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Building and Development Services
/ Public Hearings
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September 17, 2014

Mr. John Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
4000 Gateway Centre Boulevard, Suite 100
Pinellas Park, Florida 33782

Re: Development Order for Heritage Harbour #24 – Ordinance 14-37

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 14-37, the DRI Development Order for Heritage Harbour DRI#24, as adopted in open session by the Manatee County Board of County Commissioners on September 4, 2014, as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941)748-4501, extension 6878.

Sincerely,

Bobbi Roy
Planning Coordinator

/br
Enclosure

LARRY BUSTLE * MICHAEL GALLEN * JOHN R. CHAPPIE * ROBIN DiSABATINO * VANESSA BAUGH * CAROL WHITMORE * BETSY BENAC
District 1 District 2 District 3 District 4 District 5 District 6 District 7

ORDINANCE NO. 14-37

DEVELOPMENT OF REGIONAL IMPACT

DRI # 24, HERITAGE HARBOUR

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA REGARDING LAND DEVELOPMENT, RENDERING AN AMENDED AND RESTATED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR THE HERITAGE HARBOUR DEVELOPMENT OF REGIONAL IMPACT (f/k/a ORDINANCE 11-31); A/K/A TBRPC DRI #240; TO APPROVE THE FOLLOWING CHANGES TO MAP H AND THE ORDINANCE: 1)UPDATE PHASING AND BUILDOUT DATES TO REFLECT PREVIOUSLY AUTHORIZED LEGISLATIVE EXTENSIONS, 2) REMOVE THE 12.0 ACRE MARINA AND DESIGNATE THE PARCEL FOR RESIDENTIAL USE, 3) UPDATE CONDITIONS TO REFLECT COMPLIANCE WITH REQUIREMENTS CONTAINED THEREIN, PROVIDING FOR DEVELOPMENT APPROVAL, CONDITIONS, AND OBLIGATIONS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on March 21, 2000, the Board of County Commissioners ("BOCC") approved Ordinance 00-19, a Development Order ("DO") for the Heritage Sound DRI for a planned mixed use development on approximately 2,495.8 acres; and

WHEREAS, on June 17, 2003, the BOCC approved Ordinance 03-25, approving amendments to the DO for Heritage Harbour, which amendments were found not to be a substantial deviation to the originally approved DO; and

WHEREAS, on March 11, 2008, the BOCC approved Ordinance 08-33, approving amendments to the DO for Heritage Harbour, which amendments were found not to be a substantial deviation to the originally approved DO; and

WHEREAS, on June 3, 2010, the BOCC approved Ordinance 10-47, approving amendments to the DO for Heritage Harbour, which amendments were found not to be a substantial deviation to the originally approved DO; and

WHEREAS, on October 6, 2011, the BOCC approved Ordinance 11-31, approving amendments to the DO for Heritage Harbour, which amendments were found not to be a substantial deviation to the originally approved DO; and

WHEREAS, on October 31, 2012, Lennar Homes, LLC filed a request to amend the Development Order pursuant to Section 380.06(19)(e)2, Florida Statutes, which does not require the filing of a notice of proposed change, but, requires an application to the local government to amend the development order in accordance with the local governments procedures; and

WHEREAS, the described project* lies within the unincorporated area of Manatee County; and

WHEREAS, the BOCC as the governing body of the local government having jurisdiction pursuant to Section 380.06(19)(e)2, Florida Statutes, has the statutory authority to consider and approve amendments to a Development Order for an approved DRI; and

WHEREAS, the public notice requirements of Manatee County have been adhered to and satisfied; and

WHEREAS, the Manatee County Planning Commission held a public hearing, has reviewed the application for an amendment to the development order and filed a recommendation as to the consistency with the Manatee County Comprehensive Plan on the application with the Board of County Commissioners; and

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

WHEREAS, the Board of County Commissioners held a duly noticed public hearing on on the application and has solicited, received, and considered all testimony reports, comments, evidence, and recommendations from interested citizens, County agencies, the applicant, and the review and report of the Manatee County Building and Development Services Department.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA:

SECTION 1. AMENDMENT AND RESTATEMENT OF DEVELOPMENT ORDER FOR DRI #24, f/k/a ORDINANCE 11-31.

Ordinance 11-31 is hereby amended and restated in its entirety below. This Ordinance shall constitute the amended and restated Development Order for the Heritage Harbour Development of Regional Impact. The prior Development Orders shall be superseded by this Ordinance. Provided this amendment shall not be construed to terminate the rights of the Developer, if any, granted under Section 163.3167(8), Florida Statutes, to the extent such rights have been previously granted and are not specifically herein or otherwise modified or amended.

SECTION 2. FINDINGS OF FACT.

The Board of County Commissioners, after considering the testimony, evidence, documentation, application for and amendment to development order, the recommendation and findings of the Planning Commission, as well as all other matters presented to the Board of County Commissioners at the public hearing herein referenced, hereby makes the following findings of fact:

A. All recitals proceeding Section 1 of this Ordinance are adopted as findings of fact.

B. An application has been submitted to Manatee County and is being processed concurrently with this application to amend the development order and to amend Zoning Ordinance PDMU-98-08(Z)(G)(R5) and the General Development Plan for the entire 2,784.7+ acre project.

C. The Board of County Commissioners has received and considered the recommendation of the Manatee County Planning Commission concerning the request to amend the development order and the application of Zoning Ordinance Amendment as it relates to the real property described in Section7 of this Ordinance, pursuant to Section 380.06, Florida Statutes. The report was rendered on, following a public hearing.

D. The BOCC held a public hearing on, regarding the application to amend the development order and the proposed Zoning Ordinance Amendment, in accordance with the requirements of the Manatee County Land Development Code (Ordinance 90-01, as amended) and the Manatee County Comprehensive Plan (Ordinance 89-01, as

amended) and has further considered the testimony, comments, and information received at the public hearing.

E. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

F. The Comprehensive Plan requires a Certificate of Level of Service to be issued for water, wastewater, solid waste, parks and recreation, roadways, transit, and drainage in compliance with state requirements.

G. This Development Order is issued based on information provided by the Developer in the original ADA (with their sufficiency responses), this application to amend the development order, public hearing testimony; data, information and recommendations provided by the Planning Commission and Building and Development Services Department , and ensures continued compliance with the Manatee County Comprehensive Plan.

H. Subject to the Development Order Conditions listed in Section 4, the County has determined that adequate Levels of Service exist until March 22, 2026 , for 5,000 residential units (single and multi-family units); 851,900 square feet of retail commercial; 170,000 square feet of office; 300 hotel rooms; 462 slip marina; 45 hole golf course; 600 bed ACLF accessory residential support and public community uses on 10.3 acres; and 41.2 acres of park for each of the subject categories listed in 1.F., above. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes and previously approved legislative extensions pursuant to HB 7207 and F.S. 252.363.

I. The real property which is the subject of this Development Order is legally described in Section 7 of this Ordinance.

J. The existing and proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

K. The authorized agent for Lennar Homes, LLC. is Darin McMurray, Vice-President, 700 NW 107th Ave., Ste 400, Miami, FL 33172.

L. The Owner and Master Developer of the property is Lennar Homes, LLC.

M. The Owner of Parcels 19 and 20 is LNR Heritage Harbour, LLLP, David Welch, Vice President, LNR Heritage Harbour, LLLP.

N. The owners of Parcel 35 are Manatee Land Investors, LLC and Upper Manatee 288, LLC.

O. A comprehensive review of the impacts generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Board of County Commissioners, TBRPC, and State Land Planning Agency in conjunction with the original ADA, sufficiency responses, the preceding NOPC's, and this Development Order.

P. The property is zoned Planned Development Mixed Use (PDMU) and portions of the site are located in the Coastal High Hazard Overlay (CH).

SECTION 3. CONCLUSIONS OF LAW.

A. Based upon the previous Findings of Fact and the following conditions of DO Approval, the BOCC concluded that:

1. The Development is consistent with local land development regulations, the State Comprehensive Plan, the Comprehensive Regional Policy Plan, the Manatee County Comprehensive Plan (Ordinance 89-01, as amended), and previous local government approvals.

B. These proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. The review by the County reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA, as amended by this request to modify the Development Order. To the extent that the ADA and NOPC is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this Development Order is included as Table 1.

SECTION 4. DEFINITIONS.

A. "Acceptable Level of Service" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the Highway Capacity Manual (1994), TRB Special Report 209, or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor.

B. "Application" and "Application for Development Approval" or "ADA" shall mean Heritage Sound's DRI ADA submitted on October 30, 1998 and sufficiency responses submitted on March 25, 1999 and May 19, 1999, the response to the second sufficiency comments dated May 17, 1999 and submitted on May 19, 1999, and the NOPC submitted on March 4, 2002 and amended on October 4, 2002, December 17, 2002, and March 5, 2003, the NOPC submitted on June 29, 2004, and amended on December 21, 2004, September 27, 2005, May 5, 2006, August 8, 2006, and November 27, 2006, and the NOPC submitted on October 19, 2009 and the NOPC submitted on May 20, 2011and the request to amend the Development Order submitted on October 31, 2012.

C. "Best Management Practices" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code.

D. "Concurrent" shall mean that public facilities and services are available within a "reasonable time frame", as defined in the Manatee County Comprehensive Plan, to serve/mitigate the Development's* impacts. A reasonable time frame for transportation

facilities shall be roadways or roadway improvements that are scheduled for construction completion within the first two years of the Manatee County Comprehensive Plan Capital Improvements Element, or roadways or roadway improvements currently under construction or scheduled for construction completion within the first two years of FDOT's Adopted Five-Year Work Program. In addition, roadways or roadway improvements to be constructed pursuant to a local government development agreement shall be deemed to be within a reasonable time frame if the agreement is in compliance with the law and the agreement guarantees that the necessary facilities will be in place when the impacts of the development occur.

E. "County" shall mean the Board of County Commissioners for Manatee County, or their designee(s).

F "County Transportation Authority" shall mean the County entity responsible for roadway approvals.

G. "Developer" and "Master Developer" shall mean Lennar Homes, LLC., its heirs, assigns, designees, agents, and successors in interest as to the Heritage Harbour DRI.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary Site Plan, Preliminary Plat, Final Plat, and Final Site Plan process or Construction Drawing approval where site plans or subdivision plats are not required.

I. "Funding Commitments" shall mean to assure completion of any improvement required by this Development Order, or any combination of the following:

1. binding commitments for actual construction with a posting of a cash bond, irrevocable letter of credit, or other financial instrument, in a form satisfactory to the County; or

2. actual construction; or

3. the placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required, as long as the improvement is within the first two years of the responsible entity's work plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. a local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development.

J. "Horizontal Development" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadways, drainage, water, sewer, communications, utilities, etc.).

K. "Master Development Plan" shall mean Revised Map H, dated, October 2012 attached as Exhibit 6 and incorporated by reference.

L. "Net New External p.m. Peak Hour Project Trips" shall mean the total trip generation using the ITE Trip Generation Manual, 6th Edition, less the internal capture and pass-by captured trips.

M. "Owner" shall mean Lennar Homes, LLC., its heirs assigns, designees, agents, and successors in interest except as to Parcels 19 and 20 and Parcel 35

N. "Phase*" shall mean the development totals listed in Table 1 below.

O. Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

P. "Project" shall mean the land uses by area, square footage, density, and phase described in the ADA*, and as modified in Table 1, to be constructed on the real property described in Section 7herein.

Q. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Manatee County adopted Level of Service. This area is generally depicted on Figure 21.1 (Exhibit 7) which was submitted with the ADA.

R. "Vertical Development" shall mean and be deemed to include the construction of or the addition to any existing structure.

S. "Warranted" shall mean a determination by the County, or FDOT for state roads (unless the improvement is identified as a "local improvement"), based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order. All reserved vehicle trips on the roadway segment or intersection shall be counted regardless of their source in making this determination.

T. "Wetland" shall mean any wetland under the jurisdictional limits defined by Chapter 62-340, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined by Chapter 40D-4, FAC, and implemented by the Southwest Florida Water Management District.

The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

Note: An asterisk (*) in the text of this Development Order denotes that the word is defined.

SECTION 5. DEVELOPMENT CONDITIONS.

A. DEVELOPMENT APPROVAL AND LEVEL OF SERVICE CERTIFICATE CONDITIONS

A(1). This Development Order approval shall constitute approval of the ADA subject to the conditions set forth herein and shall be limited to the development amounts set forth in Table 1, below.

A(2). Development totals of the Development* are specifically approved subject to the conditions found within the Development Order. The Developer has demonstrated the availability of adequate infrastructure and the ability to meet Acceptable Levels of Service for roadways, solid waste service, mass transit, drainage, and parks and recreation. The Certificate of Level of Service for the Project* shall be valid until March 22, 2026. This includes the three year extension authorized pursuant to Paragraph

380.06(19)(c), Florida Statutes and previously approved legislative extensions pursuant to HB 7207 and F.S. 252.363..

A(3). Preliminary and Final Site Plan Applications shall be reviewed for compliance with this Development Order and shall be subject to the requirements of the Manatee County Comprehensive Plan and Land Development Code, in effect at the time of such site plan application, which are not specifically addressed in this Development Order or are not inconsistent with this Development Order.

A(4). The ADA, sufficiency responses, and this application to amend the development order are hereby incorporated by reference.

A(5). The applicant may apply for a General Development Plan amendment to allow Telecommunication Facility shown on Map H, between the existing lake and I-75, without requiring an amendment to the D.O. Any such General Development Plan application shall be reviewed for consistency with all the existing criteria in the Comprehensive Plan and Land Development Code. The Board and staff have not reviewed any such General Development Plan application and have not determined whether the use is appropriate other than that the state and regional considerations have been met.

TABLE 1 - Development Totals

TYPE OF DEVELOPMENT: Multi-Use Development.
LOCATION: Northeast of the intersection of I-75 and SR 64.
TOTAL DEVELOPMENT AMOUNTS:

CATEGORY	ACREAGE[1]	PHASE I[2] 2000-2017*	PHASE II[2] 2004-2022*	TOTAL
Commercial	**164.3**			
Retail[3]		300,000 s.f.	551,900 s.f.	851,900 s.f.
Office[3] Hotel[3]		103,250 s.f 150 rooms	66,750 s.f. 150 rooms	170,000 s.f. 300 rooms
ACLF		0	600 beds	600 beds
Residential[4]	**1302.3**			
Single family detached		1,290 units	980 units	2,270 units
Single family attached/ semi-attached		500 units	640 units	1,140 units
Multi-family		760 units	830 units	1,590 units
Total Residential Units		2,550 units	2,450 units	5,000 units
Right of Way	**67.9**			
Open Space	**1250.2**			
Golf Course	250	36 holes	9 holes	45 holes
Park	41.2			

conveyed to Manatee County consistent with the restrictions on development provided for in Section 719 of the Land Development Code.

h. The maximum amount of wetland impacts shall not exceed the total listed in Table 13.4, revised October 2006, attached as Exhibit 2. However, at time of Preliminary Site Plan approval, all proposed wetland impacts shall demonstrate compliance with minimization, avoidance, and mitigation, pursuant to the Comprehensive Plan, prior to authorization of any wetland impacts.

i. The native upland plant community quantities committed to be preserved in Table 12-2 of the NOPC application dated May, 2004 (Exhibit 3) shall include 75 percent of the pine flatwoods and pine-mesic oak community located adjacent to the Manatee River and its tributaries, mangrove swamps, and saltwater marshes.

j. As shown in Table 12-2 of the NOPC application dated May, 2004 (Exhibit 3), 36 acres of upland forested communities shall be preserved to provide habitat for the Sherman's fox squirrel.

k. Concurrent with the construction of the internal roadways adjacent to Mitigation Area 6 and the associated wetlands shown on Exhibit 12, the Developer shall construct a fence which will be a minimum of four feet in height and of chain link or a similar material that will prevent passage of young sandhill crane chicks. The general location and extent of the fence is shown on Exhibit 12. (Completed)

C(2). Air Quality

a. Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

b. Best Management Practices shall be employed during site preparation and construction to minimize air quality impacts.

c. Any open burning conducted on site as part of land clearing activities shall be permitted by EMD.

d. A Fugitive Dust Abatement Plan shall be submitted by the Applicant and approved prior to approval of the next Preliminary Site Plan.

C(3). Water Quality and Stormwater Management

a. An Integrated Pest Management Plan (IPMP) shall be developed and approved by Manatee County prior to the first Final Site Plan Completed. The IPMP shall address the following items:
(1) Fertilizer/pesticide/herbicide/application;
(2) Golf course pest management methods and procedures; and
(3) Related quality control and assurance procedures.
A training manual shall be developed as part of the IPMP for maintenance personnel and made available on site at all times.

b. The Developer shall implement the surface and ground water monitoring plan in accordance with the Heritage Sound Water Quality Monitoring Plan included as Appendix 14 S.1 in the Heritage Sound DRI Application for Development Approval Sufficiency Response dated March 1999 (Exhibit 10), and as amended

for the Moore's Dairy site in accordance with the Water Quality Monitoring Plan approved by the Manatee County Environmental Management Department (MCEMD) on October 11, 2005 and included as Section IV in the Heritage Harbour DRI Notice of Proposed Change 2nd Sufficiency Response dated September 2005, unless otherwise modified with the approval of the Environmental Management Department.

c. There shall be no individual groundwater wells associated with single or multi-family residences allowed within the development. This requirement shall be noted in all homeowner documents and disclosure statements. The location and well size of existing wells shall be indicated on each Preliminary Site Plan submitted for the project. A Well Management Plan, for the proper rehabilitation/abandonment of existing wells in accordance with SWFWMD Rule Chapter 40D-2, shall be submitted to the EMD for review and approval prior to authorization of construction.

d. The developer shall conduct annual inspections of the surface water management system on the project site to ensure that the system is being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage or treatment for which it was designed and intended.

e. The stormwater management systems shall be designed, constructed, and maintained to meet Chapter 40D-4 of the Florida Administrative Code. At a minimum, planted littoral zones equivalent to 35 percent of the total minimum lake area shall be required and shall be concentrated at the outfall.

f. Best Management Practices* (BMP) for reducing water quality impacts, as recommended by the County* and SWFWMD in accordance with adopted regulations of these agencies, shall be implemented.

g. All on-site existing underground tanks shall be abandoned pursuant to applicable State and County* rules. All existing underground storage tanks within the project* shall be identified prior to the first PSP approval Completed.

h. An Environmental Assessment of the site shall be conducted by an Environmental Consultant to determine potential hazardous material locations (e.g., historical cattle dipping vats, underground/above ground storage tanks, or buried drums). Should evidence of hazardous material be discovered, further investigations will be required to determine the level of contamination and appropriate remediation/mitigative measures. The Environmental Assessment for the entire site shall be conducted and submitted for County review prior to the first Preliminary Site Plan approval. Development restrictions may be imposed if any contamination is discovered Completed.

C(4). Floodplains

a. All habitable structures and access roadways shall be constructed above the 100-year flood elevation.

b. Compensation for the loss of 100-year flood storage capacity shall be provided through cut and fill balance calculation and further confirmed by the no-rise certification procedure.

c. All homeowner documents, real estate disclosure forms, deeds of sale or lease agreements for land or structures in the post development 100-year flood plain on the project site of Heritage Harbour, shall be accompanied by a hazard disclosure statement generally describing the property's relative probability of damage from coastal and fresh water flooding. This disclosure shall also list potential mitigation strategies including elevation, construction of safe rooms, window protection (shutters/security film), where the builder has exceeded coastal construction codes and other potential measures to increase safety.

d. The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations.

e. Adequate maintenance easements shall be provided on Cypress Strand (major drain). Prior to dedication, the creek embankment, excluding areas remaining in their natural states, shall be stabilized through seeding, sodding, and rip rap. The Engineer shall provide as-built typical sections for the purpose of maintenance. Any alteration to the creek shall not cause a rise in the FEMA 100-year flood elevation.

C(5). Soils

a. Best Management Practices shall be employed during site preparation and construction to prevent soil erosion.

C(6). Manatee Protection

a. Prior to any marina construction, the developer shall prepare a Manatee Protection Plan. The Plan shall be approved by the Florida Fish and Wildlife Conservation Commission, the Southwest Florida Water Management District, and Manatee County Environmental Management Department. The following elements shall be included:

1. The Developer shall comply with all standard FWCC manatee construction conditions for all in-water construction.

2. A manatee education program shall be developed and implemented for all slip lessees.

3. A navigation channel shall be designated and marked with U.S. Coast Guard approved markers from the marina downstream to the I-75 Bridge prior to occupying any wet slips. The Developer shall be responsible for posting and maintaining the markers for the established channel in perpetuity, unless the Developer* obtains a commitment for posting or maintenance by an appropriate governmental agency. The Developer shall be responsible for posting and maintaining the markers from its marina to the designated main river channel in perpetuity, unless otherwise posted and/or maintained by an appropriate governmental agency.

4. A sign will be installed and maintained at the facility for boaters traveling to the Manatee River. The sign shall notify boaters of the controlling depth of the river, and request that boaters stay in the marked channel.

5. The use of the boat ramp shall be limited to lessees/owners of slips at the docking facility.

6. The maximum draft, including propeller(s) for vessels associated with this project shall be 2.5 feet or as otherwise approved through the permitting process. This requirement shall be posted at the marina and included in all homeowner's documents, real estate disclosure forms, deeds of sale, or lease agreements for land or structures.

7. Before commencement of the dry storage and boat lift, a speed zone from the I-75 Bridge to the vicinity of the east line of Section 16, Township 34 South, Range 19 East, shall be established by local ordinance and posted. The main marked channel shall be regulated at a speed, or speeds, as determined from public hearings and passing of an ordinance by the Manatee County Commission, with all other waters regulated as slow speed, minimum wake as applicable per Manatee County regulations. The Developer shall be responsible for posting and maintaining the established speed zone markers/buoys in the designated areas the Developer obtains a commitment for posting and maintenance by an appropriate governmental agency.

8. The Developer shall assist in the enforcement of the speed zone, once, established. It shall be a term of the lease of any slip that violations of the speed zone ordinance may result in the revocation of the lease. An employee will be responsible for issuing warnings to lessees who are violating the speed zone. This person will also be responsible for a revocation process of the leased slip for individuals who are cited for violating the speed zone ordinance and pay a fine or are found guilty of violating the ordinance by a court of competent jurisdiction.(Completed)

b. Except for docks whose sole purpose is to provide access to nature parks and/or picnic areas, and excluding specifically docks for individual or multiple single family use, the only docks on the site shall be at the marina if the marina is permitted.

c. The total number of boat slips allowed for this development in perpetuity shall not exceed 462. The first phase shall consist of up to a maximum of 162 wet slips and boat ramp. The second phase shall consist of up to a maximum of 300 dry slips. The second phase shall not be initiated until two years after the first phase has been completed.

D. ARCHAEOLOGICAL AND HISTORICAL RESOURCES.

D(1). The discovery of any significant historical or archaeological resources shall be reported to the Florida Division of Historical Resources and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Manatee County in accordance with Rule Chapter 9J-2 FAC.

Archaeological test excavations by a professional archaeologist shall be conducted on each such site to provide sufficient data to make a determination of significance prior to the commencement of ground-disturbing activities at the site. The final determination of significance shall be made in conjunction with the Florida Department of State, Division of Historical Resources, and the County*. The appropriate treatment of such resources (potentially including excavation of the site in accordance with the guidelines established

by the Florida Department of State, Division of Historical Resources) must be completed before resource-disturbing activities are allowed to continue.

E. WASTEWATER MANAGEMENT

E(1). The Certificate of Level of Service for wastewater must be obtained with each Final Site Plan.

F. WATER SUPPLY

F(1). The Certificate of Level of Service for water must be obtained with each Final Site Plan.

F(2). The developer shall use non-potable water, stormwater, reclaimed water (when available) for irrigation of landscaping. When available, the applicant shall use reclaimed water or another alternative source (other than the Floridan aquifer) for tee areas, fairways, greens, and common areas. Irrigation systems shall be designed, installed, and operated for maximum water use efficiency and be developed by an irrigation contractor licensed or certified by the State of Florida. The irrigation system shall include the following:

a. Irrigation zones with differing water requirements such as putting greens, tees, fairways, and common areas shall be irrigated separately.
b. Low-volume irrigation system components shall be used to the maximum extent possible.
c. High-frequency irrigation areas shall be limited to tees and greens.
d. The irrigation system shall include rain sensors with automatic rain shutoff devices which shall be installed on each controller within the irrigation system.
e. Maintenance of the irrigation system will include resetting the automatic controllers according to the season and checking, adjusting, and repairing irrigation devices to ensure optimum operating efficiency.

F(3). For the purpose of potable or reclaimed water conservation, utilization of Xeriscape landscaping principles shall be incorporated into the golf course design and other landscape areas which shall include ecologically viable portions of the site's existing native vegetation. Xeriscaped areas shall not be irrigated.

F(4). The applicant shall use the lowest quality of water available for irrigation purposes. Consideration shall be given to meeting the irrigation needs of the project with the following sources, in order of preference; (1) treated wastewater, (2) treated stormwater; (3) non-potable quality groundwater. Prior to each Final Site Plan approval, the developer shall identify the irrigation source which will be utilized. When it becomes available from Manatee County, Heritage Sound shall connect to the County's wastewater reuse system. All wells no longer needed for irrigation purposes shall be properly abandoned except for such wells as may be needed for emergency purposes.

F(5). Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, F.S.).

F(6). For the purpose of potable water conservation, installation of high-efficiency (low volume) plumbing fixtures, appliances, and other water conserving devices shall be required. The water conservation fixtures and measures (low water use toilets, shower heads, and other plumbing fixtures) referenced in the ADA shall be required.

F(7). Reserved

F(8). All irrigation wells which are not proposed for use (about 30) or are not needed for emergency purposes shall be properly sealed and abandoned prior to commencement of development in the areas where the wells are located. Additionally, an appropriately located irrigation well or wells as approved by Water Management District staff shall be tested annually for salinity.

G. SOLID/HAZARDOUS WASTE/MEDICAL WASTE

G(1). The County has determined that there exists adequate solid waste capacity to accommodate the impacts of the Project*. The Certificate of Level of Service shall be valid until November 21, 2024. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes and previously approved legislative extensions pursuant to HB 7207 and F.S. 252.363..

G(2). In the event that hazardous materials or medical waste are located on the site, they shall be handled in a manner consistent with applicable Federal, State, and Local regulations.

H. ENERGY

H(1). The energy conservation measures referenced of page 29.3 of the ADA shall be utilized as applicable (Exhibit 5).

H(2). The developer shall use xeriscape landscaping wherever possible to reduce both water and energy consumption.

I. RECREATION AND OPEN SPACE

I(1). The Project* shall contain, at a minimum, 893.9 acres of open space. The property designated for recreation purposes shall include a 37.0 acre community park open to the general public, a 4.2 acre private neighborhood park, and 250.0 acres of golf.

I(2). The Developer shall be responsible for the maintenance of all recreation and open space areas within the project site not dedicated to the County.

I(3). A system of bicycle and pedestrian trails shall be developed to link the residential, commercial and recreational areas. If bicycle trails are combined with the required sidewalk system, then it shall be designed and constructed with a minimum width of 8 feet. If it is not combined with the sidewalk, then a 4 foot wide lane shall be provided on each side of the roadway. Prior to the first residential subphase south of Port Harbour Parkway and the first residential subphase north of Port Harbour Parkway a comprehensive pedestrian/bicycle plan for each side of Port Harbour Parkway shall be submitted and approved by Manatee County.

J. PUBLIC SAFETY

J(1). The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, equipping, and staffing of emergency service facilities for police and fire services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement as to pro-rata share for each Phase*, mutually acceptable to the County and the Developer shall be

reached prior to the issuance of the first Final Site Plan or Final Plat for Vertical Development for each Phase*. The pro-rata share shall not exceed the total sum of impact fees anticipated from the Project and any pro-rata lump sum payment shall be creditable against the payment of impact fees, in accordance with applicable law. (Completed)

K. HURRICANE PREPAREDNESS

K(1). The applicant/developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, neighborhood association newsletters, model homes, commercial/office buildings, etc.

K(2). The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations recognizing the vulnerability of this site to fresh water flooding and tropical storms and hurricanes.

K(3). Prior to the first Final Site Plan for a site located either completely or partially within the Coastal Planning Area, as identified in the Comprehensive Plan, the applicant shall develop a master plan for evacuation and recovery to ensure the safe and orderly evacuation of vulnerable residents, hotel guests, and employees after an official evacuation order is issued. This plan shall include such provisions as, but not be limited to: (1) ordering all buildings in the evacuated areas closed for the duration of a hurricane evacuation order; (2) informing all residents, guests and employees of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation and re-entry/recovery plans. This plan shall be submitted to the State Land Planning Agency and the County for review and approval before approval of a Final Site Plan for habitable construction within the Coastal Planning Area. DCA shall have 45 days to comment on this plan. (Completed and attached as Exhibit 13).

K(4). Prior to the first Final Site Plan approval for any site located either completely or partially within the Coastal Planning Area for habitable construction, the applicant shall develop a master plan for mitigating the project's impacts on emergency public shelters consistent with the requirements of Rule 9J-2.0256, FAC. These measures may include, but not be limited to: construction of shelter space in accordance with ARC 4496 shelter standards; payment in lieu of construction; or participation in the upgrading of existing shelter space. The plan shall be submitted to the State Land Planning Agencyand the County for review and approval before approval of a Final Site Plan for habitable construction. DCA shall have 45 days to comment on this plan. (Completed and attached as Exhibit 13).

K(5). Notwithstanding the ability to exchange among residential unit types, per the Land Use Equivalency Matrix, no increase in multi-family or single-family semi-detached units shall be permitted in the CHHA (Coastal High Hazard Area).

L. EDUCATION

L(1). The Developer* shall mitigate potential school impacts by making a payment of $825,000.00 to the School Board, upon request (which represents a cost of $35,000.00 per acre) with a three percent (3%) adjustment per year for five years. Request for payment shall be made no earlier than the date of the issuance of the first residential Certificate of Occupancy. Payment shall be made within 30 days of request. (Completed).

L.(2) The Developer* shall fund the cost of a sidewalk from the school board property line (adjacent to the student drop off area within Heritage Harbour) to Haile Middle School and a shelter adjacent to the drop off area, upon the request of the School Board. (Completed)

N. AFFORDABLE HOUSING

N.(1) An assessment of the potential affordable housing impacts of the Project was performed as part of this NOPC. The Developer* recognizes that the statutory rules require an assessment of "affordable housing", however the TBRPC and Manatee County recognize that the potential deficit is in the area of "essential worker" or "workforce" housing as such terms are defined by the TBRPC and the Manatee County Land Development Code, respectively. Lennar HomesLCC, per their agreement with the TBRPC, shall implement the following:

a. 245 units shall qualify upon the first sale to an end user as workforce housing as defined by Manatee County Land Development Code. The sales price for such units shall be determined to qualify as workforce housing after excluding upgrades and options from the price. The maximum sales price for the workforce housing units shall be based upon current workforce sales price as established by the methodology in the Manatee County Land Development Code and may be modified each year as determined by Manatee County.

b. The Developer* shall receive a 1:1 credit for all such qualifying units built within Phase I or II from January 1, 2004 to December 31, 2012 (project build out).

c. Should the Developer* not provide the required number of affordable units, mitigation in the form of $2,000 per affordable unit not built shall be paid into the Affordable Housing Trust Fund prior to Final Site Plan approval for the 1,500th residential unit in Phase II or last residential subphase, whichever comes first.

Prior to the first Final Site Plan approval for residential development, the developer shall deposit into an escrow account, post a letter of credit or bond, in a form acceptable to Manatee County, to secure the payment for the number of unbuilt units, in the amount of $490,000. The escrowed funds shall be refunded to the developer or the bond or letter of credit released as each workforce unit is constructed.

d. As a means to monitor the progress, the applicant shall provide an accounting of the number of units that have been provided to date in each Biennial Report. . **[Required units have been constructed in compliance with this condition. Condition is no longer applicable]**

N.(2) Prior to the initiation of Phase II, the Developer* shall conduct a reanalysis of affordable housing impacts in accordance with Section 380.06(6) and utilizing a methodology acceptable to the County*and the State Land Planning Agency. (Completed)

O. GENERAL CONDITIONS

O(1). Should the Project* significantly depart from the parameters set forth in this Development Order and the ADA*, the Project* will be subject to a Substantial Deviation Review, pursuant to Section 380.06. Florida Statutes. Any change to the Project* which

meets the criteria set forth in Subsection 380.06(19), Florida Statutes shall require a hearing to determine if the change constitutes a Substantial Deviation.

O(2). The Developer's* commitments set forth in the ADA*, and, as summarized in Section 6herein, shall be honored, except as they may be superseded by specific terms of the Development Order.

O(3). Should the Developer* divest itself of all interest in the Project* prior to the expiration of the Development Order, the Developer* shall designate the successor entity to be responsible for preparation of the Annual Report, subject to approval by the County*.

O(4). Buildout shall be completed by November 21, 2022. This Development Order shall expire November 21, 2024, to allow for post-development monitoring. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O(5). The Manatee County Building and Development Services Department Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Biennial Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O(6). The Developer*, its successors, assigns or transferees, shall submit Biennial DRI Reports in accordance with Section 380.06(18), Florida Statutes* to the County*, TBRPC, the State Land Planning Agency, and other agencies, as may be appropriate, on March 21st of each year until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of the Manatee County Building and Development Services Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Building and Development Services Department Director decide further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners' hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, modification, or change of any conditions, or any terms or conditions of this Development Order. The Biennial Report shall contain the following:

a. Any change in the plan of development, or in the representation contained in the ADA, or in the phasing or land uses for the reporting year and for the next year;
b. A summary comparison of development activity proposed and actually conducted for the year;
c. 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, leased, or optioned by the Developer* adjacent to the land encompassed by the Development Order for the Project;
e. An assessment of the Developer's* and the local government's compliance with the conditions of approval contained in the DRI Development Order and the commitments that are contained in the

Application for Development Approval* and which have been identified by the County*, TBRPC, or State Land Planning Agency, 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 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 copy of any recorded notice of the adoption of a Development Order for the subsequent modification of an adopted Development Order that was recorded by the Developer* pursuant to Subsection 380.06(14)(d), Florida Statutes;

j. A statement that all persons have been sent copies of the Biennial Report in conformance with Subsection 380.06(15) and (18), Florida Statutes;

k. Progress regarding compliance with Stipulation N(1), the number of workforce housing units provided.

l. Reports and/or information pursuant to conditions B(2), B(3), C(1)h and i, C(3)d, K(3), K(4).

m. An updated map showing the locations and acreage of upland and wetland preservation.

O.(7) In the event of a Development Order appeal or other legal challenge of this Development Order by the Department of Economic Opportunity, then the Developer* shall pay all reasonable costs and fees of County* staff and attorneys relating to said appeal or legal challenge at the rate for processing this Development Order under the current Planning fee schedule. Payment of all billings by the Developer* related to such fees and costs shall be paid within forty five (45) days of submittal of an invoice.

SECTION 6. DEVELOPER COMMITMENTS.

The following are developer commitments that were set forth in the Application for Development Approval (ADA) and Sufficiency Responses (SR) which shall be honored by the developer, except as they may be superseded by specific terms of the Development Order.

VEGETATION, WILDLIFE AND WETLANDS

1. Potential (sandhill crane) nesting habitat will be preserved (SR, pg. 2.2)

2. Former potential (sandhill crane) nesting habitat will be enhanced and restored. (SR, pg. 2.2)

3. Potential (sandhill crane) foraging habitat will also be maintained. (SR, pg. 2.3)

4. The surface water management system for the project will be designed to protect potential (sandhill crane) nesting marshes from unnatural peaks in water levels that might flood nests and cause failure. (SR, pg. 2.3)

5. Potential (sandhill crane) nesting marshes... will be buffered from proximate sources of active disturbance. (SR, pg. 2.3)

6. Management of upland and wetland areas will include control or treatment of nuisance and exotic species, such as cattails, Brazilian pepper, and primrose willow. Mechanical means will be used control the height of saw palmettos in undeveloped pine flatwoods areas. Restrictive deeds and covenants to prevent unauthorized impacts from clearing, the removal of desirable vegetation, will be incorporated into the homeowner's documents or deed restrictions, which will be enforced by the applicant and successor entity. (SR, pg. 2.6)

7. Those wetlands conserved will be assured long-term conservation and protection post-development by conservation mechanisms consistent with the Manatee County Comprehensive Plan and Land Development Regulation requirements at the time of the development order. (SR, pg.2.22)

FLOODPLAINS

1. All roads, utilities, and structures will be constructed above the mapped 25-year and 100-year floodplains. (SR, pg. 2.44)

WATER SUPPLY

1. The potable water distribution system will be built to County Standards by the Developer*, and may be dedicated to Manatee County for operation and maintenance at the Developer's option with approval by the Utility Operations Department. Revised.

SOLID WASTE/HAZARDOUS WASTE/MEDICAL WASTE

1. The developer will prepare and submit a Hazardous Material Management Plan for the golf course at time of site plan application to Manatee County (SR, pg. 3.16)

POLICE AND FIRE PROTECTION

1. The developer has agreed to provide a "pro rata share" of the cost of expanding police and fire protection services to the project. Such costs could include additional Sheriff's Office personnel and an additional aerial truck for the Braden River Fire District if three or more structures are greater than 34 feet in height. (ADA, Page 25.1)

RECREATION AND OPEN SPACE

1. The developer has proposed a system of bicycle and pedestrian trails to be developed to join together the residential areas, golf course, and community park. (ADA, page 26.1)

EDUCATION

1. The developer will work with the Manatee County School Board to determine the most appropriate method to mitigate potential school facility impacts. (ADA 27.1)

2. The developer will work with the School Board to identify an appropriate site within Heritage Harbour if the School Board determines that this location will meet their long term needs. (SR 6.3)

PORTS AND MARINAS

1. No live-aboards will be allowed at the marina facility. (ADA, pg. 37.5)

2. A sewage pump-out facility will be provided for use of the residents and other boaters. (ADA, pg. 37.5)

3. Paint scraping, sanding or sandblasting, hull painting, or major engine repairs will be prohibited. Limited boat maintenance activities and minor engine repairs and servicing will be allowed, and specifically listed in the marina slip agreements (SR, pg. 7.3)

4. Fuel handling will follow the recommended elements of the Florida Clean Marina Program by providing signage and pamphlets that stress the impact from spills and fueling activities, including awareness of the fiscal responsibility a boater has if they create a spill and subsequent clean up is required. All fuel nozzles will have automatic/back-pressure/shut-off nozzles. Fueling of small cans will take place on impervious fireproof containment trays. A Fuel Response Package will contain containment booms, pads, and absorbents readily available in well-marked, easily accessible container(s). A fuel spill response plan will be prepared, and marina staff will be trained in the implementation of the plan. The provisions of the Pollution Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, will be strictly adhered to. (SR, pg. 7.2)

5. A slow speed zone from the marina to the main river channel will be posted and select interior braided channels adjacent and within the project area will be marked for slow speed only (throughout the year). The main natural river channel from the marina downstream to where the river becomes a broad system will be marked with regulation markers. (SR, pg. 7.4)

SECTION 7. LEGAL DESCRIPTION.

Development of Heritage Harbour shall be restricted to the 2,784.7 acre tract of land described below:

ALL OF SECTIONS 13, 14, 23, 24, 25, 26, 35 AND 36, TOWNSHIP 34 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, LYING NORTH OF STATE ROAD NO. 64, AS SHOWN ON STATE ROAD DEPARTMENT RIGHT-OF-WAY MAP SECTION NO. 1305-250 AND ALSO NORTH OF STATE ROAD NO. 93 (INTERSTATE 75) AS SHOWN ON DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY MAP FOR SECTION 13075-2403 AND SOUTH OF THE MEAN HIGH WATER LINE OF THE SOUTH BANK OF THE MANATEE RIVER. CONTAINING 2,397.5 ACRES MORE OR LESS. ALSO: THAT PORTION OF THE FOLLOWING DESCRIBED LAND LYING SOUTHWEST OF STATE ROAD NO. 93 (INTERSTATE 75) AND EAST OF THE EASTERLY LIMITED ACCESS RIGHT-OF-WAY LINE OF KAY ROAD AS SHOWN ON DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY MAP FOR SECTION 13075-2404, SHEET 3 OF 9: BEGIN AT THE NW CORNER OF SECTION 26, TOWNSHIP 34 SOUTH, RANGE 18 EAST RUNNING EAST 2,681.25 FEET, THENCE RUNNING SOUTH 3,769 FEET, THENCE RUNNING WEST 2,681.25 FEET, THENCE RUNNING NORTH TO THE POINT OF BEGINNING, LESS THE SOUTHERNMOST 1640.5 FEET THEREOF. CONTAINING 10.6 ACRES MORE OR LESS. ALSO: UNSURVEYED PORTION OF SECTION 12, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LYING SOUTH OF GOVERNMENT LOTS 3 AND 4; UNSURVEYED PORTION OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LESS AND EXCEPT THE FOLLOWING DESCRIBED LANDS: BEGIN AT THE NW CORNER OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 18 EAST; THENCE SOUTH TO THE WATER OF THE MANATEE RIVER, THENCE MEANDER THE WATERS OF THE MANATEE RIVER IN AN EASTERLY AND NORTHEASTERLY DIRECTION TO APOINT ON THE NORTH LINE OF SAID SECTION 13 WHICH IS ON OR NEAR THE EXTENDED EAST LINE OF U.S. GOVERNMENT LOT 1 OF

SECTION 12, TOWNSHIP 34 SOUTH, RANGE 18 EAST; THENCE WEST ALONG THE NORTH LINE OF SECTION 13 TO THE POINT OF BEGINNING; UNSURVEYED PORTION OF SECTION 14, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LESS AND EXCEPT THE FOLLOWING DESCRIBED LANDS: BEGIN AT THE NE CORNER OF SECTION 14, TOWNSHIP 34 SOUTH, RANGE 18 EAST; THENCE SOUTH TO THE WATERS OF MANATEE RIVER, THENCE MEANDER THE WATERS OF MANATEE RIVER IN A WESTERLY AND NORTHWESTERLY DIRECTION TO A POINT ON THE NORTH LINE OF SAID SECTION 14, RUN THENCE EAST ALONG THE NORTH LINE OF SAID SECTION 14 TO THE POINT OF BEGINNING; CONTAINING APPROXIMATELY 87.7 ACRES (COMPUTED BY DIGITIZING FROM AERIAL PHOTOGRAPHS THE AREA ABOVE THE APPROXIMATE MEAN HIGH WATER LINE) ALL LYING AND BEING LOCATED IN MANATEE COUNTY, FLORIDA. THE AREA OF THE ABOVE DESCRIBED LAND IS APPROXIMATELY 2,495.8 ACRES.

TOGETHER WITH (HERITAGE HARBOUR STONEYBROOK EAST):

A TRACT OR PARCEL OF LAND SITUATED IN THE STATE OF FLORIDA, COUNTY OF MANATEE, LYING IN SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, BEING A PORTION OF THE LAND DESCRIBED IN OFFICIAL RECORDS BOOK 1460, PAGES 5079 THROUGH 5083, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA, BEING FURTHER BOUNDED AND DESCRIBED AS FOLLOWS: COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 19; THENCE N.89°47'24"W. ALONG THE SOUTH LINE OF SAID SECTION 19, FOR 175.10 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE N.89°47'24"W., ALONG SAID SOUTH LINE OF SECTION 19, ALSO BEING THE NORTH BOUNDARY LINE OF LANDS OF RIVER ROAD PLANTATION (KNOWN AS PROPERTY IDENTIFICATION NUMBER 5668.0020\9 PER MANATEE COUNTY PROPERTY APPRAISER), FOR 4666.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 19; THENCE N.01°24'51"E., ALONG THE WEST LINE OF SAID SECTION 19, ALSO BEING THE EAST BOUNDARY LINES OF PLAT OF STONEYBROOK AT HERITAGE HARBOUR, SUBPHASE D, UNIT 1, AS RECORDED IN PLAT BOOK 44, PAGES 168 THROUGH 185, SAID PUBLIC RECORDS AND PLAT OF STONEYBROOK AT HERITAGE HARBOUR, SUBPHASE D, UNIT 2, AS RECORDED IN PLAT BOOK 50, PAGES 10 THROUGH 13, SAID PUBLIC RECORDS, FOR 2662.92 FEET TO THE SOUTHERLY RIGHT OF WAY LINE OF KAY ROAD (42 FOOT WIDE PUBLIC RIGHT OF WAY), A PORTION OF WHICH IS SHOWN ON PLAT OF WATERLEFE GOLF & RIVER CLUB, UNIT 5, AS RECORDED IN PLAT BOOK 37, PAGES 162 THROUGH 168, SAID PUBLIC RECORDS AND A PORTION OF WHICH IS SHOWN ON AND DESCRIBED IN OFFICIAL RECORDS BOOK 1711, PAGES 673 THROUGH 674, SAID PUBLIC RECORDS; THENCE S.89°44'37"E., ALONG SAID SOUTHERLY RIGHT OF WAY LINE AND THE NORTH LINE OF SAID PARCEL AS DESCRIBED IN OFFICIAL RECORDS BOOK 1460, PAGES 5079 THROUGH 5083, SAID PUBLIC RECORDS FOR 2398.56 FEET; THENCE S.87°54'15"E., CONTINUING ALONG SAID SOUTHERLY RIGHT OF WAY LINE AND SAID NORTH LINE, FOR 2354.69 FEET TO A POINT ON THE WESTERLY MAINTAINED RIGHT OF WAY LINE OF UPPER MANATEE RIVER ROAD (80 FOOT WIDE PUBLIC RIGHT OF WAY) AS RECORDED IN ROAD PLAT BOOK 6, PAGE 73, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA; THENCE S.00°21'37"W., ALONG SAID WESTERLY MAINTAINED RIGHT OF WAY LINE, FOR 2282.71 FEET TO THE NORTHEAST CORNER OF LANDS OF VIRGINIA MOORE (KNOWN AS PROPERTY IDENTIFICATION NUMBER 5469.0000/2 PER MANATEE COUNTY PROPERTY APPRAISER); THENCE N.89°53'12"W., ALONG THE NORTHERLY BOUNDARY LINE OF SAID LANDS, FOR 135.10 FEET; THENCE S.00°22'23"W., ALONG THE WESTERLY BOUNDARY LINE OF SAID LANDS, FOR 299.98 FEET TO THE SOUTHWEST CORNER OF SAID LANDS AND THE POINT OF BEGINNING. CONTAINING 12,578,452.9 SQUARE FEET OR 288.76 ACRES, MORE OR LESS. BEARINGS ARE BASED THE WEST LINE OF SECTION 19 AS BEARING N.01°24'51"E. TO COINCIDE WITH THE EASTERLY BOUNDARY LINE OF THE HERITAGE

HARBOUR DEVELOPMENT TO THE WEST (SHOWN ON SAID PLAT OF STONEYBROOK AT HERITAGE HARBOUR, SUBPHASE D, UNIT 1 AND PLAT OF STONEYBROOK AT HERITAGE HARBOUR, SUBPHASE D, UNIT 2).

SECTION 8. COMMENCEMENT OF DEVELOPMENT.

Physical development of the Project* has commenced. If any five year period shall expire without significant additional physical development activity on the site, the BOCC may conduct a public hearing in accordance with the Land Development Code after appropriate notice to the Developer* and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer. For purposes of this provision, "physical development" shall be the actual construction of buildings or infrastructure by the Developer* that is approved on a Final Site Plan or Plat for the Project*.

SECTION 9. RESTRICTIONS ON DOWN-ZONING.

Prior to the buildout date of this Development Order, the County shall not down-zone or reduce the intensity or unit density permitted by this Development Order, unless the County can demonstrate that:

1. substantial changes in the conditions underlying the approval of the Development Order have occurred; or

2. the Development Order was based upon substantially inaccurate information provided by the Developer; or

3. the change is clearly established by the County to be essential for the public health, safety, or welfare, or

4. the development is not proceeding in a timely manner, pursuant to Section 8.

Any down-zoning or reduction in intensity shall be effected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For purposes of this Development Order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this Development Order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer by this Development Order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 10. BINDING ORDER UPON DEVELOPER AND COUNTY.

This Development Order shall be binding upon the Developer, Owners, the County, and upon the Developer's and Owner's grantees, successors, and assigns.

SECTION 11. COMPLIANCE WITH CODES AND ORDINANCES.

All development undertaken pursuant to this Development Order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 12. RENDITION.

The Building and Development Services Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the BOCC approval to the Developer, STATE LAND PLANNING AGENCY, and TBRPC.

SECTION 13. NOTICE OF RECORDING.

The Developer shall record a notice of adoption of this Development Order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Building and Development Services Department a copy of the recorded notice.

SECTION 14. SEVERABILITY.

It is the intent of this Development Order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this Development Order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provision or portion shall be deemed null and void, but all remaining provisions and portions of this Development Order shall remain in full force and effect.

SECTION 15. EFFECTIVE DATE.

This Ordinance shall become effective upon filing of a certified copy with the Department of State; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said of appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 00-19, as amended by Ordinance 03-25, Ordinance 08-33, Ordinance 10-37 and Ordinance 11-31, during the pendency of any appeal.

PASSED AND DULY ADOPTED WITH A QUORUM PRESENT AND VOTING BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA THIS 4th DAY of SEPTEMBER, 2014.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: _____
Larry Bustle, Chairman

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

By: _____
Deputy Clerk

EXHIBITS 1, 4, 7, 8, 9, 10, 11, and 12

ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 00-19, APPROVED ON MARCH 21, 2000.

EXHIBIT 13

IS NOT ATTACHED BUT IS ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 03-25, APPROVED ON JUNE 17, 2003.

EXHIBITS 2, 3, 5, and 14

ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 08-33, APPROVED ON MARCH 11, 2008.

EXHIBIT16

IS NOT ATTACHED BUT IS ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 10-37, APPROVED ON JUNE 3, 2010.

EXHIBITS 6 and 15

ARE ATTACHED AND TITLED AS FOLLOWS:

Ex. 6:	Map H – Master Development Plan
Ex. 15:	Land Use Equivalency Matrix

EXHIBIT #15

Land Use Equivalency Matrix

Land Use Equivalency Rates and Minimum/Maximum Development Thresholds For Parcels 19 and 20					
Change To→ / **Change From↓**	Hotel (1Room)	Commercial/Retail (1,000 SF)	Office (1,000 SF)	Minimum	Maximum
Hotel (1 Room)	---	171.5 SF	396 SF	80 rooms	300 rooms
Commercial/Retail (1,000 SF)	5.8 Rooms	---	2,308.3 SF	540,000 SF	683,000 SF
Office (1,000 SF)	2.5 Rooms	433.2 SF	---	0 SF	100,000 SF

Note: 1 Hotel Room equates to 171.5 SF of Commercial/Retail or 396 SF of Office
1,000 SF of Commercial/Retail equates to 5.8 Hotel Rooms or 2,308.3 SF of Office
1,000 SF of Office equates to 2.5 Hotel Rooms or 433.2 SF of Commercial/Retail
Any land use exchanges will not exceed the substantial deviation thresholds set forth in FS.380.06(19)(b).

Land Use Equivalency Rates and Minimum/Maximum Development Thresholds For Residential Uses					
Change To→ / **Change From↓**	Single Family Detached	Single Family Attached	Multi Family	Minimum	Maximum
Single Family Detached (1 Unit)	---	1.97 Units	1.38 Units	1,816	2,724
Single Family Attached (1 Unit)	0.51 Unit	---	0.70 Unit	912	1,368
Multi Family (1 Unit)	0.73 Unit	1.44 Units	---	1,272	1,908

Notes: (1) The above unit type exchange rates are based on the gross trip generation numbers as determined using the mostly recently approved Traffic Impact Statement for the Project (dated December 2009). Pursuant to such study, each Single Family Detached Unit generates 0.77 gross PM peak hour trip; each Single Family Attached Unit generates 0.39 gross PM peak hour trip; and each Multi-Family Unit generates 0.56 gross PM peak hour trip. Such generation rates are specific to this Project and are not generally applicable.

(2) Example: Upon surrendering 1 Single Family Detached Unit, the Developer would be able to add up to 1.97 Single Family Attached Units, 1.38 Multi-Family Units, or a pro rata combination thereof.

Exhibit 6

STATE OF FLORIDA COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 16th day of September 2014
R.B. SHORE
Clerk of Circuit Court
By: [signature] D.C.

CIRCUIT COURT · SEAL · MANATEE COUNTY · FLORIDA

MAP H

MASTER DEVELOPMENT PLAN
HERITAGE HARBOUR
A DEVELOPMENT OF REGIONAL IMPACT

Banks Engineering
Professional Engineers, Planners, & Land Surveyors
SARASOTA • PORT CHARLOTTE • FORT MYERS • NAPLES

LEGAL DESCRIPTION

MANATEE RIVER

#240

MANATEE COUNTY
FLORIDA

February 4, 2013

Charles Mann
Pavese Law Firm
1833 Hendry Street
Fort Meyers, Florida 33901

Re: **Heritage Harbour DRI # 24**
Request: Extensions for Tolling and Extensions of Permits and other Authorizations Under Executive Orders for Tropical Storm Debby (12-140, 12-192,12-217); and Executive Order for Tropical Storm Isaac (12-199)
Project Number: PDMU-98-08(G)(R5)/Ord 11-31(EXT2) DTS #: 20130019

Dear Mr. Mann:

In 2012 the Florida Legislature authorized the tolling of permits for the duration of a state of emergency declared by the Governor and for an additional six (6) month time period after termination of the emergency for both Tropical Storm Debby and Tropical Storm Isaac.

Florida Statute Section 252.363 *"Tolling and extension of permits and other authorizations." This statute allows for the tolling and extension to the expiration of a development order issued by a local government, the expiration of a building permit and to developments of regional impact build out dates (and other defined permits and development orders) for emergency declarations covering the time period for the declaration and six months following the tolled period.*

Tropical Storm Debby: (Executive Orders 12-140, 12-192, and 12-217):

- On June 25, 2012, a State of Emergency (Executive Order 12-140) was declared for Tropical Storm Debby. The emergency declaration applied statewide and was for a period of 60 days. The State of Emergency initially extended through August 24, 2012. On August 20, 2012, Executive Order Number 12-192 extended the State of Emergency for thirty days from August 20 to September 19, 2012 for the following Counties: Baker, Bradford, Charlotte, Citrus, Clay, Collier, Columbia, Dixie, Duval, Franklin, Gilchrist, Gulf, Hamilton, Hernando, Highlands, Hillsborough, Jefferson, Lafayette, Lee, Levy, Liberty, Madison, Manatee, Nassau, Pasco, Pinellas, Polk, Putnam, Santa Rosa, Sarasota, Suwannee, Taylor, Union, and Wakulla Counties. On September 19, 2012, Executive Order Number 12-217 extended again the State of Emergency for 5 additional days from September 19, 2012 to September 24, 2012 for the following Counties: Baker, Bradford, Charlotte, Citrus, Clay, Collier, Columbia, Dixie, Duval, Franklin, Gilchrist, Gulf, Hamilton, Hernando, Highlands, Hillsborough,

Jefferson, Lafayette, Lee, Levy, Liberty, Madison, Manatee, Nassau, Pasco, Pinellas, Polk, Putnam, Santa Rosa, Sarasota, Suwannee, Taylor, Union, and Wakulla Counties.

- The deadline for notification (request) is December 23, 2012.
- Extension length of the tolling period and the six month extension (FS.252.363) cumulative with the tolling for Executive Order 12 -140, 12-192, and 12-217 is 91 days and six months (FS 252.363)

Tropical Storm Isaac (Executive Order 12-199):

- On August 25, 2012, a State of Emergency (Executive Order 12-199) was declared for Tropical Storm Isaac. The emergency declaration applied statewide and was for a period of 60 days. The State of Emergency initially extended through October 24, 2012.
- The deadline for notification to the Manatee County is January 22, 2013.
- Since you have applied for an extension pursuant to both Tropical Storm Debby and Isaac, only the tolling period for Isaac that has not "overlapped" with the tolling period for Tropical Storm Debby, and the six month period (FS 252.363)
- Extension length of the tolling period and the six month extension (FS.252.363) cumulative with the tolling for Executive Order 12 -199 is 30 days and six months.

You have applied for extensions of your development approvals for Tolling and Extension of Permits and other Authorizations under Executive Orders 12-140, 12-192, 12-217 and 12-199 pursuant to Florida Statutes Section 252.363 relative to the Heritage Harbour Development of Regional Impact (DRI). Manatee County has determined that if you make a proper application and meet the other requirements of the law, then the deadlines are extended for the length of the tolling period and a six month period extension for each emergency declaration – totaling a 1 year and 121 day extension. As you have made an application and the development otherwise qualifies, your deadlines for the Heritage Harbour DRI Ordinance and its associated General Development Plan are eligible for the extension and have been extended as follows, with the dates set forth below reflecting the previous HB 7207, Wildfire extension (EO 11-128, 11-172, 11-202), and the additional Tropical Storm Debby and Isaac extensions (EO 12-140, 12-192, 12-217 and 12-199):

Ordinance No. 11-31		
Expiration	**Current Date**	**Executive Orders Tropical Storm Debby and Isaac Extended Date**
Phase I Buildout (Table 1)	Nov. 21, 2017	03/22/2019
Phase II Buildout (Table 1)	Nov. 21, 2022	03/21/2024
Affordable Housing (Condition N.(1) b.)	Nov. 21, 2022	03/21/2024
Final Buildout (Condition 0.(4), Ord. No. 11-31)	Nov. 21, 2022	03/21/2024
DRI Expiration (Condition 0.(4), Ord. No. 11-31)	Nov. 20, 2024	03/21/2026

PDMU-98-08(G)(R5)		
Expiration	**Current Date**	**Executive Orders Tropical Storm Debby and Isaac Extended Dates**
Phase I Buildout (Table 1)	Nov. 21, 2017	03/22/2019
Phase II Buildout (Table 1)	Nov. 21, 2022	03/21/2024
Affordable Housing (Condition N.(1)b.)	Nov. 21, 2022	03/21/2024

The extensions reflected above for the Heritage Harbour DRI Development Order and Zoning Ordinance are also hereby confirmed for those corresponding dates shown on the associated Map H and the General Development Plan, respectively. At the next NOPC or amendment to the DRI, the development order and zoning ordinance will need to be updated to reflect these new dates. By copy of this letter to the Tampa Bay Regional Planning Agency, I ask them to note these changed dates by placing a copy of this letter in their files. A copy of this letter will also be placed in all our DRI files to document the extensions and all future GDP, NOPC, or Substantial Deviation requests will recognize the extensions.

This approval of the extensions encompassed within the Heritage Harbour DRI #24 shall not constitute a waiver by the County of any claims or defenses or the right to raise any defects in any present or future causes of action related to the Heritage Harbour DRI #24, including without limitation, Circuit Court Case No. 2011- CA-7533.

Please contact me should you have any questions regarding the above information.

Sincerely,

Lisa Barrett

Lisa Barrett
Planning Division Manager

/sa

cc: John Meyer, Tampa Bay Regional Planning Agency (email)
Sarah Schenk, County Attorney's Office (email)
Katie Labarr, AICP – Building and Development Services (email)

#240

LEWIS LONGMAN & WALKER | P.A.
ATTORNEYS AT LAW

Reply to: Bradenton

September 27, 2012

Via U.S. Mail

Mr. John M. Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
4000 Gateway Centre Blvd.
Suite 100
Pinellas Park, FL 33782

Ms. Brenda Winningham
Regional Program Administrator
Florida Department of Economic Planning
And Development
107 East Madison Street
Caldwell Building, MSC 160
Tallahassee, FL 32399

Re: Notice of Conversion of Commercial/Retail to Multi-Family Under the Land Use Equivalency Matrix
LLW Matter No.: 3983-001

Dear Mr. Meyer and Ms. Winningham:

This letter shall serve as LNR Heritage Harbour, LLLP's ("LNR"), the property owner of Parcels 19 and 20, written notice of the proposed conversion under the Land Use Equivalency Matrix (LUEM) pursuant to section B (11) of Ordinance 11-31 of the Heritage Harbor DRI (#240). Specifically, LNR wants to convert 63,063 square feet of commercial/retail into 350 multi-family units. This calculation is based on 1,000 sq feet of commercial retail equates to 5.55 dwelling units of multi-family, and thus,

> 350 DU sought / (5.55 DU per 1,000 sq ft commercial retail) = 63.063 * 1,000 sq ft commercial/retail = 63,063 square feet of commercial/retail.

As we discussed earlier with John Meyer of the Tampa Bay Regional Planning Council and as evidenced by section B (10) of Ordinance 11-31 of the Heritage Harbor DRI, multi-family is an approved potential land use of Parcels 19 and 20. With this conversion, the Development Totals in Table 1 of Ordinance 11-31 of the Heritage Harbor DRI, should be adjusted as follows:

CATEGORY	ACREAGE[1]	PHASE I[3] 2000-2012*	PHASE II[2] 2004-2017*	TOTAL
Commercial	154.0			
Retail[4]		300,000 s.f.	488,837 s.f.	788,837 s.f.
Office[4]		103,250 s.f.	66,750 s.f.	170,000 s.f.
Hotel[4]		150 rooms	150 rooms	300 rooms
ACLF		0	600 beds	600 beds
Residential[5]	1282.6			
Single family detached		1,290 units	980 units	2,270 units
Single family attached/semi-attached		500 units	640 units	1,140 units
Multi-family		760 units	1,180 units	1,940 units
Total Residential Units		2,550 units	2,450 units	5,000 units
Marina	12.0	162 wet slips	300 dry slips	462 slips
Recreational Open Space	501.4			
Golf Course		36 holes	9 holes	45 holes
Park		41.2 acres		41.2 acres
Telecommunication Facility				
Institutional	10.3	7.5 acres	2.8 acres	10.3 acres
Arterial/Collectors ROW	67.9			
Lakes	223.4			
Wetlands	519.2			
Mitigation	33.8			

* December 30 of referenced year for Phase I and Phase II.

1 Acreage figures subject to adjustment due to final survey and platting, surveyed jurisdictional determinations, permit survey data, etc.

2 The Phase I and II buildout dates include the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

3 Per CLOS issued by Manatee County which expires on December 31, 2017.

4 Development minimum and maximums for Parcels 19 and 20 shall per the Land Use Equivalency Matrix (LUEM) included as Exhibit 15.

5 Residential units may be exchanged among the types of approved units per the Land Use Equivalency Matrix (LUEM) included as Exhibit 15.

Please contact me if you have any questions or concerns. Thank you for your time and attention to this matter.

Sincerely,
LEWIS, LONGMAN & WALKER, P.A.

Jennifer R. Cowan

JRC/jme

cc: Bob Agrusa, Manatee County Planning (Via E-Mail) bob.agrusa@mymanatee.org
Robert Schmitt, AICP, Manatee County Planning (Via E-Mail) robert.schmitt@mymanatee.org

#240

MANATEE COUNTY
FLORIDA

May 22, 2012

Caleb Grimes, Esquire
Grimes, Goebel, Grimes, Hawkins, Gladfelter & Galvano, P.L.
1023 Manatee Avenue West
Bradenton, Florida 34205

Re: **Heritage Harbour DRI # 24 - Revised**
Revised to include language regarding Circuit Court Case No. 2011- CA-7533
Request for Extension Pursuant to House Bill 7207 (HB 7207) & FS 252.363 - Tolling & Extension of Permits
Project Number: PDMU-98-08(G)(R5)/Ord 11-31(EXT) DTS #: 20110457

Dear Mr. Grimes:

During the 2011 legislative session, the Florida Legislature approved a growth management bill (HB 7207) that included a four year extension, at the option of the developer, of all commencement, phase, buildout and expiration dates for projects that are currently valid Developments of Regional Impact (DRIs) regardless of any previous extensions. The legislation further states that the extension is not a substantial deviation, is not subject to further DRI review, and may not be considered when determining whether a subsequent extension is a substantial deviation. The legislation requires notification in writing to the local government prior to December 31, 2011 in order to receive the extensions.

Also, in 2011 the Florida Legislature authorized the tolling of permits for the duration of a state of emergency declared by the Governor and for an additional six (6) month time period after termination of the emergency. On June 13, 2011, a State of Emergency (Executive Order 11-128) was declared for concerns with wildfires. The State of Emergency initially extended through August 12, 2011. On August 5, 2011, Executive Order Number 11-172 extended the State of Emergency for sixty days from August 5 to October 4, 2011. On October 4, 2011 Executive Order Number 11-202 extended the State of Emergency another thirty days to November 3. The State of Emergency terminated on November 3, 2011. Section 252.363, F.S., allows the developer of the development of regional impact 90 days after the termination of the emergency declaration to notify the local government of their intent to exercise the tolling and extension provided. For the wildfire emergency declarations the deadline for this notification is February 1, 2012. The length of the tolling and the six month extension is 10 months and 21 days (326 days total). This statute allows for the tolling and extension of development of regional impact buildout dates (and other defined permits and development orders) for emergency declarations covering the time period for the declaration and six months following the tolled period.

You have applied for extensions of your development approvals under HB 7207 and FS 252.363 relative to the Heritage Harbour Development of Regional Impact (DRI). Manatee County has

determined that if you make a proper application and meet the other requirements of the law, then the deadlines are extended for the length of the tolling and the six month extension is 10 months and 21 days (326 days total) under FS 252.363 and 4 years under HB 7207. As you have made an application and the development otherwise qualifies, your deadlines for the Heritage Harbour North DRI Ordinance 11-31and its associated Zoning Ordinance/General Development Plan PDMU-98-08(G)(R5) are eligible for the extension and have been extended as follows, with the dates set forth below reflecting HB 7207 and F.S. 252.363 extensions:

Ordinance No. 11-31			
Expiration	**Current Date**	**HB 7207 Extended Date**	**FS 252.363 Date**
Phase I Buildout (Table 1)	Dec. 30,2012	Dec. 30, 2016	Nov. 21, 2017
Phase II Buildout (Table 1)	Dec. 30, 2017	Dec. 30, 2021	Nov. 21, 2022
Affordable Housing (Condition N.(1) b.)	Dec. 30, 2017	Dec. 30, 2021	Nov. 21, 2022
Final Buildout (Condition 0.(4), Ord. No. 11-31)	Dec. 30, 2017	Dec. 30, 2021	Nov. 21, 2022
DRI Expiration (Condition 0.(4), Ord. No. 11-31)	Dec. 30, 2019	Dec. 30, 2023	Nov. 20, 2024

PDMU-98-08(G)(R5)			
Expiration	**Current Date**	**HB 7207 Extended Date**	**FS 252.363 Date**
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Phase II Buildout (Table 1)	Dec. 30, 2017	Dec. 30, 2021	Nov. 21, 2022
Affordable Housing (Condition N.(1)b.)	Dec. 30, 2017	Dec. 30, 2021	Nov. 21, 2022

Please accept this letter as confirmation of the extensions. At the next NOPC for your DRI, the development order and zoning ordinance will need to be updated to reflect these new dates. By copy of this letter to the Tampa Bay Regional Planning Agency, I ask them to note these changed dates by placing a copy of this letter in their files. A copy of this letter will also be placed in all our DRI files to document the extensions and all future GDP, NOPC, or Substantial Deviation requests will recognize the extensions.

This approval of the extensions encompassed within the Heritage Harbour DRI #24 shall not constitute a waiver by the County of any claims or defenses or the right to raise any defects in any present or future causes of action related to the Heritage Harbour DRI #24, including without limitation, Circuit Court Case No. 2011- CA-7533.

Please contact me should you have any questions regarding the above information.

Sincerely,

Katie LaBarr

Katie LaBarr, AICP
Principal Planner

KL/sa

cc: John Meyer, Tampa Bay Regional Planning Agency
Lisa Barrett, Planning Manager – Manatee County

MANATEE COUNTY
FLORIDA

May 21, 2012

Caleb Grimes, Esquire
Grimes, Goebel, Grimes, Hawkins, Gladfelter & Galvano, P.L.
1023 Manatee Avenue West
Bradenton, Florida 34205

Re: **Heritage Harbour DRI # 24**
Request for Extension Pursuant to House Bill 7207 (HB 7207) & FS 252.363 - Tolling & Extension of Permits
Project Number: PDMU-98-08(G)(R5)/Ord 11-31(EXT) DTS #: 20110457

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Final Buildout (Condition 0.(4), Ord. No. 11-31)	Dec. 30, 2017	Dec. 30, 2021	Nov. 21, 2022
DRI Expiration (Condition 0.(4), Ord. No. 11-31)	Dec. 30, 2019	Dec. 30, 2023	Nov. 20, 2024

PDMU-98-08(G)(R5)			
Expiration	**Current Date**	**HB 7207 Extended Date**	**FS 252.363 Date**
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Please contact me should you have any questions regarding the above information.

Sincerely,

Katie LaBarr, AICP
Principal Planner

KL/sa

cc: John Meyer, Tampa Bay Regional Planning Agency
Lisa Barrett, Planning Manager – Manatee County

#240

MANATEE COUNTY
FLORIDA

Certified Mail #7000 0600 0024 5577 4393

November 21, 2011

Mr. John Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
4000 Gateway Centre Boulevard, Suite 100
Pinellas Park, Florida 33782

Re: Development Order for Heritage Harbour DRI – Ordinance 11-31

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 11-31, the DRI Development Order for Development Order for Heritage Harbour DRI, as adopted in open session by the Manatee County Board of County Commissioners on October 6, 2011, as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941)748-4501, extension 6878.

Sincerely,

Bobbi Roy
Planning Coordinator

/br
Enclosure

Building & Development Services Department
Mailing Address: P. O. Box 1000 Street Address: 1112 Manatee Avenue West, Bradenton, FL 34206-1000
WEB: *www.mymanatee.org* * PHONE: 941.748.4501 * FAX: 941.749.3071

LARRY BUSTLE * MICHAEL GALLEN * JOHN R. CHAPPIE * ROBIN DiSABATINO * DONNA HAYES * CAROL WHITMORE * JOE McCLASH
District 1 *District 2* *District 3* *District 4* *District 5* *District 6* *District 7*

FILED
2011 OCT 17 PM 2:03
TALLAHASSEE, FLORIDA

ORDINANCE NO. 11-31

DEVELOPMENT OF REGIONAL IMPACT

DRI # 24, HERITAGE HARBOUR

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA REGARDING LAND DEVELOPMENT, RENDERING AN AMENDED AND RESTATED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR THE HERITAGE HARBOUR DEVELOPMENT OF REGIONAL IMPACT (ORDINANCE 10-47); A/K/A TBRPC DRI #240; INCLUDING A DETERMINATION OF WHETHER THE FOLLOWING CHANGES CONSTITUTE A SUBSTANTIAL DEVIATION TO THE HERITAGE HARBOUR DEVELOPMENT OF REGIONAL IMPACT (DRI) IN RESPONSE TO THE OWNER'S SUBMITAL OF A NOTICE OF PROPOSED CHANGE (NOPC): 1) AN EXTENSION TO THE EXPIRATION DATE OF THE CERTIFICATE OF LEVEL OF SERVICE, 2) AN EXTENSION TO THE BUILDOUT DATE AND THE DEVELOPMENT ORDER EXPIRATION DATE, 3) AN EXTENSION TO THE BUILDOUT DATE FOR PHASE II, AND 4) AN AMENDMENT TO THE LAND USE EQUIVALENCY MATRIX; PROVIDING FOR DEVELOPMENT APPROVAL, CONDITIONS, AND OBLIGATIONS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on March 21, 2000, the Board of County Commissioners ("BOCC") approved Ordinance 00-19, a Development Order ("DO") for the Heritage Sound DRI for a planned mixed use development on approximately 2,495.8 acres; and

WHEREAS, on June 17, 2003, the BOCC approved Ordinance 03-25, approving amendments to the DO for Heritage Harbour, which amendments were found not to be a substantial deviation to the originally approved DO; and

WHEREAS, on March 11, 2008, the BOCC approved Ordinance 08-33, approving amendments to the DO for Heritage Harbour, which amendments were found not to be a substantial deviation to the originally approved DO; and

WHEREAS, on June 3, 2010, the BOCC approved Ordinance 10-47, approving amendments to the DO for Heritage Harbour, which amendments were found not to be a substantial deviation to the originally approved DO; and

WHEREAS, on May 20, 2011, Lennar Homes, LLC filed a Notice of Proposed Change (hereinafter "NOPC") to authorize the extension of the CLOS and the Phase 2 buildout date by periods of four years, 11 months, and 30 days to December 30, 2017, the extension of the development order expiration by a period of four years, 11 months, and 30 days, to December 30, 2019, and to allow for the limited conversion of residential uses; and

WHEREAS, the Tampa Bay Regional Planning Council, State Land Planning Agency, and Manatee County were provided copies of the NOPC by Lennar Homes, LLC and were, therefore, afforded the opportunity to comment on the proposed changes; and

WHEREAS, the described project* lies within the unincorporated area of Manatee County; and

WHEREAS, the BOCC as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve NOPC amendments for an approved DRI; and

WHEREAS, the public notice requirements of Manatee County and Chapter 380, Florida Statutes, have been adhered to and satisfied; and

WHEREAS, the Manatee County Planning Commission held a public hearing September 8, 2011, has reviewed the NOPC and filed a recommendation on the NOPC with the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners has received and considered the report and recommendation of the Tampa Bay Regional Planning Council (TBRPC); and

WHEREAS, the Board of County Commissioners held a duly noticed public hearing on October 6, 2011 on the NOPC and has solicited, received, and considered all testimony reports, comments, evidence, and recommendations from interested citizens, County agencies, the applicant, and the review and report of the Manatee County Planning Department.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA:

SECTION 1. AMENDMENT AND RESTATEMENT OF DEVELOPMENT ORDER FOR DRI #24, ORDINANCE10-47.

Ordinance 10-47 is hereby amended and restated in its entirety below. This Ordinance shall constitute the amended and restated Development Order for the Heritage Harbour Development of Regional Impact. The prior Development Orders shall be superseded by this Ordinance. Provided this amendment shall not be construed to terminate the rights of the Developer, if any, granted under Section 163.3167(8), Florida Statutes, to the extent such rights have been previously granted and are not specifically herein or otherwise modified or amended.

SECTION 2. FINDINGS OF FACT.

The Board of County Commissioners, after considering the testimony, evidence, documentation, Notice of Proposed Change for an amended DO, the recommendation and findings of the Planning Commission, as well as all other matters presented to the Board of County Commissioners at the public hearing herein referenced, hereby makes the following findings of fact:

A. All recitals proceeding Section 1 of this Ordinance are adopted as findings of fact.

B. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to amend Zoning Ordinance PDMU-98-08(Z)(G)(R5) and the General Development Plan for the entire 2,784.7± acre project.

C. The Board of County Commissioners has received and considered the recommendation of the Manatee County Planning Commission concerning the NOPC and the application of Zoning Ordinance Amendment as it relates to the real property described in Section7 of this Ordinance, pursuant to Section 380.06, Florida Statutes. The report was rendered on September 8, 2011, following a public hearing.

D. The BOCC held a public hearing on October 6, 2011, regarding the NOPC and the proposed Zoning Ordinance Amendment, in accordance with the requirements of the

Manatee County Land Development Code (Ordinance 90-01, as amended) and the Manatee County Comprehensive Plan (Ordinance 89-01, as amended) and has further considered the testimony, comments, and information received at the public hearing.

E. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

F. The Comprehensive Plan requires a Certificate of Level of Service to be issued for water, wastewater, solid waste, parks and recreation, roadways, transit, and drainage in compliance with state requirements.

G. This Development Order is issued based on information provided by the Developer in the original ADA (with their sufficiency responses), this NOPC, public hearing testimony; data, information and recommendations provided by the Planning Commission and Building and Development Services Department Department, and ensures continued compliance with the Manatee County Comprehensive Plan.

H. Subject to the Development Order Conditions listed in Section 4, the County has determined that adequate Levels of Service exist until December 31, 2017, for 5,000 residential units (single and multi-family units); 851,900 square feet of retail commercial; 170,000 square feet of office; 300 hotel rooms; 462 slip marina; 45 hole golf course; 600 bed ACLF accessory residential support and public community uses on 10.3 acres; and 41.2 acres of park for each of the subject categories listed in 1.F., above. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

I. The real property which is the subject of this NOPC and Development Order is legally described in Section 7 of this Ordinance.

J. The existing and proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

K. The authorized agent for Lennar Homes, LLC. is Darin McMurray, Vice-President, 700 NW 107th Ave., Ste 400, Miami, FL 33172.

L. The Owner and Master Developer of the property is Lennar Homes, LLC.

M. The Owner of Parcels 19 and 20 is LNR Heritage Harbour, LLLP, David Welch, Vice President, LNR Heritage Harbour, LLLP.

N. A comprehensive review of the impacts generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Board of County Commissioners, TBRPC, and State Land Planning Agencyin conjunction with the original ADA, sufficiency responses, the NOPC, and this Development Order.

O. The property is zoned Planned Development Mixed Use (PDMU) and portions of the site are located in the Coastal High Hazard Overlay (CH).

SECTION 3. CONCLUSIONS OF LAW.

A. Based upon the previous Findings of Fact and the following conditions of DO Approval, the BOCC concluded that:

1. The Development is consistent with local land development regulations, the State Comprehensive Plan, the Comprehensive Regional Policy Plan, the Manatee County Comprehensive Plan (Ordinance 89-01, as amended), and previous local government approvals.

2. The Development, as proposed in the NOPC, has been found to be consistent with the report and recommendations of TBRPC issued on June 17, 2011.

B. These proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. The review by the County, TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA, as amended by the NOPC. To the extent that the ADA and NOPC is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this Development Order is included as Table 1.

D. Pursuant to Section 380.06(19), F. S., the changes proposed pursuant to the NOPC submitted on May 20, 2011 and approved with conditions pursuant to Ordinance –11-31 are presumed to be a Substantial Deviation, however, have been rebutted and determined not to constitute a Substantial Deviation requiring further Development of Regional Impact review.

SECTION 4. DEFINITIONS.

A. "Acceptable Level of Service" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the Highway Capacity Manual (1994), TRB Special Report 209, or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor.

B. "Application" and "Application for Development Approval" or "ADA" shall mean Heritage Sound's DRI ADA submitted on October 30, 1998 and sufficiency responses submitted on March 25, 1999 and May 19, 1999, the response to the second sufficiency comments dated May 17, 1999 and submitted on May 19, 1999, and the NOPC submitted on March 4, 2002 and amended on October 4, 2002, December 17, 2002, and March 5, 2003, the NOPC submitted on June 29, 2004, and amended on December 21, 2004, September 27, 2005, May 5, 2006, August 8, 2006, and November 27, 2006, and the NOPC submitted on October 19, 2009.

C. "Best Management Practices" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code.

D. "Concurrent" shall mean that public facilities and services are available within a "reasonable time frame", as defined in the Manatee County Comprehensive Plan, to serve/mitigate the Development's* impacts. A reasonable time frame for transportation facilities shall be roadways or roadway improvements that are scheduled for construction completion within the first two years of the Manatee County Comprehensive Plan Capital Improvements Element, or roadways or roadway improvements currently under construction or scheduled for construction completion within the first two years of FDOT's Adopted Five-Year Work Program. In addition, roadways or roadway improvements to be constructed pursuant to a local government development agreement shall be deemed to be within a reasonable time frame if the agreement is in compliance with the standards of Rule 9J-5.0055(2)(a)4., F.A.C. and the agreement guarantees that the necessary facilities will be in place when the impacts of the development occur.

E. "County" shall mean the Board of County Commissioners for Manatee County, or their designee(s).

F "County Transportation Authority" shall mean the County entity responsible for roadway approvals.

G. "Developer" and "Master Developer" shall mean Lennar Homes, LLC., its heirs, assigns, designees, agents, and successors in interest as to the Heritage Harbour DRI.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary Site Plan, Preliminary Plat, Final Plat, and Final Site Plan process or Construction Drawing approval where site plans or subdivision plats are not required.

I. "Funding Commitments" shall mean to assure completion of any improvement required by this Development Order, or any combination of the following:

1. binding commitments for actual construction with a posting of a cash bond, irrevocable letter of credit, or other financial instrument, in a form satisfactory to the County; or

2. actual construction; or

3. the placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required, as long as the improvement is within the first two years of the responsible entity's work plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. a local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development.

J. "Horizontal Development" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadways, drainage, water, sewer, communications, utilities, etc.).

K. "Master Development Plan" shall mean Revised Map H, dated, September 2009attached as Exhibit 6 and incorporated by reference.

L. "Net New External p.m. Peak Hour Project Trips" shall mean the total trip generation using the ITE Trip Generation Manual, 6th Edition, less the internal capture and pass-by captured trips.

M. "Owner" shall mean Lennar Homes, LLC., its heirs assigns, designees, agents, and successors in interest.

N. "Phase*" shall mean the development totals listed in Table 1 below.

O. Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

P. "Project" shall mean the land uses by area, square footage, density, and phase described in the ADA*, and as modified in Table 1, to be constructed on the real property described in Section 3 herein.

Q. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Manatee County adopted Level of Service. This area is generally depicted on Figure 21.1 (Exhibit 7) which was submitted with the ADA.

R. "Vertical Development" shall mean and be deemed to include the construction of or the addition to any existing structure.

S. "Warranted" shall mean a determination by the County, or FDOT for state roads (unless the improvement is identified as a "local improvement"), based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order. All reserved vehicle trips on the roadway segment or intersection shall be counted regardless of their source in making this determination.

T. "Wetland" shall mean any wetland under the jurisdictional limits defined by Chapter 62-340, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined by Chapter 40D-4, FAC, and implemented by the Southwest Florida Water Management District.

The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

Note: An asterisk (*) in the text of this Development Order denotes that the word is defined.

SECTION 5. DEVELOPMENT CONDITIONS.

A. DEVELOPMENT APPROVAL AND LEVEL OF SERVICE CERTIFICATE CONDITIONS

A(1). This Development Order approval shall constitute approval of the ADA subject to the conditions set forth herein and shall be limited to the development amounts set forth in Table 1, below.

A(2). Development totals of the Development* are specifically approved subject to the conditions found within the Development Order. The Developer has demonstrated the

availability of adequate infrastructure and the ability to meet Acceptable Levels of Service for roadways, solid waste service, mass transit, drainage, and parks and recreation. The Certificate of Level of Service for the Project* shall be valid until December 30, 2017. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

A(3). Preliminary and Final Site Plan Applications shall be reviewed for compliance with this Development Order and shall be subject to the requirements of the Manatee County Comprehensive Plan and Land Development Code, in effect at the time of such site plan application, which are not specifically addressed in this Development Order or are not inconsistent with this Development Order.

A(4). The ADA, sufficiency responses, and this NOPC are hereby incorporated by reference.

A(5). The applicant may apply for a General Development Plan amendment to allow Telecommunication Facility shown on Map H, between the existing lake and I-75, without requiring an amendment to the D.O. Any such General Development Plan application shall be reviewed for consistency with all the existing criteria in the Comprehensive Plan and Land Development Code. The Board and staff have not reviewed any such General Development Plan application and have not determined whether the use is appropriate other than that the state and regional considerations have been met.

TABLE 1 - Development Totals

TYPE OF DEVELOPMENT: Multi-Use Development.
LOCATION: Northeast of the intersection of I-75 and SR 64.
TOTAL DEVELOPMENT AMOUNTS:

CATEGORY	ACREAGE[1]	PHASE I[3] 2000-2012*	PHASE II[2] 2004-2017*	TOTAL
Commercial	154.0			
Retail[4]		300,000 s.f.	551,900 s.f.	851,900 s.f.
Office[4] Hotel[4]		103,250 s.f 150 rooms	66,750 s.f. 150 rooms	170,000 s.f. 300 rooms
ACLF		0	600 beds	600 beds
Residential[5]	1282.6			
Single family detached		1,290 units	980 units	2,270 units
Single family attached/ semi-attached		500 units	640 units	1,140 units
Multi-family		760 units	830 units	1,590 units
Total Residential Units		2,550 units	2,450 units	5,000 units
Marina	12.0	162 wet slips	300 dry slips	462 slips
Recreational Open Space	501.4			
Golf Course		36 holes	9 holes	45 holes

Park		41.2 acres		41.2 acres
Telecommunication Facility				
Institutional	10.3	7.5 acres	2.8 acres	10.3 acres
Arterial/Collectors ROW	67.9			
Lakes	223.4			
Wetlands	519.2			
Mitigation	33.8			

* December 30 of referenced year for Phase I and Phase II.

1 Acreage figures subject to adjustment due to final survey and platting, surveyed jurisdictional determinations, permit survey data, etc.

2 The Phase I and II buildout dates include the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

3 Per CLOS issued by Manatee County which expires on December 31, 2017.

4 Development minimum and maximums for Parcels 19 and 20 shall be per the Land Use Equivalency Matrix (LUEM) included as Exhibit 15.

5 Residential units may be exchanged among the types of approved units per the Land Use Equivalency Matrix (LUEM) included as Exhibit 15.

B. TRANSPORTATION CONDITIONS

B(1). The following roadway and intersection improvements shall be required or mitigated as part of Phases I and 2. The Developer* shall, at the time of each application for Preliminary Site Plan* approval, furnish to the County* an accurate, up to date report of the amount of development, defined in terms of net new external p.m. peak hour trips*, identified in the DRI documentation, which has previously been permitted in the Project*. For Parcels 19 and 20, new external p.m. peak hour project trips shall be based on the trip rates adjusted for pass-by and internal capture as established by Exhibit 16, "Parcels 19 and 20 P.M. Peak Hour Project Trip Generation Comparison." The Developer* shall not be entitled to a Preliminary Site Plan* approval which would result in the cumulative number of net new external p.m. peak hour trips for the Project* to exceed the applicable net external p.m. peak hour project trip* thresholds set forth in Table 2 unless Funding Commitments* from Responsible Entities* have been obtained to ensure that the improvements required are in place Concurrent* with such Preliminary Site Plan.

TABLE 2
Required Improvements

Intersection	Required Improvement	Impact Fee Creditable	When Required
a. I-75 West-ramps/SR-64	Signalize when warranted (completed)	No	Notes 1&4
b. I-75 East-ramps/SR-64	(1) Signalize when warranted (2) Reconfigure northbound off-ramp and provide a second right-turn lane. (all improvements completed)	No Yes	Notes 1&4
c. SR-64 and Lena Road	(1) Signalize when warranted (2) Eastbound left-turn lane	No No	Notes 1&4

	(3) Westbound right-turn lane (4) Southbound exclusive left-turn lane (5) Southbound shared through/right-turn lane (All improvements completed)	No No No	
d. SR-64/Kay Road	(1) Retrofit the existing Southbound approach (N. Leg) of Kay Road (local Improvement). (2) Extend the Eastbound left-turn lane to 520 feet. (3) Westbound right-turn lane (length 300 feet) (Local Improvement) (4) Signalize when warranted (5) Southbound right-turn lane (local improvement) (All improvements completed)	Note 2 Yes Note 2 No Note 2	Notes 2&4
e. Grand Harbour Pkway/SR-64	(1) Dual Eastbound left-turn lanes (completed) (2) Westbound right-turn lane (completed) (3) Exclusive Southbound right-turn lane (completed) (4) Exclusive Southbound left-turn lane (completed) (5) Signalize when warranted (completed) (6) Westbound left-turn lane (completed)	No No No No No Yes	Notes 1&4
f. River Heritage Blvd/SR-64	(1) Directional Eastbound left-turn lanes (completed) (2) Westbound right-turn lane (completed) (3) Exclusive Southbound right-turn lane (completed) (4) Signalized when warranted	No No No No	Notes 1&4
g. SR/64/Lakewood Ranch Blvd/Upper Manatee River Rd.	(1) Northbound left-turn lane (completed) (2) Southbound right-turn lane (local improvement) (completed)	Yes	Notes 3&4
h. SR70/I-75 ramps	(1) Signalize when warranted(local improvement) (completed)	No	
i. I-75 & SR 64 interchange	Contribute $190,000 for construction costs (completed)	No	
Roadway	**Requirement Improvement**	**Impact Fee**	**When**

		Creditable	Required
a. SR-64 from I-75 to Lena Rd	Widen to 4-lanes (completed)	Yes	Notes 1&4
b. SR 64 from Kay Rd to Lena Road	Develop and implement a time based coordinated signal system (local improvement) (completed)	No	Concurrent with signal installation
c. SR 64 from 39th St. E to Kay Road	Widen from 4 to 6 lanes	Yes	See Stipulation B(8)
d. Port Harbour Parkway	Extend from its current terminus to Upper Manatee River Road	Yes	See Stipulations B(5) and B(8)

All improvements on state roads are subject to FDOT approval.

Note 1: The Developer* shall be responsible for design, permitting, and construction of this improvement within thirty-six (36) months of the date upon which Ordinance 00-19 became non-appealable (the date for construction of these improvements has been extended pursuant to an agreement with Manatee County. The Developer* or its Assignees shall be entitled to receive transportation impact fee credits for these improvements as defined in Table 2 above.

Note 2: The existing south approach (north leg) of Kay Road shall be relocated further west to form a typical four-legged intersection with the existing T-intersection at 60th Street Court East (completed). Right-of-way, design, and required permits shall be provided by the County* (completed). The Developer* shall only be responsible for funding and implementing the construction of the improvement and the County*shall reimburse the Developer* for all costs associated with construction of the Local Improvement portions of this improvement. Should Manatee County fail to obtain the required right-of-way and the appropriate permits and complete the design, prior to the commencement of Phase II, the Developer* shall not be prevented from continuing development, provided that when the County does obtain right-of-way and permits and complete design, the Developer* begins construction of this improvement within 6 months. This intersection improvement (regional improvements 2 and 4) shall be eligible to receive transportation impact fee credits. All local improvements (1, 3, and 5) shall be subject to the Reimbursement Agreement between the County* and the Developer*.

Note 3: The Developer* shall be responsible for design, permitting, and construction of this improvement prior to exceedance of 2,474 p.m. peak hour net new external project trips* (completed). The Developer* or its Assignees shall be entitled to receive transportation impact fee credits for these improvements as defined in Table 2 above.

Note 4: These improvements shall be funded by the Developer* via the posting of a bond in a form and manner acceptable to the County*. The bond for Intersection Improvements a., b., c., e., and f., and both Roadway Improvements (a., and b.) shall be posted prior to the receipt of the first permit allowing for Vertical Development*. The bond for Intersection Improvement d. shall be posted the earlier of completion of right-of-way acquisition, design and permitting or December 1, 2004. The bond for Intersection Improvement g. shall be posted the earlier of July 1, 2004 or upon reaching 2,474 p.m. peak hour net new external project trips*. The Developer,* unless otherwise specified herein, shall be responsible for negotiation for, and acquisition of any right-of-way necessary to accomplish this requirement. The Developer* shall be responsible for all fees and costs associated with the purchase of right-of-way, unless otherwise specified herein. If the Developer* is unable to acquire the right-of-way through a negotiated purchase, then the County* shall use it's power of eminent domain to acquire the necessary right-of-way. If condemnation is required, the Developer* shall be responsible for all associated costs with the litigation and reimburse the County, unless otherwise specified herein. Progress regarding completion of this improvement shall be included in each Annual Report. The Developer* shall provide documentation regarding such progress and provide an updated schedule of completion addressing design, right-of-way acquisition, permitting and construction. The County* shall determine the reasonableness of each updated schedule. Should the updated schedule require an extension of time for the completion of the improvement due to right-of-way acquisition or permitting, the County* shall determine if an extension of time is acceptable and if an amendment to this Zoning Ordinance is required (All right of way has been acquired).

B(2). When Certificates of Occupancy have been issued for 2,000 residential units, or the equivalent thereof in terms of net new external p.m. peak hour project trips, an annual monitoring program to provide peak hour counts at the Project* entrances shall be instituted to verify that the projected number of external trips for the Project* are not exceeded. Counts shall continue on an annual basis through buildout. This information shall be supplied in the required Annual Report. If the Annual Report indicates the total trips exceed projected counts by more than 15%, Manatee County shall conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes

and may amend the Development Order to change or require additional roadway improvements. If an Annual Report is not submitted within thirty (30) days of its due date, Manatee County may conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes and may amend the Development Order to change or require additional roadway improvements. The results of the study may also serve as a basis for the Developer* or reviewing agencies to request Development Order amendments. Such a variance shall be presumed to be a substantial deviation unless the developer rebuts this presumption by clear and convincing evidence. If the variance is determined to be a Substantial Deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Florida Statutes shall be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

B(3). When Certificates of Occupancy have been issued for 2,000 residential units or the equivalent thereof, in terms of trip generation, the Developer* shall prepare a Transportation Systems Management (TSM) program. The plan shall be reviewed by Manatee County, Metropolitan Planning Organization, Florida Department of Transportation (FDOT), and TBRPC.

The TSM program shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of the TSM measures. Results of the TSM program shall be included in the Annual Report.

If the Annual Report indicates the total peak hour trips are not being diverted reasonably commensurate with those anticipated, Manatee County shall decide whether to conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes for the purpose of determining amendments or other requirements to be added to the Development Order to change TSM objectives or require additional roadway improvements. The results of the TSM study may serve as a basis for the Developer* or reviewing agencies to request Development Order amendment. The TSM program shall seek to implement and will be measured by the TSM objectives and policies set forth in the Florida Transportation Plan and shall include, but shall not be limited to:

POLICY: Promote ride sharing by private and public sector employees.

OBJECTIVES:

--Increase urban peak automobile occupancy rates by 10% by 2002 through expanded ride sharing efforts.

--Increase peak hours occupancy rates for transit and other high-occupancy modes of transportation by 20% by 2002.

B(4). Prior to the first Final Plat, or Certificate of Occupancy if platting is not required, the developer shall dedicate right-of-way along its entire frontage to accommodate the future six laning of State Road 64. (Completed) The Developer or its assignees shall be entitled to receive full transportation impact fee credit for the dedication as defined in Table 2. (Completed) The construction of model homes and the sales center shall be exempt from this condition if the Developer* does not have title to the property to be dedicated at the time a Final Plat or Certificate of Occupancy is issued for model homes or the sales center.

B(5). **Prior to commencement of Phase II, the developer shall dedicate 100 feet of right-of-way and construct Port Harbour Parkway as a two-lane thoroughfare roadway, including sidewalks, bike lanes, appropriate intersection improvements and associated retention, from its I-75 terminus to the eastern boundary of the original 2,485 acre tract. (Completed)**

For that portion of Port Harbour Parkway on the north side of the 288 acre addition (Parcel 35), adjacent to where the Waterlefe project previously dedicated 42 feet of right-of-way, the Developer shall dedicate the necessary remaining right-of-way to achieve a total width of 105 feet for the eastern most 500 foot segment and 100 feet for the remaining segment, prior to the first Final Plat approval in Parcel 35.

This segment of Port Harbour Parkway shall be completed as a two lane divided roadway (outer lanes) with bike lanes and sidewalks and include the ultimate configuration of Port Harbour Parkway at the intersection of Upper Manatee River Road as set forth in Stipulation in B(3). Temporary striping shall be utilized until the full intersection improvements are made by the county.

B(6). The developer shall provide easement(s) to Manatee County to allow for attenuation and treatment of all stormwater from the planned build-out conditions (6-lane thoroughfare roadway with intersection improvements and sidewalks) for half of Upper Manatee River Road. A Drainage, Maintenance, and Access Easement shall also be provided to Manatee County for conveyance of stormwater from Upper Manatee River Road to the stormwater pond. The Drainage-Maintenance Access Easement shall be on clear and level ground and free of obstructions, including any landscaping in addition to the roadway buffer. Manatee County shall be responsible for the construction of the drainage conveyance improvements, the restoration of the roadway buffer and the maintenance of the free flow of the drainage conveyance. The pond within the stormwater easement shall not be a bonded improvement. Prior to Final Plat approval for the first plat abutting Upper Manatee River Road, the easements shall be approved by the Property Management Department and recorded in the Public Records and the developer shall submit to the Public Works Department the SWFWMD approval letter demonstrating that the approved stormwater pond has been designed with the capacity to accommodate the drainage for the build-out of Port Harbour Parkway as described above. Completion of the above improvements by Manatee County shall not require any further authorization from the developer or Home Owners Association.

B (7) **The original development order provided for construction of a frontage/access road to the Timberlane RV Park. In lieu of this frontage/access road the developer shall provide the following alternative:**

1. **Once S.R. 64 construction begins, the contractor shall maintain safe access to Timberlane RV Park pursuant to FDOT rules. Once the right turn lane set forth in #1 below is constructed, the right turn deceleration lane shall be maintained during construction, while the existing SR 64 pavement is being utilized for traffic.**

2. **The alternative access through Heritage Harbour will be as indicated on Map A, entitled Timberlane Access.**

3. **Alternative access through Heritage Harbour shall be facilitated with signage agreed to by Harbourvest and Timberlane, in conformance to FDOT and Manatee County sign regulations. (Note: Guidance signs will not be permitted on FDOT R.O.W.)**

4. Timberlane shall provide a letter to FDOT indicating their satisfaction with alternative proposed. (Completed)

5. If this alternative is selected, Harbourvest shall be responsible for the costs it has incurred to date associated with the construction of the frontage road. Any legally recognizable costs of the adjacent property owner (Musgrave) which are the result of the County's use of eminent domain, shall be the County's responsibility.

As part of this alternative, Timberlane RV will be responsible for the following prior to their Certificate of Occupancy:

1. A right-turn deceleration lane with a 12-foot lane for 100-feet and a 200-foot taper shall be in place on SR 64 prior to the opening of the Timberlane RV Park.

2. The deceleration lane shall be built according to the appropriate FDOT standards and shall be approved by FDOT and Manatee County.

3. Timberlane shall provide visitors information relative to traffic circulation.

B(8). The County has identified the construction of Port Harbour Parkway from its current terminus to the Upper Manatee River Road (or the alternative project as identified in #3 below) ("PFSM Project") as a benefit to a regionally significant transportation facility. Such construction will be in conformance with the provisions set forth below in this Section B(8) and will satisfy the mitigation requirements of Section 163.3180(12) Florida Statutes.

a. Developer* will enter into an agreement with the County in which the Developer* will commit:

1. to pay to the County its proportionate fair share mitigation "PFSM" for transportation impacts prior to the first Final Site Plan for any residential development in Phase II to assure construction of the PFSM Project. The PFSM has been calculated to be $2,775,500.00;

2. to dedicate to the County the right-of-way necessary to complete the construction of Port Harbour Parkway, and for Upper Manatee River Road as depicted on the General Development Plan at the request of the County and to waive impact fee credits for such right-of-way dedication;

3. to construct Port Harbour Parkway (the PFSM Project), the cost of which has been determined to be in excess of the PFSM, within 5 years of the approval date of this ordinance, utilizing funds from the PFSM payment to the County as well as additional contributions from the Developer; and

4. to post a bond or letter of credit in the amount of the difference between the PFSM and the costs of the construction of the PFSM Project, as estimated by Developer's engineer and approved by the County, securing such commitment, prior to the approval of the first Final Site Plan for any residential development in Phase II.

The effective date of the agreement will be approximately 45 days after execution to allow for statutory lag time (appeal period, etc.). If the developer transfers a substantial portion of the project to a contract purchaser, the contract purchaser shall also be a party to the agreement.

b. Upon entering into the agreement, the Developer* will be issued a Certificate of Level of Service ("CLOS") for Phase II. The CLOS shall allow Developer to proceed with construction of the commercial development of Phase II of the Project* immediately and with construction of residential units in Phase II upon payment of the PFSM and posting of the bond or letter of credit, but no earlier than January 1, 2010 (except for model homes which may proceed immediately after entering into the agreement).

c. Initially, the PFSM Project identified for construction will be Port Harbour Parkway as set forth above. However, the County will retain the option to reprogram the Developer's contributions (PFSM payment and financial equivalent of commitment to complete Port Harbour Parkway) to another major project (possible SR 64 if it can be used to forward-fund state construction dollars).

d. In the event the County elects to use the PFSM for a project other than Port Harbour Parkway, Developer shall construct Port Harbour Parkway within one year of the Final Site Plan approval of the 1500th unit in Phase II. Prior to approval of the Final Site Plan for the 1500th unit in Phase II the Developer shall post security assuring such construction. Impact fees paid by Phase II of the development shall be earmarked by the County for such construction and shall be used for such construction.

e. The Developer will receive impact fee credits for 100% of the Developers PFSM payment and cost of construction of the PFSM Project, but will waive impact fee credits for the donation of right-of-way for Port Harbour Parkway.

B(9). The developer shall provide easement(s) to Manatee County to allow for attenuation and treatment of all stormwater from the planned build-out conditions (4-lane thoroughfare roadway with intersection improvements and sidewalks) for both sides of Port Harbour Parkway. A Drainage, Maintenance, and Access Easement shall also be provided to Manatee County for conveyance of stormwater from Port Harbour Parkway to the stormwater pond. The Drainage-Maintenance Access Easement shall be on clear and level ground and free of obstructions, including any landscaping in addition to the roadway buffer. Manatee County shall be responsible for the construction of the drainage conveyance improvements, the restoration of the roadway buffer and the maintenance of the free flow of the drainage conveyance. The pond within the stormwater easement shall not be a bonded improvement. Prior to Final Plat approval for the first plat abutting Upper Manatee River Road, the easements shall be approved by the Property Management Department and recorded in the Public Records and the developer shall submit to the Public Works Department the SWFWMD approval letter demonstrating that the approved stormwater pond has been designed with the capacity to accommodate the drainage for the build-out of Port Harbour Parkway as described above. Completion of the above improvements by Manatee County shall not require any further authorization from the developer or Home Owners Association.

B(10) Parcel 19 is approved for 80,000 square feet of Commercial/ Multifamily/Office and Parcel 20 is approved for 564,900 square feet and 300 rooms of Commercial/ Multifamily/Office, and Hotel uses. Allowable commercial square footage can transfer between these two parcels 19 & 20. Development minimum and maximums for Parcels 19 and 20 shall be per the Land Use Equivalency Matrix (LUEM) included as Exhibit 15 of this Development Order.

B(11) Land Use Equivalency Matrices (LUEM) for Parcels 19 and 20 and Residential uses are included as Exhibit 15 of this Development Order. The Tampa Bay Regional Planning

Council and the Florida Department of Community Affairs will have a minimum 14-day maximum 21-day review period of any/all proposed conversions of the LUEM prior to approval by Manatee County. The applicant shall provide written notice to the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs of all proposed conversions under the LUEM and submit proof of such notice to Manatee County prior to approval by Manatee County of such conversions in accordance with this section. In addition, all future conversions shall be duly noted within the subsequent Annual Report submitted for the project.

C. ENVIRONMENT

C(1). Vegetation, Wildlife, and Wetlands

a. In the event that any additional state or federally-listed species are discovered on-site during project development, the developer shall immediately notify the Florida Fish and Wildlife Conservation Commission and Manatee County EMD and implement the appropriate measures for species conservation as recommended by the Florida Fish and Wildlife Conservation Commission.

b. A management plan for the project, consistent with Policy 3.3.2.2 of the Comprehensive Plan, for removal of nuisance and exotic species, shall be developed by the applicant and approved by Manatee County prior to the first Final Site Plan approval for the project. (Completed)

c. Prior to approval of any Final Subdivision Plat (or Plan if Platting is not required), the Developer* shall record Land Development covenants or deed restrictions designed to prevent homeowner's activities from degrading habitat.

d. Wetland buffers along the Manatee River, [the river as shown on Map F (Exhibit 1)], tidal creeks and islands shall be a minimum width of 50'. Wetland buffers adjacent to the marina shall be consistent with the Land Development Code and Comprehensive Plan. All other buffers shall be a minimum width of 30 feet, unless otherwise approved by the EMD, consistent with the Comprehensive Plan and Land Development Code.

e. Upland buffers between on-site wetlands, marshes, streams or rivers and any type of development or land alteration shall be delineated with temporary construction fencing prior to construction to allow these areas to be maintained with existing native vegetation or be replanted with native, transitional zone or upland vegetation. All wetland buffers shall have signage posted depicting the purpose and intent of the buffer. Signage text and location shall be approved by the Director of the Environmental Management Department. The use of pesticides, herbicides, or fertilizers, unless part of an approved nuisance and exotic management plan, shall be prohibited in these buffers and the wetlands they protect.

f. The Developer* shall submit a wetland management and mitigation plan to the County* for approval prior to, or concurrent with Preliminary Site Plan applications. This plan shall address, but not be limited to, identification of wetlands on-site, wetlands to be preserved, proposed wetland alterations, a detailed mitigation plan, control of on- and off-site water quality, methods for

hydro period maintenance with a detailed narrative, and preliminary plans for mitigated or significantly enhanced wetlands.

g. Post-development wetlands, conservation tracts, and mitigation areas shall be regarded as preservation areas for the purpose of protecting their natural attributes. These areas shall be placed under conservation easements conveyed to Manatee County consistent with the restrictions on development provided for in Section 719 of the Land Development Code.

h. The maximum amount of wetland impacts shall not exceed the total listed in Table 13.4, revised October 2006, attached as Exhibit 2. However, at time of Preliminary Site Plan approval, all proposed wetland impacts shall demonstrate compliance with minimization, avoidance, and mitigation, pursuant to the Comprehensive Plan, prior to authorization of any wetland impacts.

i. The native upland plant community quantities committed to be preserved in Table 12-2 of the NOPC application dated May, 2004 (Exhibit 3) shall include 75 percent of the pine flatwoods and pine-mesic oak community located adjacent to the Manatee River and its tributaries, mangrove swamps, and saltwater marshes.

j. As shown in Table 12-2 of the NOPC application dated May, 2004 (Exhibit 3), 38 acres of upland forested communities shall be preserved to provide habitat for the Sherman's fox squirrel.

k. Concurrent with the construction of the internal roadways adjacent to Mitigation Area 6 and the associated wetlands shown on Exhibit 12, the Developer shall construct a fence which will be a minimum of four feet in height and of chain link or a similar material that will prevent passage of young sandhill crane chicks. The general location and extent of the fence is shown on Exhibit 12. (Completed)

C(2). Air Quality

a. Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

b. Best Management Practices shall be employed during site preparation and construction to minimize air quality impacts.

c. Any open burning conducted on site as part of land clearing activities shall be permitted by EMD.

d. A Fugitive Dust Abatement Plan shall be submitted by the Applicant and approved prior to approval of the next Preliminary Site Plan.

C(3). Water Quality and Stormwater Management

a. An Integrated Pest Management Plan (IPMP) shall be developed and approved by Manatee County prior to the first Final Site Plan Completed. The IPMP shall address the following items:
   (1) Fertilizer/pesticide/herbicide/application;
   (2) Golf course pest management methods and procedures; and
   (3) Related quality control and assurance procedures.

A training manual shall be developed as part of the IPMP for maintenance personnel and made available on site at all times.

b. The Developer shall implement the surface and ground water monitoring plan in accordance with the Heritage Sound Water Quality Monitoring Plan included as Appendix 14 S.1 in the Heritage Sound DRI Application for Development Approval Sufficiency Response dated March 1999 (Exhibit 10), and as amended for the Moore's Dairy site in accordance with the Water Quality Monitoring Plan approved by the Manatee County Environmental Management Department (MCEMD) on October 11, 2005 and included as Section IV in the Heritage Harbour DRI Notice of Proposed Change 2nd Sufficiency Response dated September 2005, unless otherwise modified with the approval of the Environmental Management Department.

c. There shall be no individual groundwater wells associated with single or multi-family residences allowed within the development. This requirement shall be noted in all homeowner documents and disclosure statements. The location and well size of existing wells shall be indicated on each Preliminary Site Plan submitted for the project. A Well Management Plan, for the proper rehabilitation/abandonment of existing wells in accordance with SWFWMD Rule Chapter 40D-2, shall be submitted to the EMD for review and approval prior to authorization of construction.

d. The developer shall conduct annual inspections of the surface water management system on the project site to ensure that the system is being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage or treatment for which it was designed and intended.

e. The stormwater management systems shall be designed, constructed, and maintained to meet Chapter 40D-4 of the Florida Administrative Code. At a minimum, planted littoral zones equivalent to 35 percent of the total minimum lake area shall be required and shall be concentrated at the outfall.

f. Best Management Practices* (BMP) for reducing water quality impacts, as recommended by the County* and SWFWMD in accordance with adopted regulations of these agencies, shall be implemented.

g. All on-site existing underground tanks shall be abandoned pursuant to applicable State and County* rules. All existing underground storage tanks within the project* shall be identified prior to the first PSP approval Completed.

h. An Environmental Assessment of the site shall be conducted by an Environmental Consultant to determine potential hazardous material locations (e.g., historical cattle dipping vats, underground/above ground storage tanks, or buried drums). Should evidence of hazardous material be discovered, further investigations will be required to determine the level of contamination and appropriate remediation/mitigative measures. The Environmental Assessment for the entire site shall be conducted and submitted for County review prior to the first Preliminary Site Plan approval. Development restrictions may be imposed if any contamination is discovered Completed.

C(4). Floodplains

a. All habitable structures and access roadways shall be constructed above the 100-year flood elevation.

b. Compensation for the loss of 100-year flood storage capacity shall be provided through cut and fill balance calculation and further confirmed by the no-rise certification procedure.

c. All homeowner documents, real estate disclosure forms, deeds of sale or lease agreements for land or structures in the post development 100-year flood plain on the project site of Heritage Harbour, shall be accompanied by a hazard disclosure statement generally describing the property's relative probability of damage from coastal and fresh water flooding. This disclosure shall also list potential mitigation strategies including elevation, construction of safe rooms, window protection (shutters/security film), where the builder has exceeded coastal construction codes and other potential measures to increase safety.

d. The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations.

e. Adequate maintenance easements shall be provided on Cypress Strand (major drain). Prior to dedication, the creek embankment, excluding areas remaining in their natural states, shall be stabilized through seeding, sodding, and rip rap. The Engineer shall provide as-built typical sections for the purpose of maintenance. Any alteration to the creek shall not cause a rise in the FEMA 100-year flood elevation.

C(5). Soils

a. Best Management Practices shall be employed during site preparation and construction to prevent soil erosion.

C(6). Manatee Protection

a. Prior to any marina construction, the developer shall prepare a Manatee Protection Plan. The Plan shall be approved by the Florida Fish and Wildlife Conservation Commission, the Southwest Florida Water Management District, and Manatee County Environmental Management Department. The following elements shall be included:

1. The Developer shall comply with all standard FWCC manatee construction conditions for all in-water construction.

2. A manatee education program shall be developed and implemented for all slip lessees.

3. A navigation channel shall be designated and marked with U.S. Coast Guard approved markers from the marina downstream to the I-75 Bridge prior to occupying any wet slips. The Developer shall be responsible for posting and maintaining the markers for the established channel in perpetuity, unless the Developer* obtains a commitment for posting or maintenance by an appropriate governmental agency. The Developer

shall be responsible for posting and maintaining the markers from its marina to the designated main river channel in perpetuity, unless otherwise posted and/or maintained by an appropriate governmental agency.

4. A sign will be installed and maintained at the facility for boaters traveling to the Manatee River. The sign shall notify boaters of the controlling depth of the river, and request that boaters stay in the marked channel.

5. The use of the boat ramp shall be limited to lessees/owners of slips at the docking facility.

6. The maximum draft, including propeller(s) for vessels associated with this project shall be 2.5 feet or as otherwise approved through the permitting process. This requirement shall be posted at the marina and included in all homeowner's documents, real estate disclosure forms, deeds of sale, or lease agreements for land or structures.

7. Before commencement of the dry storage and boat lift, a speed zone from the I-75 Bridge to the vicinity of the east line of Section 16, Township 34 South, Range 19 East, shall be established by local ordinance and posted. The main marked channel shall be regulated at a speed, or speeds, as determined from public hearings and passing of an ordinance by the Manatee County Commission, with all other waters regulated as slow speed, minimum wake as applicable per Manatee County regulations. The Developer shall be responsible for posting and maintaining the established speed zone markers/buoys in the designated areas the Developer obtains a commitment for posting and maintenance by an appropriate governmental agency.

8. The Developer shall assist in the enforcement of the speed zone, once, established. It shall be a term of the lease of any slip that violations of the speed zone ordinance may result in the revocation of the lease. An employee will be responsible for issuing warnings to lessees who are violating the speed zone. This person will also be responsible for a revocation process of the leased slip for individuals who are cited for violating the speed zone ordinance and pay a fine or are found guilty of violating the ordinance by a court of competent jurisdiction.

b. Except for docks whose sole purpose is to provide access to nature parks and/or picnic areas, and excluding specifically docks for individual or multiple single family use, the only docks on the site shall be at the marina if the marina is permitted.

c. The total number of boat slips allowed for this development in perpetuity shall not exceed 462. The first phase shall consist of up to a maximum of 162 wet slips and boat ramp. The second phase shall consist of up to a maximum of 300 dry slips. The second phase shall not be initiated until two years after the first phase has been completed.

D. ARCHAEOLOGICAL AND HISTORICAL RESOURCES.

D(1). The discovery of any significant historical or archaeological resources shall be reported to the Florida Division of Historical Resources and the disposition of such resources

shall be determined in cooperation with the Division of Historical Resources and Manatee County in accordance with Rule Chapter 9J-2 FAC.

Archaeological test excavations by a professional archaeologist shall be conducted on each such site to provide sufficient data to make a determination of significance prior to the commencement of ground-disturbing activities at the site. The final determination of significance shall be made in conjunction with the Florida Department of State, Division of Historical Resources, and the County*. The appropriate treatment of such resources (potentially including excavation of the site in accordance with the guidelines established by the Florida Department of State, Division of Historical Resources) must be completed before resource-disturbing activities are allowed to continue.

E. WASTEWATER MANAGEMENT

E(1). The Certificate of Level of Service for wastewater must be obtained with each Final Site Plan.

F. WATER SUPPLY

F(1). The Certificate of Level of Service for water must be obtained with each Final Site Plan.

F(2). The developer shall use non-potable water, stormwater, reclaimed water (when available) for irrigation of landscaping. When available, the applicant shall use reclaimed water or another alternative source (other than the Floridan aquifer) for tee areas, fairways, greens, and common areas. Irrigation systems shall be designed, installed, and operated for maximum water use efficiency and be developed by an irrigation contractor licensed or certified by the State of Florida. The irrigation system shall include the following:

a. Irrigation zones with differing water requirements such as putting greens, tees, fairways, and common areas shall be irrigated separately.
b. Low-volume irrigation system components shall be used to the maximum extent possible.
c. High-frequency irrigation areas shall be limited to tees and greens.
d. The irrigation system shall include rain sensors with automatic rain shutoff devices which shall be installed on each controller within the irrigation system.
e. Maintenance of the irrigation system will include resetting the automatic controllers according to the season and checking, adjusting, and repairing irrigation devices to ensure optimum operating efficiency.

F(3). For the purpose of potable or reclaimed water conservation, utilization of Xeriscape landscaping principles shall be incorporated into the golf course design and other landscape areas which shall include ecologically viable portions of the site's existing native vegetation. Xeriscaped areas shall not be irrigated.

F(4). The applicant shall use the lowest quality of water available for irrigation purposes. Consideration shall be given to meeting the irrigation needs of the project with the following sources, in order of preference; (1) treated wastewater, (2) treated stormwater; (3) non-potable quality groundwater. Prior to each Final Site Plan approval, the developer shall identify the irrigation source which will be utilized. When it becomes available from Manatee County, Heritage Sound shall connect to the County's wastewater reuse system. All wells no longer needed for irrigation purposes shall be properly abandoned except for such wells as may be needed for emergency purposes.

F(5). Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, F.S.).

F(6). For the purpose of potable water conservation, installation of high-efficiency (low volume) plumbing fixtures, appliances, and other water conserving devices shall be required. The water conservation fixtures and measures (low water use toilets, shower heads, and other plumbing fixtures) referenced in the ADA shall be required.

F(7). Reserved

F(8). All irrigation wells which are not proposed for use (about 30) or are not needed for emergency purposes shall be properly sealed and abandoned prior to commencement of development in the areas where the wells are located. Additionally, an appropriately located irrigation well or wells as approved by Water Management District staff shall be tested annually for salinity.

G. SOLID/HAZARDOUS WASTE/MEDICAL WASTE

G(1). The County has determined that there exists adequate solid waste capacity to accommodate the impacts of the Project*. The Certificate of Level of Service shall be valid until December30, 2017. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

G(2). In the event that hazardous materials or medical waste are located on the site, they shall be handled in a manner consistent with applicable Federal, State, and Local regulations.

H. ENERGY

H(1). The energy conservation measures referenced of page 29.3 of the ADA shall be utilized as applicable (Exhibit 5).

H(2). The developer shall use xeriscape landscaping wherever possible to reduce both water and energy consumption.

I. RECREATION AND OPEN SPACE

I(1). The Project* shall contain, at a minimum, 893.9 acres of open space. The property designated for recreation purposes shall include a 37.0 acre community park open to the general public, a 4.2 acre private neighborhood park, a 12.0 acre marina, and 250.0 acres of golf.

I(2). The Developer shall be responsible for the maintenance of all recreation and open space areas within the project site not dedicated to the County.

I(3). A system of bicycle and pedestrian trails shall be developed to link the residential, commercial and recreational areas. If bicycle trails are combined with the required sidewalk system, then it shall be designed and constructed with a minimum width of 8 feet. If it is not combined with the sidewalk, then a 4 foot wide lane shall be provided on each side of the roadway. Prior to the first residential subphase south of Port Harbour Parkway and the first residential subphase north of Port Harbour Parkway a comprehensive pedestrian/bicycle plan for each side of Port Harbour Parkway shall be submitted and approved by Manatee County.

J. PUBLIC SAFETY

J(1). The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, equipping, and staffing of emergency service facilities for police and fire services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement as to pro-rata share for each Phase*, mutually acceptable to the County and the Developer shall be reached prior to the issuance of the first Final Site Plan or Final Plat for Vertical Development for each Phase*. The pro-rata share shall not exceed the total sum of impact fees anticipated from the Project and any pro-rata lump sum payment shall be creditable against the payment of impact fees, in accordance with applicable law. (Completed)

K. HURRICANE PREPAREDNESS

K(1). The applicant/developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, neighborhood association newsletters, model homes, commercial/office buildings, etc.

K(2). The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations recognizing the vulnerability of this site to fresh water flooding and tropical storms and hurricanes.

K(3). Prior to the first Final Site Plan for a site located either completely or partially within the Coastal Planning Area, as identified in the Comprehensive Plan, the applicant shall develop a master plan for evacuation and recovery to ensure the safe and orderly evacuation of vulnerable residents, hotel guests, and employees after an official evacuation order is issued. This plan shall include such provisions as, but not be limited to: (1) ordering all buildings in the evacuated areas closed for the duration of a hurricane evacuation order; (2) informing all residents, guests and employees of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation and re-entry/recovery plans. This plan shall be submitted to the State Land Planning Agency and the County for review and approval before approval of a Final Site Plan for habitable construction within the Coastal Planning Area. DCA shall have 45 days to comment on this plan. (Completed and attached as Exhibit 13).

K(4). Prior to the first Final Site Plan approval for any site located either completely or partially within the Coastal Planning Area for habitable construction, the applicant shall develop a master plan for mitigating the project's impacts on emergency public shelters consistent with the requirements of Rule 9J-2.0256, FAC. These measures may include, but not be limited to: construction of shelter space in accordance with ARC 4496 shelter standards; payment in lieu of construction; or participation in the upgrading of existing shelter space. The plan shall be submitted to the State Land Planning Agencyand the County for review and approval before approval of a Final Site Plan for habitable construction. DCA shall have 45 days to comment on this plan. (Completed and attached as Exhibit 13).

K(5). Notwithstanding the ability to exchange among residential unit types, per the Land Use Equivalency Matrix, no increase in multi-family or single-family semi-detached units shall be permitted in the CHHA (Coastal High Hazard Area).

L. EDUCATION

L(1). The Developer* shall mitigate potential school impacts by making a payment of $825,000.00 to the School Board, upon request (which represents a cost of $35,000.00 per acre) with a three percent (3%) adjustment per year for five years. Request for payment shall be made no earlier than the date of the issuance of the first residential Certificate of Occupancy. Payment shall be made within 30 days of request. (Completed).

L.(2) The Developer* shall fund the cost of a sidewalk from the school board property line (adjacent to the student drop off area within Heritage Harbour) to Haile Middle School and a shelter adjacent to the drop off area, upon the request of the School Board. (Completed)

M. MARINA FACILITIES

M(1). Live-aboards, defined as occupying a vessel for more than three consecutive days, shall not be allowed.

M(2). Manatee protection measures outlined by the Bureau of Protected Species Management, including educational signage, channel markings, etc., shall be implemented in accordance with Condition C(6).

M(3). The marina shall implement the elements of the Florida Clean Marina Program to minimize the introduction of deleterious substances into the marina basin that would be detrimental to water quality (Developer's commitment).

M(4). A fuel spill response plan shall be prepared and approved by Manatee County prior to Final Site Plan approval for the marina or boat livery. Marina staff shall be trained in the implementation of the plan. Each annual report shall include a report on marina operation, including the number of wet and dry slips occupied; the number leased by residents; and any incidents of fuel spills.

M(5). The slip lease agreement shall prohibit use of sudsing cleaners containing ammonia, sodium hypochlorite, chlorinated solvents, petroleum distillates, or lye.

M(6). The provisions of the Pollution Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, shall be strictly adhered to.

N. AFFORDABLE HOUSING

N.(1) An assessment of the potential affordable housing impacts of the Project was performed as part of this NOPC. The Developer* recognizes that the statutory rules require an assessment of "affordable housing", however the TBRPC and Manatee County recognize that the potential deficit is in the area of "essential worker" or "workforce" housing as such terms are defined by the TBRPC and the Manatee County Land Development Code, respectively. Harbourvest, LCC, per their agreement with the TBRPC, shall implement the following:

a. 245 units shall qualify upon the first sale to an end user as workforce housing as defined by Manatee County Land Development Code. The sales price for such units shall be determined to qualify as workforce housing after excluding upgrades and options from the price. The maximum sales price for the workforce housing units shall be based upon current workforce sales price as

established by the methodology in the Manatee County Land Development Code and may be modified each year as determined by Manatee County.

b. The Developer* shall receive a 1:1 credit for all such qualifying units built within Phase I or II from January 1, 2004 to December 31, 2012 (project build out).

c. Should the Developer* not provide the required number of affordable units, mitigation in the form of $2,000 per affordable unit not built shall be paid into the Affordable Housing Trust Fund prior to Final Site Plan approval for the 1,500th residential unit in Phase II or last residential subphase, whichever comes first.

Prior to the first Final Site Plan approval for residential development, the developer shall deposit into an escrow account, post a letter of credit or bond, in a form acceptable to Manatee County, to secure the payment for the number of unbuilt units, in the amount of $490,000. The escrowed funds shall be refunded to the developer or the bond or letter of credit released as each workforce unit is constructed.

d. As a means to monitor the progress, the applicant shall provide an accounting of the number of units that have been provided to date in each Annual Report.

N.(2) Prior to the initiation of Phase II, the Developer* shall conduct a reanalysis of affordable housing impacts in accordance with Section 380.06(6) and utilizing a methodology acceptable to the County*and the State Land Planning Agency. (Completed)

O. GENERAL CONDITIONS

O(1). Should the Project* significantly depart from the parameters set forth in this Development Order and the ADA*, the Project* will be subject to a Substantial Deviation Review, pursuant to Section 380.06. Florida Statutes. Any change to the Project* which meets the criteria set forth in Subsection 380.06(19), Florida Statutes shall require a hearing to determine if the change constitutes a Substantial Deviation.

O(2). The Developer's* commitments set forth in the ADA*, and, as summarized in Section 5 herein, shall be honored, except as they may be superseded by specific terms of the Development Order.

O(3). Should the Developer* divest itself of all interest in the Project* prior to the expiration of the Development Order, the Developer* shall designate the successor entity to be responsible for preparation of the Annual Report, subject to approval by the County*.

O(4). Buildout shall be completed by December 30, 2017. This Development Order shall expire December 30, 2022, to allow for post-development monitoring. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O(5). The Manatee County Building and Development Services Department Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O(6). The Developer*, its successors, assigns or transferees, shall submit Annual DRI Reports in accordance with Section 380.06(18), Florida Statutes* to the County*, TBRPC, the State Land Planning Agency, and other agencies, as may be appropriate, on March 21st of each year until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of the Manatee County Building and Development Services Department Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Building and Development Services Department Director decide further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners' hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, modification, or change of any conditions, or any terms or conditions of this Development Order. The Annual Report shall contain the following:

a. Any change in the plan of development, or in the representation contained in the ADA, or in the phasing or land uses for the reporting year and for the next year;
b. A summary comparison of development activity proposed and actually conducted for the year;
c. 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, leased, or optioned by the Developer* adjacent to the land encompassed by the Development Order for the Project;
e. An assessment of the Developer's* and the local government's compliance with the conditions of approval contained in the DRI Development Order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County*, TBRPC, or State Land Planning Agency, 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 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 copy of any recorded notice of the adoption of a Development Order for the subsequent modification of an adopted Development Order that was recorded by the Developer* pursuant to Subsection 380.06(14)(d), Florida Statutes;
j. A statement that all persons have been sent copies of the Annual Report in conformance with Subsection 380.06(15) and (18), Florida Statutes;
k. Progress regarding compliance with Stipulation N(1), the number of workforce housing units provided.
l. Reports and/or information pursuant to conditions B(2), B(3), C(1)h and i, C(3)d, K(3), K(4).
m. An updated map showing the locations and acreage of upland and wetland preservation.

O.(7) In the event of a Development Order appeal or other legal challenge of this Development Order by the Department of Community Affairs, then the Developer* shall pay all reasonable costs and fees of County* staff and attorneys relating to said appeal or legal challenge at the rate for processing this Development Order under the current Planning fee schedule. Payment of all billings by the Developer* related to such fees and costs shall be paid within forty five (45) days of submittal of an invoice.

SECTION 6. DEVELOPER COMMITMENTS.

The following are developer commitments that were set forth in the Application for Development Approval (ADA) and Sufficiency Responses (SR) which shall be honored by the developer, except as they may be superseded by specific terms of the Development Order.

VEGETATION, WILDLIFE AND WETLANDS

1. Potential (sandhill crane) nesting habitat will be preserved (SR, pg. 2.2)

2. Former potential (sandhill crane) nesting habitat will be enhanced and restored. (SR, pg 2.2)

3. Potential (sandhill crane) foraging habitat will also be maintained. (SR, pg. 2.3)

4. The surface water management system for the project will be designed to protect potential (sandhill crane) nesting marshes from unnatural peaks in water levels that might flood nests and cause failure. (SR, pg. 2.3)

5. Potential (sandhill crane) nesting marshes... will be buffered from proximate sources of active disturbance. (SR, pg. 2.3)

6. Management of upland and wetland areas will include control or treatment of nuisance and exotic species, such as cattails, Brazilian pepper, and primrose willow. Mechanical means will be used control the height of saw palmettos in undeveloped pine flatwoods areas. Restrictive deeds and covenants to prevent unauthorized impacts from clearing, the removal of desirable vegetation, will be incorporated into the homeowner's documents or deed restrictions, which will be enforced by the applicant and successor entity. (SR, pg. 2.6)

7. Those wetlands conserved will be assured long-term conservation and protection post-development by conservation mechanisms consistent with the Manatee County Comprehensive Plan and Land Development Regulation requirements at the time of the development order. (SR, pg.2.22)

FLOODPLAINS

1. All roads, utilities, and structures will be constructed above the mapped 25-year and 100-year floodplains. (SR, pg. 2.44)

WATER SUPPLY

1. The potable water distribution system will be built to County Standards by the Developer*, and may be dedicated to Manatee County for operation and maintenance at the Developer's option with approval by the Utility Operations Department. Revised.

SOLID WASTE/HAZARDOUS WASTE/MEDICAL WASTE

1. The developer will prepare and submit a Hazardous Material Management Plan for the golf course at time of site plan application to Manatee County (SR, pg. 3.16)

POLICE AND FIRE PROTECTION

1. The developer has agreed to provide a "pro rata share" of the cost of expanding police and fire protection services to the project. Such costs could include additional Sheriff's Office personnel and an additional aerial truck for the Braden River Fire District if three or more structures are greater than 34 feet in height. (ADA, Page 25.1)

RECREATION AND OPEN SPACE

1. The developer has proposed a system of bicycle and pedestrian trails to be developed to join together the residential areas, golf course, and community park. (ADA, page 26.1)

EDUCATION

1. The developer will work with the Manatee County School Board to determine the most appropriate method to mitigate potential school facility impacts. (ADA 27.1)

2. The developer will work with the School Board to identify an appropriate site within Heritage Harbour if the School Board determines that this location will meet their long term needs. (SR 6.3)

PORTS AND MARINAS

1. No live-aboards will be allowed at the marina facility. (ADA, pg. 37.5)

2. A sewage pump-out facility will be provided for use of the residents and other boaters. (ADA, pg. 37.5)

3. Paint scraping, sanding or sandblasting, hull painting, or major engine repairs will be prohibited. Limited boat maintenance activities and minor engine repairs and servicing will be allowed, and specifically listed in the marina slip agreements (SR, pg. 7.3)

4. Fuel handling will follow the recommended elements of the Florida Clean Marina Program by providing signage and pamphlets that stress the impact from spills and fueling activities, including awareness of the fiscal responsibility a boater has if they create a spill and subsequent clean up is required. All fuel nozzles will have automatic/back-pressure/shut-off nozzles. Fueling of small cans will take place on impervious fireproof containment trays. A Fuel Response Package will contain containment booms, pads, and absorbents readily available in well-marked, easily accessible container(s). A fuel spill response plan will be prepared, and marina staff will be trained in the implementation of the plan. The provisions of the Pollution Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, will be strictly adhered to. (SR, pg. 7.2)

5. A slow speed zone from the marina to the main river channel will be posted and select interior braided channels adjacent and within the project area will be marked for slow speed only (throughout the year). The main natural river channel from the marina

downstream to where the river becomes a broad system will be marked with regulation markers. (SR, pg. 7.4)

SECTION 7. LEGAL DESCRIPTION.

Development of Heritage Harbour shall be restricted to the 2,784.7 acre tract of land described below:

ALL OF SECTIONS 13, 14, 23, 24, 25, 26, 35 AND 36, TOWNSHIP 34 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, LYING NORTH OF STATE ROAD NO. 64, AS SHOWN ON STATE ROAD DEPARTMENT RIGHT-OF-WAY MAP SECTION NO. 1305-250 AND ALSO NORTH OF STATE ROAD NO. 93 (INTERSTATE 75) AS SHOWN ON DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY MAP FOR SECTION 13075-2403 AND SOUTH OF THE MEAN HIGH WATER LINE OF THE SOUTH BANK OF THE MANATEE RIVER. CONTAINING 2,397.5 ACRES MORE OR LESS. ALSO: THAT PORTION OF THE FOLLOWING DESCRIBED LAND LYING SOUTHWEST OF STATE ROAD NO. 93 (INTERSTATE 75) AND EAST OF THE EASTERLY LIMITED ACCESS RIGHT-OF-WAY LINE OF KAY ROAD AS SHOWN ON DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY MAP FOR SECTION 13075-2404, SHEET 3 OF 9: BEGIN AT THE NW CORNER OF SECTION 25, TOWNSHIP 34 SOUTH, RANGE 18 EAST RUNNING EAST 2,681.25 FEET, THENCE RUNNING SOUTH 3,769 FEET, THENCE RUNNING WEST 2,681.25 FEET, THENCE RUNNING NORTH TO THE POINT OF BEGINNING, LESS THE SOUTHERNMOST 1640.5 FEET THEREOF. CONTAINING 10.6 ACRES MORE OR LESS. ALSO: UNSURVEYED PORTION OF SECTION 12, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LYING SOUTH OF GOVERNMENT LOTS 3 AND 4; UNSURVEYED PORTION OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LESS AND EXCEPT THE FOLLOWING DESCRIBED LANDS: BEGIN AT THE NW CORNER OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 18 EAST; THENCE SOUTH TO THE WATER OF THE MANATEE RIVER, THENCE MEANDER THE WATERS OF THE MANATEE RIVER IN AN EASTERLY AND NORTHEASTERLY DIRECTION TO APOINT ON THE NORTH LINE OF SAID SECTION 13 WHICH IS ON OR NEAR THE EXTENDED EAST LINE OF U.S. GOVERNMENT LOT 1 OF SECTION 12, TOWNSHIP 34 SOUTH, RANGE 18 EAST; THENCE WEST ALONG THE NORTH LINE OF SECTION 13 TO THE POINT OF BEGINNING; UNSURVEYED PORTION OF SECTION 14, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LESS AND EXCEPT THE FOLLOWING DESCRIBED LANDS: BEGIN AT THE NE CORNER OF SECTION 14, TOWNSHIP 34 SOUTH, RANGE 18 EAST; THENCE SOUTH TO THE WATERS OF MANATEE RIVER, THENCE MEANDER THE WATERS OF MANATEE RIVER IN A WESTERLY AND NORTHWESTERLY DIRECTION TO A POINT ON THE NORTH LINE OF SAID SECTION 14, RUN THENCE EAST ALONG THE NORTH LINE OF SAID SECTION 14 TO THE POINT OF BEGINNING; CONTAINING APPROXIMATELY 87.7 ACRES (COMPUTED BY DIGITIZING FROM AERIAL PHOTOGRAPHS THE AREA ABOVE THE APPROXIMATE MEAN HIGH WATER LINE) ALL LYING AND BEING LOCATED IN MANATEE COUNTY, FLORIDA. THE AREA OF THE ABOVE DESCRIBED LAND IS APPROXIMATELY 2,495.8 ACRES.

TOGETHER WITH (HERITAGE HARBOUR STONEYBROOK EAST):

A TRACT OR PARCEL OF LAND SITUATED IN THE STATE OF FLORIDA, COUNTY OF MANATEE, LYING IN SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, BEING A PORTION OF THE LAND DESCRIBED IN OFFICIAL RECORDS BOOK 1460, PAGES 5079 THROUGH 5083, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA, BEING FURTHER BOUNDED AND DESCRIBED AS FOLLOWS: COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 19; THENCE N.89°47'24"W. ALONG THE SOUTH LINE OF SAID

SECTION 19, FOR 175.10 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE N.89°47'24"W., ALONG SAID SOUTH LINE OF SECTION 19, ALSO BEING THE NORTH BOUNDARY LINE OF LANDS OF RIVER ROAD PLANTATION (KNOWN AS PROPERTY IDENTIFICATION NUMBER 5668.0020\9 PER MANATEE COUNTY PROPERTY APPRAISER), FOR 4666.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 19; THENCE N.01°24'51"E., ALONG THE WEST LINE OF SAID SECTION 19, ALSO BEING THE EAST BOUNDARY LINES OF PLAT OF STONEYBROOK AT HERITAGE HARBOUR, SUBPHASE D, UNIT 1, AS RECORDED IN PLAT BOOK 44, PAGES 168 THROUGH 185, SAID PUBLIC RECORDS AND PLAT OF STONEYBROOK AT HERITAGE HARBOUR, SUBPHASE D, UNIT 2, AS RECORDED IN PLAT BOOK 50, PAGES 10 THROUGH 13, SAID PUBLIC RECORDS, FOR 2662.92 FEET TO THE SOUTHERLY RIGHT OF WAY LINE OF KAY ROAD (42 FOOT WIDE PUBLIC RIGHT OF WAY), A PORTION OF WHICH IS SHOWN ON PLAT OF WATERLEFE GOLF & RIVER CLUB, UNIT 5, AS RECORDED IN PLAT BOOK 37, PAGES 162 THROUGH 168, SAID PUBLIC RECORDS AND A PORTION OF WHICH IS SHOWN ON AND DESCRIBED IN OFFICIAL RECORDS BOOK 1711, PAGES 673 THROUGH 674, SAID PUBLIC RECORDS; THENCE S.89°44'37"E., ALONG SAID SOUTHERLY RIGHT OF WAY LINE AND THE NORTH LINE OF SAID PARCEL AS DESCRIBED IN OFFICIAL RECORDS BOOK 1460, PAGES 5079 THROUGH 5083, SAID PUBLIC RECORDS FOR 2398.56 FEET; THENCE S.87°54'15"E., CONTINUING ALONG SAID SOUTHERLY RIGHT OF WAY LINE AND SAID NORTH LINE, FOR 2354.69 FEET TO A POINT ON THE WESTERLY MAINTAINED RIGHT OF WAY LINE OF UPPER MANATEE RIVER ROAD (33 FOOT WIDE PUBLIC RIGHT OF WAY) AS RECORDED IN ROAD PLAT BOOK 6, PAGE 73, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA; THENCE S.00°21'37"W., ALONG SAID WESTERLY MAINTAINED RIGHT OF WAY LINE, FOR 2282.71 FEET TO THE NORTHEAST CORNER OF LANDS OF VIRGINIA MOORE (KNOWN AS PROPERTY IDENTIFICATION NUMBER 5469.0000/2 PER MANATEE COUNTY PROPERTY APPRAISER); THENCE N.89°53'12"W., ALONG THE NORTHERLY BOUNDARY LINE OF SAID LANDS, FOR 135.10 FEET; THENCE S.00°22'23"W., ALONG THE WESTERLY BOUNDARY LINE OF SAID LANDS, FOR 299.98 FEET TO THE SOUTHWEST CORNER OF SAID LANDS AND THE POINT OF BEGINNING. CONTAINING 12,578,452.9 SQUARE FEET OR 288.76 ACRES, MORE OR LESS. BEARINGS ARE BASED THE WEST LINE OF SECTION 19 AS BEARING N.01°24'51"E. TO COINCIDE WITH THE EASTERLY BOUNDARY LINE OF THE HERITAGE HARBOUR DEVELOPMENT TO THE WEST (SHOWN ON SAID PLAT OF STONEYBROOK AT HERITAGE HARBOUR, SUBPHASE D, UNIT 1 AND PLAT OF STONEYBROOK AT HERITAGE HARBOUR, SUBPHASE D, UNIT 2).

SECTION 8. COMMENCEMENT OF DEVELOPMENT.

Physical development of the Project* has commenced. If any five year period shall expire without significant additional physical development activity on the site, the BOCC may conduct a public hearing in accordance with the Land Development Code after appropriate notice to the Developer* and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer. For purposes of this provision, "physical development" shall be the actual construction of buildings or infrastructure by the Developer* that is approved on a Final Site Plan or Plat for the Project*.

SECTION 9. RESTRICTIONS ON DOWN-ZONING.

Prior to the buildout date of this Development Order, the County shall not down-zone or reduce the intensity or unit density permitted by this Development Order, unless the County can demonstrate that:

1. substantial changes in the conditions underlying the approval of the Development Order have occurred; or

2. the Development Order was based upon substantially inaccurate information provided by the Developer; or

3. the change is clearly established by the County to be essential for the public health, safety, or welfare, or

4. the development is not proceeding in a timely manner, pursuant to Section 7..

Any down-zoning or reduction in intensity shall be effected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For purposes of this Development Order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this Development Order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer by this Development Order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 10. BINDING ORDER UPON DEVELOPER AND COUNTY.

This Development Order shall be binding upon the Developer, Owners, the County, and upon the Developer's and Owner's grantees, successors, and assigns.

SECTION 11. COMPLIANCE WITH CODES AND ORDINANCES.

All development undertaken pursuant to this Development Order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 12. RENDITION.

The Building and Development Services Department Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the BOCC approval to the Developer, STATE LAND PLANNING AGENCY, and TBRPC.

SECTION 13. NOTICE OF RECORDING.

The Developer shall record a notice of adoption of this Development Order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Building and Development Services Department Department a copy of the recorded notice.

SECTION 14. SEVERABILITY.

It is the intent of this Development Order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this Development Order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provision or portion shall be deemed null and void, but all remaining provisions and portions of this Development Order shall remain in full force and effect.

SECTION 15. EFFECTIVE DATE.

This Ordinance shall become effective upon filing of a certified copy with the Department of State; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said of appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 00-19, as amended by Ordinance 03-25, Ordinance 08-33, and Ordinance 10-37, during the pendency of any appeal.

PASSED AND DULY ADOPTED WITH A QUORUM PRESENT AND VOTING BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA THIS THE 6th DAY OF October, 2011.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: _____
Carol Whitmore, Chairman

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

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO. FLA.

By: _____
Deputy Clerk

EXHIBITS 1, 4, 7, 8, 9, 10, 11, and 12

ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 00-19, APPROVED ON MARCH 21, 2000.

EXHIBIT 13

IS NOT ATTACHED BUT IS ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 03-25, APPROVED ON JUNE 17, 2003.

EXHIBITS 2, 3, 5, and 14

ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 08-33, APPROVED ON MARCH 11, 2008.

EXHIBIT16

IS NOT ATTACHED BUT IS ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 10-37, APPROVED ON JUNE 3, 2010.

EXHIBITS 6 and 15

ARE ATTACHED AND TITLED AS FOLLOWS:

Ex. 6:	Map H – Master Development Plan
Ex. 15:	Land Use Equivalency Matrix

EXHIBIT #15

Land Use Equivalency Matrix

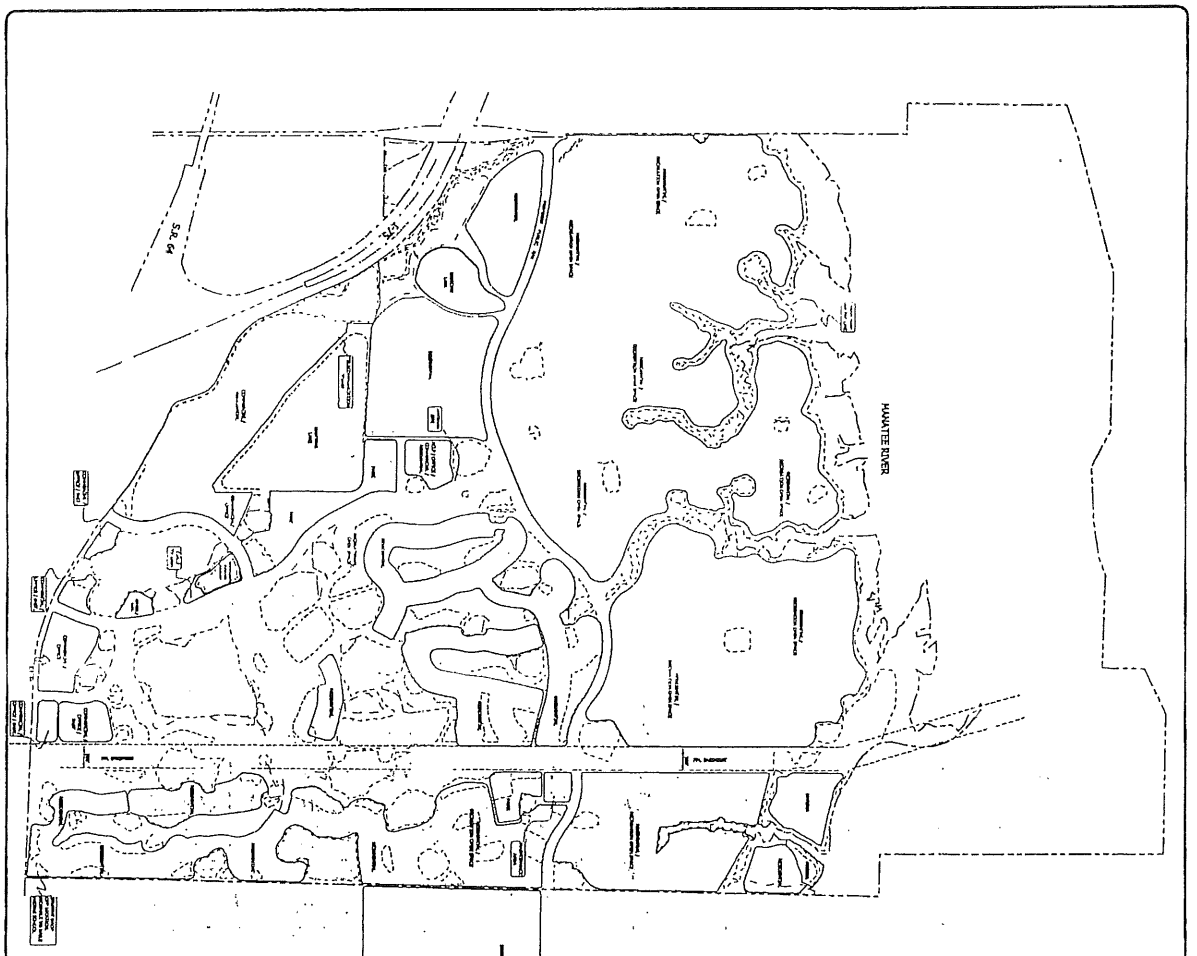
Land Use Equivalency Rates and **Minimum/Maximum Development Thresholds For Parcels 19 and 20**					
Change To→ / **Change From↓**	Hotel (1Room)	Commercial/Retail (1,000 SF)	Office (1,000 SF)	Minimum	Maximum
Hotel (1 Room)	---	171.5 SF	396 SF	80 rooms	300 rooms
Commercial/Retail (1,000 SF)	5.8 Rooms	---	2,308.3 SF	540,000 SF	683,000 SF
Office (1,000 SF)	2.5 Rooms	433.2 SF	---	0 SF	100,000 SF

Note: 1 Hotel Room equates to 171.5 SF of Commercial/Retail or 396 SF of Office
1,000 SF of Commercial/Retail equates to 5.8 Hotel Rooms or 2,308.3 SF of Office
1,000 SF of Office equates to 2.5 Hotel Rooms or 433.2 SF of Commercial/Retail
Any land use exchanges will not exceed the substantial deviation thresholds set forth in FS.380.06(19)(b).

Land Use Equivalency Rates and Minimum/Maximum Development Thresholds For Residential Uses					
Change To→ / **Change From↓**	Single Family Detached	Single Family Attached	Multi Family	Minimum	Maximum
Single Family Detached (1 Unit)	---	1.97 Units	1.38 Units	1,816	2,724
Single Family Attached (1 Unit)	0.51 Unit	---	0.70 Unit	912	1,368
Multi Family (1 Unit)	0.73 Unit	1.44 Units	---	1,272	1,908

Notes: (1) The above unit type exchange rates are based on the gross trip generation numbers as determined using the mostly recently approved Traffic Impact Statement for the Project (dated December 2009). Pursuant to such study, each Single Family Detached Unit generates 0.77 gross PM peak hour trip; each Single Family Attached Unit generates 0.39 gross PM peak hour trip; and each Multi-Family Unit generates 0.56 gross PM peak hour trip. Such generation rates are specific to this Project and are not generally applicable.

(2) Example: Upon surrendering 1 Single Family Detached Unit, the Developer would be able to add up to 1.97 Single Family Attached Units, 1.38 Multi-Family Units, or a pro rata combination thereof.



LAND USE SCHEDULE PROJECT WIDE

DEVELOPMENT PHASING	PROJECT WIDE	PHASE 1 2009-2011	TOTAL
DEVELOPMENT GROSS DENSITY			
RESIDENTIAL	1,500 UNITS	300 UNITS	1,500 UNITS
MULTIFAMILY	750 UNITS	0	750 UNITS
RETAIL	300,000 SF	150,000 SF	300,000 SF
OFFICE	300,000 SF	150,000 SF	300,000 SF
HOTEL	150 ROOMS	0	150 ROOMS
GOLF COURSE	54 HOLES	9 HOLES	63 HOLES
INSTITUTIONAL	15 AC	3.5 AC	18.5 AC
PARK	41.2 AC	0	41.2 AC

LAND USE SCHEDULE PROJECT WIDE

SIZE	ACRES	%
RESIDENTIAL 1,500 UNITS	961.1	51%
COMMERCIAL 300,000 SF RETAIL 300,000 SF OFFICE 150 ROOMS HOTEL	144.9	8%
INSTITUTIONAL 15 AC	15.0	1%
PARK 41.2 AC	41.2	2%
GOLF COURSE 54 HOLES	719.8	38%
TOTAL	1,882.0	100%

LEGEND

WETLAND

ACCESS LOCATION PARCEL NUMBERS SHOWN FROM GDP

N

N.T.S.

LEGAL DESCRIPTION

DESCRIPTION OF PROPOSED HERITAGE HARBOUR DEVELOPMENT

ALL OF SECTION 15, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, LYING NORTH OF STATE ROAD NO. 64 (A 200 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED);

ALL OF SECTION 16, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, LYING NORTH OF STATE ROAD NO. 64 (A 200 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED);

ALL OF SECTION 17, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, LYING NORTH OF STATE ROAD NO. 64 (A 200 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED);

ALL OF SECTION 18, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, LYING NORTH OF STATE ROAD NO. 64 (A 200 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED);

ALL OF SECTION 20, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, LYING NORTH OF STATE ROAD NO. 64 (A 200 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED);

AND

ALL OF SECTION 21, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, LYING NORTH OF STATE ROAD NO. 64 (A 200 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED);

AND

THAT PORTION OF THE FOLLOWING DESCRIBED TRACT OF LAND LYING SOUTHEAST OF STATE ROAD NO. 63 (INTERSTATE 75) AND EAST OF THE MANATEE RIVER:

BEGIN AT THE SOUTHEAST CORNER OF SECTION 16, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SAID SECTION 16 FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 16; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SAID SECTION 16 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SAID SECTION 16; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 17, TOWNSHIP 34 SOUTH, RANGE 19 EAST FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 17; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SAID SECTION 17 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SAID SECTION 17; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 18, TOWNSHIP 34 SOUTH, RANGE 19 EAST FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 18; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SAID SECTION 18 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SAID SECTION 18; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 13; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SAID SECTION 13 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SAID SECTION 13; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 12, TOWNSHIP 34 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 12; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SAID SECTION 12 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SAID SECTION 12; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 1, TOWNSHIP 34 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 1; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SAID SECTION 1 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SAID SECTION 1; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 36, TOWNSHIP 33 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 36; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SAID SECTION 36 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SAID SECTION 36; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 25, TOWNSHIP 33 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 25; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SAID SECTION 25 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SAID SECTION 25; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 24, TOWNSHIP 33 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SAID SECTION 24 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SAID SECTION 24; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 13, TOWNSHIP 33 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 13; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 13 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 13; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 11, TOWNSHIP 33 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 11; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 11 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 11; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 2, TOWNSHIP 33 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 2; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 2 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 2; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 35, TOWNSHIP 32 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 35; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 35 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 35; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 26, TOWNSHIP 32 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 26; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 26 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 26; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 23, TOWNSHIP 32 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 23; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 23 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 23; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 14, TOWNSHIP 32 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 14; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 14 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 14; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 11, TOWNSHIP 32 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 11; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 11 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 11; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 2, TOWNSHIP 32 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 2; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 2 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 2; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 35, TOWNSHIP 31 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 35; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 35 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 35; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 26, TOWNSHIP 31 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 26; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 26 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 26; THENCE RUN NORTH 89°51'00" WEST ALONG THE SOUTH LINE OF SECTION 23, TOWNSHIP 31 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, FOR A DISTANCE OF 2,640.00 FEET TO THE SOUTHWEST CORNER OF SAID SECTION 23; THENCE RUN NORTH 00°09'00" EAST ALONG THE WEST LINE OF SECTION 23 FOR A DISTANCE OF 2,640.00 FEET TO THE NORTHWEST CORNER OF SECTION 23; 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THENCE RUN NORTH 89°

FLORIDA DEPARTMENT of STATE

RICK SCOTT
Governor

DIVISION OF LIBRARY AND INFORMATION SERVICES

KURT S. BROWNING
Secretary of State

October 18, 2011

RECEIVED
OCT 20 2011
BOARD RECORDS

Honorable R. B. "Chips" Shore
Clerk of the Circuit Court
Manatee County
Post Office Box 25400
Bradenton, Florida 34206

Attention: Quantana Acevedo, Deputy Clerk

Dear Mr. Shore:

Pursuant to the provisions of Section 125.66, Florida Statutes, this will acknowledge receipt of your letter dated October 12, 2011 and certified copies of Manatee County Ordinance Nos. 11-31, PDMU-98-08(G)(R5), Z-11-06, PDR-02-28(P)(R4) and PDMU-11-10(P), which were filed in this office on October 17, 2011.

As requested, one date stamped copy of each is being returned for your records.

Sincerely,

Liz Cloud

Liz Cloud
Program Administrator

LC/jw

Enclosure

RECEIVED
NOV 22 2011
Tampa Bay Regional
Planning Council

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 17th day of November ,20 11
R.B. SHORE
Clerk of Circuit Court
BY: D.C.

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO. FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.

Witness my hand and official seal this 14th day of October, 20 11

R.B. SHORE
Clerk of Circuit Court

By: [signature] D.C.

#240

MANATEE COUNTY
FLORIDA

Certified Mail # 7000 0520 0015 6095 8815

July 6, 2010

Mr. John Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
4000 Gateway Centre Boulevard, Suite 100
Pinellas Park, Florida 33782

Re: Development Order for Heritage Harbour (fka Heritage Sound)

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 10-47, the DRI Development Order for Heritage Harbour (fka Heritage Sound), as adopted in open session by the Manatee County Board of County Commissioners on June 3, 2010, as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941)748-4501, extension 6878.

Sincerely,

Bobbi Roy
Planning Coordinator

/br
Enclosure

Planning Department
Mailing Address: P.O. Box 1000 * Street Address: 1112 Manatee Ave. W. 4th Floor, Bradenton, FL 34205
PHONE: 941.749.3070 * FAX: 941.749.3071
www.mymanatee.org

LARRY BUSTLE * DR. GWENDOLYN Y. BROWN * JOHN R. CHAPPIE * RON GETMAN * DONNA G. HAYES * CAROL WHITMORE * JOE MCCLASH
District 1 *District 2* *District 3* *District 4* *District 5* *District 6* *District 7*

FILED FOR RECORD
R. B. SHORE

2010 JUN 29 PM 2:55

CLERK OF THE CIRCUIT CO
MANATEE CO. FLORIDA

FILED
2010 JUN 21 AM 10:31
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ORDINANCE 10- 47

DEVELOPMENT OF REGIONAL IMPACT

DRI 24, HERITAGE HARBOUR (fka HERITAGE SOUND)

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA REGARDING LAND DEVELOPMENT, RENDERING AN AMENDED AND RESTATED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR THE HERITAGE SOUND DEVELOPMENT OF REGIONAL IMPACT (ORDINANCE 03-25); AKA TBRPC DRI 240; PROVIDING FOR DEVELOPMENT APPROVAL, CONDITIONS, AND OBLIGATIONS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on March 21, 2000, the Board of County Commissioners ("BOCC") approved Ordinance 00-19, a Development Order ("DO") for the Heritage Sound DRI for a planned mixed use development on approximately 2,495.8 acres; and

WHEREAS, on June 17, 2003, the BOCC approved Ordinance 03-25, approving amendments to the DO for Heritage Harbour, which amendments were found not to be a substantial deviation to the originally approved DO; and

WHEREAS, on March 11, 2008, the BOCC approved Ordinance 08-33, approving amendments to the DO for Heritage Harbour, which amendments were found not to be a substantial deviation to the originally approved DR; and

WHEREAS, on October 19, 2009, LNR Heritage Harbour, LLLP, the owner of Parcels 19 and 20 filed a Notice of Proposed Change (hereinafter "NOPC") to authorize the increase in intensity of 54,900 square feet of retail/commercial and allow for the conversion of non-residential uses within and between Parcels 19 and 20 as described in Exhibit 15 hereof ; and

WHEREAS, Harbourvest, LLC consented to LNR Heritage Harbour, LLLP's submission of the NOPC dated October 19, 2009, and the proposed changes reflected therein; and

WHEREAS, the Tampa Bay Regional Planning Council, Florida Department of Community Affairs, and Manatee County were provided copies of the NOPC by LNR Heritage Harbour, LLLP and were, therefore, afforded the opportunity to comment on the proposed changes; and

WHEREAS, the described project* lies within the unincorporated area of Manatee County; and

WHEREAS, the BOCC as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve NOPC amendments for an approved DRI; and

WHEREAS, the public notice requirements of Manatee County and Chapter 380, Florida Statutes, have been adhered to and satisfied; and

WHEREAS, the Manatee County Planning Commission held a public hearing May 13, 2010, has reviewed the NOPC and filed a recommendation on the NOPC with the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners has received and considered the report and recommendation of the Tampa Bay Regional Planning Council (TBRPC); and

WHEREAS, the Board of County Commissioners held a duly noticed public hearing on June 3, 2010 on the NOPC and has solicited, received, and considered all testimony reports, comments, evidence, and recommendations from interested citizens, County agencies, the applicant, and the review and report of the Manatee County Planning Department.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA:

SECTION 1. AMENDMENT AND RESTATEMENT OF DEVELOPMENT ORDER FOR DRI 24, ORDINANCE 08-33.

Ordinance 08-33 is hereby amended and restated in its entirety below. This Ordinance shall constitute the amended and restated Development Order for the Heritage Harbour Development of Regional Impact. The prior Development Orders shall be superceded by this Ordinance. Provided this amendment shall not be construed to terminate the rights of the Developer, if any, granted under Section 163.3167(8), Florida Statutes, to the extent such rights have been previously granted and are not specifically herein or otherwise modified or amended.

SECTION 2. FINDINGS OF FACT.

The Board of County Commissioners, after considering the testimony, evidence, documentation, Notice of Proposed Change for an amended DO, the recommendation and findings of the Planning Commission, as well as all other matters presented to the Board of County Commissioners at the public hearing herein referenced, hereby makes the following findings of fact:

A. All recitals proceeding Section 1 of this Ordinance are adopted as findings of fact.

B. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to amend Zoning Ordinance PDMU-98-08(Z)(G) and the General Development Plan for the entire 2,784.7 acre project.

C. The Board of County Commissioners has received and considered the recommendation of the Manatee County Planning Commission concerning the NOPC and the application of Zoning Ordinance Amendment as it relates to the real property described in Section7 of this Ordinance, pursuant to Section 380.06, Florida Statutes. The report was rendered on June 3, 2010, following a public hearing.

D. The BOCC held a public hearing on June 3, 2010, regarding the NOPC and the proposed Zoning Ordinance Amendment, in accordance with the requirements of the Manatee County Land Development Code (Ordinance 90-01, as amended) and the 2020 Manatee County Comprehensive Plan (Ordinance 89-01, as amended) and has further considered the testimony, comments, and information received at the public hearing.

E. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

F. The Comprehensive Plan requires a Certificate of Level of Service to be issued for water, wastewater, solid waste, parks and recreation, roadways, transit, and drainage in compliance with state requirements.

G. This Development Order is issued based on information provided by the Developer in the original ADA (with their sufficiency responses), this NOPC, public hearing testimony; data, information and recommendations provided by the Planning Commission and Planning Department, and ensures continued compliance with the Manatee County Comprehensive Plan.

H. Subject to the Development Order Conditions listed in Section 4, the County has determined that adequate Levels of Service exist until December 31, 2012, for 5,000 residential units (single and multi-family units); 851,900 square feet of retail commercial; 170,000 square feet of office; 300 hotel rooms; 462 slip marina; 45 hole golf course; 600 bed ACLF accessory residential support and public community uses on 10.3 acres; and 41.2 acres of park for each of the subject categories listed in 1.F., above. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

I. The real property which is the subject of this NOPC and Development Order is legally described in Section 7 of this Ordinance.

J. The existing and proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

K. The authorized agent for Harbourvest, LLC. is Russell Smith, Senior Vice-President, 10481 Ben C. Pratt Pkwy, Fort Myers, FL 33966.

L. The Owner and Master Developer of the property is Harbourvest, LLC.

M. The authorized agent for LNR Heritage Harbour, LLLP, is Mike Campbell, 400 Carillon Parkway, Suite 230, St. Petersburg, FL 33716.

N. The Owner of Parcels 19 and 20 is LNR Heritage Harbour, LLLP, David Welch, Vice President, LNR Heritage Harbour, LLLP.

O. A comprehensive review of the impacts generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Board of County Commissioners, TBRPC, and DCA in conjunction with the original ADA, sufficiency responses, the NOPC, and this Development Order.

P. The property is zoned Planned Development Mixed Use (PDMU) and portions of the site are located in the Coastal High Hazard Overlay (CH). Parcels 19 and 20 are zoned PDMU.

SECTION 3. CONCLUSIONS OF LAW.

A. Based upon the previous Findings of Fact and the following conditions of DO Approval, the BOCC concluded that:

1. The Development is consistent with local land development regulations, the State Comprehensive Plan, the Comprehensive Regional Policy Plan, the 2020 Manatee County Comprehensive Plan (Ordinance 89-01, as amended), and previous local government approvals.

2. The Development, as proposed in the NOPC, has been found to be consistent with the report and recommendations of TBRPC issued on March 8, 2010.

B. These proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. The review by the County, TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA, as amended by the NOPC. To the extent that the ADA and NOPC is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this Development Order is included as Table 1.

D. Pursuant to Section 380.06(19), Florida Statutes, the changes proposed pursuant to the NOPC submitted on October 19, 2009 and approved with conditions pursuant to Ordinance 10-47 are presumed to be a Substantial Deviation, however, have been rebutted and determined not to constitute a Substantial Deviation requiring further Development of Regional Impact review.

SECTION 4. DEFINITIONS.

A. "Acceptable Level of Service" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the Highway Capacity Manual (1994), TRB Special Report 209, or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor.

B. "Application" and "Application for Development Approval" or "ADA" shall mean Heritage Sound's DRI ADA submitted on October 30, 1998 and sufficiency responses submitted on March 25, 1999 and May 19, 1999, the response to the second sufficiency comments dated May 17, 1999 and submitted on May 19, 1999, and the NOPC submitted on March 4, 2002 and amended on October 4, 2002, December 17, 2002, and March 5, 2003, the NOPC submitted on June 29, 2004, and amended on December 21, 2004, September 27, 2005, May 5, 2006, August 8, 2006, and November 27, 2006, and the NOPC submitted on October 19, 2009.

C. "Best Management Practices" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code.

D. "Concurrent" shall mean that public facilities and services are available within a "reasonable time frame", as defined in the Manatee County Comprehensive Plan, to serve/mitigate the Development's* impacts. A reasonable time frame for transportation facilities shall be roadways or roadway improvements that are scheduled for construction completion within the first two years of the Manatee County Comprehensive Plan Capital Improvements Element, or roadways or roadway improvements currently under construction or scheduled for construction completion within the first two years of

FDOT's Adopted Five-Year Work Program. In addition, roadways or roadway improvements to be constructed pursuant to a local government development agreement shall be deemed to be within a reasonable time frame if the agreement is in compliance with the standards of Rule 9J-5.0055(2)(a)4, Florida Administrative Code and the agreement guarantees that the necessary facilities will be in place when the impacts of the development occur.

E. "County" shall mean the Board of County Commissioners for Manatee County, or their designee(s).

F "County Transportation Authority" shall mean the County entity responsible for roadway approvals.

G. "Developer" and "Master Developer" shall mean Harbourvest, LLC, its heirs, assigns, designees, agents, and successors in interest as to the Heritage Harbour DRI.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary Site Plan, Preliminary Plat, Final Plat, and Final Site Plan process or Construction Drawing approval where site plans or subdivision plats are not required.

I. "Funding Commitments" shall mean to assure completion of any improvement required by this Development Order, or any combination of the following:

1. Binding commitments for actual construction with a posting of a cash bond, irrevocable letter of credit, or other financial instrument, in a form satisfactory to the County; or

2. Actual construction; or

3. The placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required, as long as the improvement is within the first two years of the responsible entity's work plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. A local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development.

J. "Horizontal Development" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadways, drainage, water, sewer, communications, utilities, etc.).

K. "Master Development Plan" shall mean Revised Map H, dated, September 2009 attached as Exhibit 6 and incorporated by reference.

L. "Net New External p.m. Peak Hour Project Trips" shall mean the total trip generation using the ITE Trip Generation Manual, 6th Edition, less the internal capture and pass-by captured trips.

M. "Owner" shall mean Harbourvest LLC., its heirs assigns, designees, agents, and successors in interest.

N. "Phase*" shall mean the development totals listed in Table 1 below.

O. Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

P. "Project" shall mean the land uses by area, square footage, density, and phase described in the ADA*, and as modified in Table 1, to be constructed on the real property described in Section 3 herein.

Q. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Manatee County adopted Level of Service. This area is generally depicted on Figure 21.1 (Exhibit 7) which was submitted with the ADA.

R. "Vertical Development" shall mean and be deemed to include the construction of or the addition to any existing structure.

S. "Warranted" shall mean a determination by the County, or FDOT for state roads (unless the improvement is identified as a "local improvement"), based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order. All reserved vehicle trips on the roadway segment or intersection shall be counted regardless of their source in making this determination.

T. "Wetland" shall mean any wetland under the jurisdictional limits defined by Chapter 62-340, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined by Chapter 40D-4, FAC, and implemented by the Southwest Florida Water Management District.

The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

Note: An asterisk (*) in the text of this Development Order denotes that the word is defined.

SECTION 5. DEVELOPMENT CONDITIONS.

A. DEVELOPMENT APPROVAL AND LEVEL OF SERVICE CERTIFICATE CONDITIONS

A(1). This Development Order approval shall constitute approval of the ADA subject to the conditions set forth herein and shall be limited to the development amounts set forth in Table 1, below.

A(2). Development totals of the Development* are specifically approved subject to the conditions found within the Development Order. The Developer has demonstrated the availability of adequate infrastructure and the ability to meet Acceptable Levels of Service for roadways, solid waste service, mass transit, drainage, and parks and recreation. The Certificate of Level of Service for the Project* shall be valid until December 31, 2012. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

A(3). Preliminary and Final Site Plan Applications shall be reviewed for compliance with this Development Order and shall be subject to the requirements of the Manatee County Comprehensive Plan and Land Development Code, in effect at the time of such site plan application, which are not specifically addressed in this Development Order or are not inconsistent with this Development Order.

A(4). The ADA, sufficiency responses, and this NOPC are hereby incorporated by reference.

A(5). The applicant may apply for a General Development Plan amendment to allow Telecommunication Facility shown on Map H, between the existing lake and I-75, without requiring an amendment to the D.O. Any such General Development Plan application shall be reviewed for consistency with all the existing criteria in the Comprehensive Plan and Land Development Code. The Board and staff have not reviewed any such General Development Plan application and have not determined whether the use is appropriate other than that the state and regional considerations have been met.

TABLE 1 - Development Totals

TYPE OF DEVELOPMENT: Multi-Use Development.
LOCATION: Northeast of the intersection of I-75 and SR 64.
TOTAL DEVELOPMENT AMOUNTS:

CATEGORY	ACREAGE[1]	PHASE I[3] 2000-2012*	PHASE II[2] 2004-2012*	TOTAL
Commercial	154.0			
Retail[4]		300,000 s.f.	551,900 s.f.	851,900 s.f.
Office[4] Hotel[4]		103,250 s.f 150 rooms	66,750 s.f. 150 rooms	170,000 s.f. 300 rooms
ACLF		0	600 beds	600 beds
Residential	1282.6			
Single family detached		1,290 units	980 units	2,270 units
Single family attached/ semi-attached		500 units	640 units	1,140 units
Multi-family		760 units	830 units	1,590 units
Total Residential Units		2,550 units	2,450 units	5,000 units
Marina	12.0	162 wet slips	300 dry slips	462 slips
Recreational Open Space	501.4			
Golf Course		36 holes	9 holes	45 holes
Park		41.2 acres		41.2 acres
Telecommunication Facility				
Institutional	10.3	7.5 acres	2.8 acres	10.3 acres
Arterial/Collectors ROW	67.9			

Lakes	223.4			
Wetlands	519.2			
Mitigation	33.8			

* December 30 of referenced year for Phase I and December 31 for Phase II.

1 Acreage figures subject to adjustment due to final survey and platting, surveyed jurisdictional determinations permit survey data, etc.

2 The Phase I and II buildout dates include the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

3 Per CLOS issued by Manatee County which expires on December 31, 2012.

4 Development minimum and maximums for Parcels 19 and 20 shall be per the Land Use Equivalency Matrix (LUEM) included as Exhibit 15.

B. TRANSPORTATION CONDITIONS

B(1). The following roadway and intersection improvements shall be required or mitigated as part of Phases I and 2. The Developer* shall, at the time of each application for Preliminary Site Plan* approval, furnish to the County* an accurate, up to date report of the amount of development, defined in terms of net new external p.m. peak hour trips*, identified in the DRI documentation, which has previously been permitted in the Project*. For Parcels 19 and 20, new external p.m. peak hour project trips shall be based on the trip rates adjusted for pass-by and internal capture as established by Exhibit 16, "Parcels 19 and 20 P.M. Peak Hour Project Trip Generation Comparison." The Developer* shall not be entitled to a Preliminary Site Plan* approval which would result in the cumulative number of net new external p.m. peak hour trips for the Project* to exceed the applicable net external p.m. peak hour project trip* thresholds set forth in Table 2 unless Funding Commitments* from Responsible Entities* have been obtained to ensure that the improvements required are in place Concurrent* with such Preliminary Site Plan.

TABLE 2
Required Improvements

Intersection	Required Improvement	Impact Fee Creditable	When Required
a. I-75 West-ramps/SR-64	Signalize when warranted (completed)	No	Notes 1&4
b. I-75 East-ramps/SR-64	(1) Signalize when warranted (2) Reconfigure northbound off-ramp and provide a second right-turn lane. (all improvements completed)	No Yes	Notes 1&4
c. SR-64 and Lena Road	(1) Signalize when warranted (2) Eastbound left-turn lane (3) Westbound right-turn lane (4) Southbound exclusive left-turn lane (5) Southbound shared through/right-turn lane (All improvements completed)	No No No No No	Notes 1&4
d. SR-64/Kay Road	(1) Retrofit the existing Southbound approach (N. Leg) of Kay Road (local	Note 2	Notes 2&4

	Improvement). (2) Extend the Eastbound left-turn lane to 520 feet. (3) Westbound right-turn lane (length 300 feet) (Local Improvement) (4) Signalize when warranted (5) Southbound right-turn lane (local improvement) (All improvements completed)	Yes Note 2 No Note 2	
e. Grand Harbour Pkway/SR-64	(1) Dual Eastbound left-turn lanes (completed) (2) Westbound right-turn lane (completed) (3) Exclusive Southbound right-turn lane (completed) (4) Exclusive Southbound left-turn lane (completed) (5) Signalize when warranted (completed) (6) Westbound left-turn lane (completed)	No No No No No Yes	Notes 1&4
f. River Heritage Blvd/SR-64	(1) Directional Eastbound left-turn lanes (completed) (2) Westbound right-turn lane (completed) (3) Exclusive Southbound right-turn lane (completed) (4) Signalized when warranted	No No No No	Notes 1&4
g. SR/64/Lakewood Ranch Blvd/Upper Manatee River Rd.	(1) Northbound left-turn lane (completed) (2) Southbound right-turn lane (local improvement) (completed)	Yes	Notes 3&4
h. SR70/I-75 ramps	(1) Signalize when warranted(local improvement) (completed)	No	
i. I-75 & SR 64 interchange	Contribute $190,000 for construction costs (completed)	No	
Roadway	**Requirement Improvement**	**Impact Fee Creditable**	**When Required**
a. SR-64 from I-75 to Lena Rd	Widen to 4-lanes (completed)	Yes	Notes 1&4
b. SR 64 from Kay Rd to Lena Road	Develop and implement a time based coordinated signal system (local improvement) (completed)	No	Concurrent with signal installation

c. SR 64 from 39th St. E to Kay Road	Widen from 4 to 6 lanes	Yes	See Stipulation B(8)
d. Port Harbour Parkway	Extend from its current terminus to Upper Manatee River Road	Yes	See Stipulations B(5) and B(8)

All improvements on state roads are subject to FDOT approval.

Note 1: The Developer* shall be responsible for design, permitting, and construction of this improvement within thirty-six (36) months of the date upon which Ordinance 00-19 became non-appealable (the date for construction of these improvements has been extended pursuant to an agreement with Manatee County. The Developer* or its Assignees shall be entitled to receive transportation impact fee credits for these improvements as defined in Table 2 above.

Note 2: The existing south approach (north leg) of Kay Road shall be relocated further west to form a typical four-legged intersection with the existing T-intersection at 60th Street Court East (completed). Right-of-way, design, and required permits shall be provided by the County* (completed). The Developer* shall only be responsible for funding and implementing the construction of the improvement and the County*shall reimburse the Developer* for all costs associated with construction of the Local Improvement portions of this improvement. Should Manatee County fail to obtain the required right-of-way and the appropriate permits and complete the design, prior to the commencement of Phase II, the Developer* shall not be prevented from continuing development, provided that when the County does obtain right-of-way and permits and complete design, the Developer* begins construction of this improvement within 6 months. This intersection Improvement (regional improvements 2 and 4) shall be eligible to receive transportation impact fee credits. All local improvements (1, 3, and 5) shall be subject to the Reimbursement Agreement between the County* and the Developer*.

Note 3: The Developer* shall be responsible for design, permitting, and construction of this improvement prior to exceedance of 2,474 p.m. peak hour net new external project trips* (completed). The Developer* or its Assignees shall be entitled to receive transportation impact fee credits for these improvements as defined in Table 2 above.

Note 4: These Improvements shall be funded by the Developer* via the posting of a bond in a form and manner acceptable to the County*. The bond for Intersection Improvements a., b., c., e., and f., and both Roadway Improvements (a., and b.) shall be posted prior to the receipt of the first permit allowing for Vertical Development*. The bond for Intersection Improvement d. shall be posted the earlier of completion of right-of-way acquisition, design and permitting or December 1, 2004. The bond for Intersection Improvement g. shall be posted the earlier of July 1, 2004 or upon reaching 2,474 p.m. peak hour net new external project trips*. The Developer,* unless otherwise specified herein, shall be responsible for negotiation for, and acquisition of any right-of-way necessary to accomplish this requirement. The Developer* shall be responsible for all fees and costs associated with the purchase of right-of-way, unless otherwise specified herein. If the Developer* is unable to acquire the right-of-way through a negotiated purchase, then the County* shall use it's power of eminent domain to acquire the necessary right-of-way. If condemnation is required, the Developer* shall be responsible for all associated costs with the litigation and reimburse the County, unless otherwise specified herein. Progress regarding completion of this Improvement shall be included in each Annual Report. The Developer* shall provide documentation regarding such progress and provide an updated schedule of completion addressing design, right-of-way acquisition, permitting and construction. The County* shall determine the reasonableness of each updated schedule. Should the updated schedule require an extension of time for the completion of the Improvement due to right-of-way acquisition or permitting, the County* shall determine if an extension of time is acceptable and if an amendment to this Zoning Ordinance is required (All right of way has been acquired).

B(2). When Certificates of Occupancy have been issued for 2,000 residential units, or the equivalent thereof in terms of net new external p.m. peak hour project trips, an annual monitoring program to provide peak hour counts at the Project* entrances shall be instituted to verify that the projected number of external trips for the Project* are not exceeded. Counts shall continue on an annual basis through buildout. This information shall be supplied in the required Annual Report. If the Annual Report indicates the total trips exceed projected counts by more than 15%, Manatee County shall conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes and may amend the Development Order to change or require additional roadway improvements. If an Annual Report is not submitted within thirty (30) days of its due date, Manatee County may conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes and may amend the Development Order to change or require additional roadway improvements. The results of the study may also serve as a basis for the Developer* or reviewing agencies to request Development Order amendments. Such a variance shall be presumed to be a substantial deviation unless the developer rebuts this presumption by clear and convincing evidence. If the

variance is determined to be a Substantial Deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Florida Statutes shall be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

B(3). When Certificates of Occupancy have been issued for 2,000 residential units or the equivalent thereof, in terms of trip generation, the Developer* shall prepare a Transportation Systems Management (TSM) program. The plan shall be reviewed by Manatee County, Metropolitan Planning Organization, Florida Department of Transportation (FDOT), and TBRPC.

The TSM program shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of the TSM measures. Results of the TSM program shall be included in the Annual Report.

If the Annual Report indicates the total peak hour trips are not being diverted reasonably commensurate with those anticipated, Manatee County shall decide whether to conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes for the purpose of determining amendments or other requirements to be added to the Development Order to change TSM objectives or require additional roadway improvements. The results of the TSM study may serve as a basis for the Developer* or reviewing agencies to request Development Order amendment. The TSM program shall seek to implement and will be measured by the TSM objectives and policies set forth in the Florida Transportation Plan and shall include, but shall not be limited to:

POLICY: Promote ride sharing by private and public sector employees.

OBJECTIVES:

--Increase urban peak automobile occupancy rates by 10% by 2002 through expanded ride sharing efforts.

--Increase peak hour occupancy rates for transit and other high-occupancy modes of transportation by 20% by 2002.

B(4). Prior to the first Final Plat, or Certificate of Occupancy if platting is not required, the developer shall dedicate right-of-way along its entire frontage to accommodate the future six laning of S.R. 64. (Completed) The Developer or its assignees shall be entitled to receive full transportation impact fee credit for the dedication as defined in Table 2. (Completed) The construction of model homes and the sales center shall be exempt from this condition if the Developer* does not have title to the property to be dedicated at the time a Final Plat or Certificate of Occupancy is issued for model homes or the sales center.

B(5). Prior to commencement of Phase II, the developer shall dedicate 100 feet of right-of-way and construct Port Harbour Parkway as a two-lane thoroughfare roadway, including sidewalks, bike lanes, appropriate intersection improvements and associated retention, from its I-75 terminus to the eastern boundary of the original 2,485 acre tract. (Completed)

For that portion of Port Harbour Parkway on the north side of the 288 acre addition (Parcel 35), adjacent to where the Waterlefe project previously dedicated 42 feet of

right-of-way, the Developer* shall dedicate the necessary remaining right-of-way to achieve a total width of 105 feet for the eastern most 500 foot segment and 100 feet for the remaining segment, prior to the first Final Plat approval in Parcel 35.

This segment of Port Harbour Parkway shall be completed as a two lane divided roadway (outer lanes) with bike lanes and sidewalks and include the ultimate configuration of Port Harbour Parkway at the intersection of Upper Manatee River Road as set forth in Stipulation in B(8). Temporary striping shall be utilized until the full intersection improvements are made by the county.

B(6). The developer shall provide easement(s) to Manatee County to allow for attenuation and treatment of all stormwater from the planned build-out conditions (6-lane thoroughfare roadway with intersection improvements and sidewalks) for half of Upper Manatee River Road. A Drainage, Maintenance, and Access Easement shall also be provided to Manatee County for conveyance of stormwater from Upper Manatee River Road to the stormwater pond. The Drainage-Maintenance Access Easement shall be on clear and level ground and free of obstructions, including any landscaping in addition to the roadway buffer. Manatee County shall be responsible for the construction of the drainage conveyance improvements, the restoration of the roadway buffer and the maintenance of the free flow of the drainage conveyance. The pond within the stormwater easement shall not be a bonded improvement. Prior to Final Plat approval for the first plat abutting Upper Manatee River Road, the easements shall be approved by the Property Management Department and recorded in the Public Records and the developer shall submit to the Public Works Department the SWFWMD approval letter demonstrating that the approved stormwater pond has been designed with the capacity to accommodate the drainage for the build-out of Port Harbour Parkway as described above. Completion of the above improvements by Manatee County shall not require any further authorization from the developer or Home Owners Association.

B (7) The original development order provided for construction of a frontage/access road to the Timberlane RV Park. In lieu of this frontage/access road the developer shall provide the following alternative:

1. Once the construction of S.R. 64, the contractor shall maintain safe access to Timberlane RV Park pursuant to FDOT rules. Once the right turn lane set forth in #1 below is constructed, the right turn deceleration lane shall be maintained during construction, while the existing S.R. 64 pavement is being utilized for traffic.

2. The alternative access through Heritage Harbour will be as indicated on Map A, entitled Timberlane Access.

3. Alternative access through Heritage Harbour shall be facilitated with signage agreed to by Harbourvest and Timberlane, in conformance to FDOT and Manatee County sign regulations. (Note: Guidance signs will not be permitted on FDOT R.O.W.)

4. Timberlane shall provide a letter to FDOT indicating their satisfaction with alternative proposed. (Completed)

5. If this alternative is selected, Harbourvest shall be responsible for the costs it has incurred to date associated with the construction of the frontage road. Any legally recognizable costs of the adjacent property owner (Musgrave) which are

the result of the County's use of eminent domain shall be the County's responsibility.

As part of this alternative, Timberlane RV will be responsible for the following prior to their Certificate of Occupancy:

1. A right-turn deceleration lane with a 12-foot lane for 100 feet and a 200-foot taper shall be in place on S.R. 64 prior to the opening of the Timberlane RV Park.

2. The deceleration lane shall be built according to the appropriate FDOT standards and shall be approved by FDOT and Manatee County.

3. Timberlane shall provide visitors information relative to traffic circulation.

B(8). The County has identified the construction of Port Harbour Parkway from its current terminus to the Upper Manatee River Road (or the alternative project as identified in #3 below) ("PFSM Project") as a benefit to a regionally significant transportation facility. Such construction will be in conformance with the provisions set forth below in this Section B(8) and will satisfy the mitigation requirements of Section 163.3180(12) Florida Statutes.

a. Developer* will enter into an agreement with the County in which the Developer* will commit:

1. To pay to the County its proportionate fair share mitigation "PFSM" for transportation impacts prior to the first Final Site Plan for any residential development in Phase II to assure construction of the PFSM Project. The PFSM has been calculated to be $2,775,500.00;

2. To dedicate to the County the right-of-way necessary to complete the construction of Port Harbour Parkway, and for Upper Manatee River Road as depicted on the General Development Plan at the request of the County and to waive impact fee credits for such right-of-way dedication;

3. To construct Port Harbour Parkway (the PFSM Project), the cost of which has been determined to be in excess of the PFSM, within 5 years of the approval date of this ordinance, utilizing funds from the PFSM payment to the County as well as additional contributions from the Developer; and

4. To post a bond or letter of credit in the amount of the difference between the PFSM and the costs of the construction of the PFSM Project, as estimated by Developer's engineer and approved by the County, securing such commitment, prior to the approval of the first Final Site Plan for any residential development in Phase II.

The effective date of the agreement will be approximately 45 days after execution to allow for statutory lag time (appeal period, etc.). If the developer transfers a substantial portion of the project to a contract purchaser, the contract purchaser shall also be a party to the agreement.

b. Upon entering into the agreement, the Developer* will be issued a Certificate of Level of Service ("CLOS") for Phase II. The CLOS shall allow Developer to proceed with construction of the commercial development of Phase II of the Project* immediately and with construction of residential units in Phase II upon payment of the PFSM and posting of the bond or letter of credit, but no earlier than

January 1, 2010 (except for model homes which may proceed immediately after entering into the agreement).

c. Initially, the PFSM Project identified for construction will be Port Harbour Parkway as set forth above. However, the County will retain the option to reprogram the Developer's contributions (PFSM payment and financial equivalent of commitment to complete Port Harbour Parkway) to another major project (possible S.R. 64 if it can be used to forward-fund state construction dollars).

d. In the event the County elects to use the PFSM for a project other than Port Harbour Parkway, Developer shall construct Port Harbour Parkway within one year of the Final Site Plan approval of the 1500th unit in Phase II. Prior to approval of the Final Site Plan for the 1500th unit in Phase II the Developer shall post security assuring such construction. Impact fees paid by Phase II of the development shall be earmarked by the County for such construction and shall be used for such construction.

e. The Developer will receive impact fee credits for 100% of the Developers PFSM payment and cost of construction of the PFSM Project, but will waive impact fee credits for the donation of right-of-way for Port Harbour Parkway.

B(9). The developer shall provide easement(s) to Manatee County to allow for attenuation and treatment of all stormwater from the planned build-out conditions (4-lane thoroughfare roadway with intersection improvements and sidewalks) for both sides of Port Harbour Parkway. A Drainage, Maintenance, and Access Easement shall also be provided to Manatee County for conveyance of stormwater from Port Harbour Parkway to the stormwater pond. The Drainage-Maintenance Access Easement shall be on clear and level ground and free of obstructions, including any landscaping in addition to the roadway buffer. Manatee County shall be responsible for the construction of the drainage conveyance improvements, the restoration of the roadway buffer and the maintenance of the free flow of the drainage conveyance. The pond within the stormwater easement shall not be a bonded improvement. Prior to Final Plat approval for the first plat abutting Upper Manatee River Road, the easements shall be approved by the Property Management Department and recorded in the Public Records and the developer shall submit to the Public Works Department the SWFWMD approval letter demonstrating that the approved stormwater pond has been designed with the capacity to accommodate the drainage for the build-out of Port Harbour Parkway as described above. Completion of the above improvements by Manatee County shall not require any further authorization from the developer or Home Owners Association.

B(10) Parcel 19 is approved for 80,000 square feet of Commercial/ Multifamily/Office and Parcel 20 is approved for 564,900 square feet and 300 rooms of Commercial/ Multifamily/Office, and Hotel uses. Allowable commercial square footage can transfer between these two parcels 19 & 20. Development minimum and maximums for Parcels 19 and 20 shall be per the Land Use Equivalency Matrix (LUEM) included as Exhibit 15 of this Development Order.

B(11) A Land Use Development Equivalency Matrix (LUEM) is provided for Parcels 19 and 20. The LUEM is included as Exhibit 15 of this Development Order. The Tampa Bay Regional Planning Council and the Florida Department of Community Affairs will have a minimum 14-day maximum 21-day review period of any/all proposed conversions of the LUEM prior to approval by Manatee County. The applicant shall provide written notice to the Tampa Bay Regional Planning Council and the Florida Department of Community Affairs of all proposed conversions under the LUEM and submit proof of such notice to

Manatee County prior to approval by Manatee County of such conversions in accordance with this section.

C. ENVIRONMENT

C(1). Vegetation, Wildlife, and Wetlands

a. In the event that any additional state or federally-listed species are discovered on-site during project development, the developer shall immediately notify the Florida Fish and Wildlife Conservation Commission and Manatee County EMD and implement the appropriate measures for species conservation as recommended by the Florida Fish and Wildlife Conservation Commission.

b. A management plan for the project, consistent with Policy 3.3.2.2 of the Comprehensive Plan, for removal of nuisance and exotic species, shall be developed by the applicant and approved by Manatee County prior to the first Final Site Plan approval for the project. (Completed)

c. Prior to approval of any Final Subdivision Plat (or Plan if Platting is not required), the Developer* shall record Land Development covenants or deed restrictions designed to prevent homeowner's activities from degrading habitat.

d. Wetland buffers along the Manatee River, [the river as shown on Map F (Exhibit 1)], tidal creeks and islands shall be a minimum width of 50'. Wetland buffers adjacent to the marina shall be consistent with the Land Development Code and Comprehensive Plan. All other buffers shall be a minimum width of 30 feet, unless otherwise approved by the EMD, consistent with the Comprehensive Plan and Land Development Code.

e. Upland buffers between on-site wetlands, marshes, streams or rivers and any type of development or land alteration shall be delineated with temporary construction fencing prior to construction to allow these areas to be maintained with existing native vegetation or be replanted with native, transitional zone or upland vegetation. All wetland buffers shall have signage posted depicting the purpose and intent of the buffer. Signage text and location shall be approved by the Director of the Environmental Management Department. The use of pesticides, herbicides, or fertilizers, unless part of an approved nuisance and exotic management plan, shall be prohibited in these buffers and the wetlands they protect.

f. The Developer* shall submit a wetland management and mitigation plan to the County* for approval prior to, or concurrent with Preliminary Site Plan applications. This plan shall address, but not be limited to, identification of wetlands on-site, wetlands to be preserved, proposed wetland alterations, a detailed mitigation plan, control of on- and off-site water quality, methods for hydro period maintenance with a detailed narrative, and preliminary plans for mitigated or significantly enhanced wetlands.

g. Post-development wetlands, conservation tracts, and mitigation areas shall be regarded as preservation areas for the purpose of protecting their natural attributes. These areas shall be placed under conservation easements conveyed to Manatee County consistent with the restrictions on development provided for in Section 719 of the Land Development Code.

h. The maximum amount of wetland impacts shall not exceed the total listed in Table 13.4, revised October 2006, attached as Exhibit 2. However, at time of Preliminary Site Plan approval, all proposed wetland impacts shall demonstrate compliance with minimization, avoidance, and mitigation, pursuant to the Comprehensive Plan, prior to authorization of any wetland impacts.

i. The native upland plant community quantities committed to be preserved in Table 12-2 of the NOPC application dated May 2004 (Exhibit 3) shall include 75 percent of the pine flatwoods and pine-mesic oak community located adjacent to the Manatee River and its tributaries, mangrove swamps, and saltwater marshes.

j. As shown in Table 12-2 of the NOPC application dated May 2004 (Exhibit 3), 36 acres of upland forested communities shall be preserved to provide habitat for the Sherman's fox squirrel.

k. Concurrent with the construction of the internal roadways adjacent to Mitigation Area 6 and the associated wetlands shown on Exhibit 12, the Developer shall construct a fence which will be a minimum of four feet in height and of chain link or a similar material that will prevent passage of young sandhill crane chicks. The general location and extent of the fence is shown on Exhibit 12. (Completed)

C(2). Air Quality

a. Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

b. Best Management Practices shall be employed during site preparation and construction to minimize air quality impacts.

c. Any open burning conducted on site as part of land clearing activities shall be permitted by EMD.

d. A Fugitive Dust Abatement Plan shall be submitted by the Applicant and approved prior to approval of the next Preliminary Site Plan.

C(3). Water Quality and Stormwater Management

a. An Integrated Pest Management Plan (IPMP) shall be developed and approved by Manatee County prior to the first Final Site Plan Completed. The IPMP shall address the following items:
(1) Fertilizer/pesticide/herbicide/application;
(2) Golf course pest management methods and procedures; and
(3) Related quality control and assurance procedures.
A training manual shall be developed as part of the IPMP for maintenance personnel and made available on site at all times.

b. The Developer shall implement the surface and ground water monitoring plan in accordance with the Heritage Sound Water Quality Monitoring Plan included as Appendix 14 S.1 in the Heritage Sound DRI Application for Development Approval Sufficiency Response dated March 1999 (Exhibit 10), and as amended for the Moore's Dairy site in accordance with the Water Quality Monitoring Plan approved by the Manatee County Environmental Management Department

(MCEMD) on October 11, 2005 and included as Section IV in the Heritage Harbour DRI Notice of Proposed Change 2nd Sufficiency Response dated September 2005, unless otherwise modified with the approval of the Environmental Management Department.

c. There shall be no individual groundwater wells associated with single or multi-family residences allowed within the development. This requirement shall be noted in all homeowner documents and disclosure statements. The location and well size of existing wells shall be indicated on each Preliminary Site Plan submitted for the project. A Well Management Plan, for the proper rehabilitation/abandonment of existing wells in accordance with SWFWMD Rule Chapter 40D-2, shall be submitted to the EMD for review and approval prior to authorization of construction.

d. The developer shall conduct annual inspections of the surface water management system on the project site to ensure that the system is being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage or treatment for which it was designed and intended.

e. The stormwater management systems shall be designed, constructed, and maintained to meet Chapter 40D-4 of the Florida Administrative Code. At a minimum, planted littoral zones equivalent to 35 percent of the total minimum lake area shall be required and shall be concentrated at the outfall.

f. Best Management Practices* (BMP) for reducing water quality impacts, as recommended by the County* and SWFWMD in accordance with adopted regulations of these agencies, shall be implemented.

g. All on-site existing underground tanks shall be abandoned pursuant to applicable State and County* rules. All existing underground storage tanks within the project* shall be identified prior to the first PSP approval Completed.

h. An Environmental Assessment of the site shall be conducted by an Environmental Consultant to determine potential hazardous material locations (e.g., historical cattle dipping vats, underground/above ground storage tanks, or buried drums). Should evidence of hazardous material be discovered, further investigations will be required to determine the level of contamination and appropriate remediation/mitigative measures. The Environmental Assessment for the entire site shall be conducted and submitted for County review prior to the first Preliminary Site Plan approval. Development restrictions may be imposed if any contamination is discovered Completed.

C(4). Floodplains

a. All habitable structures and access roadways shall be constructed above the 100-year flood elevation.

b. Compensation for the loss of 100-year flood storage capacity shall be provided through cut and fill balance calculation and further confirmed by the no-rise certification procedure.

c. All homeowner documents, real estate disclosure forms, deeds of sale or lease agreements for land or structures in the post development 100-year flood plain

on the project site of Heritage Harbour, shall be accompanied by a hazard disclosure statement generally describing the property's relative probability of damage from coastal and fresh water flooding. This disclosure shall also list potential mitigation strategies including elevation, construction of safe rooms, window protection (shutters/security film), where the builder has exceeded coastal construction codes and other potential measures to increase safety.

d. The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations.

e. Adequate maintenance easements shall be provided on Cypress Strand (major drain). Prior to dedication, the creek embankment, excluding areas remaining in their natural states, shall be stabilized through seeding, sodding, and rip rap. The Engineer shall provide as-built typical sections for the purpose of maintenance. Any alteration to the creek shall not cause a rise in the FEMA 100-year flood elevation.

C(5). Soils

a. Best Management Practices shall be employed during site preparation and construction to prevent soil erosion.

C(6). Manatee Protection

a. Prior to any marina construction, the developer shall prepare a Manatee Protection Plan. The Plan shall be approved by the Florida Fish and Wildlife Conservation Commission, the Southwest Florida Water Management District, and Manatee County Environmental Management Department. The following elements shall be included:

1. The Developer shall comply with all standard FWCC manatee construction conditions for all in-water construction.

2. A manatee education program shall be developed and implemented for all slip lessees.

3. A navigation channel shall be designated and marked with U.S. Coast Guard approved markers from the marina downstream to the I-75 Bridge prior to occupying any wet slips. The Developer shall be responsible for posting and maintaining the markers for the established channel in perpetuity, unless the Developer* obtains a commitment for posting or maintenance by an appropriate governmental agency. The Developer shall be responsible for posting and maintaining the markers from its marina to the designated main river channel in perpetuity, unless otherwise posted and/or maintained by an appropriate governmental agency.

4. A sign will be installed and maintained at the facility for boaters traveling to the Manatee River. The sign shall notify boaters of the controlling depth of the river, and request that boaters stay in the marked channel.

5. The use of the boat ramp shall be limited to lessees/owners of slips at the docking facility.

6. The maximum draft, including propeller(s) for vessels associated with this project shall be 2.5 feet or as otherwise approved through the permitting process. This requirement shall be posted at the marina and included in all homeowner's documents, real estate disclosure forms, deeds of sale, or lease agreements for land or structures.

7. Before commencement of the dry storage and boat lift, a speed zone from the I-75 Bridge to the vicinity of the east line of Section 16, Township 34 South, Range 19 East, shall be established by local ordinance and posted. The main marked channel shall be regulated at a speed, or speeds, as determined from public hearings and passing of an ordinance by the Manatee County Commission, with all other waters regulated as slow speed, minimum wake as applicable per Manatee County regulations. The Developer shall be responsible for posting and maintaining the established speed zone markers/buoys in the designated areas the Developer obtains a commitment for posting and maintenance by an appropriate governmental agency.

8. The Developer shall assist in the enforcement of the speed zone, once, established. It shall be a term of the lease of any slip that violations of the speed zone ordinance may result in the revocation of the lease. An employee will be responsible for issuing warnings to lessees who are violating the speed zone. This person will also be responsible for a revocation process of the leased slip for individuals who are cited for violating the speed zone ordinance and pay a fine or are found guilty of violating the ordinance by a court of competent jurisdiction.

b. Except for docks whose sole purpose is to provide access to nature parks and/or picnic areas, and excluding specifically docks for individual or multiple single family use, the only docks on the site shall be at the marina if the marina is permitted.

c. The total number of boat slips allowed for this development in perpetuity shall not exceed 462. The first phase shall consist of up to a maximum of 162 wet slips and boat ramp. The second phase shall consist of up to a maximum of 300 dry slips. The second phase shall not be initiated until two years after the first phase has been completed.

D. ARCHAEOLOGICAL AND HISTORICAL RESOURCES.

D(1). The discovery of any significant historical or archaeological resources shall be reported to the Florida Division of Historical Resources and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Manatee County in accordance with Rule Chapter 9J-2, Florida Administrative Code.

Archaeological test excavations by a professional archaeologist shall be conducted on each such site to provide sufficient data to make a determination of significance prior to the commencement of ground-disturbing activities at the site. The final determination of significance shall be made in conjunction with the Florida Department of State, Division of Historical Resources, and the County*. The appropriate treatment of such resources (potentially including excavation of the site in accordance with the guidelines established by the Florida Department of State, Division of Historical Resources) must be completed before resource-disturbing activities are allowed to continue.

E. WASTEWATER MANAGEMENT

E(1). The Certificate of Level of Service for wastewater must be obtained with each Final Site Plan.

F. WATER SUPPLY

F(1). The Certificate of Level of Service for water must be obtained with each Final Site Plan.

F(2). The developer shall use non-potable water, stormwater, reclaimed water (when available) for irrigation of landscaping. When available, the applicant shall use reclaimed water or another alternative source (other than the Floridan aquifer) for tee areas, fairways, greens, and common areas. Irrigation systems shall be designed, installed, and operated for maximum water use efficiency and be developed by an irrigation contractor licensed or certified by the State of Florida. The irrigation system shall include the following:

a. Irrigation zones with differing water requirements such as putting greens, tees, fairways, and common areas shall be irrigated separately.
b. Low-volume irrigation system components shall be used to the maximum extent possible.
c. High-frequency irrigation areas shall be limited to tees and greens.
d. The irrigation system shall include rain sensors with automatic rain shutoff devices which shall be installed on each controller within the irrigation system.
e. Maintenance of the irrigation system will include resetting the automatic controllers according to the season and checking, adjusting, and repairing irrigation devices to ensure optimum operating efficiency.

F(3). For the purpose of potable or reclaimed water conservation, utilization of Xeriscape landscaping principles shall be incorporated into the golf course design and other landscape areas which shall include ecologically viable portions of the site's existing native vegetation. Xeriscaped areas shall not be irrigated.

F(4). The applicant shall use the lowest quality of water available for irrigation purposes. Consideration shall be given to meeting the irrigation needs of the project with the following sources, in order of preference; (1) treated wastewater, (2) treated stormwater; (3) non-potable quality groundwater. Prior to each Final Site Plan approval, the developer shall identify the irrigation source which will be utilized. When it becomes available from Manatee County, Heritage Sound shall connect to the County's wastewater reuse system. All wells no longer needed for irrigation purposes shall be properly abandoned except for such wells as may be needed for emergency purposes.

F(5). Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, Florida Statutes).

F(6). For the purpose of potable water conservation, installation of high-efficiency (low volume) plumbing fixtures, appliances, and other water conserving devices shall be required. The water conservation fixtures and measures (low water use toilets, shower heads, and other plumbing fixtures) referenced in the ADA shall be required.

F(7). Reserved

F(8). All irrigation wells which are not proposed for use (about 30) or are not needed for emergency purposes shall be properly sealed and abandoned prior to commencement of development in the areas where the wells are located. Additionally, an appropriately located irrigation well or wells as approved by Water Management District staff shall be tested annually for salinity.

G. SOLID/HAZARDOUS WASTE/MEDICAL WASTE

G(1). The County has determined that there exists adequate solid waste capacity to accommodate the impacts of the Project*. The Certificate of Level of Service shall be valid until December 31, 2012. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

G(2). In the event that hazardous materials or medical waste are located on the site, they shall be handled in a manner consistent with applicable Federal, State, and Local regulations.

H. ENERGY

H(1). The energy conservation measures referenced of page 29.3 of the ADA shall be utilized as applicable (Exhibit 5).

H(2). The developer shall use xeriscape landscaping wherever possible to reduce both water and energy consumption.

I. RECREATION AND OPEN SPACE

I(1). The Project* shall contain, at a minimum, 893.9 acres of open space. The property designated for recreation purposes shall include a 37.0 acre community park open to the general public, a 4.2 acre private neighborhood park, a 12.0 acre marina, and 250.0 acres of golf.

I(2). The Developer shall be responsible for the maintenance of all recreation and open space areas within the project site not dedicated to the County.

I(3). A system of bicycle and pedestrian trails shall be developed to link the residential, commercial and recreational areas. If bicycle trails are combined with the required sidewalk system, then it shall be designed and constructed with a minimum width of eight feet. If it is not combined with the sidewalk, then a four-foot wide lane shall be provided on each side of the roadway. Prior to the first residential subphase south of Port Harbour Parkway and the first residential subphase north of Port Harbour Parkway a comprehensive pedestrian/bicycle plan for each side of Port Harbour Parkway shall be submitted and approved by Manatee County.

J. PUBLIC SAFETY

J(1). The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, equipping, and staffing of emergency service facilities for police and fire services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement as to pro-rata share for each Phase*, mutually acceptable to the County and the Developer shall be reached prior to the issuance of the first Final Site Plan or Final Plat for Vertical

Development for each Phase*. The pro-rata share shall not exceed the total sum of impact fees anticipated from the Project and any pro-rata lump sum payment shall be creditable against the payment of impact fees, in accordance with applicable law. (Completed)

K. HURRICANE PREPAREDNESS

K(1). The applicant/developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, neighborhood association newsletters, model homes, commercial/office buildings, etc.

K(2). The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations recognizing the vulnerability of this site to fresh water flooding and tropical storms and hurricanes.

K(3). Prior to the first Final Site Plan for a site located either completely or partially within the Coastal Planning Area, as identified in the Comprehensive Plan, the applicant shall develop a master plan for evacuation and recovery to ensure the safe and orderly evacuation of vulnerable residents, hotel guests, and employees after an official evacuation order is issued. This plan shall include such provisions as, but not be limited to: (1) ordering all buildings in the evacuated areas closed for the duration of a hurricane evacuation order; (2) informing all residents, guests and employees of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation and re-entry/recovery plans. This plan shall be submitted to the DCA and the County for review and approval before approval of a Final Site Plan for habitable construction within the Coastal Planning Area. DCA shall have 45 days to comment on this plan. Completed and attached as Exhibit 13.

K(4). Prior to the first Final Site Plan approval for any site located either completely or partially within the Coastal Planning Area for habitable construction, the applicant shall develop a master plan for mitigating the project's impacts on emergency public shelters consistent with the requirements of Rule 9J-2.0256, Florida Administrative Code. These measures may include, but not be limited to: construction of shelter space in accordance with ARC 4496 shelter standards; payment in lieu of construction; or participation in the upgrading of existing shelter space. The plan shall be submitted to the DCA and the County for review and approval before approval of a Final Site Plan for habitable construction. DCA shall have 45 days to comment on this plan. Completed and attached as Exhibit 13.

L. EDUCATION

L(1). The Developer* shall mitigate potential school impacts by making a payment of $825,000.00 to the School Board, upon request (which represents a cost of $35,000.00 per acre) with a three percent (3%) adjustment per year for five years. Request for payment shall be made no earlier than the date of the issuance of the first residential Certificate of Occupancy. Payment shall be made within 30 days of request. Completed.

L.(2) The Developer* shall fund the cost of a sidewalk from the school board property line (adjacent to the student drop off area within Heritage Harbour) to Haile Middle School and a shelter adjacent to the drop off area, upon the request of the School Board. (Completed)

M. MARINA FACILITIES

M(1). Live-aboards, defined as occupying a vessel for more than three consecutive days, shall not be allowed.

M(2). Manatee protection measures outlined by the Bureau of Protected Species Management, including educational signage, channel markings, etc., shall be implemented in accordance with Condition C(6).

M(3). The marina shall implement the elements of the Florida Clean Marina Program to minimize the introduction of deleterious substances into the marina basin that would be detrimental to water quality (Developer's commitment).

M(4). A fuel spill response plan shall be prepared and approved by Manatee County prior to Final Site Plan approval for the marina or boat livery. Marina staff shall be trained in the implementation of the plan. Each annual report shall include a report on marina operation, including the number of wet and dry slips occupied; the number leased by residents; and any incidents of fuel spills.

M(5). The slip lease agreement shall prohibit use of sudsing cleaners containing ammonia, sodium hypochlorite, chlorinated solvents, petroleum distillates, or lye.

M(6). The provisions of the Pollution Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, shall be strictly adhered to.

N. AFFORDABLE HOUSING

N.(1) An assessment of the potential affordable housing impacts of the Project was performed as part of this NOPC. The Developer* recognizes that the statutory rules require an assessment of "affordable housing", however the TBRPC and Manatee County recognize that the potential deficit is in the area of "essential worker" or "workforce" housing as such terms are defined by the TBRPC and the Manatee County Land Development Code, respectively. Harbourvest, LCC, per their agreement with the TBRPC, shall implement the following:

a. 245 units shall qualify upon the first sale to an end user as workforce housing as defined by Manatee County Land Development Code. The sales price for such units shall be determined to qualify as workforce housing after excluding upgrades and options from the price. The maximum sales price for the workforce housing units shall be based upon current workforce sales price as established by the methodology in the Manatee County Land Development Code and may be modified each year as determined by Manatee County.

b. The Developer* shall receive a 1:1 credit for all such qualifying units built within Phase I or II from January 1, 2004 to December 31, 2012 (project build out).

c. Should the Developer* not provide the required number of affordable units, mitigation in the form of $2,000 per affordable unit not built shall be paid into the Affordable Housing Trust Fund prior to Final Site Plan approval for the 1,500th residential unit in Phase II or last residential subphase, whichever comes first.

Prior to the first Final Site Plan approval for residential development, the developer shall deposit into an escrow account, post a letter of credit or bond, in

a form acceptable to Manatee County, to secure the payment for the number of unbuilt units, in the amount of $490,000. The escrowed funds shall be refunded to the developer or the bond or letter of credit released as each workforce unit is constructed.

d. As a means to monitor the progress, the applicant shall provide an accounting of the number of units that have been provided to date in each Annual Report.

N.(2) Prior to the initiation of Phase II, the Developer* shall conduct a reanalysis of affordable housing impacts in accordance with Section 380.06(6) and utilizing a methodology acceptable to the County*and the DCA. (Completed)

O. GENERAL CONDITIONS

O(1). Should the Project* significantly depart from the parameters set forth in this Development Order and the ADA*, the Project* will be subject to a Substantial Deviation Review, pursuant to Section 380.06, Florida Statutes. Any change to the Project* which meets the criteria set forth in Subsection 380.06(19), Florida Statutes shall require a hearing to determine if the change constitutes a Substantial Deviation.

O(2). The Developer's* commitments set forth in the ADA*, and, as summarized in Section 5 herein, shall be honored, except as they may be superseded by specific terms of the Development Order.

O(3). Should the Developer* divest itself of all interest in the Project* prior to the expiration of the Development Order, the Developer* shall designate the successor entity to be responsible for preparation of the Annual Report, subject to approval by the County*.

O(4). Buildout shall be completed by December 31, 2012. This Development Order shall expire December 31, 2014 to allow for post-development monitoring. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O(5). The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O(6). The Developer*, its successors, assigns or transferees, shall submit Annual DRI Reports in accordance with Section 380.06(18), Florida Statutes* to the County*, TBRPC, the State Land Planning Agency, and other agencies, as may be appropriate, on March 21st of each year until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of the Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Planning Director decide further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners' hearing wherein such report is to be considered or

reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, modification, or change of any conditions, or any terms or conditions of this Development Order. The Annual Report shall contain the following:

a. Any change in the plan of development, or in the representation contained in the ADA, or in the phasing or land uses for the reporting year and for the next year;
b. A summary comparison of development activity proposed and actually conducted for the year;
c. 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, leased, or optioned by the Developer* adjacent to the land encompassed by the Development Order for the Project;
e. An assessment of the Developer's* and the local government's compliance with the conditions of approval contained in the DRI Development Order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County*, TBRPC, or 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 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 copy of any recorded notice of the adoption of a Development Order for the subsequent modification of an adopted Development Order that was recorded by the Developer* pursuant to Subsection 380.06(14)(d), Florida Statutes;
j. A statement that all persons have been sent copies of the Annual Report in conformance with Subsection 380.06(15) and (18), Florida Statutes;
k. Progress regarding compliance with Stipulation N(1), the number of workforce housing units provided.
l. Reports and/or information pursuant to conditions B(2), B(3), C(1)h and i, C(3)d, K(3), K(4).
m. An updated map showing the locations and acreage of upland and wetland preservation.

O.(7) In the event of a Development Order appeal or other legal challenge of this Development Order by the Department of Community Affairs, then the Developer* shall pay all reasonable costs and fees of County* staff and attorneys relating to said appeal or legal challenge at the rate for processing this Development Order under the current Planning fee schedule. Payment of all billings by the Developer* related to such fees and costs shall be paid within forty five (45) days of submittal of an invoice.

SECTION 6. DEVELOPER COMMITMENTS.

The following are developer commitments that were set forth in the Application for Development Approval (ADA) and Sufficiency Responses (SR) which shall be honored by the developer, except as they may be superseded by specific terms of the Development Order.

VEGETATION, WILDLIFE AND WETLANDS

1. Potential (sandhill crane) nesting habitat will be preserved (SR, pg. 2.2)

2. Former potential (sandhill crane) nesting habitat will be enhanced and restored. (SR, pg. 2.2)

3. Potential (sandhill crane) foraging habitat will also be maintained. (SR, pg. 2.3)

4. The surface water management system for the project will be designed to protect potential (sandhill crane) nesting marshes from unnatural peaks in water levels that might flood nests and cause failure. (SR, pg. 2.3)

5. Potential (sandhill crane) nesting marshes... will be buffered from proximate sources of active disturbance. (SR, pg. 2.3)

6. Management of upland and wetland areas will include control or treatment of nuisance and exotic species, such as cattails, Brazilian pepper, and primrose willow. Mechanical means will be used control the height of saw palmettos in undeveloped pine flatwoods areas. Restrictive deeds and covenants to prevent unauthorized impacts from clearing, the removal of desirable vegetation, will be incorporated into the homeowner's documents or deed restrictions, which will be enforced by the applicant and successor entity. (SR, pg. 2.6)

7. Those wetlands conserved will be assured long-term conservation and protection post-development by conservation mechanisms consistent with the Manatee County Comprehensive Plan and Land Development Regulation requirements at the time of the development order. (SR, pg.2.22)

FLOODPLAINS

1. All roads, utilities, and structures will be constructed above the mapped 25-year and 100-year floodplains. (SR, pg. 2.44)

WATER SUPPLY

1. The potable water distribution system will be built to County Standards by the Developer*, and may be dedicated to Manatee County for operation and maintenance at the Developer's option with approval by the Utility Operations Department. Revised.

SOLID WASTE/HAZARDOUS WASTE/MEDICAL WASTE

1. The developer will prepare and submit a Hazardous Material Management Plan for the golf course at time of site plan application to Manatee County (SR, pg. 3.16)

POLICE AND FIRE PROTECTION

1. The developer has agreed to provide a "pro rata share" of the cost of expanding police and fire protection services to the project. Such costs could include additional Sheriff's Office personnel and an additional aerial truck for the Braden River Fire District if three or more structures are greater than 34 feet in height. (ADA, Page 25.1)

RECREATION AND OPEN SPACE

1. The developer has proposed a system of bicycle and pedestrian trails to be developed to join together the residential areas, golf course, and community park. (ADA, page 26.1)

EDUCATION

1. The developer will work with the Manatee County School Board to determine the most appropriate method to mitigate potential school facility impacts. (ADA, page 27.1)

2. The developer will work with the School Board to identify an appropriate site within Heritage Harbour if the School Board determines that this location will meet their long term needs. (SR 6.3)

PORTS AND MARINAS

1. No live-aboards will be allowed at the marina facility. (ADA, pg. 37.5)

2. A sewage pump-out facility will be provided for use of the residents and other boaters. (ADA, pg. 37.5)

3. Paint scraping, sanding or sandblasting, hull painting, or major engine repairs will be prohibited. Limited boat maintenance activities and minor engine repairs and servicing will be allowed, and specifically listed in the marina slip agreements (SR, pg. 7.3)

4. Fuel handling will follow the recommended elements of the Florida Clean Marina Program by providing signage and pamphlets that stress the impact from spills and fueling activities, including awareness of the fiscal responsibility a boater has if they create a spill and subsequent clean up is required. All fuel nozzles will have automatic/back-pressure/shut-off nozzles. Fueling of small cans will take place on impervious fireproof containment trays. A Fuel Response Package will contain containment booms, pads, and absorbents readily available in well-marked, easily accessible container(s). A fuel spill response plan will be prepared, and marina staff will be trained in the implementation of the plan. The provisions of the Pollution Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, will be strictly adhered to. (SR, pg. 7.2)

5. A slow speed zone from the marina to the main river channel will be posted and select interior braided channels adjacent and within the project area will be marked for slow speed only (throughout the year). The main natural river channel from the marina downstream to where the river becomes a broad system will be marked with regulation markers. (SR, pg. 7.4)

SECTION 7. LEGAL DESCRIPTION.

Development of Heritage Harbour shall be restricted to the 2784.7 acre tract of land described below:

All of Sections 13, 14, 23, 24, 25, 26, 35 and 36, Township 34 South, Range 18 East, Manatee County, Florida, lying north of State Road No. 64, as shown on State Road Department right-of-way map Section No. 1305-250 and also north of State Road No. 93 (Interstate 75) as shown on Department of Transportation right-of-way map for Section 13075-2403 and south of the

mean high water line of the south bank of the Manatee River. Containing 2,397.5 acres more or less.

Also: That portion of the following described tract of land lying southwest of State road No. 93 (Interstate 75) and east of the easterly limited access right-of-way line of Kay Road as shown on Department of Transportation right-of-way map for Section 13075-2404, Sheet 3 of 9:
Begin at the NW corner of Section 26, Township 34 South, Range 18 East running East 2,681.25 feet, thence running South 3,769 feet, thence running West 2,681.25 feet, thence running North to the Point of Beginning, less the Southernmost 1640.5 feet thereof. Containing 10.6 acres, more or less.
Also: Unsurveyed portion of Section 12, Township 34 South, Range 18 East, lying South of Government Lots 3 and 4;
Unsurveyed portion of Section 13, Township 34 South, Range 18 East, less and except the following described lands:
Begin at the NW corner of Section 13, Township 34 South, Range 18 East; thence South to the water of the Manatee River; thence meander the waters of the Manatee River in an Easterly and Northeasterly direction to a point on the North line of said Section 13 which is on or near the extended East line of U.S. Government Lot 1 of Section 12, Township 34 South, Range 18 East; thence West along the North line of Section 13 to the Point of Beginning; Unsurveyed portion of Section 14, Township 34 South, Range 18 East, less and except the following described lands:
Begin at the NE corner of Section 14, Township 34 South, Range 18 East; thence South to the waters of Manatee River; thence meander the waters of the Manatee River in a Westerly and Northwesterly direction to a point on the North line of said Section 14, run thence East along the North line of said Section 14 to the Point of Beginning; Containing approximately 87.7 acres (computed by digitizing from aerial photographs the area above the approximate mean high water line).
All lying and being location Manatee County, Florida.

(AS FURNISHED O.R. 1460/5079)

THE SOUTH 295 ACRES, MORE OR LESS, OF SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, PARTICULARLY DESCRIBED AS FOLLOWS: BEGIN AT THE SOUTHEAST (SE) CORNER OF SAID SECTION 19 AND RUN NORTH 2583.4 FEET, MORE OR LESS, TO A POINT ONE FOOT NORTH OF A LINE OF TELEPHONE POSTS; RUN THENCE WEST 2° AND 02° NORTH, 2394.8 FEET TO A 2"x2" STAKE PLACED BY W. H. COGGESHALL; RUN THENCE WEST 3° AND 57 FEET SOUTH 2432.1 FEET MORE OR LESS TO THE WEST BOUNDARY OF SAID SECTION; RUN THENCE SOUTH ALONG SAID WEST BOUNDARY TO THE SOUTHWEST (SW) CORNER OF SAID SECTION; RUN THENCE EAST TO THE POINT OF BEGINNING; LESS AND EXCEPT: A CERTAIN PARCEL LOCATED IN THE SOUTHEASTERLY CORNER OF THE ABOVE DESCRIBED LANDS, WHICH PARTICULAR PARCEL IS MORE SPECIFICALLY DESCRIBED AS FOLLOWS: BEGIN AT THE SE CORNER; THENCE NORTHERLY ALONG THE CENTER OF HIGHWAY 300 FEET; THENCE WEST 175 FEET; THENCE SOUTH 300 FEET; THENCE EAST 175 FEET TO THE POINT OF BEGINNING; LESS EAST 40 FEET FOR ROAD RIGHT OF WAY AS DESCRIBED IN OFFICIAL RECORD BOOK 226, PAGE 625, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA,

MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A PARCEL OF LAND SITUATED IN SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 19; THENCE NORTH,

ALONG THE EAST LINE OF SAID SECTION 19, 300.00 FEET; THENCE SOUTH 89°50'39" WEST, 40.00 FEET TO THE WEST RIGHT- OF-WAY LINE OF UPPER MANATEE RIVER

ROAD, FOR A POINT OF BEGINNING; THENCE NORTH, ALONG SAID RIGHT-OF-WAY LINE, 2283.08 FEET; THENCE NORTH 88°16'00" WEST, 2354.78 FEET; THENCE SOUTH

89°53'00" WEST, 2401.54 FEET TO THE WEST LINE OF SAID SECTION 19; THENCE SOUTH 00°59'28" WEST, ALONG SAID WEST LINE, 2662.87 FEET TO THE SOUTH LINE OF SAID SECTION 19; THENCE NORTH 89°50'39" EAST, ALONG SAID SOUTH LINE, 4666.31 FEET; THENCE NORTH, 300.00 FEET; THENCE NORTH 89°50'39" EAST, 135.00 FEET TO THE POINT OF BEGINNING.

The area of all of the above described land is approximately 2784.7 acres.

SECTION 8. COMMENCEMENT OF DEVELOPMENT.

Physical development of the Project* has commenced. If any five year period shall expire without significant additional physical development activity on the site, the BOCC may conduct a public hearing in accordance with the Land Development Code after appropriate notice to the Developer* and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer. For purposes of this provision, "physical development" shall be the actual construction of buildings or infrastructure by the Developer* that is approved on a Final Site Plan or Plat for the Project*.

SECTION 9. RESTRICTIONS ON DOWN-ZONING.

Prior to the buildout date of this Development Order, the County shall not down-zone or reduce the intensity or unit density permitted by this Development Order, unless the County can demonstrate that:

1. Substantial changes in the conditions underlying the approval of the Development Order have occurred; or

2. The Development Order was based upon substantially inaccurate information provided by the Developer; or

3. The change is clearly established by the County to be essential for the public health, safety, or welfare, or

4. The development is not proceeding in a timely manner, pursuant to Section 7.

Any down-zoning or reduction in intensity shall be effected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For purposes of this Development Order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this Development Order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted

to the Developer by this Development Order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 10. BINDING ORDER UPON DEVELOPER AND COUNTY.

This Development Order shall be binding upon the Developer, Owners, the County, and upon the Developer's and Owner's grantees, successors, and assigns.

SECTION 11. COMPLIANCE WITH CODES AND ORDINANCES.

All development undertaken pursuant to this Development Order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 12. RENDITION.

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the BOCC approval to the Developer, DCA, and TBRPC.

SECTION 13. NOTICE OF RECORDING.

The Developer shall record a notice of adoption of this Development Order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 14. SEVERABILITY.

It is the intent of this Development Order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this Development Order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provision or portion shall be deemed null and void, but all remaining provisions and portions of this Development Order shall remain in full force and effect.

SECTION 15. EFFECTIVE DATE.

This Ordinance shall become effective upon filing of a certified copy with the Department of State; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said of appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 00-19, as amended by Ordinance 03-25 and Ordinance 08-33, during the pendency of any appeal.

PASSED AND DULY ADOPTED WITH A QUORUM PRESENT AND VOTING BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA THIS THE 3rd DAY OF JUNE, 2010.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: _____
Carol Whitmore, First Vice-Chairman

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

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

By: _____
Deputy Clerk

EXHIBITS 1, 4, 7, 8, 9, 10, 11, and 12

ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 00-19, APPROVED ON MARCH 21, 2000.

EXHIBIT 13

IS NOT ATTACHED BUT IS ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 03-25, APPROVED ON JUNE 17, 2003.

EXHIBITS 2, 3, 5, and 14

ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 08-33, APPROVED ON MARCH 11, 2008.

EXHIBITS 6, 15, and 16

ARE ATTACHED AND TITLED AS FOLLOWS:

Ex. 6:	Map H – Master Development Plan
Ex. 15:	Land Use Equivalency Matrix
Ex. 16:	P.M. Peak-Hour Project Trip Generation Comparison

MAP H

MASTER DEVELOPMENT PLAN

HERITAGE HARBOUR - THE LANDING AT HERITAGE HARBOUR

Exhibit 6 A DEVELOPMENT OF REGIONAL IMPACT - NOTICE OF PROPOSED CHANGE

September 2020

Kimley-Horn and Associates, Inc.
© 2020 KIMLEY-HORN AND ASSOCIATES, INC.
3801 CASTLETON ROAD, SUITE 300, SARASOTA, FL 34233
PHONE: 941-329-2500 FAX: 941-329-4252
WWW.KIMLEY-HORN.COM CA 00000696

LEGAL DESCRIPTION
DEVELOPMENT OF HERITAGE SOUND SHALL BE RESTRICTED TO THE 2,945.8 ACRE TRACT OF LAND DESCRIBED BELOW:

ALL OF SECTIONS 13, 14, 23, 24, 25, 26, 35 AND 36, TOWNSHIP 34 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, LYING NORTH OF STATE ROAD NO. 64, AS SHOWN ON STATE ROAD DEPARTMENT RIGHT-OF-WAY MAP SECTION NO. 1506-2520 AND ALSO NORTH OF STATE ROAD NO. 63 (INTERSTATE 75) AS SHOWN ON STATE ROAD DEPARTMENT RIGHT-OF-WAY MAP SECTION 13075-2403 AND SOUTH OF THE MEAN HIGH WATER LINE OF THE NORTH PRONG OF THE MANATEE RIVER. CONTAINING 2,367.3 ACRES MORE OR LESS.

ALSO, THAT PORTION OF THE FOLLOWING DESCRIBED TRACT OF LAND LYING SOUTHWEST OF STATE ROAD NO. 63 (INTERSTATE 75) AND EAST OF THE WAWP-DEVELOPMENT RIGHT-OF-WAY MAP SECTION 13075-2404, SHEET 2 OF 8.
BEGIN AT THE NW CORNER OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 18 EAST
RUNNING EAST 2,640.00 FEET; THENCE
RUNNING SOUTH 2,640.00 FEET; THENCE
RUNNING WEST 2,640.00 FEET; THENCE RUNNING NORTH TO THE POINT OF BEGINNING, LESS THE SOUTHERMOST 1,640.0 FEET THEREOF, CONTAINING 159.6 ACRES, MORE OR LESS.

ALSO, UNSURVEYED PORTION OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LYING SOUTH OF GOVERNMENT LOTS 2 AND 4;
UNSURVEYED PORTION OF SECTION 14, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LESS AND EXCEPT THE FOLLOWING DESCRIBED LANDS:

BEGIN AT THE NW CORNER OF SECTION 14, TOWNSHIP 34 SOUTH, RANGE 18 EAST;
RUNNING SOUTH 1,640.0 FEET; THENCE RUNNING EAST 2,640.00 FEET; THENCE RUNNING NORTH 1,640.0 FEET TO THE NORTH LINE OF SAID SECTION 14; THENCE WEST 2,640.00 FEET TO THE POINT OF BEGINNING, LESS AND EXCEPT THE FOLLOWING DESCRIBED LANDS:

BEGIN AT THE NE CORNER OF SECTION 14, TOWNSHIP 34 SOUTH, RANGE 18 EAST;
THENCE SOUTH TO THE WATERS OF MANATEE RIVER; THENCE MEANDER THE WATERS OF THE MANATEE RIVER IN A WESTERLY AND NORTHWESTERLY DIRECTION TO A POINT ON THE NORTH LINE OF SAID SECTION 14; THENCE EAST ALONG THE NORTH LINE OF SAID SECTION 14 TO THE POINT OF BEGINNING. CONTAINING APPROXIMATELY 67.7 ACRES (COMPUTED BY DIGITAL METHODS), MORE OR LESS.

ALL LYING AND BEING CONTIGUOUS TO MANATEE COUNTY, FLORIDA.
THE AREA OF ALL OF THE ABOVE DESCRIBED LAND IS APPROXIMATELY
2,945.8 ACRES

ALSO, (AS FURNISHED O.R. 1440/5279)
THE SOUTH 225 ACRES, MORE OR LESS OF SECTION 15, TOWNSHIP 34 SOUTH, RANGE 18 EAST, PARTICULARLY DESCRIBED AS FOLLOWS: BEGIN AT THE SOUTHEAST (SE) CORNER OF SAID SECTION 15, RUN THENCE NORTH ALONG THE EAST LINE OF SAID SECTION 15, 2,640.00 FEET TO A LINE OF POSITION POSTED; RUN THENCE WEST 2,640.00 FEET TO A LINE OF POSITION POSTED; RUN THENCE WEST 2,640.00 FEET TO A LINE OF POSITION POSTED; RUN THENCE WEST 2,640.00 FEET TO A 2"x2" STAKE PLACED BY H. H. CADDELL

EXHIBIT 15

Land Use Equivalency Matrix – Parcel 19 and 20

Land Use Equivalency Rates and Minimum/Maximum Development Thresholds For Parcels 19 and 20					
Change To→ / **Change From↓**	Hotel (1Room)	Commercial/Retail (1,000 SF)	Office (1,000 SF)	Minimum	Maximum
Hotel (1 Room)	---	171.5 SF	396 SF	80 rooms	300 rooms
Commercial/Retail (1,000 SF)	5.8 Rooms	---	2,308.3 SF	540,000 SF	683,000 SF
Office (1,000 SF)	2.5 Rooms	433.2 SF	---	0 SF	100,000 SF

Note: 1 Hotel Room equates to 171.5 SF of Commercial/Retail or 396 SF of Office
1,000 SF of Commercial/Retail equates to 5.8 Hotel Rooms or 2,308.3 SF of Office
1,000 SF of Office equates to 2.5 Hotel Rooms or 433.2 SF of Commercial/Retail
Any land use exchanges will not exceed the substantial deviation thresholds set forth in FS.380.06(19)(b).

EXHIBIT 16

Parcels 19 and 20 P.M. Peak-Hour Project Trip Generation Comparison[3]								
Scenario	Gross Trips			Internal Capture	Pass-By	Net, New Trips		
	Enter	Exit	Total			Enter	Exit	Total
Existing[1]	3,889	3,252	7,141	1,428	644	2,853	2,216	5,069
Proposed[2]	3,932	3,335	7,267	1,456	666	2,871	2,274	5,145
Difference	43	83	126	28	22	18	58	76

Source: (1) ITE's, *Trip Generation* (6th Edition)
(2) ITE's, *Trip Generation* (8th Edition)
(3) Traffic Impact Statement dated 12/17/09 by Kimley-Horn, Table 1 on page 2

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.

Witness my hand and official seal this 18th day of June, 2010

R.B. SHORE
Clerk of Circuit Court

By: [signature] D.C.

FILED FOR RECORD
R. B. SHORE

2010 JUN 29 PM 2:55

CLERK OF THE CIRCUIT COURT
MANATEE CO FLORIDA

FLORIDA DEPARTMENT of STATE

CHARLIE CRIST
Governor

STATE LIBRARY AND ARCHIVES OF FLORIDA

DAWN K. ROBERTS
Interim Secretary of State

June 22, 2010

Honorable R. B. "Chips" Shore
Clerk of Circuit Court
Manatee County
Post Office Box 25400
Bradenton, Florida 34206

Attention: Ms. Quantana Acevedo, Deputy Clerk

Dear Mr. Shore:

Pursuant to the provisions of Section 125.66, Florida Statutes, this will acknowledge receipt of your letters dated June 18, 2010 and certified copies of Manatee County Ordinance Nos. 10-01, 10-03, 10-05, 10-14, 10-19, 10-40, 10-47 and PDMU-98-08 (Z) (G) (R4), which were filed in this office on June 21, 2010.

As requested, one date stamped copy is being returned for your records.

Sincerely,

Liz Cloud

Liz Cloud
Program Administrator

LC/srd
Enclosure

DIRECTOR'S OFFICE
R.A. Gray Building • 500 South Bronough Street • Tallahassee, Florida 32399-0250
850.245.6600 • FAX: 850. 245.6735 • TDD: 850.922.4085 • http://dlis.dos.state.fl.us

COMMUNITY DEVELOPMENT
850.245.6600 • FAX: 850.245.6643

STATE LIBRARY OF FLORIDA
850.245.6600 • FAX: 850.245.6744

STATE ARCHIVES OF FLORIDA
850.245.6700 • FAX: 850.488.4894

LEGISLATIVE LIBRARY SERVICE
850.488.2812 • FAX: 850.488.9879

RECORDS MANAGEMENT SERVICES
850.245.6750 • FAX: 850.245.6795

ADMINISTRATIVE CODE AND WEEKLY
850.245.6270 • FAX: 850.245.6282

RECEIVED

JUL - 9 2010

Tampa Bay Regional
Planning Council

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.

Witness my hand and official seal this 13 day of July, 2010

R.B. SHORE
Clerk of Circuit Court

By: [signature] D.C.

#240

MANATEE COUNTY
FLORIDA

Certified Mail # 7000 0520 0015 6095 8266

March 10, 2009

Mr. John Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
4000 Gateway Centre Boulevard, Suite 100
Pinellas Park, Florida 33782

Re: Local Government Development Agreement for Heritage Harbour (f.k.a. Heritage Sound) Development of Regional Impact regarding Proportionate Fair Share Mitigation Project

Dear Mr. Meyer:

Enclosed is a certified copy of the Local Development Agreement for Heritage Harbour which was recorded by the Clerk of the Circuit Court February 26, 2009.

If I can be of further assistance, please contact me at (941)749-3070, extension 6878.

Sincerely,

Bobbi Roy
Project Coordinator

br
Enclosure

Planning Department
Mailing Address: P.O. Box 1000 * Street Address: 1112 Manatee Ave. W. 4th Floor, Bradenton, FL 34205
PHONE: 941.749.3070 * FAX: 941.749.3071
www.mymanatee.org

LARRY BUSTLE * DR. GWENDOLYN Y. BROWN * JOHN R. CHAPPIE * RON GETMAN * DONNA G. HAYES * CAROL WHITMORE * JOE MCCLASH
District 1 District 2 District 3 District 4 District 5 District 6 District 7

LOCAL DEVELOPMENT AGREEMENT

HERITAGE HARBOUR (f.k.a. HERITAGE SOUND)
DEVELOPMENT OF REGIONAL IMPACT
Regarding
PROPORTIONATE FAIR SHARE MITIGATION PROJECT

Lennar Homes, L.L.C.
Heritage Harbour Development, L.L.C.
Manatee County, Florida

This **LOCAL DEVELOPMENT AGREEMENT** (the "Agreement") is made and entered into this 13th day of January, 2009, by and between **LENNAR HOMES, L.L.C.**, a Florida limited liability company, its successors, transferees and assigns, whose address is 551 N. Cattleman Road, # 202 Sarasota, Florida 34232, ("Lennar Homes"), **HERITAGE HARBOUR DEVELOPMENT, L.L.C.**, a Florida limited liability company, its successors, transferees and assigns, whose address is 1101 N. Lake Destiny Road, Suite 475, Maitland, Florida 32751, ("HH Development", and together with Lennar Homes or either of them separately where the circumstances allow, the "Developer"), and **MANATEE COUNTY, FLORIDA**, a political subdivision of the State of Florida, whose address is 1112 Manatee Avenue West, Bradenton, Florida 34205, (the "County").

RECITALS

WHEREAS, Developer is developing real property located in unincorporated Manatee County, Florida, at the northeast quadrant of the intersection of I-75 and State Road 64, more particularly described in **Exhibit "A,"** attached hereto and incorporated herein (the "Project Site") and holds legal and equitable title thereto, except for lots, parcels, and tracts sold in the normal course of development; and

WHEREAS, Developer has been developing the Project Site as a Development of Regional Impact ("DRI") for a mixed use development pursuant to earlier conceptual approval of the DRI and actual approval of Phase I of the DRI, commonly known as the Heritage Harbour Development Project; and

WHEREAS, Developer desires to develop Phase II of the Heritage Harbour Development Project for both residential and non-residential purposes, and on March 11, 2008, the Board of County Commissioners approved Ordinance No. PDMU-98-08(Z)(G)(R-2) (the "Zoning Ordinance") and Ordinance No. 08-33 (the "Development Order", and together with the Zoning Ordinance, the "Approval Documents") granting both development approval for Phase II and certain changes to Phase I (the "Project"); and

WHEREAS, the Approval Documents require, and it is the intent of, Developer to

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MANATEE COUNTY CLERK COURT
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dedicate or convey certain lands and to construct certain improvements in the vicinity of the Project Site, all such lands and improvements intended to serve the needs of and address the transportation impacts created by Phase II of the Project (the "Planned Improvement"); and

WHEREAS, the Planned Improvement contemplated hereunder has been included within this Agreement for the purpose of addressing transportation concurrency for Phase II of Project and the requirement to provide adequate public facilities and services needed to support such new development, and to accommodate anticipated future growth; and

WHEREAS, Section 163.3180(12), Florida Statutes, provides a method by which a development of regional impact may mitigate impacts and thereby satisfy the transportation concurrency requirements of the local comprehensive plan; and

WHEREAS, the Board of County Commissioners approved the Approval Documents subject to the condition that Developer dedicate and construct the Planned Improvement and that performance of same be guaranteed in an enforceable agreement as authorized by Section 163.3180(12), Florida Statutes; and

WHEREAS, the County intends to award to Developer certain transportation impact fee credits for the design, permitting, inspections, construction, and/or dedication of such Planned Improvement in such amounts as are authorized by the County's impact fee ordinance, subject to the terms and conditions set forth herein; and

WHEREAS, the Board of County Commissioners held the first of two required public hearings for the approval of this Development Agreement on January 8, 2009, and held the second required public hearing on January 13, 2009, at which time the Board found this Development Agreement to be consistent with the Manatee County Comprehensive Plan, approved this Development Agreement, and authorized the Chairman to execute this Development Agreement on behalf of Manatee County.

NOW, THEREFORE, in consideration of the mutual obligations and covenants contained herein, the parties hereby agree as follows:

ARTICLE I
STANDARD LOCAL DEVELOPMENT AGREEMENT PROVISIONS

1.1. **Recitals.** The recitals contained hereinabove are true and correct and are incorporated herein by reference.

1.2. **Description of Development Uses.** Pursuant to the Approval Documents, the Project shall be developed, subject to any subsequent modifications approved by the County, to include the following components:

- 5,000 residential units, comprised of 1,590 multi-family units, 1,140 single family

attached or semi-detached units, and 2,270 single family detached units, on a total of 594.5 acres;

- 797,000 square feet of retail uses, 170,000 square feet of office uses, 300 hotel rooms, and 600 assisted living facility beds, all on a total of 390.9 acres; and

- 462 boat slips, comprised of 162 wet marina slips and 300 dry marina slips, and 45 golf course holes along with other parks, recreational, and open space uses, all on a total of 724.6 acres.

Pursuant to the Approval Documents and subject to any subsequent modifications approved by the County, the maximum permitted height within the Project Site is four (4) stories for multi-family units and for office, hotel, and large group care home uses, and thirty-five (35) feet for all other uses, all as measured pursuant to the applicable provisions of the LDC pertaining to maximum height of structures. The Project Site is located within the PDMU Zoning District. The Project Site is within the UF-3, MU, and P/SP-1 Future Land Use Classifications of the Comprehensive Plan.

1.3. Land Subject to Development Agreement and Ownership. A legal description of the land subject to this Agreement (i.e., the Project Site, the 2,784.7 ± acre parcel of real property less those lots, parcels, and tracts sold in the normal course of development) is attached hereto as Exhibit "A". The current legal and equitable owners of the Project Site are Lennar Homes, LLC, and Heritage Harbour Development, LLC.

1.4. Description of Public Facilities. The following public facilities and services will serve the Project:

A. Potable Water: The County will provide potable water service to the Project Site in sufficient quantity to serve the Project, as and when actually constructed, via transmission lines and related facilities which are already in place or which will be constructed by the Applicant through the course of development of the Project Site, but in no case will a certificate of occupancy be issued for any improvement requiring potable water service until such time as the facilities necessary to provide such potable water service have been accepted by the County.

B. Sanitary Sewer: The County will provide sanitary sewer service to the Project Site in sufficient quantity to serve the Project, as and when actually constructed, via transmission lines and related facilities which are already in place or which will be constructed by the Applicant through the course of development of the Project Site, but in no case will a certificate of occupancy be issued for any improvement requiring potable water service until such time as the facilities necessary to provide such potable water service have been accepted by the County.

C. Solid Waste: The County will provide Solid Waste Management Services to the Project Site to serve the Project, as and when actually constructed, via facilities which are already in place.

D. Recreation/Open Space: The County will provide Recreation/Open Space Services to the Project Site to serve the Project, as and when actually constructed, via facilities which are already in place or which will be constructed by the Applicant in accordance with the Approval Documents.

E. Storm Water Management: With the Applicant's design and construction of the proposed storm water management facilities on the Project Site in compliance with County standards and SWFWMD regulations, the Project will meet concurrency requirements for storm water and will not result in degradation of the adopted level of service.

F. Transportation: With the Applicant's construction of the Planned Improvement described herein and the satisfaction of all other requirements for transportation facilities pursuant to the Approval Documents and the CLOS, the Project will meet concurrency requirements for transportation and will not result in degradation of the adopted level of service.

1.5. **Consistency With Comprehensive Plan.** The Planning Commission, in its capacity as the Local Planning Agency of the County, on August 9, 2007, specifically found that the Project, as detailed in General Development Plan Application No. PDMU-98-08(Z)(G)(R-2), is consistent with the County's Comprehensive Plan and Land Development Code, as conditioned in the Zoning Ordinance.

1.6. **Permits Required.** The following is a description of all local development permits approved or needed to be approved for the Project:

- One or more Zoning Map Amendments;
- One or more General Development Plans;
- One or more Preliminary Site Plans;
- One or more Final Site Plans;
- One or more Construction Plans;
- One or more Preliminary Plats;
- One or more Final Plats;
- One or more Special Approvals in accordance with the Comprehensive Plan of Manatee County;
- One or more Specific Approvals in accordance with the requirements of the LDC;
- One or more Access and Driveway Permits;

- One or more Building Permits; and

- One or more Certificates of Occupancy or of Completion.

1.7. **Omission from Development Agreement.** The failure of this Agreement to address a particular permit, condition, term, or restriction shall not relieve Developer of the necessity of complying with the law, including without implied limitation the applicable provisions of the County's Comprehensive Plan or Land Development Code.

ARTICLE II
PROPORTIONATE FAIR SHARE MITIGATION PROJECT, PORT HARBOUR PARKWAY CONSTRUCTION

2.1. **Description of the Planned Improvement.** The County has identified the construction of Port Harbour Parkway from its current terminus to Upper Manatee River Road ("PFSM Project") as a benefit to a regionally significant transportation facility. Such construction will be in conformance with the provisions set forth below in this Section 2.1 and will satisfy all transportation concurrency requirements for Phase II and the mitigation requirements of Section 163.3180(12), Florida Statutes.

A. Prior to approval of the first Final Site Plan for any residential units in Phase II, Developer shall provide to the County a letter of credit issued by a double "A" rated financial institution, or other surety acceptable to the County, to assure construction of the PFSM Project. Such surety shall be in an amount equal to the engineer's certified estimate of the cost of the design, engineering, permitting, and construction of the PFSM Project (or, if Developer has commenced the PFSM Project, such costs remaining to complete the PFSM Project), and shall be released by the County upon final acceptance of the PFSM Project by the County.

B. Developer shall complete construction of the PFSM Project by March 11, 2013.

C. Upon the effective date of this Agreement, Developer shall be entitled to receive a certificate of level of service compliance ("CLOS") for Phase II. Said CLOS shall provide that Developer may proceed immediately with all commercial development and construction of model homes in Phase II. Said CLOS shall provide also that no final site plan for residential units in Phase II may be approved unless and until Developer complies with Section 2.1.A., above, and that no such residential units may be constructed until January 1, 2010, or later. Developer may request the County amend the CLOS for Phase II to authorize the approval of final site plans for, and the construction of, a specified number of residential units in Phase II prior to January 1, 2010, provided however that Developer shall not receive approval of such an amendment unless it is approved concurrently with an amendment to its CLOS for Phase I to impose the requirements of Section 2.1.A., above, on an equal number of the remaining residential units in Phase I.

2.2. **Design.** Pursuant to and in accordance with conditions B(5) of both the Zoning

Ordinance and the Development Order, Developer shall construct Port Harbour Parkway as the outside two lanes of a divided four lane roadway, with bike lanes and sidewalks, following the same design principles as the existing Port Harbour Parkway. Developer shall also construct the ultimate configuration of Port Harbour Parkway at the intersection of Upper Manatee River Road, utilizing temporary striping until the full intersection improvements are made by the County. Developer and the County shall jointly ensure that the design of the intersection improvements follows the applicable FDOT standards.

2.3. **Right of Way.** Developer shall dedicate the right-of-way for Port Harbour Parkway and Upper Manatee River Road as shown on the General Development Plan approved pursuant to the Zoning Ordinance and as shown in the attached **Exhibit "B"**, incorporated herein, upon completion and acceptance of the PFSM Project improvement or upon an earlier date at the request of the County. Developer waives any entitlement to impact fee credits for the donation of such right-of-way for Port Harbor Parkway and Upper Manatee River Road.

2.4. **Permits.** Developer shall obtain, and shall provide to the County at the County's request, copies of all permits, approvals, and authorizations required for the construction of the Planned Improvement from all governmental agencies exercising jurisdiction, including without implied limitation the Florida Department of Transportation and the Southwest Florida Water Management District.

2.5. **Defect Security.** Developer shall maintain a defect security with the County, in a form acceptable to the County, in an amount equal to ten percent (10%) of the total cost of construction of the PFSM Project for a period of three (3) years following the County's acceptance of the PFSM Project improvement.

ARTICLE III
PROJECT COSTS,
AWARD OF IMPACT FEE CREDITS

3.1. **Project Costs.** For purposes of this Agreement, the term "Project Costs" shall include, and shall be limited to, one hundred percent (100%) of the actual cost incurred by Developer with respect to the planning, engineering, design, coordination, permitting, inspections, and construction of the Planned Improvement. Project Costs shall not include administrative overhead costs.

3.2. **Impact Fee Credits.** This Agreement shall constitute and serve as an Impact Fee Credit Agreement, in accordance with Chapter 8 of the County's Land Development Code. The County shall award to Developer impact fee credits in an amount equal to one hundred percent (100%) of all Project Costs paid by Developer. Such credits shall be awarded as such Project Costs are incurred. The date of application for such impact fee credits shall be the Effective Date of this Agreement. Documentation of Project Costs shall be submitted to the County for Final Authorization of Credit. Developer may utilize credits in any manner provided in said Chapter 8. Pursuant to and in accordance with the above Section 2.3, Developer has waived any entitlement to impact fee credits for the donation of rights-of-way for Port Harbor Parkway and

Upper Manatee River Road.

ARTICLE IV
SATISFACTION OF DEVELOPMENT ORDER CONDITIONS

The Construction of the PFSM Project, together with the performance of its other obligations pursuant to this Agreement, shall constitute Developer's complete performance and satisfaction of its obligations pursuant to conditions B(5) and B(9) of the Zoning Ordinance and conditions B(5) and B(8) of the Development Order.

ARTICLE V
MISCELLANEOUS PROVISIONS

5.1. **Attorneys' Fees.** Should either party file an action to enforce any of the provisions hereof or to recover damages for the breach of this Agreement, the prevailing party shall be entitled to recover from the non-prevailing party or parties all reasonable fees, costs, charges, and expenses, including without implied limitation attorneys' fees and expenditures incurred in connection therewith from the initial pleading through trial, appeal, and collection.

5.2. **Choice of Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of Florida. Venue for any dispute shall be located in a civil court of competent jurisdiction in Manatee County, Florida.

5.3. **Partial Invalidity.** If any part of this Agreement shall be determined to be invalid or unenforceable by a court of competent jurisdiction, the remainder of this Agreement shall remain in full force and effect, provided that the part of this Agreement thus invalidated or declared unenforceable is not material to the intended operation of this Agreement.

5.4. **Integration.** This Agreement incorporates and includes all prior negotiations, correspondence, conversations, agreements, and understandings applicable to the matters contained herein, and the parties agree that there are no commitments, agreements, or understandings concerning the subject matter of this Agreement that are not contained herein. Accordingly, it is agreed that no deviation from the terms hereof shall be predicated upon any prior representations or agreements, whether oral or written. It is further agreed that no modification, amendment, or alteration in the terms or conditions contained herein shall be effective unless set forth in a written document executed with the same formality and of equal dignity herewith.

5.5. **Designation of Agents.** The County hereby designates the County Administrator as its agent, Lennar Homes hereby designates the Vice President of the LLC as its agent, and HH Development hereby designates the Manager of the LLC as its agent. Each party agrees that its agent, or his or her designee, shall be responsible for the administration of this Agreement and shall be duly authorized to perform and request all acts necessary for the administration and performance of this Agreement.

5.6. **Notices.** Every notice required under this Agreement, if in writing, shall be deemed to have been given or served at the time the same is received if hand delivered, or at the time the same is deposited in the United States mail, postage prepaid, addressed to the County, Lennar Homes, or HH Development as provided below, until any party gives written notice of a different agent or address:

If to the County:

County Administrator
Manatee County
P.O. Box 1000
Bradenton, Florida 34206

With Copies to:

Director, Public Works Department
Manatee County
1026 26th Avenue East
Bradenton, Florida 34208

Director, Planning Department
Manatee County
P.O. Box 1000
Bradenton, Florida 34206

County Attorney
Manatee County
P.O. Box 1000
Bradenton, Florida 34206

If to Lennar Homes:

Lennar Homes, LLC
Attn: Tony Squitieri
551 N. Cattleman Road, # 202
Sarasota, Florida 34232

With Copy to:

Caleb J. Grimes, Esquire
Grimes Goebel Grimes Hawkins
Gladfelter & Galvano, P. L.
1023 Manatee Avenue West
Bradenton, Florida 34205

If to HH Development:

Heritage Harbour Development, LLC
Attn: Ron Black, Esq.
1101 N. Lake Destiny Road, Suite 475
Maitland, Florida 32751

5.7. **Effective Date.** This Agreement shall not become effective until the Agreement

is fully executed by both parties and all time for appeals of the Agreement have expired (the "Effective Date").

5.8. **Duration.** This Agreement shall remain in effect for seven (7) years following the Effective Date or until the completion of construction and performance under this Agreement, whichever is earlier.

5.9. **Rights of Parties.** Except as otherwise provided in this Agreement, each party reserves all rights with respect to any claims, defenses or causes of action not covered by this Agreement, including, but not limited to, eminent domain, inverse condemnation, or any other court actions under Florida law.

5.10. **Successors, Transferees and Assigns.** This Agreement shall run with the land. The burdens of this Agreement shall be binding on, and the benefits of this Agreement shall inure to, the parties and their respective successors, transferees, and assigns, including all mortgagees of any party.

5.11. **No Development Rights Conferred.** The parties understand, acknowledge, and agree that nothing contained in this Agreement shall:

A. Create any development rights in favor of Developer not already approved by the County or otherwise expressly conferred pursuant to Article IV hereof;

B. Create, alter, terminate, or otherwise acknowledge the existence of any vested development rights by reason of estoppel, detrimental reliance, or otherwise;

C. Authorize, permit, or otherwise allow any building, construction, and/or development of or on Developer's property.

5.12. **Equal Construction.** Each of the parties hereto has had the benefit of representation by counsel and equal input into drafting of this Agreement such that no provision of this Agreement shall be strictly construed against one party as the drafter thereof.

[signature pages to follow]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement, by and through their duly authorized representatives, on the respective dates below.

LENNAR HOMES, L.L.C.,
a Florida limited liability company

By: _____
Tony Squitieri, Vice President

Date: 2-5-09

WITNESSES:

_____
Print Name: Caleb J. Grimes

_____
Print Name: JASON C. HENBEST

STATE OF Florida
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 5th day of Feb., 2009, by Tony Squitieri, as its Vice President of Lennar Homes, L.L.C., on behalf of the limited liability company. He is personally known to me and did not take an oath.

_____
Notary Public, State of FL
Print Name: Caleb J. Grimes

(Seal)

CALEB J. GRIMES
MY COMMISSION # DD599640
EXPIRES: December 21, 2010
Fl. Notary Discount Assoc. Co.
1-800-3-NOTARY

HERITAGE HARBOUR DEVELOPMENT, L.L.C., a Florida limited liability company

By: _____
Ronald W. Black, Manager

Date: 1-19-09

WITNESSES:

_____
Print Name: Tommy Tucker

_____
Print Name: LAURIE A. HOBBS

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 6th day of January, 2009, by Ronald W. Black, as Manager of Heritage Harbour Development, L.L.C., on behalf of the limited liability company. He is personally known to me or produced _____ as identification and did not take an oath.

(Seal)

LAURIE A. HOBBS NOTARY PUBLIC STATE OF FLORIDA My Comm. Expires 09/03/2010 No. DD 586312

_____
Notary Public, State of Florida
Print Name: LAURIE A. HOBBS

MANATEE COUNTY, FLORIDA,
a political subdivision of the State of Florida

By: Board of County Commissioners

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

By: _____
Deputy Clerk

SEAL

By: Dr. Gwendolyn Y. Brown
Dr. Gwendolyn Y. Brown, Chairman

Date: 1/13/09
Executed 2/24/09

u:\nicole\lennar homes llc\lda\heritage harbour lda (clean - final to bocc).doc

EXHIBIT "A"

Legal Description

(3 Pages)

ALL OF SECTIONS 13, 14, 23, 24, 25, 26, 35 AND 36, TOWNSHIP 34 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, LYING NORTH OF STATE ROAD NO. 64, AS SHOWN ON STATE ROAD DEPARTMENT RIGHT-OF-WAY MAP SECTION NO. 1305-250 AND ALSO NORTH OF STATE ROAD NO. 93 (INTERSTATE 75) AS SHOWN ON DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY MAP FOR SECTION 13075-2403 AND SOUTH OF THE MEAN HIGH WATER LINE OF THE SOUTH BANK OF THE MANATEE RIVER. CONTAINING 2,397.5 ACRES MORE OR LESS.
ALSO: THAT PORTION OF THE FOLLOWING DESCRIBED TRACT OF LAND LYING SOUTHWEST OF STATE ROAD NO. 93 (INTERSTATE 75) AND EAST OF THE EASTERLY LIMITED ACCESS RIGHT-OF-WAY LINE OF KAY ROAD AS SHOWN ON DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY MAP FOR SECTION 13075-2404, SHEET 3 OF 9:
BEGIN AT THE NW CORNER OF SECTION 26, TOWNSHIP 34 SOUTH, RANGE 18 EAST RUNNING EAST 2,681.25 FEET, THENCE RUNNING SOUTH 3,769 FEET, THENCE RUNNING WEST 2,681.25 FEET, THENCE RUNNING NORTH TO THE POINT OF BEGINNING, LESS THE SOUTHERNMOST 1640.5 FEET THEREOF. CONTAINING 10.6 ACRES, MORE OR LESS.

ALSO: UNSURVEYED PORTION OF SECTION 12, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LYING SOUTH OF GOVERNMENT LOTS 3 AND 4;

UNSURVEYED PORTION OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LESS AND EXCEPT THE FOLLOWING DESCRIBED LANDS:

BEGIN AT THE NW CORNER OF SECTION 13, TOWNSHIP 34 SOUTH, RANGE 18 EAST; THENCE SOUTH TO THE WATER OF THE MANATEE RIVER; THENCE MEANDER THE WATERS OF THE MANATEE RIVER IN AN EASTERLY AND NORTHEASTERLY DIRECTION TO A POINT ON THE NORTH LINE OF SAID SECTION 13 WHICH IS ON OR NEAR THE EXTENDED EAST LINE OF U.S. GOVERNMENT LOT 1 OF SECTION 12, TOWNSHIP 34 SOUTH, RANGE 18 EAST; THENCE WEST ALONG THE NORTH LINE OF SECTION 13 TO THE POINT OF BEGINNING; UNSURVEYED PORTION OF SECTION 14, TOWNSHIP 34 SOUTH, RANGE 18 EAST, LESS AND EXCEPT THE FOLLOWING DESCRIBED LANDS:

BEGIN AT THE NE CORNER OF SECTION 14, TOWNSHIP 34 SOUTH , RANGE 18 EAST; THENCE SOUTH TO THE WATERS OF MANATEE RIVER; THENCE MEANDER THE WATERS OF THE MANATEE RIVER IN A WESTERLY AND NORTHWESTERLY DIRECTION TO A POINT ON THE NORTH LINE OF SAID SECTION 14, RUN THENCE EAST ALONG THE NORTH LINE OF SAID SECTION 14 TO THE POINT OF

BEGINNING; CONTAINING APPROXIMATELY 87.7 ACRES (COMPUTED BY DIGITIZING FROM AERIAL PHOTOGRAPHS THE AREA ABOVE THE APPROXIMATE MEAN HIGH WATER LINE).

(AS FURNISHED O.R. 1460/5079)

THE SOUTH 295 ACRES, MORE OR LESS, OF SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, PARTICULARLY DESCRIBED AS FOLLOWS: BEGIN AT THE SOUTHEAST (SE) CORNER OF SAID SECTION 19 AND RUN NORTH 2583.4 FEET, MORE OR LESS, TO A POINT ONE FOOT NORTH OF A LINE OF TELEPHONE POSTS; RUN THENCE WEST 2° AND 02° NORTH, 2394.8 FEET TO A 2"X2" STAKE PLACED BY W. H. COGGESHALL; RUN THENCE WEST 3° AND 57 FEET SOUTH 2432.1 FEET MORE OR LESS TO THE WEST BOUNDARY OF SAID SECTION; RUN THENCE SOUTH ALONG SAID WEST BOUNDARY TO THE SOUTHWEST (SW) CORNER OF SAID SECTION; RUN THENCE EAST TO THE POINT OF BEGINNING; LESS AND EXCEPT: A CERTAIN PARCEL LOCATED IN THE SOUTHEASTERLY CORNER OF THE ABOVE DESCRIBED LANDS, WHICH PARTICULAR PARCEL IS MORE SPECIFICALLY DESCRIBED AS FOLLOWS: BEGIN AT THE SE CORNER; THENCE NORTHERLY ALONG THE CENTER OF HIGHWAY 300 FEET; THENCE WEST 175 FEET; THENCE SOUTH 300 FEET; THENCE EAST 175 FEET TO THE POINT OF BEGINNING; LESS EAST 40 FEET FOR ROAD RIGHT OF WAY AS DESCRIBED IN OFFICIAL RECORD BOOK 226, PAGE 625, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA,

MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A PARCEL OF LAND SITUATED IN SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 19; THENCE NORTH, ALONG THE EAST LINE OF SAID SECTION 19, 300.00 FEET; THENCE SOUTH 89°50'39" WEST, 40.00 FEET TO THE WEST RIGHT- OF-WAY LINE OF UPPER MANATEE RIVER ROAD, FOR A POINT OF BEGINNING; THENCE NORTH, ALONG SAID RIGHT-OF-WAY LINE, 2283.08 FEET; THENCE NORTH 88°16'00" WEST, 2354.78 FEET; THENCE SOUTH 89°53'00" WEST, 2401.54 FEET TO THE WEST LINE OF SAID SECTION 19; THENCE SOUTH 00°59'28" WEST, ALONG SAID WEST LINE, 2662.87 FEET TO THE SOUTH LINE OF SAID SECTION 19; THENCE NORTH 89°50'39" EAST, ALONG SAID SOUTH LINE, 4666.31 FEET; THENCE NORTH, 300.00 FEET; THENCE NORTH 89°50'39" EAST, 135.00 FEET TO THE POINT OF BEGINNING.

ALL LYING AND BEING LOCATION MANATEE COUNTY, FLORIDA.

THE AREA OF ALL OF THE ABOVE DESCRIBED LAND IS APPROXIMATELY 2784.7 ACRES.

REZONE PARCEL

(AS FURNISHED O.R. 1460/5079)

THE SOUTH 295 ACRES, MORE OR LESS, OF SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, PARTICULARLY DESCRIBED AS FOLLOWS: BEGIN AT THE SOUTHEAST (SE) CORNER OF SAID SECTION 19 AND RUN NORTH 2583.4 FEET, MORE OR LESS, TO A POINT ONE FOOT NORTH OF A LINE OF TELEPHONE POSTS; RUN THENCE WEST 2° AND 02° NORTH, 2394.8 FEET TO A 2"X2" STAKE PLACED BY W. H. COGGESHALL; RUN THENCE WEST 3° AND 57 FEET SOUTH 2432.1 FEET MORE OR LESS TO THE WEST BOUNDARY OF SAID SECTION; RUN THENCE SOUTH ALONG SAID WEST BOUNDARY TO THE SOUTHWEST (SW) CORNER OF SAID SECTION; RUN THENCE EAST TO THE POINT OF BEGINNING; LESS AND EXCEPT: A CERTAIN PARCEL LOCATED IN THE SOUTHEASTERLY CORNER OF THE ABOVE DESCRIBED LANDS, WHICH PARTICULAR PARCEL IS MORE SPECIFICALLY DESCRIBED AS FOLLOWS: BEGIN AT THE SE CORNER; THENCE NORTHERLY ALONG THE CENTER OF HIGHWAY 300 FEET; THENCE WEST 175 FEET; THENCE SOUTH 300 FEET; THENCE EAST 175 FEET TO THE POINT OF BEGINNING; LESS EAST 40 FEET FOR ROAD RIGHT OF WAY AS DESCRIBED IN OFFICIAL RECORD BOOK 226, PAGE 625, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA,

MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A PARCEL OF LAND SITUATED IN SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 19; THENCE NORTH, ALONG THE EAST LINE OF SAID SECTION 19, 300.00 FEET; THENCE SOUTH 89°50'39" WEST, 40.00 FEET TO THE WEST RIGHT- OF-WAY LINE OF UPPER MANATEE RIVER ROAD, FOR A POINT OF BEGINNING; THENCE NORTH, ALONG SAID RIGHT-OF-WAY LINE, 2283.08 FEET; THENCE NORTH 88°16'00" WEST, 2354.78 FEET; THENCE SOUTH 89°53'00" WEST, 2401.54 FEET TO THE WEST LINE OF SAID SECTION 19; THENCE SOUTH 00°59'28" WEST, ALONG SAID WEST LINE, 2662.87 FEET TO THE SOUTH LINE OF SAID SECTION 19; THENCE NORTH 89°50'39" EAST, ALONG SAID SOUTH LINE, 4666.31 FEET; THENCE NORTH, 300.00 FEET; THENCE NORTH 89°50'39" EAST, 135.00 FEET TO THE POINT OF BEGINNING.

THE AREA OF ALL OF THE ABOVE DESCRIBED LAND IS APPROXIMATELY 288.7 ACRES.

ALL LESS AND EXCEPT LOTS, PARCELS, AND TRACTS SOLD IN THE NORMAL COURSE OF DEVELOPMENT.

EXHIBIT "B"

Right-of-Way Dedication Map

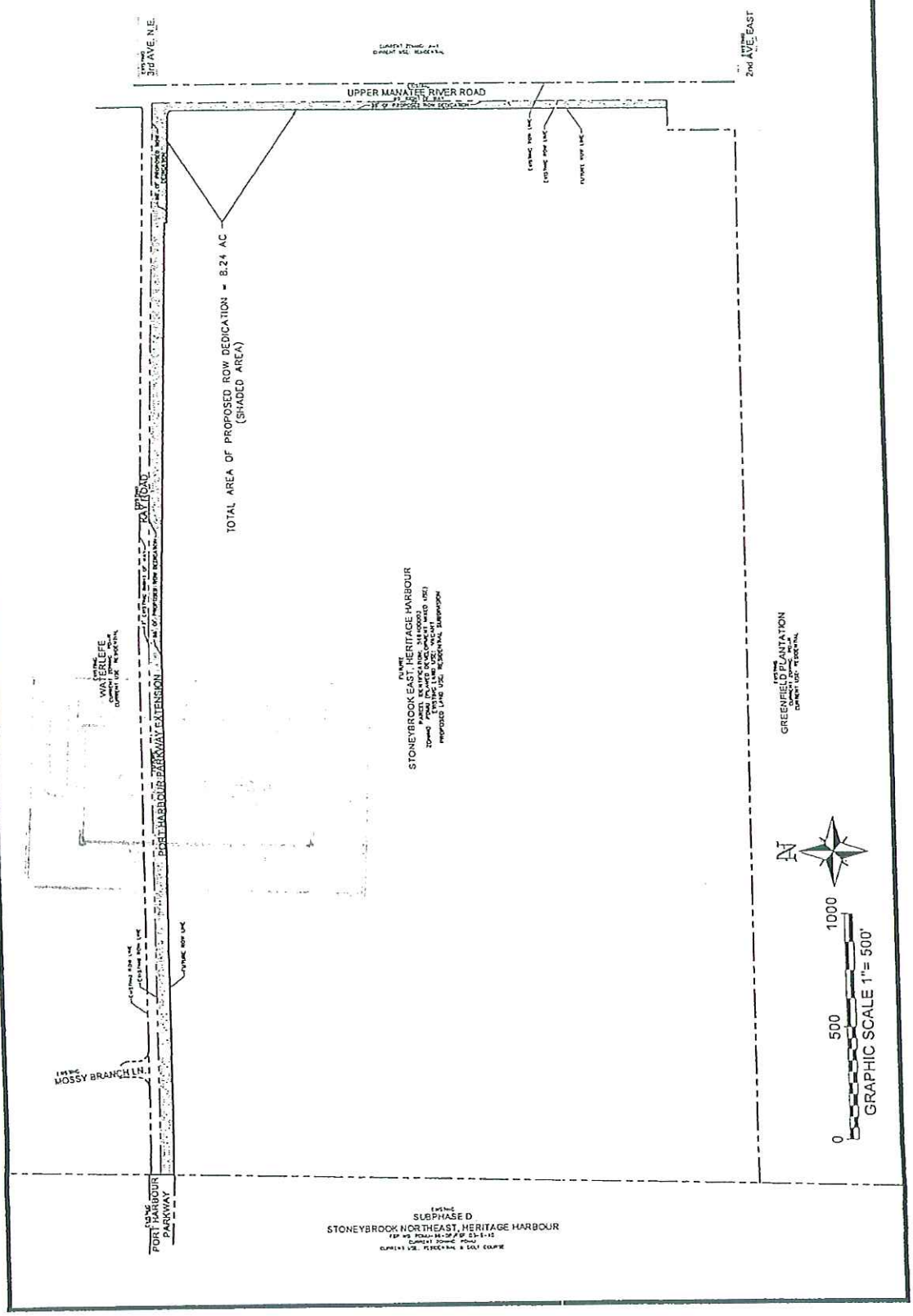
(1 Page)

EXHIBIT "B"

PROPOSED R.O.W. DEDICATION

PORT HARBOUR PARKWAY & UPPER MANATEE RIVER ROAD

SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA



#240

MANATEE COUNTY GOVERNMENT

PLANNING DEPARTMENT
"TO SERVE WITH EXCELLENCE"

Certified Mail # 7006 0810 0002 8723 1519

April 11, 2008

Mr. John Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
4000 Gateway Centre Boulevard, Suite 100
Pinellas Park, Florida 33782

Re: Development Order for DRI #24 Heritage Harbour (f.k.a Heritage Sound)

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 08-33, the DRI Development Order for Heritage Harbour (f.k.a Heritage Sound) DRI #24, as adopted in open session by the Manatee County Board of County Commissioners on March 11, 2008 as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941)749-3070, extension 6833.

Sincerely,

Robert H. Pederson, AICP
Community Planning Administrator

RHP/br
Enlcosure

FILED FOR RECORD
R. B. SHORE

2008 APR -4 AM 8:51

CLERK OF THE CIRCUIT COURT
MANATEE CO. FLORIDA

ORDINANCE NO. 08- 33

DEVELOPMENT OF REGIONAL IMPACT

DRI # 24, HERITAGE HARBOUR (f.k.a. HERITAGE SOUND)

FILED
2008 MAR 25 AM 10:06
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA REGARDING LAND DEVELOPMENT; RENDERING AN AMENDED AND RESTATED DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, FOR THE HERITAGE SOUND DEVELOPMENT OF REGIONAL IMPACT (ORDINANCE 03-25) A/K/A TBRPC DRI #240; PROVIDING FOR DEVELOPMENT APPROVAL CONDITIONS, AND OBLIGATIONS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on March 21, 2000, the Board of County Commissioners ("BOCC") approved Ordinance 00-19, a Development Order ("DO") for the Heritage Sound DRI for a planned mixed use development on approximately 2,495.8 acres; and

WHEREAS, on June 17, 2003, the BOCC approved Ordinance 03-25, approving amendments to the DO for Heritage Harbour, which amendments were found not to be a substantial deviation to the originally approved DO; and

WHEREAS, on June 29, 2004, Harbourvest, L.L.C. filed an application to authorize commencement of development in Phase II of this DRI and a Notice of Proposed Change (NOPC) to request that further amendments to the Heritage Harbour DO be approved from the originally approved project as follows:

A. Modify the project boundaries to add 288.7 acres on the east side of the project;
C. Amend Map H to reflect the above changes;
D. Amend Table 2 and various transportation conditions to address traffic impacts in Phase II;
E. Amend stipulations to address the provision of affordable housing within the project;
F. Delete Education Stipulation L(2) regarding the monitoring of students in the project; and
G. Amend the Development Order definitions, conditions, and terminology to reflect the above changes;

WHEREAS, the Notice of Proposed Change was amended on December 21, 2004, September 27, 2005, May 5, 2006, August 8, 2006, and November 27, 2006; and

WHEREAS, the Tampa Bay Regional Planning Council, Florida Department of Community Affairs, and Manatee County were provided copies of the NOPC by Harbouvest LLC and were, therefore, afforded the opportunity to comment on the proposed changes; and

WHEREAS, the described project* lies within the unincorporated area of Manatee County; and

WHEREAS, the BOCC as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve NOPC amendments for an approved DRI; and

WHEREAS, the public notice requirements of Manatee County and Chapter 380, Florida Statutes, have been adhered to and satisfied; and

WHEREAS, the Manatee County Planning Commission has reviewed the NOPC and filed a recommendation on the NOPC with the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners has received and considered the report and recommendation of the Tampa Bay Regional Planning Council (TBRPC); and

WHEREAS, the Board of County Commissioners held duly noticed public hearings on July 26, 2007, September 6, 2007, September 27, 2007, November 1, 2007, December 6, 2007, January 3, 2008, February 7, 2008, February 26, 2008, March 11, 2008 on the NOPC and has solicited, received, and considered all testimony reports, comments, evidence, and recommendations from interested citizens, County agencies, the applicant, and the review and report of the Manatee County Planning Department.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA:

SECTION 1. AMENDMENT AND RESTATEMENT OF DEVELOPMENT ORDER FOR DRI #24, ORDINANCE 03-25.

Ordinance 03-25 is hereby amended and restated in its entirety below. This Ordinance shall constitute the amended and restated Development Order for the Heritage Harbour Development of Regional Impact. The prior Development Orders shall be superceded by this Ordinance. Provided this amendment shall not be construed to terminate the rights of the Developer, if any, granted under Section 163.3167(8), Florida Statutes, to the extent such rights have been previously granted and are not specifically herein or otherwise modified or amended.

SECTION 2. FINDINGS OF FACT.

The Board of County Commissioners, after considering the testimony, evidence, documentation, Notice of Proposed Change for an amended DO, the recommendation and findings of the Planning Commission, as well as all other matters presented to the Board of County Commissioners at the public hearing herein referenced, hereby makes the following findings of fact:

A. All recitals proceeding Section 1 of this Ordinance are adopted as findings of fact.

B. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to amend Zoning Ordinance PDMU-98-08(Z)(P) and the General Development Plan for the entire 2,784.7 acre project.

C. The Board of County Commissioners has received and considered the recommendation of the Manatee County Planning Commission concerning the NOPC and the application of Zoning Ordinance Amendment as it relates to the real property described in Section 7 of this Ordinance, pursuant to Section 380.06, Florida Statutes. The report was rendered on August 9, 2007, following a public hearing.

D. The BOCC held public hearings on July 26, 2007, September 6, 2007, September 27, 2007, November 1, 2007, December 6, 2007, January 3, 2008, February 7, 2008,

February 26, 2008, and March 11, 2008 regarding the NOPC and the proposed Zoning Ordinance Amendment, in accordance with the requirements of the Manatee County Land Development Code (Ordinance 90-01, as amended) and the 2020 Manatee County Comprehensive Plan (Ordinance 89-01, as amended) and has further considered the testimony, comments, and information received at the public hearing.

E. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

F. The Comprehensive Plan requires a Certificate of Level of Service to be issued for water, wastewater, solid waste, parks and recreation, roadways, transit, and drainage in compliance with state requirements.

G. This Development Order is issued based on information provided by the Developer in the original ADA (with their sufficiency responses), this NOPC, public hearing testimony; data, information and recommendations provided by the Planning Commission and Planning Department, and ensures continued compliance with the Manatee County Comprehensive Plan

H. Subject to the Development Order Conditions listed in Section 4, the County has determined that adequate Levels of Service exist until December 31, 2012, for 5000 residential units (single and multi-family units); 797,000 square feet of retail commercial; 170,000 square feet of office; 300 hotel rooms; 462 slip marina; 45 hole golf course; 600 bed ACLF accessory residential support and public community uses on 10.3 acres; and 41.2 acres of park for each of the subject categories listed in 1.F., above. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

I. The real property which is the subject of this NOPC and Development Order is legally described in Section 7 of this Ordinance.

J. The existing and proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

K. The authorized agent for Harbourvest, LLC. is Tony Squitieri, President, 325 Interstate Boulevard, Sarasota, Florida, 34240.

L. The Owner of the property is Harbourvest, LLC.

M. A comprehensive review of the impacts generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Board of County Commissioners, TBRPC, and DCA in conjunction with the original ADA, sufficiency responses, the NOPC, and this Development Order.

N. The property is zoned Planned Development Mixed Use (PDMU) and Agriculture (A) and portions of the site are located in the Coastal High Hazard Overlay (CH).

SECTION 3. CONCLUSIONS OF LAW.

A. Based upon the previous Findings of Fact and the following conditions of DO Approval, the BOCC concluded that:

1. The Development is consistent with local land development regulations, the State Comprehensive Plan, the Comprehensive Regional Policy Plan, the 2020 Manatee County Comprehensive Plan (Ordinance 89-01, as amended), and previous local government approvals.

2. The Development is consistent with the report and recommendations of TBRPC issued on July 12, 1999 regarding the ADA and sufficiency responses.

3. The Development is consistent with the report and recommendations of TBRPC issued on March 12, 2007 regarding the NOPC.

B. These proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. The review by the County, TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA, as amended by the NOPC. To the extent that the ADA and NOPC is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this Development Order is included as Table 1.

D. Pursuant to Section 380.06(19), Florida Statutes, the changes proposed pursuant to the NOPC submitted on May 29, 2004, and amended on December 21, 2004, September 27, 2005, May 5, 2006, August 8, 2006, and November 27, 2006 and approved with conditions pursuant to Ordinance 08-33 are presumed to be a Substantial Deviation.

E. The Applicant has submitted to the BOCC evidence sufficient to constitute clear and convincing evidence to rebut the presumption that the changes proposed pursuant to the NOPC are substantial deviations.

SECTION 4. DEFINITIONS.

A. "Acceptable Level of Service" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the Highway Capacity Manual (1994), TRB Special Report 209, or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor.

B. "Application" and "Application for Development Approval" or "ADA" shall mean Heritage Sound's DRI ADA submitted on October 30, 1998 and sufficiency responses submitted on March 25, 1999 and May 19, 1999, the response to the second sufficiency comments dated May 17, 1999 and submitted on May 19, 1999, and the NOPC submitted on March

4, 2002 and amended on October 4, 2002, December 17, 2002, and March 5, 2003 and the NOPC submitted on June 29, 2004, and amended on December 21, 2004, September 27, 2005, May 5, 2006, August 8, 2006, and November 27, 2006. (Exhibit 14).

C. "Best Management Practices" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code.

D. "Concurrent" shall mean that public facilities and services are available within a "reasonable time frame", as defined in the Manatee County Comprehensive Plan, to serve/mitigate the Development's* impacts. A reasonable time frame for transportation facilities shall be roadways or roadway improvements that are scheduled for construction completion within the first two years of the Manatee County Comprehensive Plan Capital Improvements Element, or roadways or roadway improvements currently under construction or scheduled for construction completion within the first two years of FDOT's Adopted Five-Year Work Program. In addition, roadways or roadway improvements to be constructed pursuant to a local government development agreement shall be deemed to be within a reasonable time frame if the agreement is in compliance with the standards of Rule 9J-5.0055(2)(a)4., F.A.C. and the agreement guarantees that the necessary facilities will be in place when the impacts of the development occur.

E. "County" shall mean the Board of County Commissioners for Manatee County, or their designee(s).

F "County Transportation Authority" shall mean the County entity responsible for roadway approvals.

G. "Developer" shall mean Harbourvest, LLC., its heirs, assigns, designees, agents, and successors in interest as to the Heritage Harbour DRI.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary Site Plan, Preliminary Plat, Final Plat, and Final Site Plan process or Construction Drawing approval where site plans or subdivision plats are not required.

I. "Funding Commitments" shall mean to assure completion of any improvement required by this Development Order, or any combination of the following:

1. binding commitments for actual construction with a posting of a cash bond, irrevocable letter of credit, or other financial instrument, in a form satisfactory to the County; or

2. actual construction; or

3. the placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required, as long as the improvement is within the first two years of the responsible entity's work plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. a local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development.

J. "Horizontal Development" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadways, drainage, water, sewer, communications, utilities, etc.).

K. "Master Development Plan" shall mean Revised Map H, dated, July 2007 attached as Exhibit 6 and incorporated by reference.

L. "Net New External p.m. Peak Hour Project Trips" shall mean the total trip generation using the ITE Trip Generation Manual, 6th Edition, less the internal capture and pass-by captured trips.

M. "Owner" shall mean Harbourvest LLC., its heirs assigns, designees, agents, and successors in interest.

N. "Phase*" shall mean the development totals listed in Table 1 below.

O. Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

P. "Project" shall mean the land uses by area, square footage, density, and phase described in the ADA*, and as modified in Table 1, to be constructed on the real property described in Section 3 herein.

Q. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Manatee County adopted Level of Service. This area is generally depicted on Figure 21.1 (Exhibit 7) which was submitted with the ADA.

R. "Vertical Development" shall mean and be deemed to include the construction of or the addition to any existing structure.

S. "Warranted" shall mean a determination by the County, or FDOT for state roads (unless the improvement is identified as a "local improvement"), based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order. All reserved vehicle trips on the roadway segment or intersection shall be counted regardless of their source in making this determination.

T. "Wetland" shall mean any wetland under the jurisdictional limits defined by Chapter 62-340, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined by Chapter 40D-4, FAC, and implemented by the Southwest Florida Water Management District.

The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

Note: An asterisk (*) in the text of this Development Order denotes that the word is defined

SECTION 5. DEVELOPMENT CONDITIONS.

A. DEVELOPMENT APPROVAL AND LEVEL OF SERVICE CERTIFICATE CONDITIONS

A(1). This Development Order approval shall constitute approval of the ADA subject to the conditions set forth herein and shall be limited to the development amounts set forth in Table 1, below.

A(2). Development totals of the Development* are specifically approved subject to the conditions found within the Development Order. The Developer has demonstrated the availability of adequate infrastructure and the ability to meet Acceptable Levels of Service for roadways, solid waste service, mass transit, drainage, and parks and recreation. The Certificate of Level of Service for the Project* shall be valid until December 31, 2012. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

A(3). Preliminary and Final Site Plan Applications shall be reviewed for compliance with this Development Order and shall be subject to the requirements of the Manatee County Comprehensive Plan and Land Development Code, in effect at the time of such site plan application, which are not specifically addressed in this Development Order or are not inconsistent with this Development Order.

A(4). The ADA, sufficiency responses, and this NOPC are hereby incorporated by reference.

A(5). The applicant may apply for a General Development Plan amendment to allow Telecommunication Facility shown on Map H, between the existing lake and I-75, without requiring an amendment to the D.O. Any such General Development Plan application shall be reviewed for consistency with all the existing criteria in the Comprehensive Plan and Land Development Code. The Board and staff have not reviewed any such General Development Plan application and have not determined whether the use is appropriate other than that the state and regional considerations have been met.

TABLE 1 - Development Totals

TYPE OF DEVELOPMENT: Multi-Use Development.
LOCATION: Northeast of the intersection of I-75 and SR 64.
TOTAL DEVELOPMENT AMOUNTS:

CATEGORY	ACREAGE[1]	PHASE I[3] 2000-2012*	PHASE II[2] 2004-2012*	TOTAL
Commercial	154.0			
Retail		300,000 s.f.	497,000 s.f.	797,000 s.f.

Office Hotel		103,250 s.f 150 rooms	66,750 s.f. 150 rooms	170,000 s.f. 300 rooms
ACLF		0	600 beds	600 beds
Residential	1282.6			
Single family detached		1,290 units	980 units	2,270 units
Single family attached/ semi-attached		500 units	640 units	1,140 units
Multi-family		760 units	830 units	1,590 units
Total Residential Units		2,550 units	2,450 units	5,000 units
Marina	12.0	162 wet slips	300 dry slips	462 slips
Recreational Open Space	501.4			
Golf Course		36 holes	9 holes	45 holes
Park		41.2 acres		41.2 acres
Telecommunication Facility				
Institutional	10.3	7.5 acres	2.8 acres	10.3 acres
Arterial/Collectors ROW	67.9			
Lakes	223.4			
Wetlands	519.2			
Mitigation	33.8			

* December 30 of referenced year for Phase I and December 31 for Phase II.

1 Acreage figures subject to adjustment due to final survey and platting, surveyed jurisdictional determinations, permit survey data, etc.

2 The Phase I and II buildout dates include the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

3 Per CLOS issued by Manatee County which expires on December 31, 2012.

B. TRANSPORTATION CONDITIONS

B(1). The following roadway and intersection improvements shall be required or mitigated as part of Phases I and 2. The Developer* shall, at the time of each application for Preliminary Site Plan* approval, furnish to the County* an accurate, up to date report of the amount of development, defined in terms of net new external p.m. peak hour trips*, identified in the DRI documentation, which has previously been permitted in the Project*. New external p.m. peak hour project trips shall be based on the trip rates defined by Table 21-8 of the ADA and adjusted for pass-by and internal capture as established by Table 21-10 of the ADA (Exhibit 8). The Developer* shall not be entitled to a Preliminary Site Plan* approval which would result in the cumulative number of net new external p.m. peak hour trips for the Project* to exceed the applicable net external p.m. peak hour project trip* thresholds set forth in Table 2 unless Funding Commitments* from

Responsible Entities* have been obtained to ensure that the improvements required are in place Concurrent* with such Preliminary Site Plan.

TABLE 2
Required Improvements

Intersection	Required Improvement	Impact Fee Creditable	When Required
a. I-75 West-ramps/SR-64	Signalize when warranted (completed)	No	Notes 1&4
b. I-75 East-ramps/SR-64	(1) Signalize when warranted (2) Reconfigure northbound off-ramp and provide a second right-turn lane. (all improvements completed)	No Yes	Notes 1&4
c. SR-64 and Lena Road	(1) Signalize when warranted (2) Eastbound left-turn lane (3) Westbound right-turn lane (4) Southbound exclusive left-turn lane (5) Southbound shared through/right-turn lane (All improvements completed)	No No No No No	Notes 1&4
d. SR-64/Kay Road	(1) Retrofit the existing Southbound approach (N. Leg) of Kay Road (local Improvement). (2) Extend the Eastbound left-turn lane to 520 feet. (3) Westbound right-turn lane (length 300 feet) (Local Improvement) (4) Signalize when warranted (5) Southbound right-turn lane (local improvement) (All improvements completed)	Note 2 Yes Note 2 No Note 2	Notes 2&4
e. Grand Harbour Pkway/SR-64	(1) Dual Eastbound left-turn lanes (completed) (2) Westbound right-turn lane (completed) (3) Exclusive Southbound right-turn lane (completed) (4) Exclusive Southbound left-turn lane (completed) (5) Signalize when warranted (completed) (6) Westbound left-turn lane (completed)	No No No No Yes	Notes 1&4
f. River Heritage Blvd/SR-64	(1) Directional Eastbound left-turn lanes (completed)	No	Notes 1&4

	(2) Westbound right-turn lane (completed) (3) Exclusive Southbound right-turn lane (completed) (4) Signalized when warranted	No No No	
g. SR/64/Lakewood Ranch Blvd/Upper Manatee River Rd.	(1) Northbound left-turn lane (completed) (2) Southbound right-turn lane (local improvement) (completed)	Yes	Notes 3&4
h. SR70/I-75 ramps	(1) Signalize when warranted(local improvement) (completed)	No	
i. I-75 & SR 64 interchange	Contribute $190,000 for construction costs (completed)	No	
Roadway	**Requirement Improvement**	**Impact Fee Creditable**	**When Required**
a. SR-64 from I-75 to Lena Rd	Widen to 4-lanes (completed)	Yes	Notes 1&4
b. SR 64 from Kay Rd to Lena Road	Develop and implement a time based coordinated signal system (local improvement) (completed)	No	Concurrent with signal installation
c. SR 64 from 39th St. E to Kay Road	Widen from 4 to 6 lanes	Yes	See Stipulation B(8)
d. Port Harbour Parkway	Extend from its current terminus to Upper Manatee River Road	Yes	See Stipulations B(5) and B(8)

All improvements on state roads are subject to FDOT approval.

Note 1: The Developer* shall be responsible for design, permitting, and construction of this improvement within thirty-six (36) months of the date upon which Ordinance 00-19 became non-appealable (the date for construction of these improvements has been extended pursuant to an agreement with Manatee County. The Developer* or its Assignees shall be entitled to receive transportation impact fee credits for these improvements as defined in Table 2 above.

Note 2: The existing south approach (north leg) of Kay Road shall be relocated further west to form a typical four-legged intersection with the existing T-intersection at 60th Street Court East (completed). Right-of-way, design, and required permits shall be provided by the County* (completed). The Developer* shall only be responsible for funding and implementing the construction of the improvement and the County*shall reimburse the Developer* for all costs associated with construction of the Local Improvement portions of this improvement. Should Manatee County fail to obtain the required right-of-way and the appropriate permits and complete the design, prior to the commencement of Phase II, the Developer* shall not be prevented from continuing development, provided that when the County does obtain right-of-way and permits and complete design, the Developer* begins construction of this improvement within 6 months. This intersection Improvement (regional improvements 2 and 4) shall be eligible to receive transportation impact fee credits. All local improvements (1, 3, and 5) shall be subject to the Reimbursement Agreement between the County* and the Developer*.

Note 3: The Developer* shall be responsible for design, permitting, and construction of this improvement prior to exceedance of 2,474 p.m. peak hour net new external project trips* (completed). The Developer* or its Assignees shall be entitled to receive transportation impact fee credits for these improvements as defined in Table 2 above.

Note 4: These improvements shall be funded by the Developer* via the posting of a bond in a form and manner acceptable to the County*. The bond for Intersection Improvements a., b., c., e., and f., and both Roadway Improvements (a., and b.) shall be posted prior to the receipt of the first permit allowing for Vertical Development*. The bond for Intersection Improvement d. shall be posted the earlier of completion of right-of-way acquisition, design and permitting or December 1, 2004. The bond for Intersection Improvement g. shall be posted the earlier of July 1, 2004 or upon reaching 2,474 p.m. peak hour net new external project trips*. The Developer,* unless otherwise specified herein, shall be responsible for negotiation for, and acquisition of any right-of-way necessary to accomplish this requirement. The Developer* shall be responsible for all fees and costs associated with the purchase of right-of-way, unless otherwise specified herein. If the Developer* is unable to acquire the right-of-way through a negotiated purchase, then the County* shall use it's power of eminent domain to acquire the necessary right-of-way. If condemnation is required, the Developer* shall be responsible for all associated costs with the litigation and reimburse the County, unless otherwise specified herein. Progress regarding completion of this improvement shall be included in each Annual Report. The Developer* shall provide documentation regarding such progress and provide an updated schedule of completion addressing design, right-of-way acquisition, permitting and construction. The County* shall determine the reasonableness of each updated schedule. Should the updated schedule require an extension of time for the completion of the improvement due to right-of-way acquisition or permitting, the County* shall determine if an extension of time is acceptable and if an amendment to this Zoning Ordinance is required (All right of way has been acquired).

B(2). When Certificates of Occupancy have been issued for 2,000 residential units, or the equivalent thereof in terms of net new external p.m. peak hour project trips, an annual monitoring program to provide peak hour counts at the Project* entrances shall be instituted to verify that the projected number of external trips for the Project* are not exceeded. Counts shall continue on an annual basis through buildout. This information shall be supplied in the required Annual Report. If the Annual Report indicates the total trips exceed projected counts by more than 15%, Manatee County shall conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes and may amend the Development Order to change or require additional roadway improvements. If an Annual Report is not submitted within thirty (30) days of its due date, Manatee County may conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes and may amend the Development Order to change or require additional roadway improvements. The results of the study may also serve as a basis for the Developer* or reviewing agencies to request Development Order amendments. Such a variance shall be presumed to be a substantial deviation unless the developer rebuts this presumption by clear and convincing evidence. If the variance is determined to be a Substantial Deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Florida Statutes shall be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

B(3). When Certificates of Occupancy have been issued for 2,000 residential units or the equivalent thereof, in terms of trip generation, the Developer* shall prepare a Transportation Systems Management (TSM) program. The plan shall be reviewed by Manatee County, Metropolitan Planning Organization, Florida Department of Transportation (FDOT), and TBRPC.

The TSM program shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of the TSM measures. Results of the TSM program shall be included in the Annual Report.

If the Annual Report indicates the total peak hour trips are not being diverted reasonably commensurate with those anticipated, Manatee County shall decide whether to conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes for the purpose of determining amendments or other requirements to be added to the Development Order to change TSM objectives or require additional roadway

improvements. The results of the TSM study may serve as a basis for the Developer* or reviewing agencies to request Development Order amendment. The TSM program shall seek to implement and will be measured by the TSM objectives and policies set forth in the Florida Transportation Plan and shall include, but shall not be limited to:

POLICY: Promote ride sharing by private and public sector employees.

OBJECTIVES:

--Increase urban peak automobile occupancy rates by 10% by 2002 through expanded ride sharing efforts.

--Increase peak hours occupancy rates for transit and other high-occupancy modes of transportation by 20% by 2002.

B(4). Prior to the first Final Plat, or Certificate of Occupancy if platting is not required, the developer shall dedicate right-of-way along its entire frontage to accommodate the future six laning of State Road 64. (Completed) The Developer or its assignees shall be entitled to receive full transportation impact fee credit for the dedication as defined in Table 2. (Completed) The construction of model homes and the sales center shall be exempt from this condition if the Developer* does not have title to the property to be dedicated at the time a Final Plat or Certificate of Occupancy is issued for model homes or the sales center.

B(5). Prior to commencement of Phase II, the developer shall dedicate 100 feet of right-of-way and construct Port Harbour Parkway as a two-lane thoroughfare roadway, including sidewalks, bike lanes, appropriate intersection improvements and associated retention, from its I-75 terminus to the eastern boundary of the original 2,485 acre tract. (Completed)

For that portion of Port Harbour Parkway on the north side of the 288 acre addition (Parcel 35), adjacent to where the Waterlefe project previously dedicated 42 feet of right-of-way, the Developer* shall dedicate the necessary remaining right-of-way to achieve a total width of 105 feet for the eastern most 500 foot segment and 100 feet for the remaining segment, prior to the first Final Plat approval in Parcel 35.

This segment of Port Harbour Parkway shall be completed as a two lane divided roadway (outer lanes) with bike lanes and sidewalks and include the ultimate configuration of Port Harbour Parkway at the intersection of Upper Manatee River Road as set forth in Stipulation in B(8). Temporary striping shall be utilized until the full intersection improvements are made by the county.

B(6). The developer shall provide easement(s) to Manatee County to allow for attenuation and treatment of all stormwater from the planned build-out conditions (6-lane thoroughfare roadway with intersection improvements and sidewalks) for half of Upper Manatee River Road. A Drainage, Maintenance, and Access Easement shall also be provided to Manatee County for conveyance of stormwater from Upper Manatee River Road to the stormwater pond. The Drainage-Maintenance Access Easement shall be on clear and level ground and free of obstructions, including any landscaping in addition to the roadway buffer. Manatee County shall be responsible for the construction of the drainage conveyance improvements, the restoration of the roadway buffer and the maintenance of the free flow of the drainage conveyance. The pond within the

stormwater easement shall not be a bonded improvement. Prior to Final Plat approval for the first plat abutting Upper Manatee River Road, the easements shall be approved by the Property Management Department and recorded in the Public Records and the developer shall submit to the Public Works Department the SWFWMD approval letter demonstrating that the approved stormwater pond has been designed with the capacity to accommodate the drainage for the build-out of Port Harbour Parkway as described above. Completion of the above improvements by Manatee County shall not require any further authorization from the developer or Home Owners Association.

B(7) The original development order provided for construction of a frontage/access road to the Timberlane RV Park. In lieu of this frontage/access road the developer shall provide the following alternative:

1. Once S.R. 64 construction begins, the contractor shall maintain safe access to Timberlane RV Park pursuant to FDOT rules. Once the right turn lane set forth in #1 below is constructed, the right turn deceleration lane shall be maintained during construction, while the existing SR 64 pavement is being utilized for traffic.

2. The alternative access through Heritage Harbour will be as indicated on Map A, entitled Timberlane Access.

3. Alternative access through Heritage Harbour shall be facilitated with signage agreed to by Harborvest and Timberlane, in conformance to FDOT and Manatee County sign regulations. (Note: Guidance signs will not be permitted on FDOT R.O.W.)

4. Timberlane shall provide a letter to FDOT indicating their satisfaction with alternative proposed. (Completed

5. If this alternative is selected, Harbourvest shall be responsible for the costs it has incurred to date associated with the construction of the frontage road. Any legally recognizable costs of the adjacent property owner (Musgrave) which are the result of the County's use of eminent domain, shall be the County's responsibility.

As part of this alternative, Timberlane RV will be responsible for the following prior to their Certificate of Occupancy:

1. A right-turn deceleration lane with a 12-foot lane for 100-feet and a 200-foot taper shall be in place on SR 64 prior to the opening of the Timberlane RV Park.

2. The deceleration lane shall be built according to the appropriate FDOT standards and shall be approved by FDOT and Manatee County.

3. Timberlane shall provide visitors information relative to traffic circulation.

B(8). The County has identified the construction of Port Harbour Parkway from its current terminus to the Upper Manatee River Road (or the alternative project as identified in #3 below) ("PFSM Project") as a benefit to a regionally significant transportation facility. Such construction will be in conformance with the provisions set forth below in this

Section B(8) and will satisfy the mitigation requirements of Section 163.3180(12) Florida Statutes.

a. Developer* will enter into an agreement with the County in which the Developer* will commit:

1. to pay to the County its proportionate fair share mitigation "PFSM" for transportation impacts prior to the first Final Site Plan for any residential development in Phase II to assure construction of the PFSM Project. The PFSM has been calculated to be $2,775,500.00;

2. to dedicate to the County the right of way necessary to complete the construction of Port Harbour Parkway, and for Upper Manatee River Road as depicted on the General Development Plan, at the request of the County and to waive impact fee credits for such right of way dedication;

3. to construct Port Harbour Parkway (the PFSM Project), the cost of which has been determined to be in excess of the PFSM, within 5 years of the approval date of this ordinance, utilizing funds from the PFSM payment to the County as well as additional contributions from the Developer; and

4. to post a bond or letter of credit in the amount of the difference between the PFSM and the costs of the construction of the PFSM Project, as estimated by Developer's engineer and approved by the County, securing such commitment, prior to the approval of the first Final Site Plan for any residential development in Phase II.

The effective date of the agreement will be approximately 45 days after execution to allow for statutory lag time (appeal period, etc.). If the developer transfers a substantial portion of the project to a contract purchaser, the contract purchaser shall also be a party to the agreement.

b. Upon entering into the agreement, the Developer* will be issued a Certificate of Level of Service ("CLOS") for Phase II. The CLOS shall allow Developer to proceed with construction of the commercial development of Phase II of the Project* immediately and with construction of residential units in Phase II upon payment of the PFSM and posting of the bond or letter of credit, but no earlier than January 1, 2010 (except for model homes which may proceed immediately after entering into the agreement).

c. Initially, the PFSM Project identified for construction will be Port Harbour Parkway as set forth above. However, the County will retain the option to reprogram the Developer's contributions (PFSM payment and financial equivalent of commitment to complete Port Harbour Parkway) to another major project (possible SR 64 if it can be used to forward-fund state construction dollars).

d. In the event the County elects to use the PFSM for a project other than Port Harbour Parkway, Developer shall construct Port Harbour Parkway within one year of the Final Site Plan approval of the 1500th unit in Phase II. Prior to approval of the Final Site Plan for the 1500th unit in Phase II the Developer shall post security assuring such construction. Impact fees paid by Phase II of the

development shall be earmarked by the County for such construction and shall be used for such construction.

e. The Developer will receive impact fee credits for 100% of the Developers PFSM payment and cost of construction of the PFSM Project, but will waive impact fee credits for the donation of right of way for Port Harbor Parkway.

B(9). The developer shall provide easement(s) to Manatee County to allow for attenuation and treatment of all stormwater from the planned build-out conditions (4-lane thoroughfare roadway with intersection improvements and sidewalks) for both sides of Port Harbour Parkway. A Drainage, Maintenance, and Access Easement shall also be provided to Manatee County for conveyance of stormwater from Port Harbour Parkway to the stormwater pond. The Drainage-Maintenance Access Easement shall be on clear and level ground and free of obstructions, including any landscaping in addition to the roadway buffer. Manatee County shall be responsible for the construction of the drainage conveyance improvements, the restoration of the roadway buffer and the maintenance of the free flow of the drainage conveyance. The pond within the stormwater easement shall not be a bonded improvement. Prior to Final Plat approval for the first plat abutting Upper Manatee River Road, the easements shall be approved by the Property Management Department and recorded in the Public Records and the developer shall submit to the Public Works Department the SWFWMD approval letter demonstrating that the approved stormwater pond has been designed with the capacity to accommodate the drainage for the build-out of Port Harbour Parkway as described above. Completion of the above improvements by Manatee County shall not require any further authorization from the developer or Home Owners Association

C. ENVIRONMENT

C(1). Vegetation, Wildlife, and Wetlands

a. In the event that any additional state or federally-listed species are discovered on-site during project development, the developer shall immediately notify the Florida Fish and Wildlife Conservation Commission and Manatee County EMD and implement the appropriate measures for species conservation as recommended by the Florida Fish and Wildlife Conservation Commission.

b. A management plan for the project, consistent with Policy 3.3.2.2 of the Comprehensive Plan, for removal of nuisance and exotic species, shall be developed by the applicant and approved by Manatee County prior to the first Final Site Plan approval for the project. (Completed)

c. Prior to approval of any Final Subdivision Plat (or Plan if Platting is not required), the Developer* shall record Land Development covenants or deed restrictions designed to prevent homeowner's activities from degrading habitat.

d. Wetland buffers along the Manatee River, [the river as shown on Map F (Exhibit 1)], tidal creeks and islands shall be a minimum width of 50'. Wetland buffers adjacent to the marina shall be consistent with the Land Development Code and Comprehensive Plan. All other buffers shall be a minimum width of 30 feet, unless otherwise approved by the EMD, consistent with the Comprehensive Plan and Land Development Code.

e. Upland buffers between on-site wetlands, marshes, streams or rivers and any type of development or land alteration shall be delineated with temporary construction fencing prior to construction to allow these areas to be maintained with existing native vegetation or be replanted with native, transitional zone or upland vegetation. All wetland buffers shall have signage posted depicting the purpose and intent of the buffer. Signage text and location shall be approved by the Director of the Environmental Management Department. The use of pesticides, herbicides, or fertilizers, unless part of an approved nuisance and exotic management plan, shall be prohibited in these buffers and the wetlands they protect.

f. The Developer* shall submit a wetland management and mitigation plan to the County* for approval prior to, or concurrent with Preliminary Site Plan applications. This plan shall address, but not be limited to, identification of wetlands on-site, wetlands to be preserved, proposed wetland alterations, a detailed mitigation plan, control of on- and off-site water quality, methods for hydro period maintenance with a detailed narrative, and preliminary plans for mitigated or significantly enhanced wetlands.

g. Post-development wetlands, conservation tracts, and mitigation areas shall be regarded as preservation areas for the purpose of protecting their natural attributes. These areas shall be placed under conservation easements conveyed to Manatee County consistent with the restrictions on development provided for in Section 719 of the Land Development Code.

h. The maximum amount of wetland impacts shall not exceed the total listed in Table 13.4, revised October 2006, attached as Exhibit 2. However, at time of Preliminary Site Plan approval, all proposed wetland impacts shall demonstrate compliance with minimization, avoidance, and mitigation, pursuant to the Comprehensive Plan, prior to authorization of any wetland impacts.

i. The native upland plant community quantities committed to be preserved in Table 12-2 of the NOPC application dated May, 2004 (Exhibit 3) shall include 75 percent of the pine flatwoods and pine-mesic oak community located adjacent to the Manatee River and its tributaries, mangrove swamps, and saltwater marshes.

j. As shown in Table 12-2 of the NOPC application dated May, 2004 (Exhibit 3), 36 acres of upland forested communities shall be preserved to provide habitat for the Sherman's fox squirrel.

k. Concurrent with the construction of the internal roadways adjacent to Mitigation Area 6 and the associated wetlands shown on Exhibit 12, the Developer shall construct a fence which will be a minimum of four feet in height and of chain link or a similar material that will prevent passage of young sandhill crane chicks. The general location and extent of the fence is shown on Exhibit 12. (Completed)

C(2). Air Quality

a. Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

b. Best Management Practices shall be employed during site preparation and construction to minimize air quality impacts.

c. Any open burning conducted on site as part of land clearing activities shall be permitted by EMD.

d. A Fugitive Dust Abatement Plan shall be submitted by the Applicant and approved prior to approval of the next Preliminary Site Plan.

C(3). Water Quality and Stormwater Management

a. An Integrated Pest Management Plan (IPMP) shall be developed and approved by Manatee County prior to the first Final Site Plan Completed. The IPMP shall address the following items:
(1) Fertilizer/pesticide/herbicide/application;
(2) Golf course pest management methods and procedures; and
(3) Related quality control and assurance procedures.
A training manual shall be developed as part of the IPMP for maintenance personnel and made available on site at all times.

b. The Developer shall implement the surface and ground water monitoring plan in accordance with the Heritage Sound Water Quality Monitoring Plan included as Appendix 14 S.1 in the Heritage Sound DRI Application for Development Approval Sufficiency Response dated March 1999 (Exhibit 10), and as amended for the Moore's Dairy site in accordance with the Water Quality Monitoring Plan approved by the Manatee County Environmental Management Department (MCEMD) on October 11, 2005 and included as Section IV in the Heritage Harbour DRI Notice of Proposed Change 2nd Sufficiency Response dated September 2005, unless otherwise modified with the approval of the Environmental Management Department.

c. There shall be no individual groundwater wells associated with single or multi-family residences allowed within the development. This requirement shall be noted in all homeowner documents and disclosure statements. The location and well size of existing wells shall be indicated on each Preliminary Site Plan submitted for the project. A Well Management Plan, for the proper rehabilitation/abandonment of existing wells in accordance with SWFWMD Rule Chapter 40D-2, shall be submitted to the EMD for review and approval prior to authorization of construction.

d. The developer shall conduct annual inspections of the surface water management system on the project site to ensure that the system is being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage or treatment for which it was designed and intended.

e. The stormwater management systems shall be designed, constructed, and maintained to meet Chapter 40D-4 of the Florida Administrative Code. At a minimum, planted littoral zones equivalent to 35 percent of the total minimum lake area shall be required and shall be concentrated at the outfall.

f. Best Management Practices* (BMP) for reducing water quality impacts, as recommended by the County* and SWFWMD in accordance with adopted regulations of these agencies, shall be implemented.

g. All on-site existing underground tanks shall be abandoned pursuant to applicable State and County* rules. All existing underground storage tanks within the project* shall be identified prior to the first PSP approval Completed.

h. An Environmental Assessment of the site shall be conducted by an Environmental Consultant to determine potential hazardous material locations (e.g., historical cattle dipping vats, underground/above ground storage tanks, or buried drums). Should evidence of hazardous material be discovered, further investigations will be required to determine the level of contamination and appropriate remediation/mitigative measures. The Environmental Assessment for the entire site shall be conducted and submitted for County review prior to the first Preliminary Site Plan approval. Development restrictions may be imposed if any contamination is discovered Completed.

C(4). Floodplains

a. All habitable structures and access roadways shall be constructed above the 100-year flood elevation.

b. Compensation for the loss of 100-year flood storage capacity shall be provided through cut and fill balance calculation and further confirmed by the no-rise certification procedure.

c. All homeowner documents, real estate disclosure forms, deeds of sale or lease agreements for land or structures in the post development 100-year flood plain on the project site of Heritage Harbour, shall be accompanied by a hazard disclosure statement generally describing the property's relative probability of damage from coastal and fresh water flooding. This disclosure shall also list potential mitigation strategies including elevation, construction of safe rooms, window protection (shutters/security film), where the builder has exceeded coastal construction codes and other potential measures to increase safety.

d. The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations.

e. Adequate maintenance easements shall be provided on Cypress Strand (major drain). Prior to dedication, the creek embankment, excluding areas remaining in their natural states, shall be stabilized through seeding, sodding, and rip rap. The Engineer shall provide as-built typical sections for the purpose of maintenance. Any alteration to the creek shall not cause a rise in the FEMA 100-year flood elevation.

C(5). Soils

a. Best Management Practices shall be employed during site preparation and construction to prevent soil erosion.

C(6). Manatee Protection

a. Prior to any marina construction, the developer shall prepare a Manatee Protection Plan. The Plan shall be approved by the Florida Fish and Wildlife Conservation Commission, the Southwest Florida Water Management District, and Manatee County Environmental Management Department. The following elements shall be included:

1. The Developer shall comply with all standard FWCC manatee construction conditions for all in-water construction.

2. A manatee education program shall be developed and implemented for all slip lessees.

3. A navigation channel shall be designated and marked with U.S. Coast Guard approved markers from the marina downstream to the I-75 Bridge prior to occupying any wet slips. The Developer shall be responsible for posting and maintaining the markers for the established channel in perpetuity, unless the Developer* obtains a commitment for posting or maintenance by an appropriate governmental agency. The Developer shall be responsible for posting and maintaining the markers from its marina to the designated main river channel in perpetuity, unless otherwise posted and/or maintained by an appropriate governmental agency.

4. A sign will be installed and maintained at the facility for boaters traveling to the Manatee River. The sign shall notify boaters of the controlling depth of the river, and request that boaters stay in the marked channel.

5. The use of the boat ramp shall be limited to lessees/owners of slips at the docking facility.

6. The maximum draft, including propeller(s) for vessels associated with this project shall be 2.5 feet or as otherwise approved through the permitting process. This requirement shall be posted at the marina and included in all homeowner's documents, real estate disclosure forms, deeds of sale, or lease agreements for land or structures.

7. Before commencement of the dry storage and boat lift, a speed zone from the I-75 Bridge to the vicinity of the east line of Section 16, Township 34 South, Range 19 East, shall be established by local ordinance and posted. The main marked channel shall be regulated at a speed, or speeds, as determined from public hearings and passing of an ordinance by the Manatee County Commission, with all other waters regulated as slow speed, minimum wake as applicable per Manatee County regulations. The Developer shall be responsible for posting and maintaining the established speed zone markers/buoys in the designated areas the Developer obtains a commitment for posting and maintenance by an appropriate governmental agency.

8. The Developer shall assist in the enforcement of the speed zone, once, established. It shall be a term of the lease of any slip that violations of

the speed zone ordinance may result in the revocation of the lease. An employee will be responsible for issuing warnings to lessees who are violating the speed zone. This person will also be responsible for a revocation process of the leased slip for individuals who are cited for violating the speed zone ordinance and pay a fine or are found guilty of violating the ordinance by a court of competent jurisdiction.

b. Except for docks whose sole purpose is to provide access to nature parks and/or picnic areas, and excluding specifically docks for individual or multiple single family use, the only docks on the site shall be at the marina if the marina is permitted.

c. The total number of boat slips allowed for this development in perpetuity shall not exceed 462. The first phase shall consist of up to a maximum of 162 wet slips and boat ramp. The second phase shall consist of up to a maximum of 300 dry slips. The second phase shall not be initiated until two years after the first phase has been completed.

D. ARCHAEOLOGICAL AND HISTORICAL RESOURCES.

D(1). The discovery of any significant historical or archaeological resources shall be reported to the Florida Division of Historical Resources and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Manatee County in accordance with Rule Chapter 9J-2 FAC.

Archaeological test excavations by a professional archaeologist shall be conducted on each such site to provide sufficient data to make a determination of significance prior to the commencement of ground-disturbing activities at the site. The final determination of significance shall be made in conjunction with the Florida Department of State, Division of Historical Resources, and the County*. The appropriate treatment of such resources (potentially including excavation of the site in accordance with the guidelines established by the Florida Department of State, Division of Historical Resources) must be completed before resource-disturbing activities are allowed to continue.

E. WASTEWATER MANAGEMENT

E(1). The Certificate of Level of Service for wastewater must be obtained with each Final Site Plan.

F. WATER SUPPLY

F(1). The Certificate of Level of Service for water must be obtained with each Final Site Plan.

F(2). The developer shall use non-potable water, stormwater, reclaimed water (when available) for irrigation of landscaping. When available, the applicant shall use reclaimed water or another alternative source (other than the Floridan aquifer) for tee areas, fairways, greens, and common areas. Irrigation systems shall be designed, installed, and operated for maximum water use efficiency and be developed by an irrigation contractor licensed or certified by the State of Florida. The irrigation system shall include the following:

a. Irrigation zones with differing water requirements such as putting greens, tees, fairways, and common areas shall be irrigated separately.
b. Low-volume irrigation system components shall be used to the maximum extent possible.
c. High-frequency irrigation areas shall be limited to tees and greens.
d. The irrigation system shall include rain sensors with automatic rain shutoff devices which shall be installed on each controller within the irrigation system.
e. Maintenance of the irrigation system will include resetting the automatic controllers according to the season and checking, adjusting, and repairing irrigation devices to ensure optimum operating efficiency.

F(3). For the purpose of potable or reclaimed water conservation, utilization of Xeriscape landscaping principles shall be incorporated into the golf course design and other landscape areas which shall include ecologically viable portions of the site's existing native vegetation. Xeriscaped areas shall not be irrigated.

F(4). The applicant shall use the lowest quality of water available for irrigation purposes. Consideration shall be given to meeting the irrigation needs of the project with the following sources, in order of preference; (1) treated wastewater, (2) treated stormwater; (3) non-potable quality groundwater. Prior to each Final Site Plan approval, the developer shall identify the irrigation source which will be utilized. When it becomes available from Manatee County, Heritage Sound shall connect to the County's wastewater reuse system. All wells no longer needed for irrigation purposes shall be properly abandoned except for such wells as may be needed for emergency purposes.

F(5). Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, F.S.).

F(6). For the purpose of potable water conservation, installation of high-efficiency (low volume) plumbing fixtures, appliances, and other water conserving devices shall be required. The water conservation fixtures and measures (low water use toilets, shower heads, and other plumbing fixtures) referenced in the ADA shall be required.

F(7). Reserved

F(8). All irrigation wells which are not proposed for use (about 30) or are not needed for emergency purposes shall be properly sealed and abandoned prior to commencement of development in the areas where the wells are located. Additionally, an appropriately located irrigation well or wells as approved by Water Management District staff shall be tested annually for salinity.

G. SOLID/HAZARDOUS WASTE/MEDICAL WASTE

G(1). The County has determined that there exists adequate solid waste capacity to accommodate the impacts of the Project*. The Certificate of Level of Service shall be valid until December 31, 2012. This includes the three year extension authorized pursuant to Paragraph 380.06(19)(c), Florida Statutes.

G(2). In the event that hazardous materials or medical waste are located on the site, they shall be handled in a manner consistent with applicable Federal, State, and Local regulations.

H. ENERGY

H(1). The energy conservation measures referenced of page 29.3 of the ADA shall be utilized as applicable (Exhibit 5).

H(2). The developer shall use xeriscape landscaping wherever possible to reduce both water and energy consumption.

I. RECREATION AND OPEN SPACE

I(1). The Project* shall contain, at a minimum, 893.9 acres of open space. The property designated for recreation purposes shall include a 37.0 acre community park open to the general public, a 4.2 acre private neighborhood park, a 12.0 acre marina, and 250.0 acres of golf.

I(2). The Developer shall be responsible for the maintenance of all recreation and open space areas within the project site not dedicated to the County.

I(3). A system of bicycle and pedestrian trails shall be developed to link the residential, commercial and recreational areas. If bicycle trails are combined with the required sidewalk system, then it shall be designed and constructed with a minimum width of 8 feet. If it is not combined with the sidewalk, then a 4 foot wide lane shall be provided on each side of the roadway. Prior to the first residential subphase south of Port Harbour Parkway and the first residential subphase north of Port Harbour Parkway a comprehensive pedestrian/bicycle plan for each side of Port Harbour Parkway shall be submitted and approved by Manatee County.

J. PUBLIC SAFETY

J(1). The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, equipping, and staffing of emergency service facilities for police and fire services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement as to pro-rata share for each Phase*, mutually acceptable to the County and the Developer shall be reached prior to the issuance of the first Final Site Plan or Final Plat for Vertical Development for each Phase*. The pro-rata share shall not exceed the total sum of impact fees anticipated from the Project and any pro-rata lump sum payment shall be creditable against the payment of impact fees, in accordance with applicable law. (Completed)

K. HURRICANE PREPAREDNESS

K(1). The applicant/developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, neighborhood association newsletters, model homes, commercial/office buildings, etc.

K(2). The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations recognizing the vulnerability of this site to fresh water flooding and tropical storms and hurricanes.

K(3). Prior to the first Final Site Plan for a site located either completely or partially within the Coastal Planning Area, as identified in the Comprehensive Plan, the applicant shall develop a master plan for evacuation and recovery to ensure the safe and orderly evacuation of vulnerable residents, hotel guests, and employees after an official evacuation order is issued. This plan shall include such provisions as, but not be limited to: (1) ordering all buildings in the evacuated areas closed for the duration of a hurricane evacuation order; (2) informing all residents, guests and employees of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation and re-entry/recovery plans. This plan shall be submitted to the DCA and the County for review and approval before approval of a Final Site Plan for habitable construction within the Coastal Planning Area. DCA shall have 45 days to comment on this plan. Completed and attached as Exhibit 13.

K(4). Prior to the first Final Site Plan approval for any site located either completely or partially within the Coastal Planning Area for habitable construction, the applicant shall develop a master plan for mitigating the project's impacts on emergency public shelters consistent with the requirements of Rule 9J-2.0256, FAC. These measures may include, but not be limited to: construction of shelter space in accordance with ARC 4496 shelter standards; payment in lieu of construction; or participation in the upgrading of existing shelter space. The plan shall be submitted to the DCA and the County for review and approval before approval of a Final Site Plan for habitable construction. DCA shall have 45 days to comment on this plan. Completed and attached as Exhibit 13.

L. EDUCATION

L(1). The Developer* shall mitigate potential school impacts by making a payment of $825,000.00 to the School Board, upon request (which represents a cost of $35,000.00 per acre) with a three percent (3%) adjustment per year for five years. Request for payment shall be made no earlier than the date of the issuance of the first residential Certificate of Occupancy. Payment shall be made within 30 days of request. Completed

L.(2) The Developer* shall fund the cost of a sidewalk from the school board property line (adjacent to the student drop off area within Heritage Harbour) to Haile Middle School and a shelter adjacent to the drop off area, upon the request of the School Board. (Completed)

M. MARINA FACILITIES

M(1). Live-aboards, defined as occupying a vessel for more than three consecutive days, shall not be allowed.

M(2). Manatee protection measures outlined by the Bureau of Protected Species Management, including educational signage, channel markings, etc., shall be implemented in accordance with Condition C(6).

M(3). The marina shall implement the elements of the Florida Clean Marina Program to minimize the introduction of deleterious substances into the marina basin that would be detrimental to water quality (Developer's commitment).

M(4). A fuel spill response plan shall be prepared and approved by Manatee County prior to Final Site Plan approval for the marina or boat livery. Marina staff shall be trained in the implementation of the plan. Each annual report shall include a report on marina operation, including the number of wet and dry slips occupied; the number leased by residents; and any incidents of fuel spills.

M(5). The slip lease agreement shall prohibit use of sudsing cleaners containing ammonia, sodium hypochlorite, chlorinated solvents, petroleum distillates, or lye.

M(6). The provisions of the Pollution Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, shall be strictly adhered to.

N. AFFORDABLE HOUSING

N.(1) An assessment of the potential affordable housing impacts of the Project was performed as part of this NOPC. The Developer* recognizes that the statutory rules require an assessment of "affordable housing", however the TBRPC and Manatee County recognize that the potential deficit is in the area of "essential worker" or "workforce" housing as such terms are defined by the TBRPC and the Manatee County Land Development Code, respectively. Harbourvest, LCC, per their agreement with the TBRPC, shall implement the following:

a. 245 units shall qualify upon the first sale to an end user as workforce housing as defined by Manatee County Land Development Code. The sales price for such units shall be determined to qualify as workforce housing after excluding upgrades and options from the price. The maximum sales price for the workforce housing units shall be based upon current workforce sales price as established by the methodology in the Manatee County Land Development Code and may be modified each year as determined by Manatee County.

b. The Developer* shall receive a 1:1 credit for all such qualifying units built within Phase I or II from January 1, 2004 to December 31, 2012 (project build out).

c. Should the Developer* not provide the required number of affordable units, mitigation in the form of $2,000 per affordable unit not built shall be paid into the Affordable Housing Trust Fund prior to Final Site Plan approval for the 1,500th residential unit in Phase II or last residential subphase, whichever comes first.

Prior to the first Final Site Plan approval for residential development, the developer shall deposit into an escrow account, post a letter of credit or bond, in a form acceptable to Manatee County, to secure the payment for the number of unbuilt units, in the amount of $490,000. The escrowed funds shall be refunded to the developer or the bond or letter of credit released as each workforce unit is constructed.

d. As a means to monitor the progress, the applicant shall provide an accounting of the number of units that have been provided to date in each Annual Report.

N.(2) Prior to the initiation of Phase II, the Developer* shall conduct a reanalysis of affordable housing impacts in accordance with Section 380.06(6) and utilizing a methodology acceptable to the County*and the DCA. (Completed)

O. GENERAL CONDITIONS

O(1). Should the Project* significantly depart from the parameters set forth in this Development Order and the ADA*, the Project* will be subject to a Substantial Deviation Review, pursuant to Section 380.06. Florida Statutes. Any change to the Project* which meets the criteria set forth in Subsection 380.06(19), Florida Statutes shall require a hearing to determine if the change constitutes a Substantial Deviation.

O(2). The Developer's* commitments set forth in the ADA*, and, as summarized in Section 5 herein, shall be honored, except as they may be superseded by specific terms of the Development Order.

O(3). Should the Developer* divest itself of all interest in the Project* prior to the expiration of the Development Order, the Developer* shall designate the successor entity to be responsible for preparation of the Annual Report, subject to approval by the County*.

O(4). Buildout shall be completed by December 31, 2012. This Development Order shall expire December 31, 2014 to allow for post-development monitoring. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O(5). The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O(6). The Developer*, its successors, assigns or transferees, shall submit Annual DRI Reports in accordance with Section 380.06(18), Florida Statutes* to the County*, TBRPC, the State Land Planning Agency, and other agencies, as may be appropriate, on March 21st of each year until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of the Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Planning Director decide further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners' hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, modification, or change of any conditions, or any terms or conditions of this Development Order. The Annual Report shall contain the following:

a. Any change in the plan of development, or in the representation contained in the ADA, or in the phasing or land uses for the reporting year and for the next year;
b. A summary comparison of development activity proposed and actually conducted for the year;
c. 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, leased, or optioned by the Developer* adjacent to the land encompassed by the Development Order for the Project;

e. An assessment of the Developer's* and the local government's compliance with the conditions of approval contained in the DRI Development Order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County*, TBRPC, or 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 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 copy of any recorded notice of the adoption of a Development Order for the subsequent modification of an adopted Development Order that was recorded by the Developer* pursuant to Subsection 380.06(14)(d), Florida Statutes;

j. A statement that all persons have been sent copies of the Annual Report in conformance with Subsection 380.06(15) and (18), Florida Statutes;

k. Progress regarding compliance with Stipulation N(1), the number of workforce housing units provided.

l. Reports and/or information pursuant to conditions B(2), B(3), C(1)h and i, C(3)d, K(3), K(4).

m. An updated map showing the locations and acreage of upland and wetland preservation.

O.(7) In the event of a Development Order appeal or other legal challenge of this Development Order by the Department of Community Affairs, then the Developer* shall pay all reasonable costs and fees of County* staff and attorneys relating to said appeal or legal challenge at the rate for processing this Development Order under the current Planning fee schedule. Payment of all billings by the Developer* related to such fees and costs shall be paid within forty five (45) days of submittal of an invoice.

SECTION 6 DEVELOPER COMMITMENTS.

The following are developer commitments that were set forth in the Application for Development Approval (ADA) and Sufficiency Responses (SR) which shall be honored by the developer, except as they may be superseded by specific terms of the Development Order.

VEGETATION, WILDLIFE AND WETLANDS

1. Potential (sandhill crane) nesting habitat will be preserved (SR, pg. 2.2)

2. Former potential (sandhill crane) nesting habitat will be enhanced and restored. (SR, pg. 2.2)

3. Potential (sandhill crane) foraging habitat will also be maintained. (SR, pg. 2.3)

4. The surface water management system for the project will be designed to protect potential (sandhill crane) nesting marshes from unnatural peaks in water levels that might flood nests and cause failure. (SR, pg. 2.3)

5. Potential (sandhill crane) nesting marshes... will be buffered from proximate sources of active disturbance. (SR, pg. 2.3)

6. Management of upland and wetland areas will include control or treatment of nuisance and exotic species, such as cattails, Brazilian pepper, and primrose willow. Mechanical means will be used control the height of saw palmettos in undeveloped pine flatwoods areas. Restrictive deeds and covenants to prevent unauthorized impacts from clearing, the removal of desirable vegetation, will be incorporated into the homeowner's documents or deed restrictions, which will be enforced by the applicant and successor entity. (SR, pg. 2.6)

7. Those wetlands conserved will be assured long-term conservation and protection post-development by conservation mechanisms consistent with the Manatee County Comprehensive Plan and Land Development Regulation requirements at the time of the development order. (SR, pg.2.22)

FLOODPLAINS

1. All roads, utilities, and structures will be constructed above the mapped 25-year and 100-year floodplains. (SR, pg. 2.44)

WATER SUPPLY

1. The potable water distribution system will be built to County Standards by the Developer*, and may be dedicated to Manatee County for operation and maintenance at the Developer's option with approval by the Utility Operations Department. Revised.

SOLID WASTE/HAZARDOUS WASTE/MEDICAL WASTE

1. The developer will prepare and submit a Hazardous Material Management Plan for the golf course at time of site plan application to Manatee County (SR, pg. 3.16)

POLICE AND FIRE PROTECTION

1. The developer has agreed to provide a "pro rata share" of the cost of expanding police and fire protection services to the project. Such costs could include additional Sheriffs Office personnel and an additional aerial truck for the Braden River Fire District if three or more structures are greater than 34 feet in height. (ADA, Page 25.1)

RECREATION AND OPEN SPACE

1. The developer has proposed a system of bicycle and pedestrian trails to be developed to join together the residential areas, golf course, and community park. (ADA, page 26.1)

EDUCATION

1. The developer will work with the Manatee County School Board to determine the most appropriate method to mitigate potential school facility impacts. (ADA 27.1)

2. The developer will work with the School Board to identify an appropriate site within Heritage Harbour if the School Board determines that this location will meet their long term needs. (SR 6.3)

PORTS AND MARINAS

1. No live-aboards will be allowed at the marina facility. (ADA, pg. 37.5)

2. A sewage pump-out facility will be provided for use of the residents and other boaters. (ADA, pg. 37.5)

3. Paint scraping, sanding or sandblasting, hull painting, or major engine repairs will be prohibited. Limited boat maintenance activities and minor engine repairs and servicing will be allowed, and specifically listed in the marina slip agreements (SR, pg. 7.3)

4. Fuel handling will follow the recommended elements of the Florida Clean Marina Program by providing signage and pamphlets that stress the impact from spills and fueling activities, including awareness of the fiscal responsibility a boater has if they create a spill and subsequent clean up is required. All fuel nozzles will have automatic/back-pressure/shut-off nozzles. Fueling of small cans will take place on impervious fireproof containment trays. A Fuel Response Package will contain containment booms, pads, and absorbents readily available in well-marked, easily accessible container(s). A fuel spill response plan will be prepared, and marina staff will be trained in the implementation of the plan. The provisions of the Pollution Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, will be strictly adhered to. (SR, pg. 7.2)

5. A slow speed zone from the marina to the main river channel will be posted and select interior braided channels adjacent and within the project area will be marked for slow speed only (throughout the year). The main natural river channel from the marina downstream to where the river becomes a broad system will be marked with regulation markers. (SR, pg. 7.4)

SECTION 7. LEGAL DESCRIPTION.

Development of Heritage Harbour shall be restricted to the 2784.7 acre tract of land described below:

All of Sections 13, 14, 23, 24, 25, 26, 35 and 36, Township 34 South, Range 18 East, Manatee County, Florida, lying north of State Road No. 64, as shown on State Road Department right-of-way map Section No. 1305-250 and also north of State Road No. 93 (Interstate 75) as shown on Department of Transportation right-of-way map for Section 13075-2403 and south of the mean high water line of the south bank of the Manatee River. Containing 2,397.5 acres more or less.
Also: That portion of the following described tract of land lying southwest of State road No. 93 (Interstate 75) and east of the easterly limited access right-of-way line of Kay Road as shown on Department of Transportation right-of-way map for Section 13075-2404, Sheet 3 of 9:
Begin at the NW corner of Section 26, Township 34 South, Range 18 East running East 2,681.25 feet, thence running South 3,769 feet, thence running West 2,681.25 feet, thence running North to the Point of Beginning, less the Southernmost 1640.5 feet thereof. Containing 10.6 acres, more or less.
Also: Unsurveyed portion of Section 12, Township 34 South, Range 18 East, lying South of Government Lots 3 and 4;
Unsurveyed portion of Section 13, Township 34 South, Range 18 East, less and except the following described lands:
Begin at the NW corner of Section 13, Township 34 South, Range 18 East; thence South to the water of the Manatee River; thence meander the waters of the Manatee River in an Easterly and Northeasterly direction to a point on the North line of said Section 13 which is on or near the extended East line of U.S. Government Lot 1 of Section 12, Township 34 South, Range 18 East; thence West along the North line of Section 13 to the Point of Beginning; Unsurveyed

portion of Section 14, Township 34 South, Range 18 East, less and except the following described lands:
Begin at the NE corner of Section 14, Township 34 South, Range 18 East; thence South to the waters of Manatee River; thence meander the waters of the Manatee River in a Westerly and Northwesterly direction to a point on the North line of said Section 14, run thence East along the North line of said Section 14 to the Point of Beginning; Containing approximately 87.7 acres (computed by digitizing from aerial photographs the area above the approximate mean high water line).
All lying and being location Manatee County, Florida.

(AS FURNISHED O.R. 1460/5079)

THE SOUTH 295 ACRES, MORE OR LESS, OF SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, PARTICULARLY DESCRIBED AS FOLLOWS: BEGIN AT THE SOUTHEAST (SE) CORNER OF SAID SECTION 19 AND RUN NORTH 2583.4 FEET, MORE OR LESS, TO A POINT ONE FOOT NORTH OF A LINE OF TELEPHONE POSTS; RUN THENCE WEST 2° AND 02° NORTH, 2394.8 FEET TO A 2"x2" STAKE PLACED BY W. H. COGGESHALL; RUN THENCE WEST 3° AND 57 FEET SOUTH 2432.1 FEET MORE OR LESS TO THE WEST BOUNDARY OF SAID SECTION; RUN THENCE SOUTH ALONG SAID WEST BOUNDARY TO THE SOUTHWEST (SW) CORNER OF SAID SECTION; RUN THENCE EAST TO THE POINT OF BEGINNING; LESS AND EXCEPT: A CERTAIN PARCEL LOCATED IN THE SOUTHEASTERLY CORNER OF THE ABOVE DESCRIBED LANDS, WHICH PARTICULAR PARCEL IS MORE SPECIFICALLY DESCRIBED AS FOLLOWS: BEGIN AT THE SE CORNER; THENCE NORTHERLY ALONG THE CENTER OF HIGHWAY 300 FEET; THENCE WEST 175 FEET; THENCE SOUTH 300 FEET; THENCE EAST 175 FEET TO THE POINT OF BEGINNING; LESS EAST 40 FEET FOR ROAD RIGHT OF WAY AS DESCRIBED IN OFFICIAL RECORD BOOK 226, PAGE 625, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA,

MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A PARCEL OF LAND SITUATED IN SECTION 19, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 19; THENCE NORTH, ALONG THE EAST LINE OF SAID SECTION 19, 300.00 FEET; THENCE SOUTH 89°50'39" WEST, 40.00 FEET TO THE WEST RIGHT- OF-WAY LINE OF UPPER MANATEE RIVER ROAD, FOR A POINT OF BEGINNING; THENCE NORTH, ALONG SAID RIGHT-OF-WAY LINE, 2283.08 FEET; THENCE NORTH 88°16'00" WEST, 2354.78 FEET; THENCE SOUTH 89°53'00" WEST, 2401.54 FEET TO THE WEST LINE OF SAID SECTION 19; THENCE SOUTH 00°59'28" WEST, ALONG SAID WEST LINE, 2662.87 FEET TO THE SOUTH LINE OF SAID SECTION 19; THENCE NORTH 89°50'39" EAST, ALONG SAID SOUTH LINE, 4666.31 FEET; THENCE NORTH, 300.00 FEET; THENCE NORTH 89°50'39" EAST, 135.00 FEET TO THE POINT OF BEGINNING.

The area of all of the above described land is approximately 2784.7 acres.

SECTION 7. COMMENCEMENT OF DEVELOPMENT.

Physical development of the Project* has commenced. If any five year period shall expire without significant additional physical development activity on the site, the BOCC may conduct a public hearing in accordance with the Land Development Code after appropriate notice to the Developer* and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the

Developer. For purposes of this provision, "physical development" shall be the actual construction of buildings or infrastructure by the Developer* that is approved on a Final Site Plan or Plat for the Project*.

SECTION 8. RESTRICTIONS ON DOWN-ZONING.

Prior to the buildout date of this Development Order, the County shall not down-zone or reduce the intensity or unit density permitted by this Development Order, unless the County can demonstrate that:

1. substantial changes in the conditions underlying the approval of the Development Order have occurred; or

2. the Development Order was based upon substantially inaccurate information provided by the Developer; or

3. the change is clearly established by the County to be essential for the public health, safety, or welfare, or

4. the development is not proceeding in a timely manner, pursuant to Section 7..

Any down-zoning or reduction in intensity shall be affected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For purposes of this Development Order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this Development Order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer by this Development Order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 9. BINDING ORDER UPON DEVELOPER AND COUNTY.

This Development Order shall be binding upon the Developer, Owners, the County, and upon the Developer's and Owner's grantees, successors, and assigns.

SECTION 10. COMPLIANCE WITH CODES AND ORDINANCES.

All development undertaken pursuant to this Development Order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 11. RENDITION.

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the BOCC approval to the Developer, DCA, and TBRPC.

SECTION 12. NOTICE OF RECORDING.

The Developer shall record a notice of adoption of this Development Order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 13. SEVERABILITY.

It is the intent of this Development Order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this Development Order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provision or portion shall be deemed null and void, but all remaining provisions and portions of this Development Order shall remain in full force and effect.

SECTION 14. EFFECTIVE DATE.

This Ordinance shall become effective upon filing of a certified copy with the Department of State; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said of appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 00-19, as amended by Ordinance 03-25 during the pendency of any appeal.

PASSED AND DULY ADOPTED WITH A QUORUM PRESENT AND VOTING BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA THIS THE 11th DAY OF MARCH, 2008.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: _____
Chairman

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

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

By: _____
Deputy Clerk

EXHIBITS 1, 4, 7, 8, 9, 10, 11, 12, and 13

ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 00-19, APPROVED ON MARCH 21, 2000.

Ex 2

Table 13.4 *(Revised October 2006)*
Summary of Wetland Impacts Proposed
Within Heritage Harbour inclusive of Moore's Dairy

Wetland I.D.	Wetland Type at Impact Locations	Impact Type	Ecological Quality of Impacted Area	Acres of Impact
Impacts associated with Heritage Harbour (original project area)				
BB	Forested	Road	Medium/High	0.20
BB	Herbaceous	Drainage Improvements	Medium/High	1.06
CCC	Herbaceous	Stormwater	Medium/Low	0.25
DD	Herbaceous	Golf	Low	0.62
E	Forested	Road	Medium/Low	0.04
F1	Herbaceous	Commercial	Medium	0.76
F2	Herbaceous	Commercial	Medium	2.98
FF	Herbaceous	Commercial	Medium/Low	0.94
G	Herbaceous	Commercial	Medium/Low	2.89
G2	Herbaceous	Commercial	Medium/Low	0.23
GG	Herbaceous	Road/ Commercial	Medium	1.19
H	Forested	Road	Low	0.11
I1	Forested	Golf	Low	0.49
I2	Herbaceous	Golf	Low	0.17
I3	Forested	Golf	Low	0.30
II	Shrub	Drainage Improvements	Low	0.01
J	Forested	Golf	Low	<0.001
J	Forested	Road	Low	0.07
K	Forested	Road	Medium/High	0.17
K	Forested	Golf	Medium/High	<0.001
NN	Herbaceous	Residential/ Stormwater	Medium/Low	0.40
PP	Herbaceous	Road	Low	0.10
Q	Forested	Road/ Commercial	High	5.02
Q2	Forested	Road	Medium/High	0.71
R	Herbaceous	Road	Medium	1.47
S	Herbaceous	Road	Medium/High	1.05
S	Forested	Road	High	3.43
V1	Forested/ Shrub	Road	Medium/Low	0.01
WH	Forested	Road	Medium	0.49
WH	Forested/ Herbaceous	Golf	Medium/Low	0.23[1]
X	Forested	Golf	Medium	0.11[1]
ZZZ	Rim ditch	Road	Low	0.01

Exhibit "2"

Table 13.4 *(Revised October 2006)* (Con't.) Summary of Wetland Impacts Proposed Within Heritage Harbour inclusive of Moore's Dairy				
Wetland I.D.	**Wetland Type at Impact Locations**	**Impact Type**	**Ecological Quality of Impacted Area**	**Acres of Impact**
Impacts associated with Heritage Harbour (original project area)				
River Marsh	Herbaceous	Road	High	0.13
River Marsh	Forest/Herb	Golf	Medium	0.16[1]
River Marsh	Herbaceous	Marina	High	1.50
Heritage Harbour Wetland Impact Acreage Subtotal =>				**27.3[2]**
Wetland Impact Credit Available pursuant to the DO*=>				**2.04***
Moore's Dairy				
A	Herbaceous	Residential	Very Low	0.29
B	Herbaceous	Residential	Very Low	0.60
C	Herbaceous	Residential	Very Low	0.96
D	Herbaceous	Residential	Very Low	0.66
F	Herbaceous	Residential	Low	0.74
G	Herbaceous	Residential	Very Low	0.86
H	Herbaceous	Residential	Low	0.03
Moore's Dairy Wetland Impact Acreage Subtotal =>				**4.14**
TOTAL WETLAND IMPACT ACREAGE =>				**33.48**

[1]Temporary impacts only associated with selective clearing for golf flight paths. A total of 1.22 acres of selective clearing was identified pursuant to PDMU-98-08/FSP-04-100; 0.5 acres of which resulted in temporary wetland impacts.

[2]Of the 27.3 acres of wetland impacts, 0.5 acres are temporary impacts associated with selective clearing. Therefore, permanent impacts are limited to 26.8 acres.

*Miscellaneous impact reserved for future site plan revisions; administrative authorization may be granted based on Manatee County Final Site Plan standards.

Exhibit "2"

E+3

Table 12-2
Summary of All Preserved Plant Communities
Within Heritage Harbour inclusive of the Moore's Dairy Parcel

FLUCFCS Code	Community Type	Existing Acreage*	Post Development Acreage*	% Total of Community Retained*
Heritage Harbour (original project area)				
194	Other Open Land	13.7	7.4	54
210	Cropland & Pastureland	1787.7	0.0	0
212	Unimproved Pasture	18.9	0.0	0
261	Fallow Cropland	9.6	0.0	0
411	Pine Flatwoods	22.9	13.1	57.2
414	Pine-Mesic Oak	13.2	6.0	45.5
422	Brazilian Pepper	35.0	0.0	0
425	Temperate Hardwoods	35.3	29.5	83.6
428	Cabbage Palm	11.8	11.8	100
510	Streams & Waterways	3.7	3.7	100
523	Lakes, 10-100 acres	84.7	101.2	119.5
524	Lakes, < 10 acres	1.2	274.4	22866.7
612	Mangrove Swamps	15.7	15.7	100
616	Inland Ponds and Sloughs	1.1	1.06	96.4
617	Mixed Wetland Hardwoods	45.8	42.59	93
618	Shrub Wetlands	2.5	2.5	100
619	Laurel Oak	5.6	5.43	97
621	Cypress	60.6	75.7	124.8
630	Wetland Forested Mixed	101.0	107	105.9
635	Primrose Willow	22.4	13.12	58.6
636	Brazilian Pepper Wetland	19.2	19.08	99.4
641	Freshwater Marsh	28.2	36.04	127.8
642	Saltwater Marsh	143.0	143.7	100.5
643	Wet Prairie	13	12.06	92.8
Heritage Harbour Subtotal Acreage=>		2495.8		
Moore's Dairy Parcel				
110	Residential, Low density	0.7	0.0	0
210	Cropland & Pastureland	245.9	0.0	0
252	Dairy	10.6	0.0	0
515	Ditches	20.4	0.0	0
524	Lakes, <10 acres	4.7	61.6	1310.6
641	Freshwater Marsh	6.6	13.2	200
411	Pine Flatwoods	0.00	3.4	340
Moore's Dairy Subtotal Acreage=>		288.9		
GRAND TOTAL ACREAGE=>		2,784.7		

* The post-development acreages and percentages of plant communities were determined through a habitat mapping exercise in which the refined conceptual site plan was overlaid on the pre-development FLUCFCS exhibit. The aerials are not ortho-rectified, therefore the acreages and percentages listed are approximate. The post-development wetland acreages were also evaluated to reflect the wetland impacts listed in Table 13-4, *Summary of Wetland Impacts Proposed in Heritage Harbour inclusive of Moore's Dairy*.

Exhibit "3"

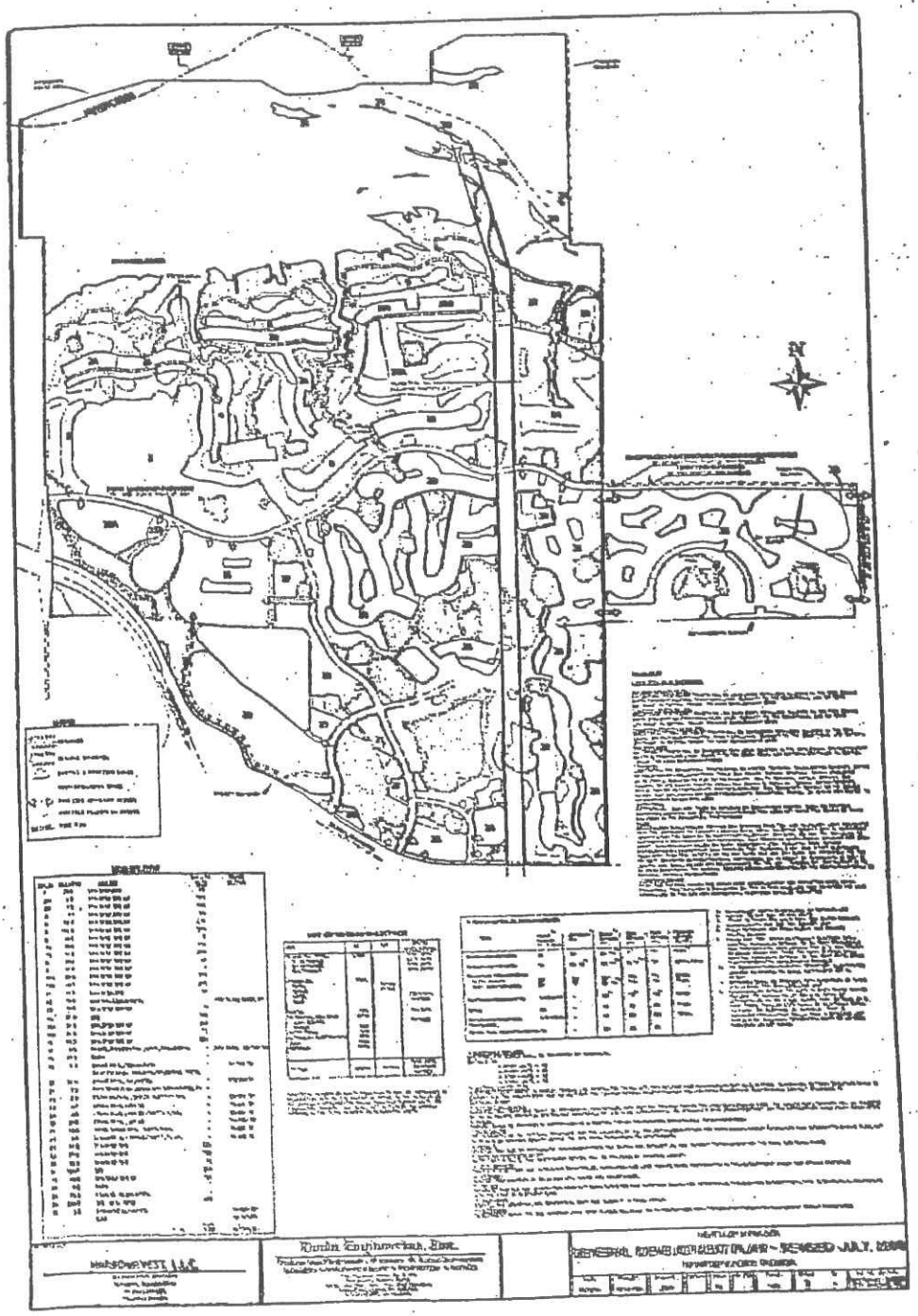
EXHIBIT 5

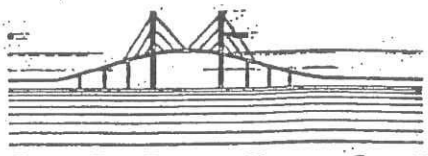
REQUIRED ENERGY CONSERVATION METHODS

As a mixed use project with extensive recreational amenities and interconnected residential areas, Heritage Harbour provides the opportunity to utilize alternate transportation methods and will result in reduced travel needs. It is anticipated that pedestrian and bikeways throughout the project will connect residential, commercial, and recreational areas, and that the development of residential in close proximity to employment, shopping and other needs will result in a reduction of travel times and energy usage.

It is anticipated that traditional energy conservation methods will be utilized in construction of both residential and non-residential facilities. These methods may include increased insulation, high efficiency mechanical devices, cross ventilation, solar heating and cooling, and low pressure sodium lamps for external lighting. Xeriscape landscaping will be recommended wherever possible to reduce irrigation and energy needs by relying on plants most suitable to the climate and conditions of west central Florida.

PROPOSED MASTER DEVELOPMENT PLAN (MAP H)





Tampa Bay Regional Planning Council

NOPC

Notice of Proposed Change Report

4000 Gateway Centre Boulevard, Suite 100, Pinellas Park, FL 33782
Phone (727) 570-5151 Suncom 513-5066 FAX (727) 570-5118
www.tbrpc.org

DRI #240 - HERITAGE HARBOUR
MANATEE COUNTY

On July 1, 2004, the applicant submitted a Notice of Proposed Change application requesting modifications to the Development Order. Supplemental information was provided by the applicant on December 21, 2004, September 27, 2005, May 5, 2006, August 8, 2006 (dated August 7, 2006) and January 23, 2007 (dated January 19, 2007). The following constitutes a summary and history of the project, a description of the proposed change, and the Council recommendation.

PROJECT DESCRIPTION

On March 21, 2000, the Manatee County Board of County Commissioners granted a Development Order (Ordinance No. 00-19) to U.S. Home Corporation. The Development Order authorized construction of a 2,500± acre mixed use development northeast of the I-75/SR 64 intersection and along the southern bank of the Manatee River. Only Phase 1 of the two-phase project was specifically approved. The Development Order expires on December 31, 2014.

The Development Order has been amended once (Ordinance No. 03-25) on June 17, 2003. The amendment authorized the following modifications of the Development Order:

- extension of the Phase 1 buildout date by a period of four years, 11 months and 30 days (to December 30, 2009);
- advanced 160 multi-family residential units, 18,250 sq. ft. of office space and 18 holes of golf from conceptually-approved Phase 2 to specifically-approved Phase 1;
- postponed 160 single-family residential units, 75,000 sq. ft. of retail space and 300 Assisted Living Facility (ALF) beds from specifically-approved Phase 1 to conceptually-approved Phase 2;
- relocated the Assisted Living Facility and replaced former parcel with commercial uses;
- added "agriculture" as an approved interim use;
- increased park acreage by one acre (to 41.2 acres);
- modified Table 2 footnote to provide an alternative to road improvement "B" (frontage road);
- changed the name of the project from "Heritage Sound" to "Heritage Harbour" and the name of the authorized agent and owner/developer from "U.S. Home Corporation" to "Harbourvest, LLC"; and
- clarified depictions of commercial uses on Map H, as well as other modifications associated with the changes reflected above.

The approved phasing schedule is as follows:

LAND USE	PHASE 1 (2000-2009)	PHASE 2 (2004-2009)*	TOTAL*
RESIDENTIAL (Units)	2,550	2,450	5,000
S.F. Detached	(1,290)	(980)	(2,270)
S.F. Attached	(500)	(640)	(1,140)
Multi-Family	(760)	(830)	(1,590)
ACLF (Beds)	0	600	600
RETAIL (Sq. Ft.)	300,000	497,000	797,000
OFFICE (Sq. Ft.)	103,250	66,750	170,000
HOTEL (Rooms)	150	150	300
MARINA (Slips)	162 [Wet]	300 [Dry]	462 [Wet/Dry]
GOLF (Holes)	36	9	45

* NOTE: Phase 2 has been conceptually approved only. Specific approval of this Phase will require further Chapter 380.06, F.S. review and analysis fo transportation, affordable housing and air quality.

PROPOSED CHANGES

The applicant has requested the following modifications of the Development Order:

- specific approval of (currently) conceptually-approved Phase 2 with the maintained 2009 buildou year;
- add 288.7 acres to the project; and
- and modification of the project roadway network and other corresponding Master Development Pla revisions.

CONSISTENCY WITH SUBSECTION 380.06(19), FLORIDA STATUTES

Subsections 380.06(19)(e)2.d. & 380.06(19)(e)3, F.S., respectively, identify the provisions applicable this proposal. This citation reads as follows:

> *"changes in the configuration of internal roads that do not affect external access points"* (is not a substantial deviation). However, by contrast, the addition of access point(s) is presumed to be a substantial deviation; and
>
> *"Except for the change authorized by subsubparagraph 2.f., any addition of land not previously reviewed or any change not specified in paragraph (b) or paragraph (c) shall be presumed to create a substantial deviation. This presumption may be rebutted by clear and convincing evidence."*

DISCUSSION

The following statements serve as representations made by, or on behalf of, the applicant or are stateme or recommendations made by Tampa Bay Regional Planning Council staff. These references/recomm

dations were relied upon by the Tampa Bay Regional Planning Council to determine that no further information would be required in conjunction with the current proposal and shall be included as Development Order conditions, as appropriate:

1. *Wetland mitigation created to offset unavoidable impacts will be designed to maximize potential wildlife values. Design considerations will include the need to create deep water refuges for aquatic species and shallow water areas conducive to wading bird foraging. Wetland mitigation will be located to restore historic wetlands to the extent possible and to connect these areas to other wetland and upland preserve areas to the extent possible. Mitigation areas will be designed to buffer areas conducive to listed species use through the planting of trees and shrub buffers or islands, open water areas, and other habitat components.* (December 21, 2004/Page 37)

2. *These portions of the remnant wetlands will be regraded and planted to remove the significant accumulation of manure and nuisance/exotic vegetative seed source to create a marsh habitat similar to historic conditions... Every practicable attempt will be made to enhance or restore the hydroperiods of the numerous altered wetlands to levels approximating historic conditions.* (December 21, 2004 Correspondence/Page 40)

3. *Turbidity barriers will be installed and maintained at all locations where the possibility exists of transferring suspended solids into a receiving water body. Stabilization measures will be initiated for erosion and sediment control on disturbed areas as soon as practicable in portions of the site where construction activities have temporarily or permanently ceased.* (December 21, 2004 Correspondence/Page 49)

4. *A detailed water quality monitoring plan (attached as Appendix 14.1) has been designed for the Moore's Dairy Parcel in accordance with surface water and groundwater monitoring guidelines specified by the Florida Department of Environmental Protection... The monitoring plan includes both baseline sampling to establish the existing water quality conditions and post development sampling to monitor the post-construction conditions.* (December 21, 2004 Correspondence/Page 53) [Developer clarification: The Moore's Dairy Water Quality Monitoring Plan (revised September 2005) has subsequently been evaluated and approved by FDEP and the Manatee County Environmental Management Department. An ongoing monitoring plan will be developed once baseline conditions are evaluated by the County and FDEP.]

5. *Development and implementation of a Integrated Pest Management Plan for the common areas* [will] *encourage the reduction in consumption of water and application of herbicides and pesticides will limit nutrient loading and conserve water.* (December 21, 2004 Correspondence/Page 54)

6. *A plan to regularly monitor and maintain erosion and turbidity control measures will be designed and implemented with input from Manatee County and other applicable review agencies.* (December 21, 2004 Correspondence/Page 54)

7. *A fugitive dust abatement plan will be prepared and submitted to Manatee County for approval... A site specific dewatering plan will be prepared and approved by Manatee County prior to initiation of any dewatering activities on site.* (December 21, 2004 Correspondence/Page 54)

8. *Lakes and canal banks will be constructed at the maximum 4:1 side slope in order to minim erosion and allow easy maintenance of the slopes.* (December 21, 2004 Correspondence/Page

9. *There will be a series of Best Management Practices implemented to prevent or control erosion like the original approved DRI. The practices include: ...silt fences and screens or hay bales pi to commencement of* (and during) *construction activities,* use of water trucks, *limit clearing grading activities to specific areas of development; sod or seed all cleared areas and lake bank soon as practical after clearing, and monitor all erosion control devices on a regular bas* (December 21, 2004 Correspondence/Page 56)

10. *No development is proposed within any 100-year flood prone areas as identified by FE.* (December 21, 2004 Correspondence/Page 59)

11. *The proposed drainage system serving the residential areas will be operated and maintained by Heritage Harbour South Community Development District.* (December 21, 2004 Corresj dence/Page 62)

12. *Four new wells will be installed for groundwater sampling purposes as opposed to using the exis irrigation wells that were originally proposed in the September 2004 Moore's Dairy Water Qu Monitoring Plan.* (September 27, 2005 Correspondence/Page 27) [Developer Clarification: One will be installed on the northwest corner of the site for groundwater monitoring purposes as sh on the location map included as Exhibit 6 in the water quality monitoring plan (revised Septer 2005).]

13. [All the following pertain to Table 13-3] (May 5, 2006 Correspondence/Response to Que: 13/Page 4)

    A. Enhancement includes the following activities: removal of nuisance and exotic spe regrading and replanting of wetland or Other Surface Waters.

    B. Portions of Wetland's D and E will be converted into a single mitigation area in whic additional 6.11 acres of herbaceous marsh wetland and 1.87 acres of upland buffers w created outside the limits of the Wetland's D and E to be enhanced for a total of 9.22 of mitigation inclusive of the OSW portions of the wetlands to be enhanced.

    C. A portion of Wetland H will be converted into a mitigation area in which an additional acres of herbaceous marsh wetland and 1.48 acres of upland buffers will be created ou the limits of the wetland to be enhanced for a total of 7.02 acres of mitigation inclusi the OSW portions of the wetland to be enhanced.

    D. Enhancement includes the regrading and replanting within Wetlands D. E an Additionally, 1.59 acres of Other Surface Waters located within the historic lim Wetlands D, E and H will be filled to an elevation appropriate to support eme vegetation and then planted to establish native hydrophytic vegetation representati historic conditions.

15. *Although the original DRI project area is vested under previous Land Development Code requirements, Moore's Dairy is subject to the Unified Mitigation Assessment Method Rule, 62-345 F.A.C., which became effective on February 2, 2004... The applicant proposes to enhance 4.06 acres of existing wetlands/open water areas, create an additional 8.83 acres of wetlands and preserve and enhance an additional 3.35 acres of uplands buffers adjacent to the mitigation areas, for a total of 16.24 acres of mitigation.* (May 5, 2006 Correspondence/Response to Question 13/Page 7)

16. It is anticipated that the overall project will generate 7,141 (3,889 In/3,252 Out) P.M. Peak Hour Gross Trips resulting in a corresponding 5,069 (2,853 In/2,216 Out) Net Ext. P.M. Peak Hour Trips. [August 7, 2006 correspondence/Tables 21-7 & 21-8]

17. The Heritage Harbour DRI development will have a negative impact on numerous regionally significant roadway facilities within the primary impact area. The table below identifies the required improvements associated with Phase 2 development.

Phase 2 (2009) Required Improvements

LOCATION	REQUIRED IMPROVEMENT	PROJECT TRAFFIC IMPACT (%)	IMPROVEMENT THRESHOLD
SR 64: 39th Street to Kay Road	Widen from 4 to 6 lanes	25.0	Current Deficiency
SR 64 at Grand Harbour Parkway	Extend EB left turn (from 970' to 1190')	100.0	See Footnote "A"
SR 64 at River Heritage Boulevard	Signalize	100.0	When warranted
SR 64 (all impacted signalized intersections)	Re-time signals	25.0	To coincide with SR 64 widening by FDOT
SR 64 at Lakewood Ranch Boulevard	Extend EB left turn ln., add 1 NB left turn ln.; add 1 EB/WB thru lane	4.2	See Footnote "B"
I-75 at SR 64 Interchange	Contribute $190,000 for construction costs	N/A	N/A
Port Harbour Parkway	Build 2-lane extension to Upper Manatee Rd.	100.0	In negotiation with County
I-75 at US 301 Interchange	Extend SB left lane of NB off ramp	10.8	Current Deficiency

FOOTNOTES:
A: Without construction of Port Harbour Parkway - needed following 4,440 du's
With construction of Port Harbour Parkway - existing turn lane is adequate
B: Without construction of Port Harbour Parkway - current deficiency (extend 500')
With construction of Port Harbour Parkway - current deficiency (extend 300')

SOURCE: August 7, 2006 correspondence/ unidentified Table #

18. Harbourvest, LLC has agreed to the following (January 19, 2007 correspondence). Thi correspondence is appended to this Report as Exhibit 1:

- *245 units, which is 10% of the Phase II units, will qualify upon the first sale to an end use The sales price for such units will be determined to be affordable when excluding upgrad and options from the price. The current threshold is $202,600.00 (for workforce housing defined by Manatee County) and will be increased each year as determined by Manat County.*

- *The developer will receive a 1:1 credit for all such units that qualify, for the time peri beginning in 2004 and ending through build out of the project which is currently the ye 2009.*

  245 x $2,000

- *Should the Developer not provide the required number of units, mitigation in the form $2,000.00 per unit will be paid to the Manatee County Affordable Housing Trust Fund.*

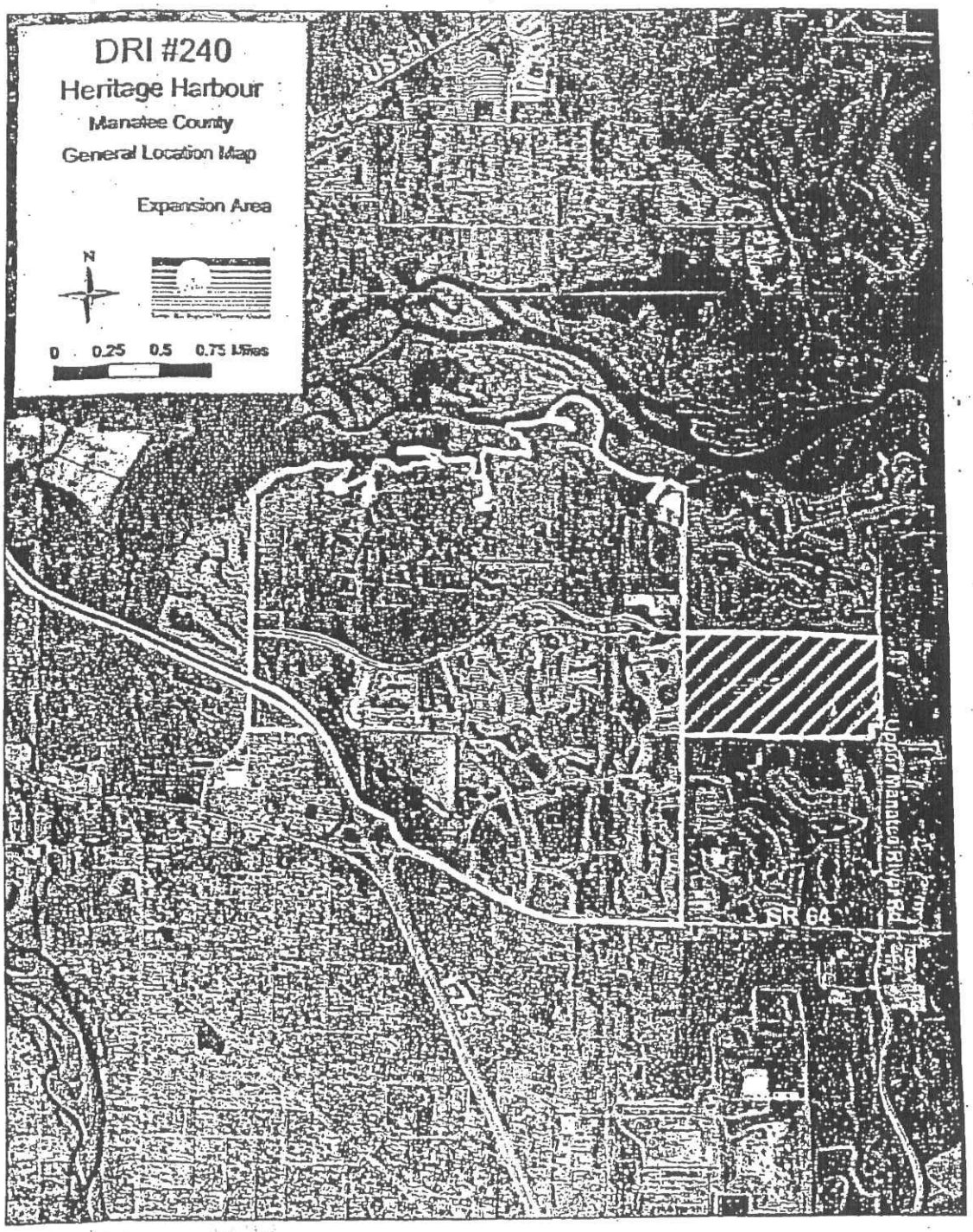
- *As a means to monitor the progress, the Developer shall provide an accounting in ea Annual Report of the number of units that have been provided to date.*

- *Should the Developer fail to make adequate annual progress on the provision of units, County and the TBRPC may require the Developer to place the mitigation funds for the u for that year in an escrow account to be held until project build out.*

RECOMMENDED ACTION

Indicate to Manatee County that the proposal is presumed to create a Substantial Deviation as defined abc However, it is the opinion of this agency that the presumption of a Substantial Deviation has been rebu by the applicant. No unmitigated regional impacts would result from the requested modifications u incorporation of above-recognized Development Order conditions, as appropriate.

GENERAL LOCATION MAP



BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 21st day of March, 20 08.
R.B. SHORE
Clerk of Circuit Court
By: Diane E Vollmer D.C.

RECEIVED
APR 15 2008
Tampa Bay Regional
Planning Council

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.

Witness my hand and official seal this 7th day of April 20 08.

R.B. SHORE
Clerk of Circuit Court
By: Diane E Vollmer D.C.

MANATEE COUNTY GOVERNMENT

PLANNING DEPARTMENT

"TO SERVE WITH EXCELLENCE"

#240

December 18, 2007

Tony Squitieri
U.S. Home Corp. / Harbourvest, LLC
551 N. Cattlemen Road, Suite 202
Sarasota, FL 34232-6440

Re: Heritage Harbour DRI – Extension of phase, buildout, and expiration dates

Dear Mr. Squitieri:

During the 2007 legislative session, Section 380.6(19)(c) Florida Statutes was amended to extend all , buildout, and expiration dates for DRI's that were under "active construction" as of July 1, 2007. Manatee County has determined that the Heritage Harbour DRI was under active construction on July 1st.

On October 9, 2007 the Board of County Commissioners adopted Resolution No. R-07-180 to recognize the automatic three-year extensions granted pursuant to the Section 380.06(19)(c) F.S. Accordingly, the following phase, buildout, and expiration dates for DRIs are extended for three years from their stated expiration dates:

A. Development order buildout dates for individual phases which, as of July 1, 2007, had not expired;

B. Site plans for such individual phases which, as of July 1, 2007, had not expired; and

C. Expiration dates, including without limitation expiration dates for certificates of level of service (CLOS) for such individual phases.

Any phase, buildout, or expiration date (including without limitation any CLOS expiration date) for any individual phase of a DRI which has, as of July 1, 2007, expired, shall not be revived and extended, notwithstanding that other phases of such DRI may be subject to a phase, buildout, or expiration date that did not expire as of such date.

The Board also authorized the Planning Department to review all current DRI Development Orders and give notice of the extended dates for the DRI. Copies of this letter and the Resolution No. R-07-180 will be placed in all DRI files to document the extensions and all future NOPC or Substantial Deviation requests will recognize the extensions. The extended dates for the Heritage Harbour DRI are set forth below:

Manatee County Ordinance 03-25 is now amended to read as follows:

TABLE 1 - Development Totals

TYPE OF DEVELOPMENT: Multi-Use Development.
LOCATION: Northeast of the intersection of I-75 and SR 64.
TOTAL DEVELOPMENT AMOUNTS :

CATEGORY	ACREAGE[1]	PHASE I [3] ~~2000-2004-9*~~ 2000-2012	PHASE II [2] ~~2004-2009*~~ 2004-2012*	TOTAL
Commercial	151.8			
Retail		300,000 s.f.	497,000 s.f.	797,000 s.f.
Office		103,250 s.f	66,750 s.f.	170,000 s.f.
Hotel		150 rooms	150 rooms	300 rooms
ACLF		0	600 beds	600 beds
Residential	1075.5			
Single family detached		1,290 units	980 units	2,270 units
Single family attached/ semi-attached		500 units	640 units	1,140 units
Multi-family		760 units	830 units	1,590 units
Total Residential Units		2,550 units	2,450 units	5,000 units
Marina	12.0	162 wet slips	300 dry slips	462 slips
Recreational Open Space	467.6			
Golf Course		36 holes	9 holes	45 holes
Park		41.2 acres		41.2 acres
Telecommunication Facility				
Institutional	10.3	7.5 acres	2.8 acres	10.3 acres
Arterial/Collectors ROW	61.0			
Lakes	164.6			
Wetlands	519.2			
Mitigation	33.8			

D. GENERAL CONDITIONS

O(4). Buildout shall be completed by December 31, ~~2009~~ 2012. This Development Order shall expire December 31, ~~2014~~ 2017 to allow for post-development monitoring. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

Please contact me should you have any questions regarding the above information.

Sincerely,

Robert H. Pederson, AICP
Community Planning Administrator

RESOLUTION NO. R-07-180

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, REGARDING LAND DEVELOPMENT; AUTHORIZING THE EXTENSION OF PHASE, BUILDOUT AND EXPIRATION DATES FOR PROJECTS THAT ARE DEVELOPMENTS OF REGIONAL IMPACT, PURSUANT TO SECTION 380.06(19)(c), FLORIDA STATUTES; AUTHORIZING AND DIRECTING THE PLANNING DIRECTOR TO CARRY OUT NECESSARY ACTIONS; PROVIDING FOR THE EFFECT OF THIS RESOLUTION; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Manatee County, Florida, pursuant to Part II, Chapter 163, Florida Statutes, and Chapter 380, Florida Statutes, has issued development orders for developments of regional impact ("DRIs") for land development within the unincorporated areas of the County, with such stated expiration dates as are authorized and required pursuant to applicable law; and

WHEREAS, during the 2007 legislative session, the Florida Legislature amended Section 380.06(19)(c), Florida Statutes, to provide that *"In recognition of the 2007 real estate market conditions, all phase, buildout, and expiration dates for projects that are developments of regional impact and under active construction on July 1, 2007, are extended for 3 years regardless of any prior extension. The 3-year extension is not a substantial deviation, is not subject to further development-of-regional-impact review, and may not be considered when determining whether a subsequent extension is a substantial deviation under this subsection";* and

WHEREAS, in order to comply with the amendments to Section 380.06(19)(c), Florida Statutes, the Board wishes to adopt this Resolution to authorize and direct the Planning Director to memorialize such statutory extensions as provided herein.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, AS FOLLOWS:

SECTION 1. EXTENSION OF PHASE, BUILDOUT AND EXPIRATION DATES FOR DRIS. The Board hereby recognizes the automatic three-year extension granted pursuant to Section 380.06(19)(c), Florida Statutes, for phase, buildout, and expiration dates for projects that are developments of regional impact and under active construction on July 1, 2007. In order to comply with the letter and intent of such provision, the following phase, buildout, and expiration dates for such DRIs shall be deemed extended by a period of three years from their stated expiration dates:

A. Development order buildout dates for individual phases which, as of July 1, 2007, had not expired;

B. Site plans for such individual phases which, as of July 1, 2007, had not expired; and

R-07-180

C. Expiration dates, including without limitation expiration dates for certificates of level of service (CLOS) for such individual phases.

Any phase, buildout, or expiration date (including without limitation any CLOS expiration date) for any individual phase of a DRI which has, as of July 1, 2007, expired, shall not be revived and extended, notwithstanding that other phases of such DRI may be subject to a phase, buildout, or expiration date that did not expire as of such date.

SECTION 2. EXTENSION OF IMPROVEMENT COMPLETION DEADLINES. Deadlines for completion of individual improvements, or any other deadlines not specifically addressed in Section 1 above, shall be evaluated on a case-by-case basis to determine whether such deadlines should be extended in order to comply with Section 380.06(19)(c), Florida Statutes. An applicant bears the responsibility of identifying any such deadlines that it believes should be extended, and obtaining a written determination from the Planning Department, before any such deadlines should be treated as extended by the applicant.

SECTION 3. DIRECTION TO PLANNING DIRECTOR. The Board hereby authorizes and directs the Planning Director, and such other necessary County officers and staff, subject to and in accordance with the terms and conditions of this Resolution and Section 380.06(19)(c), Florida Statutes, to review existing DRI development orders and related approvals and to provide written notice to applicants of the extensions recognized in to Section 1. The Planning Director is also authorized to consider and act upon requests of DRI applicants for extensions of other deadlines pursuant to Section 2.

SECTION 4. INCORPORATION INTO BOARD APPROVALS. For any DRI affected by this Resolution, the Planning Director shall include in any future ordinance, development order or other approval submitted to the board, language and expiration dates to assure that the Board action provides for the recognition of the extensions provided pursuant to Section 380.06(19)(c), Florida Statutes, as implemented pursuant to this Resolution.

SECTION 5. EFFECT OF RESOLUTION. This Resolution adopted solely for the purpose of implementing the statutory extensions made pursuant to Section 380.06(19)(c), Florida Statutes. Accordingly, this Resolution (a) shall be construed in a manner consistent with the intent of such statutory provision, and (b) shall not be construed to confer extensions or other development rights beyond those authorized and required pursuant to such statutory provision.

SECTION 6. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

R-07-180

ADOPTED THIS 9TH DAY OF OCTOBER, 2007.

MANATEE COUNTY, FLORIDA

By: Board of County Commissioners

By: _____
Chairman of the Board of County Commissioners

ATTEST:

R.B. SHORE, Clerk of the Circuit Court

By: _____
Deputy Clerk

MANATEE COUNTY GOVERNMENT
AGENDA MEMORANDUM

SUBJECT	Resolution No. R-07-180. Statutory extension of DRI phasing, buildout, and expiration dates	**TYPE AGENDA ITEM**	Consent
DATE REQUESTED	October 9, 2007	**DATE SUBMITTED/REVISED**	October 1, 2007
BRIEFINGS? Who?	None Required	**CONSEQUENCES IF DEFERRED**	Delay in notification to applicants and interested parties
DEPARTMENT/DIVISION	Planning/Community Planning	**AUTHORIZED BY TITLE**	Carol B. Clarke, AICP, Planning Director CBC
CONTACT PERSON TELEPHONE/EXTENSION	Robert H. Pederson, Community Planning Administrator. Ext. 6833	**PRESENTER/TITLE TELEPHONE/EXTENSION**	Robert H. Pederson, Community Planning Administrator. Ext. 6833
ADMINISTRATIVE APPROVAL			

ACTION DESIRED
INDICATE WHETHER 1) REPORT; 2) DISCUSSION; 3) FORM OF MOTION; OR 4) OTHER ACTION REQUIRED

Adoption of Manatee County Resolution R-07-180 authorizing the Planning Director to review DRI Development Orders and related approvals and to provide written notice to applicants of the extensions authorized by Section 380.06(19)(c), Florida Statutes

ENABLING/REGULATING AUTHORITY
Federal/State law(s), administrative ruling(s), Manatee County Comp Plan/Land Development Code, ordinances, resolutions, policy

- Chapter 380.06 Florida Statutes

BACKGROUND/DISCUSSION

- During the 2007 legislative session, Section 380.06(19)(c) was amended to extend all phase, buildout, and expiration dates for DRIs that are under "active construction" on July 1, 2007.
- The amendment was in recognition of the real estate market conditions in Florida.
- The attached Resolution recognizes the automatic 3 years extensions and authorizes the Planning Director to review all current DRI Development Orders and notify the applicants of the extensions and the new phase, buildout, and expiration dates for their DRI.
- Copies of this Resolution will be placed in all DRI files to documents the extensions and all future NOPC or Substantial Deviation requests will recognize the extensions.

COUNTY ATTORNEY REVIEW

Check appropriate box	
☐	APPROVED IN OPEN SESSION REVIEWED Written Comments: OCT 0 9 2007

BOARD OF COUNTY COMMISSIONERS
MANATEE COUNTY, FLORIDA

	☐ Attached ☐ Available from Attorney (Attorney's initials: _____)
☐	NOT REVIEWED (No apparent legal issues.)
	NOT REVIEWED (Utilizes exact form or procedure previously approved by CAO.)
☒	OTHER The County Attorney's Office prepared the draft Resolution and has reviewed this agenda memorandum

ATTACHMENTS: (List in order as attached)		INSTRUCTIONS TO BOARD RECORDS:	
• Resolution No. R- 07-180		• Please forward a copy of the adopted Resolution to: County Attorney's Office – Bill Clague Planning Department – Bobbi Roy	
COST:	N/A	SOURCE (ACCT # & NAME):	N/A
COMMENTS:	N/A	AMT./FREQ. OF RECURRING COSTS: (ATTACH FISCAL IMPACT STATEMENT)	N/A

#240

MANATEE COUNTY GOVERNMENT

PLANNING DEPARTMENT
"TO SERVE WITH EXCELLENCE"

Certified mail # 7000 0600 0024 5577 2283

July 8, 2003

Mr. John Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Re: Development Order for Heritage Harbour

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 03-25, the Development Order for Heritage Harbour (fka Heritage Sound), as adopted in open session by the Manatee County Board of County Commissioners on June 17, 2003, as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941)749-3070, extension 6833.

Sincerely,

Robert H. Pederson, AICP
Community Planning Adminstrator

RHP/ks
Enlcosure

1112 Manatee Avenue West • Fourth Floor • Bradenton, Florida Tel. (941) 749-3070 • FAX: (941) 749-3071
P.O. Box 1000 • Bradenton, Florida 34206-1000

FILED FOR RECORD
R. B. SHORE
2003 JUL -3 PM 3:38
CLERK OF THE CIRCUIT COURT
MANATEE COUNTY, FLORIDA

FILED
2002 DEC 27 P 2:27
MANATEE COUNTY
TALLAHASSEE, FLORIDA

ORDINANCE NO. 03-25

DEVELOPMENT OF REGIONAL IMPACT

DRI # 24, HERITAGE HARBOUR (f.k.a. HERITAGE SOUND)

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, GRANTING AMENDMENTS TO ORDINANCE 00-19, THE DEVELOPMENT ORDER FOR THE HERITAGE SOUND DEVELOPMENT OF REGIONAL IMPACT (MANATEE COUNTY DRI #24, A/K/A TBRPC DRI #240; PROVIDING FOR DEVELOPMENT RIGHTS, CONDITIONS, AND OBLIGATIONS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on March 21, 2000, the Board of County Commissioners (BOCC) approved Ordinance 00-19, a Development Order for the Heritage Sound DRI for a planned mixed use development on approximately 2,495.8 acres; and

WHEREAS, on March 4, 2002, Harbourvest, L.L.C. filed a Notice of Proposed Change to the approved Development Order with the Manatee County Board of County Commissioners, pursuant to the provisions of Section 380.06, Florida Statutes; and

WHEREAS, the Notice of Proposed Change was amended on October 4, 2002 and December 17, 2002; and

WHEREAS, the Notice of Proposed Change (NOPC) proposes to:

1. Change the project name and authorized agent and correctly identify the project owner and developer;

2. Transfer the following development from Phase I to Phase II:
   A. 75,000 square feet of Retail space;
   B. 300 beds of ACLF (group care home);
   C. 160 single-family residences;

3. Transfer the following development from Phase II to Phase I:
   A. 18,250 square feet of office;
   B. 160 multi-family units;
   C. 18 holes of golf course;

4. Increase the park size from 40.2 to 41.2 acres;

5. Extend the buildout date for Phase I by 4 years, 11 months, and 30 days;

6. Amend the Developer's commitment regarding water supply;

7. Amend Table 2 to provide an alternative roadway improvement for the State Road 64 frontage road;

8. Amend the definition of "warranted" to include FDOT;

9. Delete the following conditions:
   A. L(1).(a), regarding an option for school impacts mitigation;
   B. C(4).(e), regarding infrastructure standards in floodplains; and
   C. F(2), (3), (4), and (7) regarding sources for irrigation, utilization of xeriscape landscaping, and maintenance of waterlines and fire hydrants;

10. Add a Telecommunication Facility Use between the existing lake and I-75;

11. Amend Map H to make the above changes and various other changes; and

12. Amend the Development Order to update terminology and departmental references; and other changes for internal consistency.

WHEREAS, the described project* lies within the unincorporated area of Manatee County; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve a NOPC for a DRI; and

WHEREAS, the public notice requirements of Manatee County and Chapter 380, Florida Statutes, have been adhered to and satisfied; and

WHEREAS, the Manatee County Planning Commission has reviewed the NOPC and Sufficiency Responses, and filed a recommendation on the NOPC with the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners has received and considered the report and recommendation of the Tampa Bay Regional Planning Council (TBRPC); and

WHEREAS, the Board of County Commissioners held duly noticed public hearings on March 25, 2003, April, 22, 2003, May 20, 2003, and June 17, 2003 on the NOPC and has solicited, received, and considered all testimony reports, comments, evidence, and

recommendations from interested citizens, County agencies, the applicant, and the review and report of the Manatee County Planning Department.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA:

SECTION 1. FINDINGS OF FACT.

The Board of County Commissioners , after considering the testimony, evidence, documentation, Notice of Proposed Change and its , the recommendation and findings of the Planning Commission, and all other matters presented to the Board of County Commissioners at the public hearing, hereby makes the following findings of fact:

A. All **"WHEREAS"** clauses preceding Section 1 of this Ordinance are adopted as findings of fact.

B. An application has been submitted to Manatee County and is being processed concurrently with this NOPC to amend Zoning Ordinance PDMU-98-08(Z)(P) and the General Development Plan for the entire 2,495 acre project.

C. The Board of County Commissioners has received and considered the recommendation of the Manatee County Planning Commission concerning the NOPC and the application of Zoning Ordinance Amendment as it relates to the real property described in Section 6 of this Ordinance, pursuant to Section 380.06, Florida Statutes. The report was rendered on May 8, 2003, following a public hearing.

D. The BOCC held public hearings on March 25, 2003, April 22, 2003, May 20, 2003, and June 17, 2003 regarding the NOPC and the proposed Zoning Ordinance Amendment, in accordance with the requirements of the Manatee County Land Development Code (Ordinance 90-01, as amended) and the 2020 Manatee County Comprehensive Plan (Ordinance 89-01, as amended) and has further considered the testimony, comments, and information received at the public hearing.

E. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

F. The Comprehensive Plan requires a Certificate of Level of Service to be issued for water, wastewater, solid waste, parks and recreation, roadways, transit, and drainage in compliance with state requirements.

G. This Development Order is issued based on information provided by the Developer in the original ADA (with their sufficiency responses), this NOPC, public hearing

testimony; data, information and recommendations provided by the Planning Commission and Planning Department, and ensures continued compliance with the Manatee County Comprehensive Plan

H. Subject to the Development Order Conditions listed in Section 4, the County has determined that adequate Levels of Service exist until December 31, 2004, for 2,550 residential units (single and multi-family units); 300,000 square feet of retail commercial; 103,250 square feet of office; 150 hotel rooms; 162 slip marina; 36 hole golf course; accessory residential support and public community uses on 7.5 acres; and 41.2 acres of park for each of the subject categories listed in 1.F., above.

I. The real property which is the subject of this NOPC and Development Order is legally described in Section 6 of this Ordinance.

J. The existing and proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

K. The authorized agent for Harbourvest, LLC. is Tony Squitieri, Vice President, 325 Interstate Boulevard, Sarasota, Florida, 34240.

L. The Owner of the property is Harbourvest, LLC.

M. A comprehensive review of the impacts generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Board of County Commissioners, TBRPC, and DCA in conjunction with the original ADA, sufficiency responses, the NOPC, and this Development Order.

N. The property is zoned Planned Development Mixed Use (PDMU) and portions of the site are located in the Coastal High Hazard Overlay (CH).

SECTION 2. CONCLUSIONS OF LAW.

A. Based upon the previous Findings of Fact and the following Conditions of Development Approval, the BOCC concluded that:

1. The Development is consistent with local land development regulations, the State Comprehensive Plan, the Comprehensive Regional Policy Plan, the 2020 Manatee County Comprehensive Plan (Ordinance 89-01, as amended), and previous local government approvals.

2. The Development is consistent with the report and recommendations of TBRPC issued on July 12, 1999 regarding the ADA and sufficiency responses.

3. The Development is consistent with the report and recommendations of TBRPC issued on June 6, 2003 regarding the NOPC.

B. These proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. The review by the County, TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA, as amended by the NOPC. To the extent that the ADA and NOPC is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this Development Order is included as Table 1.

SECTION 3. DEFINITIONS.

A. "Acceptable Level of Service" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the Highway Capacity Manual (1994), TRB Special Report 209, or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor.

B. "Application" and "Application for Development Approval" or "ADA" shall mean Heritage Sound's DRI ADA submitted on October 30, 1998 and sufficiency responses submitted on March 25, 1999 and May 19, 1999, the response to the second sufficiency comments dated May 17, 1999 and submitted on May 19, 1999, and the NOPC submitted on March 4, 2002 and amended on October 4, 2002, December 17, 2002, and March 5, 2003 (Exhibit 14).

C. "Best Management Practices" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point

sources, to a level compatible with water quality and quantity objectives of the Land Development Code.

D. "Concurrent" shall mean that public facilities and services are available within a "reasonable time frame", as defined in the Manatee County Comprehensive Plan, to serve/mitigate the Development's* impacts. A reasonable time frame for transportation facilities shall be roadways or roadway improvements that are scheduled for construction completion within the first two years of the Manatee County Comprehensive Plan Capital Improvements Element, or roadways or roadway improvements currently under construction or scheduled for construction completion within the first two years of FDOT's Adopted Five-Year Work Program. In addition, roadways or roadway improvements to be constructed pursuant to a local government development agreement shall be deemed to be within a reasonable time frame if the agreement is in compliance with the standards of Rule 9J-5.0055(2)(a)4., F.A.C. and the agreement guarantees that the necessary facilities will be in place when the impacts of the development occur.

E. "County" shall mean the Board of County Commissioners for Manatee County, or their designee(s).

F "County Transportation Authority" shall mean the County entity responsible for roadway approvals.

G. "Developer" shall mean Harbourvest, LLC., its heirs, assigns, designees, agents, and successors in interest as to the Heritage Harbour DRI.

H. "Development Approval*" shall mean any approval for development granted through the Preliminary Site Plan, Preliminary Plat, Final Plat, and Final Site Plan process or Construction Drawing approval where site plans or subdivision plats are not required.

I. "Funding Commitments" shall mean to assure completion of any improvement required by this Development Order, or any combination of the following:

1. binding commitments for actual construction with a posting of a cash bond, irrevocable letter of credit, or other financial instrument, in a form satisfactory to the County; or

2. actual construction; or

3. the placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required, as long as the improvement is within the first two years of the responsible entity's work plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. a local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the improvement will be in place when needed or concurrent with the expected impacts of the development.

J. "Horizontal Development" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadways, drainage, water, sewer, communications, utilities, etc.).

K. "Master Development Plan" shall mean Revised Map H, dated, June 11, 2003 attached as Exhibit 6 and incorporated by reference.

L. "Net New External p.m. Peak Hour Project Trips" shall mean the total trip generation using the ITE Trip Generation Manual, 6th Edition, less the internal capture and pass-by captured trips.

M. "Owner" shall mean Harbourvest LLC., its heirs assigns, designees, agents, and successors in interest.

N. "Phase*" shall mean the development totals listed in Table 1 below.

O. Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

P. "Project" shall mean the land uses by area, square footage, density, and phase described in the ADA*, and as modified in Table 1, to be constructed on the real property described in Section 3 herein.

Q. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Manatee County adopted Level of Service. This area is generally depicted on Figure 21.1 (Exhibit 7) which was submitted with the ADA.

R. "Vertical Development" shall mean and be deemed to include the construction of or the addition to any existing structure.

S. "Warranted" shall mean a determination by the County, or FDOT for state roads (unless the improvement is identified as a "local improvement"), based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order. All reserved vehicle trips on the roadway segment or intersection shall be counted regardless of their source in making this determination.

T. "Wetland" shall mean any wetland under the jurisdictional limits defined by Chapter 62-340, Florida Administrative Code, and implemented by the Florida Department of Environmental Protection, or as defined by Chapter 40D-4, FAC, and implemented by the Southwest Florida Water Management District.

The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

Note: An asterisk (*) in the text of this Development Order denotes that the word is defined

SECTION 4. DEVELOPMENT CONDITIONS.

A. DEVELOPMENT APPROVAL AND LEVEL OF SERVICE CERTIFICATE CONDITIONS

A(1). This Development Order approval shall constitute approval of the ADA subject to the conditions set forth herein and shall be limited to the development amounts set forth in Table 1, below.

A(2). Phase I development totals of the Development* are specifically approved subject to the conditions found within the Development Order. The Developer has demonstrated the availability of adequate infrastructure and the ability to meet Acceptable Levels of Service for roadways, potable water, waste water service, solid waste service, mass transit, drainage, and parks and recreation. The Certificate of Level of Service for Phase I shall be valid until December 31, 2004.

Phase II development totals are conceptually approved. Approval of Phase II development totals are subject to further Section 380.06(6), Florida Statutes, review on transportation, affordable housing, and air quality consistent with the requirements of Rule Chapter 9J-2, FAC. The determination as to the adequacy of transportation capacity for Phase II shall be made in accordance with the requirements of Chapter 380, Florida Statutes, pertaining to the analysis of transportation impacts, air quality, and affordable housing.

A(3). Preliminary and Final Site Plan Applications shall be reviewed for compliance with this Development Order and shall be subject to the requirements of the Manatee County Comprehensive Plan and Land Development Code, in effect at the time of such site plan application, which are not specifically addressed in this Development Order or are not inconsistent with this Development Order.

A(4). The ADA, sufficiency responses, and this NOPC are hereby incorporated by reference.

A(5). The applicant may apply for a General Development Plan amendment to allow Telecommunication Facility shown on Map H, between the existing lake and I-75, without requiring an amendment to the D.O. Any such General Development Plan application shall be reviewed for consistency with all the existing criteria in the

Comprehensive Plan and Land Development Code. The Board and staff have not reviewed any such General Development Plan application and have not determined whether the use is appropriate other than that the state and regional considerations have been met.

TABLE 1 - Development Totals

TYPE OF DEVELOPMENT: Multi-Use Development.
LOCATION: Northeast of the intersection of I-75 and SR 64.
TOTAL DEVELOPMENT AMOUNTS :

CATEGORY	ACREAGE[1]	PHASE I[3] 2000-2004 9*	PHASE II[2] 2004-2009*	TOTAL
Commercial	151.8			
Retail		300,000 s.f.	497,000 s.f.	797,000 s.f.
Office		103,250 s.f	66,750 s.f.	170,000 s.f.
Hotel		150 rooms	150 rooms	300 rooms
ACLF		0	600 beds	600 beds
Residential	1075.5			
Single family detached		1,290 units	980 units	2,270 units
Single family attached/ semi-attached		500 units	640 units	1,140 units
Multi-family		760 units	830 units	1,590 units
Total Residential Units		2,550 units	2,450 units	5,000 units
Marina	12.0	162 wet slips	300 dry slips	462 slips
Recreational Open Space	467.6			
Golf Course		36 holes	9 holes	45 holes
Park		41.2 acres		41.2 acres
Telecommunication Facility				
Institutional	10.3	7.5 acres	2.8 acres	10.3 acres
Arterial/Collectors ROW	61.0			
Lakes	164.6			
Wetlands	519.2			
Mitigation	33.8			

* December 30 of referenced year for Phase I and December 31 for Phase II.
1 Acreage figures subject to adjustment due to final survey and platting, surveyed jurisdictional determinations, permit survey data, etc.
2 Phase II approval is contingent upon further Chapter 380.06 review and analysis of Transportation, Air Quality, and Affordable Housing.
3 Per CLOS-00-054 issued by Manatee County which expires on December 31, 2004.

B. TRANSPORTATION CONDITIONS

B(1). The following roadway and intersection improvements shall be required as part of Phase I. The Developer* shall, at the time of each application for Preliminary Site Plan* approval, furnish to the County* an accurate, up to date report of the amount of development, defined in terms of net new external p.m. peak hour trips*, identified in the DRI documentation, which has previously been permitted in the Project*. New external p.m. peak hour project trips shall be based on the trip rates defined by Table 21-8 of the ADA and adjusted for pass-by and internal capture as established by Table 21-10 of the ADA (Exhibit 8). The Developer* shall not be entitled to a Preliminary Site Plan* approval which would result in the cumulative number of net new external p.m. peak hour trips for the Project* to exceed the applicable subphase net new external p.m. peak hour project trip* transportation improvement thresholds unless Funding Commitments* from Responsible Entities* have been obtained to ensure that the improvements required are in place Concurrent* with such subphase.

TABLE 2
Required Improvements

Intersection	Required Improvement	Impact Fee Creditable	When Required
a. I-75 West-ramps/SR-64	Signalize when warranted	No	Notes 1&4
b. I-75 East-ramps/SR-64	(1) Signalize when warranted (2) Reconfigure northbound off-ramp and provide a second right-turn lane.	No Yes	Notes 1&4
c. SR-64 and Lena Road	(1) Signalize when warranted (2) Eastbound left-turn lane (3) Westbound right-turn lane (4) Southbound exclusive left-turn lane (5) Southbound shared through/right-turn lane	No No No No No	Notes 1&4
d. SR-64/Kay Road	(1) Retrofit the existing Southbound approach (N. Leg) of Kay Road (local Improvement). (2) Extend the Eastbound left-turn lane to 520 feet. (3) Westbound right-turn lane (length 300 feet) (Local Improvement). (4) Signalize when warranted (5) Southbound right-turn lane (local improvement)	Note 2 Yes Note 2 No Note 2	Notes 2&4

e. Project's West access/SR-64	(1) Dual Eastbound left-turn lanes (2) Westbound right-turn lane (3) Exclusive Southbound right-turn lane (4) Exclusive Southbound left-turn lane (5) Signalize when warranted (6) Westbound left-turn lane	No No No No No Yes	Notes 1&4
f. Project's Middle access/SR-64	(1) Directional Eastbound left-turn lanes (2) Westbound right-turn lane (3) Exclusive Southbound right-turn lane	No No No	Notes 1&4
g. SR/64/Lakewood Ranch Blvd/Upper Manatee River Rd.	(1) Northbound left-turn lane (2) Southbound right-turn lane (local improvement)	Yes	Notes 3&4
h. SR70/I-75 ramps	(1) Signalize when warranted(local improvement)	No	
Roadway	**Requirement Improvement**	**Impact Fee Creditable**	**When Required**
a. SR-64 from I-75 to Lena Rd	Widen to 4-lanes	Yes	Notes 1&4
b. SR 64 from Kay Rd to Lena Road	Develop and implement a time based coordinated signal system (local improvement)	No	Concurrent with signal installation

All improvements on state roads are subject to FDOT approval.

Note 1: The Developer* shall be responsible for design, permitting, and construction of this improvement within thirty-six (36) months of the date upon which Ordinance 00-19 became non-appealable non-appealable (the date for construction of these improvements has been extended to May 15, 2005). The Developer* or its Assignees shall be entitled to receive transportation impact fee credits for these improvements as defined in Table 2 above.

Note 2: The existing south approach (north leg) of Kay Road shall be relocated further west to form a typical four-legged intersection with the existing T-intersection at 60th Street Court East. Right-of-way, design and required permits shall be provided by the County*. The Developer* shall only be responsible for funding and implementing the construction of the improvement and the County*shall reimburse the Developer* for all costs associated with construction of the Local Improvement portions of this improvement. Should Manatee County fail to obtain the required right-of-way and the appropriate permits and complete the design, prior to the commencement of Phase II, the Developer* shall not be prevented from continuing development, provided that when the County does obtain right-of-way and permits and complete design, the Developer* begins construction of this improvement within 6 months. This intersection Improvement (regional improvements 2 and 4) shall be eligible to receive transportation impact fee credits. All local improvements (1, 3, and 5) shall be subject to the Reimbursement Agreement between the County* and the Developer*.

Note 3: The Developer* shall be responsible for design, permitting, and construction of this improvement prior to exceedance of 2,474 p.m. peak hour net new external project trips*. The Developer* or its Assignees shall be entitled to receive transportation impact fee credits for these improvements as defined in Table 2 above.

Note 4: These improvements shall be funded by the Developer* via the posting of a bond in a form and manner acceptable to the County*. The bond for Intersection Improvements a., b., c., e., and f., and both Roadway Improvements (a., and b.) shall be posted prior to the receipt of the first permit allowing for Vertical Development* (completed) . The bond for Intersection Improvement d. shall be posted the earlier of completion of right-of-way acquisition, design, and permitting or December 1, 2004. The bond for Intersection Improvement g. shall be posted the earlier of July 1, 2004 or upon reaching 2,474 p.m. peak

hour net new external project trips*. The Developer,* unless otherwise specified herein, shall be responsible for negotiation for, and acquisition of any right-of-way necessary to accomplish this requirement. The Developer* shall be responsible for all fees and costs associated with the purchase of right-of-way, unless otherwise specified herein. If the Developer* is unable to acquire the right-of-way through a negotiated purchase, then the County* shall use it's power of eminent domain to acquire the necessary right-of-way. If condemnation is required, the Developer* shall be responsible for all associated costs with the litigation and reimburse the County, unless otherwise specified herein. Progress regarding completion of this improvement shall be included in each Annual Report. The Developer* shall provide documentation regarding such progress and provide an updated schedule of completion addressing design, right-of-way acquisition, permitting and construction. The County* shall determine the reasonableness of each updated schedule. Should the updated schedule require an extension of time for the completion of the improvement due to right-of-way acquisition or permitting, the County* shall determine if an extension of time is acceptable and if an amendment to this Development Order is required.

B(2). When Certificates of Occupancy have been issued for 2,000 residential units, or the equivalent thereof in terms of net new external p.m. peak hour project trips, an annual monitoring program to provide peak hour counts at the Project* entrances shall be instituted to verify that the projected number of external trips for Phase I of the Project* are not exceeded. Counts shall continue on an annual basis through buildout of Phase I. This information shall be supplied in the required Annual Report. If the Annual Report indicates the total trips exceed projected counts by more than 15%, Manatee County shall conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes and may amend the Development Order to change or require additional roadway improvements. If an Annual Report is not submitted within thirty (30) days of its due date, Manatee County may conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes and may amend the Development Order to change or require additional roadway improvements. The results of the study may also serve as a basis for the Developer* or reviewing agencies to request Development Order amendments. Such a variance shall be presumed to be a substantial deviation unless the developer rebuts this presumption by clear and convincing evidence. If the variance is determined to be a Substantial Deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Florida Statutes shall be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

B(3). When Certificates of Occupancy have been issued for 2,000 residential units or the equivalent thereof, in terms of trip generation, the Developer* shall prepare a Transportation Systems Management (TSM) program. The plan shall be reviewed by Manatee County, Metropolitan Planning Organization, Florida Department of Transportation (FDOT), and TBRPC.

The TSM program shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of the TSM measures. Results of the TSM program shall be included in the Annual Report.

If the Annual Report indicates the total peak hour trips are not being diverted reasonably commensurate with those anticipated, Manatee County shall decide whether to conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes for the purpose of determining amendments or other requirements to be added to the Development Order to change TSM objectives or require additional roadway improvements. The results of the TSM study may serve as a basis for the Developer* or reviewing agencies to request Development Order amendment. The TSM program shall seek to implement and will be measured by the TSM objectives and policies set forth in the Florida Transportation Plan and shall include, but shall not be limited to:

POLICY: Promote ride sharing by private and public sector employees.

OBJECTIVES:

- Increase urban peak automobile occupancy rates by 10% by 2002 through expanded ride sharing efforts.

- Increase peak hours occupancy rates for transit and other high-occupancy modes of transportation by 20% by 2002.

B(4). Prior to the first Final Plat, or Certificate of Occupancy if platting is not required, the developer shall dedicate right-of-way along its entire frontage to accommodate the future six laning of State Road 64. The Developer or its assignees shall be entitled to receive full transportation impact fee credit for the dedication as defined in Table 2. The construction of model homes and the sales center shall be exempt from this condition if the Developer* does not have title to the property to be dedicated at the time a Final Plat or Certificate of Occupancy is issued for model homes or the sales center.

B(5). Prior to commencement of Phase II, the developer shall dedicate 120 feet of right-of-way and construct Port Harbour Parkway as a two-lane thoroughfare roadway, including appropriate intersection improvements and associated retention, from its I-75 terminus to the eastern boundary of the project. This right-of-way width may be reduced to 84 feet if the developer can demonstrate sufficient width is available to accommodate the future 4-laning, including bicycle lanes and sidewalks on both sides of Port Harbour Parkway.

B(6) The original development order provided for construction of a frontage/access road to the Timberlane RV Park. In lieu of this frontage/access road the developer shall provide the following alternative:

1. Once S.R. 64 construction begins, the contractor shall maintain safe access to Timberlane RV Park pursuant to FDOT rules. Once the right turn lane set forth in #1 below is constructed, the right turn deceleration lane shall be maintained during construction, while the existing SR 64 pavement is being utilized for traffic.

2. The alternative access through Heritage Harbour will be as indicated on Map A, entitled Timberlane Access.

3. Alternative access through Heritage Harbour shall be facilitated with signage agreed to by Harborvest and Timberlane, in conformance to FDOT and Manatee County sign regulations. (Note: Guidance signs will not be permitted on FDOT R.O.W.)

4. Timberlane shall provide a letter to FDOT indicating their satisfaction with alternative proposed.

5. If this alternative is selected, Harbourvest shall be responsible for the costs it has incurred to date associated with the construction of the frontage road. Any legally recognizable costs of the adjacent property owner (Musgrave) which are the result of the County's use of eminent domain, shall be the County's responsibility.

As part of this alternative, Timberlane RV will be responsible for the following prior to their Certificate of Occupancy:

1. A right-turn deceleration lane with a 12-foot lane for 100-feet and a 200-foot taper shall be in place on SR 64 prior to the opening of the Timberlane RV Park.

2. The deceleration lane shall be built according to the appropriate FDOT standards and shall be approved by FDOT and Manatee County.

3. Timberlane shall provide visitors information relative to traffic circulation.

C. ENVIRONMENT

C(1). Vegetation, Wildlife, and Wetlands

a. In the event that any additional state or federally-listed species are discovered on-site during project development, the developer shall immediately notify the Florida Fish and Wildlife Conservation Commission and Manatee County EMD and implement the appropriate measures for species conservation as recommended by the Florida Fish and Wildlife Conservation Commission.

b. A management plan for the project, consistent with Policy 3.3.2.2 of the Comprehensive Plan, for removal of nuisance and exotic species, shall be developed by the applicant and approved by Manatee County prior to the first Final Site Plan approval for the project. Completed for that portion of the project south of Port Harbour Parkway.

c. Prior to approval of any Final Subdivision Plat (or Plan if Platting is not required), the Developer* shall record Land Development covenants or deed restrictions designed to prevent homeowner's activities from degrading habitat.

d. Wetland buffers along the Manatee River, [the river as shown on Map F (Exhibit 1)], tidal creeks and islands shall be a minimum width of 50'. Wetland buffers adjacent to the marina shall be consistent with the Land Development Code and Comprehensive Plan. All other buffers shall be a minimum width of 30 feet, unless otherwise approved by the EMD, consistent with the Comprehensive Plan and Land Development Code.

e. Upland buffers between on-site wetlands, marshes, streams or rivers and any type of development or land alteration shall be delineated with temporary construction fencing prior to construction to allow these areas to be maintained with existing native vegetation or be replanted with native, transitional zone or upland vegetation. All wetland buffers shall have signage posted depicting the purpose and intent of the buffer. Signage text and location shall be approved by the Director of the Environmental Management Department. The use of pesticides, herbicides, or fertilizers, unless part of an approved nuisance and exotic management plan, shall be prohibited in these buffers and the wetlands they protect.

f. The Developer* shall submit a wetland management and mitigation plan to the County* for approval prior to, or concurrent with Preliminary Site Plan applications. This plan shall address, but not be limited to, identification of wetlands on-site, wetlands to be preserved, proposed wetland alterations, a detailed mitigation plan, control of on- and off-site water quality, methods for hydro period maintenance with a detailed narrative, and preliminary plans for mitigated or significantly enhanced wetlands.

g. Post-development wetlands, conservation tracts, and mitigation areas shall be regarded as preservation areas for the purpose of protecting their natural attributes. These areas shall be placed under conservation easements conveyed to Manatee County consistent with the restrictions on development provided for in Section 719 of the Land Development Code.

h. The maximum amount of wetland impacts shall not exceed that listed in Table 13S-4 of the Sufficiency Response dated March 1999 and revised on 12/02/99, attached as Exhibit 2. However, at time of Preliminary Site Plan approval, all proposed wetland impacts shall demonstrate compliance with minimization, avoidance, and mitigation, pursuant to the Comprehensive Plan, prior to authorization of any wetland impacts.

i. The native upland plant community quantities committed to be preserved on Table 12S-2 of the second sufficiency response dated March 1999 and revised on 02/01/00 (Exhibit 3), shall include 75 percent of the pine

flatwoods and pine-mesic oak community located adjacent to the Manatee River and its tributaries, mangrove swamps, and saltwater marshes.

j. As shown on Table 12S-2 of the second sufficiency response dated March 1999 and revised on 02/01/00 (Exhibit 3), 36 acres of upland forested communities shall be preserved to provide habitat for the Sherman's fox squirrel.

k. Concurrent with the construction of the internal roadways adjacent to Mitigation Area 6 and the associated wetlands shown on Exhibit 12, the Developer shall construct a fence which will be a minimum of four feet in height and of chain link or a similar material that will prevent passage of young sandhill crane chicks. The general location and extent of the fence is shown on Exhibit 12.

C(2). Air Quality

a. Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

b. Best Management Practices shall be employed during site preparation and construction to minimize air quality impacts.

c. Any open burning conducted on site as part of land clearing activities shall be permitted by EMD.

C(3). Water Quality and Stormwater Management

a. An Integrated Pest Management Plan (IPMP) shall be developed and approved by Manatee County prior to the first Final Site Plan Completed. The IPMP shall address the following items:
(1) Fertilizer/pesticide/herbicide/application;
(2) Golf course pest management methods and procedures; and
(3) Related quality control and assurance procedures.
A training manual shall be developed as part of the IPMP for maintenance personnel an made available on site at all times.

b. The Developer shall implement the surface and ground water monitoring plan in accordance with the Heritage Sound Water Quality Monitoring Plan included as Appendix 14 S.1 in the Heritage Sound DRI Application for Development Approval Sufficiency Response dated March 1999 (Exhibit 10), unless otherwise modified with the approval of the Environmental Management Department.

c. There shall be no individual groundwater wells associated with single or multi-family residences allowed within the development. This requirement

shall be noted in all homeowner documents and disclosure statements. The location and well size of existing wells shall be indicated on each Preliminary Site Plan submitted for the project. A Well Management Plan, for the proper rehabilitation/abandonment of existing wells in accordance with SWFWMD Rule Chapter 40D-2, shall be submitted to the EMD for review and approval prior to authorization of construction.

d. The developer shall conduct annual inspections of the surface water management system on the project site to ensure that the system is being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage or treatment for which it was designed and intended.

e. The stormwater management systems shall be designed, constructed, and maintained to meet Chapter 40D-4 of the Florida Administrative Code. At a minimum, planted littoral zones equivalent to 35 percent of the total minimum lake area shall be required and shall be concentrated at the outfall.

f. Best Management Practices* (BMP) for reducing water quality impacts, as recommended by the County* and SWFWMD in accordance with adopted regulations of these agencies, shall be implemented.

g. All on-site existing underground tanks shall be abandoned pursuant to applicable State and County* rules. All existing underground storage tanks within the project* shall be identified prior to the first PSP approval Completed.

h. An Environmental Assessment of the site shall be conducted by an Environmental Consultant to determine potential hazardous material locations (e.g., historical cattle dipping vats, underground/above ground storage tanks, or buried drums). Should evidence of hazardous material be discovered, further investigations will be required to determine the level of contamination and appropriate remediation/mitigative measures. The Environmental Assessment for the entire site shall be conducted and submitted for County review prior to the first Preliminary Site Plan approval. Development restrictions may be imposed if any contamination is discovered Completed.

C(4). Floodplains

a. All habitable structures and access roadways shall be constructed above the 100-year flood elevation.

b. Compensation for the loss of 100-year flood storage capacity shall be provided through cut and fill balance calculation and further confirmed by the no-rise certification procedure.

c. All homeowner documents, real estate disclosure forms, deeds of sale or lease agreements for land or structures in the post development 100-year flood plain on the project site of Heritage Harbour, shall be accompanied by a hazard disclosure statement generally describing the property's relative probability of damage from coastal and fresh water flooding. This disclosure shall also list potential mitigation strategies including elevation, construction of safe rooms, window protection (shutters/security film), where the builder has exceeded coastal construction codes and other potential measures to increase safety.

d. The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations.

e. Adequate maintenance easements shall be provided on Cypress Strand (major drain). Prior to dedication, the creek embankment, excluding areas remaining in their natural states, shall be stabilized through seeding, sodding, and rip rap. The Engineer shall provide as-built typical sections for the purpose of maintenance. Any alteration to the creek shall not cause a rise in the FEMA 100-year flood elevation.

C(5). Soils

a. Best Management Practices shall be employed during site preparation and construction to prevent soil erosion.

C(6). Manatee Protection

a. Prior to any marina construction, the developer shall prepare a Manatee Protection Plan. The Plan shall be approved by the Florida Fish and Wildlife Conservation Commission, the Southwest Florida Water Management District, and Manatee County Environmental Management Department. The following elements shall be included:

1. The Developer shall comply with all standard FWCC manatee construction conditions for all in-water construction.

2. A manatee education program shall be developed and implemented for all slip lessees.

3. A navigation channel shall be designated and marked with U.S. Coast Guard approved markers from the marina downstream to the I-75 Bridge prior to occupying any wetslips. The Developer shall be responsible for posting and maintaining the markers for the established channel in perpetuity, unless the Developer* obtains a commitment for posting or maintenance by an appropriate governmental agency. The Developer shall be responsible for

posting and maintaining the markers from its marina to the designated main river channel in perpetuity, unless otherwise posted and/or maintained by an appropriate governmental agency.

4. A sign will be installed and maintained at the facility for boaters traveling to the Manatee River. The sign shall notify boaters of the controlling depth of the river, and request that boaters stay in the marked channel.

5. The use of the boat ramp shall be limited to lessees/owners of slips at the docking facility.

6. The maximum draft, including propeller(s) for vessels associated with this project shall be 2.5 feet or as otherwise approved through the permitting process. This requirement shall be posted at the marina and included in all homeowners documents, real estate disclosure forms, deeds of sale, or lease agreements for land or structures.

7. Before commencement of the dry storage and boat lift, a speed zone from the I-75 Bridge to the vicinity of the east line of Section 16, Township 34 South, Range 19 East, shall be established by local ordinance and posted. The main marked channel shall be regulated at a speed, or speeds, as determined from public hearings and passing of an ordinance by the Manatee County Commission, with all other waters regulated as slow speed, minimum wake as applicable per Manatee County regulations. The Developer shall be responsible for posting and maintaining the established speed zone markers/buoys in the designated areas the Developer obtains a commitment for posting and maintenance by an appropriate governmental agency.

8. The Developer shall assist in the enforcement of the speed zone, once, established. It shall be a term of the lease of any slip that violations of the speed zone ordinance may result in the revocation of the lease. An employee will be responsible for issuing warnings to lessees who are violating the speed zone. This person will also be responsible for a revocation process of the leased slip for individuals who are cited for violating the speed zone ordinance and pay a fine or are found guilty of violating the ordinance by a court of competent jurisdiction.

b. Except for docks whose sole purpose is to provide access to nature parks and/or picnic areas, and excluding specifically docks for individual or multiple single family use, the only docks on the site shall be at the marina if the marina is permitted.

c. The total number of boat slips allowed for this development in perpetuity shall not exceed 462. The first phase shall consist of up to a maximum of 162 wet slips and boat ramp. The second phase shall consist of up to a maximum of 300 dry slips. The second phase shall not be initiated until two years after the first phase has been completed.

D. ARCHAEOLOGICAL AND HISTORICAL RESOURCES.

D(1). The discovery of any significant historical or archaeological resources shall be reported to the Florida Division of Historical Resources and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Manatee County in accordance with Rule Chapter 9J-2 FAC.

Archaeological test excavations by a professional archaeologist shall be conducted on each such site to provide sufficient data to make a determination of significance prior to the commencement of ground-disturbing activities at the site. The final determination of significance shall be made in conjunction with the Florida Department of State, Division of Historical Resources, and the County*. The appropriate treatment of such resources (potentially including excavation of the site in accordance with the guidelines established by the Florida Department of State, Division of Historical Resources) must be completed before resource-disturbing activities are allowed to continue.

E. WASTEWATER MANAGEMENT

E(1). The County has determined that there exists adequate wastewater capacity to accommodate the impacts of Phase I of the Development*. The Certificate of Level of Service shall be valid until December 31, 2004. Commencement of Phase II of the Development*, or any subphase thereof, is subject to a determination by the County that there exists adequate wastewater capacity to accommodate the impacts of Phase II. Such Phase II determinations shall be made in accordance with the Manatee County concurrency requirements in effect at the time Phase II commences.

F. WATER SUPPLY

F(1). The County has determined that there exists adequate potable water capacity to accommodate the impacts of Phase I of the Development*. The Certificate of Level of Service shall be valid until December 31, 2004. Commencement of Phase II of the Development*, or any subphase thereof, is subject to a determination by the County that there exists adequate potable water capacity to accommodate the impacts of Phase II. Such Phase II determinations shall be made in accordance with the Manatee County concurrency requirements in effect at the time Phase II commences.

F(2). The developer shall use non-potable water, stormwater, reclaimed water (when available) for irrigation of landscaping. When available, the applicant shall use reclaimed water or another alternative source (other than the Floridan aquifer) for tee areas, fairways, greens, and common areas. Irrigation systems shall be designed,

installed, and operated for maximum water use efficiency and be developed by an irrigation contractor licensed or certified by the State of Florida. The irrigation system shall include the following:

(a) Irrigation zones with differing water requirements such as putting greens, tees, fairways, and common areas shall be irrigated separately.
(b) Low-volume irrigation system components shall be used to the maximum extent possible.
(c) High-frequency irrigation areas shall be limited to tees and greens.
(d) The irrigation system shall include rain sensors with automatic rain shutoff devices which shall be installed on each controller within the irrigation system.
(e) Maintenance of the irrigation system will include resetting the automatic controllers according to the season and checking, adjusting, and repairing irrigation devices to ensure optimum operating efficiency.

F(3). For the purpose of potable or reclaimed water conservation, utilization of Xeriscape landscaping principles shall be incorporated into the golf course design and other landscape areas which shall include ecologically viable portions of the site's existing native vegetation. Xeriscaped areas shall not be irrigated.

F(4). The applicant shall use the lowest quality of water available for irrigation purposes. Consideration shall be given to meeting the irrigation needs of the project with the following sources, in order of preference; (1) treated wastewater, (2) treated stormwater; (3) non-potable quality groundwater. Prior to each Final Site Plan approval, the developer shall identify the irrigation source which will be utilized. When it becomes available from Manatee County, Heritage Sound shall connect to the County's wastewater reuse system. All wells no longer needed for irrigation purposes shall be properly abandoned except for such wells as may be needed for emergency purposes.

F(5). Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, F.S.).

F(6). For the purpose of potable water conservation, installation of high-efficiency (low volume) plumbing fixtures, appliances, and other water conserving devices shall be required. The water conservation fixtures and measures (low water use toilets, shower heads, and other plumbing fixtures) referenced in the ADA shall be required.

F(7). Reserved

F(8). All irrigation wells which are not proposed for use (about 30) or are not needed for emergency purposes shall be properly sealed and abandoned prior to commencement of development in the areas where the wells are located. Additionally, an appropriately located irrigation well or wells as approved by Water Management District staff shall be tested annually for salinity.

G. SOLID/HAZARDOUS WASTE/MEDICAL WASTE

G(1). The County has determined that there exists adequate solid waste capacity to accommodate the impacts of Phase I of the Development*. The Certificate of Level of Service shall be valid until December 31, 2004. Commencement of Phase II of the Development*, or any subphase thereof, is subject to a determination by the County that there exists adequate solid waste capacity to accommodate the impacts of Phase II. Such Phase II determinations shall be made in accordance with the Manatee County concurrency requirements in effect at the time Phase II commences.

G(2). In the event that hazardous materials or medical waste are located on the site, they shall be handled in a manner consistent with applicable Federal, State, and Local regulations.

H. ENERGY

H(1). The energy conservation measures referenced of page 29.3 of the ADA shall be utilized as applicable (Exhibit 5).

H(2). The developer shall use xeriscape landscaping wherever possible to reduce both water and energy consumption.

I. RECREATION AND OPEN SPACE

I(1). The Project* shall contain, at a minimum, 893.9 acres of open space. The property designated for recreation purposes shall include a 37.0 acre community park open to the general public, a 4.2 acre private neighborhood park, a 12.0 acre marina, and 250.0 acres of golf.

I(2). The Developer shall be responsible for the maintenance of all recreation and open space areas within the project site not dedicated to the County.

I(3). A system of bicycle and pedestrian trails shall be developed to link the residential, commercial and recreational areas. If bicycle trails are combined with the required sidewalk system, then it shall be designed and constructed with a minimum width of 8 feet. If it is not combined with the sidewalk, then a 4 foot wide lane shall be provided on each side of the roadway. Prior to the first residential subphase south of Port Harbour Parkway and the first residential subphase north of Port Harbour Parkway a comprehensive pedestrian/bicycle plan for each side of Port Harbour Parkway shall be submitted and approved by Manatee County.

J. PUBLIC SAFETY

J(1). The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, equipping, and staffing of emergency service facilities for police and fire services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees,

as allowed by the Land Development Code, if applicable. An agreement as to pro-rata share for each Phase*, mutually acceptable to the County and the Developer shall be reached prior to the issuance of the first Final Site Plan or Final Plat for Vertical Development for each Phase*. The pro-rata share shall not exceed the total sum of impact fees anticipated from the Project and any pro-rata lump sum payment shall be creditable against the payment of impact fees, in accordance with applicable law. Completed for Phase 1

K. HURRICANE PREPAREDNESS

K(1). The applicant/developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, neighborhood association newsletters, model homes, commercial/office buildings, etc.

K(2). The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations recognizing the vulnerability of this site to fresh water flooding and tropical storms and hurricanes.

K(3). Prior to the first Final Site Plan for a site located either completely or partially within the Coastal Planning Area, as identified in the Comprehensive Plan, the applicant shall develop a master plan for evacuation and recovery to ensure the safe and orderly evacuation of vulnerable residents, hotel guests, and employees after an official evacuation order is issued. This plan shall include such provisions as, but not be limited to: (1) ordering all buildings in the evacuated areas closed for the duration of a hurricane evacuation order; (2) informing all residents, guests and employees of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation and re-entry/recovery plans. This plan shall be submitted to the DCA and the County for review and approval before approval of a Final Site Plan for habitable construction within the Coastal Planning Area. DCA shall have 45 days to comment on this plan. Completed and attached as Exhibit 13.

K(4). Prior to the first Final Site Plan approval for any site located either completely or partially within the Coastal Planning Area for habitable construction, the applicant shall develop a master plan for mitigating the project's impacts on emergency public shelters consistent with the requirements of Rule 9J-2.0256, FAC. These measures may include, but not be limited to: construction of shelter space in accordance with ARC 4496 shelter standards; payment in lieu of construction; or participation in the upgrading of existing shelter space. The plan shall be submitted to the DCA and the County for review and approval before approval of a Final Site Plan for habitable construction. DCA shall have 45 days to comment on this plan. Completed and attached as Exhibit 13 .

L. EDUCATION

L(1). The Developer* shall mitigate potential school impacts by making a payment of $825,000.00 to the School Board, upon request (which represents a cost of $35,000.00 per acre) with a three percent (3%) adjustment per year for five years.

Request for payment shall be made no earlier than the date of the issuance of the first residential Certificate of Occupancy. Payment shall be made within 30 days of request.

L.(2) The Developer* shall commit to a monitoring program, to be established by the School Board, and shall continue until buildout of the residential portion of the Project*. The monitoring program shall require that annual payments in the amounts specified below be made to the School Board if any of the following number of students is exceeded.

Number of students anticipated as a result of Heritage Harbour	Number of students which cannot be exceeded without additional funding	Funding per additional student
1,774	1,228	$673

L.(3) The Developer* shall fund the cost of a sidewalk from the school board property line (adjacent to the student drop off area within Heritage Harbour) to Haile Middle School and a shelter adjacent to the drop off area, upon the request of the School Board.

M. MARINA FACILITIES

M(1). Live-aboards, defined as occupying a vessel for more than three consecutive days, shall not be allowed.

M(2). Manatee protection measures outlined by the Bureau of Protected Species Management, including educational signage, channel markings, etc., shall be implemented in accordance with Condition C(6).

M(3). The marina shall implement the elements of the Florida Clean Marina Program to minimize the introduction of deleterious substances into the marina basin that would be detrimental to water quality (Developer's commitment).

M(4). A fuel spill response plan shall be prepared and approved by Manatee County prior to Final Site Plan approval for the marina or boat livery. Marina staff shall be trained in the implementation of the plan. Each annual report shall include a report on marina operation, including the number of wet and dry slips occupied; the number leased by residents; and any incidents of fuel spills.

M(5). The slip lease agreement shall prohibit use of sudsing cleaners containing ammonia, sodium hypochlorite, chlorinated solvents, petroleum distillates, or lye.

M(6). The provisions of the Pollution Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, shall be strictly adhered to.

N. AFFORDABLE HOUSING

N.(1) An assessment of the potential affordable housing impacts of the Project was performed as part of the Application for Development Approval. This analysis was accepted by all reviewing agencies and determined that there is no unmet need

created in Phase I of this Project*. The analysis identified a potential unmet need for one hundred eight (108) moderate income units in Phase II. This analysis utilized the East Central Florida Regional Planning Council's (ECFRPC) "Housing Demand, Supply, and Need Methodology for Assessing the Affordable Housing Impact of Development of Regional Impact," April, 1996.

N.(2) Prior to the initiation of Phase II, the Developer* shall conduct a reanalysis of affordable housing impacts in accordance with Section 380.06(6) and utilizing a methodology acceptable to the County*and the DCA.

N.(3) The Developer* proposes to develop on-site housing to augment the existing supply of affordable housing in order to satisfy any potential unmet demand in Phase II. When a residential unit is constructed on-site and is within the affordable housing cost range, the potential unmet demand identified in the affordable housing cost range, the potential unmet demand identified in the affordable housing analysis shall be reduced by one and one-half (1.5) units in accordance with Rule 9J-2.048(8)(c)1., F.A.C. Each year in the annual report required by Condition O.6, the Developer* shall report the number of units constructed and sold or offered for rent with the Project*, during the preceding twelve (12) months and cumulatively, within the housing cost ranges as calculated utilizing that current year's annual median income as proved by the Department of Housing and Urban Development and pursuant to the ECFRPC's "Housing Demand, Supply, and Need Methodology for Assessing the Affordable Housing Impact of Development of Regional Impact," April, 1996.

N.(4) This condition shall govern affordable housing impacts and mitigation for the Project* for purposes of the local comprehensive plan and DCA's Adequate Housing Uniform Standard Rule through completion of the second phase of the Project*.

O. GENERAL CONDITIONS

O(1). Should the Project* significantly depart from the parameters set forth in this Development Order and the ADA*, the Project* will be subject to a Substantial Deviation Review, pursuant to Section 380.06. Florida Statutes. Any change to the Project* which meets the criteria set forth in Subsection 380.06(19), Florida Statutes shall require a hearing to determine if the change constitutes a Substantial Deviation.

O(2). The Developer's* commitments set forth in the ADA*, and, as summarized in Section 5 herein, shall be honored, except as they may be superseded by specific terms of the Development Order.

O(3). Should the Developer* divest itself of all interest in the Project* prior to the expiration of the Development Order, the Developer* shall designate the successor entity to be responsible for preparation of the Annual Report, subject to approval by the County*.

O(4). Buildout shall be completed by December 31, 2009. This Development Order shall expire December 31, 2014 to allow for post-development monitoring. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O(5). The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O(6). The Developer*, its successors, assigns or transferees, shall submit Annual DRI Reports in accordance with Section 380.06(18), Florida Statutes* to the County*, TBRPC, the State Land Planning Agency, and other agencies, as may be appropriate, on March 21st of each year until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of the Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Planning Director decide further orders and conditions are necessary. The Developer* shall be notified of any Board of County Commissioners' hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, modification, or change of any conditions, or any terms or conditions of this Development Order. The Annual Report shall contain the following:

a. Any change in the plan of development, or in the representation contained in the ADA, or in the phasing or land uses for the reporting year and for the next year;
b. A summary comparison of development activity proposed and actually conducted for the year;
c. 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, leased, or optioned by the Developer* adjacent to the land encompassed by the Development Order for the Project;
e. An assessment of the Developer's* and the local government's compliance with the conditions of approval contained in the DRI Development Order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County*, TBRPC, or 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 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 copy of any recorded notice of the adoption of a Development Order for the subsequent modification of an adopted Development Order that was recorded by the Developer* pursuant to Subsection 380.06(14)(d), Florida Statutes;

j. A statement that all persons have been sent copies of the Annual Report in conformance with Subsection 380.06(15) and (18), Florida Statutes;

k. Information on the actual prices and rents of housing units constructed relative to the then current Department of Housing and Urban Development (HUD) affordable housing guidelines;

l. Reports and/or information pursuant to conditions B(2), B(3), C(1)h and i, C(3)d, K(3), K(4), and N.(3).

m. An updated map showing the locations and acreage of upland and wetland preservation.

O.(7) In the event of a Development Order appeal or other legal challenge of this Development Order by the Department of Community Affairs, then the Developer* shall pay all reasonable costs and fees of County* staff and attorneys relating to said appeal or legal challenge at the rate for processing this Development Order under the current Planning fee schedule. Payment of all billings by the Developer* related to such fees and costs shall be paid within forty five (45) days of submittal of an invoice.

SECTION 5. DEVELOPER COMMITMENTS.

The following are developer commitments that were set forth in the Application for Development Approval (ADA) and Sufficiency Responses (SR) which shall be honored by the developer, except as they may be superseded by specific terms of the Development Order.

VEGETATION, WILDLIFE AND WETLANDS

1. Potential (sandhill crane) nesting habitat will be preserved (SR, pg. 2.2)

2. Former potential (sandhill crane) nesting habitat will be enhanced and restored. (SR, pg. 2.2)

3. Potential (sandhill crane) foraging habitat will also be maintained. (SR, pg. 2.3)

4. The surface water management system for the project will be designed to protect potential (sandhill crane) nesting marshes from unnatural peaks in water levels that might flood nests and cause failure. (SR, pg. 2.3)

5. Potential (sandhill crane) nesting marshes... will be buffered from proximate sources of active disturbance. (SR, pg. 2.3)

6. Management of upland and wetland areas will include control or treatment of nuisance and exotic species, such as cattails, Brazilian pepper, and primrose willow. Mechanical means will be used control the height of saw palmettos in undeveloped pine flatwoods areas. Restrictive deeds and covenants to prevent unauthorized impacts from clearing, the removal of desirable vegetation, will be incorporated into

the home owners documents or deed restrictions, which will be enforced by the applicant and successor entity. (SR, pg. 2.6)

7. Those wetlands conserved will be assured long-term conservation and protection post-development by conservation mechanisms consistent with the Manatee County Comprehensive Plan and Land Development Regulation requirements at the time of the development order. (SR, pg.2.22)

FLOODPLAINS

1. All roads, utilities, and structures will be constructed above the mapped 25-year and 100-year floodplains. (SR, pg. 2.44)

WATER SUPPLY

1. The potable water distribution system will be built to County Standards by the Developer*, and may be dedicated to Manatee County for operation and maintenance at the Developer's option with approval by the Utility Operations Department. Revised.

SOLID WASTE/HAZARDOUS WASTE/MEDICAL WASTE

1. The developer will prepare and submit a Hazardous Material Management Plan for the golf course at time of site plan application to Manatee County (SR, pg. 3.16)

POLICE AND FIRE PROTECTION

1. The developer has agreed to provide a "pro rata share" of the cost of expanding police and fire protection services to the project. Such costs could include additional Sheriffs Office personnel and an additional aerial truck for the Braden River Fire District if three or more structures are greater than 34 feet in height. (ADA, Page 25.1)

RECREATION AND OPEN SPACE

1. The developer has proposed a system of bicycle and pedestrian trails to be developed to join together the residential areas, golf course, and community park. (ADA, page 26.1)

EDUCATION

1. The developer will work with the Manatee County School Board to determine the most appropriate method to mitigate potential school facility impacts. (ADA 27.1)

2. The developer will work with the School Board to identify an appropriate site within Heritage Harbour if the School Board determines that this location will meet their long term needs. (SR 6.3)

PORTS AND MARINAS

1. No live-aboards will be allowed at the marina facility. (ADA, pg. 37.5)

2. A sewage pump-out facility will be provided for use of the residents and other boaters. (ADA, pg. 37.5)

3. Paint scraping, sanding or sandblasting, hull painting, or major engine repairs will be prohibited. Limited boat maintenance activities and minor engine repairs and servicing will be allowed, and specifically listed in the marina slip agreements (SR, pg. 7.3)

4. Fuel handling will follow the recommended elements of the Florida Clean Marina Program by providing signage and pamphlets that stress the impact from spills and fueling activities, including awareness of the fiscal responsibility a boater has if they create a spill and subsequent clean up is required. All fuel nozzles will have automatic/back-pressure/shut-off nozzles. Fueling of small cans will take place on impervious fireproof containment trays. A Fuel Response Package will contain containment booms, pads, and absorbents readily available in well-marked, easily accessible container(s). A fuel spill response plan will be prepared, and marina staff will be trained in the implementation of the plan. The provisions of the Pollution Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, will be strictly adhered to. (SR, pg. 7.2)

5. A slow speed zone from the marina to the main river channel will be posted and select interior braided channels adjacent and within the project area will be marked for slow speed only (throughout the year). The main natural river channel from the marina downstream to where the river becomes a broad system will be marked with regulation markers. (SR, pg. 7.4)

SECTION 6. LEGAL DESCRIPTION.

Development of Heritage Harbour shall be restricted to the 2,495.8 acre tract of land described below:

All of Sections 13, 14, 23, 24, 25, 26, 35 and 36, Township 34 South, Range 18 East, Manatee County, Florida, lying north of State Road No. 64, as shown on State Road Department right-of-way map Section No. 1305-250 and also north of State Road No. 93 (Interstate 75) as shown on Department of Transportation right-of-way map for Section 13075-2403 and south of the mean high water line of the south bank of the Manatee River. Containing 2,397.5 acres more or less.
Also: That portion of the following described tract of land lying southwest of State road No. 93 (Interstate 75) and east of the easterly limited access right-of-way line of Kay Road as shown on Department of Transportation right-of-way map for Section 13075-2404, Sheet 3 of 9:
Begin at the NW corner of Section 26, Township 34 South, Range 18 East running East 2,681.25 feet, thence running South 3,769 feet, thence running West 2,681.25 feet, thence running North to the Point of Beginning, less the Southernmost 1640.5 feet thereof. Containing 10.6 acres, more or less.
Also: Unsurveyed portion of Section 12, Township 34 South, Range 18 East, lying South of Government Lots 3 and 4;

Unsurveyed portion of Section 13, Township 34 South, Range 18 East, less and except the following described lands:
Begin at the NW corner of Section 13, Township 34 South, Range 18 East; thence South to the water of the Manatee River; thence meander the waters of the Manatee River in an Easterly and Northeasterly direction to a point on the North line of said Section 13 which is on or near the extended East line of U.S. Government Lot 1 of Section 12, Township 34 South, Range 18 East; thence West along the North line of Section 13 to the Point of Beginning;
Unsurveyed portion of Section 14, Township 34 South, Range 18 East, less and except the following described lands:
Begin at the NE corner of Section 14, Township 34 South , Range 18 East; thence South to the waters of Manatee River; thence meander the waters of the Manatee River in a Westerly and Northwesterly direction to a point on the North line of said Section 14, run thence East along the North line of said Section 14 to the Point of Beginning; Containing approximately 87.7 acres (computed by digitizing from aerial photographs the area above the approximate mean high water line).
All lying and being location Manatee County, Florida.
The area of all of the above described land is approximately 2,495.8 acres.

SECTION 7. COMMENCEMENT OF DEVELOPMENT.

Physical development of the Project* has commenced. If any five year period shall expire without significant additional physical development activity on the site, the BOCC may conduct a public hearing in accordance with the Land Development Code after appropriate notice to the Developer* and may, at its option, based on testimony presented at that hearing, rescind or suspend or take other appropriate action on any and all approvals granted herein except where the failure to carry out development is attributable to factors beyond the control of the Developer. For purposes of this provision, "physical development" shall be the actual construction of buildings or infrastructure by the Developer* that is approved on a Final Site Plan or Plat for the Project*.

SECTION 8. RESTRICTIONS ON DOWN-ZONING.

Prior to the buildout date of this Development Order, the County shall not down-zone or reduce the intensity or unit density permitted by this Development Order, unless the County can demonstrate that:

1. substantial changes in the conditions underlying the approval of the Development Order have occurred; or

2. the Development Order was based upon substantially inaccurate information provided by the Developer; or

3. the change is clearly established by the County to be essential for the public health, safety, or welfare, or

4. the development is not proceeding in a timely manner, pursuant to Section 7..

Any down-zoning or reduction in intensity shall be effected only through the usual and customary procedures required by statute or ordinance for change in local land development regulations.

For purposes of this Development Order, the term "down-zone" shall refer only to changes in zoning, land use, or development regulations that decrease the development rights approved by this Development Order, and nothing in this paragraph shall be construed to prohibit legally enacted changes in zoning regulations which do not decrease the development rights granted to the Developer by this Development Order. The inclusion of this section is not to be construed as evidencing any present or foreseeable intent on the part of the County to down-zone or alter the density of the development, but is included to comply with Paragraph 380.06(15)(c)3, Florida Statutes.

SECTION 9. BINDING ORDER UPON DEVELOPER AND COUNTY.

This Development Order shall be binding upon the Developer, Owners, the County, and upon the Developer's and Owner's grantees, successors, and assigns.

SECTION 10. COMPLIANCE WITH CODES AND ORDINANCES.

All development undertaken pursuant to this Development Order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 11. RENDITION.

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the BOCC approval to the Developer, DCA, and TBRPC.

SECTION 12. NOTICE OF RECORDING.

The Developer shall record a notice of adoption of this Development Order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 13. SEVERABILITY.

It is the intent of this Development Order to comply with the requirements of all applicable law and constitutional requirements. If any provision or portion of this Development Order is declared by any court of competent jurisdiction to be void, unconstitutional, or unenforceable, then such provision or portion shall be deemed null and void, but all remaining provisions and portions of this Development Order shall remain in full force and effect.

SECTION 14. EFFECTIVE DATE.

This Ordinance shall become effective upon filing of a certified copy with the Department of State; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order,

until the resolution of said of appeal. However, this is not intended to suspend development previously authorized pursuant to Ordinance 00-19 during the pendency of any appeal.

PASSED AND DULY ADOPTED WITH A QUORUM PRESENT AND VOTING BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA THIS THE 17th DAY OF JUNE, 2003.

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

SEAL

By: _____
Ron Getman, Second Vice-Chairman

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

By: _____
DC

EXHIBIT 5

REQUIRED ENERGY CONSERVATION METHODS

As a mixed use project with extensive recreational amenities and interconnected residential areas, Heritage Harbour provides the opportunity to utilize alternate transportation methods and will result in reduced travel needs. It is anticipated that pedestrian and bikeways throughout the project will connect residential, commercial, and recreational areas, and that the development of residential in close proximity to employment, shopping and other needs will result in a reduction of travel times and energy usage.

It is anticipated that traditional energy conservation methods will be utilized in construction of both residential and non-residential facilities. These methods may include increased insulation, high efficiency mechanical devices, cross ventilation, solar heating and cooling, and low pressure sodium lamps for external lighting. Xeriscape landscaping will be recommended wherever possible to reduce irrigation and energy needs by relying on plants most suitable to the climate and conditions of west central Florida.

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HURRICANE EVACUATION
and
EMERGENCY PREPAREDNESS PLAN

for

HERITAGE HARBOUR

Prepared by:

WilsonMiller, Inc.
1101 Channelside Drive
Suite 400N
Tampa, FL 33602

Prepared for:

Harbourvest LLC.
325 Interstate Blvd.
Sarasota, FL 34240

May, 2001

1. INTRODUCTION

The parties in charge for development and promoting awareness of the Hurricane Evacuation and Emergency Preparedness Plan (herein after referred to as the "Plan") will be the developer until such time as a Community Development District, Property Owners Association and/or a Homeowners Association takes control of the development.

Harbourvest LLC.
325 Interstate Blvd.,
Sarasota, FL 34240
Telephone: 941-377-1222
Fax: 941-377-4984
Contact Person: Christie Keller Coles
24 hour Contact Phone Number: 941-915-8359
Alternate Contact Person: Rob Barber
24 hour Alternate Contact Phone Number: 941-915-8084

This "Plan" will be provided to each homeowner at the time of closing and will include the Manatee County Hurricane Guide appropriate to the year of purchase. The "Plan" and any changes to the "Plan" will be made available at community amenities which may include the sales center, the community clubhouse and the marina.

Manatee County Public Safety Department will be provided, on an annual basis, the name of the responsible party for the administration of this "Plan". The "Plan" will be updated when the evacuation routes and other pertinent information changes. Status of the "Plan" will be identified in the annual update to the residents/lease holders within the project through an established Heritage Harbour newsletter indicating if any changes have occurred.

2. Location Map

Appendix A shows the general location of Heritage Harbour as it relates to Manatee County. Appendix B-1 and B-2 provides a graphic depiction of the proposed streets and street names which have been designed to date.

3. Evacuation Zones

Heritage Harbour is within Evacuation Zone A and C.

Evacuation Zone A is proposed to have 2,879 single and multi-family residential units with a marina and associated boat slips. Evacuation Zone C is proposed to have 430 single and multi-family residential units, 590,000 s.f. of commercial use

and 70,000 s.f. of office use. The estimated year round population within Evacuation Zones A and C is 7,313 persons. For planning purposes, seasonal and year round population will be considered the same.

4. Proximity to Railroad/Major Arterials

Heritage Harbour is located at the intersection of S.R. 64 and I-75, which are two main transportation arterials in Manatee County. The project is 5 to 6 miles from a railroad line to the north and west.

5. Available Routes

Evacuation Routes adjacent to Heritage Harbour are:

Interstate 75 (northbound)
S.R. 64 (eastbound)

Appendix D shows the adjacent, and surrounding evacuation routes from this site and the general area. Residents should note that during a storm event requiring large geographical areas to evacuate that there will be roadway congestion and they should plan to leave as far in advance as possible in order to avoid the congestion.

6. Available Shelters

Appendix E is the list of shelters and their capacities.

7. FEMA Flood Zones

The site falls within the A, AE, X and X500 FEMA Flood Zones. The AE and X500 Flood Zones are located on the northern portion of the site in Evacuation Zone A. The majority of Evacuation Zone C is within Flood Zone X. The finished floor elevation of the proposed community clubhouse is currently at 18.50; but is subject to change. However, the clubhouse facility will meet the requirements of the Southern Standard Building Code and FEMA with regard to the finished floor elevation.

8. Hazard Analysis

The Heritage Harbour project is subject to hurricanes, tornadoes, flooding and fires as are all properties in Manatee County. In the event a hurricane, tornado or flooding please follow the instructions outlined in this Plan and the Manatee

County Hurricane Guide. In the event of a fire please call 911 for emergency assistance.

9. Procedure for Activation

The responsible entity, until such time as a Community Development District, Property Owners Association and/or a Homeowners Association takes control, will promote the "Plan" when Manatee County Emergency Management Division through the Emergency Operations Center announces evacuation orders due to an approaching hurricane, tornado, flooding situation or a hazardous event.

The responsible entity will provide notification to the appropriate parties to require all common areas be cleared of loose items. The community amenities which may include a sales center, clubhouse, golf course and marina, will be given a copy of the "Plan" and shall have in place formal procedures and written instructions for the appropriate care and safe storage of community facilities such as pools, spas, furniture and office records at the time of their employment orientation. The employees will also receive at the time of their employment orientation a copy of this "Plan" and a meeting will be held every two years with the community employees to ensure they are trained to properly administer the "Plan".

10. Emergency Preparedness Information

Please read the Manatee County Hurricane Guide in its entirety prior to a storm event. This guide can be found in this information packet as Appendix D. The Hurricane Guide provides valuable information in regard to preparation prior to a storm, protecting your home, family and pets. It also provides information on re-entry after a storm event. The following information is taken from the Manatee County Hurricane Guide:

Preparation

- Make your evacuation plans well in advance of a storm;
- If possible, arrange to stay with friends, relatives or make hotel reservations outside of an evacuation zone;
- Review your options for public shelters;
- If you will need assistance during an evacuation, register now with the Emergency Management Office; and
- Determine now where your pet will be sheltered.

Preparedness

- Listen for weather updates;

- Prepare a Disaster Supply Kit (suggested supplies are outlined in the Hurricane Guide);
- Refill prescriptions for a minimum of a two week supply;
- Keep important documents with you (medical records, insurance information, etc.);
- Clear your yard of loose objects;
- Protect your glass doors and windows;
- Prepare your car for traveling (gas, oil, water, etc.);
- Secure watercraft;
- Leave swimming pool filled; and
- Get cash.

If you have been ordered to evacuate, secure your home and leave immediately. Failure to follow an evacuation order is a violation of Florida law.

If assistance is needed during an evacuation please contact the Emergency Management Department. Do not call 911 for hurricane information or non-life threatening questions.

Tornado Safety

In the event of a tornado warning:

- Stay alert to the weather forecast as tornadoes form quickly;
- Seek shelter in an interior room without windows; and
- Do not stay in your vehicle or a mobile home.

Re-entry

- Be patient;
- Stay tuned to local radio stations for advice as to when re-entry will be possible;
- Have valid identification with your current address;
- Do not sight see, especially at night;
- Avoid downed or dangling power lines;
- Beware of snakes, insects or animals driven to higher ground by floods;
- Be cautious of drinking water contamination and treat water as noted in the Hurricane Guide.

LIST OF APPENDICES

Appendix A - Location Map

Appendix B-1 & B-2 - Proposed Street Map

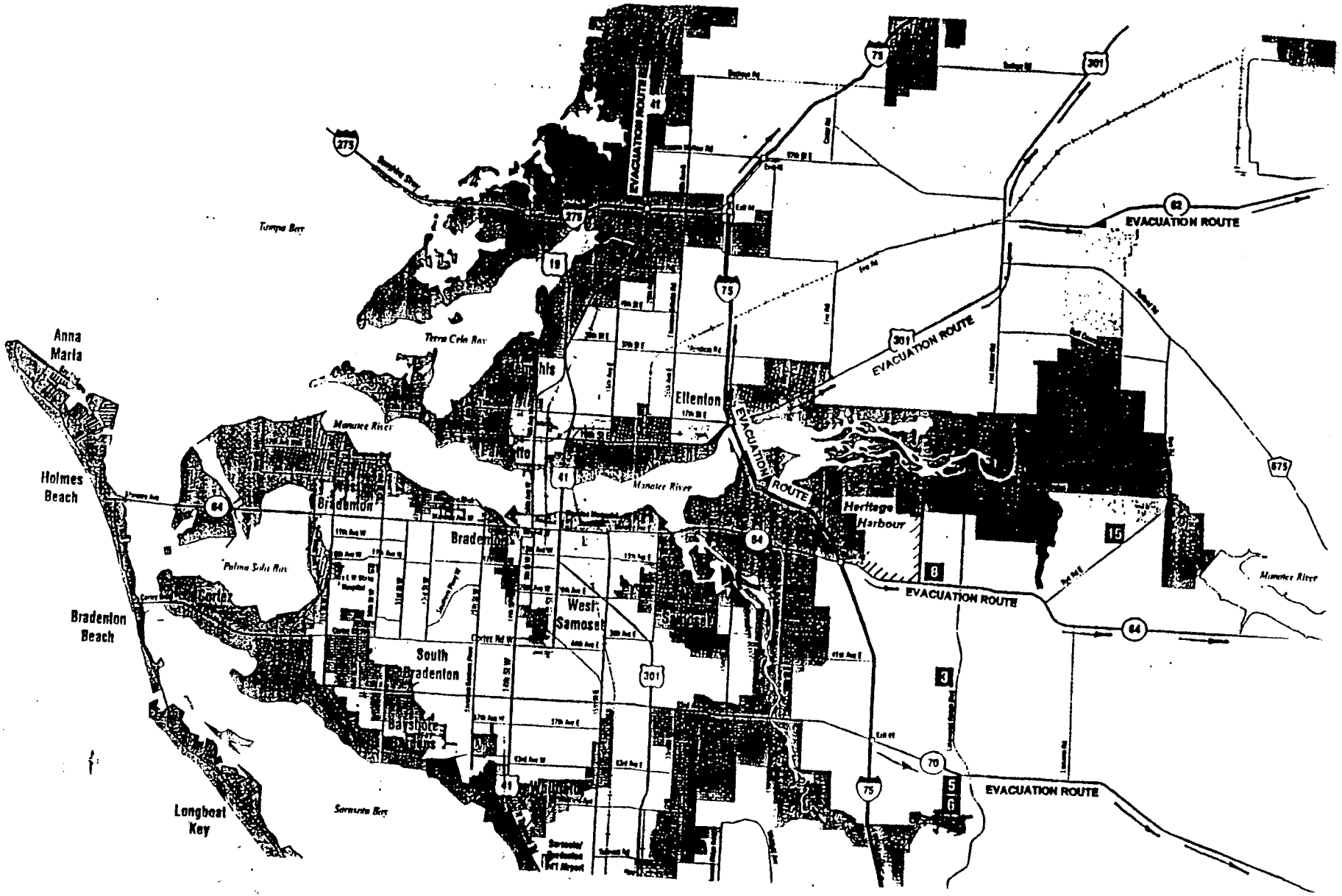
Appendix C - General Development Plan map with Evacuation Zones A and C

Appendix D - Manatee County Hurricane Guide/Evacuation Routes and Shelter Locations

Appendix E - Shelter Names

Appendix F - Important Names and Telephone Numbers

Appendix G - Community Residents Roster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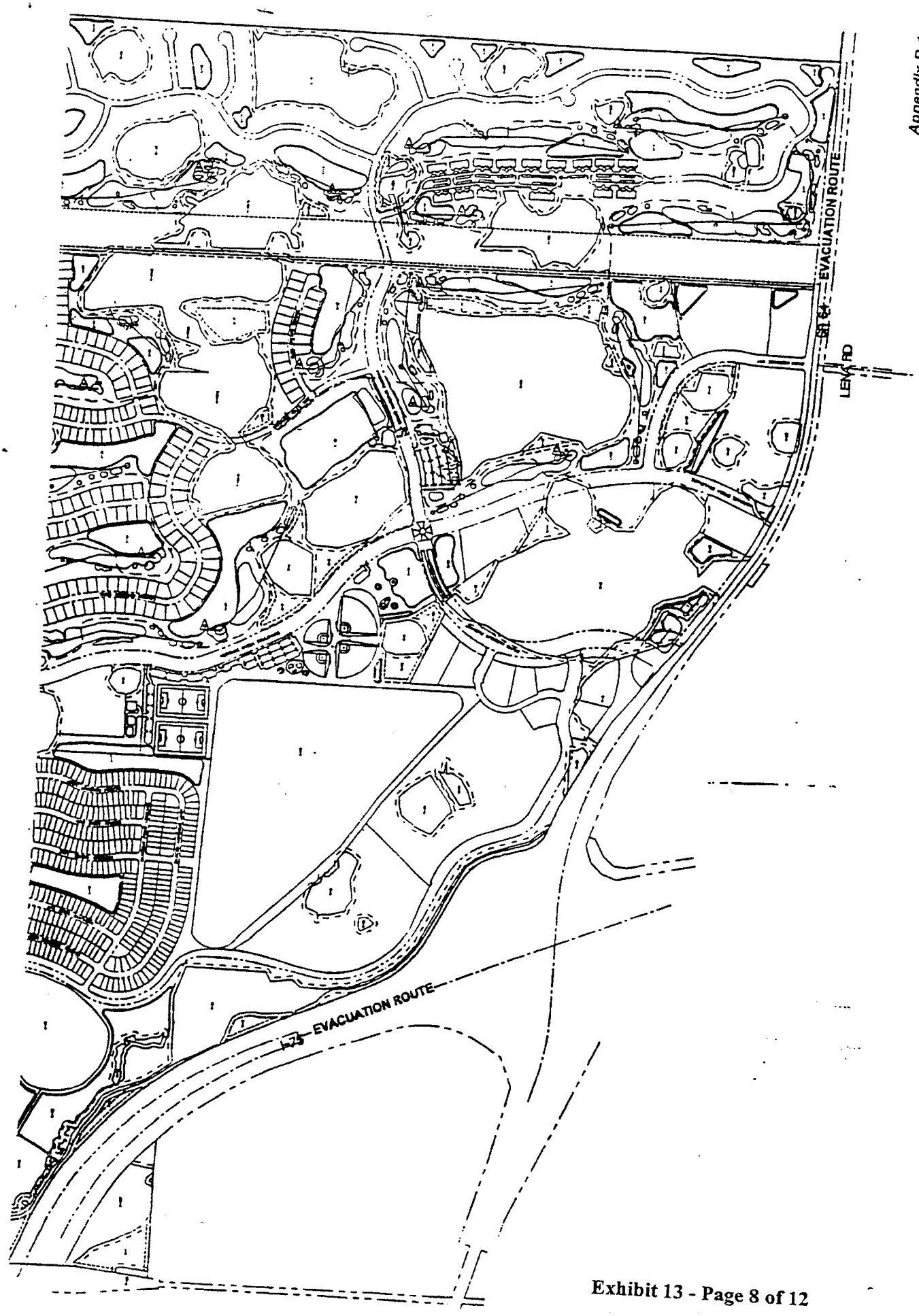
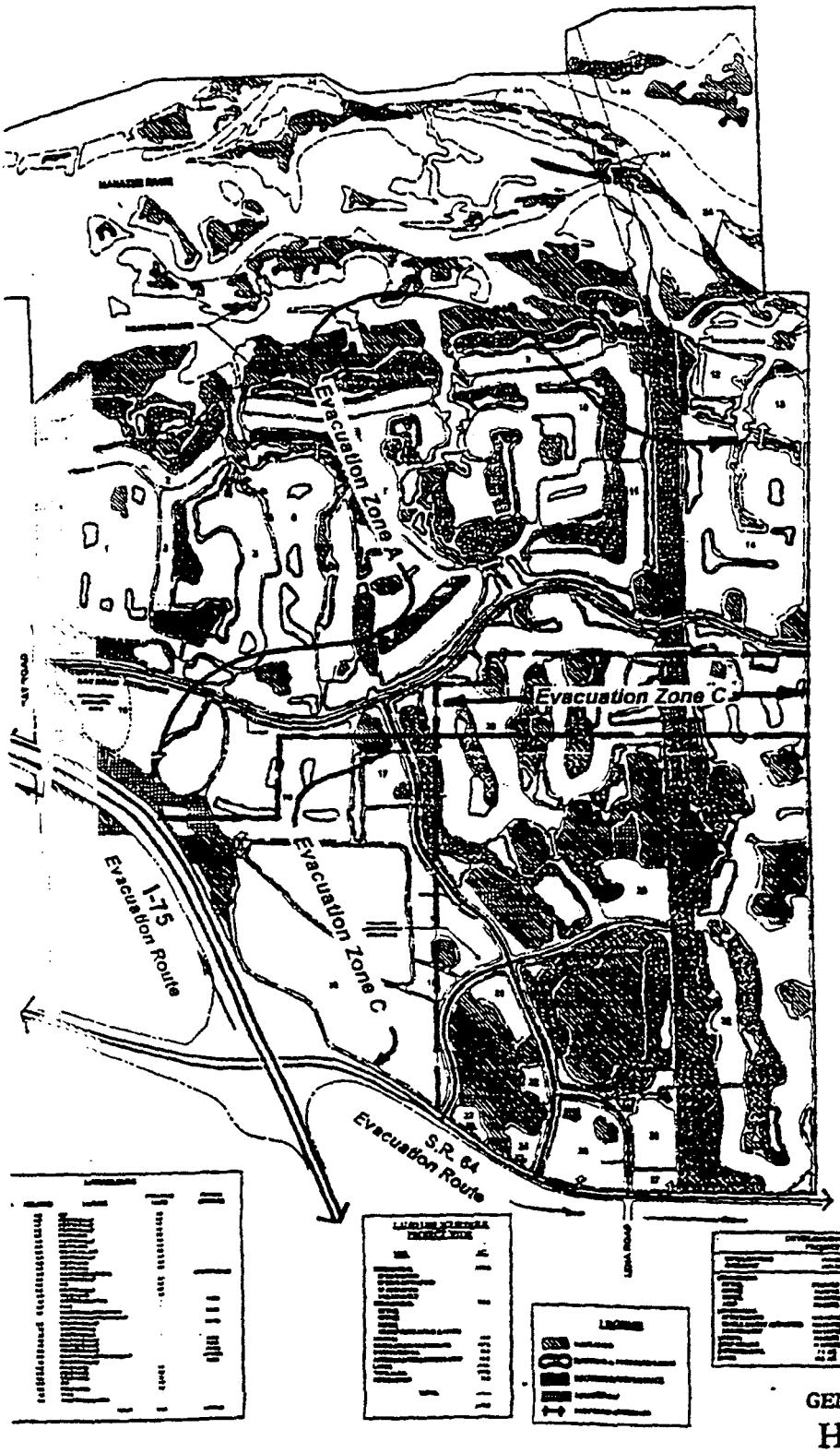
Bradenton Beach
Longboat Key
Bradenton
Palma Sola Bay
Terra Ceia Bay
Manatee River
Ellenton
West Samoset
South Bradenton
Parrish
Sarasota Bay
Heritage Harbour
EVACUATION ROUTE
41
75
301
70
64
82
675
15
3
8
19
275

Appendix


EVACUATION ROUTE
LEWIS RD
I-75 EVACUATION ROUTE



GENERAL DEVELOPMENT PLAN

HERITAGE SOUND

January 20, 2000

Evacuation Zones

Appendix C

WilsonMiller

Manatee County Shelter Listing as of April 24, 2001

The order of proposed phased opening of shelters are listed in the three groups here. First proposed to open are Section One. Second are Section Two and Third, Section Three.

OPENED BY PHASE	GENERAL POPULATION SHELTER NAME/ADDRESS
Section One	**These Shelters to be first Phase to be opened**
1	Lee Middle School - - 4000 53rd Avenue West, Bradenton
2	Seabreeze Elem - - 3601 71st Street West, Bradenton
3	Haile Middle - - 9501 State Rd 64th East, Bradenton
4	Lincoln Middle School - - 305 17th Street East, Palmetto
5	Tillman Elem - - 1415 29th Street East, Palmetto
6	Rowlett Elem - - 3500 9th Street East, Bradenton
Section Two	**These Shelters to be Second Phase to be opened**
7	Manatee High - - 1000 32nd Street West, Bradenton
8	Braden River Elem - - 6215 River Club Blvd. Bradenton
9	Kinnan Elem - - 3415 Tellevast Road, Sarasota
10	Bashaw Elem - - 3515 Morgan Johnson Road. Bradenton
11	Witt Elem - - 200 Rye Road, Bradenton
Section Three	**These Shelters to be Third Phase to be opened**
12	Johnson Middle - - 2121 26th Avenue East, Bradenton
13	Southeast High - - 1200 37th Avenue East, Bradenton
14	Braden River Middle - - 6215 River Club Blvd. Bradenton
15	Lakewood Ranch High - - 5500 Lakewood Ranch Blvd. Bradenton
16	Oneco Elem - - 2000 53rd Avenue East, Bradenton

Shelter openings may vary with each emergency. Stay tuned to local media for a listing of which shelters will be opened for an event.
Do not go to the shelter until local officials announce through the media that the shelter is open.
Shelter openings will differ by size and intensity of a disaster.

IMPORTANT NAMES AND TELEPHONE NUMBERS

IN CASE OF AN EMERGENCY - DIAL 911

ALL OTHER CALLS SHOULD BE MADE TO THESE ADMINISTRATIVE NUMBERS:

Manatee County Sheriff's Department	747-3011
Braden River Fire District	751-5611
Manatee County Public Safety Department	748-2241
Manatee County Health Department	748-0747
American Red Cross	792-8686
Manatee County Government Offices	748-4501
Poison Information Center	1-800-282-3171
Verizon (telephone service)	1-800-483-1000
Time Warner Cable	748-1822
Florida Power and Light	1-800-468-8243
Manatee County Utilities	792-8811 Or 795-5457

No structures exist onsite; therefore, no insurance provider can be identified.

Appendix F

COMMUNITY RESIDENTS ROSTER & COMMUNITY EMPLOYEES/COMPANIES ROSTER

This roster will be updated on an annual basis. At this time there are no habitable structures on site; therefore, there are no residents or employees.

Appendix G

EXHIBITS 1, 2, 3, 4, 7, 8, 9, 10, 11, and 12

ARE NOT ATTACHED BUT ARE ON FILE AT THE CLERK'S OFFICE AS AN ATTACHMENT TO THE PREVIOUSLY APPROVED ORDINANCE 00-19, APPROVED ON MARCH 21, 2000.

MARCH 5, 2003

BOARD OF COUNTY COMMISSIONERS SEAL

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 25 day of June 2003.
R.B. SHORE
Clerk of Circuit Court
By: Diane E Vollmer

CAD file name: c
Plot date and time: c

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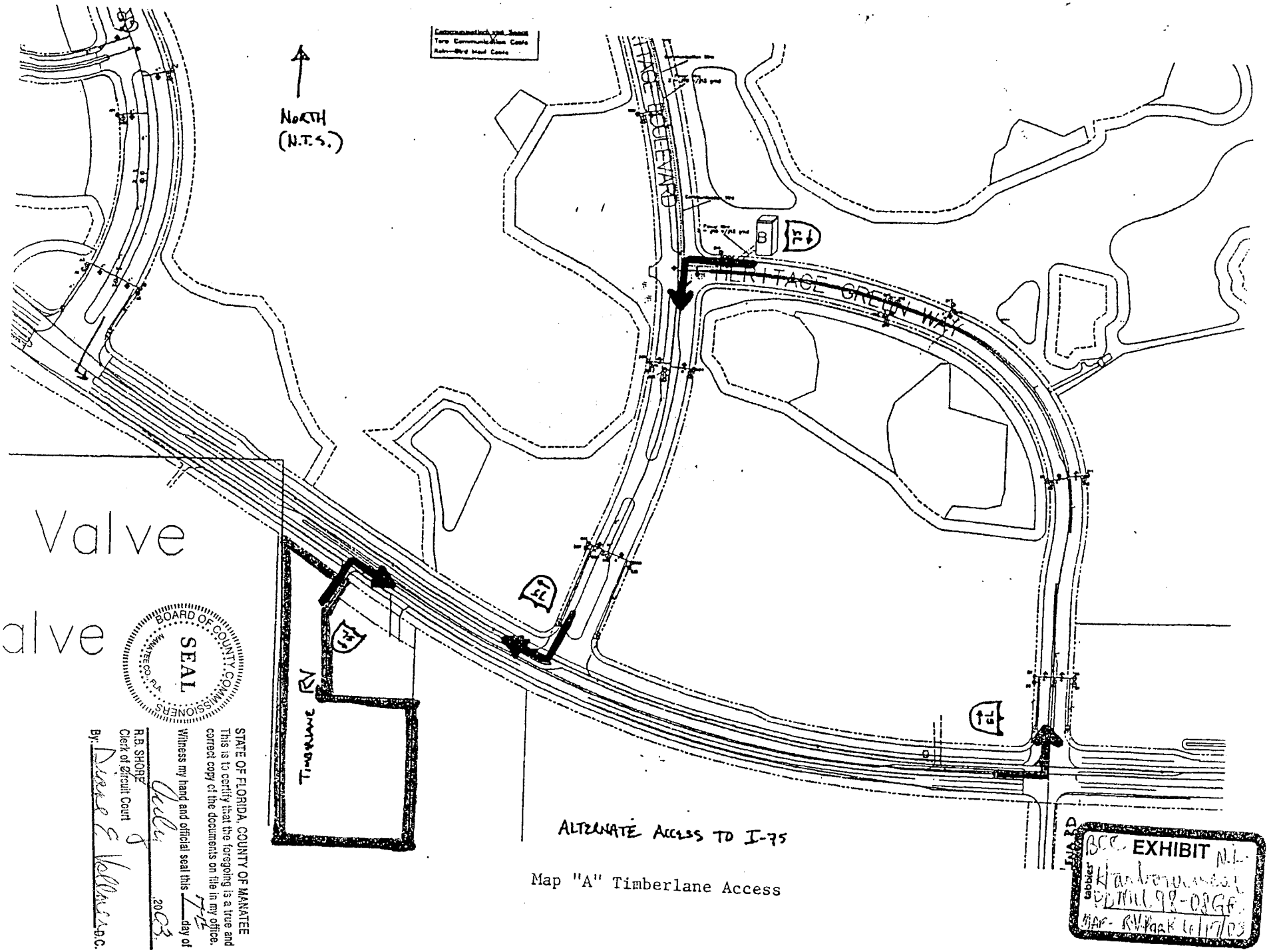
MAP H
FOR
HERITAGE HARBOUR

LOCATED IN
SECTIONS 13, 14, 23, 24, 25, 26, 35, 36, TOWNSHIP 34 SOUTH, RANGE 18 EAST
MANATEE COUNTY, FLORIDA

Zoller, Najjar & Shroyer, L.C.

SHEET



Map "A" Timberlane Access

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO. FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 7th day of May, 2003.
R.B. SHORE
Clerk of Circuit Court
By: Deputy Clerk

BCC EXHIBIT No. 1
Item No. 1
DRMP 98-0266
MAP - RVPark 6/17/03

#240 (NEW)

MANATEE COUNTY GOVERNMENT

PLANNING DEPARTMENT
"TO SERVE WITH EXCELLENCE"

April 5, 2000

Certified Mail #P 368 650 266

Mr. John Meyer
DRI Coordinator
Tampa Bay Regional Planning Council
9455 Koger Boulevard
St. Petersburg, FL 33702

Re: Development Order for River Valley Land Trust and Leesburg Land Trust/Heritage Sound DRI

Dear Mr. Meyer:

Enclosed is a certified copy of Ordinance 00-19, the amended Development Order for the Heritage Sound DRI, as adopted in open session by the Manatee County Board of County Commissioners on March 21, 2000, as required by Rule 9J-2.025(5), Florida Administrative Code.

If I can be of further assistance, please contact me at (941)749-3070, extension 6833.

Sincerely,

Robert H. Pederson, AICP
Community Planning Adminstrator

RHP/ks
Enlcosure

1112 Manatee Avenue West • Fourth Floor • Bradenton, Florida Tel. (941) 749-3070 • FAX: (941) 749-3071
P.O. Box 1000 • Bradenton, Florida 34206-1000

ORDINANCE NO. 00-19 (FKA ORDINANCE 99-43)

DEVELOPMENT OF REGIONAL IMPACT

DRI # 24, HERITAGE SOUND

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, RENDERING A DEVELOPMENT ORDER PURSUANT TO CHAPTER 380, FLORIDA STATUTES, ON AN APPLICATION FOR DEVELOPMENT APPROVAL* (ADA*), FILED BY U.S. HOME CORPORATION FOR HERITAGE SOUND; TBRPC DRI #240; PROVIDING FOR DEVELOPMENT RIGHTS, CONDITIONS, AND OBLIGATIONS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on October 30, 1998 the U.S. Home Corporation, submitted a Development of Regional Impact (DRI) Application for Development Approval (ADA) for 5,000 residential units (single and multi-family units); 797,000 square feet of retail commercial; 170,000 square feet of office; 300 hotel rooms; 600 bed group care facilities; 162 slip marina and 300 slip boat livery; 45 hole golf course; accessory residential support and public community uses on 10.3 acres; and 40.2 acres of park, as legally described in Section 6, referred to as Heritage Sound DRI, or the Project*; and

WHEREAS, the described project* lies within the unincorporated area of Manatee County; and

WHEREAS, the Board of County Commissioners as the governing body of the local government having jurisdiction pursuant to Section 380.06, Florida Statutes, has the statutory authority to consider and approve an ADA for a DRI; and

WHEREAS, the public notice requirements of Manatee County and Chapter 380, Florida Statutes, have been adhered to and satisfied; and

WHEREAS, the Manatee County Planning Commission has reviewed the ADA and Sufficiency Responses, and filed a recommendation on the ADA with the Board of County Commissioners; and

WHEREAS, the Board of County Commissioners has received and considered the report and recommendation of the Tampa Bay Regional Planning Council (TBRPC); and

WHEREAS, the Board of County Commissioners held duly noticed public hearings on October 5, 1999, November 16, 1999, December 14, 1999, January 27, 2000, and

March 21, 2000 on the ADA and has solicited, received, and considered all testimony reports, comments, evidence, and recommendations from interested citizens, County agencies, the applicant, and the review and report of the Manatee County Planning Department.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA:

SECTION 1. FINDINGS OF FACT.

The Board of County Commissioners , after considering the testimony, evidence, documentation, ADA (with their sufficiency responses), the recommendation and findings of the Planning Commission, and all other matters presented to the Board of County Commissioners at the public hearing, hereby makes the following findings of fact:

A. All "WHEREAS" clauses preceding Section 1 of this Ordinance are adopted as findings of fact.

B. An application has been submitted to Manatee County and is being processed concurrently with this ADA to rezone the parcel from A-1 and A to PDMU, retaining the CH overlay district, and to approve a General Development Plan for the entire 2,495 acre project.

C. The Board of County Commissioners has received and considered the recommendation of the Manatee County Planning Commission concerning the DRI and the application of Official Zoning Atlas Amendment as it relates to the real property described in Section 6 of this Ordinance, pursuant to Section 380.06, Florida Statutes. The report was rendered on February 10, 2000, following a public hearing.

D. The BOCC held public hearings on October 5, 1999, November 16, 1999, December 14, 1999, January 27, 2000, and March 21, 2000 regarding the ADA and the proposed Official Zoning Atlas Amendment, in accordance with the requirements of the Manatee County Land Development Code (Ordinance 90-01, as amended) and the Manatee County Comprehensive Plan (Ordinance 89-01, as amended) and has further considered the testimony, comments, and information received at the public hearing.

E. Manatee County has adopted the Manatee County Comprehensive Plan which is in compliance with applicable state laws.

F. The Comprehensive Plan requires a Certificate of Level of Service to be issued for water, wastewater, solid waste, parks and recreation, roadways, transit and drainage in compliance with state requirements.

G. This Development Order is issued based on information provided by the Developer in the ADA (with their sufficiency responses); public hearing testimony; data, information and recommendations provided by the Planning Commission and Planning Department, and ensures continued compliance with the Manatee County Comprehensive Plan

H. Subject to the Development Order Conditions listed in Section 4, the County has determined that adequate Levels of Service exist until December 31, 2004, for 2,550 residential units (single and multi-family units); 375,000 square feet of retail commercial; 85,000 square feet of office; 150 hotel rooms; 300 bed group care facilities; 162 slip marina; 18 hole golf course; accessory residential support and public community uses on 7.5 acres; and 40.2 acres of park for each of the subject categories listed in 1.F., above.

I. The real property which is the subject of this ADA and Development Order is legally described in Section 6 of this Ordinance.

J. The existing and proposed development is not in an Area of Critical State Concern, as designated pursuant to Section 380.05, Florida Statutes.

K. The authorized agent for U.S. Home Corporation is Conner Chambers, U.S. Home Corporation, 399 Interstate Blvd, Sarasota, Florida 34240.

L. The Owners of the property which U.S. Home Corporation intends to develop are River Valley Land Trust and Leesburg Land Trust.

M. A comprehensive review of the impacts generated by the development has been conducted by the departments of Manatee County, the Planning Commission, Board of County Commissioners, TBRPC, and DCA in conjunction with the ADA, sufficiency responses, and this Development Order.

SECTION 2. CONCLUSIONS OF LAW.

A. Based upon the previous Findings of Fact and the following Conditions of Development Approval, the BOCC concluded that:

1. The Development is consistent with local land development regulations, the State Comprehensive Plan, the Comprehensive Regional Policy Plan, the

Manatee County Comprehensive Plan (Ordinance 89-01, as amended), and previous local government approvals.

2. The Development is consistent with the report and recommendations of TBRPC issued on July 12, 1999 regarding the ADA and sufficiency responses.

B. These proceedings have been duly conducted pursuant to applicable laws and regulations, and based upon the record in these proceedings, the Developer is authorized to conduct development as described herein, subject to the conditions, restrictions, and limitations set forth below.

C. The review by the County, TBRPC, and other participating agencies and interested citizens reveals that impacts of the development are adequately addressed pursuant to the requirements of Chapter 380, Florida Statutes, within the terms and conditions of this Development Order and the ADA, as amended. To the extent that the ADA is inconsistent with the terms and conditions of this Order, the terms and conditions of this Order shall prevail. A summary of the development covered by this Development Order is included as Table 1.

SECTION 3. DEFINITIONS.

A. "Acceptable Level of Service" shall, for links and intersections in Manatee County, Florida, mean Level of Service "C" on an average daily basis, or "D" on a peak hour basis, as provided in the Land Development Code. Level of Service "D" shall be measured on a peak hour basis as determined by the Highway Capacity Manual (1994), TRB Special Report 209 or the most current manual and computer software version in accordance with guidelines acceptable to Manatee County. Level of Service "C" capacity on an average daily basis shall be calculated either as 10 times the peak hour Level of Service "D" capacity, or if actual data is available to determine the "K" factor (please refer to the Florida Department of Transportation Planning and Statistics Department), then on the basis of the "K" factor.

B. "Application" and "Application for Development Approval" or "ADA" shall mean Heritage Sound's DRI ADA submitted on October 30, 1998 and sufficiency responses submitted on March 25, 1999 and May 19, 1999, and the response to the second sufficiency comments dated May 17, 1999 and submitted on May 19, 1999 (Exhibit 4).

C. "Best Management Practices" shall mean the practices which are technologically and economically feasible in abating pollution generated by point and non-point sources, to a level compatible with water quality and quantity objectives of the Land Development Code.

D. "Concurrent" shall mean that public facilities and services are available within a "reasonable time frame", as defined in the Manatee County Comprehensive Plan, to serve/mitigate the Development's* impacts. A reasonable time frame for transportation facilities shall be roadways or roadway improvements that are scheduled for construction completion within the first two years of the Manatee County Comprehensive Plan Capital Improvements Element, or roadways or roadway improvements currently under construction or scheduled for construction completion within the first two years of FDOT's Adopted Five-Year Work Program. In addition, roadways or roadway improvements to be constructed pursuant to a local government development agreement shall be deemed to be within a reasonable time frame if the agreement
is in compliance with the standards of Rule 9J-5.0055(2)(a)4., F.A.C. and the agreement guarantees that the necessary facilities will be in place when the impacts of the development occur.

E. "County" shall mean the Board of County Commissioners for Manatee County, or their designee(s).

F "County Transportation Authority" shall mean the County entity responsible for roadway approvals.

G. "Developer" shall mean U.S. Home Corporation, its heirs, assigns, designees, agents, and successors in interest as to the Heritage Sound DRI.

H. Development Approval*" shall mean any approval for development granted through the Preliminary Site Plan, Preliminary Plat, Final Plat, and Final Site Plan process or Construction Drawing approval where site plans or subdivision plats are not required.

I. "Funding Commitments" shall mean to assure completion of any improvement required by this Development Order, or any combination of the following:

1. binding commitments for actual construction with a posting of a cash bond, irrevocable letter of credit, or other financial instrument, in a form satisfactory to the County; or

2. actual construction; or

3. the placement of the improvements in the capital improvements work plan of a responsible entity for construction during the fiscal year when the improvement is required, as long as the improvement is within the first two years of the responsible entity's work plan at the time of Preliminary Site Plan approval of a subphase or phase; or

4. a local development agreement as defined by Florida Statutes or the Land Development Code. The funding commitment shall guarantee that the

improvement will be in place when needed or concurrent with the expected impacts of the development.

J. "Horizontal Development" shall mean and shall be deemed to include the construction of any and all improvements required to serve Vertical Development* (e.g., roadways, drainage, water, sewer, communications, utilities, etc.).

K. "Master Development Plan" shall mean Map H, dated January 17, 2000, attached as Exhibit 6 and incorporated by reference.

L. "Net New External p.m. Peak Hour Project Trips" shall mean the total trip generation using the ITE Trip Generation Manual, 6th Edition, less the internal capture and pass-by captured trips.

M. "Owner" shall mean U.S. Home Corporation, its heirs assigns, designees, agents, and successors in interest.

N. "Phase*" shall mean the development totals listed in Table 1 below.

O. Preliminary Site Plan*" (PSP*) shall mean a Preliminary Master Development Plan* or a Preliminary Site Plan* for a Phase or Sub-Phase as defined in The Manatee County Land Development Code, (Ordinance 90-01, as amended), for a Phase or Sub-Phase.

P. "Project*" shall mean the land uses by area, square footage, density, and phase described in the ADA* to be constructed on the real property described in Section 6 herein.

Q. "Transportation Impact Area*" shall be defined as the roadway segments and intersections receiving transportation impacts where the cumulative traffic generated by a proposed PSP* in combination with prior approvals of this project will be five percent (5%) or more of the Manatee County adopted Level of Service. This area is generally depicted on Figure 21.1 (Exhibit 7) which was submitted with the ADA.

R. "Vertical Development" shall mean and be deemed to include the construction of or the addition to any existing structure.

S. "Warranted" shall mean a determination by the County based on generally accepted transportation engineering practices that the Acceptable Level of Service* cannot be maintained on a roadway segment or intersection without the construction of a transportation improvement required by this Development Order. All reserved vehicle trips on the roadway segment or intersection shall be counted regardless of their source in making this determination.

T. "Wetland" shall mean any wetland under the jurisdictional limits defined by Chapter 62-340, Florida Administrative Code, and implemented by the Florida Department

of Environmental Protection, or as defined by Chapter 40D-4, FAC, and implemented by the Southwest Florida Water Management District.

The definitions contained in Chapter 380, Florida Statutes, shall apply to this Development Order.

Note: An asterisk (*) in the text of this Development Order denotes that the word is defined

SECTION 4. DEVELOPMENT CONDITIONS.

A. DEVELOPMENT APPROVAL AND LEVEL OF SERVICE CERTIFICATE CONDITIONS

A(1). This Development Order approval shall constitute approval of the ADA subject to the conditions set forth herein and shall be limited to the development amounts set forth in Table 1, below.

A(2). Phase I of the Development* is specifically approved subject to the conditions found within the Development Order. The Developer has demonstrated the availability of adequate infrastructure and the ability to meet Acceptable Levels of Service for roadways, potable water, waste water service, solid waste service, mass transit, drainage, and parks and recreation. The Certificate of Level of Service for Phase I shall be valid until December 31, 2004.

Phase II is conceptually approved. Approval of Phase II is subject to further Section 380.06(6) review on transportation, affordable housing and air quality consistent with the requirements of 9J-2, FAC. The determination as to the adequacy of transportation capacity for Phase II shall be made in accordance with the requirements of Chapter 380, Florida Statutes, pertaining to the analysis of transportation impacts, air quality and affordable housing.

A(3). Preliminary and Final Site Plan Applications shall be reviewed for compliance with this Development Order and shall be subject to the requirements of the Manatee County Comprehensive Plan and Land Development Code in effect at the time of such site plan application which are not specifically addressed in this Development Order or are not inconsistent with this Development Order.

A(4). The ADA and sufficiency responses are hereby incorporated by reference.

TABLE 1 - Development Totals

TYPE OF DEVELOPMENT: Multi-Use Development.
LOCATION: Northeast of the intersection of I-75 and SR 64.
TOTAL DEVELOPMENT AMOUNTS :

CATEGORY	ACREAGE	PHASE I 2000-2004	PHASE II 2004-2009	TOTAL
Commercial	151.8			
Retail		375,000 s.f.	422,000 s.f.	797,000 s.f.
Office Hotel		85,000 s.f 150 rooms	85,000 s.f. 150 rooms	170,000 s.f. 300 rooms
ACLF		300 beds	300 beds	600 beds
Residential	1075.5			
Single family detached		1,290 units	980 units	2,270 units
Single family attached/ semi-attached		660 units	480 units	1,140 units
Multi-family		600 units	990 units	1,590 units
Total Residential Units		2,550 units	2,450 units	5,000 units
Marina	12.0	162 wet slips	300 dry slips	462 slips
Recreational Open Space	467.6			
Golf Course		18 holes	27 holes	45 holes
Park		40.2 acres		40.2 acres
Institutional	10.3	7.5 acres	2.8 acres	10.3 acres
Arterial/Collectors ROW	61.0			
Lakes	164.6			
Wetlands	519.2			
Mitigation	33.8			

B. TRANSPORTATION CONDITIONS

B(1). The following roadway and intersection improvements shall be required as part of Phase I. The Developer* shall, at the time of each application for Preliminary Site Plan* approval, furnish to the County* an accurate, up to date report of the amount of development, defined in terms of net new external p.m. peak hour trips*, identified in the DRI documentation, which has previously been permitted in the Project*. New external p.m. peak hour project trips shall be based on the trip rates defined by Table 21-8 of the ADA and adjusted for pass-by and internal capture as established by Table 21-10 of the ADA (Exhibit 8). The Developer* shall not be entitled to a Preliminary Site Plan* approval which would result in the cumulative number of net new external p.m. peak hour trips for the Project* to exceed the applicable subphase net new external p.m. peak hour project trip* transportation improvement thresholds unless Funding Commitments* from Responsible Entities* have been obtained to ensure that the improvements required are in place Concurrent* with such subphase.

TABLE 2
Required Improvements

Intersection	Required Improvement	Impact Fee Creditable	When Required
a. I-75 West-ramps/SR-64	Signalize when warranted	No	Notes 1&4
b. I-75 East-ramps/SR-64	(1) Signalize when warranted (2) Reconfigure northbound off-ramp and provide a second right-turn lane.	No Yes	Notes 1&4
c. SR-64 and Lena Road	(1) Signalize when warranted (2) Eastbound left-turn lane (3) Westbound right-turn lane (4) Southbound exclusive left-turn lane (5) Southbound shared through/right-turn lane	No No No No No	Notes 1&4
d. SR-64/Kay Road	(1) Retrofit the existing Southbound approach (N. Leg) of Kay Road (local Improvement). (2) Extend the Eastbound left-turn lane to 520 feet. (3) Westbound right-turn lane (length 300 feet) (Local Improvement). (4) Signalize when warranted (5) Southbound right-turn lane (local improvement)	Note 2 Yes Note 2 No Note 2	Notes 2&4
e. Project's West access/SR-64	(1) Dual Eastbound left-turn lanes (2) Westbound right-turn lane (3) Exclusive Southbound right-turn lane (4) Exclusive Southbound left-turn lane (5) Signalize when warranted (6) Westbound left-turn lane	No No No No No Yes	Notes 1&4
f. Project's Middle access/SR-64	(1) Directional Eastbound left-turn lanes (2) Westbound right-turn lane (3) Exclusive Southbound right-turn lane	No No No	Notes 1&4

g. SR/64/Lakewood Ranch Blvd/Upper Manatee River Rd.	(1) Northbound left-turn lane (2) Southbound right-turn lane (local improvement)	Yes	Notes 3&4
h. SR70/I-75 ramps	(1) Signalize when warranted(local improvement)	No	
Roadway	**Requirement Improvement**	**Impact Fee Creditable**	**When Required**
a. SR-64 from I-75 to Lena Rd	Widen to 4-lanes	Yes	Notes 1&4
b. SR-64 Frontage/Access Rd	Construct 2-lane, two-way, south side public frontage road from West Access to Timberlane RV Park driveway.(Local Improvement)(R/W creditable[1])(Construction Non-creditable)	Yes-r/w No-Const.	Notes 1&4
c. SR 64 from Kay Rd to Lena Road	Develop and implement a time based coordinated signal system (local improvement)	No	Concurrent with signal installation

All improvements on state roads are subject to FDOT approval.

Note 1: The Developer* shall be responsible for design, permitting and construction of this improvement within thirty-six (36) months of the date upon which the Development Order becomes non-appealable. The Developer* or its Assignees shall be entitled to receive transportation impact fee credits for these improvements as defined in Table 2 above.

Note 2: The existing south approach (north leg) of Kay Road shall be relocated further west to form a typical four-legged intersection with the existing T-intersection at 60th Street Court East. Right-of-way, design and required permits shall be provided by the County*. The Developer* shall only be responsible for funding and implementing the construction of the improvement and the County*shall reimburse the Developer* for all costs associated with construction of the Local Improvement portions of this improvement. Should Manatee County fail to obtain the required right-of-way and the appropriate permits and complete the design, prior to the commencement of Phase II, the Developer* shall not be prevented from continuing development, provided that when the County does obtain right-of-way and permits and complete design, the Developer* begins construction of this improvement within 6 months. This intersection Improvement (regional improvements 2 and 4) shall be eligible to receive transportation impact fee credits. All local improvements (1, 3, and 5) shall be subject to the Reimbursement Agreement between the County* and the Developer*.

Note 3: The Developer* shall be responsible for design, permitting and construction of this improvement prior to exceedance of 2,474 p.m. peak hour net new external project trips*. The Developer* or its Assignees shall be entitled to receive transportation impact fee credits for these improvements as defined in Table 2 above.

Note 4: These improvements shall be funded by the Developer* via the posting of a bond in a form and manner acceptable to the County*. The bond for Intersection Improvements a., b., c., e., and f., and both Roadway Improvements (a., and b.) shall be posted prior to the receipt of the first permit allowing for Vertical Development*. The bond for Intersection Improvement d. shall be posted the earlier of completion of right-of-way acquisition, design and permitting or December 1, 2004. The bond for Intersection Improvement g. shall be posted the earlier of July 1, 2004 or upon reaching 2,474 p.m. peak hour net new external project trips*. The Developer,* unless otherwise specified herein, shall be responsible for

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[1] Includes all costs associated with right-of-way acquisition, i.e. property value, survey and legal description, legal fees, environmental assessments, etc.

negotiation for, and acquisition of any right-of-way necessary to accomplish this requirement. The Developer* shall be responsible for all fees and costs associated with the purchase of right-of-way, unless otherwise specified herein. If the Developer* is unable to acquire the right-of-way through a negotiated purchase, then the County* shall use it's power of eminent domain to acquire the necessary right-of-way. If condemnation is required, the Developer* shall be responsible for all associated costs with the litigation and reimburse the County, unless otherwise specified herein. Progress regarding completion of this improvement shall be included in each Annual Report. The Developer* shall provide documentation regarding such progress and provide an updated schedule of completion addressing design, right-of-way acquisition, permitting and construction. The County* shall determine the reasonableness of each updated schedule. Should the updated schedule require an extension of time for the completion of the improvement due to right-of-way acquisition or permitting, the County* shall determine if an extension of time is acceptable and if an amendment to this Zoning Ordinance is required.

B(2). When Certificates of Occupancy have been issued for 2,000 residential units, or the equivalent thereof in terms of net new external p.m. peak hour project trips, an annual monitoring program to provide peak hour counts at the Project* entrances shall be instituted to verify that the projected number of external trips for Phase I of the Project* are not exceeded. Counts shall continue on an annual basis through buildout of Phase I. This information shall be supplied in the required Annual Report. If the Annual Report indicates the total trips exceed projected counts by more than 15%, Manatee County shall conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes and may amend the Development Order to change or require additional roadway improvements. If an Annual Report is not submitted within thirty (30) days of its due date, Manatee County may conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes and may amend the Development Order to change or require additional roadway improvements. The results of the study may also serve as a basis for the Developer* or reviewing agencies to request Development Order amendments. Such a variance shall be presumed to be a substantial deviation unless the developer rebuts this presumption by clear and convincing evidence. If the variance is determined to be a Substantial Deviation, the revised transportation analysis required pursuant to Subsection 380.06(19), Florida Statutes shall be based upon results of the monitoring program and agreements reached at another transportation methodology meeting to be held prior to the preparation of the new analysis.

B(3). When Certificates of Occupancy have been issued for 2,000 residential units or the equivalent thereof, in terms of trip generation, the Developer* shall prepare a Transportation Systems Management (TSM) program. The plan shall be reviewed by Manatee County, Metropolitan Planning Organization, Florida Department of Transportation (FDOT), and TBRPC.

The TSM program shall include a yearly assessment of the actual achievement of vehicle trips diverted from the peak hour as a result of the TSM measures. This assessment shall also include sufficient and appropriate documentation for all diversions claimed as a result of the TSM measures. Results of the TSM program shall be included in the Annual Report.

If the Annual Report indicates the total peak hour trips are not being diverted reasonably commensurate with those anticipated, Manatee County shall decide whether to conduct a Substantial Deviation Determination pursuant to Subsection 380.06(19), Florida Statutes for the purpose of determining amendments or other requirements to be added to the Development Order to change TSM objectives or require additional roadway improvements. The results of the TSM study may serve as a basis for the Developer* or reviewing agencies to request Development Order amendment. The TSM program shall seek to implement and will be measured by the TSM objectives and policies set forth in the Florida Transportation Plan and shall include, but shall not be limited to:

POLICY: Promote ride sharing by private and public sector employees.

OBJECTIVES:

-- Increase urban peak automobile occupancy rates by 10% by 2002 through expanded ride sharing efforts.

-- Increase peak hours occupancy rates for transit and other high-occupancy modes of transportation by 20% by 2002.

B(4). Prior to the first Final Plat, or Certificate of Occupancy if platting is not required, the developer shall dedicate right-of-way along its entire frontage to accommodate the future six laning of State Road 64. The Developer or its assignees shall be entitled to receive full transportation impact fee credit for the dedication as defined in Table 2. The construction of model homes and the sales center shall be exempt from this condition if the Developer* does not have title to the property to be dedicated at the time a Final Platt or Certificate of Occupancy is issued for model homes or the sales center.

B(5). Prior to commencement of Phase II, the developer shall dedicate 120 feet of right-of-way and construct the Kay Road Extension as a two-lane thoroughfare roadway, including appropriate intersection improvements and associated retention, from its I-75 terminus to the eastern boundary of the project. This right-of-way width may be reduced to 84 feet if the developer can demonstrate sufficient width is available to accommodate the future 4-laning, including bicycle lanes and sidewalks on both sides of the Kay Road Extension.

C. ENVIRONMENT

C(1). Vegetation, Wildlife, and Wetlands

a. In the event that any additional state or federally-listed species are discovered on-site during project development, the developer shall immediately notify the Florida Fish and Wildlife Conservation Commission and Manatee County EMD and implement the appropriate measures for

species conservation as recommended by the Florida Fish and Wildlife Conservation Commission.

b. A management plan for the project, consistent with Policy 4.1.2.3 of the Comprehensive Plan, for removal of nuisance and exotic species, shall be developed by the applicant and approved by Manatee County prior to the first Final Site Plan approval for the project.

c. Prior to approval of any Final Subdivision Plat (or Plan if Platting is not required), the Developer* shall record Land Development covenants or deed restrictions designed to prevent homeowner's activities from degrading habitat.

d. Wetland buffers along the Manatee River, [the river as shown on Map F (Exhibit 1)], tidal creeks and islands shall be a minimum width of 50'. Wetland buffers adjacent to the marina shall be consistent with the Land Development Code and Comprehensive Plan. All other buffers shall be a minimum width of 30 feet, unless otherwise approved by the EMD, consistent with the Comprehensive Plan and Land Development Code.

e. Upland buffers between on-site wetlands, marshes, streams or rivers and any type of development or land alteration shall be delineated with temporary construction fencing prior to construction to allow these areas to be maintained with existing native vegetation or be replanted with native, transitional zone or upland vegetation. All wetland buffers shall have signage posted depicting the purpose and intent of the buffer. Signage text and location shall be approved by the Director of the Environmental Management Department. The use of pesticides, herbicides, or fertilizers, unless part of an approved nuisance and exotic management plan, shall be prohibited in these buffers and the wetlands they protect.

f. The Developer* shall submit a wetland management and mitigation plan to the County* for approval prior to, or concurrent with Preliminary Site Plan applications. This plan shall address, but not be limited to, identification of wetlands on-site, wetlands to be preserved, proposed wetland alterations, a detailed mitigation plan, control of on- and off-site water quality, methods for hydroperiod maintenance with a detailed narrative and preliminary plans for mitigated or significantly enhanced wetlands.

g. Post-development wetlands, conservation tracts, and mitigation areas shall be regarded as preservation areas for the purpose of protecting their natural attributes. These areas shall be placed under conservation easements conveyed to Manatee County consistent with the restrictions on development provided for in Section 719 of the Land Development Code.

h. The maximum amount of wetland impacts shall not exceed that listed in Table 13S-4 of the Sufficiency Response dated March 1999 and revised on 12/02/99, attached as Exhibit 2. However, at time of Preliminary Site Plan

approval, all proposed wetland impacts shall demonstrate compliance with minimization, avoidance, and mitigation, pursuant to the Comprehensive Plan, prior to authorization of any wetland impacts.

i. The native upland plant community quantities committed to be preserved on Table 12S-2 of the second sufficiency response dated March 1999 and revised on 02/01/00 (Exhibit 3), shall include 75 percent of the pine flatwoods and pine-mesic oak community located adjacent to the Manatee River and its tributaries, mangrove swamps, and saltwater marshes.

j. As shown on Table 12S-2 of the second sufficiency response dated March 1999 and revised on 02/01/00 (Exhibit 3), 36 acres of upland forested communities shall be preserved to provide habitat for the Sherman's fox squirrel.

k. Concurrent with the construction of the internal roadways adjacent to Mitigation Area 6 and the associated wetlands shown on Exhibit 12, the Developer shall construct a fence which will be a minimum of four feet in height and of chain link or a similar material that will prevent passage of young sandhill crane chicks. The general location and extent of the fence are shown on Exhibit 12.

C(2). Air Quality

a. Manatee County shall reserve the right to require mitigation measures or a revision of the site plan to alleviate potential negative impacts of the project on ambient air quality.

b. Best Management Practices shall be employed during site preparation and construction to minimize air quality impacts.

c. Any open burning conducted on site as part of land clearing activities shall be permitted by EMD.

C(3). Water Quality and Stormwater Management

a. An Integrated Pest Management Plan (IPMP) shall be developed and approved by Manatee County prior to the first Final Site Plan. The IPMP shall address the following items:
(1) Fertilizer/pesticide/herbicide/application;
(2) Golf course pest management methods and procedures; and
(3) Related quality control and assurance procedures.
A training manual shall be developed as part of the IPMP for maintenance personnel an made available on site at all times.

b. The Developer shall implement the surface and ground water monitoring plan in accordance with the Heritage Sound Water Quality Monitoring Plan

included as Appendix 14 S.1 in the Heritage Sound DRI Application for Development Approval Sufficiency Response dated March 1999 (Exhibit 10), unless otherwise modified with the approval of the Environmental Management Department.

c. There shall be no individual groundwater wells associated with single or multi-family residences allowed within the development. This requirement shall be noted in all homeowner documents and disclosure statements. The location and well size of existing wells shall be indicated on each Preliminary Site Plan submitted for the project. A Well Management Plan, for the proper rehabilitation/abandonment of existing wells in accordance with SWFWMD Rule Chapter 40D-2, shall be submitted to the EMD for review and approval prior to authorization of construction.

d. The developer shall conduct annual inspections of the surface water management system on the project site to ensure that the system is being properly maintained in keeping with its design, and is capable of accomplishing the level of stormwater storage or treatment for which it was designed and intended.

e. The stormwater management systems shall be designed, constructed, and maintained to meet Chapter 40D-4 of the Florida Administrative Code. At a minimum, planted littoral zones equivalent to 35 percent of the total minimum lake area shall be required and shall be concentrated at the outfall.

f. Best Management Practices* (BMP) for reducing water quality impacts, as recommended by the County* and SWFWMD in accordance with adopted regulations of these agencies, shall be implemented.

g. All on-site existing underground tanks shall be abandoned pursuant to applicable State and County* rules. All existing underground storage tanks within the project* shall be identified prior to the first PSP approval.

h. An Environmental Assessment of the site shall be conducted by an Environmental Consultant to determine potential hazardous material locations (i.e., historical cattle dipping vats, underground/above ground storage tanks, or buried drums). Should evidence of hazardous material be discovered, further investigations will be required to determine the level of contamination and appropriate remediation/mitigative measures. The Environmental Assessment for the entire site shall be conducted and submitted for County review prior to the first Preliminary Site Plan approval. Development restrictions may be imposed if any contamination is discovered.

C(4). Floodplains

a. All habitable structures and access roadways shall be constructed above the 100-year flood elevation.

b. Compensation for the loss of 100-year flood storage capacity shall be provided through cut and fill balance calculation and further confirmed by the no-rise certification procedure.

c. All homeowner documents, real estate disclosure forms, deeds of sale or lease agreements for land or structures in the post development 100-year flood plain on the project site of Heritage Sound, shall be accompanied by a hazard disclosure statement generally describing the property's relative probability of damage from coastal and fresh water flooding. This disclosure shall also list potential mitigation strategies including elevation, construction of safe rooms, window protection (shutters/security film), where the builder has exceeded coastal construction codes and other potential measures to increase safety.

d. The applicant shall meet or exceed all appropriate federal, state, and local construction codes, setback requirements, and flood plain management regulations.

e. All infrastructure, including gravity sewer, lift stations, service cleanouts, and manhole rims shall be set at 12 inches above the 25-year floodplain or 4 inches above the 100-year floodplain.

f. Adequate maintenance easements shall be provided on Cypress Strand (major drain). Prior to dedication, the creek embankment, excluding areas remaining in their natural states, shall be stabilized through seeding, sodding, and rip rap. The Engineer shall provide as-built typical sections for the purpose of maintenance. Any alteration to the creek shall not cause a rise in the FEMA 100-year flood elevation.

C(5). Soils

a. Best Management Practices shall be employed during site preparation and construction to prevent soil erosion.

C(6). Manatee Protection

a. Prior to any marina construction, the developer shall prepare a Manatee Protection Plan. The Plan shall be approved by the Florida Fish and Wildlife Conservation Commission, the Southwest Florida Water Management District, and Manatee County Environmental Management Department. The following elements shall be included:

1. The Developer shall comply with all standard FWCC manatee construction conditions for all in-water construction.

2. A manatee education program shall be developed and implemented for all slip lessees.

3. A navigation channel shall be designated and marked with U.S. Coast Guard approved markers from the marina downstream to the I-75 Bridge prior to occupying any wetslips. The Developer shall be responsible for posting and maintaining the markers for the established channel in perpetuity, unless the Developer* obtains a commitment for posting and/or maintenance by an appropriate governmental agency. The Developer shall be responsible for posting and maintaining the markers from its marina to the designated main river channel in perpetuity, unless otherwise posted and/or maintained by an appropriate governmental agency.

4. A sign will be installed and maintained at the facility for boaters traveling to the Manatee River. The sign shall notify boaters of the controlling depth of the river, and request that boaters stay in the marked channel.

5. The use of the boat ramp shall be limited to lessees/owners of slips at the docking facility.

6. The maximum draft, including propeller(s) for vessels associated with this project shall be 2.5 feet or as otherwise approved through the permitting process. This requirement shall be posted at the marina and included in all homeowners documents, real estate disclosure forms, deeds of sale, or lease agreements for land or structures.

7. Before commencement of the dry storage and boat lift, a speed zone from the I-75 Bridge to the vicinity of the east line of Section 16, Township 34 South, Range 19 East, shall be established by local ordinance and posted. The main marked channel shall be regulated at a speed, or speeds, as determined from public hearings and passing of an ordinance by the Manatee County Commission, with all other waters regulated as slow speed, minimum wake as applicable per Manatee County regulations. The Developer shall be responsible for posting and maintaining the established speed zone markers/buoys in the designated areas the Developer obtains a commitment for posting and maintenance by an appropriate governmental agency.

8. The Developer shall assist in the enforcement of the speed zone, once, established. It shall be a term of the lease of any slip that violations of the speed zone ordinance may result in the revocation of

the lease. An employee will be responsible for issuing warnings to lessees who are violating the speed zone. This person will also be responsible for a revocation process of the leased slip for individuals who are cited for violating the speed zone ordinance and pay a fine or are found guilty of violating the ordinance by a court of competent jurisdiction.

b. Except for docks whose sole purpose is to provide access to nature parks and/or picnic areas, and excluding specifically docks for individual or multiple single family use, the only docks on the site shall be at the marina if the marina is permitted.

c. The total number of boat slips allowed for this development in perpetuity shall not exceed 462. The first phase shall consist of up to a maximum of 162 wet slips and boat ramp. The second phase shall consist of up to a maximum of 300 dry slips. The second phase shall not be initiated until two years after the first phase has been completed.

D. ARCHAEOLOGICAL AND HISTORICAL RESOURCES.

D(1). The discovery of any significant historical or archaeological resources shall be reported to the Florida Division of Historical Resources and the disposition of such resources shall be determined in cooperation with the Division of Historical Resources and Manatee County in accordance with 9J-2 FAC.

Archaeological test excavations by a professional archaeologist shall be conducted on each such site to provide sufficient data to make a determination of significance prior to the commencement of ground-disturbing activities at the site. The final determination of significance shall be made in conjunction with the Florida Department of State, Division of Historical Resources, and the County*. The appropriate treatment of such resources (potentially including excavation of the site in accordance with the guidelines established by the Florida Department of State, Division of Historical Resources) must be completed before resource-disturbing activities are allowed to continue.

E. WASTEWATER MANAGEMENT

E(1). The County has determined that there exists adequate wastewater capacity to accommodate the impacts of Phase I of the Development*. The Certificate of Level of Service shall be valid until December 31, 2004. Commencement of Phase II of the Development*, or any subphase thereof, is subject to a determination by the County that there exists adequate wastewater capacity to accommodate the impacts of Phase II. Such Phase II determinations shall be made in accordance with the Manatee County concurrency requirements in effect at the time Phase II commences.

F. WATER SUPPLY

F(1). The County has determined that there exists adequate potable water capacity to accommodate the impacts of Phase I of the Development*. The Certificate of Level of Service shall be valid until December 31, 2004. Commencement of Phase II of the Development*, or any subphase thereof, is subject to a determination by the County that there exists adequate potable water capacity to accommodate the impacts of Phase II. Such Phase II determinations shall be made in accordance with the Manatee County concurrency requirements in effect at the time Phase II commences.

F(2). The developer shall use non-potable water, stormwater, reclaimed water (when available) for irrigation of landscaping. When available, the applicant shall use reclaimed water or another alternative source (other than the Floridan aquifer) for tee areas, fairways, greens, and common areas. Irrigation systems shall be designed, installed, and operated for maximum water use efficiency and be developed by an irrigation contractor licensed or certified by the State of Florida. The irrigation system shall include the following:

(a) Irrigation zones with differing water requirements such as putting greens, tees, fairways, and common areas shall be irrigated separately.
(b) Low-volume irrigation system components shall be used to the maximum extent possible.
(c) High-frequency irrigation areas shall be limited to tees and greens.
(d) The irrigation system shall include rain sensors with automatic rain shutoff devices which shall be installed on each controller within the irrigation system.
(e) Maintenance of the irrigation system will include resetting the automatic controllers according to the season and checking, adjusting, and repairing irrigation devices to ensure optimum operating efficiency.

F(3). For the purpose of potable or reclaimed water conservation, utilization of Xeriscape landscaping principles shall be incorporated into the golf course design and other landscape areas which shall include ecologically viable portions of the site's existing native vegetation. Xeriscaped areas shall not be irrigated.

F(4). The applicant shall use the lowest quality of water available for irrigation purposes. Consideration shall be given to meeting the irrigation needs of the project with the following sources, in order of preference; (1) treated wastewater, (2) treated stormwater; (3) non-potable quality groundwater. Prior to each Final Site Plan approval, the developer shall identify the irrigation source which will be utilized. When it becomes available from Manatee County, Heritage Sound shall connect to the County's wastewater reuse system. All wells no longer needed for irrigation purposes shall be properly abandoned except for such wells as may be needed for emergency purposes.

F(5). Water-saving devices shall be required in the project as mandated by the Florida Water Conservation Act (Section 553.14, F.S.).

F(6). For the purpose of potable water conservation, installation of high-efficiency (low volume) plumbing fixtures, appliances, and other water conserving devices shall be required. The water conservation fixtures and measures (low water use toilets, shower heads and other plumbing fixtures) referenced in the ADA shall be required.

F(7). The Developer* shall maintain all water lines and fire hydrants not dedicated to the County.

F(8). All irrigation wells which are not proposed for use (about 30) or are not needed for emergency purposes shall be properly sealed and abandoned prior to commencement of development in the areas where the wells are located. Additionally, an appropriately located irrigation well or wells as approved by Water Management District staff shall be tested annually for salinity.

G. SOLID/HAZARDOUS WASTE/MEDICAL WASTE

G(1). The County has determined that there exists adequate solid waste capacity to accommodate the impacts of Phase I of the Development*. The Certificate of Level of Service shall be valid until December 31, 2004. Commencement of Phase II of the Development*, or any subphase thereof, is subject to a determination by the County that there exists adequate solid waste capacity to accommodate the impacts of Phase II. Such Phase II determinations shall be made in accordance with the Manatee County concurrency requirements in effect at the time Phase II commences.

G(2). In the event that hazardous materials or medical waste are located on the site, they shall be handled in a manner consistent with applicable Federal, State and Local regulations.

H. ENERGY

H(1). The energy conservation measures referenced of page 29.3 of the ADA shall be utilized as applicable (Exhibit 5).

H(2). The developer shall use xeriscape landscaping wherever possible to reduce both water and energy consumption.

I. RECREATION AND OPEN SPACE

I(1). The Project* shall contain, at a minimum, 893.9 acres of open space. The property designated for recreation purposes shall include a 37.0 acre community park open to the general public, a 4.2 acre private neighborhood park, a 12.0 acre marina, and 250.0 acres of golf.

I(2). The Developer shall be responsible for the maintenance of all recreation and open space areas within the project site not dedicated to the County.

I(3). A system of bicycle and pedestrian trails shall be developed to link the residential, commercial and recreational areas. If bicycle trails are combined with the required sidewalk system, then it shall be designed and constructed with a minimum width of 8 feet. If it is not combined with the sidewalk, then a 4 foot wide lane shall be provided on each side of the roadway. Prior to the first residential subphase south of the Kay Road Extension and the first residential subphase north of the Kay Road Extension a comprehensive pedestrian/bicycle plan for each side of the Kay Road Extension shall be submitted and approved by Manatee County.

J. PUBLIC SAFETY

J(1). The Developer* shall be responsible for contributing a pro-rata share of the cost of land acquisition, construction, equipping, and staffing of emergency service facilities for police and fire services or any combination thereof. The Developer* may, with the concurrence of the County, satisfy this obligation in whole or in part by conveyance of land deemed suitable for the intended use by the County or payment of impact fees, as allowed by the Land Development Code, if applicable. An agreement as to pro-rata share for each Phase*, mutually acceptable to the County and the Developer shall be reached prior to the issuance of the first Final Site Plan or Final Plat for Vertical Development for each Phase*. The pro-rata share shall not exceed the total sum of impact fees anticipated from the Project and any pro-rata lump sum payment shall be creditable against the payment of impact fees, in accordance with applicable law.

K. HURRICANE PREPAREDNESS

K(1). The applicant/developer shall promote awareness of hurricane/flooding hazard, preparedness and hazard mitigation through public information, neighborhood association newsletters, model homes, commercial/office buildings, etc.

K(2). The applicant shall meet or exceed all appropriate federal, state and local construction codes, setback requirements, and flood plain management regulations recognizing the vulnerability of this site to fresh water flooding and tropical storms and hurricanes.

K(3). Prior to the first Final Site Plan for a site located either completely or partially within the Coastal Planning Area, as identified in the Comprehensive Plan, the applicant shall develop a master plan for evacuation and recovery to ensure the safe and orderly evacuation of vulnerable residents, hotel guests, and employees after an official evacuation order is issued. This plan shall include such provisions as, but not be limited to: (1) ordering all buildings in the evacuated areas closed for the duration of a hurricane evacuation order; (2) informing all residents, guests and employees of evacuation routes out of the flood prone area and measures to be followed in the event of same; and (3) making all efforts to coordinate with and inform appropriate public authorities of building closings, security and safety measures, and evacuation and re-entry/recovery plans. This plan shall be submitted to the DCA and the County for review and approval before approval of a Final Site Plan for habitable construction within the Coastal Planning Area. DCA shall have 45 days to comment on this plan. The Development Order shall be amended to include the master plan for evacuation and recovery at time of submittal and approval of the next NOPC following the approval of said plan.

K(4). Prior to the first Final Site Plan approval for any site located either completely or partially within the Coastal Planning Area for habitable construction, the applicant shall develop a master plan for mitigating the project's impacts on emergency public shelters consistent with the requirements of Rule 9J-2.0256, FAC. These measures may include, but not be limited to: construction of shelter space in accordance with ARC 4496 shelter standards; payment in lieu of construction; and /or participation in the upgrading of existing shelter space. The plan shall be submitted to the DCA and the County for review and approval before approval of a Final Site Plan for habitable construction. DCA shall have 45 days to comment on this plan. The development order shall be amended to include the Master Plan for emergency public shelter space at the time of submittal and approval of the next NOPC following approval of said Plan.

L. EDUCATION

L(1). The Developer* shall mitigate potential school impacts through one of the options provided below. The choice of option shall be at the discretion of the Manatee County School Board.

(a) The Developer* shall finance the construction of an elementary school located on property north of, and adjacent to, Haile Middle School. The School Board shall be responsible for the actual construction and shall reimburse the Developer* on mutually acceptable terms. The School Board shall notify the Developer* within four years of the approval of this DRI whether to have the Developer* finance the construction of the school.

(b) The Developer shall make of payment $825,000.00 to the School Board, upon request (which represents a cost of $35,000.00 per acre) with a three percent (3%) adjustment per year for five years. Request for payment shall be made no earlier than the date of the issuance of the first residential Certificate of Occupancy. Payment shall be made within 30 days of request.

L.(2) Should the School Board select L(1).b above, the Developer* shall commit to a monitoring program, to be established by the School Board, and shall continue until buildout of the residential portion of the Project*. The monitoring program shall require that annual payments in the amounts specified below be made to the School Board if any of the following number of students is exceeded.

Number of students anticipated as a result of Heritage Sound	Number of students which cannot be exceeded without additional funding	Funding per additional student
1,774	1,228	$673

L.(3) The Developer* shall fund the cost of a sidewalk from the school board property line (adjacent to the student drop off area within Heritage Sound) to Haile Middle School and a shelter adjacent to the drop off area, upon the request of the School Board.

M. MARINA FACILITIES

M(1). Live-aboards, defined as occupying a vessel for more than three consecutive days, shall not be allowed.

M(2). Manatee protection measures outlined by the Bureau of Protected Species Management, including educational signage, channel markings, etc., shall be implemented in accordance with Condition C(6).

M(3). The marina shall implement the elements of the Florida Clean Marina Program to minimize the introduction of deleterious substances into the marina basin that would be detrimental to water quality. (Developer's commitment)

M(4). A fuel spill response plan shall be prepared and approved by Manatee County prior to Final Site Plan approval for the marina or boat livery. Marina staff shall be trained in the implementation of the plan. Each annual report shall include a report on marina operation, including the number of wet and dry slips occupied; the number leased by residents; and any incidents of fuel spills.

M(5). The slip lease agreement shall prohibit use of sudsing cleaners containing ammonia, sodium hypochlorite, chlorinated solvents, petroleum distillates, or lye.

M(6). The provisions of the Pollution Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, shall be strictly adhered to.

N. AFFORDABLE HOUSING

N.(1) An assessment of the potential affordable housing impacts of the Project was performed as part of the Application for Development Approval. This analysis was accepted by all reviewing agencies and determined that there is no unmet need created in Phase I of this Project*. The analysis identified a potential unmet need for one hundred eight (108) moderate income units in Phase II. This analysis utilized the East Central Florida Regional Planning Council's (ECFRPC) "Housing Demand, Supply and Need Methodology for Assessing the Affordable Housing Impact of Development of Regional Impact," April, 1996.

N.(2) Prior to the initiation of Phase II, the Developer* shall conduct a reanalysis of affordable housing impacts in accordance with Section 380.06(6) and utilizing a methodology acceptable to the County*and the DCA.

N.(3) The Developer* proposes to develop on-site housing to augment the existing supply of affordable housing in order to satisfy any potential unmet demand in Phase II. When a residential unit is constructed on-site and is within the affordable housing cost range, the potential unmet demand identified in the affordable housing cost range, the potential unmet demand identified in the affordable housing analysis shall be reduced by one and one-half (1.5) units in accordance with Rule 9J-2.048(8)(c)1., F.A.C. Each year in the annual report required by Condition O.6, the Developer* shall report the number of units constructed and sold or offered for rent with the Project*, during the preceding twelve (12) months and cumulatively, within the housing cost ranges as calculated utilizing that current year's annual median income as proved by the

Department of Housing and Urban Development and pursuant to the ECFRPC's "Housing Demand, Supply and Need Methodology for Assessing the Affordable Housing Impact of Development of Regional Impact," April, 1996.

N.(4) This condition shall govern affordable housing impacts and mitigation for the Project* for purposes of the local comprehensive plan and DCA's Adequate Housing Uniform Standard Rule through completion of the second phase of the Project*

O. GENERAL CONDITIONS

O(1). Should the Project* significantly depart from the parameters set forth in this Development Order and the ADA*, the Project* will be subject to a Substantial Deviation Review, pursuant to Section 380.06. Florida Statutes. Any change to the Project* which meets the criteria set forth in Subsection 380.06(19), Florida Statutes shall require a hearing to determine if the change constitutes a Substantial Deviation.

O(2). The Developer's* commitments set forth in the ADA*, and, as summarized in Section 5 herein, shall be honored, except as they may be superseded by specific terms of the Development Order.

O(3). Should the Developer* divest itself of all interest in the Project* prior to the expiration of the Development Order, the Developer* shall designate the successor entity to be responsible for preparation of the Annual Report, subject to approval by the County*.

O(4). Buildout shall be completed by December 31, 2009. This Development Order shall expire December 31, 2014 to allow for post-development monitoring. Unless otherwise specified in this Development Order, all conditions herein shall be complied with on or before the expiration date of this Development Order.

O(5). The Manatee County Planning Director or the Director's authorized designee shall be responsible for monitoring the Development and ensuring its compliance with this Development Order. The data necessary for monitoring the Development shall be generated by building permits, certificates of occupancy, approval of plats and offering statements, the Annual Report, and on-site observations. The enforcement of the Terms and conditions of this Development Order shall be through such means as are authorized by Chapter 380, Florida Statutes, and through the Manatee County Land Development Code.

O(6). The Developer*, its successors, assigns or transferees, shall submit Annual DRI Reports in accordance with Section 380.06(18), Florida Statutes* to the County*, TBRPC, the State Land Planning Agency, and other agencies, as may be appropriate, on March 21, 2001 and each year thereafter until such time as all terms and conditions of this Development Order are satisfied. Six (6) copies of this report shall be submitted to the Director of the Manatee County Planning Department or the Director's designee, who shall review the report for compliance with the terms and conditions of this Development Order and who may submit an appropriate report to the County Commission should the Planning Director decide further orders and conditions are

necessary. The Developer* shall be notified of any Board of County Commissioners' hearing wherein such report is to be considered or reviewed; provided, however, that receipt and review of any such report by the Board of County Commissioners shall not be considered as a substitute, modification, or change of any conditions, or any terms or conditions of this Development Order. The Annual Report shall contain the following:

a. Any change in the plan of development, or in the representation contained in the ADA, or in the phasing or land uses for the reporting year and for the next year;
b. A summary comparison of development activity proposed and actually conducted for the year;
c. 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, leased, or optioned by the Developer* adjacent to the land encompassed by the Development Order for the Project;
e. An assessment of the Developer's* and the local government's compliance with the conditions of approval contained in the DRI Development Order and the commitments that are contained in the Application for Development Approval* and which have been identified by the County*, TBRPC, or 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 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 copy of any recorded notice of the adoption of a Development Order for the subsequent modification of an adopted Development Order that was recorded by the Developer* pursuant to Subsection 380.06(14)(d), Florida Statutes;
j. A statement that all persons have been sent copies of the Annual Report in conformance with Subsection 380.06(15) and (18), Florida Statutes;
k. Information on the actual prices and rents of housing units constructed relative to the then current Department of Housing and Urban Development (HUD) affordable housing guidelines;
l. Reports and/or information pursuant to conditions B(2), B(3), C(1)h and i, C(3)d, K(3), K(4), and N.(3).
m. An updated map showing the locations and acreage of upland and wetland preservation.

O.(7) In the event of a Development Order appeal or other legal challenge of this Development Order by the Department of Community Affairs, then the Developer* shall pay all reasonable costs and fees of County* staff and attorneys relating to said appeal or legal challenge at the rate for processing

this Development Order under the current Planning fee schedule. Payment of all billings by the Developer* related to such fees and costs shall be paid within forty five (45) days of submittal of an invoice.

SECTION 5. DEVELOPER COMMITMENTS.

The following are developer commitments set forth in the Application for Development Approval (ADA) and Sufficiency Responses (SR) which shall be honored by the developer, except as they may be superseded by specific terms of the Development Order.

VEGETATION, WILDLIFE AND WETLANDS

1. Potential (sandhill crane) nesting habitat will be preserved (SR, pg. 2.2)

2. Former potential (sandhill crane) nesting habitat will be enhanced and restored. (SR, pg. 2.2)

3. Potential (sandhill crane) foraging habitat will also be maintained. (SR, pg. 2.3)

4. The surface water management system for the project will be designed to protect potential (sandhill crane) nesting marshes from unnatural peaks in water levels that might flood nests and cause failure. (SR, pg. 2.3)

5. Potential (sandhill crane) nesting marshes... will be buffered from proximate sources of active disturbance. (SR, pg. 2.3)

6. Management of upland and wetland areas will include control or treatment of nuisance and exotic species, such as cattails, Brazilian pepper, and primrose willow. Mechanical means will be used control the height of saw palmettos in undeveloped pine flatwoods areas. Restrictive deeds and covenants to prevent unauthorized impacts from clearing, the removal of desirable vegetation, will be incorporated into the home owners documents or deed restrictions, which will be enforced by the applicant and successor entity. (SR, pg. 2.6)

7. Those wetlands conserved will be assured long-term conservation and protection post-development by conservation mechanisms consistent with the Manatee County Comprehensive Plan and Land Development Regulation requirements at the time of the development order. (SR, pg.2.22)

FLOODPLAINS

1. All roads, utilities, and structures will be constructed above the mapped 25-year and 100-year floodplains. (SR, pg. 2.44)

WATER SUPPLY

1. The potable water distribution system will be built by the Developer*, then dedicated to Manatee County for operation and maintenance. (ADA, pg. 17.6)

SOLID WASTE/HAZARDOUS WASTE/MEDICAL WASTE

1. The developer will prepare and submit a Hazardous Material Management Plan for the golf course at time of site plan application to Manatee County (SR, pg. 3.16)

POLICE AND FIRE PROTECTION

1. The developer has agreed to provide a "pro rata share" of the cost of expanding police and fire protection services to the project. Such costs could include additional Sheriffs Office personnel and an additional aerial truck for the Braden River Fire District if three or more structures are greater than 34 feet in height. (ADA, Page 25.1)

RECREATION AND OPEN SPACE

1. The developer has proposed a system of bicycle and pedestrian trails to be developed to join together the residential areas, golf course, and community park. (ADA, page 26.1)

EDUCATION

1. The developer will work with the Manatee County School Board to determine the most appropriate method to mitigate potential school facility impacts. (ADA 27.1)

2. The developer will work with the School Board to identify an appropriate site within Heritage Sound if the School Board determines that this location will meet their long term needs. (SR 6.3)

PORTS AND MARINAS

1. No live-aboards will be allowed at the marina facility. (ADA, pg. 37.5)

2. A sewage pump-out facility will be provided for use of the residents and other boaters. (ADA, pg. 37.5)

3. Paint scraping, sanding or sandblasting, hull painting, or major engine repairs will be prohibited. Limited boat maintenance activities and minor engine repairs and servicing will be allowed, and specifically listed in the marina slip agreements (SR, pg. 7.3)

4. Fuel handling will follow the recommended elements of the Florida Clean Marina Program by providing signage and pamphlets that stress the impact from spills and fueling activities, including awareness of the fiscal responsibility a boater has if they create a spill and subsequent clean up is required. All fuel nozzles will have automatic/back-pressure/shut-off nozzles. Fueling of small cans will take place on impervious fireproof containment trays. A Fuel Response Package will contain containment booms, pads, and absorbents readily available in well-marked, easily accessible container(s). A fuel spill response plan will be prepared, and marina staff will be trained in the implementation of the plan. The provisions of the Pollution

Discharge Act outlined in Section 376, Florida Statutes, and Chapter 62N, Florida Administrative Code, will be strictly adhered to. (SR, pg. 7.2)

5. A slow speed zone from the marina to the main river channel will be posted and select interior braided channels adjacent and within the project area will be marked for slow speed only (throughout the year). The main natural river channel from the marina downstream to where the river becomes a broad system will be marked with regulation markers. (SR, pg. 7.4)

SECTION 6. LEGAL DESCRIPTION.

Development of Heritage Sound shall be restricted to the 2,495.8 acre tract of land described below:

All of Sections 13, 14, 23, 24, 25, 26, 35 and 36, Township 34 South, Range 18 East, Manatee County, Florida, lying north of State Road No. 64, as shown on State Road Department right-of-way map Section No. 1305-250 and also north of State Road No. 93 (Interstate 75) as shown on Department of Transportation right-of-way map for Section 13075-2403 and south of the mean high water line of the south bank of the Manatee River. Containing 2,397.5 acres more or less.
Also: That portion of the following described tract of land lying southwest of State road No. 93 (Interstate 75) and east of the easterly limited access right-of-way line of Kay Road as shown on Department of Transportation right-of-way map for Section 13075-2404, Sheet 3 of 9:
Begin at the NW corner of Section 26, Township 34 South, Range 18 East running East 2,681.25 feet, thence running South 3,769 feet, thence running West 2,681.25 feet, thence running North to the Point of Beginning, less the Southernmost 1640.5 feet thereof. Containing 10.6 acres, more or less.
Also: Unsurveyed portion of Section 12, Township 34 South, Range 18 East, lying South of Government Lots 3 and 4;
Unsurveyed portion of Section 13, Township 34 South, Range 18 East, less and except the following described lands:
Begin at the NW corner of Section 13, Township 34 South, Range 18 East; thence South to the water of the Manatee River; thence meander the waters of the Manatee River in an Easterly and Northeasterly direction to a point on the North line of said Section 13 which is on or near the extended East line of U.S. Government Lot 1 of Section 12, Township 34 South, Range 18 East; thence West along the North line of Section 13 to the Point of Beginning;
Unsurveyed portion of Section 14, Township 34 South, Range 18 East, less and except the following described lands:
Begin at the NE corner of Section 14, Township 34 South , Range 18 East; thence South to the waters of Manatee River; thence meander the waters of the Manatee River in a Westerly and Northwesterly direction to a point on the North line of said Section 14, run thence East along the North line of said Section 14 to the Point of Beginning; Containing approximately 87.7 acres (computed by digitizing from aerial photographs the area above the approximate mean high water line).
All lying and being location Manatee County, Florida.
The area of all of the above described land is approximately 2,495.8 acres.

SECTION 10. COMPLIANCE WITH CODES AND ORDINANCES.

All development undertaken pursuant to this Development Order shall be in accordance with all applicable local codes and ordinances in effect at the time of permitting, and other laws, except as specifically provided herein.

SECTION 11. RENDITION.

The Planning Department is hereby directed to send certified copies of this Development Order within thirty (30) days of the BOCC approval to the Developer, DCA, and TBRPC.

SECTION 12. NOTICE OF RECORDING.

The Developer shall record a notice of adoption of this Development Order as required pursuant to Chapter 380, Florida Statutes, and shall furnish the Planning Department a copy of the recorded notice.

SECTION 13. SEVERABILITY.

It is the intent of this Development Order to comply with the requirements of all applicable law and constitutional requirements. If any provision of this Ordinance or the application thereof to any person or circumstance is for any reason held or declared to be unconstitutional, inoperative, or void by a Court of Competent jurisdiction, such holdings of invalidity shall not affect the remaining portions or applications of this Ordinance, and to this end the provisions of this Ordinance are declared severable.

SECTION 14. EFFECTIVE DATE.

This Ordinance shall become effective upon filing of a certified copy with the Department of State; provided, however, that the filing of a notice of Appeal pursuant to Section 380.07, Florida Statutes shall suspend development authorization granted by this Development Order, until the resolution of said of appeal.

PASSED AND DULY ADOPTED WITH A QUORUM PRESENT AND VOTING BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA THIS THE 21st DAY OF MARCH, 2000.

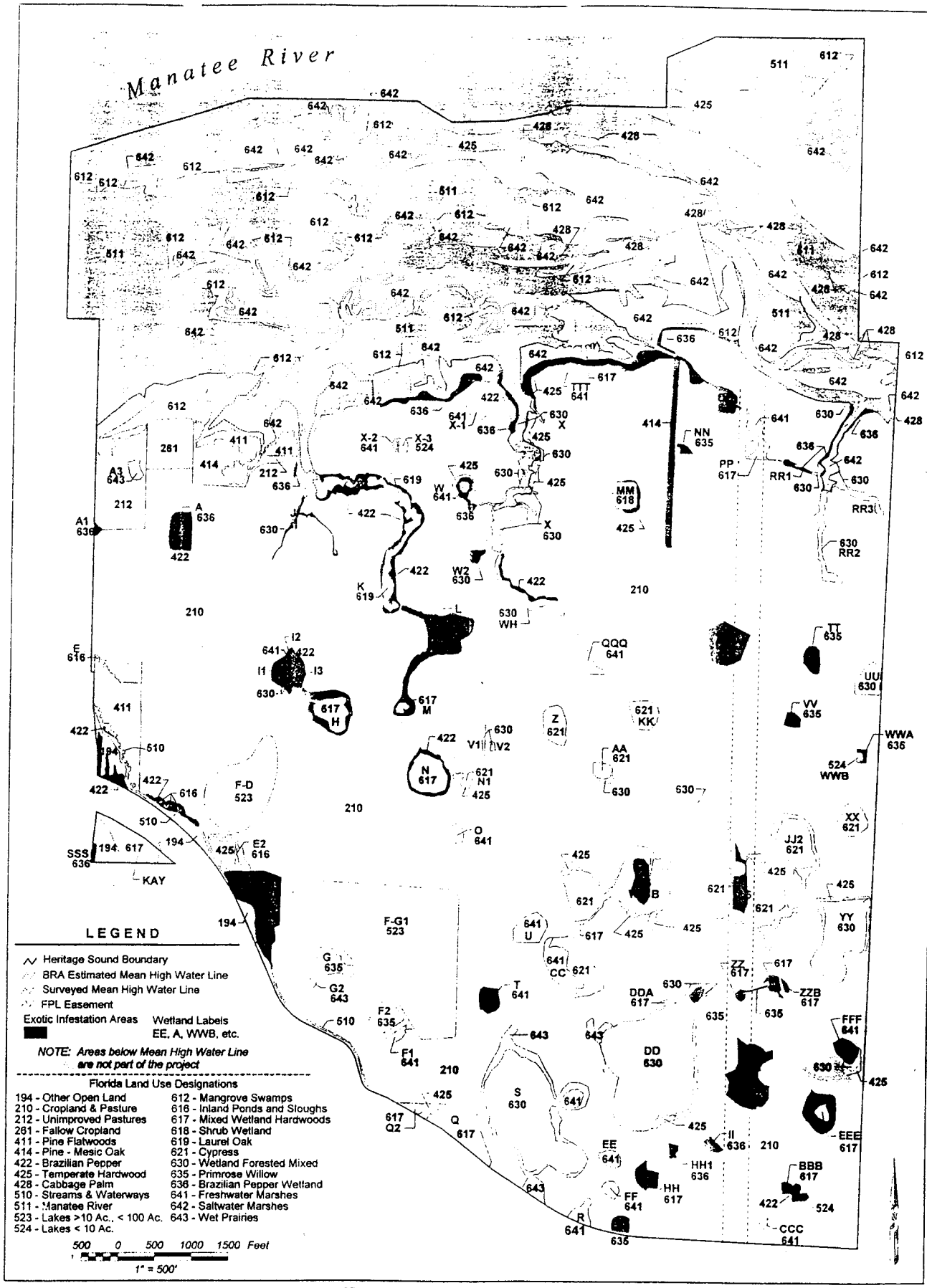
BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: _____
Chairman

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

_____

EXHIBIT 1



REVISED MAP F

VEGETATION ASSOCIATIONS

8 March, 1999

HERITAGE SOUND

A Development of Regional Impact

US·Home

CONSULTANT TEAM

Wilson Miller — Project Coordination, Planning, Engineering

Harlles, Porges, Hemlin, Knowles Gold & Prouty — Legal Counsel

Barnes & Moore, Inc. — Transportation

Fishkind & Associates, Inc. — Economics

Biological Research Associates, Ltd. — Environmental

Janus Research — Archaeological

Florida Planning Studio, Inc. — Master Planning

W. Dexter Bender & Associates, Inc. — Marine Engineering & Environmental

TABLE 13S-4
SUMMARY OF WETLAND IMPACTS
PROPOSED WITHIN HERITAGE SOUND

WETLAND I.D.	WETLAND TYPE AT IMPACT LOCATIONS	IMPACT TYPE	ECOLOGICAL QUALITY OF IMPACTED AREA	ACRES OF IMPACTS
BB	Forested	Road	Medium/High	0.29
BBB	Forested	Residential	Low	0.45
DD	Herbaceous	Golf	Low	2.40
EE	Herbaceous	Road	Medium	0.40
EEE	Forested	Residential	Medium/Low	0.01
F1	Herbaceous	Commercial	Medium	0.76
F2	Herbaceous	Commercial	Medium	2.98
FF	Herbaceous	Commercial	Medium/Low	0.94
G	Herbaceous	Commercial	Medium/Low	2.89
GG	Herbaceous	Commercial	Medium	1.19
G2	Herbaceous	Commercial	Medium/Low	0.23
H	Forested	Road	Low	0.11
HH	Forested	Road	Low	0.10
I1	Forested	Golf	Low	0.49
I2	Herbaceous	Golf	Low	0.17
I3	Forested	Golf	Low	0.30
J	Forested	Golf	Low	0.10
J	Forested	Residential	Low	0.30
K	Forested	Road	Medium/High	0.09
KK	Herbaceous	Residential	Medium	0.01
L	Forested	Golf	Low	0.03
N	Herbaceous	Road	Medium	0.02
NN	Herbaceous	Golf	Medium/Low	0.40
N1	Forested	Road	Medium/High	0.20
OO	Forested	Golf	Low	0.14
PP	Herbaceous	Residential	Low	0.03
Q	Forested	Road/Commercial	High	4.90
Q2	Forested	Commercial	Medium/High	0.71
R	Herbaceous	Road	Medium	0.57
R2	Herbaceous	Commercial	Medium	0.90
RR3	Forested	Road	High	0.20
S	Herbaceous	Road	Medium/High	1.06
S	Forested	Road	High	3.43

TABLE 13S-4 (Con't.)
SUMMARY OF WETLAND IMPACTS
PROPOSED WITHIN HERITAGE SOUND

WETLAND I.D.	WETLAND TYPE AT IMPACT LOCATIONS	IMPACT TYPE	ECOLOGICAL QUALITY OF IMPACTED AREA	ACRES OF IMPACTS
V1	Forested	Residential	Medium/Low	0.29
V2	Forested	Residential	Medium	0.17
W	Forested	Residential	Medium/Low	0.20
WWA	Herbaceous	Residential	Low	0.34
WWB	Herbaceous	Residential	Low	0.14
WH	Forested	Road	Medium	0.30
X	Forested	Golf	Medium/High	0.05
ZZ	Herbaceous	Residential	Medium/Low	0.11
River Marsh	Herbaceous	Golf	High	0.03
River Marsh*	Herbaceous	Marina	High	1.10
TOTAL WETLAND IMPACT ACREAGE				29.34

*0.7 acres of Rivermarsh impacts fall below Mean High Water Elevation.

EXHIBIT 3

TABLE 12S-2
SUMMARY OF ALL PRESERVED PLANT COMMUNITIES WITHIN HERITAGE SOUND

FLUCFUS CODE	COMMUNITY TYPE	EXISTING ACREAGE	POST DEVELOPMENT ACREAGE	PERCENTAGE OF COMMUNITY RETAINED
194	Other Open Land	13.7	122.4	-
210	Cropland & Pastureland	1787.7	0	0
212	Unimproved Pasture	18.9	-	0
261	Fallow Cropland	9.6	-	0
411	Pine Flatwoods	22.9	9.6	42.1
414	Pine-Mesic Oak	13.2	6.5	49.1
422	Brazilian Pepper	35.0	0	0
425	Temperate Hardwoods	35.3	20.1	56.9
428	Cabbage Palm	11.8	11.8	100
510	Streams & Waterways	3.7	3.7	100
523	Lakes, 10-100 acres	84.7	84.7	100
524	Lakes, < 10 acres	1.2	164.6	1371.7
612	Mangrove Swamps	15.7	15.7	100
616	Inland Ponds & Sloughs	1.1	1.1	100
617	Mixed Wetland Hardwoods	45.8	46.8	102.2
618	Shrub Wetlands	2.5	2.5	100
619	Laurel Oak	5.6	5.7	101.8
621	Cypress	60.6	61.0	100.6
630	Wetland Forested Mixed	101.0	102.4	101.4
635	Primrose Willow	22.4	14.0	62.5
636	Brazilian Pepper Wetland	19.2	18.7	97.4
641	Freshwater Marsh	28.2	40.0	141.8
642	Saltwater Marsh	143.0	143.3	100.2
643	Wet Prairie	13	13.3	102.3
TOTAL ACREAGE		2495.8		

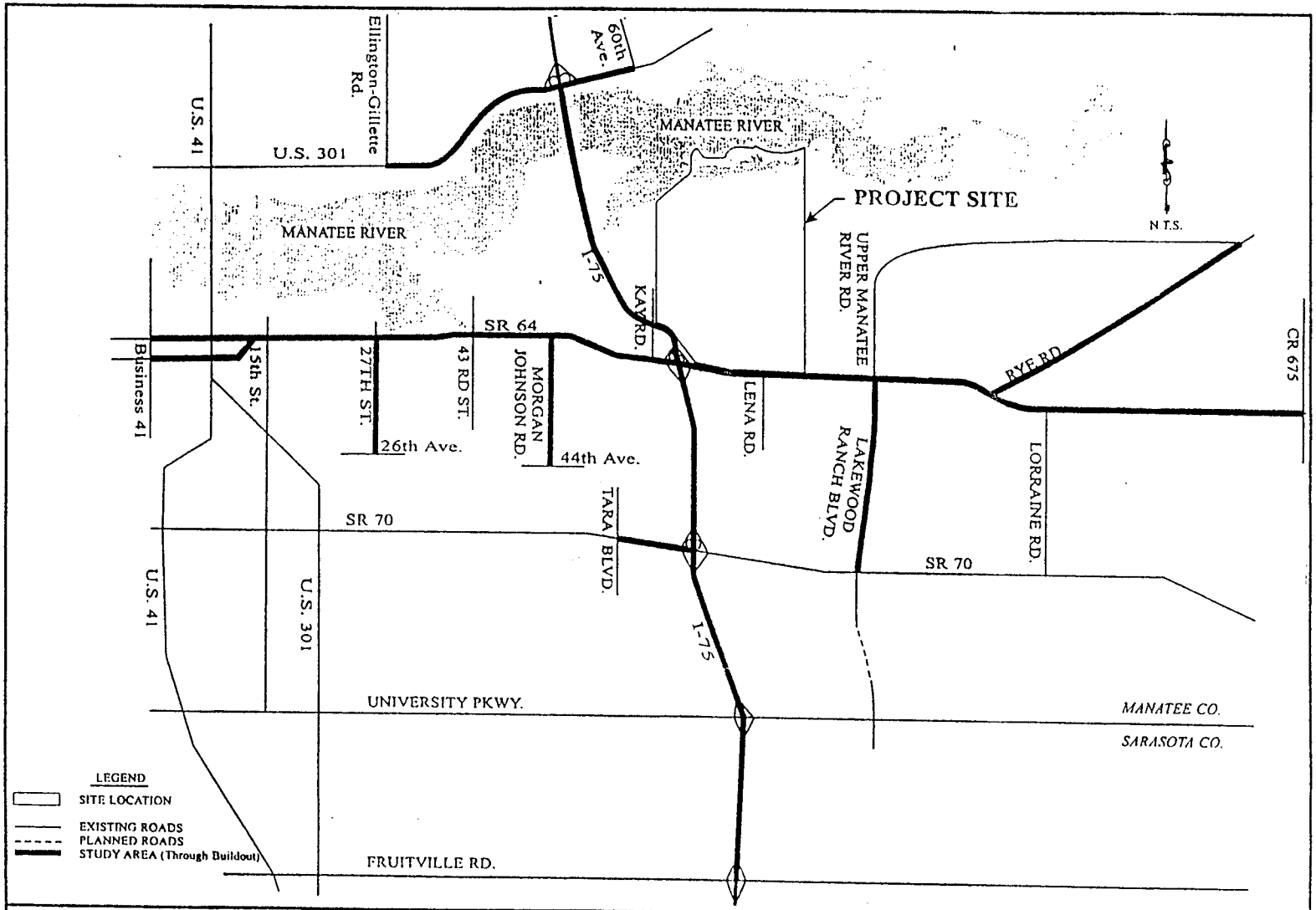
EXHIBIT 4 - APPLICATION FOR DEVELOPMENT APPROVAL DATED OCTOBER 30, 1998 AND SUFFICIENCY RESPONSES SUBMITTED MARCH 25, 1999 AND MAY 19, 1999 AND RESPONSE TO THE SECOND SUFFICIENCY COMMENTS DATED MAY 17, 1999 WERE PREVIOUSLY TRANSMITTED TO THE DEPARTMENT OF COMMUNITY AFFAIRS AND TAMPA BAY REGIONAL PLANNING COUNCIL BY THE APPLICANT.

EXHIBIT 5

REQUIRED ENERGY CONSERVATION METHODS

As a mixed use project with extensive recreational amenities and interconnected residential areas, Heritage Sound provides the opportunity to utilize alternate transportation methods and will result in reduced travel needs. It is anticipated that pedestrian and bikeways throughout the project will connect residential, commercial, and recreational areas, and that the development of residential in close proximity to employment, shopping and other needs will result in a reduction of travel times and energy usage.

It is anticipated that traditional energy conservation methods will be utilized in construction of both residential and non-residential facilities. These methods may include increased insulation, high efficiency mechanical devices, cross ventilation, solar heating and cooling, and low pressure sodium lamps for external lighting. Xeriscape landscaping will be recommended wherever possible to reduce irrigation and energy needs by relying on plants most suitable to the climate and conditions of west central Florida.



US·Home

Figure 21-1
Transportation Study Network

Heritage Sound

EXHIBIT 7

TABLE 21-8
PROJECT TRIP GENERATION--PHASE I
HERITAGE SOUND DRI

Land Use	LUC	Size	Daily Trips (Two-Way)	A.M. Peak-Hour Trips In	A.M. Peak-Hour Trips Out	P.M. Peak-Hour Trips In	P.M. Peak-Hour Trips Out
S.F. Dwelling Units-Detached	210	1,290 d.u.	10,899	228	684	688	387
M.F. Dwelling Units-Apts.	220	300 d.u.	1,932	24	128	121	60
S.F. Dwelling Units Attached	230	960 d.u.	4,451	52	254	267	132
Hotel	310	150 occ. rms.	1,338	51	37	45	46
Park	412	26 acres	59	1	0	1	1
Community Docking Facility	420	162 slips	723	4	9	19	13
Golf Course	430	18 holes	643	32	8	22	27
Library (Institutional)	590	20,000 s.f.	1,192	15	6	64	69
ACLF/Nursing Home	620	300 beds	972	29	17	22	30
Business Office	710	85,000 s.f.	1,171	144	20	30	145
General Commercial Retail	820	200,000 s.f.	10,645	147	94	486	527
Highway Commercial Retail	820	25,000 s.f.	2,795	43	27	131	141
Neighborhood Commercial Retail	820	150,000 s.f.	8,847	124	79	405	439
		Total Trips =	**45,667**	**894**	**1,363**	**2,301**	**2,017**

Source : ITE, Trip Generation, 6th Ed., 1997
ITE Journal, June 1996
Dames & Moore, 1998

TABLE 21-10

INTERNAL/EXTERNAL TRIP ESTIMATES--PHASE I

HERITAGE SOUND DRI

	DAILY TRIPS	A.M. PEAK-HOUR TRIPS IN	A.M. PEAK-HOUR TRIPS OUT	P.M. PEAK-HOUR TRIPS IN	P.M. PEAK-HOUR TRIPS OUT
Total Gross Trip-Ends	45,667	894	1,363	2,301	2,017
Internal Capture Trips (20%)	-9133	-226	-226	-431	-431
Total External Trip-Ends	36,534	668	1,137	1,870	1,586
Pass-by Capture Trips	-7377	-105	-66	-340	-367
Total New External Trip-Ends	29,157	563	1,071	1,530	1,219

Source : ITE, Trip Generation, 5th Ed., 1991
Dames & Moore, 1998

EXHIBIT 10

HERITAGE SOUND
WATER QUALITY MONITORING PLAN
REVISED AUGUST 1998

Prepared for:

US Home Corporation
337 Interstate Boulevard
Sarasota, Florida 34240

Raymond K. Loraine
Senior Ecologist

Douglas J. Durbin, Ph.D.
Senior Ecologist

1.0 Introduction

The proposed Heritage Sound development is located immediately south of the Manatee River and east of Interstate 75 in Sections 13, 14, 23, 24, 25, 26, 35, and 36, Township 34 S., Range 18 E., Manatee County, Florida. The US Home Corporation is currently initiating the Application for Development Approval (ADA) process required for approval of Heritage Sound as a Development of Regional Impact (DRI). It is the applicant's desire to implement the water quality monitoring outlined in this plan during the 1998 rainy season to characterize baseline conditions on the project site. As development progresses, this plan will be modified to account for changes in site drainage resulting from improvements to the stormwater management system accompanying construction.

Heritage Sound is characterized by relatively flat topography and the site drains from the south to north into the Manatee River. The Manatee River has several braided tributaries along the northern perimeter that extend through portions of the site. The site is drained by numerous ditches constructed to enhance the agricultural use of the parcel. Two large borrow pits were excavated in the southwest portion of the site during construction of Interstate 75 to the west. Drainage from the Interstate 75 corridor and other roadways is present along the western and southern portion of the site.

Note that this monitoring plan does not address turbidity monitoring in surface waters adjacent to active earthmoving or construction areas. Such monitoring may be required to ensure compliance with water quality standards and would follow a separate schedule as stipulated by applicable permits or by agency personnel.

2.0 Baseline Sampling

2.1 Surface Water Sampling

2.1.1 Samplings Locations

Sampling will initially be conducted at fifteen stations to measure water entering and exiting the site. Sampling station locations are shown on Figure 1. Sampling at Stations SW-2, SW-3, SW-9, SW-10, SW-11, and SW-12 will characterize water quality flowing into and through the site. Station SW-4 will assess water quality in the larger of the two borrow pits on the site. Only one of the borrow pits will be sampled since water quality is expected to be similar in the two pits. Stations SW-1, SW-5, SW-6, SW-7, SW-8, SW-13, SW-14, and SW-15 will characterize water flowing off of the site and into the Manatee River. Several sampling stations will be located along these tributaries.

Following one year of baseline sampling (i.e., two wet season and two dry season events), sampling will be discontinued at one or more of Stations SW-4, SW-6, SW-8, and SW-13 if state water quality standards are not exceeded. These stations are included in the initial sampling to fully

characterize water quality on the parcel, but because they assess water draining only from within the site and are largely redundant with other nearby stations, continued sampling is not warranted in the absence of water quality concerns.

As site development proceeds, some stations will likely be relocated to characterize outfalls from stormwater treatment areas. Such changes will be noted in each annual report submitted during the development phase.

2.1.2 Sampling Schedule

Field measurements will be made and grab samples collected within 24 hours after a 0.5 inch rainfall event. A single sample will be collected at each sampling station where discharge is present. Where no discharge is present, no field measurements or sampling will be conducted.

The initial rainy season baseline sampling events will occur following approval of this methodology during the summer of 1998. Baseline dry season events will be conducted during January - May 1999. Thereafter, post-development wet and dry season samples will be collected in accordance with the conditions of the project's development order.

2.1.3 Parameters

The following parameters will be measured in the field at each active station:

temperature	_____conductivity	_____turbidity
pH	_____dissolved oxygen	

A grab sample from each station will be transported to the laboratory for analysis of the following constituents:

total phosphorus	total suspended solids	cadmium
ortho-phosphate	fecal coliform bacteria	chromium
total nitrogen	total coliform bacteria	copper
total ammonia	biological oxygen demand	lead
nitrate/nitrite	pesticides	zinc

Following the first baseline sampling, if no pesticides have been reported above normal method detection limits for a given station, this parameter will no longer be measured for that station. As sampling continues, other parameters may also be eliminated from the regimen if results indicate no water quality concerns.

2.2 Surficial Aquifer Sampling

2.2.1 Sampling Locations

Sampling will be conducted at five stations to characterize the existing surficial aquifer ground water quality on the project site. Sampling station locations are shown on Figure 1. The placement of surficial aquifer monitoring wells is designed to sample groundwater along the flow gradient from the south toward the Manatee River. Stations GW-1, GW-2, and GW-3 will characterize the surficial ground water table adjacent to the Manatee River. Stations GW-4 and GW-5 will characterize surficial ground water from the center and southern portion of the project, respectively. Each well will be situated to minimize its potential conflict with current or future adjacent land uses. However, as site development proceeds it may be necessary to relocate one or more sampling well which interfere with site improvement. Also, following the baseline sampling, the results will be evaluated to determine if one or more wells may be eliminated from further sampling if no water quality concerns are noted.

2.2.2 Sampling Schedule

In accordance with the Florida Department of Environmental Protection's (DEP) recommended groundwater sampling protocol, sampling will be conducted coincident with a rainy season surface water sampling event. The initial baseline sampling event will be conducted in August 1998.

2.2.3 Parameters

A sample from each well will be transported to the laboratory for analysis of the following constituents:

total phosphorus	total suspended solids	cadmium
ortho-phosphate	oil and grease	chromium
total Kjeldahl nitrogen	chloride	copper
total ammonia	sulfide	lead
nitrate/nitrite	arsenic	mercury
chlorinated hydrocarbon pesticides (EPA 608)		nickel
chlorinated phenoxy acid herbicides (EPA 615)		zinc

Following the first baseline sampling, the results will be evaluated to determine if the above set of parameters may be reduced if no water quality concerns are noted.

2.2.4 Well Construction Specifications

Surficial aquifer wells will be constructed from standard two-inch PVC with 0.02-inch slotting extending from approximately three feet below ground surface to the bottom of the well. Each well will have a PVC well point and protective cap and will extend to a depth of approximately 13 feet below ground surface. The wells will be protected by a lockable steel case to prevent tampering or physical disturbance. Installation will be completed by a state certified well driller and will be permitted according to South West Florida Water Management District (SWFWMD) guidelines.

3.0 Post-development Sampling

3.1 Surface Water Sampling

3.1.1. Sampling Locations

Post-development sampling will be conducted at the same stations used to characterize baseline water quality, as modified by the elimination of stations where further sampling is not warranted. Stations will be considered for elimination from the post-development sampling program if they meet two criteria: (1) state water quality standards were not exceeded during baseline sampling and (2) the stations are not needed to characterize water quality flowing onto or off of the project. Using these criteria, Stations SW-4, SW-6, SW-8, and SW-13 may be candidates for exclusion from post-development sampling. Any proposal to eliminate some or all of the above referenced stations from post-development sampling will be submitted to Manatee County for review and approval prior to modification of the sampling regimen.

3.1.2. Sampling Schedule

Post-development sampling will begin following initiation of construction activities. Sampling will be conducted once in the wet season and once in the dry season during any year in which construction is on-going and for one year following construction activities. For the purposes of this scheduling, construction activities shall be defined as land clearing, construction of the project infrastruction and surface water management system, and earthwork to construct golf courses and mass grade development parcels. Construction will be considered complete when mass grading has been completed and soils are stabilized to prevent erosion or discharge from a development parcel. Construction of homes

or other structures will not be considered construction for the purposes of this plan.

Field measurements will be made and grab samples collected within 24 hours after a 0.5-inch or greater rainfall event. A single sample will be collected at each sampling station where discharge is present. Where no discharge is present, no field measurement or sampling will be conducted. Rainy season sampling will be conducted between June and September. Dry season sampling will be conducted between November and May.

3.1.3. Parameters

Sampling will measure the parameters outlined in Section 2.1.3 of this monitoring plan. At stations where pesticides are not detected during the baseline sampling, this parameter will be eliminated from post-development sampling. Other parameters may also be eliminated from the sampling regimen as justified by their absence in the pre-development sampling results. Any proposed modifications to the list of parameters will be submitted to Manatee County for review and approval prior to modification of the sampling regimen.

3.2 Surficial Aquifer Sampling

3.2.1 Sampling Locations

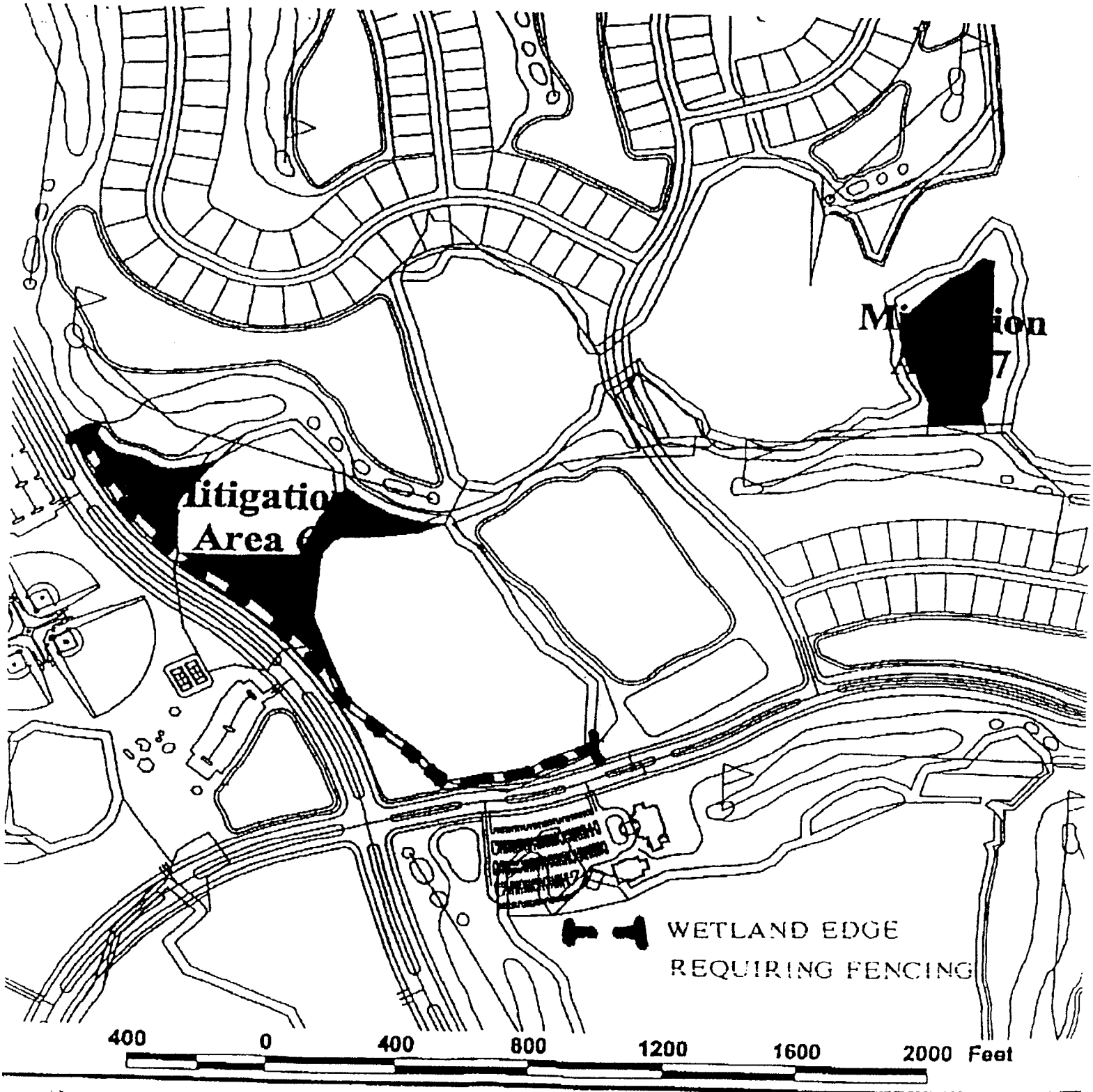
Sampling will be conducted at the stations used to characterize baseline surficial aquifer water quality, as modified by the elimination of stations where further sampling is not warranted as determined pursuant to Section 2.2.1 of this plan. Stations will be considered for elimination from the post-development sampling if no water quality concerns are noted in the baseline sampling. Any proposal to eliminate surficial aquifer sampling stations will be submitted to Manatee County for review and approval prior to modification of the sampling regimen.

3.2.2 Sampling Schedule

Post-development sampling will begin following initiation of construction as defined in Section 3.1.2 of this plan. Following the first post-development sampling event, sampling of surficial aquifer water quality will be conducted bi-yearly (once every two years) until construction is completed.

3.2.3 Parameters

Sampling will measure the parameters outlined in Section 2.2.3 of this monitoring plan. At stations where parameters are not detected during the baseline sampling, this parameter will be eliminated from post-development sampling. Any



Heritage Sound DRI
Sandhill Crane Mitigation Areas

EXHIBIT 12

BOARD OF COUNTY COMMISSIONERS SEAL MANATEE CO., FLA.

STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the documents on file in my office.
Witness my hand and official seal this 3rd day of April 20 00
R.B. SHORE
Clerk of Circuit Court
By: Jessie L. Keaney D.C.