

EXHIBIT D

Written Description

East San Marco Planned Unit Development

March ~~7~~, 18, 2014

I. Planned Unit Development ("PUD") Project Description

The East San Marco mixed-use project is located within a four-block area of the San Marco neighborhood. The project boundaries are Atlantic Boulevard to the north, Hendricks Avenue to the west, generally Alford Place to the south and Arcadia Place to the east. The project will be comprised of a maximum of 63,000 square feet of commercial space (including a neighborhood grocery store and retail/commercial stores of up to 46,000 square feet on Parcel A subject to increase as set forth in Section II.A.1) and an 8,000 square foot retail branch bank with drive-thru tellers with up to 9,000 square feet of additional commercial space on Parcel B) and a maximum of 280 multi-family units, ~~(subject to conversion as set forth in Section III.L., II.A.1)~~ on approximately 5.07 acres, as more particularly described on the legal description attached hereto as **Exhibit 1** (the "Property"). Density shall be calculated project wide and the PUD shall place a density cap on the Property as set forth in Section IV below. This PUD will amend, restate and supersede the prior PUD as to Parcels A, B, C, D and E, as depicted on the site plan attached hereto as **Exhibit E** (the "Site Plan"), including any and all attachments, exhibits or submittals, approved under Ordinance 2006-654-E for these parcels. Parcel B has been developed since the prior PUD and any approved plans shall control over the Site Plan. The proposed changes set forth in this PUD are compatible with the adjacent properties, pursuant to Section 656.399 of the City of Jacksonville Zoning Code. The Land Use Table attached as **Exhibit F-1** is an approximate acreage of the PUD uses and the PUD use acreages shall be finalized as part of construction plan approval.

Simultaneous with this rezoning, the owners are submitting a companion small scale comprehensive plan amendment application to change the land use for the Property from Community General Commercial ("CGC") – Urban to CGC – Urban Priority Area ("UPA"). The East San Marco project is proposed to be developed with a mix of uses compatible to the surrounding area and the land use designations for the Property.

II. Land Use Restrictions and Design Guidelines

A. Permitted Uses, Restrictions and Development Standards - Parcel A (Mixed-Use Block)

1. **Permitted Uses.** Parcel A will contain a multi-story building that includes up to 46,000 square feet of commercial space and up to 245 multi-family condominium or

apartment units, ~~subject to conversion as set forth in Section III.L.~~, and an at grade parking garage and a maximum six-story elevated parking garage. The multi-family unit amount may be reduced from the allowed maximum 245 multi-family units in order to increase the commercial square footage to up to 57,000 square feet of commercial space subject to verification by the City of Jacksonville Concurrency and Mobility Management System Office that such conversion will have no increased traffic impacts. The building is generally depicted on the elevation plan attached hereto as **Exhibit H** (the "Elevation Plan"). The building will have a Mediterranean architectural style, and the Hendricks Avenue façade will feature a two-story tall, 48 foot long colonnade on the second floor as depicted on the Elevation Plan. This colonnade will provide views into the courtyard area of the project as well as views from the courtyard to San Marco Square. Because Parcel A has an irregular shape, setbacks may vary, as depicted on the Site Plan and set forth herein.

- a. The residential units will be multi-family condominiums or apartments that may range in size from 500 to 2,400 square feet, with related amenities.
- b. Commercial uses may include the following:
 1. Retail outlets for the sale of food and drugs, wearing apparel, toys, sundries and notions, books and stationery, leather goods and luggage, jewelry (including watch repair), art, cameras or photographic supplies (including camera repair), sporting goods, hobby shops and pet shops (but not animal boarding kennels), musical instruments, florist or shops, delicatessens, bakeries (but not wholesale bakeries), home furnishings and appliances (including repair incidental to sales), office equipment or furniture, antiques, hardware, accessories, grocer and similar uses.
 2. Service establishments such as barber or beauty shops, shoe repair shops, restaurants (including restaurants with outdoor seating), interior decorators, reducing salons or gymnasiums, self-service laundries or dry cleaners, tailors or dressmakers, laundries or dry cleaning pickup stations and facilities with no odor, fumes or steam detectable to normal senses from off the premises, radio and television broadcasting offices and studios, communication antennas, blueprinting, job printing (but not newspaper), radio and television repair shops, travel agencies, employment offices, home equipment rental and similar uses.
 3. Banks (including drive-thru tellers and ATMs), loan companies, mortgage brokers, stockbrokers and similar financial institutions.
 4. All types of professional and business offices, employment offices and similar uses.

5. Art galleries, museums, dance, art or music studios, vocational, trade or business schools and similar uses.
6. Day care centers or care centers meeting the performance standards and development criteria set forth in Part 4 of Chapter 656 of the City Zoning Code.
7. An establishment or facility which includes the retail sale and service of beer or wine for off-premises consumption or for on-premises consumption with the service of food which is ordered from a menu and prepared or served for pay for consumption on-premises.
8. Express or parcel delivery offices, fax centers and telephone exchanges (without transportation terminals).
9. Veterinarians, subject to the performance standards and development criteria set forth in Part 4 of the City of Jacksonville Zoning Code.
10. 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, including permanent or restricted outside sale and service, meeting the performance standards and development criteria set forth in Part 4 of the City Zoning Code.
11. Restaurants with the outside sale and service of food meeting the performance standards and development criteria set forth in Part 4 of the City Zoning Code.
12. Applications for Waiver of Minimum Distance Requirements for Liquor License Location will be filed for each establishment within Parcel A that will serve alcoholic beverages for either on-site or off-site consumption.

c. Initial Required Uses

1. At the time of issuance of the initial certificate of occupancy or equivalent completion certification by the City of Jacksonville for the mixed-use building to be located on Parcel A, a retail grocery store of at least 9,000 square feet shall be included in the mix of commercial uses occupying the first floor of such building. At all times thereafter, any of the allowable uses provided for in subsection II.A.1.b of this PUD or any combination thereof shall be the allowable uses for Parcel A, without requirement for a minimum square footage occupied by grocery use.

2. Minimum Lot and Building Requirements. The following criteria shall apply to Parcel A of the Planned Unit Development:

Minimum lot width	0
Minimum lot area	0

Maximum lot coverage	100 percent
Minimum yard requirements*	Atlantic Boulevard: 10 feet
	Hendricks Avenue: 7 feet
	Corner of Hendricks Avenue and Alford Place: 1 foot
	Alford Place: 2 feet
	Mango Place: 8 feet

*Yard setbacks shall be measured from the outer structural support wall of each building to the applicable right-of-way in existence as of the date of this PUD approval. Sidewalks, outdoor seating, landscaping, parking spaces, loading spaces/staging area(s), monument signage, trellis columns and bases, ornamental lights and banners and awnings may be located in the front, side or rear yard setbacks at the ground story. Balconies, signage, pedestrian colonnades, trellis roof overhangs and other façade details of the mixed-use building may protrude into front, side or rear yard setbacks at heights above 12 feet.

Building Height/Facade. The height of the mixed-use building will be tiered as generally depicted on the Elevation Plan attached hereto as **Exhibit H** and measured from the average grade plane to the upper story's top of the wood bearing plate at the outer vertical structural wall. The building will consist of no more than five stories of multi-family uses over a first floor of commercial uses (as described herein) with a step-down to four stories of multi-family uses over a first floor of commercial uses (as described herein) and said step-down, tiered height approach shall be subject to the maximum height as defined in this section.

No more than 65% of the linear front footage of the building measured laterally that is located on Atlantic Boulevard (as depicted on the Elevation Plan) and no more than 55% of the linear front footage of the building measured laterally that is located on Hendricks Avenue (as depicted on the Elevation Plan) shall have a maximum height of 77 feet (excluding any non-habitable architectural features, stair towers, elevator shafts and mechanical equipment). The remainder of the building located along Atlantic Boulevard, Hendricks Avenue, Alford Place and Mango Place (as depicted on the Elevation Plan) shall have a maximum height of 69 feet (excluding any non-habitable architectural features, stair towers, elevator shafts and mechanical equipment). The non-habitable architectural features, stair towers, elevator shafts and mechanical equipment constructed on the Parcel A building shall be no taller or wider than depicted on the Elevation Plan attached hereto as **Exhibit H**. The elevated parking garage shall be screened by residential units, except the upper level of the elevated, internal parking garage shall be screened by a parapet wall and the upper level parking deck shall be no closer than 20 feet from the exterior building perimeter wall.

The mixed use building front façade located along Atlantic Boulevard, Hendricks Avenue, Alford Place and Mango Place will modulate by moving in and out horizontally along the front façade and the façade will incorporate balconies,

overhangs and recesses to break up the vertical plane as generally depicted on the Elevation Plan attached hereto as **Exhibit H**. The purpose of this modulation is to reduce the building massing. This provision shall not restrict portions of the building from having a straight front façade for the entire height of the structure; provided, that no vertical section of the front building façade along Atlantic Boulevard and Hendricks Avenue shall extend straight along the front building façade sections for more than 35% of the front building façade along Atlantic Boulevard and no more than 35% of the front building façade along Hendricks Avenue without a modulation or step-back. Each front façade along Atlantic Boulevard, Hendricks Avenue, Alford Place and Mango Place shall incorporate various stepped-back sections from the outermost horizontal plane consistent with this section.

- 3. Parking Requirements.** Parking for Parcel A shall be provided in an at grade parking garage with 114 parking spaces and a maximum six-story elevated parking garage with 407 parking spaces all within the mixed-use building depicted on the Site Plan, as well as 34 spaces of on-street parking within and adjacent to the PUD boundaries and up to 12 compact spaces on Parcel D and up to 26 spaces on Parcel E. On-street parking spaces provided (i) on Atlantic Boulevard inset from the traffic lanes as generally depicted on the Site Plan; (ii) partially within the Property boundaries on Mango Place, (iii) along Alford Place as depicted on the Site Plan within the protected curb corners or (iv) within the Mango Place curb line adjacent to Parcel B will be counted as on-site parking. The minimum number of parking spaces required for Parcel A shall be, in the aggregate for residential and commercial uses, calculated as follows: (i) for residential units: 1.00 space for studio units, which studio units shall consist of no more than 600 square feet, 1.75 spaces for one-bedroom units, 2 spaces for two-bedroom units, and 2.25 spaces for three-bedroom units; and (ii) for commercial uses, 1 space per 267 square feet of gross floor area or 3.75 spaces per 1,000 square feet of gross floor area. Of the available parking spaces within the parking garages, a minimum of 80 percent will be at least 9 feet by 18 feet and a maximum of 20 percent will be 8 feet by 16 feet (compact spaces). Notwithstanding the City of Jacksonville Zoning Code and other applicable requirements, five (5) dock/bay areas shall be provided for loading and trash access on Parcel A as depicted on the Site Plan. Said dock/bay areas shall be a minimum of 10 feet wide, 25 feet long and 14 feet high. In addition, 4 parallel parking spaces 8 feet by 88 feet along Alford Place south of the Parcel A dock areas (as generally depicted on the Site Plan) may be used for intermittent loading/staging and move-in purposes for Parcel A tenants. On-street parking spaces along Mango Place shall be permitted to be angled, as depicted on the Site Plan, and will not be required to be parallel to the curb line and said angled spaces have been conceptually approved by the City of Jacksonville Engineer.

- 4. Access, Internal and External Road Activities.** Access to the residential and commercial areas within Parcel A will be via public rights-of-way and the parking garages located within the mixed-use building. Such access points are depicted on the Site Plan. Vehicular access to the parking garages will be from Alford Place. Vehicular access for delivery and loading will be as generally depicted on the Site Plan.

Trucks making deliveries and pick-ups, including garbage, from Parcel A shall be permitted to make turning and backing movements into and out of Parcel A from the public rights-of-way of Mango Place and Alford Place and from Parcel E. Loading or truck delivery shall not occur on Atlantic Boulevard or Hendricks Avenue. Access will also be provided through adjacent parcels within the project.

5. **Pedestrian Access.** Parcel A will be developed to maximize pedestrian spaces along Atlantic Boulevard and Hendricks Avenue where commercial frontage occurs and consistent with this Section and Section III.G. below. A minimum five foot sidewalk (except as set forth in Section III.G) shall be provided on the exterior of the building, which sidewalk may be located within the right-of-way, within Parcel A, or a combination thereof, as generally depicted on the Site Plan. At least five feet of the sidewalk area shall be unobstructed, except that landscaping, utilities, trellis and/or colonnade roof overhangs and other similar uses shall be allowed within the unobstructed sidewalk area and any vertical construction (e.g. overhangs) within the five foot unobstructed sidewalk area must be at least seven feet above grade. A pedestrian trellis and/or colonnade with a minimum width of five feet will be provided within the sidewalk area along Atlantic Boulevard and Hendricks Avenue, as generally depicted on the Site Plan. The trellis and/or colonnade will not obstruct maneuverability within the portion of the unobstructed sidewalk area. Outside seating areas shall be permitted within the sidewalk outside of the five foot unobstructed sidewalk area and the right-of-way along Atlantic Boulevard and Hendricks Avenue. Outside dining areas shall not obstruct a minimum of five feet of sidewalk area along all right-of-way frontages of any commercial space.
6. **Signage.** Signage for the mixed-use building to be located on Parcel A will include the following: (a) a signage band around the top of the first floor retail shops on the exterior of the building measuring approximately three feet in height, with awnings provided below some portions of the signage band that may contain the name of the retail establishment and its corporate logo below; (b) two freestanding monument signs with a maximum size of 50 square feet each and a maximum height of 24 feet each with one sign located along Atlantic Boulevard with a minimum setback of 1 foot from this right-of-way and one sign located along Hendricks Avenue with a minimum setback of 1 foot from this right-of-way; (c) a project identification sign on the face of the building measuring approximately 60 square feet; (d) wall signs for the grocery store portion of the retail space on both Atlantic Boulevard and Mango Place with a maximum size of 100 square feet each; and (e) one projecting sign per retail establishment. The general locations of the two freestanding monument signs are depicted on the Site Plan, and the final location of each sign shall be subject to approval by the City of Jacksonville Planning Department. The two freestanding monument signs will be architecturally compatible with the Parcel A mixed-use building as determined by the City of Jacksonville Planning Department. Additionally, a sign may be located at each garage or loading access entrance and/or area of the project. Directional signage may be located inside the parking garage. Other signage not specifically set forth herein will be subject to review of typical by the City of Jacksonville and shall comply with the

provisions of Part 13 of the City of Jacksonville Zoning Code for the CCG-1 Zoning District. Signs for Parcel A ~~will be reverse halo illuminated and may be~~ may contain internally illuminated, provided that such internal letters and external halo illumination is, provided the signs are generally consistent with the examples depicted on Exhibit M. No signage for Parcel A shall be classified as a changing message device. Three (3) temporary sales and marketing signs shall be permitted to be placed on Parcel A immediately after the approval of this PUD by the Jacksonville City Council and may remain for a period of two (2) years from the effective date of this PUD. Such temporary signs will be a maximum size of 80 square feet each and will be located at the corners of Alford Place and Hendricks Avenue, Atlantic Boulevard and Hendricks Avenue, and Atlantic Boulevard and Mango Place.

B. Permitted Uses, Restrictions, and Development Standards — Parcel B (Commercial Block)

1. Permitted Uses. Parcel B will initially consist of a maximum of 8,000 square feet of commercial space. Buildings on Parcel B will have a Mediterranean architectural style. The owner may, in the future, construct additional square footage to total a maximum of 17,000 square feet on Parcel B, as long as the required parking requirements for Parcel B set forth below are met. Any increase in the square footage on Parcel B above 17,000 square feet will be subject to the approval of the City of Jacksonville pursuant to Section 656.341(f)(3) of the City Zoning Code.

Commercial uses may include the following:

- a. Retail outlets for the sale of food and drugs, wearing apparel, toys, sundries and notions, books and stationery, leather goods and luggage, jewelry (including watch repair), art, cameras or photographic supplies (including camera repair), sporting goods, hobby shops and pet shops (but not animal boarding kennels), musical instruments, florist or shops, delicatessens, bakeries (but not wholesale bakeries), home furnishings and appliances (including repair incidental to sales), office equipment or furniture, antiques, hardware, accessories and similar uses.
- b. Service establishments such as barber or beauty shops, shoe repair shops, restaurants (including restaurants with outdoor seating), interior decorators, reducing salons or gymnasiums, self-service laundries or dry cleaners, tailors or dressmakers, laundries or dry cleaning pickup stations and facilities with no odor, fumes or steam detectable to normal senses from off the premises, radio and television broadcasting offices and studios, communication antennas, blueprinting, job printing (but not newspaper), radio and television repair shops, travel agencies, employment offices, home equipment rental and similar uses.
- c. Banks (including drive-thru tellers), loan companies, mortgage brokers, stockbrokers and similar financial institutions.

- d. All types of professional and business offices, employment offices and similar uses.
- e. Art galleries, museums, dance, art or music studios, vocational, trade or business schools and similar uses.
- f. Day care centers or care centers meeting the performance standards and development criteria set forth in Part 4 of the City Zoning Code.
- g. An establishment or facility which includes the retail sale and service of beer or wine for off-premises consumption or for on-premises consumption with the service of food which is ordered from a menu and prepared or served for pay for consumption on-premises.
- h. Express or parcel delivery offices, fax centers and telephone exchanges (without transportation terminals).
- i. Veterinarians, subject to the performance standards and development criteria set forth in Part 4 of the City Zoning Code.
- j. 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, including permanent or restricted outside sale and service, meeting the performance standards and development criteria set forth in Part 4 of the City Zoning Code.
- k. Restaurants with the outside sale and service of food meeting the performance standards and development criteria set forth in Part 4 of the City Zoning Code.
- l. Applications for Waiver of Minimum Distance Requirements for Liquor License Location will be filed for each establishment within Parcel B that will serve alcoholic beverages for either on-site or off-site consumption.

2. Minimum Lot and Building Requirements. The following criteria shall apply to Parcel B of the Planned Unit Development:

Minimum lot width	0
Minimum lot area	0
Maximum lot coverage	100 percent
Minimum yard requirements	Front - 10 feet Side - 0 feet Rear - 5 feet
Maximum building height	35 feet (excluding any non-inhabitable architectural features and mechanical equipment)

All yards shall be measured from the outer structural support wall of each building.

3. **Parking Requirements.** Parking within Parcel B shall be provided in an on-site parking lot. Minimum parking space requirements for on-site parking for Parcel B shall be 1 space per 300 square feet of gross floor area within the commercial space, but not less than 27 spaces. This parking ratio shall control over the Site Plan. Loading areas will be in compliance with the requirements in the City of Jacksonville Zoning Code. For so long as Parcel B is used as a branch bank by Wells Fargo Bank, Wells Fargo will allow after-business hours parking within the Parcel B parking lot for the non-exclusive, additional use by customers of Parcel A, except for those spaces adjacent to the branch bank building, which may be posted by Wells Fargo as after-business hours parking only for its customers, subject to towing. Use of the parking lot, however, shall be consistent with and subject to Wells Fargo's business requirements which include, but are not limited to, providing for safety, security, cleanliness, premises protection, insurance coverage requirements, special events, maintenance and access to after-business hours banking facilities, acknowledging normal wear and tear. The allowed parking use is not, nor shall it be deemed to constitute, a dedication or creation of any easement, license or any rights in or other interest to the public, any particular persons, or to the owners or lessees of Parcel A, their invitees, licensees, or customers.
4. **Access, Internal and External Road Activities.** Access to the commercial uses within Parcel B will be via public rights-of-way and the on-site surface parking area as shown on the Site Plan or as otherwise approved by the City Traffic Engineering Division or appropriate City agency having jurisdiction, all restrictions and design standards for access and internal and external road activities shall be subject to the City of Jacksonville subdivision, site plan and traffic standards.
5. **Signage.** Signage for the commercial building to be located on Parcel B will include the following: (a) three (3) wall signs with a corresponding logo, which logo shall be up to 36 inches square and the letters will be approximately 18 inches tall, and the length of the combined logo and letters shall not exceed 20 feet in length; (b) a masonry or brick monument sign located along Atlantic Boulevard with a maximum size of 100 square feet; and (c) directional signs located in the parking area and drive-through area not to exceed 6 square feet per sign in area, as needed to direct customers. Signs for Parcel B shall not be internally lighted but may be reverse halo illuminated. Additionally, a sign may be located at each entrance of the project.

C. Permitted Uses, Restrictions and Development Standards - Parcel C (Residential Block)

1. **Permitted Uses.** A maximum of 35 multi-family units consisting of condominium, apartment, townhome or combination thereof ~~(subject to conversion as set forth in Section III.L.)~~ may be located on Parcel C, as generally depicted on the Site Plan. The

buildings depicted on the Site Plan may be multi-story and are generally located and the final unit amount and building location will be submitted as part of the Parcel C Application for Verification of Substantial Compliance with the PUD. These multi-family units may be used for live/work situations in which home occupations meeting the performance standards of Part 4 of the City of Jacksonville Zoning Code shall be permitted. These units will have zero lot lines. Any residential units constructed along Atlantic Boulevard shall be consistent with the CGC-UPA land use designation in the Comprehensive Plan.

2. **Minimum Lot and Building Requirements.** The following criteria shall apply to Parcel C:

Minimum lot width	0
Minimum lot area	0
Maximum lot coverage	100 percent
Minimum yard requirements	Front – See Site Plan Side - 0 feet Rear - 0 feet
Maximum building height	Four stories with a maximum height of 48 feet (not including any non-habitable architectural features and mechanical equipment)

All yards shall be measured from the outer structural support wall of each building.

3. **Parking Requirements.** The minimum parking space requirement for Parcel C shall be 2 spaces per unit for residential dwellings with the total amount of parking spaces equal to the City of Jacksonville Zoning Code minus 7 parking spaces. There shall be no required maximum amount of parking spaces. For purposes of aggregate parking required for Parcel C, the 12 parking spaces within Parcel D shall be included but only to the extent not required to meet the parking standard for Parcel A as set forth in Section II.A.3. On-street parking spaces provided within the existing curb line or partially within the Property boundaries will be counted as on-site parking. Of the total parking spaces, a minimum of 80 percent will be 9 feet by 18 feet in dimension and a maximum of 20 percent will be 8 feet by 16 feet, in accordance with the City of Jacksonville Zoning Code. Loading for Parcel C will be in compliance with the City of Jacksonville Zoning Code. Individual parking garages may be constructed to provide cover for all or a portion of the on-site parking spaces.
4. **Access, Internal and External Road Activities.** Access to Parcel C will be via public rights-of-way and the on-site parking lot. Access will also be provided through adjacent parcels within the project. Except where variations are set forth on the Site Plan or as otherwise approved by the City Traffic Engineering Division or appropriate City agency having jurisdiction, all restrictions and design standards for access and internal and external road activities shall be subject to the City of Jacksonville subdivision, site plan and traffic standards.
5. **Signage.** The number, location and size of the appropriate signage shall be consistent with the Sign Ordinance of the City of Jacksonville Zoning Code, Part 13, for the CCG-1 Zoning District. Additionally, a sign no larger than 80 square feet may be located at each entrance of the project. Two (2) temporary sales and marketing signs shall be permitted to be placed on Parcel C immediately after the approval of this PUD by the Jacksonville City Council and may remain for a period of 2 years from the effective date of this PUD approval. Such temporary signs will be a maximum size of 80 square feet each and shall be located at the corners of Atlantic Boulevard and Minerva Avenue and Atlantic Boulevard and Arcadia Place.

6. **Architectural Style.** The architecture of the multi-family buildings to be constructed on Parcel C will be consistent and compatible with the surrounding residential and commercial structures. The architectural style of the buildings will be either Mediterranean, Colonial, brownstone or Prairie School style. Materials for the exterior of the buildings are contemplated to be stucco, brick, siding or some combination thereof. Color palettes will be complimentary to and coordinating with existing product of the aforementioned styles and designs. Roof materials will consist of concrete tiles, slate, standing seam or architectural shingles that fit the design and existing vernacular of the area. The final architectural elevation for the multi-family buildings to be constructed on Parcel C shall be subject to the approval of the City of Jacksonville Planning Department.

D. Permitted Uses, Restrictions, and Development Standards - Parcels D and E (Parking Parcels)

1. **Permitted Uses.** Parcels D and E may be used to meet parking requirements for uses located on Parcels A and C and these parcels are not subject to the off-street parking lot requirements in the City of Jacksonville Zoning Code, including, but not limited, to Part 4 and Part 6. Note that Parcel E was not included in the original PUD application approved under Ordinance 2006-654-E. This PUD incorporates Parcel E into the PUD and changes its zoning designation from Commercial Community / General – 1 to PUD.
2. **Minimum Lot and Building Requirements.** The following criteria shall apply to Parcels D and E:

Minimum lot width	0
Minimum lot area	0
Maximum lot coverage	100 percent
Minimum yard requirements*	Front - 5 feet Side - 0 feet Rear - 0 feet
Maximum building height	35 feet

Note – See buffer requirements in Section III.C.

*All yard setbacks shall be measured from the Property line to the back of curb.

3. **Parking Requirements.** Parcel D may contain up to 12 compact parking spaces and Parcel E may contain up to 26 spaces.
4. **Access, Internal and External Road Activities.** Access to Parcels D and E shall be via public rights-of-way. Access may also be provided through adjacent parcels within the project. Such access points are depicted on the Site Plan.

5. **Signage.** Directional signage may be located within the parking areas of each parcel and signage with a maximum size of 1 foot by 2 feet each shall be allowed within the parking areas of each parcel to advise users of restrictions and towing enforcement. Other signage not specifically set forth herein will be subject to review of typicals by the City of Jacksonville for Parcel D and Parcel E and shall be consistent with the Sign Ordinance of the City of Jacksonville Zoning Code, Part 13, for the CCG-1 Zoning District.

III. PUD Development Standards Applicable To All Parcels

A. Services

Essential services including gas, telephone, water, sewer, cable and electric as required to serve the project shall be permitted on the site. In addition, grease traps for the Parcel A commercial operators/businesses may be located within the City of Jacksonville rights-of-way adjacent to Parcel A.

B. Stormwater Treatment

Notwithstanding the City of Jacksonville requirements, stormwater will be as permitted by the St. Johns River Water Management District. Stormwater treatment facilities may be located offsite, within the City rights-of-way and/or underground in vaults on the parcels.

C. Landscaping

Landscaping within the project shall be provided along rights-of-way and in open space areas as depicted on the Site Plan. To improve site design and function, the location of the project's landscaping may vary from specific provisions of the City of Jacksonville Landscape and Tree Protection Regulations set forth in Part 12 of the City Zoning Code, and thus will be coordinated through the City Landscape Architect and the Planning and Development Department.

The following landscaping requirements will apply to Parcels A, C, D and E within the project boundaries:

1. Property owners will use their best efforts to use native vegetation in landscaping within the PUD boundaries.
2. Parcel A shall not be required to provide landscaping within vehicular use areas within the parking garages. Trees within vehicular use areas along Mango Place, Alford Place, Arcadia Place and Minerva Avenue shall not be required to be distributed so that all portions of such vehicular use areas are within a 55-foot radius of any tree. All other provisions of Section 656.1214 of the City of Jacksonville Zoning Code shall apply to vehicular use areas.

3. The owner of Parcel C shall be required to plant trees a minimum caliper of four (4) inches in vehicle use areas of Parcel C in lieu of the City of Jacksonville Zoning Code requirements of two (2) caliper inches.
4. **Minimum buffer for Parcel C.** The minimum buffer between uncomplimentary land uses between Parcel C and the adjacent single-family residence shall consist of a strip of at least ten (10) feet in width the entire length of all such common boundaries and sidewalks constructed within the five (5) feet of such buffer strip furthest from the single-family residence may be included as part of such buffer width. This buffer may be located within the yard setback areas. In order to offset the reduction in width of the buffer areas, each property owner shall be required to provide enhanced landscaping within such buffer areas.
5. **Sidewalk/Site Plan minimum buffer for Parcels D and E.** The minimum buffer between Parcel D and the adjacent single family residence along the southern Parcel D boundary shall consist of at least ten (10) feet in width the entire length of such common boundary as depicted on the Site Plan. The minimum buffer requirements between the (i) north boundary of Parcel D and (ii) north and south boundaries of Parcel E and the adjacent properties shall consist of a strip of at least five (5) feet in width the entire length of these boundaries as depicted on the Site Plan. Any of the above buffers may be located within the yard setback areas. In order to offset the reduction in width of the buffer areas, each property owner shall be required to provide enhanced landscaping within such buffer areas.
6. **Planting of trees within 4 feet of right-of-way line or pavement.** A street tree program is proposed for the project to enhance the overall aesthetics of the project, promote walkable neighborhoods, provide climatic relief and give shade to pedestrians. Planting of trees closer than two (2) feet and shade trees closer than four (4) feet from a right-of-way or pavement shall be allowed for the implementation of the above and is both compatible and consistent with nearby streetscape and landscaping improvements along San Marco Boulevard, Hendricks Avenue and Atlantic Boulevard. A conceptual landscape plan shall be submitted to the City of Jacksonville Planning Department as part of the application for Verification of Substantial Compliance with the PUD.
7. **Parcel C required landscaping at internal parking and drives.** In areas such as alleys and "back of house" drive aisles on Parcel C, landscape areas may be reduced and their required trees (as set forth herein) applied to the "street or front door" side of the building to further the project's overall street tree program. Due to the urban form, scale and height of the project, overhangs, balconies and other architectural elements will be employed to not only provide architectural character, but to also provide climatic relief and shade upon

adjacent walkways and drives. A street tree program is also proposed to enhance the overall aesthetics of the project, promote walkable neighborhoods, provide climatic relief and give shade to pedestrians.

8. Final landscape plans for Parcels A, C, D and E within the PUD shall be subject to review by the City of Jacksonville Planning Department to determine conformance with the requirements of this PUD.

The following landscaping requirements will apply within the Parcel B project boundaries:

1. The Parcel B property owner will use its best efforts to preserve protected trees located within the Parcel B boundaries. In the event that protected trees lie within the development footprints depicted on the Site Plan, the applicable property owner will comply with the provisions of Sections 656.1204-656.1206 of the City Zoning Code in removing and replacing protected trees.
2. The Parcel B property owner will use its best efforts to use native vegetation in landscaping within the Parcel B boundaries.
3. Trees within vehicular use areas along Mango Place and Minerva Avenue shall not be required to be distributed so that all portions of such vehicular use areas are within a 55-foot radius of any tree. All other provisions of Section 656.1214 of the City Zoning Code shall apply to vehicular use areas.

D. Utilities

The project will be served for potable water and sewer facilities as designed and in accordance with JEA standards. The PUD shall incorporate these uses as not to encourage urban sprawl through surrounding properties. Backflow preventers may be located within the City rights-of-way as long as such location does not hinder vehicular or pedestrian access.

E. Concurrency / Traffic / Parking

Transportation concurrency for Parcels A, C and D is reserved under a Development Agreement recorded in Official Records Book 15687, page 760 of the current public records of Duval County, Florida (the "DA"). A traffic analysis was conducted for this PUD modification by Jeffrey A. Crammond, PE, PTOE and PTP with England-Thims & Miller, Inc. ("ETM") and is attached hereto as **Exhibit J**.

Any parallel parking allowed under this PUD within the public rights-of-way is permitted, provided, that there is adequate roadway width to maintain two lanes of traffic in addition to the parallel parking. There shall be no vertical construction (between two and eight feet) on Parcel A at the intersections of Atlantic Boulevard and Hendricks Avenue, Hendricks Avenue and Alford Place, Alford Place and Mango Place and Atlantic Boulevard and Mango Place and on Parcel C at the intersections of Atlantic Boulevard and Minerva Avenue, Atlantic Boulevard and Arcadia Place and Alford Place and Minerva Avenue within the intersection visibility sight triangle as defined in Figure 3-8 of the Florida Department of Transportation "Manual of Uniform Minimum Standards for Design, Construction and Maintenance for Streets and Highways" (May 2011 edition).

F. Wetlands

The subject property does not contain jurisdictional wetlands.

G. Sidewalks

The project will contain a pedestrian circulation system as described above that shall be subject to review by the City of Jacksonville Planning and Development Department to ensure the provision of proper accessibility for pedestrians. Sidewalks to public streets may be located within rights-of-way, within project boundaries or a combination thereof as shown on the Site Plan. Notwithstanding anything contained herein to the contrary, any new sidewalk adjacent to on-street parking shall be six feet in width and any new sidewalk adjacent to curb and sidewalk that does not meet the clear zone requirement shall be a minimum six feet in width. Seating and street furnishings will be located within the pedestrian rights-of-way and/or the project boundaries for pedestrian utilization provided the seating and street furnishings are located outside the five foot unobstructed sidewalk area and right-of-way as discussed above.

H. Buffers

The Site Plan depicts where buffers with adjacent properties will be placed. The standards for such buffers are set forth in the Landscaping section of this PUD. Because the PUD will contain both commercial and residential land uses, buffers have been located to establish the greatest offset between uncomplimentary uses both within the project boundaries and with adjacent properties.

I. Minor Deviations

The owner(s) may administratively modify this PUD with respect to any yard setback or landscape criteria set forth for any parcel subject to this PUD pursuant to Section 656.341(f)(1) of the City of Jacksonville Zoning Code and any yard setback modification shall be less than or equal to ten percent (10%) of the setback depicted or described in this PUD text or on the Site Plan. The owner(s) of Parcels A and C may administratively

modify this PUD with respect to the number of parking spaces provided herein pursuant to Section 656.341(f)(1) of the City of Jacksonville Zoning Code as long as the requested modification is less than or equal to 18 parking spaces assigned to Parcels A and C in the aggregate. Any increase in the number of units and commercial square footage (beyond ~~that~~the allowed ~~by a conversion of uses for Parcels A and C~~increase of commercial square footage on Parcel A as set forth in Section ~~III.L.A.1~~III.L.A.1) or building height, or decrease in parking spaces (beyond that allowed by administrative deviation as set forth herein) on Parcels A, C, D and E shall require a major modification (i.e. rezoning) to the PUD pursuant to Section 656.341(f)(3) of the Zoning Code. Any increase in commercial square footage above 17,000 square feet on Parcel B shall require a major modification to the PUD. No PUD modification is required under Section 656.341(f), City of Jacksonville Zoning Code, if subsequent to the PUD approval, the Atlantic Boulevard right-of-way is modified (for any reason) adjacent to the Property. For the purposes of modification to the PUD under Sections 656.341(f)(1), (2) and (3) of the City of Jacksonville Zoning Code, the East San Marco project shall be deemed compatible with the adjacent properties, pursuant to Section 656.399 of the City of Jacksonville Zoning Code. The East San Marco project offers creative solutions to lot-oriented issues, maintains the historical scale, rhythm, style and character of the area and carries out the purposes of the San Marco Overlay Zone.

J. Project Construction and Operation

Subject to obtaining all required permits and regulatory approvals, the owners anticipate commencing construction of Parcel A in 2014 and completing construction of Parcels C, D and E within approximately five years of commencement. The owner(s) may commence construction on the parcels at different times, depending on real estate market conditions. The estimated construction commencement and completion dates set forth in this paragraph shall not be interpreted to mean that this PUD will have a build-out or expiration date.

The owner(s) may establish owners' associations for and/or implement covenants, conditions and restrictions over the residential and commercial components of the project to ensure long-term maintenance of the buildings and public areas to be constructed within the PUD boundaries.

Construction staging and parking for individuals associated with construction of the Property may occur on Parcels A, C, D and E during project construction. A construction parking and traffic management plan(s) shall be submitted to the City of Jacksonville Planning and Development Department Development Services Division for review at the time of construction plan submittal for Parcels A, C, D and/or E, as applicable. Such plan(s) may be for each of these parcels, all or a combination of parcels.

K. Project Team

The proposed Developer, Architect, and Engineer/Planner for Parcels A, C, D and E are as follows:

Developer

Whitehall Realty Partners, LLC
G. John Carey
1022 Park Street, Suite 407
Jacksonville, Florida 32204
904-353-6235

East San Marco, LLC

Tom Fleming
One Independent Drive, Suite 114
Jacksonville, Florida 32202
904-598-7684

Architect

The Mulhern Group, Ltd.
Mike Mulhern
1730 Blake Street, Suite 435
Denver, Colorado 80202
303-297-3334

Engineer/Planner

England-Thims & Miller, Inc.
Hugh Mathews/Peter Ma/Jeff Crammond
14775 St. Augustine Road
Jacksonville, Florida 32258
904-642-8990

L. Conversion of Uses

~~—The owner(s) of Parcels A and C may increase certain land uses and simultaneously decrease other land uses without modifying the PUD, provided that such changes are consistent with the conversion table attached as **Exhibit L**. In no event, shall more than (i) 245 multi-family units be constructed on Parcel A, (ii) 35 multi-family units be constructed on Parcel C and (iii) 57,000 commercial square feet be constructed on Parcel A.~~

IV. Comprehensive Plan

As discussed above, a companion small scale comprehensive plan amendment application is being submitted simultaneously within this rezoning application to change the land use for the Property to CGC – UPA and extend the Development Area UPA to encompass the Property. Since residential development is proposed on Parcels A and C, and the Property is less than ten acres in size, will have a nonresidential land use designation (i.e. CGC) and a residential density greater than 10 units per acre, the density cap language and an analysis of the criteria in Comprehensive

Plan Future Land Use Element Policy 1.1.10A must be included in this written description. The residential density for the Property is to be measured project wide and pursuant to Future Land Use Element Policy 1.1.10A is hereby restricted to the following:

A residential density limit of 60 dwelling units per gross acre has been placed on the Property (and shall be measured project wide) as a result of Future Land Use Element (FLUE) Policy 1.1.10A. This density limit can only be changed through application for a rezoning (administrative and minor modifications to increase the density are not permitted) and a comprehensive plan amendment and the requirements of FLUE Policy 1.1.10A may be applied to determine the appropriateness of any increase in residential density.

Policy 1.1.10A is set forth below and the analysis of the relevant criteria follows in italics.

Policy 1.1.10A. Residential development on sites less than 10 acres that are located within predominantly non-residential Future Land Use Categories and that are processed as small scale map amendments shall be limited to a maximum of 10 dwelling units per acre unless authorized through approval of a Planned Unit Development (PUD) rezoning. The maximum density allowed in the PUD shall be the result of analysis for compatibility with abutting development based on the criteria provided below. The maximum density in each non-residential Future Land Use Category does not constitute entitlement to the maximum permitted density without justification provided pursuant to analysis of the criteria. Such analysis may lead to a recommendation of approval, denial, or a condition of approval on a Planned Unit Development (PUD) rezoning capping the residential density.

All PUDs approved with a density cap above the 10 dwelling units per acre limitation pursuant to this policy shall contain the following statement either in the written description or within the enabling legislation:

A residential density limit of (insert #) dwelling units per acre has been placed on this property as a result of Future Land Use Element (FLUE) Policy 1.1.10A. This density limit can only be changed through application for a rezoning (administrative and minor modifications to increase the density are not permitted) and the requirements of FLUE Policy 1.1.10A must be applied to determine the appropriateness of any increase in residential density.

The criteria below shall be considered in determining the appropriate maximum density for PUD rezonings pursuant to this policy:

- Potential for the development of blighting or other negative influences on abutting properties
- Traffic Impacts
- Site Access

- Transition of densities and comparison of percentage increase in density above average density of abutting developed properties
- Configuration and orientation of the property
- Natural or manmade buffers and boundaries
- Height of development
- Bulk and scale of development
- Building orientation
- Site layout
- Parking layout

Response: The PUD and the companion comprehensive plan amendment applications will enable the East San Marco project to be developed as a mixed use, urban infill project consistent with the Comprehensive Plan.

The location of the Property at the intersection of Atlantic Boulevard and Hendricks Avenue is the eastern entrance to the San Marco Square and the southern entrance to the southbank area of downtown. San Marco Square is comprised of predominantly commercial uses with residential (single family and multi-family) and church uses surrounding it. The southbank of downtown is comprised of several high-rise, high density multi-family developments and commercial, hotel and office uses between downtown and the Property. The density for the project will help ensure a gradual transition of uses from the dense, urban downtown southbank area (approximately ½ mile to the north) to the San Marco Square and to the residential communities to the south and west of the Property. See Comprehensive Plan Future Land Use Element Policy 1.1.10 (stating a gradual transition of densities and intensities will be achieved through the zoning process). This PUD and the companion comprehensive plan amendment will allow a maximum gross density of 60 units per acre. The Property is adjacent to parcels with CGC – Urban and RPI – Urban land use designations that allow a maximum gross density of 40 units per acre and 30 units per acre, respectively. Parcels with Medium Density Residential – Urban and Low Density Residential – Urban land use designations are located south and west of the Property and allow a maximum gross density of 20 units per acre and 7 units per acre, respectively. This application and the companion comprehensive plan amendment will result in a maximum gross density of 60 units per acre for the majority of the parcels located at the intersection of Atlantic Boulevard and Hendricks Avenue, including the East San Marco project. The allowable density will then decrease to 40 units per acre for the CGC – Urban parcels and 30 units per acre for the RPI – Urban parcels adjacent to the Property and then decrease to 20 units per acre for the Medium Density Residential – Urban and 7 units per acre for the Low Density Residential – Urban parcels to the south and west of the Property. This change in density will provide a more appropriate, gradual transition of uses and intensity of uses as parcels will go from the CGC designations to the less intense RPI mix of uses to the predominantly residential MDR and LDR designations south of the Property. This gradual density and use transition is consistent with the Southeast Vision Plan, which states on page 30 that to protect neighborhoods from potential negative development impacts and ensure compatibility intense development should be located along major corridors and nodes (Atlantic Boulevard and Hendricks Avenue) and development

intensity should be reduced as it approaches lower density areas for a more sustainable land use pattern. It is also consistent with Comprehensive Plan Future Land Use Element Policy 1.1.10.

The height of the proposed development is compatible with the surrounding area and is a tiered approach on Parcel A. The proposed mixed use building on Parcel A will have a maximum height of 77 feet (as defined above) along portions of Atlantic Boulevard and Hendricks Avenue (as set forth above) and then the building height will gradually decrease to 69 feet (as described and defined above). This tiered approach, as depicted on the Elevation Plan attached hereto as Exhibit H, will result in a building massed along these arterial roadways (i.e., Atlantic Boulevard and Hendricks Avenue) consistent with the Comprehensive Plan CGC-UPA Development Characteristics. The height of the other project buildings will be less and consistent with the surrounding parcels.

The building mass, scale and orientation for the project are also consistent with the Comprehensive Plan CGC-UPA Development Characteristics and will be compatible with the San Marco community. The higher density residential units will be configured and oriented in the mixed use building on Parcel A at the intersection of two arterial roadways. The other residential units will be located on Parcel C and these units/buildings will be massed and designed to transition from the higher density Parcel A uses to the surrounding residential and park uses. The configuration and orientation of the buildings will be consistent with the PUD and Comprehensive Plan CGC-UPA Development Characteristics and will provide for a transition of densities and intensities compatible with the surrounding area.

The development of the parcels will also prevent the potential for blighting within this area of the community as the PUD and comprehensive plan amendment applications will allow the infill development of a mostly vacant, underutilized property with a mix of uses consistent with the community. The PUD design guidelines and land use restrictions set forth in Section II and the development standards in Section III will ensure no negative influences on abutting properties.

A traffic analysis is attached hereto as Exhibit J. Transportation concurrency for Parcels A, C and D is reserved under the DA. The traffic analysis analyzed whether the proposed density and intensity changes from the original PUD would have additional impacts and provides an operational analysis of the surrounding roadway network. The analysis concludes that this PUD modification will generate less traffic than the currently approved uses under Ordinance 2006-654-E during the morning peak hour and no change to trip generation will occur during the pm peak hour. The analysis also concludes the adjacent intersections will operate above the minimum acceptable level of service standards.

As depicted on the Site Plan attached hereto as Exhibit E, vehicular access to Parcels A, C, D and E will be via Alford Place, Mango Place, Minerva Avenue and Arcadia Place consistent with the Comprehensive Plan CGC-Urban Priority Area Development

Characteristics, which encourage the limitation of vehicular access on Hendricks Avenue and Atlantic Boulevard.

Parking for the project is proposed to be located in parking garages (as described above) on Parcel A, surface lots and on-street parking. Parking will be located to the greatest extent possible behind or to the side of buildings to promote internal pedestrian and vehicular circulation consistent with the CGC-Urban Priority Area Development Characteristics.

A maximum density of 60 units per acre for the East San Marco project is consistent with Comprehensive Plan Future Land Use Element Policy 1.1.10A and the ultimate development of the project will be compatible with the San Marco community.

V. Justification for the Planned Unit Development

The proposed development will be classified as a Mixed Use Development, and thus will require the appropriate rezoning to Planned Unit Development. The project will provide an impetus for the redevelopment of the area of San Marco adjacent to the San Marco Square and will provide neighborhood services for the surrounding community. The project incorporates a vertical strategy that will result in a positive infill establishment, thus discouraging urban sprawl. As a result, the project will yield a reduction in automobile travel by its residents as well as those living in surrounding communities.

The owner has designed the various residential and commercial components of the project to compliment the architectural styles and character of the surrounding San Marco neighborhood. The project as proposed will protect and enhance the economic vitality, character, aesthetic appeal, historical integrity and overall charm of San Marco.

The East San Marco PUD is consistent and compatible with the surrounding properties and the San Marco neighborhood, will not have any avoidable or undue adverse impact on existing or planned uses in the neighborhood and will contribute to the economic vitality, character, aesthetic appeal, historical integrity and overall charm of the San Marco area. The project, as proposed, is consistent with the City of Jacksonville Comprehensive Plan.

EXHIBITS

Exhibit 1	Legal Description
Exhibit A	Property Ownership Affidavit
Exhibit B	Agent Authorization Letter
Exhibit C	Binding Letter
Exhibit D	Written Description
Exhibit E	Site Plan
Exhibit F	Aerial Photograph/Vicinity Map
Exhibit F-1	Land Use Table
Exhibit G	Deeds
Exhibit H	Elevation Plan
Exhibit I	Parcel and Owners' Contact Information
Exhibit J	Traffic Analysis
Exhibit K	Parking Analysis
Exhibit L	Conversion Table [Intentionally deleted]
Exhibit M	Internally Illuminated Sign Information