

Record and Return To:

On Top of the World Communities, L.L.C.  
ATTN: Kenneth D. Colen, President  
8435 SW 80<sup>th</sup> Street  
Ocala, FL 34481

**SECOND (2nd) AMENDMENT TO THE  
AMENDED AND RESTATED DEVELOPMENT ORDER FOR  
ON TOP OF THE WORLD DEVELOPMENT OF REGIONAL IMPACT**

**THIS AMENDMENT** is made and entered into, effective this 7 day of February, 2023, by and between:

- **ON TOP OF THE WORLD COMMUNITIES, L.L.C., a Florida limited liability company (“OTOW”); and**
- **MARION COUNTY, FLORIDA, A POLITICAL SUBDIVISION OF THE STATE OF FLORIDA (“County”).**

R E C I T A L S:

- A. On July 19, 2016, Marion County adopted the On Top of the World DRI Amended and Restated Development Order (“**ARDO**”) as recorded in OR Book 6445, Page 1390, Public Records of Marion County, Florida.
- B. On November 20, 2018 Marion County adopted a First Amendment to the Amended and Restated Development Order (“**First ARDO Amendment**”).
- C. ARDO and the First ARDO Amendment (collectively, the “**Amended ARDO**”) establishes certain development entitlements and conditions applicable to the On Top of the World Development of Regional Impact (“**OTOW DRI**”).
- D. Section 1.25 of the Amended ARDO defines OTOW as the “Master Developer” and Section IV.14 of the Amended ARDO specifies that the “Master Developer shall have the exclusive authority to request an amendment to this ARDO and no authorization from Developers will be required to obtain an amendment to the ARDO.”

**I. FINDINGS OF FACT**

The Marion County Board of County Commissioners hereby makes the following Findings of Fact:

1. OTOW filed an application (“**Application**”), dated July 15, 2022 (revised on August 8, 2022 and January 25, 2023), to amend the Amended ARDO (the “**Second ARDO Amendment**”) pursuant to s. 380.06(7), Florida Statutes.
2. The Application proposes the following amendments to the Amended ARDO:

- A. Amend and replace Exhibit “B” (Map H) to the Amended ARDO with the attached amended Map H (Attachment”1”), dated 01/25/2023, which incorporates the following revisions:
  1. updated the DRI Phasing Table to incorporate revised DRI dates consistent with amended ARDO Condition IV.2 as referenced in Finding of Fact 2.C below;
  2. realigned and revised the Master Roadway Corridors of the DRI; and
  3. revised the reference to a revised Master Roadway Corridors Map as approved by Marion County’s Development Review Committee on December 12, 2022.
- B. Amend and replace the definition of Map H in the Amended ARDO with the attached revised definition of Map H to reference the amended Map H from this Second ARDO Amendment (see Attachment “2”);
- C. Amend and replace Amended ARDO Condition IV.2 with the attached Condition IV.2. to incorporate revised Phase End dates, buildout date and termination date based on notice letters previously authorized pursuant to s. 253.363, Florida Statutes (See Attachment “2”); and
- D. Amend and replace Amended ARDO Condition 11 under Section IV. CONDITIONS OF APPROVAL, with the attached Condition 11 to implement changes related to the Internal Roadways (See Attachment “2”)
3. The Second ARDO Amendment does not increase the allowable units or non-residential square footage within the OTOW DRI and will not result in additional development impacts.
4. Section 380.06(7), Florida Statutes, requires local governments to review and approve proposed amendments to DRI development orders based on the procedures required in the land development code for local development orders.
5. The Marion County Board of County Commissioners held a public hearing on February 7, 2023, to consider the Second ARDO Amendment in accordance with the procedures of the Marion County Land Development Code.

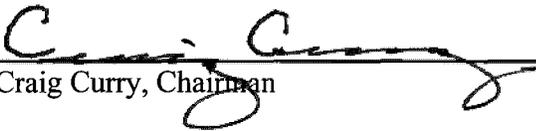
**NOW, THEREFORE, THE MARION COUNTY BOARD OF COUNTY COMMISSIONERS CONCLUDES AND ORDERS:**

1. The Second ARDO Amendment does not create additional impacts and is hereby approved and adopted. All other provisions of the Amended ARDO not amended by the Second ARDO Amendment remain unchanged.
2. The Second ARDO Amendment is consistent with the Marion County Comprehensive Plan and the Marion County Land Development Code.
3. The developer shall record this Second ARDO Amendment in the Public Records of Marion County, Florida, within fifteen (15) business days of receipt from the Marion County Growth Services Department and said recording shall be inclusive of this full Second ARDO Amendment.
4. The effective date of this Second ARDO Amendment shall be the expiration date of all applicable appeal periods.

**[SIGNATURE BLOCKS APPEAR ON THE FOLLOWING PAGES]**

PASSED AND APPROVED BY THE BOARD OF COUNTY COMMISSIONERS OF MARION COUNTY, FLORIDA THIS 7th DAY OF February, 2023.

**BOARD OF COUNTY COMMISSIONERS  
OF MARION COUNTY, FLORIDA**

  
\_\_\_\_\_  
Craig Curry, Chairman

**ATTEST:**

By:   
\_\_\_\_\_  
Gregory C. Harrell, Clerk of Court

Approved as to Form:

  
\_\_\_\_\_  
Matthew G. Minter  
County Attorney

Witnessed:

**ON TOP OF THE WORLD  
COMMUNITIES, L.L.C.**  
a Florida limited liability company

Kathryn Freyman  
Print Name: Kathryn Freyman

Krishna Finger  
Print Name: Krishna Finger

Kenneth D. Colen  
Kenneth D. Colen  
President

**STATE OF FLORIDA**

**COUNTY OF MARION**

The foregoing instrument was acknowledged sworn to, affirmed, and subscribed before me this 31<sup>st</sup> day of March, 2023, by  physical appearance or  online notarization by Kenneth D. Colen, President of On Top of the World Communities, L.L.C., who provided \_\_\_\_\_ as identification, or  who is personally known to me.

[SEAL]



Lisa A. Lazaro  
Notary Public

**ATTACHMENT "1"**  
**TO SECOND ARDO AMENDMENT**

**EXHIBIT "B"**  
**TO ARDO MAP "H" MASTER PLAN**

DRI PHASING TABLE

PHASE	PHASE END DATE	RETIREMENT DWELLING UNITS <sup>1</sup>	COMMERCIAL SQUARE FEET	HOTEL ROOMS <sup>2</sup>
Phase I	01/28/2032	14,400	253,880	250
Phase II	01/28/2040	9,000	102,860	0
Phase III	01/28/2048	9,000	43,260	0
TOTAL		32,400 <sup>3</sup>	400,000 <sup>3</sup>	250 <sup>3</sup>

Revise Buildout & Termination Date  
 Buildout Date: 01/28/2048  
 Termination Date: 11/17/2058

NOTES TO DRI PHASING TABLE

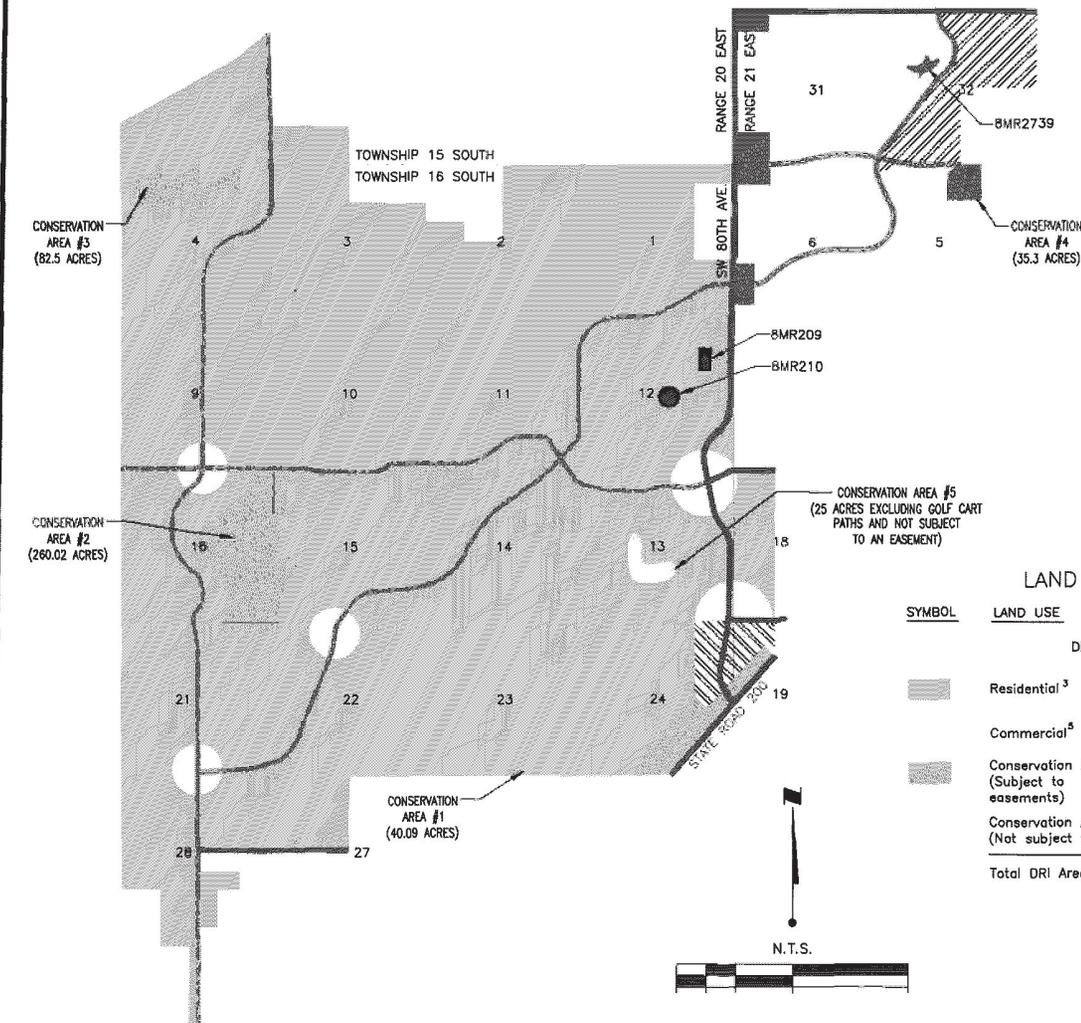
1. Retirement dwelling units may be exchanged for other land uses pursuant to Amended and Restated Development Order (ARDO) Condition No. 3 and the Equivalency Matrix attached as Exhibit "C".
2. Hotel land use shall be located consistent with applicable Marion County Zoning Code.
3. Cumulative amount including previous phase(s).

NOTES TO LAND USE TABLE

1. The purpose of this map is to depict the general development for DRI lands. For additional detail on DRI lands, refer to the Amended and Restated Development Order for On Top of the World Development of Regional Impact recorded August 26, 2016 (Official Records Book 6445, Pages 1390 through 1429), as may be amended from time to time (ARDO).
2. Vested areas are shown in gray and are described for informational purposes only. Refer to BLJM 2023-DM03 dated February 7, 2023, as may be amended from time to time (BLJM).
3. Residential units, including single family and multi-family, may be developed to a maximum overall density of four (4) units per gross acre as calculated based on the entire 10,225.05 acres and may be clustered resulting in net densities higher than 4 units per acre within subdivisions and on individual development parcels. Residential uses may include Golf Courses, Parks and Recreational Amenities.
4. All land use boundaries are conceptual. Actual boundaries for each land use area will be finalized at the time of construction permitting.
5. The ARDO Map H constitutes the Future Land Use Map designations for the Total DRI Areas.
6. Potential locations of internal commercial areas are illustrative and may be relocated and/or consolidated pursuant to ARDO condition No. 5.
7. [Symbol] Archaeological (see ARDO).
8. [Symbol] Marion County Roads and [Symbol] OTOW & Calesa Township Internal Private Roadways pursuant to Master Roadway Corridor Map prepared by Tillman & Associates Engineering LLC, dated July 8, 2022, and approved by Marion County Development Review Committee (DRC) on December 12, 2022 as may be amended from time to time."
9. Map "H" is in color format and shall not be relied on in black and white format.

LAND USE TABLE

SYMBOL	LAND USE	ACREAGE
DRI APPROVED AREAS		
[Symbol]	Residential <sup>3</sup>	10,225.05
[Symbol]	Commercial <sup>5</sup>	490.0
[Symbol]	Conservation Areas (Subject to easements)	382.61
[Symbol]	Conservation Area #5 (Not subject to an easement)	25.0
	<b>Total DRI Areas</b>	<b>11,122.66</b>

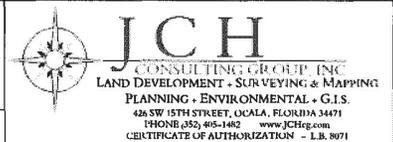


ON TOP OF THE WORLD  
 DEVELOPMENT OF  
 REGIONAL IMPACT

ON TOP OF THE WORLD  
 COMMUNITIES, L.L.C.

DATE:  
01/25/2023  
  
SCALE:  
N.T.S.

TITLE:  
AMENDED AND RESTATED  
DEVELOPMENT  
ORDER MAP "H"  
  
SHEET NUMBER:  
1 OF 1



**ATTACHMENT “2”**

**SECOND ARDO AMENDMENT**

**(TEXT CHANGES)**

**AMENDED AND REPLACED DEFINITIONS AND CONDITIONS**

A. Amend and replace Amended ARDO Definition No. 28 under “Section I. DEFINITIONS” with the following:

28. Map “H” – Map “H” is the master development plan for the On Top of the World DRI dated January 25, 2023 (Sheet No. 1 of 1), produced by JCH Consulting Group, Inc. and attached hereto as Exhibit “B.”

B. Amend and replace Amended ARDO Condition 2. under “Section IV. CONDITIONS OF APPROVAL” with the following (including footnote at bottom of page):

2. **PHASING, BUILD-OUT, AND TERMINATION.** The OTOW DRI shall be developed in three phases as shown on the following schedule:

<b>Phase</b>	<b>Phase End Date</b>	<b>Residential (DU)</b>	<b>Commercial (GSF)</b>	<b>Hotel (Rooms)</b>
Phase 1	01/28/2032	14,400	253,880	250
Phase 2	01/28/2040	9,000	102,860	
Phase 3	01/28/2048	9,000	43,260	
<b>TOTAL</b>		<b>32,400</b>	<b>400,000</b>	<b>250</b>

Unused development rights from a particular phase shall carry over into the next phase until buildout. The buildout date is January 28, 2048. The ARDO shall remain in effect for a period of fifty years which time period has been extended to November 17, 2058 (i.e., the termination date).<sup>1</sup> The time period for the termination date of the ARDO, the buildout of the OTOW DRI, phasing dates, the downzoning protection date, and any other such deadlines shall be tolled during the pendency of any administrative or judicial proceedings related to this ARDO or any amendments thereto.

C. Amend and replace Amended ARDO Condition 11 under “Section IV. CONDITIONS OF APPROVAL” with the following:

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<sup>1</sup> The phase dates, buildout date and termination date incorporate tolling periods and extensions authorized by notices filed timely with the County pursuant to Section 252.363, Florida Statutes. The most recent notice was filed on June 29, 2022, based on Executive Order No. 22-56.

11. **CIRCLE SQUARE WOODS SUBDIVISION**. The CSW Plat dedicates all roads in the subdivision to Marion County, and identifies certain public rights-of-way for drainage and other purposes. Portions of the CSW Plat have been annulled or re-platted as stated on the CSW Plat, and Master Developer and Pulte Home Corporation anticipate future replatting as the Property is developed. Unless otherwise agreed to by the Master Developer and the County, all future roads and associated stormwater retention areas shall not be dedicated to the County and may remain in private ownership, or dedicated and conveyed by the Master Developer to a CDD, property or homeowners association, or other custodial and maintenance entity. Future plats or replats shall provide Marion County an easement for ingress and egress for emergency access to each subdivision pursuant to the County Land Development Code. Marion County shall have no obligation for improvement or maintenance of private street rights-of-way, storm drainage facilities, or utility easements that remain in private ownership.

STEARNS WEAVER MILLER  
WESSLER ALHADEFF & SITTERSON, P.A.

July 15, 2022

**VIA EMAIL AND FEDERAL EXPRESS**

Mounir Bouyounes  
County Administrator  
Marion County Growth Services Department  
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Ocala, FL 34471  
[Mounir.Bouyounes@marionfl.org](mailto:Mounir.Bouyounes@marionfl.org)

Tracy Straub  
Assistant County Administrator  
Marion County Growth Services Department  
601 SE 25th Ave.  
Ocala, FL 34471  
[Tracy.Straub@marionfl.org](mailto:Tracy.Straub@marionfl.org)

Re: Applications to Amend the On Top of the World Development of Regional Impact (“**OTOW DRI**”) Amended and Restated Development Order adopted on July 19, 2016 (“**ARDO**”) and as amended by the First Amendment to ARDO adopted on November 20, 2018 (collectively the “**Amended ARDO**”); the Circle Square Binding Letter of Interpretation of Modification of Vested Rights BLIM 2018-05DM approved on November 20, 2018, pursuant to Resolution 2018-R-507 (“**BLIM**”); and the Master Roadway Corridor Map (“**MRCM**”)

Dear Mounir and Tracy:

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., represents On Top of the World Communities, L.L.C. (“**OTOW**”) and Colen Built Development (“**CBD**”) regarding the OTOW DRI and Circle Square Woods Vested DRI within which the Calesa Township PUD is located. The OTOW DRI is governed by the Amended ARDO and Calesa Township, as part of the vested lands, is subject to the provisions of the BLIM. This letter serves as an application to:

- 1) Amend the Master Roadway Corridor Map (“**MRCM Amendment**”) (**Attachment “1”**);
- 2) Amend the Amended ARDO for the OTOW DRI (“**Second ARDO Amendment**”) (**Attachment “2”**); and
- 3) Modify the approved BLIM (“**BLIM Modification**”) (**Attachment “3”**).

The three applications referenced above are submitted together in the form of a single letter because the applications all involve related adjustments to the major internal roads. As discussed, the three applications will be processed concurrently.

MIAMI ▪ TAMPA ▪ FORT LAUDERDALE ▪ TALLAHASSEE ▪ CORAL GABLES

We have been meeting with the County for over a year and achieved a consensus that:

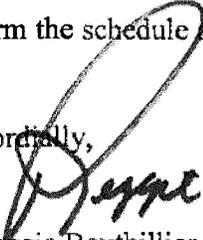
- 1) Regional roads previously required to be dedicated to Marion County will now be changed to Internal Private Roadways as referenced in the proposed MRCM; and
- 2) OTOW and CBD will have discretion to change the cross-section of the major internal roads from four-lanes with a 120-foot ROW/urban design to any of the cross-section options listed on the proposed MRCM Amendment (**Attachment "1"**).

To summarize, the three applications include the adjustments to the Internal Private Roadways as discussed above and other minor revisions as follows:

- Master Roadway Corridor Map Amendment. Attachment "1" includes:
  - Identification of the OTOW & Calesa Township major internal roads.
  - Revised General Notes to reflect the above conditions.
- Second ARDO Amendment. Attachment "2" includes:
  - Realignment of the major internal roads to reflect the MRCM Amendment.
  - Minor changes to the notes on Map H, including an adjustment to the land use table.
  - Updates to the buildout date, phase dates and other DRI dates as indicated on Map H and within Amended ARDO Condition IV.2 based on statutorily authorized extensions as previously filed with Marion County on June 29, 2022.
  - Revision to definition of Map H to reflect updated date.
  - Revisions to Amended ARDO Condition 11 to address responsibilities regarding the major internal roads.
- BLIM Modification. Attachment "3" includes:
  - The realignment of the Regional Roadway Corridors to reflect the Master Roadway Corridor Map.
  - Minor changes to the notes on Map H, including an adjustment to the land use table.

We look forward to working with you to confirm the schedule and to complete the processing and approval of these applications.

Cordially,

  
Reggie Bouthillier, Esq.  
Kenneth Metcalf, AICP  
Tina M. Ekblad, MPA, AICP

STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON. P.A.

July 15, 2022

Page 3

CC: Kenneth D. Colen, President, [KDColen86@otowfl.com](mailto:KDColen86@otowfl.com)  
On Top of the World Communities, L.L.C.

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JCH Consulting Group, Inc.

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Marion County Attorney

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Marion County Director of Growth Services



DAVID R ELLSPERMANN CLERK & COMPTROLLER MARION CO  
DATE: 08/26/2016 01:32:22 PM  
FILE #: 2016079871 OR BK 6445 PGS 1390-1429  
REC FEES: \$341.50 INDEX FEES: \$0.00  
DDS: \$0 MDS: \$0 INT: \$0

This instrument prepared by:  
Reggie L. Bouthillier, Esquire  
Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.A.  
106 East College Ave., Suite 700  
Tallahassee, FL 32301

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**AMENDED AND RESTATED  
DEVELOPMENT ORDER**

**FOR**

**ON TOP OF THE WORLD  
DEVELOPMENT OF REGIONAL  
IMPACT**

**July 19, 2016**

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**EXHIBITS**

- “A” PROPERTY LEGAL DESCRIPTION**
- “B” MAP “H” MASTER DEVELOPMENT PLAN**
- “C” EQUIVALENCY MATRIX (LAND USE EXCHANGE TABLE)**
- “D” SCHOOL BOARD LETTER**

## I. DEFINITIONS

1. **1982 Development Order** – The initial development order approving the On Top of the World – Central Development of Regional Impact approved by Marion County on October 12, 1982.
2. **Amended OTOW DRI Development Order** – OTOW DRI Development Order and the OTOW DRI Development Order Amendments, collectively, approved and issued prior to the submittal of the E2M Amendment Application. These documents are replaced and superseded by the ARDO.
3. **Appeal** – Department of Community Affairs November 24, 1982 appeal of the 1982 Development Order, Case No. 82-3283.
4. **ARDO** – This Amended and Restated Development Order. This ARDO replaces and supersedes the Amended OTOW DRI Development Order.
5. **Board** – The Board of County Commissioners of Marion County.
6. **City** – The City of Ocala, a municipality of the State of Florida.
7. **CDD** - Community Development District, which is a local unit of special-purpose government created pursuant to Chapter 190, Florida Statutes (2016).
8. **County** – Marion County, a political subdivision of the State of Florida.
9. **Comprehensive Plan** – Marion County Comprehensive Plan.
10. **CSW Plat** – The Plat of Circle Square Woods Subdivision recorded in Plat Book P, Pages 30 through 103 of the Public Records of Marion County, Florida.
11. **DCA** – Florida Department of Community Affairs which was abolished but is referred to herein as needed for historical context.
12. **DEO** – Florida Department of Economic Opportunity.
13. **Developer** – Any successor developer to the Master Developer who acquires by deed (recorded in the public records of Marion County) any portion of the Property and a written assignment of development rights and obligations (recorded in the public records of Marion County) from the Master Developer. The assignment of development rights and obligations shall specifically provide the rights and obligations assigned by the Master Developer to a Developer pursuant to this ARDO, and a Developer's development rights under this ARDO shall be limited to the terms of the written

assignment. A Developer shall not be the Master Developer except as provided below in Section I, Paragraph No. 24 below, which provides the definition of "Master Developer."

14. **DHR** – Division of Historic Resources, Florida Department of State.
15. **DRI** – Development of Regional Impact.
16. **E2M Application** – The Application filed with the County on October 21, 2014 to replace and supersede the Amended OTOW DRI Development Order pursuant to the procedures set forth in Section 380.06(19)(e)2.m., Florida Statutes (2016), which includes the: correspondence to Gregory Stubbs, Director, Marion County Growth Services from Reggie Bouthillier, dated October 21, 2014, and the attachments; (a) Draft Amended and Restated Development Order with exhibits; and (b) the Technical Memorandum which included the Transportation Methodology Statement.
17. **Equivalency Matrix** – The matrix authorizing the exchange of land uses attached hereto as **Exhibit "C"** and pursuant to Condition No. 3 below.
18. **First DRI Amendment** – Resolution No. 1994-R-228 adopted on September 20, 1994.
19. **FDEP** – Florida Department of Environmental Protection.
20. **FDOT** – Florida Department of Transportation.
21. **FFWCC** – Florida Fish and Wildlife Conservation Commission.
22. **FLWAC** – Florida Land and Water Adjudicatory Commission.
23. **Fourth DRI Amendment** – Resolution No. 2008-R-157 adopted on April 1, 2008.
24. **FLUM** – Future Land Use Map that is contained within the Comprehensive Plan.
25. **Master Developer** – On Top of the World Communities, Inc., a Florida corporation, or a successor or assign, who has been assigned in writing by the Master Developer any rights and/or obligations pertaining to the role of the Master Developer pursuant to this ARDO.
26. **Master Developer's Share** - The Master Developer's total share of the Proportionate Share Mitigation Obligation which is Eleven Million Four Hundred Seventy Three Thousand Three Hundred Sixty Dollars and 00/100 (\$11,473,360.00) as further described below.
27. **Master Developer Vested Development Program** - The portion of the OTOW DRI Vested Development Program totaling 19,400 retirement dwelling units, or the equivalency thereof pursuant to Condition No. 3 below, 356,740 square feet of commercial, 250 hotel rooms, and the other residential and commercial land uses authorized by Condition No. 1 below.

28. **Map “H”** – Map “H” is the master development plan for the On Top of the World DRI dated July 5, 2016 (Sheet No. 1 of 1), produced by JCH Consulting Group, Inc., and attached hereto as “**Exhibit B.**”
29. **MCSWMSBU** – Marion County Solid Waste Municipal Service Benefit Unit.
30. **NCFRPC** – North Central Florida Regional Planning Council.
31. **Non-Retirement Dwelling Units** – Residential dwelling units which include single family detached, townhomes, and multi-family (e.g., duplexes, apartments, condominiums, etc.), and any other form of residential uses authorized by Condition Nos. 1 and 3 below.
32. **OTOW** – On Top of the World Communities, Inc., the Master Developer.
33. **OTOW ADA** – The initial Application for Development Approval for the On Top of the World Development of Regional Impact.
34. **OTOW DRI** – On Top of the World Development of Regional Impact.
35. **OTOW DRI Development Order** –The 1982 Development Order and Stipulation, collectively.
36. **OTOW DRI Development Order Amendments** – The following four (4) amendments to the OTOW DRI Development Order: First DRI Amendment; Second DRI Amendment; Third DRI Amendment; and Fourth DRI Amendment.
37. **OTOW DRI Vested Development Program** – The Phase 1 and Phase 2 development program cumulatively totaling the 23,400 retirement dwelling units, or the equivalency thereof pursuant to Condition No. 3 below, 356,740 square feet of commercial, 250 hotel rooms, and the other residential and commercial land uses authorized by Condition No. 1 below.
38. **Project** – The development within the Property as authorized by this ARDO.
39. **Property** – The real property subject to this ARDO as specifically described in **Exhibit “A.”**
40. **Proportionate Share Mitigation Obligation** – The total OTOW DRI transportation proportionate share contribution amount which is Thirteen Million Eight Hundred Forty Thousand Dollars and 00/100 (\$13,840,000.00) as further described below.
41. **Pulte Home Corporation** – a Developer and landowner within the OTOW DRI.
42. **Pulte’s Share** - Pulte Home Corporation’s total share of the Proportionate Share Mitigation Obligation which is Two Million Three Hundred Sixty Six Thousand Six Hundred Forty Dollars and 00/100 (\$2,366,640.00) as further described below.

43. **Pulte Vested Development Program** - The portion of the OTOW DRI Vested Development Program totaling 4,000 retirement dwelling units within the Stone Creek Planned Unit Development as specifically provided in the Assignment of Development Rights dated September 25, 2005 (OR BK 04194 PGS 1743-1765) as amended by First Amendment to the Assignment of Development Rights dated August 11, 2010 (OR BK 05400 PGS 0049-0053), as may be amended in writing by OTOW and Pulte Home Corporation in the future.
44. **Retirement Dwelling Units** – Retirement dwelling units include single family detached, townhomes, and multi-family (e.g., duplexes, apartments, condominiums, etc.), and any other form of residential uses authorized by Condition Nos. 1 and 3 below which are located within a facility or community registered with the Florida Commission on Human Relations pursuant to Section 760.29(4)(e), Florida Statutes (2016).
45. **Second DRI Amendment** – Resolution No. 1996-R-144 adopted on June 4, 1996.
46. **Gross Square Feet or GSF** – Gross Square Feet or GSF shall mean gross square feet or GSF.
47. **S.W. 80<sup>th</sup> Avenue Project** – The 4-lane widening of S.W. 80<sup>th</sup> Avenue from north of S.W. 90<sup>th</sup> Street (present terminus of 4 lanes) to S.W. 63<sup>rd</sup> Street Road, or further north of S.W. 63<sup>rd</sup> Street Road as determined by the County during the design phase.
48. **S.W. 80<sup>th</sup> Avenue North Segment** - The portion of the S.W. 80<sup>th</sup> Project from S.W. 80<sup>th</sup> Street to S.W. 63<sup>rd</sup> Street Road, or further north of S.W. 63<sup>rd</sup> Street Road as determined by the County.
49. **S.W. 80<sup>th</sup> Avenue South Segment** - The portion of the S.W. 80<sup>th</sup> Project from north of S.W. 90<sup>th</sup> Street (present terminus of 4-lanes) to S.W. 80<sup>th</sup> Street, or further north of S.W. 80<sup>th</sup> Street as determined by Marion County.
50. **SWFWMD** – Southwest Florida Water Management District.
51. **Stipulation** – The September 23, 1983 stipulation between DCA and OTOW that resolved the Appeal and amended the 1982 Development Order.
52. **Technical Memorandum** – The Technical Memorandum On Top of the World Development of Regional Impact, 380.06(19)(e)2.m., F.S. Amendment Transportation Analysis, prepared by Coen & Company dated October 2014 which is approved by this ARDO.
53. **Third DRI Amendment** – Resolution No. 2001-R-290 adopted on October 17, 2001.
54. **Transportation Fees or Transportation Fee** - Transportation impact fees, mobility fees, or any other transportation fees.

55. **Transportation Methodology Statement** – The Transportation Methodology Statement On Top of the World Development of Regional Impact 380.06(19)(e)2.m., F.S. Amendment, prepared by Coen & Company and updated February 2014 which is approved by this ARDO.
56. **USFWS** – United States Fish and Wildlife Service.

## II. FINDINGS OF FACT

The Board hereby makes the following Findings of Fact:

1. The OTOW ADA was filed on June 18, 1982.
2. The County adopted the 1982 Development Order on October 12, 1982.
3. On November 24, 1982, DCA filed the Appeal.
4. On September 23, 1983, DCA and OTOW, entered into the Stipulation, which resolved all disputed issues raised in the Appeal and which granted permission to develop pursuant to the 1982 Development Order, subject to the terms of the Stipulation.
5. FLWAC issued a Final Order on December 5, 1983, dismissing the Appeal based upon the terms of the Stipulation.
6. Marion County has amended the OTOW DRI Development Order four (4) times which were collectively defined above as OTOW DRI Development Order Amendments.
7. OTOW filed the E2M Application with the County on October 21, 2014 to replace and supersede the Amended OTOW DRI Development Order pursuant to the procedures set forth in Section 380.06(19)(e)2.m., Florida Statutes (2016), with this ARDO.
8. The DEO confirmed by correspondence dated April 25, 2014, that the E2M Application may be reviewed and approved pursuant to Section 380.06(19)(e)2.m., Florida Statutes (2016).
9. OTOW is the Master Developer of the OTOW DRI and has the authority to file the E2M Application and to obtain the ARDO with respect to the Property subject to this ARDO which is specifically described on **Exhibit "A"** attached hereto. Pulte Home Corporation agreed to the filing of the E2M Application and to this ARDO.
10. The E2M Application proposes the following changes to the Amended OTOW DRI Development Order:
  - A. Amend conditions as necessary to incorporate the transportation proportionate share methodology pursuant to Section 163.3180(5), Florida Statutes (2016), provide for the method and timing for satisfying the Proportionate Share Mitigation Obligation, and confirm the OTOW DRI Vested Development Program;

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- B. Delete **Exhibit “D”** to the Amended OTOW DRI Development Order and provide greater flexibility with respect to the location and design of commercial uses within the OTOW DRI to facilitate economic development as provided in Condition No. 5 of this ARDO;
  - C. Amend the conditions to reflect the already approved and adjusted phase dates, build out date, and termination date based on “statutory extensions” previously obtained pursuant to Sections 380.06(19)(c) and 253.363, Florida Statutes (2016); and
  - D. Create this ARDO for the OTOW DRI to incorporate the above changes, confirm the status of conditions from the Amended OTOW DRI Development Order, and to update those conditions as set forth herein.
11. This ARDO hereby incorporates by reference the E2M Application.
  12. The development authorized by this ARDO is consistent with the State Comprehensive Plan as set forth in Chapter 187, Florida Statutes (2016).
  13. The Property is not located within an area of critical state concern.
  14. The development authorized by this ARDO is consistent with the Marion County Comprehensive Plan and the Marion County land development regulations.
  15. The authorized agent for the Master Developer is Reggie L. Bouthillier, Esq., Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.

### III. CONCLUSIONS OF LAW

Based upon the Findings of Fact, the Board hereby makes the following Conclusions of Law:

1. The OTOW DRI development authorized by this ARDO is consistent with the State Comprehensive Plan as set forth in Chapter 187, Florida Statutes (2016).
2. The OTOW DRI and development authorized by this ARDO is consistent with the Comprehensive Plan and County land development regulations.
3. Development within the OTOW DRI shall be in accordance with the conditions of this ARDO.
4. This ARDO, as may be amended from time to time, shall govern development on the Property. This ARDO replaces and supersedes the Amended OTOW DRI Development Order in all respects.
5. Pursuant to Section 380.06(19)(e)2.m., Florida Statutes (2016), the ARDO is approved as a non-substantial deviation.

**NOW THEREFORE, BE IT RESOLVED**, by the Board of County Commissioners of Marion County, Florida, in public meeting, duly constituted and assembled this 19<sup>th</sup> day of July 2016, that based on the Findings of Fact and the Conclusions of Law, the On Top of the World Development of Regional Impact as amended by the E2M Application and this ARDO is hereby ordered approved, subject to the following conditions as set forth in this ARDO:

#### **IV. CONDITIONS OF APPROVAL**

##### **1. APPROVED DEVELOPMENT PROGRAM.**

A. **Development Program.** The OTOW DRI is approved for the land use allocations by phase as set forth in Condition No. 2 below. In addition, the development program is authorized by Map "H" (**Exhibit "B"**) and shall be implemented in accordance with this condition.

##### **(1) Residential.**

The following uses are authorized within residential areas as depicted on Map "H" (**Exhibit "B"**):

- (a) Retirement Dwelling Units.
- (b) Non-Retirement Dwelling Units.
- (c) All types of residential uses included in the definition of "residential use" in Policy 2.1.11 in the Marion County Comprehensive Plan, as adopted on May 8, 2014.
- (d) Residential amenities which may include but are not limited to any type of indoor and outdoor recreational uses (e.g., golf courses, health spas, pools, parks, trails, etc.), retail and restaurants operated within golf clubhouses, community centers, education facilities, meeting spaces, and similar functions, activities, and services. Storage facilities, including recreational vehicle and boat storage facilities, limited to residents shall also be considered residential amenities. Residential amenities not located within the designated four hundred ninety (490) acres for commercial pursuant to Condition No. 5 below, which are not limited exclusively for OTOW DRI residents and are available to members of the public shall not be considered commercial uses and are not subject to Condition No. 5 below.
- (e) Utilities and infrastructure.

(2) **Commercial.**

The following uses are allowed within commercial areas depicted on Map "H" (**Exhibit "B"**), subject to Condition No. 5 below:

- (a) All types of commercial uses included in the definition of "commercial use" in Policy 2.1.11 in the Marion County Comprehensive Plan, as adopted on May 8, 2014
- (b) All uses as listed under Residential above, except single family detached and duplexes.
- (c) Hotels.
- (d) All uses listed in the Equivalency Matrix attached as **Exhibit "C."**

B. **Total Acreage.** 11,189.66 acres.

C. **Property Legal Description.** Attached as **Exhibit "A."**

D. **Master Development Plan.** Map "H" attached as **Exhibit "B."**

2. **PHASING, BUILD-OUT, AND TERMINATION.** The OTOW DRI shall be developed in three phases as shown on the following schedule:

Phase	Phase End Date	Residential (DU)	Commercial (GSF)	Hotel (Rooms)
Phase 1	10/19/2021	14,400	253,880	250
Phase 2	10/19/2029	9,000	102,860	
Phase 3	10/19/2037	9,000	43,260	
TOTAL	10/19/2037	32,400	400,000	250

Unused development rights from a particular phase shall carry over into the next phase until buildout. The buildout date is October 19, 2037. The ARDO shall remain in effect for a period of fifty years which time period has been extended to August 7, 2048 (i.e., the termination date).<sup>1</sup> The time period for the termination date of the ARDO, the buildout of the OTOW DRI,

<sup>1</sup> The phase dates, buildout date and termination date incorporate tolling periods and extensions authorized by Florida Statutes that were documented by timely filed notices with the County on December 27, 2011 (confirmed by Marion County letter dated December 29, 2011), November 14, 2012 (confirmed by Marion County letter dated July 30, 2013), December 7, 2012, and January 11, 2016 (confirmed by Marion County letter dated February 8, 2016). As of the Effective Date of the ARDO, only one extension has been authorized by County Resolution 94-R-228 which counts cumulatively toward a future determination on whether additional extensions result in a substantial deviation pursuant to Section 380.06(19)(c), Florida Statutes

phasing dates, the downzoning protection date, and any other such deadlines shall be tolled during the time period of any appeal pursuant to Section 380.07, Florida Statutes (2016), or during the pendency of any administrative or judicial proceedings related to this ARDO.

3. **EQUIVALENCY MATRIX.** The Master Developer may increase or decrease land uses within the OTOW DRI by using the Equivalency Matrix attached as **Exhibit "C"** without filing an amendment to the ARDO. Any time the Master Developer uses the Equivalency Matrix, the DEO, NCFRPC, and the County shall be notified in writing. The Master Developer shall include in each biennial report provided pursuant to Condition No. 17 below, the cumulative development and land use totals and remaining allowable development and land use quantities. In the event the Master Developer elects to establish non-retirement residential dwelling units as allowed by the Equivalency Matrix, the non-retirement residential dwelling units shall be located within the OTOW DRI to:

- A. ensure the areas developed as retirement residential comply with applicable federal and state laws; and
- B. direct the non-retirement residential vehicular traffic to Project-wide subdivision collector type streets and away from local streets serving designated retirement residential areas.

4. **TRANSPORTATION.** The total OTOW DRI transportation proportionate share contribution amount is the Proportionate Share Mitigation Obligation. The Master Developer and Pulte Home Corporation shall each be responsible for satisfying their respective shares of the Proportionate Share Mitigation Obligation as further specified in this condition. The Master Developer's total share of the Proportionate Share Mitigation Obligation is the Master Developer's Share. Pulte Home Corporation's total share of the Proportionate Share Mitigation Obligation is Pulte's Share. The Proportionate Share Mitigation Obligation shall be satisfied by the Master Developer and Pulte Home Corporation as follows:

- A. On or before April 1, 2019:
  - (1) The Master Developer shall pay the County One Million Seventy Seven Thousand Seven Hundred Dollars and 00/100 (\$1,077,700.00).
  - (2) Pulte Home Corporation shall pay the County Two Hundred Twenty Two Thousand Three Hundred Dollars and 00/100 (\$222,300.00).
  - (3) The County shall apply the contributions totaling One Million Three Hundred Thousand Dollars and 00/100 (\$1,300,000.00) to fund the design and the permitting for the S.W. 80<sup>th</sup> Avenue

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(2016). Resolution 94-R-228 approved an extension of the phase dates, build out date and termination date by four years, eleven months and fifteen days.

Project. The County shall be responsible for the development of the S. W. 80<sup>th</sup> Avenue Project design plans.

- (4) Prior to finalizing the design of the S.W. 80<sup>th</sup> Avenue Project, and in order to accommodate required stormwater retention for the S.W. 80<sup>th</sup> Avenue Project, the Master Developer and Pulte Home Corporation shall convey by deed or easement to the County for either the expansion of existing County-owned stormwater ponds, or the creation or expansion of stormwater ponds adjacent to the S.W. 80<sup>th</sup> Avenue Project on property currently owned by the Master Developer or Pulte Home Corporation. The property to be conveyed by deed or easement to the County from the Master Developer or Pulte Home Corporation shall be property they already own and the minimum necessary property the County needs to accommodate the required retention of stormwater from the S.W. 80<sup>th</sup> Avenue Project.

B. Following the County finalizing the design for the S.W. 80<sup>th</sup> Avenue Project, and the County obtaining all required federal, state and local permits for the construction and operation of the S.W. 80<sup>th</sup> Avenue Project:

- (1) The Master Developer shall deed property that it already owns to the County which is the minimum necessary right-of-way property needed by the County to construct the S.W. 80<sup>th</sup> Avenue Project; however, the total right-of-way for the S.W. 80<sup>th</sup> Avenue Project shall in no event exceed 120 feet in width.
- (2) Pulte Home Corporation shall deed property that it already owns to the County which is the minimum necessary right-of-way property needed by the County to construct the S.W. 80<sup>th</sup> Avenue Project; however, the total right-of-way for the S.W. 80<sup>th</sup> Avenue Project shall in no event exceed 120 feet in width.
- (3) The Master Developer and Pulte Home Corporation shall separately provide to the County the necessary non-exclusive, temporary construction easements over property they already own, which is the minimum necessary property to accommodate construction activities for the S.W. 80<sup>th</sup> Avenue Project that cannot be performed by the County within the dedicated 120 feet wide right-of-way, but which shall be conducted contiguous to the right-of-way. The temporary construction easements shall terminate on the date that construction is completed.

C. On or before the earlier of either April 1, 2024 or the cumulative issuance of a Certificate of Occupancy (CO) for a total equivalent of 10,500 Retirement Dwelling Units of the OTOW DRI Vested Development Program, regardless of their completion by the Master Developer, Pulte Home Corporation, or a successor and/or assign:

(1) The Master Developer shall pay the County Five Million Ninety Eight Thousand Three Hundred Fifty Dollars and 00/100 (\$5,098,350.00).

(2) Pulte Home Corporation shall pay the County One Million Fifty One Thousand Six Hundred Fifty Dollars and 00/100 (\$1,051,650.00).

(3) The County shall apply the contributions totaling Six Million One Hundred Fifty Thousand Dollars and 00/100 (\$6,150,000.00) to fund the construction of, and shall construct, the S.W. 80<sup>th</sup> Avenue South Segment. Subject to the County obtaining all required permits and the dedicated right-of-way as provided in Paragraph No. 4.B. above, the County shall commence construction of the S.W. 80<sup>th</sup> Avenue South Segment within one (1) year from the County's receipt of the above contributions.

D. On or before the earlier of either April 1, 2029 or the cumulative issuance of a Certificate of Occupancy (CO) for a total equivalent of 12,000 Retirement Dwelling Units of the OTOW DRI Vested Development Program, regardless of their completion by the Master Developer, Pulte Home Corporation, or a successor and/or assign:

(1) The Master Developer shall pay the County Five Million Two Hundred Ninety Seven Thousand Three Hundred Ten Dollars and 00/100 (\$5,297,310.00).

(2) Pulte Home Corporation shall pay the County One Million Ninety Two Thousand Six Hundred Ninety Dollars and 00/100 (\$1,092,690.00).

(3) The County shall apply the contributions totaling Six Million Three Hundred Ninety Thousand Dollars and 00/100 (\$6,390,000.00) to fund the construction of, and shall construct, the S.W. 80<sup>th</sup> Avenue North Segment. Subject to the County obtaining all required permits and the dedicated right-of-way as provided in Paragraph No. 4.B. above, the County shall commence construction of the S.W. 80<sup>th</sup> Avenue North Segment within one (1) year from the County's receipt of the above contributions.

- E. Pursuant to this ARDO, the OTOW DRI is vested to cumulatively build out the OTOW DRI Vested Development Program. From the OTOW DRI Vested Development Program, the Master Developer shall be vested to cumulatively build out the Master Developer Vested Development Program upon satisfaction of the Master Developer obligations specified in Conditions No. 4.A. through 4.D. above, which shall satisfy all the OTOW DRI transportation mitigation and local concurrency requirements for the Master Developer Vested Development Program pursuant to Section 163.3180(5)(h), Florida Statutes (2016), as may be amended. From the OTOW DRI Vested Development Program, Pulte Home Corporation shall be vested to cumulatively build out the Pulte Vested Development Program upon satisfaction of Pulte Home Corporation obligations specified in Conditions No. 4.A. through 4.D. above, which shall satisfy all the OTOW DRI transportation mitigation and local concurrency requirements for the Pulte Vested Development Program pursuant to Section 163.3180(5)(h), Florida Statutes (2016), as may be amended. Notwithstanding Condition No. 2 of this ARDO, the Master Developer shall be entitled to complete the Master Developer Vested Development Program, and Pulte Home Corporation shall be entitled to complete the Pulte Vested Development Program through the termination date of the ARDO.
- F. The Proportionate Share Mitigation Obligation represents the maximum obligation the Master Developer and Pulte Home Corporation are required to pay until the completion of the OTOW DRI Vested Development Program. In order to ensure the Master Developer and Pulte Home Corporation are not charged more than their respective required fair shares (i.e., Master Developer's Share and the Pulte's Share), this provision shall apply to the OTOW DRI, and govern with regard to the: (i) imposition of Transportation Fees; (ii) the award, entitlement, and application of Transportation Fee credits ("**Transportation Fee Credits**"); and (iii) the relationship between the Proportionate Share Mitigation Obligation (which equals the Master Developer's Share and Pulte's Share together) and Transportation Fee Credits. The following shall apply to address Transportation Fees:
- (1) With regard to the Master Developer, the County shall first apply the remaining "impact fee credits" totaling Eight Hundred Forty Thousand Six Hundred Seven Dollars and 00/100 (\$840,607.00) ("**Master Developer's Existing Impact Fee Credits**") pursuant to the "Impact Fee Credit Agreement For Construction Improvements to Southwest 80<sup>th</sup> Avenue from State Road 200 North to Southwest 90<sup>th</sup> Street" between the County and Master Developer dated August 5, 2008 ("**SW 80<sup>th</sup> Avenue Impact Fee Credit Agreement**") toward and in lieu of the Master Developer's payment of Transportation Fees. After the Master Developer's

Existing Impact Fee Credits have been applied and exhausted as a credit against Transportation Fees required pursuant to the SW 80<sup>th</sup> Avenue Impact Fee Credit Agreement, the County shall account for all future Transportation Fees paid by the Master Developer, and the total Transportation Fees paid shall be used by the County to reduce and/or eliminate the Master Developer's Share. The Transportation Fees paid by the Master Developer which reduce and/or eliminate the Master Developer's Share shall be applied by the County to the construction of the S.W. 80<sup>th</sup> Avenue Project as specifically described above.

- (2) The County and Pulte Home Corporation do not have any impact fee credit agreements that pre-exist the Effective Date of this ARDO. The County shall also account for all Transportation Fees paid by Pulte Home Corporation, and the total Transportation Fees paid shall be used by the County to reduce and/or eliminate Pulte's Share. The Transportation Fees paid by Pulte Home Corporation which reduce and/or eliminate Pulte's Share shall be applied by the County to the construction of the S.W. 80<sup>th</sup> Avenue Project as specifically described above.
- (3) Pulte Home Corporation shall only be entitled to apply the Transportation Fees it pays to reduce and/or satisfy Pulte's Share. After Pulte's Share has been satisfied by the Transportation Fees it pays to the County, any and all Transportation Fees paid by Pulte Home Corporation exceeding Pulte's Share shall first be applied by the County to reduce and/or eliminate the Master Developer's Share. If on April 1, 2029 Pulte's Share has not been satisfied by Transportation Fees paid by Pulte Home Corporation as provided above ("**Remaining Pulte Share**"), and Pulte Home Corporation is required to pay the County the Remaining Pulte Share, Pulte Home Corporation shall be entitled to an amount of Transportation Fee Credits equal to the Remaining Pulte Share, which may be applied to satisfy future Transportation Fees in an amount equal to the Remaining Pulte Share ("**Pulte's Transportation Fee Credit**"). Pulte's Transportation Fee Credit shall be fully transferable and assignable by Pulte Home Corporation within Road Construction District #1 (i.e. West District) as defined by Exhibit "A" (Road Construction Districts) to Marion County Ordinance No. 15-14 upon written notice to the County specifying the party to whom assigned and the amount of credit assigned. After Pulte's Transportation Fee Credit has been either exhausted or assigned, all future Transportation Fees paid by Pulte Home Corporation shall be accounted for by the County, and the Master Developer shall be entitled to credit these Transportation Fees paid

to offset any future transportation mitigation requirements that may be required, regardless of the timing or phase.

(4) If after April 1, 2029, the Master Developer's Share has not been satisfied by Transportation Fees paid by the Master Developer and Pulte Home Corporation as provided above ("**Remaining Master Developer Share**"), and the Master Developer is required to pay the County the Remaining Master Developer Share (or portion thereof), the Master Developer shall be entitled to an amount of Transportation Fee Credits equal to the Remaining Master Developer Share (or portion thereof), which may be applied to satisfy future Transportation Fees in an amount equal to the Remaining Master Developer Share ("**Master Developer's Transportation Fee Credit**") regardless of the timing or phase. The Master Developer's Transportation Fee Credit shall be fully transferable and assignable by the Master Developer within Road Construction District #1 (i.e. West District) as defined by Exhibit "A" (Road Construction Districts) to Marion County Ordinance No. 15-14 upon written notice to the County specifying the party to whom assigned and the amount of credit assigned.

G. (1) If the Master Developer fails to timely comply with any Master Developer obligations as set forth in Condition Nos. 4.A. through 4.D. above, the County may withhold the approval of local development orders (e.g., Rezoning, Special Use Permit, Master Plan, Preliminary Plat, Improvement Plan, Final Plat, Site Plan, etc.) and/or the issuance of building permits to the Master Developer until the obligations are satisfied. If Pulte Home Corporation fails to timely comply with any Pulte Home Corporation obligations as set forth in Condition Nos. 4.A. through 4.D. above, the County may withhold the approval of local development orders (e.g., Rezoning, Special Use Permit, Master Plan, Preliminary Plat, Improvement Plan, Final Plat, Site Plan, etc.) and/or the issuance of building permits to Pulte Home Corporation until the obligations are satisfied. The Master Developer shall not be responsible for any obligations in Condition No. 4 which apply to Pulte Home Corporation, nor shall the Master Developer be responsible for Pulte Home Corporation's failure to comply or satisfy any of the above obligations which apply to Pulte Home Corporation. Pulte Home Corporation shall not be responsible for any obligations in Condition No. 4 which apply to the Master Developer, nor shall Pulte Home Corporation be responsible for the Master Developer's failure to comply or satisfy any of the above obligations which apply to the Master Developer.

(2) If either the Master Developer or Pulte Home Corporation fails to timely comply with any one of their respective obligations as set forth in Condition Nos. 4.A. through 4.D. above, the County may delay its

corresponding obligation to perform in the related subsections of Condition Nos. 4.A. through 4.D. above by an equal amount of time. The County may elect to proceed in satisfying the obligations in Condition Nos. 4.A. through 4.D.; however, the County election to proceed is not, and shall not, serve in any way to suspend or terminate the obligations of the Master Developer or Pulte Home Corporation as set forth in Condition Nos. 4.A. through 4.D.

H. Initiation of the OTOW DRI Phase 3 Development Program:

- (1) Marion County shall not issue building permits for residential development cumulatively exceeding the Master Development Vested Development Program and Pulte Vested Development Program until such time as the Master Developer submits a transportation study to the County which addresses the transportation proportionate share obligations, if any, to complete the build out of the OTOW DRI.
- (2) The transportation study shall be provided consistent with the Transportation Methodology Statement and Technical Memorandum, unless the Master Developer proposes an alternative transportation methodology to the County, which alternative shall be subject to approval by the County.
- (3) The transportation study shall include the methodology and resulting calculations for any transportation proportionate share mitigation and shall be consistent with the Transportation Methodology Statement and Technical Memorandum pursuant to Section 163.3180(5)(h), Florida Statutes (2016), unless the Master Developer proposes an alternative proportionate share methodology and resulting calculations, which alternative shall be subject to approval by the County.
- (4) If the agreed upon transportation study and resulting proportionate share mitigation calculations conclude that there are no significant and adverse impacts to regionally significant roadways, the Master Developer may initiate and complete the OTOW DRI Phase 3 development program through the build out date (i.e., October 19, 2037, as may be extended) and shall have no further obligations or conditions regarding transportation. If the agreed upon transportation study and resulting proportionate share mitigation calculations conclude that there are significant and adverse impacts to regionally significant roadways and the Master Developer elects to continue with the Phase 3 Development Program, the Master Developer shall submit an amendment application in similar form and process to the E2M Application proposing appropriate mitigation.

5. **COMMERCIAL USES.** Commercial uses shall be located and developed in accordance with the following criteria.

- A. Map "H" conceptually depicts commercial locations. Commercial uses are not limited to the conceptual locations and may be sited and developed in accordance with the criteria set forth in this condition.
- B. The total acreage of all commercial tracts and/or lots, upon buildout of the Project, shall not exceed four hundred ninety (490) acres.
- C. All commercial development shall occur on tracts and/or lots established through the filing of a subdivision plat in conformance with the Marion County Land Development Code.
- D. Non-automotive resident access to commercial development areas shall be encouraged through project design and development. Pedestrian, bicycle, golf cart, and multi-modal access methods shall be considered non-automotive access methods. Examples of design and development encouraging non-automotive access may include, but are not limited to, the following:
  - (1) The provision of non-automotive access travel routes designed as separate non-automotive access and automotive access routes. Such travel routes may include sidewalks, bike paths, golf cart paths, and multi-modal paths. Such route paths may be provided independently or combined with streets as street side routes or combined street-path routes.
  - (2) The provisions of specifically designed parking areas to accommodate bicycles and golf carts.
  - (3) The provision of direct non-automotive access routes between residential and commercial areas. Examples of such direct access include scenic sidewalks, bike paths, golf cart paths, and multi-modal paths, which pass through land use buffers to provide direct connections between residential and commercial areas, thereby allowing residents to avoid using roadways for travel routes.

6. **SCHOOLS.** The Master Developer shall address the potential impact of the non-retirement residential uses on the school system in accordance with the requirements of the Marion County School District as reflected in the letter from the Marion County District dated May 24, 1996, attached hereto as **Exhibit "D."** **Status: Continues to apply.**

7. **PUBLIC FACILITIES.**

- A. **Water Supply.** The Master Developer should request additional consumptive use capacity when needed to adequately service the residents of the development. **Status: Continues to apply.**
- B. **Fire.** The Master Developer or Developer should coordinate with the County and the Fire and EMS Advisory Board, addressing future needs for additional fire stations and equipment. **Status: Continues to apply. Conveyed 2.48 acres to Marion County on July 7, 2007 within adjacent south Employment Center land and County constructed a fire station which is now operational.**
- C. **Solid Waste.** In the event residential curbside pick-up is established in all or any portion of the OTOW DRI, a curbside recycling program shall also be implemented by the Master Developer or Developer at the same time as the residential curbside pick-up is established. The Master Developer or Developer shall also coordinate with the County to participate in the commercial business recycling program. These programs shall be initiated with the concurrence of the County Solid Waste Department. Prior to the time any curbside pick-up is established in the OTOW DRI, the Master Developer or Developer shall, within one (1) year of approval of the Third DRI Amendment, establish centralized Residential Recycling Centers in conjunction with the centralized Residential Solid Waste Collection Centers. The Master Developer or Developer may negotiate with the Marion County Solid Waste Department and agree to alternate solutions. Solutions identified and agreed to by the parties through such negotiations shall be reflected in a written agreement between the Master Developer or Developer and the County.

All new residential properties developed within the OTOW DRI shall be subject to participation in any duly adopted MCSWMSBU, provided that, this paragraph shall not be construed to preclude, or to be a waiver of, the Master Developer's, Developer's or any OTOW resident's, right to challenge the validity of the MCSWMSBU, or any assessment or charge created thereunder.

**Status: The one (1) year deadline was met by the Master Developer and the remainder of this condition continues to apply.**

8. **FISH AND WILDLIFE.**

- A. To achieve the desired acreage of habitat protection, the Master Developer shall establish the following Conservation Areas as depicted on Map "H" attached hereto as Exhibit "B":<sup>2</sup>
- (1) Conservation Area #1, consisting of thirty-three (33) acres;
  - (2) Conservation Area #2, consisting of two hundred thirty-five (235) acres;
  - (3) Conservation Area #3, consisting of eighty-two and a half (82.5) acres; and
  - (4) Conservation Area #5, consisting of twenty-five (25) contiguous acres, with the exception of golf cart paths (five [5] to seven [7] feet wide).

**Status: Completed.** In exchange for the 25 acre expansion of Conservation Area #2 to 260.02 acres, the FFWCC agreed that Conservation Area #5 would not be impressed with a conservation easement, but required that Conservation Area Nos. 2, 3 and 4 be impressed by conservation easements. Conservation Area #1 was increased from thirty-three (33) acres to forty and nine one hundredths acres (40.09) as shown on Map "H."

~~B. The design specifications for Conservation Area #5 will be submitted to the FFWCC within two (2) months of the approval of the Third DRI Amendment for review and approval by the FFWCC before being finalized.~~

**Status: Deleted.** The FFWCC approved the 25 acre transfer from Conservation Area #5 to #2.

~~C. Gopher tortoises from surrounding areas of the Property will be relocated to Conservation Area #5 to establish and maintain viable tortoise populations within the preserve.~~

**Status: Deleted.** The FFWCC approved the 25 acre transfer from Conservation Area #5 to #2.

~~D. Conservation Area #5 will be fenced with hog wire or other suitable material to preclude tortoises from escaping.~~

**Status: Deleted.** The FFWCC approved the 25 acre transfer from Conservation Area #5 to #2.

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<sup>2</sup> Conservation Area #4, consisting of thirty-five (35) acres, is not located within the OTOW DRI and therefore is not subject to this ARDO.

- E. Conservation Areas #2 and #3 and #5 will be placed under perpetual conservation easements, approved by and granted to the FFWCC, to help assure their long-term preservation and management. (Conservation Area #1 was previously the subject of a conservation easement in favor of the FFWCC.)

**Status: Deleted as to Conservation Area #5 and completed for Conservation Areas #2 and #3. In exchange for the 25 acre expansion of Conservation Area #2, the FFWCC agreed that Conservation Area #5 would not be impressed with a conservation easement, but required that Conservation Area #s 2 and 3 in the DRI and #4 in the Vested Area be impressed by conservation easements. The Master Developer has satisfied all of the conditions regarding the conservation areas and there are no further obligations of the Master Developer, including reporting, regarding these conservation areas pursuant to this ARDO. The Master Developer will report, as required, directly to the FFWCC pursuant to the terms of the conservation easements.**

- F. The Master Developer shall record all of the executed conservation easements in the permanent County property records within one year from the date that the Third DRI Amendment is approved.

**Status: Completed**

- ~~G. The Master Developer and Developer, as applicable, shall adhere to the conditions contained within the approved Ocala Sandhills Red Cockaded Woodpeckers Habitat Conservation Plan (HCP) and Application for Incidental Take Permit for On Top of the World, Inc.'s Central Site, dated October 28, 1996 and the approved Habitat Conservation Plan and Application for Incidental Take Permit for On Top of the World, Inc.'s Central Site Ocala Sandhills Florida Scrub Jays and Associated Plants and Animals, dated December 1, 1998.~~

**Status: Deleted. The Master Developer has satisfied the conditions of the HCPs and Incidental Take Permits as referenced in this condition. There are no further obligations of the Master Developer, including reporting, regarding the HCPs and the Incidental Take Permits pursuant to this ARDO. The Master Developer will report, as required, directly to the relevant Federal and State agencies pursuant to the applicable terms of the HCPs and Incidental Take Permits.**

9. **GOLF COURSES.**

- A. Prior to construction of any new golf courses within the OTOW DRI the Master Developer shall submit a Management Plan to DCA, the NCFRPC, and the County. The major purpose of the Management Plan is to assure protection of groundwater resources, including spring systems which may be impacted by development of golf courses within the OTOW DRI,

through the commitment to utilize best management practices. The Management Plan shall incorporate and address the following:

(1) **Water Quality.**

- a. Monitoring:
  - i. Frequency.
  - ii. Location.
  - ii. Parameters.
  - iv. Agencies for submittal of monitoring data shall be DEO and the FDEP.
  - v. Remedial Procedures – and when they will be triggered. Remedial procedures shall contain criteria to determine what modifications to management practices are needed, if any, to correct violations of a standard in the Management Plan.
- b. Water Conservation.
- c. Integrated Pest Management.
  - i. Pesticide Selection
  - ii. Keeping records of all additives applied to the course
  - iii. Pesticide safety and storage
- d. Waste Management.
- e. Wildlife Habitat Management.

**Status: Completed. A Management Plan was approved by DCA pursuant to a Settlement Agreement dated March 10, 2003.**

- B. No new golf course construction shall occur until the Management Plan is approved by DCA and the County except that no DCA approval is required for the Waste Management portion of the Management Plan. DCA will rely upon the FFWCC for review for compliance with the wildlife mitigation requirements contained within the Third DRI Amendment. Any decision regarding the Management Plan shall be appealable in accordance with Section 380.07, *Florida Statutes*.

**Status: Completed.**

- C. **Landscaping.** Master Developer and Developer shall continue incorporation into the development of the landscaping principles of the Florida Yards and Neighborhoods program.

**Status: Continues to apply.**

- D. **Irrigation.**
- (1) Master Developer and Developer shall continue minimizing the use of irrigation water on the project site to the extent necessary for landscape maintenance.
  - (2) Master Developer and Developer shall utilize reclaimed or another non-potable water source for irrigation, where available.
  - (3) For projects incorporating wastewater reuse, Master Developer and Developer shall continue to modify fertilizer types and/or application rates to reflect the nitrogen content of the reclaimed water.

**Status: Continues to apply.**

- E. **General.** Master Developer and Developer shall continue to develop and implement educational efforts to inform project residents of their role in protecting ground and surface water resources.

**Status: Continues to apply.**

10. **HISTORICAL AND ARCHAEOLOGICAL.**

- A. **Site 8MR209.** In compliance with Section 267.061(b), *Florida Statutes* and "Historical Preservation Compliance and Review Program of the Florida Department of State, Division of Historical Resources," November 1990 Final Draft Document, Master Developer commits to preserving Site 8MR209 in place or submitting a Data Recovery Plan to the Division of Historical Resources for its approval. Upon written approval of the Data Recovery Plan, development of Site 9MR209 may proceed.

**Status: Completed. The Master Developer has elected to preserve this site as part of Sholom Park.**

- B. **Upland Portion of Site 8MR210.** Prior to any development activities which would impact the site, Master Developer commits to conducting Phase II testing on this site. If such testing reveals that the site is eligible for listing in the National Register of Historical Places, Master Developer

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July 19, 2016

Page 21

commits to preserving it in place or mitigating any impacts in the manner set forth in Condition No. 4.a., above. If such testing reveals that the site is ineligible for listing on the national Register of Historical Places, development of the Upland Portion of Site 8MR210 may proceed.

**Status: Completed. As approved by DHR, the sinkhole portion of this site will be preserved and the upland areas are authorized for development.**

- C. **Sinkhole Portion of Site 8MR210.** The site shall be preserved in place. The Master Developer reserves the right to appropriately fence the Sinkhole Portion of Site 8MR210 due to potential human safety concerns.

**Status: Completed.**

11. **CIRCLE SQUARE WOODS SUBDIVISION.** The CSW Plat dedicates all roads in the subdivision to Marion County, and identifies certain public rights-of-way for drainage and other purposes. Portions of the CSW Plat have been annulled or re-platted as stated on the CSW Plat, and Master Developer and Pulte Home Corporation anticipate future re-platting as the Property is developed. The roadways comprising the Master Roadway Corridors as referenced on **Exhibit "B"** are planned as future regional roadways. The Master Developer and the County shall cooperatively work together and enter into an agreement to address the terms and conditions of the future dedication of the right-of-way for these regional roads, including the future operation and maintenance. Unless otherwise agreed to by the Master Developer and the County, all future roads and associated stormwater retention areas not identified as part of the Master Roadway Corridors shall not be dedicated to the County and may remain in private ownership or dedicated by the Master Developer to a CDD or property owners association. Future plats or replats shall provide Marion County an easement for ingress and egress for emergency access to each subdivision pursuant to the County Land Development Code. Marion County shall have no obligation for improvement or maintenance of private street rights-of-way, storm drainage facilities, or utility easements that remain in private ownership.  
**Status: Continues to apply.**

12. **COMMUNITY DEVELOPMENT DISTRICTS.** To the extent this ARDO requires that the Master Developer and/or Developer contribute land, provide funding, construct facilities, or otherwise make any other contribution toward infrastructure, transportation, projects, systems or facilities as set forth in Chapter 190, Florida Statutes, including without limitation, those in Section 190.012(1) and (2), Florida Statutes, then a CDD properly formed under the statutes, may independently satisfy such obligations. To the extent provided by law, when any such obligation under this ARDO is met or performed by the CDD, then the Master Developer and/or Developer shall no longer be subject to the obligation; however, the Master Developer shall be responsible for reporting on the status of such obligations in each Biennial Report. The County agrees that, in the event that any such obligations as referenced above, including proportionate share contributions and related pipelined improvements, are satisfied by a CDD, then the CDD shall be eligible for impact fee credits to the extent provided by law.  
**Status: Continues to apply.**

13. **BINDING EFFECT.** This ARDO shall be binding upon the Master Developer, and Pulte Home Corporation, and their respective assignees and successors in interest. **Status: Continues to apply.**

14. **MASTER DEVELOPER.** All Developers within the OTOW DRI shall be required to obtain prior written approval from the Master Developer for any application to amend the ARDO. The Master Developer shall have the exclusive authority to request an amendment to this ARDO and no authorization from Developers will be required to obtain an amendment to the ARDO. The Master Developer shall have the right to seek any form of judicial relief against other Developers within the OTOW DRI to compel compliance with this ARDO. **Status: Continues to apply.**

15. **INVALIDITY.** In the event any portion or section of this ARDO is determined to be invalid, illegal or unconstitutional by a court of competent and final jurisdiction, such decision shall in no matter affect the remaining portions or sections of this ARDO, and said remaining portion or section shall govern the development of the OTOW DRI. **Status: Continues to apply.**

16. **RECORDING.** This ARDO, and any subsequent amendments, shall be recorded by Master Developer in the Public Records of Marion County, Florida, and this ARDO shall govern the development of the OTOW DRI. **Status: Continues to apply.**

17. **LOCAL MONITORING.** The Marion County Growth Services Director will be responsible for monitoring the development pursuant to the requirements of Section 380.06(17), Florida Statutes (2016). The monitoring procedures for the development shall include plat review, construction permits and on-site inspection. **Status: Continues to apply.**

18. **BIENNIAL REPORTING.** In accordance with Section 380.06(18), Florida Statutes (2016), the Master Developer shall submit a biennial report on or before two years from the Effective Date of this ARDO and every second year thereafter during the buildout of the Project. The Biennial Report shall be submitted to the County, NCFRPC and DEO. **Status: Continues to apply.**

19. **DOWNZONE PROTECTION.** The OTOW DRI, as approved by this ARDO, shall not be subject to downzoning or reduction of land uses prior to August 7, 2048, as such date may be extended, unless OTOW consents to such change. **Status: Continues to apply.**

20. **CONSISTENCY AND VESTING.** The development described in this ARDO is determined to be consistent with the Florida Statutes, the Comprehensive Plan, and all County ordinances and regulations in effect as of the Effective Date. The rights of OTOW as Master Developer, or its successors and assigns, to complete the development described in this ARDO are hereby vested pursuant to Section 163.3167(8), Florida Statutes (2016), and Florida common law. Nothing in the Florida Statutes or the County's ordinances and regulations, including Florida Statutes, County ordinances and regulations currently in effect, or as amended in the future, or later-adopted Florida Statutes, County ordinances and regulations, shall be construed to restrict, alter, amend, modify or abridge the rights of OTOW, or its successors or assigns, to

complete the development authorized herein, as originally approved, or as amended in the future.

21. **EFFECTIVE DATE.** The “Effective Date” of this ARDO shall be the expiration date of all applicable appeal periods following the County’s approval of the ARDO.

**[SIGNATURE BLOCKS APPEAR ON FOLLOWING PAGES]**

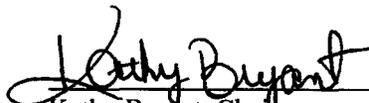
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July 19, 2016

Page 24

PASSED AND APPROVED BY THE BOARD OF COUNTY COMMISSION OF  
MARION COUNTY, FLORIDA THIS 19<sup>th</sup> DAY OF JULY, 2016.

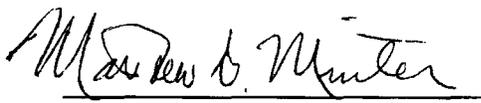
**BOARD OF COUNTY COMMISSION  
OF MARION COUNTY, FLORIDA**

  
Kathy Bryant, Chairman

**ATTEST:**

By:   
David R. Ellspermann, Clerk of Court

Approved as to Form:

  
Matthew G. Minter  
County Attorney

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July 19, 2016

**AMENDED AND RESTATED DEVELOPMENT ORDER  
ON TOP OF THE WORLD DEVELOPMENT OF REGIONAL IMPACT**

ON TOP OF THE WORLD COMMUNITIES,  
INC.  
a Florida corporation

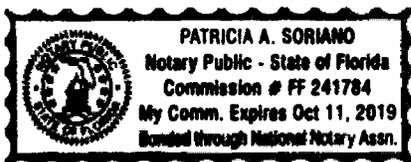
  
\_\_\_\_\_  
Kenneth D. Colen  
President

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 22nd day of August, 2016, by Kenneth D. Colen, as President of On Top of the World Communities, Inc., a Florida corporation. He is  personally known to me or  has produced \_\_\_\_\_ as identification.

Notary:   
Print Name: Patricia A. Soriano  
Notary Public, State of Florida  
My commission expires: 10-11-19

[NOTARIAL SEAL]



July 19, 2016

AMENDED AND RESTATED DEVELOPMENT ORDER  
ON TOP OF THE WORLD DEVELOPMENT OF REGIONAL IMPACT

PULTE HOME CORPORATION,  
a Michigan corporation

*Robert Banner*

Print Name: ROBERT BANNER

Title: PULTE - DIR. OF LAND DEVELOPMENT

STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 22 day of August, 2016, by ROBERT BANNER, as Dir. of Land Development of Pulte Home Corporation, a Florida corporation. (S)He is  personally known to me or  has produced \_\_\_\_\_ as identification.

Notary: *Sarah N. Cantrell*

Print Name: Sarah N. Cantrell

[NOTARIAL SEAL]

Notary Public, State of Florida

My commission expires: 10/26/2019



Sarah N. Cantrell  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF930628  
Expires 10/26/2019

July 19, 2016

**AMENDED AND RESTATED DEVELOPMENT ORDER  
ON TOP OF THE WORLD DEVELOPMENT OF REGIONAL IMPACT**

**EXHIBIT "A"**

**PROPERTY LEGAL DESCRIPTION**

---

July 19, 2016

**AMENDED AND RESTATED DEVELOPMENT ORDER  
ON TOP OF THE WORLD DEVELOPMENT OF REGIONAL IMPACT**

**LEGAL DESCRIPTION OF  
ON TOP OF THE WORLD DEVELOPMENT OF REGIONAL IMPACT**

All of CIRCLE SQUARE WOODS as per plat thereof recorded in Plat Book "P" pages 30 thru 103 of the Public Records of Marion County, Florida. And,

Beginning at the Quarter corner of the West boundary of Section 19, Township 16 South, Range 21 East, Marion County, Florida; thence South along said West boundary 210.97 feet to the Northerly right-of-way line of State Road No. 200; thence North 41° 47' East along said right-of-way line 113.47 feet; thence North 30° 54' West 147.23 feet to the Point of Beginning. And,

The N.E. 1/4 of the N.W. 1/4 and the N.W. 1/4 of the N.E. 1/4 and the North 1/2 of the N.E. 1/4 of the N.E. 1/4 all in Section 1, Township 16 South, Range 20 East, more particularly described as follows:

Commence at the Northwest corner of Section 1, Township 16 South, Range 20 East, Marion County, Florida; Thence N.89°57'14"E., along the North boundary of said Section, 1327.98 feet to the N.W. corner of the Northeast 1/4 of the Northwest 1/4 of said Section, said point also being the Point of Beginning. Thence continue along the North boundary of said Section, N.89°56'21"E., 1328.50 feet to the Northeast corner of said Northeast 1/4 of the Northwest 1/4; Thence continue along said North boundary N.89°56'36"E., 2656.81 feet to the Northeast corner of the North 1/2 of the Northeast 1/4 of said Section 1; Thence S.00°00'17"E., along the East boundary of said North 1/2 of the Northeast 1/4 of the Northeast 1/4, 661.11 feet to the Southeast corner of said North 1/2 of the Northeast 1/4 of the Northeast 1/4; Thence S.89°54'40"W., along the South boundary of said North 1/2 of the Northeast 1/4 of the Northeast 1/4, 1328.86 feet to the Southwest corner of said North 1/2 of the Northeast 1/4 of the Northeast 1/4, said point lying on the East boundary of the Northwest 1/4 of the Northeast 1/4 of said Section 1; Thence S.00°02'47"E., along the East boundary of said Northwest 1/4 of the Northeast 1/4, 662.36 feet to the Southeast corner of the Northwest 1/4 of the Northeast 1/4; Thence S.89°51'08"W., along the South boundary of said Northwest 1/4 of the Northeast 1/4, 1328.22 feet to the Southwest corner of said Northwest 1/4 of the Northeast 1/4; Thence S.89°51'00"W., along the South boundary of said Northeast 1/4 of the Northwest 1/4, 1327.04 feet to the Southwest corner of said Northeast 1/4 of Northwest 1/4; Thence N.00°04'37"W., along the West boundary of said Northeast 1/4 of Northwest 1/4, 1328.40 feet to the Point of Beginning. Above described parcel being situated in Marion County, Florida, and containing 101.04 acres, more or less.

**LESS AND EXCEPT:**

The North one-half (N 1/2) and the Southwest one-quarter (SW 1/4) of Section 32, Township 15 South, Range 21 East, Marion County, Florida.

**LESS AND EXCEPT:**

All of Section 31, Township 15 South, Range 21 East, Marion County, Florida.

**LESS AND EXCEPT:**

The Northwest one-quarter of the Northwest one-quarter (NW ¼-NW ¼) and the North one-half of the Northeast one-quarter of the Northwest one-quarter (N ½-NE ¼-NW ¼) and the Southeast one-quarter of the Northeast one-quarter of the Northwest one-quarter (SE ¼-NE ¼-NW ¼) and the West one-half of the Northwest one-quarter of the Northeast one-quarter (W ½-NW ¼-NE ¼) and the West one-half of the Southwest one-quarter of the Northwest one-quarter (W ½-SW ¼-NW ¼) and the North one-half of the Southwest one-quarter of the Northeast one-quarter of the Northwest one-quarter (N ½-SW ¼-NE ¼-NW ¼) of Section 5, Township 16 South, Range 21 East, Marion County, Florida.

**LESS AND EXCEPT:**

The North one-half (N ½) and the North one-half of the North one-half of the South one-half (N ½-N ½-S ½), except the South 100 feet of said North one-half of the North one-half of the South one-half (N ½-N ½-S ½) of Section 6, Township 16 South, Range 21 East, Marion County, Florida.

**LESS AND EXCEPT:**

All of CIRCLE SQUARE WOODS FIRST REPLAT as per plat thereof recorded in Plat Book "Y" Page 88 of the Public Records of Marion County, Florida.

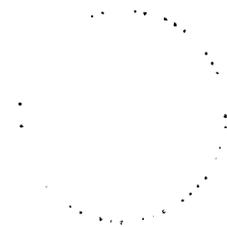
**LESS AND EXCEPT:**

A parcel of land located in Section 24, Township 16 South, Range 20 East and Section 19, Township 16 South, Range 21 East Marion County, Florida and being more particularly described as follows:

Commence at the Northwest corner of the CIRCLE SQUARE WOODS FIRST REPLAT as per plat thereof recorded in Plat Book "Y" Page 88 of the Public Records of Marion County, Florida; thence South 48° 21' 33" East, along the Northeasterly line of said CIRCLE SQUARE WOODS FIRST REPLAT, a distance of 17.00 feet to the Point of Beginning; thence North 41° 38' 27" East 391.91 feet; thence North 48° 21' 33" West 677.91 feet; thence North 41° 38' 27" East 477.74 feet; thence North 00° 42' 17" East 1555.30 feet to the North line of Section 24, Township 16 South, Range 20 East; thence North 89° 09' 46" East, along said line 1200.69 feet to the Northeast corner of said Section 24; thence South 89° 48' 12" East, along the North line of Section 19; Township

16 South, Range 21 East, 1453.23 feet to the Northeast corner of the West one-half ( $W \frac{1}{2}$ ) of the Northwest one-quarter ( $NW \frac{1}{4}$ ) of said Section 19; thence South  $00^{\circ} 40' 27''$  West, along the East line of said West one-half ( $W \frac{1}{2}$ ) of the Northwest one-quarter ( $NW \frac{1}{4}$ ), a distance of 1227.93 feet, to the Northerly right-of-way of State Road No. 200; thence South  $41^{\circ} 38' 27''$  West, along said Northerly right-of-way, a distance of 2890.10 feet to the Northeast corner of CIRCLE SQUARE WOODS FIRST REPLAT; thence North  $48^{\circ} 21' 33''$  West, along the Northeasterly line of CIRCLE SQUARE WOODS FIRST REPLAT, a distance of 1083.00 feet to the Point of Beginning.

Page 3 of 3



**EXHIBIT "B"**

**MAP "H" MASTER PLAN**

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July 19, 2016

**AMENDED AND RESTATED DEVELOPMENT ORDER  
ON TOP OF THE WORLD DEVELOPMENT OF REGIONAL IMPACT**

**EXHIBIT "B"**

**DRI PHASING TABLE**

PHASE	PHASE END DATE	RETIREMENT DWELLING UNITS <sup>1</sup>	COMMERCIAL SQUARE FEET	HOTEL ROOMS <sup>2</sup>
Phase I	10/18/2021	14,400	253,880	250
Phase II	10/18/2029	9,000	102,860	0
Phase III	10/18/2037	9,000	43,260	0
<b>TOTAL</b>	<b>10/18/2037</b>	<b>32,400<sup>3</sup></b>	<b>400,000<sup>3</sup></b>	<b>250<sup>3</sup></b>

DRI Buildout Date: October 18, 2037  
 Term/Retire Date: August 7, 2048

**NOTES TO DRI PHASING TABLE**

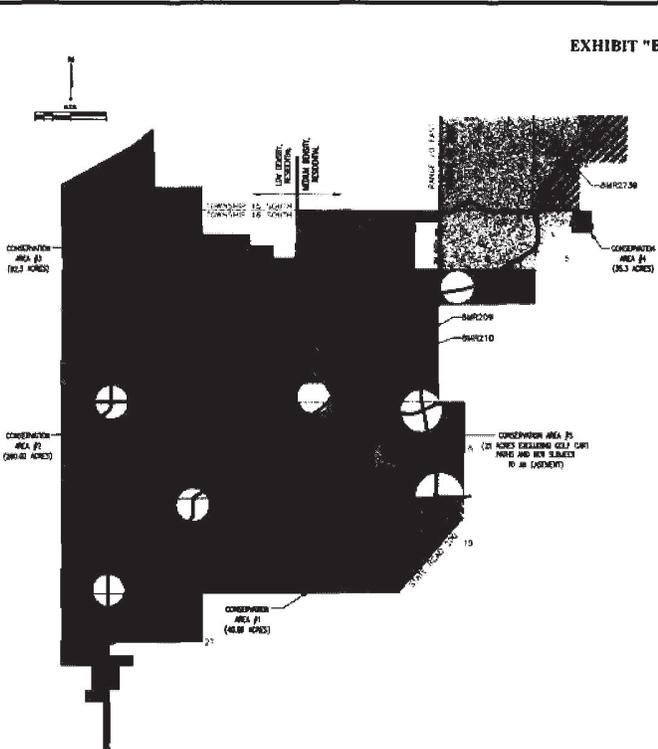
1. Retirement dwelling units may be exchanged for other land uses pursuant to Amended and Restated Development Order (ARDO) Condition No. 3 and the Expediency Matrix attached as Exhibit "C".
2. Hotel land use shall be located consistent with applicable Marion County Zoning Code.
3. Cumulative amount including previous phase(s).

**LAND USE TABLE**

SYMBOL	LAND USE	ACREAGE
<b>DRI APPROVED AREAS<sup>1,2</sup></b>		
[Symbol]	Residential <sup>3</sup>	10,282.05
[Symbol]	Commercial <sup>4</sup>	480.0
[Symbol]	Conservation Areas (Subject to assessments)	382.61
[Symbol]	Conservation Area #5 (Not subject to an assessment)	25.0
	<b>Total DRI Areas</b>	<b>11,169.66</b>
<b>VESTED AREAS<sup>5,7</sup></b>		
[Symbol]	Conservation Area #4	35.3
[Symbol]	Vested Residential	1,665.7
[Symbol]	Vested Commercial	110.0
[Symbol]	Earl Employment Center (308.2 acres included in vested Residential acreage)	
[Symbol]	South Employment Center (83.25 acres included in vested Residential acreage)	
	<b>Total Vested Areas</b>	<b>1,811.0</b>
	<b>Total DRI and Vested Areas</b>	<b>13,000.66</b>
<b>OTHER AREA</b>		
[Symbol]	Other OTOW Land	193.0
	<b>TOTAL ACRES (DRI, Vested, and Other)</b>	<b>13,193.66</b>

**NOTES TO LAND USE TABLE**

1. Vested areas described for informational purposes only. Refer to DED file No.: BLM 05-2014-007 dated July 21, 2014, as may be amended from time to time (BLM).
2. Includes a minimum of 700 acres of Golf Course, Parks and Recreational Amenities.
3. All land use boundaries are conceptual. Actual boundaries for each land use area will be finalized at the time of construction permitting.
4. Potential locations of internal commercial areas are illustrative and may be relocated and/or consolidated pursuant to ARDO condition No. 5.
5. [Symbol] Archaeological (see ARDO and BLM).
6. Other OTOW Land included road access.
7. [Symbol] Master Roadway Corridors pursuant to Master Roadway Corridor Map prepared by American Heritage Engineering of Florida, Inc. last revised May 2, 2006.
8. Map "H" is in color format and shall not be relied on in black and white format.



*ON TOP OF THE WORLD DRI*

ON TOP OF THE WORLD COMMUNITIES, INC.

DATE: 07/05/16  
 TITLE: AMENDED AND RESTATED DEVELOPMENT ORDER MAP "H"  
 SCALE: N.T.S.  
 SHEET NUMBER: 1 of 1

**JCH**  
 CONSULTING GROUP, INC.  
 ENGINEERING, ARCHITECTURE, PLANNING, ENVIRONMENTAL & GIS  
 1000 UNIVERSITY BLVD., SUITE 1000  
 GAITHERSBURG, MD 20878  
 TEL: 301.921.2200 FAX: 301.921.2201  
 WWW.JCHCONSULTING.COM

**EXHIBIT "C"**

**EQUIVALENCY MATRIX (LAND USE EXCHANGE TABLE)**

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July 19, 2016

**AMENDED AND RESTATED DEVELOPMENT ORDER  
ON TOP OF THE WORLD DEVELOPMENT OF REGIONAL IMPACT**

## Exhibit "C"

### EQUIVALENCY MATRIX (LAND USE EXCHANGE TABLE) ON TOP OF THE WORLD DRI

Change from Retirement Dwelling Units (RDU) to:	ITE Land Use Code	Exchange Ratio per Unit of Analysis (DU, Bed, RV or 1,000 S.F. as applicable)
Non-Retirement Residential (DU)	210	1 DU = 3.7037 RDU
Independent Living Facility Unit (ILF)	253	1 ILF = .6296 RDU
Assisted Living Facility Unit (ALF)	254	1 ALF = 1.0741 RDU
Skilled Nursing Facility Bed (SNF Bed)	620	1 SNF Bed = .8148 RDU
Specialty Retail	826	1,000 S.F. = 9.6844 RDU
Office	710	1,000 S.F. = 9.9593 RDU
Medical Office	720	1,000 S.F. = 11.5667 RDU
Mini-Warehouse	151	1,000 S.F. = .9630 RDU
RV Park	416	1 RV Campsite = 1.0 RDU

1. Based on ITE Trip Generation Manual, 9<sup>th</sup> Ed.
2. Exchange ratios based on ITE trip rates during p.m. peak hour (adjacent street). Average ITE trip rates are utilized for all land uses except Specialty Retail, Office and Medical Office, which apply ITE formula. Exchange ratio per 1,000 S.F. for Specialty Retail derived using formula based on 100,000 square feet and applies to all retail/service establishments. Exchange ratios per 1,000 S.F. for office and medical office derived using formula based on 50,000 square feet. All exchange ratios apply per unit of analysis as indicated in the table regardless of size.
3. RDU = ITE Land Use Code 251.
4. Examples: 100 DUs requires reduction of 371 RDUs. 100 SNF Beds requires reduction of 82 RDUs. 100,000 square feet of Specialty Retail requires reduction of 969 RDUs.
5. If a proposed land use is not listed above or is not considered as a component of one of the uses listed in the exchange table, then the appropriate ITE land use category shall be applied to calculate the exchange ratio for that proposed use using the most recent edition of the ITE Trip Generation Manual. Restaurants and other service uses shall be considered as part of the Specialty Retail category when located on the same parcel or a contiguous parcel connected with driveways. A specific ITE rate for such uses shall be applied only where such development occurs independently from the Specialty Retail center.
6. If a proposed land use is not listed in the ITE Trip Generation Manual, the Master Developer shall coordinate with Marion County to develop a mutually acceptable p.m. peak hour trip rate that will be used to calculate the exchange ratio for that proposed use.
7. RV Parks may be occupied on a transient and/or permanent basis. RV Parks may be developed on a rental basis, or as a recorded subdivision if RV lots are to be conveyed.

#4035040 v9

**EXHIBIT "D"**

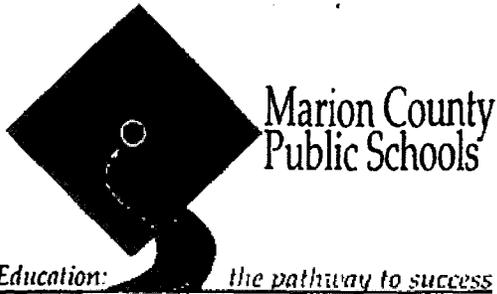
**SCHOOL BOARD LETTER**

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July 19, 2016

**AMENDED AND RESTATED DEVELOPMENT ORDER  
ON TOP OF THE WORLD DEVELOPMENT OF REGIONAL IMPACT**

#3829164 v29



512 SE Third Street • PO Box 670 • Ocala FL 34478-0670  
Phone 3521620 7700 • Fax 3521620 7788

May 24, 1996

Superintendent  
Dr. John Smith

District I  
Mr. W. G. "Bill" McLean  
805 SE 10 St  
Ocala FL 34471

District II  
Mrs. Leslie Scales  
PO Box 247  
Weirsdale FL 32195-0247

District III  
Mr. James F. Kelly  
PO Box 2514  
Dunnellon FL 34430-2514

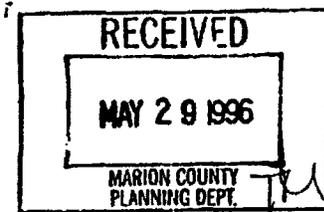
District IV  
Mrs. Jan Cameron  
1864 NE 19 St Cir  
Ocala FL 34470

District V  
Mrs. Deana Lindsey  
1755 NE 100 St  
Anthony FL 32617

Teresa M. Manning, Planning Director  
Marion County Planning Department  
2631 SE Third Street  
Ocala, FL 34471-9101

RE: On Top of the World, Inc. NOPC

Dear Ms. Manning,



We have reviewed the NOPC Documents filed by On Top of the World, Inc. ("Developer") and response Documents (hereinafter collectively referred to as "Documents"). It is our opinion that the potential impact to the Marion County School Board had been adequately identified. Furthermore, we have met with representatives of On Top of the World, Inc., and have agreed upon appropriate mitigation to mitigate the potential impact associated with the proposed changes to the project.

Based on the Documents and on the State Requirements for Educational Facilities currently in effect, we have determined that (i) an elementary school site of approximately twenty (20) acres may be required to accommodate the increase in school enrollment associated with the proposed change, and (ii) the school system will have the capacity to meet the demands of increased middle school and high school enrollment from On Top of the World.

We request that the revised Development Order for On Top of the World, Inc. require that:

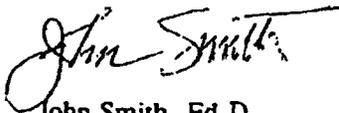
1. Once four hundred (400) non-retirement dwelling unit building permits have been issued, the Developer shall enter into discussion with the School Board regarding a site which conforms to the State Requirements for Educational Facilities, Florida Administrative Code and Florida Statutes (hereinafter referred to as "Prevailing Law") then in effect governing site requirements for elementary schools.

Teresa M., Manning (letter)  
May 24, 1996  
Page 2

2. By the time eight hundred (800) non-retirement dwelling unit building permits have been issued, the location of an elementary school site will be agreed upon by the Developer, the School Board and Marion County, which under Prevailing law is adequate to accommodate 700 students.
3. Within ninety (90) days after a total of one thousand (1,000) non-retirement dwelling unit building permits have been issued, the Developer shall convey the elementary school site to the School Board unless the School Board requests in writing that the conveyance be delayed for a period of up to twelve (12) months.
4. The obligation of Developer to convey the elementary school site will terminate if the Marion County School Board notifies Developer that the school will be built off-site in an area that will accommodate students living in On Top of the World.
5. The School Board will consider the architectural design requirements of On Top of the World, Inc. and incorporate them into the plans of the new elementary school to the extent that its budget and applicable law permit.
6. The conveyance by Developer shall be subject to a reverter provision if construction of the elementary school has not commenced within five (5) years after said conveyance.
7. Developer shall provide to the Marion County School Board a copy of the DRI Annual Report ("Annual Report") which Developer is required to file with Marion County. The Annual Report shall include a cumulative update of all non-retirement units for which building permits have been obtained and the location within On Top of the World where non-retirement unites are being constructed.

Thank you for the opportunity of participating in the review of this project. Please keep us informed regarding the review and approval of the On Top of the World NOPC.

Sincerely,



John Smith, Ed.D.  
Superintendent

JDS/pb

Record and Return To:  
On Top of the World Communities, Inc.  
8435 SW 80<sup>th</sup> Street  
Ocala, FL 34481

**FIRST (1<sup>ST</sup>) AMENDMENT TO THE  
AMENDED AND RESTATED DEVELOPMENT ORDER FOR  
ON TOP OF THE WORLD DEVELOPMENT OF REGIONAL IMPACT**

**THIS AMENDMENT** is made and entered into, effective this 20<sup>th</sup> day of November, 2018, by and between:

- **ON TOP OF THE WORLD COMMUNITIES, INC., a Florida Corporation (“OTOW”); and**
- **MARION COUNTY, FLORIDA, A POLITICAL SUBDIVISION OF THE STATE OF FLORIDA (“County”).**

**R E C I T A L S:**

- A. On July 19, 2016, OTOW and County entered into an Amended and Restated Development Order (“**ARDO**”) as recorded in OR Book 6445, Page 1390, Public Records of Marion County, Florida, concerning the Property.
- B. The ARDO established certain development entitlements and requirements related to the Property known as the On Top of the World Development of Regional Impact (“**OTOW DRI**”).
- C. Section I.25 of the ARDO defines OTOW as the “Master Developer” and Section IV.14 of the ARDO specifies that the “Master Developer shall have the exclusive authority to request an amendment to this ARDO and no authorization from Developers will be required to obtain an amendment to the ARDO.”

**I. FINDINGS OF FACT**

The Marion County Board of County Commissioners hereby makes the following Findings of Fact in regard to the First Amendment to the Amended and Restated Development Order for the On Top of the World Development of Regional Impact (“**OTOW DRI**”):

1. On Top of the World Communities (“**OTOW**”) filed an application (“**Application**”), dated July 11, 2018, to amend the OTOW DRI Amended and Restated Development Order (“**ARDO**”) pursuant to s. 380.06(6), Florida Statutes.
2. The Application proposes the following amendments to the ARDO (collectively, the “**First ARDO Amendment**”):
  - A. Amend and replace Exhibit “A” (legal description of DRI) to ARDO with the attached Exhibit “A” to account for the addition and exclusion of certain lands within the OTOW DRI;

- B. Amend and replace Exhibit "B" (Map H) to ARDO with the attached amended Map H, dated November 13, 2018, which incorporates the following revisions:
1. boundary adjustments based on the addition and exclusion of certain lands within the OTOW DRI consistent with the revised legal description;
  2. revised acreage based on the boundary adjustments;
  3. remove the residential density boundary line;
  4. revise notes pertaining to vested lands that are not part of the OTOW DRI;
  5. update the DRI Phasing Table to incorporate revised DRI dates as described in Finding of Fact 2.D. below;
  6. add note specifying that up to four units per acre is allowed within residential areas;
  7. realign and revise the Master Roadway Corridors of the DRI; and
  8. revise the reference to a revised Master Roadway Corridors Map as approved by Marion County's Development Review Committee on November 19, 2018.
- C. Amend and replace the definition of Map H in the ARDO with the attached revised definition of Map H to reference the amended Map H from this First ARDO Amendment (see Exhibit "C"); and
- D. Amend and replace ARDO Condition IV.2. with the attached ARDO Condition IV.2. to incorporate revised Phase End dates, buildout date and termination date based on notice letters previously authorized pursuant to s. 253.363, Florida Statutes (See Exhibit "C").
3. The First ARDO Amendment does not increase the allowable units or non-residential square footage within the OTOW DRI and will not result in additional development impacts.
  4. Section 380.06, Florida Statutes, was amended in 2018 to require local governments to review and approve proposed amendments to DRI development orders based on the procedures required in the land development code for local development orders.
  5. The Marion County Board of County Commissioners held a public hearing on November 20, 2018 to consider the First ARDO Amendment.

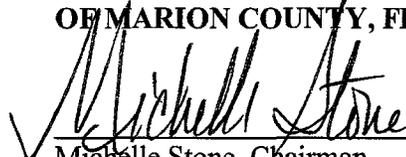
**NOW, THEREFORE, THE MARION COUNTY BOARD OF COUNTY COMMISSIONERS FINDS:**

1. The attached First ARDO Amendment does not create additional impacts and is hereby approved and adopted. All other provisions of the ARDO remain unchanged.
2. The developer shall record this First ARDO Amendment in the Public Records of Marion County, Florida, within fifteen (15) business days of receipt from the Marion County Growth Services Department and said recording shall be inclusive of this full First ARDO Amendment.
3. The effective date of this First ARDO Amendment shall be the expiration date of all applicable appeal periods following the County's approval of this First ARDO Amendment.

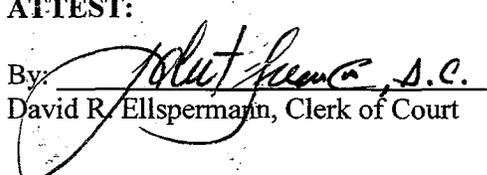
**[SIGNATURE BLOCKS APPEAR ON THE FOLLOWING PAGES]**

PASSED AND APPROVED BY THE BOARD OF COUNTY COMMISSIONERS OF  
MARION COUNTY, FLORIDA THIS 20 DAY OF November, 20 18

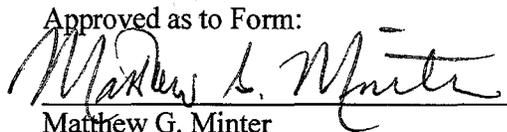
**BOARD OF COUNTY COMMISSIONERS  
OF MARION COUNTY, FLORIDA**

  
Michelle Stone, Chairman

**ATTEST:**

By:   
David R. Ellspermann, Clerk of Court

Approved as to Form:

  
Matthew G. Minter  
County Attorney

Witnessed:

**ON TOP OF THE WORLD  
COMMUNITIES, INC.**  
a Florida corporation

*Matthew G. Winter*

Print Name: MATTHEW G. WINTER

*R Ward*

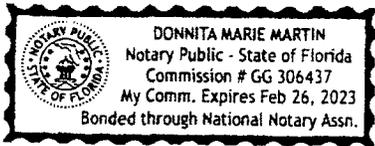
Print Name: Russell G. Ward

*Kenneth D. Colen*  
Kenneth D. Colen  
President

STATE OF FLORIDA

COUNTY OF Marion

The foregoing instrument was acknowledged before me this 11 day of March, 2019, by Kenneth D. Colen, as President of On Top of the World Communities, Inc., a Florida corporation. He is personally known to me or has produced Photo as identification.



*Donnita Marie Martin*  
Notary Public  
My Commission expires: 2/26/23

**EXHIBIT "A"**  
**FIRST ARDO AMENDMENT**  
**PROPERTY LEGAL DESCRIPTION**

ALL OF CIRCLE SQUARE WOODS AS PER PLAT THEREOF RECORDED IN PLAT BOOK "P" PAGES 30 THRU 103 OF THE PUBLIC RECORDS OF MARION COUNTY, FLORIDA. AND,

BEGINNING AT THE QUARTER CORNER OF THE WEST BOUNDARY OF SECTION 19, TOWNSHIP 16 SOUTH, RANGE 21 EAST, MARION COUNTY, FLORIDA; THENCE SOUTH ALONG SAID WEST BOUNDARY 210.97 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF STATE ROAD No. 200; THENCE NORTH 41°47' EAST ALONG SAID RIGHT-OF-WAY LINE 113.47 FEET; THENCE NORTH 30°54' WEST 147.23 FEET TO THE POINT OF BEGINNING. AND,

THE N.E. 1/4 OF THE N.W. 1/4 AND THE N.W. 1/4 OF THE N.E. 1/4 AND THE NORTH 1/2 OF THE N.E. 1/4 OF THE N.E. 1/4 ALL IN SECTION 1, TOWNSHIP 16 SOUTH, RANGE 20 EAST, MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCE AT THE NORTHWEST CORNER OF SECTION 1, TOWNSHIP 16 SOUTH, RANGE 20 EAST, MARION COUNTY, FLORIDA; THENCE NORTH 89°57'14" EAST, ALONG THE NORTH BOUNDARY OF SAID SECTION, 1327.98 FEET TO THE N.W. CORNER OF THE N.E. 1/4 OF THE N.E. 1/4 OF SAID SECTION, SAID POINT ALSO BEING THE POINT OF BEGINNING. THENCE CONTINUE ALONG THE NORTH BOUNDARY OF SAID SECTION, NORTH 89°56'21" EAST. 1328.50 FEET TO THE N.E. CORNER OF SAID N.E. 1/4 OF THE N.W. 1/4 ; THENCE CONTINUE ALONG SAID NORTH BOUNDARY NORTH 89°56'36" EAST, 2656.81 FEET TO THE N.E. CORNER OF THE NORTH 1/4 OF THE N.E. 1/4 OF THE N.E. 1/4 OF SAID SECTION 1; THENCE SOUTH 00°00'17" EAST, ALONG THE EAST BOUNDARY OF SAID NORTH 1/2 OF THE N.E. 1/4 OF THE N.E. 1/4, 661.11 FEET TO THE S.E. CORNER OF SAID NORTH 1/2 OF THE N.E. 1/4 OF THE N.E. 1/4; THENCE SOUTH 89° 54'40" WEST, ALONG THE SOUTH BOUNDARY OF SAID NORTH 1/2 OF THE N.E. 1/4 OF THE N.E. 1/4, 1328.86 FEET TO THE S.W. CORNER OF NORTH 1/2 OF THE N.E. 1/4 OF THE N.E. 1/4, SAID POINT LYING ON THE EAST BOUNDARY OF THE N.W. 1/4 OF THE N.E. 1/4 OF SAID SECTION 1; THENCE SOUTH 00°02'47" EAST, ALONG THE EAST BOUNDARY OF THE N.W. 1/4 OF THE N.E. 1/4, 662.36 FEET TO THE S.E. CORNER OF THE N.W. 1/4 OF THE N.E. 1/4; THENCE SOUTH 89°51'08" WEST, ALONG THE SOUTH BOUNDARY N.W. 1/4 OF THE N.E. 1/4, 1328.22 FEET TO THE S.W. CORNER OF SAID N.W. 1/4 OF THE N.E. 1/4; THENCE SOUTH 89°50'00" WEST, ALONG THE SOUTH BOUNDARY OF SAID N.E. 1/4 OF THE N.W. 1/4, 1327.04 FEET TO THE S.W. CORNER OF SAID N.E. 1/4 OF THE N.W. 1/4; THENCE NORTH 00°04'37" WEST , ALONG THE WEST BOUNDARY OF SAID N.E. 1/4 OF THE N.W. 1/4, 1328.40 FEET TO THE POINT OF BEGINNING. ABOVE DESCRIBED PARCEL BEING SITUATED IN MARION COUNTY, FLORIDA AND CONTAINING 101.04 ACRES, MORE OR LESS.

LESS AND EXCEPT:

THE NORTH 1/2 AND THE SOUTHWEST 1/4 OF SECTION 32, TOWNSHIP 15 SOUTH, RANGE 21 EAST, MARION COUNTY, FLORIDA.

OTOW DRI – 1<sup>st</sup> Amendment to ARDO

Page 5 of 11

DAVID R ELLSPERMANN MARION COUNTY FL  
CFN# 2019038716 OR BK 6950 PG 491 Pgs 0487-0497 04/18/2019 11:45:28 AM

62

LESS AND EXCEPT:

ALL SECTION 31, TOWNSHIP 15 SOUTH, RANGE 21 EAST, MARION COUNTY, FLORIDA.

LESS AND EXCEPT:

THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 AND THE NORTH 1/2 OF THE NORTHEAST 1/4 OF THE NORTHWEST 1/4 AND THE SOUTHEAST 1/4 THE NORTHEAST 1/4 OF THE NORTHWEST 1/4 AND THE WEST 1/2 OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 AND THE NORTH 1/2 OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4 OF THE NORTHWEST 1/4 OF SECTION 5, TOWNSHIP 16 SOUTH, RANGE 21 EAST, MARION COUNTY, FLORIDA.

LESS AND EXCEPT:

ALL OF SECTION 6, TOWNSHIP 16 SOUTH, RANGE 21 EAST, MARION COUNTY, FLORIDA.

LESS AND EXCEPT:

ALL OF THE CIRCLE SQUARE WOODS FIRST REPLAT AS PER PLAT THEREOF RECORDED IN PLAT BOOK "Y" PAGE 88 OF THE PUBLIC RECORDS OF MARION COUNTY, FLORIDA.

LESS AND EXCEPT:

A PARCEL OF LAND LOCATED IN SECTION 24, TOWNSHIP 16 SOUTH, RANGE 20 EAST AND SECTION 19, TOWNSHIP 16 SOUTH, RANGE 21 EAST MARION COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCE AT HE N.W. CORNER OF THE CIRCLE SQUARE WOODS FIRST REPLAT AS PER PLAT THEREOF RECORDED IN PLAT BOOK "Y" PAGE 88 OF THE PUBLIC RECORDS OF MARION COUNTY, FLORIDA; THENCE SOUTH 48°21'33" EAST, ALONG THE NORTHEASTERLY LINE OF SAID CIRCLE SQUARE WOODS FIRST REPLAT, A DISTANCE OF 17.00 FEET TO THE POINT OF BEGINNING; THENCE NORTH 41°38'27" EAST 391.91 FEET; THENCE NORTH 48°21'33" WEST 677.91 FEET TO THE NORTH LINE OF SECTION 24, TOWNSHIP 16 SOUTH, RANGE 20 EAST; THENCE NORTH 89°09'46" EAST, ALONG SAID LINE 1200.69 FEET TO THE N.E. CORNER OF SAID SECTION 24, TOWNSHIP 16 SOUTH, RANGE 20 EAST; THENCE SOUTH 89°48'12" EAST, ALONG THE NORTH LINE OF SECTION 19, TOWNSHIP 16 SOUTH, RANGE 21 EAST 1453.23 FEET TO THE NORTHEAST CORNER OF THE WEST 1/2 OF THE NORTHWEST 1/4 OF SAID SECTION 19; THENCE SOUTH 00°40'27" WEST, ALONG THE EAST LINE OF SAID WEST 1/2 OF THE NORTHWEST 1/4 A DISTANCE OF 1227.93 FEET, TO THE NORTHERLY RIGHT-OF-WAY OF STATE ROAD No. 200; THENCE SOUTH 41°38'27" WEST, ALONG SAID NORTHERLY RIGHT-OF-WAY, A DISTANCE OF 2890.10 FEET TO THE NORTHEAST CORNER OF CIRCLE SQUARE WOODS FIRST REPLAT, THENCE NORTH 48°21'33" WEST, ALONG THE NORTHEASTERLY LINE OF CIRCLE SQUARE WOODS FIRST REPLAT, A DISTANCE OF 1083.00 FEET TO THE POINT OF BEGINNING.

THE SOUTH 1/2 OF THE NW 1/4 OF THE SE 1/4 OF SECTION 28, TOWNSHIP 16 SOUTH, RANGE 20 EAST, MARION COUNTY, FLORIDA.

THE NW 1/4 OF THE SW 1/4 OF SECTION 28, TOWNSHIP 16 SOUTH, RANGE 20 EAST, MARION COUNTY, FLORIDA.

PARCEL #1:

THE EAST 3/4 OF THE SE 1/4 OF THE SW 1/4 OF SECTION 28, TOWNSHIP 16 SOUTH, RANGE 20 EAST, MARION COUNTY, FLORIDA.

PARCEL #2:

THE NE 1/4 OF THE NE 1/4 OF THE NW 1/4; AND THE EAST 1/2 OF THE SE 1/4 OF THE NE 1/4 OF THE NW 1/4; AND THE NW 1/4 OF THE NE 1/4 OF THE NW 1/4; AND THE EAST 1/2 OF THE EAST 1/2 OF THE SE 1/4 OF THE NW 1/4; AND THE EAST 1/2 OF THE EAST 1/2 OF THE NE 1/4 OF THE SW 1/4 NORTH OF STATE ROAD 484, ALL IN SECTION 33, TOWNSHIP 16 SOUTH, RANGE 20 EAST, MARION COUNTY, FLORIDA.

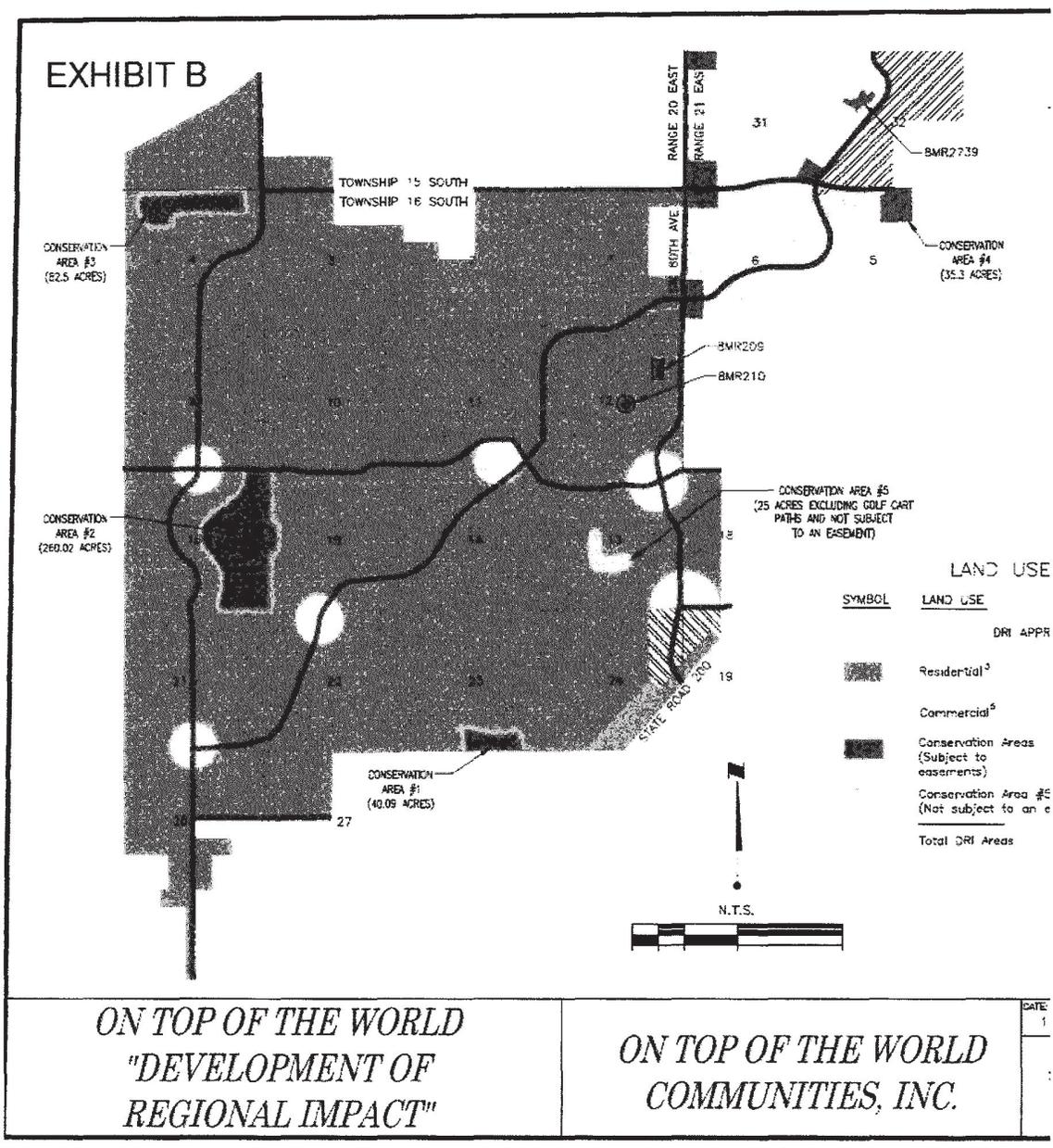
PARCEL #3:

THE NE 1/4 OF THE SW 1/4 IN SECTION 28, TOWNSHIP 16 SOUTH, RANGE 20 EAST, MARION COUNTY, FLORIDA.

PARCEL #4:

THE WEST 1/2 OF THE SW 1/4 OF THE SE 1/4 OF SECTION 28, TOWNSHIP 16 SOUTH, RANGE 20 EAST, MARION COUNTY, FLORIDA.

**EXHIBIT "B"**  
**FIRST ARDO AMENDMENT**  
**MAP "H" MASTER PLAN**  
  
**INCORPORATED AS**  
**LEFT AND RIGHT HALVES**  
**FOR LEGIBILITY PURPOSES**



**DRI PHASING TABLE**



PHASE	PHASE END DATE	RETIREMENT DWELLING UNITS <sup>1</sup>	COMMERCIAL SQUARE FEET	HOTEL ROOMS <sup>2</sup>
Phase I	06/03/2026	4,400	253,880	250
Phase II	06/03/2034	9,000	102,860	0
Phase III	06/03/2042	9,000	43,280	0
<b>TOTAL</b>		<b>32,400<sup>3</sup></b>	<b>400,000<sup>3</sup></b>	<b>250<sup>3</sup></b>

CONSERVATION  
AREA #4  
(35.3 ACRES)

DRI Buildout Date: June 3, 2042  
Termination Date: March 22, 2053

**NOTES TO DRI PHASING TABLE**

1. Retirement dwelling units may be exchanged for other land uses pursuant to Amended and Restated Development Order (ARDO) Condition No. 3 and the Equivalency Matrix attached as Exhibit "C".
2. Hotel land use shall be located consistent with applicable Marion County Zoning Code.
3. Cumulative amount including previous phase(s).

**NOTES TO LAND USE TABLE**

**LAND USE TABLE**

LAND USE	ACREAGE
DRI APPROVED AREAS	
Residential <sup>3</sup>	10,225.05
Commercial <sup>5</sup>	490.0
Conservation Areas (Subject to easements)	382.61
Conservation Area #5 (Not subject to an easement)	25.0
<b>Total DRI Areas</b>	<b>11,122.66</b>

1. The purpose of this map is to depict the general development for DRI lands. For additional detail on DRI lands, refer to the Amended and Restated Development Order for On Top of the World Development of Regional Impact recorded August 26, 2016 (Official Records Book 6445, Pages 1390 through 1429), as may be amended from time to time (ARDO).
2. Vested areas are shown in gray and are described for informational purposes only. Refer to DEO file No.: BLIM 05-2014-007 dated July 21, 2014, as may be amended from time to time (BLIM).
3. Residential units, including single family and multi-family, may be developed to a maximum overall density of four (4) units per gross acre as calculated based on the entire 10,225.05 acres and may be clustered resulting in net densities higher than 4 units per acre within subdivisions and on individual development parcels. Residential uses may include Golf Courses, Parks and Recreational Amenities.
4. All land use boundaries are conceptual. Actual boundaries for each land use area will be finalized at the time of construction permitting.
5. Potential locations of internal commercial areas are illustrative and may be relocated and/or consolidated pursuant to ARDO condition No. 5.
6. Archaeological (see ARDO).
7. Master Roadway Corridors pursuant to Master Roadway Corridor Map prepared by Tillman & Associates Engineering LLC, dated November 8, 2018, and approved by Marion County on November 19, 2018, as may be amended from time to time.
8. Map "H" is in color format and shall not be relied on in black and white format.

<b>ORLD NC.</b>	DATE: 11/13/2018	TITLE: <b>AMENDED AND RESTATED DEVELOPMENT ORDER MAP "H"</b>	 <b>JCH</b> CONSULTING GROUP, INC. LAND DEVELOPMENT, SURVEYING & MAPPING PLANNING, ENVIRONMENTAL, G.I.S. 1128 NW BLITCHTON ROAD, OCALA, FLORIDA 34775 PHONE: (352) 455-1451 FAX: (352) 271-2533 www.JCHinc.com CERTIFICATE OF AUTHORIZATION - LB 9671
	SCALE: N.T.S.	SHEET NUMBER: 1 OF 1	

**EXHIBIT "C"**

**FIRST ARDO AMENDMENT**

**(TEXT CHANGES)**

**AMENDED AND REPLACED DEFINITIONS AND CONDITIONS**

A. Amend and replace ARDO Definition No. 28 under "Section I. DEFINITIONS" with the following:

28. Map "H" – Map "H" is the master development plan for the On Top of the World DRI dated November 13, 2018 (Sheet No. 1 of 1), produced by JCH Consulting Group, Inc. and attached hereto as Exhibit "B."

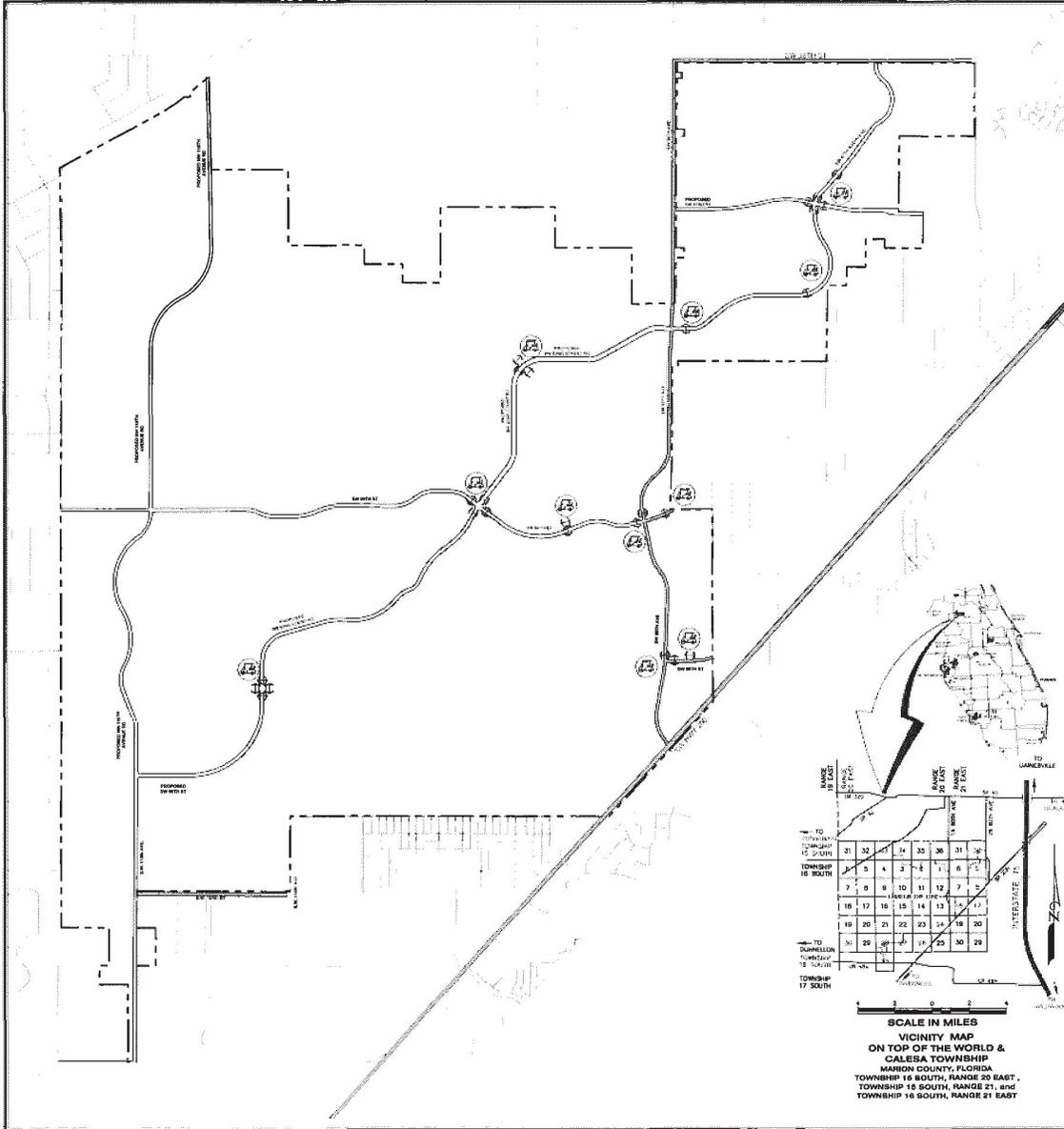
B. Amend and replace Condition 2. under "Section IV. CONDITIONS OF APPROVAL" with the following (including footnote at bottom of page):

2. **PHASING, BUILD-OUT, AND TERMINATION.** The OTOW DRI shall be developed in three phases as shown on the following schedule:

<b>Phase</b>	<b>Phase End Date</b>	<b>Residential (DU)</b>	<b>Commercial (GSF)</b>	<b>Hotel (Rooms)</b>
Phase 1	6/3/2026	14,400	253,880	250
Phase 2	6/3/2034	9,000	102,860	
Phase 3	6/3/2042	9,000	43,260	
<b>TOTAL</b>		<b>32,400</b>	<b>400,000</b>	<b>250</b>

Unused development rights from a particular phase shall carry over into the next phase until buildout. The buildout date is June 3, 2042. The ARDO shall remain in effect for a period of fifty years which time period has been extended to March 22, 2053 (i.e., the termination date).<sup>1</sup> The time period for the termination date of the ARDO, the buildout of the OTOW DRI, phasing dates, the downzoning protection date, and any other such deadlines shall be tolled during the pendency of any administrative or judicial proceedings related to this ARDO or any amendments thereto.

<sup>1</sup> The phase dates, buildout date and termination date incorporate tolling periods and extensions authorized by notices filed timely with the County pursuant to Section 252.363, Florida Statutes.



# On Top of The World & Calesa Township Master Roadway Corridor Map

**GENERAL NOTES**

1. THIS MASTER CONCEPTUAL PLAN IS FOR PLANNING PURPOSES ONLY. ROADWAY GEOMETRY SUBJECT TO CHANGE. THIS PLAN SATISFIES ALL REQUIREMENTS OF THE MARION COUNTY LDC INCLUDING LDC SECTION 6.11.4.C AS MAY BE AMENDED. ALL FUTURE SUBMITTALS WITHIN THE ON TOP OF THE WORLD AND CALESA TOWNSHIP WILL NOT BE REQUIRED TO DEDICATE RIGHTS-OF-WAY TO MARION COUNTY.
2. ALL DEPICTED ON TOP OF THE WORLD AND CALESA TOWNSHIP INTERNAL PRIVATE ROADWAYS ARE RESERVED AS PRIVATE ROADS FOR VEHICULAR, GOLF CART AND PEDESTRIAN INGRESS AND EGRESS, ON TOP OF THE WORLD COMMUNITIES, L.L.C. (OTOW) AND COLEN BUILT DEVELOPMENT, L.L.C. (CBD) MAY DO THE FOLLOWING REGARDING INTERNAL PRIVATE ROADS:
  - 3a. GRANT AND RESERVE EASEMENTS AND
  - 3b. ASSIGN OPERATION AND MAINTENANCE RESPONSIBILITIES AND
  - 3c. CONVEY AND DEDICATE TO A PROPERTY OR HOME OWNERS ASSOCIATION, A COMMUNITY DEVELOPMENT DISTRICT OR OTHER CUSTOMER, AND MAINTENANCE ENTITY.
3. OTOW AND CBD MAY ELECT TO DESIGN, ENGINEER, PERMIT, AND CONSTRUCT THE INTERNAL PRIVATE ROADWAYS FROM ANY ONE OR MORE OF THE FOLLOWING AND IN COMPLIANCE WITH THE FOOT CURET BOOK AND MARION COUNTY LDC, AS MAY BE APPLICABLE.
  - 4a. TWO-LANE RURAL AND
  - 4b. TWO-LANE URBAN, AND
  - 4c. FOUR-LANE URBAN.
4. GOLF CART CROSSINGS WERE PREVIOUSLY APPROVED AT THE INTERSECTIONS OF 80th STREET AND SW 8th STREET WITH SW 8th AVENUE BY ORDINANCES 12-06 AND 17-34. OTOW AND CBD MAY, IN THEIR DISCRETION, LOCATE GOLF CART CIRCULAR CROSSINGS, GOLF CART PATHS, AND GOLF CART LANE SHEDS WITHIN ON TOP OF THE WORLD COMMUNITIES AND CALESA TOWNSHIP.
5. OTOW WILL AGREE TO CONVEY TO MARION COUNTY UP TO, BUT NOT EXCEEDING, 60 FEET OF RIGHT-OF-WAY ALONG THE SOUTHERN BOUNDARY OF SW 38th STREET AND UP TO, BUT NOT EXCEEDING, 50 FEET OF RIGHT-OF-WAY ALONG THE NORTHERN BOUNDARY OF SW 15th STREET. THE CONVEYANCE SHALL BE SUBJECT TO OTOW AND MARION COUNTY ENTERING INTO AN IMPACT FEE CREDIT AGREEMENT, WHICH SHALL ADDRESS THE PROPERTY TO BE CONVEYED FOR RIGHT-OF-WAY, THE VALUE OF THE PROPERTY SUBJECT TO AN APPRAISAL, THE TIMING AND MANNER OF CONVEYANCE, AND THE AMOUNT OF IMPACT FEE CREDITS TO BE CONVEYED BY THE COUNTY TO OTOW EQUAL TO THE VALUE OF THE PROPERTY TO BE CONVEYED TO THE COUNTY.

**GOLF CART CIRCULATION PLAN LEGEND**

EXISTING CART CROSSING

**LEGEND**

- PROPERTY BOUNDARY
- EXISTING MARION COUNTY ROADS
- OTOW & CALESA TOWNSHIP INTERNAL PRIVATE ROADWAYS

*Prepared For:*  
**ON TOP OF THE WORLD, L.L.C.**  
**COLEN BUILT DEVELOPMENT, LLC**  
 8445 SOUTHWEST 80th STREET  
 Ocala, Florida  
 33481-9607



NOT VALID UNLESS SIGNED AND SEALED  
 BY A PROFESSIONAL ENGINEER

**Tillman & Associates**  
 ENGINEERING, LLC  
 CIVIL ENGINEERING - PLANNING - LANDSCAPE ARCHITECTURE - ENVIRONMENTAL  
 200 S. UNIVERSITY AVENUE, SUITE 100  
 Ocala, Florida 32130-1500  
 P: 352-387-4545  
 F: 352-387-4545  
 WWW.TILLMANANDASSOCIATES.COM

DATE: 03/31/2023

SCALE: 1"=1000'

ON TOP OF THE WORLD, L.L.C.  
 COLEN BUILT DEVELOPMENT, LLC  
 MARION COUNTY, FLORIDA

CORRIDOR MAP

DATE: 03/31/2023  
 DRAWN BY: JTD  
 CHKD BY: JMM  
 JOB NO:

SHEET 01 OF 01

STEARNS WEAVER MILLER  
WEISSLER ALHADEFF & SITTERSON, P.A.

Highpoint Center  
106 E. College Avenue, Suite 700  
Tallahassee, FL 32301  
(850) 580-7200  
stearnsweaver.com

June 28, 2022

*VIA EMAIL AND U.S. MAIL*

Earl Hahn  
Director, Growth Services Department  
Marion County Growth Services Department  
2710 E. Silver Springs Blvd.  
Ocala, FL 34470

**Re: Section 252.363, F.S., Notice Letter (“Notice”)  
On Top of the World Development of Regional Impact (“OTOW DRI”)  
On Top of the World Communities, L.L.C. (“OTOW”)**

Dear Mr. Hahn:

Our office represents OTOW relative to the OTOW DRI and submits this Notice to Marion County on behalf of OTOW. This Notice is provided in compliance with the requirements of Section 252.363(1)(b), Florida Statutes. Governor DeSantis issued Executive Order (“EO”) No. 22-56 (**Attachment “1”**) on March 12, 2022, which declared a state of emergency in certain Florida counties, including Marion County, due to severe weather. This Notice confirms the tolling and extension of OTOW DRI phase dates, buildout date, termination date and required mitigation based on this emergency declaration as summarized below.

**I. Current OTOW DRI Development Order Dates.**

The following DRI dates were confirmed through the attached notice letter (**Attachment “2”**) dated September 23, 2021:

Phase 1 – May 29, 2031  
Phase 2 – May 29, 2039  
Phase 3 – May 29, 2047  
Buildout Date – May 29, 2047  
Termination Date – March 18, 2058

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**II. Section 252.363, Florida Statutes and Executive Orders.**

**A. Section 252.363, Florida Statutes**

Section 252.363, Florida Statutes (**Attachment “3”**), extends and tolls certain timeframes associated with qualified DRI development orders and other types of permits. Subsection (1)(a) provides:

The declaration of a state of emergency by the Governor tolls the period remaining to exercise the rights under a permit or other authorization for the duration of the emergency declaration. Further, the emergency declaration extends the period remaining to exercise the rights under a permit or other authorization for 6 months in addition to the tolled period. The paragraph applies to the following:

1. **The expiration date of a development order issued by a local government.**
2. The expiration of a building permit.
3. The expiration of a permit issued by the Department of Environmental Protection or a water management district pursuant to part IV of chapter 373.
4. Permits issued by the Department of Environmental Protection or a water management pursuant to part II of chapter 373 for land subject to a development agreement under ss. 163.3220-163.3243 in which the permittee and the developer are the same related entity.
5. **The buildout date of a development of regional impact, including any extension of a buildout date that was previously granted pursuant to s. 380.06(19)(c).**
6. The expiration of a development permit or development agreement authorized by Florida Statutes, including those authorized under the Florida Local Government Development Agreement Act, or issued by a local government or other government agency.

Section 252.363(1)(c) also provides that the commencement and completion dates for any required mitigation are extended relative to the extended phase. Based on these provisions, the OTOW DRI phase dates, buildout date, termination date, and required mitigation, shall be tolled for the time period defined by the duration of the emergency declaration, and shall also be extended for an additional period of 6 months.

**B. EO No. 22-56 Tolling Calculation**

EO No. 22-56 was issued on March 12, 2022 and expired on May 11, 2022. This resulted in an emergency declaration duration of 60 days. The DRI dates are tolled by 60 days and extended by an additional 6 months.

**C. Timely Notice**

Section 252.363(1)(b), Florida Statutes, requires that the holder of the permit/authorization provide written notice to the issuing authority (e.g., Marion County), within 90 days of the termination of an emergency declaration, of its intent to exercise the tolling and extension provisions. This Notice confirms OTOW's intent to toll and extend the phase dates, buildout date, termination date, and mitigation requirements for the OTOW DRI based on EO 22-56, and fulfills the requirement for a timely, written notice to Marion County.

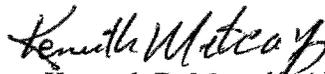
**III. OTOW Amended and Restated Development Order Effective Dates.**

Based on the foregoing, the following are the controlling DRI dates for the OTOW DRI:

Phase 1 – January 28, 2032  
Phase 2 – January 28, 2040  
Phase 3 – January 28, 2048  
Buildout Date – January 28, 2048  
Termination Date – November 17, 2058

Please provide our office with a letter confirming that Marion County concurs with the findings of this Notice. If you have any questions, please do not hesitate to contact us.

Cordially,

  
Kenneth B. Metcalf, AICP

Enclosures

cc: Kenneth D. Colen, President  
Robert Stepp, Land Development Manager  
On Top of the World Communities, L.L.C.

Chris Rison, Senior Planner  
Marion County

# STATE OF FLORIDA

## OFFICE OF THE GOVERNOR

### EXECUTIVE ORDER NUMBER 22-56

(Emergency Management – Severe Weather in Northeast and Central Florida)

WHEREAS, during the morning and early afternoon hours of March 12, 2022, a powerful cold front brought multiple severe weather hazards across Northeast and Central Florida generating heavy rain, thunderstorms, strong straight-line winds, and isolated tornadoes resulting in widespread power outages and damages; and

WHEREAS, heavy rainfall associated with the thunderstorms caused flash flooding of creeks, streams, and waterways over Northeast Florida. Consequently, some Northeast rivers are forecasted to rise and remain above flood stage for several days; and

WHEREAS, a state of emergency is hereby necessary for the limited purpose of receiving assistance for the impacted areas and residences.

NOW, THEREFORE, I, RON DESANTIS, as Governor of Florida, by virtue of the authority vested in me by Article IV, Section 1(a) of the Florida Constitution and by the Florida Emergency Management Act, as amended, and all other applicable laws, promulgate the following Executive Order, to take immediate effect:

Section 1. Because of the foregoing conditions, which are projected to constitute a major disaster, I declare that a state of emergency exists in Clay, Highlands, Marion, and Putnam Counties.

Section 2. I designate the Director of the Division of Emergency Management (“Director”) as the State Coordinating Officer for the duration of this emergency and direct him to execute the State’s Comprehensive Emergency Management Plan and other response, recovery, and mitigation plans necessary to cope with the emergency. Pursuant to section 252.36(1)(a),

Florida Statutes, I delegate to the State Coordinating Officer the authority to exercise those powers delineated in sections 252.36(6)-(12), Florida Statutes, which he shall exercise as needed to meet this emergency, subject to the limitations of section 252.33, Florida Statutes. In exercising the powers delegated by this Executive Order, the State Coordinating Officer shall confer with the Governor to the fullest extent practicable. The State Coordinating Officer shall also have the authority to:

A. Direct all state, regional, and local governmental agencies, including law enforcement agencies, to identify personnel needed from those agencies to assist in meeting the response, recovery, and mitigation needs created by this emergency, and to place all such personnel under the direct command and coordination of the State Coordinating Officer to meet this emergency.

B. Direct the actions of any state agency as necessary to implement the Federal Emergency Management Agency's National Disaster Recovery Framework.

C. Suspend the effect of any statute, rule, or order that would in any way prevent, hinder, or delay any mitigation, response, or recovery action necessary to cope with this emergency. In accordance with section 252.3611(1), Florida Statutes, any such order, declaration, or other action shall specify each statute or rule being amended or waived, if applicable, and the expiration date for the order or action.

D. Enter orders as may be needed to implement any of the foregoing powers; however, the requirements of section 120.54(4), Florida Statutes, do not apply to any such orders issued by the State Coordinating Officer. No such order shall remain in effect beyond the expiration of this Executive Order, including any extension thereof.

Section 3. I find that the special duties and responsibilities resting upon some State, regional, and local agencies and other governmental bodies in responding to this emergency may require them to suspend or waive certain statutes, rules, ordinances, and orders they administer.

Section 4. I find that the demands placed upon the funds appropriated to the agencies of the State of Florida and to local agencies are unreasonably great and may be inadequate to pay the costs of coping with this disaster. In accordance with section 252.37(2)(b), Florida Statutes, as amended by Chapter 2022-1, Laws of Florida, I direct that sufficient funds be made available, as needed, by transferring and expending moneys from the Emergency Preparedness and Response Fund.

Section 5. Pursuant to Section 252.36(6)(a), Florida Statutes, the Executive Office of the Governor may suspend all statutes and rules affecting budgeting to the extent necessary to provide budget authority for state agencies to cope with this emergency. The requirements of Section 120.54(4), Florida Statutes, do not apply to any such suspension issued by the Executive Office of the Governor. No such suspension shall remain in effect beyond the expiration of this Executive Order, including any extension thereof.

Section 6. All actions taken by the Director of the Division of Emergency Management as the State Coordinating Officer with respect to this emergency before the issuance of this Executive Order are ratified, and he is directed to continue to execute the State of Florida Comprehensive Emergency Management Plan and other response, recovery, and mitigation plans necessary to cope with this emergency.

Section 7. This Executive Order is effective immediately and shall expire sixty (60) days from this date unless extended.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Great Seal of the State of Florida to be affixed, at Tallahassee, this 12<sup>th</sup> day of March, 2022.

  
\_\_\_\_\_  
RON DESANTIS, GOVERNOR

ATTEST:

  
\_\_\_\_\_  
SECRETARY OF STATE

STATE  
OF FLORIDA  
MARCH 12 PM 5:51

STEARNS WEAVER MILLER  
WEISSLER ALHADEFF & SITTERSON, P.A.

ATTACHMENT "2"

Highpoint Center  
106 E. College Avenue, Suite 700  
Tallahassee, FL 32301  
(850) 580-7200  
stearnsweaver.com

September 23, 2021

*VIA EMAIL AND U.S. MAIL*

Mary Elizabeth Burgess  
Director, Growth Services Department  
Marion County Growth Management Department  
2710 E. Silver Springs Blvd.  
Ocala, FL 34470

**Re: Section 252.363, F.S., Notice Letter ("Notice")  
On Top of the World Development of Regional Impact ("OTOW DRI")  
On Top of the World Communities, L.L.C. ("OTOW")**

Dear Ms. Burgess:

Our office represents OTOW relative to the OTOW DRI and submits this Notice to Marion County on behalf of OTOW. This Notice is provided in compliance with the requirements of Section 252.363(1)(b), Florida Statutes. Governor DeSantis issued Executive Order ("EO") No. 20-52 (**Attachment "1"**) on March 9, 2020, which declared a state of emergency throughout Florida due to the COVID-19 emergency and subsequently extended the declaration through June 26, 2021. This Notice confirms the tolling and extension of OTOW DRI phase dates, buildout date, termination date and required mitigation based on this emergency declaration as summarized below.

**I. Current OTOW DRI Development Order Dates.**

The following DRI dates were confirmed through the attached notice letter (**Attachment "2"**) filed on December 18, 2019:

Phase 1 – August 12, 2029  
Phase 2 – August 12, 2037  
Phase 3 – August 12, 2045  
Buildout Date – August 12, 2045  
Termination Date – June 1, 2056

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**II. Section 252.363, Florida Statutes and Executive Orders.**

**A. Section 252.363, Florida Statutes**

SB 2156 became effective on July 1, 2011, and created Section 252.363, Florida Statutes (Attachment "3"), which extends and tolls certain timeframes associated with qualified DRI development orders and other types of permits. Subsection (1)(a) provides:

The declaration of a state of emergency by the Governor tolls the period remaining to exercise the rights under a permit or other authorization for the duration of the emergency declaration. Further, the emergency declaration extends the period remaining to exercise the rights under a permit or other authorization for 6 months in addition to the tolled period. The paragraph applies to the following:

1. **The expiration date of a development order issued by a local government.**
2. The expiration of a building permit.
3. The expiration of a permit issued by the Department of Environmental Protection or a water management district pursuant to part IV of chapter 373.
4. Permits issued by the Department of Environmental Protection or a water management pursuant to part II of chapter 373 for land subject to a development agreement under ss. 163.3220-163.3243 in which the permittee and the developer are the same related entity.
5. **The buildout date of a development of regional impact, including any extension of a buildout date that was previously granted pursuant to s. 380.06(19)(c).**
6. The expiration of a development permit or development agreement authorized by Florida Statutes, including those authorized under the Florida Local Government Development Agreement Act, or issued by a local government or other government agency.

Section 252.363(1)(c) also provides that the commencement and completion dates for any required mitigation are extended relative to the extended phase. Based on these provisions, the OTOW DRI phase dates, buildout date, termination date, and required mitigation, shall be tolled for the time period defined by the duration of the emergency declaration, and shall also be extended for an additional period of 6 months.

**B. EO No. 20-52 Tolling Calculation**

EO No. 20-52 was issued on March 9, 2020 and was extended by a series of subsequent executive orders, culminating with EO 21-94 (Attachment "4"), which expired on June 26,

2021. This resulted in an emergency declaration duration of 474 days. The DRI dates are tolled by 474 days and extended by an additional 6 months.

**C. Timely Notice**

Section 252.363(1)(b), Florida Statutes, requires that the holder of the permit/authorization provide written notice to the issuing authority (e.g., Marion County), within 90 days of the termination of an emergency declaration, of its intent to exercise the tolling and extension provisions. This Notice confirms OTOW's intent to toll and extend the phase dates, buildout date, termination date, and mitigation requirements for the OTOW DRI based on EO 20-52, and fulfills the requirement for a timely, written notice to Marion County.

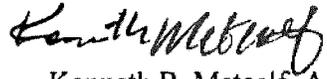
**III. OTOW Amended and Restated Development Order Effective Dates.**

Based on the foregoing, the following are the controlling DRI dates for the OTOW DRI:

Phase 1 – May 29, 2031  
Phase 2 – May 29, 2039  
Phase 3 – May 29, 2047  
Buildout Date – May 29, 2047  
Termination Date – March 18, 2058

Please provide our office with a letter confirming that Marion County concurs with the findings of this Notice. If you have any questions, please do not hesitate to contact us.

Cordially,



Kenneth B. Metcalf, AICP

Enclosures

cc: Kenneth D. Colen, President  
Robert Stepp, Land Development Manager  
On Top of the World Communities, Inc.

Chris Rison, Senior Planner  
Marion County

## ATTACHMENT "3"

### **252.363 Tolling and extension of permits and other authorizations.—**

(1)(a) The declaration of a state of emergency issued by the Governor for a natural emergency tolls the period remaining to exercise the rights under a permit or other authorization for the duration of the emergency declaration. Further, the emergency declaration extends the period remaining to exercise the rights under a permit or other authorization for 6 months in addition to the tolled period. This paragraph applies to the following:

1. The expiration of a development order issued by a local government.
2. The expiration of a building permit.
3. The expiration of a permit issued by the Department of Environmental Protection or a water management district pursuant to part IV of chapter 373.
4. Permits issued by the Department of Environmental Protection or a water management district pursuant to part II of chapter 373 for land subject to a development agreement under ss. ~~163.3220-163.3243~~ in which the permittee and the developer are the same or a related entity.
5. The buildout date of a development of regional impact, including any extension of a buildout date that was previously granted as specified in s. ~~380.06~~(7)(c).
6. The expiration of a development permit or development agreement authorized by Florida Statutes, including those authorized under the Florida Local Government Development Agreement Act, or issued by a local government or other governmental agency.

(b) Within 90 days after the termination of the emergency declaration, the holder of the permit or other authorization shall notify the issuing authority of the intent to exercise the tolling and extension granted under paragraph (a). The notice must be in writing and identify the specific permit or other authorization qualifying for extension.

(c) If the permit or other authorization for a phased construction project is extended, the commencement and completion dates for any required mitigation are extended such that the mitigation activities occur in the same timeframe relative to the phase as originally permitted.

(d) This subsection does not apply to:

1. A permit or other authorization for a building, improvement, or development located outside the geographic area for which the declaration of a state of emergency applies.
2. A permit or other authorization under any programmatic or regional general permit issued by the Army Corps of Engineers.
3. The holder of a permit or other authorization who is determined by the authorizing agency to be in significant noncompliance with the conditions of the permit or other authorization through the issuance of a warning letter or notice of violation, the initiation of formal enforcement, or an equivalent action.
4. A permit or other authorization that is subject to a court order specifying an expiration date or buildout date that would be in conflict with the extensions granted in this section.

(2) A permit or other authorization that is extended shall be governed by the laws, administrative rules, and ordinances in effect when the permit was issued, unless any party or the issuing authority demonstrates that operating under those laws, administrative rules, or ordinances will create an immediate threat to the public health or safety.

(3) This section does not restrict a county or municipality from requiring property to be maintained and secured in a safe and sanitary condition in compliance with applicable laws, administrative rules, or ordinances. History.—s. 494, ch. 2011-142; s. 12, ch. 2018-158; s. 13, ch. 2019-165; s. 1, ch. 2021-179.

Note.—Section 2, ch. 2021-179, provides that “[t]his act applies retroactively to any declaration of a state of emergency issued by the Governor for a natural emergency on or after March 1, 2020.”