

ADJUSTMENT TO THE EAST NASSAU EMPLOYMENT CENTER DETAILED SPECIFIC AREA PLAN DEVELOPMENT ORDER (THE “DSAP DO”) OF THE EAST NASSAU COMMUNITY PLANNING AREA (THE “ENCPA”)

WHEREAS, TERRAPOINTE LLC, a Delaware limited liability company (hereinafter, “TerraPointe”), and the following Owners of Record: RAYONIER EAST NASSAU TIMBER PROPERTIES I, LLC, RAYONIER EAST NASSAU TIMBER PROPERTIES II, LLC, RAYONIER EAST NASSAU TIMBER PROPERTIES V, LLC, RAYONIER EAST NASSAU TIMBER PROPERTIES VI, LLC, RAYONIER EAST NASSAU TIMBER PROPERTIES VII, LLC, which are wholly-owned subsidiaries of TERRAPOINTE LLC, and RAYONIER EAST NASSAU TIMBER PROPERTIES III, LLC, and RAYONIER EAST NASSAU TIMBER PROPERTIES IV, LLC, which are wholly-owned subsidiaries of RAYONIER TIMBER COMPANY NO. 1, INC., and RAYONIER TIMBER COMPANY NO. 1, INC., all of which are Delaware limited liability companies or corporations, submitted to Nassau County, Florida (the “County”), an adjustment to the DSAP DO, which includes an adjustment to the DSAP application and said application was deemed complete by the County on December 10, 2014 and amended on March 30, 2015, and April 29, 2015, pursuant to County Land Development Code Section 27.07, requesting modifications to portions of the DSAP application and the DSAP DO (the “Adjustment”);

WHEREAS, the changes proposed in the Adjustment have been determined by the Nassau County Planning Director to satisfy County Land Development Code (“LDC”) Section 27.07(B) and as such have been reviewed pursuant to the procedures set forth in LDC Section 27.08; and

WHEREAS, the Nassau County Planning Director has reviewed the Adjustment and considered the evidenced presented and finds that:

1. The Adjustment is consistent with Section 163.3245, Florida Statutes; and
2. The Adjustment is consistent with the Nassau County 2030 Comprehensive Plan, including the goals, objectives and policies and long-term master plan for the ENCPA, and Nassau County land development regulations, including the PD-ENCPA Ordinance, as such documents are being modified consistent with and in conjunction with the Adjustment.

NOW THEREFORE, the Adjustment is hereby approved by the Nassau County Planning Director and the DSAP DO (adopted pursuant to Ordinance 2013-11) is hereby amended by the following specific changes:

1. Substitute and replace DSAP DO Exhibit “B”, DSAP Land Use Map, with the revised Exhibit “B” attached hereto and incorporated herein.
2. Substitute and replace DSAP DO Exhibit “C” (DSAP Application) and Appendices B and C to Exhibit “C”, with revised Exhibit “C”, including Appendices B and C to Exhibit “C”, attached hereto and incorporated herein.
3. Substitute and replace DSAP DO Exhibit “E”, Transportation Impact Analysis (TIA) Methodology, with revised Exhibit “E” attached hereto and incorporated herein.

4. Modify the authorized agents for TerraPointe and the Owners of Record to Gunster, Yoakley & Stewart, P.A., 225 Water Street, Suite 1750, Jacksonville, Florida, 32202 and VHB/MillerSellen, 225 E. Robinson Street, Suite 300, Orlando, Florida 32801.
5. The text to DSAP DO General Conditions and Commitments 1, 2(a), 2(d), 3(a), 3(d), 3(e), 3(f), 3(g), 4(a), 4(e), 5(a), 5(c), 5(d), 6(e) and 6(f) is modified as shown in strikethrough and underline on **Exhibit 1** attached hereto and incorporated herein.
6. Except as modified herein by the Adjustment, the DSAP DO and DSAP Application adopted under Ordinance 2013-11 shall remain in full force and effect.
7. The Nassau County Planning Director intends that the provisions of the adjustments set forth for the DSAP DO on **Exhibit 1** and revised DSAP Exhibits “B”, “C” (including Appendices B and C to Exhibit “C”) and “E” will be recorded in the Nassau County, Florida, public records.
8. Within ten (10) days of the adoption of this Adjustment to the DSAP DO, Nassau County shall render a copy of this document with all attachments, certified as complete and accurate, by first class certified mail, return receipt requested, to the Florida Department of Economic Opportunity, Bureau of Local Planning, Northeast Florida Regional Council, and the Owners of Record, including TerraPointe.

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Approved by the Nassau County Planning Director this 10 day of May, 2015, and shall become effective upon approval by the Nassau County Board of County Commissioners of the ENCPA Master Land Use Plan (Map FLUMS-6) modification being processed in conjunction with this Adjustment.

[Handwritten Signature]

NASSAU COUNTY PLANNING DIRECTOR

PETER KING, AICP

Exhibit 1

Revised DSAP DO General Conditions and Commitments

A. Modify General Condition and Commitment 1 as follows:

1. **Application for Development Approval.** The DSAP shall be developed on the Property in accordance with (1) Objective FL.13 and associated policies of the Future Land Use Element of the Nassau County Comprehensive Plan, as amended, (2) the DSAP Land Use Map, which is attached hereto as Exhibit “B”, and (3) the Application for East Nassau Employment Center Detailed Specific Area Plan, prepared by VHB/MillerSellen, dated November 1, 2012, as amended by the DSAP DO Adjustment, including the DSAP application deemed complete on December 10, 2014 and as modified on March 30, 2015, and April 29, 2015, which is attached hereto as Exhibit “C”. The aforementioned items are on file at the Nassau County Growth Management Department shall be made part of this Development Order .

B. Modify General Conditions and Commitments 2(a) and 2(d) as follows:

2. **Environmental Conditions.**

- a. ~~Prior to the filing of the first application for Preliminary Development Plan (PDP) within the DSAP, a~~ A management plan shall be has been developed for the Central Planning Area, that promotes maintenance of native species and diversity in such areas and which may include

provisions for controlled burns. Prior to the filing of the first application for a Preliminary Development Plan (PDP) within the Northern Planning Area, a management plan shall be developed that promotes maintenance of native species and diversity in this area and which may include provisions for controlled burns. Prior to the filing of the first application for a PDP within the Southern Planning area, a management plan shall also be developed that promotes maintenance of native species and diversity in this area and which may include provisions for controlled burns. The management plan(s) required per this subsection may be developed for one Planning Area or a combination of Planning Areas. For example, one management plan may be developed for the land within the Central and Southern Planning Areas and a separate management plan for the Northern Planning Area.

- d. ~~Prior to the filing of the first application for PDP within the DSAP, an~~ An environmental education program shall be has been developed for the CHN and submitted to the County. The environmental education program will be and implemented in conjunction with a one or more property Owners association, environmental group, or other community association or governmental agency so as to encourage protection of the wildlife and natural habitats incorporated within the CHN.

C. Modify General Conditions and Commitments 3(a), 3(d), 3(e), 3(f) and 3(g) as follows:

3. **Transportation/Mobility Facilities.** Set forth in the Mobility Fee Agreement, as may be amended, and below are the transportation/mobility facilities needed to serve the future land uses in the DSAP and the funding mechanisms for those improvements:

- a. In assessing the transportation/mobility facilities needed to serve the DSAP, the needs for the entire ENCPA have been assessed. Given the uses proposed in the ENCPA, the following improvements (~~followed by the projected cost of each~~) will serve the ENCPA, are further depicted and described in Exhibits B and E to this Development Order, and comprise the ENCPA Mobility Network. The location of the ENCPA Mobility Network improvements will be in general conformance with Figure 3.2 in Exhibit C, based on final survey and engineering and determined at the time of detailed site plans or construction plans without requiring an adjustment to this DSAP DO, except as provided for in Section 27.07 (Adjustments to DSAP DO) of the Nassau County Land Development Code. These improvements do not include improvements which are internal to a residential subdivision (such as subdivision streets) or non-residential development (such as driveways) or which are related to a subdivision or development entrance or exit (such as turn lanes,

acceleration/deceleration lanes, and entrance signalization) to an ENCPA Mobility Network improvement.

- 1) CR 108 Extension –~~\$25,097,242.00~~
- 2) New I-95 Interchange –~~\$23,725,000.00~~
- 3) Interchange Road –~~\$22,890,267.00~~
- 4) US 17 Widening –~~\$7,216,927.00~~
- 5) Employment Center (north/south road) North-South Regional Center Arterial –~~\$34,855,360.00~~
- 6) Employment Center (Collector Roads) DSAP Western Loop Collector –~~\$8,061,994.00~~
- 7) Traffic Signals at major intersections –~~\$2,800,000.00~~
- 8) SR A1A Intersection left turn lane improvements - included with Traffic Signals at major intersections
- 9) I-95/SR A1A Interchange Improvements –~~\$700,000.00~~
- 10) SR A1A and William Burgess Boulevard Intersection Improvements –~~\$500,000~~
- 11) Internal trails –~~\$8,166,050.00~~

~~**Total Cost of ENCPA Mobility Network – \$134,012,840.00**~~

Collectively, and as they may be amended pursuant to the Mobility Fee Agreement, these are referred to as the “ENCPA Mobility Network”. The projected cost of the ENCPA Mobility Network and each improvement is set forth in the Mobility Fee Agreement, as may be amended.

- d. The short-term (five-year) development program for the Central Planning Area as depicted in Exhibit “B” consists of ~~250 multi-family residential units and 400,000 square feet of non-residential uses, which uses are projected to generate a total of 6,216 daily trips~~ an 800-student school, 100 single family units, 250 multi-family units, 80,000 square feet of office and 40,000 square feet of retail, which uses are projected to generate a total of 6,439 daily trips. TerraPointe and/or the applicable Owners of Record may elect to accelerate the Central Planning Area development program beyond the short-term development program set forth herein within the short-term, provided that such acceleration is consistent with the applicable PDP and TIA and the County’s capital improvement plan and all applicable mitigation requirements, including applicable Mobility Fee Network improvement(s), are met. The short-term (five-year) improvements needed to serve the Central Planning Area when uses which generate such total traffic are completed and open (and have received certificates of occupancy) consist of:

- i. ENCPA Mobility Network roadway segments to provide access to development parcels; and

- ii. SR 200/A1A and DSAP Western Loop Collector Intersection:
 - (a). Install traffic signal;
 - (b). SR 200/A1A eastbound left-turn lane (to be constructed as part of FDOT's widening project);
 - (c). SR 200/A1A Westbound right-turn lane; and
 - (d). DSAP Western Loop Collector (southbound approach), a two-lane road, to consist of one shared southbound right/through lane and one southbound left-turn lane, which will taper.

~~A signal at SR A1A and the North-South Arterial Road may be needed and should be evaluated as development occurs.~~

- e. The long-term (build-out) development program for the Central Planning Area consists of ~~2,500 multi-family~~ an 800- student school, ~~3,269~~ residential units and ~~7,000,000~~ 6,236,495 square feet of non-residential uses (retail, office, and industrial), which uses are projected to generate a total of ~~91,480~~ 95,657 daily trips. The long-term (build-out) improvements needed to serve the Central Planning Area when uses which generate such total traffic are completed and open are:

- i. North - South Regional Center Arterial Road (4 lanes, initially constructed as 2 lanes) - This roadway will extend through the Central Planning Area (~~the Employment Center~~) ~~from SR A1A to the East West Interchange Road~~ and continue north through the Regional Center and connect to US 17. This roadway will serve as a spine of the ENCPA for areas between US 17 and Interstate 95. A traffic signal is assumed at the intersection of this roadway and SR A1A.
- ii. ~~East West Interchange Road~~ (4 lanes, initially constructed as 2 lanes) - This roadway will provide access to the Central Planning Area from US 17.
- iii. Collector Roadways (2 lanes ~~with turn lanes~~) - The collector roadways for the Central Planning Area provide a second access point to and from SR A1A, as well as ~~connections to the TOD area near US 17~~ the Interchange Road. Turn lanes at intersections will be provided as needed.
- iv. Trail System - A system of multi-use trails is planned to provide non-auto travel choices within the Central Planning Area. The trail system will accommodate pedestrians, ~~and bicyclists~~ and may accommodate golf carts. Approximately 20

miles of trails are included as part of the ENCPA Mobility Network for this area.

- v. Transit Oriented Development - The Central Planning Area provides opportunities for TOD around any future stations developed as part of a potential commuter rail system.

- f. No short-term (five-year) development is projected in the Northern Planning Area as depicted in Exhibit "B." ~~The No~~ short-term (five-year) development program ~~for~~ is projected in the Southern Planning Area as depicted in Exhibit "B" ~~consists of 100 single-family residential units, which use is projected to generate a total of 957 daily trips.~~ No short-term (five-year) ENCPA Mobility Network improvements are needed to serve the Northern or Southern Planning Areas.

- g. The long-term (build-out) development program for the Northern Planning Area consists of 769 single-family residential units and 75,000 square feet of retail uses, which uses are projected to generate a total of ~~12,425~~ 12,493 daily trips. The long-term (build-out) development program for the Southern Planning Area consists of ~~769 single-family residential units and 25,000~~ 788,505 square feet of retail nonresidential Employment Center uses, which uses are projected to generate a total of ~~9,550~~ 5,386 daily trips. No long-term (build-out)

ENCPA Mobility Network improvements are needed to serve the Northern Planning Area. The long-term (build-out) Mobility Network Improvements needed to serve the Southern Planning Area when uses which generate the total traffic identified above are completed and open (have received certificates of occupancy) consist of the SR A1A and William Burgess Boulevard intersection improvements described in Section 3(a)(10) above.

D. Modify General Conditions and Commitments 4(a) and 4(e) as follows:

4. Land Uses Summary/DSAP Land Uses.

- a. Employment Center (EC): The primary land use within the Central Planning Area and one of the land uses in the Southern Planning Area is ~~planned as a 1,441-acre~~ employment center comprised primarily of multi-family, office/research, light industrial, and commercial uses, including a mixed-use town center consistent with the allowed EC uses. The following are the general design guidelines for the EC category:
 - i. Development in the EC land use category shall be subject to the following land use mix percentage ranges and requirements (percentages are gross within the ~~Central Planning Area~~ EC category):

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- (a). Office, research park and business service - 15% to 90%;
 - (b). Industrial (manufacturing and warehousing distribution) - 0% to 60%;
 - (c). Support retail, hotel and services - 0% to 10%;
 - (d). Civic, public facilities and transit stations - 10% minimum; and
 - (e). Residential - 0% to 10%.
- ii. Shared parking areas and garages shall be permitted for all EC uses, including any civic and public facilities.
 - iii. Development shall be designed to incorporate landscaping and pedestrian amenities such as benches and bicycle parking along sidewalks and multi-use paths and streets.
 - iv. Development shall be designed to accommodate feeder bus, bus rapid transit, and other transit stops.
- e. Residential Neighborhood (RN): A majority of the Northern Planning Area and ~~the entirety of the South~~ a portion of the Central Planning Area have been designated as RN. The sub-category is divided into three tiers to create a hierarchical pattern of residential neighborhoods

radiating outward from ~~the~~ a community VC. Tier 1 neighborhoods are mid-density residential areas adjacent to Village Centers. Tier 2 neighborhoods are lower density in character and generally located $\frac{1}{2}$ to $\frac{1}{4}$ mile from Village Centers. Tier 3 represents the lowest density neighborhoods generally located beyond 1 mile from a designated Village Center.

E. Modify General Conditions and Commitments 5(a), 5(c) and 5(d) as follows:

5. Master Planning Principles for each DSAP Planning Area.

- a. Central Planning Area: The Central Planning Area is generally characterized by mixed- use, non-residential and residential development, ~~but some residential will be permitted.~~ The Central Planning Area provides for four of the seven general land uses: CHN, EC, RN and RC (and associated TOD and a town center). The development program for the Central Planning Area is set for ~~2,500~~ 3,269 residential units and ~~7,000,000~~ 6,236,495 square feet of non-residential square footage. The RC is oriented to the north of the Central Planning Area, the RN is oriented in the west and central areas of the Central Planning Area and the EC and CHN ~~is~~ are located ~~in the south~~ throughout. Consequently, the RC located in the Central Planning Area is only a small part of the overall RC for the ENCPA. The physical separation between the ~~EC and RC~~ and other land use

areas is planned to be the large wetland slough (CHN) near the northern portion of the Central Planning Area. The main access to the Central Planning Area is planned from SR 200 with additional access from US 17.

- c. Southern Planning Area: This Planning Area has a ~~Residential Neighborhood~~ an Employment Center and CHN land use classification. The development program calls for ~~769 homes and 25,000~~ 788,505 square feet of non-residential uses ("NR"). The overall density is relatively low and thus is planned to be clustered primarily on the northern section of this Planning Area leaving the southern section with large lot development or as a possible extension of the CHN with more definitive development plans. The NR is intended to provide non residential uses to serve the population of this area. To the extent practical, this NC should be co-located proximate to the government center thereby expanding the population available to take advantage of these neighborhood serving uses. The northeastern portion of the EC area is designated on Exhibit "B" as a Limited Development Area and manufacturing and industrial uses requiring outdoor storage shall not be permitted within this area. Vehicular access to the Southern Planning Area is from a yet unidentified right of way from William Burgess Boulevard.

- d. Maximum Development Program for each of the DSAP Planning Areas:

| Planning Area | Acres | Residential Units | Non-Residential Square Footage |
|----------------------|--------------|-------------------------------|--|
| Northern | 665 | 769 | 75,000 |
| Central | 2,938 | 2,500 <u>3,269</u> | 7,000,000 <u>6,236,495</u> |
| Southern | 599 | 769 <u>0</u> | 25,000 <u>788,505</u> |
| TOTAL | 4,202 | 4,038 | 7,100,000 |

- F. Modify General Conditions and Commitments 6(e), 6(f) and 6(h) as follows:

6. Public Facilities.

- e. Schools: The DSAP is located within the Nassau County School District (School District). The School District and Nassau County have entered into an interlocal agreement (ILA) regarding the location and adequate capacity of public schools. Based upon existing methodologies of the School District and Nassau County, DSAP school demand and potential impacts were projected for both the 5 year and build-out development program scenarios. It was determined

that adequate capacity exists within the current system to accommodate potential impacts under the projected 5-year development program. As shown in the DSAP Application, Figure 4.2 4.8, DSAP Central Planning Area Overall Land Map, a school site of approximately 26 acres is reserved within the Central Planning Area for conveyance to the School District; ~~its precise location and size shall be the subject of an agreement to be entered into between TerraPointe and the School District~~ and such site has been conveyed to the School District for an elementary school.

Additional school capacity at the elementary, middle and high school levels is proposed to accommodate the projected DSAP demand at build-out. At this time, two elementary schools are programmed within the 10 year work program and another elementary school and middle school are programmed in the 20 year work program. If constructed, these facilities should be adequate to address projected needs at the elementary and middle school levels. Development of the DSAP beyond the 5-year milestone should be monitored to determine if the inclusion of new high school facilities within future School District work plans would be needed.

- f. Recreation and Open Space: Nassau County is currently deficient in recreation and open space facilities. The proposed DSAP 5 year and build-out programs are estimated to increase demand by approximately

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12 acres and 141 acres, respectively. This demand is being met within the DSAP through the provision of significant open space and an extensive multi-use trail, bike lanes and/or sidewalk system which includes 1,700 acres of open space in the form of interconnected wetlands, surface waters, and upland preserves forming a CHN. The significant open space system provided by the DSAP is capable of not only accommodating DSAP impacts but helping the County address a County-wide deficiency in regional parks through 2030. At build-out, the DSAP is planned to contain over 20 miles of multi-use trails. As shown in the DSAP Application, Figure 4.8 4.2, DSAP Central Planning Area Overall Land Map, a community park of approximately 20 acres is reserved within the Central Planning Area ~~for conveyance to the County~~; its precise location and size is subject to adjustment.