Item # 34

SEMINOLE COUNTY GOVERNMENT
AGENDA MEMORANDUM

(Continued from November 9, 2004, February 8, 2005 and March 8, 2005)

SUBJECT: Heathrow International Business Center Development of Regional Impact Notice of Proposed Change (DRI NOPC), Rezone from PUD (Planned Unit Development) to PUD (Planned Unit Development); Major Amendment to the Heathrow International Business Center PUD; (Meredith H. Pickens, applicant)

DEPARTMENT: Planning & Development **DIVISION:** Planning

AUTHORIZED BY: Dan Matthys **CONTACT:** Tina Deater **EXT.** 7440

Agenda Date 5/10/05 **Regular** ☐ **Consent** ☐ **Work Session** ☐ **Briefing** ☐
Public Hearing – 1:30 ☒ **Public Hearing – 7:00** ☐

MOTION/RECOMMENDATION:

1. DENY the Second Amendment to the Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact; deny the amendment of the Heathrow International Business Center PUD (rezone from PUD to PUD of approximately 407.1 acres) per the attached Second Amendment to the Third Amended and Restated PUD Commitments, Classification and District Description; or
2. APPROVE the Second Amendment to the Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact (DRI); and approve an ordinance amending the Heathrow International Business Center PUD (rezone from PUD to PUD of approximately 407.1 acres) per the attached Second Amendment to the Third Amended and Restated Development Order for Heathrow International Business Center DRI and the Second Amendment to the Third Amended and Restated PUD Commitments, Classification and District Description; and authorize the Chairman to execute the aforementioned documents; or
3. CONTINUE the public hearing until a time and date certain.

District 5 – Commissioner Carey Tina Deater, Senior Planner

Reviewed by:
Co Atty:
DFS:
OTHER:
DCM:
CM:
File No. ph130pdp01

BACKGROUND:

This item was continued from March 8, 2005, at the request of the applicant. To date, staff has not received any additional information on this item.

Should additional information be received, staff will immediately forward the information to the Board.

The Heathrow International Business Center PUD was originally approved on October 20, 1988. The PUD is split between unincorporated Seminole County and the City of Lake Mary. At this time, the applicant, Meredith H. Pickens, is requesting approval of a Major Amendment to the Heathrow International Business Center PUD and a DRI NOPC, consisting of the following changes:

1. Changing the name of the PUD and DRI from Heathrow International Business Center to Colonial Center Heathrow,

2. Changing the use designations of Tract "D" and Tract "O" from office to multi-family, and Tract "P" from office to multi-family and office (Tract "D" is entirely within the City of Lake Mary and is proposed to be built as town homes, Tracts "O" and "P" are within Seminole County. Approximately 15 acres are proposed to be changed from office to multi-family within the County),

3. Increasing the total number of multi-family units allowed in the PUD from 313 to 768 (an increase of 455 units, of which 300 apartment units are proposed within the County and 155 townhouse units are proposed within the City of Lake Mary),

4. Allowing the future conversion of land uses within the PUD and DRI utilizing the existing conversion matrix in the Second Amendment to Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact to achieve a maximum of 1,400 multi-family units (a potential increase of 819 units more than the 581 currently allowed),

5. Decreasing the amount of approved office space from 2,984,000 square feet to 2,759,000 square feet (a decrease of 225,000 square feet).

In response to concerns raised by the Board of County Commissioners, and the issues, goals, objectives and policies articulated in the Vision 2020 Comprehensive Plan, the Planning Division contracted with two consultants to provide analyses of the economic impacts of converting office land uses to residential land uses. Staff has reviewed the results of the first phase of the economic analyses from Real Estate Research Consultants and KeyInSites, and based on this review, the following positive aspects of approving the proposed PUD Major Amendment and DRI NOPC are presented:

1. The proposed development will increase the mix of uses within the Heathrow International Business Center PUD, which will result in greater internal trip capture.

2. Based on the economic model, the proposed project is fiscally positive in regards to County services.

3. The proposed apartments are upscale (similar to Cobblestone and Colonial Grand at Town Park), and the Fiscal Impact Analysis Model (FIAM) indicates that

this type of apartment has higher positive fiscal impacts relative to other types of apartments.

4. Colonial Properties created a viable mixed-use project out of a defunct mall Development of Regional Impact, which is located north of CR 46A.

Also, based on this review, the following negative aspects of approving the proposed PUD Major Amendment and DRI NOPC are considered:

1. The proposed rental apartments have lower positive fiscal and economic impacts for the County than fee simple units.

2. Based on the Fiscal Impact Analysis Model (FIAM), there is a potential loss of $96 million in economic benefit if the subject property is converted from office to residential uses.

3. The proposed rental apartments have higher impacts on schools than townhomes or condominiums.

4. The subject property is designated in the North I-4 Master Plan Study as a location for Target Industries.

5. The subject property has been master planned and developed for Class "A" office space since 1988. The land is already assembled for development of Class "A" office space, therefore there is a minimal risk of the property being disassembled for lower class office space.

6. There are currently 305 residential units approved within the development that have not yet been built (this number includes 37 single-family lots, which will be accessing AAA Drive).

STAFF RECOMMENDATION:

Based on the economic studies and the above analysis of the positive and negative aspects of the proposed development, staff recommends DENIAL of the DRI NOPC. Should the Board approve the DRI NOPC, staff recommends the approval be subject to the attached Second Amendment to the Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact (DRI).

Staff also recommends DENIAL of the Major Amendment to the Heathrow International Business Center PUD. Should the Board approve the major amendment to the Heathrow International Business Center PUD, staff recommends the approval be subject to the attached Second Amendment to the Third Amended and Restated Commitments, Classification and District Description for the Heathrow International Business Center Planned Unit Development, with the following conditions:

1. Any additional residential units added in the future (up to a maximum of 1400 using the conversion matrix) shall be restricted to Tracts "C-1", "D", "O", and "P"; and

2. Approval of additional residential units above the 313 already approved shall be subject to concurrency testing to ensure adequate service capacities.

PLANNING AND ZONING COMMISSION RECOMMEDATION:

The Planning and Zoning Commission met on October 6, 2004 and voted 5 to 1 to recommend APPROVAL of the Major PUD Amendment as requested by the applicant, consistent with the conditions listed on page twelve.

Note: The LPA/P&Z does not provide recommendations regarding DRI/NOPC, Substantial Deviation determinations.

STATE AND REGIONAL AGENCY COMMENTS:

On June 25, 2004, the Department of Community Affairs issued a letter objecting to the proposed DRI NOPC. This letter is attached as Exhibit A. The objections were based upon the review and recommendation of the East Central Florida Regional Planning Council. The East Central Florida Regional Planning Council issued a letter on June 25, 2004 stating that the proposed changes to the Heathrow International Business Center are presumed to create additional regional impacts in regards to traffic impacts, potable water usage, and school facilities capacity, but this presumption may be rebutted by clear and convincing evidence. This letter is attached as Exhibit B. The letter also states that the applicant submitted a traffic study that adequately rebutted the presumption of additional regional traffic impacts, but that the potable water capacity issues and school facilities issues were not adequately addressed. The applicant subsequently submitted a letter to the St. Johns River Water Management District (SJRWMD) rebutting the presumption that the project would create additional regional impacts in regard to potable water capacity. This rebuttal letter is attached as Exhibit C and the response from SJRWMD is attached as Exhibit D. The Seminole County Environmental Services Department has provided comments concerning the rebuttal letter submitted by the applicant to SJRWMD and this letter is attached as Exhibit E. On November 8, 2004 the Regional Planning Council provided revised comments on the DRI NOPC. This letter is attached as Exhibit J.

BOARD OF COUNTY COMMISSIONERS ACTION:

The Board of County Commissioners met on March 8, 2005, and voted 5 to 0 to continue this item to the May 10, 2005 Commission meeting, as requested by the applicant.

Attachments:

Exhibit A- Letter from DCA
Exhibit B-Letter from ECFRPC
Exhibit C-Rebuttal letter from applicant to SJRWMD
Exhibit D-SJRWMD response to applicant rebuttal
Exhibit E-Environmental Services response to applicant rebuttal letter
Exhibit F-Statement from Dianne Kramer
Exhibit G-Rebuttal letter from applicant to Dianne Kramer
Exhibit H-Rebuttal letter from Dianne Kramer to applicant
Exhibit I-Statement from School Board
Exhibit J-Revised ECFRPC comments
Second Amendment to the Third Amended and Restated Development Order for Heathrow International Business Center DRI
Second Amendment to the Third Amended and Restated Commitments, Classification and District Description for the Heathrow International Business Center PUD
Rezone Ordinance
Minutes from P&Z Meeting
Minutes from 11/9/04 BCC Meeting
Locator Map
Aerial Map

Heathrow International Business Center DRI NOPC and PUD Major Amendment (Rezone from PUD to PUD)

REQUEST	
APPLICANT	Meredith H. Pickens, Shutts & Bowen LLP
REZONING/DRI NOPC	PUD (Planned Unit Development) to PUD (Planned Unit Development), DRI NOPC
APPROXIMATE GROSS ACRES	407.1 acres in the PUD to be amended and 436.7 acres in the Development of Regional Impact to be amended
LOCATION	Approximately bounded by CR 46A, Interstate 4, Lake Mary Boulevard, and Banana Lake Road
BCC DISTRICT	5 – Commissioner Carey
RECOMMENDATIONS	
STAFF RECOMMENDATION	Staff recommends DENIAL of the PUD Major Amendment and DRI NOPC.

STAFF ANALYSIS & FINDINGS

1. **Property Owners:** Colonial Realty Limited Partnership, Heathrow 4 LLC, and Heathrow 6 LLC

2. **Development Trends**: The Heathrow International Business Center PUD currently contains a combination of office, retail/commercial, and multi-family uses.

SITE DESCRIPTION

1. **EXISTING AND PERMITTED USES:** The Future Land Use and zoning of surrounding properties are as follows:

(North)

SE Vacant and Single-family *A-1*	**PD** Future Townhouses *PUD*	**HIP-TI** Colonial Town Park *PUD*
PD Vacant and Single-family *PUD*	**PD** **(SUBJECT PROPERTY)** Vacant *PUD*	**PD** Retail Center *PUD*
SE Vacant and Single-family *A-1*	**PD** Vacant *PUD*	**PD** Offices *PUD*

(West) **(East)**

(South)

***Bold** text depicts future land use designation, plain text depicts the existing use, and *italicized* text depicts zoning district. See enclosed future land use and zoning map for more details.

As identified from the Property Appraiser's future land use map, 378 acres of the unincorporated area in Seminole County are designated Office land use. Approximately 52 acres are within conservation areas and are determined as unbuildable until an on-site analysis is performed. Of the remaining 326 acres, 107 already have a non-residential structure on the property such as office, school, or retirement home. This leaves a total of 219 buildable acres under the Office designation of which a portion are currently built as single family residential, the remaining acres being vacant. In general the parcels are less than 5 acres in size. As a note, office use already approved or built on properties with a land use designation of Planned Development or Higher Intensity Planned Development (HIP) have not been counted as part of these figures.

SITE ANALYSIS:

Facilities and Services:

A review of the availability of public facilities to serve this property indicates that adequate public facilities either exist or could be made available.

Water and Sewer:

Adequate facilities and services must be available concurrent with the impacts of development. The subject property is located within the Seminole County water and sewer service areas. Water, sewer and reclaimed water services are available to the site. There may be a problem, however, with potable water capacity based on the restrictions of the consumptive use permit issued by St. Johns River Water Management District. Currently, there are 2,984,000 square feet of office approved in the DRI. At a rate of 0.10 gallon per day (gpd) per square foot of office, this equates to a 298,400 gpd of potable water demand estimate for the Heathrow International Business Center DRI. As the first part of this amendment, the applicant is asking to decrease the amount of office by 225,000 square feet and increase the number of multi-family units to 455. Each multi-family unit is estimated to use 300 gpd, for a total of 136,500 gpd of potable water. This increase in multi-family and decrease in office results in a net increase of 114,000 gpd of potable water. The applicant is also requesting the ability to achieve a maximum of 1400 multi-family units in the future, which is an additional 364 units over the 455 they are already asking for and a potential increase of 819 units more than the 581 currently allowed in the DRI. This additional conversion from office to multi-family would result in a net increase of 91,200 gpd, for a total increased demand of 205,000 gpd for both parts of the amendment together.

Compliance with Environmental Regulations:

At this time there are no concerns regarding compliance with environmental regulations. The developer will be required to comply with all regulations of the Seminole County Land Development Code at the time of site plan approval.

Compatibility with Surrounding Development:

The Heathrow International Business Center PUD contains a combination of office, retail/commercial, and multi-family uses. Objective 4 of the Design Element of the Vision 2020 Comprehensive Plan encourages mixed-use corridors and centers with stronger connectivity and more attractive physical design. Staff believes that allowing additional multi-family units will result in a greater mix of uses within the PUD and have the positive benefit of reducing sprawl, promoting diverse housing types and prices, and reducing traffic by allowing people to live near where they work. Having adequate multi-family housing available is particularly important for the Heathrow International Business Center PUD because it is approved for a college/university element that will have 860 students in the future. As part of the Evaluation and Appraisal Report (EAR) on the Vision 2020 Comprehensive Plan, completed in 1998, staff conducted a residential needs analysis that indicated by the year 2020, a projected 18,000 residents in the unincorporated area will need housing not provided by our Future Land Use Map. Due to these reasons, staff is

supportive of the conversion of some of the approved office square footage to multi-family dwelling units.

However, because this is a vital office/commercial corridor for Seminole County, staff believes that there should be limits on the number of acres approved for multi-family residential use until such time staff completes its analysis of residential absorption and economic sustainability; therefore staff is recommending that if the project is approved the following should be a condition of approval: That it be stated in the Second Amendment to the Third Amended and Restated Commitments, Classification, and District Description Heathrow International Business Center Planned Unit Development that any additional residential units added in the future (up to a maximum of 1400 using the conversion matrix) shall be restricted to Tracts "C-1", "D", "O", and "P". These are the tracts that are already approved for multi-family use at this time in the PUD, or are proposed to be converted to multi-family use as a part of this amendment. This will allow developers in the future to build additional multi-family units by increasing densities on tracts previously approved for multi-family, while at the same time ensuring that adequate office tracts and square footage are maintained.

SCHOOL IMPACTS: The proposed project will be served by the Northwest Cluster for elementary schools (Wilson, Bentley, Idyllwilde, and Wicklow), Sanford and Millennium Middle Schools and Seminole High School. The Seminole County School Board has stated that the proposed amendment to allow the conversion of office space to 1400 residential units at some time in the future has the potential to allow an additional 819 residential units. This will generate an estimated 185 public school students, and, therefore, they are opposed to the proposed amendment to the PUD. A statement from Dianne Kramer of the Seminole County School System is attached as Exhibit F. The applicant has stated that this number is incorrect since at this time they are only looking to increase the number of residential units to 455. This rebuttal from the applicant is also attached as Exhibit G. A rebuttal from Dianne Kramer addressing the applicant's rebuttal letter is attached as Exhibit H. A statement from the School Board regarding the conversion of non-residential to residential uses is attached as Exhibit I. Seminole County does not have a school concurrency requirement, therefore this is an issue between the applicant and the School Board to resolve. The Seminole County Board of County Commissioners' staff and the School Board are working to address the capacity issue in a comprehensive fashion. Preliminary recommendations regarding these efforts were provided to the Board on January 20, 2005. At this time, these recommendations are under review by the Board.

ECONOMIC IMPACTS: On June 8, 2004 the Board of County Commissioners approved the update to the Economic Element of the Vision 2020 Comprehensive Plan. Based on this action, staff is reviewing land use amendments for compliance with the updated Economic Element. This application is specifically affected by Policy ECM 3.1, which directs the County to shift the tax base burden away from residential to non-residential uses. In response to the concerns raised by the Board of County Commissioners, and the issues, goals, objectives and policies articulated in the Vision 2020 Comprehensive Plan, the Planning Division contracted with two consultants to provide analyses of the economic impacts of converting office land uses to residential land

uses. The results of these analyses are summarized in the Background section of this report.

DRI Notice of Proposed Change (NOPC) Determination of Substantial Deviation:

Section 380.06(19) (Substantial Deviations) of Florida Statutes, requires that any change to a previously approved DRI development which creates a reasonable likelihood of additional regional impact shall cause the development to undergo further DRI review. On June 25, 2004, the Department of Community Affairs issued a letter objecting to the proposed DRI NOPC. This letter is attached as Exhibit A. The objections were based upon the review and recommendation of the East Central Florida Regional Planning Council. The East Central Florida Regional Planning Council issued a letter on June 25, 2004 stating that the proposed changes to the Heathrow International Business Center are presumed to create additional regional impacts in regards to traffic impacts, potable water usage, and school facilities capacity, but this presumption may be rebutted by clear and convincing evidence. This letter is attached as Exhibit B. The letter also states that the applicant submitted a traffic study that adequately rebutted the presumption of additional regional traffic impacts, but that the potable water capacity issues and school facilities issues were not adequately addressed. The applicant subsequently submitted a letter to the St. Johns River Water Management District (SJRWMD) rebutting the presumption that the project would create additional regional impacts in regard to potable water capacity. This rebuttal letter is attached as Exhibit C and the response from SJRWMD is attached as Exhibit D. The Seminole County Environmental Services Department has provided objections to the rebuttal letter submitted by the applicant to SJRWMD and this letter is attached as Exhibit E.

EXECUTIVE SUMMARY:

The proposed PUD Major Amendment and DRI NOPC raise three potentially competing issues: school impacts, potable water capacity, and economic impacts.

1. **School Impacts:** Seminole County is not legally obligated to enforce school concurrency. The County has provided mitigation methods such as the school impact fee and the ¼ cent sales tax. However the Regional Planning Council's Strategic Regional Policy Plan states that the impact of development on public school facilities shall be considered in the review of DRIs and that they shall be treated as an infrastructure concurrency item and given the same standing as other public facilities in reviewing the impacts of development on public facilities. The ECFRPC submitted revised comments on the DRI NOPC, which are attached as Exhibit J, stating that the School Board has not demonstrated a lack of capacity for the potential student load and that the details of the issue should be resolved at the local government level. The Seminole County Board of County Commissioners' staff and the School Board are working to address the capacity issue in a comprehensive fashion. Preliminary recommendations regarding these efforts were provided to the Board on January 20, 2005. At this time, these recommendations are under review by the Board.

2. **Potable Water Capacity:** The limitations on potable water capacity are an artificial constraint created by the St. Johns River Water Management District. The water plants in the Northwest Service Area are capable of supplying adequate flows to the proposed project. The restrictions of the Consumptive Use Permit, however, severely limit the County's ability to serve future development in the Northwest area.

3. **Economic Impacts:** The long-term economic impacts of converting additional non-residential to residential uses in the north I-4 high-tech target area bear further study based on Policy ECM 3.1 of the Economic Element, which directs the County to shift the tax base burden from residential to non-residential uses. In response to the concerns raised by the Board of County Commissioners, and the issues, goals, objectives and policies articulated in the Vision 2020 Comprehensive Plan, the Planning Division contracted with two consultants to provide analyses of the economic impacts of converting office land uses to residential land uses. The results of these analyses are summarized in the Background section of this report.

   If the Board chooses to approve the PUD Major Amendment, staff recommends that the conversion of non-residential to residential uses within the PUD be confined to only those tracts that are already designated as residential under the existing PUD agreement and those tracts that are proposed to be converted to residential uses as part of this amendment process (Tracts "C-1", "D", "O", and "P").

STAFF RECOMMENDATION:

Based on the economic studies and the above analysis of the positive and negative aspects of the proposed development, staff recommends DENIAL of the DRI NOPC. Should the Board approve the DRI NOPC, staff recommends the approval be subject to the attached Second Amendment to the Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact (DRI).

Staff also recommends DENIAL of the Major Amendment to the Heathrow International Business Center PUD. Should the Board approve the major amendment to the Heathrow International Business Center PUD, staff recommends the approval be subject to the attached Second Amendment to the Third Amended and Restated Commitments, Classification and District Description for the Heathrow International Business Center Planned Unit Development, with the following conditions:

1. Any additional residential units added in the future (up to a maximum of 1400 using the conversion matrix) shall be restricted to Tracts "C-1", "D", "O", and "P"; and

2. Approval of additional residential units above the 313 already approved shall be subject to concurrency testing to ensure adequate service capacities.

PLANNING AND ZONING COMMISSION RECOMMEDATION:

The Planning and Zoning Commission met on October 6, 2004 and voted 5 to 1 to recommend APPROVAL of the Major PUD Amendment consisting of the following changes:

1. Changing the name of the PUD from Heathrow International Business Center to Colonial Center Heathrow,

2. Changing the use designations of Tract "D" and Tract "O" from office to multi-family, and Tract "P" from office to multi-family and office (Tract "D" is entirely within the City of Lake Mary and is proposed to be built as town homes, Tracts "O" and "P" are within Seminole County, approximately 15 acres are proposed to be changed from office to multi-family within the County),

3. Increasing the total number of multi-family units allowed in the PUD from 313 units to 768 units (an increase of 455 units, of which 300 apartment units are proposed within the County and 155 townhouse units are proposed within the City of Lake Mary),

4. Allowing the future conversion of land uses within the PUD utilizing the existing conversion matrix in the Second Amendment to Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact to achieve a maximum of 1400 multi-family units in the future (a potential increase of 819 units more than the 581 currently allowed),

5. Decreasing the amount of approved office space from 2,984,000 square feet to 2,759,000 square feet (a decrease of 225,000 square feet).

Note: The LPA/P&Z does not provide recommendations regarding DRI/NOPC, Substantial Deviation determinations.

BOARD OF COUNTY COMMISSIONERS ACTION:

The Board of County Commissioners met on March 8, 2005, and voted 5 to 0 to continue this item to the May 10, 2005 Commission meeting, as requested by the applicant.

Exhibit A

bcc
CM
Holdir:
Planning Mgr
Dev. Rev. Mgr.

STATE OF FLORIDA

DEPARTMENT OF COMMUNITY AFFAIRS

"Dedicated to making Florida a better place to call home"

JEB BUSH
Governor

THADDEUS L. COHEN, AIA
Secretary

June 25, 2004

The Honorable Daryl G. McLain, Chairman
Seminole County
Board of County Commissioners
1101 E. First Street
Sanford, FL 32771

Re: Notice of Proposed Change #12 for Heathrow International Business Center Development of Regional Impact: (ADA-0688-013)

Dear Chairman McLain:

The Department received the Notice of Proposed Change for the Heathrow International Business Center Development of Regional Impact on May 6, 2004, as well as the Amended Notice of Proposed Change on June 16, 2004. Based on the review and recommendation of the East Central Florida Regional Planning Council, the Department objects to the proposal. The Department requests that the Applicant coordinate with the ECFRPC and reviewing agencies to address all of the issues that are listed in the enclosed letters (see attached). If additional information is provided to adequately address the objection, the Department will reconsider its position.

If you have any questions or comments regarding this matter, please call Jana Williams, Planner, at (850) 922-1827.

Sincerely Yours,

Charles Gauthier, AICP
Chief of Comprehensive Planning

CG/jw

Enclosures: East Central Florida Regional Planning Council draft letter
Florida Department of Transportation letter
St. Johns Water Management District letter

cc: Fred Milch, East Central Florida Regional Planning Council
Meredith H. Pickens, Shutts & Bowen, L.L.P.

RECEIVED
JUN 30 2004
BCC/CM

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EMERGENCY MANAGEMENT
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100
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HOUSING & COMMUNITY DEVELOPMENT
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100
(850) 488-7956

East Central Florida
REGIONAL
PLANNING
COUNCIL

Exhibit B

RECEIVED
JUN 28 2004

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Commissioner
Lake County

Vice Chairman
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Governor's Appointee
Orange County

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Website:
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Printed on
recycled paper

June 25, 2004

Mr. Matt West
Seminole County Planning
1101 E. First Street
Sanford, FL 32771

Mr. John Omana
City of Lake Mary
Post Office box 950700
Lake Mary, FL 32795-0700

RE: Heathrow International Business Center DRI Notification of a Proposed Change (NOPC) to Change Name and Increase Residential Units (ECFRPC # 5349)

Dear Mr. West and Mr. Omana:

We have reviewed the referenced NOPC and it is our understanding that the change is to increase residential units from 581 to 1,036 units with the ability to increase this to a total of 1,400 units without submitting an NOPC. Office square footage would decrease from 2,984,000 to 2,759,000 square feet to offset the impacts from the additional residential units. Any future increase in residential units up to the 1,400 units would also be offset by decreases in other approved square footage. The applicant also proposed to change the name from Heathrow International Business Center to Colonial Center Heathrow.

We offer the following comments regarding these proposed changes.

A. The name change is not a substantial deviation pursuant to section 380.06(19) (e) 2.a., F.S.

B. The simultaneous increase in multi-family and decrease in office space is addressed in section 380.06(19) (e) 5.c., F.S. This type of change is presumed to create additional regional impacts, but may be rebutted by clear and convincing evidence. The proposed development program is as follows:

Land Use	Lake Mary	Seminole County	Total Project
Office sq. ft.	~~1,804,750~~ 1,669,750	~~1,179,250~~ 1,089,250	~~2,984,000~~ 2,759,000
College/Univeristy	0	860 students	860 students
Retail sq. ft.	90,000	0	90,000
Hotel rooms	304	0	304
Day Care sq. ft.	0	24,000	24,000
Multi-family units	155 ~~0~~	881 ~~581~~	1,036* ~~581~~

* The applicant also wants the ability to convert approved office to multi-family for a total maximum of 1,400 units by decreasing approved square footages without an NOPC.

In order to rebut the presumption that this change will create additional regional impacts, the Applicant has presented the following information:

1. A traffic study was presented that indicated the directional peak hour external trips would not increase. Therefore, the presumption of additional regional traffic impacts was adequately rebutted.
2. Information regarding the increase in water and wastewater usage was presented. The St. Johns River Water Management District has provided the attached letter identifying their concerns. They have been in discussions with the Applicant regarding more stringent Development Order language that would increase the commitment to reduce potable water use. This would be accomplished through the use of reclaimed water and the use of native vegetation.
3. School facilities have not been adequately addressed. The Seminole County School Board representative has indicated that the impact fee total of $290,745 will not adequately address the impact of additional students from the proposed multi-family units and requested that the Applicant pay 125% of the impact fee to address increased costs. The applicant has not agreed to this.

As a result of inadequate rebuttal of water and school resources, we recommend approval of this change with the following provisions:

1. The Applicant must address school issues to the satisfaction of the school board. The Development Order must specify that a letter of approval be obtained from the Seminole County School Board stating that the Applicant has addressed their concerns regarding the additional impacts to the schools that will service the students from the project.

2. The Applicant must address water conservation to the satisfaction of the St. Johns River Water Management District. The Development Order must contain conditions approved by the District relating to reclaimed water and stringent Xeriscaping.

Consequently, it is our opinion that these proposed changes do not adequately address regional impacts. If school and potable water impacts are addressed as recommended above, then we would have no objections to this proposed change and the project would not result in a substantial deviation determination pursuant to the threshold criteria of section 380.06(19), Florida Statutes. We therefore recommend that the changes be approved with as stipulated and that that this proposal not be submitted for additional regional review by this agency. Otherwise, the project should be reviewed as a substantial deviation.

If you have any questions, please give me or Fred Milch a call at 623-1075, extension 315.

Sincerely,

Fred Milch

for Sandra Glenn
Executive Director

c: Brett Blackadar, Seminole County Public Works
Marina Pennington, DCA
Peter Brown, SJRWMD
Beth Potter, FDOT
Meredith Pickens, Shutts & Bowen
Chris Walsh, Kimley-Horn
Tony Mathews, Seminole County Planning Division
Charles McGehee, Colonial Realty

Exhibit C

RECEIVED

JUL 29 2004

Sent Via Facsimile: (407) 659-4805

July 26, 2004

Job No.: HI8-10

BOWYER-SINGLETON & ASSOCIATES, INCORPORATED
ENGINEERING · PLANNING · SURVEYING · ENVIRONMENTAL
520 South Magnolia Avenue · Orlando, Florida 32801
407-843-5120 · Fax 407-649-8664

Mr. Peter Brown
St. Johns River Water Management District
Altamonte Springs Service Center
975 Keller Road
Altamonte Springs, Florida 32714-1618

Subject: Colonial Center Heathrow DRI
Notice of Proposed Change (NOPC) Application Review Comments

Dear Mr. Brown:

The proposed change in land use, from office to Multi-Family, results in an increase in the potable water demand. Based on the criteria of 300 gpd per multi-family unit and 0.1 gpd per office Single-Family (SF), the increases in theoretical flows are as follows:

A. Proposed Increase in Multi-Family Units on Parcels O, P and D

Increase in Multi-Family Flow = 455 units x 300 gpd / unit = 136,500 gpd

Decrease in Office flow = 225,000 SF x .10 gpd / SF = 22,500 gpd
Net Increase = 114,000 gpd

B. Potential Future Increase in Multi-Family without a NOPC

Increase in Multifamily Flow = 364 x 300gpd/unit = 109,200 gpd

Decrease in Office Flow = 180,000 SF x .10 gpd / SF = 18,000 gpd
Net Increase = 91,200 gpd

It is our understanding that under the current Consumptive Use Permit (CUP), Seminole County can adequately serve the proposed increase of 114,000 gpd of potable water usage. It is yet to be determined whether the potential additional increase of 91,200 gpd would be available under a future CUP. However, the flow rate of 300 gpd / unit has been used in the engineering industry for many years prior to the availability of reuse water for irrigation. Therefore, with the use of reuse water for irrigation, the potable water use per unit will, in actuality, be below 300 gpd /unit.

We therefore recommend that the parcel developers within the Colonial Center Heathrow be required to connect to the existing reuse water system within the development for landscape irrigation and that the irrigation of landscape areas be metered and limited to 850,000 gallons per year per acre of development (assuming 30% open space). This restriction is based on the assumption that Seminole County will supply adequate volume and pressure through the reuse system, and that alternative sources would be allowable in the event that the County's system did not provide pressure or volume that meets industry standards.

In addition, the parcel developers will be required to meet the City of Lake Mary requirement of 40% of the landscape plantings (excluding sod) to be "Florida Friendly" landscaping.

Finally, we recommend allowing the option of increasing the number of Multi-Family units from 1,036 to 1,400 in the future without requiring a NOPC, by requiring the developer to execute a Utility Agreement for Water and Sewer, which would guarantee water availability for the increased flow prior to Site Plan approval.

Should you require any additional information or clarification, please do not hesitate to contact me at (407) 843-5120 extension 3162.

Sincerely,

Mark E. Jacobson, P.E.
Senior Project Manager

MEJ:slb
H:\B10\Corr\7001

C: Charles McGehee, Colonial Properties
Mike Neal, Coscan
Al Piazza, Coscan
Roberto Pesant, Coscan
Matt West, Seminole County Government
Tina Deater, Seminole County Government
Fredrick W. Milch, East Central Florida Regional Planning Council
Sandra S. Glenn, East Central Florida Regional Planning Council
Gary Schindler, City of Lake Mary
John Omana, City of Lake Mary
Jana Williams, Department of Community Affairs
Correspondence File

Exhibit D

Heather M. Kowalski

From: Mark Jacobson [MJacobson@bsaorl.com]
Sent: Friday, August 06, 2004 11:35 AM
To: Heather M. Kowalski
Subject: FW: Colonial Center Heathrow DRI

Heather
Here is the latest response from Peter as well as a copy of my submittal to him, Are you available at around 1:30 to discuss this and the Curly med easements?
thanks
Mark

-----Original Message-----
From: Peter Brown [mailto:pbrown@sjrwmd.com]
Sent: Wednesday, August 04, 2004 3:06 PM
To: Mark Jacobson (E-mail)
Cc: Jeff Cole; James Hollingshead
Subject: Colonial Center Heathrow DRI

Mark,

Thank you for your letter dated July 26, 2004 responding to District comments regarding the Colonial Center Heathrow DRI. In the letter you propose adding requirements regarding the use of reclaimed or reuse water for landscape irrigation, utilizing the City of Lake Mary's landscaping requirements relative to the use of "Florida Friendly" landscaping throughout the development, and requiring the developer to execute a Utility Agreement for water and sewer prior to site plan approval in order to have the option to increase the number of multi-family units. Please respond to my comments below.

Reclaimed water: It is sufficient to require that parcel developers within the Colonial Center Heathrow be required to connect to the reuse water system that currently exists within the development for landscape irrigation and that the irrigation of landscaped areas be metered. Condition 3.11 of the development order (D.O.) could be amended to include this provision. Existing language in D.O. condition 3.11 should address your concerns of using other sources should the County be unable to meet the reclaimed water needs of the development.

Landscape: I have some questions regarding the proposal to extend to the Seminole County portion of the development the City of Lake Mary requirement of 40% of the landscape plantings (excluding sod) to be "Florida Friendly" landscaping.

Is some of the development already in the Lake Mary jurisdiction and already obligated to to meet the standard?
Does the exclusion of sod mean that the entire landscaped area or a site could be sod?
How do the Seminole County standards for the use of "Florida Friendly" landscaping compare?

Additional multi-family units: If we agree on the use of reclaimed water and the landscape requirements you have addressed our concerns. It is not necessary to add a requirement regarding the utility to allow the additional units as you have proposed. We understand that you would not be able to proceed with the development without water and sewer utility service.

Is there a date set for the local government to consider changes to the development order related to the NOPC?

Peter Brown, Policy Analyst
St. Johns River Water Management District
P.O. Box 1429, Palatka, FL 32178-1429

Exhibit E

Environmental Services Department

Memo

TO: Matt West, Planning Manager

FROM: Robert G. Adolphe, P.E., Environmental Services Director

DATE: September 17, 2004

RE: Heathrow International Business Center PUD Major Amendment

---

Seminole County Environmental Services Department has been in receipt of a series of letters regarding the above project, and we wish to provide comments on the most recent letter from the Developer's consultant, Boyer-Singleton, dated July 26, 2004.

This letter states "It is our understanding that under the current Consumptive Use Permit, Seminole County can adequately serve the proposed increase of 114,000 gpd of potable water usage." Neither Bowyer-Singleton staff nor their client, Shutts and Bowen has consulted either formally or informally with us. This absence of consultation has occurred while the Seminole County Planning Department staff has stated clearly that water concurrency will be a primary consideration for this development because of the increased demand.

The letter recommends that the project be connected to reclaimed water. We understand that the project is already required to connect to reclaimed water under Seminole County Land Development Code (LDC) Sec 30.1234 and 30.1231(e). The letter states that, with the use of reclaimed water, the potable water use per unit will be below 300 gpd/unit. Capacity factors for multi-family developments do not include reclaimed water. So while this statement may be realistically true, the capacity calculations will remain the same regardless of the source of irrigation water.

Consumptive Use Permit potable water allocations from SJRWMD are structured with yearly incremental increases in many cases. These increases utilize current Future Land Use profiles and population projections with anticipated water demand from indoor and outdoor use taking into account per-capita consumption and irrigable area demand.

Any increases in water demand will necessarily effect the water allotments in the current permit. It is the recommendation of the Environmental Services Department that any

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increases in the potable water demand for future projects be mitigated or offset through some means, either on the subject property site, or by incorporating alternative water projects into existing properties, offsetting potable water on a one for one basis.

We are very interested in working with the developer on options to mitigate for the increased demand that this PUD Amendment will generate. We appreciate the opportunity to provide comments. If you have any questions, please contact Liz Block (2121) or myself (2010).

Thank you.

C: Sally Sherman, Deputy County Manager
Don Fisher, Deputy County Manager
Dennis Westrick, P.E., PEI Manager
Liz Block, Water Conservation Coordinator

Exhibit F

Tony Matthews
05/27/2004 12:14 PM

To: Tina Deater/Seminole@Seminole
cc:
Subject: Fw: Proposed Change to Heathrow International Business Center DRI

FYI.

Tony Matthews
Planning Division
1101 East First Street
Sanford, FL 32771
407-665-7371
----- Forwarded by Tony Matthews/Seminole on 05/27/2004 12:19 PM -----

"Fred Milch"
<fmilch@ecfrpc.org>
05/27/2004 08:56 AM

To: "Meredith H. Pickens" <mharper@shutts-law.com>
cc: "Tony Matthews" <TMatthews@co.seminole.fl.us>, "'Sandra Glenn'" <Sglenn@ecfrpc.org>, "John Omana" <jomana@lakemaryfl.com>
Subject: FW: Proposed Change to Heathrow International Business Center DRI

Good Morning, Meredith,
Again, I am forwarding this so you may begin your response, but please, as with the SJRWMD letter I forwarded earlier, save your responses for the formal submittal of additional information. Please feel free to contact Dianne Kramer, however, if you seek clarification or discussion.
Thanks, Fred.

Fred Milch, AICP
East Central Florida Regional Planning Council
631 N. Wymore Road, Suite 100
Maitland, FL 32751-4246
407/623-1075
407/623-1084 (fax)
fmilch@ecfrpc.org
We abuse land because we regard it as a commodity belonging to us. When we see land as a community to which we belong, we may begin to use it with love and respect.
Aldo Leopold, 1948

-----Original Message-----
From: Dianne_Kramer@scps.k12.fl.us [mailto:Dianne_Kramer@scps.k12.fl.us]

Sent: Wednesday, May 26, 2004 4:04 PM
To: sglenn@ecfrpc.org
Cc: Board-Members_DL/scps_esc@mail.scps.k12.fl.us; fmilch@ecfrpc.org
Subject: Proposed Change to Heathrow International Business Center DRI

Thank you for the opportunity to review the proposed change to the Heathrow International Business Center Development of Regional Impact. I understand from the application that approval of the requested change could result in an additional 819 multi-family residential units in Seminole County and the City of Lake Mary. This change in land use would generate at least 135 public school students that are not currently anticipated. In planning for school capacity in this area, Seminole County Public Schools had anticipated the previously approved office land uses, so there is no classroom capacity to accommodate the additional enrollment. The following schools currently serve this geographical area:

Elementary Northwest Cluster (choice of Wilson, Bentley, Idylwilde, and Wicklow)

Middle Sanford and Millennium Middle Schools
High Seminole High

To illustrate the deficit of classroom space in these schools, please note that there are 36 portables on the elementary campuses, 24 portables at the two middle schools, and 18 portables on the high school campus. A classroom addition is currently under construction at Seminole High School and Early Learning Center additions at Wilson and Bentley Elementary schools will open in August 2005. A new middle school next to Heathrow Elementary will open in August 2006, but it will need to provide relief for other middle schools in the area also. In short, even with the planned capacity additions, there is still a deficit in classroom space.

The additional 819 units would generate only $523,341 in impact fees, based on the current rate structure. If the district purchased classroom space to house the anticipated number of students associated with this development, it would cost a minimum of $700,000.

On behalf of Seminole County Public Schools, I would recommend denial of this proposed change. If it is approved, however, some provision should be made to off-set the school system impacts. If 125% of the impact fees were paid at the time of approval, the district could have funds in a timely manner to address the capacity impacts of this development. Please feel free to contact me if you need additional information. Thank you.

Dianne L. Kramer, Deputy Supt./Operations
Seminole County Public Schools
407.320.0060 direct line
407.320.0292 FAX

<mailto:dianne_kramer@scps.k12.fl.us>

Exhibit G

Matt West/Seminole
06/09/2004 12:39 PM

To: Jeffrey Hopper/Seminole@Seminole, Tina Deater/Seminole@Seminole
cc:
bcc:
Subject: Fw: Proposed Change to HIBC DRI

----- Forwarded by Matt West/Seminole on 06/09/2004 12:44 PM -----

"Meredith H. Pickens" <Mharper-Pickens@shutts-law.com>
06/09/2004 10:38 AM

To: dianne_kramer@scps.k12.fl.us
cc: fmilch@ecfrpc.org, Sglenn@ecfrpc.org, gschindler@lakemaryfl.com, jomana@lakemaryfl.com, MWest@seminolecountyfl.gov
Subject: Proposed Change to HIBC DRI

Hi Dianne. Thank you for your response to our Notice of Proposed Change to the HIBC (Colonial Center Heathrow) DRI in the City of Lake Mary and Seminole County, Florida.

Your analysis of school capacity seems to be based on a proposed increase in 819 multi-family residential units. In actuality, we are proposing to add 455 multi-family units - 155 townhomes in the City's jurisdiction, and up to 300 apartments in the County's jurisdiction. In exchange for this increase, we have proposed a decrease in approved office space of 225,000 square feet.

Instead of the 185 projected new public school students, the revised project will likely generate less than 102 new public school students. Based on these numbers, we would like the School Board to estimate whether the new facilities and improvements to existing schools are likely to accommodate these projected students. The estimated impact fees would total $290,745 for 455 new residential units, and the Applicant feels that these fees should be sufficient to offset any of its impacts. The Applicant is not in favor of paying 125% of the listed impact fees since that is not a legal requirement.

Please give me a call if you have any questions or require additional information. Thanks.

"MMS <shutts-law.com>" made the following annotations.

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==========

Exhibit H

Matt West/Seminole
06/09/2004 02:13 PM

To: Jeffrey Hopper/Seminole@Seminole, Tina Deater/Seminole@Seminole
cc:
bcc:
Subject: Fw: Proposed Change to HIBC DRI

----- Forwarded by Matt West/Seminole on 06/09/2004 02:17 PM -----

Dianne_Kramer@scps.k12.fl.us
06/09/2004 02:00 PM

To: Mharper-Pickens@shutts-law.com
cc: Board-Members_DL/scps_esc@mail.scps.k12.fl.us, fmilch@ecfrpc.org, gschindler@lakemaryfl.com, jomana@lakemaryfl.com, MWest@seminolecountyfl.gov, Sglenn@ecfrpc.org
Subject: RE: Proposed Change to HIBC DRI

Thank you for your response. My recollection of the application indicated that there was a maximum allowable number of units and then an indication of the number of units that you intend to construct. Whichever figure that you choose to use, there is still an increase in residential units and an increase in student enrollment. Understanding that both the county and the city have many factors to consider regarding this request, there is still a significant impact on the school system. Seminole County Public Schools is currently spending more than $1 million to provide portable classrooms to house a growing enrollment. The current financially feasible 10 year capital plan cannot address all of the capital improvement needs -- there are over $50 million of un-funded needs and the projects included in the 10 year plan are not just future needs; they are immediate needs. The increasing conversion of office/commercial land to residential use has not been part of our future planning process. While I appreciate the fact that you consider the impact fee payment of $290,745 to be sufficient, it does not cover the cost to house the students that will be generated by your development. That is clear in the fee calculation and is certainly evident in the fee structure of our surrounding counties.

Seminole County Public Schools has reviewed this change and expressed our concerns, but it is a local government decision. We would hope that developers and local governments would choose to work with us to help maintain our quality school system. Thank you.

-----Original Message-----
From: Mharper-Pickens [mailto:Mharper-Pickens@shutts-law.com]
Sent: Wednesday, June 09, 2004 10:38 AM
To: Dianne Kramer
Cc: fmilch; Sglenn; gschindler; jomana; MWest
Subject: Proposed Change to HIBC DRI

Hi Dianne. Thank you for your response to our Notice of Proposed Change to the HIBC (Colonial Center Heathrow) DRI in the City of Lake Mary and Seminole County, Florida.

Your analysis of school capacity seems to be based on a proposed increase in 819 multi-family residential units. In actuality, we are proposing to add 455 multi-family units - 155 townhomes in the City's jurisdiction, and up to 300 apartments in the County's jurisdiction. In exchange for this increase, we have proposed a decrease in approved office space of 225,000 square feet.

Instead of the 185 projected new public school students, the revised project will likely generate less than 102 new public school students. Based on these numbers, we would like the School Board to estimate whether the new facilities and improvements to existing schools are likely to accommodate these projected students. The estimated impact fees would total $290,745 for 455 new residential units, and the Applicant feels that these fees should be sufficient to offset any of

its impacts. The Applicant is not in favor of paying 125% of the listed impact fees since that is not a legal requirement.

Please give me a call if you have any questions or require additional information. Thanks.

"MMS <shutts-law.com>" made the following annotations.

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Exhibit I

ITEM #41

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AUG 25 2004

SEMINOLE COUNTY
COUNTY MANAGER

SEMINOLE COUNTY
PUBLIC SCHOOLS

BILL VOGEL, Ed.D.
Superintendent

ducational Support Center
400 E. Lake Mary Boulevard
Sanford, Florida 32773-7127
Phone: (407) 320-0004
Fax: (407) 320-0281
Suncom: 351-0004

SCHOOL BOARD
SANDY ROBINSON
Chairman

DEDE SCHAFFNER
Vice Chairman

DIANE BAUER
Board Member

LARRY FURLONG
Board Member

JEANNE MORRIS
Board Member

August 23, 2004

Mr. Kevin Grace
County Manager
1101 East First Street
Sanford, Florida 32771-1468

Dear Kevin,

On August 10, 2004, the School Board voted to oppose the Florence Arbor Townhouse and Condominium Project as well as land use changes that convert non-residential properties to residential properties until the School Board, county, and cities have an opportunity to discuss future growth and the impact of those changes on the county and the school district.

The School Board asked that we discuss the possibility of a joint meeting, but after our conversation it would be difficult to schedule such a meeting before September 14, 2004, which is when your Board is rehearing the Florence Arbor Project. It is my understanding that your staff has recommended that all proposed land use changes be continued until the spring.

Therefore, my thoughts would be to proceed as we discussed at the August Mayors and Managers meeting to convene the Planning Technical Advisory Committee to address these matters over the next few months with a joint meeting to follow.

Please contact me if you have any questions.

Sincerely,

Bill Vogel

Bill Vogel
Superintendent

Cc: Board Members
Dianne Kramer

East Central Florida
REGIONAL
PLANNING
COUNCIL

EXHIBIT J

RECEIVED
NOV 10 2004

Chairman
Welton G. Cadwell
Commissioner
Lake County

Vice Chairman
Jon B. Rawlson
Governor's Appointee
Orange County

Secretary/Treasurer
Michael S. Blake
Commissioner
Tri-County League
of Cities
Winter Springs

Executive Director
Sandra S. Glenn

November 8, 2004

Mr. Matt West
Seminole County Planning
1101 E. First Street
Sanford, FL 32771

Mr. John Omana
City of Lake Mary
Post Office box 950700
Lake Mary, FL 32795-0700

RE: Heathrow International Business Center DRI Notification of a Proposed Change (NOPC) to Change Name and Increase Residential Units (ECFRPC # 5349)

Dear Mr. West and Mr. Omana:

We have reviewed the referenced NOPC and it is our understanding that the change is to increase residential units from 581 to 1,036 units with the ability to increase this to a total of 1,400 units without submitting an NOPC. Office square footage would decrease from 2,984,000 to 2,759,000 square feet to offset the impacts from the additional residential units. Any future increase in residential units up to the 1,400 units would also be offset by decreases in other approved square footage. The applicant also proposed to change the name from Heathrow International Business Center to Colonial Center Heathrow.

We offer the following comments regarding these proposed changes.

A. The name change is not a substantial deviation pursuant to section 380.06(19) (e) 2.a., F.S.

B. The simultaneous increase in multi-family and decrease in office space is addressed in section 380.06(19) (e) 5.c., F.S. This type of change is presumed to create additional regional impacts, but may be rebutted by clear and convincing evidence. The proposed development program is as follows:

Serving Brevard, Lake, Orange, Osceola, Seminole and Volusia counties.

631 N. Wymore
Suite 100
Maitland, Florida
32751

Phone
407.623.1075
Fax 407.623.1084

Suncom 334.1075
Suncom Fax
334.1084

Website:
www.ecfrpc.org

Printed on
recycled paper

Land Use	Lake Mary	Seminole County	Total Project
Office sq. ft.	~~1,804,750~~ 1,669,750	~~1,179,250~~ 1,089,250	~~2,984,000~~ 2,759,000
College/Univeristy	0	860 students	860 students
Retail sq. ft.	90,000	0	90,000
Hotel rooms	304	0	304
Day Care sq. ft.	0	24,000	24,000
Multi-family units	155 ~~0~~	881 ~~581~~	1,036* ~~581~~

* The applicant also wants the ability to convert approved office to multi-family for a total maximum of 1,400 units by decreasing approved square footages without an NOPC.

In order to rebut the presumption that this change will create additional regional impacts, the Applicant has presented the following information:

1. A traffic study was presented that indicated the directional peak hour external trips would not increase. Therefore, the presumption of additional regional traffic impacts was adequately rebutted.

   We received correspondence from LYNX, which was forwarded to the applicant in our June 3, 2004 letter to the applicant. It is our understanding that the applicant is currently working with LYNX on park and ride lot provisions. It is our recommendation that the following additional steps be ensured:

   a. Coordinate with LYNX on the deviation of the Link 200 express route bus service that currently from the Saxon Blvd. Park & Ride lot in Volusia County to downtown Orlando. The developer's contributions shall consist of financial contributions or transit amenities at proposed stops.

   b. The design of the additional multi-family housing units shall include pedestrian paths of less than ¼ mile from each residential to possible future bus stops along the roadways. Cul-de sacs and community neighborhood walls should be discouraged pursuant to transit oriented design standards.

   c. If additional or future bus service is initiated along Lake Mary Blvd., Orange Blvd., County Road 46A, International Parkway, and/or Paola Road, bus stops and passenger-waiting benches shall be placed at locations to be determined in coordination with LYNX.

d. Continued coordination with LYNX to promote ridesharing programs offered by LYNX.

2. Information regarding the increase in water and wastewater usage was presented. The St. Johns River Water Management District has raised concerns regarding irrigation and landscape requirements which have been adequately addressed by the applicant. As agreed upon, the proposed residential development will connect to reuse water and the landscaping will consist of at least 40% "Florida Friendly" landscape plantings, not including the sod areas. Please note that the East Central Florida Regional Planning Council, in its recommendations for the Stoneybrook South DRI, required at least 75% native vegetation for all common area landscaping. We would prefer this standard, but would not object to the requirements put forth by the SJRWMD.

3. The Seminole County School Board representative has indicated that the impact fee total of $290,745 will not adequately address the impact of additional students from the proposed multi-family units and requested that the Applicant pay 125% of the impact fee to address increased costs. However, they have not demonstrated that there is a lack of capacity for the potential student load. While we are sensitive to the need to maintain a high quality of education within the county, we cannot support their position without evidence that capacity will not be available. We leave the details of this issue to be resolved at the local government level.

In conclusion, it is our opinion that these proposed changes do not adequately address regional impacts unless potable water impacts and transit impacts are addressed as recommended above. Additionally, we recommend that the local governments work with the Seminole County School Board to address their concerns at the local level. Assuming these issues are adequately addressed, then we would have no objections to this proposed change and the project would not result in a substantial deviation determination pursuant to the threshold criteria of section 380.06(19), Florida Statutes. We therefore recommend that the changes be approved as stipulated and that that this proposal not be submitted for additional regional review by this agency. Otherwise, the project should be reviewed as a substantial deviation.

If you have any questions, please give me or Fred Milch a call at 623-1075, extension 315.

Sincerely,

Sandra Glenn
Executive Director

c: Brett Blackadar, Seminole County Public Works
Marina Pennington, DCA
Peter Brown, SJRWMD
Beth Potter, FDOT
Meredith Pickens, Shutts & Bowen
Chris Walsh, Kimley-Horn
Tony Mathews, Seminole County Planning Division
Charles McGehee, Colonial Realty
LaChant Barnett, LYNX

This Instrument Prepared By
And After Recording Return To:

Meredith H. Pickens, Esq.
Shutts & Bowen LLP
300 S. Orange Avenue, Suite 1000
Orlando, Florida 32801

SECOND AMENDMENT TO THIRD AMENDED AND RESTATED DEVELOPMENT ORDER HEATHROW INTERNATIONAL BUSINESS CENTER (SEMINOLE COUNTY)

THIS SECOND AMENDMENT TO THE THIRD AMENDED AND RESTATED DEVELOPMENT ORDER FOR HEATHROW INTERNATIONAL BUSINESS CENTER is made and executed this _____ day of _____, 2005, by SEMINOLE COUNTY, FLORIDA (the "County") and COLONIAL REALTY LIMITED PARTNERSHIP, a Delaware limited partnership ("Colonial").

W I T N E S S E T H:

WHEREAS, on May 25, 2001, the County adopted the Third Amended and Restated Development Order for the Heathrow International Business Center DRI ("HIBC"), recorded at Official Records Book 4019, Pages 0105 and issued the First Amendment to the Third Amended and Restated Development Order for Heathrow International Business Center DRI on October 14, 2003; and

WHEREAS, Colonial Realty Limited Partnership is the developer (the "Master Developer") of real property located in the City of Lake Mary and Seminole County known as the Heathrow International Business Center DRI ("HIBC"), more particularly described in Exhibit "A" attached hereto; and

WHEREAS, Heathrow 6 LLC is the owner and developer of 17.253 acres, more particularly described in Exhibit "B" attached hereto, which such parcel is comprised of a portion of the real property identified as Parcel Id: 06-30-30-300-0130-0000 and Parcel Id: 06-30-300-0120-0000; and

WHEREAS, Heathrow 4 LLC is the owner and developer of that certain real property identified as Parcel Id: 06-20-30-5UD-0000-0010, of which 15 acres will be developed as an apartment complex; and

WHEREAS, Heathrow 6 LLC and Heathrow 4 LLC are collectively referred to herein as the "Site Developer"; and

WHEREAS, the Site Developer desires to modify the Third Amended and Restated Development Order for HIBC as amended by that certain First Amendment by (i) changing the name of the DRI to Colonial Center Heathrow, (ii) changing the DRI to allow multi-family development on the portions of the DRI located within the City of Lake Mary, (iii) amending the DRI so that an additional 455 multi-family units are permitted on the property located within the City of Lake Mary and Seminole County, (iv) decreasing office square footage by 225,000 square feet within the entire DRI while simultaneously increasing the number of multi-family units permitted in the DRI from 581 units to 1036, with the ability to use the existing conversion matrix for a maximum of 1400 multi-family units (v) changing the land use designation for Tracts "D" and "O" from office to multi-family and (vi) changing the land use designation of Tract "P" from office to office and multi-family; and

WHEREAS, the City has determined that the proposed changes to the Third Amended and Restated Development Order do not constitute a substantial deviation under Section 380.06(19), Florida Statutes.

NOW THEREFORE, the Third Amended and Restated Development Order for HIBC is hereby amended as follows:

1. The name of the Heathrow International Business Center Development of Regional Impact is hereby officially changed to Colonial Center at Heathrow.

2. Section I.12.(a) HIBC Project Description in the Third Amendment and Restated Development Order as amended by that First Amendment shall be deleted in its entirety and replaced with the following provision:

Land Use	Lake Mary	Seminole County	Total Project
Office	1,669,750	1,089,250*	2,759,000**
College/University	0	860 Students	860 Students***
Retail/ Commercial	90,000 sf	0	90,000 sf
Hotel	304 rms	0	304 rms
Day Care	0	24,000 sf	24,000 sf
Multi-family	154 du	881 du	1036 du
Parks:			
-Urban Park	9.1 acres	0	9.1 acres

-Linear Park	5.1 acres	1.9 acres	7.0 acres
Open Space/ Retention /Lakes	27.5 acres	57.8 acres	84.6 acres
Right-of-Way	42.0 acres	9.6 acres	51.6 acres

* Includes Support Retail/Commercial, not to exceed 26,250 square feet and 14,000 square feet of office allotted to the parcel owned by SCC.

** Transfers in Office square footage and Multi-family units between the City of Lake Mary and Seminole County shall be permitted. Notifications to DCA and ECFRPC of these transfers will not be required but will be required in the DRI Annual Report.

*** Trip generation potential for 860 students is equivalent to that which would be generated by approximately an 80,000 square foot educational facility.

(b) Location of HIBC: The HIBC is located west of Interstate 4 between CR 46A and Lake Mary Boulevard, Seminole County, Florida.

(c) Acreage: 436.7 acres; 218.4 acres more or less in unincorporated Seminole County.

(d) Height Limitations: Tracts A and B no more than 45 feet; Tract C and Q no more than 60 feet except within 200 feet of an existing residential land use and there the height shall not exceed 35 feet.

(e) Legal Description: A legal description for the Seminole County portion of the DRI is attached as Exhibit "C". A legal description for the entire HIBC is attached as Exhibit "A".

(f) Master Plan: A revised Master Plan for the entire HIBC is attached hereto as Exhibit "D". The Master Plan (Map H) for the DRI has been revised as the land use designation for Tracts "D" (located in the City of Lake Mary) and "O" (located in Seminole County) has been changed from office to multi-family and the land use designation of "Tract "P" (located in Seminole County) has been changed from office to multi-family and office.

(g) Project Phasing: Phase I: 12/30/2001
Phase II: 12/30/2015

(h) An exchange of the approved land uses may be requested of the County **or the City** using the following conversion factors which are based on the most restrictive trip generation, whether daily, or PM peak direction. However, the exchange of land uses shall not result in an increase in external PM peak-hour peak-direction trips.

		OFFICE ((ksf)	MULTI-FAMILY (units)	COMM. (ksf)	HOTEL* (rooms)
Office (1 ksf)	Is equivalent to	1,000	1.762	.178	2.561
Multi-Family* (1 units)	Is equivalent to	.167**	1,000	0.066**	1.293**
Commercial (1ksf)	Is equivalent to	2.530**	9.926	1.000	14.428
Hotel* (1 room)	Is equivalent to	0.130**	0.688	0.051**	1.000

* The conversion to multi-family units shall be allowed in **both Seminole County and the City of Lake Mary**; conversion to hotel rooms shall only be allowed in the City of Lake Mary.

** Based on PM peak-hour peak direction.

The Developer shall give the DCA and ECFRPC notice of its intent to convert land uses using the conversion methodologies set forth above at least thirty (30) prior to the conversion being approved by the **City or County, whichever is the applicable governing jurisdiction.** The notice shall identify the actual conversion methodology used and the resulting impacts of the conversion in terms of Project character, PM peak-hour peak-direction traffic generation, potable water usage, wastewater and solid waste capacity. A letter will be obtained from Seminole County at the time of the proposed conversion verifying the potable water, wastewater and solid waste capacity is available to accommodate the impacts resulting from the conversion. In addition, the DRI Annual Report and any subsequent Notification of Proposed Change ("NOPC") shall include information indicating the cumulative number of multi-family units, the cumulative number of office square footage that have been

approved by **the City and County** as of the Annual Report Date or the date of the NOPC. Any proposed change that results in less than the minimum threshold or more than the maximum threshold set forth below for any land use shall be reviewed as part of an NOPC.

	Minimum Threshold	Maximum Threshold
Office	1,000,000 sf	3,100,000 sf
Multi-family	313 units	**1400 units**
Commercial	40,000 sf	150,000 sf
Hotel	300 rooms	375 rooms

3. Master Plan. The Master Plan (Map H) for the DRI has been revised as the land use designation for Tracts "D" (located in the City of Lake Mary) and "O" (located in Seminole County) have been changed from office to multi-family and the land use designation for "Tract "P" (located in Seminole County) has been changed from office to office and multi-family. The revised Master Plan (Map H) is attached hereto as Exhibit "D".

4. Entire Agreement. Except as specifically amended hereby, the Third Amended and Restated Development Order as previously amended by that First Amendment shall continue in full force and effect in accordance with its terms.

DONE AND ORDERED ON THE DATE FIRST WRITTEN ABOVE.

BOARD OF COUNTY COMMISSIONERS
SEMINOLE COUNTY, FLORIDA

By: _____
Carlton Henley, Chairman

"MASTER DEVELOPER"

Signed, sealed and delivered
in the presence of:

COLONIAL REALTY LIMITED PARTNERSHIP,
a Delaware limited partnership

By Its General Partner: Colonial Properties Trust
an Alabama declaration of trust

_____

_____
Print Name

By: _____
Charles A. McGehee
Executive Vice President

_____

_____
Print Name

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by Charles A. McGehee, as Executive Vice President of Colonial Properties Trust, the general partner of Colonial Realty Limited Partnership, on behalf of said partnership. He is personally known to me or has produced _____ as identification.

NOTARY STAMP/SEAL

NOTARY PUBLIC

_____
Print Name: _____
My Commission Expires: _____

ACKNOWLEDGMENT AND CONSENT OF SITE DEVELOPER

The undersigned Site Developer agrees to and accepts all terms and conditions of the Third Amended and Restated Development order as they apply to the development of Tracts "D", "O" and "P".

Signed, sealed and delivered
in the presence of:

_____

_____
Print Name

_____

_____
Print Name

HEATHROW 6 LLC,
a Delaware limited liability company

By: _____
Print Name: _____
Its: _____

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by _____, as the _____ of Heathrow 6 LLC, a Delaware limited liability company, on behalf of said company. _____ is personally known to me or has produced _____ as identification and did not take an oath.

NOTARY STAMP/SEAL

NOTARY PUBLIC

_____
Print Name: _____
My Commission Expires: _____

ACKNOWLEDGMENT AND CONSENT OF SITE DEVELOPER

The undersigned Site Developer agrees to and accepts all terms and conditions of the Third Amended and Restated Development order as they apply to the development of Tracts "D", "O" and "P".

Signed, sealed and delivered
in the presence of:

_____

_____
Print Name

_____

_____
Print Name

HEATHROW 4 LLC,
a Delaware limited liability company

By: _____
Print Name: _____
Its: _____

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by _____, as the _____ of Heathrow 4 LLC, a Delaware limited liability company, on behalf of said company. _____ is personally known to me or has produced _____ as identification and did not take an oath.

NOTARY STAMP/SEAL

NOTARY PUBLIC

_____
Print Name: _____
My Commission Expires: _____

EXHIBIT "A"

HEATHROW INTERNATIONAL BUSINESS CENTER DRI

LEGAL DESCRIPTION OF ENTIRE DRI (CITY AND COUNTY)

A portion of Section 7, Township 20 South, Range 30 East, and Section 12, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the West ¼ corner of Section 7, Township 20 South, Range 30 East, Seminole County, Florida and run North 00° 21' 05" West along the West line of the Northwest ¼ of said Section 7 for a distance of 0.50 feet to the POINT OF BEGINNING; thence run North 89° 46' 28" East, 459.09 feet to the Westerly right of way line of Interstate No. 4 (State Road No. 400); thence run South 17° 35' 11" West along said right of way line for a distance of 429.25 feet; thence South 21° 35' 11" West, 637.08 feet to the Point of Curvature of a curve concave Northwesterly and having a radius of 1055.92 feet; thence run Southwesterly along the arc of said curve through a central angle of 39° 25' 29" for a distance of 726.57 feet to the point of tangency; thence South 61° 00' 40" West, 495.72 feet to the point of curvature of a curve concave Southeasterly having a radius of 475.00 feet; thence Southwesterly along the arc of said curve through a central angle of 26° 00' 21" for 215.60 feet to a point lying on a curve concave Westerly having a tangent bearing of North 11° 00' 13" West and a radius of 1379.58 feet; thence Northerly along the arc of said curve through a central angle of 00° 24' 05" for 9.67 feet to the point of tangency; thence North 11° 24' 18" West, 454.11 feet to a point of curvature of a curve concave Southeasterly and having a radius of 1041.19 feet; thence run Northeasterly along the arc of said curve through a central angle of 60° 00' 00" for a distance of 1090.33 feet to a point of compound curvature of a curve concave Southeasterly and having a radius of 3445.17 feet; thence continue Northeasterly along the arc of said curve through a central angle of 11° 21' 53" for a distance of 683.36 feet to the point of tangency; thence run North 59° 57' 35" East, 200.14 feet; thence run South 00° 21' 05" East, 21.80 feet to the POINT OF BEGINNING,

Contains: 36.88 Acres, more or less.

NOTE: This description uses East line of transportation corridor as its West boundary.

TOGETHER WITH:

A tract of land being a portion of Sections 1 and 12, Township 20 South, Range 29 East and Sections 6 and 7, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of said Section 6; thence North 00° 04' 17" West along the West line of Section 6 for a distance of 73.27 feet to the POINT OF BEGINNING; thence South 42° 30' 27" West, 149.49 feet; thence North 41° 18' 38" West, 516.64 feet; thence South 48° 41' 20" West, 200.00 feet; thence South 78° 55' 17" West, 728.58 feet; thence North 04° 15' 32" West, 471.30 feet; thence North 48° 16' 27" West, 888.59 feet; thence South 89° 58' 52" East, 205.00 feet; thence North 00° 19' 51" East, 350.00 feet; thence South 89° 58' 52" East along the North line of the South ½ of Government Lot 2 of Section 1, Township 20 South, Range 29 East, for a distance of 897.54 feet; thence North 00° 03' 45" East along the West line of the Northeast ¼ of said Government Lot 2 for a distance of 164.00 feet; thence South 89° 58' 52" East, 898.77 feet; thence South 00° 04' 17" East along the West line of the Southwest ¼ of Section 6, Township 20 South, Range 30 East for 331.59 feet; thence South 89° 57' 02" East along the South line of the North ½ of the Southwest ¼ of said Section 6 for a distance of 33.00 feet; thence North 00° 04' 17" West along the East right of way of Banana Lake Road and a line 33 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of 1303.44 feet; thence North 00° 04' 43" West along said right of way and along a line 33 feet East of and parallel to the West line of the Northwest ¼ of Section 6 for a distance of 1281.20 feet; thence North 89° 53' 25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1454.93 feet; thence North 00° 06' 26" East along the West right of way of the abandoned S.C.L. Railroad for a distance of 1745.09 feet; thence South 89° 44' 51" East along a line 25 feet South of and parallel to the North line of Section 6 and along the South right of way of State Road 46A for a distance of 1474.55 feet; thence South 00° 15' 09" West, 25.00 feet; thence South 89° 44' 51" East, 440.00 feet; thence South 00° 15' 09" West, 20.00 feet; thence South 89° 44' 51" East, 364.98 feet; thence South 24° 07' 41" West along the West right of way of Interstate No. 4 (State Road #400) for a distance of 2877.13 feet; thence South 89° 53' 25" West along the North line of the South 10 acres of Government Lot 2 for a distance of 42.32 feet; thence South 00° 07' 40" East along the West line of Government Lot 2 for a distance of 93.94 feet; thence South 24° 07' 41" West along the aforesaid West right of way of Interstate No. 4 for a distance of 1990.99 feet Southeasterly to the point of curvature of a curve concave Southeasterly having a radius of 11,459.20 feet; thence run Southerly along the arc of said curve through a central angle of 06° 32' 30" for a distance of 1308.34 feet to the point of tangency; thence South 17° 35' 11" West, 70.00 feet; thence departing said right of way run North 72° 24' 49" West, 400.00 feet to the point of curvature of a curve concave Northeasterly having a radius of 1800.00 feet; thence Northwesterly along.

the are of said curve through a central angle of 24° 55' 11" for a distance of 782.88 feet; thence South 42° 30' 27" West, 285.78 feet to the POINT OF BEGINNING.

Contains: 318.38 Acres, more or less.

AND:

A tract of land being a portion of Section 6, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 6; thence North 00°04'17" West along the West line of Section 6 for 1646.86 feet; thence South 89°58'52" East, 33.00 feet; thence North 00° 04' 17" West along the East right of way of Banana Lake Road along a line 33.00 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of 978.82 feet; thence North 00°04'43" West along a line 33.00 feet East of and parallel to the West line of the Northwest ¼ of Section 6 for 1281.20 feet; thence North 89°53'25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 7.00 feet to the POINT OF BEGINNING; thence along the boundaries of that tract described in Official Records Book 1555, Page 675 Public Records of Seminole County, Florida, North 00°04'43" West, 757.82 feet; thence North 89°30'12" West along the South line of Lot 2, Mullins Subdivision, per plat thereof as recorded in Plat Book 23, Page 41, Public Records of Seminole County, Florida, for a distance of 205.00 feet; thence North 00°04'43" West along the East right of way of Banana Lake Road for 492.93 feet; thence South 89°35'54" East along the North line of Lot 3 of the aforedescribed subdivision for 205.00 feet; thence North 00°04'43" West, 222.16 feet to a point 4.77 chains South of the North line of the Northwest ¼ of Section 6; thence South 89°44'51" East 119.92 feet to Church Lake; thence along the Westerly shore north 31°12'15" West, 33.42 feet; thence North 04°01'55" West, 50.00 feet; thence North 01°29'07" West, 50.00 feet; thence North 06°56'29" East, 49.06 feet; thence North 00°04'43" West, 112.75 feet; thence South 89°44'51" East along a line 25.00 feet south of and parallel to the North line of Section 6 and along the south right of way of State Road #46A for a distance of 414.64 feet; thence South 00°06'26" West, 15.00 feet; thence South 89°44'51" East along a line 40.00 feet South of and parallel to the said North line of Section 6 and along the South right of way line of State Road #46A for a distance of 745.00 feet; thence South 00°06'26" West along the West right of way line of the Seaboard Coastline Railroad (presently abandoned) for 1730.09 feet; thence South 89°53'25" West along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1257.93 feet to the POINT OF BEGINNING.

Contains: 51.957 Acres, more or less and being subject to any easements, restrictions and right of way record.

AND:

A portion of the South ½ of Section 1, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described a follows:

Commence at the Northeast corner of the South ½ of the Southwest ¼ of Section 1, Township 20 South, Range 29 East, Seminole County, Florida, for a POINT OF BEGINNING; thence South 01°00'00" West, along the East line of the Southwest ¼ of said Section 1, a distance of 350.00 feet; thence departing said East line, run North 89°00'00" West, a distance of 285.00 feet; thence North 01°00'00" East, a distance of 563.81 feet; thence South 89°00'00" East, a distance of 285.00 feet to a point on the West line of the Southeast ¼ of said Section 1; thence North 01°00'00" East, along said West line, a distance of 298.40 feet to the Northwest corner of Island Lake Park, as recorded in Plat Book 9, Page 89, Public Records of Seminole County, Florida; thence departing said West line, run South 89°52'48" East, along the North line of said Island Lake Park and its Easterly extension, a distance of 1786.76 feet to a point on the centerline of Banana Lake Road (a 50' Right of Way); thence run South 00°21'30" West, along said centerline, a distance of 344.40 feet , thence departing said centerline, run North 90°00'00" West, a distance of 895.50 feet to a point on the East Right of Way line of Island Lake Drive, as recorded in Plat Book 9, Page 89, Public Records of Seminole County, Florida; thence run South 00°26'00" West, along said East Right of Way line, a distance of 164.00 feet to a point on the South Right of Way line of said Island Lake Drive; thence departing said East Right of Way line run North 90°00'00" West along said South Right of Way line, a distance of 896.80 feet to the POINT OF BEGINNING.

Contains: 29.49 Acres, more or less and being subject to any easements, restrictions and right of way record.

EXHIBIT "B"

LEGAL DESCRIPTION 17.253 ACRES

A tract of land lying in Section 6, Township 20 South, Range 30 East; Seminole County, Florida; and being more particularly described as follows:

Commence at the Southwest corner of Section 6, Township 20 South, Range 30 East, Seminole County, Florida and run North 00'04'17" West along the West line of the Southwest 1/4 of the aforesaid Section 6 for a distance of 2151.65 feet; thence departing said West line and run North 89'55'43" East for a distance of 233.00 feet to the POINT OF BEGINNING; thence run North 00'04'17" West along a line being 233.00 feet East of and parallel to the West line of the Southwest 1/4 for a distance of 492.17 feet; thence run North 00'04'43" West along a line being 233.00 feet East of and parallel to the West line of the Northwest 1/4 of the aforesaid Section 6 for a distance of 817.03 feet to the Southwest corner of a tract of land as described in that Special Warranty Deed as recorded in Official Records Book 3170, Page 0001; thence North 90'00'00" East along the South line of said tract for a distance of 556.67 feet; thence departing said South line of the aforesaid tract and run Southerly along the Westerly right of way line of Business Center Drive for the following courses: South 16'01'30" East, a distance of 318.08 feet to a Point of Curvature of a curve concave Westerly having a radius of 995.00 feet; thence run Southerly along the arc of said curve through a central angle of 17'30'37" for a distance of 304.08 feet to the Point of Tangency; thence run South 01'29'07" West, a distance of 432.97 feet to a Point of Curvature of a curve concave Easterly having a radius of 498.00 feet; thence run Southerly along the arc of said curve through a central angle of 5'21'10" for a distance of 46.53 feet to the Northeasterly corner of the Easement Agreement as recorded in Official Records Book 3692, Page 1622 of the Public Records of Seminole County, Florida; thence departing the aforesaid Westerly right of way line and run Southwesterly along the Northerly line of the aforesaid Easement Agreement for the following courses: South 88'55'29" West, a distance of 307.22 feet; thence South 59'03'56" West, a distance of 423.95 feet to the POINT OF BEGINNING.

Containing 751,520 square feet or 17.253 Acres, more or less

EXHIBIT "C"

HEATHROW INTERNATIONAL BUSINESS CENTER DRI

SEMINOLE COUNTY PORTION ONLY

LEGAL DESCRIPTION

A portion of Section 7, Township 20 South, Range 30 East, and Section 12, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the West ¼ corner of Section 7, Township 20 South, Range 30 East, Seminole County, Florida and run North 00° 21' 05" West along the West line of the Northwest ¼ of said Section 7 for a distance of 0.50 feet to the POINT OF BEGINNING; thence run North 89° 46' 28" East, 459.09 feet to the Westerly right of way line of Interstate No. 4 (State Road No. 400); thence run South 17° 35' 11" West along said right of way line for a distance of 429.25 feet; thence South 21° 35' 11" West, 637.08 feet to the Point Of Curvature of a curve concave Northwesterly and having a radius of 1055.92 feet; thence run Southwesterly along the arc of said curve through a central angle of 39° 25' 29" for a distance of, 726.57 feet to the point of tangency; thence South 61° 00' 40" West, 495.72 feet to the point of curvature of a curve concave Southeasterly having a radius of 475.00 feet; thence Southwesterly along the arc of said curve through a central angle of 26° 00' 21" for 215.60 feet to a point lying on a curve concave Westerly having a tangent bearing of North 11° 00' 13" West and a radius of 1379.58 feet; thence Northerly along the are of said curve through a central angle of 00° 24' 05" for 9.67 feet to the point of tangency; thence North 11° 24' 18" West, 454.11 feet to a point of curvature of a curve concave Southeasterly and having a radius of 1041.19 feet; thence run Northeasterly along the arc of said curve through a central angle of 60° 00' 00" for a distance of 1090.33 feet to a point of compound curvature of a curve concave Southeasterly and having a radius of 3445.17 feet; thence continue Northeasterly along the arc of said curve through a central angle of 11° 21' 53" for a distance of 683.36 feet to the point of tangency; thence run North 59° 57' 35" East, 200.14 feet; thence run South 00° 21' 05" East, 21.80 feet to the POINT OF BEGINNING.

Contains: 36.8 Acres, more or less.

NOTE: This description uses East line of transportation corridor as its West boundary.

TOGETHER WITH:

A tract of land being a portion of Section 1 and 12, Township 20 South, Range 29 East and Sections 6 and 7, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest comer of said Section 6; thence North 00° 04' 17" West along the West line of Section 6 for a distance of 73.27 feet to the POINT OF BEGINNING; thence South 42° 30' 27" West, 149.49 feet; thence North 41° 18' 38" West, 516.64 feet; thence South 48° 41' 20" West, 200.00 feet; thence South 78° 55' 17" West, 728.58 feet; thence North 04° 15' 32" West, 471.30 feet; thence North 49° 16' 27" West, 888.59 feet; thence South 89° 58' 52" East, 205.00 feet; thence North 00° 19' 51" East, 350.00 feet; thence South 89° 58' 52" East along the North line of the South ½ of Government Lot 2 of Section 1, Township 20 South, Range 29 East, for a distance of 897.54 feet; thence North 00° 03' 45" East along the West line of the Northeast ¼ of said Government Lot 2 for a distance of 164.00 feet; thence South 89° 58' 52" East, 898.77 feet; thence South 00° 04' 17" East along the West line of the Southwest ¼ of Section 6, Township 20 South, Range 30 East for 331.59 feet; thence South 89° 57' 02" East along the South line of the North ½ of the Southwest ¼ of said Section 6 for a distance of 1850.51 feet; thence South 24° 07' 41" West along the West right of way of Interstate #4 (State Road #400) for a distance of 282.51 feet to the point of curvature of a curve concave Southeasterly having a radius of 11,459.20 feet; thence run Southerly along the are of said curve through a central angle of 06° 32' 30" for a distance of 1308.34 feet to the point of tangency; thence South 17° 35' 11" West, 70.00 feet; thence departing said right of way run North 72° 24' 49" West, 400.00 feet to the point of curvature of a curve concave Northeasterly having a radius of 1800.00 feet; thence Northwesterly along the arc of said curve through a central angle of 24° 55' 11" for a distance of 782.88 feet; thence South 42° 30' 27" West, 285.78 feet to the POINT OF BEGINNING.

Contains: 100.1 Acres, more or less.

AND:

A tract of land being a portion of Section 6, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 6; thence North 00°04'17" West along the West line of Section 6 for 1646.86 feet; thence South 89°58'52" East, 33.00 feet; thence North 00°04'17" West along the East right of way of Banana Lake Road along a line 33.00 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of

978.82 feet; thence North 00°04'43" West along a line 33.00 feet East of and parallel to the West line of the North west ¼ of Section 6 for 1281.20 feet; thence North 89°53'25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 197.00 feet to the POINT OF BEGINNING; thence along the boundaries of that tract described in Official Records Book 1555, Page 675 Public Records of Seminole County, Florida, North 00°04'43" West, 757.82 feet; thence North 89°30'12" West along the South line of Lot 2, Mullins Subdivision, per plat thereof as recorded in Plat Book 23, Page 41, Public Records of Seminole County, Florida, for a distance of 205.00 feet; thence North 00°04'43" West along the East right of way of Banana Lake Road for 482.93 feet; thence South 89°35'54" East along the North line of Lot 3 of the aforedescribed subdivision for 205.00 feet; thence North 00°04'43" West, 222.16 feet to a point 4.77 chains South of the North line of the Northwest ¼ of Section 6; thence South 89°44'51" East 119.92 feet to Church Lake; thence along the Westerly shore north 31° 12'15" West, 33.42 feet; thence North 04°01'55" West, 50.00 feet; thence North 01° 29' 07" West, 50.00 feet, thence North 06°56'29" East, 49.06 feet; thence North 00°04'43" West, 112.75 feet; thence South 89°44'51" East along a line 25.00 feet south of and parallel to the North line of Section 6 and along the south right of way of State Road #46A for a distance of 414.64 feet; thence, South 00°06'26" West, 15.00 feet; thence South 89°44'51" East along a line 40.00 feet South of and parallel to the said North line of Section 6 and along the South right of way line of State Road #46A for a distance of 745.00 feet; thence South 00°06'26" West along the West right of way line of the Seaboard Coastline Railroad (presently abandoned) for 1730.09 feet; thence South 89°53'25" West along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1257.93 feet to the POINT OF BEGINNING.

Contains: 51.957 Acres, more or less and being subject to any easements, restrictions and right of way record.

AND:

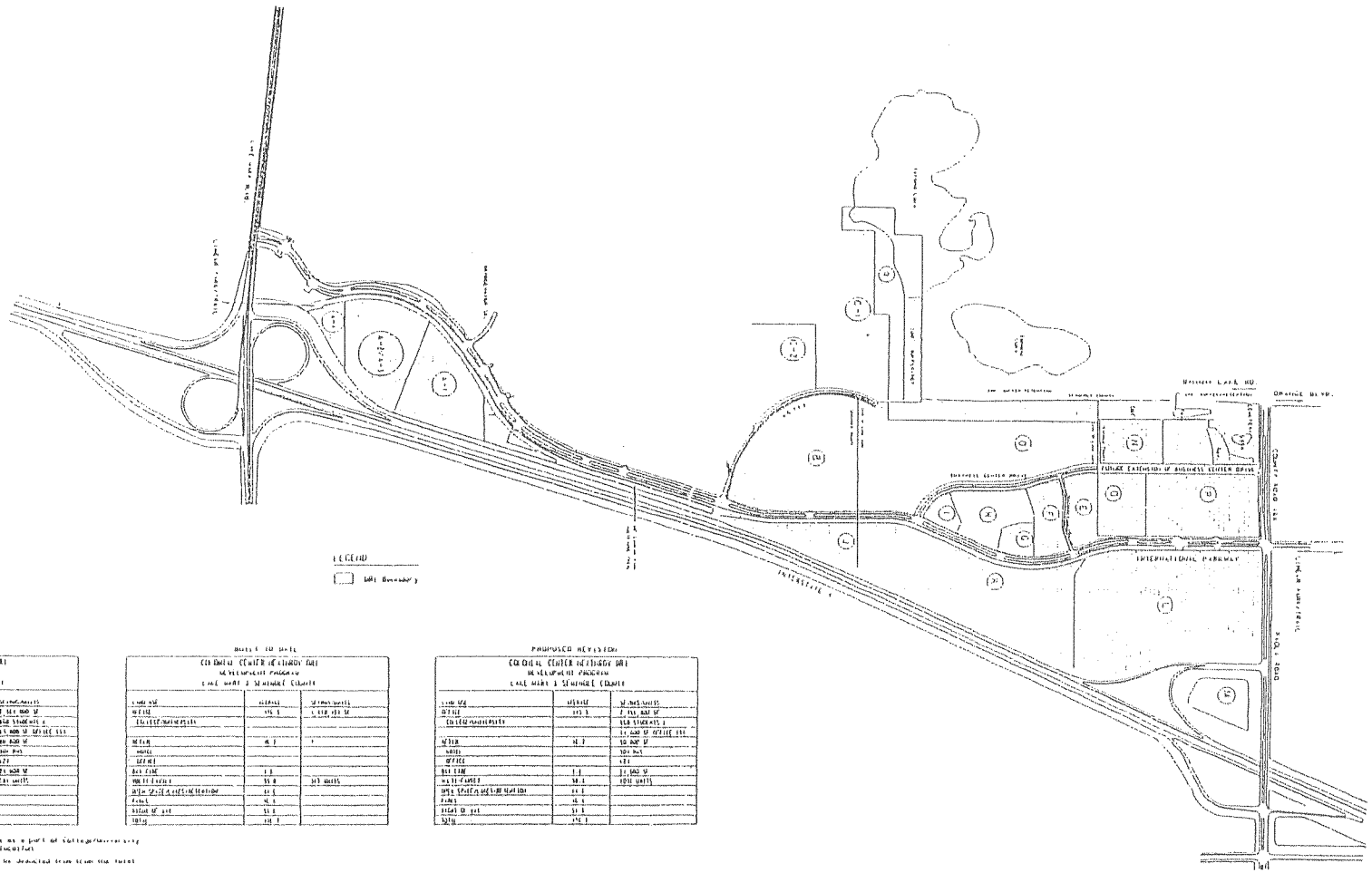
A portion of the South ½ of Section 1, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Northeast corner of the South ½ of the Southwest ¼ of Section 1, Township 20 South, Range 29 East, Seminole County, Florida, for a POINT OF BEGINNING; thence South 01°00'00" West, along the East line of the Southwest ¼ of said Section 1, a distance of 350.00 feet; thence departing said East line, run North 89°00'00" West, a distance of 285.00 feet; thence North 01°00'00" East, a distance of 563.81 feet; thence South 89°00'00" East, a distance of 285.00 feet to a point on the West line of the Southeast ¼ of said Section 1; thence North 01°00'00" East, along said West line, a distance of 298.40 feet to the Northwest corner of Island

Lake Park, as recorded in Plat Book 9, Page 89, Public Records of Seminole County, Florida; thence departing said West line, run South 89°52'48" East, along the North line of said Island Lake Park and its Easterly extension, a distance of 1786.76 feet to a point on the centerline of Banana Lake Road (a 50' Right of Way); thence run South 00°21'30" West along said centerline, a distance of 344.40 feet; thence departing said centerline, run North 90°00'00" West, a distance of 895.50 feet to a point on the East Right of Way line of Island Lake Drive, as recorded in Plat Book 9, Page 89, Public Records of Seminole County, Florida, thence run South 00°26'00" West, along said East Right of Way line, a distance of 164.00 feet to a point on the South Right of Way line of said Island Lake Drive; thence departing said East Right of Way line run North 90°00'00" West, along said South Right of Way line, a distance of 896.80 feet to the POINT OF BEGINNING.

Contains: 29.54 Acres, more or less.

Legal description provided by applicant.



JUN 10 2004

REVISIONS					
DATE	BY	DESCRIPTION	DATE	BY	DESCRIPTION

SWARTZ & ADDEN, LLP.
100 SOUTH ORANGE AVE.
P.O. BOX 4956
ORLANDO, FLORIDA 32802-4956
(407) 425-3200

KIMLEY-HORN & ASSOC. INC.
TRANSPORTATION CONSULTANTS
SUITE 200
3660 MAGUIRE BLVD.
ORLANDO FLORIDA, 32803
(407) 898-1511

SUBMITTED	DATE
DEV OF REGION
PLAN
DRI
ASSOCS
DE DEV
DEPT

BOWYER SINGLETON & ASSOCIATES, INCORPORATED
ENGINEERING PLANNING SURVEYING ENVIRONMENTAL

SEMINOLE CO., LAKE MARY FLORIDA

REVISED MAP "H"

HEATHROW INTERNATIONAL BUSINESS CENTER DRI
(AKA COLONIAL CENTER HEATHROW DRI)

DATE	SHEET NUMBER
DESIGNED
DRAWN
CHECKED
SCALE
PROJECT NO.
FILE NAME
DATE

Exhibit D

SECOND AMENDMENT TO THE THIRD AMENDED AND RESTATED COMMITMENTS, CLASSIFIATION AND DISTRICT DESCRIPTION COLONIAL CENTER HEATHROW PLANNED UNIT DEVELOPMENT (SEMINOLE COUNTY)

On May 8, 2001, the Board of County Commissioners adopted the Third Amended and Restated Commitments, Classification and District Description for the Heathrow International Business Center PUD ("PUD") recorded at Official Records Book 4091, Page 0145 (legal description of which is attached hereto as Exhibit "A").

Colonial Realty Limited Partnership, a Delaware limited partnership as the Master Developer and Heathrow 4 LLC and Heathrow 6 LLC as the owners and Site Developers of Tracts "D", "O" and "P" (as designated on the Master Plan) hereby seek to develop a 300 unit apartment complex on a portion of Tracts "O" and "P", comprising approximately 15 acres and a 155 unit townhouse development on Tract "D". Tract "D" is located in the City of Lake Mary and Tracts "O" and "P" are located in Seminole County. In order to pursue this developrnent, the Master Developer and Site Developers have applied to Seminole County and the City of Lake Mary to amend the PUD to allow for: (i) the name of the PUD to be changed to Colonial Center Heathrow, (ii) decreasing the office square footage by 225,000 square feet within the PUD while simultaneously increasing the total number of multi-family units to 768, with the ability to use the existing conversion matrix set forth in the Second Amendment to Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact to achieve a maximum of 1400 multi-family units in the future (iii) a change in the use designation for Tracts "D" and "O" from office to multi-family, (iv) a change of land use designation for Tract "P" from office to office and multi-family and (v) a change to the PUD Final Master Plan, as reflected in attached Exhibit "B" to reflect these changes.

Seminole County and the City of Lake Mary agree to these requested changes.

Therefore, the PUD is hereby amended as follows:

1. The name of the PUD is hereby changed to Colonial Center Heathrow.

2. Tables III-1 and III-2 of the PUD are hereby deleted in their entirety and in place thereof shall be inserted the following:

III. LAND USE TABLE

Table III-1

Colonial Center Heathrow Land Use Data

Total PUD Development Program

Land Use Classification	Acres	Sq. Feet	Units	Rooms	Students
Office[1]	145.5	2,759,000			
College/ University					860[2]
Retail/ Commercial	46.7	90,000			
Hotel				304	
Day Care	1.8	24,000			
Multi-family	60.8		768		
Parks:					
Urban Park	9.1				
Linear Park	7.0				
Open Space/ Retention/Lakes	84.6[3]				
Right-of-Way	51.6				
TOTAL	407.1	2,873,000	768	304	860

[1] Office use includes Support Retail/Commercial uses and Campus Office uses. 14,000 square feet of office is allotted to the parcel owned by SCC

[2] Trip generation potential for 860 students is equivalent to that which would be generated by approximately an 80,000 square foot educational facility

[3] Includes lift station easement on Tract B

Table III-2

COLONIAL CENTER HEATHROW
LAND USE DATA

Seminole County PUD Development Program

Land Use Classification	Acres	Sq. Feet	Units	Students
Office	75.0	1,089,250[4]		
College/ University				860[5]
Day Care	1.8	24,000		
Multi-family	43.5		613	
Linear Park	1.9			
Open Space/ Retention/Lakes	57.0[6]			
Right-of-Way	9.6			
TOTAL	188.8	1,113,250	613	860

3. The Master Plan is hereby revised as set forth in Exhibit "B".
4. Any additional residential units added in the future (up to a maximum of 1400 using the conversion matrix) shall be restricted to Tracts "C-1", "D", "O", and "P".
5. The addition of any residential units in the future, above the 313 already approved, is subject to concurrency testing to ensure adequate service capacity.
6. Except as expressly amended herein, the PUD shall continue in full force and effect in accordance with the terms set forth herein

DATED THIS _____DAY OF _____, 2005.

BOARD OF COUNTY COMMISSIONERS
SEMINOLE COUNTY, FLORIDA

By: _____
Carlton Henley, Chairman

[4] Office use includes Support Retail/Commercial uses and Campus Office Use. 14,000 square feet of office is allotted to the parcel owned by SCC.
[5] Trip generation potential for 860 students is equivalent to that which would be generated by approximately an 80,000 square foot educational facility
[6] Includes lift station easement on Tract B.

"MASTER DEVELOPER"

Signed, sealed and delivered
in the presence of:

_____

_____
Print Name

_____

_____
Print Name

COLONIAL REALTY LIMITED PARTNERSHIP,
a Delaware limited partnership

By Its General Partner: Colonial Properties Trust
an Alabama declaration of trust

By: _____
Charles A. McGehee
Executive Vice President

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by Charles A. McGehee, as Executive Vice President of Colonial Properties Trust, the general partner of Colonial Realty Limited Partnership, on behalf of said partnership. He is personally known to me or has produced _____ as identification.

NOTARY STAMP/SEAL

NOTARY PUBLIC

_____
Print Name: _____
My Commission Expires: _____

ACKNOWLEDGMENT AND CONSENT OF SITE DEVELOPER

The undersigned Site Developer agrees to and accepts all terms and conditions of this Amendment as they apply to the development of Tracts "D", "O" and "P".

Signed, sealed and delivered
in the presence of:

_____

_____
Print Name

_____

_____
Print Name

HEATHROW 6 LLC,
a Delaware limited liability company

By: _____
Print Name: _____
Its: _____

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by _____, as the _____ of Heathrow 6 LLC, a Delaware limited liability company, on behalf of said company. _____ is personally known to me or has produced _____ as identification and did not take an oath.

NOTARY STAMP/SEAL

NOTARY PUBLIC

_____
Print Name: _____
My Commission Expires: _____

ACKNOWLEDGMENT AND CONSENT OF SITE DEVELOPER

The undersigned Site Developer agrees to and accepts all terms and conditions of this Amendment as they apply to the development of Tracts "D", "O" and "P".

Signed, sealed and delivered
in the presence of:

_____

_____
Print Name

_____

_____
Print Name

HEATHROW 4 LLC,
a Delaware limited liability company

By: _____
Print Name: _____
Its: _____

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by _____, as the _____ of Heathrow 4 LLC, a Delaware limited liability company, on behalf of said company. _____ is personally known to me or has produced _____ as identification and did not take an oath.

NOTARY STAMP/SEAL

NOTARY PUBLIC

_____
Print Name: _____
My Commission Expires: _____

EXHIBIT "A"

HEATHROW INTERNATIONAL BUSINESS CENTER PUD

LEGAL DESCRIPTION ENTIRE PUD (CITY AND COUNTY)

A tract of land being a portion of Section 6, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 6; thence North 00° 04' 17" West, 1322.26 feet; thence South 89° 57' 02" East along the South line of the North 1/2 of the Southwest 1/4 of Section 6 for a distance of 33.00 feet to the POINT OF BEGINNING; thence North 00° 04' 17" West along the East right of way of Banana Lake Road and a line 33 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of 1303.44 feet; thence North 00° 04' 43" West along said right of way and along a line 33 feet East of and parallel to the West line of the Northwest ¼ of Section 6 for a distance of 1281.20 feet; thence North 89° 53' 25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1454.93 feet; thence North 00° 06' 26" East along the West right of way of the abandoned S.C.L. Railroad for a distance of 1745.09 feet; thence South 89° 44' 51" East along a line 25 feet South of and parallel to the North line of Section 6 and along the South right of way of State Road 46-A for a distance of 1474.55 feet; thence South 00° 15' 09" West, 25.00 feet; thence South 89° 44' 51" East, 440.00 feet; thence South 00° 15' 09" West, 20.00 feet , thence South 89° 44' 51" East, 364.98 feet; thence South 24° 07' 41" West along the West right of way of Interstate No. 4 (State Road #400) for a distance of 2877.13 feet; thence South 89° 53' 25" West along the North line of the South 10 acres of Government Lot 2 for a distance of 42.32 feet; thence South 00° 07' 40" East along the West line of Government Lot 2 for a distance of 93.94 feet; thence South 24° 07' 41" West along the aforesaid West right of way of Interstate No. 4 for a distance of 1708.48 feet; thence North 89° 57' 02" West along the South line of the North ½ of the Southwest ¼ of Section 6 for a distance of 1817.51 feet to the POINT OF BEGINNING.

Contains: 218.26 Acres, more or less.

Together with:

A portion of Section 7, Township 20 South, Range 30 East, and Section 12, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the West ¼ corner of Section 7, Township 20 South, Range 30 East, Seminole County, Florida and run North 00°21'05" West along the West line of the Northwest ¼ of said Section 7 for a distance of 0.50

feet to the POINT OF BEGINNING; thence run North 89°46'28" East, 459.09 feet to the Westerly right of way line of Interstate No. 4 (State Road No. 400); thence run South 17°35'11" West along said right of way line for a distance of 429.25 feet; thence South 21°35'11" West, 637.08 feet to the. Point of Curvature of a curve concave Northwesterly and having a radius of 1055.92 feet; thence run Southwesterly along the arc of said curve through a central angle of 39°25'29" for a distance of 726.57 feet to the point of tangency; thence South 61°00'40" West, 495.72 feet to the point of curvature of a curve concave Southeasterly having a radius of 475.00 feet; thence Southwesterly along the arc of said curve through a central angle of 26°00'21" for 215.60 feet to a point lying on a curve concave Westerly having a tangent bearing of North 11°00'13" West and a radius of 1379.58 feet; thence Northerly along the arc of said curve through a central angle of 00°24'05" for 9.67 feet to the point of tangency; thence North 11°24'18" West, 454.11 feet to a point of curvature of a curve concave Southeasterly and having a radius of 1041.19 feet; thence run Northeasterly along the arc of said curve through a central angle of 60°00'00" for a distance of 1090.33 feet to a point of compound curvature of a curve concave Southeasterly and having a radius of 3445.17 feet; thence continue Northeasterly along the arc of said curve through a central angle of 11°21'53" for a distance of 683.36 feet to the point of tangency; thence run North 59°57'35" East, 200.14 feet; thence run South 00°21'05" East, 21.80 feet to the POINT OF BEGINNING.

Contains: 36.88 Acres, more, or less.

NOTE: This description uses East line of transportation corridor as its West boundary.

TOGETHER WITH:

A tract of land being a portion of Section 1 and 12, Township 20 South, Range 29 East and Sections 6 and 7, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of said Section 6; thence North 00°04'17" West along the West line of Section 6 for a distance of 73.27 feet to the POINT OF BEGINNING; thence South 42°30'27" West, 149.49 feet; thence North 41°18'38" West, 516.64 feet; thence South 48°41'20" West, 200.00 feet; thence South 78°55'17" West, 728.58 feet; thence North 04°15'32" West, 471.30 feet; thence North 48°16'27" West, 888.59 feet; thence South 89°58'52" East, 205.00 feet; thence North 00°19'51" East, 350.00 feet; thence South 89°58'52" East along the North line of the South ½ of Government Lot 2 of Section 1, Township 20 South, Range 29 East, for a distance of 897.54 feet; thence North 00°03'45" East along the West line of the Northeast ¼ of said Government Lot 2 for a distance of 164.00 feet; thence South 89°58'52" East, 898.77

feet; thence South 00°04'17" East along the West line of the Southwest ¼ of Section 6, Township 20 South, Range 30 East for 331.59 feet; thence South 89°57'02" East along the South line of the North ½ of the Southwest ¼ of said Section 6 for a distance of 1850.51 feet; thence South 24°07'41" West along the West right of way of Interstate #4 (State Road #400) for a distance of 282.51 feet to the point of curvature of a curve concave Southeasterly having a radius of 11,459.20 feet; thence run Southerly along the arc of said curve through a central angle of 06°32'30" for a distance of 1308.34 feet to the point of tangency; thence South 17°35'11" West, 70.00 feet; thence departing said right of way run North 72°24'49" West, 400.00 feet to the point of curvature of a curve concave Northeasterly having a radius of 1800.00 feet; thence Northwesterly along the arc of said curve through a central angle of 24°55'11" for a distance of 782.88 feet; thence South 42°30'27" West, 285.78 feet to the POINT OF BEGINNING.

Contains: 100.12 Acres, more or less.

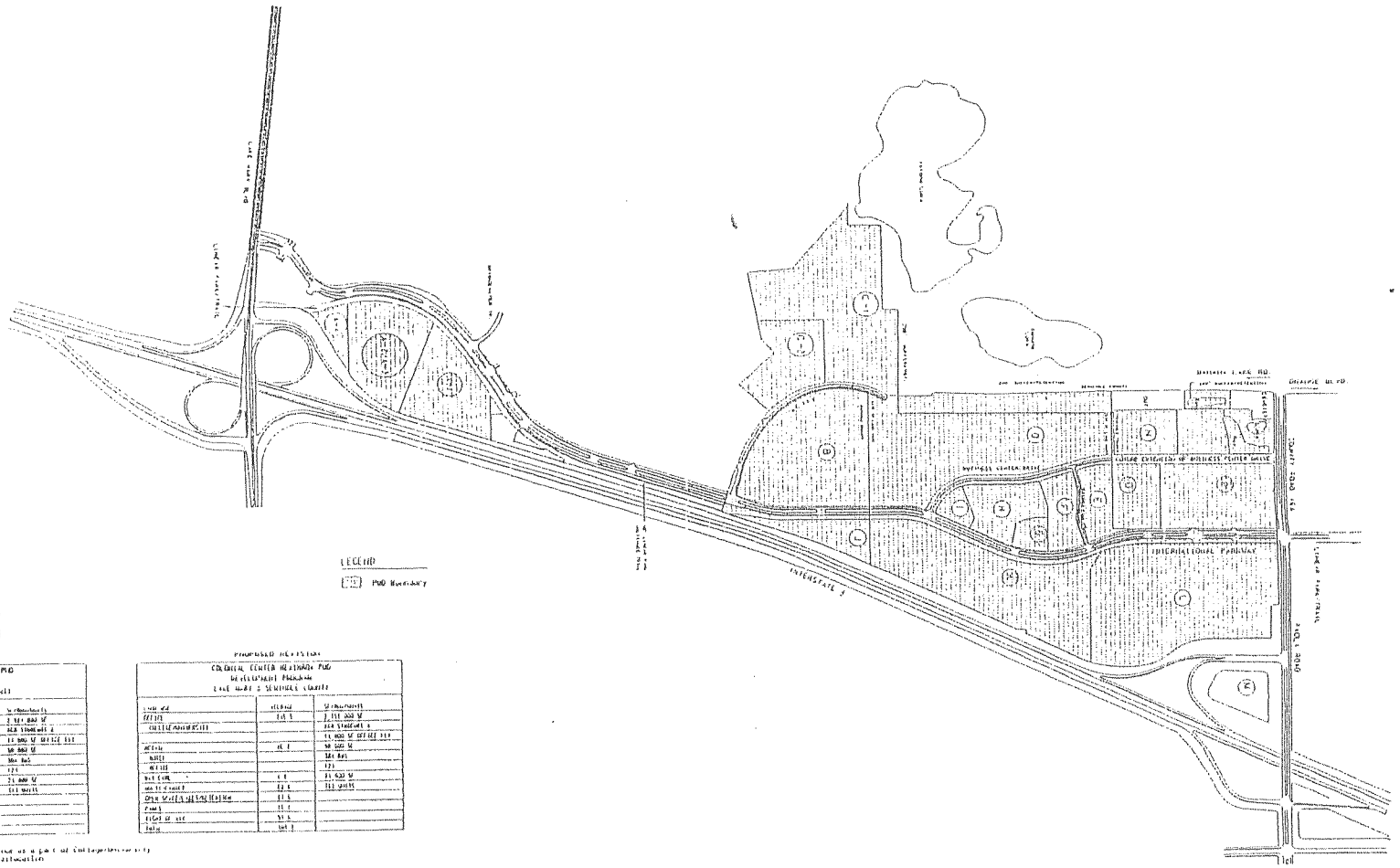
AND

A tract of land being a portion of Section 6, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 6; thence North 00°04'17" West along the West line of Section 6 for 1646.86 feet; thence South 89°58'52" East, 33.00 feet; thence North 00°04'17" West along the East right of way of Banana Lake Road along a line 33.00 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of 978.82 feet; thence North 00°04'43" West along a line 33.00 feet East of and parallel to the West line of the Northwest ¼ of Section 6 for 1281.20 feet; thence North 89°53'25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 197.00 feet to the POINT OF BEGINNING; thence along the boundaries of that tract described in Official Records Book 1555, Page 675 Public Records of Seminole County, Florida, North 00°04'43" West, 757.82 feet; thence North 89°30'12" West along the South line of Lot 2, Mullins Subdivision, per plat thereof as recorded in Plat Book 23, Page 41, Public Records of Seminole County, Florida, for a distance of 205.00 feet; thence North 00°04'43" West along the East right of way of Banana Lake Road for 482.93 feet; thence South 89°35'54" East along the North line of Lot 3 of the aforedescribed subdivision for 205.00 feet; thence North 00°04'43" West, 222.16 feet to a point 4.77 chains South of the North line of the Northwest ¼ of Section 6; thence South 89°44'51" East 119.92 feet to Church Lake; thence along the Westerly shore north 31°12'15" West, 33.42 feet; thence North 04°01'55" West, 50.00 feet; thence North 01°29'07" West, 50.00 feet; thence North 06°56'29" East, 49.06 feet;

thence North 00°04'43" West, 112.75 feet; thence South 89°44'51" East along a line 25.00 feet south of and parallel to the North line of Section 6 and along the south right of way of State Road #46A for a distance of 414.64 feet; thence South 00°06'26" West, 15.00 feet; thence South 89°44'51" East along a line 40.00 feet South of and parallel to the said North line of Section 6 and along the South right of way line of State Road #46A for a distance of 745.00 feet; thence South 00°06'26" West along the West right of way line of the Seaboard Coastline Railroad (presently abandoned) for 1730.09 feet thence South 89°53'25" West along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1257.93 feet to the POINT OF BEGINNING.

Contains: 51.957 Acres, more or less and being subject to any easements, restrictions and right of way record.



Tract 1-1	OFFICE
Tract 1-2	OFFICE
Tract 1-3	OFFICE
Tract 2	HOTEL
Tract 3	MULTI-FAMILY
Tract 4	RETAIL
Tract 5	OFFICE
Tract 6	MULTI-FAMILY
Tract 7	OFFICE
Tract 8	RETAIL/OFFICE/HOTEL
Tract 9	HOTEL
Tract 10	RETAIL/OFFICE/HOTEL
Tract 11	OFFICE
Tract 12	RETAIL/OFFICE/HOTEL
Tract 13	OFFICE
Tract 14	RETAIL/OFFICE/HOTEL
Tract 15	OFFICE
Tract 16	RETAIL
Tract 17	MULTI-FAMILY
Tract 18	OFFICE/RETAIL/HOTEL

APPROVED

COLONIAL CENTER HEATHROW PUD
DEVELOPMENT PROGRAM
(AKA PARCEL A SEMINOLE COUNTY)

Land Use	Acres	Maximums
OFFICE	45.5	2,191,880 SF
OUTLET/ANCILLARY		268 STANDARD & 11,000 SF OFFICE EQ
HOTEL	18.3	500,000 SF
HOTEL		300 Rms
RETAIL		124
Net Comm	7.8	24,000 SF
Multi-Family	24.4	351 Units
Office Support/Ancillary/Retail	11.5	
Parks	11.7	
Right-of-way	34.4	
Total	182.6	

PROPOSED REVISION

COLONIAL CENTER HEATHROW PUD
DEVELOPMENT PROGRAM
(AKA PARCEL A SEMINOLE COUNTY)

Land Use	Acres	Maximums
OFFICE	45.5	2,191,880 SF
OUTLET/ANCILLARY		268 STANDARD & 11,000 SF OFFICE EQ
HOTEL	18.3	500,000 SF
HOTEL		300 Rms
RETAIL		124
Net Comm	7.8	24,000 SF
Multi-Family	24.4	351 Units
Office Support/Ancillary/Retail	11.5	
Parks	11.7	
Right-of-way	34.4	
Total	182.6	

(1) Development of 11,000 sq. ft. of office as a part of Outlet/Ancillary will be deducted from the total office allocation.

(2) Development of office or retail shall be deducted from from the total office allocation.

(3) Office use includes Support Retail - Commercial uses

REVISIONS					
DATE	BY	DESCRIPTION	DATE	BY	DESCRIPTION
			DECEMBER	ITS	VENDER COMMENTS

SHUFFIELD & BOWMAN, LLP
3100 SOUTH ORANGE AVE
P.O. BOX 4956
ORLANDO, FLORIDA 32802-4956
(407) 423-3300

KIMLEY-HORN & ASSOC. INC.
(Landscape Architect/Construction)
SUITE 200
2600 MAITLAND BLVD.
MAITLAND, FLORIDA, 32751
(407) 660-1511

SIGNATURE	DATE
CITY OF CASSELBERRY	
CITY OF LAKE MARY	
CITY OF LONGWOOD	
SEMINOLE COUNTY	
CITY OF SANFORD	

BOWYER SINGLETON & ASSOCIATES, INCORPORATED
200 NORTH MAGNOLIA AVENUE • ORLANDO, FLORIDA 32801
(407) 843-5120 • ENGINEERING BUSINESS #1221
ENGINEERING PLANNING SURVEYING ENVIRONMENTAL

SEMINOLE CO., LAKE MARY FLORIDA

REVISED MASTER PLAN

HEATHROW INTERNATIONAL BUSINESS CENTER PUD
(AKA COLONIAL CENTER HEATHROW PUD)

DATE	MAR. 2004
DESIGNED	MLT
DRAWN	MLT
CHKD	STAFF
PROJECT MGR	MLT
FILE NAME	MASTER.DGN
SHEET	SHT 1

JUN 10 2004

ORDINANCE NO. 2004- SEMINOLE COUNTY, FLORIDA

AN ORDINANCE AMENDING, PURSUANT TO THE LAND DEVELOPMENT CODE OF SEMINOLE COUNTY, THE ZONING CLASSIFICATIONS ASSIGNED TO CERTAIN PROPERTY LOCATED IN SEMINOLE COUNTY (LENGTHY LEGAL DESCRIPTION ATTACHED AS EXHIBIT A); ASSIGNING CERTAIN PROPERTY CURRENTLY ASSIGNED THE PUD ZONING CLASSIFICATION THE PUD ZONING CLASSIFICATION; PROVIDING FOR LEGISLATIVE FINDINGS; PROVIDING FOR SEVERABILITY; PROVIDING FOR CODIFICATION; AND PROVIDING AN EFFECTIVE DATE.

BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF SEMINOLE COUNTY, FLORIDA:

Section 1. LEGISLATIVE FINDINGS.

(a) The Board of County Commissioners hereby adopts and incorporates into this Ordinance as legislative findings the contents of the documents titled, "Heathrow International Business Center PUD Major Amendment."

(b) The Board hereby determines that the economic impact statement referred to by the Seminole County Home Rule Charter is unnecessary and waived as to this Ordinance.

Section 2. REZONINGS. The zoning classification assigned to the following described property is changed from PUD to PUD in accordance with the contents of the documents titled, "Heathrow International Business Center PUD Major Amendment Staff Report" and the Second Amendment to the Third Amended and Restated Commitments, Classification, and District Description Heathrow International Business Center Planned Unit Development:

SEE ATTACHED EXHIBIT A

Section 3. CODIFICATION. It is the intention of the Board of County Commissioners that the provisions of this Ordinance shall not be codified.

Section 4. SEVERABILITY. If any provision of this Ordinance or the application thereof to any person or circumstance is held invalid, it is the intent of the Board of County Commissioners that the invalidity shall not affect other provisions or applications of this Ordinance which can be given effect without the invalid provision or application, and to this end the provisions of this Ordinance are declared severable.

Section 5. EFFECTIVE DATE. A certified copy of this Ordinance shall be provided to the Florida Department of State by the Clerk of the Board of County Commissioners in accordance with Section 125.66, Florida Statutes, and this Ordinance shall be effective upon the date of filing with the Department and recording of the Second Amendment to the Third Amended and Restated Commitments, Classification, and District Description Heathrow International Business Center Planned Unit Development in the Official Land Records of Seminole County.

ENACTED this __ day of, ___ 2005.

BOARD OF COUNTY COMMISSIONERS
SEMINOLE COUNTY, FLORIDA

By: _____
Carlton Henley
Chairman

EXHIBIT A
LEGAL DESCRIPTION

HEATHROW INTERNATIONAL BUSINESS CENTER PUD

LEGAL DESCRIPTION
SEMINOLE COUNTY PORTION ONLY

A portion of Section 7, Township 20 South, Range 30 East, and Section 12, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the West ¼ corner of Section 7, Township 20 South, Range 30 East, Seminole County, Florida and run North 00°21'05" West along the West line of the Northwest ¼ of said Section 7 for a distance of 0.50 feet to the POINT OF BEGINNING; thence run North 89°46'28" East, 459.09 feet to the Westerly right of way line of Interstate No. 4 (State Road No. 400); thence run South 17°35'11" West along said right of way line for a distance of 429.25 feet; thence South 21°35'11" West, 627.08 feet to the. Point of Curvature of a curve concave Northwesterly and having a radius of 1055.92 feet; thence run Southwesterly along the arc of said curve through a central angle of 39°25'29" for a distance of 726.57 feet to the point of tangency; thence South 61°00'40" West, 495.72 feet to the point of curvature of a curve concave Southeasterly having a radius of 475.00 feet; thence Southwesterly along the arc of said curve through a central angle of 26°00'21" for 215.60 feet to a point lying on a curve concave Westerly having a tangent bearing of North 11°00'13" West and a radius of 1379.58 feet; thence Northerly along the arc of said curve through a central angle of 00°24'05" for 9.67 feet to the point of tangency; thence North 11°24'18" West, 454.11 feet to a point of curvature of a curve concave Southeasterly and having a radius of 1041.19 feet; thence run Northeasterly along the arc of said curve through a central angle of 60°00'00" for a distance of 1090.33 feet to a point of compound curvature of a curve concave Southeasterly and having a radius of 3445.17 feet; thence continue Northeasterly along the arc of said curve through a central angle of 11°21'53" for a distance of 683.36 feet to the point of tangency; thence run North 59°57'35" East, 200.14 feet; thence run South 00°21'05" East, 21.80 feet to the POINT OF BEGINNING.

Contains: 36.88 Acres, more, or less.

NOTE: This description uses East line of transportation corridor as its West boundary.

TOGETHER WITH:

A tract of land being a portion of Section 1 and 12, Township 20 South, Range 29 East and Sections 6 and 7, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of said Section 6; thence North 00°04'17" West along the West line of Section 6 for a distance of 73.27 feet to the POINT OF BEGINNING; thence South 42°30'27" West, 149.49 feet; thence North 41°18'38" West,

516.64 feet; thence South 48°41'20" West, 200.00 feet; thence South 78°55'17" West, 728.58 feet; thence North 04°15'32" West, 471.30 feet; thence North 48°16'27" West, 888.59 feet; thence South 89°58'52" East, 205.00 feet; thence North 00°19'51" East, 350.00 feet; thence South 89°58'52" East along the North line of the South ½ of Government Lot 2 of Section 1, Township 20 South, Range 29 East, for a distance of 897.54 feet; thence North 00°03'45" East along the West line of the Northeast ¼ of said Government Lot 2 for a distance of 164.00 feet; thence South 89°58'52" East, 898.77 feet; thence South 00°04'17" East along the West line of the Southwest ¼ of Section 6, Township 20 South, Range 30 East for 331.59 feet; thence South 89°57'02" East along the South line of the North ½ of the Southwest ¼ of said Section 6 for a distance of 1850.51 feet; thence South 24°07'41" West along the West right of way of Interstate #4 (State Road #400) for a distance of 282.51 feet to the point of curvature of a curve concave Southeasterly having a radius of 11,459.20 feet; thence run Southerly along the arc of said curve through a central angle of 06°32'30" for a distance of 1308.34 feet to the point of tangency; thence South 17°35'11" West, 70.00 feet; thence departing said right of way run North 72°24'49" West, 400.00 feet to the point of curvature of a curve concave Northeasterly having a radius of 1800.00 feet; thence Northwesterly along the arc of said curve through a central angle of 24°55'11" for a distance of 782.88 feet; thence South 42°30'27" West, 285.78 feet to the POINT OF BEGINNING.

Contains: 100.12 Acres, more or less.

AND

A tract of land being a portion of Section 6, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 6; thence North 00°04'17" West along the West line of Section 6 for 1646.86 feet; thence South 89°58'52" East, 33.00 feet; thence North 00°04'17" West along the East right of way of Banana Lake Road along a line 33.00 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of 978.82 feet; thence North 00°04'43" West along a line 33.00 feet East of and parallel to the West line of the Northwest ¼ of Section 6 for 1281.20 feet; thence North 89°53'25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 197.00 feet to the POINT OF BEGINNING; thence along the boundaries of that tract described in Official Records Book 1555, Page 675 Public Records of Seminole County, Florida, North 00°04'43" West, 757.82 feet; thence North 89°30'12" West along the South line of Lot 2, Mullins Subdivision, per plat thereof as recorded in Plat Book 23, Page 41, Public Records of Seminole County, Florida, for a distance of 205.00 feet; thence North 00°04'43" West along the East right of way of Banana Lake Road for 482.93 feet; thence South 89°35'54" East along the North line of Lot 3 of the aforedescribed subdivision for 205.00 feet; thence North 00°04'43" West, 222.16 feet to a point 4.77 chains South of the North line of the Northwest ¼ of Section 6; thence South 89°44'51" East 119.92 feet to Church Lake; thence along the Westerly shore north 31°12'15" West, 33.42 feet; thence North 04°01'55" West, 50.00 feet; thence North 01°29'07" West, 50.00 feet; thence North 06°56'29" East, 49.06 feet; thence North 00°04'43" West, 112.75 feet; thence South 89°44'51" East along a line 25.00 feet south of and parallel to the North line of Section 6 and along the south right of way of State Road #46A for a distance of 414.64 feet;

thence South 00°06'26" West, 15.00 feet; thence South 89°44'51" East along a line 40.00 feet South of and parallel to the said North line of Section 6 and along the South right of way line of State Road #46A for a distance of 745.00 feet; thence South 00°06'26" West along the West right of way line of the Seaboard Coastline Railroad (presently abandoned) for 1730.09 feet thence South 89°53'25" West along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1257.93 feet to the POINT OF BEGINNING.

Contains: 51.957 Acres, more or less and being subject to any easements, restrictions and right of way record.

Minutes for the Seminole County Land Planning Agency/
Planning and Zoning Commission
October 6, 2004
7:00 P.M.

Members present: Ben Tucker, Beth Hattaway, Chris Dorworth, Richard Harris, Walt Eismann and Dudley Bates

Member absent: Alan Peltz

Also present: Tony Walter, Assistant Planning Manager; Rebecca Hammock, Principal Coordinator; Jeff Hopper, Senior Planner; Tina Deater, Senior Planner; Matt West, Planning Manager; Liz Block, Environmental Services; Jim Potter, Senior Engineer; and Candace Lindlaw-Hudson, Senior Staff Assistant

E. Heathrow International Business Center; Shutts & Bowen LLP, applicant; approximately 436.7 acres; Major Amendment to the Heathrow International Business Center PUD Master Plan; approximately bounded by CR 46A, Interstate 4, Lake Mary Boulevard, and Banana Lake Road. (Z2004-029)

Commissioner McLain – District 5
Tina Deater, Senior Planner

Ms. Deater stated that the entire Heathrow International Business Center is approximately 407.1 acres, and is approximately bounded by CR 46A, Interstate 4, Lake Mary Boulevard, and Banana Lake Road.

The Heathrow International Business Center PUD was originally approved on October 20, 1988. A portion of the PUD is within unincorporated Seminole County and a portion is within the City of Lake Mary. At this time, the applicant is requesting approval of a Major Amendment to the Heathrow International Business Center PUD, consisting of the following changes:

1. Changing the name of the PUD from Heathrow International Business Center to Colonial Center Heathrow,

2. Changing the use designations of Tract "D" and Tract "O" from office to multi-family, and Tract "P" from office to multi-family and office (Tract "D" is entirely within the City of Lake Mary and is proposed to be built as town homes, Tracts "O" and "P" are within Seminole County, approximately 15 acres are proposed to be changed from office to multi-family within the County),

3. Increasing the total number of multi-family units allowed in the PUD from 313 units to 768 units (an increase of 455 units, of which 300 apartment

units are proposed within the County and 155 townhouse units are proposed within the City of Lake Mary),

4. Allowing the future conversion of land uses within the PUD utilizing the existing conversion matrix in the Second Amendment to Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact to achieve a maximum of 1400 multi-family units in the future (a potential increase of 819 units more than the 581 currently allowed),

5. Decreasing the amount of approved office space from 2,984,000 square feet to 2,759,000 square feet (a decrease of 225,000 square feet).

Staff has reviewed the requested PUD amendment for compliance with the compatibility standards of the Vision 2020 Comprehensive Plan and based upon the findings detailed in the staff report, we believe that the proposed multi-family uses are compatible with the surrounding land uses.

However, the proposed project is also undergoing a Development of Regional Impact (DRI) Notice of Proposed Change (NOPC) and we have received a formal objection from the school board on this project based upon capacity issues, and objections from the regional planning council, the water management district and the Department of Community Affairs relating to school capacity and potable water capacity. These agencies have stated that the applicants have not sufficiently demonstrated that the proposed changes to the DRI will not result in additional impacts to the regional resources of schools and potable water. Potable water is a concurrency issue that is addressed in the Vision 2020 Comprehensive Plan and our Environmental Services Department has stated that the applicant has not provided us with sufficient mitigation to offset the increased consumption of potable water caused by the conversion of office land use to multi-family.

Ms. Deater said that staff is also in the process of completing a study of the long-term fiscal impacts of converting office land use to residential uses. This study is partly in response to the newly revised Economic Element of the Vision 2020 Comprehensive Plan, specifically Policy ECM 3.1, which directs us to shift the tax base burden away from residential to non-residential uses. This proposed amendment would shift the tax burden from non-residential to residential uses. This study is not projected to be completed until early next year.

Since the time our staff report was submitted to you, we have not received any additional information from the applicant related to any of the outstanding issues.

Based upon these still existing uncertainties, staff is recommending a continuance of the proposed Major Amendment to the PUD, in order to allow the applicant time to address the outstanding issues. We are also recommending a

continuance in order to allow us to complete a study of the long-term fiscal impacts of converting office land use to residential. However, should this Board choose to recommend approval of the amendment at this time, staff recommends that it be subject to the attached Second Amendment to the Third Amended and Restated Commitments, Classification, and District Description for the Heathrow International Business Center Planned Unit Development, with the following conditions:

1. That the future conversion of any office square footage to residential units shall be subject to the already existing conversion matrix based on peak hour traffic, which is part of the DRI Development Order, and an additional conversion matrix based on potable water consumption, which shall be reviewed and approved by the Board of County Commissioners;

2. That any additional residential units added in the future (up to a maximum of 1400 using the conversion matrix) shall be restricted to Tracts "C-1", "D", "O", and "P"; and

3. That any approval of additional units above the 313 already approved shall be subject to concurrency testing to ensure adequate service capacities.

Staff is recommending a continuance in order to allow the applicant time to address outstanding issues. Also, continuance is also recommended in order to allow staff to have time to complete a study of the long term impacts of converting office uses to residential use.

Commissioner Harris asked what the objections were and from what entities.

Ms. Deater stated that the School Board objected due to lack of capacity in the schools. The Regional Planning Council objected based on the potable water issue and the school capacity issue. Also, the Department of Community Affairs was objecting based on the objections of the St. John's River Water Management and the School Board.

Commissioner Harris asked for the specifics of the objections on the water and school issues.

Ms. Deater stated that included in the presentation package is a statement from Dianne Kramer of the School Board containing the computation that the addition of the 1,400 housing units would generate approximately 185 students in the public schools serviced by the elementary school Northwest Cluster, Sanford and Millennium Middle School, and Seminole High School. To demonstrate the deficit today, note the presence of 36 portables on the campuses of the elementary schools, 24 portables in the middle schools, and 18 portables in the high school.

Commissioner Dorworth said that permits would have to be obtained through the Water Management District before progressing. He asked when the redistricting would be finished in the schools.

Ms. Deater did not know anything about the redistricting.

Jim Potter, Senior Engineer with Development Review, stated that the St. John's River Water Management addresses both consumptive use and storm water retention issues. The objection is on the consumptive drawing of the water from the ground. Capacities have been reduced lately for consumptive use. We are already showing a lack of capacity in this area in terms of future development. Increasing need will create a deficit.

Ms. Deater pointed out that the St. John's River Water Management was objecting to the DRI/NOPC portion of the application, not to the PUD amendment.

Commissioner Dorworth noted that the School Board has been more active in objecting to a lot of projects in recent months. They seem to have a moratorium on large projects. You cannot stop all growth in Seminole County.

Ms. Deater stated that the School Board will object to anything that converts non-residential uses to residential uses.

Commissioner Dorworth was concerned about this. He would like to know when the studies and redistricting will be over with.

Commissioner Hattaway asked if the schools were currently at capacity.

Ms. Deater read from Ms. Kramer's report saying that classroom additions were planned on several of the schools to be accomplished within the 2005 – 2006 timeframe, but even with these expansions, there is still a proposed deficit in classroom space.

Commissioner Tucker asked if there was a master consumptive use permit being applied for.

Liz Block from Environmental Services stated that the County was trying to consolidate four current consumptive permits outstanding.

Commissioner Tucker said that the Master approach would be the way to go in the future. He asked about the timeframe with such a master approach.

Ms. Block said that she did not know the timeframe, but that it had taken the Tampa area 10 years to do one. It will be a long planning process ahead of us.

Commissioner Tucker said that this was being done on the request of St. John's River Water Management. They will be assisting us on the countywide approach to planning.

Commissioner Tucker asked about the study of office and HIP land uses converting to residential. There are some 400 acres under study which are being converted office and HIP land uses to residential.

Ms. Deater said the long term fiscal impacts of conversion of office uses to residential were being studied by the County and would be available in the spring. She did not know the complete details. The goal is to have some data about the proper mix of commercial and residential for good fiscal "health" in the County.

Matt West stated that information and briefing for the Board would be available in January, but that this was an open ended approach examining the goals set forth by the BCC, such as how much land do we need to have set aside for residential uses and employment projections.

Commissioner Hattaway stated that this was an optimistic projection. It may take 2 ½ to 3 years for such work and in the meantime, this ties up the land. This postpones them from developing. It is none of our business what people do with the land.

Mr. West said that there are permitted uses on the land now and that they can go ahead and develop according to those current guidelines.

Commissioner Tucker said that such activities were the purpose of the Commission. That is why we are here. There are an entire string of properties which are slated to be developed which are creating a body of residential uses which are eliminating other types of uses, turning the County into a bedroom community.

Commissioner Harris stated that this topic could be pursued at another time and called for the applicant presentation.

Ken Wright of Shutts and Bowen represents Colonial Properties Trust. He stated that he had attended the Wekiwa Protection planning meetings. During the meetings he saw that the end result, what one is trying to accomplish should come first. He showed the Colonial Town Park area on a map, with 46A and Heathrow International Business Center, containing over 400 acres. There is office space, Colonial Grand apartments and assorted uses here. Charles McGeehee was in on the assemblage of the land for this project from the beginning. He stated that they had assembled the properties and had previously met with Tony Van Der Worp, designing a first class community which has won

awards as outstanding business park in 2003. This has eclipsed Winter Park Village. Success comes from a unique mix; a complex for people to live, work and play. Revitalizing downtowns occurs where people live near work; multi-family housing is revitalizing to an area. It brings people into the area. Bring density to the appropriate place. He does not need to wait 2 years. This is a compact area where demands for service are great. We will not have the tenants with a pure office park. A mix is what brings the people in. The applicant is not an outsider who starts something and leaves. Charles McGeehee has been developing a vision that mixed use is good. Restaurants and other things are necessary to make an area viable. This request is for 220 living units. We are here for a PUD amendment to add at a subsequent time 400 units.

There are no neighbors objecting, this is within a DRI and is perfectly compatible.

Mr. Wright stated that there are 3 areas of objections to this request:

First, water is an issue. He stated that the County is not short of water. When looking at future needs you look at where the resource should best be spent. We are here now. The market indicates that this mixed use is good for now. Allocations for future developments which are not yet here should not influence this request. That is counterintuitive. Deal with the future when it comes up. We are here for a PUD amendment.

The Water Management District has calculated consumptive use and Peter Brown states that there is sufficient water with the agreement to use reclaimed water and proper landscape management. The future indicates that there may be a problem in the future. You cannot put someone off because of the potential of a future problem. The water should not be denied. There must be a policy decision made on this. Hank Fishkind will come to conclusions some time in the future. We are here now.

Pertaining to schools, Dianne Kramer is not here to respond. Mr. Wright stated that Ms. Kramer and Mr. Vogel have told him in a telephone conference that there was no capacity issue. He will invite Ms. Kramer and Mr. Vogel to speak to the BCC. We were told to pay 125 % of the impact fees to mitigate the problem.

This is the product of years of work. You cannot hold us hostages of the school board. Where would the money go? Impact fees are designed to off set the impact of the unit. If we are building 290 units there is a specific fee for this. The board is objecting to the multi-family units. They are protecting the quality of education. He stated again that there is no school issue. The School Board must establish clearer goals.

Mr. Wright said that he has demonstrated compatibility, and that water resources and school board issues should not hold back the project.

The Chairman called for public input. There was none.

In Board discussion, Commissioner Dorworth stated that to hold Colonial Properties accountable for the County not having enough office space, when they have 2 million square feet there does not make sense. The school board issue threatens to stop growth until the Boards straightens things out. We cannot hamper the Colonial Properties from doing business in our county.

Commissioner Harris asked Mr. Wright to talk about the total acreage in the Heathrow HIBC project.

Charles McGeehee stated that there was a little over 400 acres in the HIBC project and about 175 acres in neighboring the Colonial Towne Park project with 3 million square feet of office space.

Commissioner Harris said that the contention now is concerning 14 acres of this world class development. This is a development that we can be proud of, that is well built and doing all of the things that we started planning twenty years ago. Planning has changed through the years. People do not want to drive 20 miles to work. Things must change with the times. Mixed uses create vibrant communities. We should change with the times. The issues that have risen should not put the project on hold. They will always be around.

Commissioner Tucker noted that there is no school site here. The impact fee may not be fair. Shops and restaurants are here now. This should not be accomplished at the expense of those who are here now. We must consider the cost of water plants that will be needed and issues that exist now. Issues must be resolved. This is not a private property rights issue. We do not have the answers to what this project will do to us now. It is not just the problem of the applicant. This is a countywide problem. He is not willing to move on anything but the change in name. The rest of the application should be put on hold as per staff recommendation.

Commissioner Tucker made a motion to recommend approval of item number 1, the change of name, and to put the rest of the request on hold as per staff recommendation.

The motion died for lack of a second.

Commissioner Harris referenced a statement from Peter Brown from the St John's River Water Management District dated August 4 which said that reclaimed water use will answer the problem of consumptive use.

Commissioner Dorworth made a motion to recommend approval of the request including all 5 stipulations on page 2 of the staff report.

Commissioner Hattaway seconded.

The vote was 5 – 1 in favor of the motion. Commissioner Tucker dissented.

units as well. He said boat and RV parking would also be prohibited in the driveways.

Commissioner Van Der Weide stated he feels this is much better and he wouldn't be afraid to move forward with this request, but he still feels they need to take a hard look at the Code.

Commissioner Morris recommended that the site plan come back to Board for approval.

Vice Chairman Maloy reiterated that the site plan would come back to the Board; there will be no boat or RV storage in the driveways; the conversion of garages into living areas would not be allowed; and there will be a minimum of one extra parking space for three units.

Districts 1, 2, 3, 4 and 5 voted AYE.

The gavel was returned to Commissioner McLain, who assumed the position of Chairman.

Chairman McLain recessed the meeting at 2:44 p.m., reconvening it at 2:57 p.m.

HEATHROW IBC PUD AMENDMENT

Proof of publication, as shown on page _____, calling for a public hearing to consider request to approve Second Amendment to the Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact (DRI); and adopt an Ordinance amending the HIBC PUD rezone from PUD to PUD of approximately 407.1 acres, Meredith Pickens, received and filed.

Tina Deater stated the HIBC PUD was originally approved on October 20, 1988. She stated a portion of the PUD is within unincorporated Seminole County and a portion is within the City of Lake Mary. She added the applicant is requesting the

following changes: (1) Changing the name to Colonial Center Heathrow; (2) Changing the use designations of Tract "D" and Tract "O" from Office to Multi-family, Tract "P" from Office to Multi-family and Office (Tract "D" is entirely within the City of Lake Mary and is proposed to be built as townhomes. Tracts "O" and "P" are within Seminole County and approximately 15 acres are proposed to be changed from Office to Multi-family); (3) Increasing the total number of multi-family units allowed in the PUD by 455 units. This results in an increase of multi-family units within the DRI from 581 to 1,036 units, an increase within the PUD from 313 units to 768 units. A total of 300 apartment units are proposed within the County and 155 townhouse units are proposed within the City of Lake Mary; (4) Allowing the future conversion of land uses within the PUD and DRI utilizing the existing conversion matrix in the Second Amendment to Third Amended and Restated Development Order for the HIBC DRI to achieve a maximum of 1,400 multi-family units in the future. That is a potential increase of 819 units more than the 581 currently allowed; and (5) Decreasing the amount of approved office space from 2,984,000 sq. ft. to 2,759,000 sq. ft. (A decrease of 225,000 sq. ft.).

Ms. Deater stated staff believes that the proposed multi-family uses are compatible with the surrounding uses. The proposed project is undergoing a Development of Regional Impact Notice of Proposed Change. Staff received objections from the School Board, East Central Florida Regional Planning Council, St. Johns River Management District, and the Department of Community Affairs relating to school capacity and potable water capacity. These agencies have indicated that the applicant has not sufficiently demonstrated that the proposed changes to the

DRI will not result in additional impacts to regional resources of schools and potable water. The East Central Florida Regional Planning Council submitted comments (received and filed) regarding potable water and school issues. Staff analysis of the school capacity issue is Seminole County does not have school concurrency requirements as part of the Comprehensive Plan. This is an issue that the School Board and applicant must work out between themselves.

Ms. Deater continued by stating potable water is a concurrency issue and is addressed in the Vision 20/20 Comprehensive Plan. If this amendment is approved and the project is built as proposed, it will result in a net increase of water demand of 2,005,000 gallons per day. At this time, the County is in the process of obtaining a consumptive use permit for the Northwest Service Area. The Environmental Services Division of Seminole County has attempted to contact the applicant several times to discuss methods to mitigate the increase of water usage that this proposed amendment would create, but they have not received a response. The applicant, however, submitted a letter to the SJRWMD which they believe addressed their concerns. However, the Environmental Services Division objected to some of the statements made in that letter. In the past, the County has operated on a first-come first-serve bases relating to water capacity. It is a policy decision for this Board to determine if they want to modify this policy. Staff is in the process of completing a study of the long-term fiscal impacts of converting Office land use to Residential uses. This study is partly in response to the newly revised economic element of the Vision 20/20 Comprehensive Plan. This policy directs the County to shift the tax base burden away from

residential to non-residential uses. This study will not be completed until early next year. Based upon the existing uncertainties relating to potable water and economics, staff is recommending continuing the request until such time the applicant can address the outstanding water issues and allow staff time to complete the fiscal impact analysis. However, if the Board chooses to approve the amendment, staff recommends that it be subject to the Second Amendment to the Third Amended and Restated Development Order with the following conditions: (1) In the absence of any other potable water mitigation plan, the future conversion of any office square footage to residential units shall be subject to the already existing conversion matrix based on peak hour traffic, which is part of the DRI Development Order, and an additional conversion matrix based on potable water consumption, which shall be reviewed and approved by the Board; (2) That any additional residential units added in the future (up to a maximum of 1,400 units, using the conversion matrix) shall be restricted to Tracts C-1, D, O, and P; and (3) That any approval of additional units above the 313 already approved shall be subject to concurrency testing to ensure adequate service capacities. The P&Z Commission recommended approval of the PUD major amendment and the DRI NOPC.

Attorney Ken Wright, Shutts & Bowen, addressed the Board to state he represents Colonial Properties. He noted that there are no residents here objecting to the request. He said in 1997, he and Charles McGeehee, representative of Colonial Property, met on the property and determined that several other tracts could be acquired and to give them an opportunity to do more than multi-family development. He said they met with

former Planning & Development Director Tony Van Der Worp to discuss what could be done in that area in bringing in a world-class development. Their discussions also included that it would be nice to have first-class office buildings and an entertainment complex where the residents could go to a movie or have cocktails instead of having to go to Winter Park or downtown Orlando. Colonial Properties has made significant planned development investments into Seminole County and that will total about $650 million. He distributed a booklet (received and filed) entitled "Development" published by National Association of Industrial and Office Properties naming Colonial Properties as developer of the year. Staff reports that this project meets the Vision 20/20 Plan with the exception of three issues. It indicates that it meets the Vision 20/20 guidelines, traffic concurrency in terms of providing mixed development and a mixed use in lifestyles. He said he feels it would be unfair and unwise to deny Colonial Properties' request. The proposed project is 407 acres with over 2 million sq. ft. of office space and they are shifting 225,000 sq. ft.

Mr. Wright stated the first issue deals with water. Seminole County operates under a consumptive use permit with the SJRWMD. The County has water to serve this project, therefore, there is no shortage of water. SJRWMD has no objection to this request. The other resource is land use and it is capable of producing Ad Valorem taxes without the demands that residential properties have. Any economic study will have to come back to the Board and be digested in some context. He read Tom Green's comments from the Development booklet relating to "Corporate America is connecting with this concept. For many companies, it is increasingly more important to create a culture, that makes

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their employees' lives easier". He stated Planners have pointed out examples of why downtown areas die. What brought it back was the high density of residential. He said Maitland Blvd. was in very bad shape several years ago and it started to come back to life until development occurred in that area. The last concern that was raised deals with the School Board. Colonial Properties has benefited and continues to benefit from the good efforts and job of the School Board and their administration. There has been suggestion that there may be a capacity issue. It may not be a capacity issue as much as it is a quality issue. An impact fee ordinance was established in 1992 and he does not have enough information to make a determination as to whether or not that fee is appropriate or not. He also has no knowledge if there is a capacity issue and if there is, to what extent is it. If there is an issue regarding funding of schools or an impact fee, then there should be discussions in a more comprehensive context. He stated he would suggest not doing a moratorium or run around objecting only to the multi-family projects or conversions of non-residential properties to residential on a case-by-case basis. This development may generate 100 more or less students. Primarily this type of housing is directed to mostly single people and the rent will range from $800 to $1200 a month. As far as the economic study is concerned, it may be valuable; however, he doesn't think that study is going to be convincing one way or the other with regard to this request. With regard to the School Board's concern, he feels they need to begin a dialogue with the Board and the community. It has been suggested that Colonial Properties pay perhaps 125% of impact fees, but he doesn't know how you would account for an impact fee in excess of 100%.

Sandy Robinson, Seminole County Public Schools, addressed the Board to introduce School Board member Dede Schaffner and Deputy Superintendent Diane Kramer. She stated the developer has made no effort to address school impacts with the School Board. The School Board unanimously approved a motion on 8/10/04 to oppose land use or changes that convert nonresidential properties to residential until they and the local governments have an opportunity to discuss how they can address future growth and the impact of those changes on the County and the School system. She asked the Board to postpone this issue until they have an opportunity to meet with the BCC to discuss the impact of this change in direction. She said the recent push for multi-family development has increased the enrollment rate of growth especially in the elementary level. Even though the School Board has built another elementary school and is currently constructing two classroom additions in the northwest cluster, there is still not enough capacity. There are currently 78 portables on the schools that would serve this development, and approval of this could result in a potential of 800 apartments and add approximately 200 students to the system. She discussed what impact additional growth might cause in the area, rezoning development, transportation of students, and the rate of increasing growth.

Ms. Robinson discussed with Commissioner Maloy the issue of the 1-cent tax increase going toward schools.

Upon inquiry by Commissioner Maloy, Ms. Robinson advised the School Board has been trying to keep the renovations in pace with new construction, but the other part with that is they are having a hard time finding land. The increased cost of

construction materials and property has eaten up their reserves for land acquisition.

Commissioner Henley stated one of the things that help this Board maintain creditability has been the fact that they did what they said they were going to do.

Upon inquiry by Commissioner Morris, Ms. Robinson advised she feels that both Boards need to discuss how they can deal with the changes in land use.

Commissioner Morris stated he understands the School Board had concerns relative to the development on CR 46A, the Paulucci apartment development, and the apartments in Lake Mary, because all of these were not considered in the School Board's comprehensive plan.

Ms. Robinson stated when the School Board does a 5-year plan for capital improvements, they can move some of those projects forward or backward but when this high density comes in and they are not expecting it, it really skews the plan.

Debra Adams addressed the Board to indicate on the aerial where she lives. She stated her concern is where the apartments are going to be constructed. She said she would rather have the large building built for offices as it blends in with the area better. She added she is opposed to this and she would like the apartments to go farther north.

Fred Shy, 2056 Hutton Point, addressed the Board to state he represents the Markham Woods Homeowners Association and they are against this project due to the fact that their schools will be so overcrowded. Two weeks ago the School Board had to zone 70 homes out of 1400 into different high schools and what will happen to these types of projects when there will be more development occurring in this area. He stated he didn't hear a

lot about specifics from Mr. Wright nor did he hear any statistics on how many people working in downtown Orlando live downtown. He added because the developer is going to build a community in this area doesn't mean they will work in Heathrow unless they are in agreement with the businesses. Because the developer wants to make more money from this project, it should not be a reason to go forward with it.

Attorney Wright stated he agrees with the School Board's successes. The fact that the School Board may or may not have a capacity issue may or may not be the question. He stated he spoke with Ms. Kramer and Mr. Vogel relative to capacity and he did not get an answer to a capacity question. It may be appropriate to have further discussion. He objects to a veil objection to a specific development without specifics. He said he was told that he could advance the project upon payment of a super impact fee. The impact fee is to offset the impacts. If the impact fee is not enough then it should be addressed. This project should not be held hostage until those processes are completed. He said he feels it is unfair to have that debate of converting nonresidential to residential centered around one project. He requested that the Board adopt the development order presented and recommended by staff. Without converting nonresidential to residential, he would like a development order that accomplishes this.

Upon inquiry by Chairman McLain, Attorney Wright advised he did not request the land use for office on these parcel and that designation was done by Pizzutti Development in 1988.

Upon inquiry by Commissioner Henley, Attorney Meredith Pickens, Shutts & Bowen, addressed the Board to advise 313

existing units have been built by Colonial Properties and another 268 have been approved to the north of the apartments.

No one else spoke in support or in opposition.

Speaker Request Forms were received and filed.

District Commissioner McLain stated the economic liability of this community depends on having adequate commercial, office and industrial land uses so they can continue to expand the economy and continue to provide jobs to the citizens of Seminole County. This is the largest mixed-use PUD, which is over 400 acres and they have assembled all of those properties over the last several years with a vision to build a first-class town center. The County has contributed economic incentives to help bring companies to this location to make sure that jobs and the necessary tax bases are created. The one thing that concerns him is they have to have the people in that community to make it viable for the commercial and retail opportunities in order to keep the people off the highway. The redevelopment of downtown Orlando with condos and apartments has brought revitalization in that area. He feels it is important that they make this a viable and successful project. He doesn't feel it is appropriate to restrict the economic viability of this project. He stated he supports this project and he feels it is the right thing to do at this time. If this was a parcel outside the PUD wanting to convert itself, he would have a different opinion on it.

Commissioner Morris stated being involved in the business growth in the better part of 16 years, the County has put everything in historic perspective. When Primeria was going to convert, the City of Lake Mary held firm in their position and was correct long-term economically for planning and for the jobs

that it brought. Many of the same arguments were made as that property changed ownership. He said this property has changed ownership three times. This Board has allowed an increased in density of the apartments making an addition of 530 apartment units. Now they are talking about an additional doubling of that of new apartments. The apartments on the south side of Lake Mary Blvd. apartments were converted with the objections of the neighbors. He said nobody wants more success than him and to see these high-end units work. There is a huge amount of undeveloped land to the north of International Parkway and that will come in as C-1 or PUD. The issue of the economic impact, which the study is not done, will not be determined and this is the reason why he doesn't feel it should go forward. He stated he feels this proposal should be delayed so that staff can study it further. Office build-out will occur in 2010 and residential build-out will not occur until 2025. They are adding additional buildings with additional population and this adds additional strain on the system. He said 5 years is a drop in the bucket in terms of building out. He added due to those reasons, he feels they should have more discussions with the School Board and the business community and wait until the study is completed.

Commissioner Maloy stated if the County is going to have a program where they are incentivizing companies to move here, they will have to find places for people to live. He stated he has no problem with a developer coming here; but if this Board is going to start being very restrictive on residential, the County may as well not give any more awards out for companies to move here because you have to have a place for people to live.

Chairman McLain stated the developer came forward with a master plan and additional properties with a land use in place so they could have a quality project throughout. The viability of this project is what they accepted from someone else's master plan.

Commissioner Morris stated this is a changed use. This property was acquired years ago and this proposal has come forward after the fact. This is exactly the wrong direction. Mr. Paulucci wanted to make the change and the former Board denied it.

Chairman McLain stated he agrees that the outside parcels that are not put in the master plan should not be considered.

Commissioner Morris recommended delaying this and letting them submit viable information.

Commissioner Henley stated he agrees with what Attorney Wright has said in that Colonial Properties has done a tremendous job with this project. He stated he feels the Board needs to be cognizant of the fact that whatever they do, it has impact beyond that development. The School Board went through a lengthy process upsetting 2/3 of the citizens. He stated he feels that this Board caused many of those conflicts when they did not consider the citizens when they made their decisions. He said he doesn't believe the Board can ignore the potential impact of this. The County has been a good partner with Colonial. He added he doesn't believe the County would be a bad partner by slowing the process down in order to get more information. He said the County needs to go beyond some of the impact on Colonial. He feels there are a lot of things that need to be considered. This County has done well because of the quality of the school system. There is a capacity problem. He

said he feels that the School Board and staff is right in wanting to delay this request.

Commissioner Van Der Weide stated he has heard a lot of valid points, but he has the same concerns that Commissioner Morris has. He stated he doesn't feel the County will have to worry about the quality of the project in the Heathrow area. He said he has a major concern converting these commercial and PUD areas as it will affect a lot of things in a lot of areas and not just that specific area. A lot of people don't like it as they are concerned about not just what the School Board is doing, but are concerned with what the Board has done. He stated he cannot support this project.

Chairman McLain stated it sounds like the Board needs to continue this item.

Upon inquiry by Chairman McLain, Attorney Wright advised his client does not wish to have this item continued, but they will look forward to participating with the process that will occur between now and February.

District Commissioner McLain recommended continuing this item to February 2005.

Motion by Commissioner Van Der Weide, seconded by Commissioner Henley to continue to February 8, 2005, request to approve Second Amendment to the Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact (DRI); and adopt an Ordinance amending the HIBC PUD rezone from PUD to PUD of approximately 407.1 acres, as described in the proof of publication, Meredith Pickens.

Districts 1, 2, 3, 4 and 5 voted AYE.

County Manager's Office

SEMINOLE COUNTY
FLORIDA'S NATURAL CHOICE

Memo

To: The Seminole County Board of Commissioners and
The Seminole County School Board

From: J. Kevin Grace, County Manager and
Dr. Bill Vogel, Superintendent of Schools

CC: Don Fisher, Deputy County Manager

Date: January 20, 2005

Re: School Capacity/ Land Conversion Issue Recommendations Report

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Enclosed, please find a report that summarizes the issues identified at the December 13, 2004 Joint Meeting of the Seminole County School Board and the Seminole County Board of County Commissioners. The report also provided recommendations for short-term and long-term options to address the school capacity/ land conversion issue.

Staff will be seeking comment and direction regarding the recommended report and the next steps to take to begin implementing action from the Boards at upcoming respective Board meetings.

REPORT
RECOMMENDATIONS ON LAND USE CONVERSION ISSUE

For the Seminole County Board of Commissioners
and
the School Board of Seminole County

January 20, 2005

From the Offices of
J. Kevin Grace, County Manager
and
Dr. Bill Vogel, Superintendent of Schools

As follow-up to the December 13, 2004 joint work session of the Seminole County Board of Commissioners and the School Board of Seminole County, a summary of the issues and recommendations regarding short-term and long-term considerations for action are provided below:

ISSUE DEFINED

At the December 13, 2004 joint work session, Dr. Vogel and Ms. Kramer detailed a list of challenges the School Board currently is faced with including that the school system has seen an increase of 1700 students in the last year and that there are now 66,000 students in the system. The challenges include: land use and density changes not accounted for in original planning projections; density increases presenting a problem in terms of the mobility issue particularly in the south part of the County; impacts on capacity from the Class Size Amendment; scarcity of school sites; rezoning of schools (occurring due to growth in an area); funding- State funding has been cut from $12 million to $2 million and PECO is now zero; locations of schools are not in the right place; infill sites and additions to schools; and the difference in impacts produced from single-family fee-simple development vs. rental multi-family development.

RECOMMENDATIONS

SHORT-TERM SOLUTION- implementation of this should occur in a more imminent time frame and could provide a framework for continued policy and regulation. This solution would remain in place until viable long term recommendations are developed by a focus committee, as explained under the long-term solution scenario below, and implemented by the Board of County Commissioners and the School Board. The anticipated time frame for development and implementation of such recommendations is one year.

The issue at the forefront involves the conversion of land use from commercial / office to residential which, if such occurs, creates capacity demand on existing schools in areas where urban/high density development has already occurred, and

that no additional capacity can be accommodated at the existing campus. As an example of this issue, the County is currently considering two development proposals on which the School Board has stated public objection. Both of these projects involve conversion of commercial or office classified land to residential. Although these are not the only projects in the County with a conversion of land use, these projects are located in the Northwest area of the County which is already over capacity. The School Board has stated that this area, called the "NW cluster" has a deficit now, under current numbers forecasted and will continue to have a deficit after additions to existing schools are completed. The NW cluster area is in need of a high school site; it is not yet determined if land is available or affordable and the Wekiva River Protection Area (WRPA) further reduces possible land options.

To alleviate the possible negative impacts such proposals may have on the school system and to allow stakeholders in this issue time to evaluate possible long-term options, it is recommended that a **capacity review** be performed on any application requesting a land use amendment. Such capacity review will hold that, the Board of County Commissioners, in consultation with the School Board, will evaluate mitigation options for any project that impacts the school system where already overburdened or at capacity. Simply, the capacity must exist or impact must be mitigated. Such mitigation may include the developer dedicating/donating a school site, or funding the purchase of portables to cover the increased number of students produced by the project. The current impact fee system will still be realized and respected as well as a methodology used for calculating mitigation. The capacity review evaluation process may occur as follows:

1. Capacity review will only occur in the case of a land use amendment;

2. County and School Board staff will evaluate the land use amendment to determine if the change could result in additional students being added to the school system;

3. If it is determined that the land use amendment will not add students, no further evaluation will be performed;

4. If it is determined that the land use amendment will add students, an evaluation of available capacity will be performed for the elementary, middle, and high school in the zoned area in which the proposed development site is located;

5. If there is available capacity for the projected number of students, no further review will be performed;

6. If there is not available capacity, but permanent capacity improvements are scheduled in the CIP to begin within 2 to 3 years , and where the improvements will create the needed capacity, no further review will be performed;

7. If there is not available capacity and no improvements scheduled in the CIP, mitigation shall occur;

8. If no reasonable mitigation is possible, then the capacity review will reveal that the land use amendment should be denied.

LONG-TERM SOLUTION- this item requires time and coordination of all stakeholders in school capacity issues for the County therefore it is recognized as a long-term solution or option for addressing the school capacity challenges:

Develop a **focus committee** that will look at how education will be factored into capacity and land use decisions. This group will derive from the County, School Board, cities, the public and development community working together through a process, possibly beginning in the Mayors/Managers meeting forum. As this committee works through a process of addressing the impacts on the quality of education as it relates to growth and land use conversion in the cities and County, the list of goals below may serve as the charge for the committee's mission:

- Provide necessary facilities including land to meet student needs;
- Provide a fair and uniform method of assessing development projects for school needs;
- Develop a system of assessment that the school district, residents, local government and the development community may rely on for land use and fiscal planning;
- Develop a process to provide input to local government to assure adequate interlocal government planning and needs of the School District are met through the development review process;

Possible resolutions that the committee may explore include:

- Consolidation of services such as athletic fields and recreation between schools and with County park facilities or join library services;
- Research vertical prototype schools for infill school sites and urban school development as well as development on sites less than the required acreage;
- Impact fee evaluation/update;
- Assess the School District's student capacity versus revenue and needs and determine additional funding possibilities.

Staff seeks direction from the Boards regarding the next steps to take to begin implementing action.