

[Search](#)[Add Record](#)[Close](#)**DEVELOPMENT ORDERS**

REGION: 06 PROJECT NO: 98-010 EXTENSION : 00 REVIEW SECTION : 03

PROJECT NAME: VICTORIA PARK

APPLICATION DATE: 04/27/98 X IF PROJECT IS ACTIVE: F.S. 403 OR 373 :

LOCAL GOVERNMENT: Deland City COUNTY CODE: 79

TYPE OF AMENDMENT: ☐ WATER MGT DISTRICT: STJ DOT ID#: 2

REVIEWER: James Stansbury STATUS: Approved with Conditions

D.O. NUMBER: Original DO DO DECISION DATE: 06/21/1999

DATE DO RENDERED: 06/28/1999 DATE DO RECEIVED: 06/29/1999

20 DAY REVIEW DEADLINE: 07/16/1999 45 DAY APPEAL DEADLINE: 08/12/1999

DO EFFECTIVE DATE: 06/28/1999 DATE DO EXPIRES: 06/21/2014

PUBLIC HEARING DATE: 06/07/1999 DATE P.H. NOTICE RECEIVED: 04/12/1999

DEADLINE TO COMMENCE PROJECT: 06/28/2004 PROJECT BUILDOUT DATE: 06/21/2014

SHOULD PROJECT BE APPEALED: DATE OF MEMO:

IS ANNUAL REPORT REQUIRED? Y ANNUAL REPORT DUE: 06/28/2000

[Save Record](#)[PREPARE TO PRINT
LETTER TO DOT](#)[CLICK HERE IF D.O.
RELATES TO NOPC](#)[CLICK HERE IF DO RELATES
TO AN ABANDONMENT](#)

NOTE: Adopted by Deland and Lake Helen jointly

CITY OF DELAND

DELAND, FLORIDA 32721



POST OFFICE DRAWER 449
TELEPHONE: (904) 736-3900
FAX: (904) 736-9819

June 25, 1999

Mr. Ray Eubanks, Community Program Administrator
Bureau of State Planing
Department of Community Affairs
2555 Shumard Oak Blvd.
Tallahassee, FL. 32399-2100

RE: Development Order for Victoria Park, City of Deland

Dear Mr. Eubanks:

The Victoria Park DRI is located inside the municipal boundaries of both the City of Deland and the City of Lake Helen. A single development has been prepared to cover the entire project. The two cities held a joint public meeting on June 7, 1999. At its regular meeting of June 21, 1999, the DeLand's City Commission took official action to approve the above request. Also, on June 17, 1999, the City Commission for the City of Lake Helen, took official action to approve the Development Order. Attached are two copies of the approved and signed adopting ordinance and the Development Order.

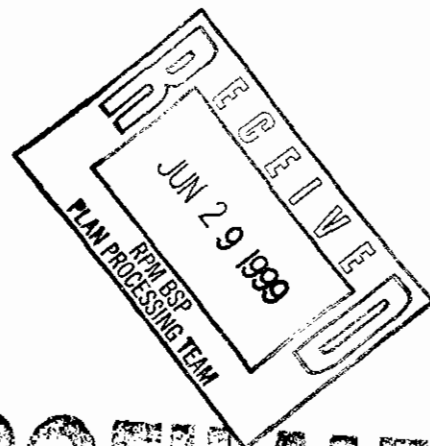
If you have any questions concerning this matter, please do not hesitate to contact me at 736-3900 extension 247.

Sincerely,

A handwritten signature in black ink, appearing to read "Mike Holmes".

Mike Holmes
Planning Director

cc: Jim McCroskey w/out attachments
Ted Brown w/out attachments
Shaw Stiller, FDCA w/out attachments
Jim Crews, FDCA w/out attachments



MICROFILMED

letters\afcdodca



City of Lake Helen

Volusia County, Florida

MAYOR

Chris R. Craft

VICE MAYOR

Mark R.W. Shuttlesworth

CITY COMMISSIONERS

Olivia Cherry

Rich Tamburro

Marge Clauser

CITY CLERK

Ray Leibensperger

June 24, 1999

Mr. Ray Eubanks, Community Program Administrator
Plan Process Team
Florida Department of Community Affairs
2555 Shumard Oak Blvd.
Tallahassee, FL 32399-2100

Re: Development Order for Victoria Park, Lake Helen, Florida

Dear Mr. Eubanks,

I certify, as the City clerk of the City of Lake Helen, that this is a correct and complete copy of the adopted Development Order for Victoria Park. This Development Order and adopting ordinance (Ord. 99-3) are being transmitted in accordance with Rule 9J-2.025 (5).

Sincerely,

Ray Leibensperger
City Clerk

CITY OF DELAND

DELAND, FLORIDA 32721



POST OFFICE DRAWER 449
TELEPHONE: (904) 736-3900
FAX: (904) 736-9819

June 25, 1999

Ray Eubanks, Community Program Administrator
Plan Process Team
Florida Department of Community Affairs
2555 Shumard Oak Blvd.
Tallahassee, FL 32399-2100

Re: Development Order for Victoria Park, DeLand, Florida

Dear Mr. Eubanks:

I certify, as the City Clerk of the City of DeLand, that this is a correct and complete copy of the Development Order for Victoria Park. This Development Order, along with the adopting Ordinance (Ord. 99-16), are being transmitted in accordance with Rule 9J-2.025(5).

Sincerely,

Julie A. Hennessy
City Clerk – Auditor

/jh
Enclosures

ORDINANCE NO. 99-16

AN ORDINANCE OF THE CITY OF DELAND, FLORIDA; APPROVING A CONDITIONAL DEVELOPMENT ORDER FOR THE VICTORIA PARK DEVELOPMENT, A COMMERCIAL AND RESIDENTIAL DEVELOPMENT OF REGIONAL IMPACT, CONSISTING OF APPROXIMATELY 1,855 ACRES OF PROPERTY WITHIN THE CITY LIMITS OF THE CITY OF DELAND AND THE CITY OF LAKE HELEN; THE PROPERTY IS LOCATED WITHIN THE INCORPORATED BOUNDARIES OF DELAND AND LAKE HELEN; THE PORTION OF THE SITE IN DELAND IS GENERALLY DIVIDED BY DR. MARTIN LUTHER KING, JR. BOULEVARD AND ORANGE CAMP ROAD; THE PORTION OF THE SITE IN LAKE HELEN IS NORTH OF ORANGE CAMP ROAD ON BOTH SIDES OF INTERSTATE 4; CONDITIONING FINAL DEVELOPMENT ORDERS ON A DETERMINATION OF CONCURRENCY; PROVIDING FOR SEVERABILITY AND AN EFFECTIVE DATE.

WHEREAS, St. Joe Residential Acquisitions, Inc., a Florida corporation, applicant for the owners, Tom B. Stewart, Jr., Betsy S. Osborne, The Estate of Katherine S. Odham and The Estate of Mary S. H. Hewitt (hereinafter referred to as "Applicant"), own approximately 1765.880 acres within the DeLand corporate limits and approximately 90 acres within the Lake Helen corporate limits, which is more particularly described in the legal description attached hereto as Exhibit "1" and by this reference made a part hereof; and

WHEREAS, Applicant has submitted an Application for Development Approval under §380.06 Florida Statutes, for the Victoria Park Development to encompass all of the property described in Exhibit "1" (hereinafter the "Property" or the "Project"); and

WHEREAS, the proposed development is consistent with the New Community Development land use designation; and

WHEREAS, the development is not located in an area of critical state concern; and

WHEREAS, the development is consistent with both the DeLand and Lake Helen Comprehensive Policy Plans and local land development regulations; and

WHEREAS, the development has been determined to be consistent with the achievement of the objectives of the adopted State Comprehensive Plan, Chapter 187, Florida Statutes and the East Central Florida Regional Planning Counsel's Regional Policy Plan; and

WHEREAS, the development, pursuant to the Application for Development Approval, has been determined to be substantially consistent with the report and recommendations of the East Central Florida Regional Planning Counsel, pursuant to §380.06 (12), Florida Statutes (1997); and

WHEREAS, the proposed development order has been determined to be in compliance with §380.06 (13), §380.06 (14) and §380.06 (15) Florida Statutes (1997); and

WHEREAS, the Victoria Park Development will not unreasonably interfere with the achievement of the objectives of the State Land Development Plan applicable to the area encompassed by the application;

MICROFILMED

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COMMISSION OF DELAND, FLORIDA:

Section 1. The approved Development Order for the Victoria Park Development, including the Application for Development Approval, Maps and other supporting documentation (on file with the City Planning Department), are incorporated herein by reference and shall be amended to include the conditions as set forth in the document entitled "Development Order for Victoria Park Development of Regional Impact," which is attached hereto as Exhibit "2" and by this reference made a part hereof.

Section 2. The failure of the approved Development Order to address a particular permit, condition, term or restriction shall not relieve the Applicant of the necessity of complying with any law governing said permitting requirements, conditions, terms or restrictions, as same may be amended or enacted from time to time in the future. All current land development regulations of the City are applicable except to the extent that they conflict with a specific provision of the approved Development Order.

Section 3. At the time of development, the Applicant shall comply with all relevant building codes and development standards contained in the City's Code of Ordinances or in any subsequently approved Development Plan; provided, however, that the development standards contained in the adopted Development Plan shall supersede comparable standards contained in the Code of Ordinances.

Section 4. Pursuant to Article 5 of the City's Land Development Regulations, the Applicant shall comply with all applicable infrastructure regulations.

Section 5. It is contemplated that the City Commission will rezone that portion of the described property within the jurisdiction of the City of DeLand to PD, consistent with this Development Order and the Comprehensive Plan. The approval of this Development Order is conditioned upon said rezoning.

Section 6. The adoption of this Development Order applies only to that portion of the described property within the jurisdictional boundaries of the City of DeLand.

Section 7. The adoption of this Development Order is conditioned upon the adoption, by the City of Lake Helen, of a like Development Order with regard to that portion of the described property which lies within the jurisdictional boundaries of the City of Lake Helen.

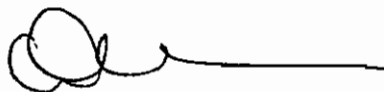
Section 8. The Development Order will be transmitted to the Department of Community Affairs by the City on or before July 1, 1999, pursuant to Rule 9J-2.025(5).

Section 9. The Development Order does not confer any right to commence development of the property until the property has been rezoned as required by each city and required filings requesting subdivision and site plan approval have been submitted and approved by the appropriate city. Final development permits resulting from the processing of subdivision and site plan approval shall not be subject to further concurrency review except as provided for in the Development Order.

Section 10. If any section, sentence, clause or phrase of this Ordinance is held to be invalid or unconstitutional by any court of competent jurisdiction, that holding shall in no way affect the validity of the remaining portions of this Ordinance.

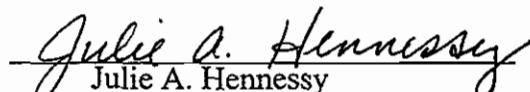
Section 11. The effective date of this Ordinance shall be the date of issuance of a certificate of consistency or conditional certificate of consistency by the Volusia Growth Management Commission; a final order is issued by the Department of Community Affairs or Administration Commission finding the Ordinance in compliance in accordance with Section 163.3184, Florida Statutes; an Ordinance is adopted by the City Commission of the City of DeLand appropriately rezoning the subject property to PD; and 45 days after the submittal of the Development Order to the Department of Community Affairs and the Developer pursuant to Rule 9J-2.025(5) as provided in Chapter 380.07(3), Florida Statutes. No development orders, development permits or land uses dependent on this Ordinance may be issued or commence before it has become effective. If a final order of noncompliance is issued by the Administration Commission, this Ordinance may nevertheless be made effective by adoption of a resolution affirming its effective status, a copy of which resolution shall be sent to the Department of Community Affairs, Bureau of Local Planning, 2555 Shumard Oak Boulevard, Tallahassee, Florida 32399-2100.

PASSED AND DULY ADOPTED this 21st day of June, 1999.



David C. Rigsby
Mayor-Commissioner

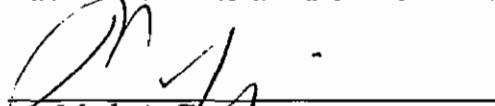
ATTEST:



Julie A. Hennessy
City Clerk - Auditor

Passed on first reading: June 7, 1999
Passed on second reading: June 21, 1999

APPROVED AS TO FORM AND LEGALITY:



Mark A. Zimmerman
City Attorney

DEVELOPMENT ORDER

VICTORIA PARK DEVELOPMENT OF REGIONAL IMPACT

Adopted by the City of Lake Helen, Florida; June 17, 1999

Adopted by the City of DeLand, Florida; June 21, 1999

**DEVELOPMENT ORDER
FOR VICTORIA PARK DEVELOPMENT
OF REGIONAL IMPACT**

TABLE OF CONTENTS

I.	FINDINGS OF FACT	1
II.	CONCLUSIONS OF LAW	7
III.	DEFINITIONS	8
IV.	CONDITIONS OF APPROVAL	10
	GENERAL CONDITIONS	10
	FLOODPLAINS	11
	VEGETATION AND WILDLIFE	11
	WETLANDS	14
	WATER MANAGEMENT AND WATER QUALITY	17
	PUBLIC FACILITIES	20
	AFFORDABLE HOUSING	24
	PUBLIC SCHOOLS	25
	TRANSPORTATION	28
	PHASES	28
	MONITORING AND MODELING METHODOLOGY	28
	CANDIDATE ROADWAYS	29
	CANDIDATE ROADWAYS FOR MONITORING/MODELING STUDY ..	30
	MONITORING AND MODELING RESULTS/MITIGATION	30
	IMPACTED FACILITIES	33

MITIGATION	35
SITE ACCESS	37
EQUVALENCY MATRIX	38
ALTERNATIVE MODES OF TRANSPORTATION	39
OTHER	41
 V. LOCAL MONITORING	 42
VI. COMPLIANCE DATES	43
VII. DOWN ZONING, UNIT DENSITY REDUCTION OR INTENSITY REDUCTION	44
VIII. ANNUAL REPORTING REQUIREMENTS	44
IX. SUBSTANTIAL DEVIATIONS	46
X. RECORDING	46
XI. OWNER'S CONSENT	46
XII. APPLICABLE LAWS	47
XIII. EFFECTIVE DATE	47
 EXHIBIT "A" LEGAL DESCRIPTION	
EXHIBIT "B" MEMORANDUM OF AGREEMENT	
EXHIBIT "C" MAP "H"	
EXHIBIT "D" PROPOSED WETLAND IMPACTS AND ENVIRONMENTAL LANDS	
EXHIBIT "E" VOLUSIA COUNTY SCHOOL BOARD SITE SELECTION CRITERIA	
EXHIBIT "F" EQUIVALENCY MATRIX	

DEVELOPMENT ORDER FOR VICTORIA PARK DEVELOPMENT OF REGIONAL IMPACT

June 17, 1999

I. FINDINGS OF FACT.

The City Commissions of DeLand and Lake Helen, Florida hereby make the following Findings of Fact:

1. On or about December 1997, St. Joe/Arvida Company, L.P., a limited partnership ("Developer"), whose principal place of business was 7900 Glades Road, Boca Raton, Florida, 33434 filed an Application for Development Approval ("ADA") for a Development of Regional Impact ("DRI") called Victoria Park for certain property in Volusia County, Florida ("County"), the same being described on EXHIBIT "A" attached hereto (the "Property"). Further, on or about November 1998, the Developer filed on behalf of the owners and itself a Petition for Annexation into the City of DeLand of that portion of the subject Property lying and being in Volusia County, Florida, which Petition for Annexation was approved by the City Commission of DeLand in October 1998. The Property which is the subject matter of this Development Order is partly in the City of DeLand and partly in the City of Lake Helen.

2. The Developer transferred its interest in the development to St. Joe Residential Acquisitions, Inc., a Florida corporation. The Developer was authorized to file an ADA and to obtain a Development Order with respect to the Property in accordance with Section §380.06, F.S.(Supp. 1994) and under the authority conferred by the owners, Tom

B. Stewart, Jr., Betsy S. Osborne, The Estate of Katherine S. Odham and The Estate of Mary S.H. Hewitt. See EXHIBIT "B" attached and made apart hereof.

3. No portion of the Property lies within an area of Critical State Concern as that term is defined in §380.06 F.S.

4. The ADA was reviewed by the East Central Florida Regional Planning Council ("ECFRPC"). After balancing the identified regionally significant impacts associated with each of the criteria of §380.06(12)(a), Florida Statutes, and for the reasons presented in the preceding report, it is the recommendation of the East Central Florida Regional Planning Council that the Application for Development Approval may be approved if the following conditions are included as a part of the development order. These minimum conditions are not intended to address issues of local significance.

5. Public hearings, as required by §380.06, F.S.(Supp. 1994), were duly noticed and held. A public hearing to review the proposed Development Order was held before the Planning Board of DeLand on May 19, 1999 and Lake Helen on May 24, 1999. A first reading of the proposed Development Order was held before the combined City Commissions of the cities of DeLand and Lake Helen on June 7, 1999 and second readings on June 21, 1999 and June 17, 1999 respectively.

6. The Developer submitted to the cities of DeLand and Lake Helen an application to amend both the DeLand and Lake Helen Comprehensive Plans ("CP"). These were submitted for review and approval in conjunction with the ADA for the DRI. The application to amend the CPs consisted of four parts:

A. A request to amend the Future Land Use Map of the City of DeLand to create a new Future Land Use designation called New Community Development (NCD)

to be applicable to the Victoria Park DRI. New Community Development establishes protocols which include among other things, definitions, specific criteria and standards, together with provisions for the development of Victoria Park as a mixed use, master-planned community.

B. A Plan Amendment which contains text revisions to the Future Land Use Element consistent with the NCD designation, and;

C. A text revision to the Conservation Element of the DeLand CP, and;

D. A request to amend the text of the Future Land Use Map of the City of Lake Helen to expand the permissible development within the Industrial Future Land Use Category to include office, high tech manufacturing and related support and ancillary uses within the portion of the Victoria Park development within the city limits of Lake Helen.

7. The proposed development of the Victoria Park DRI consists of approximately 1900 acres.

8. The city's of DeLand and Lake Helen acknowledge, pursuant to §380.06 (12)(b), F.S. (Supp. 1992), that the Developer has or will file an application with the St. Johns River Water Management District ("SJRWMD") for the issuance of an Environmental Resource Permit (ERP) for construction of the first phase of Victoria Park and a conceptual ERP for the balance of Victoria Park. In like manner, the city's of DeLand and Lake Helen acknowledge that the Developer has, or will, contemporaneously with the filing of the ERP application aforesaid, process a request for a Section 404 Permit under the Clean Water Act, 33 U.S.C §§1251-1387 ELR STAT. for the Property.

9. The Developer's authorized agent is Ed Hill, President, Central Florida Division of Arvida, a St. Joe Company whose principal place of business is 1800 Pembroke Drive, Suite 320, Orlando, Florida 32810.

10. The development of the Victoria Park DRI, pursuant to the ADA, was determined to be consistent with the achievement of the objectives of the adopted State Comprehensive Plan, Chapter 187, Florida Statutes, and the ECFRPC Regional Policy Plan and therefore will not unreasonably interfere with those objectives.

11. The development of the Victoria Park DRI, pursuant to the ADA, was determined to be consistent with both the DeLand and Lake Helen Comprehensive Policy Plans, as amended and each city's Land Development Regulations, as amended. The Future Land Use designation for the portion of the property lying and being in DeLand is New Community Development. The land use designation for the portion of the property lying and being in Lake Helen is Industrial.

12. The development of the Victoria Park DRI, pursuant to the ADA, was determined to be substantially consistent with the report and recommendations of the ECFRPC received pursuant to §380.06(12), F.S. (Supp. 1994).

13. Public Hearings as required by §380.06, F.S. have been duly noticed and heard.

14. The proposed development of the Property consists of approximately 1765.880 acres within the DeLand corporate limits and approximately 90 acres within the Lake Helen corporate limits all as set forth in the Victoria Park Master Development Plan, MAP "H" and incorporated herein as EXHIBIT "C".

**VICTORIA PARK
DEVELOPMENT PROGRAM**

LAND USE

A. Program:	<u>SF/DU/RM</u>
<u>Residential DU's</u>	4,200 total
Low Density	3,600
High Density	482 (Less Village Center)
<u>Village Center (sf)</u>	
Retail	37,243 sf
Office	42,000 sf
Residential (mf)	118 du
Parking Spaces	569 spaces
<u>Workplace (sf/rooms)</u>	
Office	775,011 sf
Hotel	270 rm
Parking Spaces	8,057 spaces
B. Land Use Acreage:	Acres
Total Acreage	1,859
<u>Residential</u>	
Low Density	840.00
High Density	41.00
<u>Commercial¹</u>	4.00
<u>Village Center</u>	
Office	2.00
Retail	8.00
<u>Workplace</u>	
Office	58.00
Hotel	10.00
<u>Institutional</u>	
Fire Station	0.50 ac
Water Plant	2.00 ac

¹Contains sales and recreation center in NE Quadrant.

	ACREAGE
<u>Open Space</u> (includes upland preserve, perimeter buffer, and wetland buffers)	344.66
Active Recreation Open Space (includes 27 holes of golf and active park) Active Park = 15 acres	244.07
Lakes (with water)	61.48
Dry stormwater areas	+/-40 ¹
Wetlands	182.94
SUBTOTAL	873.15
Scrub Jay Habitat	154.72
Sand Hill Crane Habitat	191.28 ²
Gopher Tortoise Habitat	110.53 ³
C. Estimated External Traffic Generation: 3871 PMPH	
D. Water Supply Provided By: DeLand	
E. Wastewater Service Provided By: DeLand	
F. Fire and Police Protection Provided By: DeLand, Lake Helen or Volusia County	
G. Project Phasing: Three	

¹Area is part of square footage acreage and part may be inside the preserve areas.

²Includes several acres of foraging inside golf course envelope.

³Gopher Tortoise and Sandhill Crane Habitat acreage overlap.

With the exception of potable water, sanitary sewer services and reuse water, which shall be provided by the City of DeLand, the other municipal services typical to both the City of DeLand and Lake Helen shall be provided by those respective entities within their municipal boundaries unless the cities of DeLand and Lake Helen otherwise agree by Interlocal Agreement to provide those services in some other manner.

II. CONCLUSIONS OF LAW

Based upon the Findings of Facts, the City Commissions of both the city's of DeLand and Lake Helen hereby make the following Conclusions of Law:

1. The Victoria Park DRI will not unreasonably interfere with the achievement of the objectives of the State Land Development Plan applicable to the area encompassed by the application.
2. The Victoria Park DRI is consistent with the State Comprehensive Plan and with the report and recommendations of the ECFRPC.
3. The Victoria Park DRI is consistent with the adopted DeLand and Lake Helen Comprehensive Plans.

NOW, THEREFORE, BE IT HEREBY ORDERED AND RESOLVED by the City Commissions of DeLand and Lake Helen, Florida, that based upon the Findings of Fact and Conclusions of Law and subject to the following terms and conditions, the Victoria Park Development of Regional Impact is APPROVED, pursuant to §380.06, F.S. (Supp. 1994), other applicable State laws, and the Ordinances and Regulations of the cities of DeLand and Lake Helen, subject to the following terms and conditions set forth in this Development Order.

III. DEFINITIONS

For purposes of this Development Order the terms listed below shall be defined as follows:

1. **ACOE** - Army Corps of Engineers
2. **ADA** - Application for Development Approval
3. **Concurrency Management System** - Any and all ordinances, resolutions and regulations that are or may be adopted by the either the City of DeLand or Lake Helen to implement the requirements of §163.3202 (2)(g), F.S.
4. **Developer** - The person and/or entity proposing to develop the Property subject to this Development Order and its successors or assigns.
5. **DRI** - Development of Regional Impact
6. **ECFRPC** - East Central Florida Regional Planning Council.
7. **FDEP** - Florida Department of Environmental Protection.
8. **FDOT** - Florida Department of Transportation.
9. **FEMA** - Federal Emergency Management Agency
10. **FWFEC** - Florida Game & Fresh Water Fish Commission.
11. **Homeowners Association. (HOA)** - An association or associations of all residential property owners within Victoria Park organized pursuant to the requirements of §617 F.S. (1997) to manage and administer designated common areas, including conservation and preserve areas within Victoria Park.
12. **Major Roads** - Roads or streets functionally classified as arterial or collector roads and defined as regionally significant facilities within the DRI/ADA.

13. **The Project** - The work and development to occur on the Property, as permitted through this Development Order, except that after the conveyance by the Developer to Lake Helen of the lands lying east of I-4 as required by paragraph 34 below, the "Project" shall include only those lands lying west of I-4.

14. **Property Owner** - The persons and/or entities currently holding title to the real property subject to this Development Order and each of its successors or assigns for any portion of the Property.

15. **Regional Roadway** - A roadway shall be considered "regional" if it is defined as regional in the East Central Florida Regional Strategic Policy Plan or successor document.

16. **SJRWMD** - St. Johns River Water Management District.

17. **SMMP** - Site Mitigation and Management Plan.

18. **Test For Significance** - Regional Roadway facilities which meet "15" as defined above shall be examined for significance of traffic impacts. If the peak hour/peak direction traffic generation of the Developer's DRI meets or exceeds 5 percent of the capacity of the adopted Service Level Standard for a particular facility, regardless of the acceptable LOS as specified above, then an impact shall be considered significant.

19. **Test For Adversity** - Regional roadway facilities which meet significant test "18" above shall be examined for adversity of the traffic impacts. If the projected total directional peak hour volume and direction exceeds the adopted level of service volume identified in the applicable local government comprehensive plan, then a regionally impacted facility shall be considered adverse.

20. **USA** - Urban Service Area.

21. **USACOE** - United States Army Corps of Engineers
22. **USFWS** - United States Fish and Wildlife Service

IV. CONDITIONS OF APPROVAL

GENERAL CONDITIONS

1. The Victoria Park DRI project shall be developed in accordance with the information, data, plans and commitments contained in the Victoria Park DRI ADA and supplemental information incorporated herein by reference, unless otherwise provided by the conditions of this Development Order. The Development Order shall prevail over any conflicting information, data, plan, or commitments. For the purposes of this condition, the ADA shall consist of the following items:

- A. ADA dated April 1998;
- B. Request for Additional Information dated November 1998;
- C. Second Request for Additional Information dated January 1999.

2. The requirements and conditions of this Development Order shall regulate the development of the Property described in EXHIBIT "A". Such regulations and conditions shall be binding upon all successors in interest to the Property.

3. Unless approved by the City Commission of DeLand or Lake Helen as to the portions of the Property lying and being within their jurisdiction, Community Development Districts shall not be utilized in any phase of this Project.

4. The development of the Victoria Park DRI shall conform in all material respects to the design concept of "New Community Development" as described on the Map H entitled "Victoria Park Master Development Plan" attached as EXHIBIT "C" hereto,

provided however, that any subsequent amendments in the New Community Development land use designation which do not result in a material or significant departure from the fundamental concept as adopted with this Development Order shall not require a further amendment of this Development Order.

FLOODPLAINS

5. The project site design and floodplain compensatory storage requirements shall be based on the information contained in the official FEMA Flood Insurance Rate Maps, supplemented by detailed topographical data, unless official FEMA acceptance of other floodplain data has been received.

VEGETATION AND WILDLIFE

6. Except as otherwise allowable by this Development Order or by permits obtained by the Developer from either the St. Johns River Water Management District, The Florida Game and Fresh Water Fish Commission, the US Army Corps of Engineers, The US Fish and Wildlife Service, or as detailed in the Site Mitigation and Management Plan (SMMP) adopted as part of the development order, site development related activities shall not result in the harming, pursuit or harassment of species classified as Endangered, Threatened or a Species of Special Concern by either the State or Federal government in contravention of applicable state or federal laws. Should such species be at anytime determined to be residing on, or be otherwise significantly dependent upon the project site, the Developer shall immediately notify the City of DeLand, the City of Lake Helen, the Florida Game and Fresh Water Fish Commission, and the United States Fish and Wildlife Service and, to the extent required by laws and regulations, the Developer shall cease all

activities which might negatively affect that individual or population. The Developer shall provide proper protection, to the satisfaction of all agencies with jurisdiction.

"Harming" and "harassment" as used in this recommendation shall be defined in the same manner as "harm" and "harass" respectively are defined in 50 CFR Section 17.3.

7. Proper protection and habitat management, designed to the satisfaction of the St. Johns River Water Management District, The Florida Game and Fresh Water Fish Commission, the US Army Corps of Engineers, and the US Fish and Wildlife Service and implemented consistent with applicable law, shall be provided by the Developer through the adoption of a Site Mitigation and Management Plan (SMMP) as part of this development order. The SMMP shall include, at a minimum, provisions that:

- a) promote the viability of populations of Florida scrub jays, Florida sandhill cranes and gopher tortoises and their state listed commensals;
- b) provide for management of golf course and commonly held landscaped areas included as part of the wildlife mitigation or habitat enhancement program, including irrigation and fertilizer and pesticide applications;
- c) provide for management of stormwater components and withdrawal of collected stormwater within designated wildlife mitigation or habitat enhancement areas;
- d) provide for the regular monitoring of the success of target wildlife populations;

- e) provide for alternative mitigation strategies, both on and off site should the original plans prove ineffective;
- f) provide for financing and professional implementation of the SMMP, to include the power to access and lien property owners within the Victoria Park development for the purpose of insuring adequate funding to implement the purposes set forth herein;
- g) provide for Victoria Park resident education regarding the purpose and methods of the SMMP;
- h) And address other matters as guided by the above listed agencies.

The SMMP shall be reviewed by the SJRWMD, USACOE, FGFWFC and USFWS contemporaneously with and as a part of the submission and processing of the ecological permits required for development authorization pursuant to this Development Order. Review of a proposed SMMP shall be initiated prior to or no later than 60 days following the approval of the Development Order. Review coordination between these agencies shall be accomplished by the ECFRPC. The issuance of the ecological permits by the referenced state and Federal agencies, or in the case of the USFWS, the inclusion of conditions in the USACOE permit, shall constitute certification that the SMMP is designed to the satisfaction of the identified agencies.

8. The SMMP resulting from the state and Federal agency review shall be submitted to the cities of DeLand and Lake Helen contemporaneously with, or subsequent to the issuance of the Development Order to be reviewed and adopted by the same and incorporated into the Development Order. The adopted SMMP shall reflect the review and approval of the SJRWMD, USACOE, FGFWFC and USFWS, as required by the preceding

condition of approval. Should future modifications to applicable state or federal ecological permits by these agencies result in necessary modifications to the SMMP, then such modifications shall be treated as amendments subject to the provisions of paragraph 380.06(19)(d), Florida Statutes and shall be presumed to not create a substantial deviation of the Development Order. No site development activities shall conflict or interfere with the achievement of the SMMP's objectives.

9. Habitat areas to be set aside and preserved to accommodate the ecological needs of the species identified in the preceding paragraph are shown on the Victoria Park Development Plan, attached hereto as **EXHIBIT "C"**. These areas shall have their title held by an entity approved in the SMMP and shall be subjected to permanent Conservation Easements made to the benefit of the SJRWMD or other conservation oriented entity approved by the City of DeLand, City of Lake Helen and the Florida Department of Community Affairs. To the extent that applicable state or federal wildlife permits result in modifications to the areas shown on the Master Development Plan, such modifications shall be treated as amendments subject to the provisions of paragraph 380.06(19)(d), Florida Statutes and shall be presumed not to create a substantial deviation of the development order.

WETLANDS

10. All development shall comply with the Rules, Regulations and permitting standards of the St. Johns River Water Management Districts ("SJRWMD") Volusia County and the standards and the permitting requirements of the USACOE relative to development in or adjacent to wetlands.

11. Proposed wetland impacts together with other habitat areas on the site are shown on **EXHIBIT "D"** attached to this Development Order. The wetland impacts shown on **EXHIBIT "D"** are proposed under permits applied for from the SJRWMD and the USACOE. Any modification of wetland impacts, including allowance or relocation of impacts by either or both of the SJRWMD or the USACOE shall also meet Volusia County criteria. To the extent authorized under the SJRWMD and USACOE permits to be obtained, minor alterations and refinements to the wetland impacts or habitat areas and locations over the course of the permitting process are acceptable and such modifications shall be deemed approved and incorporated by reference into this Development Order.

12. Unavoidable losses of wetlands shall be mitigated through restoration, creation or preservation of wetlands within the same watershed to the fullest extent practicable and in accordance with adopted rules and regulations of the SJRWMD, USACOE and Volusia County. The mitigation criteria of the SJRWMD and USACOE, as modified from time to time and as reflected in the SJRWMD and USACOE permits to be obtained shall be used in implementing such mitigation requirements, together with any additional restrictions, conditions and limitations contained in the construction permit(s) issued by the SJRWMD thereafter. On site wetland mitigation approved by the SJRWMD and the USACOE shall be set forth in the SMMP and support the achievement of the objectives of the SMMP to the greatest practicable extent.

13. Upland buffers between on-site wetlands and any type of development or land alteration shall be established in accordance with St. Johns River Water Management District Permit approvals. Such buffers shall be delineated with temporary construction

fencing prior to construction to allow these areas to be maintained with existing native vegetation.

14. The on-site wetlands systems, upland buffers, other areas designated for conservation/preservation as identified elsewhere in the SMMP in the SJRWMD and USACOE Permits to be obtained and on-site mitigation areas shall be regarded as preservation areas and identified as separate tracts in accordance with the requirements of SJRWMD, the USACOE and the standards applied by Volusia County. Developmental uses of these areas shall be restricted by Conservation Easements conveyed to the SJRWMD, USACOE, FGFWFC or other conservation oriented agency acceptable to the ECFRPC and FDCA. Use of these areas shall be limited to pervious surfaced nature trails and bike-ways, elevated boardwalks and other uses permitted by the SJRWMD and the USACOE and which can be constructed and maintained in such a manner that adverse impacts to adjacent and nearby wetlands and habitat protection areas are avoided. Maintenance of these areas will be as set forth in the SMMP. Nothing in the language of the Conservation Easement shall preclude the Developer or other entity designated by the Developer from performing maintenance or management of these lands as long as these activities are consistent with the protocols set forth in the SMMP.

15. All preservation areas, upland buffers and mitigation areas shall be platted as tracts with development rights eliminated except as provided in the SMMP and the SJRWMD and the USACOE Section 404 permits to be obtained. All such areas will be administered and managed by a HOA consistent with the requirements of the SMMP. Such entity shall have the power to access and lien property owners within the Victoria

Park development for the purpose of insuring adequate funding to implement the purposes set forth herein.

WATER MANAGEMENT AND WATER QUALITY

16. The Victoria Park project shall not proceed beyond development phase I until an adequate water supply source is identified that will support the amount of development proposed for each subsequent phase, as demonstrated through an appropriate modification to the City of DeLand Consumptive Use Permit.

17. In order to minimize and eliminate to the fullest extent practicable the interruption of surface water flows from the project site to discharge points to the east and in particular to the lakes and water bodies in and around Lake Helen, the Developer will take such steps as are reasonably necessary to insure that post development discharges of surface water to the east are not interrupted or diminished from those surface water flows that predate development.

18. To minimize dependence on ground irrigation and to promote retention of wildlife habitat, Xeriscape principles of landscaping (as defined in §373.185, F.S. or the SMMP) shall be utilized to reduce the area covered by turf and that requiring the application of fertilizer and pesticides. Such principles shall be incorporated into the landscape program for common areas of the project and included in deed restrictions and homeowners' documents in order to reach a non-binding goal of having 75% of all landscaped portions of the site managed under Xeriscape principles.

19. The surface water management system shall be designed, constructed and operated so as to ensure that the natural functions and hydroperiods of the on-site and off-

site wetlands adjacent to the Project will not be adversely impacted or diminished by reason of the Project.

20. In order to effectively monitor the Project's effects on surface water conditions, the Developer or its successors shall provide for the establishment and operation of a surface water monitoring program consisting of the following components:

A. Surface water samples shall be collected at the outfall culverts/drainage structures for post-development drainage at locations sufficient to assess water quality. The precise location of stations will be approved by the SJRWMD, with input from the cities of DeLand and Lake Helen.

B. The water samples shall be collected and analyzed at least once annually with the sampling period beginning prior to any ground clearing and extending at least two years following build-out of that portion of the Project contributing surface drainage to each sampling location, unless the SJRWMD (with input from the DeLand or Lake Helen) determines different sampling frequencies or time periods are appropriate, and are identified in a permit issued to the Developer.

C. Water quality parameters to be measured will be proposed by the Developer, and approved by the SJRWMD, with input from DeLand and Lake Helen. Collected data shall be furnished to SJRWMD, DeLand, Lake Helen and Volusia County.

21. The developer (or owner/successors, as applicable) or its assigns shall establish and implement an inspection and maintenance program for all components of the surface water management system for the Project site, to assure proper operation of all components and to include schedules for the performance of:

- A. Stormwater facility operating inspections on a regular basis;
- B. Routine maintenance activities (e.g., mowing, trash removal, etc.)
- C. Periodic removal of accumulated silts and other materials.
- D. Ongoing educational programs for maintenance staff personnel regarding the correct usage of and application rates for fertilizers and chemicals (e.g., herbicides) near the stormwater management facilities, the removal of noxious weeds and retention of desirable aquatic vegetation, and correct procedures for other maintenance/landscaping-related activities which have the potential for adversely affecting water quality conditions on the Project site.

22. The Developer shall demonstrate to the satisfaction of the City of DeLand and Lake Helen and the SJRWMD that the entity(ies) that is proposed to assume responsibility for the project surface water management system will have defined duties and responsibilities regarding the operation and maintenance of the surface water management system. These responsibilities shall include sufficient legal authority and power to establish the mandatory collection of fees or assessments, or both, from all property owners or users for financing the operation, replacement and maintenance of all components of the Project's surface water management system.

23. The design and operation of both golf courses shall include:

- a. Constraints on the amount of green areas to be irrigated by incorporating large areas of native, irrigation independent vegetation to the maximum practicable extent.

- b. The use of pesticides and fertilizers should be minimized using industry-accepted standards. Slow-release form of fertilizer should be used to reduce nitrates.
- c. Monitoring of nitrogen and pesticide levels in the surface waters drained by the golf course should be incorporated in the water quality monitoring program established for the project.

24. The plant material for use in the landscape program shall be comprised of drought tolerant and native plant material to the maximum practicable extent. Plant material list shall use the drought tolerant or native plant material in the list from the SJRWMD Xeriscape Plant Guide or other similarly acceptable or locally available plant material lists, such as lists provided by Institute of Food and Agricultural Sciences (IFAS).

25. The project shall provide for proper abandonment of existing wells by the applicant prior to development in accordance with SJRWMD abandonment criteria.

26. Water conservation measures, in addition to those measures addressed in the above conditions, including use of low volume water use plumbing fixtures and other water conserving devices, leak detection program, and a public education program, shall be incorporated into the Site Mitigation and Management Plan for this project.

PUBLIC FACILITIES

27. To meet the non-potable water use demands of the Project, the development shall use the following sources, in order of priority, for surface irrigation of common and private areas (including parks, golf course, commercial and industrial areas) unless prohibited by the FDEP, SJRWMD, or other regulatory agency:

- a) Treated wastewater made available to the Property by the City of DeLand or surface water stored on-site in surface water storage ponds;
- b) Potable water may be used on residential lots if no lesser quality source is available.

28. The Developer shall obtain water and wastewater services from the City of DeLand, subject to DeLand's rate resolutions and ordinances. Except as provided in paragraph 29 below, no construction plans will be approved until capacity has been obtained.

29. Prior to construction approval, the Developer shall enter into a written agreement with the City of DeLand to address the provision of infrastructure needed to supply reclaimed water from the City's wastewater treatment facilities to the project in order to allow the project to meet the conditions in paragraph 28 above.

30. The developer shall provide for the installation of reuse infrastructure necessary to serve all irrigated areas within the project along with the installation of utility infrastructure for the project, provided, however, the City of DeLand shall have no obligation to provide reuse water to the Developer or the Development in excess of that which is available to the Developer or the Development in the ordinary course from the city's wastewater treatment facilities. The Developer will bear the cost of the design and construction of the reuse lines required to service the Project unless the city of DeLand requires that such reuse lines be oversized to accommodate uses outside the Project, in which case the city of DeLand will pay the cost associated with such oversizing.

31. A site sufficient for Fire and EMS services will be provided to the City of DeLand by the Developer within that portion of the Project shown as Village Center on **MAP "H"** attached hereto as **EXHIBIT "C"** or in such other location as may be mutually agreed upon. In addition, a water plant and six well locations will be reserved on-site in conjunction with final site plan approval of Victoria Park. The water plant location will be as shown on **MAP "H"** attached hereto as **EXHIBIT "C"**, but the well locations as currently shown on **Map "H"** attached hereto as **EXHIBIT "C"** will be subject to appropriate testing to determine the probable productivity of the locations. If the locations shown on **MAP "H"** attached hereto as **EXHIBIT "C"** prove, after appropriate testing, to not meet ordinary production criteria either for quantity or quality, then the Developer will cooperate with the City of DeLand in an attempt to locate alternative well sites within Victoria Park to accommodate the requirement set forth in this section. The cost of any testing undertaken by the Developer in order to determine the suitability of any one or more of the proposed well sites for the production of both the quantity and quality of potable water will be included in and credited against impact fees owed by the Developer as described in paragraph below. The City of DeLand will reasonably cooperate with the Developer to build the facilities in the locations provided in a manner and form that is supportive of the architectural and landscape protocols established by the Developer in those locations within Victoria Park. These will include compliance with the protocols established for work in natural/preserve areas as set forth in the SMMP as the same may be amended by the SJRWMD and USACOE permits to be obtained.

32. The potable water supply system will be designed as a hydraulically efficient, looped distribution system with adequately sized lines to provide fire protection. The Developer will be responsible for and pay the cost of the design and construction of all potable water lines necessary to service the Project unless either the city of DeLand or Lake Helen request that lines installed or to be installed by the Developer are to be oversized to accommodate additional development outside of Victoria Park. In the latter event, the city originating the request for oversizing will be pay the cost for oversizing such water lines.

33. Septic tanks may be used only on a very limited and temporary basis during initial construction and sales (until sanitary sewer is available to the site).

34. The Developer will contribute to Lake Helen the lands within the DRI lying and being within the city limits of Lake Helen and east of I-4 by Special Warranty Deed. The City of Lake Helen may use this land in such manner as the city deems appropriate, provided however, such lands will, upon delivery of a Special Warranty Deed conveying the same to Lake Helen, no longer be subject to or burdened by this Development Order

35. At such time as the property referenced in paragraphs 31 and 34 above is dedicated to the city's of DeLand and Lake Helen respectively, a market appraisal of the land shall be conducted to determine the fair market value of the lands and such amount shall be credited against applicable impact fees owed by the Developer to either or both cities under their applicable ordinances. This credit will not apply or be applicable to any impact fees owed by the Developer for impact fees paid for schools or transportation.

36. The Developer shall be responsible to design, construct and pay for a sewer line to service the Project. The sewer line will run from the nearest appropriate location as

determined by the Developer and the City of DeLand to the Project. So long as said sewer line serves only the Project, neither the City of DeLand nor Lake Helen shall contribute any costs for the same. If either DeLand or Lake Helen requests that the sewer line to be constructed pursuant to this provision be oversized to accommodate lands outside the boundaries of Victoria Park, then the city making the request shall pay all cost associated with such oversizing.

37. The cities of DeLand and Lake Helen will provide municipal services within their own municipal boundaries with the exception of potable water, sanitary sewer service and reuse service, all of which will be provided by the city of DeLand. With regard to fire, EMS and police services, the city's of DeLand and Lake Helen may enter into an Interlocal Agreement for the purposes of (i) equitably allocating the costs of providing the described services and (ii) defining the operational protocols and procedures for performing the services across municipal boundaries. However, if no agreement is entered into between the two municipalities, then each city will provide fire, EMS and police services to that portion of the Project lying and being within their respective municipal boundaries.

AFFORDABLE HOUSING

38. Prior to issuance of building permits for subsequent phases of the project, the Applicant, using the then current ECFRPC methodology (or if none then exists, another methodology approved by the DCA, ECFRPC, DeLand and Lake Helen), shall provide the DCA, DeLand and Lake Helen with a study determining:

A. Housing demand created by the subsequent phase for low and very-low income households; and

B. Adequate housing supply for low and very-low income households available reasonably proximate to the DRI;

C. If the resulting cumulative projected demand for adequate housing in subsequent phases exceeds the available supply, and the impact is deemed significant, then the Applicant shall implement a mitigation program developed in coordination with the DCA, ECFRPC, DeLand and Lake Helen. Any necessary mitigation measures shall be adopted by a development order amendment prior to issuance of building permits for any phase in which development results in adequate housing impacts that require mitigation.

PUBLIC SCHOOLS

39. A reservation of land for a public school site is not required within the Victoria Park development. However, the Developer and the School Board of Volusia County (hereinafter "School Board") agree that within ninety days of the fifth anniversary of the effective date of this Development Order, the Developer, School Board and the cities of DeLand and Lake Helen shall review the present and projected impact of the Victoria Park development on existing schools served by the Victoria Park development for the purpose of determining present and projected future school population caused by or attributable to the Victoria Park development. If, after applying the School Board's standard formula for measuring present and anticipated school population, it is shown that Victoria Park's impact at build out upon the school population will be equal to or in excess of 546 elementary school students, then the Developer will locate and purchase a twenty (20) acre elementary school site (hereinafter "site" or "school site") to be dedicated to the School Board for construction of a new elementary school. In the furtherance of this condition, the School Board has identified on EXHIBIT "E" attached hereto, the criteria for

and areas of Volusia County in the vicinity of Victoria Park that potentially contain lands that are appropriate for a school site. The Developer will search for a school site within the boundaries shown on the attached EXHIBIT "E" unless Developer and School Board agree to different boundaries. Once a proposed school site has been identified by the Developer and approved by the School Board, the Developer will use all reasonable efforts to acquire the targeted school site, provided, however, if after reasonable effort to do so, the Developer is unable to obtain the targeted school site at fair market value, then the School Board may undertake a proceeding in eminent domain to acquire the targeted school site. Should condemnation be used to obtain the targeted school site, the costs of same, including reasonable attorneys fees, shall be paid by the School Board and reimbursed by the Developer.

The Developer shall receive credit against school impact fees as allowed by the School Impact Fee Ordinance, (Volusia County Ordinance 97-7). If an additional elementary school site is obtained by reason of the application of this condition, the School Board agrees to use its best efforts to construct the new school within five years of the dedication of the school site.

The School Board may, relieve the Developer of the necessity of finding a new school site, if in the judgment of the School Board, further efforts to locate a suitable school site would not result in locating the same and all reasonable efforts to do so have been exhausted. If after two years of searching for an acceptable site, none can be found, then the Developer will be discharged of its responsibility to acquire a school site and shall only be obligated to pay school impact fees. In like manner, if in applying the School Boards standard formula for determining present and anticipated school age children as aforesaid,

the study shows that the elementary school age children attributable to the development of Victoria Park, present and anticipated, will be less than 546 students at build-out, then the Developer shall be relieved of its obligation to provide an additional school site and shall only pay impact fees as hereinafter set forth.

Impact fees for new school construction, operation and maintenance will be paid by the Developer to the Volusia County School Board based on the Volusia County School Board Impact Fee Ordinance referenced above. A credit will be allowed against Impact Fees to be incurred by the Developer, when and if, the Developer provides a school site as hereinbefore set forth and does so in conformity with the criteria set forth in the Volusia County School Impact Fee Ordinance referenced above.

The Developer will, in cooperation with the City of DeLand and the School Board provide pedestrian and bike access through the Victoria Park community such that residents of the same may have pedestrian and bike access to the schools and parks contemplated in this provision so long as such new school site(s) are contiguous to and abut the Victoria Park development. Additionally, the Developer shall use its best efforts to reach agreement with both the City of DeLand and the School Board for development and maintenance of co-located recreational facilities at any school constructed pursuant to this provision.

TRANSPORTATION

Phases.

40. For purposes of the transportation conditions, the Victoria Park DRI shall be divided into the following traffic phases based on reaching the following external peak hour trip level, as follows:

Phase	External Peak Hour trips*	External Peak Hour Trips Cumulative*
Phase 1	1,334	1,334
Phase 2	1,234	2,568
Phase 3	1,303	3,871

*Includes passer-by and diverted trip ends but not internally captured trip ends.

Monitoring and Modeling Methodology.

41. Prior to the initiation of each phase as identified in the preceding paragraph, the Developer shall conduct a monitoring/modeling program. This program shall ascertain the Level of Service (LOS) on facilities where the Victoria Park DRI is estimated to contribute an amount of traffic greater than or equal to 5 percent of the adopted LOS service volume. The methodology of the monitoring/modeling program shall be agreed upon by DeLand, Lake Helen, the East Central Florida Regional Planning Council (ECFRPC), Volusia County, the Florida Department of Transportation, the Florida Department of Community Affairs and the Developer. The depth of each monitoring and modeling effort shall be similar to that required within an Application for Development Approval but shall be consistent with the requirements of the DeLand or Lake Helen Concurrency Management Systems as it relates to facilities within those jurisdictions. All

studies and monitoring/modeling programs shall be consistent with the ECFRPC's methodology. Empirical data will be required to be collected for the monitoring and modeling program on facilities where it is estimated that the project contributes an amount of traffic greater than or equal to five percent (5%) of the adopted LOS maximum service volume. In the event that all parties cannot come to agreement on the methodology, DeLand, Lake Helen, the ECFRPC, FDOT and Volusia County shall be the final arbiters. DeLand's decision shall be final as it relates to DeLand facilities, Lake Helen's decision shall be final as it relates to Lake Helen facilities, Volusia County's decision shall be final as it relates to county facilities, the FDOT's decision shall be final on state facilities and the ECFRPC's decision shall be final as it relates to all other facilities. At such time as the developer reaches 80% of the projected pm peak hour external trip generation threshold of Phase 1 and Phase 2, the monitoring and modeling process for that phase will be initiated.

Candidate Roadways.

42. The following roadways are those within the study area which were projected to be significant at full build out of the Victoria Park DRI. The facilities to be monitored/modeled for the next phase may include, but shall not be limited to, those segments of the regional roadways within this list and one segment beyond where the Victoria Park DRI is estimated to contribute a cumulative amount of traffic greater than or equal to five percent of the adopted LOS service volume. The analyzed facilities will include signalized intersections and link analyses of collector and higher classified roadways and interchange ramps.

DeLand, Lake Helen, the East Central Florida Regional Planning Council (ECFRPC), Volusia County, the Florida Department of Transportation and the Florida Department of Community affairs shall have the right to make reasonable requests for additional information from the Developer to verify adherence to these provisions. The Developer shall supply adequate information toward compliance with these requirements.

Candidate Roadways for Monitoring/Modeling Study

Amelia Avenue from US 92 to Taylor Road
Beresford Ave from Fatio Rd. to Summit Ave.
Blue Lake Ave from SR 472 to Plymouth Ave.
Cassadaga Rd from W. Volusia Beltway to Macy Ave.
Graves Ave. from US 17-92 to Howland Blvd.
Hill Ave. from Beresford Ave. to US 92
Howland Blvd. from I-4 to Graves Ave.
Interstate 4 from DeBary Ave. to US 92
Lakeview Drive from West Main St. to Ohio Avenue
West Main St. from I-4 to Lakeview Drive
Minnesota Ave. (DeLand) from US 17-92 to W. Volusia Beltway
Normandy Blvd. from Graves Ave. to Catalina Blvd.
North-South I-4 Frontage Road from SR 472 to Summit Ave.
Orange Camp Road from US 17-92 to I-4
Plymouth Ave. from SR 15A to Hill Ave.
Saxon Blvd. from US 17-92 to Normandy Blvd.
Summit Ave. from W. Main St. to SR 44
Taylor Road from US 17-92 to W. Volusia Beltway
Veteran's Memorial Pkwy. From Saxon Blvd. to SR 472
Voorhis Ave. from US 17-92 to SR 44
W. Volusia Beltway from SR 472 to Minnesota Ave.
SR 472 from US 17-92 to I-4
US 17-92 from Highbanks Rd. to US 92
SR 15A from US 17-92 to Plymouth Ave.
SR 44 from Sr 15A to Pioneer Trail

Monitoring and Modeling Results/Mitigation

43. The Victoria Park DRI shall not commence beyond Phase 1 (an equivalent of 1,334 external peak hour trip ends into Phase 2 when service levels are below the

minimum service level adopted in the applicable local government's comprehensive plan during the peak hour and the project contributes, or is projected to contribute with the next phase of traffic, five percent of the adopted LOS service volume of the roadway or intersection as determined by the monitoring program required in the preceding condition, unless mitigation measures and/or improvements are secured and committed for completion of construction during the phase in which the impacts occur. This provision shall also apply to Phase 3. The schedule of improvements shall be tied to the development level when the improvement is needed within each phase. The Development Order shall be amended to incorporate these needs and the commensurate trip level by which the improvement is needed to support project development. Litigation measures are implemented or otherwise funded, in accordance with the proportionate share agreement.

For the purposes of this Development Order, adequate "secured and committed" mitigation measures shall include one of the following:

A. A roadway improvement scheduled for construction within the first three (3) years of the appropriate local government's adopted comprehensive plan capital improvement element (or as otherwise provided in the applicable jurisdiction's capital improvement element); a roadway improvement scheduled for construction within the first three (3) years of the Florida Department of Transportation's five-year Work Program.

B. A binding financially secured and irrevocable commitment by the Developer or other appropriate persons or entities for the design, engineering, land acquisition, and actual construction of the necessary improvements (with the posting of a cash bond, surety bond, irrevocable letter of credit, escrow account or other security in a

form acceptable to the agency of jurisdiction) within the next three years and incorporated by reference into the Development Order.

C. Any other mitigation option specifically provided for in this Development Order.

D. Any other mitigation option permitted by law, including a local government development agreement consistent with Chapter 163, F.S., which ameliorates the projected impact and is incorporated into the development order by amendment.

These mitigation measures shall occur by the required threshold in order for the project to proceed through the applicable phase. If the Developer can demonstrate that a portion of a phase or subphase does not adversely affect the Regional Roadway network as determined by the monitoring and modeling tests discussed above, then the Developer may proceed with that portion of the phase (and only that portion).

44. In the event that a roadway widening is identified which is not compatible with adopted policy of the FDOT (e.g. 8 or 10 laning of a state roadway) or local government (e.g. constrained), the Developer, DeLand, Lake Helen, or the party having either maintenance or jurisdictional responsibility for the facility, together with the ECFRPC, shall determine alternate mitigation solutions to provide for the movement of people.

45. If the Developer successfully negotiates and makes a proportionate share agreement or concludes an agreement or agreements which allow for alternative mitigation which is acceptable to the City of DeLand, Lake Helen, Volusia County and the FDOT, in consultation with the ECFRPC, and if the agreement(s) are for the Project's cumulative impacts through buildout, then the development will not be stopped if modeling and monitoring indicates that adverse conditions are projected to still exist. The monitoring and

modeling as outlined previously must still occur. The results may be utilized by the City of DeLand, Lake Helen, Volusia County and the FDOT to ameliorate project impacts to the extent they are able. It is the intent of this paragraph to allow the project to proceed through Phase III without curtailment if the Developer makes a proportionate share payment to the entity with jurisdiction over the impacted facility for that portion of the improvement attributable to the Development or if alternative mitigation measures are implemented or otherwise funded in accordance with the Proportionate Share Agreement.

Impacted Facilities.

46. The following state and regionally significant roadway segments are projected to be both significantly impacted by traffic from the Victoria Park DRI development and to operate below the adopted level of service standard. Mitigation must be in place prior to Victoria Park exceeding the trip levels noted below unless the final results of the monitoring and modeling study prove otherwise. This list shall be amended based on the results of each monitoring and modeling study, as necessary.

	Roadway Section	Improvement	Trip Level Needed
<u>Phase 1</u>			
Taylor Road/US 17-92 Intersection	NA	Add eastbound left turn lane and westbound right turn lane	241
Orange Camp Road/US 17-92 Intersection	NA	Add eastbound and westbound right turn lanes	538
US 17-92	Taylor Road to Beresford	Widen to 6 lane divided facility	935
<u>Phase 2</u>			
Interstate 4	SR 472 to Saxon Blvd.	Widen to 6 lanes	1,597
Orange Camp Road	W. Volusia Beltway to North-South I-4 Frontage Road	Widen to 4 lane divided facility	1,877
<u>Phase 3</u>			
Interstate 4	SR 472 to Orange Camp Road	Widen to 6 lanes	2,860
Orange Camp Road	North-South Frontage Road to Interstate 4	Widen to 4 lane divided facility	3,249
Saxon Blvd.	Enterprise Rd. to Veteran's Memorial Pkwy.	Widen to 6 lane divided facility	3,391

The Developer shall reserve at least one hundred (100') feet of right-of-way for the extension of Blue Lake Road and the North-South Frontage Road through the Project on an alignment that roughly parallels that shown on **MAP "H"** attached as **EXHIBIT "C"**. Additionally, the Developer shall reserve a one hundred fifty (150') foot right-of-way for the widening of Orange Camp Road through the Project in the location shown on **MAP "H"** attached as **EXHIBIT "C"**.

Mitigation.

47. If the monitoring/modeling results as set forth hereinabove show that improvements must be made to roadway facilities, and if mitigation is not provided as set forth in these conditions or as otherwise required pursuant to 9J-2.045(7), then prior to any construction of future phases and subject to the provisions of Section 380.06(15)(e), Florida Statutes, the Developer, DeLand, Lake Helen, and to the extent that they have impacted facilities requiring mitigation, Volusia County and FDOT shall enter into an agreement which ensures that:

- a) a proportionate share payment is made by the Developer to the appropriate entity(ies) to mitigate project impacts;
- b) said proportionate share payment shall be used by the appropriate entity only for the design, engineering, right-of-way purchase, permitting and/or construction of improvement to the segments/intersections for which the payment is made; and
- c) said proportionate share payment by the Developer constitutes adequate provision for the public facilities needed with respect to the road segments to accommodate the impacts of the project through the phase for which the fair share was calculated, as required by Section 380.15(e)(2), Florida Statutes. All such proportionate fair share agreements shall be included in this Development Order by amendment pursuant to Section 380.06(19), F.S. The formula to be used to determine proportionate share contribution is as follows:

$$\frac{(\text{DRI Trips})}{(\text{SV Increase})} * \text{Cost} = \text{Proportionate Share}$$

- d) For this formula, DRI Trips is the cumulative number of trips from the development expected to reach the roadway during the peak hour from the phase under development. SV Increase is the change in peak hour maximum service volume of the roadway resulting from construction of the improvement necessary to maintain the desired level of service; and Cost of Improvement is the cost (at the time of Developer payment) of constructing an improvement necessary to maintain the desired level of service, including all improvement associated costs (engineering design, right-of-way acquisition, planning, engineering, inspection, and other associated physical development costs directly required and associated with the construction of the improvement) as determined by the governmental agency having maintenance obligations over the roadway.

48. Notwithstanding any provision contained herein to the contrary, except as specifically agreed in writing, DeLand and Lake Helen shall have no financial responsibility to contribute to or participate in the funding of the design, engineering, permitting, and/or construction of improvements to state roads, county roads, roads within this development.

49. The monitoring and modeling required prior to Phase 2 and 3 shall be used to verify impacts from previous phases and to more accurately estimate probable impacts from later phases. If necessary, the proportionate share amount will be adjusted to reflect actual impacts from a phase and the more accurate information, which will result from the estimates for later phases. If it is verified that the roadway improvements mentioned above are still needed, then the project shall not proceed into later phases until the proportionate

share payment is made or said improvements are scheduled for construction in the applicable entities' work program within the first three years from the date when impacts are estimated to be significant and adverse.

50. If the parties cannot reach agreement independently by that time, or if so desired by the parties at any time prior to that, then the issues in dispute shall be submitted to the ECFRPC for either voluntary mediation pursuant to its adopted dispute resolution processor to binding arbitration, then the rules and procedures of the American Arbitration Association (AAA) will apply. The solutions recommended as a result of this process shall be implemented and the Development Order amended pursuant to Section 380.06(19), Florida Statutes, to include these solutions.

51. If required by the appropriate local entity, in order to provide safe access and to preserve operational capacity, left and right turn deceleration lanes shall be evaluated by the Developer at all project entrances on collector and arterial roadways. The Developer shall evaluate the need for and the cost of signalization at the Project entrance(s) consistent with policies of the appropriate government entity.

Site Access

52. Orange Camp Road, Dr. Martin Luther King Jr. Beltway, and Taylor Road provide primary access to the site. The development will generally be connected to existing neighborhoods and will tie in to local streets, where feasible and as deemed appropriate by the affected City's of DeLand or Lake Helen. Potential locations for site access are shown on **MAP "H"**, but these are illustrative only and final locations will be

determined at the time of site plan approval by either the City of DeLand or Lake Helen, as appropriate.

Equivalency Matrix

53. The Developer may increase or decrease the amount of a particular land use within the approved development program by using a conversion table, , attached hereto as **EXHIBIT "F"**, which is based on equivalent peak hour directional trip ends. Use of the conversion table may increase or decrease the total amount of each land use by no more than the amount allowed for in the substantial deviation criteria identified in Chapter 380.06(19)(b) 1-14, F.S., unless the development order is amended to accommodate such a change. Any increase in retail land uses shall not be limited by this provision and may be increased to the amount identified in the DeLand Comprehensive Plan. Greater changes than those discussed above, considered cumulatively, shall be subject to normal development order amendment processes. Use of the Equivalency Matrix shall not provide the ability to exceed the project affordable housing impacts analyzed in the original ADA unless a study demonstrating the adequacy of the affordable housing supply is submitted to and approved by DCA, ECFRPC, DeLand and Lake Helen. Any time the conversion table is to be used, DCA, ECFRPC, DeLand and Lake Helen, and the County must be provided notice of the proposal at least 30 days in advance of the change. Use of the conversion table will be reported on an individual and cumulative basis and project impacts documented in the annual report. Any future NOPC shall incorporate any changes due to the use of the matrix.

Alternative Modes of Transportation

54. Bicycle and Pedestrian Systems. In the interest of safety, and to promote alternative forms of transportation, the Developer shall provide an on-site system of bikeways and pedestrian circulation. The Developer shall construct a system of viable bikeways to connect all quadrants of Victoria Park with the planned school at Blue Lake Drive, neighborhoods, parks (passive and active), the Village Center and the Workplace, as well as to each other. In all areas of Victoria Park, where cycling will be accomplished on both sidewalk/bikeways and streets, appropriate signage identifying bike routes will be installed. Special consideration shall be given to roadways connecting residential areas with schools, parks, employment and commercial centers. Bicycle support facilities (e.g., parking) shall be made available at commercial and work areas.

55. The on-site bicycle systems shall be connected into any proximate external bicycle systems existing at the time of construction. Construction standards shall conform to latest appropriate criteria. Improvements to area roadways should be encouraged to incorporate bicycle and pedestrian facilities.

56. Transit Systems. Bicycle lockers or bicycle racks, transit passenger shelters and transit parking bays shall be constructed where necessary to augment and facilitate the operations of transit service to the site. Transit pull-out bays and transit shelters as required by the local government and the transit provider on site shall be constructed by the developer. The applicant shall consult with Votran in order to determine the appropriate number and location of pull-out bays and transit shelters. The Developer shall promote and encourage variable work hours and flextime participation by on-site employers. The

developer shall make known to tenants and residents that the Victoria Park project has access to an existing ride-sharing program operated by VOTRAN and accessed at the Park and Ride facilities located at I-4 and SR 472 and Saxon Boulevard. Future transit (when available) and current ride-sharing information shall be prominently displayed in all public gathering areas, in employment centers and in the Village Center. A web page may be developed for the project that includes information regarding trip reduction opportunities such as ridesharing/vanpooling and transit availability. Tenants within the workplace will be encouraged to provide preferential parking for vanpools/carpools.

57. In order to minimize impacts to the roadway network, parcels within the Victoria Park DRI property shall, subject to environmental constraints, be interconnected to the maximum extent feasible as determined by DeLand and Lake Helen. The development will generally be connected to existing neighborhoods and will tie into local streets, where feasible and as deemed appropriate by DeLand. The Developer shall cooperate with any county supported efforts to continue roadways from or through the site with other roadway facilities that are hereafter endorsed by Volusia County, DeLand or Lake Helen.

58. Transportation Design Guidelines. Victoria Park shall be designed to balance the needs of the automobile and pedestrian. To accomplish this balance, the following guidelines will be followed:

A. Streets: Streets shall be designed with minimum acceptable widths and turning radii so that the automobile does not dominate. In order to minimize impacts to the roadway network, parcels within the Victoria Park property shall, subject to design, security, and environmental constraints, be interconnected to the extent feasible. During

the life of the development, the Developer will, with the cooperation of and input from the city's of DeLand and Lake Helen seek to interconnect the streets of Victoria Park with those in existence outside the development, except for the portion of the development which is located in the Northeast Quadrant and is being developed as a gated, active-adult neighborhood. Nothing contained here shall prohibit the use of cul-de-sacs in the development of the streets within Victoria Park.

B. Sidewalks: Sidewalks will be provided on one or both sides of all urban streets. The width of sidewalks may vary, and for example, will be wider in the Village Center where pedestrian traffic is greater.

C. Bikeways: Bikeways will be provided to connect neighborhoods with the Blue Lake school, parks, the Village Center, the Workplace and the various environmental amenities of the Property, as well as to each other. Bike racks will be installed at parks, shopping and workplace areas. In areas where cycling will be accomplished on bikeways and streets, appropriate signage identifying bike routes will be installed.

D. The developer shall provide a minimum of 100 parking spaces at full buildout of the project, for use as a park and ride lot on-site. These spaces will be constructed incrementally as the Workplace or the Village Center is developed and may be shared with parking designed for other uses on-site.

OTHER

59. Notification to Project Personnel. Project construction personnel shall be notified, through posted advisories or other methods, of the potential for artifact discoveries on the site and to report suspected findings to the Developer. The Developer shall appoint

a person to receive this information and notify all personnel working on the site of the name and address of the person to receive such information. In the event of discovery of artifacts of historical or archaeological significance during Project construction, the Developer shall stop construction at the site of discovery and notify the cities of DeLand or Lake Helen, as appropriate, together with the Division of Historic Resources of the Florida Department of State. From the date of notification, construction shall be suspended within a 100 foot radius of the site of discovery for a period of up to 120 days to allow evaluation of the site.

60. Archaeological Sites. A Phase I and Phase II archaeological and historical survey was undertaken by Robert S. Carr of the Archeological and Historical Conservancy dated September, 1998, Technical Report #227 and February, 1999, Technical Report #236. A portion of an abandoned railroad right-of-way (railroad never constructed) that crosses a portion of the Project in the Northeast quadrant will be incorporated into the bikeway system and marked with appropriate markers memorializing the unbuilt, abandoned railroad right-of-way. The exact form of the marker(s) will be coordinated with the Florida Department of State, Division of Historical Resources. The Overseer's House (site 8V07130 in the Report) may be avoided and preserved in place, or will otherwise be administered consistent with the requirements of the Florida Department of State, Division of Historical Resources.

V. LOCAL MONITORING.

1. The city's of DeLand and Lake Helen, as appropriate shall be responsible for monitoring the development and enforcing the provisions of this Development Order. Neither City shall issue any permits or approvals or provide any extensions of services if the Developer fails to act in compliance with this Development Order.

2. The established review and approval process for review of development pursuant to the Land Development Regulations of the City of DeLand and Lake Helen, as modified constitutes the monitoring procedures for assuring compliance with this Development Order as specified in §380.06 (15)(c)1, F.S. (Supp. 1994). The local official responsible for assuring compliance by the Developer with this Development Order shall be the City Planner of DeLand operating for both the cities of DeLand and Lake Helen by reason of an Amended Interlocal Agreement .to be entered into within ninety days after approval of this Development Order.

VI. COMPLIANCE DATES.

The Developer shall commence physical development of five percent (5%) of the Project within five (5) years after the effective date of the Development Order. Five percent (5%) is deemed to mean land uses which generate 201 external PMPH trips using current ITE rates or traffic counts from the Project. Unless action is taken to keep the Development Order active, i.e. extension of phasing, reduction or change in development program, etc. then this Development Order will expire on the fifteenth (15th) anniversary of its approval.

However, the termination date of this Development Order shall not affect the continuing obligations of the Developer or enforcement authority of the city's of DeLand or Lake Helen, and the Developer shall continue to be bound by the terms, provisions, and conditions of the Development Order after the termination date.

VII. DOWNZONING, UNIT DENSITY REDUCTION OR INTENSITY REDUCTION.

Neither the City of DeLand nor Lake Helen shall initiate during the term of the approved development described in this Development Order a petition to rezone or downzone the Property such that the passage of the same would prohibit the construction of the Victoria Park Project and associated facilities. This provision does not prevent the Owner and/or the Developer from initiating such rezoning consistent with applicable law.

VIII. ANNUAL REPORTING REQUIREMENTS.

1. The Developer shall submit an annual report on or before each anniversary date of the effective date of this Development Order throughout the term of this Development Order. The annual report shall be submitted on the appropriate form to the cities of DeLand and Lake Helen, in care of the Planning Department; the ECFRPC; the DCA; the Bureau of Land and Water Management; and all affected permit agencies. The contents of the annual report shall comply with the relevant conditions of approval of this Development Order, §380.06(18) F.S.(Supp. 1994), and Fla. Admin. Code Rule 9J-2.025(7) including at a minimum the following:

A. Any changes in the plan of development, or in the representation contained in the ADA, or in the phasing for the reporting year and for the next year;

B. A summary comparison of development activity proposed and actually conducted for the year;

C. Identification of undeveloped tracts of land, other than individual single-family lots, that have been sold to a separate entity or Developer;

D. Identification and intended use of lands purchased, been sold to, leased or optioned by the Developer adjacent to the original DRI site since the Development Order was issued;

E. A specific assessment of the Developer's and the cities of DeLand and Lake Helen's compliance with each individual condition of approval contained in the Development Order and the commitments which are contained in the ADA and which have been identified by the cities of DeLand and Lake Helen, the ECFRPC, or the DCA as being significant;

F. Any known incremental DRI applications for development approval or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year;

G. An indication of a change, if any, in local government's jurisdiction for any portion of the development since the Development Order was issued;

H. A list of significant local, state and federal permits which have been obtained or which are pending by agency, type of permit, permit number and purpose of each;

I. A statement that all persons have been sent copies of the annual report in conformance with §380.06(15) and (18), F.S.(Supp. 1994); and

J. A copy of any recorded notice of the adoption of a development order or the subsequent modifications of an adopted development order that was recorded by the Developer pursuant to §380.06(15)(f), F.S.(Supp. 1994).

2. If either DeLand or Lake Helen fail to receive the annual report or receives notification that the ECFRPC, the DCA, the Bureau of Land and Water Management, or any affected permit agency has not received a report, the cities shall request in writing that the Developer submit the report within thirty (30) days. The failure to submit the report after thirty (30) days may result in the temporary suspension of this Development Order by either the City of DeLand or Lake Helen.

IX. SUBSTANTIAL DEVIATIONS.

1. No change shall be made to this Development Order or to the approved land uses, unless and until the cities of DeLand and Lake Helen, as appropriate have approved and authorized the change.

2. The Developer shall fully comply with Section §380.06 (19) F.S. (Supp. 1994), regarding "substantial deviations".

X. RECORDING.

Notice of the adoption of this Development Order or any subsequent modification of this Development Order shall be recorded by the Developer in accordance with §28.222, F.S.(Supp. 1994), with the Clerk of the Circuit Court for Volusia County, Florida, at the Developer's expense, immediately after the effective date of this Development Order or any subsequent modifications of this Development Order in compliance with §380.06(15)(f), F.S.(Supp. 1994). The recording of this notice shall not constitute a lien,

cloud or encumbrance on the Property, or actual or constructive notice of any such lien, cloud, or encumbrance on the Property.

XI. OWNER'S CONSENT.

The Developer and the Property Owner, by executing this Development Order, acknowledge that this Development Order is binding upon the Property, and that the conditions of approval contained herein apply to and control all further development of the Property, and further that the conditions of approval run with the land and are therefore applicable to and shall be complied with by any subsequent purchaser, owner, or assignee of any portion of the Property as described in EXHIBIT "A".

XII. APPLICABLE LAWS.

Development based upon this approval shall comply with all other applicable federal, state, and county laws, ordinances and regulations, which are incorporated herein by reference, except to the extent (the applicable laws, ordinances, and regulations are expressly waived or modified by these conditions, or by action approved by the City of DeLand or Lake Helen Commissioners, as appropriate.

XIII. EFFECTIVE DATE.

This Development Order shall take effect upon transmittal by first class U.S. Mail to ECFRPC, and the DCA.

ADOPTED this 21st day of June, 1999.

ATTEST:

By: Julie A. Hennessy
Clerk

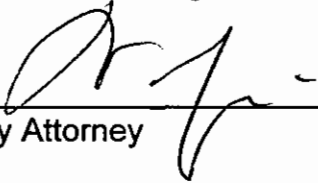
DELAND, FLORIDA

By: [Signature]

MAYOR

DATE: 6-21-99


FOR THE USE AND RELIANCE OF
DELAND ONLY. APPROVED
AS TO FORM June 21, 1999.

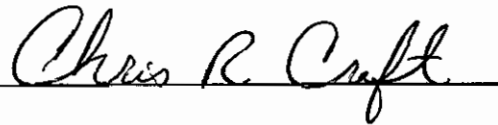


City Attorney

ATTEST:

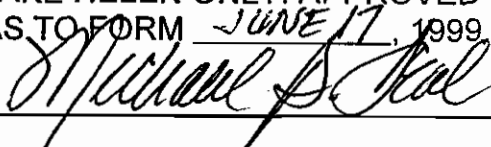
LAKE HELEN, FLORIDA

By: 
City Deputy Clerk

By: 
MAYOR

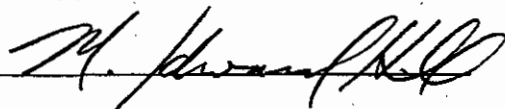
DATE: 6-17-99

FOR THE USE AND RELIANCE OF
LAKE HELEN ONLY. APPROVED
AS TO FORM JUNE 17, 1999


City Attorney

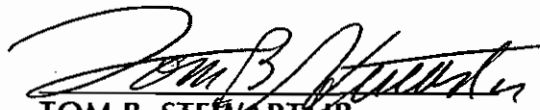
DEVELOPER

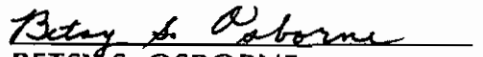
ST. JOE RESIDENTIAL ACQUISITIONS,
INC., A FLORIDA CORPORATION

By: 
Vice President

Date: 6.23.99

OWNERS


TOM B. STEWART, JR.
Executed on: 6-25-99


BETSY S. OSBORNE
Executed on: 6-25-99

THE ESTATE OF KATHERINE S. ODHAM

By: *E. Houston Hendricks, Jr.*

Print Name: E. Houston Hendricks, Jr.

Executed on: 25 June 99

By: *C. T. Stewart Hendricks*

Print Name: C. T. Stewart Hendricks

Executed on: 6-25-99

By: *Betsy H. Copeland*

Print Name: Betsy H. Copeland

Executed on: 6-25-99

THE ESTATE OF MARY S.H. HEWITT

By: *Mary S. H. Jacobs*

Print Name: Mary S. H. Jacobs

Executed on: 6-24-99

EXHIBIT "A"

VICTORIA PARK D.R.I. BOUNDARY DESCRIPTION

A tract of land being a portion of Sections 22, 23, 24, 25, 26, 27, 34, 35 and 36, Township 17 South, Range 30 East, Volusia County, Florida, being more particularly described as follows: Begin at the Northwest corner of the Southwest 1/4 of Section 24; thence South 00 degrees 37 minutes 34 seconds East (S 00°37'34" E), along the West line of the Southwest 1/4 of Section 24 a distance of 1352.92 feet; thence North 89 degrees 58 minutes 44 seconds East (N 89°58'44" E), along the North line of the South one half of the Southwest 1/4 of Section 24 a distance of 2656.18 feet; thence South 00 degrees 11 minutes 32 seconds East (S 00°11'32" E), along the East line of the Southwest 1/4 of Section 24 a distance of 1339.36 feet; thence South 89 degrees 56 minutes 49 seconds East (S 89°56'49" E), along the North line of the Northeast 1/4 of Section 25 a distance of 1358.11 feet; thence South 00 degrees 55 minutes 02 seconds East (S 00°55'02" E), along the East line of the West one half of the Northeast 1/4 of Section 25 a distance of 2684.50 feet; thence South 00 degrees 57 minutes 20 seconds East (S 00°57'20" E), along the East line of the West one half of the Southeast 1/4 of Section 25 a distance of 660.74 feet; thence North 89 degrees 35 minutes 41 seconds West (N 89°35'41" W), along the South line of the North one half of the Northwest 1/4 of the Southeast 1/4 of Section 25 a distance of 829.87 feet; thence South 15 degrees 45 minutes 06 seconds West (S 15°45'06" W), along the West right of way of Interstate No. 4 a distance of 682.54 feet; thence North 89 degrees 27 minutes 50 seconds West (N 89°27'50" W), along the North line of the Southwest 1/4 of the Southeast 1/4 of Section 25 a distance of 329.40 feet; thence North 89 degrees 56 minutes 14 seconds West (N 89°56'14" W), along the South line of the North one half of the Southwest 1/4 of Section 25 a distance of 1988.19 feet; thence South 01 degrees 01 minutes 01 seconds East (S 01°01'01" E), along the West line of the East 3/4 of the South one half of the Southwest 1/4 of Section 25 a distance of 1322.65 feet; thence South 00 degrees 48 minutes 14 seconds East (S 00°48'14" E), along the East line of the Northwest 1/4 of the Northwest 1/4 of the Northwest 1/4 of Section 36 a distance of 665.73 feet; thence South 89 degrees 57 minutes 09 seconds West (S 89°57'09" W), along the South line of the Northwest 1/4 of the Northwest 1/4 of the Northwest 1/4 of Section 36 a distance of 665.05 feet; thence South 00 degrees 34 minutes 11 seconds East (S 00°34'11" E), along the East line of the Northeast 1/4 of Section 35 a distance of 1993.59 feet; thence South 89 degrees 37 minutes 28 seconds West (S 89°37'28" W), along the South line of the Northeast 1/4 of Section 35 a distance of 2592.61 feet; thence South 00 degrees 58 minutes 38 seconds East (S 00°58'38" E), along the East line of the Southwest 1/4 of Section 35 a distance of 2706.16 feet; thence South 89 degrees 55 minutes 14 seconds West (S 89°55'14" W), along the South line of the Southwest 1/4 of Section 35 a distance of 2639.36 feet; thence South 89 degrees 42 minutes 42 seconds West (S 89°42'42" W), along the South line of the Southeast 1/4 of Section 34 a distance of 114.00 feet; thence North 01 degrees 01 minutes 56 seconds West (N 01°01'56" W), along the East line of the West 550 feet of the South 550 feet of the Southeast 1/4 of the Southeast 1/4 of the Southeast 1/4 of Section 35 a distance of 550.05 feet; thence South 89 degrees 42 minutes 42 seconds West (S 89°42'42" W), along the North line of the West 550 feet of the South 550 feet of the Southeast 1/4 of the Southeast 1/4 of the Southeast 1/4 of Section 35 a distance of 550.05 feet; thence South 01 degrees 01 minutes 56 seconds East (S 01°01'56" E), along the West line of the West 550 feet of the South 550 feet of the Southeast 1/4 of the Southeast 1/4

of the Southeast 1/4 of Section 35 a distance of 550.05 feet; thence South 89 degrees 42 minutes 42 seconds West (S 89°42'42" W), along the South line of the Southeast 1/4 of Section 34 a distance of 1992.15 feet; thence South 89 degrees 42 minutes 57 seconds West (S 89°42'57" W), along the South line of the Southwest 1/4 of Section 34 a distance of 2642.67 feet; thence North 00 degrees 37 minutes 44 seconds West (N 00°37'44" W), along the West line of the Southwest 1/4 of Section 34 a distance of 1364.37 feet; thence North 89 degrees 54 minutes 41 seconds East (N 89°54'41" E), along the South line of the Northwest 1/4 of the Southwest 1/4 of Section 34 a distance of 1315.73 feet; thence North 00 degrees 52 minutes 00 seconds West (N 00°52'00" W), along the East line of the Northwest 1/4 of the Southwest 1/4 of Section 34 a distance of 1359.93 feet; thence South 89 degrees 53 minutes 30 seconds East (S 89°53'30"E), along the North line of the Southwest 1/4 of Section 34 a distance of 1310.13 feet; thence South 89 degrees 53 minutes 30 seconds East (S 89°53'30" E), along the South line of the Northeast 1/4 of Section 34 a distance of 2661.16 feet; thence North 01 degrees 28 minutes 19 seconds West (N 01°28'19" W), along the East line of the Northeast 1/4 of Section 34 a distance of 2683.29 feet; thence North 89 degrees 56 minutes 02 seconds East (N 89°56'02" E), along the North line of the Northwest 1/4 of Section 35 a distance of 1997.98 feet; thence North 01 degrees 20 minutes 24 seconds West (N 01°20'24" W), along the East line of the South one half of the West 3/4 of the Southwest 1/4 of Section 26 a distance of 1322.11 feet; thence South 89 degrees 50 minutes 47 seconds West (S 89°50'47" W), along the North line of the Southeast 1/4 of the Southwest 1/4 of Section 26 a distance of 665.00 feet; thence South 01 degrees 17 minutes 51 seconds East (S 01°17'51" E), along the East line of the Northeast 1/4 of the Southwest 1/4 of the Southwest 1/4 of Section 26 a distance of 660.53 feet; thence South 89 degrees 53 minutes 24 seconds West (S 89°53'24" W), along the South line of the Northeast 1/4 of the Southwest 1/4 of the Southwest 1/4 of Section 26 a distance of 665.49 feet; thence North 01 degrees 15 minutes 19 seconds West (N 01°15'19" W), along the West line of the Northeast 1/4 of the Southwest 1/4 of the Southwest 1/4 of Section 26 a distance of 660.02 feet; thence South 89 degrees 50 minutes 47 seconds West (S 89°50'47" W), along the North line of the Southwest 1/4 of the Southwest 1/4 of Section 26 a distance of 665.00 feet; thence North 01 degrees 12 minutes 47 seconds West (N 01°12'47" W), along the West line of the Southwest 1/4 of Section 26 a distance of 1319.00 feet; thence South 89 degrees 25 minutes 24 seconds West (S 89°25'24" W), along the South line of the Northeast 1/4 of Section 27 a distance of 2647.58 feet; thence South 89 degrees 07 minutes 36 seconds West (S 89°07'36" W), along the South line of the Northwest 1/4 of Section 27 a distance of 1317.40 feet; thence North 01 degrees 17 minutes 28 seconds West (N 01°17'28" W), along the West line of the Southwest 1/4 of the Southeast 1/4 of the Northwest 1/4 of Section 27 a distance of 499.61 feet; thence North 89 degrees 08 minutes 49 seconds East (N 89°08'49" E), along a line 160.6 feet South of the North line of the Southwest 1/4 of the Southeast 1/4 of the Northwest 1/4 of Section 27 a distance of 30.00 feet; thence North 01 degrees 17 minutes 28 seconds West (N 01°17'28" W), along a line 30 feet East of and parallel to the West line of the Southwest 1/4 of the Southeast 1/4 of the Northwest 1/4 of Section 27 a distance of 160.60 feet; thence North 89 degrees 08 minutes 49 seconds East (N 89°08'49"E), along the North line of the Southwest 1/4 of the Southeast 1/4 of the Northwest 1/4 of Section 27 a distance of 628.64 feet; thence North 01 degrees 17 minutes 46 seconds West (N 01°17'46" W), along the West line of the Northeast 1/4 of the Southeast 1/4 of the Northwest 1/4 of Section 27 a distance of 659.98 feet; thence North 89 degrees 10 minutes 03 seconds East (N 89°10'03" E), along the North line of the

Northeast 1/4 of the Southeast 1/4 of the Northwest 1/4 of Section 27 a distance of 658.59 feet; thence North 01 degrees 18 minutes 04 seconds West (N 01°18'04" W), along the East line of the Northwest 1/4 of Section 27 a distance of 1235.48 feet; thence North 89 degrees 26 minutes 38 seconds East (N 89°26'38" E), along the South right of way of Taylor Road a distance of 662.88 feet; thence South 01 degrees 16 minutes 45 seconds East (S 01°16'45" E), along the East line of the Northwest 1/4 of the Northwest 1/4 of the Northeast 1/4 of Section 27 a distance of 575.68 feet; thence North 89 degrees 26 minutes 19 seconds East (N 89°26'19" E), along the South line of the Northeast 1/4 of the Northwest 1/4 of the Northeast 1/4 of Section 27 a distance of 331.33 feet; thence North 01 degrees 16 minutes 05 seconds West (N 01°16'05" W), along the West line of the East one half of the Northeast 1/4 of the Northwest 1/4 of the Northeast 1/4 of Section 27 a distance of 577.02 feet to a point lying on the South right of way of Taylor Road; said point being on a curve concave Northerly; thence from a tangent bearing of North 87 degrees 51 minutes 31 seconds East (N 87° 51' 31" E) run Easterly along a curve having a radius of 3581.24 feet, arc length of 332.17 feet, delta angle of 05 degrees 18 minutes 52 seconds (05°18'52"), a chord bearing of North 85 degrees 12 minutes 06 seconds East (N 85°12'06" E), and a chord length of 332.05 feet; thence departing said right of way run South 01 degrees 15 minutes 25 seconds East (S 01°15'25" E), along the East line of the Northeast 1/4 of the Northwest 1/4 of the Northeast 1/4 of Section 27 a distance of 601.55 feet; thence North 89 degrees 26 minutes 19 seconds East (N 89°26'19" E), along the South line of the Northwest 1/4 of the Northeast 1/4 of the Northeast 1/4 of Section 27 a distance of 331.33 feet; thence North 01 degrees 14 minutes 46 seconds West (N 01°14'46" W), along the West line of the East one half of the Northwest 1/4 of the Northeast 1/4 of the Northeast 1/4 of Section 27 a distance of 647.82 feet; thence North 81 degrees 20 minutes 41 seconds East (N 81°20'41" E), along the South right of way of Taylor Road a distance of 1002.86 feet; thence South 01 degrees 09 minutes 47 seconds East (S 01°09'47" E) along the East line of the Southeast 1/4 of the Southeast 1/4 of Section 22 a distance of 129.52 feet; thence South 01 degrees 12 minutes 47 seconds East (S 01°12'47" E) along the East line of the Northeast 1/4 of Section 27 a distance of 659.50 feet; thence South 89 degrees 26 minutes 19 seconds West (S 89°26'19" W) along the South line of the Northeast 1/4 of the Northeast 1/4 of the Northeast 1/4 of Section 27 a distance of 662.66 feet; thence South 01 degrees 14 minutes 06 seconds East (S 01°14'06" E) along the West line of the Southeast 1/4 of the Northeast 1/4 of the Northeast 1/4 of Section 27 a distance of 329.78 feet; thence North 89 degrees 26 minutes 10 seconds East (N 89°26'10" E) along the South line of the North one half of the Southeast 1/4 of the Northeast 1/4 of the Northeast 1/4 of Section 27 a distance of 662.53 feet; thence South 01 degrees 12 minutes 47 seconds East (S 01°12'47" E) along the East line of the Northeast 1/4 of Section 27 a distance of 1319.00 feet; thence North 89 degrees 43 minutes 40 seconds East (N 89°43'40" E), along the South line of the North 3/4 of the Southwest 1/4 of the Northwest 1/4 of Section 26 a distance of 1327.50 feet; thence South 01 degrees 17 minutes 52 seconds East (S 01°17'52" E), along the West line of the Southeast 1/4 of the Northwest 1/4 of Section 26 a distance of 330.47 feet; thence North 89 degrees 45 minutes 31 seconds East (N 89°45'31" E), along the South line of the Northwest 1/4 of Section 26 a distance of 1328.00 feet; thence North 01 degrees 22 minutes 55 seconds West (N 01°22'55" W), along the West line of the Northeast 1/4 of Section 26 a distance of 2649.51 feet; thence North 01 degrees 05 minutes 49 seconds West (N 01°05'49" W), along the West line of the Southeast 1/4 of Section 26 a distance of 676.65 feet; thence South 89 degrees 33 minutes 40 seconds West (S 89°33'40" W), along the

South line of the Northeast 1/4 of the Southeast 1/4 of the Southwest 1/4 of Section 23 a distance of 662.21 feet; thence North 01 degrees 06 minutes 49 seconds West (N 01°06'49" W), along the West line of the Northeast 1/4 of the Southeast 1/4 of the Southwest 1/4 of Section 23 a distance of 677.21 feet; thence North 89 degrees 36 minutes 36 seconds East (N 89°36'36" E), along the North line of the Northeast 1/4 of the Southeast 1/4 of the Southwest 1/4 of Section 23 a distance of 662.41 feet; thence North 01 degrees 05 minutes 49 seconds West (N 01°05'49" W), along the West line of the Southeast 1/4 of Section 23 a distance of 1353.30 feet; thence North 89 degrees 42 minutes 26 seconds East (N 89°42'26" E), along the North line of the Southeast 1/4 of Section 23 a distance of 2675.20 feet to the Northwest corner of the Southwest 1/4 of Section 24 and the POINT OF BEGINNING.

AND:

That part of the East 3/4 of the South 1/2 of the Southwest 1/4 of Section 25, Township 17 South, Range 30 East, Volusia County, Florida lying North of Stewart Road as depicted in Map Book 20, Page 52 of the Public Records of Volusia County, Florida, more particularly described as follows: Begin at the Northeast corner of the East 3/4 of the South 1/2 of the Southwest 1/4 of said Section 25; thence South 00 degrees 58 minutes 09 seconds East (S 00° 58' 09" E) along the East line of the East 3/4 of the South 1/2 of the Southwest 1/4 of Section 25 for a distance of 358.14 feet to the Northerly Right-of-Way line of Stewart Road; thence run North 52 degrees 25 minutes 02 seconds West (N 52° 25' 02" W) along said Right-of-Way line for a distance of 154.27 feet to the Point of Curvature of a curve concave Southwesterly having a radius of 3280.00 feet; thence run Northwesterly along the arc of said curve through a central angle of 03 degrees 48 minutes 24 seconds (03° 48' 24") for an arc length of 217.92 feet to the Point of Tangency; thence North 56 degrees 13 minutes 26 seconds West (N 56° 13' 26" W) for 123.72 feet to the Point of Curvature of a curve concave Southwesterly having a radius of 580.00 feet; thence run Northwesterly along the arc of said curve through a central angle of 12 degrees 50 minutes 48 seconds (12° 50' 48") for an arc length of 130.05 feet to the Point of Tangency; thence run North 69 degrees 04 minutes 14 seconds West (N 69° 04' 14" W) for a distance of 25.46 feet to the North line of the East 3/4 of the South 1/2 of the Southwest 1/4 of Section 25; thence South 89 degrees 56 minutes 14 seconds East (S 89° 56' 14" E) along the said North line for a distance of 535.06 feet to the POINT OF BEGINNING.

LESS:

That part of the Southwest 1/4 of Section 34, Township 17 South, Range 30 East lying South of State Road No. 472.

AND LESS:

That part of the NW 1/4 of the NW 1/4 of the NE 1/4 of Section 27, Township 17 South, Range 30 East, being described as follows: Commence at the North 1/4 corner of said Section 27, Thence run South 01 degrees 18 minutes 04 second East (S 01°18'04" E), along the West line of the NE 1/4 of said Section 27 for a distance of 84.00 feet to the POINT OF BEGINNING said point being on the South right of way line of Taylor Road, thence run North 89 degrees 26 minutes 38 seconds East (N 89°26'38" E) along said South right of way for a distance of 50.00 feet, thence South 44 degrees 04 minutes 17 seconds West (S 44°04'17" W) for a distance of 70.26 feet, to said West line of the NE 1/4, thence North 01 degrees 18 minutes 04 seconds West (N 01°18'04" W) for a distance of 50.00 feet to the POINT OF BEGINNING.

AND LESS:

That part of the Southwest 1/4 of Section 34, Township 17 South, Range 30 East, Volusia County, Florida, more particularly described as follows: Commence at the Southwest corner of said Section 34; thence North 00° 37' 44" West along the West line of the Southwest 1/4 for 1364.37 feet to the POINT OF BEGINNING; thence North 89° 54' 41" East, 1315.73 feet; thence South 00° 52' 00" East, 313.01 feet to a point on the North Right-of-Way of State Road # 472, said point being on a curve concave Southwesterly having a radius of 2964.92 feet; thence from a tangent bearing of North 68° 08' 15" West run Northwesterly along the arc of said curve through a central angle of 19° 06' 48" for 989.07 feet to the point of tangency; thence North 87° 15' 03" West, 358.08 feet to the POINT OF BEGINNING.

AND LESS: rights of way of record.

Contains 1859.146 (Net) Acres, more or less.

T98-E01.DRI

EXHIBIT "B"

This instrument was prepared by
and should be returned to:
Ted R. Brown, Esquire
Akerman, Senterfitt & Eidson, P.A.
Post Office Box 231
Orlando, Florida 32802-0231

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that **Tom B. Stewart, Jr., Betsy S. Osborne, The Estate of Katherine S. Odham and The Estate of Mary S.H. Jacobs** (collectively "Sellers"), has made, constituted and appointed, and by these presents does make, constitute and appoint **TED R. BROWN**, whose address is c/o Akerman, Senterfitt & Eidson, P.A., 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801, true and lawful attorney for it and in its name, place and stead, for the purpose of:

the processing and administration of the following matters before the appropriate city, county, state, regional and federal regulatory authorities for the property described in Exhibit A attached hereto and incorporated herein by this reference, including, but not limited to the following:

1. Filing of Quiet Title Action in Circuit Court of Volusia County, Florida relative to railroad right-of-way.
2. Filing and Processing of a Development of Regional Impact for the property.
3. Annexation of the portion of the property in Volusia County, Florida into the City of DeLand.
4. Amending the Comprehensive Land Plan for the portion of the property lying in the City of DeLand.
5. Rezoning the portion of the property lying the in the City of DeLand to PDD.
6. Filing and processing a Florida ERP and USACOE Section 404 Permit Application for the property.

giving and granting unto its said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about

the premises as fully, to all intents and purposes, as it might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that its said attorney or its substitute shall lawfully do or cause to be done by virtue hereof, provided, however, that said power and authority shall be and is limited to those acts that are in furtherance of the development contemplated by that certain Agreement for purchase and sale dated March 17, 1997 between Sellers and Education Partners, L.P., a Memorandum of Agreement which is recorded in O.R. Book 4307, Page 4046, Public Records of Volusia County, Florida.

IN WITNESS WHEREOF, we, the Managing Directors of the corporation, have hereunto set our hands and official seals the 26 day of June, 1998.

"SELLER"


TOM B. STEWART, JR.

Executed on: 6-26-98

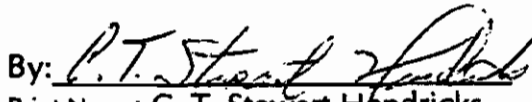

BETSY S. OSBORNE

Executed on: 6-26-98

THE ESTATE OF KATHERINE S. ODHAM

By: 
Print Name: E. Houston Hendricks, Jr.

Executed on: 6-26-98

By: 
Print Name: C. T. Stewart Hendricks

Executed on: 6-26-98

By: 
Print Name: Betsy H. Copeland

Executed on: 6-26-98

THE ESTATE OF MARY S.H. HEWITT

By: Mary S. H. Jacobs P.R.
Print Name: Mary S. H. Jacobs

Executed on: 6.26.98

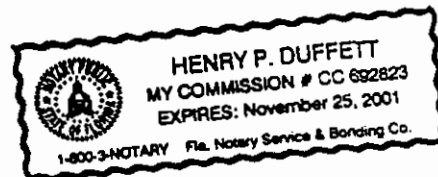
STATE OF Florida)
) SS:
COUNTY OF Volusia)

The foregoing instrument was acknowledged before me this 26 day of June 1998, by Tom B. Stewart, Jr. He is personally known to me or has produced _____ as identification.

IN WITNESS HEREOF, I have hereunto set my hand and official seal.

Henry P. Duffett
Notary Public, State of Florida
Printed Name: HENRY P. DUFFETT
My commission expires:

(NOTARIAL SEAL)



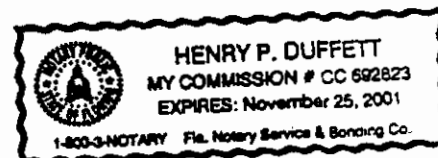
STATE OF Florida)
) SS:
COUNTY OF Volusia)

The foregoing instrument was acknowledged before me this 26 day of June 1998, by Betsy S. Osborne. She is personally known to me or has produced _____ as identification.

IN WITNESS HEREOF, I have hereunto set my hand and official seal.

Henry P. Duffett
Notary Public, State of Florida
Printed Name: HENRY P. DUFFETT
My commission expires:

(NOTARIAL SEAL)



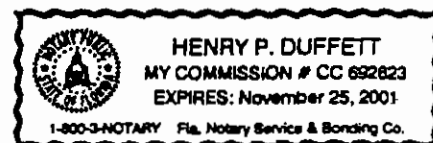
STATE OF Florida)
) SS:
COUNTY OF Volusia)

The foregoing instrument was acknowledged before me this 26 day of June, 1998, by E. Houston Hendricks, Jr., as one of the Co-Personal Representatives of the Estate of Katherine S. Odham. He is personally known to me or has produced _____ as identification.

IN WITNESS HEREOF, I have hereunto set my hand and official seal.

Henry P. Duffett
Notary Public, State of Florida
Printed Name: HENRY P. DUFFETT
My commission expires:

(NOTARIAL SEAL)



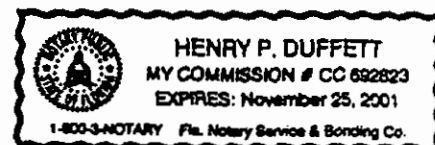
STATE OF Florida)
) SS:
COUNTY OF Volusia)

The foregoing instrument was acknowledged before me this 26 day of June, 1998, by C. T. Stewart Hendricks, as one of the Co-Personal Representatives of the Estate of Katherine S. Odham. He is personally known to me or has produced _____ as identification.

IN WITNESS HEREOF, I have hereunto set my hand and official seal.

Henry P. Duffett
Notary Public, State of Florida
Printed Name: HENRY P. DUFFETT
My commission expires:

(NOTARIAL SEAL)



STATE OF Florida)
) SS:
COUNTY OF Volusia)

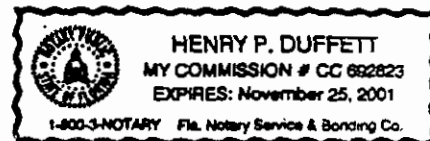
The foregoing instrument was acknowledged before me this 26 day of June, 1998, by Betsy H. Copeland, as one of the Co-Personal Representatives of the Estate of Katherine S. Odham. She is personally known to me or has produced _____ as identification.

IN WITNESS HEREOF, I have hereunto set my hand and official seal.

Henry P. Duffett
Notary Public, State of Florida

Printed Name: HENRY P. DUFFETT
My commission expires:

(NOTARIAL SEAL)



STATE OF Florida)
) SS:
COUNTY OF Volusia)

The foregoing instrument was acknowledged before me this 26 day of June, 1998, by Mary S. H. Jacobs, as Personal Representative of the Estate of Mary S.H. Hewitt. She is personally known to me or has produced _____ as identification.

IN WITNESS HEREOF, I have hereunto set my hand and official seal.

Henry P. Duffett
Notary Public, State of Florida

Printed Name: HENRY P. DUFFETT
My commission expires:

(NOTARIAL SEAL)

