

REPORT OF THE PLANNING AND DEVELOPMENT DEPARTMENT FOR

APPLICATION FOR REZONING ORDINANCE 2016-0071 TO

PLANNED UNIT DEVELOPMENT

FEBRUARY 18, 2016

The Planning and Development Department hereby forwards to the Planning Commission, Land Use and Zoning Committee and City Council its comments and recommendation regarding Application for Rezoning Ordinance **2016-0071** to Planned Unit Development.

Location: 11335 Atlantic Boulevard; on the north side of Atlantic Boulevard between General Doolittle Drive and Kernan Boulevard North

Real Estate Number(s): 167445 0150; a portion of 167445 0200

Current Zoning District: Planned Unit Development (PUD) per Ord. 2002-914; 2010-377

Proposed Zoning District: Planned Unit Development (PUD)

Current Land Use Category: Community General Commercial (CGC)

Planning District: Greater Arlington (2)

Planning Commissioner: Chris Hagan, Chair

City Council Representative: The Honorable Al Ferraro, District 2

Applicant: Paul M. Harden, Esq.
Law Offices of Paul Harden
501 Riverside Avenue, Suite 901
Jacksonville, Florida 32202

Owner: Atlantic North, LLC
1 Sleiman Parkway, Suite 270
Jacksonville, Florida 32216

Spirit SPE Portfolio 2005-3, LLC
c/o CarMax Auto Superstore, Inc.
PO Box 29965
Richmond, Virginia 23242

Staff Recommendation: **APPROVE WITH CONDITIONS**

GENERAL INFORMATION

Application for Rezoning 2016-0071 seeks to rezone approximately 16.9 acres of land from Planned Unit Development (PUD) Zoning Districts to Planned Unit Development (PUD). The applicant is proposing the PUD to incorporate an additional 3.0 acre parcel of land into the existing 13.9 acre PUD.

The Property is located on the north side of Atlantic Boulevard between General Doolittle Drive and Kernan Boulevard North and serves the existing CarMax Complex/automobile dealership. The three (3) acre portion of the adjacent eastern parcel proposed to be added will be restricted to supporting commercial uses including loaner car storage and automobile inventory storage, retention ponds, and essential services to serve the current PUD. The PUD ensures a unified development plan incorporating site specific use restrictions and standards and other development criteria necessary to accommodate the proposed development of the property and ensure that it's compatible with surrounding uses.

CRITERIA FOR REVIEW

Pursuant to the provisions of Section 656.341(d) of the Zoning Code, the Planning and Development Department, Planning Commission and City Council (including the appropriate committee) shall evaluate and consider the following criteria for rezoning to Planned Unit Development district:

1. Is the proposed rezoning consistent with the 2030 Comprehensive Plan?

Yes. The Property is located in the Community/General Commercial (CGC) land use category of the 2030 Comprehensive Plan and is within the Urban Development Area.

The Community General Commercial (CGC) functional land use category permits outlets and establishments that offer a wide range of goods and services including general merchandise, apparel, food and related items as well as auto dealerships, service centers, professional and business offices, financial institutions and boat storage facilities. The CGC functional land use category is intended to provide compact development which should generally be developed in nodal and corridor development patterns while promoting the revitalization or advancement of existing commercial districts and the use of existing infrastructure through infill development and redevelopment. Requests for new CGC designations are preferred in locations which are supplied with full urban services and which abut a roadway classified as an arterial or higher on the Functional Highway Classification Map.

The proposed request is to add additional property to the existing CarMax dealership and consolidate the zoning under one PUD, allowing for complete redevelopment of the site. The additional three (3) acre parcel to the northeast is identified on the site plan as "Parcel A" Therefore, the proposed rezoning is consistent with the FLUMs adopted as part of the 2030 Comprehensive Plan pursuant to Chapter 650 Comprehensive planning for future development of the Ordinance Code.

2. Does the proposed rezoning further the goals, objectives and policies of the 2030 Comprehensive Plan?

The evaluation of the goals, objectives and policies of the Comprehensive Plan can be found later in this report.

3. Does the proposed rezoning conflict with any portion of the City's land use regulations?

No. The written description and the site plan of the intended development complies with all portions of the City's land use regulations and furthers their intent by providing specific development standards and use restrictions to accommodate the proposed development of the property to ensure that the proposed PUD is compatible with surrounding uses.

Pursuant to the provisions of Section 656.341(d) of the Zoning Code, the Planning and Development Department, Planning Commission and City Council (including the appropriate committee) shall evaluate and consider the following criteria for rezoning to Planned Unit Development district:

(1) Consistency with the 2030 Comprehensive Plan

In accordance with Section 656.129 Advisory recommendation on amendment of Zoning Code or rezoning of land of the Zoning Code, the subject property is within the Community General Commercial (CGC) functional land use category as identified in the Future Land Use Map series (FLUMs). This proposed rezoning to Planned Unit Development as conditioned is consistent with the 2030 Comprehensive Plan including the following goals, objectives and policies:

FLUE Policy 1.1.1 states that, "the City shall ensure that all new development and redevelopment after the effective date of the 2010 Comprehensive Plan is consistent with the Future Land Use Map series, and textual provisions of this and other elements of the 2010 Comprehensive Plan, as provided in Chapter 163 (Part II), F.S."

FLUE Policy 1.1.8 Requires that "all new non-residential projects be developed in either nodal areas, in appropriate commercial infill locations, or as part of mixed or multi-use developments such as Planned Unit Developments (PUDs), cluster developments, Traditional Neighborhood Design (TND) developments, and Locally Designated Historic Preservation Districts", as described in this element.

FLUE 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.

FLUE 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.

FLUE Objective 3.2 Continue to promote and sustain the viability of existing and emerging commercial and industrial areas in order to achieve an integrated land use fabric which will offer a full range of employment, shopping, and leisure opportunities to support the City's residential areas.

FLUE Policy 3.2.2 City shall promote, through the Land Development Regulations, infill and redevelopment of existing commercial areas in lieu of permitting new areas to commercialize.

FLUE Policy 3.2.7 The City shall implement the locational criteria of this element for commercial and industrial uses consistent with the character of the areas served, availability of public facilities, and market demands.

FLUE Objective 3.4 Where feasible, the City shall encourage all new developments to conform to a compact and connected growth pattern with land use diversity and improved interrelationships among living, working, shopping, education and recreational activities.

FLUE Objective 6.3 The City shall accommodate growth in Jacksonville by encouraging and facilitating new infill development and redevelopment on vacant, bypassed and underutilized land within areas that already have infrastructure, utilities, and public facilities, while addressing the needs of City residents.

The proposed PUD for the 16+ acres site will allow for the infill and redevelopment of a site currently utilized by and suited for commercial activities. It's adjacent to similarly developed properties and has significant frontage along Atlantic Boulevard, a major commercial artery. The proposed PUD contains limitations on the permitted commercial uses as well as a unified development plan and the site will be developed with buffering and landscaping that meets or exceeds the requirements in Part 12 of the Zoning Code.

(2) Consistency with the Concurrency Mobility and Management System

Pursuant to the provisions of Chapter 655 Concurrency and Mobility Management System of the Ordinance Code, the development will be required to comply with all appropriate requirements of the Concurrency and Mobility Management System (CMMSO) prior to development approvals.

(3) Allocation of residential land use

This proposed Planned Unit Development intends to utilize lands for a commercial development. This proposed development will not exceed the projected holding capacity reflected in Table L-20, Land Use Acreage Allocation Analysis For 2030 Comprehensive Plan's Future Land Use Element, contained within the Future Land Use Element (FLUE) of the 2030 Comprehensive Plan.

(4) Internal compatibility

This proposed PUD is consistent with the internal compatibility factors with specific reference to the following:

The particular land uses proposed and the conditions and limitations thereon: The PUD proposes development standards such as the restriction of uses; building setbacks; the gradual transitioning of uses; site lighting to minimize interference with adjacent properties; visual screens; buffering; and landscaping requirements for the site to more appropriately coexist with the surrounding residential development. The proposed PUD rezoning places further restrictions on the property than would not normally encumber conventional zoning districts.

The separation and buffering of vehicular use areas and sections of vehicular use areas: The proposed site plan indicates the property will be developed in a conventional manner implementing of a unified redevelopment scheme for the existing dealership through this new PUD. Vehicular use areas will be screened with landscaping and buffers that meet or exceed Part 12 requirements and parking will comply with Part 6 of the zoning code, ensuring compatibility internally as well as with adjacent developments.

Landscaping on the site shall be in general accordance with the landscaping plan provided. This landscaping plan varies from the requirements of the City of Jacksonville Landscape and Tree Protection Ordinance, which waiver is hereby approved by this PUD. Additionally, no landscaping shall be required within the 3 acre expansion parcel or between the 3 acre expansion parcel and the 13.9 acre parcel, notwithstanding the fact that there may be separate ownership of the two parcels. Likewise, no landscape buffer shall be required between the 3 acre parcel and the 13.9 acre parcel, as the two parcels will be developed jointly under the PUD. Landscaping shall not be required within the Inventory Preparation Area or Sales Display lot areas, except as shown on the attached landscaping plan.

Compatible relationship between land uses in a mixed use project: The PUD proposes the concept of a development scaled for and complimentary to surrounding uses and pedestrians within the site. The submitted site plan provides detail, showing major access points, buffer areas, internal VUA's, alignments, and configurations, etc.

Traffic and pedestrian circulation patterns: The existing access points from Atlantic Boulevard will remain the same. The new parcel to the east will be accessed internally from the existing site. This portion of the site shall be utilized for the storage of vehicles in conjunction with the dealership activities. Atlantic Boulevard is an FDOT maintained road and any changes will require approval by FDOT. The locations of the other proposed access points are subject to the Development Services Division review and approval. The development will provide sidewalks within the site and connection to the existing sidewalk along this portion of Atlantic Boulevard.

Any other factor deemed relevant to the privacy, safety, preservation, protection or welfare of lands surrounding the proposed PUD which includes any existing or planned use of such lands: The proposed rezoning is to add three acres of land that will be closed to the public and utilized only for loaner car and automobile storage as well as the essential services and stormwater pond uses to support the existing automobile dealership. These support uses are less intensive and provide an appropriate transitioning of uses between areas. The Greater Arlington/Beaches Vision Plan seeks to ensure compatibility by allowing intense development along major corridors and reducing development intensity as it approaches lower density neighborhoods and local roads. As evidenced by the proposed limitation and restrictions on uses and design guidelines, the PUD governs the intensity of the uses allowed on these two parcels.

Signage: The applicant proposes that all signage for the property shall conform to the CCG-1 zoning district. PUD Ordinance 2002-914 contains the condition that monument signage shall be limited to 35 feet in height with a maximum of 200 square feet in area.

Lighting and Outdoor Speakers: All exterior lighting and audio speakers will be arranged so as not to negatively impact off-site areas of dissimilar use. Additionally, an updated lighting plan shall be submitted to the Planning and Development Department in conjunction with its review of plans for substantial compliance with this PUD so as to insure that the lighting does not interfere with airplane traffic at Craig Airport.

Further, the proposed PUD achieves compatibility with adjacent land uses through the implementation of site design standards (e.g. buffering, location of uses, etc.) while promoting infill redevelopment opportunities and reinvestment along a major arterial commercial corridor and providing for the appropriate expansion of less intensive commercial uses to protect neighborhood scale and character. The additional parcel is not a destination for customers to utilize when patronizing the automobile dealership and therefore does not increase traffic in the area.

(5) External Compatibility

Based on the written description of the intended plan of development and site plan, the Planning and Development Department finds that external compatibility is achieved by the following:

The type, number and location of surrounding external uses: The property is located along a major commercial arterial corridor on the north side of Atlantic Boulevard west of Kernan Boulevard. There are commercial uses (i.e., automotive dealerships) to the west of the property. The development criteria, including restrictions on uses and design guidelines contained in the PUD are intended to minimize impacts to other properties in the area. The proposed PUD is compatible in both intensity and density with these surrounding developments and zoning districts. The property will be developed so as to minimize light trespass, odors, noise, dust, traffic or interference with any surrounding lands. There are no buildings allowed on the additional parcel so as not to impact the adjacent land. The final site plan, including the location of buildings, lighting, buffers, landscaping and setbacks, shall be subject to the review and approval of the Planning and Development Department. The adjacent uses, zoning and land use categories are as follows:

Adjacent Property	Land Use Category	Zoning District	Current Use
North	PBF	PBF-3	Craig airport
South	LDR	PUD (1994-704)	Atlantic Blvd./Undeveloped land
East	CGC	PUD (2010-377)	Undeveloped commercial land
West	CGC	PUD (2002-915)	Auto dealership

The PUD is largely surrounded by similar commercial development located along a major roadway, Atlantic Boulevard. This area is characterized predominantly by auto dealerships and commercial/retail service uses. Land to the north is in a Public Buildings and Facilities (PBF)

land use category and Public Buildings and Facilities-3 (PBF-3) zoning district owned by Craig Airport. West of the site is a car dealership zoned PUD. Across the street from the subject site on the south side of Atlantic Boulevard is a single-family residential community and undeveloped residential land. Commercial uses and retail stores are to the east. The uses proposed in the PUD are compatible with the character of the surrounding area and is a logical extension of other similar uses found within the established pattern of development along this Atlantic Boulevard corridor. The proposed dealership redevelopment at this location is consistent with and complements the existing various commercial uses in the area.

Any other factor deemed relevant to the privacy, safety, preservation, protection or welfare of lands surrounding the proposed PUD which includes any existing or planned use of such lands: The applicant/developer is requesting the use of the PUD ordinance in order to administer specific performance standards. The additional three acre parcel will be restricted to supporting commercial uses including employee parking, loaner car storage and automobile inventory storage, retention ponds, and essential services to serve the current PUD uses and the automobile dealership establishments to the south. The PUD will ensure a unified development plan incorporating site specific use restrictions and other development criteria necessary to accommodate the proposed development of the property and ensure that it's compatible with surrounding uses.

(6) Intensity of Development

The proposed development is consistent with the CGC functional land use category. The PUD is appropriate at this location with specific reference to the following:

The location of various proposed uses within the proposed PUD and the degree of compatibility of such uses with each other and with surrounding uses: The subject site is located roughly ¾ of a mile east of Kernan Boulevard along a commercially developed corridor of Atlantic Boulevard with numerous commercial uses, including other car dealerships south and west of the subject site. The proposed site plan indicates the property will be developed in a conventional manner implementing of a unified redevelopment scheme for the existing dealership through this new PUD. Vehicular use areas will be screened with landscaping and buffers that meet or exceed Part 12 requirements and parking will comply with Part 6 of the zoning code, ensuring compatibility internally as well as with adjacent developments. The expansion and redevelopment of the existing auto dealership is appropriate in scale and complimentary to surrounding uses. The submitted site plan provides development detail, and is intended to define the site showing major access points, buffer areas, and the locations of uses.

The availability and location of utility services and public facilities and services: Water and sewer service will be provided by JEA.

Neighborhood Action Plan/Vision Plan Consistency: The application site lies within the Greater Arlington/Beaches Vision Plan Area. The plan does not identify specific recommendations for the subject site; however, the Plan does identify a summary of recommendations for future planning efforts in the vision plan area. Recommendations such as prevention of urban sprawl, protection of established neighborhoods, revitalization and redevelopment of existing areas are suggested in the vision plan. The vision plan also encourages the development of commercial

areas along Atlantic Boulevard, a major road corridor. Therefore, the redevelopment of this 16+ acre property for an automobile dealership use provides consistency with the Greater Arlington/Beaches Plan.

Any other factor deemed relevant to the limitation of the intensity of the development for the benefit of the public health, welfare and safety: The written description contains uses which are generally found in commercial zoning districts, and the applicant/developer is requesting the use of the PUD ordinance in order to administer specific performance standards designed to ensure a proper mix of uses, designs and elevations.

(7) Usable open spaces plazas, recreation areas

The proposed landscaping buffers and design guidelines contained in the PUD are in excess of Part 12 Landscape Regulations, and the site will contain adequate open space.

(8) Impact on wetlands

Review of a 2004 Florida Land Use and Cover Classification System map provided by the St. Johns River Water Management District did not identify any wetlands on-site. However, any development impacting wetlands will be permitted pursuant to local, state and federal permitting requirements.

(9) Listed species regulations

No wildlife survey was required as the project is less than the 50-acre threshold.

(10) Off-street parking including loading and unloading areas

The submitted site plan provides detail, showing major access points, buffer areas, internal VUA's, alignments, and configurations. Customer and employee parking on the site will be provided per Part 6 of the Zoning Code, but exceeds those parking limitations per the nature of the use for inventory and sales. As such, this PUD provides for a waiver of those parking limitations. Parking shall be as calculated on the site plan and outlined below:

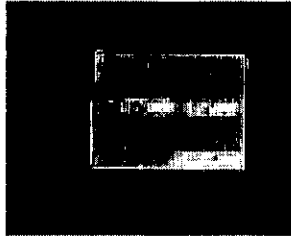
- 1.) Approximately 293 Standard Size (215 Existing + 86 Reconfigured Spaces) parking spaces; Approximately 8 ADA Spaces; with total parking not to exceed 320 total customer and employee spaces.
- 2.) For the sales/display lot, the sales inventory stalls on the site will total approximately 500 spaces. The sales inventory area will be secured via a highway guardrail and embassy-style security gates. Sales inventory stall sizes are 9 feet by 17 feet and the drive aisles are 20 feet wide and vary from City of Jacksonville zoning code parking standards. This PUD provides for a waiver of these parking stall sizes and drive aisle widths.

(11) Sidewalks, trails, and bikeways

The project will contain a pedestrian system that meets the 2030 Comprehensive Plan. There is an existing sidewalk along Atlantic Boulevard.

SUPPLEMENTARY INFORMATION

Upon visual inspection of the subject property on February 8, 2016, the required Notice of Public Hearing signs were posted.



RECOMMENDATION

Based on the foregoing, it is the recommendation of the Planning and Development Department that Application for Rezoning 2016-0071 be **APPROVED** with the following exhibits:

1. **The subject property is legally described in the original legal description dated November 2, 2015.**
2. **The subject property shall be developed in accordance with the original written description dated December 23, 2015.**
3. **The subject property shall be developed in accordance with the original site plan dated December 14, 2015.**
4. **The subject property shall be developed in accordance with the Development Services Division Memorandum dated February 11, 2016 or as otherwise approved by the Planning and Development Department.**

Based on the foregoing, it is the recommendation of the Planning and Development Department that the application for Rezoning 2016-0071 be **APPROVED** subject to the following conditions, which may only be changed through a rezoning:

1. **One (1) monument sign shall be permitted and limited to 35 feet in height with a maximum of 200 square feet in area.**
2. **A lighting plan shall be submitted to the Planning and Development Department for review and approval at the time of Verification of Substantial Compliance to insure that the lighting does not interfere with flight operations and airplane traffic at Craig Airport.**



Aerial view of the subject site facing north



The subject site facing north from Atlantic Blvd.



The subject site on the left facing east along Atlantic Blvd.



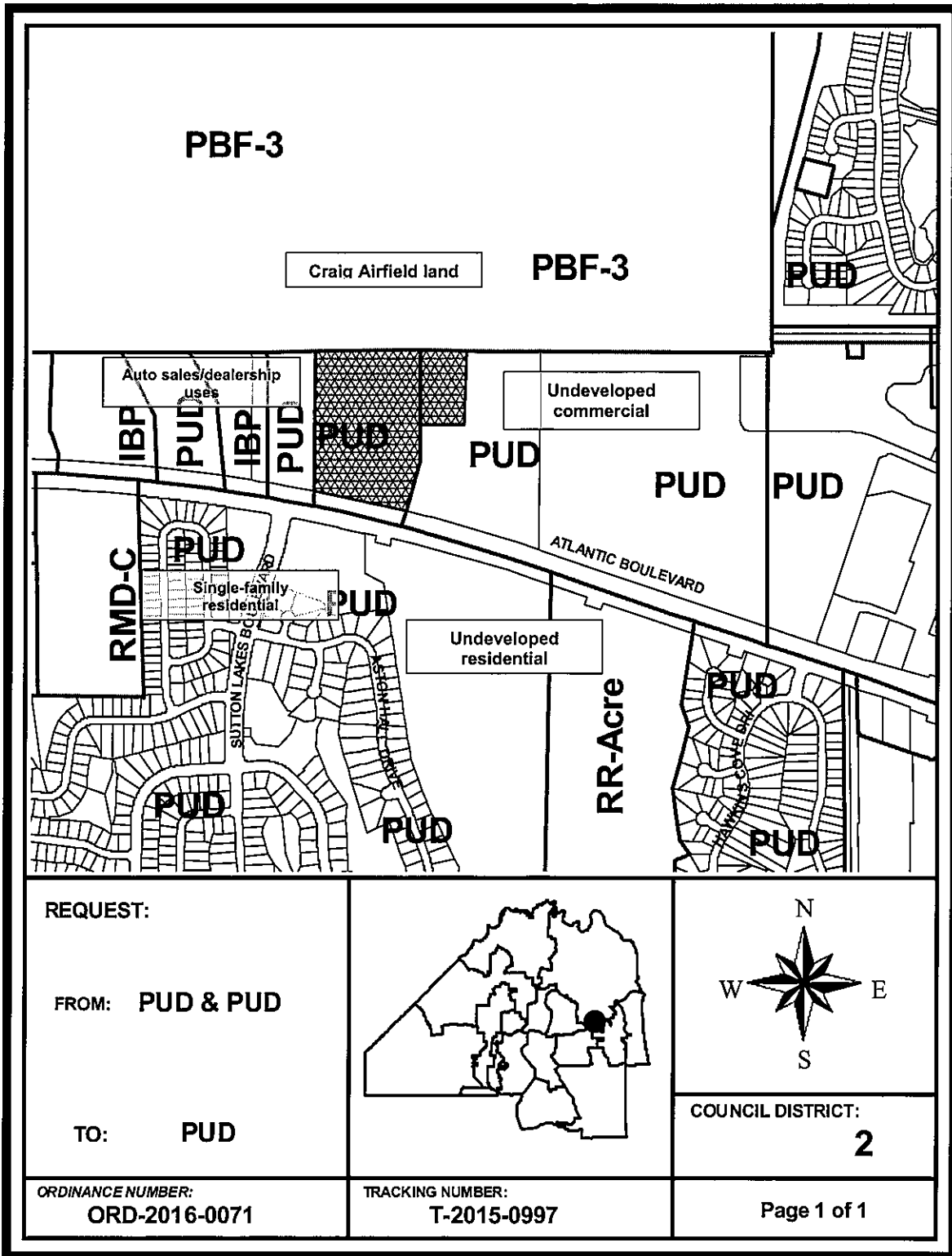
The subject site on the right facing west along Atlantic Blvd.



The subject site facing north from Atlantic Blvd.



The subject site facing northeast from Atlantic Blvd.





February 11, 2016

MEMORANDUM

TO: Andy Hetzel, City Planner II
Planning and Development Department

FROM: Lisa King
Traffic Technician Senior

Subject: **Revised Atlantic Blvd CarMax PUD
R-2016-071 fka R-2002-914**

Upon review of the referenced application and based on the information provided to date, the Development Services Division has the following comments:

1. Atlantic Boulevard is FDOT maintained and subject to FDOT permit.
2. Proposed parking design shall comply with Section 656.607(k) Figure A for parking space dimensions, backup/drive aisle & sidewalk widths.
3. Signs, fences, walls and landscaping shall be located so that horizontal line of sight is unobstructed at intersections.

Please understand that this does not constitute approval of the design elements. Approval of the design elements (driveway location, dimensions, roadway geometry, traffic circulation, etc.) shall be facilitated through the 10-set and 10-set review process. If you have any questions regarding the comment outlined above, please call me directly at 255-8586.

Application For Rezoning To PUD

Planning and Development Department Info

Ordinance # 2016-0071 Staff Sign-Off/Date AH / 12/15/2015
Filing Date 11/25/2015 Number of Signs to Post 5

Hearing Dates:

1st City Council 02/23/2016 Planning Commission 02/18/2016
Land Use & Zoning 03/01/2016 2nd City Council N/A

Neighborhood Association GREATER ARLINGTON CIVIC COUNCIL; COMMUNITIES OF EAST ARLINGTON

Neighborhood Action Plan/Corridor Study N/A

Application Info

Tracking # 997 Application Status PENDING
Date Started 11/24/2015 Date Submitted 11/24/2015

General Information On Applicant

Last Name	First Name	Middle Name
HARDEN	PAUL	M.
Company Name		
LAW OFFICE OF PAUL M. HARDEN		
Mailing Address		
501 RIVERSIDE AVENUE, SUITE 901		
City	State	Zip Code
JACKSONVILLE	FL	32202
Phone	Fax	Email
9043965731	9043995461	PAUL_HARDEN@BELLSOUTH.NET

General Information On Owner(s)

Check to fill first Owner with Applicant Info

Last Name	First Name	Middle Name
WHITE	ROBERT	K
Company/Trust Name		
ATLANTIC NORTH, LLC		
Mailing Address		
1 SLEIMAN PARKWAY, SUITE 270		
City	State	Zip Code
JACKSONVILLE	FL	32216
Phone	Fax	Email

Last Name	First Name	Middle Name
BERRY	RYAN	
Company/Trust Name		
SPIRIT SPE PORTFOLIO 2005-3 LLC C/O CARMAX AUTO SUPERSTORES, INC.		
Mailing Address		
P.O. BOX 29965		

City	State	Zip Code
RICHMOND	VA	23242
Phone	Fax	Email

Property Information

Previous Zoning Application Filed For Site?

If Yes, State Application No(s) 2002-914-E

Map	RE#	Council District	Planning District	From Zoning District(s)	To Zoning District
Map	167445 0200	2	2	PUD	PUD
Map	167445 0150	2	2	PUD	PUD

Ensure that RE# is a 10 digit number with a space (##### #)

Existing Land Use Category

CGC

Land Use Category Proposed?

If Yes, State Land Use Application #

Total Land Area (Nearest 1/100th of an Acre) 16.92

Development Number

Proposed PUD Name REVISED ATLANTIC BOULEVARD CARMAX PUD

Justification For Rezoning Application

SEE EXHIBIT D - WRITTEN DESCRIPTION

Location Of Property

General Location

ON THE NORTH SIDE OF ATLANTIC BLVD. AT SUTTON LAKES DR.

House #	Street Name, Type and Direction	Zip Code
11335	ATLANTIC BV	32225

Between Streets

ST. JOHNS BLUFF RD., N. and KERNAN BLVD.

Required Attachments For Formal, Complete application

The following items must be labeled as exhibits and attached to application in the order prescribed below. All pages of the application must be on 8 1/2" X 11" paper with provision for page numbering by the staff as prescribed in the application instructions manual. Please check each item below and the PUD Check List for inclusion of information required.

- Exhibit 1** A very clear, accurate and legible legal description of the property that must be only and entirely placed on the JP&DD formatted forms provided with the application package. The legal description may be either lot and block or metes and bounds.
- Exhibit A** Property Ownership Affidavit – Notarized Letter(s).
- Exhibit B** Agent Authorization - Notarized letter(s) designating the agent.
- Exhibit C** Binding Letter.
- Exhibit D**

Written description in accordance with the PUD Checklist and with provision for dual page numbering by the JP&DD staff.

- Exhibit E** Scalable site plan with provision for dual page numbering by the JP&DD staff drawn at a scale large enough to clearly indicate the following: (a) North arrow and scale; (b) Property lines and dimensions of the site; (c) Building locations and building lot coverage; (d) Parking area; (e) Required Landscaped Areas; (f) All ingress and egress locations (driveways, alleys and easements) within 660 feet; (g) Adjacent streets and rights-of-way; (h) jurisdictional wetlands; and (i) existing site conditions and improvements that will be undisturbed.
- Exhibit F** Land Use Table
- Exhibit G** Copy of the deed to indicate proof of property ownership.

Supplemental Information

Supplemental Information items are submitted separately and not part of the formal application

- Exhibit H** Aerial Photograph.
- Exhibit I** Listed Species Survey (If the proposed site is greater than fifty acres).
- Exhibit J** Other Information as required by the Department (i.e.-*building elevations, *signage details, traffic analysis, etc.).
- Exhibit K** Site Location Map.

Public Hearings And Posting Of Signs

No application will be accepted until all the requested information has been supplied and the required fee has been paid. Acceptance of a completed application does not guarantee its approval by the City Council. The applicant will be notified of public hearing dates on this application upon the filing of the application. The applicant or authorized agent MUST BE PRESENT at the public hearings. The required SIGN(S) must be POSTED on the property BY THE APPLICANT within 5 days after the filing of an application. The sign(s) may be removed only after final action of the Council and must be removed within 10 days of such action.

The applicant must also pay for the required public notice stating the nature of the proposed request which is required to be published in an approved newspaper AT LEAST 14 DAYS IN ADVANCE OF THE PUBLIC HEARING. (The Daily Record - 10 North Newnan Street, Jacksonville, FL 32202 • (904) 356-2466 • Fax (904) 353-2628) Advertising costs are payable by the applicant directly to the newspaper and the applicant must furnish PROOF OF PUBLICATION to the Planning and Development Department, 214 North Hogan Street, Ed Ball Building, Suite 300, Jacksonville, Florida, 32202, prior to the public hearing.

Application Certification

I, hereby, certify that I am the owner or the authorized agent of the owner(s) of the property described herein, that all answers to the questions in this application and all information contained in the material attached to and made a part of this application, are accurate and true to the best of my knowledge and belief. I also attest that all required information for this rezoning application is completed and duly attached in the prescribed order. Furthermore, if the package is found to be lacking the above requirements, I understand that the application will be returned for correct information.

- Agreed to and submitted

Filing Fee Information

- 1) Rezoning Application's General Base Fee: \$2,000.00
- 2) Plus Cost Per Acre or Portion Thereof
- 16.92 Acres @ \$10.00 /acre: \$170.00

3) Plus Notification Costs Per Addressee

7 Notifications @ \$7.00 /each: \$49.00

4) Total Rezoning Application Cost (Not to Exceed \$15,000.00): \$2,219.00

NOTE: Advertising Costs To Be Billed to Owner/Agent

ORDINANCE

Legal Description

A PORTION OF FRACTIONAL SECTIONS 16 AND 17, A PORTION OF SECTIONS 20 AND 21 AND A PORTION OF THE F. RICHARD GRANT, SECTION 39, ALL IN TOWNSHIP 2 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE EASTERLY LINE OF A 100-FOOT RIGHT-OF-WAY AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS, VOLUME 4176, PAGE 500 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY WITH THE NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD (A VARIABLE WIDTH RIGHT-OF-WAY AS NOW ESTABLISHED), THENCE IN AN EASTERLY DIRECTION, ALONG AND AROUND THE ARC OF A CURVE IN SAID NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 11,549.16 FEET, AN ARC LENGTH OF 307.60 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 79 DEGREES 23 MINUTES 25 SECONDS EAST, 307.60 FEET TO THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE NORTH 00 DEGREES 16 MINUTES 21 SECONDS EAST, 892.10 FEET TO THE SOUTHERLY LINE OF "CRAIG FIELD" AS DESCRIBED AND RECORDED IN DEED BOOK 934, PAGE 272 IN SAID CURRENT PUBLIC RECORDS; THENCE SOUTH 89 DEGREES 43 MINUTES 55 SECONDS EAST, ALONG SAID SOUTHERLY LINE, 644.95 FEET; THENCE SOUTH 00 DEGREES 16 MINUTES 21 SECONDS WEST, 698.50 FEET; THENCE SOUTH 14 DEGREES 42 MINUTES 09 SECONDS WEST, 329.16 FEET TO THE SAID NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD; THENCE IN A WESTERLY DIRECTION ALONG AND AROUND THE ARC OF A CURVE, IN LAST SAID RIGHT-OF-WAY LINE, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 11,549.16 FEET, AN ARC LENGTH OF 576.72 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 77 DEGREES 11 MINUTES 44 SECONDS WEST, 576.66 FEET TO THE POINT OF BEGINNING.

CONTAINING 13.92 ACRES, MORE OR LESS OR 606402 SQUARE FEET, MORE OR LESS.

AND

A PORTION OF THE F. RICHARD GRANT, SECTION 39, TOWNSHIP 2 SOUTH, RANGE 28 EAST JACKSONVILLE, DUVAL COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE EASTERLY LINE OF A 100-FOOT RIGHT-OF-WAY AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 4176, PAGE 500 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY, WITH THE NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD (A VARIABLE WIDTH RIGHT-OF-WAY AS NOW ESTABLISHED), THENCE IN AN EASTERLY DIRECTION, ALONG AND AROUND THE ARC OF A CURVE IN SAID NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 11,549.16 FEET, AN ARC LENGTH OF 307.60 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 79°23'25" EAST, 307.60 FEET; THENCE NORTH 00°16'21" EAST, DEPARTING SAID NORTHERLY RIGHT-OF-WAY LINE, 892.10 FEET TO THE SOUTHERLY LINE OF "CRAIG FIELD" AS DESCRIBED AND RECORDED IN DEED BOOK 934, PAGE 272 IN SAID CURRENT PUBLIC RECORDS; THENCE SOUTH 89°43'55" EAST, ALONG SAID SOUTHERLY LINE, 644.95 FEET TO THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED, CONTINUE SOUTH 89°43'55" EAST ALONG SAID SOUTHERLY LINE 280.06 FEET; THENCE SOUTH 00°16'21" WEST, DEPARTING SAID SOUTHERLY LINE, 467.19 FEET; THENCE NORTH 89°45'05" WEST, 280.06 FEET TO A 1/2" IRON PIPE WITH CAP STAMPED LB1381 ON THE THE EASTERLY LINE OF LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 11407, PAGE 2445 OF SAID PUBLIC RECORDS; THENCE NORTH 00°16'21" EAST ALONG SAID EASTERLY LINE, 467.29 FEET TO THE POINT OF BEGINNING.

CONTAINING 3.00 ACRES MORE OR LESS.

EXHIBIT A - Property Ownership Affidavit

Date: _____

City of Jacksonville
Planning and Development Department
214 North Hogan Street, Suite 300,
Jacksonville, Florida 32202

Re: Property Owner Affidavit for the following site location:

RE#167445-0200 (portion)

To Whom It May Concern:

I Robert K. White, COO, Atlantic North, LLC hereby certify that I am the Owner of the property described in Exhibit 1 in connection with filing application(s) for PUD Rezoning submitted to the Jacksonville Planning and Development Department.

If Owner is Individual:

If Owner is Corporate Entity:*

Print Corporate Name:

Atlantic North, LLC

By _____

By Robert K. White

Print Name: _____

Print Name: Robert K. White

Its: Chief Operating Officer

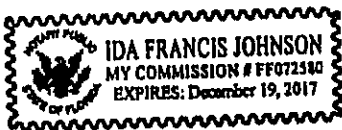
*If Owner is Corporate Entity, please provide documentation illustrating that signatory is an authorized representative of Owner; this may be shown through corporate resolution, power of attorney, printout from sunbiz.org, etc.

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed and acknowledged before me this 22nd day of November, 2014, by Robert K. White, who is personally known to me ~~or who has produced _____ as identification and who took an oath.~~

Ida Francis Johnson
(Signature of NOTARY PUBLIC)

Ida Francis Johnson
(Printed name of NOTARY PUBLIC)



State of Florida at Large.
My commission expires: 12/19/17

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS[Home](#)[Contact Us](#)[E-Filing Services](#)[Document Searches](#)[Forms](#)[Help](#)

Detail by Entity Name

Florida Limited Liability Company

ATLANTIC NORTH, LLC ,

Filing Information

Document Number	L05000100690
FEI/EIN Number	20-3893837
Date Filed	10/12/2005
State	FL
Status	ACTIVE
Last Event	CORPORATE MERGER
Event Date Filed	05/02/2014
Event Effective Date	NONE

Principal Address

1 SLEIMAN PARKWAY
SUITE 270
JACKSONVILLE, FL 32216

Changed: 04/08/2009

Mailing Address

1 SLEIMAN PARKWAY
SUITE 270
JACKSONVILLE, FL 32216

Changed: 04/08/2009

Registered Agent Name & Address

WHITE, ROBERT K
1 SLEIMAN PARKWAY
SUITE 270
JACKSONVILLE, FL 32216

Name Changed: 04/08/2009

Address Changed: 04/08/2009

Authorized Person(s) Detail

Name & Address

Copyright © and Privacy Policies

State of Florida, Department of State

SLEIMAN, ANTHONY T
 1 SLEIMAN PARKWAY, SUITE 270
 JACKSONVILLE, FL 32216

Title MGR

SLEIMAN, ELI TJR.
 1 SLEIMAN PARKWAY, SUITE 270
 JACKSONVILLE, FL 32216

Title COO

WHITE, ROBERT K
 1 SLEIMAN PARKWAY, SUITE 270
 JACKSONVILLE, FL 32216

Annual Reports

Report Year	Filed Date
2013	02/07/2013
2014	01/17/2014
2015	01/13/2015

Document Images

<u>01/13/2015 – ANNUAL REPORT</u>	View image in PDF format
<u>05/02/2014 – Merger</u>	View image in PDF format
<u>01/17/2014 – ANNUAL REPORT</u>	View image in PDF format
<u>02/07/2013 – ANNUAL REPORT</u>	View image in PDF format
<u>08/31/2012 – Merger</u>	View image in PDF format
<u>01/05/2012 – ANNUAL REPORT</u>	View image in PDF format
<u>01/10/2011 -- ANNUAL REPORT</u>	View image in PDF format
<u>01/06/2010 – ANNUAL REPORT</u>	View image in PDF format
<u>04/08/2009 – ANNUAL REPORT</u>	View image in PDF format
<u>04/08/2008 – ANNUAL REPORT</u>	View image in PDF format
<u>04/09/2007 – ANNUAL REPORT</u>	View image in PDF format
<u>04/21/2006 – ANNUAL REPORT</u>	View image in PDF format
<u>10/12/2005 – Florida Limited Liabilites</u>	View image in PDF format

EXHIBIT A - Property Ownership Affidavit

Date: Nov. 17, 2015

City of Jacksonville
Planning and Development Department
214 North Hogan Street, Suite 300,
Jacksonville, Florida 32202

Re: Property Owner Affidavit for the following site location: Parcel 1674450150; 11355 Atlantic Blvd,
Jacksonville, FL 32225-2907

To Whom it May Concern:

I, Ryan Berry, as Senior Vice President of Spirit SPE Manager, LLC, a Delaware limited liability company, the Manager or Spirit SPE Portfolio 2005-3, LLC, a Delaware limited liability company, hereby certify that Spirit SPE Portfolio 2005-3, LLC is the owner of the property described in Exhibit 1 in connection with filing application(s) for CarMax Auto Superstores, Inc., c/o Paul Harden, submitted to the Jacksonville Planning and Development Department.

If Owner is Individual:

If Owner is Corporate Entity:*

Spirit SPE Portfolio 2005-3, LLC,
a Delaware limited liability company

By _____
Print Name: _____

By: Spirit SPE Manager, LLC,
a Delaware limited liability company,
its Manager

By: [Signature]
Name: Ryan Berry
Its: Senior Vice President

*If Owner is Corporate Entity, please provide documentation illustrating that signatory is an authorized representative of Owner: this may be shown through corporate resolution, power of attorney, printout from sunbiz.org, etc.

STATE OF ARIZONA
COUNTY OF MARICOPA

Sworn to and subscribed and acknowledged before me this 17 day of November 2015, by Ryan Berry, as Senior V.P. of Spirit SPE Manager, LLC, a Delaware limited liability company, the Manager or Spirit SPE Portfolio 2005-3, LLC, a Delaware limited liability company, who is personally known to me or who has produced personally known as identification and who took an oath.



[Signature]
(Signature of NOTARY PUBLIC)

Lisa M Lopez
(Printed name of NOTARY PUBLIC)

State of Arizona
My commission expires: May 8, 2016

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS[Home](#)[Contact Us](#)[E-Filing Services](#)[Document Searches](#)[Forms](#)[Help](#)

Detail by Entity Name

Foreign Limited Liability Company

SPIRIT SPE PORTFOLIO 2005-3, LLC

Filing Information

Document Number	M05000003626
FEI/EIN Number	20-3121512
Date Filed	06/28/2005
State	DE
Status	ACTIVE

Principal Address

16767 North Perimeter Drive, Suite #210
Scottsdale, AZ 85260-1042

Changed: 04/11/2014

Mailing Address

16767 North Perimeter Drive, Suite #210
Scottsdale, AZ 85260-1042

Changed: 04/11/2014

Registered Agent Name & Address

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

Authorized Person(s) Detail

Name & Address

Title Manager

Spirit SPE Manager, LLC
16767 North Perimeter Drive, Suite #210
Scottsdale, AZ 85260-1042

Annual Reports

Report Year	Filed Date
2013	04/10/2013

[Copyright ©](#) and [Privacy Policies](#)

State of Florida, Department of State

2015

04/24/2015

Document Images

<u>04/24/2015 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/11/2014 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/10/2013 -- ANNUAL REPORT</u>	View image in PDF format
<u>03/30/2012 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/14/2011 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/06/2010 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/07/2009 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/08/2008 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/04/2007 -- ANNUAL REPORT</u>	View image in PDF format
<u>01/23/2006 -- ANNUAL REPORT</u>	View image in PDF format
<u>06/28/2005 -- Foreign Limited</u>	View image in PDF format

EXHIBIT B - Agent Authorization Affidavit- Property Owner

Date: _____

City of Jacksonville
Planning and Development Department
214 North Hogan Street, Suite 300,
Jacksonville, Florida 32202

Re: Agent Authorization for the following site location: R#167445-0200 (portion)

To Whom It May Concern:

You are hereby advised that the undersigned is the owner of the property described in Exhibit 1 attached hereto. Said owner hereby authorizes and empowers Paul M. Harden to act as agent to file application(s) for PUD Rezoning for the above-referenced property and in connection with such authorization to file such applications, papers, documents, requests and other matters necessary for such requested change.

If Owner is Individual:

If Owner is Corporate Entity:*

Print Corporate Name:

Atlantic North, LLC

By _____

By Robert K. White

Print Name: _____

Print Name: Robert K. White

Its: Chief Operating Officer

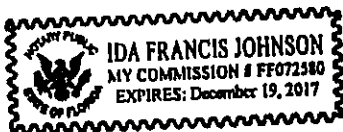
*If Owner is Corporate Entity, please provide documentation illustrating that signatory is an authorized representative of Owner; this may be shown through corporate resolution, power of attorney, printout from sunbiz.org, etc.

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed and acknowledged before me this 2nd day of November 2015 by Robert K. White, who is personally known to me ~~or who has~~ produced _____ as identification ~~and who took an oath.~~

Ida Francis Johnson
(Signature of NOTARY PUBLIC)

Ida Francis Johnson
(Printed name of NOTARY PUBLIC)



State of Florida at Large.
My commission expires: 12/19/17

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS



Home Contact Us E-Filing Services Document Searches Forms Help

Detail by Entity Name

Florida Limited Liability Company

ATLANTIC NORTH, LLC

Filing Information

Document Number	L05000100690
FEI/EIN Number	20-3893837
Date Filed	10/12/2005
State	FL
Status	ACTIVE
Last Event	CORPORATE MERGER
Event Date Filed	05/02/2014
Event Effective Date	NONE

Principal Address

1 SLEIMAN PARKWAY
SUITE 270
JACKSONVILLE, FL 32216

Changed: 04/08/2009

Mailing Address

1 SLEIMAN PARKWAY
SUITE 270
JACKSONVILLE, FL 32216

Changed: 04/08/2009

Registered Agent Name & Address

WHITE, ROBERT K
1 SLEIMAN PARKWAY
SUITE 270
JACKSONVILLE, FL 32216

Name Changed: 04/08/2009

Address Changed: 04/08/2009

Authorized Person(s) Detail

Name & Address

SLEIMAN, ANTHONY T
 1 SLEIMAN PARKWAY, SUITE 270
 JACKSONVILLE, FL 32216

Title MGR

SLEIMAN, ELI TJR.
 1 SLEIMAN PARKWAY, SUITE 270
 JACKSONVILLE, FL 32216

Title COO

WHITE, ROBERT K
 1 SLEIMAN PARKWAY, SUITE 270
 JACKSONVILLE, FL 32216

Annual Reports

Report Year	Filed Date
2013	02/07/2013
2014	01/17/2014
2015	01/13/2015

Document Images

<u>01/13/2015 -- ANNUAL REPORT</u>	View image in PDF format
<u>05/02/2014 -- Merger</u>	View image in PDF format
<u>01/17/2014 -- ANNUAL REPORT</u>	View image in PDF format
<u>02/07/2013 -- ANNUAL REPORT</u>	View image in PDF format
<u>08/31/2012 -- Merger</u>	View image in PDF format
<u>01/05/2012 -- ANNUAL REPORT</u>	View image in PDF format
<u>01/10/2011 -- ANNUAL REPORT</u>	View image in PDF format
<u>01/06/2010 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/08/2009 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/08/2008 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/09/2007 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/21/2006 -- ANNUAL REPORT</u>	View image in PDF format
<u>10/12/2005 -- Florida Limited Liabilites</u>	View image in PDF format

EXHIBIT B - Agent Authorization Affidavit- Property Owner

Date: Nov. 17, 2015

City of Jacksonville
Planning and Development Department
214 North Hogan Street, Suite 300,
Jacksonville, Florida 32202

Re: Agent Authorization for the following site location: Parcel 1674450150; 11355 Atlantic Blvd,
Jacksonville, FL 32225-2907

To Whom it May Concern:

You are hereby advised that the undersigned is the owner of the property described in Exhibit 1 attached hereto. Said owner hereby authorizes and empowers CarMax Auto Superstores, Inc. c/o Paul Harden to act as agent to file application(s) for PUD 2002-914 Rezone (Amendment) for the above-referenced property and in connection with such authorization to file such applications, papers, documents, requests and other matters necessary for such requested change, subject to the terms of the attached addendum.

If Owner is Individual:

If Owner is Corporate Entity:*

Spirit SPE Portfolio 2005-3, LLC,
a Delaware limited liability company

By _____
Print Name: _____

By: Spirit SPE Manager, LLC,
a Delaware limited liability company,
its Manager

By: [Signature]
Name: Ryan Berry
Its: Senior Vice President

*If Owner is Corporate Entity, please provide documentation illustrating that signatory is an authorized representative of Owner; this may be shown through corporate resolution, power of attorney, printout from sunbiz.org, etc.

STATE OF ARIZONA
COUNTY OF MARICOPA

Sworn to and subscribed and acknowledged before me this 17 day of November 2015, by Ryan Berry as Senior VP of Spirit SPE Manager, LLC, a Delaware limited liability company, the Manager or Spirit SPE Portfolio 2005-3, LLC, a Delaware limited liability company, who is personally known to me or who has produced personally known as identification and who took an oath.



[Signature]
(Signature of NOTARY PUBLIC)

Lisa M Lopez
(Printed name of NOTARY PUBLIC)

State of Arizona
My commission expires: May 8, 2018



**Acting Agent Authorization
Addendum**

City of Jacksonville
Planning and Development Department
214 North Hogan Street, Suite 300
Jacksonville, FL 32202

RE: 1674450150
11355 Atlantic Boulevard
Jacksonville, FL 32225-2907 (the "Property")

As owner of the real property referenced in the attached authorization form, Spirit SPE Portfolio 2005-3, LLC, a Delaware limited liability company ("Owner") grants the right to its Tenant, CarMax Auto Superstores, Inc., c/o Paul Harden ("Agent") to proceed with filing an application to amend the PUD 2002-914 Rezone (amendment) for the above referenced property.

Owner's authorization requires that Agent shall not agree to any conditions which would impose a financial obligation on Owner in connection with this authorization without Owner's prior written approval. Owner reserves the right to review and approve the location and scope of any easements, servitudes, or encumbrances resulting from the actions of Agent. Owner shall be required to approve and execute any grant or conveyance of any interests in the real property associated with this authorization.

As appropriate, notice shall be provided to Owner at the address shown below.

Dated: November 17, 2015

SPIRIT SPE PORTFOLIO 2005-3, LLC,
a Delaware limited liability company

By: Spirit SPE Manager, LLC,
A Delaware limited liability company


Printed Name: Ryan Berry
Its: Senior Vice President

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS[Home](#)[Contact Us](#)[E-Filing Services](#)[Document Searches](#)[Forms](#)[Help](#)

Detail by Entity Name

Foreign Limited Liability Company

SPIRIT SPE PORTFOLIO 2005-3, LLC

Filing Information

Document Number	M05000003626
FEI/EIN Number	20-3121512
Date Filed	06/28/2005
State	DE
Status	ACTIVE

Principal Address

16767 North Perimeter Drive, Suite #210
Scottsdale, AZ 85260-1042

Changed: 04/11/2014

Mailing Address

16767 North Perimeter Drive, Suite #210
Scottsdale, AZ 85260-1042

Changed: 04/11/2014

Registered Agent Name & Address

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

Authorized Person(s) Detail

Name & Address

Title Manager

Spirit SPE Manager, LLC
16767 North Perimeter Drive, Suite #210
Scottsdale, AZ 85260-1042

Annual Reports

Report Year	Filed Date
2013	04/10/2013

2015

04/24/2015

Document Images

<u>04/24/2015 – ANNUAL REPORT</u>	View image in PDF format
<u>04/11/2014 – ANNUAL REPORT</u>	View image in PDF format
<u>04/10/2013 – ANNUAL REPORT</u>	View image in PDF format
<u>03/30/2012 – ANNUAL REPORT</u>	View image in PDF format
<u>04/14/2011 – ANNUAL REPORT</u>	View image in PDF format
<u>04/06/2010 – ANNUAL REPORT</u>	View image in PDF format
<u>04/07/2009 – ANNUAL REPORT</u>	View image in PDF format
<u>04/08/2008 – ANNUAL REPORT</u>	View image in PDF format
<u>04/04/2007 – ANNUAL REPORT</u>	View image in PDF format
<u>01/23/2006 – ANNUAL REPORT</u>	View image in PDF format
<u>06/28/2005 – Foreign Limited</u>	View image in PDF format

EXHIBIT C

Binding Letter

City of Jacksonville
Planning and Development Department
Jacksonville, Florida 32202

RE: RE#167445-0200 (portion) / Revised Atlantic Boulevard CarMax PUD

Ladies and Gentleman;

You are hereby advised that the undersigned, owner of the above referenced property, being more particularly described in the PUD document attached hereto and by reference made a part thereof, hereby agrees to bind its successor(s) in title to development in accordance with (a) the site plan and the written description of the proposed rezoning plan submitted with the rezoning application and (b) any conditions set forth by the City Council of the City of Jacksonville in the rezoning ordinance. Owner also agrees to proceed with the development of the subject property in accordance with items (a) and (b) above and will complete such development in accordance with the site plan approved by that ordinance. Provisions shall be made by written agreement for continuing operation and maintenance of all common areas and facilities, which are not to be provided, operated or maintained by the City of Jacksonville.

Sincerely,

Atlantic North, LLC

By: 

Robert K. White

Its: Chief Operating Officer

EXHIBIT C

Binding Letter

City of Jacksonville
Planning and Development Department
Jacksonville, Florida 32202

RE: PUD 2002-914 Rezone (Amendment)


Ladies and Gentleman;

You are hereby advised that the undersigned, owner of the above referenced property, being more particularly described in the PUD document attached hereto and by reference made a part hereof, hereby agrees to bind its successor(s) in title to development in accordance with (a) the site plan and the written description of the proposed rezoning plan submitted with the rezoning application and (b) any conditions set forth by the City Council of the City of Jacksonville in the rezoning ordinance. Tenant, at Tenant's sole expense, also agrees to proceed with the development of the subject property in accordance with items (a) and (b) above and will complete such development in accordance with the site plan approved by that ordinance. Provisions shall be made by written agreement for continuing operation and maintenance of all common areas and facilities, which are not to be provided, operated or maintained by the City of Jacksonville.

Sincerely,

SPIRIT SPE PORTFOLIO 2005-3, LLC,
a Delaware limited liability company

By: Spirit SPE Manager, LLC,
a Delaware limited liability company,
its Manager

By: 
Name: Ryan Berry
Its: Senior Vice President

CARMAX AUTO SUPERSTORES, INC.,
a Virginia corporation

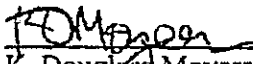
By: 
Name: K. Douglass Moyers
Its: Vice President, Real Estate

Exhibit D

WRITTEN DESCRIPTION

Revised Atlantic Boulevard CarMax PUD

December 23, 2015

I. PROJECT DESCRIPTION

The following constitutes the written description of the Planned Unit Development for the revised Atlantic Boulevard CarMax PUD. 13.9 acres of the PUD is currently regulated pursuant to Ordinance 2002-914-E. The Revised PUD will include that 13.9 acres, plus an additional 3.00 acre expansion parcel on the northeast boundary of the existing PUD ("Parcel A"). The new PUD will be approximately 16.9 acres in size. The site has a land use designation of CGC.

Attached to this application is a conceptual site plan including the existing development, pursuant to Ordinance 2002-914-E, and the proposed development on Parcel A. The site will continue to be used, including the expansion area, as an automobile dealership, which provides for sale and service of new and used automobiles as well as accessory and related services in adjoining facilities.

Project Name: Revised Atlantic Boulevard CarMax PUD

Project Architect/Planner: Pieper O'Brien Herr Architects

Project Engineer: Kimley Horn & Associates

Project Developer: CarMax Auto Superstores, Inc.

II. QUANTITATIVE DATA

Total Acreage: 16.9

Total number of dwelling units: N/A

Total amount of non-residential floor area: 50,980 square feet. The exact square footage developed on the site may vary, however the total square footage for the project shall not exceed 52,000 square feet.

Total amount of recreation area: N/A

Total amount of open space: N/A

Total amount of public/private rights of way: N/A

Total amount of land coverage of all buildings and structures: 50,980 square feet.
The exact square footage developed on the site may vary, however the total square
footage for the project shall not exceed 52,000 square feet.

Phase schedule of construction (include initiation dates and completion dates)
Commencement shall be within 5 years of PUD approval. Completion will occur within
10 years or as the market dictates.

III. USES AND RESTRICTIONS

A. Permitted Uses:

1. Automobile sales, new and pre-owned, including outdoor display of vehicles.
2. Wholesale vehicle auctions.
3. Private vehicle storage, screened per the City's development standards.
4. Automobile reconditioning, major and minor repair of vehicles, and retail vehicle service work.
5. Private fuel storage and dispenser.
6. Commercial retail sales and service establishments, including vehicle accessory sales and installation.
7. Banks, including drive-thru tellers, savings and loan institutions, and similar uses.
8. Professional and business offices, buildings trades contractors that do not require outside storage or the use of heavy machinery, ditching machines, tractors, bulldozers or other heavy construction equipment and similar uses.
9. Hotels and motels.
10. Commercial indoor recreational or entertainment facilities such as bowling alleys, swimming pools, indoor skating rinks, movie theaters, indoor facilities operated by a licensed pari-mutuel permitholder, adult arcade amusement centers operated by a licensed permitholder, game promotions or sweepstakes utilizing electronic equipment, meeting the performance standards and development criteria set forth in Part 4, drawings by chance conducted in connection with the sale of a consumer product or service utilizing electronic equipment, meeting the performance standards and development criteria set forth in Part 4, and similar uses.
11. Art galleries, museums, community centers, dance, art or music studios.

12. Vocational, trade or business schools and similar uses.
13. Day care centers or care centers meeting the performance standards and development criteria set forth in Part 4.
14. Off-street commercial parking lots meeting the performance standards and criteria set forth in Part 4.
15. An establishment or facility which includes the retail sale and service of beer or wine for off-premises consumption or for on-premises conjunction with a restaurant.
16. Retail plant nurseries including outside display, but not on-site mulching or landscape contractors requiring heavy equipment or vehicles in excess of one-ton capacity.
17. Express or parcel delivery offices and similar uses (but not freight or truck terminals)
18. Personal property storage establishments meeting the performance development criteria set forth in Part 4.
19. Essential services, including water, sewer, gas, telephone, radio, television and electric, meeting the performance standards and development criteria set forth in Part 4.
20. Churches, including a rectory or similar use.
21. Outside retail sales of holiday items, subject to the performance standards and development criteria set forth in Part 4.
22. Wholesaling or distributorship businesses located within a retail shopping center (but not on an out-parcel or within a stand-alone structure), provided such use is limited to 30 percent of the total gross square footage of the retail shopping center of which the wholesaling use or activity is a part, and further provided there is no warehousing or storage of products not directly associated with the wholesaling or distributorship businesses located on the premises.
23. Assembly of components and light manufacturing when in conjunction with a retail sales or service establishment, conducted without outside storage or display.
24. Filling or gas stations meeting the performance standards and development criteria set forth in Part 4.
25. Mobile Car Detailing Services and automated car wash facilities meeting the performance standards and development criteria set forth in Part 4.

B. Permissible Uses by Exception:

1. An establishment or facility which includes the retail sale and service of all alcoholic beverages including liquor, beer or wine for on-premises consumption or off-premises consumption or both.

2. Permanent or restricted outside sale and service, meeting the performance standards and development criteria set forth in Part 4.
3. Residential treatment facilities and emergency shelters.
4. Multi-family residential integrated with a permitted use.
5. Crematories.
6. Pawn shops (limited to items permitted in the CCG-1 Zoning District).
7. Recycling collection points meeting the performance standards and development criteria set forth in Part 4.
8. Private clubs.
9. Restaurants with the outside sale and service of food meeting the performance standards and development criteria set forth in Part 4.
10. Service and repair of general appliances and small engines.
11. Schools meeting the performance standards and development criteria set forth in Part 4.

IV. STATEMENTS

A. How does the proposed PUD differ from the usual application of the Zoning Code?

The PUD permits a less intense use of the subject property than permitted by the CCG-1 district. The PUD also permits adjoining parcels, including those under separate ownership, to be developed and operated jointly without landscaping buffers or barriers. The PUD also waives current landscaping UVA requirements on existing vested parking areas.

B. Describe the intent for the continued operation and maintenance of those areas and functions described herein and facilities which are not to be provided, operated or maintained by the City.

The subject property will be developed and maintained by its owner or owners, or any duly authorized tenant. .

V. DESIGN GUIDELINES

A. Lot Requirements:

- (1) *Minimum lot area:* None, except as otherwise required for certain uses.

- (2) *Minimum lot width:* None, except as otherwise required for certain uses.
- (3) *Maximum lot coverage:* None, except as otherwise required for certain uses.
- (4) *Minimum front yard:* None.
- (5) *Minimum side yard:* None. Where the lot is adjacent to a residential district, a minimum setback of 15 feet shall be required.
- (6) *Minimum rear yard:* 10 feet.
- (7) *Maximum height of structures:* 60 feet.

B. Ingress, Egress and Circulation:

- (1) *Customer & Employee Parking Requirements.* The parking on the site will exceed the allowable maximum under the conventional Zoning Code. As such, this PUD provides for a waiver of those parking limitations. Parking shall be as calculated on the site plan and outlined below:

Approximately 293 Standard Size (215 Existing + 86 Reconfigured Spaces)
Approximately 8 ADA Spaces
 Not to exceed 320 Total Customer & Employee Spaces

- (2) *Sales Display Lot.* The sales inventory stalls on the site will total approximately 500 spaces. The sales inventory area will be secured via a highway guardrail and embassy-style security gates. Sales inventory stall sizes are 9 feet by 17 feet and the drive aisles are 20 feet wide and vary from City of Jacksonville zoning code parking standards. This PUD provides for a waiver of these parking stall sizes and drive aisle widths.
- (3) *Vehicular Access.* Access to the existing site is off Atlantic Boulevard as shown on the site plan. A waiver of road frontage requirements for the 3 acre site is approved by this PUD.

C. Retention

Retention shall meet requirements of the City of Jacksonville and all other state or local agencies with jurisdiction including the St. John’s River Water Management District. Stormwater detention areas may be located on or off-site and may be shared with other parcels, provided the stormwater design meets the standards and requirements of the City of Jacksonville and St. John’s River Water Management District.

D. Signs.

The number, location, size and height of signage to be located upon the property shall be in accordance with the current Sign Ordinance of the City of Jacksonville; however, variation from the strict requirements of the §656.1301 of the Jacksonville Zoning Ordinance shall be permitted to allow for identification and directional signs subject to review by the City of Jacksonville Planning and Development Department. Primary sign heights will not exceed fifty feet (50') in height.

E. Landscaping

Landscaping on the site shall be in general accordance with the landscaping plan provided. This landscaping plan varies from the requirements of the City of Jacksonville Landscape and Tree Protection Ordinance, which waiver is hereby approved by this PUD. Additionally, no landscaping shall be required within the 3 acre expansion parcel or between the 3 acre expansion parcel and the 13.9 acre parcel, notwithstanding the fact that there may be separate ownership of the two parcels. Likewise, no landscape buffer shall be required between the 3 acre parcel and the 13.9 acre parcel, as the two parcels will be developed jointly under the PUD, notwithstanding separate ownership. Landscaping shall not be required within the Inventory Preparation Area or Sales Display lot areas, except as shown on the attached landscaping plan.

F. Utilities

Water will be provided by JEA.
Sanitary sewer will be provided by JEA.
Electric will be provided by JEA.

G. Noise Abatement

All exterior speakers or audio transmission devices used on or about the project will be situated and operated in volumes which are not excessive in relationship to the surrounding residential zoning districts.

H. Illumination

Lighting standards shall be oriented so as to localize illumination onto the project to the greatest extent possible. The quantity of illumination shall be controlled so as to eliminate unreasonable interference or impact with surrounding residential zoning districts.

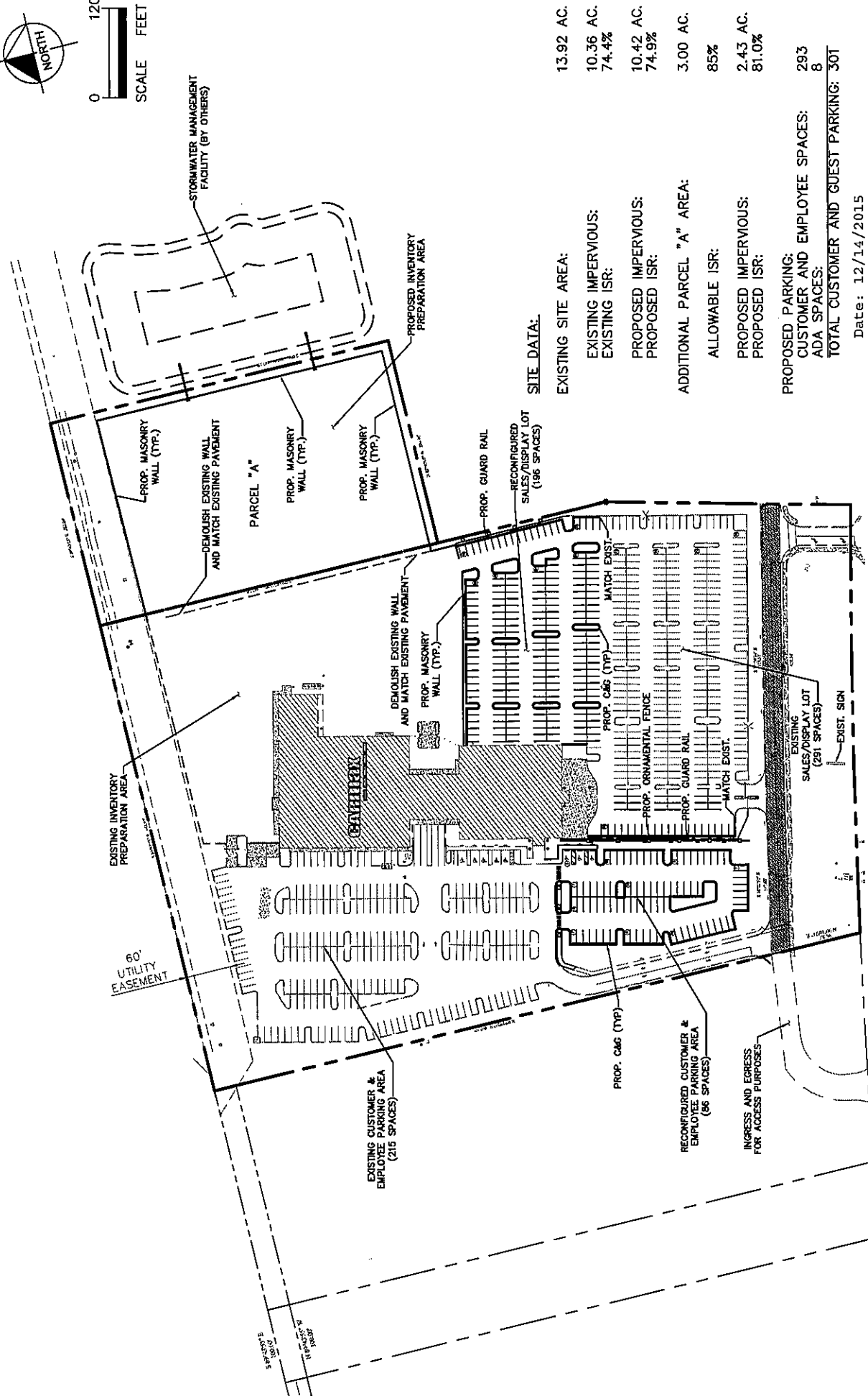
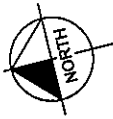
VI. DEVELOPMENT PLAN APPROVAL

With each request for verification of substantial compliance with this PUD, a preliminary development plan shall be submitted to the City of Jacksonville Planning and Development Department identifying all the existing and proposed uses within the Property, and showing the general layout of the overall Property.

VII. JUSTIFICATION FOR PLANNED UNIT DEVELOPMENT CLASSIFICATION FOR THIS PROJECT

The proposed project is consistent with the general purpose and intent of the City of Jacksonville 2030 Comprehensive Plan and Land Use Regulations. The proposed project will be beneficial to the surrounding neighborhood and community.

- A. Is more efficient than would be possible through strict application of the Zoning Code;
- B. Is compatible with surrounding land uses and will improve the characteristics of the surrounding area;
- C. Will promote the purposes of the City of Jacksonville 2030 Comprehensive Plan.



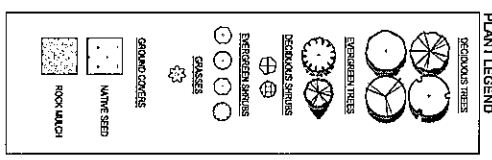
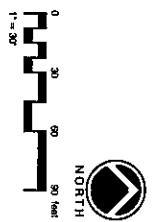
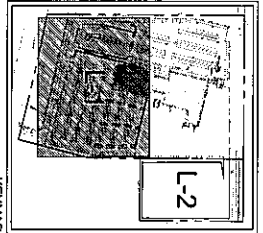
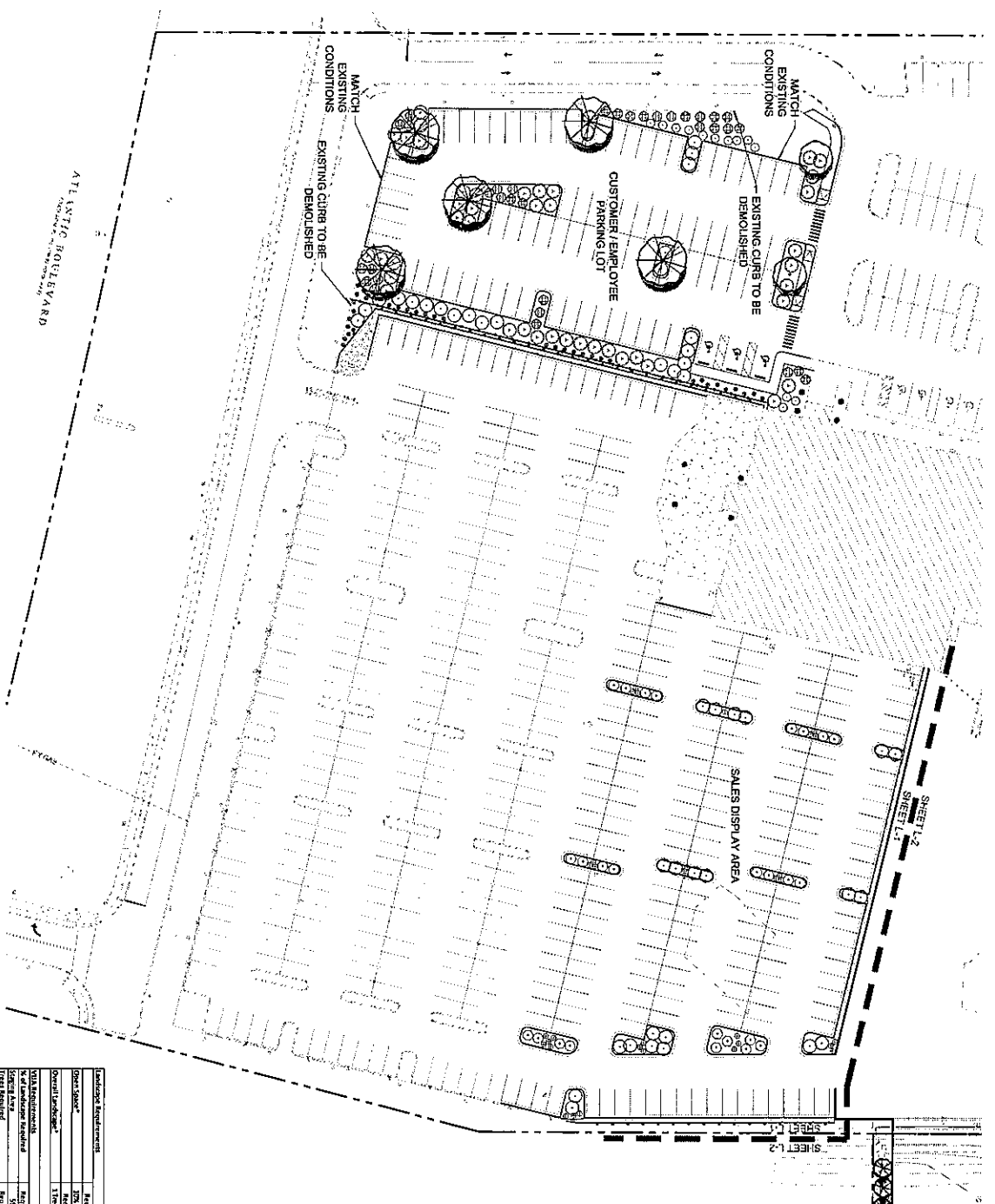
SITE DATA:

EXISTING SITE AREA:	13.92 AC.
EXISTING IMPERVIOUS EXISTING ISR:	10.36 AC. 74.4%
PROPOSED IMPERVIOUS PROPOSED ISR:	10.42 AC. 74.9%
ADDITIONAL PARCEL "A" AREA:	3.00 AC.
ALLOWABLE ISR:	85%
PROPOSED IMPERVIOUS PROPOSED ISR:	2.43 AC. 81.0%
PROPOSED PARKING: CUSTOMER AND EMPLOYEE SPACES:	293
ADA SPACES:	8
TOTAL CUSTOMER AND GUEST PARKING:	301

Date: 12/14/2015

ATLANTIC BOULEVARD

Kimley»Horn



Plant Type	Quantity	Notes
RESISTANT TREES	25	18" DBH
DECIDUOUS TREES	15	18" DBH
PERENNIALS	100	18" DBH
ORNAMENTALS	50	18" DBH
GRASSES	1000	18" DBH
GROUND COVERS	1000	18" DBH
NATIVE SEED	1000	18" DBH
ROCK MULCH	1000	18" DBH

CARmax
 STORE NO. XXXX
 ATLANTIC BLVD.
 JACKSONVILLE, FL

**CARMAX JACKSONVILLE
 EAST EXPANSION
 CONCEPTUAL LANDSCAPE PLANS**
 JACKSONVILLE, FL

APPLICANT:
 CENTURION INTEGRATED
 SOLUTIONS
 240 BIRCHEN PARKWAY
 FURBER, CO 80838
 303.679.4111

LANDSCAPE ARCHITECT:
 [Firm Name]
 1234 Main Street
 Jacksonville, FL 32202

DATE: 11/12/15
 CONCEPTUAL
 LANDSCAPE
 PLAN

EXHIBIT F

PUD Name

Revised Atlantic Blvd. CarMax PUD

Land Use Table

Total gross acreage	13.92	Acres	100 %
Amount of each different land use by acreage			
Single family	0	Acres	%
Total number of dwelling units	0	D.U.	
Multiple family	0	Acres	%
Total number of dwelling units	0	D.U.	
Commercial	13.92	Acres	100 %
Industrial	0	Acres	%
Other land use	0	Acres	%
Active recreation and/or open space	0	Acres	%
Passive open space	0	Acres	%
Public and private right-of-way	0	Acres	%
Maximum coverage of buildings and structures	50,980	Sq. Ft.	8.5 %

PREPARED BY AND RETURN TO:
Robert A. Heckin, Esquire
1 Sleiman Parkway, Suite 280
Jacksonville, Florida 32216

NOTE: This conveyance is exempt
from documentary stamp tax pursuant
to Rule 12B-4.013(29)(e), Florida
Administrative Code

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made as of the 19th day of September, 2012, by
PROPERTY MANAGEMENT SUPPORT, INC., a Florida corporation, as Trustee of
ATLANTIC NORTH LAND TRUST w/t/a dated August 13, 2008 (the "Grantor"), whose
address is 1 Sleiman Parkway, Suite 270, Jacksonville, Florida 32216, to and in favor of
ATLANTIC NORTH, LLC, a Florida limited liability company (the "Grantee"), whose address
is 1 Sleiman Parkway, Suite 270, Jacksonville, Florida 32216.

WITNESSETH:

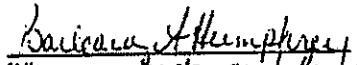
That the Grantor, as a contribution to the capital of the Grantee, has granted, bargained
and sold to the Grantee, its successors and assigns forever, that real property located in Duval
County, Florida, which is described in the attached Exhibit A, together with all tenements,
hereditaments and appurtenances thereunto appertaining, subject to (i) all easements, covenants
and restrictions of record (provided this mention shall not serve to reimpose same), and (ii) real
estate taxes accruing after December 31, 2011.


And the Grantor does hereby fully warrant the title to said real property, and will defend
same against the lawful claims of all persons whomsoever, claiming by, through or under the
Grantor, but no others. The Grantor further warrants that the foregoing is not homestead
property within the terms of the Florida Constitution and Statutes.

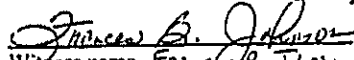
IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed as of
the day and year first above written.

Signed, sealed and delivered
in the presence of:

PROPERTY MANAGEMENT SUPPORT,
INC., as Trustee of ATLANTIC NORTH
LAND TRUST w/t/a dated August 13, 2008


Witness name Barbara A. Humphrey

By 
Eli T. Sleiman, Jr., Vice President


Witness name Frances B. Johnson

SCRIVENER'S NOTE: This instrument is being re-recorded to
correct an error in the legal description on page 8

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19th day of September, 2012 by Eli T. Sleiman, Jr., as Vice President of Property Management Support, Inc., a Florida corporation, on behalf of the corporation as Trustee of Atlantic North Land Trust w/a dated August 13, 2008, and who is personally known to me or who produced _____ as identification.



Francis B. Johnson
Notary Public Francis B. Johnson
Printed Name _____
My Commission Expires 12/19/13

Exhibit A

Tract 1

A portion of fractional Sections 16 and 21, together with a portion of the F. Richard Grant, Section 39, Township 2, South, Range 28, East, Duval County, Florida, and being more particularly described as follows: Commence at the intersection of the Westerly right-of-way line of Kernan Boulevard (a 200 foot right-of-way as now established) with the Northerly former right-of-way line of Atlantic Boulevard (a variable width right-of-way as now established) said intersection lying on a curve leading Northwesterly; thence North $00^{\circ}45'02''$ West, along said Westerly right-of-way line, 254.49 feet to the Point of Beginning; thence South $89^{\circ}14'58''$ West, 12.00 feet; thence South $00^{\circ}45'02''$ East, 127.36 feet to a point on a curve to the right lying on the Northerly right-of-way line of said Atlantic Boulevard, being concave to the North, and having a radius of 11,247.17 feet; thence along said right-of-way line and along and around the arc of said curve an arc distance of 645.39 feet, said arc being subtended by a chord bearing and distance of North $74^{\circ}57'40''$ West, 645.30 feet to the point of non-tangency of said curve; thence North $77^{\circ}20'18''$ West, along said right-of-way line, 300.12 feet to the point of curvature of a non-tangent curve to the left, being concave to the South, and having a radius of 22,526.71 feet; thence along said right-of-way line and along and around the arc of said curve an arc distance of 45.15 feet, said arc being subtended by a chord bearing and distance of North $75^{\circ}28'59''$ West, 45.15 feet to a point of compound curve to the left being concave to the South, and having a radius of 1,220.00 feet; thence along said right-of-way line and along and around the arc of said curve, an arc distance of 166.02 feet, said arc being subtended by a chord bearing and distance of North $79^{\circ}26'20''$ West, 165.89 feet to a point of reverse curve to the right being concave to the North and having a radius of 1,480.00 feet; thence along said right-of-way line and along and around the arc of said curve, an arc distance of 116.17 feet, said arc being subtended by a chord bearing and distance of North $81^{\circ}05'19''$ West, 116.14 feet to the point of non-tangency of said curve; thence North $64^{\circ}26'51''$ West, along said right-of-way line, 51.72 feet to the point of curvature of a non-tangent curve to the right, being concave to the North, and having a radius of 1,468.00 feet; thence along said right-of-way line and along and around the arc of said curve an arc distance of 36.28 feet, said arc being subtended by a chord bearing and distance of North $76^{\circ}10'35''$ West, 36.28 feet to the point of non-tangency of said curve; thence North $75^{\circ}28'06''$ West, along said right-of-way line, 166.74 feet; thence South $14^{\circ}40'02''$ West, along said right-of-way line, 11.90 feet; thence North $75^{\circ}19'58''$ West, along said right-of-way line, 90.59 feet; thence North $14^{\circ}37'36''$ East, 127.58 feet; thence South $75^{\circ}41'50''$ East, 82.01 feet; thence North $22^{\circ}50'31''$ East, 490.17 feet; thence North $67^{\circ}09'29''$ West, 111.36 feet; thence North $22^{\circ}50'31''$ East, 192.08 feet; thence North $67^{\circ}51'28''$ East, 21.55 feet; thence North $22^{\circ}50'31''$ East, 89.17 feet; thence South $67^{\circ}09'30''$ East, 161.08 feet; thence North $22^{\circ}50'31''$ East, 88.10 feet; thence North $26^{\circ}46'30''$ West, 97.82 feet; thence North $67^{\circ}07'51''$ West, 644.39 feet; thence South $71^{\circ}56'21''$ West, 189.55 feet; thence South $18^{\circ}40'29''$ West, 362.41 feet; thence South $71^{\circ}21'08''$ East, 141.11 feet; thence South $22^{\circ}50'31''$ West, 388.10 feet; thence North $11^{\circ}54'40''$ West, 9.18 feet to the point of curvature of a non-tangent curve to the left, being concave to the Southwest, and having a radius of 50.50 feet; thence along and around the arc of said curve an arc distance of 31.85 feet, said arc being subtended by a chord bearing and distance of North $29^{\circ}58'32''$ West,

31.32 feet to the point of curvature of a compound curve to the left, being concave to the Southwest, and having a radius of 102.50 feet; thence along and around the arc of said curve an arc distance of 41.71 feet, said arc being subtended by a chord bearing and distance of North 59°41'46" West, 41.42 feet to the point of tangency of said curve; thence North 71°21'08" West, 44.15 feet; thence South 18°40'29" West, 315.22 feet to the aforesaid Northerly right-of-way line of Atlantic Boulevard; thence North 71°20'12" West, along said right-of-way line, 796.17 feet to an angle point in said right-of-way line; thence North 71°21'38" West, along said right-of-way line, 1,046.04 feet to the point of curvature of a curve to the left, being concave to the South, and having a radius of 11,549.16 feet; thence along and around the arc of said curve an arc distance of 15.18 feet, said arc being subtended by a chord bearing and distance of North 71°22'52" West, 15.18 feet; thence North 00°17'02" East, 1,260.04 feet; thence South 89°43'14" East, 1,472.61 feet; thence North 00°16'24" East, 88.42 feet; thence South 89°59'19" East, 472.31 feet; thence South 00°50'16" East, 100.00 feet; thence South 89°59'19" East, 100.00 feet; thence North 00°50'16" West, 100.00 feet; thence South 89°59'19" East, 433.00 feet; thence South 00°50'16" East, 417.00 feet; thence South 89°59'19" East, 417.00 feet; thence South 00°50'16" East, 0.42 feet; thence South 89°59'19" East, 1,043.72 feet to the aforesaid Westerly right-of-way line of Kernan Boulevard; thence South 00°50'16" East, along said Westerly right-of-way line, 394.64 feet to an angle point in said right-of-way line; thence South 00°45'02" East along said right-of-way line, 1562.11 feet to the Point of Beginning.

Lands thus described contain 144.02 acres more or less.

TOGETHER WITH:

Tract 2

A portion of fractional Section 21, together with a portion of the F. Richard Grant, Section 39, Township 2, South, Range 28, East, Duval County, Florida, and being more particularly described as follows: Commence at the intersection of the Westerly right-of-way line of Kernan Boulevard (a 200 foot right-of-way as now established) with the Northerly former right-of-way line of Atlantic Boulevard (a variable width right-of-way as now established) said intersection lying on a curve leading Northwesterly; thence along said former right-of-way line and along and around the arc of a curve concave to the North and having a radius of 11,035.23 feet, an arc distance of 1,088.05 feet, said arc being subtended by a chord bearing and distance of North 74°09'40" West, 1,087.61 feet to the point of tangency of said curve; thence North 71°20'12" West, along said former right-of-way line and along the existing right-of-way line of said Atlantic Boulevard, 919.76 feet to the Point of Beginning; thence South 75°19'58" East, along the present right-of-way line of said Atlantic Boulevard (a variable width right-of-way as now established) 343.75 feet; thence North 14°37'36" East, 127.58 feet; thence South 75°41'50" East, 82.01 feet; thence North 22°50'31" East, 490.17 feet; thence North 67°09'29" West, 111.36 feet; thence North 22°50'31" East, 192.08 feet; thence North 67°51'28" East, 21.55 feet; thence North 22°50'31" East, 89.17 feet; thence South 67°09'30" East, 161.08 feet; thence North 22°50'31" East, 88.10 feet; thence North 26°46'30" West, 97.82 feet; thence North 67°07'51" West, 644.39 feet; thence South 71°56'21" West, 189.55 feet; thence South 18°40'29" West, 362.41 feet; thence South 71°21'08" East, 141.11 feet; thence South 22°50'31" West, 388.10 feet; thence North 11°54'40" West, 9.18 feet to the point of curvature of a non-tangent curve to the left, being

concave to the Southwest, and having a radius of 50.50 feet; thence along and around the arc of said curve an arc distance of 31.84 feet, said arc being subtended by a chord bearing and distance of North 29°58'32" West, 31.32 feet to the point of curvature of a compound curve to the left, being concave to the Southwest, and having a radius of 102.50 feet; thence along and around the arc of said curve an arc distance of 41.71 feet, said arc being subtended by a chord bearing and distance of North 59°41'46" West, 41.42 feet to the point of tangency of said curve; thence North 71°21'08" West, 44.15 feet; thence South 18°40'29" West, 315.22 feet; thence South 71°20'12" East, 320.25 feet to the Point of Beginning.

Lands thus described contain 17.56 acres, more or less.

TOGETHER WITH:

Parcel A

A portion of fractional Section 21, together with a portion of the F. Richard Grant, Section 39, Township 2, South, Range 28, East, Duval County, Florida, and being more particularly described as follows: Commence at the intersection of the Westerly right-of-way line of Kernan Boulevard (a 200 foot right-of-way as now established) with the Northerly former right-of-way line of Atlantic Boulevard (a variable width right-of-way as now established) said intersection lying on a curve leading Northwesterly; thence along said former right-of-way line and along and around the arc of a curve concave to the North and having a radius of 11,035.23 feet, an arc distance of 1,088.05 feet, said arc being subtended by a chord bearing and distance of North 74°09'40" West, 1,087.61 feet to the point of tangency of said curve; thence North 71°20'12" West, along said former right-of-way line and along the existing right-of-way line of said Atlantic Boulevard, 2,036.17 feet to an angle point in last said right-of-way line; thence North 71°21'38" West, along said right-of-way line, 1,045.86 feet to the point of curvature of a curve to the left, being concave to the South, and having a radius of 11,549.16 feet; thence continue along said right-of-way line and along and around the arc of said curve an arc distance of 15.18 feet, said arc being subtended by a chord bearing and distance of North 71°22'53" West, 15.18 feet to the Point of Beginning; thence continue along said right-of-way line and along and around the arc of said curve an arc distance of 874.65 feet said arc being subtended by a chord bearing and distance of North 73°35'18" West, 874.44 feet; thence North 14°42'50" East, 329.15 feet; thence North 00°17'02" East, 698.31 feet; thence South 89°43'14" East, 758.00 feet; thence South 00°17'02" West, 1,260.04 feet to the Point of Beginning.

Lands thus described contain 20.23 acres, more or less.

LESS AND EXCEPT the following five parcels described as "Academy Sports," "L.A. Fitness," "Parcel A," "Parcel B" and "Parcel G (7-Eleven)":

Academy Sports

A portion of fractional Section 21, Township 2, South, Range 28, East, Duval County, Florida, and being more particularly described as follows: Commence at the intersection of the former

Westerly right-of-way line of Kernan Boulevard (a 200 foot right-of-way as now established) with the former Northerly right-of-way line of Atlantic Boulevard (a variable width right-of-way as now established); thence Westerly along said Northerly right-of-way line and along and around the arc of a curve concave Northerly and having a radius of 11,035.23 feet, an arc distance of 1,088.05 feet, said arc being subtended by a chord bearing and distance of North 74°09'40" West, 1,087.61 feet; thence North 71°20'12" West, along said right-of-way line, 582.25 feet; thence North 20°35'58" East, 299.74 feet to the Point of Beginning; thence continue North 20°35'58" East along last said line, 381.00 feet; thence South 69°24'02" East, 54.53 feet; thence North 20°35'47" East, 260.73 feet; thence North 69°24'13" West, 6.00 feet; thence North 20°35'47" East, 59.40 feet; thence South 69°24'13" East, 278.10 feet; thence South 20°35'47" West, 320.15 feet; thence South 69°24'02" East, 25.37 feet; thence South 20°35'58" West, 360.17 feet; thence North 74°06'25" West, 148.40 feet to the point of curvature of a curve to the right, being concave Northerly, and having a radius of 2,500.00 feet; thence along and around the arc of said curve an arc distance of 204.34 feet, said arc being subtended by a chord bearing and distance of North 71°49'47" West, 204.28 feet to the Point of Beginning.

Lands thus described contain 5.03 acres, more or less.

L.A. Fitness

A portion of fractional Section 21, Township 2, South, Range 28, East, Duval County, Florida, and being more particularly described as follows: Commence at the intersection of the former Westerly right-of-way line of Kernan Boulevard (a 200 foot right-of-way as now established) with the former Northerly right-of-way line of Atlantic Boulevard (a variable width right-of-way as now established); thence North 00°45'02" West along said former Westerly right-of-way line and along the Westerly right-of-way line of said Kernan Boulevard, 379.29 feet; thence North 75°43'18" West 495.24 feet; thence South 89°24'25" West 48.76 feet to the Point of Beginning; thence North 74°04'39" West 302.51 feet; thence North 20°35'57" East 302.79 feet; thence South 69°23'01" East 43.88 feet; thence North 20°36'59" East 149.25 feet; thence North 69°23'01" West 5.00 feet; thence North 20°36'59" East 104.59 feet; thence South 69°23'01" East 235.00 feet; thence South 20°36'59" West 230.78 feet; thence South 06°51'41" East 59.86 feet; thence South 20°35'57" West 247.98 feet to the Point of Beginning.

Lands thus described contain 3.36 acres, more or less.

Parcel A

A portion of fractional Section 21, Township 2, South, Range 28, East, Duval County, Florida, and being more particularly described as follows: Commence at the intersection of the former Westerly right-of-way line of Kernan Boulevard (a 200 foot right-of-way as now established) with the former Northerly right-of-way line of Atlantic Boulevard (a variable width right-of-way as now established); thence Westerly along said Northerly right-of-way line and along and around the arc of a curve concave Northerly and having a radius of 11,035.23 feet, an arc distance of 1,088.05 feet, said arc being subtended by a chord bearing and distance of North 74°09'40" West, 1,087.61 feet; thence North 71°20'12" West, along said right-of-way line, 919.76 feet to the Point of Beginning lying on the present right-of-way line of said Atlantic Boulevard (a variable width right-of-way as now established); thence North 71°20'12" West

along said present right-of-way line, 123.71 feet; thence North 18°39'41" East 272.96 feet to an intersection with a curve leading Westerly; thence Easterly along and around the arc of said curve being concave Southwesterly and having a radius of 255.00 feet, an arc distance of 18.18 feet, said arc being subtended by a chord bearing and distance of North 84°27'21" East 18.18 feet to the point of reverse curvature of a curve to the right; thence along and around the arc of a curve concave Southerly and having a radius of 145.00 feet, an arc distance of 59.36 feet, said arc being subtended by a chord bearing and distance of South 85°51'28" East 58.95 feet to the point of compound curvature of a curve to the right; thence along and around the arc of a curve concave Southerly and having a radius of 669.50 feet, an arc distance of 32.63 feet, said arc being subtended by a chord bearing and distance of South 72°43'58" East 32.63 feet to the point of tangency of said curve; thence South 71°20'12" East 82.87 feet to the point of curvature of a curve to the right; thence along and around the arc of said curve being concave Southwesterly and having a radius of 981.50 feet, an arc distance of 7.57 feet, said arc being subtended by a chord bearing and distance of South 71°06'57" East 7.57 feet; thence South 18°39'41" West 290.86 feet to the aforesaid present right-of-way line of Atlantic Boulevard; thence North 75°19'58" West along said right-of-way line, 73.17 feet to the Point of Beginning.

Lands thus described contain 1.30 acres, more or less.

Parcel B

A portion of fractional Section 21, Township 2, South, Range 28, East, Duval County, Florida, and being more particularly described as follows: Commence at the intersection of the former Westerly right-of-way line of Kernan Boulevard (a 200 foot right-of-way as now established) with the former Northerly right-of-way line of Atlantic Boulevard (a variable width right-of-way as now established); thence Westerly along said Northerly right-of-way line and along and around the arc of a curve concave Northerly and having a radius of 11,035.23 feet, an arc distance of 1,088.05 feet, said arc being subtended by a chord bearing and distance of North 74°09'40" West, 1,087.61 feet; thence North 71°20'12" West, along said right-of-way line, 665.87 feet; thence North 18°39'41" East, 17.74 feet to the Point of Beginning lying on the present right-of-way line of said Atlantic Boulevard (a variable width right-of-way as now established); thence North 75°19'58" West along said present right-of-way line, 181.34 feet; thence North 18°39'41" East 290.86 feet to an intersection with a curve leading Westerly; thence Easterly along and around the arc of said curve being concave Southwesterly and having a radius of 981.50 feet, an arc distance of 56.34 feet, said arc being subtended by a chord bearing and distance of South 69°15'01" East 56.34 feet to the point of tangency of said curve; thence South 67°36'21" East 124.87 feet; thence South 18°39'41" West 268.05 feet to the Point of Beginning.

Lands thus described contain 1.16 acres, more or less.

Parcel G (7-Eleven)

A portion of fractional Section 21, Township 2, South, Range 28, East, Duval County, Florida, and being more particularly described as follows: Commence at the intersection of the former Westerly right-of-way line of Kernan Boulevard (a 200 foot right-of-way as now established) with the former Northerly right-of-way line of Atlantic Boulevard (a variable width right-of-way

RIGHT ~~ES~~

as now established); thence North $00^{\circ}45'02''$ West along said former Westerly right-of-way line and along the Westerly right-of-way line of said Kernan Boulevard, 646.74 feet to the Point of Beginning; thence continue along said Westerly right-of-way line, North $00^{\circ}45'02''$ West, 187.34 feet to the point of curvature of a curve to the left; thence along and around the arc of a curve being concave Southwesterly and having a radius of 25.00 feet, an arc distance of 37.92 feet, said arc being subtended by a chord bearing and distance of North $44^{\circ}12'33''$ West 34.39 feet to the point of reverse curvature of a curve to the left, being concave Northeasterly, and having a radius of 440.00 feet; thence along and around the arc of said curve an arc distance of 246.27 feet, said arc being subtended by a chord bearing and distance of North $71^{\circ}38'00''$ West, 243.07 feet to the point of reverse curvature of curve to the left, being concave Southeasterly, and having a radius of 34.50 feet; thence along and around the arc of said curve an arc distance of 29.21 feet, said arc being subtended by a chord bearing and distance of South $64^{\circ}36'39''$ West, 28.35 feet to the point of compound curvature of curve to the left, being concave Southeasterly, and having a radius of 366.00 feet; thence along and around the arc of said curve an arc distance of 143.39 feet, said arc being subtended by a chord bearing and distance of South $30^{\circ}38'08''$ West, 142.48 feet to the point of tangency of said curve; thence South $19^{\circ}28'01''$ West, 24.52 feet to the point of curvature of a curve to the left; thence along and around the arc of said curve, being concave Easterly and having a radius of 49.50 feet, an arc distance of 65.82 feet, said arc being subtended by a chord bearing and distance of South $18^{\circ}37'29''$ East, 61.08 feet to a point of compound curve to the left being concave Northerly, and having a radius of 480.50 feet; thence along and around the arc of said curve, an arc distance of 194.54 feet, said arc being subtended by a chord bearing and distance of South $68^{\circ}18'54''$ East, 193.22 feet to a point of compound curve to the left being concave Northerly, and having a radius of 199.50 feet; thence along and around the arc of said curve, an arc distance of 37.69 feet, said arc being subtended by a chord bearing and distance of South $85^{\circ}19'34''$ East, 37.63 feet to the point of tangency of said curve; thence North $89^{\circ}15'42''$ East, 126.96 feet to the Point of Beginning.

Lands thus described contain 1.79 acres, more or less.

Being all of Duval County RE Parcel 167445-0200 and part of RE Parcel 167445-0780

8192 = 69.50
1/2 126000
(1)

RETURN TO: 75050767 REC
CHICAGO TITLE INSURANCE COMPANY
495 STATE ROAD 436
CASSELBERRY, FLORIDA 32707

JACKSONVILLE, FLORIDA

This Instrument Prepared By:

Christine H. Rogerson
McGuireWoods LLP
One James Center, 901 E. Cary Street
Richmond, Virginia 23219

After recording return to:

Parcel Identification No.: 167445-0150-3
Grantee Federal Tax I.D. No.: _____

SPECIAL WARRANTY DEED

THIS INDENTURE, made as of this 30th day of June, 2005 by and between CARMAX
AUTO SUPERSTORES, INC., a Virginia corporation ("Grantor"), whose mailing address is
4900 Cox Road, Glen Allen, Virginia 23060, and SPIRIT SPE PORTFOLIO 2005-3, LLC, a
Delaware limited liability company, whose principal place of business is 14631 N. Scottsdale
Road, Suite 200, Scottsdale, AZ 85254-2711 ("Grantee").

WITNESSETH, in consideration of the sum of Ten and 00/100 Dollars (\$10.00), and for
other good and valuable consideration, the receipt and adequacy of which are hereby
acknowledged, the Grantor does hereby grant, bargain, sell, remise, release, convey and confirm
unto the Grantee, its successors and assigns FOREVER, that certain parcel or parcels of land
located in Duval County, Florida, as more particularly described in Exhibit A attached hereto

1
150502761

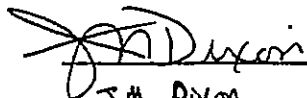
and incorporated herein by this reference, TOGETHER WITH all tenements, hereditaments, easements and appurtenances thereto belonging or in anywise appertaining (the "Property").

The Grantor does hereby covenant with Grantee that Grantor is lawfully seized of said Property in fee simple; that Grantor has good right and lawful authority to sell and convey said Property; and Grantor does hereby warrant the title to the Property to Grantee and will defend the same against the lawful claims of all persons claiming by, through, or under Grantor, but not otherwise.

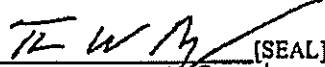
IN WITNESS WHEREOF, the Grantor has hereunto caused the execution hereof as of the date first above written.


WITNESSES

CARMAX AUTO SUPERSTORES, INC..



J.M. Dixon

By:  [SEAL]
Name: Thomas W. Reedy
Title: VP & Treasurer



Andrew Memminger



Assistant Secretary

[CORPORATE SEAL]

COMMONWEALTH OF VIRGINIA)
) ss.
COUNTY OF HENRICO)

The foregoing instrument was acknowledged before me this 28th day of June, 2005, by Thomas W. Reedy as VP + Treasurer of CarMax Auto Superstores, Inc., a Virginia corporation. He is personally known to me and did not take an oath.

Rabia M. Broughton
Notary Public
Name: Rabia M. Broughton
My commission expires: 7/31/06

[SEAL]

Exhibit A

A PORTION OF FRACTIONAL SECTIONS 16 AND 17, A PORTION OF SECTIONS 20 AND 21 AND A PORTION OF THE F. RICHARD GRANT, SECTION 39, ALL IN TOWNSHIP 2 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE EASTERLY LINE OF A 100-FOOT RIGHT-OF-WAY AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS, VOLUME 4176, PAGE 500 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY WITH THE NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD (A VARIABLE WIDTH RIGHT-OF-WAY AS NOW ESTABLISHED), THENCE IN AN EASTERLY DIRECTION, ALONG AND AROUND THE ARC OF A CURVE IN SAID NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 11,549.16 FEET, AN ARC LENGTH OF 307.60 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 79 DEGREES 23 MINUTES 25 SECONDS EAST, 307.60 FEET TO THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE NORTH 00 DEGREES 16 MINUTES 21 SECONDS EAST, 892.10 FEET TO THE SOUTHERLY LINE OF "CRAIG FIELD" AS DESCRIBED AND RECORDED IN DEED BOOK 934, PAGE 272 IN SAID CURRENT PUBLIC RECORDS; THENCE SOUTH 89 DEGREES 43 MINUTES 55 SECONDS EAST, ALONG SAID SOUTHERLY LINE, 644.95 FEET; THENCE SOUTH 00 DEGREES 16 MINUTES 21 SECONDS WEST, 698.50 FEET; THENCE SOUTH 14 DEGREES 42 MINUTES 09 SECONDS WEST, 329.16 FEET TO THE SAID NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD; THENCE IN A WESTERLY DIRECTION ALONG AND AROUND THE ARC OF A CURVE, IN LAST SAID RIGHT-OF-WAY LINE, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 11,549.16 FEET, AN ARC LENGTH OF 576.72 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 77 DEGREES 11 MINUTES 44 SECONDS WEST, 576.66 FEET TO THE POINT OF BEGINNING.

EASEMENT "A" - NONEXCLUSIVE EASEMENT
POND PARCEL "B" OFFICIAL RECORDS BOOK 11451, PAGES 643-660 EXHIBIT "B"

A PORTION OF FRACTIONAL SECTION 17, TOWNSHIP 2 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE WESTERLY LINE OF A 100-FOOT RIGHT-OF-WAY AS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN VOLUME 4176, PAGE 500, WITH THE SOUTHERLY LINE OF LANDS DESCRIBED IN DEED BOOK 934, PAGE 272 OF THE PUBLIC RECORDS OF SAID COUNTY, THENCE NORTH 89 DEGREES 43 MINUTES 55 SECONDS WEST, ALONG SAID SOUTHERLY DEED LINE, 591.45 FEET TO THE POINT OF BEGINNING FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE SOUTH 07 DEGREES 12 MINUTES 37 SECONDS WEST, 410.94 FEET; THENCE NORTH 23 DEGREES 11 MINUTES 46 SECONDS WEST, 444.70 FEET; TO THE SAID SOUTHERLY LINE OF LANDS

DESCRIBED IN DEED BOOK 934, PAGE 272; THENCE SOUTH 89 DEGREES 43 MINUTES 55 SECONDS EAST, ALONG SAID SOUTH LINE, 226.74 FEET TO THE POINT OF BEGINNING.

EASEMENT "B" - NONEXCLUSIVE EASEMENT
30' DRAINAGE EASEMENT ACROSS MATHENY PROPERTY
OFFICIAL RECORDS BOOK 11451, PAGES 673 -685
OFFICIAL RECORDS BOOK 9368, PAGES 231 -233
A DRAINAGE EASEMENT ACROSS A PORTION OF FRACTIONAL SECTION 17, AND A PART OF THE F. RICHARD GRANT, SECTION 39, TOWNSHIP 2 SOUTH, RANGE 28 EAST JACKSONVILLE, DUVAL COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR THE POINT OF BEGINNING COMMENCE AT THE NORTHWESTERLY CORNER OF A 100-FOOT RIGHT-OF-WAY AS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN VOLUME 4176, PAGE 500, THE SAME BEING THE SOUTHERLY LINE OF LANDS DESCRIBED IN DEED BOOK 934, PAGE 272 OF THE PUBLIC RECORDS OF SAID COUNTY, THENCE SOUTH 00 DEGREES 16 MINUTES 21 SECONDS WEST, ALONG THE WESTERLY LINE OF AFORESAID 100-FOOT RIGHT-OF-WAY, 30.0 FEET; THENCE NORTH 89 DEGREES 43 MINUTES 55 SECONDS WEST, 805.17 FEET; THENCE NORTH 23 DEGREES 11 MINUTES 46 SECONDS WEST, 32.70 FEET TO THE SAID SOUTHERLY LINE OF DEED BOOK 934, PAGE 272; THENCE SOUTH 89 DEGREES 43 MINUTES 55 SECONDS EAST, ALONG SAID SOUTHERLY DEED LINE, 818.19 FEET TO THE POINT OF BEGINNING.

EASEMENT "C" - NONEXCLUSIVE EASEMENT
POND PARCEL "A"
OFFICIAL RECORDS BOOK 11451, PAGES 643-660
EXHIBIT "A"
A PORTION OF FRACTIONAL SECTION 17, TOWNSHIP 2 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE WESTERLY LINE OF A 100-FOOT RIGHT-OF-WAY AS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN VOLUME 4176, PAGE 500, WITH THE SOUTHERLY LINE OF LANDS DESCRIBED IN DEED BOOK 934, PAGE 272 OF THE PUBLIC RECORDS OF SAID COUNTY, THENCE NORTH 89 DEGREES 43 MINUTES 55 SECONDS WEST, ALONG SAID SOUTHERLY DEED LINE, 818.19 FEET TO THE POINT OF BEGINNING. FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE SOUTH 23 DEGREES 11 MINUTES 46 SECONDS EAST, 374.98 FEET; THENCE, NORTH 85 DEGREES 48 MINUTES 22 SECONDS WEST 602.74 FEET; THENCE NORTH 02 DEGREES 55 MINUTES 02 SECONDS EAST, 303.02 FEET TO THE SAID SOUTH LINE OF LANDS DESCRIBED IN DEED BOOK 934, PAGE 272, THENCE SOUTH 89 DEGREES 43 MINUTES 55 SECONDS EAST, 438.02 FEET TO THE POINT OF BEGINNING.

EASEMENT "D" - NONEXCLUSIVE EASEMENT
SANITARY SEWER EASEMENT
OFFICIAL RECORDS BOOK 11451, PAGES 587 -606
EXHIBIT "D"

A PORTION OF SECTION 20, TOWNSHIP 2 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE EASTERLY LINE OF A 100-FOOT RIGHT-OF-WAY AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS, VOLUME 4176, PAGE 500 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY WITH THE NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD (A VARIABLE-WIDTH RIGHT-OF-WAY AS NOW ESTABLISHED), THENCE IN AN EASTERLY DIRECTION, ALONG AND AROUND THE ARC OF A CURVE IN SAID NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 11,549.16 FEET, AN ARC LENGTH OF 246.50 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 79 DEGREES 32 MINUTES 31 SECONDS EAST, 246.49 FEET TO THE POINT OF BEGINNING. THENCE CONTINUE ALONG AND AROUND THE ARC OF SAID CURVE AND SAID NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD, HAVING A RADIUS OF 11,549.16 FEET, AN ARC LENGTH OF 61.11 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 78 DEGREES 46 MINUTES 44 SECONDS EAST, 61.11 FEET; THENCE NORTH 00 DEGREES 16 MINUTES 21 SECONDS EAST, 30.57 FEET TO A POINT ON A CURVE; THENCE NORTHERLY ALONG AND AROUND THE ARC OF THE CURVE, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 11,579.16 FEET, AN ARC LENGTH OF 61.11 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 78 DEGREES 48 MINUTES 27 SECONDS WEST, 61.11 FEET; THENCE SOUTH 00 DEGREES 16 MINUTES 21 SECONDS WEST, 30.54 FEET TO THE POINT OF BEGINNING.

EASEMENT "E" - NONEXCLUSIVE EASEMENT
INGRESS AND EGRESS FOR ACCESS PURPOSES ACROSS ACURA PROPERTY
OFFICIAL RECORDS BOOK 11451, PAGES 587 -606
EXHIBIT "C"

AN EASEMENT ACROSS A PORTION OF SECTION 20 AND FRACTIONAL SECTION 17, ALL IN TOWNSHIP 2 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE SOUTHEASTERLY CORNER OF A 100-FOOT RIGHT-OF-WAY AS DESCRIBED IN DEED RECORDED IN OFFICIAL RECORDS OF SAID COUNTY IN VOLUME 4176, PAGE 500, SAME BEING THE NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD (A VARIABLE WIDTH RIGHT-OF-WAY AS NOW ESTABLISHED), THENCE IN AN EASTERLY DIRECTION, ALONG THE ARC OF A CURVE IN SAID NORTHERLY RIGHT-OF-WAY, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 11,549.16 FEET, A CHORD

BEARING AND DISTANCE OF SOUTH 79 DEGREES 57 MINUTES 21 SECONDS EAST, 79.60 FEET TO THE POINT OF BEGINNING. FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE IN A NORTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE WESTERLY AND HAVING A RADIUS OF 70.02 FEET, A CHORD BEARING AND DISTANCE OF NORTH 19 DEGREES 10 MINUTES 39 SECONDS EAST, 29.13 FEET; THENCE IN A NORTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 92.91 FEET, A CHORD BEARING AND DISTANCE OF NORTH 40 DEGREES 51 MINUTES 57 SECONDS EAST 93.28 FEET; THENCE SOUTH 82 DEGREES 59 MINUTES 28 SECONDS EAST, 155.10 FEET; THENCE SOUTH 00 DEGREES 16 MINUTES 21 SECONDS WEST 25.17 FEET; THENCE NORTH 82-DEGREES 59 MINUTES 28-SECONDS WEST, 117.31 FEET; THENCE IN A SOUTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 58.50 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 56 DEGREES 03 MINUTES 13 SECONDS WEST, 76.69 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 06 DEGREES 29 MINUTES 55 SECONDS WEST, 18.90 FEET; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 51.54 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 06 DEGREES 47 MINUTES 13 SECONDS EAST, 14.82 FEET TO THE SAID NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD; THENCE IN A WESTERLY DIRECTION, ALONG THE ARC OF A CURVE IN LAST SAID RIGHT-OF-WAY, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 11,549.16 FEET, A CHORD BEARING AND DISTANCE OF NORTH 79 DEGREES 38 MINUTES 51 SECONDS WEST, 44.72 FEET TO THE POINT OF BEGINNING.

EASEMENT "F" - NONEXCLUSIVE EASEMENT
30' EASEMENT DRAINAGE EASEMENT ACROSS JACKSONVILLE AIRPORT
AUTHORITY 100 FOOT RIGHT-OF-WAY.
OFFICIAL RECORDS BOOK 11567, PAGES 548 -557
EXHIBIT "A"

A PORTION OF THE F. RICHARD GRANT, SECTION 39, TOWNSHIP 2 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE EASTERLY LINE OF A 100-FOOT RIGHT-OF-WAY AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 4176, PAGE 500 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY WITH THE NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD (A VARIABLE WIDTH RIGHT-OF-WAY AS NOW ESTABLISHED), THENCE IN AN EASTERLY DIRECTION ALONG AND AROUND THE ARC OF A CURVE IN SAID NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 11,549.16 FEET, AN ARC LENGTH OF 307.60 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF

SOUTH 79 DEGREES 23 MINUTES 25 SECONDS EAST, 307.60 FEET; THENCE NORTH 00 DEGREES 16 MINUTES 21 SECONDS EAST, 862.10 FEET; THENCE NORTH 89 DEGREES 43 MINUTES 55 SECONDS WEST, 302.61 FEET TO THE EASTERLY LINE OF A 100 FOOT RIGHT-OF-WAY DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 4176, PAGE 500 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY AND THE POINT OF BEGINNING. THENCE CONTINUE NORTH 89 DEGREES 43 MINUTES 55 SECONDS WEST 100.00 FEET TO THE WESTERLY LINE OF SAID 100 FOOT RIGHT-OF-WAY, THENCE NORTH 00 DEGREES 16 MINUTES 21 SECONDS EAST ALONG SAID WESTERLY LINE, 30.00 FEET TO THE SOUTHERLY LINE OF "CRAIG FIELD" AS DESCRIBED AND RECORDED IN DEED BOOK 924, PAGE 272 IN SAID CURRENT PUBLIC RECORDS; THENCE SOUTH 89 DEGREES 43 MINUTES 55 SECONDS EAST ALONG SAID SOUTHERLY LINE OF "CRAIG FIELD" 100.00 FEET TO SAID EASTERLY LINE OF SAID 100 FOOT RIGHT OF WAY; THENCE SOUTH 00 DEGREES 16 MINUTES 21 SECONDS WEST, ALONG SAID EASTERLY LINE 30.00 FEET TO THE POINT OF BEGINNING.

EASEMENT "G" - NONEXCLUSIVE EASEMENT

30' EASEMENT DRAINAGE EASEMENT ACROSS REGENCY MOTORS, INC (DUVAL ACURA) PARCEL.

OFFICIAL RECORDS BOOK 11512, PAGES 736 -748

EXHIBIT "C"

AN EASEMENT ACROSS A PORTION OF THE F. RICHARD GRANT, SECTION 39, TOWNSHIP 2 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE SOUTHEASTERLY CORNER OF A 100-FOOT RIGHT-OF-WAY AS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN VOLUME 4176, PAGE 500, THE SAME BEING THE NORTHERLY RIGHT-OF-WAY LINE OF ATLANTIC BOULEVARD (A VARIABLE WIDTH RIGHT-OF-WAY AS NOW ESTABLISHED), THENCE NORTH 00 DEGREES 16 MINUTES 21 SECONDS EAST, ALONG THE EASTERLY LINE OF SAID 100-FOOT RIGHT-OF-WAY, 806.87 FEET TO THE POINT OF BEGINNING. THENCE CONTINUE NORTH 00 DEGREES 16 MINUTES 21 SECONDS EAST, 30.00 FEET TO THE SOUTHERLY LINE OF LANDS DESCRIBED IN DEED BOOK 934, PAGE 272 IN THE PUBLIC RECORDS OF SAID COUNTY; THENCE SOUTH 89 DEGREES 43 MINUTES 55 SECONDS EAST, ALONG LAST SAID SOUTHERLY LINE, 302.61 FEET; THENCE SOUTH 00 DEGREES 16 MINUTES 21 SECONDS WEST, 30.00 FEET; THENCE NORTH 89 DEGREES 43 MINUTES 55 SECONDS WEST, 302.61 FEET TO THE POINT OF BEGINNING.

