

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

**FIRST (1ST) 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 20th 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.

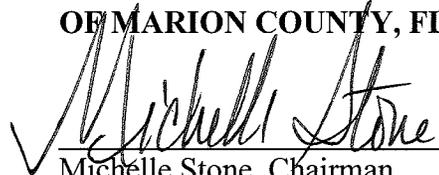
NOW, THEREFORE, THE MARION COUNTY BOARD OF COUNTY COMMISSIONERS FINDS:

- 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]

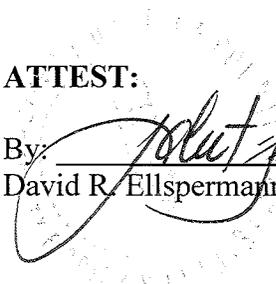
PASSED AND APPROVED BY THE BOARD OF COUNTY COMMISSIONERS OF
MARION COUNTY, FLORIDA THIS 20 DAY OF November, 2018

**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. Minter
Print Name: MATTHEW G. MINTER

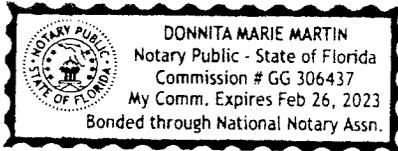
Russell G. Ward
Print Name: Russell G. Ward

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 DL 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.

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.

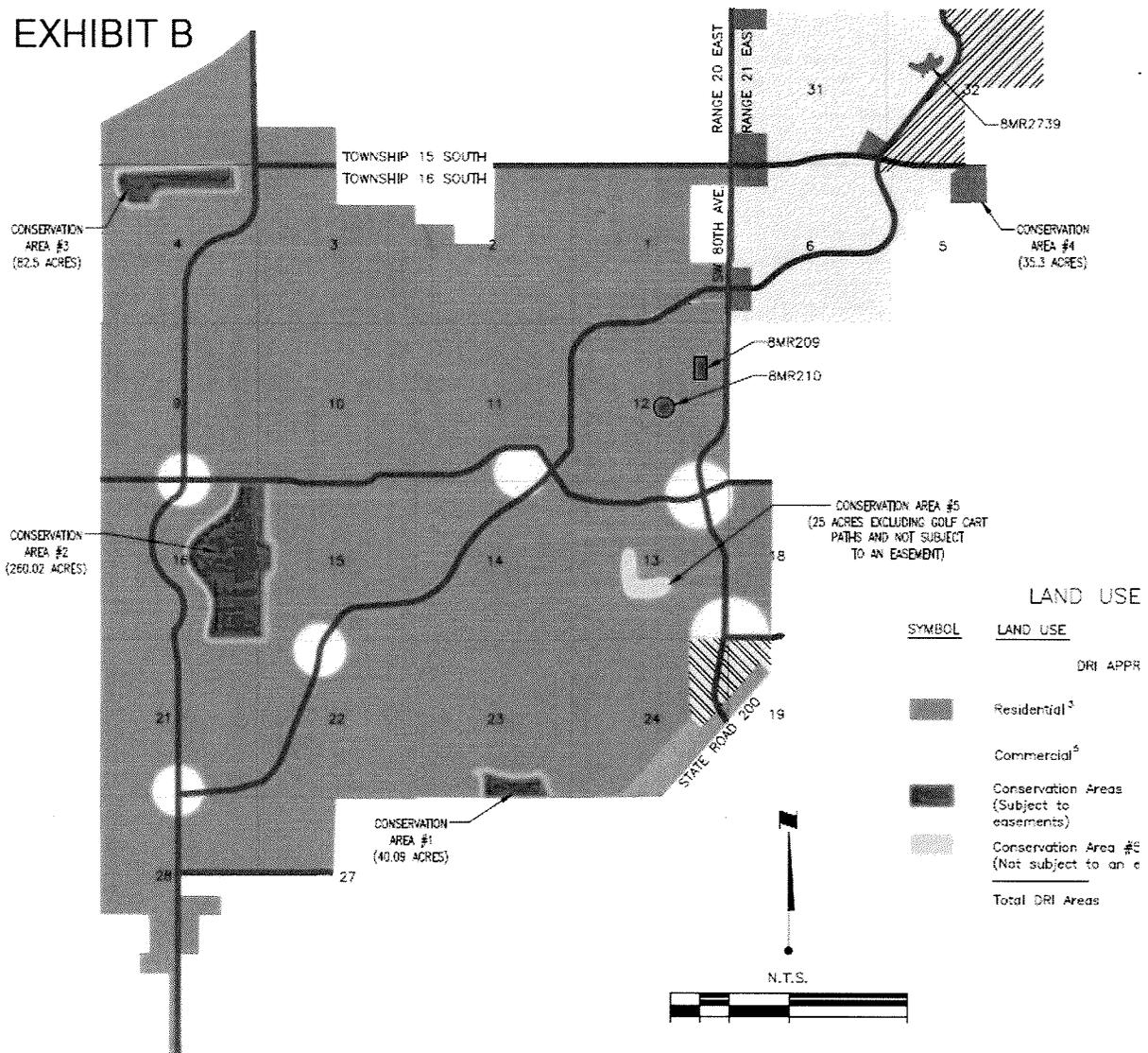
PARCEL #4:

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

EXHIBIT B



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

*ON TOP OF THE WORLD
COMMUNITIES, INC.*

DATE

DRI PHASING TABLE



PHASE	PHASE END DATE	RETIREMENT DWELLING UNITS ¹	COMMERCIAL SQUARE FEET	HOTEL ROOMS ²
Phase I	06/03/2026	14,400	253,880	250
Phase II	06/03/2034	9,000	102,860	0
Phase III	06/03/2042	9,000	43,260	0
TOTAL		32,400 ³	400,000 ³	250 ³

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 ²	10,225.05
Commercial ⁵	490.0
Conservation Areas (Subject to easements)	382.61
Conservation Area #5 (Not subject to an easement)	25.0
Total DRI Areas	11,122.66

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.

	DATE: 11/13/2018	TITLE: <i>AMENDED AND RESTATED DEVELOPMENT ORDER MAP "H"</i>	<p>JCH CONSULTING GROUP, INC. LAND DEVELOPMENT, SURVEYING & MAPPING PLANNING, ENVIRONMENTAL, GIS 3128 NW BLITCHTON ROAD, OCALA, FLORIDA 34475 PHONE (352) 450-1180 FAX (352) 270-2335 www.JCHinc.com CERTIFICATE OF AUTHORIZATION - LB 5871</p>
	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:

Phase	Phase End Date	Residential (DU)	Commercial (GSF)	Hotel (Rooms)
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	
TOTAL		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 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).¹ 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.

¹ 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.