

**NOTICE OF PROPOSED CHANGE
TO THE VILLAGES OF ARGYLE DRI**



OVERVIEW

ORDINANCE: 2014-266

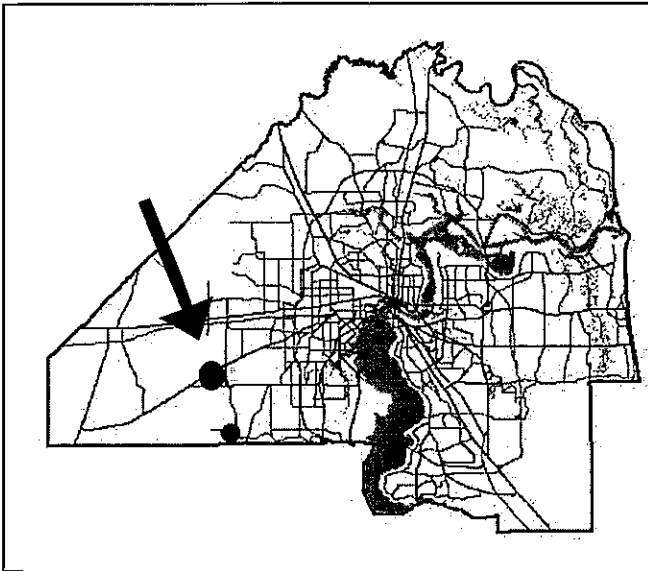
APPLICANT: STACI REWIS

GENERAL LOCATION OF DRI: The DRI is located in both Duval and Clay Counties, west of Blanding Boulevard and south of I-295.

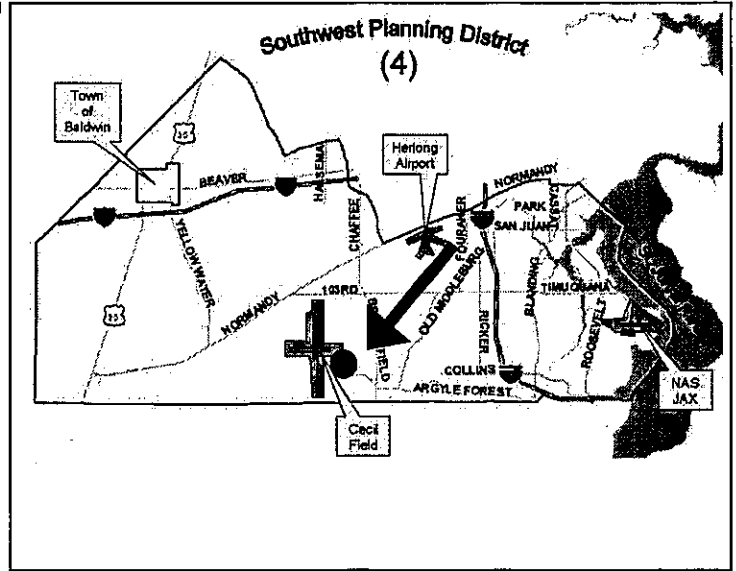
Requested Action: This request would modify the DRI converting a portion of Parcel 10 from Business Park to Mixed Use and renaming this portion Parcel 10A; and converting a portion of Parcel 5 from General Commercial to Mixed Use and renaming the portion Parcel 5A. The Map H to the DRI would be updated to reflect these changes.

PLANNING AND DEVELOPMENT DEPARTMENT'S RECOMMENDATION: APPROVAL

LOCATION MAPS:

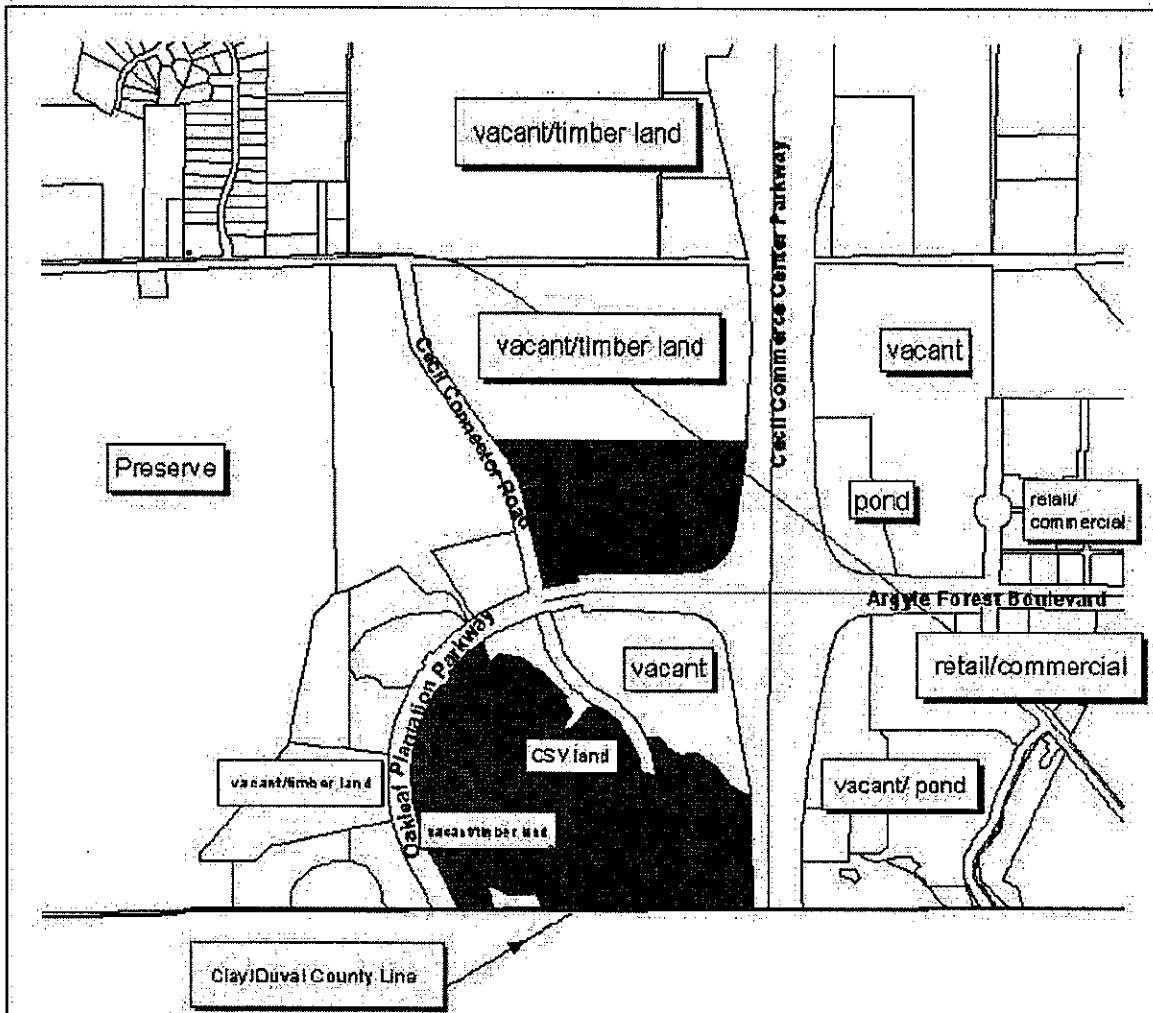


Duval County Location Map



Planning District 5: Location Map

Location/Field Map



City of Jacksonville

Field Map

Ordinance 2014-266 NOPC

Affected Parcels within Villages of Argyle DRI



Background/APPLICATION SUMMARY

The Villages of Argyle Development of Regional Impact (DRI) is over 8,000 acres in size and includes a mix of uses with Commercial, Office, Residential and a small area of Light Industrial. The DRI is located in both Duval and Clay Counties, south of I-295 with Blanding Boulevard along the eastern boundary and Cecil Commerce Center Parkway (SR 23) running north/south through the middle of the DRI.

This Notice of Proposed Change (NOPC) to the DRI would allow for the conversion of the Duval County portion of Parcel 10 from Business Park to Mixed Use, renaming this portion Parcel 10A; the conversion of another portion of Parcel 10 located in Clay County from Business Park to Low Density Residential, renaming this portion Parcel 10B (this change has already been approved in Clay County with Ordinance 2013-22); the conversion of a portion of Parcel 5 from General Commercial to Mixed use, renaming this portion Parcel 5A; the modification of the Master Plan Map H to reflect these changes; and the incorporation of updated phasing, buildout, termination and downzoning dates in the DRI/DO.

The affected parcels by this change, Parcels 10 and 5, are located west of the intersection of Cecil Commerce Center Parkway and Argyle Forest Boulevard/Oakleaf Plantation Parkway. Parcel 10 is located south of Oakleaf Plantation Parkway and Parcel 5 is located north of Oakleaf Plantation Parkway. No increase or decrease of allowable development rights is being proposed. (See Location/Field map, page 2) (See Aerial, Attachment A, pages 7-8) (See Current and Proposed Map H, Attachments B & C, pages 9-10)

This portion of Cecil Commerce Center Parkway (SR 23) is classified as a Highway. Argyle Forest Boulevard/Oakleaf Plantation Parkway is classified as a minor arterial. The area immediately surrounding the subject site is mostly vacant land with some commercial activity to the east of Cecil Commerce Parkway. Most of the surrounding lands are in the Community/General Commercial (CGC), Residential-Professional-Institutional (RPI), Conservation (CSV) and Recreation and Open Space (ROS) (See Location/Field Map, page 2) (See Current Land Use Map, Attachment D, page 12)

Additionally, two companion Large Scale Future Land Use Amendments (Ordinance 2014-264 and Ordinance 2014-265) and a companion PUD rezoning (Ordinance 2014-267) are being considered for final adoption. The Future Land Use Amendments propose a change to RPI and CSV for a portion of Parcel 10 and a change to RPI for a portion of Parcel 5. The Future Land Use Amendments and the PUD Rezoning are consistent with the subject NOPC to the DRI; the change to Multi-Use on the DRI's Map H for Parcels 5 and 10 provides more flexibility of uses and is consistent with the land use changes to RPI which allows a mix of commercial and residential uses.

REVIEW AND ANALYSIS

COMPREHENSIVE PLAN

Airport Environs

The subject property is located within a 60db noise contour zone and a 150-foot height limitation zone. Development in this area will be limited to a maximum height of less than

150-feet unless approved by the Jacksonville Aviation Authority (JAA) or the Federal Aviation Administration (FAA). Development must not create or increase the potential for such hazards as electronic interference, light glare, bird strike hazards or other potential hazards to safe navigation of aircraft as required by Section 656.10051(d).

Transportation

The proposed changes are not a substantial deviation from the original DRI/DO and the application does not include a change to the currently approved development rights of the DRI, therefore there is no net increase in vehicular trips to the site. (See Transportation Review, Attachment E, page 12)

School Capacity

The proposed changes are for a mixed-use category and there is the potential for residential development. Any school capacity issues that should arise will be addressed by the School Concurrency Element adopted by Ordinance 2007-1184-E

Vision Plan

The subject site is located within the boundaries of the Southwest Jacksonville Vision and Master Plan in an area the Plan describes as the Suburban Residential Area. The Villages of Argyle is listed as one of the ten character areas identified within the Southwest Vision Plan's boundaries. A character area is a neighborhood that shares special, recognizable qualities. Qualities may be physical, such as buildings, open spaces and water, or may reflect the social dimensions of a place, including its history, civic groups, art and music, sports and street life. This master planned community is part of the framework in the Southwest area for sustainable growth. The Villages of Argyle community provides for a variety of quality housing choices, along with employment opportunities and recreation and open spaces as recommended under the Southwest Jacksonville Plan. The proposed NOPC application meets the objectives of the Southwest Jacksonville Vision Plan.

Objectives and Policies

The proposed changes to the DRI are consistent with the following Objectives and Policies of the Future Land Use Element of the 2030 Comprehensive Plan.

Goal 1 To ensure that the character and location of land uses optimize the combined potentials for economic benefit and enjoyment and protection of natural resources, while minimizing the threat to health, safety and welfare posed by hazards, nuisances, incompatible land uses and environmental degradation.

Objective 1.1 Ensure that the type, rate and distribution of growth in the City results in compact and compatible land use patterns, an increasingly efficient urban service delivery system and discourages the proliferation of urban sprawl through implementation of regulatory programs, intergovernmental coordination mechanisms, and public/private coordination.

Policy 1.1.12 Promote the use of Planned Unit Developments (PUDs), cluster

developments, and other innovative site planning and smart growth techniques in all commercial, industrial and residential plan categories, in order to allow for appropriate combinations of complementary land uses, and innovation in site planning and design, subject to the standards of this element and all applicable local, regional, State and federal regulations.

- Policy 1.1.22 Future development orders, development permits and plan amendments shall maintain compact and compatible land use patterns, maintain an increasingly efficient urban service delivery system and discourage urban sprawl as described in the Development Areas and the Plan Category Descriptions of the Operative Provisions.
- Policy 1.1.24 The City will encourage new development to locate in the Urban Core, Southwest, North, and Northwest planning districts through such measures as economic incentives, greater marketing assistance, etc.
- Policy 3.4.2 The City will evaluate opportunities to promote and encourage development and redevelopment opportunities for mixed and multi-use projects. The Land Development Regulations should be amended, as appropriate, to incorporate such incentives.

The proposed changes to the DRI are consistent with the following Goal and Policies of the Transportation Element of the 2030 Comprehensive Plan.

- Goal 2 Increase Existing Transportation Network Capacity - The traffic-carrying ability of the existing roadway network shall be optimized, and the traffic-carrying capability of any capacity-deficient roadway segment shall be increased to the highest practical level of efficiency before considering the addition of through-lane miles.
- Policy 2.3.8 The City shall encourage, through the development review process, development that will minimize external trip generation through the integration of land uses by requiring such measures as interconnecting land uses, sharing access drives and off-street parking areas, and encouraging planned unit developments. The City's Land Development Regulations shall be revised as necessary to enforce this policy.

The location of the proposed changes to the DRI is part of an overall planned community and an emerging residential and commercial area located along Cecil Commerce Center Parkway and Oakleaf Plantation Parkway. The proposed changes to the site would encourage an efficient urban service delivery system. Therefore, consistent with FLUE Goal 1, Objective 1.1 and Policy 1.1.22, the proposed amendment would develop a compatible land use pattern while discouraging urban sprawl.

The applicant has submitted two land use amendment applications (Ordinance 2014-264 and Ordinance 2014-265) and a PUD rezoning application (Ordinance 2014-267) as companions to the NOPC. As such, the proposed NOPC is consistent with Policy 1.1.12 as it promotes the use of a PUD in order to allow for appropriate site design and development. Additionally, the NOPC is consistent with Policy 1.1.24 and is encouraging development within the Southwest Planning District.

The proposed change is consistent with FLUE Policy 3.4.2 as it encourages multi-use projects to locate in the area. Coupled with the change in the land use category to RPI, Parcels 5 and 10 can be developed with a mixed use type of development.

The area surrounding Cecil Commerce Center Parkway and Oakleaf Plantation Parkway is growing with proposed future developments in both Duval and Clay Counties eventually adding additional vehicles to the roadway network. However, the road can accommodate the additional traffic volume added by the increase in intensity from this land use amendment. Additionally, future roadway mitigation improvements to the roadway network are identified in the DRI's development order to offset roadway impacts. Maximizing internal trip generation is encouraged through the original layout and placement of the roadway network and land uses within the PUD and DRI. Therefore, the proposed changes are consistent with Transportation Element Goal 2 and Policy 2.3.8

REGIONAL RECOMMENDATION

The Northeast Florida Regional Planning Council finds that the request does not create a substantial deviation and under Section 380.06(19)(e)2(k), Florida Statutes, an NOPC is not required. (See Attachment G, Regional Recommendation, page 16)

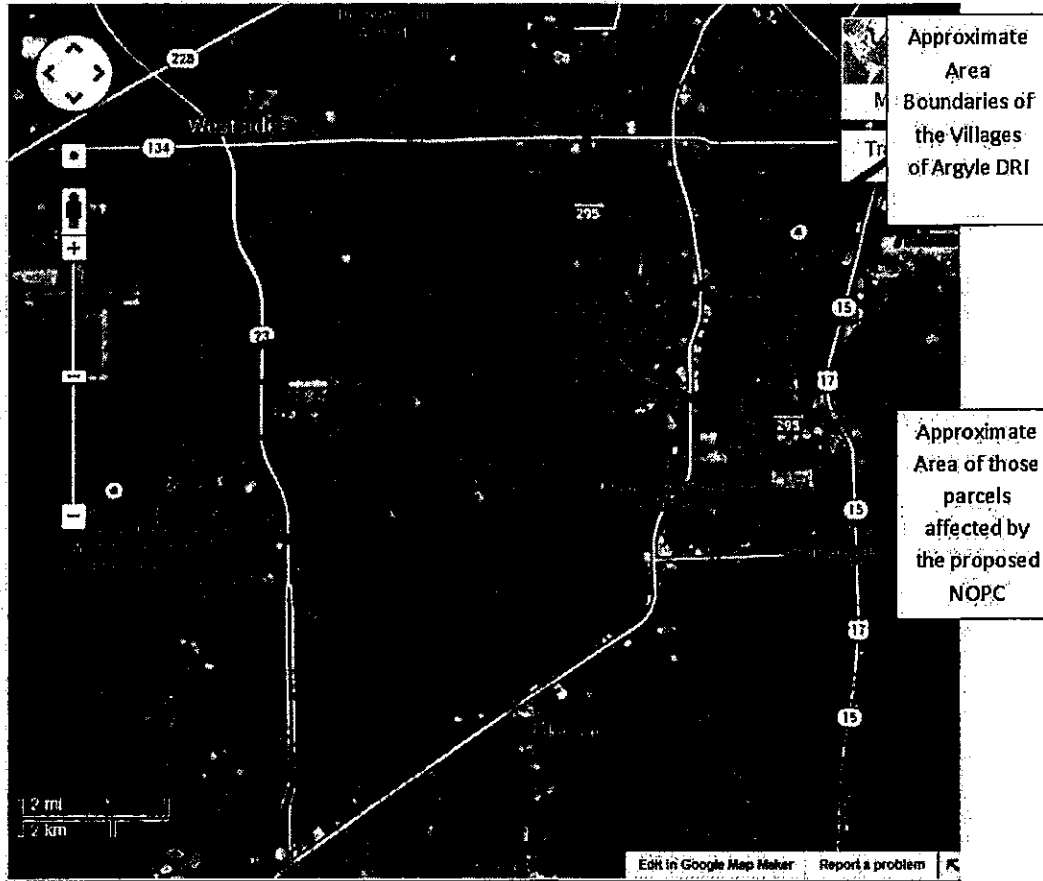
RECOMMENDATION

Based on the foregoing, it is the recommendation of the Planning and Development Department that Ordinance 2014-266 be **APPROVED** as set forth in the NOPC to the Development Order, dated July 24, 2013 and revised March 28, 2014.

ATTACHMENTS

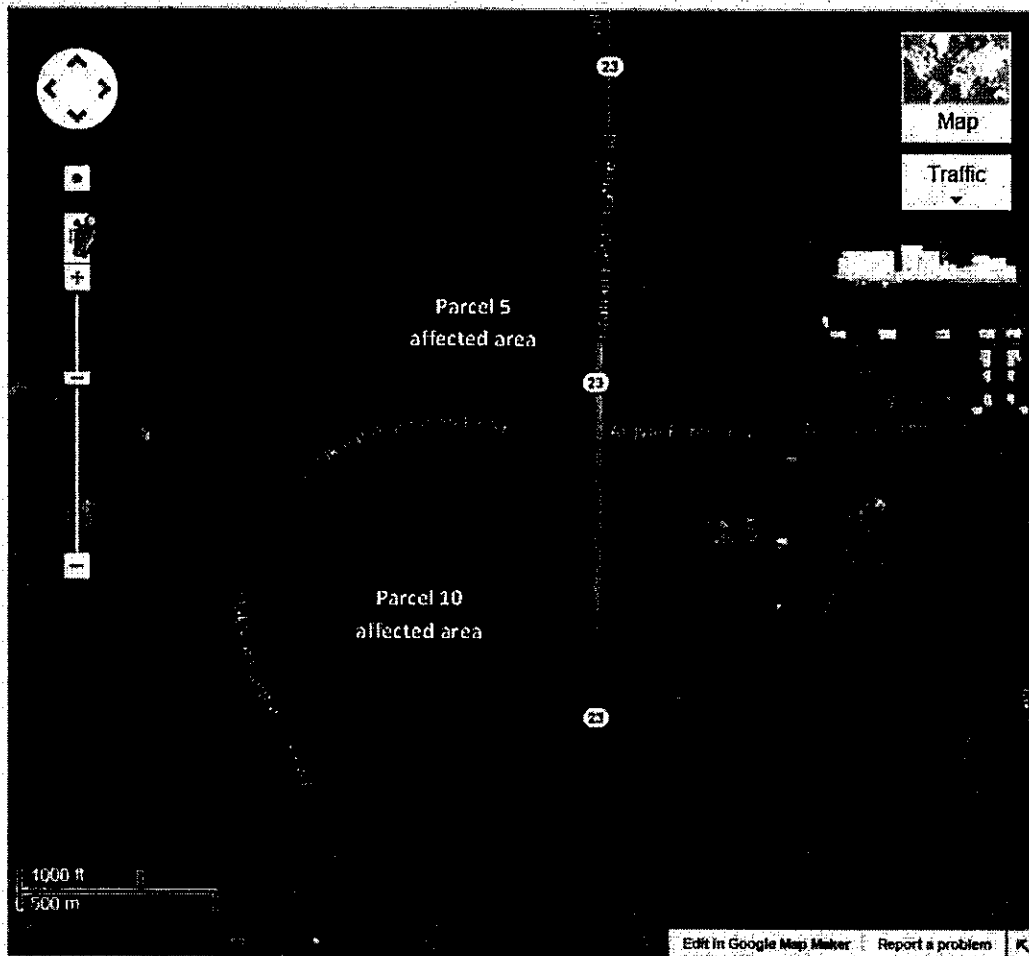
- A.....DRI AERIAL MAP, PAGE 7
- B.....CURRENT MAP H, PAGE 9
- C.....PROPOSED MAP H, PAGE 10
- D.....CURRENT LAND USE MAP, PAGE 11
- E.....TRANSPORTATION REVIEW, PAGE 12
- F.....REGIONAL RECOMMENDATION, PAGE 13
- G.....NOPC TO THE DRI APPLICATION, PAGE 15

ATTACHMENT A
Aerial



Aerial of Villages of Argyle DRI
Duval and Clay Counties
Ordinance 2014-266

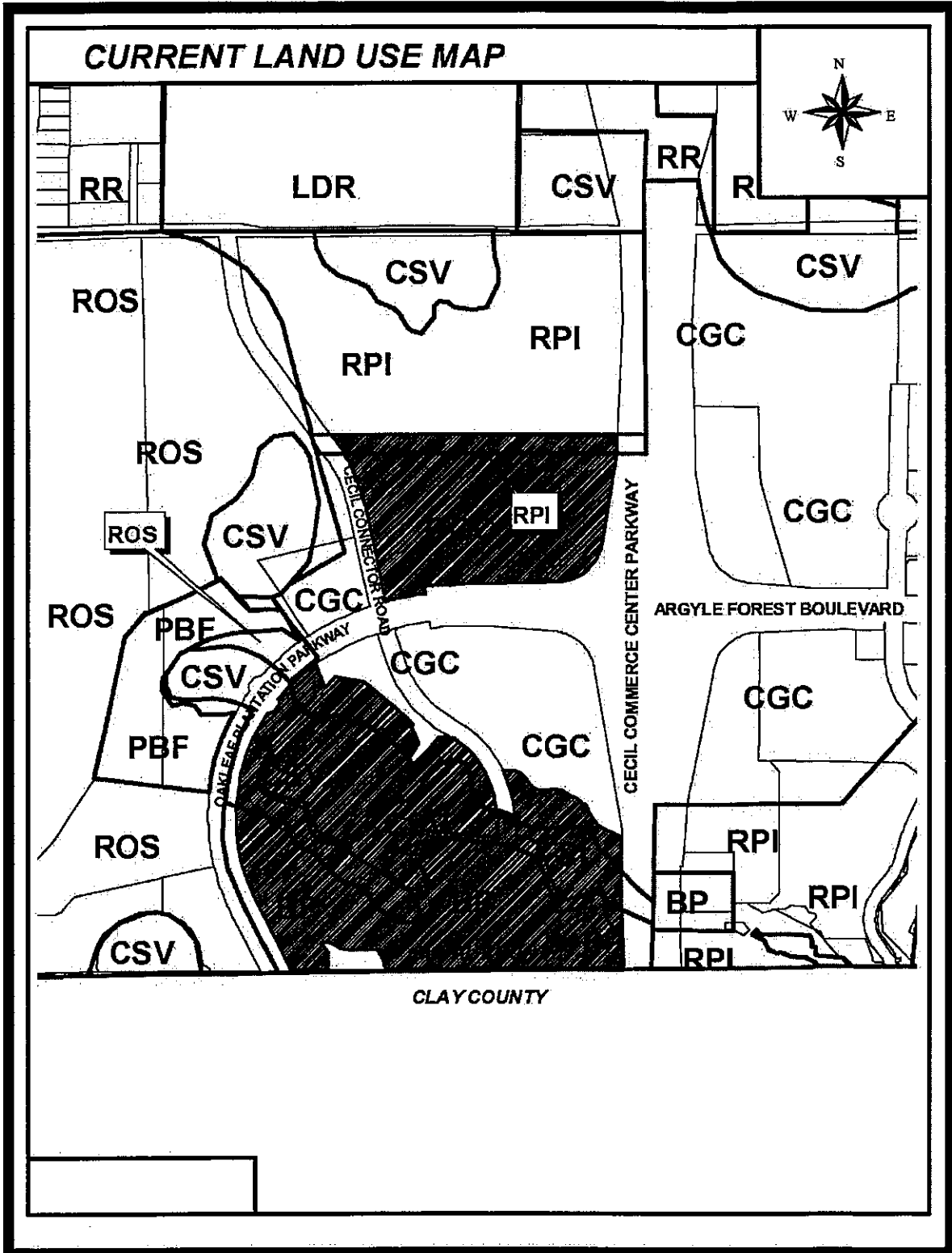
ATTACHMENT A (continued)
Aerial



Villages of Argyle DRI
Aerial – Area of Proposed NOPC
Ordinance 2014-266

ATTACHMENT D

Current Land Use Map for Parcels 5 and 10 within the Villages of Argyle DRI



ATTACHMENT E
Transportation Review

P L A N N I N G A N D D E V E L O P M E N T D E P A R T M E N T



MEMORANDUM

DATE: March 24, 2014

TO: Helena Parola
City Planner III

FROM: Lurise Bannister
City Planner II

SUBJECT: Transportation Review of Villages of Argyle/Notice of Proposed Change
Application for Amendment to the DRI/DO

This amendment requests the following to the Development Order to modify the Master Plan Map H of the DRI to include the following:

- Convert a portion of the Parcel 5 to Mixed use
- Convert portions of Parcel 10 to Mixed Uses and Low Density Residential
- Update the DRI/DO phasing dates

It is agreed that this change is not a substantial deviation from the original DRI/DO. Applicant has indicated that the proposed amendment will not result in an increase number of dwelling units or square footage currently approved within the Villages of Argyle DRI/DO, therefore no net increase in vehicular trips to the site.

Thank you for the opportunity to provide you with this information. If you have any questions or need further information please do not hesitate to contact me.

ATTACHMENT F

Northeast Florida Regional Council Recommendation



Bringing Communities Together

Baker • Clay • Duval • Flagler • Nassau • Putnam • St. Johns

October 9, 2013

Ms. Ana Richmond
Division of Community Planning & Development
Dept. of Economic Opportunity
The Caldwell Building, MSC 160
107 East Madison St.
Tallahassee, Florida 32399

Dear Ms. Richmond:

RE: Villages of Argyle Development of Regional Impact – Notice of Proposed Change – NEFRC Review

NEFRC staff has reviewed the Notice of Proposed Change for the Villages of Argyle DRI, located within the City of Jacksonville and Clay County, which was received on September 6, 2013. The following recommendation is based upon our review and should serve to aid the Division of Community Planning & Development in determining whether the changes proposed to the existing DRI, as modified, constitute a substantial deviation. According to the application, a comprehensive plan amendment will be necessary to allow for this D.O. amendment.

The proposed amendments to the DRI as contained in the NOPC are as follows:

1. The NOPC proposes to convert part of a parcel within the DRI (Parcel 5) from General Commercial to Mixed Use.
2. The NOPC proposes to convert a portion of Parcel 10 from Business Park to Mixed Use and Low Density Residential.
3. Map H will be updated to reflect the changes.
4. The phasing dates will be updated to reflect recent statutory and emergency extensions; and
5. The NOPC proposes to modify the Clay County D.O. consistent with changes that have been approved by the Jacksonville City Council to the City's D.O.

Map H shall be amended to convert Parcel 10 in Duval County from Business Park to Mixed Use and approximately 68 acres of Parcel 10 located in Clay County from Business Park to Low Density Residential. According to the application, these changes

6850 Belfort Oaks Place • Jacksonville, FL 32216 • (904) 279-0880 • Fax (904) 279-0881 • Suncom 874-0880 • Suncom Fax 874-0881
Web Site: www.nefrc.org • Email: nefrc@nefrc.org
EQUAL OPPORTUNITY EMPLOYER

ATTACHMENT F (continued)
Northeast Florida Regional Council Recommendation

Ms. Ana Richmond
October 9, 2013
Page 2

are needed to attract development to parcels that are not appropriate for Business Park development. The resultant map change will divide Parcel 10 into Parcel 10A (mixed use in Duval County), Parcel 10B (low density use in Clay County) and the remaining portion of Parcel 10 that will stay Business Park will continue to be Parcel 10. No increase or decrease of development rights is proposed with the modification to Parcel 10. There should not be an increase with regional impacts due to this change.

The NOPC is proposing to modify the land use in a portion of Parcel 5 from General Commercial to Mixed Use, with the parcel renamed Parcel 5A. Again, no increase in overall development rights is proposed with this change. This will facilitate the development of Parcel 5A with Parcel 1, which is Mixed Use. No increase in regional impacts is anticipated as a result of this proposed change.

The applicant is also proposing in this NOPC to revise the Clay County D.O. to incorporate previous changes approved by the Jacksonville City Council. Because these changes only affect the Duval County portion of the DRI and have been previously reviewed in past NOPCs, no increase in regional impacts is anticipated with these changes.

The NOPC proposed to amend the D.O. to incorporate the legislative extensions and emergency extensions as codified in Section 380.06(19)(c), F.S. and Section 252.363, F.S., respectively. According to the applicant, the developers provided the required notices for each extension to Clay County and Duval County within the applicable time periods.

Staff does not anticipate any additional regional impacts from the proposed changes in this NOPC. Therefore, staff recommends, if the City of Jacksonville and Clay County adopt the changes as proposed in the NOPC, that the proposed changes do not constitute a substantial deviation. Should you have any questions regarding this recommendation, please contact me at (904) 279-0880.

Sincerely,



Edward Lehman
Director of Planning Programs

cc: Ms. Helena Parola
Ms. Staci Rewis
Ms. Holly Parrish

ATTACHMENT G
Amendment Application
(see following pages)

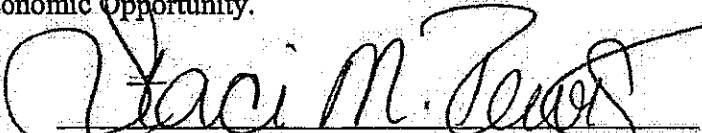
STATE OF FLORIDA
DEPARTMENT OF ECONOMIC OPPORTUNITY
DIVISION OF COMMUNITY PLANNING & DEVELOPMENT
The Caldwell Building, MSC 160
107 East Madison Street
Tallahassee, Florida 32399

**NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED
DEVELOPMENT OF REGIONAL IMPACT (DRI)
SUBSECTION 380.06(19), FLORIDA STATUTES**

Subsection 380.06(19), Florida Statutes, requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning agency, and the state land planning agency according to this form.

I, Staci M. Rewis, the undersigned owner/authorized representative of AFI Associates, Inc., hereby give notice of a proposed change to a previously approved Development of Regional Impact in accordance with Subsection 380.06(19), Florida Statutes. In support thereof, I submit the following information concerning the Villages of Argyle (a/k/a Oakleaf Plantation) development, which information is true and correct to the best of my knowledge. I have submitted today, under separate cover, copies of this completed notification to Clay County and Duval County, Florida, to the Northeast Florida Regional Planning Council, and to the Bureau of Community Planning, Department of Economic Opportunity.

7-04-13
Date


Staci M. Rewis, Attorney and Authorized Agent for
AFI Associates, Inc.

2. Applicant (name, address, phone). **See attached.**
3. Authorized Agent (name, address, phone). **See attached.**
4. Location (City, County, Township/Range/Section) of approved DRI and proposed change.

See attached.

5. Provide a complete description of the proposed change. Include any proposed changes to the plan of development, phasing, additional lands, commencement date, build-out date, development order conditions and requirements, or to the representations contained in either the development order or the Application for Development Approval.

See attached.

Indicate such changes on the project master site plan, supplementing with other detailed maps, as appropriate. Additional information may be requested by the Department or any reviewing agency to clarify the nature of the change or the resulting impacts.

The proposed revised Map H is attached as Exhibit B.

6. Complete the attached Substantial Deviation Determination Chart for all land use types approved in the development. If no change is proposed or has occurred, indicate no change.

See attached.

7. List all the dates and resolution numbers (or other appropriate identification numbers) of all modifications or amendments to the originally approved DRI development order that have been adopted by the local government, and provide a brief description of the previous changes (i.e., any information not already addressed in the Substantial Deviation Determination Chart).

See attached.

Has there been a change in local government jurisdiction for any portion of the development since the last approval or development order was issued? If so, has the annexing local government adopted a new DRI development order for the project?

There has been no change in the local government jurisdiction for any portion of the development since the last approval or development order was issued.

8. Describe any lands purchased or optioned within 1/4 mile of the original DRI site subsequent to the original approval or issuance of the DRI development order. Identify

such land, its size, intended use, and adjacent non-project land uses within ½ mile on a project master site plan or other map.

No change since the last DRI/DO modification.

9. Indicate if the proposed change is less than 40% (cumulatively with other previous changes) of any of the criteria listed in Paragraph 380.06(19)(b), Florida Statutes.

Do you believe this notification of change proposes a change which meets the criteria of Subparagraph 380.06(19)(e)2., F.S.

YES _____ NO _____ X _____

10. Does the proposed change result in a change to the buildout date or any phasing date of the project? If so, indicate the proposed new buildout or phasing dates.

See attached.

11. Will the proposed change require an amendment to the local government comprehensive plan?

Yes, see attached.

Provide the following for incorporation into such an amended development order, pursuant to Subsections 380.06 (15), F.S., and 73-40.025, Florida Administrative Code:

12. An updated master site plan or other map of the development portraying and distinguishing the proposed changes to the previously approved DRI or development order conditions.

A revised Master Plan, Map H, is attached as Exhibit B.

13. Pursuant to Subsection 380.06(19)(f), F.S., include the precise language that is being proposed to be deleted or added as an amendment to the development order. This language should address and quantify:

- a. All proposed specific changes to the nature, phasing, and build-out date of the development; to development order conditions and requirements; to commitments and representations in the Application for Development Approval; to the acreage attributable to each described proposed change of land use, open space, areas for preservation, green belts; to structures or to other improvements including locations, square footage, number of units; and other major characteristics or components of the proposed change;

See attached.

- b. An updated legal description of the property, if any project acreage is/has been added or deleted to the previously approved plan of development;

N/A.

- c. A proposed amended development order deadline for commencing physical development of the proposed changes, if applicable;

N/A.

- d. A proposed amended development order termination date that reasonably reflects the time required to complete the development;

See attached.

- e. A proposed amended development order date until which the local government agrees that the changes to the DRI shall not be subject to down-zoning, unit density reduction, or intensity reduction, if applicable; and

See attached.

- f. Proposed amended development order specifications for the annual report, including the date of submission, contents, and parties to whom the report is submitted as specified in Subsection 73C-40.025 (7), F.A.C.

N/A.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE ²
Attraction/Recreation	# Parking Spaces			
	# Spectators			
	# Seats			
	Site locational changes			
	Acreage, including drainage, ROW, easements, etc.			
	External Vehicle Trips			
	D.O. Conditions			
	ADA Representations			
	Runway (length)			
	Runway (strength)			
Airports	Terminal (gross square feet)			
	# Parking Spaces			
	# Gates			

1. Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

2. Clay County Resolution 02/03-54 and Ordinance 03-47, Resolution 03/04-30 and Ordinance 04-3, Resolution 05/06-64 and Ordinance 06-33 and Resolution 09/10-9 and Ordinance 2009-48 ("Clay") and City of Jacksonville Ordinance 2003-1276-E, Ordinance 2004-913-E, Ordinance 2007-191-E, Ordinance 2009-732-E, Ordinance 2010-268-E, and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E ("Duval").

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE ²
	Apron Area (gross square feet)			
	Site locational changes			
Airports (cont.)	Airport Acreage, including drainage, ROW, easements, etc.			
	# External Vehicle Trips			
	D.O. Conditions			
	ADA representations			
Hospitals	# Beds			
	# Parking Spaces			
	Building (gross square feet)			
	Site locational changes			
	Acreage, including drainage, ROW, easements, etc.			
	External Vehicle Trips			
	D.O. conditions			

1. Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

2. Clay County Resolution 02/03-54 and Ordinance 03-47, Resolution 03/04-30 and Ordinance 04-3, Resolution 05/06-64 and Ordinance 06-33 and Resolution 09/10-9 and Ordinance 2009-48 ("Clay") and City of Jacksonville Ordinance 2003-1276-E, Ordinance 2004-913-E, Ordinance 2007-191-E, Ordinance 2009-732-E, Ordinance 2010-268-E, and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E ("Duval").

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SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE ²
Industrial	ADA representations			
	Acreage, including drainage, ROW, easements, etc.			
	# Parking spaces			
	Building (gross square feet)	No change	3,735,000	No change.
	# Employees			
	chemical storage (barrels and pounds)			
	Site locational changes			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
Mining Operations	Acreage mined (year)			
	Water withdrawal (gal/day)			
	Size of mine (acres), including drainage, ROW, easements, etc.			

¹ Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

² Clay County Resolution 02/03-54 and Ordinance 03-47, Resolution 03/04-30 and Ordinance 04-3, Resolution 05/06-64 and Ordinance 06-33 and Resolution 09/10-9 and Ordinance 2009-48 ("Clay") and City of Jacksonville Ordinance 2003-1276-E, Ordinance 2004-913-E, Ordinance 2007-191-E, Ordinance 2009-732-E, Ordinance 2010-268-E, and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E ("Duval").

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SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE ²
Office	Site locational changes			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
	Acreage, including drainage, ROW, easements, etc.			
	Building (gross square feet)	No change	950,000	No change
	# Parking Spaces			
	# Employees			
	Site locational changes			
	# External vehicle trips			
Office (cont.)	D.O. Conditions			
	ADA representations			
	Storage Capacity (barrels and/or pounds)			
	Distance to Navigable Waters (feet)			
Petroleum/Chemical Storage				

¹ Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

² Clay County Resolution 02/03-54 and Ordinance 03-47, Resolution 03/04-30 and Ordinance 04-3, Resolution 05/06-64 and Ordinance 06-33 and Resolution 09/10-9 and Ordinance 2009-48 ("Clay") and City of Jacksonville Ordinance 2003-1276-E, Ordinance 2004-913-E, Ordinance 2007-191-E, Ordinance 2009-732-E, Ordinance 2010-268-E, and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E ("Duval").

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SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE ²
Ports (Marinas)	Site locations changes			
	Facility Acreage, including drainage, ROW, easements, ect.			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
	# Boats, wet storage			
	# Boats, dry storage			
	Dredge and fill (cu. yds.)			
	Petroleum storage (gals.)			
	Site locational changes			
	Port Acreage, including drainage, ROW, easements, etc.			
	# External vehicle trips			
	D.O. Conditions			

1. Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

2. Clay County Resolution 02/03-54 and Ordinance 03-47, Resolution 03/04-30 and Ordinance 04-3, Resolution 05/06-64 and Ordinance 06-33 and Resolution 09/10-9 and Ordinance 2009-48 ("Clay") and City of Jacksonville Ordinance 2003-1276-E, Ordinance 2004-913-E, Ordinance 2007-191-E, Ordinance 2009-732-E, Ordinance 2010-268-E, and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E ("Duvall").

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SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE ²
Residential	ADA representations			
	# Dwelling units	No change	13,337	No change
	Type of dwelling units		Single Family/Multi-Family	
	# of lots			
	Acreage, including drainage, ROW, easements, etc.			
	Site locational changes			
	# External vehicle trips			
	D.O. Conditions			
	Acreage, including drainage, ROW, easements, etc.			
	Floor Space (gross square feet)	No change	2,984,620	No change
# Parking Spaces				
# Employees				
Wholesale, Retail, Service				

¹ Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

² Clay County Resolution 02/03-54 and Ordinance 03-47, Resolution 03/04-30 and Ordinance 04-3, Resolution 05/06-64 and Ordinance 06-33 and Resolution 09/10-9 and Ordinance 2009-48 ("Clay") and City of Jacksonville Ordinance 2003-1276-E, Ordinance 2004-913-E, Ordinance 2007-191-E, Ordinance 2009-732-E, Ordinance 2010-268-E, and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E ("Duval").

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE ²
Hotel/Motel	Site locational changes			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
	# Rental Units			
	Floor space (gross square feet)			
	# Parking Places			
	# Employees			
	Site locational changes			
	Acreage, including drainage, ROW, easements, etc.			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			

¹ Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

² Clay County Resolution 02/03-54 and Ordinance 03-47, Resolution 03/04-30 and Ordinance 04-3, Resolution 05/06-64 and Ordinance 06-33 and Resolution 09/10-9 and Ordinance 2009-48 ("Clay") and City of Jacksonville Ordinance 2003-1276-E, Ordinance 2004-913-E, Ordinance 2007-191-E, Ordinance 2009-732-E, Ordinance 2010-268-E, and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E ("Duval").

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE ²
R.V. Park	Acreage, including drainage, ROW, easements, etc.			
	# Parking Spaces			
	Buildings (gross square feet)			
	# Employees			
	Site locational changes			
	# External vehicle trips			
	D.O. conditions			
	ADA representations			

¹ Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

² Clay County Resolution 02/03-54 and Ordinance 03-47, Resolution 03/04-30 and Ordinance 04-3, Resolution 05/06-64 and Ordinance 06-33 and Resolution 09/10-9 and Ordinance 2009-48 ("Clay") and City of Jacksonville Ordinance 2003-1276-E, Ordinance 2004-913-E, Ordinance 2007-191-E, Ordinance 2009-732-E, Ordinance 2010-268-E, and Ordinance 2011-417-E, as amended by Ordinance 2012-28-B ("Duval").

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE ²
Open Space (All natural and vegetated non-impervious surfaces)	Acreage	No change	1,342 acres	1,344 acres (Clay Resolution 03/04-30 & Ord. 04-3 and Duval Ord. 2004-913-E) 1,366 acres (Duval Ord. 2007-191-E) (This acreage includes 26 acres net of school/park land.) 1,348 acres (Duval Ord. 2011-417-E, as amended by Ord. 2012-28-E)
	Site locational changes			
	Type of open space			
	D.O. Conditions			
	ADA representations			
Preservation, Buffer or Special Protection Areas Preservation (cont.)	Acreage	No change	1,728 acres	1,744 (Duval Ord. 2004-913-E) 1,778 (Clay Resolution 05/06-64 & Ord. 06-33 and Duval Ord. 2007-191-E)

¹ Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

² Clay County Resolution 02/03-54 and Ordinance 03-47, Resolution 03/04-30 and Ordinance 04-3, Resolution 05/06-64 and Ordinance 06-33 and Resolution 09/10-9 and Ordinance 2009-48 ("Clay") and City of Jacksonville Ordinance 2003-1276-E, Ordinance 2004-913-E, Ordinance 2007-191-E, Ordinance 2009-732-E, Ordinance 2010-268-E, and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E ("Duval").

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE ²
	Site locational changes			
	Development of site proposed			
	D.O. Conditions			
	ADA representations			

¹ Amended and Restated Development Order, Clay County Ordinance 99-54 adopted October 21, 1999 and City of Jacksonville Resolution 1999-876-A adopted September 28, 1999.

² Clay County Resolution 02/03-54 and Ordinance 03-47, Resolution 03/04-30 and Ordinance 04-3, Resolution 05/06-64 and Ordinance 06-33 and Resolution 09/10-9 and Ordinance 2009-48 ("Clay") and City of Jacksonville Ordinance 2003-1276-E, Ordinance 2004-913-E, Ordinance 2007-191-E, Ordinance 2009-732-E, Ordinance 2010-268-E, and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E ("Duval").

Note: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.

**Villages of Argyle Development of Regional Impact
Notice of Proposed Change
July 24, 2013**

Below are responses to questions asked in the NOPC Form where additional space was needed to respond.

2. Applicant: AFI Associates, Inc.
Attention: John G. Metcalf, Esq.
3030 Hartley Road, Suite 300
Jacksonville, Florida 32257
(904) 262-7718

3. Authorized Agent: Gunster, Yoakley & Stewart, P.A.
Attention: Staci M. Rewis, Esq.
225 Water Street, Suite 1750
Jacksonville, Florida 32202
(904) 354-1980

4. Location:

The Villages of Argyle DRI is located within Duval County and Clay County, Florida, and comprises portions of Township 3 South, Range 24 East, Township 3 South, Range 25 East, Township 4 South, Range 24 East, and Township 4 South, Range 25 East, and is located north and west of Blanding Boulevard, south and east of the Cecil Commerce Center, and east of Jennings State Forest. A Vicinity Map is attached as **Exhibit A**.

5. Description of Proposed Changes:

Overview

This Notice of Proposed Change ("NOPC") requests changes to the Clay County and Duval County Villages of Argyle (a/k/a Oakleaf Plantation) Development of Regional Impact Development Orders ("DRI/DO"). Companion rezoning applications to the Villages of Argyle Planned Unit Development for Clay County and Duval County are being filed in conjunction with this NOPC. Comprehensive plan amendments to change the land use designations for Parcel 5 and Parcel 10 located in Duval County to RPI - Suburban are being filed with Duval County consistent with these changes. No increase in the overall number of total nonresidential square footage or residential units within the DRI project is being requested as part of this application. This NOPC proposes to make the following changes to the DRI/DO:

- convert the Duval County portion of Parcel 10 from Business Park to Mixed Use and rename this portion Parcel 10A;
- convert a portion of Parcel 10 located in Clay County from Business Park to Low Density Residential and rename this portion Parcel 10B;

- convert a portion of Parcel 5 from General Commercial to Mixed Use and rename this portion Parcel 5A;
- modify the Master Plan (Map H);
- incorporate the updated phasing, buildout, termination and downzoning dates in the DRI/DO; and
- modify the Clay County DRI/DO consistent with prior approved changes in the Duval County DRI/DO.

Proposed Modifications

Proposed Modifications to Map H

The applicant proposes to amend Map H as shown on the attached **Exhibit B** and as set forth below.

The applicant proposes to convert Parcel 10 located in Duval County from Business Park to Mixed Use and approximately 68 acres of Parcel 10 located in Clay County from Business Park to Low Density Residential. Parcel 10 has been designated Business Park for at least fourteen (14) years and during this time AFI Associates, Inc. has consistently marketed the portion of the parcel it owns for business park, non-residential type uses.

The Villages of Argyle is a mature project and Parcel 10 has remained vacant for far too long and will remain vacant for the foreseeable future, unless the allowed uses are modified to respond to the market. The economy, including the real estate market, is slowly resurging and AFI Associates, Inc. has received strong interest from developers interested in residential and senior living type uses for Parcel 10. The ability to develop these uses on a Mixed Use parcel within Duval County and a Low Density Residential parcel in Clay County will help respond to the market and prevent the parcel from continual underutilization and vacancy. These uses are compatible with the surrounding area and will provide an appropriate transition of uses from the General Commercial uses on Parcel 6, which is north of Parcel 10, and the multi-family uses on Parcel 11C, the school on Parcel 11B and the single family residential uses on Parcel 12A, which are south of Parcel 10.

Approximately 6 acres adjacent to Oakleaf Plantation Parkway in Clay County will remain Business Park. This area is buffered from the remaining portions of Parcel 10 by Preservation lands.

As a result of the changes to Parcel 10, this parcel will be renamed as follows; (i) the Duval County, Mixed Use, portion will be renamed Parcel 10A; (ii) the Low Density Residential portion within Clay County will be renamed Parcel 10B; and (iii) the remaining Business Park portion within Clay County will continue to be named Parcel 10. The applicants are not proposing to decrease or modify the current Business Park uses and square footage under the DRI/DO. Business Park uses and square footage will be developed on Parcel 10 and are currently allowed to be developed in the AFI Affiliated Villages Mixed Use areas of the project. The Land

Use Exchange section in the PUDs also allows Business Park uses to be developed in the Major Commercial or General Commercial areas. The uses eventually developed on new Parcels 10A and 10B (as proposed to be modified) are those uses already allowed in the Mixed Use (Duval County) and Low Density Residential (Clay County) portions of the DRI/DO. No increase or decrease of development rights is proposed with the modification to Parcel 10. In fact, the proposed changes to Parcel 10 are consistent with the amount of acreage set aside for an office/business park within the original Villages of Argyle between 1987 and prior to the amended and restated 1999 DRI/DO. See the Comparative Land Use Summary Exhibit to the amended and restated Villages of Argyle PUD, which is attached as Exhibit F. Consistent with DRI/DO Section 21, if Parcel 10 is constructed as a unified site within Clay and Duval Counties, construction plan approval will be subject to joint review and approval by both jurisdictions.

A portion of Parcel 5 (approximately 43 acres) is proposed to be changed from General Commercial to Mixed Use and be renamed Parcel 5A. The purpose of this change is to facilitate the development of new Parcel 5A with Parcel 1 (Mixed Use).

In addition to the other changes, the applicant proposes to revise the Clay County DRI/DO Map H consistent with the changes approved by the Jacksonville City Council to the Duval County DRI/DO under Ordinance 2010-268-E and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E, as follows:

- relocate the Fire Station site within Chimney Lakes to the southeast corner of Collins Road and Old Middleburg Road;
- convert Parcel 26 from High Density Residential to Mixed Use;
- relocate the Park/School site within Parcel 31 to Parcel 51 (Park within the Hunting Preserve); and
- convert Parcel 31 from Park/School to General Commercial.

Note 3 and Note 4 to the Clay County Master Plan (Map H) are also proposed to be modified consistent with the changes (discussed above) to the Duval County DRI/DO approved by the Jacksonville City Council under Ordinance 2011-417-E, as amended by Ordinance 2012-28-E, as shown in underline and strike-through below.

3. School/Park -- 38 ~~26~~ Acres net, including the acreage per Section 15(u) of the DRI/DO.
4. Any allowed General Commercial square footages, or Medium Density Residential units, or High Density Residential units (see I, II, and IV. of this table and any allowed conversions) may be developed within parcels designated for Mixed Use in the Clay County & Duval County portions of the AFI Affiliated Villages, as well as parcels 26, 30, 32P and 32M in Chimney Lakes. Any allowed Residential units, Light Industrial square footages and Business Park square footages may be developed within parcels designated as Mixed Use in the Duval

County and Clay County portions of the AFI Affiliated Villages. Up to 900 residential units (any type) authorized to be developed in Ranch Village may be developed in the residential or Mixed Use areas of the AFI Affiliated Villages within Clay County. Up to 50,000 square feet of the Village Center uses authorized to be developed in Ranch Village may be developed in the Mixed Use or General Commercial areas of the AFI Affiliated Villages within Clay County. Up to 20,000 square feet of General Commercial uses within the Duval County portion of the AFI Affiliated Villages are authorized to be developed on Chimney Lakes Parcel 26 and up to 20,000 square feet of General Commercial uses within the Duval County portion of the AFI Affiliated Villages are authorized to be developed on Chimney Lakes Parcel 37.

These changes only affect the Duval County portion of the Villages of Argyle.

Proposed Modifications to Development Order Text

In addition to the above changes, the applicant also proposes to set forth the updated DRI/DO phasing, buildout and termination and expiration dates as extended under HB 7207 (Chapter 2011-139 Laws of Florida) and codified in Section 380.06(19)(c), Florida Statutes, as well as the emergency extensions authorized under Section 252.363, Florida Statutes, related to wildfires and Tropical Storms Debby and Isaac. The Villages of Argyle developers provided the required notices for each extension to Clay County and Duval County within the applicable time periods. Therefore, as a result of Section 380.06(19)(c), Florida Statutes, and the emergency extensions under Section 252.363, Florida Statutes, the current phasing schedule is as follows:

Phase 1:	expired December 31, 2006
Phase 2:	January 1, 2007 – March 25, 2021
Phase 3:	March 26, 2021 – March 25, 2026
Buildout date:	March 25, 2026
Termination and expiration date:	March 25, 2030

The extended dates are reflected in revised DRI/DO Section 3 set forth in Sections B and C to Question 13 below, and in DRI/DO Schedule 3, Phasing Plan, attached as **Exhibit D** for the Clay County Phasing Schedule and as **Exhibit E** for the Duval County Phasing Schedule. The Clay County Phasing Schedule is also being updated consistent with the Duval County Phasing Schedule. When the amended and restated DRI/DO was approved in the late 1990s, a last minute change to the Duval County Phasing Schedule was approved, but never codified in Clay County. **Exhibit D** codifies the changes consistent with Duval County and Map H.

Consistent with the DRI/DO date extensions, the applicant also proposes to extend the DRI/DO downzoning date by a like period of time to March 25, 2030. Section D has been added to Question 13 below to reflect the updated downzoning protection date.

The applicant also proposes to modify Clay County DRI/DO Section 15(u) consistent with the changes to the Duval County DRI/DO approved by the Jacksonville City Council under

Ordinance 2007-191-E and Ordinance 2011-417-E, as amended by Ordinance 2012-28-E to reflect the relocation of the School/Park site within Chimney Lakes to Parcel 50 (Park/School). Section E has been added to Question 13 below to reflect this modification.

Summary

The applicants are not proposing an increase in development rights nor a simultaneous increase and decrease of uses in connection with this NOPC application. Since no change to the DRI/DO development rights are proposed with this modification, there is no change to impacts to traffic, open space/recreation, housing, schools or other demands as a result of this NOPC. The impacts from the Villages of Argyle project have been fully mitigated for to date. The update to the DRI/DO phasing, buildout and termination dates are a result of legislative extensions and not a result of a request by the applicant under Section 380.06(19)(c), Florida Statutes, to extend the dates. Based on the above, this NOPC does not constitute a substantial deviation under Section 380.06(19), Florida Statutes. These proposed modifications will help satisfy the market demand within this region and prevent Parcels 5 and 10 from continuing to be a vacant use within a highly successful project.

7. The Development Orders and Amendments Since Original Approval.

The Villages of Argyle development orders and amendments are as follows:

- A. A Development of Regional Impact Development Order for Gulfstream Land and Development Corporation ("Gulfstream") for Villages of Argyle was approved by the City of Jacksonville City Council (the "City") by Resolution 74-1445-498 adopted March 11, 1975 (the "City Development Order"), and approved by the County Commission of Clay County on March 13, 1975 by unnumbered resolution (the "Clay County Order") (collectively, the "Original Argyle Development Orders").

Modifications to City of Jacksonville Development Order

- B. Resolution 80-630-217 (July 22, 1980). This modification reflected an overall modification to the Master Plan for Villages of Argyle as outlined in letter from Gulfstream dated April 29, 1980, addressed to Mr. W. Ray Newton.
- C. Resolution 81-720-334 (October 13, 1981). This amendment revised Map H and modified references to the Jacksonville Area Planning Board to the "Planning Department" and "Planning Commission."
- D. Ordinance 85-932-570 (September 11, 1985). This amendment revised Map H.
- E. Resolution 86-1348-431 (November 21, 1986). This amendment modified Map H for a 6.52 acre site to change the allowed use from office use to townhome row house use.

- F. Resolution 87-1405-459 (December 22, 1987). This amendment modified the allowed use of a 28.7 acre site from multi-family use to mixed use development.
- G. Resolution 89-776-289 (Sept. 12, 1989). This amendment modified the allowed use of a 29.5 acre site from utility use to single family low cluster (5) use.
- H. Resolution 90-64-31 (Feb. 27, 1990). This amendment modified the allowed use of a 35.4 acre parcel from mixed use to Residential, Multifamily and Office Institutional uses (RMOI).
- I. Resolution 96-878-318 (Dec. 10, 1996). This amendment deleted 20 acres designated for residential use from the City Development order to permit the Duval County School Board to construct an elementary school.
- J. Resolution 99-876-A (Sept. 28, 1999). This amendment reduced the overall number of residential units and incorporated a more diversified mix of uses under a new master plan affecting 7,634 acres of the 9,393 acre DRI, and set forth new conditions to address transportation, environmental, and school impacts for the 7,634 acre area. This amendment superseded all previous amendments as to the 7,634 acre area, which was renamed "The Villages of Argyle."
- K. Ordinance 2000-811-E (Sept. 26, 2000). This amendment modified the land use of a 9.96 acre parcel in East Village (not part of the area subject to the amendments made in 1999) from mixed use (office and warehouse uses) to Commercial, and provided limits on the number of square feet and transportation trips for this 9.96 acre parcel.
- L. Ordinance 2003-222-E (March 11, 2003). This amendment revised Map H to change the use of the site owned by Health Quest from Healthcare to Commercial, approved construction of up to 156,000 square feet of mini warehouse development, and approved construction of up to 23,400 square feet of neighborhood commercial development on the HealthCare site. This area is not within the 7,634 acre Villages of Argyle portion of the DRI.
- M. Ordinance 2003-1276-E (Nov. 25, 2003). This amendment modified the land use of parcel 31 and a portion of parcel 33 owned by Chimney Lakes from Residential to Park/School and changed a part of parcel 32 to Medium Density Residential.
- N. Ordinance 2004-425-E (May 11, 2004). This amendment modified Map H to change parcel RE# 016518-0050 from Utility to Single Family Residential, and is not within the 7,634 acre Villages of Argyle portion of the DRI.
- O. Ordinance 2004-913-E (Sept. 28, 2004). This amendment modified Map H as to lands within Duval County, amended the distribution of residential and commercial units within Duval County by allowing residential units and commercial square feet to be placed on mixed use parcels, changed uses for Parcels 3, 30, and 32M, and permitted residential units in Clay County to be constructed in Duval County.

- P. Ordinance 2007-191-E (June 1, 2007). This amendment relocates a park/school site to Parcel 50, converts Parcel 32P to Mixed Use, modifies Map H, splits Parcel 4 into Parcel 4 and Parcel 4B and allows biennial reporting.
- Q. Ordinance 2009-732-E (October 13, 2009). This amendment allowed residential development rights to carry forward in subsequent phases, removed internal connection requirements between Parcels 10 and 11C and between Parcels 10 and 12A, modified Map H, set forth the DRI phasing, buildout, termination and downzoning dates and corrected inconsistencies between the Duval County and Clay County DRI/DOs,
- R. Ordinance 2010-268-E (May 11, 2010). This amendment modified Map H to relocate the Fire Station site adjacent to Parcel 31 to east of Old Middleburg Road and northwest of Parcel 33P.
- S. Ordinance 2011-417-E (August 9, 2011), as amended by Ordinance 2012-28-E (February 17, 2012). This amendment converted Parcel 26 from HDR to Mixed Use, relocated the Park/School site within Parcel 31 to new Parcel 51 and designated Parcel 51 as Park within the Hunting Preserve, converted Parcel 31 from Park/School to General Commercial, modified Map H, and modified Duval County DRI/DO Section 15(u).

Modifications to the Clay County Development Order

- T. Letter Resolution (July 22, 1980). This amendment modified phase completion dates to end at year 2000; modified the land use plan; allowed more current flood prone area data to substitute for the 2/6/75 U.S.G.S. maps to determine the limitation on placement of buildings; allowed septic tank usage in Clay County; and substituted use of the 1990 internal traffic circulation system for the 1980 internal circulation system.
- U. Resolution (January 12, 1988), recorded in Official Records Book 1122, page 265, of the public records of Clay County, Florida. This amendment relocated residential land use densities among Country Village, Ranch Village, and Rural Village due to a change in the Noise Control Boundary.
- V. Resolutions 96/97-28 and 96/97-29 (January 14, 1997). These actions deleted a 20 acre parcel in Duval County for use as an elementary school and reconciled overall approved land uses.
- W. Ordinance 99-46 (September 28, 1999), ratified by Ordinance 99-54 (October 21, 1999). This amendment reduced the overall number of residential units and incorporated a more diversified mix of uses under a new master plan affecting 7,634 acres of the 9,393 acre DRI, and set forth new conditions to address transportation, environmental, and school impacts for the 7,634 acre area. This amendment

superseded all previous amendments as to the 7,634 acre area, which was renamed "The Villages of Argyle."

- X. Ordinance 00-52 (Sept. 26, 2000). This amendment modified the land use of a 9.96 acre parcel in East Village (not part of the area subject to the amendments to the DRI made in 1999) from mixed use (office and warehouse uses) to Commercial and limited the allowed square footage and number of transportation trips for this 9.96 acre parcel.
- Y. Resolution 02/03-54 and Ordinance 03-47 (adopted April 22, 2003). These actions amended Section 3, Phasing, and the Schedule 3 Phasing Plan to allow commencement of Phases 2 and 3 prior to their scheduled commencement dates, provided that the conditions of the Development Order were met.
- Z. Resolution 03/04-30 and Ordinance 04-3 (adopted Jan. 27, 2004). These actions amended the Villages of Argyle Master Plan Map to revise and reconfigure Parcels 12B, 17 and 18.
- AA. Resolution 05/06-64 and Ordinance 06-33 (adopted June 27, 2006). These actions added 322.28± acres to the DRI, reconfigured Parcels 11B and 14F, changed Parcel 20 and a portion of Parcel 19 to Mixed Use, converted Heavy Industrial uses to Light Industrial uses, reconfigured the Library/Village Center parcel, reserved additional right-of-way for an interchange at Branan Field Chaffee Road, allowed certain development rights to be developed in the AFI Affiliated Villages, allowed certain development rights to be developed in the Mixed Use areas of the AFI Affiliated Villages and amended the reporting requirements to biennial reporting.
- BB. Resolution 09/10-9 and Ordinance 2009-48 (October 27, 2009). These actions allowed residential development rights to carry forward in subsequent phases, removed internal connection requirements between Parcels 10 and 11C and between Parcels 10 and 12A, modified Map H, set forth the DRI phasing, buildout, termination and downzoning dates and corrected inconsistencies between the Duval County and Clay County DRI/DOs.

10. Phasing/Buildout/Termination Date

See above under the Proposed Modifications to Development Order Text Section.

13. Precise Language Proposed to be Added to the Development Order:

- A. Substitute the current Clay County and Duval County Master Plans (Map H) with the proposed revised Master Plan (Map H) attached hereto as Exhibit B.
- B. Amend Section 3, of the Clay County DRI/DO for the Villages of Argyle as shown in underline and strikethrough below:

Phasing. Phasing for each Village within The Villages of Argyle shall be linked to total allowable square footage, acreage or units, as applicable, within each Village or Affiliated Village(s) and within each of three phases of development for each Village or Affiliated Village(s) as set forth on Schedule 3 attached hereto and made a part hereof (the "Phase(s)") subject to the terms of the PUD and Land Use Exchange Table. Development of Phases 2 and 3 of this DRI and the PUD zoning may begin prior to their scheduled commencement dates without affecting their respective completion dates, provided that the conditions of this Development Order are met as to development within the respective Phase and Village or Affiliated Village(s). The provisions of Section 380.06(19), F.S. as to extensions of time to complete development of any Phase shall be measured from the date of this Amended and Restated Development Order. Subject to the severability provisions of Section 22 below, each Village or Affiliated Village(s) shall commence Phase 1 of development within such Village or Affiliated Village not later than eighteen (18) months from the effective date of this Amended and Restated Development Order. Development rights for Residential Units shall be carried forward to later phases and be subject to expiration only as part of the ultimate buildout date and termination date set forth in this Amended and Restated Development Order. Both the City and the County wish to maximize the opportunity for internal capture and for Commercial, Industrial and Office development within the Villages of Argyle to enhance economic development in the Northwestern portion of the County and within the Southwestern portion of the City. The City and the County recognize that maturity of the community will dictate the construction and development of Commercial, Industrial and Office development. Accordingly, development rights for Commercial, Industrial and Office improvements shall not be subject to expiration by phase but shall be carried over to later phases and be subject to expiration only as part of the ultimate build out date and termination date for the Villages of Argyle as set forth in this Amended and Restated Development Order.

For purposes of this Amended and Restated Development Order, the commencement of any Phase of The Villages of Argyle development as indicated on Schedule 3 shall consist of the beginning of construction, including site preparation work for any of the following:

- i. project streets;
- ii. office, industrial or commercial facilities;
- iii. parking areas; or
- iv. housing units.

The time period for commencement and completion of any Phase of development shall be tolled as to any Landowner during the period of any appeal pursuant to Section 380.07, F.S., or during the pendency of any administrative or judicial proceedings related to development permits, including any administrative or judicial proceedings pursuant to Chapter 163, F.S. The projected build out date for all development is ~~December 31, 2019~~ March 25, 2026.

The DRI termination and DRI Development Order expiration dates are established as ~~December 31, 2023~~March 25, 2030. Any extensions of the DRI build out date, expiration date or phasing deadline shall be governed by the provisions of Section 380.06(19)(c), F.S. (1997).

C. Amend Section 3, of the Duval County DRI/DO for the Villages of Argyle as shown in underline and strikethrough below:

Phasing. Phasing for each Village within the Villages of Argyle shall be linked to total allowable square footage, acreage, or units, as applicable, within each Village or Affiliated Village(s) and within each of three phases of development for each Village or Affiliated Village(s) as set forth in schedule 3 attached hereto and made a part hereof (the "Phase(s)") subject to the terms of the PUD and Land Use Exchange Table. Development of Phases 2 and 3 of this DRI and the PUD zoning may begin prior to their scheduled commencement dates without affecting their respective completion dates, provided that the conditions of this Development Order are met as to development within the respective Phase and Village or Affiliated Village(s). The provisions of Section 380.06(19), F.S. as to extensions of time to complete development of any Phase shall be measured from the date of this Amended and Restated Development Order. Subject to the severability provisions of Section 22 below, each Village or Affiliated Village(s) shall commence Phase 1 of development within such Village or Affiliated Village not later than eighteen (18) months from the effective date of this Amended and Restated Development Order. Development rights for Residential Units shall be carried forward to later phases and be subject to expiration only as part of the ultimate buildout date and termination date set forth in this Amended and Restated Development Order. Both the City and the County wish to maximize the opportunity for internal capture and for Commercial, Industrial and Office development within the Villages of Argyle to enhance economic development in the Northwestern portion of the County and within the Southwestern portion of the City. The City and the County recognize that maturity of the community will dictate the construction and development of Commercial, Industrial and Office development. Accordingly, development rights for Commercial, Industrial and Office improvements shall not be subject to expiration by phase but shall be carried over to later phases and be subject to expiration only as part of the ultimate build out date and termination date for the Villages of Argyle as set forth in this Amended and Restated Development Order.

For purposes of this Amended and Restated Development Order, the commencement of any Phase of The Villages of Argyle development as indicated on Schedule 3 shall consist of the beginning of construction, including site preparation work for any of the following:

- ~~vi.~~ i. project streets;
- ~~vi.~~ ii. office, industrial or commercial facilities;

- ~~vii.~~ iii. parking areas; or
- ~~viii.~~ iv. housing units.

The time period for commencement and completion of any Phase of development shall be tolled as to any Landowner during the period of any appeal pursuant to Section 380.07, F.S., or during the pendency of any administrative or judicial proceedings related to development permits, including any administrative or judicial proceedings pursuant to Chapter 163, F.S. The projected build out date for all development is ~~December 31, 2019~~March 25, 2026.

The DRI termination and DRI Development Order expiration dates are established as ~~December 31, 2023~~March 25, 2030. Any extensions of the DRI build out date, expiration date or phasing deadline shall be governed by the provisions of Section 380.06(19)(c), F.S. (1997).

- D. Amend Section 29 of the Clay County and Duval County DRI/DO for the Villages of Argyle as shown in underline and strike through below.

Down Zoning Protection. The Villages of Argyle as approved in this Amended and Restated Development Order shall not be subject to down zoning or reduction of approved land uses before March 25, 2030 ~~December 31, 2023~~, unless the Landowners consent to such change or the City or the County, as applicable, demonstrates that the substantial changes in the conditions underlying the approval of this Amended and Restated Development Order have occurred or that this Amended and Restated Development Order was based on substantially inaccurate information provided by the Landowners or that the changes clearly established by the County or the City as applicable to be essential to the public health, safety and welfare.

- E. Amend Section 15(u) of the Clay County DRI/DO for the Villages of Argyle as shown in strike-through and replace it with the following as shown in underline below.

~~**Chimney Lakes.** Chimney Lakes shall reserve one (1) twenty five (25) acre site within Chimney Lakes Village in the location depicted on the Master Plan for construction of a middle school and park. Chimney Lakes shall convey this school site to the Duval County School Board or as otherwise directed by the City prior to issuance of building permits for improvements within Phase 2 of Chimney Lakes Village. To the extent the acreage included within this school site parcel includes jurisdictional wetlands which must be filled in order to allow for reasonable development of this school site parcel for a school and park purposes, then Chimney Lakes shall be responsible, at its expense, for permitting of such filling activity and mitigation, if required.~~

Parcel 50. Parcel 50 (Park/School), as generally shown on the revised Map H, is approximately 23 net acres, with 30 gross acres. As shown on the proposed Parcel

50 layout attached as Exhibit I (to the NOPC approved under City Ordinance 2007-191-E), the northern portion of the parcel shall be conveyed to the City of Jacksonville for park purposes and the southern portion of the parcel shall be conveyed to the Duval County School Board or the City of Jacksonville, as directed by the Duval County School Board and the City of Jacksonville. The conveyance of Parcel 50 will occur within 60 days of written notification from either the Duval County School Board or the City of Jacksonville as provided for herein.

- F. Substitute the current Clay County Phasing Plan, Schedule 3, with the amended plan attached hereto as **Exhibit D**.
- G. Substitute the current Duval County Phasing Plan, Schedule 3, with the amended plan attached hereto as **Exhibit E**.

INDEX TO
VILLAGES OF ARGYLE NOPC EXHIBITS

- A. Vicinity Map
- B. Proposed Revised Master Plan (Map H)
- C. Authorization Letter
- D. Proposed Revised Clay County Phasing Plan, Schedule 3
- E. Proposed Revised Duval County Phasing Plan, Schedule 3
- F. PUD Comparative Land Use Summary

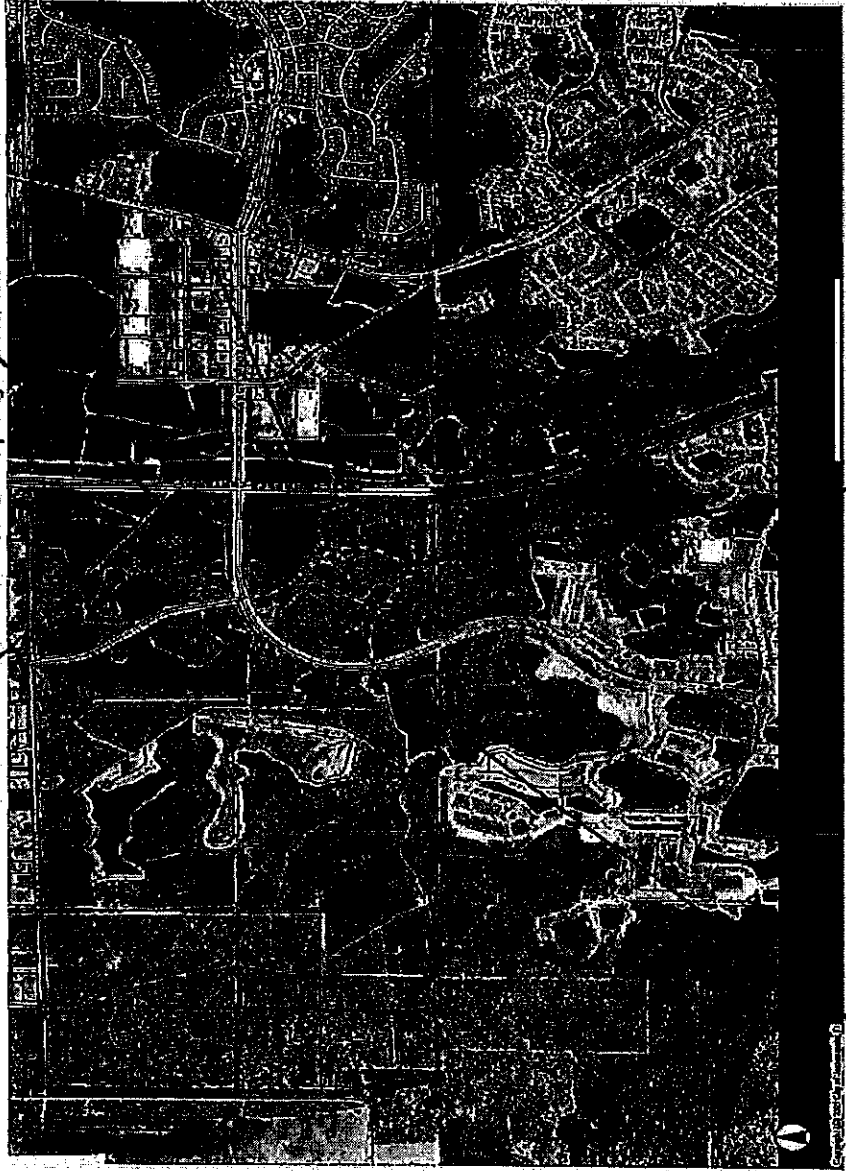
EXHIBIT A

Vicinity Map

Parcel 5

JAXGIS Property Information

Parcel 1



Duval County

Clay County

Oakleaf Plantation Parkway

Parcel 10

Branan Field Chaffee Road
(a/k/a Cecil Commerce
Center Parkway)

EXHIBIT B

Proposed Revised Master Plan (Map H)

EXHIBIT D

Proposed Revised Clay County Phasing Plan, Schedule 3

**Schedule 3
Phasing Plan
(Revised July 2013)**

	Phase I thru December 31, 2006	Phase 2 from January 1, 2007 thru December 31, 2014 <u>March 25, 2021</u>	Phase 3 from January 1, 2015 <u>March 26,</u> 2021 thru December 31, 2019 <u>March</u> <u>25, 2026</u>
<u>AFI Affiliated Villages</u>			
Industrial	915,000, s.f.	1,830,000 s.f.	3,660,000 s.f.
Commercial	446,250 s.f.	834,500 s.f.	2,510,000 s.f.
Single Family Residential	1,490 units	2,979 units	4,909 <u>4,912</u> units
Multifamily Residential	1,300 units	2,600 units	3,060 units
Office	237,500 s.f.	475,000 s.f.	950,000 s.f.
<u>Chimney Lakes</u>			
Industrial	<u>25,000 s.f.</u>	<u>50,000 s.f.</u>	<u>75,000 s.f.</u>
Commercial	102,967 <u>94,501</u> s.f.	199,833 <u>187,133</u> s.f.	298,850 <u>280,700</u> s.f.
Single Family Residential	460 units	920 units	1,380 units
Multifamily Residential	168 units	336 units	504 units
Office			
<u>Ranch Village</u>			
Industrial			
Commercial	64,640 s.f.	129,280 s.f.	193,920 s.f.
Single Family Residential	1,160 units	2,321 units	3,481 units
Multifamily Residential			
Office			

1. All amounts are cumulative for all phases.
2. The square footage and unit amounts are subject to adjustment in accordance with the Land Use Exchange Table (Schedule 2-A).
3. Civic and recreational uses such as church sites, schools and park sites may be developed within any phase.
4. The quantities of Residential, Commercial, Industrial and Office uses may be carried cumulatively through all phases. (See Section 3 of the Amended and Restated Development Order.)
5. Development of Phases 2 and 3 of this DRI and PUD zoning may begin prior to their scheduled commencement dates without affecting their respective completion dates, provided that the conditions of this Development Order are met as to development within the respective Phase and Village or Affiliated Village(s).

EXHIBIT E

Proposed Revised Duval County Phasing Plan, Schedule 3

**Schedule 3
Phasing Plan
(Revised July 2013)**

	Phase I thru December 31, 2006	Phase 2 from January 1, 2007 thru December 31, 2014 <u>March 25, 2021</u>	Phase 3 from January 1, 2015 <u>March 26,</u> 2021 thru December 31, 2019 <u>March 25, 2026</u>
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EXHIBIT F

PUD Comparative Land Use Summary

Exhibit 6

VILLAGES OF ARGYLE

COMPARATIVE LAND USE SUMMARY*

LAND USE	1980 APPROVED	1987 APPROVED	1996 APPROVED	1999 PROPOSED+
Residential Uses	4,248 Acres	4,096.5 Acres	4,076.5 Acres	3,468 Acres
Major Commercial/ Commercial	122 Acres	126 Acres	126 Acres	424 Acres
Office	51 Acres	13.5 Acres	13.5 Acres	122 Acres
Mixed Use	397 Acres	325 Acres	325 Acres	
Residential				228 Acres
Professional office				124 Acres
Light Industrial				78 Acres
TOTALS				430 Acres
Community Center	180 Acres	180 Acres	180 Acres	0 Acres
Village Center	113 Acres	118 Acres	118 Acres	63 Acres
Elementary School	130 Acres	137 Acres	137 Acres	111 Acres
Middle School	75 Acres	72 Acres	72 Acres	79 Acres
Senior High School	80 Acres	80 Acres	80 Acres	70 Acres
Community Parks/ Recreation Center	218 Acres	226 Acres	226 Acres	232 Acres
Golf Course	330 Acres	168 Acres	168 Acres	168 Acres
Preservation Area/ Lowlands	1,783 Acres	1,887 Acres	1,887 Acres	1,889 Acres++
Hunting Preserve	1,162 Acres	1,450 Acres	1,450 Acres	1,400 Acres**
Major Roads	482 Acres	418 Acres	418 Acres	591 Acres
Light/Heavy Industrial				300 Acres
Miscellaneous	6 Acres	32 Acres	32 Acres	46 Acres
TOTALS	9,377 Acres	9,329 Acres	9,309 Acres	9,393 Acres

*Acreage variances between approved PUD and proposed denotes accountable differences due to updated surveying data.

**Includes Regional Mitigation Park

+Includes developed portions of the Villages of Argyle

++Does not include 388 acres Regional Mitigation Park

Exhibit 7

VILLAGES OF ARGYLE

COMPARATIVE LAND USE SUMMARY*

LAND USE	1980 APPROVED	1987 APPROVED	1996 APPROVED	1999 PROPOSED+
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