPC one-third of the TBRPC D.R.I. application review fee in force upon filing the AMDA with Manatee County. Two-thirds of the D.R.I. application fee in force shall be paid TBRPC when the ADA is filed or ADA preapplication conference is requested. The developer shall pay TBRPC the D.R.I. increment review fee in force at the time an AIDA is filed or preapplication conference is requested. These amounts shall constitute the total application fee to TBRPC.
 12. The developer shall reimburse Manatee County on the basis of time spent reviewing each D.R.I. application. The developer will be billed after each phase of the application process is complete in accordance with the official fee schedule of the Planning and Development Department, adopted June 1, 1982, as follows:

"All work performed by Manatee County employees directly and reasonably attributable to review of a D.R.I. application shall be paid by the developer and/or agent. Fees will be based upon the hourly rate of pay of each employee performing the work, multiplied by the number of hours worked plus fifty (50%) percent; to cover cost for fringe benefits (30%), and for overhead and indirect costs (20%). A deposit of \$3,000.00 will be paid by the developer and/or agent at the time of

application. Any balance due over \$3,000.00 will be billed. Any amount under \$3,000.00 will be refunded. The developer and/or agent shall also pay the actual cost of a Court Reporter and transcript of proceedings (NOTE: Two copies of proceedings shall be provided to the County), the actual cost of necessary consulting services as determined by the Board of County Commissioners and other applicable fees as established by this fee schedule."

BE IT FURTHER RESOLVED THAT:

1. This Resolution shall constitute a Master Development Order issued in accordance with Chapter 380, Florida Statutes.
2. Definitions and matters contained in Chapter 380, Florida Statutes, shall control the construction of any defined terms and matters appearing in the Development Order.
3. The following are hereby incorporated by reference and made a part of this Development Order:
 - (a) The "Application for Master Development Approval" submitted by ARVIDA.
 - (b) The legal description of the property attached hereto as Exhibit B.
 - (c) The Ordinance granting rezoning to Planned Development Residential, Planned Development Commercial and Planned Development Industrial (2-84-81) adopted May 15, 1984.
 - (d) Agreement between Manatee County, The Tampa Bay Regional Planning Council and Arvida Corporation (As Amended) attached hereto as Exhibit C.
4. This Master Development Order shall be effective for a period of twenty (20) years from the date of this Resolution provided that the effective period may be extended by the Board upon a showing of good cause, and provided that the conditions and other provisions of subsequent approvals of AIDAs, the ADA preliminary development plans and the like shall supersede the provisions of this Master Development Order to the extent they are inconsistent and irreconcilable. This approval shall not be construed as a waiver of any Manatee County requirements for other necessary permit procedures, plat approvals, building permits, certificates of occupancy, or similar matters provided by Florida Statutes or ordinances of Manatee County unless said requirements are specifically waived in the Resolution granting R-84-69.

The time above provided shall be tolled during any period of time during which there is any building permit moratorium imposed by the County or other governmental agency having authority to do so.
5. This Master Development Order shall be binding upon and inure to the benefit of the applicant and its assignees, or successors in interest and the present owners and their assignees or successors in interest. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created and designated as successor in interest to, or which otherwise possesses any of the power and duties of any referenced governmental agency in existence on the effective date of this Development Order.
6. A certified true copy of this Resolution shall be filed and recorded in the Public Records of Manatee County, Florida, and the Development Order contained herein shall govern the development of ARVIDA.
7. A finding by the Board of County Commissioners of Manatee County, Florida, in accordance with Section 380.06(7), Florida Statutes, after notice and public hearing, that ARVIDA has substantially deviated from the conditions, restrictions and limitations of

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this Development Order shall result in termination of all development activity under this Development Order and additional regional review pursuant to Section 380.06, Florida Statutes, and other applicable laws of the State of Florida.

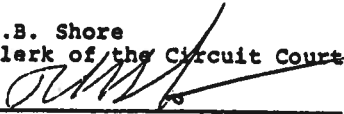
8. This Development Order shall become effective upon adoption by the Board of County Commissioners of Manatee County and transmittal to the TBRPC and the Florida Division of Community Affairs provided, however, that the filing of a notice of appeal pursuant to Chapter 380.07, Florida Statutes, stays the effectiveness of this Development Order.

ADOPTED with a quorum present and voting, this 15th day of May, 1984.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

BY: Edward W. Chow
Chairman

ATTEST: R.B. Shore
Clerk of the Circuit Court



Zoller & Najjar Engineering, Inc.

Consulting Engineers

201 5TH AVENUE DRIVE EAST
POST OFFICE BOX 696
BRADENTON, FLORIDA 33506
MAIN OFFICE (813) 748-8080
SURVEYING OFFICE (813) 748-0910

FEBRUARY 4, 1982

IIP KABARA PROPERTY

DESCRIPTION:

THE NORTH 1/2 OF THE N.E. 1/4 LYING SOUTH OF THE BRADEN RIVER; THE SOUTH 1/2 OF THE N.W. 1/4; THE S.E. 1/4; THE EAST 1/2 OF THE S.W. 1/4; THE NORTH 1/2 OF THE S.W. 1/4 OF THE S.W. 1/4; AND THE N.W. 1/4 OF THE S.W. 1/4, ALL IN SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, SUBJECT TO EASEMENTS IN FAVOR OF FLORIDA POWER AND LIGHT COMPANY.

AND:

ALL OF SECTION 35, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, LESS THE N.W. 1/4 OF THE N.W. 1/4, AND ALSO LESS THE SOUTH 50 FEET, BEING THE PROPERTY OF EARLE B. JOHNSON, AS TRUSTEE (O.R. BOOK 969, PAGE 1510), SUBJECT TO EASEMENTS IN FAVOR OF FLORIDA POWER AND LIGHT COMPANY, AND ALSO SUBJECT TO DRAINAGE EASEMENTS IN FAVOR OF FLORIDA DEPARTMENT OF TRANSPORTATION FOR COUNTY LINE ROAD (S.R. #610).

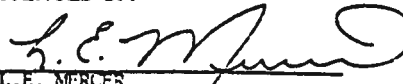
AND:

THE WEST 303.55 FEET OF SECTION 36 LESS THE SOUTH 50 FEET THEREOF; AND THE WEST 303.55 FEET OF THE S.W. 1/4 OF SECTION 25; ALL BEING IN TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA; MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FROM THE S.W. CORNER OF THE AFOREMENTIONED SECTION 36, RUN N 00° 20' 22" W, ALONG THE WEST LINE OF SAID SECTION 36, A DISTANCE OF 50.01 FEET FOR A POINT OF BEGINNING; THENCE, CONTINUE N 00° 20' 22" W, ALONG SAID WEST LINE, A DISTANCE OF 5296.68 FEET TO A CONCRETE MONUMENT AT THE N.W. CORNER OF SAID SECTION 36, ALSO BEING THE S.W. CORNER OF THE AFOREMENTIONED SECTION 25; THENCE N 02° 45' 45" E, ALONG THE WEST LINE OF SECTION 25, A DISTANCE OF 2672.27 FEET TO A CONCRETE MONUMENT AT THE N.W. CORNER OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89° 11' 03" E, ALONG THE NORTH LINE OF SAID S.W. 1/4, A DISTANCE OF 303.73 FEET; THENCE S 02° 45' 45" W, A DISTANCE OF 2674.37 FEET; THENCE S 00° 20' 22" E, A DISTANCE OF 5293.44 FEET; THENCE N 89° 23' 57" W, (50 FEET NORTHERLY OF AND PARALLEL WITH THE SOUTH LINE OF THE AFOREMENTIONED SECTION 36), A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING.

CONTAINING A TOTAL OF 1134.1 ACRES, MORE OR LESS.

PREPARED BY:


L.E. MERCER
PROFESSIONAL LAND SURVEYOR
STATE CERTIFICATE NO. 1324

-4-

Engineers

Planners

Land Surveyors

Exhibit B

AGREEMENT
BETWEEN MANATEE COUNTY, THE TAMPA BAY REGIONAL
PLANNING COUNCIL AND ARVIDA CORPORATION
(AS AMENDED)

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3 THIS AGREEMENT is entered into by MANATEE COUNTY, a political
4 subdivision of the State of Florida (hereafter "County"), the
5 TAMPA BAY REGIONAL PLANNING COUNCIL (hereafter "TRRPC"), and
6 ARVIDA CORPORATION (hereafter "Developer").

7 WHEREAS, Developer proposes to develop a mixed-use develop-
8 ment of regional impact (DRI) located in Manatee County known as
9 Circle-N-Bar Ranch; and

10 WHEREAS, the proposed DRI will be developed in increments
11 over an extended period of time with buildout expected to be
12 completed in October, 2001; and

13 WHEREAS, the proposed DRI will comprise 1,134 acres as
14 depicted in Exhibit "1", and legally described in Exhibit "2";
15 and

16 WHEREAS, the proposed DRI will include mixed uses generally
17 described in Exhibit "3", including approximately 3,300 residen-
18 tial units, approximately 1,250,000 square feet of commercial
19 space, and approximately 1,350,000 square feet of industrial
20 space; and

21 WHEREAS, the parties agree that use of the alternative DRI
22 review process, whereby master development approval is requested,
23 and, if approved by the granting of a Master Development Order
24 (MDO), may be followed by requests for approval of individual
25 project increments prior to submission of a complete Application
26 for Development Approval (ADA) for the project as a whole, will
27 facilitate efficient and effective review of the project and will
28 correspond to the development plans of Developer; and

29 WHEREAS, the parties agree that, to the maximum possible
30 extent, it is desirable to integrate DRI review with local
31 Government land use review and approval; and

32 WHEREAS, this agreement is authorized by, and consistent
33 with Section 180.06(10)(b), Florida Statutes; and

Exhibit C

WHEREAS, this proposed development is conceptually consistent with adopted TBRPC policies reflected in the "Future of the Region" and Chapter 29H, Florida Administrative Code; and

WHEREAS, the Developer and Island Investment Property, Ltd., and Kabara H.V., hereafter referred to as "Owners," warrant that Owners own the property described in Exhibit "2" (hereafter "the property") and Developer has sufficient interest in the property to seek ORI approval.

NOW, WHEREFORE, in consideration of the foregoing and of the following covenants, conditions and promises, the parties agree as follows:

1. Master Development Approval

- Developer shall submit to TBRPC and the County an Application for Master Development Approval (AMDA) encompassing the property. Developer shall also submit subsequent Applications for Incremental Development Approval (AIDA) encompassing portions of the Property as described herein and an Application for Development Approval (ADA) encompassing the entire Property. The AMDA shall include:
- a. a general description of proposed land uses in the ORI;
 - b. a map depicting the general location of such uses;
 - c. all information required to be submitted to the County pursuant to Sections 2058 and 401E, Manatee County Code, governing conceptual site plan approval; and
 - d. identification of increments and the timing for submitting AIDAs and the ADA.

2. Master Development Order

- The master development order:
- a. shall assure that anticipated regional impacts will be adequately addressed in the review process;
 - b. may grant master development or conceptual approval

1 of the development subject to subsequent submission,
2 review and approval of AIDAs and the ADA pursuant to
3 the provisions set forth herein and Chapter 180.06,
4 F.S.:

- 5 c. shall specify which regional issues have been suf-
6 ficiently reviewed in the AMDA and, therefore, will not
7 require further review in an AIDA or ADA;
8 d. shall specify which regional issues are subject to
9 review pursuant to 180.06, F.S. in an AIDA and define
10 information requirements for review of these issues;
11 e. shall limit review of subsequent AIDAs to issues and
12 information specifically identified in the master devel-
13 opment order, unless substantial changes in the con-
14 ditions underlying approval of the master development
15 order are shown or the master development order is shown
16 to have been based on substantially inaccurate
17 information; and
18 f. shall identify any issues which may result in denial or
19 approval of an AIDA.

20 1. a. First Increment

21 The first increment is described in Exhibit "4" and
22 generally depicted in Exhibit "5". It shall comprise
23 approximately 448 acres and shall include approximately
24 150 residential units and an 18-hole golf course. The
25 parties recognize and agree that this increment will not
26 exceed any of the Chapter 177-1, Florida Administrative
27 Code, thresholds. The parties also recognize that addi-
28 tional residential units for the area described in this
29 increment may be requested in a subsequent AIDA.

30 b. Second Increment

31 The second increment is described in Exhibit "4" and
32 depicted in Exhibit "5". It shall comprise approximately
33 29 acres of high technology industrial office

1 uses, 130,000 square feet of gross leasable area and
2 parking for 940 vehicles. The parties recognize and
3 agree that this increment will not, either separately
4 or in conjunction with the first increment, exceed any
5 of the Chapter 27F-2, Florida Administrative Code
6 thresholds.

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13 4. The AIDAs for the first and second increments shall be filed
14 with the County and TBRPC no later than two years after the
15 effective date of the MDO. Failure to file these AIDAs
16 within two years shall require that TBRPC reassess the
17 regional issues associated with each increment and add or
18 delete issues as appropriate.

19 5. Additional Increments

20 AIDAs for additional increments may be submitted upon
21 agreement of the parties and amendment of the MDO pursuant
22 to appropriate review and hearing processes, provided that
23 no subsequent increments, either separately or in conjunc-
24 tion with all previously submitted increments, may exceed
25 any of the Chapter 27F-2, F.A.C., thresholds.

26 6. Approval of Increments

27 County approval, pursuant to Chapter 380.06, F.S., of any
28 increments shall be granted in separate addenda to the MDO.

29 7. Incremental Review

30 a. Regional issues shall be reviewed as part of each AIDA.
31 The regional impact of previously approved increments may
32 be subject to further review on a cumulative basis as
33 part of a subsequent AIDA or the ADA.

34 b. Information requested by TBRPC in an AIDA shall not
35 duplicate information required by the County planned
36 development review ordinances. Accordingly, the
37 requirements, information submittals, and review proce-
38 dures set forth in the following provisions of the
39 Manatee County Land Development Code, as the same may

1 be amended from time to time, are recognized as appli-
2 cable to any part of the ORI which is made the subject
3 of an AIDA, and the Developer's obligation to comply
4 with them is incorporated into this agreement.

- 5 (1) Section 407, Amendments (Exhibit "6");
6 (2) Section 401F, Public Hearing (Exhibit "7");
7 (3) Section 205B, Standards and Procedures for Planned
8 Developments (Exhibit "8");
9 (4) Section 203Q, PDR - Planned Residential
10 Development District (Exhibit "9");
11 (5) Section 203R, PDC - Planned Commercial Development
12 District (Exhibit "10");
13 (6) Section 203S, PDI - Planned Industrial Development
14 District (Exhibit "11");
15 (7) Section 202K (WP Watershed Protection Overlay
16 District (Exhibit "12");
17 (8) Section 403 Site Plans (Exhibit "13");
18 (9) Manatee County Floodplain Management Regulations
19 as adopted (presently Ordinance Nos. 77-1 and 77-4).

20 c. Subject to the provisions of paragraph 3, preliminary
21 site plans and other information submitted to the County
22 pursuant to Section 403F, Manatee County Land
23 Development Code, shall serve as the basis for TBRPC
24 review of AIDAs. County site plan information shall be
25 indexed and cross-referenced to the ADA and submitted to
26 TBRPC as an AIDA. In addition, County requirements
27 under Sections 203X and 203Y, Manatee County Land
28 Development Code, which are comprehensive measures
29 designed to protect wetlands, floodplains, and maintain
30 water quality, and the county soils survey, shall serve
31 as the basis for TBRPC review of impacts relating to
32
33

1 wetlands, watercourses, watersheds, and stormwater
2 runoff. Other information submitted in connection with
3 County review may be submitted to TBRPC as additional
4 basis for AIDA review.

5 9. Supplementary Information For Review of Regional Issues

6 The referenced County ordinances may not provide all infor-
7 mation necessary for AIDA review of regional issues.

8 Accordingly, if necessary, TBRPC may request additional
9 information to determine conformance and consistency with
10 adopted regional policies related only to the following
11 regional issues:

- 12 a. Regional transportation impacts.
- 13 b. Regional environmental issues relating to lake manage-
14 ment, water and air quality protection, soil and subsur-
15 face geologic suitability, and protection of watersheds.
- 16 c. Regional economic impacts relating to employment, capi-
17 tal improvement costs, and the regional tax base.
- 18 d. Regional impacts relating to water, sewer and solid
19 waste services, energy use and hazardous waste disposal
20 (if applicable).
- 21 e. Regional issues relating to housing.
- 22 f. Preservation of regionally significant historical and
23 archaeological sites.

24 Such additional information, if required, shall be iden-
25 tified by TBRPC in the preapplication conference report pre-
26 ceding submission of an AIDA or sufficiency response. All
27 requests for additional information shall be based on the
28 need to adequately address TBRPC policies and identified
29 regional issues, and shall recognize whether required County
30 information is adequate, the relevance of the requested
31 information to the particular approval requested, the
32 necessity for Developer to secure additional state and
33 regional agency approvals which can be the subject of AIDA

1 approval conditions, and other considerations referenced in
2 Rule 98-16.28(2) and Chapter 29H, Florida Administrative
3 Code. Applications submitted to other agencies that contain
4 any requested additional information, when properly and clearly
5 cross-referenced to the ADA, may be submitted to TBRPC to
6 fulfill information requests. Questions normally included in
7 the ADA and not related to the regional issues identified in
8 this section may be identified at a preapplication conference
9 and eliminated from an AIDA with the consent of Developer and
10 TBRPC.

11 9. Issues That May Result In Denial Of An AIDA Or ADA by TBRPC

12 The failure to mitigate adverse regional impacts related to
13 the regional issues set forth in Section 8 of this agreement
14 in a manner to attain conformance and consistency with adopted
15 TBRPC policies may result in a recommendation of denial or
16 appeal of an AIDA or ADA by TBRPC.

17 10. Application For Development Approval

18 Within five (5) years of the date of this agreement,
19 Developer shall submit an Application for Development
20 Approval (ADA) to TBRPC and the County for review pursuant
21 to Chapter 180.06, F.S. The ADA shall address all regional
22 impacts on a cumulative basis, including regional impacts
23 reviewed in any AIDA. Prior approval of any AIDA shall not
24 prejudice approval or denial of the ADA. Developer shall
25 have an opportunity to request elimination of ADA questions
26 and identification of critical or significant regional issues
27 associated with ADA review. The basis for TBRPC recom-
28 mending denial of the ADA shall be as provided in AIDA
29 review and Chapter 180, F.S. Developer may submit a response
30 to any ADA question concurrent with any AIDA. TBRPC shall
31 review the response, determine if it is adequate and inform
32 Developer and Manatee County of its determination.
33 Information submitted in a prior AIDA may be submitted to

1 partially or completely fulfill ADA requirements as
2 appropriate.

3 11. Regional Review Fees

4 Developer shall pay TBRPC one-third of the TBRPC ORI appli-
5 cation review fee in force upon filing the AMDA with the
6 County. Two-thirds of the ORI application fee in force
7 shall be paid TBRPC when the ADA is filed or ADA preapplica-
8 tion conference is requested. Developer shall pay TBRPC the
9 ORI increment review fee in force at the time an AIDA is
10 filed or preapplication conference is requested. These
11 amounts shall constitute the total application fee to TBRPC.

12 12. Developer Contributions

13 Any mandatory dedication or contributions which the
14 Developer undertakes or commits to undertake, as a condition
15 of AMDA or AIDA approval, including without limitation
16 dedication of property or facilities or payment of fees,
17 shall be cumulated and credited to the Developer in con-
18 sidering subsequent and total contributions. Such dedica-
19 tions or contributions shall be authorized or required by
20 and consistent with County ordinances or County ORI review
21 practices and procedures.

22 13. This agreement does not limit or modify the statutory
23 responsibilities of the County or TBRPC pursuant to Section
24 380.06, Florida Statutes.

25 14. Nothing in this agreement shall be construed as preju-
26 dicing, compromising or limiting in any way the lawful
27 authority of Manatee County or the lawful discretion of the
28 Board of County Commissioners to approve, deny, or condition
29 the approval of the ORI or any portion thereof in con-
30 nection with the County's review and consideration under its
31 own land use and development policies and regulations,
32 whether or not such review and consideration take place
33 simultaneously with review procedures under Chapter 380 and
this agreement.

- 1 15. This agreement shall inure to the benefit of, and shall be
- 2 binding upon, the County, TBRPC, the Developer and their
- 3 respective successors and assigns.
- 4 16. This agreement shall be signed by Owners at the request of
- 5 the parties to provide assurance that the Developer has suf-
- 6 ficient interest in the property to seek DRI approval under
- 7 the terms of this agreement. Owners join in and consent to
- 8 this agreement, and thereby warrant that Developer has suf-
- 9 ficient right and interest in the property to exercise its
- 10 rights and fulfill its obligations under this agreement.
- 11 17. This agreement is made and entered into under, and shall be
- 12 construed in accordance with, the laws of the State of
- 13 Florida, and particularly Section 180.06(20)(b), Florida
- 14 Statutes, and Rule 98-16.28, Florida Administrative Code.
- 15 18. This agreement may be amended by mutual written agreement of
- 16 the parties.
- 17 19. Unless extended or otherwise terminated by mutual written
- 18 consent of the parties, this agreement shall terminate when
- 19 a Development Order(s) is/are issued for a DRI(s) encom-
- 20 passing the property in its entirety, or on November 1,
- 21 2001, whichever sooner occurs
- 22

23 WITNESSES:

24 Edward W. Chaney
 25 Chairman

26
 27 Thomas E. P. Jones
 28 Deputy Chairman

29
 30
 31
 32 ATTEST: R. B. SHORE,
 33 Clerk of the
Circuit Court

ARVITA CORPORATION
 By: Robert H. Williams
 Title: PRES. MANATEE CO.
Feb. 6 1984
 Date of Execution

TAMPA BAY REGIONAL PLANNING COUNCIL
 By: James L. Pelt
Feb 20, 1984
 Date of Execution

BOARD OF COUNTY COMMISSIONERS OF
 MANATEE COUNTY, FLORIDA
 By: Edward W. Chaney
 Chairman

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Agreed and Consented To:

James S. Miller
Secretary

James S. Miller
Secretary

ISLAND INVESTMENTS COMPANY, LTD.
By: [Signature]
Date of Execution Feb 4 1964

KABARA, N.V.
By: [Signature]
Date of Execution 2-6-64

**SECOND AMENDMENT TO
ARVIDA DEVELOPMENT AGREEMENT**

THIS AGREEMENT, entered into by MANATEE COUNTY, a political subdivision of the State of Florida (COUNTY); the TAMPA BAY REGIONAL PLANNING COUNCIL (TBRPC); ARVIDA CORPORATE PARK ASSOCIATES (ACPA), a successor in interest to Arvida corporation; ISLAND INVESTMENT PROPERTIES, LTD. (IIP), a successor in interest to Arvida Corporation; and KABARA CORP. N.V. (KABARA), a successor in interest to Arvida Corporation, amend the Agreement by and between COUNTY, TBRPC and ARVIDA CORPORATION (ARVIDA) entered into on February 28, 1984 (Agreement), a copy of which is attached hereto and made a part hereof as Exhibit "A"; as amended by a subsequent Agreement by and between COUNTY, TBRPC and ARVIDA entered into on March 5, 1985 (First Amended Agreement), a copy of which is attached hereto and made a part hereof as Exhibit "E";

WHEREAS, IIP and KABARA are successors in interest to that portion of the development rights granted to ARVIDA in Manatee County Resolution R-84-69, which is identified as Increment One in the Agreement and identified as Planned Development Regional (PDR) in the First Amended Agreement; and

WHEREAS, the parties have agreed to amend the Agreement, as amended by the First Amended Agreement, to allow IIP and KABARA to extend the time for submission of both the Application for Incremental Development (AIDA) and the Application for Development Approval (ADA) for the PDR; and

WHEREAS, ACPA has, pursuant to the First Amended Agreement, submitted a separate ADA for that portion of the project approved by R-84-69, which is identified as Increment Two in the Agreement and identified as Planned Development Industrial and Planned Development Commercial (PDI/PDC) in the First Amended Agreement; and

WHEREAS, such amendment is technical in nature and will not substantively affect any regional issues or substantively change the Agreement, as amended by the First Amended Agreement.

ATTACHMENT "B"

SECOND AMENDMENT TO ARVIDA
DEVELOPMENT AGREEMENT CONT'D.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. IIP and KABARA are successors in interest to ARVIDA for that portion of land identified as Planned Development Residential (PDR) in R-84-69, further identified as Increment One in the Agreement and further described in Exhibit "C", attached hereto and made a part hereof.

2. IIP and KABARA as successors in interest to ARVIDA or their successors or assigns may submit an AIDA for that portion of the land identified as Planned Development Residential (PDR) in the First Amended Agreement and further identified as Increment One in the Agreement, provided, however, in the event that the developer does not submit an application for an AIDA by February 28, 1989, the developer shall submit an ADA for the entire PDR parcel, further described in Exhibit "C" attached hereto, not later than February 28, 1992. Submission of the AIDA and ADA shall conform to the terms and conditions of R-84-69, as amended by this resolution.

3. ACPA has, in accordance with the First Amended Agreement, submitted an ADA for the approved PDC/PDI parcels in lieu of an AIDA for Increment Two identified in the Agreement made part of R-84-69, and applicable to the Planned Development Commercial (PDC) and Planned Development Industrial (PDI) parcels as further described in Exhibit "D", attached hereto and made a part hereof. The ADA shall conform to the terms and conditions of R-84-69, as amended by R-86-214.

4. All other provisions of the Agreement, as amended by the First Amended Agreement, not in conflict with this Agreement, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have hereunto duly executed this Agreement on the dates below given.

WITNESSES:

ARVIDA CORPORATE PARK ASSOCIATES

By: _____

Date: _____

SECOND AMENDMENT TO ARVIDA
DEVELOPMENT AGREEMENT CONT'D.

ISLAND INVESTMENT PROPERTIES, LTD.
By Suncoast Realty Management Co.,
Inc., General Partner

By: _____

Date: _____

KABARA, CORP. N.V.

By: _____

Date: _____

TAMPA BAY REGIONAL PLANNING COUNCIL

By: _____

Date: _____

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: _____
Chairman

Date: _____

ATTEST: R. B. SHORE,
Clerk of the Circuit Court

Exhibit B

AMENDMENT TO AGREEMENT

THIS AMENDMENT is entered into by MANATEE COUNTY, a political subdivision of the State of Florida, hereinafter "County", the TAMPA BAY REGIONAL PLANNING COUNCIL, hereinafter "TBRPC", and ARVIDA CORPORATION, hereinafter "Developer", and amends that agreement by and between the parties hereto and referred to hereinafter as "Agreement", a copy of which is attached hereto as Exhibit "A".

WHEREAS, the parties have agreed to amend the Agreement to allow Arvida to submit two separate Applications for Development Approval for two separate Developments of Regional Impact on the property described therein; and

WHEREAS, the parties have further agreed to amend the Agreement to shift the exact placement of the PDC and PDI portions within the property; and

WHEREAS, such amendments would not affect any regional issues or change in any substantive manner the Agreement and are only technical in nature,

NOW, THEREFORE, the parties agree as follows:

1. The Arvida Corporation or its assignees or successors in interest, may submit a separate Application for Development Approval (ADA), on (1) that portion of the land identified as Planned Development Industrial and Planned Development Commercial, and (2) that portion of the land identified as Planned Development Residential.
2. If the Developer chooses to submit separate ADA's, each such ADA shall be submitted within five (5) years of the date of the Agreement.
3. Exhibits 4, and 5 are amended by attachment hereto of Exhibits 4A and 5A.
4. All other provisions of the Agreement not specifically changed by this Amendment shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have hereunto set
their hands and seals on this the 31 day of
March, 1965.

WITNESSES:

Thomasine Blackmer
Frederick K. K. K.

ARVIDA CORPORATION

By: [Signature]

TAMPA BAY REGIONAL PLANNING COUNCIL

By: Sandra Reta

ATTEST: R. B. SHORE
Clerk of the
Circuit Court

[Signature]

BOARD OF COUNTY COMMISSIONERS OF
MANATEE COUNTY, FLORIDA

By: Edward W. Chance
Chairman

Agreed and Consented to:

ISLAND INVESTMENT PROPERTY, LTD., BY
SUNCOAST REALTY MANAGEMENT CO., INC., GEN. PARTNER

Thomasine Blackmer
Frederick K. K. K.

By: [Signature]

KABARA, N.V.

Rachyn J. Black
Marguerite L. Gray

By: [Signature]

PDR

A parcel of land in Sections 25, 26, 35, and 36, Township 35 South, Range 13 East, Manatee County, Florida described as follows:

Begin at the Southwest corner of said Section 35; thence N 00°01'16" W, (with bearings referred to grid North of the West zone of the Florida State Plane Coordinate System), a distance of 2699.49 feet to the W ½ of said Section 35; thence N 00°00'52" W, a distance of 1349.31 feet to the Northwest corner of the SW ¼ of the NW ¼ of said Section 35; thence S 89°03'17" E, a distance of 1374.67 feet to the Southwest corner of the NE ¼ of the NW ¼ of said Section 35; thence 00°05'44" W, a distance of 1346.55 feet to the Southwest corner of the SE ¼ of the SW ¼ of said Section 26; thence N 00°45'13" E, a distance of 662.30 feet to the Southeast corner of the N ¼ of the SW ¼ of the SW ¼ of said Section 26; thence N 88°59'30" W, a distance of 1380.82 feet to the Southwest corner of the said N ¼ of the SW ¼ of the SW ¼; thence N 00°03'46" E, a distance of 1981.78 feet to the W ¼ corner of said Section 26; thence N 00°07'13" E, a distance of 1333.96 feet to the Northwest corner of the S ¼ of the NW ¼ of said Section 26; thence S 89°13'01" E, a distance of 2840.13 feet to the Northeast corner of said S ¼ of the NW ¼; thence S 01°26'26" W, a distance of 1334.27 feet to the Northwest corner of the SE ¼ of said Section 26; thence S 39°12'40" E, a distance of 2307.69 feet to the Northwest corner of the SW ¼ of said Section 25; thence S 89°11'03" E, along the North line of said SW ¼, a distance of 303.73 feet to a point that is 303.55 feet East of as measured at a right angle to the West line of said Section 25; thence S 02°45'45" W, and parallel to the West line of said Section 25, a distance of 2673.33 feet to the North line of said Section 36; thence, continue S 02°45'45" W, a distance of 1.04 feet to a point that is 303.55 feet East of as measured at a right angle to West line of said Section 36; thence S 00°20'22" E, and parallel to the West line of said Section 36; a distance of 1461.89 feet; thence N 89°27'25" W, and parallel to the South line of the SW ¼ of said Section 35, a distance of 303.59 feet to the East line of said Section 35; thence, continue N 89°27'25" W, a distance of 1513.94 feet to the West line of a 160 foot wide Florida Power & Light easement, thence S 00°26'00" W, along said West line, a distance of 2560.80 feet; thence N 89°27'42" W, a distance of 1800.00 feet; thence S 00°26'00" W, a distance of 1320.00 feet to the South line of the SW ¼ of said Section 35; thence N 89°28'17" W, a distance of 2154.66 feet to the Point of Beginning.

Containing 877.94 acres, more or less.

Together with and including all that part of the N ¼ of the NE ¼ of said Section 26, lying Southerly and Westerly of the Braden River.

Containing 42.7 acres, more or less.

EXHIBIT No. 1

2813

ARVIDA CORPORAIVE PARK ASSOCIATES

P. O. I. PARCEL

DESCRIPTION

A PARCEL OF LAND IN SECTIONS 35 AND 36, TOWNSHIP 31 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA DESCRIBED AS FOLLOWS

FROM THE S. E. CORNER OF SAID SECTION 35, RUN N 89°27'25" W (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM) ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 1855.00 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE N 89°27'25" W, A DISTANCE OF 905.70 FEET TO THE SOUTH 1/4 CORNER OF SAID SECTION 35; THENCE N 89°28'17" W ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 105.51 FEET; THENCE N 00°26'00" E, A DISTANCE OF 1320.00 FEET; THENCE S 89°27'42" E, A DISTANCE OF 1800.00 FEET TO THE WEST LINE OF A 160 FOOT WIDE FLORIDA POWER & LIGHT COMPANY EASEMENT; THENCE N 00°26'00" E ALONG SAID WEST LINE, A DISTANCE OF 2560.00 FEET; THENCE S 89°27'25" E AND PARALLEL TO THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 1513.95 FEET TO THE WEST LINE OF SAID SECTION 36; THENCE CONTINUE S 89°27'25" E, A DISTANCE OF 303.59 FEET TO A POINT THAT IS 303.55 FEET EAST OF, AS MEASURED AT A RIGHT ANGLE TO, THE WEST LINE OF SAID SECTION 36; THENCE S 00°20'22" E AND PARALLEL TO SAID WEST LINE, A DISTANCE OF 1711.56 FEET; THENCE N 89°27'00" W, A DISTANCE OF 303.59 FEET TO THE WEST LINE OF SAID SECTION 36; THENCE CONTINUE N 89°27'00" W, A DISTANCE OF 361.41 FEET TO THE P. C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 640.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 73°00'00", A DISTANCE OF 815.42 FEET TO THE P. T. OF SAID CURVE; THENCE S 17°33'00" W, A DISTANCE OF 230.88 FEET TO THE P. C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 800.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 21°47'12", A DISTANCE OF 304.20 FEET TO THE P. C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 1220.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 36°28'25", A DISTANCE OF 776.63 FEET; THENCE S 00°26'00" W, A DISTANCE OF 813.16 FEET TO THE POINT OF BEGINNING.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD CONTAINING 134.92 ACRES, MORE OR LESS

P. D. C. PARCEL

DESCRIPTION

A PARCEL OF LAND IN SECTIONS 35 AND 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA DESCRIBED AS FOLLOWS

BEGIN AT THE S. E. CORNER OF SAID SECTION 35; THENCE N 89°27'25" W (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM) ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 1855.00 FEET; THENCE N 00°26'00" E, A DISTANCE OF 813.16 FEET TO A POINT ON THE ARC OF A CURVE TO THE LEFT WHOSE RADIUS POINT BEARS N 14°11'23" W, AT A DISTANCE OF 1220.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 36°28'25", A DISTANCE OF 776.63 FEET TO THE P. C. C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 800.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 21°47'12", A DISTANCE OF 304.20 FEET TO THE P. T. OF SAID CURVE; THENCE N 17°33'00" E, A DISTANCE OF 230.88 FEET TO THE P. C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 640.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 73°00'00", A DISTANCE OF 815.42 FEET TO THE P. T. OF SAID CURVE; THENCE S 89°27'00" E, A DISTANCE OF 361.41 FEET TO THE WEST LINE OF SAID SECTION 36; THENCE CONTINUE S 89°27'00" E, A DISTANCE OF 303.59 FEET TO A POINT THAT IS 303.55 FEET EAST OF, AS MEASURED AT A RIGHT ANGLE TO, THE WEST LINE OF SAID SECTION 36; THENCE S 00°20'22" E AND PARALLEL TO SAID WEST LINE, A DISTANCE OF 2170.00 FEET TO THE SOUTH LINE OF SAID SECTION 36; THENCE N 89°23'67" W, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD CONTAINING 83.66 ACRES, MORE OR LESS

SECOND AMENDMENT TO
ARVIDA DEVELOPMENT AGREEMENT

RECORDED
PAGE NO. 9/55/86
MINUTE BOOK NO. 35

THIS AGREEMENT, entered into by MANATEE COUNTY, a political subdivision of the State of Florida (COUNTY); the TAMPA BAY REGIONAL PLANNING COUNCIL (TBRPC); ARVIDA CORPORATE PARK ASSOCIATES (ACPA), a successor in interest to Arvida corporation; ISLAND INVESTMENT PROPERTIES, LTD. (IIP), a successor in interest to Arvida Corporation; and KABARA CORP. N.V. (KABARA), a successor in interest to Arvida Corporation, amend the Agreement by and between COUNTY, TBRPC and ARVIDA CORPORATION (ARVIDA) entered into on February 28, 1984 (Agreement), a copy of which is attached hereto and made a part hereof as Exhibit "A"; as amended by a subsequent Agreement by and between COUNTY, TBRPC and ARVIDA entered into on March 5, 1985 (First Amended Agreement), a copy of which is attached hereto and made a part hereof as Exhibit "B";

WHEREAS, IIP and KABARA are successors in interest to that portion of the development rights granted to ARVIDA in Manatee County Resolution R-84-69, which is identified as Increment One in the Agreement and identified as Planned Development Residential (PDR) in the First Amended Agreement; and

WHEREAS, the parties have agreed to amend the Agreement, as amended by the First Amended Agreement, to allow IIP and KABARA to extend the time for submission of both the Application for Incremental Development (AIDA) and the Application for Development Approval (ADA) for the PDR; and

WHEREAS, ACPA has, pursuant to the First Amended Agreement, submitted a separate ADA for that portion of the project approved by R-84-69, which is identified as Increment Two in the Agreement and identified as Planned Development Industrial and Planned Development Commercial (PDI/PDC) in the First Amended Agreement; and

WHEREAS, such amendment is technical in nature and will not substantively affect any regional issues or substantively change the Agreement, as amended by the First Amended Agreement.

SECOND AMENDMENT TO ARVIDA
DEVELOPMENT AGREEMENT CONT'D.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. IIP and KABARA are successors in interest to ARVIDA for that portion of land identified as Planned Development Residential (PDR) in R-84-69, further identified as Increment One in the Agreement and further described in Exhibit "C", attached hereto and made a part hereof.

2. IIP and KABARA as successors in interest to ARVIDA or their successors or assigns may submit an AIDA for that portion of the land identified as Planned Development Residential (PDR) in the First Amended Agreement and further identified as Increment One in the Agreement, provided, however, in the event that the developer does not submit an application for an AIDA by February 28, 1989, the developer shall submit an ADA for the entire PDR parcel, further described in Exhibit "C" attached hereto, not later than February 28, 1992. Submission of the AIDA and ADA shall conform to the terms and conditions of R-84-69, as amended by this resolution.

3. ACPA has, in accordance with the First Amended Agreement, submitted an ADA for the approved PDC/PDI parcels in lieu of an AIDA for Increment Two identified in the Agreement made part of R-84-69, and applicable to the Planned Development Commercial (PDC) and Planned Development Industrial (PDI) parcels as further described in Exhibit "D", attached hereto and made a part hereof. The ADA shall conform to the terms and conditions of R-84-69, as amended by R-86-214.

4. All other provisions of the Agreement, as amended by the First Amended Agreement, not in conflict with this Agreement, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have hereunto duly executed this Agreement on the dates below given.

WITNESSES:

W. O'Leary
Charles L. Sier

ARVIDA CORPORATE PARK ASSOCIATES

By: Paul Jones *Arvida Corporation, Managing General Partner*
Via Signature

Date: Sept. 25, 1976

SECOND AMENDMENT TO ARVIDA
DEVELOPMENT AGREEMENT, CONT'D.

ISLAND INVESTMENT PROPERTIES, LTD.
By Suncoast Realty Management Co.,
Inc., General Partner

Bette Blumstein
J. B. Leonard

By: [Signature]
Date: September 24 1986

KABARA, CORP. N.V.

M. Rebecca Crighton
Bette Blumstein

By: [Signature]
Date: September 24, 1986

TAMPA BAY REGIONAL PLANNING COUNCIL

By: Gulin E. Green
Date: October 14, 1986

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: Edward W. Chou
Vice-Chairman

Date: September 25, 1986

ATTEST: R.B. SHORE
Clerk of the Circuit Court

[Signature]

AGREEMENT
BETWEEN MANATEE COUNTY, THE TAMPA BAY REGIONAL
PLANNING COUNCIL AND ARVISA CORPORATION
AS AMENDED

1
2
3 THIS AGREEMENT is entered into by MANATEE COUNTY, a political
4 subdivision of the State of Florida (hereafter "County"), the
5 TAMPA BAY REGIONAL PLANNING COUNCIL (hereafter "TRPC"), and
6 ARVISA CORPORATION (hereafter "Developer").

7 WHEREAS, Developer proposes to develop a mixed-use develop-
8 ment of regional impact (DRI) located in Manatee County known as
9 Circle-W-Bar Ranch; and

10 WHEREAS, the proposed DRI will be developed in increments
11 over an extended period of time with buildout expected to be
12 completed in October, 2001; and

13 WHEREAS, the proposed DRI will comprise 1,134 acres as
14 depicted in Exhibit "1", and legally described in Exhibit "2";
15 and

16 WHEREAS, the proposed DRI will include mixed uses generally
17 described in Exhibit "3", including approximately 3,500 residen-
18 tial units, approximately 1,250,000 square feet of commercial
19 space, and approximately 1,350,000 square feet of industrial
20 space; and

21 WHEREAS, the parties agree that use of the alternative DRI
22 review process, whereby master development approval is requested,
23 and, if approved by the granting of a Master Development Order
24 (MDO), may be followed by requests for approval of individual
25 project increments prior to submission of a complete Application
26 for Development Approval (ADA) for the project as a whole, will
27 facilitate efficient and effective review of the project and will
28 correspond to the development plans of Developer; and

29 WHEREAS, the parties agree that, to the maximum possible
30 extent, it is desirable to integrate DRI review with local
31 government land use review and approval; and

32 WHEREAS, this agreement is authorized by, and consistent
33 with Section 380.06(20)(b), Florida Statutes; and

Exhibit

EXHIBIT "A"

WHEREAS, this proposed development is conceptually consistent with adopted TDRPC policies reflected in the "Future of the Region" and Chapter 19H, Florida Administrative Code; and
WHEREAS, the Developer and Island Investment Property, Ltd., and Kacara N.V., hereafter referred to as "Owners," warrant that Owners own the property described in Exhibit "2" (hereafter "the property") and Developer has sufficient interest in the property to seek DRP approval.

NOW, THEREFORE, in consideration of the foregoing and of the following covenants, conditions and promises, the parties agree as follows:

1. Master Development Approval
Developer shall submit to TDRPC and the County an Application for Master Development Approval (AMDA) encompassing the property. Developer shall also submit subsequent Applications for Incremental Development Approval (AIDAs) encompassing portions of the Property as described herein and an Application for Development Approval (ADA) encompassing the entire Property. The AMDA shall include:
 - a. a general description of proposed land uses in the DRP;
 - b. a map depicting the general location of such uses;
 - c. all information required to be submitted to the County pursuant to Sections 2058 and 401E, Manatee County Code, governing conceptual site plan approval; and
 - d. identification of increments and the timing for submitting AIDAs and the ADA.
2. Master Development Order
The Master Development Order:
 - a. shall assure that anticipated regional impacts will be adequately addressed in the review process;
 - b. may grant master development or conceptual approval;

of the development subject to subsequent submission,
review and approval of AIDAs and the ADA pursuant to
the provisions set forth herein and Chapter 180.06,
F.S.:

- c. shall specify which regional issues have been sufficiently reviewed in the AMDA and, therefore, will not require further review in an AIDA or ADA;
- d. shall specify which regional issues are subject to review pursuant to 180.06, F.S. in an AIDA and define information requirements for review of these issues;
- e. shall limit review of subsequent AIDAs to issues and information specifically identified in the master development order, unless substantial changes in the conditions underlying approval of the master development order are shown or the master development order is shown to have been based on substantially inaccurate information; and
- f. shall identify any issues which may result in denial or approval of an AIDA.

3. a. First Increment

The first increment is described in Exhibit "4" and generally depicted in Exhibit "5". It shall comprise approximately 448 acres and shall include approximately 150 residential units and an 18-hole golf course. The parties recognize and agree that this increment will not exceed any of the Chapter 177-1, Florida Administrative Code, thresholds. The parties also recognize that additional residential units for the area described in this increment may be requested in a subsequent AIDA.

b. Second Increment

The second increment is described in Exhibit "4" and depicted in Exhibit "5". It shall comprise approximately 19 acres of high technology industrial office

1 uses, 110,000 square feet of gross leasable area and
2 parking for 840 vehicles. The parties recognize and
3 agree that this increment will not, either separately
4 or in conjunction with the first increment, exceed any
5 of the Chapter 177-2, Florida Administrative Code
6 thresholds.

7
8 4. The AIDAs for the first and second increments shall be filed
9 with the County and TERPC no later than two years after the
10 effective date of the MDC. Failure to file these AIDAs
11 within two years shall require that TERPC reassess the
12 regional issues associated with each increment and add or
13 delete issues as appropriate.

14 5. Additional Increments

15 AIDAs for additional increments may be submitted upon
16 agreement of the parties and amendment of the MDC pursuant
17 to appropriate review and hearing processes, provided that
18 no subsequent increments, either separately or in conjunc-
19 tion with all previously submitted increments, may exceed
20 any of the Chapter 177-2, F.A.C., thresholds.

21 6. Approval of Increments

22 County approval, pursuant to Chapter 380.06, F.S., of any
23 increments shall be granted in separate addenda to the MDC.

24 7. Incremental Review

25 a. Regional issues shall be reviewed as part of each AIDA.
26 The regional impact of previously approved increments may
27 be subject to further review on a cumulative basis as
28 part of a subsequent AIDA or the ADA.

29 b. Information requested by TERPC in an AIDA shall not
30 duplicate information required by the County planned
31 development review ordinance. Accordingly, the
32 requirements, information submissions, and review proce-
33 dures set forth in the following provisions of the
Manatee County Land Development Code, as the same may

be amended from time to time, are recognized as applicable to any part of the ORI which is made the subject of an AIDA, and the Developer's obligation to comply with them is incorporated into this agreement.

- 1) Section 407, Amendments (Exhibit "6");
- 2) Section 401F, Public Hearing (Exhibit "7");
- 3) Section 205B, Standards and Procedures for Planned Developments (Exhibit "8");
- 4) Section 203Q, PDR - Planned Residential Development District (Exhibit "9");
- 5) Section 203R, PDC - Planned Commercial Development District (Exhibit "10");
- 6) Section 203S, PDI - Planned Industrial Development District (Exhibit "11");
- 7) Section 203C (WP Watershed Protection Overlay District (Exhibit "12");
- 8) Section 402 Site Plans (Exhibit "13");
- 9) Manatee County Floodplain Management Regulations as adopted (presently Ordinance Nos. 77-1 and "77-4").

2. Subject to the provisions of paragraph 2, preliminary site plans and other information submitted to the County pursuant to Section 403F, Manatee County Land Development Code, shall serve as the basis for TERPC review of AIDAs. County site plan information shall be indexed and cross-referenced to the ADA and submitted to TERPC as an AIDA. In addition, County requirements under Sections 203X and 203Y, Manatee County Land Development Code, which are comprehensive measures designed to protect wetlands, floodplains, and maintain water quality, and the county soils survey, shall serve as the basis for TERPC review of impacts relating to

1 wetlands, watercourses, watersheds, and stormwater
2 runoff. Other information submitted in connection with
3 County review may be submitted to TBRPC as additional
4 basis for AIDA review.

5 3. Supplementary Information For Review of Regional Issues

6 The referenced County ordinances may not provide all infor-
7 mation necessary for AIDA review of regional issues.
8 Accordingly, if necessary, TBRPC may request additional
9 information to determine conformance and consistency with
10 adopted regional policies related only to the following
11 regional issues:

- 12 a. Regional transportation impacts.
- 13 b. Regional environmental issues relating to lake manage-
14 ment, water and air quality protection, soil and subsur-
15 face geologic suitability, and protection of watersheds.
- 16 c. Regional economic impacts relating to employment, capi-
17 tal improvement costs, and the regional tax base.
- 18 d. Regional impacts relating to water, sewer and solid
19 waste services, energy use and hazardous waste disposal
20 (if applicable).
- 21 e. Regional issues relating to housing.
- 22 f. Preservation of regionally significant historical and
23 archaeological sites.

24 Such additional information, if required, shall be iden-
25 tified by TBRPC in the preapplication conference report pre-
26 ceding submission of an AIDA or sufficiency response. All
27 requests for additional information shall be based on the
28 need to adequately address TBRPC policies and identified
29 regional issues, and shall recognize whether required County
30 information is adequate, the relevance of the requested
31 information to the particular approval requested, the
32 necessity for Developer to secure additional state and
33 regional agency approvals which can be the subject of AIDA

1 approval conditions, and other considerations referenced in
2 Rule 98-16.39(2) and Chapter 19H, Florida Administrative
3 Code. Applications submitted to other agencies that contain
4 any requested additional information, when properly and clearly
5 cross-referenced to the ADA, may be submitted to TERPC to
6 fulfill information requests. Questions normally included in
7 the ADA and not related to the regional issues identified in
8 this section may be identified at a preapplication conference
9 and eliminated from an AIDA with the consent of Developer and
10 TERPC.

11 9. Issues That May Result In Denial Of An AIDA Or ADA by TERPC

12 The failure to mitigate adverse regional impacts related to
13 the regional issues set forth in Section 8 of this agreement
14 in a manner to attain conformance and consistency with adopted
15 TERPC policies may result in a recommendation of denial or
16 appeal of an AIDA or ADA by TERPC.

17 10. Application For Development Approval

18 Within five (5) years of the date of this agreement.

19 Developer shall submit an Application for Development
20 Approval (ADA) to TERPC and the County for review pursuant
21 to Chapter 180.36, F.S. The ADA shall address all regional
22 impacts on a cumulative basis, including regional impacts
23 reviewed in any AIDA. Prior approval of any AIDA shall not
24 prejudice approval or denial of the ADA. Developer shall
25 have an opportunity to request elimination of ADA questions
26 and identification of critical or significant regional issues
27 associated with ADA review. The basis for TERPC recom-
28 mending denial of the ADA shall be as provided in AIDA
29 review and Chapter 180, F.S. Developer may submit a response
30 to any ADA question concurrent with any AIDA. TERPC shall
31 review the response, determine if it is adequate and inform
32 Developer and Manatee County of its determination.
33 Information submitted in a prior AIDA may be submitted to

partially or completely fulfill ADA requirements as appropriate.

11. Regional Review Fees

Developer shall pay TBRPC one-third of the TBRPC DRI application review fee in force upon filing the AMCA with the County. Two-thirds of the DRI application fee in force shall be paid TBRPC when the ADA is filed or ADA preapplication conference is requested. Developer shall pay TBRPC the DRI increment review fee in force at the time an ADA is filed or preapplication conference is requested. These amounts shall constitute the total application fee to TBRPC.

12. Developer Contributions

Any mandatory dedication or contributions which the Developer undertakes or commits to undertake, as a condition of AMCA or ADA approval, including without limitation dedication of property or facilities or payment of fees, shall be cumulated and credited to the Developer in considering subsequent and total contributions. Such dedications or contributions shall be authorized or required by and consistent with County ordinances or County DRI review practices and procedures.

13. This agreement does not limit or modify the statutory responsibilities of the County or TBRPC pursuant to Section 180.06, Florida Statutes.

14. Nothing in this agreement shall be construed as prejudicing, compromising or limiting in any way the lawful authority of Manatee County or the lawful discretion of the Board of County Commissioners to approve, deny, or condition the approval of the DRI or any portion thereof in connection with the County's review and consideration under its own land use and development policies and regulations, whether or not such review and consideration take place simultaneously with review procedures under Chapter 180 and this agreement.

- 15 This agreement shall inure to the benefit of, and shall be
- 16 binding upon, the County, TBRPC, the Developer and their
- 17 respective successors and assigns.
- 18 16. This agreement shall be signed by Owners at the request of
- 19 the parties to provide assurance that the Developer has suf-
- 20 ficient interest in the property to seek DRI approval under
- 21 the terms of this agreement. Owners join in and consent to
- 22 this agreement, and thereby warrant that Developer has suf-
- 23 ficient right and interest in the property to exercise its
- 24 rights and fulfill its obligations under this agreement.
- 25 17. This agreement is made and entered into under, and shall be
- 26 construed in accordance with, the laws of the State of
- 27 Florida, and particularly Section 380.06(20)(b), Florida
- 28 Statutes, and Rule 98-16.28, Florida Administrative Code.
- 29 18. This agreement may be amended by mutual written agreement of
- 30 the parties.
- 31 19. Unless extended or otherwise terminated by mutual written
- 32 consent of the parties, this agreement shall terminate when
- 33 a Development Order(s) is/are issued for a DRI(s) encom-
- 34 passing the property in its entirety, or on November 1,
- 35 2001, whichever sooner occurs

36 WITNESSES:

37 Richard F. Kelly

38 Thomas P. O'Connell

39 Attest: R. B. SHORE,
 40 Clerk of the
 41 Circuit Court

ARVCO CORPORATION

42 By: Robert H. Chaban
 43 VPES. MANATEE CO.
 44 Feb. 6 1994
 45 Date of Execution

TAMPA BAY REGIONAL PLANNING COUNCIL

46 By: Edward W. Chame
 47 Feb. 6 1994
 48 Date of Execution

49 BOARD OF COUNTY COMMISSIONERS OF
 50 MANATEE COUNTY, FLORIDA
 51 By: Edward W. Chame
 52 Chairman

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Agreed and Consented To:

[Signature]
[Signature]

ISLAND INVESTMENT SERVICES, LTD.

By:

[Signature]
Feb 4 1984
Date of Execution

[Signature]
[Signature]

KABARA, N.Y.

By:

[Signature]
2-6-84
Date of Execution

Exhibit B

AMENDMENT TO AGREEMENT

THIS AMENDMENT is entered into by MANATEE COUNTY, a political subdivision of the State of Florida, hereinafter "County", the TAMPA BAY REGIONAL PLANNING COUNCIL, hereinafter "TBRPC", and ARVIDA CORPORATION, hereinafter "Developer", and amends that agreement by and between the parties hereto and referred to hereinafter as "Agreement", a copy of which is attached hereto as Exhibit "A".

WHEREAS, the parties have agreed to amend the Agreement to allow Arvida to submit two separate Applications for Development Approval for two separate Developments of Regional Impact on the property described therein; and

WHEREAS, the parties have further agreed to amend the Agreement to shift the exact placement of the PDC and PDI portions within the property; and

WHEREAS, such amendments would not affect any regional issues or change in any substantive manner the Agreement and are only technical in nature,

NOW, THEREFORE, the parties agree as follows:

1. The Arvida Corporation or its assignees or successors in interest, may submit a separate Application for Development Approval (ADA), on (1) that portion of the land identified as Planned Development Industrial and Planned Development Commercial, and (2) that portion of the land identified as Planned Development Residential.

2. If the Developer chooses to submit separate ADA's, each such ADA shall be submitted within five (5) years of the date of the Agreement.

3. Exhibits 4, and 5 are amended by attachment hereto of Exhibits 4A and 5A.

4. All other provisions of the Agreement not specifically changed by this Amendment shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals on this the 5th day of March, 1965.

WITNESSES:

Thomasine Blackmer
Frederick K. Kinsler

ATTEST: R. B. SHORE
Clerk of the
Circuit Court

R. B. Shore

ARVIDA CORPORATION

By: [Signature]

TAMPA BAY REGIONAL PLANNING COUNCIL

By: Sandra Pelt

BOARD OF COUNTY COMMISSIONERS OF
MANATEE COUNTY, FLORIDA

By: Edward W. Chance Chairman

Agreed and Consented to:

ISLAND INVESTMENT PROPERTY, LTD., BY
SUNCOAST REALTY MANAGEMENT CO., INC., GEN. PARTNER

Thomasine Blackmer
Frederick K. Kinsler

By: [Signature]

KABARA, N.V.

Kathryn J. Black
Marguerite L. Gray

By: [Signature]

RESOLUTION GRANTING A MASTER DEVELOPMENT ORDER

WHEREAS, THE ARVIDA CORPORATION, hereinafter referred to as "ARVIDA", in accordance with Section 380.06, Florida Statutes, has filed with Manatee County an Application for Master Development Approval (AMDA) of a Development of Regional Impact (D.R.I. #12); and

WHEREAS, ARVIDA proposes to develop a planned development residential (PDR) of 3,450 dwelling units with associated recreational and commercial activities, a planned development commercial (PDC) and together with a planned development industrial (PDI) upon real property located in Manatee County, Florida and owned by Island Investment Properties, Ltd. and Kabara, N.V. as described in attached Exhibit A and made a part hereof; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction, pursuant to Sections 380.031 and 380.06, Florida Statutes, is authorized and empowered to consider Applications for Master Development Approval of Developments of Regional Impact; and

WHEREAS, pursuant to Section 401F, Manatee County Comprehensive Zoning and Land Development Code, and Section 380.06(7), Florida Statutes, a notice of public hearing of these proceedings was duly published; and

WHEREAS, upon publication and furnishing of due notice, a public hearing in these proceedings was held on March 7, 1984, March 21, 1984 and March 28, 1984, before the Manatee County Planning Commission and April 19, 1984 and May 15, 1984 before the Board of County Commissioners of Manatee County, Florida; and

WHEREAS, all parties were afforded at the public hearing the opportunity to present evidence and argument on all issues, conduct cross-examination and submit rebuttal evidence and any member of the general public requesting to do so was given an opportunity to present written or oral communication; and

WHEREAS, pursuant to Section 380.06(11), Florida Statutes, Tampa Bay Regional Planning Council (TBRPC), the appropriate regional planning agency, prepared and submitted to Manatee County its report and recommendations on the regional impact of the development; and

WHEREAS, said Board of County Commissioners and said Planning Commission have considered the testimony, reports, and other documentary evidence submitted at said public hearing by ARVIDA, TBRPC, as well as Manatee County staff agencies and various persons in attendance at said public hearing; and

WHEREAS, said Board of County Commissioners has received and considered the recommendation of the Manatee County Planning Commission; and

WHEREAS, said Board of County Commissioners, having considered all of the foregoing and being fully advised and informed in the premises;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Manatee County, Florida, that said Board makes the following findings of fact:

1. A Notice of Public Hearing in these proceedings was duly published in the Bradenton Herald, a newspaper of general circulation in Manatee County, Florida, pursuant to Section 380.06(10) Florida Statutes, and Section 401F, Manatee County Comprehensive Zoning and Land Development Code, and proof of such publication has been duly filed in these proceedings.

2. The real property involved in this development and owned by Island Investment Properties, Ltd. and Kabara, N.V. is located in Manatee County, Florida and is described on attached Exhibit A, and made a part hereof.

3. Upon consideration of all matters prescribed in Sections 380.06(12), 380.06(13) and 380.06(20)(b), Florida Statutes, and the Manatee County Comprehensive Zoning and Land Development Code, and other applicable provisions of local and state law, the Commission has determined that as conditioned by the approval hereby granted the ARVIDA development described in the Application:

- (a) is not located in an area of critical state concern, and
- (b) does not interfere with the achievement of the objectives of any adopted state land development plan applicable to the area;
- (c) is consistent with local land development regulations; and
- (d) adequately addresses the concerns of regional impact stated in the report and recommendations of the Tampa Bay Regional Planning Council dated February 20, 1984 on file in these proceedings, and is consistent with that report.

BE IT FURTHER RESOLVED, by the Commission, as conclusions of law, that the proceedings have been conducted pursuant to the provisions of the Manatee County Comprehensive Zoning and Land Development Code and Chapter 380, Florida Statutes, and that ARVIDA has sustained and proved all the material allegations and assertions made in the Application and, subject to the conditions, restrictions, and limitations hereinafter set forth, ARVIDA is entitled to the relief prayed and applied for in said Application and, therefore, the Commission hereby approves and grants ARVIDA Application for Master Development Approval for a Development of Regional Impact (D.R.I. #12), subject to the following recommended conditions for approval submitted by the Tampa Bay Regional Planning Council:

1. The incremental AIDA and final ADA reviews shall be conducted pursuant to Chapter 380.06 F.S., except that AIDA approvals shall be recorded as separate amendments to the Master Development Order.
2. The AIDAs for the first and second increments shall be filed with the County and TBRPC and other reviewing agencies no later than two years after the effective date of the Alternative Review Agreement. Failure to file these AIDAs within two years shall require that TBRPC reassess the regional issues associated with each increment and add or delete regional issues as appropriate.
3. Within five years of the date of the agreement, the developer shall submit an ADA to TBRPC and the County for review pursuant to Chapter 380.06, F.S. The ADA shall address all regional impacts on a cumulative basis, including regional impacts reviewed in any AIDA.
4. The regional issues listed below shall be address in subsequent incremental and final reviews. Failure to mitigate adverse regional impacts related to the regional issues identified for this project as set forth below in a manner to attain conformance and consistency with adopted TBRPC policies may result in a recommendation of denial of an AIDA or ADA or appeal of ADA by TBRPC.

Regional Issues:

- a. Regional transportation impacts.
- b. Regional environmental issues relating to lake management, water and air quality protection, wildlife habitat, soil and subsurface geologic suitability, and protection of the watershed.
- c. Regional economic impacts relating to employment, capital improvement costs, and the regional tax base.

- d. Regional impacts relating to water, sewer and solid waste services, energy use and hazardous waste disposal (if applicable).
 - e. Regional issues relating to housing.
 - f. Preservation of regionally significant historical and archaeological sites.
5. Prior to submittal of the first AIDA, an overall master drainage plan shall be developed. The plan shall be based upon the findings of a County approved water quality and quantity monitoring program. It shall be submitted with the first AIDA to assure that drainage plans for each increment are compatible with one another, and with drainage systems of the surrounding or adjacent property. The plan is to be developed in such a manner as to assure maximum protection to the Braden River watershed and to maintain the existing hydroperiod of all existing jurisdictional wetlands.
 6. Preliminary site plans and other information submitted to the County pursuant to Section 403F, Manatee County Comprehensive Zoning and Land Development Code, may serve as the basis for Chapter 380.06, F.S. review of the AIDAs. County site plan information shall be indexed and cross-referenced to the ADA and submitted to TBRPC and reviewing agencies as an AIDA.
 7. The dwelling units proposed in Sector "Y" shall be deferred from Conceptual Development Plan approval. Development considerations of this area will be reassessed at the ADA stage of the development process.
 8. An archaeological survey shall be conducted on the portion of the project site recommended for survey by the Florida Department of State, Division of Archives, History and Records Management prior to the issuance of permits for land clearing or development activities.
 9. The ADA and incremental submittals shall address the matters raised in the responses from reviewing agencies to the AMDA, as appropriate.
 10. The terms and conditions of the Agreement between Manatee County, the Tampa Bay Regional Planning Council and Arvida Corporation are hereby incorporated into this document by reference.
 11. The developer shall pay TBRPC one-third of the TBRPC D.R.I. application review fee in force upon filing the AMDA with Manatee County. Two-thirds of the D.R.I. application fee in force shall be paid TBRPC when the ADA is filed or ADA preapplication conference is requested. The developer shall pay TBRPC the D.R.I. increment review fee in force at the time an AIDA is filed or preapplication conference is requested. These amounts shall constitute the total application fee to TBRPC.
 12. The developer shall reimburse Manatee County on the basis of time spent reviewing each D.R.I. application. The developer will be billed after each phase of the application process is complete in accordance with the official fee schedule of the Planning and Development Department, adopted June 1, 1982, as follows:

"All work performed by Manatee County employees directly and reasonably attributable to review of a D.R.I. application shall be paid by the developer and/or agent. Fees will be based upon the hourly rate of pay of each employee performing the work, multiplied by the number of hours worked plus fifty (50%) percent; to cover cost for fringe benefits (30%), and for overhead and indirect costs (20%). A deposit of \$3,000.00 will be paid by the developer and/or agent at the time of

application. Any balance due over \$3,000.00 will be billed. Any amount under \$3,000.00 will be refunded. The developer and/or agent shall also pay the actual cost of a Court Reporter and transcript of proceedings (NOTE: Two copies of proceedings shall be provided to the County), the actual cost of necessary consulting services as determined by the Board of County Commissioners and other applicable fees as established by this fee schedule."

BE IT FURTHER RESOLVED THAT:

1. This Resolution shall constitute a Master Development Order issued in accordance with Chapter 380, Florida Statutes.

2. Definitions and matters contained in Chapter 380, Florida Statutes, shall control the construction of any defined terms and matters appearing in the Development Order.

3. The following are hereby incorporated by reference and made a part of this Development Order:

(a) The "Application for Master Development Approval submitted by ARVIDA.

(b) The legal description of the property attached here as Exhibit B.

(c) The Ordinance granting rezoning to Planned Development Residential, Planned Development Commercial and Planned Development Industrial (2-84-81) adopted May 15, 198.

(d) Agreement between Manatee County, The Tampa Bay Regional Planning Council and Arvida Corporation (As Amended attached hereto as Exhibit C.

1. This Master Development Order shall be effective for a period of twenty (20) years from the date of this Resolution provided that the effective period may be extended by the Board upon a showing of good cause, and provided that the conditions and other provisions of subsequent approvals of AIDAs, the ADA preliminary development plans and the like shall supersede the provisions of this Master Development Order to the extent they are inconsistent and irreconcilable. This approval shall not be construed as a waiver of any Manatee County requirements for other necessary permit procedures, plan approvals, building permits, certificates of occupancy, or similar matters provided by Florida Statutes or ordinances of Manatee County, unless said requirements are specifically waived in the Resolution granting R-84-69.

The time above provided shall be tolled during any period of time during which there is any building permit moratorium imposed by the County or other governmental agency having authority to do so.

5. This Master Development Order shall be binding upon and inure to the benefit of the applicant and its assignees, or successors in interest and the present owners and their assignees or successors in interest. It is understood that any reference herein to any governmental agency shall be construed to mean any future instrumentality which may be created and designated as successor in interest to, or which otherwise possesses any of the power and duties of any referenced governmental agency in existence on the effective date of this Development Order.

6. A certified true copy of this Resolution shall be filed and recorded in the Public Records of Manatee County, Florida, and the Development Order contained herein shall govern the development of ARVIDA.

7. A finding by the Board of County Commissioners of Manatee County, Florida, in accordance with Section 380.06(7), Florida Statutes, after notice and public hearing, that ARVIDA has substantially deviated from the conditions, restrictions and limitations of

this Development Order shall result in termination of all development activity under this Development Order and additional regional rules pursuant to Section 380.06, Florida Statutes, and other applicable laws of the State of Florida.

9. This Development Order shall become effective upon adoption by the Board of County Commissioners of Manatee County and transmittal to the TBRPC and the Florida Division of Community Affairs provide however, that the filing of a notice of appeal pursuant to Chapter 380.07, Florida Statutes, stays the effectiveness of this Development Order.

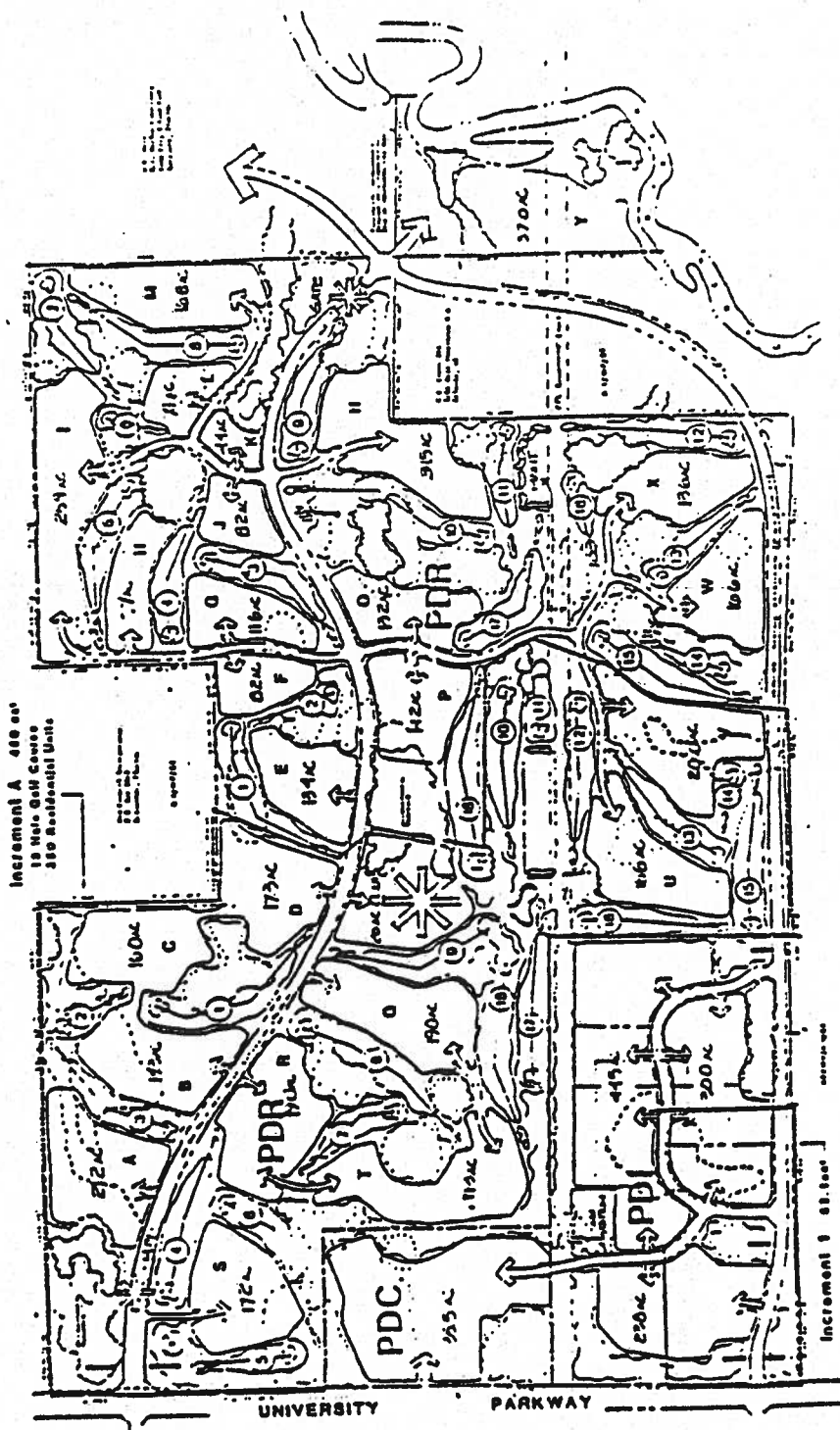
ADOPTED with a quorum present and voting, this 15th day
May, 1984 .

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

BY: Edward W. Chance
Chairman

ATTEST: R.B. Shore
Clerk of the Circuit Court

Circle-N-Bar Ranch Master Development Plan



Exhibit

Zoller & Najjar Engineering, Inc.

Consulting Engineers

301 5TH AVENUE DRIVE EAST
POST OFFICE BOX 656
BRADENTON FLORIDA 33506
MAIN OFFICE (813) 748 8080
SURVEYING OFFICE (813) 748 0910

FEBRUARY 3, 1952

IIP KABARA PROPERTY

DESCRIPTION:

THE NORTH 1/2 OF THE N.E. 1/4 LYING SOUTH OF THE BRADEN RIVER; THE SOUTH 1/2 OF THE N.W. 1/4; THE S.E. 1/4; THE EAST 1/2 OF THE S.W. 1/4; THE NORTH 1/2 OF THE S.W. 1/4 OF THE S.W. 1/4; AND THE N.W. 1/4 OF THE S.W. 1/4, ALL IN SECTION 26, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, SUBJECT TO EASEMENTS IN FAVOR OF FLORIDA POWER AND LIGHT COMPANY.

AND:

ALL OF SECTION 35, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, LESS THE N.W. 1/4 OF THE N.W. 1/4, AND ALSO LESS THE SOUTH 50 FEET, BEING THE PROPERTY OF EARLE B. JOHNSON, AS TRUSTEE (O.R. BOOK 969, PAGE 1510), SUBJECT TO EASEMENTS IN FAVOR OF FLORIDA POWER AND LIGHT COMPANY, AND ALSO SUBJECT TO DRAINAGE EASEMENTS IN FAVOR OF FLORIDA DEPARTMENT OF TRANSPORTATION FOR COUNTY LINE ROAD (S.R. #610).

AND:

THE WEST 303.55 FEET OF SECTION 36 LESS THE SOUTH 50 FEET THEREOF; AND THE WEST 303.55 FEET OF THE S.W. 1/4 OF SECTION 25; ALL BEING IN TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA; MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FROM THE S.W. CORNER OF THE AFOREMENTIONED SECTION 36, RUN N 00° 20' 22" W, ALONG THE WEST LINE OF SAID SECTION 36, A DISTANCE OF 50.01 FEET FOR A POINT OF BEGINNING; THENCE, CONTINUE N 00° 20' 22" W, ALONG SAID WEST LINE, A DISTANCE OF 5296.68 FEET TO A CONCRETE MONUMENT AT THE N.W. CORNER OF SAID SECTION 36, ALSO BEING THE S.W. CORNER OF THE AFOREMENTIONED SECTION 25; THENCE N 02° 45' 45" E, ALONG THE WEST LINE OF SECTION 25, A DISTANCE OF 2672.27 FEET TO A CONCRETE MONUMENT AT THE N.W. CORNER OF THE S.W. 1/4 OF SAID SECTION 25; THENCE S 89° 11' 03" E, ALONG THE NORTH LINE OF SAID S.W. 1/4, A DISTANCE OF 303.73 FEET; THENCE S 02° 45' 45" W, A DISTANCE OF 2674.37 FEET; THENCE S 00° 20' 22" E, A DISTANCE OF 5293.44 FEET; THENCE N 89° 23' 57" W, (50 FEET NORTHERLY OF AND PARALLEL WITH THE SOUTH LINE OF THE AFOREMENTIONED SECTION 36), A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING.

CONTAINING A TOTAL OF 1134.1 ACRES, MORE OR LESS.

PREPARED BY:



L.E. MERCER
PROFESSIONAL LAND SURVEYOR
STATE CERTIFICATE NO. 1324

-4-

Engineers

Planners

Land Surveyors

Exhibits

ARVIDA CORPORATE PARK ASSOCIATES

P.D.1. PARCEL

DESCRIPTION

A PARCEL OF LAND IN SECTIONS 35 AND 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA DESCRIBED AS FOLLOWS:

BEGIN AT THE S.E. CORNER OF SAID SECTION 35. THENCE N 89°27'25" W (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM) ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 1055.00 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE N 89°27'25" W, A DISTANCE OF 305.78 FEET TO THE SOUTH 1/4 CORNER OF SAID SECTION 35. THENCE N 89°28'17" W ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 605.51 FEET. THENCE N 00°26'00" E, A DISTANCE OF 1370.00 FEET. THENCE S 89°27'42" E, A DISTANCE OF 1800.00 FEET TO THE WEST LINE OF A 160 FOOT WIDE FLORIDA POWER & LIGHT COMPANY EASEMENT; THENCE N 00°26'00" E ALONG SAID WEST LINE, A DISTANCE OF 2560.80 FEET; THENCE S 89°27'25" E AND PARALLEL TO THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 513.95 FEET TO THE WEST LINE OF SAID SECTION 36. THENCE CONTINUE S 89°27'25" E, A DISTANCE OF 303.59 FEET TO A POINT THAT IS 303.55 FEET EAST OF, AS MEASURED AT A RIGHT ANGLE TO, THE WEST LINE OF SAID SECTION 36; THENCE S 00°20'22" E AND PARALLEL TO SAID WEST LINE, A DISTANCE OF 1711.66 FEET. THENCE N 89°27'00" W, A DISTANCE OF 303.59 FEET TO THE WEST LINE OF SAID SECTION 36. THENCE CONTINUE N 89°27'00" W, A DISTANCE OF 361.41 FEET TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 640.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 73°00'00", A DISTANCE OF 815.42 FEET TO THE P.T. OF SAID CURVE; THENCE S 17°33'00" E, A DISTANCE OF 230.88 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 800.00 FEET. THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 21°47'12", A DISTANCE OF 304.20 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 1270.00 FEET. THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 36°28'25", A DISTANCE OF 776.63 FEET. THENCE S 00°26'00" W, A DISTANCE OF 813.16 FEET TO THE POINT OF BEGINNING.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD CONTAINING 134.92 ACRES, MORE OR LESS

P.D.2. PARCEL

DESCRIPTION

A PARCEL OF LAND IN SECTIONS 35 AND 36, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA DESCRIBED AS FOLLOWS:

BEGIN AT THE S.E. CORNER OF SAID SECTION 35. THENCE N 89°27'25" W (WITH BEARINGS REFERRED TO GRID NORTH OF THE WEST ZONE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM) ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 1055.00 FEET. THENCE N 00°26'00" E, A DISTANCE OF 813.16 FEET TO A POINT ON THE ARC OF A CURVE TO THE LEFT WHOSE RADIUS POINT BEARS N 14°11'23" W, AT A DISTANCE OF 1220.00 FEET. THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 36°28'25", A DISTANCE OF 776.63 FEET TO THE P.C.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 800.00 FEET. THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 21°47'12", A DISTANCE OF 304.20 FEET TO THE P.T. OF SAID CURVE. THENCE N 17°33'00" E, A DISTANCE OF 230.88 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 640.00 FEET. THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 73°00'00", A DISTANCE OF 815.42 FEET TO THE P.T. OF SAID CURVE. THENCE S 89°27'00" E, A DISTANCE OF 361.41 FEET TO THE WEST LINE OF SAID SECTION 36. THENCE CONTINUE S 89°27'00" E, A DISTANCE OF 303.59 FEET TO A POINT THAT IS 303.55 FEET EAST OF, AS MEASURED AT A RIGHT ANGLE TO, THE WEST LINE OF SAID SECTION 36. THENCE S 00°20'22" E AND PARALLEL TO SAID WEST LINE, A DISTANCE OF 2170.00 FEET TO THE SOUTH LINE OF SAID SECTION 36; THENCE N 89°23'57" W, A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD CONTAINING 83.88 ACRES, MORE OR LESS

EXHIBIT "D"