

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.

1. I, Aundra Wallace, the undersigned owner/authorized representative of the Downtown Investment Authority, 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 Consolidated Downtown DRI 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 the City of Jacksonville, to the Northeast Florida Regional Planning Council, and to the Bureau of Community Planning, Department of Economic Opportunity.

DOWNTOWN INVESTMENT AUTHORITY

10-28-2015
Date

Aundra C. Wallace
Signature

2. **Applicant (name, address, phone).** Downtown Investment Authority
117 W. Duval Street, Third Floor,
Suite 310-B
Jacksonville, FL 32202
Telephone: (904) 630-3492

3. **Authorized Agent (name, address, phone).** Aundra Wallace, CEO
Downtown Investment Authority
117 W. Duval Street, Third Floor,
Suite 310-B
Jacksonville, Florida 32202
Telephone: (904) 630-3487

4. **Location (City, County, Township/Range /Section) of approved DRI and proposed Change.** The Downtown DRI is depicted on the DRI Location Map attached as **Exhibit A.**

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.**

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.

This Notice of Proposed Change (“NOPC”) relates to the JEA Southside Generating Station Site (and such other property adjacent to or near the site that may be acquired by Elements, as defined below, or a related entity) located along the St. Johns River near the Duval County School Board building within the southbank portion of the Consolidated Downtown DRI (the “Property”). A location map identifying the site is attached as **Exhibit B**. This NOPC is a site specific NOPC for the Property and does not modify any other Consolidated Downtown DRI/DO conditions related to any other downtown property.

JEA, as a current owner of the Property, issued a request for proposal (“RFP”) for redevelopment of the JEA Southside Generating Station Site, which is presently vacant. Elements Development of Jacksonville, LLC (“Elements”) was awarded the RFP (under

the public bidding process), is under contract to purchase the JEA Southside Generating Station Site from JEA and is the proposed developer of the Property.

The Property is proposed to be redeveloped by Elements as a mixed use, urban project (the “Project”) consisting of a maximum of: 1,170 residential units, 200 hotel rooms, 125 marina slips, 288,500 square feet of commercial/retail and 200,000 square feet of office uses (the “Project Development Rights”). The City Council and the Downtown Investment Authority (“DIA”), as the DRI Master Developer, recently adopted Ordinance 2014-560-E, which approved modifications to the Southside Community Redevelopment Area Plan and approved a Business Investment and Development Plan for downtown (collectively, the “Plans”). The Plans designate the Property as a mixed use development site and catalyst redevelopment site. This designation means that the redevelopment of the Property will assist in spurring additional redevelopment within the downtown area by acting as a backbone for redevelopment and assisting in bringing more people downtown to enjoy and interact with the urban core. The Project and development of the Project Development Rights are consistent with these Plans.

An Allocation of Development Rights (the “Allocation”) has been approved by the DIA. The Allocation reflects that the Project Development Rights will be assigned from DRI Phases I, II and III of the Southside portion of the DRI.

The Project Development Rights and the Allocation include the ability to develop up to 125 marina slips. Exhibit E, Section C, Specific Condition 4, of the Consolidated Downtown DRI/DO will be amended to add new subsection “h” to require that prior to construction of any marina slips related to the Project all required Federal, State and local permits and approvals must be obtained and that the Manatee Protection Plan, 3rd edition, and the Comprehensive Plan must be updated to include any marina slips associated with the Project. The marina slips will be identified as DRI/DO Phase II development rights within the Southside portion of the DRI/DO, specific to the Project, and will be mitigated for under the applicable Federal, State and local permitting requirements as provided for herein and the Mobility Plan (as defined below) as to transportation impacts. Marinas are exempt from DRI review under Section 380.06(24)(k), Florida Statutes; however since this site specific NOPC is being processed, the applicant seeks to update Table A (as to the Southside) and Table A-1 of Section B, Exhibit E of the DRI/DO to include 125 marina slips in the Southside portion of the DRI/DO for use by Elements as part of the Project subject to the conditions in new DRI/DO Exhibit E, Section C, Specific Condition 4, subsection “h”.

For the Project development to proceed, and the redevelopment of the Property as a catalyst site to occur, the DRI/DO must be modified. The purpose of this NOPC is to:

1. Conform the transportation mitigation requirements for the Project to be consistent with Comprehensive Plan Future Land Use Element Policy 2.3.16;

2. Confirm the Project Development Rights may be used at any time during the Project duration;
3. Confirm no additional DRI related mitigation is required for the Project Development Rights, except for the transportation mitigation provided for herein; and
4. Incorporate a new DRI/DO Condition relating to development of marina slips for the Project.

Transportation Mitigation

The City has initiated a Comprehensive Plan Amendment to Future Land Use Element Policies 2.3.10 and 2.3.16 (the “Policy”) to allow, as an interim measure, site specific NOPCs to be adopted to allow project specific access to DRI Phase II and Phase III development rights prior to rescission or abandonment of the Consolidated Downtown DRI/DO, which per the Policy will occur prior to expiration of DRI Phase I (December 31, 2017). Consistent with the Policy, as reviewed and approved by the Florida Department of Economic Opportunity (f/k/a Department of Community Affairs) and adopted by the City under Ordinance 2011-241-E, access to the DRI Phase II and Phase III development rights will require compliance with the City Mobility Plan, which is the 2030 Mobility Plan (including the 2030 Multi-Modal Transportation Study and the provisions codified in Chapter 655 of the Ordinance Code (the “Mobility Plan”)), to mitigate for transportation impacts associated with the DRI Phase II and Phase III Project Development Rights. Per the Policy, the DRI Phase I transportation mitigation is governed by the DRI/DO and those mitigation conditions have been met and no additional transportation mitigation is required for DRI Phase I Project Development Rights.

The Project is a mixed-use, large scale development with a duration past DRI Phase I (December 31, 2017) and required an allocation of DRI development rights from Phases I, II and III of the Southside portion of the DRI/DO. The necessary DRI Phase I Project Development Rights have been mitigated for and the sole DRI mitigation for the DRI Phase II and Phase III Project Development Rights is the Mobility Plan. As such, this NOPC seeks to modify DRI/DO Exhibit E, Section B, to add new General Condition 12 as set forth in Section 13(a) below to (i) conform the DRI transportation mitigation for the Project Development Rights to the Comprehensive Plan, including the Policy, (ii) confirm that no transportation mitigation is required for the allocation of DRI Phase I Project Development Rights and (iii) that the sole transportation mitigation for the DRI Phase II and Phase III Project Development Rights shall be the Mobility Plan. The adoption of this Project specific modification to the DRI/DO is consistent with the Policy (as amended) and the intent of the City to transition the DRI transportation mitigation for Phases II and III to the Mobility Plan.

Development Rights

Due to the multi-phased redevelopment of the Property and Project duration, this NOPC also seeks to confirm that notwithstanding anything contained within the Consolidated Downtown DRI/DO, as may be modified now or in the future, the Project developer may (i) carryforward any allocated Project Development Rights into subsequent phases and (ii) accelerate the use of the DRI Phase II and Phase III Project Development Rights prior to the commencement date of either Phase, provided the Mobility Plan requirements are satisfied for the Phase II or Phase III Project Development Rights. No additional mitigation is required to carryforward or accelerate the Project Development Rights, except for the Mobility Plan as explained herein. The NOPC also seeks to confirm that the sole DRI mitigation for the Project Development Rights shall be the Mobility Plan for the DRI Phase II and Phase III Project Development Rights and that no other DRI related exaction or mitigation of any kind is required for Project redevelopment. New DRI/DO Exhibit E, Section B, General Condition 12 set forth in Section 13(a) below incorporates these necessary confirmations.

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).**

DOWNTOWN DRI DEVELOPMENT ORDER, AS AMENDED:

Resolution 82-802-378, adopted January 10, 1983, was the original development order for the Southside DRI.

Resolution 85-1508-549, adopted February 3, 1986, was the original development order for the Northside West DRI.

Resolution 91-208-93, adopted April 3, 1991, was the original development order for the Northside East DRI.

Other resolutions and ordinances since superseded by Ordinance 92-392-489, which consolidated the three DRIs into one DRI Development Order: Resolutions 86-486-143, 86-814-285, 86-1055-378, 86-1343-447, 87-710-220, 87-1404-458, and 88-760-275,

and Ordinances 88-874-542, 88-875-543, 90-505-239, 90-975-554, 91-946-363, and 91-1068-511.

Ordinance 92-392-489, adopted June 9, 1992, consolidated the three downtown DRI Development Orders into one development order. A summary of changes approved are as follows:

- A. Eliminated geographic ties to phasing and land use;
- B. Consolidation and time extensions of phases;
- C. Flexibility of change land use type and amount (Land Use/Transportation Trade-Off Mechanism);
- D. Added 35.3 acre parcel of land to Northside East Downtown DRI Area for State of Florida Regional Service Center (Institutional Land Use);
- E. Changes land uses on various properties in the Southside Downtown DRI area. Three blocks bounded by Prudential Drive, Flagler Avenue, Hendricks Avenue and Louisa Street were changes from Residential High Density to Mixed General Commercial/High Density Residential. A portion of one block bounded by Hendricks Avenue, Kings Street, Louise Street and Prudential Drive was changes from Public Parking to General Commercial.

Ordinance 92-1701-1143, adopted October 27, 1992, changed area bounded by Market, Forsyth, Liberty and Bay Streets from Institutional/Office to Riverfront: Public/Private and reflected certain land-use trade-offs from Office to Industrial. No additional development entitlements were added as a result of this change.

Ordinance 93-181-71, adopted March 12, 1993, authorized changes to the DRI to amend Exhibit E to correct scrivener errors.

Ordinance 93-1693-839, adopted October 12, 1993, changed area along north side of Bay Street between Ocean Street, Forsyth Street and Market Street from Institutional/Office to Commercial. No change in development entitlements occurred as a result of this Ordinance.

Ordinance 93-1871-1164, adopted December 28, 1993, changed Haines Street that was closed between Duval and Adams Street to Recreational Open Space to implement the Gator Bowl Master Plan. No change in development entitlements occurred as a result of this Ordinance.

Ordinance 93-2166-1310, adopted February 14, 1994, closed Adams Street between Georgia and Victoria Street to facilitate the implementation of the Gator Bowl Master Plan. The Adams Street right of way was redesignated to Recreational - Open Space land use category. No change in development entitlements occurred as a result of this Ordinance.

Ordinance 93-2175-1286, adopted February 1, 1994, changed a block area near Oak and Stonewall Streets to Mixed High Density Residential/Office/Commercial land use category and changed an area to Commercial for the Royal Services, Inc. computer operations building.

Ordinance 94-409-314, adopted June 23, 1994, to authorize changes and enhancements to Metropolitan Park to accommodate the construction of a 70-slip transient docking facility which included five slips for the City's Fire Rescue Division. No change in development entitlements occurred as a result of this Ordinance.

Ordinance 94-873-481, adopted August 29, 1994, authorized changes in the DRI to reduce the Residential Land Use Category by 4.3 acres and increased the Institutional/Office land use category by 4.3 acres to accommodate to the proposed homeless center and existing mini-jail. No change in development entitlements occurred as a result of this Ordinance.

Ordinance 94-1093-622, adopted November 4, 1994, authorized changes to the DRI to reduce the Medium Density Residential land use category by 1.52 acres, Recreational Open Space land use by 3.76 acres and to increase the Institutional/Office land use category by 5.28 acres for a proposed automated Skyway Express facility.

Ordinance 95-341-201, adopted May 3, 1995, changes 9.5 acres of Industrial land use to 9.5 acres of Commercial land use and modified the Commercial land use category description to include some Light Industrial uses as contemplated in the Northside East Community Redevelopment Plan and the LaVilla Redevelopment Plan. No change in development entitlements occurred as a result of this Ordinance.

Ordinance 96-604-455, adopted September 27, 1996, converted 30,438 sq. ft. of Office to 9,000 sq. ft. of Retail. 6,478,330 of Office sq. ft. was reduced by 30,438 sq. ft. to 6,447,892 sq. ft. and Retail was increased by 9,000 sq. ft. from 872,318 sq. ft. to 881,318 sq. ft. (Sikes and Stowe).

Ordinance 96-633-373, adopted August 13, 1996, authorized changes in the Consolidated DRI by utilizing the land use trade off procedure set forth in the Consolidated DRI converting 42,669 square feet of commercial land use to 12,360 square feet of retail land use to accommodate the rescue mission land use category. Retail land use was determined by the Planning and Development Department to be the most comparable land use category in the land use trade off matrix. The tradeoff was requested to accommodate the proposed Trinity Rescue Mission.

Ordinance 96-711-404, adopted September 11, 1996, authorized changes in the Consolidated DRI by utilizing the land use trade off procedure set forth in the Consolidated DRI converting 22,000 square feet of Office land use to 18,128 square feet

of industrial land use to accommodate First Baptist Church's warehouse facility. No change in development entitlements occurred as a result of this Ordinance.

Ordinance 96-814-476, adopted October 8, 1996 approved the transfer of 125 hotel rooms from Phase 1 of the Northside East Downtown DRI, decreasing the original number of 900 hotel rooms down to 775 hotel rooms, and increasing the Southside Downtown DRI by 125 hotel rooms in Phase 1 which increased the original number of 668 hotel rooms to 793 hotel rooms. (Premier Lodging)

Ordinance 98-252-E, adopted May 26 1998, to amend Table A Project Development Land Uses to authorize changes and enhancements in the DRI to reduce the number of hotel rooms in Phase 1 of the Northside East DRI by 100 hotel rooms and to increase the number of hotel rooms in Phase 2 of the Southside DRI by 100 hotel rooms.

Ordinance 98-477-E, adopted July 28, 1998, which authorized a change to Table A Project Development Land Uses converting 283,505 sq. ft. of office sq. ft. To 275 hotel rooms in Phase 1 of the Northside East DRI.

Ordinance 98-873-E, adopted November 24, 1998, which authorized a change to Table A Project Development Land Uses converting 309,278 sq. ft. of office sq. ft. to 300 hotel rooms in Phase 1 of the Northside East DRI. This amendment also modified the build out date of each phase of the Consolidated DRI by adding one year to Phase 1 and extending each subsequent phase by one year.

Ordinance 99-822-E, adopted September 20, 1999, which authorized the build out date of each phase of the Consolidated Downtown DRI by adding two years to Phase 1 and extending each subsequent phase by two years.

Ordinance 2001-298-E, adopted June 12, 2001 which authorized the Berkman Plaza Marina consisting of 54 slips, replaced Table A (revised 2/2/01) and pages E-25 and E-25a of the consolidated development order.

Ordinance 2001-414-E, adopted May 22, 2001, which amended the Northside West DRI Master Development Plan Map changing the land use designation of Medium Density Residential to Commercial on 0.6 acre parcel of land owned by Brinton Paint Company.

Ordinance 2001-839-E, adopted October 29, 2001, i) extended phasing for each of the DRI's for Phase I to December 31, 2010; Phase II to December 31, 2015; Phase III to December 31, 2020; ii) modified development order conditions related to transportation improvements; iii) reduced the commercial/retail and office square footage for the Northside East DRI by over 14,000,000 square feet combined; iv) increased hotel rooms in the Northside West portion by 29 rooms to 929 rooms, and in the Southside portion from 893 to 1,561 rooms; and v) increased in marina slips from 70 to 274, taking into account the Berkman marina and River City Marina.

Ordinance 2002-755-E, adopted October 27, 2002, converted office development rights to residential rights in the Southside portion of the DRI, increased marina slips in the Southside by 75 units, and amended Map H to show a marina site on the Southside, for the Strand project.

Ordinance 2004-111-E, adopted March 23, 2004, designated all lands within the downtown DRI as having those uses allowed under the Central Business District land use category of the Jacksonville Comprehensive Plan, eliminated maximum density requirements for residential uses, and converted 72,826 office square feet in the Southside portion to 175 residential dwelling units.

Ordinance 2005-391-E, adopted May 10, 2005, allowed the development of the Shipyards project with 662 residential dwelling units, 100,000 square feet of commercial uses, 1,000,000 square feet of office uses, 350 hotel rooms, 400 marina slips and 3,915 parking spaces until December 31, 2020 and allowed the conversion of uses.

Ordinance 2005-854-E, adopted August 30, 2005, which converted 37,450 square feet of office to 90 residential units in the Southside portion for the Riverview project.

Ordinance 2005-855-E, adopted October 17, 2005, shifted 181,000 square feet of office and 200 residential units from Phase II to Phase I for the Southside portion of the Consolidated Downtown DRI.

Ordinance 2007-659-E, adopted April 22, 2008, allocated an additional 128 marina slips to the Southside portion of the Consolidated Downtown DRI for Phase I, and permitted development rights for any of the 128 marina slips not constructed within Phase I to be carried forward into Phase II.

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 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 1/2 mile on a project master site plan or other map.**

No lands within 1/4 mile of the subject DRI areas have been purchased or optioned by the applicant.

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 <input checked="" type="checkbox"/>	NO <input type="checkbox"/>

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.**

No, this NOPC does not change the DRI buildout date or phasing schedule.

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

The City is processing a comprehensive plan amendment regarding the DRI.

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.**

See the revised Map H-1 attached as Exhibit D.

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;**

- 1. **Modify Consolidated Downtown DRI/DO Exhibit E, Section B, to add new General Condition 12 as follows:**

12. The property known as the Southside Generating Station Site (and any additional property adjacent to or near this Site acquired by the developer) located along the St. Johns River near the Duval County School Board building within the Southside portion of downtown, shall be allowed to be developed with up to the following development rights: 1,170 residential units, 200 hotel rooms, 125 marina slips (subject to DRI/DO Exhibit E, Section C, Specific Condition 4(h)), 288,500 commercial retail square feet and 200,000 office square feet uses, (the “Southside Site Development Rights”). Notwithstanding any contrary provisions or limitations in this DRI Development Order, including, but not limited, to phasing, conversions, buildout dates or termination dates, the Southside Site Development Rights may be carried forward to subsequent DRI phases and the developer may accelerate the beginning date of DRI Phases, provided the developer complies with the Mobility Plan as to the Southside Site Development Rights for Phases II and III. The Mobility Plan is the 2030 Mobility Plan (including the 2030 Multi-Modal Transportation Study, as may be amended, and the provisions codified in Chapter 655 of the Ordinance Code (the “Mobility Plan”). The sole DRI mitigation for any project related impacts associated with the Southside Site Development Rights shall be the Mobility Plan for the DRI Phase II and Phase III Southside Site Development Rights and no additional DRI related exaction or mitigation of any kind, including but not limited to, concurrency, is required for the DRI Phase II or Phase III Southside Site Development Rights notwithstanding anything contrary in the DRI Development Order. In addition, there are no DRI exaction or mitigation requirements of any kind, including but not limited to concurrency, associated with impacts for the DRI Phase I Southside Site Development Rights because the required mitigation/exaction has been satisfied.

2. Modify Consolidated Downtown DRI/DO Exhibit E, Section C, Specific Condition 4, to add new subsection “h” as follows:

The Southside Generating Station Site project may include the development of no more than 125 marina slips. The approval of the 125-marina slips is contingent on the developer of the Southside Generating Station Site securing all Federal, State and local permits and approvals from applicable regulatory agencies and any necessary consent of use or submerged land lease by the Trustees of the Internal Improvement Trust Fund. Prior to construction of any or all of the marina slips, the Duval County Manatee Protection Plan, 3rd edition, and the Comprehensive Plan shall be modified to include the 125 marina slips within the Southside portion of the Consolidated Downtown DRI for use as part of the Southside Generating Station Site project. All approvals associated with the required permits and approvals and subsequent renewals will

apply to the Southside Generating Station Site project. Any impacts to manatees will be reviewed as part of the permitting process for this project. This Condition shall control as to the development of the Southside Generating Station Site Marina notwithstanding anything contrary in the Consolidated Downtown DRI Development Order.

3. Substitute and replace Exhibit E, Section B, Table A (as to the Southside) and Table A-1, to add 125 marina slips to Phase II of the Consolidated DRI/DO for the Southside Generating Station Site with the revised Exhibit E, Section B, Table A (as to the Southside) and Table A-1, attached as **Exhibit C**.
4. Substitute and replace Map H-1 with the revised Map H-1 attached as **Exhibit D** to depict the general location of the proposed Southside Generating Station Site Marina.
 - 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;**
 - c. **A proposed amended development order deadline for commencing physical development of the proposed changes, if applicable;**
 - d. **A proposed amended development order termination date that reasonably reflects the time required to complete the development;**
 - 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**
 - 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.**

This NOPC does not seek to modify any of the items contained in Sections 13(b)-(f).

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE	
Attraction/Recreation	# Parking Spaces	No change.			
	# Spectators				
	# Seats	No change.			
	Site locational changes				
	Acreage, including drainage, ROW, easements, etc.				
	External Vehicle Trips				
	D.O. Conditions				
	ADA Representations				
	Airports	Runway (length)			
		Runway (strength)			
		Terminal (gross square feet)			
		# Parking Spaces			
		# Gates			
Apron Area (gross square feet)					
Site locational changes					
	Airport Acreage, including drainage, ROW, easements, etc.				

¹ 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. Amended and Restated Development Order, Ordinance 92-392-489 adopted June 16, 1992. FAX_ACTIVE 3585531.11

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE
Airports (cont.)	# External Vehicle Trips			
	D.O. Conditions			
	ADA representations			
Hospitals	# Beds	No change.		
	# Parking Spaces			
	Building (gross square feet)			
	Site locational changes			
	Acreage, including drainage, ROW, easements, etc.			
	External Vehicle Trips			
Industrial	D.O. conditions			
	ADA representations			
	Acreage, including drainage, ROW, easements, etc.			
	# Parking Spaces			
	Building (gross square feet)	No change.		

¹ 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. Amended and Restated Development Order, Ordinance 92-392-489 adopted June 16, 1992. JAX_ACTIVE 3585531.11

SUBSTANTIAL DEVIATION DETERMINATION CHART

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

REVISED EXHIBIT 1
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 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.
 Amended and Restated Development Order, Ordinance 92-392-489 adopted June 16, 1992.
 AX_ACTIVE 3585531.11

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE	
Office (cont.)	# Parking Spaces				
	# Employees				
	Site locational changes				
	# External vehicle trips				
	D.O. Conditions				
	ADA representations				
	Storage Capacity (barrels and/or pounds)				
	Distance to Navigable Waters (feet)				
	Site locations changes				
	Facility Acreage, including drainage, ROW, easements, etc.				
Petroleum/Chemical Storage	# External vehicle trips				
	D.O. Conditions				
	ADA representations				
	# Boats, wet storage	125 slips			
	# Boats, dry storage				
	Dredge and fill (cu. yds.)				
	Ports (Marinas)				

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. Amended and Restated Development Order, Ordinance 92-392-489 adopted June 16, 1992. AX_ACTIVE 3585531.11

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE		
Ports (Marinas) (cont.)	Petroleum storage (gals.)					
	Site locational changes					
	Port Acreage, including drainage, ROW, easements, etc.					
	# External vehicle trips					
	D.O. Conditions					
	ADA representations					
	# Dwelling units		No change.			
	Type of dwelling units					
	# of lots					
	Acreage, including drainage, ROW, easements, etc.					
Residential	Site locational changes					
	# External vehicle trips					
	D.O. Conditions					
	Acreage, including drainage, ROW, easements, etc.					
	Floor Space (gross square feet)		No change.			
	Wholesale, Retail, Service	Petroleum storage (gals.)				
		Site locational changes				
		Port Acreage, including drainage, ROW, easements, etc.				
		# External vehicle trips				
		D.O. Conditions				
Acreage, including drainage, ROW, easements, etc.						
Floor Space (gross square feet)			No change.			
Wholesale, Retail, Service		Petroleum storage (gals.)				
		Site locational changes				
		Port Acreage, including drainage, ROW, easements, etc.				
	# External vehicle trips					
	D.O. Conditions					
	Acreage, including drainage, ROW, easements, etc.					
	Floor Space (gross square feet)		No change.			
	Wholesale, Retail, Service	Petroleum storage (gals.)				
		Site locational changes				
		Port Acreage, including drainage, ROW, easements, etc.				
# External vehicle trips						
D.O. Conditions						
Acreage, including drainage, ROW, easements, etc.						
Floor Space (gross square feet)			No change.			

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. Amended and Restated Development Order, Ordinance 92-392-489 adopted June 16, 1992.

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE
Wholesale, Retail, Service (cont.)	# Parking Spaces			
	# Employees			
	Site locational changes			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			
	# Rental Units	No change.		
	Floor space (gross square feet)			
	# Parking Places			
	# Employees			
Hotel/Motel	Site locational changes			
	Acreage, including drainage, ROW, easements, etc.			
	# External vehicle trips			
	D.O. Conditions			
	ADA representations			

¹Note: 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. Amended and Restated Development Order, Ordinance 92-392-489 adopted June 16, 1992. AX_ACTIVE 3585531.11

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE
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			
	Acreage		No change.	
	Site locational changes			
	Type of open space			
D.O. Conditions				
ADA representations				
Acreage		No change.		
Site locational changes				
Preservation, Buffer or Special Protection Areas				

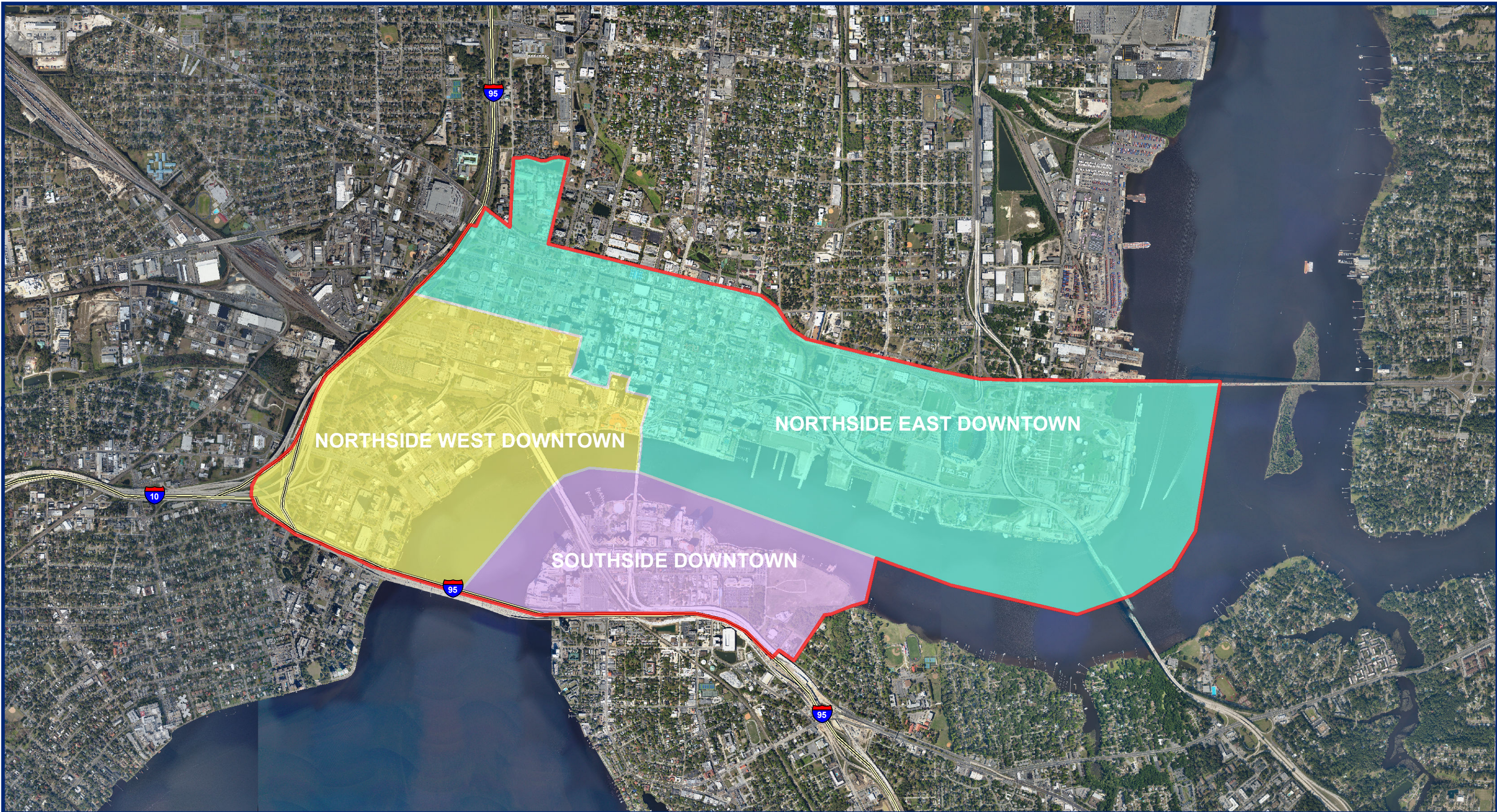
If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent. Amended and Restated Development Order, Ordinance 92-392-489 adopted June 16, 1992. AX_ACTIVE 3585531.11

SUBSTANTIAL DEVIATION DETERMINATION CHART

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN ¹	PREVIOUS D.O. CHANGE & DATE OF CHANGE
Preservation, Buffer or Special Protection Areas (cont.)	Development of site proposed			
	D.O. Conditions			
	ADA representations			

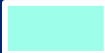


¹ If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information from the developer or his agent.
² Amended and Restated Development Order, Ordinance 92-392-489 adopted June 16, 1992.
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EXHIBIT A
DRI LOCATION MAP



Legend

 CONSOLIDATED DOWNTOWN DRI BOUNDARIES

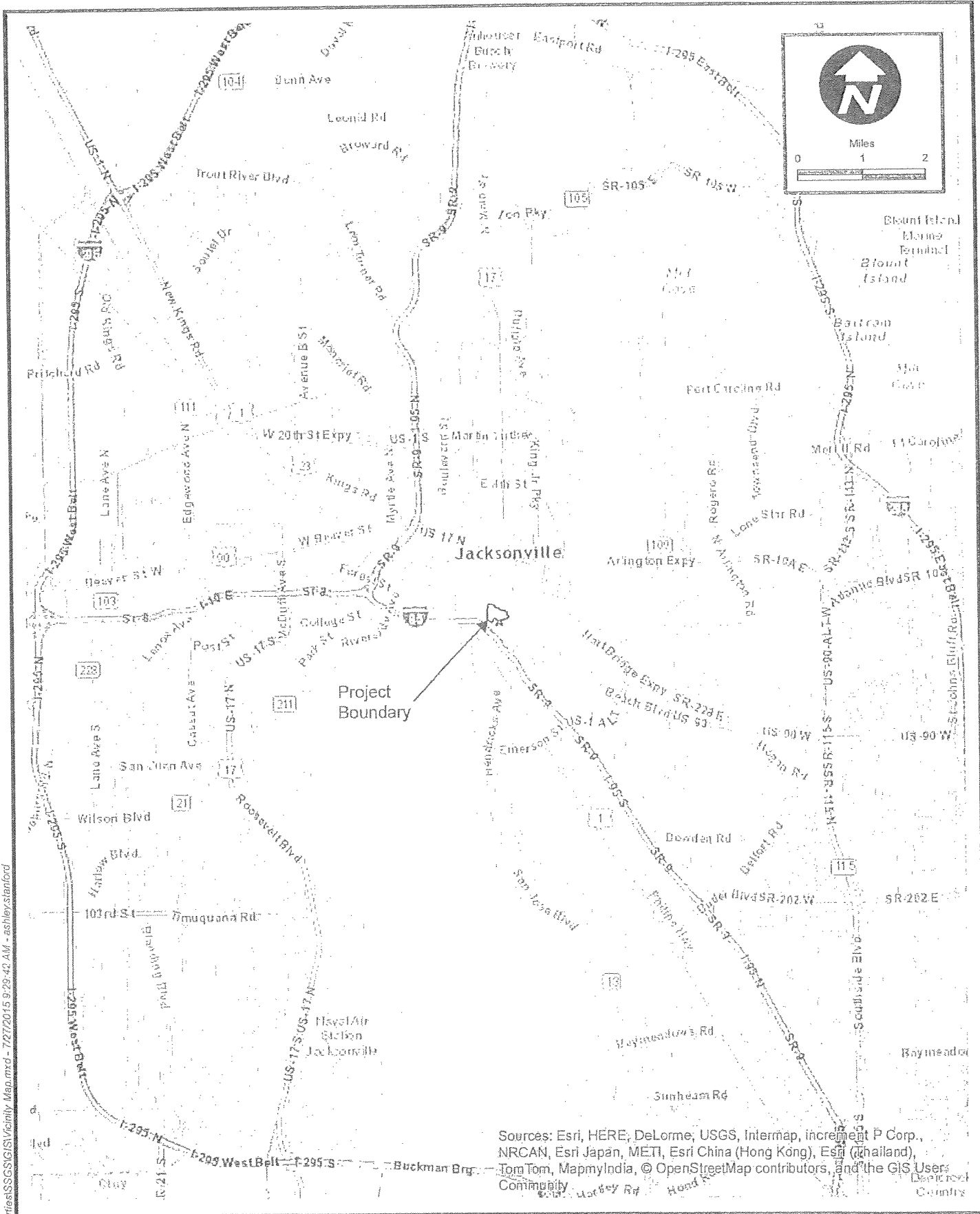
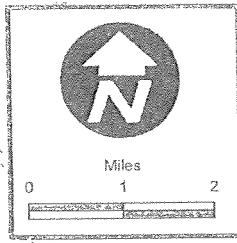
- DRI COMPONENT AREA**
-  NORTHSIDE EAST DOWNTOWN
 -  NORTHSIDE WEST DOWNTOWN
 -  SOUTHSIDE DOWNTOWN

**CONSOLIDATED DOWNTOWN (JACKSONVILLE)
DEVELOPMENT OF REGIONAL IMPACT**



EXHIBIT B
LOCATION MAP

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Sources: Esri, HERE, DeLorme, USGS, Intermap, increment P Corp., NRCAN, Esri Japan, METI, Esri China (Hong Kong), Esri (Thailand), TomTom, MapmyIndia, © OpenStreetMap contributors, and the GIS User Community

Kimley»Horn

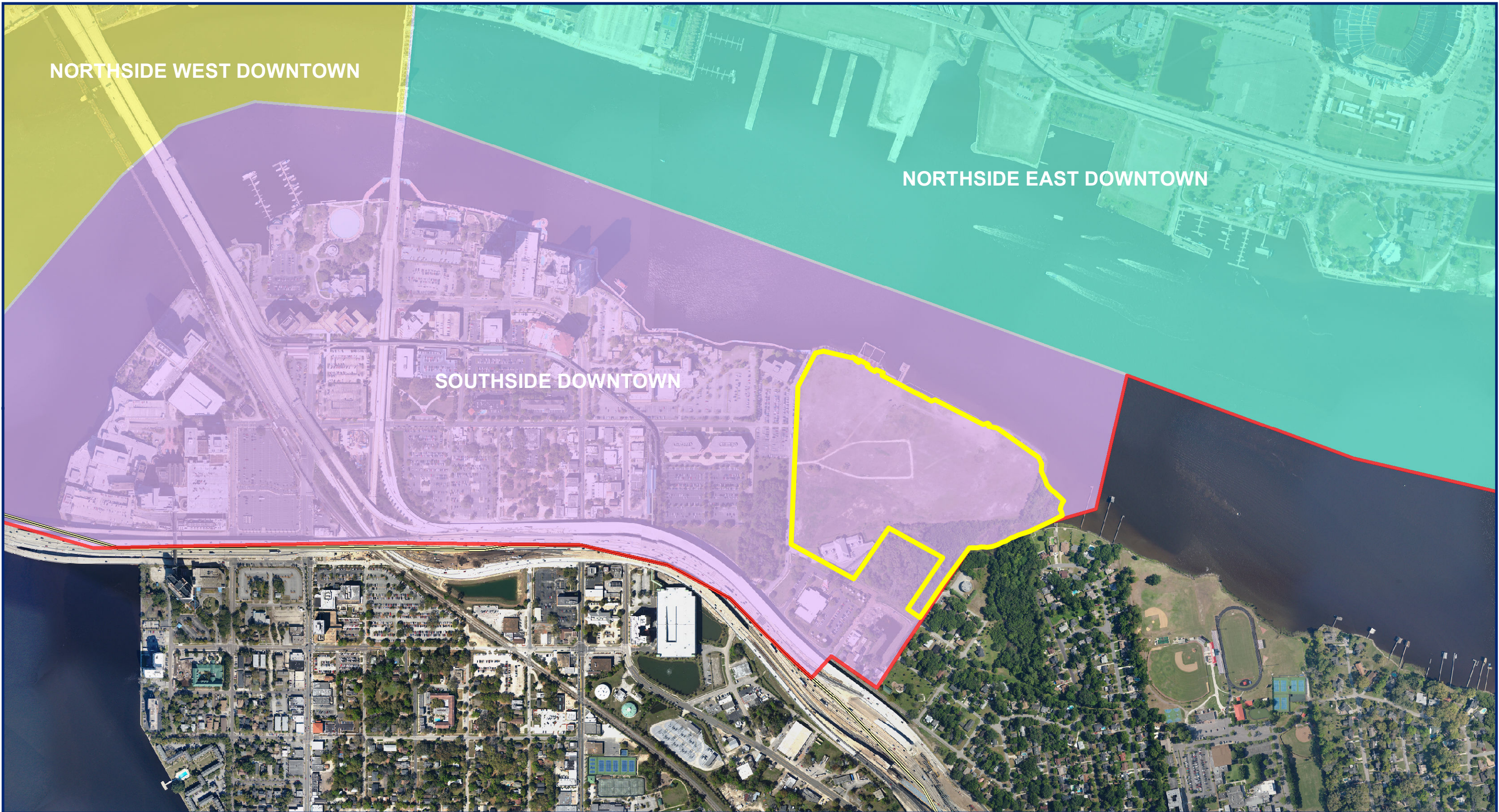
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VICINITY MAP
SOUTHSIDE GENERATING STATION PROPERTY
DUVAL COUNTY, FLORIDA
REVISED EXHIBIT 1
PAGE 24 OF 30

NORTHSIDE WEST DOWNTOWN

NORTHSIDE EAST DOWNTOWN

SOUTHSIDE DOWNTOWN



Legend

- CONSOLIDATED DOWN DRI BOUNDARIES
- BOUNDARY
- NORTHSIDE EAST DOWNTOWN
- SOUTHSIDE DOWNTOWN

BOUNDARY



EXHIBIT C

REVISED DRI/DO EXHIBIT E, SECTION B, TABLE A (SOUTHSIDE) AND TABLE A-1

TABLE A SOUTHSIDE COMPONENT OF DRI

Land Use	Existing Pre-ADA	Phase I Development	Total Phase I	Phase II Development	Total Phase I & II	Phase III Development	Total For All Phases
Retail	35,000	176,348	211,348	100,000	311,348	440,152	751,500
Office	1,547,529	2,439,598	3,987,127	291,800	4,278,927	824,151	5,103,078
Industrial							
Gov't/Inst.	148,670	36,000	184,670		184,670		184,670
Residential		1,369	1,369		1,369	3,651	5,020
Attractions (seats)							
Hotel Rooms	668	791	1,459	102	1,561		1,561
Marina Slips	62	203*	265	125**	390		390
Hospital Beds	523	180	703	32	735		735

*allocation of 128 slips (total) to SSGP of Florida, LLC for use during Phase I and II

** allocation of 125 slips (total) to Elements Development of Jacksonville, LLC as set forth in the site specific NOPC

TOTAL DRI ENTITLEMENTS TABLE A-1

Land Use	TABLE A-1 CUMULATIVE TOTALS ALL USES							New NOPC Total
	Existing Pre-ADA	Phase I Development 2017	Total Phase I	Phase II Development 2022	Total Phase I & II	Phase III Development 2027		
Retail	2,118,246	949,368	3,067,614	450,000	3,517,614	3,686,520	7,204,134	
Office	8,543,010	10,772,419	19,315,429	3,289,900	22,605,329	14,547,468	37,152,797	
Industrial	557,150	155,103	712,253	50,000	762,253	815,702	1,577,955	
Gov't/Inst.	2,525,970	2,136,339	4,662,309	250,000	4,912,309	1,123,653	6,035,962	
Comm. Utilities	95,000	2,470	97,470		97,470		97,470	
Residential	1,316	5,084	6,400	1,200	7,600	7,964	15,564	
Attractions (seats)	102,042	7,958	110,000	10,000	120,000		120,000	
Recreational (acreage)	166		166		166		166	
Streams and Waterways	531		531		531		531	
Hotel Rooms	668	3,036	3,704	336	4,040		4,040	
Marina Slips	62	727*	789	125**	914		914	
Hospital Beds	523	180	703	32	735		735	

* allocation of 128 slips (total) to SSGP of Florida, LLC for use during Phase I and II

** allocation of 125 slips (total) to Elements Development of Jacksonville, LLC as set forth in the site specific NOPC

EXHIBIT D

REVISED MAP H-1



JACKSONVILLE CONSOLIDATED DOWNTOWN DRI MAP H: MASTER DEVELOPMENT PLAN

-  CONSOLIDATED DOWN DRI BOUNDARIES
-  CENTRAL BUSINESS DISTRICT (CBD)

 MARINA

