

2009-14
RESOLUTION

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF SUMTER COUNTY, FLORIDA, ADOPTING A FOURTH AMENDMENT TO THE SECOND AMENDED AND RESTATED DEVELOPMENT ORDER FOR THE VILLAGES OF SUMTER DEVELOPMENT OF REGIONAL IMPACT; PROVIDING AN EFFECTIVE DATE.

WHEREAS, on December 5, 2008, The Villages of Lake-Sumter, Inc. submitted a Notice of Proposed Change (NOPC) pursuant to 380.06 (19), Florida Statutes (F.S.), to the Villages of Sumter Development of Regional Impact (DRI) Amended and Restated Development Order (ADO); and

WHEREAS, the Sumter County Board of County Commissioners has conducted an advertised public hearing on January 27, 2009, and February 10, 2009, for the purpose of receiving public comment and determining whether the proposed changes constitute a substantial deviation to the approved ADO.

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF SUMTER COUNTY, FLORIDA:

SECTION 1. FINDINGS OF FACT.

Based on the documentation and testimony received at the public hearing, the Board hereby finds as fact as follows:

1. On February 24, 2004 the Sumter County Board of County Commissioners approved a second substantial deviation to The Villages of Sumter DRI first approved in 2000. The 2004 approval was for a cumulative development total of not more than 32,200 conventionally constructed (no manufactured housing or mobile homes) residential dwelling units on 6,190 acres; 96 acres of institutional/educational space, on which the developer may construct local government and community facilities, churches and educational facilities; 3,220,000 s.f. of Gross Floor Area (GFA) of neighborhood, community or general retail structures on 498 acres; 300,000 s.f. GFA of office space on 20 acres; 400 hotel rooms on 20 acres; attraction/recreation facilities consisting of a 40,000 s.f. convention/performing arts center on 15 acres; 16 theater screens on 10 acres; six regional recreation centers on 78 acres; clubhouses and Village recreation centers on 146 acres; urban facilities and services on 38 acres; two marinas (24 slips); 396 holes of

golf on 2,899 acres; a 300 bed hospital on 30 acres and 3,035 acres of related roads, recreation and conservation areas, wetlands, buffer area, stormwater retention and open space for a total development area of 13,075 acres, where average residential density shall not exceed 5.4 dwelling units per gross residential acre, located in Sumter County herein referred to as the "Development".

2. On September 28, 2004, the Sumter County Board of County Commissioners approved a first amendment to The Villages of Sumter Amended and Restated Development Order (ADO) that made the following minor changes in land use locations and acreage amounts to Map H and H-1, Master Development Plan and its accompanying Land Allocation and Phasing Tables to add ± 441 acres total to the existing DRI which will be used to:
 - a. Add 245 acres of Residential land to the development plan, but not increase existing entitlements;
 - b. Increase Lakes/Retention land use by 65 acres;
 - c. Add 101 acres of Golf Course;
 - d. Add 38 acres to retail/service uses in mixed use areas without increasing floor area;
 - e. Add 11 acres of Regional Recreation Centers;
 - f. Add 2 acres to Clubhouse/Village Recreational Centers;
 - g. Add 2 acres to Fire Station site;
 - h. Reduce Institutional area by 19 acres and convert to Mixed Use on Map H; and
 - i. Reduce area for wastewater treatment plant by 3 acres.
3. On, June 27, 2006, the Sumter County Board of County Commissioners approved a second amendment to The Villages of Sumter ADO that made the following minor changes in land use locations and acreage amounts to Map H and H-1, Master Development Plan and its accompanying Land Allocation and Phasing Tables:
 - a. Add ± 89 acres total to the existing DRI which will be used to:
 - 1) Add 38 acres of Residential land to the development plan, but not increase existing entitlements;
 - 2) Add 49 acres of mixed use area on CR 466, but not increase existing entitlements;

- 3) Include a four field softball complex within the CR 466 mixed use area;
 - 4) Add two acres to golf course on south side of CR 466A;
 - b. Convert 10 acres of existing DRI golf course land use to mixed use for a professional office center without increasing entitlements;
4. On October 10, 2006, the Sumter County Board of County Commissioners approved a third amendment to The Villages of Sumter ADO that made the following minor changes in land use locations and acreage amounts to Map H and H-1, Master Development Plan and its accompanying Land Allocation and Phasing Tables:
- a. Add ± 89.6 acres total to the existing DRI which will be used to:
 - 1) Add 50.8 acres of Residential land to the development plan, but not increase existing entitlements;
 - 2) Add 38.8 acres of mixed use area, but not increase existing entitlements;
 - b. Change the existing Town Center Mixed Use Area that is east of Lake Deaton to Mixed Use and relocate the existing Town Center to the area South of CR 44A and West of Buena Vista Boulevard.
 - c. Relocate 300,000 s.f. of Commercial from the existing Town Center Mixed Use area to the new Town Center Mixed Use Area.
 - d. Relocate the existing Hospital Use to the area South of CR 44A and East of Buena Vista Boulevard.
 - e. Change 12.1 acres of Residential Use that is South of Lake Deaton Eagle Protection Zone to Mixed Use.
 - f. Change 9.3 acres of Residential Use North of CR 44A and West of Buena Vista Boulevard to Mixed Use.
 - g. Change 2.8 acres of Storm Water Use that is North of CR 44A & East of Buena Vista Boulevard to Hospital/Fire Station/EMS.
 - h. Change 1.7 acres of Storm Water Use that is North of CR 44A & East of Buena Vista Boulevard to Buffer.
 - i. Change 24.3 acres of Recreation that is North of 44-A and West of Buena Vista Boulevard to Residential because of an error on Map H.
 - j. Decrease the existing allocation of 3,220,000 s.f. of Retail Service (Town Center and Village Center) to 3,164,608 s.f. by converting 55,392 s.f. to Office s.f.

- k. Increase the existing allocation of 300,000 s.f. of office to 431,510 s.f. by adding 59,999 s.f. and converting 55,392 s.f. retail to 71,511 s.f. office.
 - l. Increase the existing allocation of 290,000 s.f. of Institutional Use to 515,000 s.f. by adding 225,000 s.f.
5. On November 10, 2008, the City Commission of the City of Wildwood approved a development order (DO) pursuant to the approval of the substantial deviation creating The Villages of Wildwood DRI. Under that substantial deviation portions of the Villages of Sumter were annexed and combined with property already within the City to create the Villages of Wildwood DRI consisting of approximately 391 acres. The substantial deviation also proposed the transfer of 1,288,258 square feet of retail/service floor area, 14,400 square feet of office floor area, 49,714 square feet of educational/institutional floor area, 200 hotel rooms, eight movie screens and a 300 bed hospital from the Villages of Sumter DRI to the Villages of Wildwood DRI. A provision in the Villages of Wildwood DRI DO required that entitlements equal to those in the Villages of Wildwood DRI had to be removed from the Villages of Sumter DRI prior to any vertical construction. Thus, no additional development amounts were added in the approval of the Villages of Wildwood DRI.
6. On December 5, 2008, the Developer submitted a NOPC that proposed a transfer of property and entitlements from the Villages of Sumter to the Villages of Wildwood. Specifically the NOPC: 1) removes approximately 220 acres from the Villages of Sumter, 2) reduces the entitlements in the Villages of Sumter ADO by 1,288,258 square feet of retail/service floor area, 14,400 square feet of office floor area, 49,714 square feet of educational/institutional floor area, 200 hotel rooms, eight movie screens and a 300 bed hospital, and 3) amends the Map H and H-1, the Master Development Plan, the Land Allocation and Phasing Tables and legal description to reflect the removal of property and entitlements.
7. Additionally, the latest NOPC proposes the following amendments to the Villages of Sumter ADO:
 - Establish December 31, 2019 as the Expiration Date;

- Establish the Developer's cumulative transportation mitigation for state and regionally significant roadways and eliminate all monitoring and modeling requirements and requirement to address the TIA results in the Annual Reports;
 - Establish full transportation mitigation for local roadways;
 - Recognize that the Developer has now fully mitigated for the cumulative impacts of its development on affordable housing;
 - Clarify that the requirements for annual reports cease upon reaching build out; and
 - Establish that the Developer will provide an annual payment to Sumter County of \$15,000 per year from 2010 to 2014 to support the County's annual traffic monitoring program.
8. A public hearing pursuant to Section 380.06 (19), F.S., was advertised on January 12, 2009, and a duly noticed public hearing was conducted on the NOPC by Sumter County on January 27, 2009, and February 10, 2009. All interested parties and members of the public were afforded the opportunity to participate.
 9. Based on the documentation submitted and the testimony provided, Sumter County finds that the changes do not constitute a substantial deviation.

SECTION 2. CONCLUSIONS OF LAW.

Based on the Findings of Fact adopted above, Sumter County hereby adopts the following Conclusions of Law.

1. Sumter County is the governing body having jurisdiction over the review and approval of the NOPC, pursuant to Chapter 380, F.S., and is authorized and empowered to issue this amendment to The Villages of Sumter DRI ADO.
2. The property does not lie within an Area of Critical State Concern.
3. The proposed development is consistent with the applicable local comprehensive plan as amended and is consistent with the applicable local land development regulations.
4. The proposed development is consistent with the Withlacoochee Strategic Regional Policy Plan.
5. The provisions of this amendment to the ADO shall not be construed as a waiver of or exception to any local, state or federal law or regulation.

6. The impacts of this development, as conditioned by this Amendment to the ADO, are adequately addressed pursuant to the requirements of Chapter 380, F.S., and the changes as approved by the County do not constitute a substantial deviation to the ADO or subsequent amendments or create additional adverse local impacts.
7. To the extent that the Application for Development Approval (ADA) or NOPC, or any other document is inconsistent with the terms and conditions of this Amendment to the ADO, this Amendment to the ADO shall prevail.

SECTION 3. GENERAL CONDITIONS.

Sumter County, having made the aforementioned Findings of Fact and Conclusions of Law, hereby approves the following proposed changes contained in the NOPC, subject to the following modifications and conditions of development set forth in this Amendment to the ADO:

1. Master Development Plan

Amend Map H and H-1, Master Development Plan and its accompanying Land Allocation and Phasing Tables in accordance with the Villages of Wildwood DRI DO:

- a. Remove 220 ± acres from the DRI
- b. Decrease 1,288,258 SF of Retail Service (Town Center and Village Center)
- c. Decrease 14,400 SF of office
- d. Decrease 49,714 SF of Educational/Institutional
- e. Decrease 200 hotel rooms
- f. Remove all 300 hospital beds
- g. Decrease 8 movie screens

The revised Maps H and H-1 are attached as COMPOSITE EXHIBIT 1.

2. Legal Description

Amend the legal description of the Villages of Sumter DRI to reflect the removal of approximately 220 acres from the DRI. The revised legal description is attached as EXHIBIT 2.

3. Transportation/Mass Transit

This DO as amended establishes the developer's cumulative transportation mitigation for state and regional roadways and eliminates all monitoring and modeling requirements as well as requirements to address the TIA results in the annual reports. The DO also establishes the full transportation mitigation for local roadways. All existing DO

requirements for monitoring and modeling, TIA, and further transportation mitigation beyond the requirements established in this amendment to the DO including but not limited to Section IV General Conditions O Transportation/Mass Transit 4. a. through k. in the Villages of Sumter DO are deleted and replaced with the following:

Background

a. The Villages is a unique community that has proven that a new town can retain the majority of its trips on-site and drastically reduce its impacts on the regional transportation network. Through monitoring and modeling it has annually demonstrated the actual impacts through extensive traffic counts and surveys. This approach has served The Villages well and has provided valuable traffic data to governmental agencies. But with the maturing of The Villages and the resulting secondary development absorbing the available capacity, it is now time for the Developer to establish an approach to completion of the development.

The Villages also covers multiple local governments including Marion County, Sumter County, the Town of Lady Lake, Lake County (vested portion) and the City of Wildwood. To resolve the difficulties of seeking approvals from numerous local governments, the Developer entered into a s.380.06 agreement with the Department of Community Affairs. This process has helped all parties by determining how applications will be processed and what factors shall be considered cumulatively.

b. This amendment changes the manner in which the Developer addresses the transportation impacts of The Villages. The development order no longer requires the monitoring and modeling procedures including the transportation impact analysis (TIA), annual monitoring and requirement to mitigate for all impacts identified through monitoring. In its place, this development order establishes that if the Developer completes all actions as required by the Proportionate Share Agreement (PSA) (attached and incorporated herein as **EXHIBIT 3**), that with the proportionate share payment and construction of the pipeline improvements, the Developer has provided full mitigation for its transportation impacts on state and regionally significant roads through the DO Expiration Date and the Developer will no longer have to address the TIA in annual reports as currently required in Development Order Section IV. R. 2. i.

c. The Developer has made extensive improvements over the life of The Villages including creating alternate north-south corridors and thereby significantly reducing the impacts that would have occurred on US 441 without these roads. These improvements, specifically Morse Boulevard, Buena Vista Boulevard, County Road 42, US 301, County Road 466 and a portion of County Road 466A are an example of the significant contributions made by the Developer to the regional transportation network. The Developer has also committed to construct a partial interchange at CR 468 and Florida's Turnpike. The value of these contributions has been estimated to be approximately \$100 million in improvements to the regional transportation system not including right of way which was contributed by the Developer without compensation. These contributions do not include the land use and alternative transportation systems put in place by the Developer to internalize a very high percentage of total trips generated within the project.

Cumulative Impact of The Villages through Buildout

d. A Florida Department of Transportation approved 2008 transportation impact study determined the cumulative impact of the development through buildout on state and regionally significant roadways.

Mitigation for State and Regional Roads

e. The Developer's proportionate-share mitigation dollar amount for the cumulative Villages DRI development through buildout for state and regionally significant facilities is \$35,396,550 in October 2008 dollars (the "Proportionate Share") as provided in **EXHIBIT 3**. The Developer shall mitigate for the proportionate share traffic impacts of the development through the mitigative measures as set forth in the PSA.

f. The Developer will construct the US 301 pipeline improvement. FDOT will be responsible for all design and permit approvals and right-of-way acquisition (this cost already has been deducted from the pipeline credit amount to the Developer, which is obligated for construction costs only). The Developer will be required to commence construction no later than 6 months following the later to occur of 1) acquisition of all right-of-way, or 2) design/permit approvals by FDOT.

Mitigation for Local Roads

g. The Developer will provide an annual payment to Sumter County of \$15,000 per year from 2010 to 2014 to support the County's annual traffic monitoring program.

h. Sumter County agrees that there are no other local roadways that require further transportation mitigation by the Developer through the expiration date except for those improvements constructed pursuant to that Impact Fee Agreement between the Developer and Sumter County dated August 9, 2005 for improvements to CR 466A, CR 139 and CR 462, and those intersection improvements in Sumter County described in the PSA which will be funded pursuant to Impact Fee Credit Agreements to be entered into between the Developer and Sumter County.

Developer Contribution

i. Pursuant to that Impact Fee Credit Agreement for Development of an Interchange at County Road 468 and the Florida Turnpike dated January 12, 2005, the Developer will construct a partial interchange to the Florida Turnpike at County Road 468 to allow for movements to and from the south. Construction will commence by December 31, 2014.

General Provisions

j. The Developer's compliance with this DO shall satisfy the Developer's proportionate share, and transportation concurrency obligations through the expiration date.

k. The requirement to address the transportation monitoring and modeling study in the DRI annual reports will no longer be required upon the effective date of the PSA.

4. **Affordable Housing Impact Mitigation.**

Delete Section IV General Conditions M Affordable Housing in its entirety in the Villages of Sumter DRI DO and replace with the following:

The Developer analyzed the cumulative impact of the remaining non-residential development through The DO Expiration Date on affordable housing as part of the Villages of Wildwood Substantial Deviation. The analysis concluded that The Villages creates a deficit on affordable housing supply of 89 units with 70 in the very low and 19 in the low income categories.

As full mitigation through the DO Expiration Date for cumulative impacts on the affordable housing supply, the Developer agreed to provide mitigation based upon the donation of a 5% down payment on the purchase of 89 homes in the very low and low income categories. The donation is calculated as follows:

Table 1: Calculation of Affordable Housing

Mitigation for The Villages

	<u>Salary</u>	<u>Affordable Purchase Range</u>	<u>Villages Deficit</u>
<u>Very Low</u>	<u>\$23,588</u>	<u>\$ 56,133 - \$ 83,705</u>	<u>70</u>
<u>Low</u>	<u>\$23,589 - \$37,740</u>	<u>\$ 83,706 - \$133,629</u>	<u>19</u>

SUGGESTED MITIGATION, 5% DOWN PAYMENT ASSISTANCE

<u>Very Low Donation</u>	<u>(70 x \$ 83,705) 5%</u>	<u>= \$292,968</u>
<u>Low Donation</u>	<u>(19 x \$133,629) 5%</u>	<u>= \$126,948</u>
<u>Total Donation @ 5%</u>		<u>= \$419,916</u>

The Developer agreed to make a one-time mitigation payment of \$419,916 to Sumter County. The money must be dedicated by the County to one or more of the following programs: provision of affordable rental or for-sale housing; provision of land for other affordable housing programs; provision of affordable rental or purchase subsidy assistance; provision of down payment, closing cost or other acquisition cost assistance; provision of financial assistance; or other affordable housing assistance deemed appropriate and suitable, in whole or in part, by Sumter County. The cash payment must be made within 90 days of the effective date of the Villages of Wildwood DRI Development Order.

Sumter County accepts this as appropriate mitigation.

4. Final Approval of Development Entitlements This Amendment to the ADO constitutes final approval to develop in Sumter County not more than 32,200 conventionally constructed (no manufactured housing or mobile homes) residential dwelling units on 6,527 acres; 77 acres of institutional/educational space, on which the developer may

construct local government and community facilities, churches and educational facilities; 1,876,350 s.f. of Gross Floor Area (GFA) of neighborhood, community or general retail structures on 541 acres; 417,110 s.f. GFA of office space on 20 acres; 200 hotel rooms; attraction/recreation facilities consisting of a 40,000 s.f. convention/performing arts center on 15 acres; 8 theater screens on 5 acres; 6 regional recreation centers on 65 acres; clubhouses and Village recreation centers on 148 acres; urban facilities and services on 37 acres; 24 marina slips; 396 holes of golf on 2,992 acres; and 3,056 acres of related roads, recreation and conservation areas, wetlands, buffer area, stormwater retention and open space for a total development area of 13,483 acres, where average residential density shall not exceed 5 dwelling units per gross residential acre, on the property as depicted in Map H and H-1 Master Plan and the Land Use Allocation and Phasing Charts (revised February 2008) attached as COMPOSITE EXHIBIT 1.

BE IT FURTHER RESOLVED BY THE SUMTER COUNTY BOARD OF COUNTY COMMISSIONERS THAT THE FOLLOWING SHALL APPLY:

1. Expiration Date. The Expiration Date of the ADO is established as December 31, 2019.
2. Annual Reporting Requirements. The Developer's annual reporting requirements, established in Section 380.06(18), F.S. cease upon reaching project buildout.
3. Final Order. That this amendment to the ADO shall constitute the final order of Sumter County in response to the DRI NOPC filed by the Developer.
4. Definitions. That the definitions found in Chapter 380, F.S. (2003) shall apply to this amendment to the ADO.
5. Assignability: Persons Bound. That this amendment to the ADO shall be binding upon the Developer and its heirs, assignees, or successors in interest including community development districts created pursuant to Ch. 190, F.S.
6. Severability. That in the event any portion or section of this amendment to the ADO is determined to be invalid, illegal or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this amendment to the ADO, which shall remain in full force and effect.
7. Recordation of Notice of Adoption. That by March 20, 2009 the Developer shall cause a Notice of Adoption of this amendment to be recorded among the Public Records of

Sumter County in accordance with Section 380.06 (15), F.S., and shall provide a copy of the recorded Notice to the Sumter County, Sumter County, the WRPC, the ECFRPC and the DCA.

8. Restriction on Downzoning, Density Reduction or Intensity Reduction. That Sumter County agrees that the approved DRI shall not be subject to down zoning, density reduction, or intensity reduction after the effective date of this amendment to the ADO, unless Sumter County can demonstrate that substantial changes in the conditions underlying the approval of the amendment to the ADO have occurred, or that the amendment to the ADO was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by Sumter County to be essential to the public health, safety or welfare.
9. Impact Fees. That approval of this amendment to the ADO shall not exempt any portion or unit of the Villages of Sumter development from any future impact fees imposed by Sumter County. Developer credit for applicable improvements paid for by it pursuant to the requirements of this amendment to the ADO shall be given as provided for by Section 380.06(16), F.S.
10. Effective Date. That upon adoption, this Amendment to the ADO shall be transmitted to the WRPC, the FDCA and the Developer and shall become effective upon rendering of this Development Order by Sumter County, but, if the PSA incorporated by reference in this Resolution does not take effect by March 15, 2009, then those sections of this Resolution addressing transportation (including but not limited to Section 3, 3. Transportation/Mass Transit and Exhibit 3) shall be automatically repealed without further action of the County Commission and shall become null and void as though it had never been adopted and those sections not addressing transportation shall remain in effect.
11. Transmittal of Amendment. That copies of this Amendment to the ADO shall be transmitted immediately by certified mail to the WRPC, FDCA and the Developer, by Sumter County.

ADOPTED, in Regular Session this 10th day of February, 2009, by the Sumter County Board of County Commissioners.

ATTEST:

BOARD OF COUNTY COMMISSIONERS
OF SUMTER COUNTY, FLORIDA



[Signature]
CLERK AND AUDITOR

[Signature]
GARRY BREEDEN
CHAIRMAN

EXHIBITS

- Exhibit 1 Maps H and H-1, Master Development Plan, Land Use Allocation and Phasing Charts (Revised September 2008)
- Exhibit 2 Revised Legal Description of The Villages of Sumter DRI
- Exhibit 3 Proportionate Share Agreement



STATE OF FLORIDA, COUNTY OF SUMTER
I HEREBY CERTIFY, that the above and
foregoing is a true copy of the original.
By *[Signature]* Clerk of Circuit Court
Deputy Clerk
Dated 2-18-2009

