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 (FDR)
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
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 in 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.
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. Young

Chairman 9/25/86

ATTEST: R. B. Shore
Clerk of the Circuit Court
RESOLUTION GRANTING A MASTER DEVELOPMENT ORDINANCE

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 (POC) and together with a planned development industrial (PDI) upon real property located in Manatee County, Florida and owned by Island Investment Properties, Ltd. and Kahara, 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 29, 1984, before the Manatee County Planning Commission on 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 (TBPRC), 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, TBPRC, 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 Kahara, 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 the 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 TBPRC policies may result in a recommendation of denial of an ADA or ADA or appeal of ADA by TBPRC.

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.
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d. Regional impacts relating to water, sewer and solid waste services, energy use and hazardous waste disposal (if applicable).

ej. 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 403P, Manatee County Comprehensive Zoning and Land Development Code, may serve as the basis for Chapter 380.06, F.S. review of the AIDS. County site plan information shall be indexed and cross-referenced to the ADA and submitted to TBFRP and reviewing agencies as an ADA.

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 ADA, 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 TBFRP one-third of the TBFRP D.R.I. application review fee in force upon filing the ADA with Manatee County. Two-thirds of the D.R.I. application fee in force shall be paid TBFRP when the ADA is filed or ADA preapplication conference is requested. The developer shall pay TBFRP the D.R.I. increment review fee in force at the time the ADA is filed or preapplication conference is requested. These amounts shall constitute the total application fee to TBFRP.

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 (R-84-81) adopted May 15, 1984.

   (d) Agreement between Manatee County, The Tampa Bay Regional Planning Council and Arvida Corporation (AJ 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 ADAAs, 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 assigns, or successors in interest and the present owners and their assigns 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 reference 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 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 TB RFC 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: [Signature]
Chairman

ATTEST: R.B. Shore
Clerk of the Circuit Court
Circle-N-Bar Ranch
Master Development Plan

Exhibit A
IIP KABARA PROPERTY

DESCRIPTION:


AND:


AND:

THE WEST 303.55 FEET OF SECTION 36, LESS THE SOUTH 30 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 FOREMENTIONED 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 5259.66 FEET TO A CONCRETE MONUMENT AT THE N.W. CORNER OF SAID SECTION 36, ALSO BEING THE S.W. CORNER OF THE FOREMENTIONED 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 5259.44 FEET; THENCE N 89° 23' 57" W, (30 FEET NORTHERLY OF AND PARALLEL WITH THE SOUTH LINE OF THE FOREMENTIONED 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:

[Signature]

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

Engineers ☐ Planners ☐ Land Surveyors ☐ Exhibit B
AGREEMENT
BETWEEN MANATEE COUNTY, THE TAMPA BAY REGIONAL PLANNING COUNCIL AND ARVIDA CORPORATION

AS AMENDED

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

WHEREAS, Developer proposes to develop a mixed-use development of regional impact (DRD) located in Manatee County known as Circle-O-Sea Ranch; and

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

WHEREAS, the proposed DRD will comprise 1,114 acres as depicted in Exhibit 1, and legally described in Exhibit 2; and

WHEREAS, the proposed DRD will include mixed uses generally described in Exhibit 2, including approximately 1,100 residential units, approximately 1,350,000 square feet of commercial space, and approximately 1,150,000 square feet of industrial space; and

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

WHEREAS, the parties agree that, to the maximum possible extent, it is feasible to integrate DRD review with local government land use review and approval; and

WHEREAS, this agreement is authorized by, and consistent with Section 300.06(10)(b), Florida Statutes; and

Exhibit C
WHEREAS, this proposed development is conceptually consistent with adopted TBAPC policies reflected in the "Future of the Region" and Chapter 19H, Florida Administrative Code; and

WHEREAS, the Developer and Island Investment Property, Ltd., and Kabara A.V., hereafter referred to as "Owners," warrant that Owners own the property described in Exhibit "I" (hereafter "the property") and Developer has sufficient interest in the property to seek ORA 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 TBAPC and the County an Application for Master Development Approval (AMDA) encompassing the property. Developer shall also submit subsequent Applications for Incremental Development Approval (IDA) 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 DRI;

b. a map depicting the general location of such uses;

c. all information required to be submitted to the County pursuant to Sections 19H and 401E, Manatee County Code, governing conceptual site plan approval; and

d. identification of increments and the timing for submitting IDAs 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 AIDA's and the ADA pursuant to
the provisions set forth herein and Chapter 180.06,
F.S.:

c. shall specify which regional issues have been suf-
ficiently reviewed in the AIDA 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 AIDA's to issues and
information specifically identified in the master devel-
opment order, unless substantial changes in the con-
ditions 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 "A" and
generally depicted in Exhibit "F". 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 addi-
tional 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 "B" and
depicted in Exhibit "F". It shall comprise approximately
79 acres of high technology industrial/office
uses, 110,000 square feet of gross leasable area and
parking for 240 vehicles. The parties recognize and
agree that this increment will not, either separately
or in conjunction with the first increment, exceed any
of the Chapter 27F-1, Florida Administrative Code
thresholds.

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

5. Additional Increments

AIDAs for additional increments may be submitted upon
agreement of the parties and amendment of the NDD pursuant
to appropriate review and hearing procedures, provided that
no subsequent increments, either separately or in conjunc-
tion with all previously submitted increments, may exceed
any of the Chapters 27F-1, F.A.C., thresholds.

6. Approval of Increments

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

Incremental Review

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

b. Information requested by TBRPC in an AIDA shall not
duplicate information required by the County planned
development review ordinances. Accordingly, the
requirements, information submittals, and review proce-
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 DRI which is once the subject of an AIDA, and the Developer's obligation to comply with them is incorporated into this agreement.

(1) Section 407, Amendments (Exhibit "B");
(2) Section 401F, Public Hearing (Exhibit "C");
(3) Section 206B, Standards and Procedures for Planned Developments (Exhibit "D");
(4) Section 203G, PDR - Planned Residential Development District (Exhibit "F");
(5) Section 203M, PDC - Planned Commercial Development District (Exhibit "G");
(6) Section 203J, PDI - Planned Industrial Development District (Exhibit "H");
(7) Section 101C, WEP Watershed Protection Overlay District (Exhibit "I");
(8) Section 402 Site Plans (Exhibit "J");
(9) Manatee County Floodplain Management Regulations as adopted (presently Ordinance Nos. 77-1 and 77-4).

2. Subject to the provisions of paragraph 1, 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 TSPRC review of AIDAs. County site plan information shall be indexed and cross-referenced to the AIDA and submitted to TSPRC 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 TSPRC review of impacts relating to
-lands, watercourses, watersheds, and stormwater runoff. Other information submitted in connection with County review may be submitted to TBRPC as additional basis for AIDA review.

4. Supplementary Information for Review of Regional Issues

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

a. Regional transportation impacts.

b. Regional environmental issues relating to lake management, water and air quality, protection, soil and subsurface geologic suitability, and protection of watersheds.

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.

Such additional information, if required, shall be identified by TBRPC in the preapplication conference report preceding submission of an AIDA or sufficiency response. All requests for additional information shall be based on the need to adequately address TBRPC policies and identified regional issues, and shall recognize whether required County information is adequate, the relevance of the requested information to the particular approval requested, the necessity for developer to secure additional state and regional agency approvals which can be the subject of AIDA.
approval conditions, and other considerations referenced in
Rule 98-16.28(2) and Chapter 18H, Florida Administrative
Code. Applications submitted to other agencies that contain
any requested additional information, when properly and clearly
cross-referenced to the ADA, may be submitted to TBHPC to
fulfill information requests. Questions normally included in
the ADA and not related to the regional issues identified in
this section may be identified at a preapplication conference
and eliminated from an AIDA with the consent of Developer and
TBHPC.

9. Issues That May Result in Denial of an AIDA or ADA by TBHPC

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

10. Application for Development Approval

Within five (5) years of the date of this agreement,
Developer shall submit an Application for Development
Approval (ADA) to TBHPC and the County for review pursuant
to Chapter 18H.04, F.S. The ADA shall address all regional
impacts on a cumulative basis, including regional impacts
reviewed in any AIDA. Prior approval of any AIDA shall not
prejudice approval or denial of the ADA. Developer shall
have an opportunity to request elimination of ADA questions
and identification of critical or significant regional issues
associated with ADA review. The basis for TBHPC recom-
dending denial of the ADA shall be as provided in ADA
review and Chapter 18H.04, F.S. Developer may submit a response
to any ADA question concurrent with any AIDA. TBHPC shall
review the response, determine if it is adequate and inform
Developer and Manatee County of its determination.

Information submitted in a prior AIDA may be submitted to
11. **Regional Review Fees**

Developer shall pay TBRPC one-third of the TBRPC DRI application review fee in force upon filing the ANDA with the County. Two-thirds of the DRI application fee in force shall be paid TBRPC when the ANDA is filed or ANDA preapplication conference is requested. Developer shall pay TBRPC the DRI increment review fee in force at the time an ANDA 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 ANDA or AIDA approval, including without limitation dedication of property or facilities or payment of fees, shall be cumulated and credited to the developer in consideration of 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 380.04, 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 380 and this agreement.
This agreement shall inure to the benefit of, and shall be binding upon, the County, TBAPSC, the Developer and their respective successors and assigns.

14. This agreement shall be signed by Owners at the request of the parties to provide assurance that the Developer has sufficient interest in the property to seek Zoning approval under the terms of this agreement. Owners join in and consent to this agreement, and thereby warrant that Developer has sufficient right and interest in the property to exercise its rights and fulfill its obligations under this agreement.

17. This agreement is made and entered into under, and shall be construed in accordance with, the laws of the State of Florida, and particularly Section 180.04(20)(b), Florida Statutes, and Rule 98-16.20, "Florida Administrative Code.

18. This agreement may be amended by mutual written agreement of the parties.

19. Unless extended or otherwise terminated by mutual written consent of the parties, this agreement shall terminate when a Development Order(s) is(are) issued for a Zoning(s) encompassing the property in its entirety, or on November 1, 1981, whichever sooner occurs.

WITNESSES:

ARVIDA CORPORATION

By: Robert H. Fierman
Feb. 6, 1974
Date of Execution

TAMPA BAY REGIONAL PLANNING COUNCIL

By: James L. Talley
May 25, 1974
Date of Execution

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

Edward W. Chaney
Chairman

BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA
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 "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 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
_________________________
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 hereunto have hereto set their hands and seals on this the 14th day of

April, 1965.

WITNESSES:

[Signatures]

ARVIDA CORPORATION

By: [Signature]

TAMPA BAY REGIONAL PLANNING COUNCIL

By: [Signature]

BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA

By: [Signature]

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

[Signature]

Agreed and Consented to:

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

By: [Signature]

KABARA, N.V.

By: [Signature]
A parcel of land in Sections 25, 26, 35, and 36, Township 15 South, Range 12 East, Manatee County, Florida described as follows:

Begin at the Southwest corner of said Section 35; thence N 00°00'14" W, a distance of 1349.81 feet to the Northwest corner of the SW 1/4 of said Section 35; thence S 89°03'17" E, a distance of 1374.67 feet to the Southwest corner of the NE 1/4 of said Section 35; thence 00°05'44" W, a distance of 1146.55 feet to the Southwest corner of the SE 1/4 of said Section 26; thence N 00°45'13" E, a distance of 662.30 feet to the Southeast corner of the N 1/4 of the SW 1/4 of the SE 1/4 of said Section 26; thence N 88°59'30" W, a distance of 1380.82 feet to the Southwest corner of the said N 1/4 of the SW 1/4 of the SE 1/4 of said Section 26; thence N 00°07'13" E, a distance of 1331.95 feet to the Northwest corner of the S 1/4 of the SW 1/4 of said Section 26; thence S 89°13'01" E, a distance of 2840.13 feet to the Northwest corner of the said S 1/4 of the SW 1/4 of said Section 25; thence S 01°26'26" W, a distance of 1224.27 feet to the Northwest corner of the SE 1/4 of said Section 26; thence S 99°12'40" E, a distance of 1407.69 feet to the Northwest corner of the SW 1/4 of said Section 25; thence S 89°11'03" E, along the North line of said Section 25, a distance of 2633.33 feet to the North line of said Section 26; thence, continue S 02°45'44" W, a distance of 1.00 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°45'44" W, and parallel to the West line of said Section 26; thence, continue S 02°45'44" W, a distance of 2560.80 feet; thence N 89°27'25" W, a distance of 1320.00 feet; thence E 00°26'00" 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 1/4 of the NE 1/4 of said Section 26, lying Southerly and Westerly of the Braden River.

Containing 42.7 acres, more or less.

EXHIBIT No. II

2813
A PARCEL OF LAND IN SECTIONS 35 AND 36, TOWNSHIP 36 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA DESCRIBED AS FOLLOWS:

DESCRIPTION

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

SUBJECT TO PERTINENT CASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD:

CONTAINING 124.92 ACRES, MORE OR LESS

P.D.C. PARCEL

DESCRIPTION

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

SUBJECT TO PERTINENT CASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD:

CONTAINING 83.98 ACRES, MORE OR LESS

EXHIBIT No. 2
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 "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:

ARVIDA CORPORATE PARK ASSOCIATES

By: 

Date: 9/25/1986

2816
SECOND AMENDMENT TO ARVIDA DEVELOPMENT AGREEMENT, CONT'D.

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

By: ____________________________
Date: September 24, 1986

KABARA, CORP. N.V.

By: ____________________________
Date: September 24, 1986

TAMPA BAY REGIONAL PLANNING COUNCIL

By: ____________________________
Date: October 14, 1986

BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA

By: ____________________________
Vice-Chairman

Date: September 25, 1986

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

BETWEEN MANATEE COUNTY, THE TAMPA BAY REGIONAL PLANNING COUNCIL AND ARVIDA CORPORATION AS ODOREEL

This Agreement is entered into by MANATEE COUNTY, a political subdivision of the State of Florida (hereafter "County"); TAMPA BAY REGIONAL PLANNING COUNCIL (hereafter "TBAPC"); and ARVIDA CORPORATION (hereafter "Developer").

WHEREAS, Developer proposes to develop a mixed-use development of regional impact (MRI) located in Manatee County known as Circle-W Bar Ranch; and

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

WHEREAS, the proposed MRI will comprise 1,135 acres as depicted in Exhibit 1, and legally described in Exhibit "2", and

WHEREAS, the proposed MRI will include mixed uses generally described in Exhibit "2", including approximately 3,100 residential units, approximately 1,250,000 square feet of commercial space, and approximately 1,250,000 square feet of industrial space; and

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

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

WHEREAS, this Agreement is authorized by and consistent with Section 180.06(3)(b), Florida Statutes; and

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

WHEREAS, the Developer and Island Investment Property, Ltd., and Kasara, Inc., hereafter referred to as "Owners," warrant that Owners own the property described in Exhibit "I" hereafter "the property"; and Developer has sufficient interest in the property to seek DR 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 TBRC 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 DR;

b. a map depicting the general location of each use;

c. all information required to be submitted to the County pursuant to Sections 1018 and 403E, 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.

2. shall specify which regional issues have been sufficiently reviewed in the AMDA and, therefore, will not require further review in an AIDA or ADA.

3. 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.

4. 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.

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 "A" and generally depicted in Exhibit "F." It shall comprise approximately 448 acres and shall include approximately 250 residential units and an 18-hole golf course. The parties recognize and agree that this increment will not exceed any of the Chapter 277-2, 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 "A" and depicted in Exhibit "F." It shall comprise approximately 19 acres of high technology industrial office
uses. 130,000 square feet of gross leasable area and
parking for 840 vehicles. The parties recognize and
agree that this increment will not, either separately
or in conjunction with the first increment, exceed any
of the Chapter 277-1, Florida Administrative Code
thresholds.

3. The AIDAs for the first and second increments shall be filed
with the County and TBRC no later than two years after the
effective date of the HDO. Failure to file these AIDAs
within two years shall require that TBRC reassess the
regional issues associated with each increment and add or
delete issues as appropriate.

4. Additional Increments
AIDAs for additional increments may be submitted upon
agreement of the parties and amendment of the HDO pursuant
to appropriate review and hearing processes, provided that
no subsequent increments, either separately or in conjunction
with all previously submitted increments, may exceed
any of the Chapter 277-1, F.A.C., thresholds.

5. Approval of Increments
County approval, pursuant to Chapter 380.06, F.S., of any
increments shall be granted in separate addenda to the HDO.

6. Incremental Review
a. Regional Issues shall be reviewed as part of each AIDA.
The regional impacts of previously approved increments may
be subject to further review on a cumulative basis as
part of a subsequent AIDA or the ADA.

b. Information requested by TBRC in an AIDA shall not
duplicate information required by the County planned
development review ordinances. Accordingly, the
requirements, information submittals, and review proce-
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 401P, Public Hearing (Exhibit "5");
3. Section 103B, Standards and Procedures for Planned Developments (Exhibit "8");
4. Section 103G, PDR - Planned Residential Development District (Exhibit "9");
5. Section 103R, PCD - Planned Commercial Development District (Exhibit "10");
6. Section 202A, PDI - Planned Industrial Development District (Exhibit "11");
7. Section 202C (KP Watershed Protection Overlay District (Exhibit "12");
8. Section 401 Site Plans (Exhibit "13");
9. Manatee County Floodplain Management Regulations as adopted (presently Ordinance Nos. 77-1 and "79-1").

Subject to the provisions of paragraph 8, 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 TBPRC review of AIDAs. County site plan information shall be indexed and cross-referenced to the ADA and submitted to TBPRC as an AIDA. In addition, County requirements under Sections 103X and 103Y, 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 TBPRC review of impacts relating to
- wetlands, watercourses, wetlands, and stormwater
- runoff. Other information submitted in connection with
- County review may be submitted to TBRPC as additional
- basis for AIDA review.

3. Supplementary Information for Review of Regional Issues

The referenced County ordinances may not provide all informa-
- tion necessary for AIDA review of regional issues.
- Accordingly, if necessary, TBRPC may request additional
- information to determine conformance and consistency with
- adopted regional policies related only to the following
- regional issues:

a. Regional transportation impacts.

b. Regional environmental issues relating to lake manage-
- ment, water and air quality protection, soil and subsur-
- face geologic suitability, and protection of watersheds.

c. Regional economic impacts relating to employment, capi-
- tal 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
- archeological sites.

Any additional information, if required, shall be iden-
- tified by TBRPC in the preapplication conference report pre-
- ceding submission of an AIDA or sufficiency response. All
- requests for additional information shall be based on the
- need to adequately address TBRPC policies and identified
- regional issues, and shall recognize whether required County
- information is adequate, the relevance of the requested
- information to the particular approval requested, the
- necessity for Developer to secure additional state and
- regional agency approvals which can be the subject of AIDA
approval conditions, and other considerations referenced in Rule 38-18.310(1) and Chapter 19H, Florida Administrative Code. Applications submitted to other agencies that contain any requested additional information, when properly and clearly cross-referenced to the ADA, may be submitted to TBRC to fulfill information requests. Questions normally included in the ADA and not related to the regional issues identified in this section may be identified at a preapplication conference and eliminated from an AIDA with the consent of Developer and TBRC.

9. Issues That May Result in Denial of An AIDA or ADA by TBRC

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

10. Application for Development Approval

Within five (5) years of the date of this agreement, Developer shall submit an Application for Development Approval (ADA) to TBRC and the County for review pursuant to Chapter 180.36, F.S. The ADA shall address all regional impacts on a cumulative basis, including regional impacts reviewed in any AIDA. Prior approval of any AIDA shall not prejudice approval or denial of the ADA. Developer shall have an opportunity to request elimination of ADA questions and identification of critical or significant regional issues associated with ADA review. The basis for TBRC recommending denial of the ADA shall be as provided in AIDA review and Chapter 180, F.S. Developer may submit a response to any ADA question concurrent with any AIDA. TBRC shall review the response, determine if it is adequate and inform Developer and Manatee County of its determination.

Information submitted in a prior AIDA may be submitted to
partially or completely fulfill ADA requirements as appropriate.

11. **Regional Review Fee**

Developer shall pay TERPC one-third of the TERPC 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 TERPC when the ADA is filed or ADA preapplication conference is requested. Developer shall pay TERPC 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 TERPC.

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 consideration of 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 TERPC pursuant to Section 190.36, 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 190 and this agreement.
This agreement shall inure to the benefit of, and shall be binding upon, the County, TBRPC, the Developer and their respective successors and assigns.

This agreement shall be signed by Owners at the request of the parties to provide assurance that the Developer has sufficient interest in the property to seek DRF approval under the terms of this agreement. Owners join in and consent to this agreement, and thereby warrant that Developer has sufficient right and interest in the property to exercise its rights and fulfill its obligations under this agreement.

This agreement is made and entered into under, and shall be construed in accordance with, the laws of the State of Florida, and particularly Section 180.06(20)(b), Florida Statutes, and Rule 98-16.28, Florida Administrative Code.

This agreement may be amended by mutual written agreement of the parties.

Unless extended or otherwise terminated by mutual written consent of the parties, this agreement shall terminate when a Development Order(s) is/are issued for a DRF(s) encompassing the property in its entirety, or on November 1, 2001, whichever sooner occurs.

WITNESSES:

ARVIDA CORPORATION

By: ____________________________

[Signature]

FE. 6 1994

Date of Execution

TAMPA BAY REGIONAL PLANNING COUNCIL

By: ____________________________

[Signature]

Date of Execution

ATTEST: R. B. SIEGEL

CLERK OF THE CIRCUIT COURT

[Signature]

EDWARD W. CHAMU

CHAIRMAN

BOYD OF COUNTY COMMISSIONERS OF
NAMATEE COUNTY, FLORIDA
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.

EXHIBIT "B"
IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals on this the 5th day of

[Signature]


WITNESSES:

[Signature]

[Signature]

ARVIDA CORPORATION
By:

[Signature]

TAMPA BAY REGIONAL PLANNING COUNCIL
By:

[Signature]

BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA
By:

[Signature]

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

[Signature]

Agreed and Consented to:

[Signature]

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

[Signature]

KABARA, N.V.
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. D12); 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 (TBRC), 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, TBRC, 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 is 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 "C"
3. Upon consideration of all matters prescribed in Section 380.06(12), 380.06(13) and 380.06(20)(b), Florida Statutes, and the Manatee County Comprehensive Zoning and Land Development Code, an 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 hereinbefore 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 P.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 TBRFC 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 TBRFC 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 TBRFC and the County for review pursuant to Chapter 380.06, P.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 addressed 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 TBRFC policies may result in a recommendation of denial of an AIDA or ADA or appeal of ADA by TBRFC.

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 plans shall be indexed and cross-referenced to the AIDA submitted to TBRC 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 matters raised in the responses from reviewing agencies to the AMDA, if appropriate.

10. The terms and conditions of the Agreement between Manatee County, the Tampa Bay Regional Planning Council and Aviva Corporations are hereby incorporated into this document by reference.

11. The developer shall pay TBRC one-third of the TBRC 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 TBRC when the ADA is filed or ADA preapplication conference is requested. The developer shall pay TBRC the D.R.I. incremental 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 TBRC.

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 $1,000.00 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 (Z-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 provide that the effective period may be extended by the Board upon a showing of good cause, and provided that the conditions and other provision of subsequent approvals of ARDA's, the AEA preliminary development plans and the site plan shall supersede the provisions of this Master Development Order to the extent they are inconsistent and irremovable. 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 380.08(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 review 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 transmission to the TBPRC and the Florida Division of Community Affairs provide however, that the filing of a notice of appeal pursuant to Chapt 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, FLORID:

BY: Edward W. Chase
Chairman

ATTEST: R.B. Shore
Clerk of the Circuit Court
IP 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 305.55 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 5295.68 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 5295.44 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:

[Signature]

L.E. Member
PROFESSIONAL LAND SURVEYOR
STATE CERTIFICATE NO. 1324
ARVIND CONDRON, P.C. PARCIAL ASSOCIATES

DESCRIPTION

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

FROM THE S.E. CORNER OF SAID SECTION 35, RUN N 89°27'26" W 400 FEET TO THE WEST EDGE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 400.00 FEET TO THE POINT WHERE A LINE ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 105.78 FEET TO THE SOUTH 1/4 CORNER OF SAID SECTION 35. THENCE N 89°27'26" W ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 695.41 FEET. THENCE N 0°26'00" E A DISTANCE OF 1370.00 FEET. THENCE S 89°27'26" E, A DISTANCE OF 1370.00 FEET TO THE WEST LINE OF SAID SECTION 35. THENCE S 0°26'00" E ALONG SAID WEST LINE, A DISTANCE OF 1370.00 FEET. THENCE S 89°27'26" E AND PARALLEL TO THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 113.25 FEET TO THE WEST LINE OF SAID SECTION 36. THENCE CONTINUE S 0°26'00" E, A DISTANCE OF 303.59 FEET TO A POINT THAT IS 303.59 FEET EAST OF, AS MEASURED AT A RIGHT ANGLE TO, THE WEST LINE OF SAID SECTION 36. THENCE S 0°26'00" E AND PARALLEL TO SAID WEST LINE, A DISTANCE OF 1375.96 FEET. THENCE N 89°27'26" W, A DISTANCE OF 303.59 FEET FROM THE POINT LAST DESCRIBED, 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 23°00'00". A DISTANCE OF 230.00 FEET TO THE P.C. OF SAID CURVE. THENCE N 17°33'00" E, A DISTANCE OF 230.00 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 640.00 FEET. THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 23°00'00". A DISTANCE OF 230.00 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 23°00'00". A DISTANCE OF 230.00 FEET TO THE P.C. OF SAID CURVE. THENCE S 0°26'00" E A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING.

SUBJECT TO EASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD.

CONTAINING 154.92 ACRES, MORE OR LESS

P.D.C. PARCEL

DESCRIPTION

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

BEGIN AT THE S.E. CORNER OF SAID SECTION 35. THENCE N 89°27'26" W 400 FEET TO THE WEST EDGE OF THE FLORIDA STATE PLANE COORDINATE SYSTEM ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 400.00 FEET TO THE POINT WHERE A LINE ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 105.78 FEET TO THE SOUTH 1/4 CORNER OF SAID SECTION 35. THENCE N 89°27'26" W ALONG THE SOUTH LINE OF SAID SECTION 35, A DISTANCE OF 695.41 FEET. THENCE N 0°26'00" E A DISTANCE OF 1370.00 FEET TO THE WEST LINE OF SAID SECTION 35. THENCE S 89°27'26" E, A DISTANCE OF 1370.00 FEET TO THE SOUTH 1/4 CORNER OF SAID SECTION 35. THENCE S 0°26'00" E AND PARALLEL TO SAID WEST LINE, A DISTANCE OF 1375.96 FEET. THENCE S 89°27'26" W, A DISTANCE OF 303.59 FEET FROM THE POINT LAST DESCRIBED, 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 23°00'00". A DISTANCE OF 230.00 FEET TO THE P.C. OF SAID CURVE. THENCE N 17°33'00" E, A DISTANCE OF 230.00 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 640.00 FEET. THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 23°00'00". A DISTANCE OF 230.00 FEET TO THE P.C. OF SAID CURVE. THENCE S 0°26'00" E A DISTANCE OF 303.59 FEET TO THE POINT OF BEGINNING.

SUBJECT TO EASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD.

CONTAINING 83.48 ACRES, MORE OR LESS

EXHIBIT "D"